



KANTONE HOLDINGS LIMITED
看通集團有限公司

Stock Code 股份代號 : 1059



2021 年報
ANNUAL REPORT

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財務撮要

FINANCIAL HIGHLIGHTS

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Results (for the year ended 30 June)	業績(截至六月三十日止年度)				
— Revenue	139,069	146,944	143,966	136,743	140,854
— Adjusted profit/(loss)*	5,669	3,897	1,793	(3,438)	(1,822)
— Attributable profit/(loss)	5,689	3,875	2,437	(1,643,888)	(1,756,580)
— Dividends	—	—	—	—	—
— Earnings/(loss) per share (in HK cents) (2017: Restated)	2.62	1.94	1.24	(833.16)	(890.27) ^Δ
	每股盈利/(虧損) (以港仙計) (二零一七年：經重列)				
Financial Position (as at 30 June)	財務狀況(於六月三十日)				
— Cash and cash equivalents*	118,848	95,472	83,365	71,626	76,101
— Total assets	216,680	186,243	162,438	158,529	1,801,716
— Equity [#]	107,663	52,821	67,458	70,914	1,677,197
Financial Ratios (as at 30 June)	財務比率(於六月三十日)				
— Current assets/Current liabilities	1.95	1.91	1.92	2.15	27.75
— Assets/Equity [#]	2.01	3.53	2.41	2.24	1.07
— Sales/Assets	0.64	0.79	0.89	0.86	0.08

* Excluding reversal of impairment and/or impairment
+ Excluding overdrafts
^Δ Adjusted pursuant to the share consolidation in April 2018
[#] Attributable to owners of the Company

* 未計入減值撥回及/或減值
+ 不包括透支
^Δ 按二零一八年四月股份合併而作出之調整
[#] 本公司權益人應佔

企業資料 CORPORATE INFORMATION

於二零二一年九月二十八日 AS AT 28 SEPTEMBER 2021

EXECUTIVE DIRECTORS

Ms. WONG Man Winny (*Chairperson*)
Mr. WU Yunjing (*appointed on 30 March 2021*)

NON-EXECUTIVE DIRECTORS

Mr. LIU Ka Lim
(*re-designated on 23 October 2020*)
Ms. TO Yin Fong Cecilica

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LEUNG Man Fai
Ms. CHUNG Sau Wai Ada
Mr. Clayton IP

COMPANY SECRETARY

Mr. CHAN Wai

AUDIT COMMITTEE

Mr. LEUNG Man Fai (*Committee Chairperson*)
Ms. CHUNG Sau Wai Ada
Mr. Clayton IP

REGISTERED OFFICE

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

OPERATION CENTRE

Europe

Multitone House
Shortwood Copse Lane
Kempshott, Basingstoke
Hampshire, RG23 7NL
UK

PRINCIPAL OFFICE IN HONG KONG

Unit 4215, 42nd Floor
Hong Kong Plaza
188 Connaught Road West
Hong Kong

執行董事

黃敏女士(主席)
吳允靜先生(於二零二一年三月三十日委任)

非執行董事

廖嘉濂先生
(於二零二零年十月二十三日調任)
杜妍芳女士

獨立非執行董事

梁文輝先生
鍾秀維女士
葉丞峰先生

公司秘書

陳偉先生

審核委員會

梁文輝先生(委員會主席)
鍾秀維女士
葉丞峰先生

註冊辦事處

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

營運中心

歐洲

Multitone House
Shortwood Copse Lane
Kempshott, Basingstoke
Hampshire, RG23 7NL
UK

香港主要辦事處

香港
干諾道西
188號香港商業中心
42樓4215室

企業資料(續)

CORPORATE INFORMATION (Continued)

於二零二一年九月二十八日 AS AT 28 SEPTEMBER 2021

PRINCIPAL BANKERS

Nanyang Commercial Bank, Limited
Bank of Communications (Hong Kong) Limited

AUDITOR

Moore Stephens CPA Limited
Certified Public Accountants and Registered Public Interest Entity Auditor
801–806 Silvercord, Tower 1
30 Canton Road
Tsimshatsui, Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

The R&H Trust Co. Ltd.
Windward 1
Regatta Office Park
PO Box 897
Grand Cayman KY1-1103
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

COMPANY HOMEPAGE/WEBSITE

www.tricor.com.hk/webservice/01059

STOCK CODE

1059

INFORMATION AND ENQUIRIES

Investor Relations
Kantone Holdings Limited
Unit 4215, 42nd Floor
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188 Connaught Road West
Hong Kong

e-mail: ir@champion.hk

主要往來銀行

南洋商業銀行有限公司
交通銀行(香港)有限公司

核數師

大華馬施雲會計師事務所有限公司
執業會計師及註冊公眾利益實體核數師
香港
九龍尖沙咀
廣東道30號
新港中心1座801–806室

主要股份過戶登記處

The R&H Trust Co. Ltd.
Windward 1
Regatta Office Park
PO Box 897
Grand Cayman KY1-1103
Cayman Islands

香港股份過戶登記分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心54樓

企業網址

www.tricor.com.hk/webservice/01059

股份代號

1059

查詢或索取資料

看通集團有限公司
投資關係部
香港
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香港商業中心
42樓4215室

電子郵件：ir@champion.hk

主席報告

CHAIRPERSON'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors (the “**Board**”) of Kantone Holdings Limited (the “**Company**”, together with its subsidiaries, collectively, the “**Group**”) and the management of the Group, I would like to present the 2021 annual report of the Group.

Globally, 2020/2021 has remained extremely challenging. The epidemic still disrupted the order of people's daily lives and has also caused a substantial contraction of the global economy. We have taken active measures to adapt to it and have strived to overcome difficulties and adversities surrounding our business!

During the year under review, our efforts were still pinpointing on the creation of more revenue, and multi-directional expansion of business is our unswerving strategies to deal with this unresolved but slightly relieved epidemic. The following are our major changes in the foreseeable future.

THE FUTURE DEVELOPMENT OF THE COMPANY

As we see the rollout of the COVID vaccination programme in the countries in which the Group operates, we are confident of sustaining a profitable operating result for Multitone for the fiscal year 2021/22. Nevertheless, the management anticipates a negative impact across our group, in particular against our sales order intake performance from the COVID pandemic. Though there are signs of COVID starting to subside, the uncertain impact brought about by Brexit still persists, which has led to our setting of a prudent yet more optimistic budget for the 2021/22 financial year.

As a result of Brexit, increased border controls and additional import and export requirements have caused some disruption in the supply chain but these appear to be short term in nature. Economic forecasts are predicting a longer-term impact on the UK economy which is predicted to be several percentage points smaller in 2030, than it would otherwise have been if the UK had remained part of the EU.

In the short term, outlook for the economy is favourable with a projected rebound from the COVID pandemic. It is expected that the UK economy will grow by 6.6% this year and by 5.4% in 2022, with a potential deceleration in growth thereafter. This will allow the economy to reach its pre-COVID level by the first quarter of next year.

各位股東：

本人謹代表看通集團有限公司(「本公司」，連同其附屬公司統稱為「本集團」)之董事會(「董事會」)及本集團管理層，呈報本集團的二零二一年度年報。

二零二零年／二零二一年仍是全球充滿挑戰的一年。疫情擾亂了人們的日常生活秩序，也令全球經濟大幅度收縮。我們採取了積極的應對措施，努力克服業務的困難和逆境！

於回顧年度，我們繼續努力以創造更多收入為目標，多方位拓展業務是我們應對這場尚未解決但略有緩解的疫情的堅定不移策略。以下是我們在可預見的未來的主要變化。

公司未來發展

隨著冠狀病毒疫苗接種計劃於本集團各個營運中心的所在國家陸續展開，我們有信心 Multitone 於二零二一／二二年財政年度能繼續錄得營利。然而，管理層仍預期冠狀病毒疫情仍會對本集團業務，尤其對銷售訂單方面，將造成一定負面影響。儘管有跡象顯示冠狀病毒疫情開始消退，但英國脫歐帶來的不確定影響依然存在，這使我們為二零二一／二二財政年度製定了審慎樂觀的預算。

由於英國脫歐，邊境管制措施的加強和額外的進出口要求已經導致供應鏈出現一些斷層，但這些情況似乎是短期的。相比於若果英國繼續留在歐盟，預計於二零二零年的經濟增長將會減少幾個百分點，各項經濟預測亦預期此轉變對英國經濟會造成長期影響。

短期內，經濟前景良好，預計將從冠狀病毒大流行中反彈。預計英國經濟今年將增長 6.6% 及二零二二年將增長 5.4%，此後增長可能放緩。這將使經濟在明年第一季度恢復到疫情之前的水平。

主席報告(續)

CHAIRPERSON'S STATEMENT (Continued)

The possible emergence of new variants of the virus that are less responsive to the current vaccines is still a downside risk, albeit less severe than previously, as the economy has adapted to operating under social distancing restrictions.

Project Aurora

“Aurora” will be a microservices platform supporting independent Messaging, Clinical Collaboration, Workflow, Alarm and Lone Worker modules. It will be a cloud first solution, optimized for deployment across multiple regions and availability zones for resilience, and able to operate as either a Cloud, On-premise, or Hybrid Cloud solution with failover to on-premise hardware if required. “Aurora” will become the natural successor to our highly successful i-Message platform, and allow us to address the market requirements for a flexible cloud first approach to critical messaging. The initial deliverable from this project codenamed “Aurora Messaging” will be released in 2022. This will provide a device agnostic, OS independent messaging platform.

Software Development is a focus area as we move into 2022 with many of our established customers looking to transition from traditional RF paging solutions to Smartphone “App” based secure messaging.

THE UK MARKET

The outlook remains positive despite the continued uncertainties surrounding COVID-19. UK has benefited from a robust vaccination programme with many restrictions removed, many businesses are now benefiting.

Multitone offers a range of smart applications supporting key deliverables including non-emergency bleep or pager replacement with our messaging applications, workflow integration with our workflow and task management solutions as well as asset tracking, all supporting the delivery of key areas highlighted within the Company's long-term plan.

可能出現對當前疫苗反應較弱的新變種病毒仍然是一個下行風險，儘管沒有以前那麼嚴重，因為經濟已經適應了在社交距離限制下的運作。

Aurora項目

「Aurora」將是一個支持消息獨立傳遞、臨床協作、工作流程、警報和單獨工作者模塊的微服務平台。它將是雲端優先的解決方案，針對多個跨區域和可用區域的部署進行優化，以實現其彈性，並且能夠以雲端、自有內部部署或混合雲解決方案運行，並在有需要時以故障切換模式轉移到自有內部硬件操作。「Aurora」將成為我們非常成功的i-Message平台的繼承者，並使我們能夠滿足市場對緊急訊息傳遞的靈活雲端優先方法的需求。這個代號為「Aurora Messaging」的項目的初始交付將於二零二二年發布。這將提供一個與設備和操作系統獨立的訊息傳遞平台。

隨著我們進入二零二二年，軟件開發是一個重點領域，我們的許多現有客戶都希望從傳統的無線電傳呼解決方案過渡到基於智能手機「應用程式」的安全訊息傳遞方案。

英國市場

儘管圍繞2019冠狀病毒病的不確定性持續存在，但前景仍然樂觀。英國受益於強大的疫苗接種計劃，取消了许多疫情的限制，讓許多企業受惠。

Multitone提供了一系列支持主要功能的智慧應用程序，包括利用我們的訊息應用程序取代非緊急傳呼機、與我們的工作流程和任務管理方案的集成以及財物追蹤功能等，以上都是支持本公司長期計劃中主要強調的領域。

主席報告(續)

CHAIRPERSON'S STATEMENT (Continued)

THE EUROPEAN MARKET

Multitone has been successfully implementing its safety, security and time critical messaging alarm server solutions in a wide variety of applications, ranging from Industry and Healthcare, to community and Governmental applications as well as Education and Retail.

Using its strong brand and patented EkoTek® family technology, Multitone is a market leader for radio security systems, and the provision of lone-worker solutions for the major Psychiatric Clinic chains in Germany, Europe's largest single economy. These solutions are utilised to protect care-staff from assaults and attacks.

Combining synergies, the German success is now being rolled-out to other European countries, with similar applications and local market characteristics.

THE POSSIBLE CHANGE OF OUR SUBSTANTIAL SHAREHOLDERS

For details regarding (i) the possible change of the Company's substantial shareholder which may lead to the possible mandatory unconditional general offer in cash for all the issued Kantone Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it), (ii) the background of the offeror and (iii) the intention of the offeror in relation to the Group, please refer to the Outlook section of this annual report and joint announcements made by Champion and the Company on 25 August 2021 and 15 September 2021.

APPRECIATION

On behalf of the Board, I would like to express our sincere gratitude to our customers, suppliers, business partners and the shareholders for their continuous support during this difficult and struggling period, and give special thanks to all employees of the Group for their devotion and progressive achievements under the current challenging social and business environment.

Looking ahead, we can expect revival in the restoration to normalcy in the coming year as the pandemic subsides.

Ms. WONG Man Winny

Chairperson
Hong Kong

28 September 2021

歐洲市場

Multitone 將其在安全、保安和緊急通訊警報系統上的多元化方案，由實施在一系列工業和醫療保健範疇，成功延伸至在社區和政府，以及教育和零售上應用。

憑藉 EkoTek® 系列的強大品牌效應和專利技術，Multitone 是無線電安全系統的市場領導者，並為歐洲最大的單一經濟體德國的主要連鎖精神科診所提供單獨工作者解決方案。這些解決方案用於保護護理人員免受襲擊和傷害。

結合協同效應，德國的成功現正被推廣到其他具有類似應用和當地市場特徵的歐洲國家。

主要股東可能發生的變化

有關(i)本公司主要股東的可能變動可能導致對所有已發行的看通股份進行強制性無條件現金全面收購(要約人及其一致行動人士已擁有或同意將予收購者除外)、(ii)要約人背景及(iii)要約人有關本集團之意向，詳情請參閱本報展望部分及日期為二零二一年八月二十五日及二零二一年九月十五日的冠軍及本公司之聯合公佈。

致謝

際此艱難奮鬥的時期，本人謹代表董事會向客戶、供應商、業務夥伴及股東表示由衷謝忱，感謝他們不離不棄、鼎力支持。同時，本人要特別感謝本集團所有員工在當前充滿挑戰的商業環境下作出的貢獻及積極取得的成就。

展望未來，隨著疫情消退，我們可以期待來年的業務得以恢復正常。

主席
黃敏女士
香港

二零二一年九月二十八日

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL RESULTS

Revenue

The Group reported a total revenue for the twelve months ended 30 June 2021 of approximately HK\$139 million as compared with approximately HK\$147 million for the previous year, representing a decrease of approximately 5.4 percent. This was mainly due to the changes in the product mix and the scaling down of marketing activities due to COVID-19 which could not be substantially substituted by cyber promotions during the year on account of the nature of the services and products that the Group has been selling.

Profit Attributable to Owners of the Company

Profit for the year ended 30 June 2021 was approximately HK\$5.7 million as compared with profit of approximately HK\$3.9 million for the previous year. The increase in profit for the year was mainly due to decrease in general and administrative expenses by 13.6 percent to HK\$51.8 million. Earnings per share was HK\$2.62 cents as compared with earnings per share of HK\$1.94 cents for the previous year.

Distribution Costs

The Group's distribution costs for the twelve months ended 30 June 2021 were mainly attributed to our principal subsidiary in United Kingdom ("UK") – Multitone Electronics PLC ("Multitone"), which recorded distribution costs of approximately HK\$25.7 million compared with approximately HK\$27.2 million for the previous year, representing a decrease of about 5.5 percent. The impact of COVID-19 on the ability to travel combined with the cancellation of trade shows and exhibitions led to a decrease in selling costs.

General and Administrative Expenses

General and administrative expenses for the twelve months ended 30 June 2021 were decreased by approximately 13.6 percent to approximately HK\$51.8 million (2020: approximately HK\$59.9 million). The decrease is due to the prudent cost control and savings attributed to salaries as a result of unfilled vacant positions partly due to difficulties in recruiting the right technical personnel in both the UK and Germany. In addition, the decrease in general and administrative expenses was also due to no past service cost from retirement benefit plan was recognised during the year ended 30 June 2021. During the year ended 30 June 2020, past service cost of approximately HK\$8 million was recognised due to a landmark ruling of Guaranteed Minimum Pension Equalisation in UK.

Finance Costs

Finance costs for the year was increased to approximately HK\$1.1 million from approximately HK\$808,000 as compared with the fiscal year 2020.

財務業績

收益

本集團於截至二零二一年六月三十日止十二個月錄得總收益約為139,000,000港元，較去年同期約為147,000,000港元，減少約5.4%。主要由於回顧年內產品組合變動以及本集團一直銷售的服務和產品的性質，在疫情肆虐下，借助網絡行銷亦未能顯著地取代實體市場推廣活動所達至的效果。

本公司擁有人應佔溢利

截至二零二一年六月三十日止年度溢利約為5,700,000港元，而去年同期溢利約為3,900,000港元。溢利的增加主要由於回顧年內一般及行政開支減少13.6%至51,800,000港元所致。每股盈利為2.62港仙，而去年同期則為每股盈利1.94港仙。

分銷成本

截至二零二一年六月三十日止十二個月，本集團之分銷成本主要產生自其英國主要附屬公司Multitone Electronics PLC (「Multitone」)，其分銷成本錄得約25,700,000港元，較去年同期約為27,200,000港元減少約5.5%。在疫情肆虐下，限制了外訪的機會，加上很多貿易展覽也被取消了，導致分銷成本下降。

一般及行政開支

截至二零二一年六月三十日止十二個月，一般及行政支出減少約13.6%至約51,800,000港元(二零二零年：約59,900,000港元)。今年的開支有所減少是謹慎成本控制的成果；另外還由於在英國和德國難以招聘到合適的技術人員，空缺職位未能填補而導致薪金成本減省。此外，此項開支減少亦由於截至二零二一年六月三十日年度止，退休福利計劃並無額外產生因員工過往服務引起的過往服務成本。但於二零二零年六月三十日止年度，則由於英國保證最低養老金的一宗指導性裁決，確認了過往服務成本約8,000,000港元。

財務成本

年內財務成本增加至約1,100,000港元，而二零二零財政年度則約為808,000港元。

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

REVIEW OF OPERATIONS

The year 2020/21 was a volatile and unpredictable year. The outbreak of COVID-19 swept the world by storm and during the year under review, it had not abated. The reality was that the development of certain segments of the information technology industry seemed to have been less affected since enterprises and social organizations were obliged to adapt and turn to smart artificial intelligence products. The business of the Group has always targeted at high-tech and smart products and has aimed to serve the society with its professionalism and tailor-made IoT smart products. This points the way to ample business opportunities ahead for the Group.

Technology Business – System Products

Internet of Thing (“IoT”)

New system solution products for our target customers, such as IoT applications will be our development focus. Since many NHS Trusts throughout the United Kingdom have already installed Multitone i-Message systems, it has made the modification of their existing setup and installation of our messaging apps etc., much simpler. In addition, despite the difficult situation, our UK-based engineers and our Hong Kong Technical specialists have been working closely to provide the necessary technical innovations support and always stand ready to give guidance when requested. Whilst most organisations are dealing with the threat of the pandemic, we at Multitone are also exploring opportunities. Our UK business has offered us an opportunity to strengthen our relationship with the NHS by continuing to support the temporary roll out of critical messaging solutions for the Nightingale Hospitals and Hospital Extensions, and the supply of additional solutions to assist with clinical care during the pandemic. In Germany, our subsidiary is marketing our EkoTek range of personal security products to the Mass Vaccination Centres which are now being deployed.

Cloud i-Message

The UK Government and many private companies continue to adopt cloud solutions, with a cloud first strategy, to meet the need for critical and non-critical communications, systems and services.

Multitone with the i-Message platform is one of a limited number of suppliers who can offer the same solutions, and applications via a cloud first, cloud hybrid platform or full on-premise solution.

This flexibility allows organisations working with Multitone to not only meet the needs of their businesses today, but also the flexibility to scale and migrate as their businesses continue to evolve.

業務回顧

二零二零／二一年度仍然是不穩定及不可預測的一年。2019冠狀病毒病疫情的爆發席捲全球，而在本報告所述年度內並未得到緩解。各公營及私營機構的管理層都被促使轉型並採用人工智能產品，因此資訊科技行業的發展則沒有受到太大影響。本集團的業務一向主打高科技和人工智能產品，提供各式專業和度身訂做的智能物聯網產品，並對社會作出貢獻，同時亦為本集團帶來大量商機。

科技業務—智慧通訊方案

物聯網

為我們的目標客戶而設的新系統解決方案產品，如物聯網的應用，將是我們發展的重點。由於英國眾多國家醫療保健系統信託機構已經安裝Multitone i-Message系統，這可讓他們在更新現有設置並安裝我們的通訊應用程式時，變得更加簡單。此外，即使在極其困難的情況下，我們駐英國的工程師和香港的科技專家一直緊密合作，以提供必要的創新技術支援，並隨時根據客戶所需提供意見。儘管大多數組織都正在應對疫情帶來的威脅，Multitone仍在不斷探索機遇。我們於英國藉著及時推出關鍵通訊解決方案給予臨時搭建醫院使用，並在疫情期間提供額外解決方案以協助臨床護理，這些舉動都加強了我們與英國國家醫療保健系統的關係。我們在德國的子公司正在向當地的大規模疫苗接種中心推廣我們的EkoTek系列個人安全產品。

雲端i-Message

英國政府和許多私營公司繼續採用雲解決方案為其優先戰略，以滿足其對緊急和非緊急通信、系統和服務解決方案的需求。

Multitone與i-Message平台是少數可以通過雲優先、混合雲端平台或完整自有內部部署提供相同解決方案和應用程式的供應商之一。

這種靈活性給予使用Multitone的機構，不僅能夠滿足現有業務的需求，而且能夠隨著業務的不斷發展而靈活地進行擴展和遷移。

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

REVIEW OF OPERATIONS (Continued)

Technology Business — System Products (Continued)

Cloud i-Message (Continued)

Multitone i-Message offers a proven platform for critical and non-critical integrated communications. It provides an ecosystem that enables businesses to mobilize the siloed data sources within, to improve efficiencies and response time significantly.

Multitone is able to offer a wide range of solutions through the Cloud i-Message system, addressing the needs of not just the core markets of the UK Public Sector, UK Emergency Service and the NHS, but also the requirements within diverse organisations such as Power, Utilities, Estate Management, Logistics and Warehousing facilities.

EkoTek® Personal Security

Continuous investment in new product development by the introduction of our ATEX variant to EkoSecure Pager has allowed its use under an environment which is vulnerable to the risk of possible explosion. Our EkoTek® staff and nurse call systems are further enhanced with EkoMS management software. With EkoMS one can create live alarm maps of its entire facility. So even new staff members know exactly where to go when someone calls for help.

At the heart of every EkoTek® installation are one or more EkoTek® Hubs (aka Controller). Development continues on a new generation of EkoTek® Hubs which will be released in Q4 2021. The new hubs will increase the potential size and capability of all EkoTek® installations by supporting an increased number of devices.

During the year under review, even as the world-wide pandemic situation remained difficult, our business remained stable, and the demand even showed a modest growth.

Cultural Products

Cultural products, including precious stones and artifacts, valued at HK\$4,419,000 (as at 30 June 2020: HK\$4,014,000) have been held for trading and resale in the ordinary course of business. They were included in the inventories of the Group as at 30 June 2021. During the year under review, we purchase and sold 3 pure gold ornaments.

All such cultural products, totalling 143 pieces, have been kept in a secured warehouse run by a world-renowned security solution company, which is an independent third party to the Group.

業務回顧(續)

科技業務—智慧通訊方案(續)

雲端i-Message(續)

Multitone的i-Message為緊急和非緊急集成通信提供了一個經過驗證的平台。它提供了一個生態系統，使企業能夠調動孤島數據源，從而顯著提高效率 and 縮短回應時間。

Multitone能夠通過雲端i-Message系統提供廣泛的解決方案，不僅滿足英國公共部門、英國緊急服務和英國國家醫療保健系統等核心市場的需求，而且滿足不同機構例如電力公司、公用事業、物業管理、物流和倉儲設施的需求。

EkoTek®系列個人安全產品

近年集團著力投資產品的開發及優化，如升級EkoSecure傳呼機以加上符合歐盟防爆指引的規格，讓其可於有潛在爆炸危機的空間中使用，讓企業能進一步保障員工安全。此外，EkoTek®員工安全及護士傳呼方案中亦加入了EkoMS管理平台，透過平台中的實時警報地圖，員工能更精確快捷地提供適切的支援，即使是新上任的員工也可以準確知道須要前往支援的實時位置。

於每個EkoTek®系統的核心中是一個或多個EkoTek®集線器(又名控制器)。新一代的EkoTek®集線器開發仍然繼續進行，並將於二零二一年第四季度發布。新集線器將通過支持更多設備來增加所有EkoTek®裝置的潛在規模和功能。

於回顧年度內，即使全球疫情仍然很嚴峻，我們的業務保持穩定，需求反而有輕微增長。

文化產品

於二零二一年六月三十日，計入本集團存貨中包括文化產品(即珍貴寶石及藝術品)價值為4,419,000港元(於二零二零年六月三十日：4,014,000港元)，將於日常貿易業務中持作買賣及轉售。於回顧年度內，我們購買並已售出三件純金飾品。

上述文化產品合共143件，現存放在一間由世界知名的保安公司營運之保險庫內，該保安公司為本集團的獨立第三方。

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

OUTLOOK

As we see the rollout of the COVID vaccination programme in the countries in which the Group operates, we are confident of sustaining a profitable operating result for Multitone at the end of June 2022. Nevertheless, the management of Multitone anticipates a negative impact across our group, in particular against our sales order intake performance from the COVID pandemic. Though there are signs of COVID starting to subside, the uncertain impact brought about by Brexit still persists, which has led to our setting of a prudent yet more optimistic budget for the 2021/22 financial year.

With the COVID pandemic having a much greater impact on our German subsidiary and their international business, we must exercise caution. Our German operation is much more reliant on non-Healthcare markets and new business acquisition. As such, the lockdowns imposed in Germany and the restrictions on travel have meant that sales intake has slowed down as we enter 2022.

As a result of Brexit, increased border controls and additional import and export requirements have caused some disruption in the supply chain but these appear to be short term in nature. Economic forecasts are predicting a longer-term impact on the UK economy which is predicted to be several percentage points smaller in 2030, than it would otherwise have been if the UK had remained part of the EU.

In the short term, outlook for the economy is favourable with a projected rebound from the COVID pandemic. It is expected that the UK economy would grow by 6.6% this year and by 5.4% in 2022, with a potential deceleration in growth thereafter. This would allow the economy to reach its pre-COVID level by the first quarter of next year.

The possible emergence of new variants of the virus that are less responsive to the current vaccines is still a downside risk, albeit less severe than previously, as the economy has adapted to operating under social distancing restrictions.

未來前景

隨著2019冠狀病毒疫苗接種計劃於集團各個營運中心的所在國家陸續展開，我們有信心Multitone於二零二二年六月底能持續錄得營利。當然，管理團隊預期新冠肺炎疫情仍會對集團業務，尤其對銷售訂單方面，造成一定負面影響。儘管有跡象表明疫情開始消退，但英國脫歐帶來的不確定影響依然存在，這促使我們為二零二一／二二財政年度製定了審慎樂觀的預算。

因德國子公司業務主要依賴非醫療市場及新業務的開拓，而德國因2019冠狀病毒病疫情實施封城措施及旅遊限制，意味著二零二二年的銷售將持續放緩，對我們德國子公司及其國際業務產生了較大影響，故此，我們需時刻保持審慎。

由於英國脫歐，邊境管制的加強和額外的進出口要求已經對供應鏈造成一些干擾，但這些似乎是短期的。相比於英國繼續留在歐盟，預計於二零三零年的經濟增長將會減少幾個百分點，各項經濟預測亦預期此對英國經濟會造成長期影響。

短期內，經濟前景良好，預計將從2019冠狀病毒病大流行中反彈。預計英國經濟今年將增長6.6%及二零二二年將增長5.4%，此後增長可能放緩。這將使經濟在明年第一季度恢復到疫情之前的水平。

可能出現對當前疫苗反應較弱的新變種病毒仍然是一個下行風險，儘管沒有以前那麼嚴重，因為經濟已經適應了在社交距離限制下的運作。

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

OUTLOOK (Continued)

Technology Business – System Products

Project Aurora

“Aurora” will be a microservices platform supporting independent Messaging, Clinical Collaboration, Workflow, Alarm and Lone Worker modules. It will be a cloud first solution, optimized for deployment across multiple regions and availability zones for resilience, and able to operate as either a Cloud, On-premise, or Hybrid Cloud solution with failover to on-premise hardware if required. “Aurora” will become the natural successor to our highly successful i-Message platform, and allow us to address the market requirements for a flexible cloud first approach to critical messaging. The initial deliverable from this project codenamed “Aurora Messaging” will be released in 2022. This will provide a device agnostic, OS independent messaging platform.

Software Development is a focus area as we move into 2022 with many of our established customers looking to transition from traditional RF paging solutions to Smartphone “App” based secure messaging.

Wi-Fi Paging

NHS is phasing out non critical paging by the end of 2021, but Paging is still the best technology for critical messaging

Despite the NHS decision to phase out non-critical paging by the end of 2021, we are still supplying paging solutions to the NHS for both critical and non-critical use. In line with the NHS strategy, we are starting to see NHS Trust investment in alternative technologies such as smartphone-based messaging solutions.

To extend the life of our legacy paging products we are adding new features such as the addition of a Wi-Fi call acknowledgement feature to our RF pagers. This will allow us to continue to market our RF paging solutions to the Healthcare and Emergency Services market, and is due for release in Q2 2022.

未來前景(續)

科技業務—智慧通訊方案

Aurora項目

「Aurora」將是一個支持消息獨立傳遞、臨床協作、工作流程、警報和單獨工作者模塊的微服務平台。它將是雲端優先的解決方案，針對多個跨區域和可用區域的部署進行優化，以實現其彈性，並且能夠以雲端、自有內部部署或混合雲解決方案運行，並在有需要時以故障切換模式轉移到自有內部硬件操作。「Aurora」將成為我們非常成功的i-Message平台的繼承者，並使我們能夠滿足市場對緊急訊息傳遞的靈活雲端優先方法的需求。這個代號為「Aurora Messaging」的項目的初始交付將於二零二二年發布。這將提供一個與設備和操作系統獨立的訊息傳遞平台。

隨著我們進入二零二二年，軟件開發是一個重點領域，我們的許多現有客戶都希望從傳統的無線電傳呼解決方案過渡到基於智能手機「應用程式」的安全訊息傳遞方案。

無線網絡傳呼

英國國家醫療保健系統將在二零二一年底前逐步淘汰非緊急傳呼設備，但傳呼仍然是緊急消息傳遞的最佳技術。

儘管國家醫療保健系統決定在二零二一年底之前逐步淘汰非緊急傳呼設備，但我們仍在向國家醫療保健系統提供緊急和非緊急用途的傳呼解決方案。根據國家醫療保健系統的策略，我們開始看到國家醫療保健系統信託機構投資於替代技術，例如設置於智能手機的訊息傳遞解決方案。

為延長我們傳統傳呼產品的使用壽命，我們正在添加新功能，例如在我們的無線電傳呼機添加Wi-Fi呼叫確認功能。這將使我們能夠繼續向醫療保健和緊急服務市場推廣我們的無線電傳呼解決方案，並將於二零二二年第二季度發布。

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

OUTLOOK (Continued)

Technology Business – System Products (Continued)

The UK Market

The outlook remains positive despite the continued uncertainties surrounding COVID-19. UK has benefited from a robust vaccination programme with many restrictions removed, many businesses are now benefiting.

The public sector, including the NHS, continues to see further commitment from the UK Government to provide additional funding. This commitment both from the UK central government as well as regional leaders with the first minister of Scotland committing recently to providing a “transformational” increase in NHS funding. This would see a 20% increase in NHS spending for general and acute services, with a further increase of 25% for Mental Healthcare services, within Scotland.

Areas within the NHS being targeted including Acute Healthcare as well as Mental Healthcare services.

The NHS long term plan continues to be delivered, with Multitone well placed to support NHS customers through the range of Cloud first and Cloud hybrid.

Multitone offers a range of smart applications supporting key deliverables including non-emergency bleep or pager replacement with our messaging applications, workflow integration with our workflow and task management solutions as well as asset tracking, all supporting the delivery of key areas highlighted within the NHS long-term plan as set out by the UK Government.

Northern Ireland and Scotland are also expected to announce an increase in funding for NHS frontline services.

The European Market

Multitone has been successfully implementing its safety, security and time critical messaging alarm server solutions in a wide variety of applications, ranging from Industry and Healthcare, to community and Governmental applications as well as Education and Retail.

Using its strong brand and patented EkoTek® family technology, Multitone is a market leader for radio security systems, and the provision of lone-worker solutions for the major Psychiatric Clinic chains in Germany, Europe's largest single economy. These solutions are utilised to protect care-staff from assaults and attacks.

未來前景(續)

科技業務—智慧通訊方案(續)

英國市場

儘管圍繞2019冠狀病毒病的不確定性持續存在，但前景仍然樂觀。英國受益於強大的疫苗接種計劃，取消了许多疫情的限制，讓許多企業受惠。

包括英國國家醫療保健系統在內的公共部門繼續獲得英國政府進一步承諾提供額外資金。英國中央政府以及蘇格蘭首席部長的地區領導人最近承諾為國家醫療保健系統「轉型」提供增加資金的承諾。這將使蘇格蘭的國家醫療保健系統對一般和緊急服務的支出增加20%，精神保健服務的支出亦將進一步增加25%。

在國家醫療保健系統的目標領域內包括了急性醫療保健和心理醫療保健服務。

國家醫療保健系統的長期計劃仍然在繼續實行中，Multitone很成功地透過雲端優先和雲混合技術，為國家醫療保健系統客戶提供支援。

Multitone提供了一系列支持主要功能的智慧應用程式，包括利用我們的訊息應用程式取代非緊急傳呼機、與我們的工作流程和任務管理方案的集成，以及財物追蹤功能等，以上都是支持英國政府制定的國家醫療保健系統長期計劃中主要強調的領域。

預計北愛爾蘭和蘇格蘭也將宣布增加對國家醫療保健系統前線服務的資助。

歐洲市場

Multitone成功將其安全、保安和緊急通訊警報系統上的多元化方案，由實施在一系列工業和醫療保健範疇延伸至社區和政府應用，以及教育和零售上。

憑藉EkoTek®系列的強大品牌效應和專利技術，Multitone是無線電安全系統的市場領導者，並為歐洲最大的單一經濟體德國的主要連鎖精神科診所提供單獨工作者解決方案。這些解決方案用於保護護理人員免受襲擊和傷害。

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

OUTLOOK (Continued)

Technology Business – System Products (Continued)

The European Market (Continued)

Autonomous radio networks with 100% availability, built using mesh network technology, combined with small and handy emergency call transmitters with sensors that can make voluntary or involuntary calls. The systems meet the highest DIN (**Deutsches Institut für Normung e.V.** (German Institute for Standardization)) quality standards for securing dangerous workplaces.

Combining synergies, the German success is now being rolled-out to other European countries, with similar applications and local market characteristics.

Iconic Projects

During the Pandemic, many parts of the UK economy were simply shutdown, meaning that we were unable to pursue opportunities outside of our traditional NHS Healthcare market. It was therefore vital that we maximised our efforts to provide solutions to the public sector in the UK.

Multitone not only supports the NHS Acute Hospitals throughout the United Kingdom with smart apps for use within critical and non-critical clinical settings, including ICU (Intensive Care Units), we also support workflow integration and asset tracking solutions to support infection control protocols.

These solutions were not just deployed within the Nightingale Hospitals, but also within key customers including Antrim Area Hospitals in Northern Ireland, and Imperial College Healthcare NHS Trust.

Notably, Imperial College Healthcare NHS Trust are using a combination of on-premise and cloud-based services from Multitone, to support organisational needs.

未來前景(續)

科技業務—智慧通訊方案(續)

歐洲市場(續)

具有100%可用性的自主無線電網絡，使用網狀網絡技術構建，結合小型且方便帶傳感器的緊急呼叫發射器，可以進行自動或主動呼叫。該系統符合用於保護危險工作場所的最高DIN(德國標準化研究所)質量標準。

結合協同效應，德國的成功現正被推廣到其他具有類似應用和當地市場特徵的歐洲國家。

標誌性項目

在疫情期間，英國許多部分的經濟活動都停頓了，這意味著我們無法在傳統的國家醫療保健系統醫療保健市場之外尋求機會。因此，我們必須盡最大努力為英國的公共部門提供解決方案，這一點至關重要。

Multitone不僅通過在緊急和非緊急的臨床環境中使用的智能應用程式以支持英國各地的國家醫療保健系統急診醫院，其中包括ICU(深切治療病房)，此外，我們還通過支持急診醫院的工作流程整合和財物追蹤方案，以支援感染控制協訂。

這些解決方案不僅只在臨時搭建醫院內使用，還部署在包括北愛爾蘭安特里姆地區醫院和帝國理工學院國家醫療保健系統信託機構在內的主要客戶中。

值得注意的是，帝國理工學院國家醫療保健系統信託機構正在同時使用Multitone的自有內部部署和雲服務的組合來支持組織需求。

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

THE POSSIBLE CHANGE OF OUR SUBSTANTIAL SHAREHOLDERS

Innovative City Investments Limited (“Offeror”), Champion Technology Holdings Limited (“Champion”) and the Company jointly announced on 25 August 2021 (the “Joint Announcement”) that on 31 May 2021, Champion as seller and the Offeror as purchaser entered into the sale and purchase agreement (“Sale and Purchase Agreement”), pursuant to which the Offeror has conditionally agreed to acquire and Champion has conditionally agreed to sell the shares of the Company (“Kantone Shares”), being 128,137,958 Kantone Shares, representing approximately 59.04% of the entire issued share capital of the Company as at the date of the Joint Announcement. The consideration for the Sale Shares is approximately HK\$59,071,598.64, equivalent to HK\$0.461 per Sale Share.

Completion shall take place on the fifth business day after all conditions precedent are being fulfilled or waived (as the case may be) or any date as agreed by the parties in writing. Upon completion, the Group will cease to be subsidiaries of Champion.

According to the Offeror, it is his intention to continue the existing principal businesses of the Group. The Offeror will conduct a review of the existing principal businesses and the financial position of the Group for the purpose of formulating business plans and strategies for the future business development of the Group. Subject to the results of the review, the Offeror may explore other business opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Group. Should such corporate actions materialise, further announcements will be made in accordance with the Listing Rules.

Further details regarding (i) the possible mandatory unconditional general offer in cash for all the issued Kantone Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and (ii) the background of the offeror are given in the joint announcements made by Champion and the Company on 25 August 2021 and 15 September 2021.

Shareholders and/or potential investors of the Company should be aware and take note that the sale and purchase of the Kantone Shares is conditional upon satisfaction of the conditions precedent in the Sale and Purchase Agreement and therefore may or may not proceed.

主要股東可能發生的變化

於二零二一年八月二十五日，城創投資有限公司(「要約人」)、冠軍科技集團有限公司(「冠軍」)及本公司之聯合宣佈(「聯合公佈」)，於二零二一年五月三十一日，冠軍(作為賣方)與要約人(作為買方)訂立買賣協議(「買賣協議」)。據此，要約人有條件同意收購而冠軍有條件同意出售本公司股份(「看通股份」)，即128,137,958股看通股份，相當於聯合公佈日期，本公司全部已發行股本約59.04%。銷售股份之代價約為59,071,598.64港元，相當於每股銷售股份0.461港元。

完成將於所有先決條件獲達成或豁免(視情況而定)後第五個營業日或訂約方書面協定之任何日期落實。於完成後，本集團將不再為冠軍之附屬公司。

根據要約人稱，於要約截止後，要約人擬繼續經營本集團之現有主要業務。要約人將對看通集團之現有主要業務及財務狀況進行檢討，以為本集團之未來業務發展制定業務計劃及策略。視乎檢討結果，要約人可能會探索其他商機，並考慮是否適合進行任何資產出售、資產收購、業務重整、業務撤資、集資、業務重組及/或業務多元化發展，以提升本集團之長遠增長潛力。倘有關企業行動落實進行，將根據上市規則刊發進一步公佈。

有關(i)本公司主要股東的可能變動可能導致對所有已發行的看通股份進行強制性無條件現金全面收購(要約人及其一致行動人士已擁有或同意將予收購者除外)、(ii)要約人背景及(iii)要約人有關本集團之意向，詳情請參閱日期為二零二一年八月二十五日及二零二一年九月十五日的冠軍及本公司之聯合公佈。

本公司股東及/或潛在投資者應知悉及注意，買賣看通股份須待達成買賣協議之先決條件後，方可進行，因此未必會進行。

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

THE POSSIBLE CHANGE OF OUR SUBSTANTIAL SHAREHOLDERS (Continued)

Possible Mandatory Unconditional General Offer

Pursuant to Rule 26.1 of the Takeovers Code, upon Completion, the Offeror and the parties acting in concert with it will be required to make a mandatory unconditional general offer in cash for all the issued Kantone Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it).

On the basis of the Offer Price of HK\$0.461 per Offer Share and 217,038,506 Kantone Shares in issue as at the date of the Joint Announcement, the entire issued share capital of the Company would be valued at approximately HK\$100.1 million.

Further details, please referred to the Joint Announcements made by Champion and the Company dated 25 August 2021 and 15 September 2021.

LIQUIDITY AND FINANCIAL RESOURCES

Financial Position and Gearing

The Group's financial position remained positive.

As at 30 June 2021, the Group had approximately HK\$119 million (2020: approximately HK\$95 million) liquid assets made up of deposits, bank balances and cash. Current assets were approximately HK\$178 million (2020: approximately HK\$154 million) and current liabilities amounted to approximately HK\$91 million (2020: approximately HK\$81 million). With net current assets of approximately HK\$87 million (2020: approximately HK\$74 million), the Group maintained a healthy level of financial liquidity. As at 30 June 2021, the Group had no borrowings (2020: no borrowings) and a zero-gearing ratio (2020: zero gearing ratio of the Group, defined as the Group's total borrowings to equity attributable to owners of the Company, was zero).

Finance costs for the year ended 30 June 2021 was approximately HK\$1.1 million (2020: approximately HK\$808,000).

主要股東可能發生的變化(續)

可能強制性無條件全面要約

根據收購守則規則26.1，於完成後，要約人及其一致行動人士將須就所有已發行普通股股份(要約人及其一致行動人士已擁有或同意將予收購者除外)提出強制性無條件全面現金要約。

按要約價每股要約股份0.461港元及於聯合公佈日期已發行217,038,506股普通股股份計算，本公司全部已發行股本之價值將約為100,100,000港元。

進一步詳情載於冠軍及本公司日期為二零二一年八月二十五日及二零二一年九月十五日的聯合公佈。

現金流動性及財務資源

財務狀況及借貸

本集團財務狀況維持正面。

於二零二一年六月三十日，本集團包括存款、銀行結餘及現金之流動資金總額為約為119,000,000港元(二零二零年：約95,000,000港元)。流動資產為約178,000,000港元(二零二零年：約154,000,000港元)，而流動負債則約為91,000,000港元(二零二零年：約81,000,000港元)。本集團保持良好財務流動性，流動資產淨值約為87,000,000港元(二零二零年：約74,000,000港元)。於二零二一年六月三十日，本集團概無借貸(二零二零年：無借貸)，且貸款權益比率為零(二零二零年：按本集團借貸總額及本公司擁有人應佔權益計算，本集團之貸款權益比率為零)。

截至二零二一年六月三十日年度之財務成本約為1,100,000港元(二零二零年：約808,000港元)。

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

LIQUIDITY AND FINANCIAL RESOURCES

(Continued)

Fund Raising Activities

During the year ended 30 June 2020, the Group completed a fund-raising exercise to strengthen its financial position and raised total gross proceeds of approximately HK\$6.3 million, with the net proceeds therefrom having been applied as follows:

Date of Announcement	Fund raising activity	Net proceeds raised	Intended use of proceeds	Actual use of proceeds
公佈日期	集資活動	所籌集之所得款項淨額	所得款項擬定用途	所得款項實際用途
6 May 2020 二零二零年 五月六日	Placing of new Ordinary shares under general mandate 根據一般授權配售新普通股	Approximately HK\$5.9 million 約5,900,000港元	General working capital purpose 一般營運資金用途	HK\$2.0 million was utilized for repayment of a loan owing to a Director and approximately HK\$3.9 million was utilized for administrative expenses and operation expenses. 2,000,000港元已用於償還一筆結欠董事之貸款以及約3,900,000港元已用於行政開支及營運開支。

於二零二零年六月三十日年度，本集團完成一項融資措施，以加強財務狀況，籌得所得款項總額約6,300,000港元，其所得款項淨額的用途如下：

集資活動

Set out below is a further breakdown of the use of approximately HK\$3.9 million as administrative expenses and operation expenses:
下表載列約3,900,000港元行政開支及營運開支之明細分析：

Use of proceeds	Amount
所得款項用途	金額
	(HK\$'000)
	(千港元)
Directors' remuneration 董事酬金	604
Purchase of consignment goods 購買寄售貨物	3,136
Legal and professional fees 法律及專業費用	139
General expenses 一般營運開支	21
Total: 總計：	3,900

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

LIQUIDITY AND FINANCIAL RESOURCES

(Continued)

Treasury Policy

The Group is committed to manage its financial resources prudently and to maintain a positive liquid financial position with reasonable gearing. The Group finances its operation and business development by a combination of internally generated resources, capital market instruments and banking facilities.

As there was no borrowing during the year under review, there was no currency risk exposure associated with the Group's borrowings.

The Group does not engage in any speculative derivatives or structured product transactions, interest rate or foreign exchange speculative activities. It is the Group's policy to manage foreign exchange risk through matching foreign exchange income with expense and, where significant exposure to foreign exchange is anticipated, appropriate hedging instruments may be used.

Capital Commitments

The Group did not have any capital commitments as at 30 June 2021 (2020: Nil).

Charges

Certain property, plant and equipment of the Group with the aggregate carrying amounts of approximately HK\$11 million have been pledged as collaterals for the defined benefit retirement scheme of certain subsidiaries operated in UK.

Save as disclosed above, the Group did not have any charges on assets as at 30 June 2021.

Contingent liabilities

As at 30 June 2021, the Group had no material contingent liabilities (2020: Nil).

現金流動性及財務資源(續)

庫務政策

本集團一直遵從審慎理財守則，流動財務狀況維持正面，貸款權益比率處於合理水平。本集團主要透過內部營運資源、資本市場財務工具及銀行借貸作為營運及業務開發資金。

由於於回顧年度內本集團無任何借貸，因此，本集團並無借貸相關之貨幣風險。

本集團並無進行任何有關投機性衍生工具或結構性產品之交易、利率或匯率之投機買賣活動。本集團之一貫政策是透過配對外匯收入及支出直接管理外匯風險，而預計可能出現之顯著外匯風險，本集團將運用合適之對沖工具。

資本承擔

本集團於二零二一年六月三十日並無任何資本承擔(二零二零年：無)。

抵押

本集團賬面總值約為11,000,000港元的若干物業、廠房及設備已質押作為於英國營運的若干附屬公司的定額福利退休計劃的抵押。

除上文所披露者外，本集團於二零二一年六月三十日並無任何資產抵押。

或然負債

於二零二一年六月三十日，本集團並無重大或然負債(二零二零年：無)。

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

LIQUIDITY AND FINANCIAL RESOURCES

(Continued)

Significant investments held, material acquisitions and disposals of subsidiaries, associates and joint ventures, and future plans for material investments or capital assets

There were no significant investments held, no material acquisitions or disposals of subsidiaries, associates and joint ventures during the year ended 30 June 2021.

As at the date of this report, Multitone, a subsidiary of the Company, has been negotiating with the owners of an office building located right next to its existing office for acquisition of such property at around GBP600,000 (the “**Proposed Acquisition**”). The Proposed Acquisition, if materialized, would constitute a discloseable transaction of the Company.

Other than the Proposed Acquisition, there is no plan for other material investments or additions of capital assets as at the date of this report.

現金流動性及財務資源(續)

持有之重大投資、附屬公司、聯營公司及合資企業之重大收購及出售事項、以及重大投資或資本資產之未來計劃

於截至二零二一年六月三十日止年度，並無持有重大投資，亦無附屬公司、聯營公司及合資企業之重大收購及出售事項。

於本報告日期，本公司的附屬公司Multitone與位於現有辦公室旁邊辦公樓字樓業主進行磋商，以約600,000英鎊收購該物業(「**建議收購事項**」)。建議收購事項一經落實，將構成本公司之須予披露交易。

除建議收購事項外，於本報告日期，並無其他重大投資或資本資產添置計劃。

董事及高層管理人員 DIRECTORS AND SENIOR MANAGEMENT PROFILE

於二零二一年九月二十八日 AS AT 28 SEPTEMBER 2021

EXECUTIVE DIRECTORS

Ms. WONG Man Winny, aged 47, has been an executive Director and the Chairperson of the Board since October 2017. She is currently an executive director and the Chairperson of the board of directors of Champion, which is the holding company of the Company holding 59.04% of the issued shares of the Company as at the date of this report and the issued shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); and a director of Multitone. Ms. Wong served as the licensed representative of Business Securities Limited from 2003 to 2004. She has over 10 years of experience in corporate management and investment.

Mr. WU Yunjing, aged 42, has been an executive Director since March 2021. He graduated from Yuxiu High School, PingYang County* (平陽縣育秀中學) in Wenzhou, Zhejiang Province, China in the year of 1999. From January 2010 to July 2016, Mr. Wu served as the general manager (China region) of Shenzhen Putian Tongle Information Technology Development Co., Ltd* (深圳市普天同樂信息科技發展有限公司) and was mainly responsible for matters related to the nationwide distribution of Philips mobile phone in China. Mr. Wu was also a committee member of China UnionPay Cloud Flash Pay Service Provider Development Committee* (中國銀聯雲閃付服務商發展委員會) for the period from October 2019 to October 2020. Since August 2016, Mr. Wu has served as the chairman and chief executive officer of Shenzhen Chaomeng Jinfu Technology Information Service Group* (深圳市超盟金服技術信息服務集團).

執行董事

黃敏女士，四十七歲，自二零一七年十月起為執行董事兼董事會主席。彼目前為冠軍之執行董事及董事會主席，該公司為本公司之控股公司，於本報告日期持有本公司已發行股份59.04%，其已發行股份於香港聯合交易所有限公司（「**聯交所**」）主板上市；及Multitone之董事。黃女士曾於二零零三年至二零零四年期間擔任東信證券有限公司之持牌代表。彼於企業管理及投資擁有逾十年經驗。

吳允靜先生，四十二歲，自二零二一年三月起為執行董事。彼於一九九九年畢業於中國浙江省溫州平陽縣育秀中學。吳先生由二零一零年一月至二零一六年七月擔任中國深圳市普天同樂信息科技發展有限公司之飛利浦手機中國區總經理，負責飛利浦手機全國總代理事宜，並在二零一九年十月至二零二零年十月期間擔任中國銀聯雲閃付服務商發展委員會委員。由二零一六年八月至今，吳先生擔任中國深圳市超盟金服技術信息服務集團董事長兼首席總裁。

* For identification purpose only

* 僅供識別

董事及高層管理人員(續)

DIRECTORS AND SENIOR MANAGEMENT PROFILE (Continued)

於二零二一年九月二十八日 AS AT 28 SEPTEMBER 2021

NON-EXECUTIVE DIRECTORS

Mr. LIU Ka Lim, aged 65, has been re-designated as a non-executive Director with effect from October 2020 and continue to serve as an authorised representative of the Company. He was an executive Director from October 2016 to October 2020. He has over 30 years of professional experience in the field of finance and accounting. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He is also a member of the Hong Kong Securities and Investment Institute. Mr. Liu is currently a non-executive director of Champion, which is the holding company of the Company holding 59.04% of the issued shares of the Company and the issued shares of which are listed on the Main Board of the Stock Exchange. He was an executive director of Champion from October 2016 to October 2020. He is also a director of several subsidiaries of the Group. From March 2004 to August 2006, Mr. Liu was the chairman of Galileo Capital Group Limited (now known as Sun International Group Limited), a company listed on the GEM of the Stock Exchange. From October 2003 to March 2006, Mr. Liu was the chairman of Wonderful World Holdings Limited (now known as Good Resources Holdings Limited), a company listed on the Main Board of the Stock Exchange. From January 2011 to June 2013, Mr. Liu was a non-executive director of United Pacific Industries Limited (now known as Superactive Group Company Limited), a company listed on the Main Board of the Stock Exchange.

Ms. TO Yin Fong Cecilica, aged 41, has been a non-executive Director since July 2017. Ms. To is currently a Barrister-at-Law. Ms. To holds a postgraduate certificate in laws from University of Hong Kong and a graduate diploma in English and Hong Kong law from Manchester Metropolitan University. Ms. To was admitted as a barrister of the High Court of HKSAR in 2009. Ms. To has about 10 years of experience in the legal field. Ms. To is currently a non-executive director of Champion, which is the holding company of the Company holding 59.04% of the issued shares of the Company and the issued shares of which are listed on the Main Board of the Stock Exchange; and a director of Multitone.

非執行董事

廖嘉濂先生，六十五歲，自二零二零年十月起已調任為非執行董事並繼續擔任本公司授權代表。彼自二零一六年十月至二零二零年十月曾出任為執行董事。彼於財務及會計領域擁有逾三十年專業經驗。彼為英國特許公認會計師公會資深會員及香港會計師公會會員。彼亦為香港證券及投資學會會員。廖先生目前為冠軍之非執行董事(該公司為本公司之控股公司，持有本公司已發行股份59.04%，其已發行股份於聯交所主板上市，彼於二零一六年十月至二零二零年十月曾出任為冠軍之執行董事。同時，廖先生亦為本集團若干附屬公司之董事。於二零零四年三月至二零零六年八月期間，廖先生為嘉利盈融資集團有限公司(現稱為太陽國際集團有限公司)主席，該公司於聯交所GEM上市。於二零零三年十月至二零零六年三月期間，廖先生為榮德豐控股有限公司(現稱為天成國際集團控股有限公司)主席，該公司於聯交所主板上市。於二零一一年一月至二零一三年六月期間，廖先生為聯太工業有限公司(現稱為先機企業集團有限公司)非執行董事，該公司於聯交所主板上市。

杜妍芳女士，四十一歲，自二零一七年七月起為非執行董事。杜女士現職為大律師。杜女士持有香港大學法律專業深造證書及曼徹斯特都會大學英國法律專業課程證書。於二零零九年，杜女士獲承認為香港特別行政區高等法院大律師。杜女士於法律方面擁有約十年經驗。杜女士目前為冠軍(該公司為本公司之控股公司，持有本公司已發行股份59.04%，其已發行股份於聯交所主板上市。)之非執行董事；及Multitone之董事。

董事及高層管理人員(續)

DIRECTORS AND SENIOR MANAGEMENT PROFILE (Continued)

於二零二一年九月二十八日 AS AT 28 SEPTEMBER 2021

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LEUNG Man Fai, aged 57, has been an independent non-executive Director since October 2017. Mr. Leung has extensive experience in accounting and finance. Mr. Leung received a Bachelor of Arts degree in Accountancy from the City University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Leung is currently an independent non-executive director of Champion, which is the holding company of the Company holding 59.04% of the issued shares of the Company and the issued shares of which are listed on the Main Board of the Stock Exchange. Mr. Leung served as a financial controller and company secretary of a private company during 2003 to 2006. From 1996 to 2003, he served various roles including financial controller, company secretary and finance manager in several listed companies within the ITC Corporation Limited (now known as PT International Development Corporation Limited) (stock code: 372), the shares of which are listed on the Main Board of the Stock Exchange. He also worked as a senior accountant during 1992 to 1996 in Hopewell Holdings Limited, which was de-listed from the Stock Exchange on 3 May 2019. Mr. Leung had also been an independent non-executive director of China Aluminum Cans Holdings Limited (stock code: 6898), the shares of which are listed on the Main Board of the Stock Exchange, during the period from June 2013 to June 2016. Currently, Mr. Leung is the chief financial officer and company secretary of Da Ming International Holdings Limited (stock code: 1090), the shares of which are listed on the Main Board of the Stock Exchange.

Ms. CHUNG Sau Wai Ada, aged 49, has been appointed as an independent non-executive Director since July 2017. Ms. Chung has extensive experience in auditing and accounting. Ms. Chung held various senior positions in professional firms and commercial field, including accounting manager of a listed company in Hong Kong. Ms. Chung holds a Bachelor of Arts degree from York University and a diploma in accounting from The School of Professional and Continuing Education of The University of Hong Kong. Ms. Chung is a member of the Chartered Professional Accountants of British Columbia, Canada.

Mr. Clayton IP, aged 43, has been appointed as an independent non-executive Director since June 2017. Mr. Ip is a business entrepreneur and has over 10 years of experience in corporate administration, management and investment. Mr. Ip is specialised in the printing and mini- storages industries.

獨立非執行董事

梁文輝先生，五十七歲，自二零一七年十月起為獨立非執行董事。梁先生於會計及財務領域擁有豐富經驗。梁先生取得香港城市大學會計學文學士學位。彼為香港會計師公會及英國特許公認會計師公會資深會員。梁先生現時為冠軍(該公司為本公司之控股公司，持有本公司已發行股份59.04%，其已發行股份於聯交所主板上市。)之獨立非執行董事。梁先生於二零零三年至二零零六年曾出任一間私人公司之財務總監兼公司秘書。於一九九六年至二零零三年，彼曾出任德祥企業集團有限公司(現稱保德國際發展企業有限公司)(股份代號：372，其股份於聯交所主板上市)旗下多間上市公司之財務總監、公司秘書及財務經理等職位。於一九九二年至一九九六年，彼於合和實業有限公司(於二零一九年五月三日於聯交所除牌)出任高級會計師。於二零一三年六月至二零一六年六月期間，梁先生亦為中國鋁罐控股有限公司(股份代號：6898，其股份於聯交所主板上市)之獨立非執行董事。現時，梁先生為大明國際控股有限公司(股份代號：1090，其股份於聯交所主板上市)之首席財務總監及公司秘書。

鍾秀維女士，四十九歲，自二零一七年七月起獲委任為獨立非執行董事。鍾女士擁有豐富的審計及會計經驗。鍾女士曾於專業公司及商業領域擔任多個高級職務，包括香港上市公司之會計經理。鍾女士持有約克大學文學學士學位及香港大學專業進修學院會計學文憑。鍾女士是加拿大卑詩省特許專業會計師公會會員。

葉丞峰先生，四十三歲，自二零一七年六月起獲委任為獨立非執行董事。葉先生為一名企業家，於企業行政、管理及投資擁有逾10年經驗。葉先生專注於印刷及迷你倉業務。

董事及高層管理人員(續)

DIRECTORS AND SENIOR MANAGEMENT PROFILE (Continued)

於二零二一年九月二十八日 AS AT 28 SEPTEMBER 2021

COMPANY SECRETARY

Mr. CHAN Wai, aged 52, has been the company secretary of the Company since October 2016, and he is also the chief financial officer and an authorised representative of the Company. Mr. Chan has 29 years of experience in accounting and financial management. Mr. Chan holds a master degree in Professional Accounting awarded by The Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants, an associate of the Association of Chartered Certified Accountants and Institute of Chartered Accountants in England and Wales. Mr. Chan is currently the chief financial officer, company secretary and an authorised representative of Champion, which is the holding company of the Company holding 59.04% of the issued shares of the Company and the issued shares of which are listed on the Main Board of the Stock Exchange, and a director of certain subsidiaries of the Company.

SENIOR MANAGEMENT

Mr. Edward Paterson, aged 49, is the chief executive officer (“CEO”) of Multitone. As CEO, he is responsible for managing the overall operations and resources of the group. He is also a director of several of the Group’s subsidiaries. He has a strong IT and technical background, is a member of the British Computer Society and a member of the Institute of Directors. He is prioritising the development of new technologies and solutions into the Multitone product portfolio to allow the group to realise the potential of opportunities in new marketplaces. He joined the group in 2000 in an IT role and has held positions within the IT and Operations Management and more recently as Operations Director before becoming CEO on 1st January 2020.

Mr. Frank ROTTHOFF, aged 58, is the managing director of German operations and head of international market. He was also a director of Multitone. He joined the Group in 2008 and has extensive experience in sales and marketing management in the electronics industry. His earlier career covered international sales of industrial machinery and process technology before entering the semiconductor sector in 1989. He was responsible for the sales and marketing of a leading European distributor of electronic components before joining the Group.

公司秘書

陳偉先生，五十二歲，自二零一六年十月起為本公司公司秘書，彼亦為本公司財務總監及授權代表。陳先生擁有二十九年會計及財務管理經驗。陳先生持有香港理工大學頒授之專業會計學碩士學位。彼為香港會計師公會、英國特許公認會計師公會以及英格蘭及威爾斯特許會計師協會會員。陳先生目前為為冠軍(該公司為本公司之控股公司，持有本公司已發行股份59.04%，其已發行股份於聯交所主板上市。)之財務總監、公司秘書及授權代表以及本公司若干附屬公司之董事。

高層管理人員

Edward Paterson先生，四十九歲，Multitone之首席執行官(「首席執行官」)。作為首席執行官，他負責管理本集團的整體營運和資源。他亦為本集團若干附屬公司之董事。他具有強大的資訊科技和技術背景，為英國電腦學會之成員及董事學會之成員。他優先將新技術和解決方案的開發納入Multitone產品組合，使本集團能夠在新市場中發現潛在的機會。彼於二零零零年以資訊科技職位加入本集團，並在資訊科技和運營管理部門擔任職務，彼於二零二零年一月一日成為首席執行官前，為營運總監。

Frank ROTTHOFF先生，五十八歲，德國業務營運之董事總經理及國際市場主管。他曾是Multitone之董事。彼於二零零八年加入本集團，於電子行業之銷售及市場管理方面擁有廣泛經驗。彼於一九八九年加入半導體行業前曾擔任工業機械及製程技術之國際銷售工作。加入本集團前，彼曾負責一家歐洲主要電子零件分銷商之銷售及市場推廣。

董事會報告

DIRECTORS' REPORT

The Directors would like to present their annual report and the audited consolidated financial statements for the year ended 30 June 2021.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in sale of systems products, software licensing and customisation, leasing of systems products and trading of cultural products.

BUSINESS REVIEW

A review of the Group's business, an indication of its likely future development and an analysis as well as particulars of important events affecting the Group that have occurred since the end of the year ended 30 June 2021 are discussed in the "Chairperson's Statement" and "Management Discuss and Analysis", sections from pages 5 to 19. On the other hand, a description of the principal risks and uncertainties faced by the Group is set out in the "Corporate Governance Report" on pages 37 to 59. The above discussions form part of this report.

In addition, the financial risk management objectives and policies of the Group are shown in note 5 to the consolidated financial statements.

ENVIRONMENTAL POLICY AND PERFORMANCE

The Group puts great emphasis in environmental protection and energy conservation to enhance the capacity of sustainable development and undertake relative social responsibility. Through the establishment of an ever-improving management system, energy conservation and environmental protection were strongly promoted, leading to the remarkable achievement of environmental management.

Pursuant to Rule 13.91 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), the Company will publish an Environmental, Social and Governance ("ESG") Report no later than five months after the end of the financial year in compliance with the provision set out in the ESG Reporting Guide in Appendix 27 to the Listing Rules.

董事謹此提呈截至二零二一年六月三十日止年度之年度報告及經審核綜合財務報表。

主要業務

本公司乃一間投資控股公司。本集團主要從事系統產品銷售、軟件授權及為個別客戶度身定制的研發軟件，以及租賃系統產品及文化產品貿易。

業務回顧

有關本集團業務之審視、揭示本集團業務未來發展之論述、為本集團業務進行之分析、以及自二零二一年六月三十日止年度終結後發生並對本集團有影響之重大事項的詳情，均載於5至19頁之「主席報告」及「管理層討論及分析」節內有詳細討論。另一方面，有關本集團面對之主要風險及不確定因素的描述則載於第37至59頁之「企業管治報告」內。上述討論構成本報告書一部分。

此外，本集團的財務風險管理目標及政策載於綜合財務報表附註5。

環境政策及表現

本集團高度重視環保及節能，以提升可持續發展之能力及承擔相關社會責任。通過設立不斷完善之管理制度，大力推進節能環保，從而就環境管理取得顯著成就。

根據聯交所證券上市規則（「上市規則」）第13.91條，本公司將不遲於該財政年度結束後五個月，刊發環境、社會及管治（「環境、社會及管治」）報告，以符合上市規則附錄二十七環境、社會及管治報告指引所載的規定。

董事會報告(續)

DIRECTORS' REPORT (Continued)

COMPLIANCE WITH RELATED LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations, in particular, those of which may have a significant impact on the Group. Save as otherwise disclosed and as far as the Board and management are aware, the Group has complied with all related laws and regulations in all material aspects which may have significant impact on the business and operation of the Group during the year under review.

RELATIONSHIP OF STAKEHOLDERS

The Company believes that employees, customers and business partners are the key to maintain continuous sustainable development. The Company is committed to be people-oriented and build up good relationship with its employees. The Group provides on-the-job training and development opportunities to enhance its employees' career progression. Through different trainings, staff's professional knowledge in corporate operations, occupational and management skills are enhanced. The Group also values the health and well-being of its staff. In order to provide employees with health coverage, its employees are entitled to medical insurance benefits. The Group also works together with its business partners to provide high quality products and services to achieve the goal of sustainable development and contribution to the society.

There was no material and significant dispute between the Group and its distributors and/or customers during the year under review.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 30 June 2021 are set out in the consolidated statement of profit or loss and other comprehensive income on page 67 in the accompanying notes to the consolidated financial statements.

The Directors do not recommend the payment of any dividend in respect of the year ended 30 June 2021 (2020: Nil). Capital will be reserved for the expansion of the Group's business and to capture investment opportunities arising in the future. There is no arrangement that any shareholder of the Company has waived or agreed to waive any dividend.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 27 to the consolidated financial statements.

遵守相關法律及法規

設有合規程序以確保遵守適用法律、規則及法規，尤其是對本集團有重大影響者。除另作披露者外及就董事會及管理層所知，本集團已於回顧年度內於所有重大方面遵守可能嚴重影響本集團業務及營運之所有相關法律法規。

持份者之關係

本公司認為，僱員、客戶及業務夥伴為持續穩定發展之關鍵。本公司致力於以人為本，與其僱員建立良好關係。本集團提供在職培訓及發展機會以促進員工之職業晉升。通過不同培訓，員工於公司營運之專業知識、職業及管理技能得到提升。本集團亦珍視員工之健康及福利。公司員工享有醫療保險，以作為對其健康之保障。本集團亦與其業務夥伴同心協力，為顧客提供優質產品及服務，以達致可持續發展及為社會作出貢獻之目的。

於回顧年度內，本集團與其分銷商及／或客戶之間並無重大而明顯之糾紛。

業績及分配

本集團截至二零二一年六月三十日止年度之業績載於第67頁之綜合損益及其他全面收益表以及隨附之綜合財務報表附註內。

董事不建議就截至二零二一年六月三十日止年度派付任何股息(二零二零年：無)。資本將保留作本集團擴張業務之用和抓緊日後出現之投資機遇。本公司股東概無任何安排放棄或同意放棄任何股息。

股本

本公司於本年度內之股本變動詳情載於綜合財務報表附註27。

董事會報告(續)

DIRECTORS' REPORT (Continued)

DIVIDEND POLICY

The board of directors of the Company established a dividend policy (the “**Dividend Policy**”) in December 2018, pursuant to which the Company may declare and distribute dividends to the shareholders of the Company.

In considering the payment of dividends, the Board shall take into account, among other things, the actual and expected financial performance of the Group, retained earnings and distributable reserves of the Company and each of the members of the Group, cash flow, working capital requirements, capital expenditure requirements and future expansion plans of the Group, the liquidity position of the Group, general economic conditions, business cycle of the Group's business, future prospects and other internal or external factors that may have an impact on the business or financial performance and position of the Company and any other relevant factors that the Board may consider relevant.

The payment of dividend by the Company is also subject to compliance with applicable laws and regulations including the laws of the Cayman Islands and the Company's Articles of Association (the “**Articles of Association**”). The Board will continually review the Dividend Policy from time to time and there can be no assurance that dividends will be paid in any particular amount for any given period.

RESERVES

Movements in the reserves of the Group and the Company during the year under review are set out in the consolidated statement of changes in equity on page 70 and note 27 to the consolidated financial statements, respectively.

DISTRIBUTABLE RESERVE OF THE COMPANY

Details of the distributable reserve of the Company as at 30 June 2021 are set out in note 27 to the financial statements.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 156.

CHARITABLE DONATIONS

The Company did not make any charitable donation for the two years ended 30 June 2020 and 2021.

股息政策

本公司董事會於二零一八年十二月制訂股息政策(「**股息政策**」)，據此本公司可向本公司股東宣派及分派股息。

於考慮支付股息時，董事會應考慮(其中包括)本集團的實際及預期財務表現、本公司及集團各附屬公司的保留盈利及可分派儲備、本集團現金流量、營運資本要求、資本開支要求及未來擴展計劃、本集團的流動資金狀況、整體經濟狀況、本集團業務的商業週期、發展前景，以及對本公司業務或財務業績和狀況可能有影響的其他內在或外在因素以及董事會可能認為相關的任何其他相關因素。

本公司派付股息亦須遵守適用的法例及規例，包括開曼群島法例及本公司組織章程細則(「**組織章程細則**」)。董事會將不時檢討此股息政策，並不保證會在任何指定期間派付任何特定金額的股息。

儲備

本集團及本公司於回顧年度內之儲備之變動分別載於第70頁之綜合股本權益變動表及綜合財務報表附註27。

本公司之可分派儲備

本公司於二零二一年六月三十日之可分派儲備之詳情載於財務報表附註27。

五年財務摘要

本集團於最近五個財政年度之業績以及資產及負債摘要載於第156頁。

慈善捐款

截至二零二零年及二零二一年六月三十日止兩個年度，本公司並無作出任何慈善捐款。

董事會報告(續)

DIRECTORS' REPORT (Continued)

RETIREMENT BENEFIT SCHEMES

Details of the retirement benefit schemes are set out in note 36 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year are set out in notes 14 to 15 to the consolidated financial statements.

DIRECTORS AND SERVICE CONTRACTS

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

Executive Directors

Ms. WONG Man Winny (*Chairperson*)

Mr. WU Yunjing (*appointed on 30 March 2021*)

Non-executive Directors

Mr. LIU Ka Lim

(*re-designated on 23 October 2020*)

Ms. TO Yin Fong Cecilica

Independent Non-executive Directors

Mr. LEUNG Man Fai

Ms. CHUNG Sau Wai Ada

Mr. Clayton IP

In accordance with article 87(1) of the Articles of Association, 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 so that each Director shall be subject to retirement at least once every three years.

In accordance with articles 86(3) of the Articles and Associations, any Director appointed by the Board at any time either to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the forthcoming annual general meeting of the Company and shall then be eligible for re-election at that meeting.

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation) as at the date of this report.

退休福利計劃

退休福利計劃詳情載於綜合財務報表附註36。

物業、廠房及設備

本集團於本年度內有關物業、廠房及設備之變動詳情載於綜合財務報表附註14至15。

董事及服務合約

本年度及截至本報告日期止，董事為：

執行董事

黃敏女士(主席)

吳允靜先生(於二零二一年三月三十日委任)

非執行董事

廖嘉濂先生

(於二零二零年十月二十三日調任)

杜妍芳女士

獨立非執行董事

梁文輝先生

鍾秀維女士

葉丞峰先生

根據組織章程細則第87(1)條，當時三分之一之董事(或倘彼等人數並非三之倍數，則最接近但不少於三分之一之人數)須輪席退任，以致各董事須至少每三年退任一次。

根據組織章程細則第86(3)條，由董事會委任填補董事會空缺或作為現有董事會新增成員之董事，其任期直至其獲委任後之首個本公司股東週年大會為止，並符合資格於該大會上重選。

於本報告日期，概無董事訂立任何本集團不能於一年內毋須作出補償(法定補償除外)而終止之服務合約。

DISCLOSURE OF INFORMATION ON DIRECTORS PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, there is no other change in the Directors' information required to be disclosed during the year under review.

SHARE OPTION SCHEME AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Each of the Company and its ultimate holding company, Champion, has a share option scheme under which eligible persons, including directors of the Company, Champion or any of their respective subsidiaries, may be granted options to subscribe for shares of the Company and Champion respectively.

Details of the share option schemes of the Company and Champion are set out in note 28 to the consolidated financial statements.

No share option has been granted since the adoption of the share option schemes of the Company and Champion.

Other than the share option schemes described in note 28 to the consolidated financial statements, at no time during the year was the Company, its subsidiaries, holding companies or fellow subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

根據上市規則第13.51B(1)條披露董事之資料

根據上市規則第13.51B(1)條概無其他有關董事資料之變動於回顧年度內須予以披露。

購股權計劃及董事購買股份或債券之權利

本公司及其最終控股公司冠軍各設有購股權計劃。據此，合資格人士(包括本公司、冠軍或彼等各自之附屬公司之董事)可獲授購股權以分別認購本公司及冠軍之股份。

本公司及冠軍之購股權計劃詳情載於綜合財務報表附註28。

自本公司及冠軍採納購股權計劃以來，概無授出購股權。

除綜合財務報表附註28所述之購股權計劃外，本公司、其附屬公司、控股公司或同系附屬公司在本年度內任何時間均無參與任何安排，致使董事可透過購入本公司或任何其他法人團體之股份或債券而獲益。

董事會報告(續)

DIRECTORS' REPORT (Continued)

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2021, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying share and debentures of the Company or any of their spouses or children under eighteen years of age or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set forth under Appendix 10 of the Listing Rules were as follows:

Interests in shares of associated corporation

Name of associated corporation	Name of Director	Capacity	Number of shares	Approximate percentage* of the issued share capital of the relevant associated corporation
相聯法團名稱	董事姓名	身份	股份數目	佔有關相聯法團已發行股本之概約比率*
Champion 冠軍	Ms. Wong Man Winny 黃敏女士	Interest of controlled corporation 受控制法團權益	442,359,000(L) (Note 1) (附註1)	64.69%
Champion 冠軍	Mr. Liu Ka Lim 廖嘉濂先生	Beneficial owner 實益擁有人	498,000(L)	0.07%
Champion 冠軍	Mr. Clayton Ip 葉丞峰先生	Beneficial owner 實益擁有人	6,000,000(L)	0.88%

Notes:

- As at 30 June 2021, these shares of Champion were held by Worldwide Peace Limited, which is wholly-owned by Ms. Wong Man Winny, the current chairperson and executive director of the Company and Champion. Ms. Wong Man Winny is deemed to be interested in 110,589,750 shares of the Champion, representing approximately 16.17% of the issued share of the Champion held by Worldwide Peace Limited. On 18 May 2021, Champion, Get Nice Securities Limited and Kingston Securities Limited entered into the underwriting agreement. Pursuant to the shareholder irrevocable undertakings, Worldwide Peace Limited has provided irrevocable and unconditional undertakings to Champion, Get Nice Securities Limited and Kingston Securities Limited to, among other things, (i) accept the provisional allotment of an aggregate of 331,769,250 Rights Shares; and (ii) not to sell or transfer the Shares held by them in any manner before the completion or lapse of the Rights Issue. As at the date of this report, the proposed Rights Issue has not yet been completed.

- The letter "L" denotes the Director's long position in the shares of the Champion.

* The percentage represents the number of shares involved divided by the number of the Champion's issued shares as at 30 June 2021.

董事之證券權益及淡倉

於二零二一年六月三十日，根據證券及期貨條例(「證券及期貨條例」)第352條規定本公司須予存置之登記冊所記錄，或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)向本公司及聯交所另行作出之通知，董事及本公司主要行政人員或其配偶或未滿十八歲之子女在本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有之權益及淡倉如下：

於相聯法團股份之權益

Name of associated corporation	Name of Director	Capacity	Number of shares	Approximate percentage* of the issued share capital of the relevant associated corporation
相聯法團名稱	董事姓名	身份	股份數目	佔有關相聯法團已發行股本之概約比率*
Champion 冠軍	Ms. Wong Man Winny 黃敏女士	Interest of controlled corporation 受控制法團權益	442,359,000(L) (Note 1) (附註1)	64.69%
Champion 冠軍	Mr. Liu Ka Lim 廖嘉濂先生	Beneficial owner 實益擁有人	498,000(L)	0.07%
Champion 冠軍	Mr. Clayton Ip 葉丞峰先生	Beneficial owner 實益擁有人	6,000,000(L)	0.88%

附註：

- 截止二零二一年六月三十日，該等冠軍股份由本公司及冠軍的現任主席兼執行董事黃敏女士全資擁有之遠年有限公司持有。黃敏女士被視為通過持有遠年有限公司之股份而擁有110,589,750股冠軍股份的權益，約佔冠軍已發行股本16.17%。於二零二一年五月十八日，冠軍、結好證券有限公司與金利豐證券有限公司簽訂了包銷協議。根據股東不可撤回承諾，遠年有限公司不可撤回及無條件地向冠軍、結好證券有限公司及金利豐證券有限公司(其中包括)(i)接納之暫定配額合共331,769,250股供股股份；及(ii)不會於供股完成或失效前以任何方式出售或轉讓彼等所持有之股份。截止本報告日期，建議供股，尚未完成。

- 字母「L」表示冠軍股份中董事之好倉。

* 百分比指所涉及之本公司股份數目除以於二零二一年六月三十日冠軍已發行股份數目。

董事會報告(續)

DIRECTORS' REPORT (Continued)

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (Continued)

Interests in shares of associated corporation (Continued)

Save as disclosed above, none of the Directors or chief executive of the Company or any of their spouses or children under eighteen years of age had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) as at 30 June 2021 as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as disclosed in the section headed "Related Party Transactions" below, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company, its subsidiaries, holding company and any of their subsidiaries was a party and in which a Director or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors is interested in any business apart from the Group's business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

董事之證券權益及淡倉(續)

於相聯法團股份之權益(續)

除上文所披露者外，於二零二一年六月三十日，根據證券及期貨條例第352條規定本公司須予保存之登記冊所記錄，或根據《標準守則》向本公司及聯交所另行作出之通知，概無董事或本公司主要行政人員或其配偶或未滿十八歲之子女在本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有任何權益或淡倉。

董事於交易、安排及合約之權益

除下文「關連人士交易」一節所披露者外，概無本公司、其附屬公司、控股公司及彼等之任何附屬公司為訂約方且董事或其關連實體於當中直接或間接擁有重大權益而與本集團業務有關之重大交易、安排及合約於年終或年內之任何時間存續。

董事於競爭業務之權益

概無董事於與本集團業務直接或間接構成競爭或可能構成競爭之任何業務(本集團之業務除外)中擁有權益。

董事會報告(續)

DIRECTORS' REPORT (Continued)

CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed “Related Party Transactions” below, no contract of significance has been entered into between the Company or any of its subsidiaries and the controlling shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries.

CONNECTED TRANSACTIONS

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

During the year under review, the Group did not conduct any non-exempt connected transaction or continuing connected transaction under Chapter 14A of the Listing Rules.

RELATED PARTY TRANSACTIONS

During the year ended 30 June 2021, the Group had entered into certain transactions with parties which were regarded as “Related Parties” under the applicable accounting principles. Details of those related party transactions are set out in note 31 to the consolidated financial statements. The transactions which are considered as connected transactions under the Listing Rules are further disclosed in note 31 to the consolidated financial statements.

重大合約

除下文「關連人士交易」一節所披露者外，本公司或其任何附屬公司並無與本公司之控股股東(定義見上市規則)或其任何附屬公司訂立任何重大合約。

關連交易

本公司確認其已遵守根據上市規則第14A章之披露規定。

於回顧年度內，本集團並無根據上市規則第14A章進行任何不獲豁免之關連交易或持續關連交易。

關連人士交易

於截至二零二一年六月三十日止年度內，本集團與根據適用會計準則界定為「關連人士」之人士訂立若干交易。該等關連人士交易詳情載於綜合財務報表附註31。該交易根據上市規則被視為關連交易，將於綜合財務報表附註31中進一步披露。

董事會報告(續)

DIRECTORS' REPORT (Continued)

SUBSTANTIAL SHAREHOLDER

As at 30 June 2021, the following person (other than the interests of the Directors or chief executive of the Company disclosed in the paragraph headed "Directors' interests and short positions in securities" above) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

主要股東

於二零二一年六月三十日，根據證券及期貨條例第336條規定本公司須予保存之登記冊所記錄，下列人士(上文「董事之證券權益及淡倉」一段所披露本公司董事或行政總裁之權益除外)於本公司之股份及相關股份中擁有權益及淡倉：

Name	Capacity	Number of shares	Approximate percentage* of the issued share capital
名稱	身份	股份數目	佔已發行股本之概約百分比*
Champion 冠軍	Beneficial owner 實益擁有人	128,137,958(L) (Note 1) (附註1)	59.04%
Guangdong Finance Limited (Note 1) 廣東信貸有限公司(附註1)	Interest of controlled corporation 受控制法團權益	128,137,958(L)	59.04%
Easy Fame Investment (HK) Limited (Note 1) 順榮投資(香港)有限公司(附註1)	Interest of controlled corporation 受控制法團權益	128,137,958(L)	59.04%
Fully Chance Group Development Limited (Note 1) (附註1)	Interest of controlled corporation 受控制法團權益	128,137,958(L)	59.04%
Lin Ho Man (Note 1) 連浩民(附註1)	Interest of controlled corporation 受控制法團權益	128,137,958(L)	59.04%
Innovation City Investment Limited (Note 3) 城創投資有限公司(附註3)	Beneficial owner (Note 3) 實益擁有人(附註3)	128,137,958(L) (Note 3) (附註3)	59.04%
Chan Koon Wa (Note 3) 陳冠華先生(附註3)	Interest of controlled corporation (Note 3) 受控制法團權益(附註3)	128,137,958(L) (Note 3) (附註3)	59.04%

Notes:

- 128,137,958 shares of the Company, representing approximately 59.04% of the issued share capital of the Company, owned by Champion were pledged to Guangdong Finance Limited under a facility agreement between Champion and Guangdong Finance Limited. According to the disclosure of interests forms of substantial shareholders filed on 22 May 2020, Guangdong Finance Limited is owned as to 99% by Easy Fame Investment (HK) Limited, and it is as to 100% owned by Fully Chance Group Development Limited, which is in turn wholly owned by Lin Ho Man.
- The letter "L" denotes the shareholder's long position in the shares of the Company.

附註：

- 根據冠軍與廣東信貸有限公司訂立之融資協議，冠軍所擁有128,137,958股本公司股份(佔本公司已發行股本約59.04%)已質押予廣東信貸有限公司。按照於二零二零年五月二十二日備案之主要股東權益披露報表，廣東信貸有限公司由順榮投資(香港)有限公司擁有99%，順榮投資(香港)有限公司則由Fully Chance Group Development Limited 100%擁有，而其則連浩民全資擁有。
- 字母「L」表示股東於本公司股份中的好倉。

董事會報告(續)

DIRECTORS' REPORT (Continued)

3. Innovative City Investments Limited (“Offeror”), Champion Technology Holdings Limited (“Champion”) and the Company jointly announced on 25 August 2021 (the “Joint Announcement”) that on 31 May 2021, Champion as seller and the Offeror as purchaser entered into the sale and purchase agreement (“Sale and Purchase Agreement”), pursuant to which the Offeror has conditionally agreed to acquire and Champion has conditionally agreed to sell the shares of the Company (“Kantone Shares”), being 128,137,958 Kantone Shares, representing approximately 59.04% of the entire issued share capital of the Company as at the date of the Joint Announcement. The consideration for the Sale Shares is approximately HK\$59,071,598.64, equivalent to HK\$0.461 per Sale Share.

Pursuant to Rule 26.1 of the Takeovers Code, upon completion, the Offeror and the parties acting in concert with it will be required to make a mandatory unconditional general offer in cash for all the issued Kantone Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it).

As at the date of the report, the Offeror is wholly owned by Mr. Chan Koon Wa, and this transaction has not yet been completed, as additional time is required for the fulfillment of the conditions precedent in the Sale and Purchase Agreement (such as the convening of the special general meeting to obtain the Champion shareholders' approval).

Further details, please refer to the Joint Announcements made by Champion and the Company dated 25 August 2021 and 15 September 2021.

* The percentage represents the number of shares of the Company involved divided by the number of the Company's issued shares as at 30 June 2021.

Save as disclosed above, as at 30 June 2021, according to the register of interests required to be kept by the Company under section 336 of the SFO, there was no person who had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

The Company and its subsidiaries had no outstanding convertible securities, options, warrants or similar rights as at 30 June 2021.

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

Neither the Company nor its subsidiaries purchased, sold or redeemed the Company's listed securities during the year ended 30 June 2021.

3. 於二零二一年八月二十五日，城創投資有限公司(「要約人」)、冠軍科技集團有限公司(「冠軍」)及本公司之聯合宣佈(「聯合公佈」)，於二零二一年五月三十一日，冠軍(作為賣方)與要約人(作為買方)訂立買賣協議(「買賣協議」)，據此，要約人有條件同意收購而冠軍有條件同意出售本公司股份(「看通股份」)，即128,137,958股看通股份，相當於聯合公佈日期，本公司全部已發行股本約59.04%。銷售股份之代價約為59,071,598.64港元，相當於每股銷售股份0.461港元。

根據收購守則規則26.1，於完成後，要約人及其一致行動人士將須就所有已發行看通股份(要約人及其一致行動人士已擁有或同意將予收購者除外)提出強制性無條件全面現金要約。

於報告日期，要約人由陳冠華先生全資擁有，及該交易尚未完成，乃由於需要更多時間履行買賣協議中的先決條件(例如召開股東特別大會以取得冠軍股東的批准)。

進一步詳情載於冠軍及本公司日期為二零二一年八月二十五日及二零二一年九月十五日的聯合公佈。

* 百分比為所涉及的本公司股份數目除以本公司於二零二一年六月三十日的已發行數目股份。

除上文所披露者外，於二零二一年六月三十日，按照本公司須根據證券及期貨條例第336條保存之權益登記冊，概無人士於本公司之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3分部之條文須向本公司披露之任何權益或淡倉。

可換股證券、購股權、認股權證或類似權利

本公司或其任何附屬公司於截至二零二一年六月三十日止年度內並無購買、出售或贖回本公司之上市證券。

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於截至二零二一年六月三十日止年度內並無購買、出售或贖回本公司之上市證券。

董事會報告(續)

DIRECTORS' REPORT (Continued)

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

TAX RELIEF

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

MAJOR CUSTOMERS AND SUPPLIERS

The Group sells its products to customers, some of whom act as its distributors, and purchases materials and components from suppliers, some of whom act as its merchandisers.

For the year ended 30 June 2021, sales to the Group's five largest customers, on individual entity basis, accounted for approximately 22.1% of the total revenue for the year and sales to the largest customer, on individual entity basis, included therein amounted to approximately 6.5%. Purchases from the Group's five largest suppliers, on individual entity basis, accounted for approximately 26.2% of the total purchases for the year and purchases from the largest supplier, on individual entity basis, included therein amounted to approximately 8.1%.

None of the Directors, their close associates or any shareholders, which to the knowledge of the Directors own more than 5% of the Company's issued share capital, had any interest in the share capital of the five largest customers or suppliers of the Company.

REMUNERATION POLICY

As at 30 June 2021, the Group employed about 165 full-time and part-time staff around the globe. Staff costs for the year ended 30 June 2021 were approximately HK\$76 million (2020: approximately HK\$78 million).

The remuneration of the employees of the Group is determined with reference to market terms and the capabilities, performance, qualifications and experience of the individual employee.

優先購股權

組織章程細則或開曼群島法例並無載有任何優先購股權之條文，規定本公司須按比例向現有股東提呈發售新股。

稅務寬減

本公司並不知悉任何因持有本公司證券而提供予本公司股東的稅務寬減或減免。

主要客戶及供應商

本集團向其客戶(當中某些作為其分銷商)銷售貨品及從其供應商(當中某些作為其採購商)購買原料及零件。

截至二零二一年六月三十日止年度，本集團向五大客戶(按個別實體基準)作出之銷售佔本年度銷售總額約22.1%，其中向最大客戶(按個別實體基準)作出之銷售佔約6.5%。本集團向五大供應商(按個別實體基準)作出之購貨佔本年度購貨總額約26.2%，其中向最大供應商(按個別實體基準)作出之購貨佔約8.1%。

概無任何董事、其緊密聯繫人士或據董事所知擁有本公司已發行股本5%以上之股東於本公司五大客戶或供應商之股本中擁有任何權益。

薪酬政策

於二零二一年六月三十日，本集團於全球聘用約165名全職及兼職員工。截至二零二一年六月三十日止年度之僱員成本約為76,000,000港元(二零二零年：約78,000,000港元)。

本集團僱員之薪酬乃參考市場水平並按照各僱員之能力、表現、資歷及經驗而釐定。

董事會報告(續)

DIRECTORS' REPORT (Continued)

Emoluments of the Directors are recommended by the Human Resources and Remuneration Committee of the Company after considering factors such as the Company's operating results, individual performance, salaries paid by comparable companies, and time commitment and responsibilities of the relevant director.

The Company has adopted a share option scheme that may serve as an incentive to Directors, eligible employees and consultants where appropriate.

PUBLIC FLOAT

Based on information publicly available to the Company and within the knowledge of the directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Articles of Association, the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any Directors. Such permitted indemnity provision for the benefit of the Directors was in force during the year and remained in force as of the date of this annual report.

The Group has taken out a directors' liability insurance to cover Directors' liabilities to third parties. During the year ended 30 June 2021, no claims were made against the Directors.

EQUITY-LINKED AGREEMENTS

Other than the share option scheme as disclosed in this report, no equity-linked agreements that will or may result in the Company issuing Shares, or that require the Company to enter into any agreements that will or may result in the Company issuing Shares, were entered into by the Company during the year or subsisted at the end of the year.

MANAGEMENT CONTRACTS

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

董事之酬金乃由本公司之人力資源及薪酬委員會綜合考慮本公司之經營業績、個人表現、同類可比企業之薪酬支出、以及按相關董事職務需付出之時間及須承擔之責任等多項因素作出建議。

本公司已採納購股權計劃，作為對董事、合資格僱員及顧問(如適用)之獎勵。

公眾持股量

根據本公司所得之公開資料及據董事所知，於本報告日期，股份之公眾持股量充足，符合上市規則不少於本公司已發行股份25%之規定。

獲准許彌償保證條文

組織章程細則規定董事均可從本公司之資產及溢利獲得彌償保證，彼等就各自之職務或信託執行其職責或假定職責時因所作出、發生之作為或不作為而招致或蒙受之所有訴訟、費用、收費、損失、損害及開支，可獲確保免就此受任何損害，惟本彌償保證並不延伸至任何與任何董事欺詐或不忠誠有關的事宜。有關惠及董事之獲准許彌償保證條文於年內生效且於本年報日期仍然生效。

本集團已提供董事責任保險，涵蓋董事需向第三方承擔之責任。截至二零二一年六月三十日止年度，概無董事遭受任何申索。

股權掛鈎協議

除本報告所披露之購股權計劃外，概無將會或可能會導致本公司發行股份之股權掛鈎協議，或要求本公司訂立將會或可能會導致本公司發行股份之任何協議由本公司於年內訂立或於年終存續。

管理合約

年內概無訂立或存有關於本公司全部或任何重大部分業務之管理及行政事宜之合約。

董事會報告(續) DIRECTORS' REPORT (Continued)

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Details of the remuneration paid by the Group to the Directors of the Company and senior management of the Group for the year ended 30 June 2021 are set out in note 10 to the financial statements.

AUDITOR

Moore Stephens CPA Limited will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

By order of the Board

Ms. WONG MAN WINNY
CHAIRPERSON

Hong Kong
28 September 2021

董事及高級管理層之酬金

本集團於截至二零二一年六月三十日止年度向本公司董事和本集團高級管理層支付之酬金詳情載於財務報表附註10。

核數師

大華馬施雲會計師事務所有限公司將於本公司應屆股東週年大會上退任，惟彼等符合資格膺選連任。

承董事會命

主席
黃敏女士

香港
二零二一年九月二十八日

企業管治報告

CORPORATE GOVERNANCE REPORT

INTRODUCTION

The Board and the senior management of the Company are committed to establishing good corporate governance practices and procedures. The maintenance of high standard of business ethics and corporate governance practices has always been one of the Group's goals. The Company believes that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture, thereby leading to the enhancement of shareholders' value.

CORPORATE GOVERNANCE PRACTICES

The corporate governance principles of the Company emphasize a quality Board, sound internal controls, transparency and accountability to all shareholders. By applying rigorous corporate governance practices, the Group believes that its accountability and transparency will be improved thereby instilling confidence to shareholders and the public. The Company has been conducting its business according to the principles of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules during the year ended 30 June 2021.

Throughout the financial year ended 30 June 2021, the Group has complied with the code provisions in the CG Code save for the deviation of code provision A.4.1 of the CG Code, details of which will be explained in the relevant paragraphs in this report. The Board will review its corporate governance practice annually and make necessary changes if necessary. Meetings were held throughout the year under review and where appropriate, circulars and other guidance notes were issued to Directors and senior management of the Group to ensure that they were aware of issues regarding corporate governance practices.

緒言

本公司董事會及高級管理層致力建立良好企業管治常規及程序。維持高水平之商業操守及企業管治常規一直為本集團的目標之一。本公司相信，良好企業管治所提供之架構，對有效管理、業務成功發展及建立良好企業文化至關重要，可藉此提高股東價值。

企業管治常規

本公司之企業管治原則著重董事會質素、穩健之內部監控、具透明度，並且對全體股東負責。透過採用嚴謹之企業管治常規，本集團相信將可改善其問責性及透明度，從而逐步使股東及大眾樹立信心。於截至二零二一年六月三十日止年度內，本公司已根據載於上市規則附錄十四之企業管治守則（「企業管治守則」）之原則開展其業務。

於截至二零二一年六月三十日止整個財政年度內，本集團已遵守企業管治守則之守則條文，惟偏離企業管治守則守則條文第A.4.1條除外，有關詳情將於本報告相關段落闡述。董事會將每年檢討其企業管治常規，並於需要時作出必要之變動。本公司於回顧年內曾舉行多次會議，並於適當時向董事及本集團高級管理層發出通函及其他指引說明，以確保彼等知悉有關企業管治常規之事宜。

BOARD

Responsibilities

The Board is responsible for the leadership and control of the Company and oversees the Group's business, strategic decisions and performances and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. In practice, the Board takes responsibility for decision making in all major matters of the Company including the approval and monitoring of all policy matters, the setting of objectives, annual budgets and overall strategies, the entering into material transactions, appointment of Directors and other significant financial and operational matters. The day-to-day management, administration and operation of the Company are delegated to the senior executives and the management. Their responsibilities include the implementation of decisions made by the Board, the co-ordination and direction of day-to-day operation and management of the Company in accordance with the management strategies and plans approved by the Board. The Board receives full support from senior executives to discharge its responsibility. Prior approval has to be obtained from the Board before entering into any significant transactions. The statement of the auditors of the Company in relation to their reporting responsibilities for the consolidated financial statements is set out in the Independent Auditor's Report on pages 60 to 66 of this report.

Composition

The composition of the Board during the year and up to the date of this report was as follows:

Executive Directors

Ms. WONG Man Winny (*Chairperson*)

Mr. WU Yunjing (*appointed on 30 March 2021*)

Non-executive Directors

Mr. LIU Ka Lim

(*re-designated on 23 October 2020*)

Ms. TO Yin Fong Cecilica

Independent Non-executive Directors

Mr. LEUNG Man Fai

Ms. CHUNG Sau Wai Ada

Mr. Clayton IP

董事會

職責

董事會負責本公司之領導及監控工作，並監察本集團之業務、策略性決策及表現，以及藉指導及監督本公司事務，共同負責引領本公司邁向成功。實際上，董事會負責就本公司所有主要事項作出決策，包括審批及監控所有政策事宜、制定目標、年度預算及整體策略、訂立重大交易、委任董事及其他重大財務及營運事宜。本公司之日常管理、行政及營運均轉授予高級行政人員及管理層執行。彼等之職責包括實行董事會作出之決策、根據董事會審批之管理策略及計劃協調及指導本公司日常營運及管理。董事會獲得高級行政人員之全力支持履行其職責。在訂立任何重大交易前均須獲得董事會預先批准。有關本公司核數師對綜合財務報表之呈報責任之聲明載於本報告第60至66頁之獨立核數師報告。

組成

董事會於年內及截至本報告日期止之組成架構如下：

執行董事

黃敏女士(主席)

吳允靜先生(於二零二一年三月三十日委任)

非執行董事

廖嘉濂先生

(於二零二零年十月二十三日調任)

杜妍芳女士

獨立非執行董事

梁文輝先生

鍾秀維女士

葉丞峰先生

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

BOARD (Continued)

Composition (Continued)

One of the independent non-executive Directors has appropriate accounting and financial management expertise. The number of independent non-executive Directors is more than one-third of the Board. Biographical details of the other Directors are set out in the paragraph headed “Directors and senior management profile” on pages 20 to 23 of this report.

The presence of three independent non-executive Directors is considered by the Board to be a reasonable balance between executive Directors and non-executive Directors. The Board is of the opinion that such balance can provide adequate checks and balances to safeguard the interests of shareholders and of the Group. The independent non-executive Directors provide to the Group with a wide range of expertise and experience so that independent judgement can be exercised effectively. They have also participated in Board meetings and general meetings, dealt with potential conflicts of interest, served on audit committee, human resources and remuneration committee and nomination committee of the Company and scrutinized the Group’s performance and reporting. Through their active participation, the management process of the Company can be critically reviewed and controlled.

The Directors have distinguished themselves in their field of expertise, and have exhibited high standards of personal and professional ethics and integrity. All Directors have given sufficient time and attention to the Company’s affairs. The Board believes that the ratio among executive Directors, non-executive Directors and independent non-executive Directors are reasonable and adequate to perform check and balance function over the Board in the decision-making process.

The Board is responsible for the appointment of new Director and nomination for re-election by shareholders at the annual general meeting of the Company. Under the Articles of Association, the Board may from time to time appoint a new Director either to fill a vacancy or as an addition to the Board. Any new Director appointed to fill a casual vacancy or as an addition to the existing Board shall hold office until the next annual general meeting after his/her appointment and shall then be eligible for re-election at such meeting.

董事會(續)

組成(續)

其中一名獨立非執行董事具備適當會計及財務管理專業知識。獨立非執行董事佔董事會人數超過三分之一。其他董事之履歷詳情載於本報告第20至23頁「董事及高層管理人員」一段內。

董事會認為，董事會包括三名獨立非執行董事，可於執行董事與非執行董事間達致合理制衡。董事會認為，此制衡能保障股東及本集團利益，提供充分之核查及平衡。獨立非執行董事向本集團提供廣泛專業知識及經驗，從而可有效地作出獨立判斷。彼等亦出席董事會會議及股東大會、處理潛在利益衝突、出任本公司審核委員會、人力資源及薪酬委員會及提名委員會成員，以及監察本集團之表現及呈報。透過彼等之積極參與，本公司之管理程序可獲得審慎檢討及監控。

董事在其專業範圍均為傑出人士，並展示出高水平之個人及專業操守和誠信。全體董事均已就本公司事務上付出充足時間及心血。董事會相信，執行董事、非執行董事及獨立非執行董事間之比例誠屬合理，並足以對董事會之決策過程發揮互相核查及制衡之作用。

董事會負責委任新董事及提名董事於本公司股東週年大會上接受股東膺選連任。根據組織章程細則，董事會可不時委任新董事填補董事會空缺或出任董事會新成員。獲委任以填補臨時空缺或出任現有董事會新成員之任何新董事將任職至其獲委任後之下一屆股東週年大會為止，且屆時將符合資格於該大會上膺選連任。

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

BOARD (Continued)

Chairperson and Chief Executive Officer

Code provision A.2.1 of the CG Code stipulates that the roles of Chairperson and Chief Executive Officer should be separate and should not be performed by the same individual. The division of responsibilities between the Chairperson and the Chief Executive Officer should be clearly established and set out in writing.

The role of Chairperson is being performed by Ms. Wong Man Winny, who is also being an executive Director, and she is responsible for the overall strategic planning and development of the Group and the effective functioning and leadership of the Board.

The Company has no such title as the Chief Executive Officer and therefore the daily operation and management of the Company has been monitored by the executive Directors and assisted by the non-executive Directors as well as the senior management.

The Board is of the view that although there is no Chief Executive Officer, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals and who meet from time to time to look after the operations of the Company.

INDEPENDENCE

The Company has received an annual confirmation of independence from each of the independent non-executive Directors in accordance with Rule 3.13 of the Listing Rules and each of them has declared fulfilment of all the guidelines for assessing independence in accordance with Rule 3.13 of the Listing Rules. Accordingly, the Company considers that all the independent non-executive Directors are independent.

All independent non-executive Directors are identified as such in all corporate communications containing the names of the Directors. In addition, there is no material relationship between Board members.

董事會(續)

主席及行政總裁

企業管治守則之守則條文第A.2.1條規定，主席及行政總裁之角色應有區分，並不應由一人同時兼任。主席及行政總裁之間職責的分工應清楚界定，並以書面方式載列。

主席職責由黃敏女士(彼亦為執行董事)履行，彼負責本集團之整體策略規劃及發展，確保董事會能有效益地履行職務及提供領導。

本公司未再設有行政總裁職位，故此本公司之日常營運及管理由執行董事監督及由非執行董事及高級管理層協助。

董事會認為，董事會由具經驗人士組成，彼等不時開會以管理本公司營運，雖然並無行政總裁，惟通過董事會之運作，權力及權限平衡已得以確保。

獨立性

本公司已收到各獨立非執行董事按照上市規則第3.13條發出表明其獨立性之年度確認書，且彼等各自均聲明已符合所有根據上市規則第3.13條有關評估獨立性之指引。因此，本公司認為全體獨立非執行董事均為獨立人士。

所有載有董事姓名之公司通訊中，均已說明全體獨立非執行董事之身份。此外，董事會成員之間概無重大關係。

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

DEVIATION FROM THE CG CODE

Throughout the year ended 30 June 2021, the Company has complied with the code provisions of the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Listing Rules, save for the deviations of code provision A.4.1 of the CG Code below:

Term of appointment of non-executive Directors

Under the code provision A.4.1 of the CG Code, all non-executive Directors should be appointed for a specific term, subject to reelection. Whilst one of the non-executive Director, Ms. To Yin Fong Cecilica is not appointed for a specific term, however, the term of office for non-executive Directors is subject to retirement from office by rotation and is eligible for re-election in accordance with the provisions of the articles of association of the Company. 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 so that each Director shall be subject to retirement at least once every three years. As such, the Company considers that such provision is sufficient to meet the underlying objectives of CG Code.

BOARD MEETINGS AND SHAREHOLDERS' MEETINGS

The Board regularly meets in person or through other electronic means of communication at least four times every year to determine the overall strategic direction, objectives and to approve interim results, annual results or other significant matters. Draft notice and agenda for regular meetings are provided to all Directors for comments and inclusion of any matters for deliberation at the meetings. Apart from holding regular meetings, senior management from time to time provides to the Directors information on activities and development of the business of the Group. The company secretary assists the Chairperson in preparing agenda for the meetings and ensures that all applicable rules and regulations in connection with the meetings are observed and complied with. Except for ad hoc Board meetings to deal with urgent issues, the agenda and Board papers are then sent to all Directors at least 3 days prior to the meeting. The company secretary also takes detailed minutes, keeps records of matters discussed and decision resolved at the meetings.

偏離企業管治守則事項

於截至二零二一年六月三十日止整個年度內，本公司一直遵守載於上市規則附錄十四之企業管治守則(「企業管治守則」)之守則條文，惟以下企業管治守則之偏離守則條文第A.4.1條除外：

非執行董事之任期

根據企業管治守則之守則條文第A.4.1條，全體非執行董事的委任應有指定任期，並須接受重新選舉。儘管其中一名非執行董事杜妍芳女士並無獲委任指定任期，惟根據本公司組織章程細則條文，非執行董事應輪席退任及符合資格膺選連任。於本公司各股東週年大會上，當時三分之一之董事(或倘其人數並非三之倍數，則最接近但不少於三分之一之人數)須輪席退任，故各董事須至少每三年退任一次。因此，本公司認為該等條文足以達到企業管治守則之相關目標。

董事會會議及股東大會

董事定期親身出席或透過其他電子通訊方式舉行董事會會議，有關會議每年最少舉行四次，以釐定整體策略方向及目標以及審批中期業績、年度業績或其他重大事項。常規會議之草擬通知及議程已向全體董事提供，以供彼等提出意見，並載入任何於大會上商議之事宜。除舉行常規會議外，高級管理層不時向董事提供有關本集團業務活動及發展之資料。公司秘書協助主席編製會議議程，並確保已遵守及遵從有關會議之所有適用規則及規例。除處理緊急事項之臨時董事會會議外，議程及董事會文件則在舉行會議前最少三日發送予全體董事。公司秘書亦會作出詳盡會議記錄，並就會上之討論事項及議決決定保留記錄。

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

BOARD MEETINGS AND SHAREHOLDERS' MEETINGS (Continued) 董事會會議及股東大會(續)

Directors' attendances in the general meetings and the meetings of the Board, audit committee, human resources and remuneration committee, nomination committee and investment committee held during the year are set out below:

於年度內舉行之股東大會及董事會、審核委員會、人力資源及薪酬委員會、提名委員會以及投資委員會會議之董事出席情況載列如下：

Name of Directors	Board Meeting attended/ Eligible to attend	Audit Committee Meeting attended/ Eligible to attend	Human Resources and	Nomination Committee Meeting attended/ Eligible to attend	Investment Committee Meeting attended/ Eligible to attend	Annual General Meeting attended/ Eligible to attend
			Remuneration Committee Meeting attended/ Eligible to attend			
董事姓名	已出席/ 合資格出席之 董事會會議	已出席/ 合資格出席之 審核委員會會議	已出席/ 合資格出席之 人力資源及 薪酬委員會會議	已出席/ 合資格出席之 提名委員會會議	已出席/ 合資格出席之 投資委員會會議	已出席/ 合資格出席之 股東週年大會

Executive Directors

執行董事

Ms. WONG Man Winny (Chairperson) 黃敏女士(主席)	5/5	—	—	—	—	1/1
Mr. WU Yunjing (appointed on 30 March 2021) 吳允靜先生(於二零二一年 三月三十日委任)	0/1	—	—	—	—	—

Non-executive Directors

非執行董事

Mr. LIU Ka Lim (re-designated on 23 October 2020) 廖嘉濂先生(於二零二零年 十月二十三日調任)	5/5	—	—	—	2/2	1/1
Ms. TO Yin Fong Cecilica 杜妍芳女士	5/5	—	—	—	—	1/1

Independent Non-executive Directors

獨立非執行董事

Mr. LEUNG Man Fai 梁文輝先生	5/5	2/2	3/3	3/3	—	1/1
Ms. CHUNG Sau Wai Ada 鍾秀維女士	5/5	2/2	3/3	3/3	2/2	0/1
Mr. Clayton IP 葉丞峰先生	4/5	2/2	2/3	2/3	—	0/1

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

BOARD MEETINGS AND SHAREHOLDERS' MEETINGS (Continued)

During regular meetings of the Board, the Directors discuss and formulate the overall strategies of the Group, monitor financial performances, review the annual and interim results, and make decisions on significant matters. The execution of daily operational matters is delegated to the senior executives of the Group.

The company secretary records the proceedings of each Board meeting in detail by keeping minutes, including the record of all decisions resolved by the Board together with concerns raised and dissenting views expressed (if any). Draft Board minutes are circulated to all Directors for comment and approval as soon as practicable after the meeting. All minutes are open for inspection at any reasonable time upon request by any Director.

All Directors have access to relevant and timely information at all times and they may make further enquiries if it is necessary to do so.

They also have unrestricted access to the advice and services of the company secretary, who is held responsible for providing Directors with Board papers and other related materials. The company secretary also ensures that proper Board procedures are followed and that all applicable laws and regulations are complied with. If the Directors consider necessary and appropriate, they may retain the service of independent professional advisers at the Group's expense.

In case where a conflict of interest arises involving a substantial shareholder or a Director, such matter will be resolved in a physical meeting instead of passing written resolutions. Independent non-executive Directors with no conflict of interest will be present at meetings to deal with such conflict issues.

The Board committees, including the audit committee, the human resources and remuneration committee, the nomination committee and the investment committee, have all adopted the applicable practices and procedures used in Board meetings.

The annual general meeting and other special general meetings of the Company are the primary forum for communication with its shareholders and for shareholders' participation. All shareholders are encouraged to attend the general meetings or to appoint proxies to attend and vote at meetings on their behalf if they are unable to attend.

During the year ended 30 June 2021, the Company held its annual general meeting on 17 December 2020. Details of major items discussed in that general meetings are set out in the circulars of the Company dated 17 November 2020.

董事會會議及股東大會(續)

於董事會之常規會議中，董事商討及制定本集團之整體策略、監察財務表現、審閱年度及中期業績，及為重大事宜作出決策。日常營運事務已轉授予本集團高級行政人員執行。

公司秘書就各董事會會議之議事程序作詳細之會議記錄，包括記錄董事會所議決之所有決定，以及所提出之關注事宜及表達之反對意見(如有)。董事會會議記錄之初稿須於會議結束後，於切實可行之情況下盡快發送予全體董事，以供彼等給予意見及審批。任何董事均可在任何合理時間要求查閱所有會議記錄。

全體董事均可在任何時間取得相關最新資料，而彼等於需要時均可作出進一步查詢。

彼等亦可不受限制地取得公司秘書之意見及服務，公司秘書負責向董事提供董事會文件及其他相關材料。公司秘書亦確保遵循正確董事會程序，以及遵守一切適用法律及法規。如董事認為有需要及適當時，彼等可聘用獨立專業顧問提供服務，費用由本集團支付。

倘一名主要股東或董事存有利益衝突，有關事項將於現場會議上議決，而非通過書面決議案議決。並無利益衝突之獨立非執行董事將會出席會議以處理該等衝突事宜。

董事委員會(包括審核委員會、人力資源及薪酬委員會、提名委員會及投資委員會)均已採納董事會會議沿用之適用常規及程序。

本公司之股東週年大會及其他股東特別大會是與股東溝通之主要平台，亦供股東參與。本公司鼓勵全體股東出席股東大會或委派代表其出席大會並於會上投票(如彼等未能出席)。

於截至二零二一年六月三十日止年度內，本公司於二零二零年十二月十七日舉行其股東週年大會。於該股東大會進行商討之主要項目詳情分別載於本公司日期為二零二零年十一月十七日之通函。

TRAINING AND SUPPORT FOR DIRECTORS 董事之培訓及支援

All Directors, including non-executive Directors and independent non-executive Directors, must keep abreast of their collective responsibilities as Directors and of the business of the Group. As such, the Group provides a comprehensive and formal introduction to each newly appointed Director upon his/her appointment. Briefings and orientations are provided so as to ensure that new Directors are familiar with the role of the Board, their legal and other duties as a Director as well as the business and governance practices of the Group. Such programmes are tailor made for each Director taking into account their background and expertise.

The Company is committed to arranging and funding suitable training to all Directors for their continuous professional development. During the year ended 30 June 2021 and up to the date of this report, all Directors engaged in business activities in their respective fields as continuous professional development to develop and refresh their knowledge and skills so as to ensure that their contributions to the Board remain informed and relevant, and they participated in the following training:

全體董事(包括非執行董事及獨立非執行董事)必須密切瞭解其作為董事之共同責任以及本集團之業務。因此，本集團於每名新獲委任的董事獲委任時均會向彼等提供全面及正式介紹，並會提供簡介會及迎新介紹，以確保新董事熟悉董事會之角色、彼等作為董事之法律及其他職責，以及本集團之業務及管治常規。該等計劃乃經考慮各董事之背景及專業知識而為彼等度身制定。

本公司致力就全體董事之持續專業發展安排合適的培訓並提供有關經費。於截至二零二一年六月三十日止年度內及截至本報告日期止，全體董事在彼等各自的商務活動範疇內參與持續專業發展，從而發展並更新其知識及技能，確保其能繼續具備所需資訊及切實地對董事會作出貢獻，彼等參與之培訓如下：

Name of Directors	董事姓名	Type of Training (Notes)	培訓類別(附註)
Executive Directors		執行董事	
Ms. WONG Man Winny (Chairperson)	黃敏女士(主席)	A, B	
Mr. WU Yunjing (appointed on 30 March 2021)	吳允靜先生(於二零二一年三月三十日委任)	A, B	
Non-executive Directors		非執行董事	
Mr. LIU Ka Lim (re-designated on 23 October 2020)	廖嘉濂先生(於二零二零年十月二十三日調任)	A, B	
Ms. TO Yin Fong Cecilica	杜妍芳女士	A, B	
Independent Non-executive Directors		獨立非執行董事	
Mr. LEUNG Man Fai	梁文輝先生	A, B	
Ms. CHUNG Sau Wai	鍾秀維女士	A, B	
Mr. Clayton IP	葉丞峰先生	A, B	

Notes:

- A: Attending seminars, briefing sessions, conference and/or forums.
 B: Reading newspapers, journals and updates relating to the economy and/or general business etc.

附註：

- A: 出席研討會、簡介會、會議及/或論壇。
 B: 閱覽有關經濟及/或一般業務等方面之報章、期刊及更新資料。

Each Director will, upon his/her first appointment and thereafter on a yearly basis, disclose to the Group the number and nature of offices held by such Director in public companies and organizations and other significant commitments.

各董事將於其首次獲委任及隨後每年向本集團披露其於公眾公司及組織所擔任之職位數目及性質，以及其他重大承擔。

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

HUMAN RESOURCES AND REMUNERATION COMMITTEE

The human resources and remuneration committee was established with specific written terms of reference which was revised and adopted on 19 March 2012. As at 30 June 2021, the human resources and remuneration committee consists of three independent non-executive Directors, namely, Mr. Leung Man Fai (chairperson), Ms. Chung Sau Wai Ada and Mr. Clayton Ip.

The human resources and remuneration committee is responsible for, among other things, making recommendations to the Board regarding the overall remuneration policy, remuneration of Directors and senior management of the Group, share option scheme, bonus structure, provident fund and other compensation-related issues. This committee consults with the Chairperson and/or other Board members on its proposals and recommendations and has access to professional advice, if necessary. The human resources and remuneration committee is provided with sufficient resources to discharge and perform its duties.

The specific terms of reference of the human resources and remuneration committee is posted on the websites of the Stock Exchange and the Company.

During the year under review, the human resources and remuneration committee held three meeting to review and make recommendations to the Board on the remuneration packages of all Directors and senior management.

NOMINATION COMMITTEE

The nomination committee was established with specific written terms of reference which was revised and adopted on 23 September 2014. As at 30 June 2021, the nomination committee consists of three independent non-executive Directors, namely, Mr. Leung Man Fai (chairperson), Ms. Chung Sau Wai Ada and Mr. Clayton Ip.

The main duties of the nomination committee include reviewing the structure, size and composition of the Board annually, making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become members of the Board, selecting individuals nominated for directorships, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairperson and other executive director. The nomination committee is provided with sufficient resources to discharge and perform its duties.

人力資源及薪酬委員會

本公司已成立人力資源及薪酬委員會，並訂有具體書面職權範圍(已於二零一二年三月十九日修訂及採納)。於二零二一年六月三十日，人力資源及薪酬委員會由三名獨立非執行董事組成，即梁文輝先生(主席)、鍾秀維女士及葉丞峰先生。

人力資源及薪酬委員會負責(其中包括)就整體薪酬政策、本集團董事及高級管理層之薪酬、認股權計劃、花紅架構、公積金及其他薪酬相關事宜向董事會提出推薦建議。此委員會就其建議及推薦建議諮詢主席及/或其他董事會成員，如有必要，亦可尋求專業意見。人力資源及薪酬委員會已獲提供充足資源以履行及執行其職責。

人力資源及薪酬委員會之具體職權範圍刊載於聯交所及本公司網站。

於回顧年度內，人力資源及薪酬委員會已舉行三次會議，以檢討全體董事及高級管理層之薪酬待遇並就此向董事會提出推薦建議。

提名委員會

本公司已成立提名委員會，並訂有具體書面職權範圍(於二零一四年九月二十三日修訂及採納)。於二零二一年六月三十日，提名委員會由三名獨立非執行董事組成，即梁文輝先生(主席)、鍾秀維女士及葉丞峰先生。

提名委員會之主要職責包括每年檢討董事會架構、人數及組成、就為補足本公司之企業策略而擬對董事會作出之任何變更提出推薦建議、物色具合適資格之人士出任董事會成員、挑選個別人士提名出任董事、評估獨立非執行董事之獨立性以及就委任或重新委任董事及董事(尤其是主席及其他執行董事)繼任計劃向董事會提出推薦建議。提名委員會已獲提供充足資源以履行及執行其職責。

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

NOMINATION COMMITTEE (Continued)

The specific terms of reference of the nomination committee is posted on the websites of the Stock Exchange and the Company. The nomination committee shall meet at least once a year.

During the year under review, the nomination committee held three meeting to review the composition and diversity of the Board, assessed the independence of the independent non-executive Directors and considered the appointments of Directors.

AUDIT COMMITTEE

The Company established an audit committee with specific written terms of reference which was revised and adopted on 1 January 2016. The main duties of the audit committee include, among other things, the following:

- (a) to review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function or external auditor before submission to the Board.
- (b) to review the relationship with the external auditor by reference to the work performed by the auditor, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditor.
- (c) to review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

The audit committee is provided with sufficient resources to discharge and perform its duties.

Other duties of the audit committee are set out in its specific terms of reference which is posted on the websites of the Stock Exchange and the Company. The audit committee shall meet at least twice a year.

As at 30 June 2021, the audit committee consists of three independent non-executive Directors, namely Mr. Leung Man Fai (chairperson), Ms. Chung Sau Wai Ada and Mr. Clayton Ip. No member of the audit committee is a former partner of the existing audit firm of the Company within two years from the date of his ceasing to be a partner or had any financial interest in the auditing firm. The audit committee has reviewed the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters with the management team of the Company.

提名委員會(續)

提名委員會之具體職權範圍刊載於聯交所及本公司網站。提名委員會須每年最少舉行一次會議。

於回顧年度內，提名委員會已舉行三次會議以檢討董事會組成與多元、評估獨立非執行董事之獨立性及考慮委聘董事。

審核委員會

本公司已成立審核委員會，並訂有具體書面職權範圍(於二零一六年一月一日修訂及採納)。審核委員會之主要職責包括(其中包括)下列各項：

- (a) 於財務報表及報告提交董事會前進行審閱，並考慮本公司負責會計及財務報告職能之員工或外聘核數師提出之任何重大或不尋常項目。
- (b) 參照核數師進行之工作、其費用及聘用條款檢討與外聘核數師之關係，並就委任、重新委任及罷免外聘核數師向董事會提出推薦建議。
- (c) 檢討本公司之財務申報制度、內部監控制度及風險管理制度以及有關程序是否足夠及有效。

審核委員會已獲提供充足資源以履行及執行其職責。

審核委員會之其他職責載於聯交所及本公司網站上刊載之審核委員會具體職權範圍內。審核委員會須每年最少舉行兩次會議。

於二零二一年六月三十日，審核委員會由三名獨立非執行董事組成，即梁文輝先生(主席)、鍾秀維女士及葉丞峰先生。概無審核委員會成員為本公司現任核數師事務所之前任合夥人(於其停止擔任合夥人之日或其停止擁有該核數師事務所任何經濟利益之日起計兩年內)。審核委員會已審閱本集團所採納之會計原則及慣例，並與本公司管理團隊討論內部監控及財務申報事宜。

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

AUDIT COMMITTEE (Continued)

During the year under review, the audit committee held two meetings to review, among other things, the Company's interim report for the six months ended 31 December 2020 and annual report for the year ended 30 June 2020. The audit committee has also reviewed the financial reporting and compliance procedures, report on the Company's internal control and risk management review and processes as well as the re-appointment of the external auditor. There is no material uncertainty relating to events and conditions that may cast significant doubt on the Company's ability to continue as a going concern. There is no disagreement between the Board and the audit committee regarding the selection, appointment, resignation or dismissal of external auditor.

The accounts for the year were audited by Moore Stephens CPA Limited, whose term of office will expire upon the forthcoming annual general meeting. The audit committee has recommended to the Board that Moore Stephens CPA Limited be nominated for re-appointment as the auditor of the Company at the forthcoming annual general meeting.

The company secretary keeps full minutes of all audit committee meetings. In line with practices consistent with Board meetings and other committee meetings, draft and final version of audit committee meeting minutes are circulated to all members of the audit committee for comments, approval and record as soon as practicable after each meeting.

INVESTMENT COMMITTEE

The investment committee was established with specific written terms of reference which was adopted on 15 August 2017. As at 30 June 2021, the investment committee consists of one non-executive Director, namely, Mr. Liu Ka Lim (chairperson), one independent non-executive Director, namely, Ms. Chung Sau Wai and two executive staffs of the Company. The investment committee is responsible for, among other things, to review investment performance and to advise the Company on their investment of cash, cash equivalents, financial assets, margin deposits, cash collateral taking account of the necessary constraints on the deployment of the various sources and purposes of the funds to enhance the Company's investment returns.

The specific terms of reference of the investment committee is posted on the websites of the Stock Exchange and the Company. The investment committee meets at least twice a year.

During the year under review, the investment committee held two meetings to consider and review the possible securities investments of the Group.

審核委員會(續)

於回顧年度內，審核委員會已舉行二次會議，以審閱(其中包括)本公司截至二零二零年十二月三十一日止六個月之中期報告及截至二零二零年六月三十日止年度之年報。審核委員會亦已檢討財務申報及合規程序，並就本公司之內部監控及風險管理檢討及程序以及重新委任外聘核數師作出匯報。現時並無任何與可能對本公司能否持續經營產生重大疑問之事件及情況有關之重大不確定因素。董事會及審核委員會就甄選、委任、辭任或罷免外聘核數師並無意見分歧。

年內之賬目已經由大華馬施雲會計師事務所有限公司審核，其任期將於應屆股東週年大會時屆滿。審核委員會已向董事會建議，於應屆股東週年大會上提名續聘大華馬施雲會計師事務所有限公司為本公司之核數師。

公司秘書須備存所有審核委員會會議之完整會議記錄。為符合董事會會議及其他委員會會議之常規，審核委員會之會議記錄初稿及最終定稿須於各會議結束後，於切實可行情況下盡快發送予審核委員會之全體成員，以供彼等給予意見、審批及記錄。

投資委員會

投資委員會按於二零一七年八月十五日採納的特定書面職權範圍而成立。於二零二一年六月三十日，投資委員會由一名非執行董事廖嘉濂先生(主席)、一名獨立非執行董事鍾秀維女士以及本公司兩名行政人員組成。投資委員會負責(其中包括)檢討投資表現，並在考慮調配各類資源及既定的資金用途限制後，就本公司於現金、現金等值、金融資產、保證金存款、現金抵押品之投資提供意見，以提升本公司之投資回報。

投資委員會的特定職權範圍刊登於聯交所及本公司網站。投資委員會每年最少舉行兩次會議。

於回顧年度內，投資委員會舉行二次會議以商討及審閱本集團有可能之證券投資。

DIRECTOR NOMINATION POLICY

The Company has adopted the director nomination policy (“**Nomination Policy**”) on 28 December 2018 which sets out the criteria and process in the nomination and appointment of directors of the Company. This Nomination Policy ensures that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company; and ensures Board continuity and appropriate leadership at Board level.

The Nomination Policy contains a number of factors in assessing the suitability of a proposed candidate, which include his or her ability to devote sufficient effort to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities.

If the candidate is proposed to be appointed as an independent non-executive Director, his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate’s education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or related management expertise for filling the office of an independent non-executive Director with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

This Policy also lays down the nomination procedures on appointment or re-appointment of directors. The Nomination Committee will conduct the relevant selection process (coupled with the relevant selection criteria) against the nominated candidate for new directorship or director offering for re-election and make recommendations to the Board for consideration. Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election and re-election of director at the general meeting.

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy setting out the approach to achieve diversity within the Board. The Company considered that diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board.

董事提名政策

本公司已於二零一八年十二月二十八日採納董事提名政策(「**提名政策**」)並載列載列本公司提名及委任董事的準則及程序。該政策確保具備切合本公司業務所需的技巧、經驗及多元觀點；及確保董事會的持續性及維持董事會層面的領導角色。

提名政策載有提名委員會在評估擬提名候選人是否適合時須考慮的若干因素，其中包括該人選是否能投入足夠精力以處理本公司事務，並促進董事會成員多元化，使董事會能有效履行其職責。

如建議委任之人選為獨立非執行董事，則須根據(其中包括)上市規則第3.13條(經聯交所可能不時作出修訂)所載的因素評核其獨立性如適用，則亦須評估該人選的學歷、資格及經驗等整體情況，以考慮其是否具備合適的專業資格或相關管理專長(即《上市規則》第3.10(2)條所規定的相關資格或專長)以擔任獨立非執行董事。

該政策亦載列委任或重新委任董事的提名程序。提名委員會將就提名候選人出任新董事或膺選連任之董事進行相關甄選程序(連同相關甄選準則)，並向董事會提出建議以供考慮。提名委員會及/或董事會應就於股東大會上選舉董事及重選董事的提案向股東提出建議(如適用)。

董事會成員多元化政策

董事會已採納董事會成員多元化政策，當中載有達致董事會成員多元化的方法。本公司認為董事會成員多元化可透過考慮多方面因素達致，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化之裨益。

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

BOARD DIVERSITY POLICY (Continued)

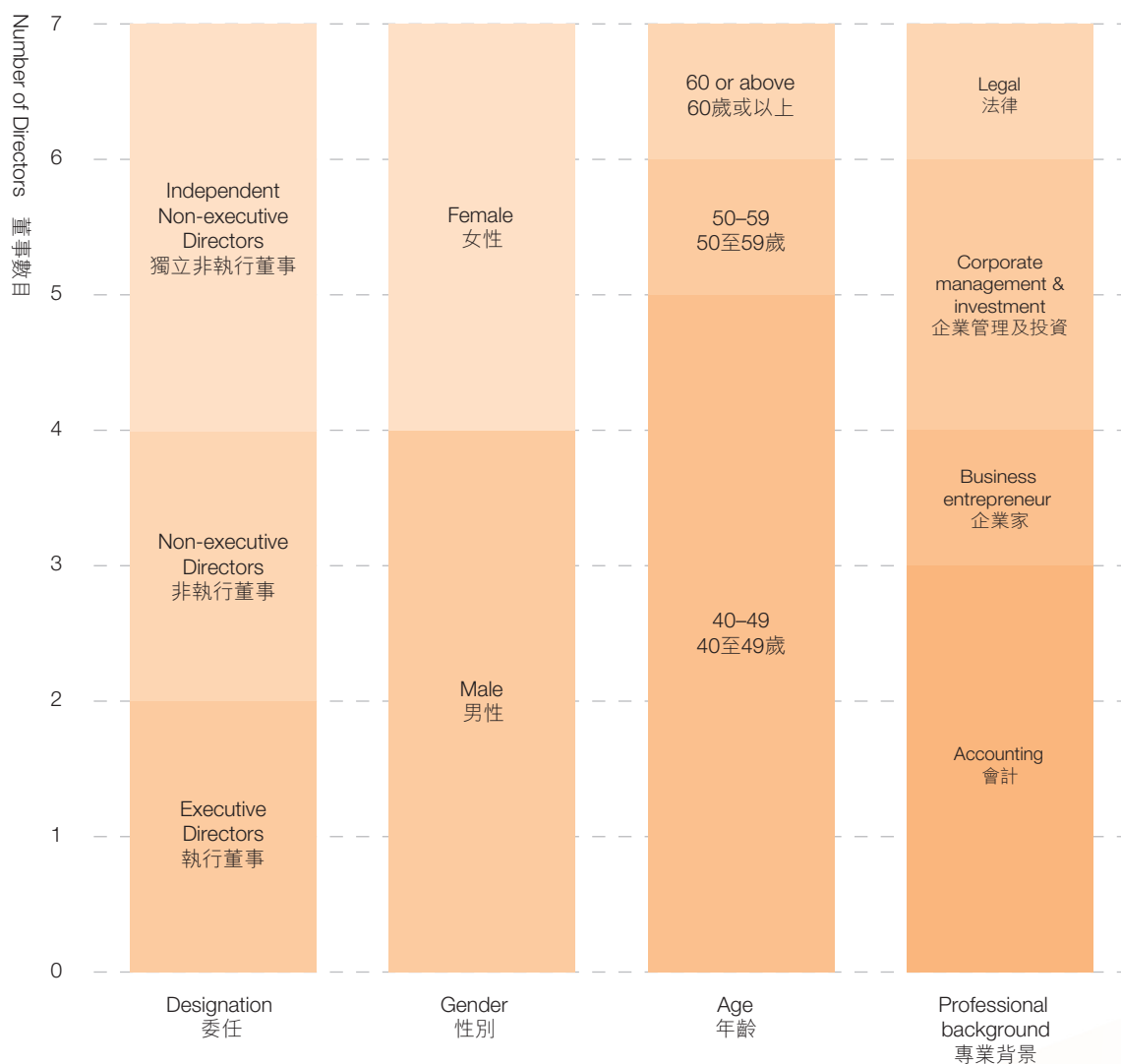
The ultimate decision will be made upon the merits of the selected candidates and their contribution to the Board.

As at the date of this annual report, the current Board composition under diversified perspectives is set out as follows:

董事會成員多元化政策(續)

最終將按經甄選人選之優點及可為董事會帶來的貢獻作出決定。

於本年報日期，多元化範疇的現任董事會組成載列如下：



AUDITOR'S REMUNERATION

For the year ended 30 June 2021, the fee for the Company's external auditor for audit services was approximately HK\$1,800,000 (2020: approximately HK\$1,512,000) and that for non-audit services mainly relating to taxation matters was approximately HK\$11,000 (2020: approximately HK\$11,000).

COMPLIANCE WITH MODEL CODE

The Company has adopted the Model Code for Securities Transactions by Directors of the Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Specific enquiries have been made with all Directors, who have confirmed that, during the year ended 30 June 2021, each of them has complied with the required standards as set out in the Model Code.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

The Directors are responsible for the preparation of financial statements, which give a true and fair view of the financial position of the Group. The auditor is responsible to form an independent opinion on the audited financial statements and report the same to the shareholders of the Company.

CORPORATE GOVERNANCE FUNCTIONS

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions including but not limited to developing and reviewing the Company's policies and practices on corporate governance, reviewing and monitoring training and continuous professional development of Directors and senior management, reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements, and reviewing the Company's compliance with the code and disclosure in this Corporate Governance Report.

核數師酬金

截至二零二一年六月三十日止年度，本公司外聘核數師之核數服務費用為約1,800,000港元(二零二零年：約1,512,000港元)，主要關於稅務事項之非核數服務費用則為約11,000港元(二零二零年：約11,000港元)。

遵守標準守則

本公司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」)，作為其本身董事進行證券交易之行為守則。經向全體董事作出特定查詢後，全體董事已確認彼等各自於截至二零二一年六月三十日止年度一直遵守標準守則所載之必守準則。

董事及核數師各自之責任

董事須負責編製真實而公平地反映本集團財務狀況之財務報表。核數師須負責對經審核財務報表發表獨立意見，並向本公司股東報告。

企業管治職能

本公司概無成立企業管治委員會，而董事會須負責執行企業管治職能，包括但不限於制定及檢討本公司之企業管治政策及常規、檢討及監察董事及高級管理層之培訓及持續專業發展、檢討及監察本公司有關遵守法律及監管規定之政策及常規以及檢討本公司遵守守則及本企業管治報告的披露。

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

DELEGATION BY THE BOARD

The Board is responsible for making decisions in relation to the overall strategic development of the Group's business. All Directors have formal letters of appointment setting out the key terms and conditions of their appointment. Due to the diversity and volume of the Group's business, responsibility in relation to the daily operations and execution of the strategic business plans are delegated to the management of the Group.

All committees, namely the audit committee, the human resources and remuneration committee, the nomination committee and the investment committee, have specific terms of reference setting out the authorities and responsibilities of the respective committees. All committees are required by their terms of reference to report to the Board in relation to their decisions, findings or recommendations, and in certain specific situations, to seek the Board's approval before taking any actions.

CORPORATE GOVERNANCE REPORT

The Board will review, on a yearly basis, all delegations by the Board to different committees to ensure that such delegations are appropriate and continue to be beneficial to the Company as a whole.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

Insurance cover has been taken out for Directors' and Officers' Liability to provide adequate cover, as determined by the Board, in respect of the current Board members and senior management of the Company.

SHAREHOLDERS RELATIONS

The Company is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to its shareholders. The commitment to fair disclosure and comprehensive and transparent reporting of the Company's activities can be reflected in various aspects.

To maintain an on-going dialogue with shareholders, the annual and special general meetings provide an opportunities for shareholders to exchange views with the Board.

董事會權力之轉授

董事會負責就本集團業務之整體策略性發展作出決策。全體董事均有正式委任書，列明其委任之主要條款及條件。由於本集團業務多元化及數量眾多，有關策略性業務計劃之日常運作及執行之責任已轉授予本集團之管理層。

所有委員會(即審核委員會、人力資源及薪酬委員會、提名委員會及投資委員會)均有具體職權範圍，列明各委員會之權力及責任。所有委員會均須按其職權範圍之規定就其決定、發現或推薦建議向董事會報告，並於若干特定情況下，在採取任何行動前徵求董事會批准。

企業管治報告

董事會每年檢討董事會轉授不同委員會之所有權力，確保該等轉授權力乃屬恰當，並持續對本公司整體有利。

董事及高級職員責任險

本公司已按照董事會之決定為目前本公司董事會成員及高級管理層投保董事及高級職員責任險，以提供足夠承保範圍。

與股東之關係

本公司承諾維持高水平之透明度，並採納向其股東公開及適時披露有關資料之政策。本公司對公平披露及全面透徹報告本公司活動之承諾可在多方面得到反映。

股東週年大會及股東特別大會則提供機會讓股東與董事會交流意見，以維持與股東持續溝通。

SHAREHOLDERS RELATIONS (Continued)

Ms. Wong Man Winny, the Chairperson and executive Director and Mr. Liu Ka Lim, the non-executive Director attended the annual general meeting in 2020 (the “2020 Annual General Meeting”) so as to ensure that shareholders’ views were communicated to the Board. A separate resolution was proposed by the Chairperson in respect of each separate issue at the 2020 Annual General Meeting.

The proceedings of the annual general meeting are reviewed from time to time to ensure that the Company conforms to the best corporate governance practices. The circular in relation to the arrangement of annual general meeting will be circulated to all shareholders at least twenty one (21) clear days prior to the holding of the annual general meeting, in which it sets out the details of each resolution proposed and other relevant information. At the 2020 Annual General Meeting, all resolutions were put to vote by poll. Tricor Secretaries Limited, the Company’s Hong Kong branch share registrar and transfer office was engaged as scrutineer to ensure votes were properly counted. The rights of shareholders and the procedures for demanding a poll on resolutions at general meeting are contained in the Articles of Association. An explanation of the detailed procedures for conducting a poll is provided to the shareholders at the commencement of the meeting. The Chairperson and other directors would respond to queries raised by the shareholders regarding the voting procedures. The poll results are published in accordance with the relevant provisions of the Listing Rules.

Pursuant to the Articles of Association, two or more shareholders holding at the date of deposit of the requisition not less than onetenth (1/10) of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition and such meeting shall be held within two (2) months after the deposit of such requisition.

If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in the same manner.

與股東之關係(續)

主席兼執行董事黃敏女士及非執行董事廖嘉濂先生已出席二零二零年股東週年大會(「二零二零年股東週年大會」)，確保股東意見可傳達至董事會。在二零二零年股東週年大會上，主席已就各項個別事宜提呈獨立決議案。

股東週年大會之議事程序將獲不時檢討，以確保本公司遵從最佳企業管治常規。有關股東週年大會安排之通函將於舉行股東週年大會前最少足二十一日(21)發送予全體股東，當中載有擬提呈之每項決議案之詳情及其他有關資料。於二零二零年股東週年大會上，所有決議案均以投票方式表決，而本公司之香港股份過戶登記分處卓佳秘書商務有限公司乃受聘擔任監票員以確保票數妥為點算。股東之權利及於股東大會上要求就決議案進行投票表決之程序載於組織章程細則。於大會開始時會向股東說明進行投票表決之詳細程序。主席及其他董事會回應股東所提出有關投票表決程序之詢問。投票結果將根據上市規則之相關條文予以公佈。

根據組織章程細則，於遞呈要求日期持有不少於附有本公司股東大會表決權之本公司繳足股本十分之一(1/10)之兩名或以上股東，於任何時候均有權透過向本公司之董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項之交易，且該大會應於遞呈該要求後兩(2)個月內舉行。

倘在進行有關遞呈後二十一日(21)內，董事會未有召開該大會，則遞呈要求人士可自行以同樣方式召開該大會。

SHAREHOLDERS RELATIONS (Continued)

To put forward proposals at a general meeting of the Company, a shareholder should lodge a written notice of his/her/its proposal (the “**Proposal**”) with his/her/its detailed contact information at Unit 4215, 42th Floor, Hong Kong Plaza, 188 Connaught Road West, Hong Kong. The identity of the shareholder will be verified with the Company’s Hong Kong branch share registrar and transfer office. Upon confirmation by the branch share registrar and transfer office that the request is made by a shareholder and that if the request is proper, the Board will include the Proposal in the agenda for the general meeting. The notice period to be given to all the shareholders for consideration of the Proposal raised by the shareholder concerned at the general meeting varies according to the nature of the Proposal as follows:

- (1) Notice of not less than twenty one (21) clear days and not less than twenty (20) clear business days in writing if the Proposal requires approval in an annual general meeting;
- (2) Notice of not less than twenty one (21) clear days and not less than ten (10) clear business days in writing if the Proposal requires approval by way of a special resolution in an extraordinary general meeting;
- (3) Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days in writing if the Proposal requires approval in an extraordinary general meeting other than by way of a special resolution of the Company.

The Company also communicates to its shareholders through its annual and interim reports. The Directors, company secretary or other appropriate members of senior management also respond promptly to inquiries from shareholders and investors.

Shareholders may at any time serve their enquiries to the Board in writing for the attention of company secretary at Unit 4215, 42th Floor, Hong Kong Plaza, 188 Connaught Road West, Hong Kong.

與股東之關係(續)

為於本公司股東大會提呈建議，股東須將其建議(「**建議**」)書面通知連同其詳細聯絡資料遞呈至香港干諾道西188號香港商業中心42樓4215室。本公司的香港股份過戶登記分處將會核實股東身份，要求一經股份過戶登記分處確認為由股東作出且倘有關要求屬適當，則董事會將建議納入股東大會議程。向全體股東發出通知以供於股東大會考慮有關股東所提出建議的通知期視乎建議性質而異，詳情如下：

- (1) 倘建議須於股東週年大會獲得批准，則須發出不少於二十一(21)個整日及不少於二十(20)個完整營業日的書面通知；
- (2) 倘建議須於股東特別大會以特別決議案方式獲得批准，則須發出不少於二十一(21)個整日及不少於十(10)個完整營業日的書面通知；
- (3) 倘建議須於本公司股東特別大會以特別決議案以外的方式獲得批准，則須發出不少於十四(14)個整日及不少於十(10)個完整營業日的書面通知。

本公司亦透過其年報及中期報告與其股東溝通。董事、公司秘書或其他合適之高級管理層成員亦會就股東及投資者之問題作出迅速回應。

股東可於任何時間以書面形式向董事會提出查詢，收件人註明公司秘書，地址為香港干諾道西188號香港商業中心42樓4215室。

INVESTOR RELATIONS

The Company is committed to a policy of open and timely disclosure of corporate information to shareholders and investors. The Company updates shareholders on its latest business developments and financial performance through its annual and interim reports and notices, announcements and circulars. The Company's website (www.tricor.com.hk/web/service/01059) provides a communication platform to the public and the shareholders.

During the year under review, there had been no significant change made to the Company's constitutional documents.

The Articles of Association is available on both the websites of the Company and of the Stock Exchange.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is responsible for the risk management functions and internal control systems of the Group and ensuring review of the effectiveness of these systems has been conducted annually. Management is responsible for the design, implementation and monitoring such systems, while the Board oversees management in performing its duties on an ongoing basis.

During the year, the Board has complied with the risk management and internal control code provisions of the CG Code by establishing and maintaining appropriate and effective risk management and internal control systems and reviewing the effectiveness of the Group's risk management and internal control system. Such review covered all material controls, including financial, operational and compliance controls. Main features of the risk management and internal control systems are described in the sections below:

與投資者之關係

本公司致力採用向股東及投資者公開及適時披露企業資料之政策。本公司透過其年報及中期報告以及通告、公告及通函向股東更新其最新業務發展及財務表現。本公司網站 (www.tricor.com.hk/web/service/01059) 為大眾及股東提供一個溝通平台。

於回顧年度，本公司憲章文件並無重大變動。

組織章程細則於本公司及聯交所網站可供查閱。

風險管理及內部監控

董事會負責本集團風險管理職能及內部監控制度，並確保每年對該等制度之成效進行審核。管理層負責制定、實施及規管該等制度，而董事會持續監督管理層履行其職務。

年內，通過建立及維持適當而有效之風險管理及內部監控制度，並審核本集團風險管理及內部監控制度之成效，董事會已經遵守企業管治守則之風險管理及內部監控守則條文。有關審核涵蓋了所有重大控制措施，包括財務、營運及合規控制措施。風險管理及內部監控制度之主要特點於下列各節載述：

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

Risk Management Framework

We adopt an integrated bottom-up and top-down risk review process to enable comprehensive identification and prioritization of all material risks throughout the Group, escalation of material risks at the right managerial level, effective risk dialogue among the management, and proper oversight of risk mitigation efforts.

“Top-down”
Overseeing, identification, assessment and mitigation of risk at corporate level
「由上而下」
於企業層面監察、識別、評估並減輕風險

“Bottom-up”
Identification, assessment and mitigation of risk at business unit level and across functional areas
「由下而上」
於業務單位層面及就職能範疇識別、評估並減輕風險

風險管理及內部監控(續)

風險管理框架

我們採納由下而上與由上而下之綜合風險審核程序，以便全面識別及根據優先級別考慮本集團內所有重大風險，將重大風險上報至適當之管理層面，讓管理層之間就風險進行有效溝通，並妥善監督減輕風險之措施。

<p>The Board 董事會</p> <ul style="list-style-type: none"> Has overall responsibility for the Group’s risk management systems and internal control systems; 整體負責本集團之風險管理制度及內部監控制度； Sets strategic objectives; 制定策略目標； Reviews the effectiveness of our risk management systems and internal control systems; 審核風險管理制度及內部監控制度之成效； Monitors the nature and extent of risk exposure to our major risks; and 監察主要風險之性質及所承受風險程度；及 Provides direction on the importance of risk management culture. 就風險管理文化之重要性提供方針。
<p>Management 管理層</p> <ul style="list-style-type: none"> Designs, implements, and monitors risk management and internal control systems; and 制定、實施及監察風險管理及內部監控制度；及 Assesses our risk and mitigating measures Company-wide. 評估本公司各方面之風險及減輕措施。
<p>Audit Committee 審核委員會</p> <ul style="list-style-type: none"> Supports the Board in monitoring risk exposure, design and effectiveness of the underlying risk management and internal control systems. 支援董事會監察風險承受情況以及相關風險管理及內部監控制度之制定及成效。
<p>Operational Level 營運層面</p> <ul style="list-style-type: none"> Risk identification, assessment and mitigation performed across the business; and 就業務識別、評估並減輕風險；及 Risk management process and internal controls practiced across business operations and functional areas. 就業務營運及職能範疇落實風險管理程序及內部監控。

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

Risk Management Framework (Continued)

The risk management framework adopted by the Group is embedded in our strategy development, business planning and day-to-day operations. The Group adopts a control and risk self-assessment methodology and continuously assess and manages its risk profile on a regular basis. Risks that are relevant to the Group's business are identified, assessed and ranked according to their likelihood and consequence on the Group. Risk owners are required to submit risk alerts with risk response promptly to the Board and Audit Committee for ongoing review and monitoring. Action plans were formulated and implemented during the year to address the areas of concern effectively.

Internal Control System and Continuous Improvement

The Company has in place an internal control system which is based on the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") framework for internal controls and has five components, namely Control Environment; Risk Assessment; Control Activities; Information and Communication; and Monitoring. In developing our internal control system, we have taken into consideration our organizational structure and the nature of our business activities.

We have put in place a phased improvement plan and progressed to future enhance our internal controls and risk management system. The phase of the plan focused on adopting a more risk-based (instead of process-based) approach to risk identification and assessment. This approach enriches our ability to analyze risks and respond to opportunities as we pursue our strategic objectives. Management reporting to the Audit Committee has also been enhanced, including the presentation of special reports on selected risk topics.

風險管理及內部監控(續)

風險管理框架(續)

本集團採用之風險管理框架植根於我們的策略發展、業務計劃及日常營運中。本集團採用控制及風險自我評估方法並定期持續評估及管理風險預測。有關本集團業務之風險乃根據其可能性及對本集團造成之後果進行識別、評估及分級。風險所有人須立即向董事會及審核委員會提交附帶風險反應之風險警告以進行持續審核及監察。年內已制定及落實行動計劃，以有效解決問題領域。

內部監控制度及持續改進

本公司設有內部監控制度，乃依據反虛假財務報告委員會發起人委員會(Committee of Sponsoring Organizations of the Treadway Commission)(「COSO」)就內部監控框架制定者，包括監控環境、風險評估、監控活動、資訊及溝通以及監察五個組成部分。在制定內部監控制度時，我們已考慮到旗下組織架構及業務活動性質。

我們已制定分階段改進計劃以供日後持續推行，從而提升集團內部監控及風險管理制度。計劃主力採納加強以風險管理為本(而非以程序為本)之方式識別及評估風險，令我們在落實策略目標之時更有能力分析風險及對商機作出回應。管理層亦加強向審核委員會匯報，包括就選定風險議題提呈特別報告。

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

Internal Control System and Continuous Improvement (Continued)

In the current place, we still aim to integrate internal controls and risk management into our business processes since the business development keep developing, including in annual budgeting and planning. Instead of treating the COSO framework as a framework-update exercise, a holistic approach has been adopted by us, taking into consideration the Company's circumstances, including its ongoing internal controls and risk management improvement plan as well as other strategic initiatives (e.g. corporate social responsibility strategy and reporting). All of these enhance our ultimate objective to make our risk management system a "live" one that is practiced on a day- to-day basis by operating units.

The Group also adopts and implements an inside information policy and procedures to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures. The following measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include:

- The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality.
- Confidentiality agreements are in place when the Group enters into significant negotiations.
- The executive Directors are the designated persons who speak on behalf of the Company when communicating with external parties such as the media, analysts or investors.

Internal Audit

The Group has engaged an external professional consultant to take the primary role to perform the Internal Audit ("IA") function, and professional staff with relevant expertise of the Group are designated to provide assistance in the IA function. The IA function is independent of the Group's daily operation and carries out appraisal of the risk management and internal control systems by conducting interviews, walkthroughs and tests of operating effectiveness.

An IA plan has been approved by the Board. According to the established plan, review of the risk management and internal control systems is conducted annually and the results are reported to the Board via Audit Committee afterwards.

風險管理及內部監控(續)

內部監控制度及持續改進(續)

在現階段，我們仍在將內部監控及風險管理融入業務程序因為相關業務發展不斷更新，包括年度預算編製及規劃。我們並非將COSO框架視為框架更新活動，而是考慮到本公司情況(包括其持續內部監控及風險管理改進計劃，以及例如企業社會責任策略及報告等其他策略措施)而採納全面方針。此等措施均有助落實最終目標，務求風險管理制度成為各營運單位日常採用之「靈活」制度。

本集團亦採納及實施內幕消息政策及程序，以提升本集團處理內幕消息之制度，並確保真實、準確、完備及適時公開披露。本集團已不時實施以下措施以確保存在適當之保障措施，藉此防止違反與本集團有關之披露規定，其包括：

- 資料僅限部分僱員按須知基準查閱。擁有內幕消息之僱員完全熟知彼等之保密義務。
- 本集團介入重大磋商時皆簽署保密協議。
- 與外界(如媒體、分析師或投資者)溝通時，執行董事為代表本公司之指定發言人。

內部審核

本集團已委聘外部專業顧問以擔當首要角色履行內部審核(「內部審核」)職能，並指派具備本集團相關專業知識之專業職員提供內部審核職能方面之協助。內部審核職能獨立於本集團日常營運並透過進行會談、走訪及測試營運效能，對風險管理及內部監控制度進行評估。

內部審核計劃已獲董事會批准。根據既定計劃，每年對風險管理及內部監控制度進行審核，且其後通過審核委員會向董事會報告結果。

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial condition, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The following 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.

Business Risk

System Products

Loss of market share and the uncertainties are the risks we are facing it, great change is taking place with each passing day on the stage of the internet and technology world. The Group needs to continue exploring opportunities in technology innovation to broaden the market share and keep investing in products research and development.

Foreign Exchange Risk

The Group operates its businesses in Hong Kong, USA and UK and transactions are denominated in HKD, USD and Pound. The value of Pound against HKD and other currencies may fluctuate and is affected by, among others, changes in the economic conditions and policies. However, fluctuations in the exchange rates of Pound would have limited impact on the Group's operations because the portion of revenue from UK will be used and refinanced in UK.

Legal Risk

Legal risk is the risk that unenforceable contracts, lawsuits or adverse judgments may disrupt or otherwise negatively affect the operations or financial conditions of the Group. The Group has complied with the relevant laws and regulations during the year.

Review of Risk Management & Internal Controls Effectiveness

For the year ended 30 June 2021, the Board, through its review and the reviews made by IA function and Audit Committee, considered that the risk management and internal control system were effective and adequate. No significant areas of concern that may affect the financial, operational, compliance controls, and risk management functions of the Group has been identified. During the review, the Board also considered the resources, qualification and experience of staff of the Group's accounting, internal audit and financial reporting functions, and their training and budget were adequate. Such systems, however, are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

主要風險及不確定因素

本集團之財務狀況、經營業績、業務及前景或會受若干風險及不確定因素影響。下列各項為本集團所識別的主要風險及不確定因素。除下文所述者外，或會存在其他本集團未知悉或現時並不重大惟可能於日後屬重大的風險及不確定因素。

業務風險

智慧通訊方案

當今網路及科技世界上，每天都在發生著日新月異的變化，流失市場佔有率的不確定因素是我們面臨的風險，本集團需要繼續探索技術創新的機會，以擴大市場佔有率並繼續投資於產品研究和開發。

匯率波動

本集團在香港，美國和英國經營業務且其交易以港元，美元和英鎊計值。英鎊兌港元及其他貨幣之價值可能會波動，並受(其中包括)經濟狀況和政策變動影響。但是，英鎊匯率的波動對本集團經營的影響十分有限，因為來自英國的收入部份將在英國使用並進行再融資。

法律風險

法律風險指因不可執行合約、訴訟或不利判決而可能使本集團運作或財務狀況出現混亂或負面影響之風險。本集團於本年度相關內已遵守法律及法規。

審核風險管理及內部監控之成效

截至二零二一年六月三十日止年度，董事會透過其審核及由內部審核職能及審核委員會進行之審核，認為風險管理及內部監控制度為有效及完備。尚未識別出可影響本集團之財務、營運、合規控制及風險管理職能之重大問題領域。審核期間，董事會亦認為資源、本集團會計、內部審核及財務申報職能之員工在資源、資質及經驗以及培訓及預算方面屬足夠。然而，該等制度乃制定以管理(而非完全杜絕)業務目標未能達標之風險，且僅能提供合理(而非絕對)之保證，以防出現嚴重誤報或損失之情況。

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

CONCLUSION

The Company believes that good corporate governance is significant in strengthening investor confidence and attracting investment. The management will devote considerable effort to strengthening and improving the standards of the corporate governance of the Group. Any views and suggestions from the shareholders to promote and improve our transparency are also welcome.

結論

本公司認為，良好企業管治對鞏固投資者信心及吸納投資而言誠屬重要。管理層將致力提升及改善本集團之企業管治標準。本公司亦歡迎股東提出任何意見及建議以促進及改善本公司之透明度。

獨立核數師報告 INDEPENDENT AUDITOR'S REPORT



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Independent Auditor's Report to the Shareholders of Kantone Holdings Limited
(Incorporated in Cayman Islands with limited liability)

致看通集團有限公司列位股東之獨立核數師報告
(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Kantone Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 67 to 155, which comprise the consolidated statement of financial position as at 30 June 2021, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

意見

本核數師(以下簡稱「我們」)已審核列載於第67頁至第155頁的看通集團有限公司(以下簡稱「公司」)及其附屬公司(以下統稱「集團」)的綜合財務報表,此綜合財務報表包括於二零二一年六月三十日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表之附註,包括主要會計政策之摘要。

我們認為,除我們的報告中「保留意見的基礎」一節所述事宜可能產生的影響外,綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則(「HKFRS」)真實而中肯地反映了集團於二零二零年六月三十日的財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露要求適當地編製。

意見的基礎

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。我們於該等準則下的責任於本報告「核數師就審計綜合財務報表須承擔的責任」一節已作進一步詳述。根據香港會計師公會頒佈的專業會計師道德守則(「道德守則」),我們獨立於集團,並已履行道德守則中的其他專業道德責任。我們認為,我們取得的審計憑據足以且適合為我們的意見提供基礎。

獨立核數師報告(續)

INDEPENDENT AUDITOR'S REPORT (Continued)

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.

關鍵審核事項

關鍵審核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核最為重要的事項。這些事項是在我們審核整體綜合財務報表及出具意見時已予以處理的。我們不會對這些事項另外提供單獨的意見。除「保留意見的基礎」部分中描述的事項外，我們並確定以下事項是我們報告中要傳達的關鍵審核事項。

Key audit matter 關鍵審核事項

How the matter was addressed in our audit 我們進行審核時如何處理關鍵審核事項

Impairment assessment of trade receivables 應收貿易賬款的減值評估

We identified the impairment of trade receivables as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole and the estimation of impairment losses entails a significant degree of subjective estimation and assessment.

由於應收貿易賬款的結餘對綜合財務報表整體而言屬重要的，以及減值估算涉及很大程度的主觀估計及評審，故我們認為應收貿易賬款減值是關鍵審核事項。

As disclosed in the note 17 to the consolidated financial statements, the trade receivables net of impairment amounted to HK\$14,822,000 as at 30 June 2021. No allowance for credit loss has been recognised for the year ended 30 June 2021.

如綜合財務報表附註17所披露，於二零二一年六月三十日，扣除減值撥備後的淨應收貿易賬款的總金額為14,822,000港元。截至二零二一年六月三十日止年度，並無確認信貸虧損撥備。

Management performed periodic assessment on the recoverability of the trade receivables and the sufficiency of provision for impairment based on information including credit profile of different customers, ageing of the trade receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and on-going trading relationships with the relevant customers. Management also considered forward looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit losses for the impairment assessment.

管理層根據不同客戶的信用狀況、應收貿易賬款的賬齡、過往結算記錄、後續結算狀況、預期現金回收，以及與相關客戶的持續交易關係等資料對應收貿易賬款的可收回性及減值撥備的充足性進行定期評估。管理層亦會考慮可能影響客戶支付未結餘額能力的前瞻性資料，從而對預期信貸虧損減值評估作出估計。

We focused on this area due to the management's estimation of impairment on trade receivables based on the expected credit losses model involved the use of significant management judgements and estimates.

我們關注此範疇乃由於管理層在估算對應收貿易賬款按照預期信貸虧損模式所作的減值評估顯著涉及運用重大管理層的判斷和估計。

Our procedures in relation to the assessment of recoverability of trade receivables included:

我們用以評估貿易應收款項的可收回性的程序包括：

- Obtaining an understanding of how the expected credit loss on trade receivables is estimated by the management;
了解管理層如何估算應收貿易賬款的預期信貸虧損；
- Testing the ageing of trade receivables, on a sample basis, to the supporting documents and the credit term granted;
透過抽樣檢測確定應收貿易賬款賬齡與證明文件及獲授的信用條款是否吻合；
- Challenging the information used by the management to determine the expected credit losses by considering cash collection performance against historical trends and the level of credit loss charges over time;
考究公司用作信貸評估的資訊包括比對過往趨勢及現金回收的表現，從而釐定預期信貸虧損撥備是否足夠；
- Reviewing the accuracy of management's judgement by comparing against historical management's actual write-offs;
比較過往實際的撇賬額，以檢視管理層判斷的準確性；
- Discussing with the management on their assessment based on the business relationship with customers in relation to overdue trade receivables with/without settlement; and
與管理層討論彼等基於與客戶的業務關係而對於已結清/未結清的逾期應收貿易款項的評估；及
- Examining on sampling basis, evidence related to post year end cash receipt.
抽樣檢測年結後的現金回收。

獨立核數師報告(續)

INDEPENDENT AUDITOR'S REPORT (Continued)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Key audit matter

關鍵審核事項

How the matter was addressed in our audit

我們進行審核時如何處理關鍵審核事項

Impairment assessment of loan receivables

應收貸款的減值評估

We identified the impairment of loan receivables as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole and the estimation of impairment losses entails a significant degree of subjective estimation and assessment.

由於應收貸款的結餘對綜合財務報表整體而言是重要的，以及減值估算涉及很大程度的主觀估計及評審，故我們認為應收貸款減值是關鍵審核事項。

As disclosed in the note 18 to the consolidated financial statements, the loan receivables net of impairment amounted to HK\$9,018,000 as at 30 June 2021. No further allowance for credit loss has been recognised for the year ended 30 June 2021. 如綜合財務報表附註18所披露，於二零二一年六月三十日，扣除減值撥備後的應收貸款淨額為9,018,000港元。截至二零二一年六月三十日止年度，並無進一步確認信貸虧損撥備。

Management assessment on the recoverability of the loan receivables and sufficiency of provision for impairment based on information including credit profile of the borrowers, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances. Management also considered forward looking information that may impact the borrowers' ability to repay the outstanding balances in order to estimate the expected credit losses for the impairment assessment.

管理層根據借款人的信用狀況，過往結算記錄、後續結算狀況及預期現金回收等信息等資料對應收貸款的可收回性及減值撥備的充足性進行評估。管理層亦會考慮可能影響借款人償還能力的前瞻性資料，從而對預期信貸虧損評估作出估計。

We focus on this area due to the management's estimation of impairment on loan receivables based on the expected credit losses model involved the use of significant management judgements and estimates.

我們關注此範疇乃由於管理層在估算對應收貸款按照預期信貸虧損模式所作的減值評估顯著涉及運用管理層的判斷和估計。

Our procedures in relation to the assessment of recoverability of loan receivables include:

我們用以評估貿易應收款項的可收回性的程序包括：

- Obtaining an understanding of how the expected credit loss on loan receivables is estimated by the management; 了解管理層如何估算應收貸款的預期信貸虧損；
- Challenging the information used by the management to determine the expected credit losses by considering cash collection performance against historical trends and the level of credit loss charges over time; 考究公司用作信貸評估的資訊包括比對過往趨勢及現金回收的表現，從而釐定預期信貸虧損撥備是否足夠；
- Reviewing the accuracy of management's judgement by comparing against historical management's actual write-offs; 比較過往實際的撇賬額，以檢視管理層判斷的準確性；
- Discussing with the management on their assessment based on the business relationship with borrowers in relation to loan receivables with/without settlement; and 與管理層討論根據與借款人的業務關係就應收貸款是否能償還進行評估；及
- Examining on sampling basis, evidence related to post year ended cash receipt. 抽樣檢測年結後的現金回收。

獨立核數師報告(續)

INDEPENDENT AUDITOR'S REPORT (Continued)

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the financial highlights, corporate information, chairperson's statement, management discussion and analysis, directors and senior management profile, directors' report and corporate governance 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. We have nothing to report in this regard.

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

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

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

其他資料

公司董事須對其他資料承擔責任。其他資料包括財務撮要、企業管治報告、主席報告、管理層討論及分析、董事及高層管理人員、董事會報告及管治報告內所載的資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表作出的意見並無涵蓋其他資料，且我們不會對其他資料發表任何形式的審核結論。

就吾等審核綜合財務報表而言，我們的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

倘若我們基於已進行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。就此，我們沒有任何報告。

董事及管治層就綜合財務報表須承擔的責任

公司董事須負責根據香港會計師公會頒佈的HKFRS及香港公司條例的披露規定，編製真實而公平地反映情況的綜合財務報表，及本公司董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表的編製不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，公司董事須負責評估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)。除非本公司董事擬將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。

管治層負責監督集團的財務報告程序。

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 agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.

核數師就審核綜合財務報表須承擔的責任

我們的目標為合理確定綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並根據我們協定的委聘條款發出載有我們的意見的核數師報告。本報告僅向全體股東報告，除此以外不可作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔任何責任。

合理確定屬高層次的審核，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。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的經濟決定時，則被視為重大錯誤陳述。

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

- 識別及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、設計及執行審核程序以應對該等風險，以及獲取充足和適當的審核憑證，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的情況之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部監控，以設計適當的審核程序，惟並非旨在對集團內部監控的有效性發表意見。
- 評估公司的董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

獨立核數師報告(續)

INDEPENDENT AUDITOR'S REPORT (Continued)

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

- 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.

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, actions taken to eliminate threats or safeguards applied.

核數師就審核綜合財務報表須承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，我們則有必要在核數師報告中提醒使用者注意綜合財務報表中的相關披露。倘有關披露不足，則修訂我們的意見。我們的結論乃基於截至核數師報告日期止所取得的審核憑證。然而，未來事項或情況可能導致集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易和事項。
- 就集團內實體或業務活動的財務資料獲取充足及適當的審核憑證，以便對綜合財務報表發表意見。我們負責集團審核的方向、監督和執行。我們為審核意見承擔全部責任。

我們與審核委員會就(其中包括)審計的計劃範圍、時間安排及重大審計發現進行溝通，該等發現包括吾等在審計過程中識別的內部監控的任何重大缺失。

我們亦向審核委員會作出聲明，指出我們已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性的所有關係及其他事宜，以及相關防範措施(如適用)。

獨立核數師報告(續)

INDEPENDENT AUDITOR'S REPORT (Continued)

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

From the matters communicated with the audit committee, 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.

Moore Stephens CPA Limited

Certified Public Accountants

Pak Chi Yan

Practising Certificate Number: P06923

Hong Kong, 28 September 2021

核數師就審核綜合財務報表 須承擔的責任 (續)

從與審核委員會溝通的事項中，我們確定那些事項對本期綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在我們報告中通報某事項造成的負面後果超過產生的公眾利益，則我們決定不應在報告中通報該事項。

大華馬施雲會計師事務所有限公司

執業會計師

白智仁

執業證書號碼：P06923

香港，二零二一年九月二十八日

綜合損益及其他全面收益表

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至二零二一年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2021

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue	收益	6	139,069	146,944
Cost of sales	銷售成本		(55,793)	(63,813)
Gross profit	毛利		83,276	83,131
Other income, gains and losses	其他收入、收益及虧損	7	2,665	5,929
Distribution costs	分銷成本		(25,685)	(27,172)
General and administrative expenses	一般及行政支出		(51,817)	(59,948)
Reversal of impairment losses/(impairment losses) recognised for inventories	就存貨所確認之減值撥回/ (虧損)	16	20	(22)
Finance costs	財務成本	8	(1,105)	(808)
Profit before taxation	除稅前溢利	9	7,354	1,110
Income tax (expense)/credit	所得稅(支出)/抵免	11	(1,665)	2,765
Profit for the year	本年度溢利		5,689	3,875
Other comprehensive income/(expense):	其他全面收入/(支出):			
<i>Item that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益之項目:</i>			
Remeasurement of defined benefits pension plans	重算確定給付制之退休福利	25(b)	37,012	(20,922)
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益之項目:</i>			
Exchange difference arising on translation of foreign operations	因國外業務換算所產生之匯兌差額		12,141	(3,314)
Other comprehensive income/(expense) for the year	本年度其他全面收入/(支出)		49,153	(24,236)
Total comprehensive income/(expense) for the year	本年度全面收入/(支出)總額		54,842	(20,361)
Earnings per share	每股盈利			
— Basic and diluted	— 基本及經攤薄	13	HK2.62 cents 港仙	HK1.94 cents 港仙

The notes on pages 72 to 155 form part of these consolidated financial statements.

第72至155頁所載之附註為此等綜合財務報表之組成部分。

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二一年六月三十日 30 JUNE 2021

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	34,582	27,921
Right-of-use assets	使用權資產	15	4,303	3,890
			38,885	31,811
Current assets	流動資產			
Inventories	存貨	16	23,105	20,721
Trade and other receivables	應收貿易及其他賬款	17	26,539	21,322
Loan receivables	應收貸款	18	9,018	14,480
Tax recoverable	應收稅款		285	2,437
Cash and cash equivalents	現金及現金等額	19	118,848	95,472
			177,795	154,432
Current liabilities	流動負債			
Trade and other payables	應付貿易及其他賬款	20	48,601	44,452
Contract liabilities	合約負債	21	24,970	22,096
Lease liabilities	租賃負債	22	2,674	2,177
Warranty provision	保養撥備	23	1,062	1,230
Amount due to a director	應付一名董事款項	24	2,180	2,180
Amount due to ultimate holding company	應付最終控股公司	31	11,733	8,561
Tax payable	應付稅款		26	93
			91,246	80,789
Net current assets	流動資產淨值		86,549	73,643
Total assets less current liabilities	資產總值減流動負債		125,434	105,454
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	22	1,753	1,893
Retirement benefit obligations	退休福利承擔	25(b)	16,018	50,740
			17,771	52,633
Net assets	資產淨值		107,663	52,821

綜合財務狀況表(續)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

於二零二一年六月三十日 30 JUNE 2021

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Capital and reserves	股本及儲備			
Share capital	股本	27(b)	21,704	21,704
Reserves	儲備		85,959	31,117
Total equity	權益總額		107,663	52,821

The consolidated financial statements on pages 67 to 155 were approved and authorised for issue by the board of directors on 28 September 2021 and are signed on its behalf by:

第67至155頁所載之綜合財務報表已於二零二一年九月二十八日由董事會批核及授權刊發，並由下列董事代表簽署：

WONG MAN WINNY

黃敏

Chairperson

主席

LIU KA LIM

廖嘉濂

Director

董事

The notes on pages 72 to 155 form part of these consolidated financial statements.

第72至155頁所載之附註為此等綜合財務報表之組成部分。

綜合股本權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二一年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2021

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元 (note 27(c)(i)) (附註27(c)(i))	Capital reserve 資本儲備 HK\$'000 千港元 (note 27(c)(ii)) (附註27(c)(ii))	Translation reserve 匯兌儲備 HK\$'000 千港元 (note 27(c)(iii)) (附註27(c)(iii))	Accumulated losses 累計虧損 HK\$'000 千港元	Total equity 股本權益 HK\$'000 千港元
At 1 July 2019	於二零一九年七月一日	19,731	795,357	966,807	4,352	(1,718,998)	67,249
Profit for the year	本年度溢利	—	—	—	—	3,875	3,875
Remeasurement of defined benefits pension plans	重算確定給付制之退休福利	—	—	—	—	(20,922)	(20,922)
Exchange difference arising on translation of foreign operations	因國外業務換算所產生之匯兌差額	—	—	—	(3,314)	—	(3,314)
Total comprehensive expense for the year	本年度全面支出總額	—	—	—	(3,314)	(17,047)	(20,361)
Issuance of new shares upon placing of shares less transaction costs (note 27(b))	配售股份時發行新股份減交易成本(附註27(b))	1,973	3,960	—	—	—	5,933
At 30 June 2020 and 1 July 2020	於二零二零年六月三十日及二零二零年七月一日	21,704	799,317	966,807	1,038	(1,736,045)	52,821
Profit for the year	本年度溢利	—	—	—	—	5,689	5,689
Remeasurement of defined benefits pension plans	重算確定給付制之退休福利	—	—	—	—	37,012	37,012
Exchange difference arising on translation of foreign operations	因國外業務換算所產生之匯兌差額	—	—	—	12,141	—	12,141
Total comprehensive income for the year	本年度全面收入總額	—	—	—	12,141	42,701	54,842
At 30 June 2021	於二零二一年六月三十日	21,704	799,317*	966,807*	13,179*	(1,693,344)*	107,663

* These reserve accounts comprise the consolidated reserves of approximately HK\$85,959,000 (30 June 2020: HK\$31,117,000) in the consolidated statement of financial position.

* 此等儲備賬戶組成綜合財務狀況表之綜合儲備約85,959,000港元(二零二零年六月三十日: 31,117,000港元)。

The notes on pages 72 to 155 form part of these consolidated financial statements.

第72至155頁所載之附註為此等綜合財務報表之組成部分。

綜合現金流動表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二一年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2021

	Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Cash flows from operating activities	經營業務之現金流		
Profit before taxation	除稅前溢利	7,354	1,110
Adjustments for:	調整：		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	9 7,243	7,406
Depreciation of right-of-use assets	使用權資產之折舊	9 2,906	1,845
Finance costs	財務成本	8 1,105	808
(Reversal of impairment losses)/impairment losses recognised for inventories	就存貨確認之減值 (撥回)/虧損	16 (20)	22
Interest income	利息收入	7 (811)	(2,691)
		17,777	8,500
Decrease in inventories	存貨之減少	2	3,484
(Increase)/decrease in trade and other receivables	應收貿易及其他賬款之 (增加)/減少	(2,529)	5,953
(Decrease)/increase in trade and other payables	應付貿易及其他賬款之 (減少)/增加	(1,083)	9,949
Increase in contract liabilities	合約負債之增加	1,091	509
Decrease in warranty provision	保養撥備之減少	(297)	(117)
Net cash generated from operations	經營業務所得之現金淨額	14,961	28,278
Income tax (paid)/refunded	(已付)/退回所得稅	(1,300)	300
Net cash generated from operating activities	經營業務所產生之現金淨額	13,661	28,578
Cash flows from investing activities	投資活動之現金流		
Purchases of property, plant and equipment	添置物業、廠房及設備	14 (10,490)	(8,208)
Repayment/(advances) of loan from/(to) third parties	來自/(給)第三方的 還款/(借款)	6,553	(14,480)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得的 款項	—	564
Interest received	已收利息	635	42
Interest received from loan receivables	已收應收貸款利息	—	1,055
Net cash used in investing activities	投資活動所耗之現金淨額	(3,302)	(21,027)
Cash flows from financing activities	融資活動之現金流		
Net proceeds from issuance of shares	發行股票所得之淨款項	—	5,933
Repayment to a director	償還一名董事款項	19(b) —	(2,000)
Loan from ultimate holding company	應付最終控股公司	19(b) 2,315	4,893
Repayment of lease liabilities	償還租賃負債	19(b) (3,133)	(2,023)
Net cash (used in)/generated from financing activities	融資活動(所耗)/所得之 現金淨額	(818)	6,803
Net increase in cash and cash equivalents	現金及現金等額之增加淨額	9,541	14,354
Cash and cash equivalents at beginning of the year	年初現金及現金等額	95,472	83,365
Effect of foreign exchange rate changes	匯率變動之影響	13,835	(2,247)
Cash and cash equivalents at end of the year	年結現金及現金等額	118,848	95,472

The notes on pages 72 to 155 form part of these consolidated financial statements.

第72至155頁所載之附註為此等綜合財務報表之組成部分。

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

二零二一年六月三十日 30 JUNE 2021

1. GENERAL

Kantone Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Revised) Chapter 22 of the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Exchange**”). Its ultimate and immediate holding company is Champion Technology Holdings Limited (“**Champion**”), a company which was originally incorporated in the Cayman Islands but subsequently re-domiciled to Bermuda, and its shares are also listed on the Main Board of the Exchange. The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information section of the annual report.

The consolidated financial statements have been presented in Hong Kong dollar (“**HK\$**”), which is also the Company’s functional currency. All values are rounded to the nearest thousand except when otherwise indicated.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 33.

2. ADOPTION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“**HKFRSs**”)

The Company and its subsidiary (collectively, the “**Group**”) has applied the Amendments to References to the Conceptual Framework in HKFRSs and the following amendments to HKFRSs issued by the HKICPA, for the first time, which became mandatorily effective for the annual period beginning on or after 1 July 2020 for the preparation of the consolidation financial statements:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform
Amendments to HKFRS 16	Covid-19-Related Rent Concessions

The application of the Amendments to References to the Conceptual Framework in HKFRSs and the amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

1. 簡介

看通集團有限公司(「**本公司**」)乃根據開曼群島之公司法(經修訂)第二十二章在開曼群島註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司(「**交易所**」)主板上市。本公司之最終及直接控股公司冠軍科技集團有限公司(「**冠軍**」)亦為原先在開曼群島註冊成立，而其後已遷冊往百慕達之公司，其股份亦於交易所主板上市。本公司註冊辦事處及主要營業地點之地址已於年報企業資料一節中披露。

綜合財務報表乃以港元(「**港元**」，亦為本公司的功能貨幣)呈列。除另有指明者外，所有數值已約整至最近千位。

本公司為一間投資控股公司，其附屬公司之主要業務載於附註33。

2. 採納新訂及經修訂 HKFRS

本公司及其附屬公司(統稱「**本集團**」)首次應用由香港會計師公會頒布之於二零二零年七月一日或之後開始之年度期間強制生效之HKFRS概念框架及下列經修訂之HKFRS，以編製綜合財務報表：

香港會計準則第1號及香港會計準則第8號(修訂本)	重大定義
HKFRS第3號(修訂本)	業務定義
HKFRS第9號、香港會計準則第39號及HKFRS第7號(修訂本)	利率基準改革
香港財務報告準則第16號(修訂本)	COVID-19-相關租金寬減

本年度應用提述HKFRS概念框架之修訂及HKFRS的修訂本對該等綜合財務報表所載本集團於本年度及先前年度的財務表現及狀況及/或披露並無重大影響。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

2. ADOPTION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts and the related Amendments ⁴	HKFRS第17號	保險合約 ⁴ 及相關修訂
Amendments to Accounting Guideline 5	Accounting Guideline 5 Merger Accounting for Common Control Combinations (Revised) ³	香港會計指引第5號(修訂本)	香港會計指引第5號的共同控制合併之合併會計法(修訂) ³
Amendments to HKFRS 3	Reference to the Conceptual Framework ³	HKFRS第3號(修訂本)	概念框架之提述 ³
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2 ¹	HKFRS第9號、香港會計準則第39號、HKFRS第7號、HKFRS第4號及HKFRS第16號(修訂本)	利率基準改革—第二階段 ¹
Amendments to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021 ²	HKFRS第16號(修訂本)	適用於二零二一年六月三十日之後與Covid-19-相關租金寬減 ³
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵	HKFRS第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或投入 ⁵
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ⁴	香港會計準則第1號(修訂本)	將負債分類為流動或非流動以及香港詮釋第5號(二零二零年)之有關修訂 ⁴
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ⁴	香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)	會計政策的披露 ⁴
Amendments to HKAS 8	Definition of Accounting Estimates ⁴	香港會計準則第8號(修訂本)	會計估計的定義 ⁴
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ⁴	香港會計準則第12號(修訂本)	與單一交易產生的資產及負債有關的遞延稅項 ⁴
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ³	香港會計準則第16號(修訂本)	物業、廠房及設備—擬定用途前之所得款項 ³
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ³	香港會計準則第37號(修訂本)	有償合約：履行合約成本 ³
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020 ³	HKFRSs(修訂本)	香港財務報告準則二零一八年至二零二零年週期之年度改進 ³

2. 採納新訂及經修訂 HKFRS (續)

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂的HKFRS：

HKFRS第17號	保險合約 ⁴ 及相關修訂
香港會計指引第5號(修訂本)	香港會計指引第5號的共同控制合併之合併會計法(修訂) ³
HKFRS第3號(修訂本)	概念框架之提述 ³
HKFRS第9號、香港會計準則第39號、HKFRS第7號、HKFRS第4號及HKFRS第16號(修訂本)	利率基準改革—第二階段 ¹
HKFRS第16號(修訂本)	適用於二零二一年六月三十日之後與Covid-19-相關租金寬減 ³
HKFRS第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或投入 ⁵
香港會計準則第1號(修訂本)	將負債分類為流動或非流動以及香港詮釋第5號(二零二零年)之有關修訂 ⁴
香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)	會計政策的披露 ⁴
香港會計準則第8號(修訂本)	會計估計的定義 ⁴
香港會計準則第12號(修訂本)	與單一交易產生的資產及負債有關的遞延稅項 ⁴
香港會計準則第16號(修訂本)	物業、廠房及設備—擬定用途前之所得款項 ³
香港會計準則第37號(修訂本)	有償合約：履行合約成本 ³
HKFRSs(修訂本)	香港財務報告準則二零一八年至二零二零年週期之年度改進 ³

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

2. ADOPTION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

- ¹ Effective for annual periods beginning on or after 1 January 2021.
- ² Effective for annual periods beginning on or after 1 April 2021.
- ³ Effective for annual periods beginning on or after 1 January 2022.
- ⁴ Effective for annual periods beginning on or after 1 January 2023.
- ⁵ Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that the application of the new and amendments to HKFRSs will have no material impact of the amounts reported and disclosures made in the Group’s consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs (which includes all the HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for defined benefit retirement plan. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

2. 採納新訂及經修訂 HKFRS (續)

- ¹ 於2021年1月1日或之後開始之年度期間生效。
- ² 於2021年4月1日或之後開始之年度期間生效。
- ³ 於2022年1月1日或之後開始之年度期間生效。
- ⁴ 於2023年1月1日或之後開始之年度期間生效。
- ⁵ 生效日期有待訂定。

本公司之董事預期應用新訂及經修訂的HKFRS不會對本集團綜合財務報表所報告的金額及所作出的披露造成重大影響。

3. 主要會計政策

合規聲明

綜合財務報表乃按香港會計師公會頒佈之HKFRS(包括所有HKFRS、香港會計準則(「香港會計準則」)及詮釋)以及香港公認會計準則編製及香港普遍接受的會計原則。此外，綜合財務報表亦載有聯交所證券上市規則(「上市規則」)及香港公司條例所規定之適用披露資料。

綜合財務報表(定額福利退休計劃除外)乃根據歷史成本基準編製。歷史成本一般按換取貨品所付代價之公允價值計量。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Statement of compliance (Continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKFRS 16 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. A subsidiary is an entity, directly or indirectly, controlled by the Company. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

3. 主要會計政策(續)

合規聲明(續)

公允價值是於計量日市場參與者於有序交易中出售資產可收取或轉讓負債須支付之價格，而不論該價格是否可使用其他估值方法直接觀察或估計。於估算資產或負債之公允價值時，本集團會考慮市場參與者於計量日對資產或負債定價時所考慮之資產或負債特點。此等綜合財務報表中作計量及／或披露用途之公允價值乃按此基準釐定，惟於HKFRS第2號股份付款範圍內之以股份為基礎付款交易、於HKFRS第16號範圍內之租賃交易及與公允價值類似但並非公允價值之計量(如香港會計準則第2號存貨之可變現淨值或香港會計準則第36號資產減值之使用價值)除外。

主要會計政策載列如下。

綜合基準

綜合財務報表併入本公司及其附屬公司之財務報表。附屬公司為本公司直接或間接控制之實體。本公司在下列情況下被視為取得控制權：

- 可對投資對象行使權力；
- 藉參與投資對象之業務而獲得或有權獲得可變回報；及
- 有能力以其權力影響回報。

倘事實及情況顯示以上所列控制權三個要素中一個或以上有所變動時，本集團會重估其是否仍可控制投資對象。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's ownership interests in existing subsidiaries

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

3. 主要會計政策(續)

綜合基準(續)

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及支出乃自本集團取得控制權之日起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司之日為止。

損益及各項其他全面收益項目歸屬於本公司擁有人及非控股股東權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股股東權益，即使相關措舉可導致非控股股東權益出現虧絀結餘。

如有需要，附屬公司之財務報表會作出調整，以使其會計政策與本集團其他成員公司所用者一致。

所有集團內部之交易、結餘、收入及支出乃於綜合賬目時全數對銷。

附屬公司之非控股股東權益與本集團於該附屬公司之權益均獨立呈列。

全面收益總額分配至非控股股東權益

附屬公司之全面收益及支出總額歸屬於本公司擁有人及非控股股東權益，即使相關措舉可導致非控股股東權益出現虧絀結餘。

本集團於現有附屬公司之擁有權權益之變動

本集團於現有附屬公司之擁有權權益變動，在未有導致本集團失去該附屬公司控制權之情況下，全列作權益交易。本集團權益及非控股股東權益之賬面值將予調整，以反映彼等於該附屬公司之相關權益變動。非控股股東權益之經調整數額與已付或已收代價之公允價值之任何差額，乃直接於權益中確認並歸屬於本公司擁有人。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control over a product or service to a customer.

The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- (a) The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.
- (b) The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.
- (c) The Group's performance does not create an asset with an alternate use to the Group and the Group has an enforceable right to payment for performance completed to date.

If none of the above conditions are met, the Group recognises revenue at the point in time at which the performance obligation is satisfied.

When the Group satisfies a performance obligation by delivering the promised goods or services, it creates a contract based asset on the amount of consideration earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognised, this gives rise to a contract liability.

The Group recognises revenue from sales of goods (including cultural products and systems and related software licensing) based on the consideration specified in a contract with a customer and the Group excludes amounts collected on behalf of third parties. The Group satisfies a performance obligation when it transfers control of the cultural products and systems and related software licensing to a customer. Sales of systems and related software licensing is a single performance obligation. Revenue from sale of goods is recognised at the point in time.

The revenue from provision of installation service is recognised over time.

3. 主要會計政策(續)

收益確認

收益按與客戶訂立之合約中訂明之代價計量，並不包括代表第三方收取之金額。本集團於其向客戶轉移產品或服務之控制權時確認收益。

倘符合以下其中一項條件，本集團會於履行履約責任後隨時間轉移確認收益：

- (a) 客戶同時取得及消耗本集團履行履約責任時所提供之利益。
- (b) 本集團之履約行為創造或改良了客戶在資產被創造或改良時已控制的資產。
- (c) 本集團之履約行為並未創造一項可被本集團用於替代用途之資產，且本集團具有就迄今為止已完成之履約部分獲得客戶付款之可執行權利。

倘不符合所有上述條件，本集團將於履約責任獲履行之時點確認收益。

倘本集團通過交付所承諾貨品或服務履行履約責任，其創造一項金額為履約所賺取代價的以合約為基礎之資產。倘向客戶收取之代價金額超過所確認收益金額，將產生合約負債。

本集團根據與客戶訂立的合約所指明的代價確認銷售貨品(包括文化產品系統及相關軟件特許權)的收益，並不包括代表第三方收取的款項。本集團在將文化產品及系統及相關軟件特許權的控制權轉移至客戶時履行履約義務。銷售系統及相關軟件特許權為單一履約義務。銷售貨品的收益在該時間點確認。

來自提供安裝服務的收益在一段時間內確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition (Continued)

The revenue from provision of maintenance services is recognised over time as the customers simultaneously receive and consume the benefits from the Group's performance. Input method is used to measure the progress towards complete satisfaction of a performance obligation which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

Rental income, including rental invoiced in advance from assets under operating leases, is recognised on a straight-line basis over the relevant lease term.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

Property, plant and equipment

Property, plant and equipment including land and buildings held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses.

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

Freehold land	Nil
Buildings on freehold land	50 years
Leasehold land and buildings	Over the shorter of the remaining unexpired terms of the relevant leases or 50 years
Plant and machinery and communications networks	10%–50%

3. 主要會計政策(續)

收益確認(續)

隨著時間的推移，來自提供維修服務的收益在一段時間內確認。這是由於客戶在此期間同時接受著本集團的服務所帶來的好處。投入法是用於衡量履行義務達至完全滿意的程度，該履約義務是基於本集團的付出或履行履約義務達至滿意的投入程度，相對於履行該履約義務並達至滿意的總預期投入程度來確認收入，這是最能說明本集團轉讓商品或服務控制權的表現。

租金收入(包括來自營業租賃資產持有之預收租金)乃根據直線法在相關租賃期內確認。

利息收入於產生時按實際利率法確認。就按攤銷成本或按公允價值計入其他綜合收益(可劃轉)計量且並無出現信貸減值的金融資產而言，則資產的總賬面值以實際利率適用。就出現信貸減值的金融資產而言，實際利率適用於資產的攤銷成本(即扣除虧損撥備的總賬面值)。

物業、廠房及設備

物業、廠房及設備(包括持有以用於生產或供應貨品或服務或作行政用途之土地及樓宇)乃按成本減除其後之累計折舊及累計減值虧損後於綜合財務狀況表列賬。

各物業、廠房及設備項目之成本值扣除剩餘價值以直線法按其估計可使用年期及以下年率計提折舊：

永久業權土地	無
永久業權樓宇	50年
租賃土地及樓宇	按有關契約之尚餘年期或50年攤分，以較短者為準
廠房、機器及通信網絡	10%–50%

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment (Continued)

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

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “right-of-use assets” in the consolidated statement of financial position and is released over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire properties are classified as property, plant and equipment.

3. 主要會計政策(續)

物業、廠房及設備(續)

各項物業、廠房及設備項目會在出售或預期繼續使用該資產亦不會帶來未來經濟利益時解除確認。出售或廢除物業、廠房及設備項目產生之任何盈虧乃按銷售所得款項與該資產賬面值之差額計算並於損益確認。

租賃土地及樓宇

倘一項租賃同時包括土地及樓宇部分，則本集團會分別依照各部分擁有權隨附之絕大部分風險及回報是否已轉移至本集團，評估各部分分類應被獨立分類為融資或經營租賃，除非兩個部分被清楚確定為經營租賃，在此情況下，整項租賃分類為經營租賃。具體而言，最低租賃款項(包括任何一筆過支付之預支款項)會按訂立租賃時土地部分與樓宇部分契約權益之相關公允價值，按比例於土地與樓宇部分之間分配。

倘能可靠地分配租賃款項，則入賬列為經營租賃之契約土地權益將於綜合財務狀況表內列作「使用權資產」，按租賃期以直線法攤分入賬。倘未能可靠地於土地及樓宇部分之間分配租賃款項，則整個物業將分類為物業、廠房及設備。

3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策(續)

(Continued)

Impairment (other than financial assets)

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

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

減值(系統及網絡開發成本以及金融資產除外)

於報告期完結時，本集團會審閱其資產之賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘出現任何該等跡象，則會估算該資產之可收回金額以確定其減值虧損程度(如有)。倘未能估計個別資產之可收回金額，則本集團會估計資產所屬變現單位之可收回金額。倘可識別合理且一貫之分配基準，公司資產亦可分配至個別變現單位，或另行將其分配至可識別、合理且一貫之分配基準之變現單位最小組別。

可收回金額乃公允價值扣減出售成本或使用價值，以兩者之較高者為準。評估使用價值時，估計未來現金流採用可反映當前市場所評估之貨幣時值及尚未調整之估計未來現金流之資產特定風險之稅前貼現率，貼現至其現值。若某資產(或變現單位)之可收回金額估計少於其賬面值，則該資產(或變現單位)之賬面值將減至其可收回金額。減值虧損隨即於損益中確認。

倘其後撥回減值虧損，該資產(或變現單位)之賬面值會調高至其重新估計之可收回金額，惟已增加之賬面值不會高於該資產(或變現單位)於過往年度倘無確認減值虧損而原應釐定之賬面值。減值虧損之撥回數額於損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 *Leases* at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of properties that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. 主要會計政策 (續)

租賃

租賃的定義

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約是租賃或包含租賃。

就於首次應用日期或之後訂立或修改的合約而言，本集團根據HKFRS第16號租賃的定義於初始或修改日期評估該合約是否為租賃或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

集團作為承租人

將代價分配至合約成分

就含有租賃成分以及一項或多項額外租賃或非租賃成分的合約而言，本集團將合約代價分配至各租賃成分，基準是租賃成分的相對獨立價格及非租賃成分的總獨立價格。

作為實務中的簡易處理方法，當本集團合理預期以組合為基礎計量對簡明綜合財務報表的影響與組合內的獨立租賃並無重大分別時，則擁有類似特點的租賃以組合為基礎計量。

短期租賃及低價值資產的租賃

本集團對多項由開始日期起計租期在12個月或以下且不包含購買選擇權的汽車及董事宿舍的租賃應用短期租賃確認豁免。它還適用於低價值資產的租賃的確認豁免。短期租賃的租賃款項於租期以直線法確認為開支。

3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策(續)

(Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that do not meet the definition of investment property or inventory as a separate line item on the consolidated statement of financial position.

Refundable rental deposit

Refundable rental deposit paid are accounted under HKFRS 9 *Financial Instruments* and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of use assets.

租賃(續)

集團作為承租人(續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆解及搬遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況時產生的成本估計。

使用權資產按成本減去任何累計折舊和減值損失後的金額進行計量，並根據租賃負債的任何重新計量進行調整。

本集團於租期結束時合理確定獲取相關租賃資產所有權的使用權資產自開始日期起至使用年期結束期間計提折舊。在其他情況下，使用權資產以直線法於其估計使用年期及租期(以較短者為準)內計提折舊。

本集團於簡明綜合財務狀況表內將不符合投資物業或存貨定義的使用權資產呈列為單獨項目。

可退回租金按金

已付可退回租金按金乃根據HKFRS第9號入賬且初步按公允值計量。對初步確認時的公允值而作出的調整被視為額外租賃付款並計入使用權資產成本。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual values guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Research expenditures

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

3. 主要會計政策(續)

租賃(續)

集團作為承租人(續)

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。倘租賃隱含的利率難以釐定，則本集團會使用租賃開始日期的增量借款利率計算租賃付款的現值。

租賃付款包括：

- 固定付款(包括實質性的固定付款)減任何應收租賃優惠；
- 視乎指數或比率而定的可變租賃付款(使用開始日期的指數或匯率進行初始計量)；
- 根據剩餘價值擔保預期將支付的金額；
- 本集團合理確定行使購買權的行使價；及
- 於租期反映本集團會行使選擇權終止租賃時，終止租賃的相關罰款。

於開始日期後，租賃負債根據利息增長及租賃付款作出調整。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

研究開支

研究活動開支於其產生期間內獲確認為開支。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Credit losses and impairment of assets

Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses (“ECL”) on the following item:

- financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and loan receivables).

Measurement of ECL

ECL are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls for receivables are discounted using the effective interest rate determined at initial recognition or an approximation thereof where the effect of discounting is material.

The maximum period considered when estimating ECL is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECL, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECL are measured on either of the following bases:

- 12-month ECL: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECL: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

3. 主要會計政策(續)

信貸虧損及資產減值

金融工具的信貸虧損

本集團就下列項目確認預期信貸虧損(「預期信貸虧損」)的虧損撥備：

- 按攤銷成本計量的金融資產(包括現金及現金等額以及應收貿易及其他賬款)。

計量預期信貸虧損

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損以所有預期現金差額的現值(即根據合約應付予本集團的現金流量與本集團預計收取的現金流量之間的差額)計量。

應收款項的預期現金差額將採用於初步確認時釐定的實際利率或其近似值貼現，倘貼現的影響屬重大。

估計預期信貸虧損時所考慮的最長期間為本集團面對信貸風險的最長合約期間。

於計量預期信貸虧損時，本集團會考慮在毋須付出過多成本及努力下即可獲得的合理可靠資料。此項包括有關過往事件、現時狀況及未來經濟狀況預測的資料。

預期信貸虧損將採用以下任一基準計量：

- 12個月預期信貸虧損：指呈報日期後12個月內可能發生的違約事件而導致的預期虧損；及
- 全期預期信貸虧損：指預期信貸虧損模式適用項目之預期年期內所有可能違約事件導致的預期虧損。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Credit losses and impairment of assets (Continued)

Credit losses from financial instruments (Continued)

Measurement of ECL (Continued)

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECL on the basis that there are no significant financing components. ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

Loss allowances for loan receivables are measured at an amount equal to lifetime ECL and assessed individually.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECL unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECL.

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

3. 主要會計政策(續)

信貸虧損及資產減值(續)

金融工具的信貸虧損(續)

計量預期信貸虧損(續)

應收貿易賬款之虧損撥備在未有重大融資成分的基礎上一般按等同於全期預期信貸虧損的金額計量。於呈報日期，該等金融資產的預期信貸虧損乃根據本集團的歷史信貸虧損經驗使用提列矩陣進行評估，根據債務人的特定因素及對當前及預計一般經濟狀況的評估進行調整。

應收貸款虧損撥備的計算方法與使用全期預期信貸虧損相同，並單獨進行評估。

至於所有其他金融工具，本集團會以相等於12個月的預期信貸虧損金額確認虧損撥備，除非自初始確認後該金融工具的信貸風險顯著增加，在此情況下，虧損撥備會以全期預期信貸虧損金額計量。

貸風險大幅上升

評估金融工具的信貸風險自初步確認以來有否大幅上升時，本集團會比較於呈報日期及於初步確認日期評估的金融工具發生違約的風險。作出重新評估時，本集團認為，倘(i)借款人不大可能在本集團無追索權採取變現抵押(如持有)等行動的情況下向本集團悉數支付其信貸債務；或(ii)金融資產已逾期90日，則構成違約事件。本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在無需付出過多成本或努力下即可獲得的前瞻性資料。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Credit losses and impairment of assets (Continued)

Credit losses from financial instruments (Continued)

Significant increases in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECL are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

3. 主要會計政策(續)

信貸虧損及資產減值(續)

金融工具的信貸虧損(續)

貸風險大幅上升(續)

具體而言，評估信貸風險自初始確認以來有否大幅上升時會考慮以下資料：

- 未能按合約到期日期支付本金或利息；
- 金融工具外部或內部信貸測評的實際或預期顯著惡化(如有)；
- 債務人經營業績的實際或預期顯著惡化；及
- 科技、市場、經濟或法律環境的目前或預期變動對債務人履行其對本集團責任的能力有重大不利影響。

取決於金融工具的性質，信貸風險大幅上升的評估乃按個別基準或共同基準進行。倘評估為按共同基準進行，金融工具則按共同的信貸風險特徵(如逾期狀況及信貸風險評級)進行分組。

預期信貸虧損於各呈報日期進行重新計量以反映金融工具自初始確認以來的信貸風險變動。預期信貸虧損金額的任何變動均於損益內確認為減值收益或虧損。本集團就所有金融工具確認減值收益或虧損，並通過虧損撥備賬對彼等之賬面值作出相應調整。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Credit losses and impairment of assets (Continued)

Credit losses from financial instruments (Continued)

Basis of calculation of interest income

Interest income recognised is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

3. 主要會計政策(續)

信貸虧損及資產減值(續)

金融工具的信貸虧損(續)

利息收入計算基礎

利息收入將按金融資產的總賬面值計算確認，倘金融資產之信貸須減值，則利息收入將按金融資產的攤銷成本(即總賬面值減虧損撥備)計算。

於各報告日期，本集團評估金融資產是否出現信貸減值。當一項或多項對金融資產未來估計現金流有負面影響的事件發生時，金融資產會被視為出現信貸減值。

金融資產信貸減值的證據包括以下可觀察事件：

- 債務人出現嚴重財務困難；
- 違反合約，如欠繳或拖欠利息或本金付款；
- 借款人很有可能將告破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現重大變動，對債務人有不利影響；或
- 由於發行人出現財務困難，證券活躍市場消失。

撇銷政策

若日後實際上不可收回款項，本集團則會撇銷(部分或全部)金融資產的總賬面值。該情況通常出現在本集團確定債務人沒有資產或可產生足夠現金流量的收入來源來償還應撇銷的金額。

隨後收回先前撇銷之資產於收回期間在損益內確認為減值撥回。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Credit losses and impairment of assets (Continued)

Credit losses from financial instruments (Continued)

Write-off policy (Continued)

This assessment was made collectively where these financial assets shared similar risk characteristics, such as similar past due status, and had not been individually assessed as impaired. Future cash flows for financial assets which were assessed for impairment collectively were based on historical loss experience for assets with credit risk characteristics similar to the collective Group.

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

When the recovery of a trade and other receivables or other financial assets carried at amortised cost was considered doubtful but not remote, associated impairment losses were recorded using an allowance account. When the Group was satisfied that recovery was remote, the amount considered irrecoverable was written off against the gross carrying amount of those assets directly. Subsequent recoveries of amounts previously charged to the allowance account were reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly were recognised in profit or loss.

Provision

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect is material).

3. 主要會計政策(續)

信貸虧損及資產減值(續)

金融工具的信貸虧損(續)

撇銷政策(續)

倘該等金融資產具有相似的風險特徵，例如類似的逾期情況，且未單獨被評估為減值，則有關評估為會同時進行。金融資產的未來現金流量會根據與該類資產具有類似信貸風險特徵資產的過往虧損情況以一同評估減值。

倘若減值虧損的金額於隨後期間減少，而減幅可與確認減值虧損後發生的事件客觀聯繫，則減值虧損將通過損益予以撥回。撥回減值虧損不僅在不得導致資產的賬面值超出其在過往年度在沒有確認減值虧損情況下而釐定的數額確認。

倘攤餘成本列賬的應收貿易及其他賬款或其他金融資產的回收性被視為可疑而並非微乎其微，應以撥備賬記錄減值虧損。倘本集團確認能收回應收賬款的機會微乎其微，則視為不可數回金額會從該等資產的總賬面值中直接撇銷。之前計入撥備賬款項在其後收回，則相關的撥備會被撥回。撥備賬的其他變動及之前直接撇銷而其後收回的款項，均在損益中確認。

撥備

倘本集團因過往事件而出現現有責任，且本集團很可能須履行該項責任，並能可靠地估計該項責任之數額時，則會確認撥備。撥備乃計及該項責任之風險及不確定因素，於報告期完結時對履行現有責任所需代價之最佳估量。倘撥備乃按履行現有責任之估計現金流計量，其賬面值則為該等現金流之現值(如影響重大)。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method except for cost of cultural products, which are assigned by using specific identification cost method.

Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method.

Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL.

3. 主要會計政策(續)

存貨

存貨乃按成本與可變現淨值兩者中之較低者列賬。除文化產品成本按特定識別成本法釐定外，成本按先入先出法計算。

合約負債

合約負債於客戶在本集團確認相關收益前支付代價時確認。倘本集團於本集團確認相關收益前擁有無條件接納代價之權利，則確認合約負債。在此情況下，亦將確認相應的應收賬款。

倘合約包含重大融資部分時，合約餘額包括按實際利率法產生的利息。

應收貿易及其他賬款

應收賬款於本集團獲得無條件收取代價之權利時確認。倘支付該代價僅經過時間流逝方會到期，則獲得代價的權利為無條件。倘在本集團於獲得無條件收取代價的權利前確認收益，則該金額作為合約資產呈列。

應收賬款採用實際利率法減去信貸虧損撥備，按攤銷成本呈列。

現金及現金等額

現金及現金等額包括銀行及手頭現金、存放於銀行及其他金融機構之活期存款，以及可隨時兌換成可知數額之現金，並承受極低價值變動風險及於購入時三個月內到期之短期高流通性投資。就編製綜合現金流動表而言，現金及現金等額亦包括按需償還，並構成本集團現金管理一部分的銀行透支。現金及現金等額按預期信貸虧損評估。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Trade and other payables

Trade and other payables are initially recognised at fair value. Trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

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

Taxation

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

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

3. 主要會計政策(續)

應付貿易及其他賬款

應付貿易及其他賬款初始按公允價值確認，其後按攤銷成本列賬，惟倘若貼現影響並不重大，則按成本列賬。

借貸成本

直接用於收購、建造或生產合資格資產（即需要相當時間始能達到其擬定用途或出售之資產）之借貸成本會計入該等資產之成本，直至該等資產實際達到其擬定用途或出售。

所有其他借貸成本均於其產生期間於損益中確認。

稅項

所得稅支出指即期應付稅項與遞延稅項之總和。

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與損益及其他全面收益所呈報「除稅前溢利」不同，此乃由於其不包括於其他年度應課稅或可扣稅之收入或支出項目，並且摒除永不用課稅及永不可扣稅之項目。本集團之即期稅項負債乃按報告期完結時已頒佈或實質上已頒佈之稅率計算。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

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

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

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

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

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

3. 主要會計政策(續)

稅項(續)

遞延稅項按綜合財務報表內資產及負債賬面值與計算應課稅溢利所用之相應稅基之臨時差額確認。遞延稅項負債一般就所有應課稅臨時差額確認。遞延稅項資產一般就所有可扣稅臨時差額確認，並以該等可扣稅臨時差額可用作抵銷日後極可能出現之應課稅溢利為限。若商譽或於一項交易中(業務合併除外)初始確認之其他資產及負債而引致之臨時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

有關於附屬公司之投資之應課稅臨時差額確認為遞延稅項負債，除非本集團能夠控制臨時差額之撥回而臨時差額極可能在可見將來將不會被撥回則除外。確認與該等投資有關之可扣稅臨時差額所產生之遞延稅項資產，僅以極可能有充足應課稅溢利以抵銷動用臨時差額之利益(且預期於可見將來予以撥回)為限。

遞延稅項資產之賬面值於報告期完結時作檢討，並扣減直至再無可能有足夠應課稅溢利可收回全部或部分資產價值為止。

遞延稅項資產及負債乃根據報告期完結時已頒佈或實質上已頒佈之稅率(及稅法)，按預期於償還負債或變現資產期間適用之稅率計量。遞延稅項負債及資產之計量反映本集團於報告期完結時，預期對收回或償還其資產及負債賬面值之方式所產生之稅務後果。

即期及遞延稅項會於損益中確認，惟倘與其他全面收益或直接在權益中確認之項目相關則除外。在此情況下，即期及遞延稅項亦分別在其他全面收益或直接在權益中確認。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策(續)

(Continued)

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the directors of the Company that made strategic decisions during the year.

Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the group entities are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the translation reserve). Exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

分部呈報

本集團採納之經營分部按與向主要經營決策者提交內部報告一致的方式呈報。主要經營決策者已獲確定為本年度作出策略決策之本公司董事，彼等負責分配資源及評估經營分部表現。

外幣

編製各集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易，按交易當日之匯率以該實體之功能貨幣(即該實體經營所在主要經濟環境之貨幣)列賬。於報告期完結時，以外幣列值之貨幣項目按該日之匯率重新換算。以外幣按歷史成本計量之非貨幣項目不作重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額乃於其產生期間在損益內確認。

為呈列綜合財務報表，集團實體之資產及負債按於報告期完結時之匯率換算為本集團之呈列貨幣(即港元)，而集團實體之收入及支出乃按照年度平均匯率換算，除非期內匯率大幅波動，於該情況下，則使用交易當日之當前匯率。所產生之匯兌差額(如有)於其他全面收益確認及於權益(匯兌儲備)累計。海外業務被出售時，匯兌差額會在該期間之損益中確認。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Retirement benefit scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss and other comprehensive income 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.

Certain subsidiaries of the Company operate a self-administered and funded pension scheme in the United Kingdom. The scheme provides defined pension benefits with reference to the final salary of the members at retirement and their length of service. The scheme is closed to new members since 1 January 2003.

The Group’s net obligation in respect of defined benefit retirement plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine the present value and the fair value of any plan assets is deducted. The calculation is performed by a qualified actuary using the projected unit credit method.

Service Cost and net interest expense/(income) on the net defined benefit liability/(asset) are recognised in profit or loss and allocated by function as part of “administrative expense”. Current service cost is measured as the increase in the present value of the defined benefit obligation resulting from employee service in current period. When the benefits of a plan are changed, or when a plan is curtailed, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment, is recognised as an expense in profit or loss at the earlier of when the plan amendment or curtailment occurs and when related restructuring cost or termination benefit are recognised. Net interest expense/(income) for the period is determined by applying the discount rate used to measure the defined benefit liability/(asset). The discount rate is the yield at the end of the reporting period on high quality corporate bonds that have maturity dates approximating the terms of the Group’s obligations.

Remeasurements arising from defined benefit retirement plans are recognised in other comprehensive income and reflected immediately in retained earnings and will not be reclassified to profit or loss. Remeasurements comprise actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability/(asset)) and any change in the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability/(asset)).

3. 主要會計政策(續)

退休福利計劃

本集團根據強制性公積金計劃條例為其香港全體僱員設立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之某百分比作出，並根據強積金計劃規則於應付時於損益及其他全面綜合收益扣除。強積金計劃之資產與本集團之資產分開，由獨立管理基金持有。

本公司旗下若干附屬公司於英國設立一項自行管理及供款之退休福利計劃。此計劃乃按僱員於退休時之最終薪酬及其服務年期提供之定額退休福利。此計劃自二零零三年一月一日起不接受新成員參與。

本集團就定額福利退休計劃所承擔之責任淨額，乃透過估計僱員於當前及過往期間以提供服務所賺取之未來利益金額而計算；在釐定現值時該項利益須予以貼現，並扣除任何計劃資產之公允價值。計算工作由合資格精算師採用預計單位貸記法進行。

定額福利負債/(資產)淨額之服務成本及利息開支/(收入)淨額於損益確認，並按功能劃撥為「行政支出」之成本之一部分。現有服務成本按本期間僱員服務所產生之定額福利負債現值之增加計量。倘計劃之福利出現變動或倘計劃縮減，則有關僱員以往服務之福利之變動部分或有關縮減之盈虧於計劃作出修訂或縮減時及於確認有關重組成本或終止福利時(以較早者為準)於損益確認為開支。期內利息開支/(收入)淨額乃透過應用計量定額福利負債/(資產)所採用之貼現率釐定。貼現率為優質公司債券(到期日與本集團履行責任之期限相近)於報告期完結時之收益率。

定額福利退休計劃產生之重算於其他全面收益內確認並即時於保留盈利中反映，且不會劃撥至損益。重算包括精算收益及虧損、計劃資產收益(不包括計入定額福利負債/(資產)淨額之利息淨額之金額)及資產上限引致之任何變動(不包括計入定額福利負債/(資產)淨額之利息淨額之金額)。

3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策(續)

(Continued)

Related party

- (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 Group's parent;
- or
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (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) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personal services to the reporting entity or to the parent of the reporting entity.

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.

關連人士

- (a) 倘有關人士出現下列情況，則該人士或該人士之近親家庭成員與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理人員之一；
- 或
- (b) 倘符合下列任何條件，則一間實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一間實體為另一實體之聯營公司或合資企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合資企業)；
 - (iii) 該實體與本集團均為同一第三方之合資企業；
 - (iv) 一間實體為第三方實體之合資企業，而另一實體為該第三方實體之聯營公司；
 - (v) 該實體乃為本集團或與本集團有關連之實體就僱員福利而設立之離職後福利計劃；
 - (vi) 該實體受(a)所識別人士控制或共同控制；
 - (vii) 於(a)(i)所識別人士對該實體有重大影響力或屬該實體(或該實體之母公司)主要管理人員之一；及
 - (viii) 該實體或其所屬集團之任何成員公司向報告實體或報告實體之母公司提供主要管理人員服務。

個別人士之近親家庭成員乃指在處理與實體交易時可能對該人士施予影響或被該人士影響之親屬成員。

4. SIGNIFICANT JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following accounting judgements:

Classification of inventories

The Group holds certain cultural products for resale in the ordinary course of business. Although the value of cultural products may appreciate over time, it is the Group's intention to hold such assets for trading. Accordingly, those items of cultural products are classified as inventories under current assets.

Revenue recognition

Judgement is required in determining the timing of satisfaction of performance obligation. The Group derives revenue from sale of cultural products, systems and related software. The Group carefully evaluates the terms and conditions stipulated in contract and/or sale order with a customer and assesses when the control of the goods has been transferred to the customer. In addition, the Group also assessed whether the Group is acting as the principal (i.e. whether the Group has the primary responsibility for the sale of goods, bears the risks of loss and obsolescence, and also has full discretion over the goods). The directors of the Company have determined that the control is passed to customer upon the goods are delivered to the agreed destination. This also is the point in time at which the right to consideration becomes unconditional.

The directors of the Company assessed and considered that the sales of systems and installation are one single performance obligation and to be recognised at a particular point in time (i.e. when control of the systems and software is transferred to the customer). The Group delivers products to customers after installation of customised softwares in the systems. The installation work is carried out in the Group's premises or on sites specified by customers. The Group grants customers the right to use the software and no update or upgrade of the software is required to be performed by the Group after sales. The sales of systems and software and related installation are assessed by the management to be not distinct in the context of the application of HKFRS 15 *Revenue from Contracts with Customers* ("HKFRS 15") as what being delivered to the customer is a combined product with customer specifications.

4. 重大判斷及估計不確定性之主要來源

(a) 應用本集團會計政策之主要會計判斷

於應用本集團會計政策時，管理層已作出以下會計判斷：

存貨之分類

本集團持有若干文化產品於日常業務過程作轉售用途。雖然文化產品或會隨時間升值，本集團擬持有該等資產作交易用途。因此，該等文化產品項目分類為流動資產項下之存貨。

收益確認

在確定履約義務的履行時間時需要作出判斷。本集團的收益來自銷售文化產品、系統及相關軟件。本集團仔細評估合約及／或銷售訂單中與客戶訂明的條款及條件，並評估何時將貨物控制權轉移至客戶。同時，本集團亦評估是否本集團擔任委託人(即是否本集團對貨物銷售負主要責任、承擔損失及過時的風險並對貨物有完全的酌情權)。當貨物交付至約定地點時，董事確定控制權已轉移至客戶。收取代價之權利於有關時間點變為無條件。

董事評估並認為，系統銷售及安裝於特定時間點(即在系統及軟件控制權轉移至客戶時)僅確認為單一履約義務。該系統是標準化產品，本集團在系統中安裝定制軟件後向客戶交付產品。安裝工作在本集團場地進行。本集團授予客戶使用該軟件的權利，本集團毋須於售後更新或升級該軟件。因此，根據HKFRS第15號客戶合約收益「HKFRS第15號」，管理層評估銷售系統及軟件以及相關安裝並無區別，因為交付予客戶的產品是與客戶規範相結合的產品。

4. SIGNIFICANT JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(a) Critical accounting judgements in applying the Group's accounting policies (Continued)

Revenue recognition (Continued)

The Group sells large telecommunication equipment and software that need to be installed at customers' premises. As management considered that the hardware installation service is a very simple procedure the equipment can operate and function as normal way and the customer can choose to install the equipment by themselves or by third party service provider, the installation service and sales of equipment are distinct in the content of the application of HKFRS 15. Revenue from provision of installation services is determined by management to be recognised over time as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs the installation service. The Group recognises revenue in relation to the sales of telecommunication equipment of a particular point in time (i.e. when control is transferred to the customers).

The Group signed contracts with customers to provide maintenance over a period of time. The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs the maintenance service, therefore, revenue from provision of maintenance service is recognised over time.

(b) Sources of estimation uncertainty

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

4. 重大判斷及估計不確定性之主要來源(續)

(a) 應用本集團會計政策之主要會計判斷(續)

收益確認(續)

本集團銷售需安裝在客戶場地的大型電信設備及軟件。由於管理層認為硬件安裝服務是一個非常簡單的程序，設備可以正常運行且客戶可以選擇自己或第三方服務提供者安裝設備。根據HKFRS第15號，設備的安裝服務及銷售是截然不同的。隨著本集團履行安裝服務，客戶同時接收並消耗本集團履約提供的利益，因此，管理層釐定提供安裝服務的收益會在一段時間內確認。本集團於特定時間點(即控制權轉移至客戶時)確認有關銷售電信設備的收益。

本集團與客戶簽訂合約，在一段時間內提供維修服務。隨著本集團履行維修服務，客戶同時接收並消耗本集團履約提供的利益，因此，提供維修服務的收益會在一段時間內確認。

(b) 估計不確定性之主要來源

以下為有關未來之主要假設，以及於報告期完結時對估計不確定性之其他主要來源，此等假設及來源或有導致資產及負債之賬面值於下一個財政年度出現重大調整之重大風險。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

4. SIGNIFICANT JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) Sources of estimation uncertainty (Continued)

Impairment allowances on financial assets (including trade, other receivables and loan receivables)

The Group uses provision matrix to calculate ECL for the trade receivables. The provision rates are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort.

At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with significant balances and credit impaired are assessed for ECL individually.

The Group determines the provision of impairment of other receivables and loan receivables based on ECL. The Group assesses the ECL for each of the other receivable and loan receivable individually based on the financial position and the economic environment in which the borrowers operate.

The provision of ECL is sensitive to changes in estimates. The information about the ECL of the Group's trade receivables, other receivables and loan receivables are disclosed in note 5.

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 price of similar products and historical experience of distributing and selling products of similar nature. It could change significantly as a result of market condition. Management assesses the estimations at each reporting date.

At 30 June 2021, the carrying amount of the Group's inventories was HK\$23,105,000 (2020: HK\$20,721,000).

4. 重大判斷及估計不確定性之主要來源(續)

(b) 估計不確定性之主要來源(續)

金融資產(包括應收貿易、其他賬款及應收貸款)減值撥備
本集團使用撥備矩陣計算應收貿易款項的預期信貸虧損。撥備率基於具有相似虧損模式的各種應收賬款組合的內部信用評級。撥備矩陣基於本集團的過往違約率，經考慮無需付出不必要成本或努力即可獲得的合理及可支撐的前瞻性資料。

於每個報告日期，過往觀察到的違約率會被重新評估，前瞻性資料的變動被考慮在內。此外，具有重大結餘及出現信用減值的貿易應收款項個別評估預期信貸虧損。

本集團按預期信貸虧損釐定其他應收貸款的減值撥備。本集團按財務狀況及借款人經營的經濟環境對各項其他應收貸款的預期信貸虧損進行個別評估。

預期信貸虧損之撥備對估計變動敏感。有關本集團應收賬款、其他應收款和應收貸款的預期信貸虧損的資訊已在附註5中披露。

存貨之可變現淨值

存貨之可變現淨值按日常業務過程中之估計售價減估計完成交易成本及銷售開支計算。該等估算乃根據類似產品之現行市價及分銷與銷售類似性質產品之過往經驗而作出，並會因應市況而發生重大變化。管理層於各報告日期評估該等估算。

於二零二一年六月三十日，本集團存貨之賬面值為23,105,000港元(二零二零年：20,721,000港元)。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

5. FINANCIAL INSTRUMENTS

5. 金融工具

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial assets	金融資產		
At amortised cost	按攤銷成本	154,280	131,161
Financial liabilities	金融負債		
At amortised cost	按攤銷成本	62,514	55,193
Lease liabilities	租賃負債	4,427	4,070

Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, loan receivables, bank balances and cash, trade and other payables, amount due to a director and amount due to ultimate holding company. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Credit risk

As at 30 June 2021, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk in relation to trade receivables, the management of the Group will only allow customers with good credit history to pay on credit. In addition, the management reviews the recoverable amount of each individual trade debt at the end of the reporting period, taking into account future discounted cash flows, to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

財務風險管理目標及政策

本集團之主要金融工具包括應收貿易及其他賬款、應收貸款、銀行結餘及現金、應付貿易及其他賬款、應付一名董事款項及應付最終控股公司。該等金融工具之詳情載於各相關附註。與該等金融工具相關之風險及如何減低該等風險之政策載於下文。管理層管理及監控該等風險，以確保可適時有效地採取適當措施。

信貸風險

於二零二一年六月三十日，本集團因交易對方若未能履行責任導致本集團產生財務損失而須承受之最大信貸風險，乃由綜合財務狀況表所列個別已確認金融資產之賬面值產生。

為盡量減低有關應收貿易賬款之信貸風險，本集團管理層僅向具有良好信貸記錄之客戶提供信貸。此外，管理層於報告期完結時審閱各個別貿易債項之可收回金額，並計及貼現未來現金流，以確保已就不可收回金額作出足夠減值虧損。據此，董事認為本集團之信貸風險已大幅降低。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

5. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

The directors of the Company are of the opinion that the credit risk of trade receivables is low based on the sound collection history of the receivables and the economic environment the debtors operate. Therefore, the ECL rate of the trade receivables is assessed to be closed to zero and no provision was made as at 30 June 2021.

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. In the opinion of the directors of the Company, no trade receivables have been written off for both years.

As at 30 June 2021, the Group has exposed to credit risk on loan receivables. The management of the Group considers the probability of default based on the financial position of the borrowers and guarantors and the economic environment of the borrowers operate. Therefore, the ECL rate of the non-credit impaired loan receivables are assessed to be closed to zero and no provision was made as at 30 June 2021. As at 30 June 2021, the management of the Group considers the loan receivable with credit impaired in previous years is not recoverable, accordingly, no reversal of impairment as at 30 June 2021 was made.

Movement in the allowance for impairment in respect of loan receivables during the year is as follows:

		Credit impaired 信用受損 HK\$'000 千港元
At 1 July 2019	於二零一九年七月一日	5,808
Currency realignment	匯兌調整	(323)
At 30 June 2020 and 1 July 2020	於二零二零年六月三十日及二零二零年七月一日	5,485
Currency realignment	匯兌調整	1,128
At 30 June 2021	於二零二一年六月三十日	6,613
Expected credit loss rate	預期信貸虧損率	100%

5. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

董事認為，基於應收彼等的應收貿易賬款的穩健收款記錄及債務人經營的經濟環境，應收貿易賬款的信貸風險較低。因此，應收貿易賬款的預期信貸虧損率被評估為接近零，因此於二零二一年六月三十日並無作出撥備。

當有資料顯示債務人處於嚴重財務困難，且沒有實際收回可能時，例如當債務人遭受清盤或已進入破產程序，本集團會撇銷該應收貿易賬款。本公司董事認為於兩個年度內並無撇銷應收貿易賬款。

於二零二一年六月三十日，本集團承受應收貸款的信貸風險。本集團管理層根據借款人和擔保人的財務狀況以及借款人經營的經濟環境來考慮違約的可能性。因此，非信用受損之應收貸款的預期信貸虧損率估計接近零，因此於二零二一年六月三十日未計提撥備。於二零二一年六月三十日，本集團管理層認為過去年度信用受損之應收貸款無法收回，因此截至二零二一年六月三十日無減值準備轉回。

本年度應收貸款減值準備的變動情況如下：

5. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk. Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Liquidity risk

In managing the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings and the compliance of loan covenants.

The following table details the Group's remaining contractual maturity for its financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount of interest payment is estimated based on the interest rate at the end of the reporting period.

5. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

除存入數間具高信貸評級的銀行的流動資金的集中信貸風險外，本集團並無任何其他重大集中信貸風險。應收貿易賬款由數目繁多，散佈在不同行業及地區之客戶組成。流動資金之信貸風險有限，原因是交易對方為獲國際信貸評級機構授予高信貸評級之銀行。

流動資金風險

就流動資金風險管理而言，本集團監控及維持現金及現金等額至管理層認為充裕之水平，以為本集團營運撥付資金，並減低現金流波動所帶來之影響。管理層監察借貸使用情況及確保遵守貸款契約。

按所協定償還條款，下表詳列本集團各金融負債之剩餘合約年期。列表乃按本集團最早可被要求償還之金融負債未貼現現金流列示。其他非衍生金融負債之到期日以所協定償還日期為基礎。列表包括利息及本金之現金流。

按浮動利率計算之利息乃根據報告期完結時之利率估算未貼現利息付款金額。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

5. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

5. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

		Effective interest rates 實際利率 百分比	Within one year or on demand 一年內或按通知 HK\$'000 千港元	Between 1–2 years 一至二年 HK\$'000 千港元	Between 2–5 years 二至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流總額 HK\$'000 千港元	Carrying amount at 30 June 於六月三十日之賬面值 HK\$'000 千港元
2021	二零二一年						
Financial liabilities at amortised cost	金融負債按攤銷成本						
Trade and other payables	應付貿易及其他賬款	—	48,601	—	—	48,601	48,601
Amount due to a director	應付一名董事款項	—	2,180	—	—	2,180	2,180
Amount due to ultimate holding company	應付最終控股公司	6.3%	12,473	—	—	12,473	11,733
Liabilities at amortised cost	負債按攤銷成本						
Lease liabilities	租賃負債	2.1–3.5%	2,786	1,391	448	4,625	4,427
			66,040	1,391	448	67,879	66,941
2020	二零二零年						
Financial liabilities at amortised cost	金融負債按攤銷成本						
Trade and other payables	應付貿易及其他賬款	—	44,452	—	—	44,452	44,452
Amount due to a director	應付一名董事款項	—	2,180	—	—	2,180	2,180
Amount due to ultimate holding company	應付最終控股公司	9.42%	9,366	—	—	9,366	8,561
Liabilities at amortised cost	負債按攤銷成本						
Lease liabilities	租賃負債	3.5%	2,287	1,583	353	4,223	4,070
			58,285	1,583	353	60,221	59,263

5. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate deposits and bank balances at the end of the reporting period. The analysis is prepared assuming that the amount of balances outstanding at the end of the reporting period was outstanding for the whole year. A 10 basis points (2020: 10 basis points) increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 10 basis points (2020: 10 basis points) higher or lower and all other variables were held constant, the Group's profit after tax for the year ended 30 June 2021 would increase or decrease by approximately HK\$119,000 (2020: HK\$95,000).

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

5. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

倘浮動利率之變動與於報告期完結時釐定之利率估計有異，則上文所載有關非衍生金融負債浮動利率工具之金額會有所變動。

敏感度分析

以下敏感度分析以浮息存款及銀行結餘於報告期完結時所承受之利率風險而釐定。此分析編製時假設於報告期完結時未償還之結餘為全年均未償還金額。利用10基點(二零二零年：10基點)之增減，代表管理層對利率之合理可能變動作出之評估。

倘利率上升或下跌10基點(二零二零年：10基點)而所有其他可變因素維持不變，則本集團截至二零二一年六月三十日止年度之稅後溢利會增加或減少約119,000港元(二零二零年：95,000港元)。

管理層認為年結日之風險並無反映年內之風險，故敏感度分析並不代表固有利率風險。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

5. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Foreign currency risk

Foreign currency risk refers to the risk that movement in foreign currency exchange rate which will affect the Group's financial results and its cash flows. Certain trade receivables and bank balances of the Group are denominated in foreign currencies. The Group does not engage in any foreign currency hedging instruments. It is the Group's policy to manage foreign currency risk through matching foreign currency income with expense, and where exposure to foreign exchange is anticipated, appropriate hedging instruments will be used.

Several subsidiaries of the Company have foreign currency denominated monetary assets and liabilities, which expose the Group to foreign currency risk.

The carrying amounts of the group entities' foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

		2021 二零二一年		2020 二零二零年	
		Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Euro	歐元	21,796	—	19,008	—
United States dollar	美元	4,270	—	4,215	—

5. 金融工具(續)

財務風險管理目標及政策(續)

外幣風險

外幣風險指將影響本集團財務業績及其現金流之外幣匯率變動風險。本集團若干應收貿易賬款及銀行結餘乃以外幣計值。本集團並無涉及任何外幣對沖工具。本集團之一貫政策是透過配對外幣收入及支出管理其外匯風險，當預期要面對外匯風險時，將採用合適之對沖工具。

本公司多間附屬公司持有以外幣計值之貨幣資產及負債，令本集團面對外幣風險。

本集團各實體以外幣計值之貨幣資產及貨幣負債於報告日期之賬面值如下：

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

5. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Sensitivity analysis

The group entities are mainly exposed to foreign currency risk from Euro and United States dollars. Under the pegged exchange rate system, the financial exposure on exchange rate fluctuation between Hong Kong dollar and United States dollars is considered insignificant by the directors of the Company and therefore no sensitivity analysis has been prepared.

The following table details the group entities' sensitivity to a 5% (2020: 5%) increase and decrease in Euro against each group entity's functional currency. 5% (2020: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% (2020: 5%) change in foreign currency rates. A positive number below indicates an increase in profit before taxation where Euro strengthen 5% (2020: 5%) against each group entity's functional currency. For a 5% (2020: 5%) weakening of Euro against each group entity's functional currency, there would be an equal and opposite impact on the profit or loss.

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Euro	歐元	1,090	950

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

Fair value of financial assets and financial liabilities

The directors of the Company consider the carrying amounts of financial assets and liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

5. 金融工具(續)

財務風險管理目標及政策(續)

敏感度分析

集團實體主要承擔之外幣風險來自歐元及美元。在聯繫匯率機制下，董事認為港元與美元匯率波動之財務風險極微，因此並無編製敏感度分析。

下表詳細說明集團實體對歐元兌各集團實體之功能貨幣之匯率上調及下調5% (二零二零年：5%)之敏感度。5% (二零二零年：5%) 乃為在集團內部向主要管理人員報告外幣風險時所採用之敏感度比率，其代表管理層對外匯匯率合理可能變動之評估。敏感度分析僅包括以外幣計值之未結付貨幣項目，並因外匯匯率變動5% (二零二零年：5%) 對其年結之換算作出調整。以下正值顯示倘歐元兌各集團實體功能貨幣升值5% (二零二零年：5%) 時會令除稅前收入增加或損失減少。倘歐元兌各集團實體功能貨幣減弱5% (二零二零年：5%)，則會對損益構成相同程度之相反影響。

管理層認為，敏感度分析並未能代表固有外匯風險，乃由於年結時風險並不反映年內風險。

金融資產及金融負債之公允價值

董事認為按攤銷成本於綜合財務報表列賬之金融資產及負債之賬面值與其公允價值相若。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

6. REVENUE AND SEGMENT INFORMATION

(a) Revenue

Revenue represents the amounts received and receivable for goods sold and services provided by the Group to external customers.

The revenue of the Group comprises the following:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15	在HKFRS第15號 客戶合約收益範圍內之客戶 合約收益		
<i>Revenue from Contracts with Customers</i>			
Sales of cultural products	銷售文化產品	3,137	—
Technology — Sales of systems including software licensing	科技—系統銷售(包括軟件 特許權)	68,095	89,410
Technology — Rendering of installation and maintenance services	科技—提供安裝及維護 服務	43,643	36,108
		114,875	125,518
Technology — Leasing of system products	科技—租賃系統產品	24,194	21,426
		139,069	146,944

6. 收益及分類資料

(a) 收益

收益指本集團就向外界客戶出售產品及提供服務之已收及應收款項。

本集團之收益包括下列各項：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15		
<i>Revenue from Contracts with Customers</i>		
Sales of cultural products	3,137	—
Technology — Sales of systems including software licensing	68,095	89,410
Technology — Rendering of installation and maintenance services	43,643	36,108
	114,875	125,518
Technology — Leasing of system products	24,194	21,426
	139,069	146,944

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

6. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information

The operating segments have been identified on the basis of internal management reports prepared in accordance with accounting policies conforming to HKFRSs, which are regularly reviewed by the directors of the Company, being the chief operating decision maker, for the purpose of allocating resources to segments and assessing their performance. Three operating and reportable segments under HKFRS 8 *Operating Segments* are identified as follows:

- Sales of cultural products — includes income from trading of cultural products
- Technology: System sales including software licensing and services — includes income from sales of systems including software licensing and provision of installation and maintenance services
- Technology: Leasing of system products — includes income from leasing of system products

Segment results represent the profit or loss before taxation recognised by each reportable segment, excluding interest income, finance costs, unallocated income and expenses such as central administration costs and directors' salaries. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

6. 收益及分類資料(續)

(b) 分類資料

經營分類乃根據符合HKFRS之會計政策而制定之內部管理報告識別，並由董事即主要經營決策者定期審閱以分配資源予各分類並評估其表現。按HKFRS第8號經營分類，本集團的業務可劃分為以下三類：

- 銷售文化產品 — 包括文化產品貿易之收入
- 科技：系統銷售(包括軟件特許權及服務) — 包括銷售系統(包括軟件特許權及提供安裝及維護服務)之收入
- 科技：租賃系統產品 — 包括租賃系統產品之收入

分類業績指各分類業務所確認之除稅前利潤或虧損，不包括利息收入、財務成本、未分配之收入及開支(如中央行政成本及董事薪酬等)。此供主要經營決策者衡量資源分配及評估各分類之業績及其表現。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

6. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

Information regarding the above segments is reported below:

		Technology 科技			Consolidated 綜合 HK\$'000 千港元
		Sales of cultural products 銷售文化產品 HK\$'000 千港元	System sales including software licensing and services 系統銷售(包括軟件特許權及服務) HK\$'000 千港元	Leasing of system products 租賃系統產品 HK\$'000 千港元	
Year ended 30 June 2021	截至二零二一年六月三十日止年度				
REVENUE	收益				
External and total revenue	對外銷售及總收益	3,137	68,095	—	71,232
Recognised at a point in time	於某一時間點確認	—	43,643	24,194	67,837
Recognised over time	隨時間確認				
		3,137	111,738	24,194	139,069
RESULTS	業績				
Segment result	分類業績	249	15,971	4,976	21,196
Interest income	利息收入				811
Finance costs	財務成本				(1,105)
Unallocated expenses, net	未分配開支—淨額				(13,548)
Profit before taxation	除稅前利潤				7,354
Year ended 30 June 2020	截至二零二零年六月三十日止年度				
REVENUE	收益				
External and total revenue	對外銷售及總收益	—	89,410	—	89,410
Recognised at a point in time	於某一時間點確認	—	36,108	21,426	57,534
Recognised over time	隨時間確認				
		—	125,518	21,426	146,944
RESULTS	業績				
Segment result	分類業績	(516)	15,047	3,115	17,646
Interest income	利息收入				2,691
Finance costs	財務成本				(808)
Unallocated expenses, net	未分配開支—淨額				(18,419)
Profit before taxation	除稅前利潤				1,110

6. 收益及分類資料(續)

(b) 分類資料(續)

有關上述分類資料呈報如下：

		Technology 科技			Consolidated 綜合 HK\$'000 千港元
		Sales of cultural products 銷售文化產品 HK\$'000 千港元	System sales including software licensing and services 系統銷售(包括軟件特許權及服務) HK\$'000 千港元	Leasing of system products 租賃系統產品 HK\$'000 千港元	
Year ended 30 June 2021	截至二零二一年六月三十日止年度				
REVENUE	收益				
External and total revenue	對外銷售及總收益	3,137	68,095	—	71,232
Recognised at a point in time	於某一時間點確認	—	43,643	24,194	67,837
Recognised over time	隨時間確認				
		3,137	111,738	24,194	139,069
RESULTS	業績				
Segment result	分類業績	249	15,971	4,976	21,196
Interest income	利息收入				811
Finance costs	財務成本				(1,105)
Unallocated expenses, net	未分配開支—淨額				(13,548)
Profit before taxation	除稅前利潤				7,354
Year ended 30 June 2020	截至二零二零年六月三十日止年度				
REVENUE	收益				
External and total revenue	對外銷售及總收益	—	89,410	—	89,410
Recognised at a point in time	於某一時間點確認	—	36,108	21,426	57,534
Recognised over time	隨時間確認				
		—	125,518	21,426	146,944
RESULTS	業績				
Segment result	分類業績	(516)	15,047	3,115	17,646
Interest income	利息收入				2,691
Finance costs	財務成本				(808)
Unallocated expenses, net	未分配開支—淨額				(18,419)
Profit before taxation	除稅前利潤				1,110

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

6. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

6. 收益及分類資料(續)

(b) 分類資料(續)

		Technology 科技			
		System sales including software licensing and services 系統銷售 (包括軟件特 許權及服務)	Leasing of system products 租賃系統 產品	Consolidated	
		Sales of cultural products 銷售文化 產品			綜合
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Year ended 30 June 2021	截至二零二一年 六月三十日止年度				
Amounts included in the measure of segment profit or loss:	計入衡量分類溢利或 虧損之金額：				
Depreciation of property, plant and equipment	物業、廠房及設備 之折舊	—	5,426	1,817	7,243
Depreciation of right-of-use assets	使用權資產之折舊	—	2,494	412	2,906
Reversal of impairment losses recognised for inventories	就存貨所確認之 減值撥回	20	—	—	20
Year ended 30 June 2020	截至二零二零年 六月三十日止年度				
Amounts included in the measure of segment profit or loss:	計入衡量分類溢利或 虧損之金額：				
Depreciation of property, plant and equipment	物業、廠房及設備 之折舊	21	6,775	610	7,406
Depreciation of right-of-use assets	使用權資產之折舊	—	1,570	275	1,845
Impairment losses recognised for inventories	就存貨所確認之 減值虧損	22	—	—	22

No information about segment assets and liabilities is presented as such information is not regularly provided to the chief operating decision maker for resource allocation and performance assessment purposes.

由於該等資料並未定期提供予主要經營決策者以進行資源分配及表現評估，故並無呈列有關分類資產及負債之資料。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

6. REVENUE AND SEGMENT INFORMATION (Continued)

(c) Geographical information

The following table provides an analysis of the Group's revenue and non-current assets by location of customers and by location of assets respectively:

	Revenue 收益 Year ended 30 June 截至六月三十日止年度		Non-current assets 非流動資產 As at 30 June 於六月三十日止	
	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
People's Republic of China (the "PRC"), including Hong Kong and Macau	3,137	—	—	2
Europe (mainly United Kingdom ("UK") and Germany)	135,932	146,944	38,885	31,809
	139,069	146,944	38,885	31,811

(d) Information about major customer

Revenue from customer of the corresponding years contributing over 10% of the total sales of the Group is as follows:

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Customer A 客戶A	—	27,310

Customer A contributed revenue from system sales including software licensing and services.

No single customer contributed 10% or more to the Group's revenue for the year ended 30 June 2021.

6. 收益及分類資料(續)

(c) 地區資料

本集團分別按客戶及資產所在地劃分之收益及非流動資產分析載列於下表：

(d) 主要客戶之資料

於相應年度佔本集團銷售總額超過10%之客戶收益如下：

客戶A作出系統銷售(包括軟件特許權及服務)收益貢獻。

截至二零二一年六月三十日止年度，並沒有任何單一客戶佔本集團10%或以上的銷售額。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

7. OTHER INCOME, GAINS AND LOSSES 7. 其他收入、收益及虧損

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Interest income	利息收入	811	2,691
Exchange loss, net	匯兌虧損淨額	(1,259)	(398)
Others	其他	3,113	3,636
		2,665	5,929

8. FINANCE COSTS

8. 財務成本

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Interest on amount due to ultimate holding company	應付最終控股公司之利息	857	652
Interest on leases	租賃之利息	248	156
		1,105	808

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

9. PROFIT BEFORE TAXATION

9. 除稅前溢利

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit before taxation has been arrived at after charging:	除稅前溢利已扣除：		
Directors' remuneration (note 10(a))	董事酬金(附註10(a))	840	840
Staff costs excluding directors' remuneration	僱員成本(不包括董事酬金)	71,875	66,624
Retirement benefit scheme contributions other than directors (note 25)	退休福利計劃供款(董事除外)(附註25)	3,154	10,482
Total staff costs	僱員成本總額	75,869	77,946
Depreciation of property, plant and equipment, included in general and administrative expenses (note 14)	物業、廠房及設備之折舊(計入一般及行政支出內)(附註14)	7,243	7,406
Depreciation of right-of-use assets included in general and administrative expenses (note 15)	使用權資產之折舊(計入一般及行政支出內)(附註15)	2,906	1,845
Short-term lease payment	短期租賃付款	2,044	3,217
Auditor's remuneration	核數師酬金		
— Audit service	— 核數服務	1,058	962
— Other service	— 其他服務	742	550
		1,800	1,512
Cost of inventories recognised as expense	已確認為支出之存貨成本	22,455	35,621

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

10. DIRECTORS' REMUNERATION, INDIVIDUALS WITH HIGHEST EMOLUMENTS AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors and chief executive's remuneration

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefit of Directors) Regulation are as follows:

Year ended 30 June 2021

10. 董事酬金、最高薪人士及高層管理人員之酬金

(a) 董事及行政總裁之酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部，有關董事酬金之資料披露如下：

截至二零二一年六月三十日止年度

		Salaries and other Fees	Performance related incentives payments	Retirement benefit scheme contributions	Total directors' emoluments
		薪金及袍金	按工作表現發放之獎金	退休福利計劃供款	董事酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
			(note (i))		
			(附註(i))		
Executive directors	執行董事				
Ms. Wong Man Winny	黃敏女士	—	—	—	—
Mr. Liu Ka Lim (note (iii))	廖嘉濂先生 (附註(iii))	—	—	—	—
Mr. Wu Yunjing (note (iv))	吳允靜先生 (附註(iv))	—	—	—	—
Non-executive directors	非執行董事				
Ms. To Yin Fong Cecilica	杜妍芳女士	480	—	—	480
Mr. Liu Ka Lim (note (iii))	廖嘉濂先生 (附註(iii))	—	—	—	—
Independent non-executive directors	獨立非執行董事				
Mr. Leung Man Fai	梁文輝先生	120	—	—	120
Ms. Chung Sau Wai Ada	鍾秀維女士	120	—	—	120
Mr. Clayton Ip	葉丞峰先生	120	—	—	120
		840	—	—	840

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

10. DIRECTORS' REMUNERATION, INDIVIDUALS WITH HIGHEST EMOLUMENTS AND SENIOR MANAGEMENT'S EMOLUMENTS

(Continued)

(a) Directors and chief executive's remuneration (Continued)

Year ended 30 June 2020

10. 董事酬金、最高薪人士及高層管理人員之酬金
(續)

(a) 董事及行政總裁之酬金
(續)

截至二零二零年六月三十日止年度

		Fees	Salaries and other benefits	Performance related incentive payments	Retirement benefit scheme contributions	Total directors' emoluments
		袍金	薪金及其他福利	按工作表現發放之獎金	退休福利計劃供款	董事酬金總額
		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
				(note (i)) (附註(i))		
Executive directors	執行董事					
Ms. Wong Man Winny	黃敏女士	—	—	—	—	—
Mr. Liu Ka Lim	廖嘉濂先生	—	—	—	—	—
Non-executive directors	非執行董事					
Ms. To Yin Fong Cecilica	杜妍芳女士	480	—	—	—	480
Independent non-executive directors	獨立非執行董事					
Mr. Leung Man Fai	梁文輝先生	120	—	—	—	120
Ms. Chung Sau Wai Ada	鍾秀維女士	120	—	—	—	120
Mr. Clayton Ip	葉丞峰先生	120	—	—	—	120
		840	—	—	—	840

10. DIRECTORS' REMUNERATION, INDIVIDUALS WITH HIGHEST EMOLUMENTS AND SENIOR MANAGEMENT'S EMOLUMENTS

(Continued)

(a) Directors and chief executive's remuneration (Continued)

Notes:

- (i) The performance related incentive payment is discretionary as recommended by the remuneration committee of the Company having regard to the Group's financial results and the performance of the directors of the Company.
- (ii) During both years, no emolument was paid by the Group to any of the directors of the Company as an inducement to join or upon joining the Group or retirement from employment with the Group or as compensation for loss of office.
- (iii) Mr. Liu Ka Lim has been re-designated as a non-executive director of the Company with effect from 23 October 2020.
- (iv) Mr. Wu Yunjing has been appointed as an executive director with effect from 30 March 2021.

Salaries, allowance and benefits in kind paid to or for the executive directors and non-executive directors are generally emoluments paid or receivable in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

10. 董事酬金、最高薪人士及高層管理人員之酬金

(續)

(a) 董事及行政總裁之酬金

(續)

附註：

- (i) 按工作表現發放之獎金屬酌情性質，由本公司之薪酬委員會建議，並參考本集團財務業績及本公司董事工作表現而釐定。
- (ii) 於兩個年度期間，本集團概無向任何董事支付酬金，作為彼加入本集團或於加入本集團時之獎勵或退任本集團或離職補償。
- (iii) 廖嘉濂先生已於二零二零年十月二十三日調任為非執行董事。
- (iv) 吳允靜先生於二零二一年三月三十日被任命為執行董事。

向執行董事及非執行董事支付或給予之薪金、津貼或實物福利一般為就該等人士提供與管理本公司及其附屬公司之事務有關之其他服務之已付或應收酬金。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

10. DIRECTORS' REMUNERATION, INDIVIDUALS WITH HIGHEST EMOLUMENTS AND SENIOR MANAGEMENT'S EMOLUMENTS

(Continued)

(b) Employees with highest emoluments

The five highest paid individuals of the Group do not include any (2020: Nil) director of the Company. The aggregate emoluments of the five (2020: five) highest paid employees of the Group, not being directors of the Company, are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	4,589	4,690
Performance related incentive payments	按工作表現發放之獎金	2,029	2,402
Retirement benefit scheme contributions	退休福利計劃供款	318	429
		6,936	7,521

Emoluments of five (2020: five) employees were within the following bands:

		Number of employees 僱員人數	
		2021 二零二一年	2020 二零二零年
HK\$1,000,000–HK\$1,500,000	1,000,000港元–1,500,000港元	3	3
HK\$1,500,001–HK\$2,000,000	1,500,001港元–2,000,000港元	2	2

There were no amounts paid during the year (2020: Nil) to the five highest paid employees in connection with their retirement from employment with the Group, or inducement to join.

10. 董事酬金、最高薪人士及高層管理人員之酬金 (續)

(b) 最高薪僱員

本集團五名最高薪人士並沒有包括(二零二零年: 沒有)本公司董事。本集團其餘五名(二零二零年: 五名)最高薪僱員(並非本公司董事)之酬金總額如下:

五名(二零二零年: 五名)僱員之酬金介乎下列範圍:

年內, 本集團概無向五名最高薪人士就自本集團之聘任中退任或加入獎勵而支付款項(二零二零年: 無)。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

11. INCOME TAX

11. 所得稅

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current tax:	即期稅項：		
— Germany corporate income tax	— 德國企業所得稅	471	329
— Malaysia corporate income tax	— 馬來西亞企業所得稅	68	150
— PRC enterprise income tax	— 中國企業所得稅	26	—
		565	479
Under/(over) – provision in prior years:	過往年度之撥備不足／ (超額撥備)：		
— UK corporate income tax	— 英國企業所得稅	1,100	(3,244)
Income tax expense/(credit)	所得稅支出／(抵免)	1,665	(2,765)

UK corporate income tax is calculated at 19% (2020: 19%) on the estimated assessable profit derived from UK.

英國企業所得稅乃以源自英國之估計應課稅溢利按19%(二零二零年:19%)之稅率計算。

Pursuant to the rules and regulations of Germany, the Group is subject to corporate income tax at 15% (2020: 15%) on the estimated assessable profit of the subsidiary which carried on business in Germany.

根據德國之法規及規例，本集團須就於德國進行業務之附屬公司之估計應課稅溢利按15%(二零二零年:15%)之稅率繳納企業所得稅。

Pursuant to the rules and regulations of Malaysia, the Group is subject to corporate income tax at 24% (2020: 24%) on the estimated assessable profit of the subsidiary which carried on business in Malaysia.

根據馬來西亞之法規及規例，本集團須就於馬來西亞進行業務之附屬公司之估計應課稅溢利按24%(二零二零年:24%)之稅率繳納企業所得稅。

Pursuant to the law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25% for both years.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國之附屬公司於兩年內之稅率均為25%。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

11. INCOME TAX (Continued)

Hong Kong profits tax is calculated at 16.5% (2020: 16.5%) on the estimated assessable profits derived from Hong Kong. There is no estimated assessable profit for Hong Kong Profits Tax for both years.

The taxation for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

11. 所得稅(續)

香港利得稅乃以源自香港之估計應課稅溢利按16.5%(二零二零年:16.5%)之稅率計算。於兩年內,就香港利得稅並無估計應課稅溢利。

本年度之稅項與綜合損益及其他全面收益表之除稅前溢利對賬如下:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit before taxation	除稅前溢利	7,354	1,110
Tax at Hong Kong Profits Tax rate of 16.5% (2020: 16.5%)	按香港利得稅率16.5% (二零二零年:16.5%)計算 之稅項	1,213	183
Effect of different tax rates of subsidiaries operating in other jurisdiction	於其他司法地區經營之 附屬公司之不同稅率之影響	247	523
Tax effect of profit not subject to tax or exempted in other jurisdiction	於其他司法地區毋須課稅或 獲豁免繳稅溢利之稅務影響	(663)	(184)
Tax effect of expenses not deductible for tax purposes	毋須就稅務目的扣減之開支之 稅務影響	2,942	467
Utilisation of tax loss previously not recognized	動用過往未確認之稅項虧損	(494)	(510)
Under/(over)-provision in respect of prior years	與過往年度有關的撥備不足/ (超額撥備)	1,100	(3,244)
Others	其他	(2,680)	—
Income tax expense/(credit) for the year	年內所得稅支出/(抵免)	1,665	(2,765)

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

12. DIVIDENDS

No dividend was paid or proposed during the year ended 30 June 2021 nor has any dividend been proposed since the end of reporting period (2020: Nil).

12. 股息

截至二零二一年六月三十日止年度，並未派發或建議派發任何股息；自報告期完結後亦未建議派發任何股息(二零二零年：無)。

13. EARNINGS PER SHARE

The calculation of basic earnings per share attributable to owners of the Company is based on the following data:

13. 每股盈利

本公司擁有人應佔之每股基本盈利乃根據下列資料計算：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit for the year	本年度溢利	5,689	3,875
Number of ordinary shares	普通股股份數目	'000 千股	'000 千股
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利之普通股加權平均數	217,039	199,632

Diluted earnings per share for the year ended 30 June 2021 and 30 June 2020 were the same as the basic earnings per share as there were no potential ordinary shares outstanding during both years.

由於截至二零二一年六月三十日及二零二零年六月三十日止年度並無已發行潛在普通股，故兩個年度之每股攤薄盈利與每股基本盈利相同。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

14. PROPERTY, PLANT AND EQUIPMENT **14. 物業、廠房及設備**

		Land and	Plant and	Total
		building	machinery and	
			communications	
		土地及樓宇	廠房、機器	合計
		HK\$'000	及通信網絡	HK\$'000
		千港元	HK\$'000	千港元
			及通信網絡	千港元
			HK\$'000	千港元
			千港元	千港元
Cost	成本值			
At 30 June 2019	於二零一九年六月三十日	14,693	276,575	291,268
Currency realignment	匯兌調整	(502)	(9,392)	(9,894)
Additions	添置	—	8,208	8,208
Disposal	撤銷	—	(2,227)	(2,227)
At 30 June 2020	於二零二零年六月三十日	14,191	273,164	287,355
Currency realignment	匯兌調整	1,412	32,742	34,154
Additions	添置	—	10,490	10,490
Written-off	撤銷	—	(31)	(31)
At 30 June 2021	於二零二一年六月三十日	15,603	316,365	331,968
Depreciation and impairment	折舊與減值			
At 30 June 2019	於二零一九年六月三十日	4,080	258,522	262,602
Currency realignment	匯兌調整	(145)	(8,756)	(8,901)
Provided for the year	年內撥備	410	6,996	7,406
Eliminated on disposal	出售時撇除	—	(1,673)	(1,673)
At 30 June 2020	於二零二零年六月三十日	4,345	255,089	259,434
Currency realignment	匯兌調整	247	30,493	30,740
Provided for the year	年內撥備	—	7,243	7,243
Eliminated on written-off	撤銷時撇除	—	(31)	(31)
At 30 June 2021	於二零二一年六月三十日	4,592	292,794	297,386
Carrying values	賬面值			
At 30 June 2021	於二零二一年六月三十日	11,011	23,571	34,582
At 30 June 2020	於二零二零年六月三十日	9,846	18,075	27,921

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

14. PROPERTY, PLANT AND EQUIPMENT 14. 物業、廠房及設備(續)

(Continued)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
The carrying values of the Group's property interests comprise: Freehold properties held outside Hong Kong	本集團之物業權益賬面值包括： 於香港以外地區持有永久業權之物業	11,011	9,846

The Group leased equipment to customers on operating lease terms. As at 30 June 2021, the carrying value of such equipment, which was included in plant and machinery and communications networks, amounted to HK\$273,000 (2020: HK\$244,000).

本集團按經營租賃方式租賃設備予客戶。於二零二一年六月三十日，有關設備之賬面值為273,000港元(二零二零年：244,000港元)已計入廠房、機器及通信網絡內。

As at 30 June 2021, property, plant and equipment of the Group with aggregate carrying amounts of HK\$11,011,000 (2020: HK\$9,846,000) have been pledged as collaterals for the defined benefit retirement scheme of certain subsidiaries operated in UK.

於二零二一年六月三十日，本集團之總賬面值為11,011,000港元(二零二零年：9,846,000港元)之物業、廠房及設備已被質押作為於英國營運的若干附屬公司的定額福利退休計劃的抵押品。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

15. RIGHT-OF-USE ASSETS

15. 使用權資產

		Land and buildings 土地及樓宇 HK\$'000 千港元	Motor vehicle 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Carrying amount	賬面金額			
At 1 July 2019	於二零一九年七月一日	1,886	1,623	3,509
Additions	添置	—	2,353	2,353
Depreciation expense	折舊費用	(745)	(1,100)	(1,845)
Exchange adjustments	匯兌調整	(51)	(76)	(127)
At 30 June 2020 and 1 July 2020	於二零二零年六月三十日 及二零二零年七月一日	1,090	2,800	3,890
Additions	添置	—	2,911	2,911
Depreciation expense	折舊費用	(776)	(2,130)	(2,906)
Exchange adjustments	匯兌調整	86	322	408
At 30 June 2021	於二零二一年六月三十日	400	3,903	4,303
For the year ended 30 June 2021	截至二零二一年六月三十日 止年度			
Expense relating to short-term leases and other leases with lease term ended within 12 months	與短期租賃和租賃期在 12個月內結束	1,414	630	2,044
Total cash outflow for leases	租賃現金流出總額	1,849	2,757	4,606
For the year ended 30 June 2020	截至二零二零年六月三十日 止年度			
Expense relating to short-term leases and other leases with lease term within 12 months of the date of initial application of HKFRS 16	短期租賃及其他租賃的 費用，其租賃期在 首次應用HKFRS第16號之 日起12個月內結束	2,616	601	3,217
Total cash outflow for leases	租賃現金流出金額	3,471	1,769	5,240

For both years, the Group lease various offices and motor vehicles for its operations. Lease contracts are entered into fixed term of 1 to 8 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

兩年期間，本集團租賃各種辦公室和汽車以進行經營。租賃合同的固定期限為1至8年。租賃條款是根據個別情況協商確定的，其中包含各種差異條款和條件。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

16. INVENTORIES

16. 存貨

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Raw materials	原料	7,285	8,464
Work in progress	在製品	5,807	2,056
Finished goods (notes)	製成品(附註)	10,013	10,201
		23,105	20,721

Notes:

- (i) Included in finished goods are cultural products (including precious stone and artifacts) of HK\$4,419,000 (2020: HK\$4,014,000) which are held for trading and resale in the ordinary course of business.
- (ii) As at 30 June 2021 and 2020, all cultural products of the Group were stored in a secured warehouse run by a world-renowned security company, which is an independent third party to the Group.
- (iii) For the purpose of preparing the consolidated financial statements for the year ended 30 June 2018, the Group engaged GEM Appraisal Center of Peking University (北京北大寶石鑒定中心) (the "Appraisal Center") to conduct a scientific examination for 139 pieces of cultural products regarding their grading and classification. The management of the Group arranged the valuer, 北京市國宏信價格評估有限公司 ("北京市國宏信"), to reassess the market values of all 143 pieces of cultural products as at 30 June 2018 based on the findings of a team of cultural product and jewellery expert ("Experts") from "China Cultural Heritage Information and Consulting Centre" led by Ms. YANG Zhen Hua (楊震華) and the Appraisal Center concerning the grading and classification of 4 pieces and 139 pieces of the cultural products respectively. Based on the result of the final authentication report and evaluation report for the valuation of the cultural products as at 30 June 2018, the management of the Group determined that their net realisable values were below their costs by HK\$3,374,723,000.

For the purpose of preparing the consolidated financial statements for the year ended 30 June 2020, the Group engaged the valuer, 北京市國宏信 to assess the current market values of all 143 pieces of cultural products as at 30 June 2020 based on the finding of the Experts and the Appraisal Centre concerning the grading and classification of the cultural products and the current condition of the cultural products. Based on the valuation of the cultural products as at 30 June 2020 by 北京市國宏信, the management of the Group determined that their net realisable values were below their carrying amounts as of 30 June 2020 and the shortfalls resulted in further impairment loss of HK\$22,000 for the year ended 30 June 2020.

附註：

- (i) 製成品包括於日常業務過程中持作買賣及轉售之文化產品(包括珍貴寶石及藝術品)4,419,000港元(二零二零年：4,014,000港元)。
- (ii) 於二零二一年及二零二零年六月三十日，本集團之所有文化產品存於一間世界知名的保安公司的保險倉庫，其為本集團獨立第三方。
- (iii) 就編製截至二零一八年六月三十日止年度之綜合財務報表而言，本集團已聘請北京北大寶石鑒定中心(「鑒定中心」)就139件文化產品的評級及分類進行科學鑒證。本集團管理層已安排估值師北京市國宏信價格評估有限公司(「北京市國宏信」)按照一隊由楊震華女士領的來自「中國文物信息咨询中心」之文化產品及玉石專家團隊(「專家」)及鑒定中心分別就4件及139件該等文化產品之品位及分類之發現，重估全部143件文化產品於二零一八年六月三十日之現時市場價值。於二零一八年六月三十日，根據對文化產品估值的最終鑒證報告及評估報告，本集團管理層判定其可變現淨值低於該等成本3,374,723,000港元。

就編製截至二零二零年六月三十日止年度之綜合財務報表而言，本集團已聘請估值師北京市國宏信按照專家及鑒定中心對該等文化產品之品位及分類之結論，以及其現存狀況，評估全部143件文化產品於二零二零年六月三十日之現時市場價值。根據北京市國宏信於二零二零年六月三十日對文化產品的估值，本集團管理層確定其文化產品的可變現淨值低於其於二零二零年六月三十日的賬面價值，導致二零二零年六月三十日止年度進一步減值損失為22,000港元。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

16. INVENTORIES (Continued)

Notes: (Continued)

(iii) (Continued)

For the purpose of preparing the consolidated financial statements for the year ended 30 June 2021, the Group engaged the valuer, 北京市國宏信 to assess the current market values of all 143 pieces of cultural products as at 30 June 2021 based on the finding of the Experts and the Appraisal Centre concerning the grading and classification of the cultural products and the current condition of the cultural products. Based on the valuation of the cultural products as at 30 June 2021 by 北京市國宏信, the management of the Group determined that their net realisable values were above their carrying amounts as of 30 June 2021 and the surplus resulted in the reversal of impairment loss of HK\$20,000 for the year ended 30 June 2021.

The directors of the Company were of the view that, with the detailed exercise performed by the Appraisal Center and the valuer, the carrying amount net of impairment recognised so far, reflected in the consolidated financial statements, was the best estimate of the recoverable amount of the cultural products.

16. 存貨(續)

附註：(續)

(iii) (續)

就編製截至二零二一年六月三十日止年度之綜合財務報表而言，本集團已聘請估值師北京市國宏信按照專家及鑒定中心對該等文化產品之品位及分類之結論，以及其現存狀況，評估全部143件文化產品於二零二一年六月三十日之現時市場價值。根據北京市國宏信於二零二一年六月三十日對文化產品的估值，本集團管理層確定其文化產品的可變現淨值高於其於二零二一年六月三十日的賬面價值，該盈餘導致二零二一年六月三十日止年度減值撥回為20,000港元。

本公司董事認為，經鑒定中心及估值師進行詳細測試後，於綜合財務報表反映之現時扣除已確認減值之賬面值為文化產品可收回金額之最佳估算。

17. TRADE AND OTHER RECEIVABLES

Trade receivables (note)	應收貿易賬款(附註)
Other receivables	應收其他賬款

17. 應收貿易及其他賬款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade receivables (note)	應收貿易賬款(附註)	14,822	14,299
Other receivables	應收其他賬款	11,717	7,023
		26,539	21,322

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

17. TRADE AND OTHER RECEIVABLES

(Continued)

Note:

The Group maintains a well-defined credit policy regarding its trade customers depending on their credit worthiness, nature of services and products, industry practice and condition of the market with credit period ranging from 30 days to 180 days.

The ageing analysis of trade receivables (net of expected credit losses) presented based on the invoice date at the end of the reporting period is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0-60 days	0-60日	14,618	10,753
61-90 days	61-90日	204	3,180
91-180 days	91-180日	—	366
		14,822	14,299

Before accepting any new customer, the Group's finance and sales management team would assess the potential customer's credit worthiness and define credit limits accordingly for the customers. Credit limits attributable to customers are reviewed regularly with reference to past settlement history and where appropriate, information about their current reputation.

Details of credit policy impairment assessment of trade receivables for the year ended 30 June 2021 and 2020 are set out in note 5.

The ageing analysis of trade receivables (net of expected credit losses) that are neither individually nor collectively considered to be impaired are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Neither past due nor impaired	既未逾期亦未減值	14,618	14,299
Less than 1 month past due	逾期少於一個月	204	—
		14,822	14,299

17. 應收貿易及其他賬款(續)

附註：

本集團就其貿易客戶實行明確之信貸政策。根據彼等之信用、服務及產品之性質、行內規範及市場情況而給予客戶介乎30日至180日之信貸期。

應收貿易賬款(扣除預期信貸虧損)於報告期完結時根據發票日期之賬齡分析呈列如下：

於接納任何新客戶前，本集團之財務及銷售管理團隊會評估潛在客戶之信譽度，並相應地釐定客戶之信貸額。賦予客戶之信貸額時會參考其過往結賬記錄及在適當的情況下將有關其當前聲譽的信息定期進行審閱。

截至二零二一年及二零二零年六月三十日止年度的應收貿易賬款信貸政策減值評估詳情載於附註5。

個別或共同釐定為不作減值之應收貿易賬款(扣除預期信貸虧損)之賬齡分析如下：

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

18. LOAN RECEIVABLES

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loan receivables	應收貸款	15,631	19,965
Less: provision for impairment losses	減：計提減值準備	(6,613)	(5,485)
		9,018	14,480

As at 30 June 2021, loan receivables (net of expected credit losses) of approximately HK\$9,018,000 (2020: approximately HK\$14,480,000) were due from four borrowers (2020: five borrowers), unsecured and with personal guarantee. All the loan receivables are denominated in Renminbi ("RMB"). The loan receivables carry fixed interest rates ranging from 8% to 10% (2020: 10% to 16%) per annum with maturity date within 12 months from the loan draw down date. Up to the date of this report, approximately HK\$6,012,000 was received by the Group.

18. 應收貸款

於二零二一年六月三十日，應收四名借款人(二零二零年：五名借款人)的貸款(扣除預期信貸虧損)為約9,018,000港元(二零二零年：約14,480,000港元)，該等貸款為無抵押及有個人擔保。所有應收貸款均以人民幣(「人民幣」)計值。應收貸款的固定年利率為8%至10%(二零二零年：10%至16%)，到期日為貸款提取日期後的十二個月內。截至本報告日期，本集團已收到款項約為6,012,000港元。

19. CASH AND CASH EQUIVALENTS

- (a) The cash and cash equivalents comprise short-term deposits with maturity of three months or less and cash held by the Group.

Certain bank balances and cash of HK\$9,139,000 (2020: HK\$661,000) were denominated in RMB, which is not freely convertible currency in the international market. The remittance of these funds out of the PRC is subject to exchange restrictions imposed by the Government of the PRC.

19. 現金及現金等額

- (a) 現金及現金等額包括到期日為三個月或以內之短期存款及本集團持有之現金。

為數9,139,000港元(二零二零年：661,000港元)之若干銀行結餘及現金乃以人民幣計值，而人民幣並非可於國際市場自由兌換之貨幣。由中國匯出該等資金須受中國政府實施之外匯管制所規限。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

19. CASH AND CASH EQUIVALENTS (Continued) 19. 現金及現金等額(續)

(b) Reconciliation of liabilities arising from financing activities

The table below shows the detailed changes in the Group's major liabilities arising from financing activities, including both cash and non-cash changes.

(b) 自融資活動所產生負債的對賬

下表載列本集團自融資活動所產生主要負債的變動(包括現金及非現金變動)詳情。

		Amount due to a director (note 24) 應付一名董事款項 (附註24) HK\$'000 千港元	Amount due to ultimate holding company 應付最終控股公司 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2019	於二零一九年七月一日	4,180	3,016	3,718	10,914
Financing cash flow:	融資現金流量:				
Loan from ultimate holding company	來自控股公司的借款	—	4,893	—	4,893
Repayment to a director	償還一名董事款項	(2,000)	—	—	(2,000)
Repayment of lease liabilities	償還租賃負債	—	—	(2,023)	(2,023)
		(2,000)	4,893	(2,023)	870
Currency realignment	匯兌調整	—	—	(134)	(134)
Other charges:	財務成本:				
Interest expenses	利息支出	—	652	156	808
New leases entered	進入新租賃	—	—	2,353	2,353
		—	652	2,509	3,161
At 30 June 2020 and 1 July 2020	於二零二零年六月三十日 及二零二零年七月一日	2,180	8,561	4,070	14,811
Financing cash flow:	融資現金流量:				
Loan from ultimate holding company	來自控股公司的借款	—	2,315	—	2,315
Repayment of lease liabilities	償還租賃負債	—	—	(3,133)	(3,133)
		—	2,315	(3,133)	(818)
Currency realignment	匯兌調整	—	—	331	331
Other charges:	財務成本:				
Interest expenses	利息支出	—	857	248	1,105
New leases entered	進入新租賃	—	—	2,911	2,911
		—	857	3,159	4,016
At 30 June 2021	於二零二一年六月三十日	2,180	11,733	4,427	18,340

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

20. TRADE AND OTHER PAYABLES

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade payables	應付貿易賬款	4,189	5,933
Other payables	應付其他賬款	44,412	38,519
		48,601	44,452

The aging analysis of trade payables presented based on the invoice date at the end of the reporting period is as follows:

應付貿易賬款於報告期完結時根據發票日期之賬齡分析呈列如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0-60 days	0-60日	4,189	5,933

The credit period for purchases of goods ranged from 30 days to 60 days.

購買貨品之信貸期介乎30日至60日。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

21. CONTRACT LIABILITIES

21. 合約負債

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Receipts in advance from customers for provision of services	就提供服務之預收客戶款項	24,970	22,096

Movements in contract liabilities

合約負債變動

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At 1 July	於七月一日	22,096	21,587
Currency realignment	匯兌調整	1,783	(753)
Increase in contract liabilities as a result of billing in advance of provision of services	因提供服務預收款項而 導致合約負債增加	24,496	22,483
Decrease in contract liabilities as a result of recognising revenue during the year that was included in contract liabilities at the beginning of the year	因於年內確認計入年初 合約負債的收益而導致 合約負債減少	(23,405)	(21,221)
At 30 June	於六月三十日	24,970	22,096

All the amount of billings in advance of performance as at 30 June 2021 are expected to be recognised as revenue within one year.

於二零二一年六月三十日，所有履約之預期款項預計於一年內確認為收入。

As at 30 June 2021, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is HK\$28,614,000 (2020: HK\$21,425,000). These amount would be recognised as revenue when the services are provided by the Group over the life of the contracts to the customers, which is expected to occur over the next three years.

於二零二一年六月三十日，根據本集團現有合約分配至餘下履約責任的交易價總額為28,614,000港元(二零二零年：21,425,000港元)。本集團將於合約年限內向客戶提供服務時確認此款項為收益，並預期該款項將於未來三年內全數確認為收入。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

22. LEASE LIABILITIES

22. 租賃負債

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	2,674	2,177
Within a period of more than one year but not more than two years	一年以上但不超過兩年	1,309	1,546
Within a period of more than two years but not more than five years	兩年以上但不超過五年	444	347
		4,427	4,070
Less: Amounts due for settlement within 12 months shown under current liabilities	減：流動負債項下顯示的在 12個月內到期償還的款項	(2,674)	(2,177)
Amounts due for settlement after 12 months shown under non-current liabilities	非流動負債項下顯示的12個月 後到期償還的款項	1,753	1,893

23. WARRANTY PROVISION

23. 保養撥備

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At 1 July	於七月一日	1,230	1,347
Currency realignment	匯兌調整	129	(19)
Utilised during the year	年內使用	(297)	(98)
At 30 June	於六月三十日	1,062	1,230

The warranty provision represents the management's best estimate of the Group's liability under 12-month warranties granted on system products, based on prior experience and industry average for defective products.

保養撥備指管理層根據過往經驗及業內對有瑕疵產品之慣常做法，就給予製成品十二個月保養期而對本集團責任承擔作出之最佳評估。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

24. AMOUNT DUE TO A DIRECTOR

The amount due to a director of the Company is unsecured, non-interest bearing, has no fixed term of repayment and is repayable on demand.

As at 30 June 2021, such director of the Company held 16.17% (2020: 13.59%) of the issued share capital of Champion.

24. 應付一名董事款項

應付本公司一名董事款項乃無抵押、不計息、無固定償還期限及須按的要求償還。

於二零二一年六月三十日，該本公司董事持有冠軍16.17%（二零二零年：13.59%）之已發行股本。

25. RETIREMENT BENEFIT SCHEMES

25. 退休福利計劃

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Retirement benefit contributions to the Group's defined contribution scheme	向本集團之定額供款計劃支付之退休福利供款	1,123	1,206
Retirement benefit contributions to the Group's defined benefit scheme	向本集團之定額福利計劃支付之退休福利供款	2,031	9,276
		3,154	10,482

(a) Defined contribution scheme

Certain subsidiaries of the Company participate in a retirement benefit scheme covering a portion of their employees. The assets of the scheme are held separately from those of the Group in funds under the control of independent trustees.

Commenced from December 2000, the Group enrolled all eligible employees in Hong Kong into a mandatory provident fund (the "MPF") scheme. The retirement benefit cost of the MPF scheme charged to the profit or loss represents contributions to the MPF scheme by the Group at rates specified in the rules of the MPF scheme.

The employees of the Group's subsidiaries in the PRC are members of government-managed retirement benefit scheme operated by the respective local government in the PRC. The Group is required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

(a) 定額供款計劃

本公司旗下若干附屬公司為部分僱員設立退休福利計劃。該項計劃之資產與本集團之資產分開持有，並存於由獨立受託人控制之基金內。

自二零零零年十二月起，本集團為其於香港之所有合資格僱員註冊登記參與強制性公積金（「強積金」）計劃。於損益扣除之強積金計劃退休福利成本指本集團按強積金計劃規則規定之比率對強積金計劃作出之供款。

本集團於中國之附屬公司僱員為中國各地方政府營辦之政府管理退休福利計劃成員。本集團須以指定百分比之工資成本向該退休福利計劃作出供款，為該等福利提供資金。作出指定供款乃本集團就該退休福利計劃之唯一承擔。

25. RETIREMENT BENEFIT SCHEMES

(Continued)

(a) Defined contribution scheme (Continued)

During the year, the total expense recognised in consolidated statement of the profit or loss amounted to HK\$1,123,000 (2020: HK\$1,206,000) and represents contributions payable to these schemes by the Group at rates specified in the rules of the schemes.

(b) Defined benefit scheme

Certain subsidiaries of the Company in UK operate an administered and funded pension scheme in the UK. The scheme provides defined pension benefits with reference to the final salary of the members at retirement and their length of service. The scheme was closed to new members since 1 January 2003.

The contributions which are determined by a qualified actuary on the basis of triennial valuations using the projected unit credit method are charged to the profit or loss. Under the scheme, the employees are entitled to a pension between 1.67% and 2.50% of final salary for each year of pensionable service at an age of 65. No other post-retirement benefits are provided. The most recent actuarial valuations of scheme assets and the present value of the defined benefit obligations as at 30 June 2021 were prepared by Buck Consultants Limited, Mrs. Rachel Downs (FIA), Fellow of the Institute and Faculty of Actuaries ("FIA") (2020: Mrs. Rachel Downs (FIA)), for accounting reporting purpose. The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments and the rates of increase in salaries, pensions and share dividends.

The funded pension scheme exposes the Group to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

25. 退休福利計劃(續)

(a) 定額供款計劃(續)

年內，於綜合損益表確認之開支共1,123,000港元(二零二零年：1,206,000港元)為本集團按該等計劃規則規定之比率對計劃作出之應付供款。

(b) 定額福利計劃

本公司旗下若干英國附屬公司設立一項自行管理及供款之退休福利計劃。此計劃乃按僱員於退休時之最終薪酬及其服務年期提供定額退休福利。此計劃自二零零三年一月一日起不接受新成員參與。

根據合資格精算師每三年按預計單位貸記法進行估值釐定之供款，乃於損益中扣除。根據此計劃，僱員一般可於年屆65歲時領取退休金，金額介乎最終薪金1.67%至2.50%按可獲退休金之服務年期每年計算。本集團並無提供其他退休後福利。最近之計劃資產及定額福利承擔現值之精算估值乃於二零二一年六月三十日進行並由Buck Consultants Limited之Rachel Downs太太(英國精算師協會資深會員，「英國精算師協會資深會員」)(二零二零年：Rachel Downs太太(英國精算師協會資深會員))編製，以便進行會計報告事宜。對估值結果最重要影響之假設乃有關投資回報率及薪金、退休金與股息之升幅。

供款退休計劃使本集團面臨精算風險，如投資風險、利率風險、長壽風險及薪金風險。

25. RETIREMENT BENEFIT SCHEMES

(Continued)

(b) Defined benefit scheme (Continued)

Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to high quality corporate bond yields; if the return on plan asset is below this rate, it will create a plan deficit. Currently the plan has relatively balanced investment in equity securities, debt instruments and real estates. Due to the long-term nature of the plan liabilities, the trustee of the pension fund considers it appropriate that a reasonable portion of the plan assets should be invested in equity securities and in real estate to leverage the return generated by the fund.

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

25. 退休福利計劃(續)

(b) 定額福利計劃(續)

投資風險

定額福利計劃負債之現值乃按參照優質企業債券收益率釐定之貼現率計算；倘計劃資產之回報低於該比率，將會導致計劃虧絀。該計劃目前擁有相對平衡之股本證券、債務工具及房地產投資。基於計劃負債之長期性質，退休基金受託人認為將計劃資產合理部分投資於股本證券及房地產，以善用基金所產生之回報誠屬合適。

利率風險

債券利率降低將增加計劃負債；然而，其將由計劃之債務投資回報增幅所部分抵銷。

長壽風險

定額福利計劃負債之現值乃參照計劃參與者於其受僱期間及離職後之死亡率之最佳估計計算。計劃參與者之預期壽命增加將增加計劃負債。

薪金風險

定額福利計劃負債之現值乃參照計劃參與者之未來薪金計算。因此，計劃參與者之薪金增加將增加計劃負債。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

25. RETIREMENT BENEFIT SCHEMES

(Continued)

(b) Defined benefit scheme (Continued)

Salary risk (Continued)

The main actuarial assumptions used were as follows:

		At 30 June 2021 於二零二一年 六月三十日	At 30 June 2020 於二零二零年 六月三十日
Discount rate	貼現率	1.80%	1.50%
Expected rate of salary increase	預期薪金升幅	2.85%	2.45%
Future pension increases	未來退休金升幅	3.15%	2.85%

The actuarial valuation updated to 30 June 2021 by Mrs. Rachel Downs (FIA) (2020: Mrs. Rachel Downs (FIA)) showed that the market value of the scheme assets was HK\$423,163,000 (2020: HK\$370,313,000) and that the actuarial value of these assets represented 96% (2020: 88%) of the benefits that had accrued to members.

Under the recovery plan dated 31 May 2016, the Group has agreed to contribute GBP340,000 per annum increasing at 4% on each 1 July from 1 July 2018 into the plan. In addition, the Scottish Limited Partnership for the plan has been arranged such that the plan will receive an income stream of GBP400,000 per annum at 1 July 2018 increasing at 4% on each 1 July thereafter. As at 30 June 2021, the duration of the plan liability is 15 years (2020: 15 years).

25. 退休福利計劃(續)

(b) 定額福利計劃(續)

薪金風險(續)

所用之主要精算假設如下：

	At 30 June 2021 於二零二一年 六月三十日	At 30 June 2020 於二零二零年 六月三十日
Discount rate	1.80%	1.50%
Expected rate of salary increase	2.85%	2.45%
Future pension increases	3.15%	2.85%

Rachel Downs太太(英國精算師協會資深會員)(二零二零年: Rachel Downs太太(英國精算師協會資深會員)更新至二零二一年六月三十日之精算估值顯示,計劃資產之市值為423,163,000港元(二零二零年: 370,313,000港元),而該等資產之精算價值為參與僱員應得福利之96%(二零二零年: 88%)。

根據日期為二零一六年五月三十一日之恢復計劃,本集團同意自二零一八年七月一日起,於每個七月一日向該計劃注資340,000英鎊,每年增加4%。此外,已就該計劃安排蘇格蘭合夥企業,令該計劃自二零一八年七月一日起其後之每個七月一日收取400,000英鎊之收入,每年增加4%。於二零二一年六月三十日,該計劃責任之年期為十五年(二零二零年:十五年)。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

25. RETIREMENT BENEFIT SCHEMES

(Continued)

(b) Defined benefit scheme (Continued)

Amounts recognised in the consolidated statement of profit or loss and other comprehensive income in respect of the defined benefit pension plans are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Scheme administrative costs	計劃行政成本	(1,950)	(1,200)
Past service costs	過往服務成本	—	(8,603)
Net interest (expense)/income	利息(支出)/收入淨額	(81)	527
Components of defined benefit costs recognised in profit or loss (included in general and administrative expenses)	於損益已確認之定額福利成本組成部分(計入一般及行政支出)	(2,031)	(9,276)
Remeasurement of the net defined benefit liability:	重新計量定額福利負債淨額：		
Return on plan assets (excluding amounts included in net interest expense)	計劃資產之回報(不包括已計入利息開支淨額之金額)	23,040	25,409
Actuarial losses arising from changes in demographic assumptions	人口假設變動所產生之精算虧損	(2,620)	(3,482)
Actuarial gains/(losses) arising from changes in financial assumptions	財務假設變動所產生之精算收益/(虧損)	5,504	(41,269)
Actuarial gains/(losses) arising from experience adjustments	經驗調整所產生之精算收益/(虧損)	11,088	(1,580)
Components of defined benefit costs recognised in other comprehensive income/(expense)	於其他全面收入/(支出)確認之定額福利成本組成部分	37,012	(20,922)
Total	總額	34,981	(30,198)

25. 退休福利計劃(續)

(b) 定額福利計劃(續)

就定額福利退休計劃於綜合損益及其他全面收益表中確認之金額如下：

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

25. RETIREMENT BENEFIT SCHEMES

(Continued)

(b) Defined benefit scheme (Continued)

The amount included in the consolidated statement of financial position arising from the Group's obligations in respect of its defined benefit pension plans is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Fair value of scheme assets	計劃資產之公允價值	423,163	370,313
Present value of funded obligations	資金承擔之現值	(439,181)	(421,053)
Net liability arising from defined benefit obligation	定額福利承擔所產生之負債淨額	(16,018)	(50,740)

The Group expects contribution of GBP354,000 (equivalent to HK\$3,796,000) will be made (2020: GBP367,000 (equivalent to HK\$3,518,000)) to the defined benefit plans during the next financial year.

25. 退休福利計劃(續)

(b) 定額福利計劃(續)

因本集團之定額福利退休計劃承擔而產生之金額已計入綜合財務狀況表，載述如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Fair value of scheme assets	計劃資產之公允價值	423,163	370,313
Present value of funded obligations	資金承擔之現值	(439,181)	(421,053)
Net liability arising from defined benefit obligation	定額福利承擔所產生之負債淨額	(16,018)	(50,740)

本集團預計將於下一財政年度向定額福利計劃供款354,000英鎊(相等於3,796,000港元)(二零二零年：367,000英鎊(相等於3,518,000港元))。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

25. RETIREMENT BENEFIT SCHEMES

25. 退休福利計劃(續)

(Continued)

(b) Defined benefit scheme (Continued)

Movements in the present value of the defined benefit obligation are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Opening defined benefit obligation	年初定額福利承擔	421,053	386,122
Currency realignment	匯兌調整	48,215	(13,907)
Past service costs	過往的服務費用	—	8,603
Interest cost	利息成本	6,519	8,564
Remeasurement losses:	重新計量虧損：		
Actuarial losses arising from changes in demographic assumptions	人口假設變動所產生之精算虧損	2,620	3,482
Actuarial (gains)/losses arising from changes in financial assumptions	財務假設變動所產生之精算(收入)/虧損	(5,504)	41,269
Actuarial (gains)/losses arising from experience adjustments	經驗調整所產生之精算(收入)/虧損	(11,088)	1,580
Benefits paid	所付福利	(22,634)	(14,660)
Closing defined benefit obligation	年結定額福利承擔	439,181	421,053

(b) 定額福利計劃(續)

計劃資產之公平價值變動如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Opening fair value of plan assets	年初計劃資產之公允價值	370,313	360,821
Currency realignment	匯兌調整	44,361	(12,591)
Interest income	利息收入	6,438	9,091
Scheme administrative costs	計劃行政成本	(1,950)	(1,200)
Return on plan assets (excluding amounts included in net interest expense)	計劃資產之回報(不包括已計入利息支出淨額之金額)	23,040	25,409
Contribution by employer	僱主供款	3,595	3,443
Benefits paid	所付福利	(22,634)	(14,660)
Closing fair value of plan assets	年結計劃資產之公允價值	423,163	370,313

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

25. RETIREMENT BENEFIT SCHEMES

(Continued)

(b) Defined benefit scheme (Continued)

The fair value of the scheme assets at the end of the reporting period is analysed as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Equity instruments (Quoted)	權益工具(報價)	275,893	240,469
Debt instruments (Quoted)	債務工具(報價)	138,531	112,656
Other assets (Note)	其他資產(附註)	8,739	17,188
		423,163	370,313

The actual return on scheme assets was HK\$27,528,000 (2020: HK\$33,300,000).

Note: The balance mainly represent the cash and cash equivalents.

25. 退休福利計劃(續)

(b) 定額福利計劃(續)

計劃資產於報告期完結時之公允價值分析如下：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Equity instruments (Quoted)	275,893	240,469
Debt instruments (Quoted)	138,531	112,656
Other assets (Note)	8,739	17,188
	423,163	370,313

計劃資產之實際回報為27,528,000港元(二零二零年：33,300,000港元)。

附註：此結餘主要代表現金及現金等價物。

25. RETIREMENT BENEFIT SCHEMES

(Continued)

(b) Defined benefit scheme (Continued)

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

If the discount rate is 25 basis points higher/(lower), the defined benefit obligations would decrease by HK\$15,944,000/(increase by HK\$15,944,000) (2020: decrease by HK\$16,028,000/(increase by HK\$16,028,000)).

If the expected salary growth increases/(decreases) by 0.25%, the defined benefit obligations would increase by HK\$7,934,000/(decrease by HK\$7,934,000) (2020: increase by HK\$8,254,000/(decrease by HK\$8,254,000)).

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligations liability recognised in the consolidated statement of financial position.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

25. 退休福利計劃(續)

(b) 定額福利計劃(續)

釐定界定責任之重大精算假設為貼現率及預期薪金增長。以下敏感度分析根據於報告期完結時各假設出現合理可能變動而其他假設維持不變而釐定。

倘貼現率上升/(下跌)25個基點，定額福利責任將減少15,944,000港元/(增加15,944,000港元)(二零二零年：減少16,028,000港元/(增加16,028,000港元))。

如預期薪金增長率上升/(下跌)0.25%，定額福利責任將增加7,934,000港元/(減少7,934,000港元)(二零二零年：增加8,254,000港元/(減少8,254,000港元))。

由於部分假設可能互相關連，單一獨立假設變動不太可能發生，以上呈列敏感度分析不一定能代表定額福利責任之實際變動。

此外，於呈列以上敏感度分析時，定額福利責任之現值於報告期完結時以預計單位貸記法計量，與應用於計算綜合財務狀況表內確認之定額福利責任之方法相同。

編製過往年度之敏感度分析時所用之方法及假設概無變動。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

25. RETIREMENT BENEFIT SCHEMES

(Continued)

(c) Forfeited contribution

With effect from 1 December 2000, the Group has also joined a mandatory provident fund scheme ("MPF Scheme") for its employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Scheme Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions. Except for voluntary contribution, no forfeited contribution under the MPF Scheme is available to reduce the contribution payable in future years.

For the retirement benefits of the Group's qualifying employees in the UK, the Group has participated in the retirement benefits scheme operated by the global HR benefits and human resource consulting firm authorised and regulated by the Financial Conduct Authority. The employees are entitled to post retirement cash commutation. Details of the scheme are set out in note 3 and note 25(b) to the consolidated financial statements. No forfeited contribution under UK retirement benefit Scheme is available to reduce the contribution payable in future years.

At 30 June 2021 and 2020, there were no significant forfeited contributions which arose upon employees leaving the schemes before they are fully vested in the contributions and which are available to reduce the contributions payable by the Group in the future.

26. DEFERRED TAXATION

At the end of the reporting period, the Group had unused tax losses of approximately HK\$56,023,000 (2020: HK\$59,017,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. These tax losses may be carried forward indefinitely.

25. 退休福利計劃(續)

(c) 沒收供款

自二零零零年十二月一日起，本集團亦已為其香港僱員參加強制性公積金計劃(「強積金計劃」)。強積金計劃已根據強制性公積金計劃條例向強制性公積金計劃管理局註冊。強積金計劃之資產由獨立受託人控制之基金持有，與本集團之資產分開處理。根據強積金計劃，僱主及其僱員各須按規則訂明之比率向強積金計劃作出供款。本集團有關強積金計劃之唯一責任為作出規定作出之供款。除自願供款外，概無任何強積金計劃之沒收供款可用以扣減未來年度應作出之供款。

至於本集團在英國之合資格僱員之退休福利方面，本集團已參加由英國金融行為監管局授權及監管之全球人力資源福利及人力資源諮詢公司營辦之退休福利計劃。僱員有權享有退休後現金減免。有關計劃的詳情載於綜合財務報表附註3及附註25(b)。概無任何英國之退休福利計劃之沒收供款可用以扣減未來年度作出之供款。

於二零二一年及二零二零年六月三十日，概無因僱員於供款全數歸屬前退出該等計劃而沒收，並可用以扣減本集團之未來應繳供款之重大沒收供款。

26. 遞延稅項

於報告期完結時，本集團有未動用之稅項虧損為約56,023,000港元(二零二零年：59,017,000港元)，可用作抵銷日後之溢利。由於未能預計日後之溢利來源，故並無確認遞延稅項資產。此等稅項虧損可無限期承前結轉。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

27. CAPITAL AND RESERVES

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out in note 32.

(b) Share capital

27. 股本及儲備

(a) 權益部分之變動

本集團綜合股本權益各部分之年初及年末結餘間之對賬載於綜合股本權益變動表內。本公司股本之個別部分於年初及年末間變動詳情載於附註32。

(b) 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised share capital with par value of HK\$0.1 (2020: HK\$0.1) each:	每股面值0.1港元 (二零二零年: 0.1港元) 之法定股本:		
Balance at 1 July 2019, 30 June 2020 and 30 June 2021	於二零一九年七月一日、 二零二零年六月三十日及 二零二一年六月三十日之 結餘	5,000,000	500,000

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

27. CAPITAL AND RESERVES (Continued)

(b) Share capital (Continued)

		Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元	Shares premium 股份溢價 HK\$'000 千港元	Capital reserve 股本儲備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Issued and fully paid share capital with par value of HK\$0.1 each:	每股面值0.1港元的已發行及繳足股本：					
Balance at 1 July 2019	於二零一九年七月一日	197,308	19,731	795,357	966,807	1,781,895
Issue of share through placing (note)	配售股份時發行的股份(附註)	19,731	1,973	4,341	—	6,314
Share issue expenses	發行股份費用	—	—	(381)	—	(381)
Balance at 30 June 2020, 1 July 2020 and 30 June 2021	於二零二零年六月三十日及二零二零年七月一日及二零二一年六月三十日之結餘	217,039	21,704	799,317	966,807	1,787,828

Note: On 18 May 2020, the Company issued and placed 19,731,000 ordinary shares of the Company at a placing price of HK\$0.32 per placing share to independent third parties, and raised gross proceeds of approximately HK\$6,314,000 to be used as general working capital of the Group.

附註：於二零二零年五月十八日，本公司以每股配售股份0.32港元的發行價向獨立第三方發行並配售了19,731,000股本公司的普通股，募集資金總額約6,314,000港元將用作本集團的一般營運資金。

27. 股本及儲備(續)

(b) 股本(續)

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

27. CAPITAL AND RESERVES (Continued)

(c) Reserves

(i) Share premium

The application of the share premium account is governed by the Companies Law of the Cayman Islands. Under the Companies Law of the Cayman Islands, the funds in share premium account are distributable to shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Capital reserve

The capital reserve represents the amount arising from the reduction of the nominal amount of the shares of the Company (after the consolidation of 5 Ordinary shares of HK\$1 each into 1 shares in 2018) of HK\$5 each by cancelling the paid up capital to the extent of HK\$4.9 each share of the Company in 2018. The capital reserve is available for distribution under the Companies Law of Cayman Islands.

(iii) Translation reserve

The exchange translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 3.

27. 股本及儲備(續)

(c) 儲備

(i) 股份溢價

股份溢價賬之應用受開曼群島公司法監管。根據開曼群島公司法，股份溢價賬之資金可分派予本公司股東，惟緊隨建議分派股息之日後，本公司須有能力償還於日常業務過程中到期之債務。

(ii) 資本儲備

資本儲備指本公司於二零一八年以每股面值1港元之5股普通股合併為1股之股份合併後，以註銷實繳股本方式，按每股4.9港元為限削減本公司每股5港元之股份面值而產生之金額。資本儲備可根據開曼群島公司法分派。

(iii) 匯兌儲備

匯兌儲備包括所有因國外業務財務報表換算所產生之外匯差額。該儲備乃根據附註3所載會計政策處理。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

28. SHARE OPTION SCHEME

Each of the Company and Champion has a share option scheme under which eligible persons, including directors of the Company, Champion or any of their respective subsidiaries, may be granted options to subscribe for shares of the Company and Champion respectively.

(a) The Company

On 30 November 2012, the Company adopted a share option scheme (the “Scheme”). The purpose of the Scheme was to attract and to retain quality personnel and to provide them with incentive to contribute to the business and operation of the Group. Under the Scheme, the directors of the Company may grant options to any eligible persons of the Group, including directors, employees or consultants of the Company, its subsidiaries or affiliates or any discretionary trust whose discretionary objects include the aforesaid persons or a company beneficially owned by the aforesaid persons as well as customers, suppliers or advisers of the Group, to subscribe for shares of the Company. An option granted is exercisable at any time for a period determined by the directors of the Company which should not be more than ten years from the date of grant, where the acceptance date should not be later than 21 days after the date of offer.

The exercise price per share (subject to adjustment as provided therein) of the option granted under the Scheme is equal to the highest of (i) the nominal value of the shares; (ii) the closing price per share as stated in the daily quotation sheet of the Exchange on the date of grant, which must be a business day; and (iii) the average closing price per share as stated in the daily quotation sheet of the Exchange for the five business days immediately preceding the date of grant. The maximum number of shares in respect of which the options may be granted under the Scheme shall not exceed 10% of the issued share capital of the Company at the date of approval of the Scheme. The total maximum number of shares which may be issued upon exercise of all outstanding options must not exceed 30% of the issued share capital of the Company from time to time. The number of shares in respect of which options may be granted to any one grantee in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue on the last date of such 12-month period, without prior approval from the Company's shareholders. The Scheme will remain in force for a period of 10 years commencing from 30 November 2012. No option under the Scheme has been granted since the adoption of such scheme.

28. 購股權計劃

本公司及冠軍各設有購股權計劃，據此，合資格人士(包括本公司、冠軍或各自之任何附屬公司之董事)可獲授購股權以分別認購本公司及冠軍之股份。

(a) 本公司

於二零一二年十一月三十日，本公司採納一項購股權計劃(「計劃」)。計劃之目的在於吸納及留聘優秀人員，並獎勵彼等對本集團業務及營運作出之貢獻。根據計劃，本公司董事可向本集團任何合資格人士授出購股權，包括向涉及本公司、其附屬公司或聯屬公司之董事、僱員或顧問，或任何全權信託而其受益人包括任何上述人士，或由上述人士實益擁有之公司，以及本集團之客戶、供應商或諮詢人授出購股權，以認購本公司股份。已授出之購股權可於本公司董事所釐定期間之任何時間行使，惟所釐定之期間將自有關購股權授出日期起計不多於十年，而接納日期須不遲於要約日期後21日。

根據計劃授出之購股權之每股行使價(可按當中規定作出調整)相等於(i)股份面值；(ii)於授出日期(須為營業日)在交易所每日報價表所報之每股股份收市價；及(iii)緊接授出日期前五個營業日在交易所每日報價表所報之每股股份平均收市價，三者以最高者為準。根據計劃可授出之購股權所涉及股份數目上限不得超過本公司於計劃批准當日已發行股本之10%。因行使全部未行使購股權而可予發行之股份總數上限不得超出本公司不時已發行股本之30%。在未經本公司股東事先批准之情況下，於任何十二個月期間內，向任何單一承授人授出購股權所涉及之股份數目，不得超過在該十二個月期間內最後一日本公司已發行股份之1%。計劃將由二零一二年十一月三十日起十年期間一直有效。自採納該計劃以來，本公司概無根據該計劃授出任何購股權。

28. SHARE OPTION SCHEME (Continued)**(b) Champion**

On 30 November 2012, Champion adopted a share option scheme (the “**Champion option scheme**”). The purpose of the Champion Option Scheme was to attract and to retain quality personnel and other persons and to provide them with incentive to contribute to the business and operation of Champion and its subsidiaries (the “**Champion Group**”). Under the Champion Option Scheme, the directors of Champion might grant options to any directors, employees or consultants of Champion, its subsidiaries or affiliates or any discretionary trust whose discretionary objects included the aforesaid persons or a company beneficially owned by the aforesaid persons as well as customers, suppliers or advisors of the Champion Group, to subscribe for shares of Champion. An option granted by Champion was exercisable at any time for a period determined by the directors of Champion which should not be more than ten years from the date of grant, where the acceptance date should not be later than 21 days after the date of offer.

The exercise price per share (subject to adjustment as provided therein) of the option granted under the Champion Option Scheme is equal to the highest of (i) the nominal value of the shares; (ii) the closing price per share as stated in the daily quotation sheet of the Exchange on the date of grant, which must be a business day; and (iii) the average closing price per share as stated in the daily quotation sheet of the Exchange for the five business days immediately preceding the date of grant. The maximum number of shares in respect of which the options may be granted under the Champion Option Scheme shall not exceed 10% of the issued share capital of Champion at the date of approval of the Champion Option Scheme. The total maximum number of shares which may be issued upon exercise of all outstanding share options must not exceed 30% of the issued share capital of Champion from time to time. The number of shares in respect of which options may be granted to any one grantee in any 12-month period is not permitted to exceed 1% of the shares of Champion in issue on the last date of such 12-month period, without prior approval from Champion's shareholders. The Champion Option Scheme will remain in force for a period of 10 years commencing from 30 November 2012. No option has been granted since the adoption of such scheme.

29. 購股權計劃(續)**(b) 冠軍**

於二零一二年十一月三十日，冠軍採納一項購股權計劃(「**冠軍購股權計劃**」)。該冠軍購股權計劃之目的在於吸引及留聘優秀人員及其他人士，並獎勵彼等對冠軍及其附屬公司(「**冠軍集團**」)業務及營運作出之貢獻。根據冠軍購股權計劃，冠軍董事可向任何涉及冠軍、其附屬公司或聯屬公司之董事、僱員或顧問，或任何全權信託而其受益人包括任何上述人士，或由上述人士實益擁有之公司，以及冠軍集團之客戶、供應商或諮詢人授出購股權，以認購冠軍之股份。冠軍已授出之購股權可於其董事所釐定期間之任何時間行使，惟所釐定之期間將自有關購股權授出日期起計不多於十年，而接納日期須不遲於要約日期後21日。

根據冠軍購股權計劃授出之購股權之每股行使價(可按當中規定作出調整)相等於(i)股份面值；(ii)於授出日期(須為營業日)之交易所每日報價表所報之每股股份收市價；及(iii)緊接授出日期前五個營業日交易所每日報價表所報之每股股份平均收市價，三者以最高者為準。根據冠軍購股權計劃可授出之購股權所涉及之股份數目上限不得超過於冠軍購股權計劃批准當日之冠軍已發行股本10%。因行使全部未行使購股權而可予發行之股份總數上限不得超出冠軍不時已發行股本之30%。在未經冠軍股東事先批准之情況下，於任何十二個月期間內，向任何單一承授人授出購股權所涉及之股份數目，不得超過在該十二個月期間內最後一日冠軍已發行股份之1%。冠軍購股權計劃將由二零一二年十一月三十日起十年期間一直有效。自採納該計劃以來，冠軍概無授出任何購股權。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

29. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses.

The directors of the Company review the capital structure on a bi-annual basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

30. OPERATING LEASE ARRANGEMENTS

The Group as lessor

At the end of the reporting period, the Group contracted with lessees in respect of leasing of premises and certain equipment which is included in plant and machinery and communications networks, which fall due as follows:

		2021 二零二一年		2020 二零二零年	
		Land and buildings	Plant and machinery and communications networks	Land and buildings	Plant and machinery and communications networks
		土地及樓宇	廠房、機器 及通信網絡	土地及樓宇	廠房、機器 及通信網絡
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	—	4,229	112	5,001
In the second to fifth year inclusive	第二年至第五年內 (包括首尾兩年)	—	4,214	—	4,179
Over five years	五年以上	—	—	—	—
		—	8,443	112	9,180

29. 資本風險管理

本集團管理其資本，以確保本集團內各實體將能夠以持續經營方式營運，同時亦透過債務與股本之最佳平衡為持份者爭取最高回報。本集團之整體策略與上年度一致。

本集團之資本結構由銀行借貸及本公司擁有人應佔權益組成，當中包括已發行股本、儲備及累計虧損。

董事每半年審閱資本結構。作為審閱之一部分，董事考慮資本成本及各股本類別之相關風險。根據董事建議，本集團將透過發行新股份及回購股份以及發行新債或贖回現有債項，以平衡其整體資本結構。

30. 經營租賃安排

本集團作為承租人

於報告期完結時，本集團與承租人就廠房、機器及通信網絡中包括的物業和若干設備的租賃訂立合同，到期日如下：

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

30. OPERATING LEASE ARRANGEMENTS

(Continued)

The Group as lessor (Continued)

As at 30 June 2021, the Group has service and equipment rental contract with customers amounting to HK\$36,187,000 (30 June 2020: HK\$37,010,000). As at 30 June 2021, the future income to be generated from these contracts with an aggregate amount of HK\$43,379,000 (30 June 2020: HK\$32,353,000) have been pledged as securities for the defined benefit retirement scheme of certain subsidiaries operated in UK.

30. 經營租賃安排(續)

本集團作為承租人(續)

於二零二一年六月三十日，本集團與客戶訂立的服務及設備租賃合約達36,187,000港元(二零二零年六月三十日：37,010,000港元)。於二零二一年六月三十日，該等合約將產生的未來收入總額43,379,000港元(二零二零年六月三十日：32,353,000港元)質押作為於英國營運的若干附屬公司的定額福利退休計劃的抵押品。

31. RELATED PARTY TRANSACTIONS

- (i) During the year, the Group had the following transactions with Champion:

31. 關連人士交易

- (i) 年內，本集團與冠軍曾進行下列交易：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Nature of transactions	交易性質		
Fees paid by the Group to Champion for treasury services	本集團向冠軍支付財政服務之費用	857	652
Fees paid by the Group to Champion for the provision of office premises and facilities, and management services, on cost basis (note)	本集團按成本向冠軍支付提供辦公室物業及設備以及管理服務之費用(附註)	2,540	2,627
Fees paid by the Group to Champion for wages and salaries	本集團向冠軍支付工資和薪金之費用	1,694	1,899
Fees paid by the Group to Champion for the consultancy services	本集團向冠軍支付的諮詢服務費用	250	429

Note: These transactions were carried out after negotiation between the Group and Champion. The fees paid for the provision of office premises and facilities, and management services. These transactions constituted continuing connected transaction as defined in Chapter 14A of the Main Board Listing Rules. However, these transactions are exempt from the disclosure requirements in Chapter 14A of the Main Board Listing Rules as these transactions are sharing of administrative services between the Group and Champion group on a cost basis and the cost are identifiable and are allocated to the group entities involved on a fair and equitable basis.

附註：該等交易經本集團與冠軍磋商後進行。就提供辦公室物業及設備以及管理服務所支付之費用。根據《主板上市規則》第14A章的定義，該等交易構成持續關連交易。由於該等交易是指本集團與冠軍集團之間按成本基準共用行政管理服務，且該成本是可予識別的，並按公平合理的基準分攤給本集團內的公司，因此該等交易豁免於《主板上市規則》第14A章所要求之披露。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

31. RELATED PARTY TRANSACTIONS

(Continued)

- (ii) The key management personnel are those persons holding positions with authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the directors of the Company and the five highest paid individuals. Key management personnel remuneration are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	5,550	5,650
Performance related incentive payments	按工作表現發放之獎金	2,039	2,412
Retirement benefit scheme contributions	退休福利計劃供款	319	430
		7,908	8,492

- (iii) On 7 December 2017, the Company (as the borrower) and Ms. Wong Man Winny (“**Ms. Wong**”) (as the lender), a substantial shareholder of Champion and a director of the Company, had entered into a facility agreement pursuant to which Ms. Wong agreed to lend the Company up to HK\$4,180,000 in aggregate principle amount which was unsecured, non-interest bearing and had no fixed term of repayment and was repayable on demand (note 24). During the year ended 30 June 2020, the Group had settled HK\$2,000,000 to Ms. Wong. The transaction contemplated under the facility agreement constituted continuing connected transaction is as defined in Chapter 14A of the Main Board Listing Rules. However, this transaction is fully exempt from the disclosure requirements in Chapter 14A of the Main Board Listings Rules as the transaction was on normal commercial terms or better and no security over the assets of the Company is granted in respect of such financial assistance.

31. 關連人士交易(續)

- (ii) 關鍵管理人員是指有權或直接或間接地計劃、指導和控制本集團活動的職位的人員，包括公司董事和五名最高薪人員。主要管理人員薪酬如下：

- (iii) 於二零一七年十二月七日，本公司（作為借款人）與冠軍主要股東及本公司董事黃敏女士（「黃女士」）（作為貸款人）訂立融資協議，據此，黃女士同意向本公司借出本金總額最多4,180,000港元，為無抵押、不計息、無固定還款期及須按要求償還（附註26）。截至二零二零年六月三十日止年度，本集團已償還2,000,000港元予黃女士。該融資協議項下擬進行之交易構成持續關連交易（定義見主板上市規則第14A章）。然而，由於該交易乃按一般商業條款或更佳條款訂立，並且該財務援助中並無以本公司的資產作抵押，該交易獲全面豁免遵守主板上市規則第14A章之披露規定。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

31. RELATED PARTY TRANSACTIONS

(Continued)

- (iv) On 17 September 2018, the Company (as the borrower) and Champion (as the lender), the ultimate holding company of the Company, had entered into a loan agreement, pursuant to which Champion agreed to lend the Company up to HK\$10,000,000 in aggregate principal amount which was unsecured, interest bearing at 13% per annum and had no fixed term of repayment and was repayable on demand. As at 30 June 2021, included in amount due to ultimate holding company was a loan of HK\$5,690,000 (2020: HK\$6,438,000) due to Champion was unsecured, interest bearing at 13% per annum and had no fixed term of repayment and was repayable on demand. The financial assistance received constituted continuing connected transaction as defined in Chapter 14A of the Main Board Listing Rules. However, this transaction is fully exempt from the disclosure requirements in Chapter 14A of the Main Board Listing Rules as the transaction was on normal commercial terms or better and no security over the assets of the Company was granted in respect of such financial assistance.
- (v) As at 30 June 2021, included in amount due to ultimate holding company was an amount of HK\$6,043,000 (2020: HK\$2,123,000) due to Champion was unsecured, interest-free and had no fixed term of repayment and was repayable on demand. The financial assistance received constituted continuing connected transaction as defined in Chapter 14A of the Main Board Listing Rules. However, this transaction is fully exempt from the disclosure requirements in Chapter 14A of the Main Board Listing Rules as the transaction was on normal commercial terms or better and no security over the assets of the Company was granted in respect of such financial assistance.

31. 關連人士交易(續)

- (iv) 於二零一八年九月十七日，本公司(作為借方)與冠軍(作為貸方)(作為本公司的最終控股公司)簽訂了一份貸款協議。據此冠軍同意向本公司借出本金總額最多為10,000,000港元的貸款，該貸款為無抵押，按年利率13%計息，無固定還款期且按要求償還。於二零二一年六月三十日，應付最終控股公司的款項中包括了冠軍借給本公司總值5,690,000港元(二零二零年：6,438,000港元)的貸款，此貸款為無抵押，按年利率13%計息，無固定還款期且按要求償還。根據《主板上市規則》第14A章的定義，該財務資助構成持續關連交易。由於該等交易是按一般商務條款或更佳條款進行，並且該財務援助並無以本公司的資產作抵押，因此該等交易獲全面豁免。
- (v) 於二零二一年六月三十日，歸納在應付最終控股公司款是指應付予冠軍6,043,000港元(二零二零年：2,123,000港元)，此款為無抵押、不計息、無固定還款期及須按要求償還。該財務援助構成持續關連交易(定義見主板上市規則第14A章)。然而，由於該交易乃按一般商業條款或更佳條款訂立，並且該財務援助並無以本公司的資產作抵押，該等交易獲全面豁免遵守主板上市規則第14A章之披露規定。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

31. RELATED PARTY TRANSACTIONS

(Continued)

- (vi) As at 30 June 2021, included in other receivables and other payables were an amount of HK\$1,160,000 and HK\$13,041,000 due from/to fellow subsidiaries respectively, were unsecured, interest-free and had no fixed term of repayment and were repayable on demand. The financial assistance received constituted continuing connected transaction as defined in Chapter 14A of the Main Board Listing Rules. However, this transaction is fully exempt from the disclosure requirements in Chapter 14A of the Main Board Listing Rules as the transaction was on normal commercial terms or better and no security over the assets of the Company was granted in respect of such financial assistance.

31. 關連人士交易(續)

- (vi) 於二零二一年六月三十日，其他應收款項及其他應付款項分別包括應付／應付同系附屬公司的1,160,000港元及13,041,000港元，為無抵押、免息及無固定還款期，須按要求償還。所獲財務資助構成主板上市規則第14A章所界定的持續關連交易。然而，該交易完全豁免於《主板上市規則》第14A章的披露規定，因為該交易是按照正常商業條款或更好的條款進行的，且並無就該財務資助授予本公司資產擔保。

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY **32. 本公司財務狀況表**

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current assets	非流動資產		
Amounts due from subsidiaries	應收附屬公司款項	57,646	57,429
Interests in subsidiaries	於附屬公司之權益	502	5,166
		58,148	62,595
Current assets	流動資產		
Other receivables	應收其他賬款	143	158
Amounts due from fellow subsidiaries	應收同系附屬公司款項	80	80
Cash and cash equivalents	現金及現金等額	4,742	3,884
		4,965	4,122
Current liabilities	流動負債		
Other payables	應付其他賬款	15,180	12,632
Amounts due to subsidiaries	應付附屬公司款項	3,578	3,992
Amount due to a director	應付一名董事款項	2,180	2,180
Amount due to ultimate holding company	應付最終控股公司的款項	9,656	8,340
		30,594	27,144
Net current liabilities	流動負債	(25,629)	(23,022)
Net assets	資產淨值	32,519	39,573
Capital and reserves	股本及儲備		
Share capital	股本	21,704	21,704
Reserves (note)	儲備(附註)	10,815	17,869
Total equity	權益總額	32,519	39,573

The Company's statement of financial position was approved and authorised for issue by the board of directors on 28 September 2021 and are signed on its behalf by:

本公司之財務狀況表已於二零二一年九月二十八日由董事會批准及授權刊發，並由下列董事代表簽署：

WONG MAN WINNY

黃敏

Chairperson

主席

LIU KA LIM

廖嘉濂

Director

董事

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 32. 本公司財務狀況表(續)

Note: Movements of the Company's reserves during the current and prior years are as follows:

附註：本公司於本年度及過往年度之儲備變動如下：

		Share premium	Capital reserve	Special reserve	Accumulated losses	Total
		股份溢價	資本儲備	特別儲備	累計虧損	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 July 2019	於二零一九年七月一日	795,357	966,807	195,874	(1,935,499)	22,539
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	—	—	—	(8,630)	(8,630)
Issuance of new shares upon placing of shares less transaction costs	配售股份時發行新股減交易成本	3,960	—	—	—	3,960
At 30 June 2020 and 1 July 2020	於二零二零年六月三十日及二零二零年七月一日	799,317	966,807	195,874	(1,944,129)	17,869
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	—	—	—	(7,054)	(7,054)
At 30 June 2021	於二零二一年六月三十日	799,317	966,807	195,874	(1,951,183)	10,815

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

33. LIST OF SUBSIDIARIES

Details of the Company's subsidiaries at 30 June 2021 and 30 June 2020 are as follows:

33. 附屬公司名單

於二零二一年六月三十日及二零二零年六月三十日，本公司各附屬公司之詳情如下：

Name of subsidiaries 附屬公司名稱	Place of incorporation/ operations 註冊成立/經營地點	Nominal value of issued share capital/registered capital/ Capital Contribution 已發行股本面值/註冊資本 /資本投資		Proportion of nominal value of issued share capital held by the Company 本公司應佔已發行股本面值比例		Principal activities 主要業務
		2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	
Aspire Management Limited 英屬維爾京群島	British Virgin Islands 英屬維爾京群島	Ordinary US\$2,636,320 普通股 2,636,320美元	Ordinary US\$2,636,320 普通股 2,636,320美元	100%	100%	Investment holding 投資控股
Bingo Profits Limited*	British Virgin Islands 英屬維爾京群島	Ordinary US\$1 普通股1美元	Ordinary US\$1 普通股1美元	100%	100%	Investment holding 投資控股
Culture Landmark Investment Limited (note (ii))* 文化地標投資有限公司*(附註(ii))	British Virgin Islands 英屬維爾京群島	—	Ordinary US\$1,000 普通股 1,000美元	—	100%	Inactive 暫無業務
Eight Converge Limited* 八匯有限公司*	Samoa 薩摩亞群島	Ordinary US\$1 普通股1美元	Ordinary US\$1 普通股1美元	100%	100%	Inactive 暫無業務
Financial Vantage Limited*	Samoa 薩摩亞群島	Ordinary US\$1 普通股1美元	Ordinary US\$1 普通股1美元	100%	100%	Inactive 暫無業務
Golden Opportunity Limited* 金機有限公司*	Samoa 薩摩亞群島	Ordinary US\$1 普通股1美元	Ordinary US\$1 普通股1美元	100%	100%	Inactive 暫無業務
Infopage Limited	UK 英國	Ordinary £1,000 普通股 1,000英鎊	Ordinary £1,000 普通股 1,000英鎊	100%	100%	Dormant 已停止業務
Multitone (UK) Limited	UK 英國	Ordinary £5,500,000 普通股 5,500,000英鎊	Ordinary £5,500,000 普通股 5,500,000英鎊	100%	100%	Investment holding 投資控股
Kantone Energy Trading Company Limited 看通能源貿易有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股 10,000港元	Ordinary HK\$10,000 普通股 10,000港元	100%	100%	Investment holding 投資控股
Kantone Logistics Management Limited 看通物流管理有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	Ordinary HK\$1 普通股1港元	100%	100%	Investment holding 投資控股
Keen Pacific Limited*	Samoa 薩摩亞群島	Ordinary US\$1 普通股1美元	Ordinary US\$1 普通股1美元	100%	100%	Inactive 暫無業務
Kortone Development Limited* 港通發展有限公司*	Hong Kong 香港	Ordinary HK\$2 普通股2港元	Ordinary HK\$2 普通股2港元	100%	100%	Inactive 暫無業務
M.C. Holdings Limited*	Cayman Islands 開曼群島	Ordinary £5,500,002 普通股 5,500,002英鎊	Ordinary £5,500,002 普通股 5,500,002英鎊	100%	100%	Investment holding 投資控股

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

33. LIST OF SUBSIDIARIES (Continued)

33. 附屬公司名單(續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ operations 註冊成立/經營地點	Nominal value of issued share capital/registered capital/ Capital Contribution 已發行股本面值/註冊資本 /資本投資		Proportion of nominal value of issued share capital held by the Company 本公司應佔已發行股本面值比例		Principal activities 主要業務
		2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	
Multitone Communications Limited	UK 英國	Ordinary £100 普通股100英鎊	Ordinary £100 普通股100英鎊	100%	100%	Dormant 已停止業務
Multitone Scottish Limited Partnership	UK 英國	Capital Contribution £300 資本投資 300英鎊	Capital Contribution £300 資本投資 300英鎊	21.64%	21.64%	Investment holding 投資控股
Multitone Communication Systems Limited	UK 英國	Ordinary £25,000 普通股 25,000英鎊	Ordinary £25,000 普通股 25,000英鎊	100%	100%	Dormant 已停止業務
Multitone Rentals Limited	UK 英國	Ordinary £100 普通股100英鎊	Ordinary £100 普通股100英鎊	100%	100%	Dormant 已停止業務
Multitone Electronics PLC	UK 英國	Ordinary £3,830,107 普通股 3,830,107英鎊	Ordinary £3,830,107 普通股 3,830,107英鎊	100%	100%	Investment holding, design and manufacture of communication systems and equipment 投資控股、設計及生產 通信系統及設備
Multitone General Partner Limited	UK 英國	Ordinary £100 普通股100英鎊	Ordinary £100 普通股100英鎊	100%	100%	Investment holding 投資控股
Multitone Electronics Sdn. Bhd.	Malaysia 馬來西亞	Ordinary MR285,000 普通股285,000 馬來西亞令吉	Ordinary MR285,000 普通股285,000 馬來西亞令吉	100%	100%	Manufacture of communication systems and equipment 生產通信系統及設備
Multitone Retirement Benefits Plan Trustee Limited	UK 英國	Ordinary £1 普通股1英鎊	Ordinary £1 普通股1英鎊	100%	100%	Investment holding 投資控股
Multiton Elektronik GmbH	Germany 德國	Ordinary €1,022,584 普通股 1,022,584歐元	Ordinary €1,022,584 普通股 1,022,584歐元	100%	100%	Distribution of communication systems and equipment 分銷通信系統及設備
Paging Systems Limited	UK 英國	Ordinary £1,100,100 普通股 1,100,100英鎊	Ordinary £1,100,100 普通股 1,100,100英鎊	100%	100%	Inactive 暫無業務

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

33. LIST OF SUBSIDIARIES (Continued)

33. 附屬公司名單(續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ operations 註冊成立/經營地點	Nominal value of issued share capital/registered capital/ Capital Contribution 已發行股本面值/註冊資本 /資本投資		Proportion of nominal value of issued share capital held by the Company 本公司應佔已發行股本面值比例		Principal activities 主要業務
		2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	
Pearl Delta Inc.*	Samoa/Macau 薩摩亞群島/澳門	Ordinary US\$1 普通股1美元	Ordinary US\$1 普通股1美元	100%	100%	Inactive 暫無業務
Shenzhen Hengyu Science and Technology Company Limited (note (i))* 恒譽科技(深圳)有限公司(附註(i))*	PRC 中國	Registered capital RMB24,000,000 註冊資本人民幣 24,000,000元	Registered capital RMB24,000,000 註冊資本人民幣 24,000,000元	100%	100%	Investment holding 投資控股
Silverstrand Investments Limited*	Samoa 薩摩亞群島	Ordinary US\$1 普通股1美元	Ordinary US\$1 普通股1美元	100%	100%	Investment holding 投資控股
Abundant Success Trading (Macao Commercial) Limited 成就貿易(澳門商業)一人有限公司	Macau 澳門	Ordinary MOP100,000 普通股澳門幣 100,000元	Ordinary MOP100,000 普通股澳門幣 100,000元	100%	100%	Provision of consulting services, research and development, and trading of cultural products 提供顧問服務、研究及 開發以及買賣文化 產品
Wollaston Limited*	Samoa/Macau 薩摩亞群島/澳門	Ordinary US\$1 普通股1美元	Ordinary US\$1 普通股1美元	100%	100%	Investment holding 投資控股
Zonal Care Incorporated*	British Virgin Islands/ Macau 英屬維爾京群島/ 澳門	Ordinary US\$2 普通股2美元	Ordinary US\$2 普通股2美元	100%	100%	Inactive 暫無業務
Sky Sign Holdings Limited* 天信控股有限公司*	British Virgin Islands 英屬維爾京群島	Ordinary US\$50,000 普通股 50,000美元	Ordinary US\$50,000 普通股 50,000美元	100%	100%	Investment holding 投資控股
Sure Beauty Investments Limited* 定美投資有限公司*	British Virgin Islands 英屬維爾京群島	Ordinary US\$50,000 普通股 50,000美元	Ordinary US\$50,000 普通股 50,000美元	100%	100%	Investment holding 投資控股

綜合財務報表附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

二零二一年六月三十日 30 JUNE 2021

33. LIST OF SUBSIDIARIES (Continued)

Notes:

- (i) Wholly foreign owned enterprise for a term of 20 years commencing from 17 October 2003.
- (ii) The company had been struck off on 1 May 2021.
- * Directly held by the Company.
- # For identification purpose only.

The above table lists the subsidiaries of the Company which affected the results of the year or constituted a substantial portion of the net assets of the Group.

None of the subsidiaries had any debt securities subsisting at 30 June 2021 and 30 June 2020 or at any time during the year.

33. 附屬公司名單(續)

附註：

- (i) 外商獨資企業，年期由二零零三年十月十七日起計二十年。
- (ii) 該公司已於二零二一年五月一日被註銷。
- * 由本公司直接持有。
- # 僅供識別。

上表所列本公司附屬公司對本年度業績有重大影響或構成本集團資產淨值重大比重之附屬公司。

各附屬公司於二零二一年六月三十日及二零二零年六月三十日或年內任何時間均無任何債務證券。

財務摘要

FINANCIAL SUMMARY

RESULTS

業績

		Year ended 30 June 截至六月三十日止年度				
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收益	139,069	146,944	143,966	136,743	140,854
Profit/(loss) from ordinary activities before taxation	除稅前日常業務溢利/(虧損)					
Profit/(loss) from operating activities excluding other operating items	未計其他經營項目之經營業務溢利/(虧損)	7,354	1,110	1,793	(1,644,601)	(1,741,525)
Other operating items	其他經營項目	—	—	—	—	(14,650)
Profit/(loss) before taxation	除稅前溢利/(虧損)	7,354	1,110	1,793	(1,644,601)	(1,756,175)
Income tax (expense)/credit	所得稅(支出)/抵免	(1,665)	2,765	644	713	(405)
Profit/(loss) for the year	本年度溢利/(虧損)	5,689	3,875	2,437	(1,643,888)	(1,756,580)
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	5,689	3,875	2,437	(1,643,888)	(1,756,580)
Non-controlling interests	非控股股東權益	—	—	—	—	—
		5,689	3,875	2,437	(1,643,888)	(1,756,580)
Dividends	股息	—	—	—	—	—

ASSETS AND LIABILITIES

資產及負債

		At 30 June 於六月三十日				
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total assets	資產總值	216,680	186,243	162,438	158,529	1,801,716
Total liabilities	負債總額	109,017	133,422	94,980	87,615	124,519
Shareholders' funds	股東資金	107,663	52,821	67,458	70,914	1,677,197
Equity attributable to owners of the Company	本公司擁有人應佔權益	107,663	52,821	67,458	70,914	1,677,197
Non-controlling interests	非控股股東權益	—	—	—	—	—
		107,663	52,821	67,458	70,914	1,677,197

