



APAC RESOURCES

# APAC Resources Limited 亞太資源有限公司\*

(Incorporated in Bermuda with limited liability)

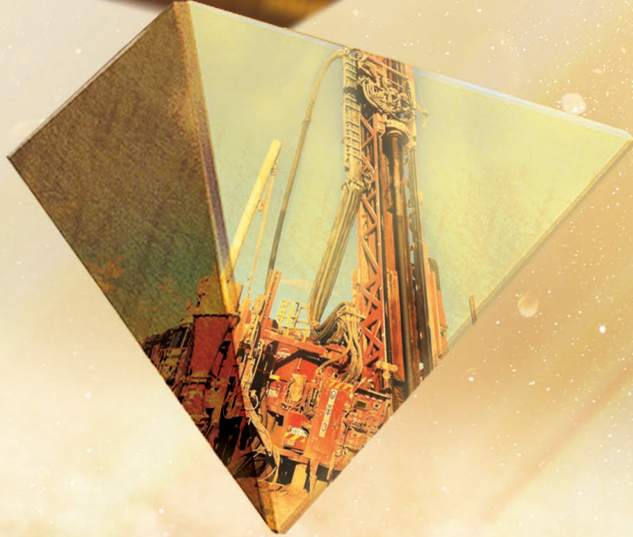
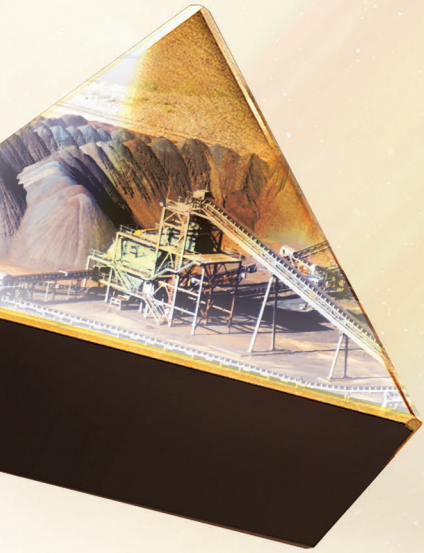
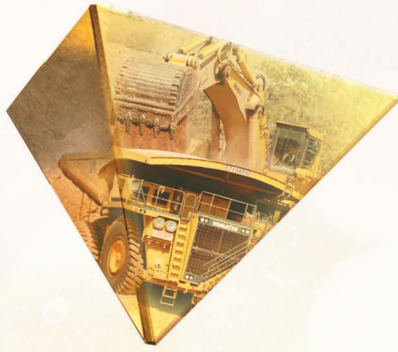
(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 1104

## 2023 年報 ANNUAL REPORT



\* For identification purpose only 僅供識別



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**董事會  
執行董事**

Brett Robert Smith先生(副主席)  
Andrew Charles Ferguson先生(行政總裁)

**非執行董事**

Arthur George Dew先生(主席)  
(王大鈞先生為其替任董事)  
李成輝先生  
林蓮珠女士

**獨立非執行董事**

王永權博士  
鄭鑄輝先生  
王宏前先生

**審核委員會**

王永權博士(主席)  
Arthur George Dew先生  
(王大鈞先生為其替任董事)  
鄭鑄輝先生  
王宏前先生

**薪酬委員會**

王永權博士(主席)  
Arthur George Dew先生  
(王大鈞先生為其替任董事)  
鄭鑄輝先生  
王宏前先生

**提名委員會**

Arthur George Dew先生(主席)  
(王大鈞先生為其替任董事)  
王永權博士  
鄭鑄輝先生  
王宏前先生

**公司秘書**

劉冬妮女士

**核數師**

香港立信德豪會計師事務所有限公司

**股份代號**

1104

**法律顧問**

Addisons  
Conyers Dill & Pearman  
胡百全律師事務所

**主要往來銀行**

中國銀行(香港)有限公司  
東亞銀行有限公司  
創興銀行有限公司  
中國工商銀行(亞洲)有限公司  
華僑銀行(香港)有限公司

**總辦事處及主要營業地點**

香港  
灣仔  
告士打道138號  
聯合鹿島大廈  
23樓2304室  
電話：+852 2541 0338  
傳真：+852 2541 9133

**註冊辦事處**

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

**主要股份登記及過戶處**

MUFG Fund Services (Bermuda) Limited  
4th floor, North Cedar House  
41 Cedar Avenue  
Hamilton HM 12  
Bermuda

**香港股份登記及過戶分處**

卓佳秘書商務有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

**網站**

[www.apacresources.com](http://www.apacresources.com)

## 50 行政總裁致辭

親愛的股東：

全球經濟總體依然疲弱，我們亦錄得本公司股東應佔虧損淨額318,547,000港元，主要由於非現金Mount Gibson的投資減值虧損以及Metals X的公平值調整所致。

鑒於美國國債收益率曲線倒掛以及西方發達國家市場和中國的採購經理人指數持續疲軟，全球市場預計於二零二三年將出現衰退。儘管經濟衰退的時間有所推遲且過去六個月美國經濟的表現優於預期，但我們對近期前景仍持謹慎態度。

於過去十二個月，美聯儲為抑制通脹加息約500個基點，大部分發達國家的央行也紛紛仿效。於二零二三年三月，快速加息的影響初步顯現，導致美國數家地方銀行陷入混亂，而商業房地產及整體消費能力的風險仍然高企。

儘管通脹已不在高位，但最新數據顯示通脹仍高於央行目標，因此我們預計中期內利率將保持在高位。由於勞動力和就業水平仍然強於預期，市場正在準備應對二零二三年下半年的再次加息。

另外，歐盟已進入經濟衰退，其製造業仍深陷困境，特別是於商品需求疲軟的背景下，儘管被強勁的服務需求(尤其是旅遊業)部分抵銷。粘性工資意味著歐洲及英國央行短期內不太可能降息。

於二零二二年底，中國突然結束其新冠清零政策，令人驚訝。雖然中國重新開放後初期經濟有所反彈，但其表現卻低於市場預期，且自二零二三年初增長放緩。影響中國經濟的主要因素有中國疲軟的關鍵房地產行業，而全球商品需求疲弱亦影響中國的出口並可能隨著美國經濟進一步放緩而惡化，令中國經濟雪上加霜。我們可以看到中國青年失業人數、製造業採購經理人指數及住房需求持續疲弱。

截至目前，中國政府一直謹慎使用刺激措施，主要動作是降息，而非像過往一樣動用財政支出。中國消費低迷，撰寫本函之時，房地產開發商再融資及影子銀行(包括地方政府融資工具)問題懸而未決。我們不能排除政府會實施大規模經濟刺激方案的可能性，且我們已經開始看到支持房地產行業的措施，其將對大宗商品有利。

鑒於之前討論的問題，我們對大宗商品價格的前景持謹慎態度。儘管美國經濟大概會實現軟著陸，但全球經濟增長放緩，無法支撐大多數大宗商品的價格。由於市場預測央行可能降息，且部分選定商品仍有能源轉型趨勢相關的強勁需求的支持，我們預計短期內會出現投資機會。

儘管大宗商品板塊表現疲弱，但我們的資源投資分部於截至二零二三年六月三十日止年度產生分部溢利92,801,000港元，令人欣慰。我們對Mount Gibson及Metals X的策略性投資分別導致重大非現金減值267,769,000港元及非現金公平值虧損77,575,000港元，抵銷上述分部溢利，導致本公司股東應佔整體虧損淨額318,547,000港元。

讓股東得到回報是我們一直秉持的信念，因此我們欣然宣派本年度中期股息每股10港仙，並可選擇全部或部分以繳足股款的新股代替現金領取中期股息。我們將繼續根據我們對經濟前景的預測重新評估股息政策。一如既往，本人謹此感謝閣下對亞太資源一直以來的支持及信任。

行政總裁

**Andrew Ferguson**

二零二三年九月二十六日

## 52 管理層討論及分析

### 財務業績

亞太資源有限公司(「**亞太資源**」或「**本公司**」)及其附屬公司(統稱為「**本集團**」)於截至二零二三年六月三十日止年度(「**二零二三財政年度**」)錄得本公司股東應佔虧損淨額318,547,000港元，而截至二零二二年六月三十日止年度(「**二零二二財政年度**」)則錄得本公司股東應佔虧損淨額465,994,000港元。該虧損包括聯營公司Mount Gibson Iron Limited(「**Mount Gibson**」)的減值虧損267,769,000港元有關的重大非現金項目，並已抵銷資源投資分部的堅實表現，其產生分部溢利92,801,000港元。

### 主要策略性投資

我們的主要策略性投資為於澳洲上市及營運的Mount Gibson(澳交所股份代號：MGX)及Tanami Gold NL(「**Tanami Gold**」)(澳交所股份代號：TAM)。年內，亞太資源將其於澳洲證券交易所(「**澳交所**」)上市公司Metals X Limited(「**Metals X**」)(澳交所股份代號：MLX)的持股量增至二零二三年六月三十日的約21.2%，將其變為聯營公司。於二零二三財政年度來自我們的主要策略性投資的應佔虧損淨額為10,632,000港元(二零二二財政年度：虧損淨額340,418,000港元)。

於二零二二年十月，我們於Prodigy Gold NL(「**Prodigy Gold**」，於澳交所上市的黃金勘探公司)的持股量增至49.9%。根據香港財務報告準則，亞太資源被視為對其擁有控制權，並開始將其視作附屬公司入賬。於二零二三財政年度，應佔Prodigy Gold的收購後虧損為9,721,000港元。

### Mount Gibson

Mount Gibson為澳洲直運品位鐵礦石產品生產商。Mount Gibson擁有西澳洲西北角Kimberley海岸附近的Koolan Island礦場。Mount Gibson開發了位於Extension Hill北面85公里的Shine Iron Ore項目，但由於低品位鐵礦石折讓增加及較高的貨運成本而於二零二一年十一月暫停營運。

Koolan Island重啟項目已於二零一九年四月份開始銷售礦石，並於二零一九年六月季度實現商業投產。該重啟項目擁有2,100萬噸65.5%品位的鐵礦石儲量。Mount Gibson計劃提升廢棄採礦階段已結束，於截至二零二三年六月三十日止年度往後應能提高產量。

於二零二三財政年度，Mount Gibson銷售量為300萬噸鐵礦石，錄得除稅後純利5,000,000澳元。於二零二三財政年度，該公司於Koolan Island完成高架剝離工序並於破碎廠完成維修工作，導致經營成本改善。Mount Gibson財務業績受Koolan Island及其Mid West資產賬面值非現金減值合共75,000,000澳元所影響。

截至二零二四年六月三十日止年度(「**二零二四財政年度**」)的銷售目標為380萬噸至420萬噸。

Mount Gibson的現金儲備(包括定期存款及可買賣投資並扣除債務)於二零二三財政年度止為139,000,000澳元或相等於每股0.115澳元。

普氏指數(Platts IODEX 62% CFR China index)於二零二三財政年度發生波動，平均為每乾噸(「乾噸」)103美元，但於二零二二年十月底跌至谷底73美元，隨後於二零二三年二月交易升至每乾噸127美元，並於二零二三年八月底，交易回落至每乾噸115美元。鐵礦石價格通常隨中國經濟的氛圍波動。新冠清零政策結束後，鐵礦石價格大幅反彈，隨後因市場對房地產銷售及建築活動疲弱的憂慮而走弱。

### Tanami Gold

我們現時擁有Tanami Gold的46.3%權益。

Tanami Gold之主要業務活動為黃金勘探。其持有Central Tanami項目的50%權益及現金餘額31,000,000澳元。於二零二一年五月，Tanami Gold與Northern Star Resources Limited(「Northern Star」)(澳交所股份代號：NST)訂立具約束力協議，成立一間各佔50%權益的新合營公司以涵蓋Central Tanami項目。Northern Star同意支付15,000,000澳元現金，將其在該項目的權益從40%增加至50%，今後雙方將共同負責為勘探及開發活動提供資金。該協議已經完成，而Tanami Gold已支付5,000,000澳元現金為其所佔合營公司活動部份提供資金。

### Metals X

亞太資源於二零二三年六月三十日擁有Metals X的21.2%權益。

Metals X現時專注於實施其於Renison礦場的礦場壽命規劃，包括開發高品位的第五區域。於二零二三財政年度，Renison礦場產出4,023噸錫(按含量50%基準計算)，按年(「按年」)下跌15%，而平均變現錫價為每噸36,429澳元，按年下跌24%。

錫價在二零二二年初急劇攀升後，由於全球經濟疲軟，半導體訂單減少，電子消費產品需求下降，導致需求疲軟，錫價有所回落。於二零二三財政年度，錫均價為每噸24,420美元。近期對供應問題的擔憂，包括印尼產量下降及緬甸可能禁止採礦活動，一定程度上提振錫價，在撰寫本文之時的錫價約為每噸25,000美元。鑒於錫供應並無大幅增長，以及電動車及儲能行業發展對錫的新需求，我們依然看好錫的中期前景。

Metals X於截至二零二三年六月三十日止六個月錄得除稅後純利12,100,000澳元，而於二零二三年六月三十日的資產淨值約為331,700,000澳元。



## Prodigy Gold

亞太資源擁有Prodigy Gold的49.8%權益。

Prodigy Gold為於澳交所上市之黃金勘探公司。該公司在澳洲北領地的Tanami地區擁有大量勘探礦區。其部份礦區與紐蒙特黃金公司(Newmont Corporation)及IGO Limited等合作夥伴以合營公司形式持有。在2019冠狀病毒疫情的相關限制實施幾年後，Prodigy Gold於二零二二年重啟其勘探活動。Prodigy Gold於二零二三財政年度錄得除稅後虧損淨額5,200,000澳元。於二零二三年六月底，Prodigy Gold的現金結餘為6,100,000澳元。Prodigy Gold於二零二三年的重點工作為在Northern Tanami項目區域進行勘探，並繼續實行其出售非核心資產的策略。

## 按公平值於損益賬處理之金融資產

按公平值於損益賬處理之金融資產主要包括其資源投資。於二零二三年六月三十日，亞太資源對首鋼福山資源集團有限公司(「首鋼福山」)(港交所股份代號：639)持有重大投資，佔本集團總資產5%或以上。

## 重大投資

被投資公司名稱	於二零二三年		截至二零二三年六月三十日止年度					於二零二三年六月三十日	
	六月三十日	六月三十日	投資成本 千港元	股息收入 千港元	已變現虧損 千港元	未變現虧損 千港元	公平值虧損 千港元	賬面值 千港元	佔本集團 總資產之 賬面值 百分比
	持有股份 數目	持有股份 百分比							
首鋼福山	134,708,000	2.7%	232,695	91,143	-	156,316	156,316	265,375	6.8%

我們於首鋼福山之投資錄得公平值虧損156,316,000港元，而於二零二三年六月三十日的賬面值為265,375,000港元。

首鋼福山為於香港聯合交易所有限公司上市之焦煤生產商。其主要業務為在中國開採焦煤、生產及銷售焦煤產品。其於中國擁有三座礦場，於二零二二年十二月三十一日之原焦煤儲量為6,400萬噸，而於截至二零二三年六月三十日止六個月，首鋼福山生產270萬噸原焦煤，與二零二三年的目標525萬噸原焦煤相符。

首鋼福山於截至二零二三年六月三十日止六個月錄得息稅折舊及攤銷前利潤(EBITDA)為2,373,000,000港元及除稅後純利1,519,000,000港元。首鋼福山於二零二三年九月的市值約為11,400,000,000港元，而其於二零二三年六月三十日所報營運資金為7,400,000,000港元。鑒於首鋼福山的股份以折讓於其每股資產淨值的價格進行買賣，故該公司於二零二三年七月公佈計劃按每股股份2.40港元購回125,000,000股股份，以提供流動性。自作出該公告以來，首鋼福山的股份價格一直低於此次購回價格的水平。

於二零二三年上半年，首鋼福山精焦煤產品的平均標桿市場銷售價格按年下跌30%，且該公司的股份變現價格下降22%。鑒於房地產市場疲軟以及對鋼鐵減產的猜測，中國鋼鐵需求的前景仍不明朗。

## 資源投資

此分部的投資主要包括多家在主要證券交易所(包括澳洲、加拿大、香港、英國及美國)上市的自然資源公司的少量且易於變現股權。我們著重投資於能源、大宗商品、賤金屬及貴金屬等多個商品分部的選定商品。

於二零二三財政年度，資源投資錄得公平值收益16,813,000港元(二零二二財政年度：169,137,000港元)，經計及分部相關股息及其他投資收益及開支後，於二零二三財政年度錄得分部溢利92,801,000港元(二零二二財政年度：171,572,000港元)。

我們的資源投資分部包括(其中包括投資策略)於二零一六年八月公佈的兩大資源投資組合，以及隨後建立的專注於大盤股及專業機會的其他自然資源策略。投資組合旨在利用本公司資金產生正面回報，以及建立往績記錄以吸引日後潛在第三方投資。該等多樣投資組合由本公司的資源投資分部管理，其獨立於本公司的大型策略持股。我們的投資組合為純長倉的全球授權(不可賣空股票)，並對市值、流動資金、開發階段(從勘探到生產)及管轄範圍設有嚴格參數，以管理風險。

其中一個礦產投資組合專注於投資涉及電池金屬、賤金屬、貴金屬、鈾、大宗商品及其他硬岩商品領域的中小型公司。自二零一六年十月一日設立以來，礦產投資組合截至二零二三年六月三十日的投資回報率為461.2%，較其基準(經貨幣調整後的ASX 200小盤股資源股(ASX 200 Smallcap Resources)、富時AIM全股基本資源股(FTSE AIM All Share Basic Resources)及多倫多證券交易所創業板綜合指數(TSX Venture Composite)的相等權重)回報率2.0%高出459.2%。

下表呈列中小型礦產投資組合(P1)相對基準的年度表現完整明細。

起始	截止	起始 資產淨值 千港元	截止 資產淨值 千港元	損益 千港元	P1 %	基準%	阿爾法 (α)%	ASX小盤股 資源股	TSX 創業板	AIM 基礎金屬	累計 P1 %	累計 基準%	累計 阿爾法 (α)%
二零一六年十月一日	二零一七年九月三十日	100,000	108,661	8,661	8.7%	4.0%	4.7%	9.0%	2.8%	0.4%	8.7%	4.0%	4.7%
二零一七年十月一日	二零一八年九月三十日	108,661	119,053	10,392	9.6%	-4.3%	13.9%	11.5%	-12.3%	-12.2%	19.1%	-0.4%	19.5%
二零一八年十月一日	二零一九年九月三十日	119,053	141,406	22,353	18.8%	-15.4%	34.2%	-13.8%	-23.8%	-8.5%	41.4%	-15.7%	57.1%
二零一九年十月一日	二零二零年九月三十日	141,406	225,978	84,572	59.8%	29.4%	30.4%	7.7%	26.2%	54.2%	126.0%	9.0%	117.0%
二零二零年十月一日	二零二一年六月三十日	225,978	422,643	196,665	87.0%	33.5%	53.5%	35.8%	43.6%	21.2%	322.6%	45.5%	277.1%
二零二一年七月一日	二零二二年六月三十日	422,643	482,675	60,032	14.2%	-27.6%	41.8%	-11.9%	-38.3%	-32.5%	382.7%	5.4%	377.3%
二零二二年七月一日	二零二三年六月三十日	482,675	561,199	78,524	16.3%	-3.2%	19.5%	2.2%	-1.9%	-9.8%	461.2%	2.0%	459.2%

截至二零二三年六月三十日止年度，該策略產生16.3%的回報率，較-3.2%的基準回報率高19.5%。超額回報率乃由於a)本年度上半年增加鎳及熱能股的持倉，下半年則轉向增加黃金及鈾的投資，b)為產生現金流重新調整投資組合，削減較多早期及投機性持倉(總持股由46只減少至38只)，及c)早期投資於Meteoric Resources NL及Azure Minerals Limited。對業績影響最大的因素是全年平均30%的現金持有量。鑒於投資組合經理近期看跌的宏觀前景，此現金持有量目前較高。

能源投資組合主要專注於石油、天然氣及可再生能源領域。於二零一九年年底，該投資組合擴大投資範圍，開始投資可再生能源，隨着投資領域的擴大，由二零二零年二月(2019冠狀病毒疫情全面影響前)至二零二三年八月的過去三年半，能源投資組合產生103%的投資回報率。

能源投資組合結合基本的自下而上估值及不同領域的前景分析甄選投資方案。例如，於2019冠狀病毒疫情早期，低利率利好增長潛力巨大的股票，故主要投資綠色能源領域的公司。鑒於高利率對綠色能源行業的影響，加上歐佩克+減產支撐油價走強，近期主要投資能源公司。

### 貴價商品

貴金屬(主要為黃金持倉)於二零二三財政年度錄得公平值收益淨額98,194,000港元。於二零二三年六月三十日，貴價商品分部之賬面值為267,232,000港元(於二零二二年六月三十日：319,354,000港元)。資源投資分部最大的黃金投資乃於Northern Star(澳交所股份代號：NST)，其錄得公平值收益45,544,000港元及於二零二三年六月三十日之賬面值為76,837,000港元。我們亦持有Westgold Resources Limited(澳交所股份代號：WGX)，其錄得公平值收益9,703,000港元及於二零二三年六月三十日之賬面值為44,114,000港元。其他可觀之公平值收益包括我們於Centerra Gold Inc.(加拿大證券交易所股份代號：CG)之投資所錄得的7,387,000港元。

Northern Star為澳洲第二大黃金公司，在西澳洲及阿拉斯加擁有高品位的地下礦井。於二零二三財政年度，其出產156.3萬盎司黃金，並錄得自由現金流359,000,000澳元。於二零二四財政年度，其目標產量為160萬-175萬盎司黃金。

金價於二零二三財政年度下半年普遍走強，四月及五月交易價格超過每盎司2,000美元，但此後因市場預期美國聯邦儲備局降息的時間將推遲而回落。近期的交易區間為約每盎司1,900美元至每盎司1,950美元。

### 大宗商品

於二零二三財政年度，大宗商品分部錄得公平值虧損淨額129,409,000港元。於二零二三年六月三十日，賬面值為324,588,000港元(於二零二二年六月三十日：552,081,000港元)。於二零二三財政年度，我們於此分部之最大投資為首鋼福山(港交所股份代號：639)，其錄得公平值虧損156,316,000港元及於二零二三年六月三十日之賬面值為265,375,000港元。

### 賤金屬

於二零二三財政年度，賤金屬分部(包括銅、鎳及鋅公司)錄得公平值虧損淨額742,000港元。銅價下跌0.4%，而鎳和鋅的價格則分別下跌13%及27%。賤金屬分部包括於中國宏橋集團有限公司(港交所股份代號：1378)之投資，其於二零二三年六月三十日之賬面值為10,812,000港元。

### 能源

於二零二三財政年度，能源分部(包括石油與天然氣、鈾及可再生能源)錄得公平值收益淨額8,206,000港元。我們的重大能源投資包括National Atomic Company Kazatomprom JSC(倫敦證券交易所股份代號：KAP)，其錄得公平值收益1,062,000港元及於二零二三年六月三十日之賬面值為33,622,000港元。

## 其他

於二零二三財政年度，我們亦從其他商品(鑽石、錳、稀土、鋰及礦砂等)及非商品相關投資錄得公平值收益淨額5,335,000港元及於二零二三年六月三十日之賬面值為113,025,000港元(於二零二二年六月三十日：177,578,000港元)。當中包括於Azure Minerals Limited(澳交所股份代號：AZS)的投資，其錄得公平值收益6,018,000港元及於二零二三年六月三十日的賬面值為15,629,000港元。

## 商品業務

我們於Koolan Island的鐵礦石承購因礦場重啟營運而重新開始，且我們繼續於一系列商品中尋找新的承購機會。於二零二三財政年度，我們的商品業務錄得分部溢利3,470,000港元(二零二二財政年度：溢利53,649,000港元)。

## 主要投資及金融服務

主要投資及金融服務分部涵蓋應收貸款、貸款票據及其他金融資產產生的收入。於二零二三財政年度，此分部錄得虧損17,635,000港元(二零二二財政年度：溢利32,466,000港元)。

## 放債

本集團根據香港放債人條例從事放債活動。於二零二三財政年度，放債業務的收益及溢利計入主要投資及金融服務分部的業績。

於二零二三年六月三十日的未償還應收貸款(扣除虧損撥備)約為346,074,000港元(於二零二二年六月三十日：362,698,000港元)。年內，本集團已就其應收貸款之減值虧損計提撥備約11,715,000港元(二零二二財政年度：撥回減值虧損1,613,000港元)。

## 流動資金、財務資源及資本結構

於二零二三年六月三十日，本集團的非流動資產為2,025,899,000港元(於二零二二年六月三十日：2,386,729,000港元)，而流動資產淨值為1,569,339,000港元(於二零二二年六月三十日：1,685,786,000港元)，流動比率為6.1倍(於二零二二年六月三十日：5.2倍)，乃按其流動資產除以流動負債計算。計入非流動資產及流動資產包括貸款票據零(於二零二二年六月三十日：3,965,000港元)及應收貸款346,074,000港元(於二零二二年六月三十日：362,698,000港元)。

於二零二三年六月三十日，本集團的借貸(不包括租賃負債)為183,240,000港元(於二零二二年六月三十日：289,617,000港元)，而未提取信用證、銀行及其他貸款融資金額為381,500,000港元。於二零二三年六月三十日，本集團的資本負債比率為零(於二零二二年六月三十日：零)，該比率乃按負債淨額除以本公司擁有人應佔權益計算。就此而言，負債淨額乃定義為借貸(不包括租賃負債)減現金及現金等值項目。

## 外匯風險

於回顧年度，本集團的資產主要以澳元為單位，而負債則主要以美元及港元為單位。就長期投資而言，外匯的不利變動對本集團的現金流量並無重大即時影響。此外，本集團須為配合其現有及潛在投資活動維持外匯持倉，即其將面對合理匯率風險。鑒於以上所述，本集團並無積極對沖因澳元列值資產而產生的風險。然而，本集團將根據需要密切監控此風險。

## 資產抵押

於二零二三年六月三十日，本集團公平值為256,100,000港元的持作買賣之上市證券(於二零二二年六月三十日：銀行存款及持作買賣之上市證券491,157,000港元)已抵押予一間銀行，作為本集團獲授銀行融資的抵押。

## 僱員及薪酬政策

本集團確保按當時的人力市場狀況及個人表現釐定僱員的薪酬，並會定期檢討薪酬政策。全體僱員均有權參與本集團的福利計劃，包括醫療保險及退休金計劃(包括強制性公積金計劃(就其中華人民共和國(「中國」)僱員而言，根據中國的適用法律及規例而定))。

Prodigy Gold的執行董事、主要管理人員及僱員收取澳洲政府規定之退休保證金供款。其他福利包括個人意外(常務董事)保險及其他額外福利。

於二零二三年六月三十日，本集團(包括其附屬公司，但不包括聯營公司)共有28名(於二零二二年六月三十日：15名)僱員。僱員人數上升乃主要由於Prodigy Gold自二零二二年十月起新加入成為本集團的附屬公司。二零二三財政年度之總薪酬及退休金供款金額為24,295,000港元(二零二二財政年度：19,282,000港元)。

## 主要風險

本集團採納全面的風險管理框架。本集團已制定相關政策和程序並定期檢討及更新，以加強風險管理及應對市況和本集團之業務策略變動。本公司審核委員會(「**審核委員會**」)審閱本集團的相關政策及細察管理層是否已履行其職責，建立就監察及控制本集團業務活動、外部風險變動及監管環境所產生的主要風險所需的有效風險管理及內部監控系統，並向本公司董事會(「**董事會**」)匯報上述事項。

## 金融風險

金融風險包括市場風險、信貸風險及流動資金風險。市場風險涉及投資價值因市場因素變動而改變，其可進一步細分為外匯風險、利率風險及其他價格風險。信貸風險乃客戶或交易對手方未能如約支付款項而引致損失的風險。流動資金風險則涉及指定證券或資產未能及時在市場上買賣以防止損失或賺取所需溢利的風險。

## 營運風險

本集團面臨涉及因人為因素、內部程序、制度不足或失當或外在事件而可能導致損失的多種營運風險。本集團透過建立嚴格的內部監控、恰當的職務分工與有效的內部匯報制度，減少及控制營運風險。

各級業務及營運管理層在日常工作中對所屬業務單位的營運風險管理負責。各部門主管須識別風險，評估關鍵監控措施的有效性，及評估風險是否得到有效管理。內部審計團隊會執行獨立監控及檢討，並定期向相關高級管理層及審核委員會匯報。

## 紅利認股權證發行

誠如本公司日期為二零二一年六月二十九日之公告(「該公告」)及本公司日期為二零二一年七月二十七日之通函(「該通函」)所披露，於二零二一年六月二十九日，董事會建議按記錄日期每持有五股股份獲發一份認股權證的基準向本公司合資格股東發行紅利認股權證。每份認股權證賦予持有人權利可由發行日期至二零二二年十月六日(包括首尾兩日)期間內任何時間，以現金按初步認購價1.20港元(可予調整)認購本公司一股新股份。認股權證在香港聯合交易所有限公司上市(認股權證代號：1074)，以每手12,000份為單位進行買賣。

於二零二一年九月七日，本公司向本公司合資格股東發行合共243,778,782份認股權證。於二零二二年七月一日至二零二二年十月六日期間，共有355,372份認股權證獲行使。截至二零二二年十月六日(認股權證的最後認購日期)，共有83,591,607份認股權證獲行使，而160,187,175份尚未行使的認股權證已於當日後失效。全部已收認購款項約100,310,000港元已按該公告及該通函所披露的資金用途用於投資從事天然資源行業的公司。

## 重大投資、重大收購及出售附屬公司、聯營公司與合營公司以及未來重大投資或資本資產之計劃

於二零二二年十月，亞太資源以分包銷商身份參與Prodigy Gold進行的供股。在供股完成後，本集團於Prodigy Gold的持股量由約19.8%增至49.9%。於供股後，Prodigy Gold進一步發行新股，而本集團於Prodigy Gold的持股量由49.9%減少至49.8%。

除本報告所披露者外，於截至二零二三年六月三十日止年度，本集團並無持有任何其他重大投資，亦無進行任何重大收購或出售附屬公司、聯營公司及合營公司。除本報告所披露者外，於二零二三年六月三十日，本集團並無任何重大投資或資本資產之計劃。

### 資本承諾

於二零二三年六月三十日，本集團並無任何已訂約但未備抵之重大資本承諾。

### 或然負債

於本報告日期及於二零二三年六月三十日，董事會並不知悉任何重大或然負債。

### 財政年度末後影響本集團之重大事項

於財政年度末後及直至本報告日期，概無影響本集團之重大事項。

### 公司策略

董事會認為，股本投資表現將取決於市場氣氛，而市場氣氛受商品價格、利率變動、地緣政治狀況及宏觀經濟表現等因素所影響。為降低相關風險，本集團將定期審閱其投資策略，並於必要時採取適當措施應對市況變動。此外，本集團亦將物色潛在投資機會，從而為股東帶來最大化價值。

### 前景展望

我們密切關注全球經濟的近期前景以及增長放緩對商品及股市造成的影響。美國聯邦儲備局會在何時降息乃股市焦點所在，而我們預期降息僅會在經濟疲軟時實施。儘管中國經濟受到消費者信心不足及對房地產行業發展的擔憂所影響，我們不排除可能會出台一系列利好大多數商品發展的大規模刺激計劃。我們在選定商品中看到商機，並計劃在近期內進行靈活投資，同時繼續物色能夠長期產生可觀回報的投資良機。我們的礦產及能源投資組合是未來礦產及能源投資的平台。Mount Gibson是我們最大的投資，其於完成大型廢物清理項目後，成功提升Koolan Island礦場的生產力，目前已能夠在未來數年產生自由現金流。

## 執行董事

**Brett Robert Smith**先生，62歲，於二零一六年五月十八日獲委任為本公司之副主席及執行董事。Smith先生畢業於澳洲墨爾本大學，並取得化學工程榮譽學士學位。彼亦獲英國Henley Management College頒發工商管理碩士學位及獲澳洲Macquarie University頒發研究方法學碩士學位。Smith先生曾參與開發若干採礦及礦物加工項目，包括煤、鐵礦、基本及貴金屬。彼亦曾管理澳洲及國際的工程及建築公司。Smith先生曾任職於私營採礦及勘探公司董事會，且在工程、建築及礦物加工業務方面擁有逾37年國際經驗。彼現為龍資源有限公司(「龍資源」)(股份代號：1712)之行政總裁兼執行董事、Metals X Limited(「Metals X」)(股份代號：MLX)之執行董事，以及Prodigy Gold NL(「Prodigy Gold」，前稱ABM Resources NL)(股份代號：PRX)、NICO Resources Limited(「NICO Resources」)(股份代號：NC1)及Tanami Gold NL(「Tanami Gold」)(股份代號：TAM)之非執行董事。龍資源為香港聯合交易所有限公司主板上市公司。Metals X、Prodigy Gold、NICO Resources及Tanami Gold均為於澳洲證券交易所上市之公司。Smith先生辭任Elementos Limited(股份代號：ELT)之非執行董事職務，自二零二三年五月二十五日起生效。Elementos Limited為於澳洲證券交易所上市之公司。

**Andrew Charles Ferguson**先生，50歲，於二零一零年一月十二日獲委任為本公司執行董事及行政總裁。Ferguson先生出任本公司多間附屬公司之董事。Ferguson先生持有天然資源開發理學士學位，並於九十年代中期在西澳洲擔任採礦工程師。於二零零三年，Ferguson先生於英國聯合創辦New City Investment Managers。彼於資金管理方面有卓越業績記錄，曾為City Natural Resources High Yield Trust(於二零零六年獲選為「最佳英國投資基金」)的前聯席基金經理。此外，彼曾管理New City High Yield Trust Ltd.及Geiger Counter Ltd.。彼曾於香港之New City Investment Managers CQS任職，該公司是一間為不同類型的投資者提供投資管理服務的財務機構。彼於金融行業的全球天然資源專業擁有28年的經驗。彼曾在倫敦及香港擔任資產基金經理，負責每日之投資組合管理、風險管理、業務發展、關係管理，並與獨立董事會、保管人及核數師一同工作以確保所有股東資金獲妥善管理。彼現為Mabuhay Holdings Corporation(股份代號：MHC)之董事，該公司於菲律賓證券交易所上市。彼亦為李成輝先生於Mount Gibson Iron Limited(「Mount Gibson」)(股份代號：MGX)之替任董事，該公司於澳洲證券交易所上市。



### 非執行董事

**Arthur George Dew**先生，81歲，於二零一六年三月一日獲委任為本公司之主席及非執行董事。Dew先生畢業於澳洲雪梨大學法律系，並取得澳洲新南威爾斯最高法院之律師資格，其後更取得大律師資格。彼現為非執業大律師。彼於企業及商業方面具豐富經驗，曾於澳洲、香港及各地多間上市公司擔任董事，並出任若干公司之董事會主席。彼現為本公司主要股東聯合集團有限公司(「**聯合集團**」)(股份代號：373)及龍資源(股份代號：1712)之主席及非執行董事；及Tanami Gold(股份代號：TAM)之非執行主席及非執行董事。聯合集團及龍資源均為香港聯合交易所有限公司主板上市公司。Tanami Gold為於澳洲證券交易所上市之公司。Dew先生於二零零七年一月至二零二零年十二月期間曾為聯合地產(香港)有限公司(「**聯合地產**」，本公司主要股東，曾於香港聯合交易所有限公司主板上市(股份代號：56)直至二零二零年十一月二十六日)之主席及非執行董事。彼亦於二零零七年十一月至二零二一年四月期間曾為新工投資有限公司(「**新工投資**」，曾於香港聯合交易所有限公司主板上市(股份代號：666)直至二零二一年四月二十二日)之非執行董事。Dew先生已退任Tian An Australia Limited(「**Tian An Australia**」)(股份代號：TIA)非執行董事職務，自該公司於二零二三年五月十九日舉行的股東週年大會結束起生效。Tian An Australia為於澳洲證券交易所上市之公司。

**李成輝**先生，54歲，於二零零九年十月二日獲委任為本公司非執行董事。李先生畢業於澳洲雪梨大學法律系，並取得榮譽學位。彼之前曾於麥堅時律師行及羅富齊父子(香港)有限公司工作。李先生現為本公司主要股東聯合集團(股份代號：373)之行政總裁及執行董事。彼亦為天安中國投資有限公司(「**天安**」)(股份代號：28)及中國醫療網絡有限公司(「**中國醫療**」)(股份代號：383)之主席及非執行董事。聯合集團、天安及中國醫療均為香港聯合交易所有限公司主板上市公司。彼為Mount Gibson(股份代號：MGX)之非執行主席，該公司於澳洲證券交易所上市。李先生於二零一零年六月至二零二零年十二月期間曾為聯合地產之行政總裁及執行董事。

**林蓮珠**女士，52歲，於二零二零年五月二十一日獲委任為本公司非執行董事。林女士畢業於香港大學，持有工商管理學士學位，主修會計及金融。彼為香港會計師公會、英國特許公認會計師公會和英格蘭及威爾斯特許會計師公會的資深會員。林女士現為香港執業會計師。彼獲香港聯合交易所有限公司頒授通過第十五屆證券經紀考試證書。林女士於會計與財務、管理上市公司、以及收購合併等方面均具有豐富經驗。林女士現為本公司主要股東首鋼福山資源集團有限公司(股份代號：639)之財務總監，該公司於香港聯合交易所有限公司主板上市，並曾擔任該公司的公司秘書超過5年。彼亦曾在香港另一間上市公司金朝陽集團有限公司(股份代號：878)擔任企業融資經理並曾於畢馬威會計師事務所工作超過5年。

## 獨立非執行董事

**王永權博士**，72歲，於二零零四年七月六日獲委任為本公司獨立非執行董事。王博士持有菲律賓比立勤國立大學(Bulacan State University)工商管理哲學博士學位。彼為英國特許公司治理公會、香港公司治理公會、香港稅務學會、國際會計師公會及註冊財務策劃師協會資深會員。彼為香港證券及投資學會、英國特許仲裁員公會及蘇格蘭特許銀行家學會會員，以及澳門會計師公會會員。王博士現為冠泓會計師行有限公司的首席顧問。彼亦為陽光能源控股有限公司(股份代號：757)、招商局置地有限公司(股份代號：978)、中國醫療(股份代號：383)、中國萬桐園(控股)有限公司(股份代號：6966)(先前於GEM上市(股份代號：8199))、德信中國控股有限公司(股份代號：2019)及德信服務集團有限公司(股份代號：2215)之獨立非執行董事。該六間公司均於香港聯合交易所有限公司主板上市。王博士於二零一八年一月至二零二一年十二月期間曾為首都金融控股有限公司(股份代號：8239)之獨立非執行董事，該公司於香港聯合交易所有限公司GEM上市。彼於二零一四年八月至二零二二年十二月期間曾為中國宏泰產業市鎮發展有限公司(股份代號：6166)之獨立非執行董事，該公司曾於香港聯合交易所有限公司主板上市直至二零二二年十二月六日。

**鄭鑄輝先生**，69歲，於二零零七年七月六日獲委任為本公司之獨立非執行董事。鄭先生於一九七六年取得加拿大蒙特利爾孔科迪亞大學(Concordia University)的商學學士學位，並於一九七七年於加拿大多倫多約克大學(York University)取得工商管理碩士學位。彼擁有逾46年銀行、企業融資、投資行業及企業管理之經驗，曾出任多間金融機構之不同行政職位，並於多間上市公司擔任董事。鄭先生現為天安(股份代號：28)之獨立非執行董事，該公司於香港聯合交易所有限公司主板上市。

**王宏前先生**，64歲，於二零一九年五月二十四日獲委任為本公司獨立非執行董事。王先生於一九八二年畢業於西安冶金建築學院(現稱西安建築科技大學)，取得建築系總圖運輸設計學士學位，並持有香港中文大學金融財務工商管理碩士學位。彼現為教授級高級工程師及國家一級註冊建築師。王先生現為清華大學經濟管理學院金融碩士兼職導師(行業導師)以及中國國際工程諮詢協會專家委員會副主任委員兼對外投資委員會主任委員。王先生曾擔任煤炭部規劃設計研究總院團委書記、總運處專業組長、副處長、處長及副院長，北京煤炭設計研究院(集團)副總經理，中色建設房地產開發公司董事長兼總經理，以及中國有色礦業集團有限公司總工程師。彼於二零零二年十一月至二零一八年十月期間曾為中國有色金屬建設股份有限公司(股份代號：758)之董事兼總經理，該公司於深圳證券交易所上市。

### ARTHUR GEORGE DEW先生之替任董事

王大鈞先生，59歲，於二零一六年三月一日獲委任為Arthur George Dew先生之替任董事。王先生出任本公司多間附屬公司之董事。王先生持有工商管理碩士學位，亦為香港會計師公會及英國特許公認會計師公會之資深會員，以及英國特許公司治理公會及香港公司治理公會之資深會士。彼現為本公司主要股東聯合集團(股份代號：373)之投資總監、中國醫療(股份代號：383)之非執行董事以及為Arthur George Dew先生於龍資源(股份代號：1712)及Tanami Gold(股份代號：TAM)之替任董事。聯合集團、中國醫療及龍資源均為香港聯合交易所有限公司主板上市公司。Tanami Gold為於澳洲證券交易所上市之公司。彼亦為聯合地產及新工投資之董事。王先生於二零二三年五月十九日不再擔任Arthur George Dew先生於Tian An Australia(股份代號：TIA)之替任董事。Tian An Australia為於澳洲證券交易所上市之公司。

### 高級管理層

#### 香港

**Brett Robert Smith先生**

副主席

Brett Robert Smith先生的履歷詳情載列於本年報第61頁。

**Andrew Ferguson先生**

行政總裁

Andrew Ferguson先生的履歷詳情載列於本年報第61頁。

**譚潔玲女士**

首席財務官

譚潔玲女士，57歲，於二零一六年七月加盟本公司，出任首席財務官。譚女士亦為本公司若干附屬公司之監事。彼於國際企業及香港上市公司之財務及會計方面擁有逾33年經驗。譚女士持有法律學士學位，並為香港會計師公會及英國特許公認會計師公會之會員。

## 其他管理層

### 香港

#### John Ellis先生

高級投資組合經理

Ellis先生於二零一零年七月加盟本公司，出任投資經理，彼現任高級投資組合經理一職，負責管理中小型礦產投資組合。於加盟亞太資源之前，他曾擔任Colonial First State悉尼分公司的全球資源投資組合經理，以及加拿大皇家銀行悉尼及倫敦分行的採礦研究及銷售總監。Ellis先生於資源投資方面擁有逾23年經驗，並持有文學士學位及多項行業認證，包括加拿大證券課程、澳交所／澳洲結算所專責行政人員及澳洲金融服務協會應用金融及投資研究生證書。

#### 黃靜琳女士

高級投資組合經理

黃女士於二零一二年二月加盟本公司，出任企業與投資副總裁，彼現任高級投資組合經理一職，負責管理能源投資組合。於加盟亞太資源之前，他曾擔任晉新資本(香港)及Credit Suisse Australia之石油及天然氣研究分析師。黃女士於金融方面擁有逾17年經驗，為特許金融分析師，並於墨爾本大學完成商務學士及資訊系統學士學位。

#### 杜容根先生

財務總監

杜先生於二零零七年一月加盟本公司，出任財務總監及公司秘書。彼於二零零八年七月辭任，其後加盟中國醫療網絡有限公司(前稱中國網絡資本有限公司)(股份代號：383)，該公司於香港聯合交易所有限公司上市。杜先生於二零一一年一月再次加盟本公司，出任財務總監一職。杜先生亦出任本公司多間附屬公司之董事。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。杜先生在企業融資、財務管理、會計及核數方面擁有豐富經驗。

### 中國上海

#### 周魯勇先生

上海商品貿易業務總經理

周先生於二零零七年七月加盟本公司，現擔任上海商品貿易業務總經理。周先生在天然資源行業(包括商品貿易及散貨船租賃)擁有逾30年經驗。於加盟亞太資源之前，周先生曾為寶鋼的多家海外附屬公司(位於香港及歐洲)業務經理，並自二零零二年起擔任上海寶鋼國際經濟貿易有限公司煤炭貿易部總經理，負責為寶鋼集團採購及銷售煤炭及焦炭。彼亦組建寶鋼集團附屬公司上海寶頂能源有限公司。

本公司董事(「董事」)謹此提呈截至二零二三年六月三十日止年度本集團的董事會報告及綜合財務報表。

## 主要業務

本公司為一間投資控股公司，其附屬公司的主要業務載列於綜合財務報表附註40。

## 業績

本集團截至二零二三年六月三十日止年度的業績載列於第104頁的綜合損益表內。

## 股息

董事會已宣派截至二零二三年六月三十日止年度之中期股息每股10港仙(代替末期股息)(二零二二年末期股息：每股10港仙)，並可選擇以新繳足股份形式代替現金收取全部或部份中期股息(代替末期股息)(「以股代息計劃」)，其將於二零二四年一月十五日(星期一)或前後派付予於二零二三年十一月二十三日(星期四)營業時間結束時名列本公司股東名冊內之本公司股東(「股東」)。

以股代息計劃須待香港聯合交易所有限公司(「聯交所」)上市委員會批准以股代息計劃下將予發行之本公司新股份上市及買賣後，方可作實。載有是項以股代息計劃詳情之通函連同有關選擇表格將盡快寄予股東。預期股息單及／或以股代息的股票將於二零二四年一月十五日(星期一)或前後寄予股東。

## 暫停辦理股份過戶登記

為釐定(i)收取截至二零二三年六月三十日止年度之中期股息(代替末期股息)的資格；及(ii)出席本公司預定於二零二三年十一月二十三日(星期四)舉行之應屆股東週年大會(「二零二三年股東週年大會」)並於會上投票的資格，本公司將暫停辦理股份過戶登記如下：

- 過戶文件送達本公司之香港股份過戶登記分處辦理登記手續的最後時限 二零二三年十一月十七日(星期五) 下午四時三十分
- 暫停辦理本公司股份過戶登記 二零二三年十一月二十日(星期一)至 二零二三年十一月二十三日(星期四) (包括首尾兩天)

於上述暫停辦理期間，本公司股份之轉讓手續將不予辦理。為符合獲享中期股息(代替末期股息)的資格，以及為符合資格出席二零二三年股東週年大會並於會上投票，所有股權轉讓文件連同有關股票必須於上述的最後時限前送達本公司之香港股份過戶登記分處卓佳秘書商務有限公司，地址為香港夏慤道16號遠東金融中心17樓。

## 業務回顧

香港公司條例(「**公司條例**」)附表5要求公司於董事會報告中載入業務回顧。尤其是，公司條例要求業務回顧須覆蓋若干領域，該等領域已經董事會批准並載入本年報「管理層討論及分析」及「企業管治報告」章節，有關討論亦構成本董事會報告之一部份，詳情如下：

- |                               |            |
|-------------------------------|------------|
| 1. 本集團業務之中肯審視                 | 本年報第52至60頁 |
| 2. 本集團所面臨的主要風險及不明朗因素          | 本年報第50至60頁 |
| 3. 揭示本集團業務之潛在發展               | 本年報第60頁    |
| 4. 與股東之重要關係                   | 本年報第93至94頁 |
| 5. 截至二零二三年六月三十日止年度後影響本集團之重大事項 | 本年報第60頁    |

本公司環境政策及表現、本公司與對本集團有重大影響之其他持份者(包括社區及我們的員工)的關係論述載於將分別在聯交所網站及本公司網站「投資者關係」下「環境、社會及管治報告」一節另行刊載的「環境、社會及管治報告」(「**環境、社會及管治報告**」)。有關討論亦構成本董事會報告之一部份。

如欲瀏覽環境、社會及管治報告的網上版本，請參閱本年報第49頁「公司資料」所載的網址。

## 對法律及法規之遵守

本集團高度重視遵守不時規管旗下業務的適用法律及法規。作為香港一間上市公司，本公司須遵守聯交所證券上市規則(「**上市規則**」)。我們的放債業務分部乃受香港放債人條例及打擊洗錢及恐怖分子資金籌集條例規管。

## 分部資料

本集團於截至二零二三年六月三十日止年度業務活動之收益及業績貢獻分析分別載列於綜合財務報表附註6及5。

### 股本、已發行股份及認股權證

本公司於截至二零二三年六月三十日止年度之股本變動詳情載列於綜合財務報表附註33(b)。

誠如本公司日期為二零二一年六月二十九日之公告及本公司日期為二零二一年七月二十七日之通函所披露，於二零二一年六月二十九日，本公司建議向合資格股東發行紅利認股權證(「紅利認股權證發行」)。紅利認股權證發行及其於截至二零二三年六月三十日止年度之變動詳情載於本年報「管理層討論及分析」一節的「紅利認股權證發行」及綜合財務報表附註33(b)內。

### 債權證

於截至二零二三年六月三十日止年度，本集團並無發行任何債權證。

### 股權掛鈎協議

本公司於年內並無訂立或於本年度結算日並無存在任何股權掛鈎協議，將會或可能致使本公司發行股份，或要求本公司訂立任何將會或可能致使本公司發行股份的協議。

### 儲備

本公司及本集團於截至二零二三年六月三十日止年度之儲備變動詳情，分別載列於綜合財務報表附註33及第108頁之綜合權益變動表內。

於二零二三年六月三十日，本公司可供分派予股東的儲備(即實繳盈餘及保留溢利的總和)為1,194,959,000港元(二零二二年：892,656,000港元)。

### 物業、廠房及設備

物業、廠房及設備於截至二零二三年六月三十日止年度之變動詳情載列於綜合財務報表附註15。

## 董事

於截至二零二三年六月三十日止年度及直至本報告日期之董事如下：

### 執行董事

Brett Robert Smith先生(副主席)  
Andrew Ferguson先生(行政總裁)

### 非執行董事

Arthur George Dew先生(主席)  
王大鈞先生(Arthur George Dew先生之替任董事)  
李成輝先生  
林蓮珠女士

### 獨立非執行董事

王永權博士  
鄭鑄輝先生  
王宏前先生

根據本公司之公司細則(「公司細則」)第87(1)及87(2)條，李成輝先生、林蓮珠女士及鄭鑄輝先生將於二零二三年股東週年大會上輪值退任。鄭鑄輝先生將不會於二零二三年股東週年大會上膺選連任，而其他兩名退任董事符合資格及願意於二零二三年股東週年大會上膺選連任。

擬於二零二三年股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立本公司或其任何附屬公司不可於一年內終止而毋須作出賠償(法定賠償除外)之服務合約。



### 董事於股份、相關股份及債權證之權益

於二零二三年六月三十日，本公司各董事及最高行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債權證中持有須記錄於本公司根據證券及期貨條例第352條規定所存置之登記冊內，或根據上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)須另行知會本公司及聯交所之權益及淡倉如下：

#### 於本公司／相聯法團股份及相關股份的好倉

董事姓名	公司名稱	權益持有者身份	持有之股份／相關股份數目			概約持股百分比
			股份權益	相關股份權益	總權益	
Arthur George Dew先生	龍資源有限公司(附註1)	實益擁有人	220,000	-	220,000	0.14%
Brett Robert Smith先生	Prodigy Gold NL(附註2)	實益擁有人	1,982,142	1,500,000	3,482,142 (附註3)	0.19%
	Tanami Gold NL(附註4)	實益擁有人	448,484	-	448,484	0.03%
	Metals X Limited(附註5)	實益擁有人	250,000	-	250,000	0.02%
李成輝先生	本公司	其他權益	566,697,630	-	566,697,630 (附註6)	43.50%
林蓮珠女士	本公司	實益擁有人	75,000	-	75,000	0.00%

附註：

1. 於二零二三年六月三十日，龍資源有限公司(「龍資源」)由本公司透過其間接全資附屬公司擁有約28.84%權益。因此，龍資源為本公司的相聯法團(定義見證券及期貨條例第XV部)。
2. 於二零二三年六月三十日，Prodigy Gold NL(「Prodigy Gold」)由本公司透過其全資附屬公司擁有約49.78%權益。因此，Prodigy Gold為本公司的相聯法團(定義見證券及期貨條例第XV部)。
3. 該權益指(i)1,982,142股Prodigy Gold股份；及(ii)1,500,000份由Prodigy Gold根據其僱員購股權計劃授出的非上市購股權而產生之1,500,000股Prodigy Gold相關股份之權益。
4. 於二零二三年六月三十日，Tanami Gold NL(「Tanami Gold」)由本公司透過其全資附屬公司擁有約46.30%權益。因此，Tanami Gold為本公司的相聯法團(定義見證券及期貨條例第XV部)。
5. 於二零二三年六月三十日，Metals X Limited(「Metals X」)由本公司透過其全資附屬公司擁有約21.22%權益。因此，Metals X為本公司的相聯法團(定義見證券及期貨條例第XV部)。
6. 李成輝先生連同李淑慧女士及李成煌先生均為Lee and Lee Trust(全權信託)之信託人。Lee and Lee Trust控制聯合集團有限公司(「聯合集團」)已發行股份總數約74.99%(包括李成輝先生之個人權益)，故被視為擁有聯合集團透過其間接全資附屬公司Allied Properties Investments (1) Company Limited(「API(1)」)而被視為擁有本公司566,697,630股股份之權益。

除上文所披露者外，於二零二三年六月三十日，概無本公司董事或最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有須記錄於本公司根據證券及期貨條例第352條規定所存置之登記冊內，或根據標準守則須另行知會本公司及聯交所之任何權益或淡倉。

### 購買股份或債權證之安排

除紅利認股權證發行外，本公司或其任何附屬公司於截至二零二三年六月三十日止年度內任何時間概無參與任何安排，致使董事、其各自之配偶或未滿18歲之子女能透過購入本公司或任何其他法人團體之股份或債權證而獲得利益。

### 董事在構成競爭業務中之權益

於截至二零二三年六月三十日止年度及直至本報告日期，根據上市規則，以下董事被視為於下列與本集團業務直接或間接構成競爭或有可能構成競爭的業務中持有權益，有關資料載列如下：

- (i) Arthur George Dew先生為聯合集團之董事。Arthur George Dew先生之替任董事王大鈞先生為聯合集團若干附屬公司之董事。聯合集團透過其若干附屬公司部份從事(a)借貸業務；及(b)買賣上市證券及投資債券；

- (ii) 李成輝先生為聯合集團、天安中國投資有限公司(「**天安**」)、Mount Gibson Iron Limited(「**Mount Gibson**」)及新鴻基有限公司(「**新鴻基**」)一間非全資附屬公司各自之董事，亦為Lee and Lee Trust之其中一名信託人，Lee and Lee Trust被視為聯合集團、新鴻基、天安、亞證地產有限公司(「**亞證**」)及Mount Gibson各自之主要股東，該等公司透過彼等之附屬公司部份從事下列業務：
- 聯合集團透過其若干附屬公司部份從事(a)借貸業務；及(b)買賣上市證券及投資債券；
  - 新鴻基透過其若干附屬公司部份從事借貸業務；
  - 天安及亞證透過彼等之若干附屬公司部份從事借貸業務；及
  - Mount Gibson透過其若干附屬公司部份參與投資及買賣資源和相關行業之上市證券；及
- (iii) Andrew Ferguson先生為李成輝先生於Mount Gibson之替任董事，Mount Gibson透過其若干附屬公司部份參與投資及買賣資源和相關行業之上市證券。

僅供參考：

李成輝先生為Lee and Lee Trust之其中一名信託人，而Lee and Lee Trust被視為龍資源及Tanami Gold各自之主要股東。Arthur George Dew先生及Brett Robert Smith先生為龍資源及Tanami Gold各自之董事。王大鈞先生為Arthur George Dew先生於龍資源及Tanami Gold各自之替任董事。Tanami Gold透過其若干附屬公司於澳洲從事金礦勘探，而龍資源則於北歐從事金礦勘探、開採及加工。因此，Tanami Gold的業務並不會與龍資源的業務構成直接或間接競爭，亦不可能構成競爭。

上述董事雖因彼等各自同時於其他公司出任董事一職(不包括獨立非執行董事)或擁有股權而持有競爭性權益，彼等仍會履行其受信責任，以確保彼等於任何時候均以股東及本公司之整體最佳利益行事。故此，本集團得以按公平原則以獨立於該等公司業務之方式進行其本身之業務。

### 董事於重大交易、安排或合約中之權益

1. 誠如本公司日期為二零一七年九月一日之公告所披露，於二零一七年九月一日，亞太資源財資管理有限公司(本公司之全資附屬公司)認購由Sun Hung Kai & Co. (BVI) Limited(「**SHK BVI**」)發行並由新鴻基擔保之於二零二二年九月八日到期的2,500,000美元之五年期具擔保4.65%票據(「**新鴻基貸款票據**」)。SHK BVI為新鴻基之全資附屬公司。SHK BVI於二零一九年十一月十五日提早贖回80%新鴻基貸款票據，而未償還新鴻基貸款票據已於二零二二年九月八日全部贖回。
2. 誠如本公司日期為二零一九年五月二十三日、二零一九年六月十四日及二零一九年七月九日之公告以及本公司日期為二零一九年六月二十日之通函所披露，於二零一九年五月二十三日，Ultra Effort Limited(「**Ultra Effort**」，本公司之全資附屬公司)(作為貸款人)與Best Advantage Limited(「**Best Advantage**」)(作為借款人)及天安(作為擔保人)訂立貸款協議(「**貸款協議I**」)，據此，Ultra Effort同意(其中包括)於貸款協議I日期起及截至還款日期前一個月止之可提供期間向Best Advantage提供金額不超過235,000,000港元(或Ultra Effort接納及同意與235,000,000港元等值之其他貨幣金額)之循環貸款(「**貸款融資I**」)，年利率為5.5%，由天安提供之擔保及彌償作抵押並須於首次提取日期起計24個月償還。Best Advantage為天安之全資附屬公司。

誠如本公司日期為二零二一年五月十日、二零二一年五月十七日、二零二一年六月一日及二零二一年七月九日之公告以及本公司日期為二零二一年六月九日之通函所披露，於二零二一年五月十日，Ultra Effort、Best Advantage及天安訂立補充貸款協議(「**補充貸款協議I**」)，據此，Ultra Effort同意(其中包括)按當中所載條款及在其所載條件之規限下，將貸款融資I的上限增加至260,000,000港元(或Ultra Effort接納及同意與260,000,000港元等值之其他貨幣金額)，並將貸款融資I的還款日期由二零二一年七月十二日延長至二零二四年七月十二日(「**重續貸款協議I**」)。

3. AP Finance Limited(「**AP Finance**」，聯合集團之全資附屬公司)(作為貸款人)與本公司(作為借款人)於二零二一年九月十四日訂立貸款協議(「**貸款協議II**」)，據此，AP Finance於貸款協議II日期起至(i)貸款協議II日期後12個月之日；及(ii)根據貸款協議II之條文終止貸款融資II日期(以較早發生者為準)止之可提供期間向本公司授出金額最高為200,000,000港元(或根據貸款人合理釐定之匯率計算其他貨幣之等值金額)之無抵押循環貸款融資(「**貸款融資II**」)，年利率為香港銀行同業拆息加3%，並須於貸款協議II日期後12個月內償還。AP Finance與本公司於二零二二年五月二十六日訂立補充貸款協議，以將貸款融資II的金額增加至最高300,000,000港元(或根據貸款人合理釐定之匯率計算其他貨幣之等值金額)，並延長最終還款日期至二零二三年九月十四日(「**重續貸款協議II**」)。

4. 誠如本公司日期為二零二三年三月三十一日之公告所披露，於二零二三年三月三十一日，亞太資源管理有限公司(「亞太資源管理」，本公司之全資附屬公司)(作為租戶)與聯合集團(作為業主)就租賃香港灣仔告士打道138號聯合鹿島大廈的一部份作辦公場所訂立分租協議(「分租協議」)，自二零二三年四月一日起至二零二五年三月三十一日(包括首尾兩日)為期兩年，每月租金為151,100港元(「租賃」)。

非執行董事李成輝先生為聯合集團之行政總裁及執行董事、天安之主席及非執行董事，亦為Lee and Lee Trust(全權信託)之其中一名信託人，連同其個人權益，於二零二三年六月三十日控制聯合集團已發行股份總數約74.99%權益，而聯合集團則間接擁有本公司已發行股份總數約43.50%。由於聯合集團於二零二三年六月三十日分別間接擁有新鴻基及天安已發行股份總數約73.33%及55.72%權益，且AP Finance為聯合集團之全資附屬公司，因此李先生被視為於(i)認購新鴻基貸款票據；(ii)提供貸款融資I及重續貸款協議I；(iii)貸款融資II及重續貸款協議II；及(iv)租賃中擁有權益。

獨立非執行董事鄭鑄輝先生亦為天安之獨立非執行董事，因此彼於提供貸款融資I及重續貸款協議I中擁有權益。

除上文所披露者外，(i)本公司或其任何附屬公司概無訂立於截至二零二三年六月三十日止年度結算日或截至二零二三年六月三十日止年度內任何時間存續且董事或與董事關連之實體直接或間接擁有重大權益之任何其他重大交易、安排或合約；及(ii)本公司或其任何一間附屬公司與控股股東或其任何附屬公司之間概無其他重大合約。

### 管理合約

除僱傭合約及下文「持續關連交易」項下所述之二零二零年服務協議及二零二三年服務協議外，(i)於截至二零二三年六月三十日止年度概無訂立或存續其他有關本公司全部或任何重大部份業務之管理及／或行政合約；及(ii)概無有關控股股東或其任何附屬公司向本集團提供服務的重大合約。

### 獲准許的彌償條文

公司細則規定，本公司董事、秘書及其他高級人員均可就該等人士就各自的職務或信託執行其職責或假定職責時因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支從本公司的資產及利潤獲得彌償及獲保證免受任何損害。因此，本公司已就董事可能面對之有關法律行動安排適當的董事及主要職員責任保險。

## 主要股東及其他人士之權益

於二零二三年六月三十日，按本公司根據證券及期貨條例第336條規定所存置之登記冊所載，下列人士(除本公司之董事或最高行政人員外)擁有本公司之股份或相關股份之5%以上權益或淡倉：

### 於本公司股份及相關股份之好倉

股東名稱	權益持有者身份	持有之股份／ 相關股份數目	概約持股 百分比
聯合集團	受控法團權益(附註1)	566,697,630	43.50%
Lee and Lee Trust	受控法團權益(附註3)	566,697,630 (附註2)	43.50%
首鋼福山資源集團有限公司	受控法團權益(附註4)	215,100,000	16.51%
Old Peak Asia Fund Ltd.	受控法團權益(附註5)	142,178,000	10.90%
OPG Holdings LLC	受控法團權益(附註5)	142,178,000	10.90%
PIA Ltd	投資經理	79,492,000	6.10%

附註：

- 該等股份由API(1)持有，其為Allied Properties Overseas Limited之全資附屬公司，而Allied Properties Overseas Limited則為聯合地產(香港)有限公司(「聯合地產」)之全資附屬公司。聯合集團直接及間接(透過Capscore Limited、開騰投資有限公司及陽山投資有限公司，全部均為聯合集團之直接全資附屬公司)合共擁有聯合地產已發行股份總數之100%。因此，聯合集團被視為擁有API(1)所持股份之權益。
- 該權益指聯合集團於566,697,630股股份中之相同權益。
- 董事李成輝先生連同李淑慧女士及李成煌先生均為Lee and Lee Trust(全權信託)之信託人。Lee and Lee Trust控制聯合集團已發行股份總數約74.99%(包括李成輝先生之個人權益)，因此被視為擁有聯合集團透過API(1)所持股份之權益。
- 該等股份由Benefit Rich Limited(「Benefit Rich」)持有，其為首鋼福山資源集團有限公司(「首鋼福山」)之全資附屬公司。因此，首鋼福山被視為擁有Benefit Rich所持股份之權益。
- 該等股份由OP Master Fund Ltd.(「OP Master」)及Old Peak Group Ltd.(「Old Peak Group」)持有。OP Master為Old Peak Asia Fund Ltd.之全資附屬公司。Old Peak Group為OPG Holdings LLC之全資附屬公司。因此，Old Peak Asia Fund Ltd.及OPG Holdings LLC被視為擁有OP Master及Old Peak Group所持股份之權益。

除上文以及「董事於股份、相關股份及債權證之權益」一節所披露者外，於二零二三年六月三十日，本公司並無獲知會有任何其他人士於本公司之股份或相關股份中持有須記錄於本公司根據證券及期貨條例第336條規定所存置之登記冊內之任何權益或淡倉。

### 購回、出售或贖回本公司上市證券

本公司或其任何附屬公司概無於截至二零二三年六月三十日止年度內購回、出售或贖回本公司任何上市證券。

### 主要客戶及供應商

截至二零二三年六月三十日止年度，本集團五大客戶共佔本集團營業額81%，而最大客戶佔本集團總營業額約43%。

截至二零二三年六月三十日止年度，唯一供應商佔本集團全部採購額。

本公司主要股東首鋼福山被視為於本集團之唯一供應商中擁有權益。

除上文所披露者外及據董事所知，概無董事、董事之緊密聯繫人或本公司股東(據董事所知擁有本公司已發行股份總數的5%以上)於截至二零二三年六月三十日止年度內任何時間擁有任何本集團五大客戶及唯一供應商之實益權益。

## 薪酬政策

本集團的僱員乃按其學歷、資格及能力挑選、支薪及晉升。

本公司已採納上市規則附錄十四第二部分所載之守則條文E.1.2(c)(ii)之模式作為其薪酬模式，以釐定董事之薪酬待遇。該模式規定薪酬委員會須就個別執行董事及高級管理層之薪酬待遇向董事會提出建議。當釐定董事及高級管理層之薪酬時，本公司薪酬委員會會按(其中包括)彼等之職務、職責及現行市況作出考慮。

## 關聯方交易

於截至二零二三年六月三十日止年度，本集團與關聯方進行了交易，詳情載列於綜合財務報表附註39。若干該等關聯方交易構成上市規則第14A章所定義及所規定須予披露的本集團關連交易或持續關連交易且本公司已遵守上市規則第14A章項下的披露規定。除下文「關連交易」及「持續關連交易」披露的交易外，概無綜合財務報表附註第39項所披露本集團於截至二零二三年六月三十日止年度之關連方交易屬於上市規則第14A章所界定之關連交易或持續關連交易而須遵守上市規則第14A章有關申報、公告或獨立股東批准的規定。

## 關連交易

誠如本公司日期為二零二三年三月三十一日的公告所披露，於二零二三年三月三十一日，亞太資源管理(作為租戶)與聯合集團(作為業主)就用作辦公場所的租賃訂立分租協議。有關租賃的進一步詳情，請參閱「董事於重大交易、安排或合約中之權益」一節。

於分租協議日期，由於聯合集團為本公司的主要股東，因此根據上市規則第14A章聯合集團為本公司的關連人士且租賃構成本公司的關連交易。



## 持續關連交易

1. 誠如本公司日期為二零二一年五月十日、二零二一年五月十七日、二零二一年六月一日及二零二一年七月九日之公告，以及本公司日期為二零二一年六月九日之通函所披露，於二零二一年五月十日，Ultra Effort(作為貸款人)與Best Advantage(天安之全資附屬公司)(作為借款人)及天安(其時聯合集團透過聯合地產擁有48.86%之公司)(作為擔保人)就重續貸款協議I訂立補充貸款協議I。補充貸款協議I項下擬進行的交易其後於本公司於二零二一年七月九日股東特別大會上獲獨立股東批准。

於二零二一年七月十二日至二零二二年六月三十日止期間、截至二零二四年六月三十日止兩個財政年度各年及二零二四年七月一日至二零二四年七月十一日止期間之補充貸款協議I項下貸款融資之年度上限分別設為273,869,000港元、274,300,000港元、274,300,000港元及260,431,000港元。於二零二三年六月三十日止年度，Best Advantage根據補充貸款協議I應付予Ultra Effort之未償還貸款本金額及利息總額為195,120,000港元，不超過該財政年度的年度上限274,300,000港元。

該交易構成本集團金融服務活動的一部分，令本集團能夠有效運用資金，為本集團獲取更高的回報。

2. 誠如本公司二零二二年年報所披露，於二零二零年一月二日，本公司與聯合集團訂立重訂行政服務及管理服務分攤協議(「二零二零年服務協議」)，據此，本公司同意重訂及延長本公司與聯合集團訂立之日期為二零一七年二月七日之行政服務及管理服務分攤協議之年期，由二零二零年一月一日起至二零二二年十二月三十一日止為期三年，並委聘聯合集團提供(i)行政服務，包括聯合集團向本集團提供之公司秘書服務、提供註冊辦事處地址、水電供應服務、電話(包括國際長途電話服務)及互聯網、影印、郵寄、速遞、送遞及有關本集團日常行政及營運之其他配套服務並支付聯合集團所產生的實際成本；及(ii)管理服務，包括聯合集團及其全資附屬公司之高級管理層及選定的僱員(「管理人員」)向本集團提供管理、顧問、策略、內部審核、管理資訊系統顧問及業務建議服務(視情況而定)(「管理服務」)，並將按提供管理服務之管理人員薪酬的指定百分比支付聯合集團所產生的部份實際服務成本。

誠如本公司日期為二零二二年十二月二十三日之公告所披露，於二零二二年十二月二十三日，本公司與聯合集團訂立重訂分攤行政服務及管理服務協議(「二零二三年服務協議」)，以重訂二零二零年服務協議，年期由二零二三年一月一日起至二零二五年十二月三十一日止為期三年。

根據二零二三年服務協議，有關管理服務之年度上限於截至二零二三年、二零二四年及二零二五年十二月三十一日止年度，將分別設為2,940,000港元、3,240,000港元及3,570,000港元。於截至二零二三年十二月三十一日止年度，本集團根據二零二三年服務協議就管理服務應付聯合集團之成本總額為884,000港元，並未超過該年所設年度上限2,940,000港元。

由於(i)李成輝先生作為非執行董事，亦為Lee and Lee Trust(全權信託)之其中一名信託人，連同其個人權益，於二零二三年六月三十日控制聯合集團已發行股份總數約74.99%權益；(ii)Arthur George Dew先生作為主席兼非執行董事及根據二零二零年服務協議及二零二三年服務協議提供管理服務之管理人員之成員；及(iii)王大鈞先生作為Arthur George Dew先生之替任董事及根據二零二零年服務協議及二零二三年服務協議提供管理服務之管理人員之成員，故彼等均被視為於二零二零年服務協議及二零二三年服務協議中擁有利益。

由於聯合集團為本公司之主要股東，而天安及Best Advantage均為聯合集團之聯繫人，聯合集團、天安及Best Advantage均為本公司之關連人士，因此根據上市規則第14A.31條，補充貸款協議I、二零二零年服務協議及二零二三年服務協議項下擬進行之交易構成本公司之持續關連交易。補充貸款協議I項下擬進行之交易須遵守上市規則第14A章下有關申報、年度審閱、公告及獨立股東批准規定。二零二三年服務協議項下擬進行之交易(已全面豁免的分攤行政服務除外)(連同補充貸款協議I，統稱為「持續關連交易」)須遵守上市規則第14A章下有關申報、年度審閱及公告規定，惟豁免遵守獨立股東批准規定。然而，二零二零年服務協議項下擬進行之交易(已全面豁免的分攤行政服務除外)構成符合最低豁免水平的交易，根據上市規則第14A.76條獲全面豁免遵守上市規則下之申報、年度審閱、公告及獨立股東批准規定。本段所披露資料僅供參考。

根據上市規則第14A.55條，獨立非執行董事已審閱持續關連交易並確認持續關連交易乃：

- (i) 於本集團之日常及一般業務中訂立；
- (ii) 按一般商業條款或更佳條款進行；及
- (iii) 根據有關交易之協議進行，條款公平合理，並符合股東之整體利益。

根據上市規則第14A.56條規定，董事會聘用本公司核數師就上述持續關連交易進行若干協定程序。核數師已向董事會報告其有關該等程序之結論，並對上市規則第14A.56條所述事項作出確認。本公司核數師獲聘用根據香港會計師公會頒佈之香港核證委聘準則第3000號(經修訂)「審核或審閱過往財務資料以外之核證委聘」及參照實務說明第740號(經修訂)「關於香港上市規則所述持續關連交易的核數師函件」就上述持續關連交易作出報告。

### 捐款

截至二零二三年六月三十日止年度，本集團共捐款1,000港元。

### 優先購買權

公司細則或百慕達一九八一年公司法(「公司法」)並無訂明優先購買權條文，規定本公司按比例向現有股東發售新股。

### 公眾持股量

於本報告日期，根據本公司可以得悉的公開資料及就董事所知，本公司一直按上市規則規定維持充足公眾持股量。

### 核數師

德勤•關黃陳方會計師行辭任本公司核數師及國富浩華(香港)會計師事務所有限公司獲委任為本公司核數師以填補臨時空缺，均自二零二零年六月二十二日起生效。

國富浩華(香港)會計師事務所有限公司辭任本公司核數師，及香港立信德豪會計師事務所有限公司獲委任為本公司核數師以填補臨時空缺，均自二零二三年六月二十七日起生效。

本集團截至二零二三年六月三十日止年度的綜合財務報表已經由香港立信德豪會計師事務所有限公司審核。香港立信德豪會計師事務所有限公司將會退任，而一項有關重新委任香港立信德豪會計師事務所有限公司為本公司核數師之決議案將在二零二三年股東週年大會上提呈。

除上文所披露者外，於過去三年本公司核數師概無其他變動。

### 審核委員會審閱業績

本集團截至二零二三年六月三十日止年度之末期業績已經由本公司審核委員會審閱。

承董事會命

主席

**Arthur George Dew**

香港，二零二三年九月二十六日

本公司致力於切合實際之範圍內維持高水平之企業管治，以強調高透明度、問責性及獨立性為原則。董事會相信優良之企業管治對本公司之成功及提升股東價值至為重要。

## 企業管治守則

根據上市規則附錄十四所載之企業管治守則(「**企業管治守則**」)，董事會已審閱本公司之企業管治常規，並已採納多項經改進之程序，詳情載於本報告內。於截至二零二三年六月三十日止年度，本公司已應用及全面遵守載於企業管治守則「第二部份—良好企業管治的原則、守則條文及建議最佳常規」一節內之原則及適用之守則條文。董事會將至少每年檢討現行之常規一次，並在其認為需要時作出適當更改。

## 董事會

董事會目前共由八名董事組成，其中兩名為執行董事、三名為非執行董事(「**非執行董事**」)及三名為獨立非執行董事(「**獨立非執行董事**」)。於截至二零二三年六月三十日止年度及截至本報告日期為止，董事會成員載列如下：

### 執行董事：

Brett Robert Smith先生(副主席)  
Andrew Ferguson先生(行政總裁)

### 非執行董事：

Arthur George Dew先生(主席)  
王大鈞先生(Arthur George Dew先生之替任董事)  
李成輝先生  
林蓮珠女士

### 獨立非執行董事：

王永權博士  
鄭鑄輝先生  
王宏前先生

董事之履歷詳情載於本年報第61頁至第65頁之董事及管理層履歷內。董事會成員之間並無財務、業務、家族或其他重大或相關關係。

## 董事會程序

於年內，非執行董事(其中至少三名為獨立非執行董事)為本集團提供廣泛之專業知識及經驗。彼等積極參與董事會及委員會會議，對本集團之策略、表現及管理程序之事宜提供獨立判斷，並顧及全體股東之利益。

於年內及直至本報告日期為止，本公司有至少三名獨立非執行董事，佔董事會人數不少於三分之一，至少一名獨立非執行董事具備上市規則第3.10條所規定之適當專業資格，或會計或相關財務管理專業知識。董事會已接獲各獨立非執行董事有關其獨立性的年度確認書，並認為所有獨立非執行董事均具備上市規則第3.13條所載之指引下之獨立性。

董事會定期舉行會議，討論本集團之整體策略以及營運及財政表現，並審閱及批准本集團之全年及中期業績及其他須處理之個別事項。於年內，已舉行了四次董事會會議，而各董事於截至二零二三年六月三十日止年度內於董事會、薪酬委員會、審核委員會之會議及股東大會的個別出席記錄載列如下：

董事姓名	出席／舉行會議的次數			
	董事會	薪酬委員會	審核委員會	股東大會
<b>執行董事：</b>				
Brett Robert Smith先生(副主席)	4/4	-	-	1/1
Andrew Ferguson先生(行政總裁)	4/4	-	-	1/1
<b>非執行董事：</b>				
Arthur George Dew先生(主席) (王大鈞先生為其替任董事)	4/4 (附註1)	1/1 (附註1)	2/2 (附註1)	1/1 (附註1)
李成輝先生	3/4	-	-	1/1
林蓮珠女士	4/4	-	-	1/1
<b>獨立非執行董事：</b>				
王永權博士	4/4	1/1	2/2	1/1
鄭鑄輝先生	4/4	1/1	2/2	1/1
王宏前先生	4/4	1/1	2/2	1/1

附註：

1. 所有會議均由其本人出席。

經董事會決定或考慮之事宜主要包括本集團整體策略、全年及中期業績、董事委任或重新委任之批准(按提名委員會之建議)、重大合約及交易、企業管治，以及其他重大政策及財務等事宜。董事會已將日常職責委派予行政管理人員，並由執行委員會(其具有明確之書面職權範圍)指示／監督。董事會及本公司管理層之職能已分別確立並以書面列載，將不時由董事會作出檢討並更新，以確保其職能與現行規則及規例一致。

董事會定期會議的舉行日期於每年預先編定，以便更多董事出席會議。舉行董事會會議一般會給予全體董事至少14天之通知，以便彼等皆有機會提出商討事項列入會議議程內。本公司的公司秘書(「公司秘書」)協助董事會主席編製會議議程，以及確保已遵守所有適用規則及規例。議程及隨附之董事會文件一般在擬舉行董事會定期會議前至少3天呈送予全體董事(及就可行情況下，亦適用於其他董事會會議)。每份董事會會議記錄之初稿於提交下一次董事會會議審批前，先供全體董事傳閱並提出意見。所有會議記錄均由公司秘書保存，並供任何董事於發出合理通知時，於任何合理時間內查閱。

根據董事會現行慣例，倘主要股東或董事在董事會將予考慮之事項中存有董事會認為屬重大之利益衝突，則有關事項會於正式召開之董事會會議上由董事會處理。公司細則亦規定，除當中所述之例外情況外，董事須於批准彼或其任何緊密聯繫人擁有重大利益之任何合約或安排之會議上就任何董事會決議案放棄投票，彼亦不會被計算於該等會議之法定人數內。

每位董事均有權查閱董事會文件及相關資料，並可向公司秘書尋求意見及服務。董事會及各董事亦可個別及獨立地接觸本公司之高級管理層。董事將獲持續提供上市規則及其他適用監管規定之最新重大發展之資料，以確保彼等遵守及維持良好的企業管治常規。此外，作為鼓勵董事提出獨立觀點及意見之機制之一部分，本公司已制定書面程序，讓各董事在履行其職務時，可在適當之情況下尋求外部獨立專業意見，有關合理費用由本公司承擔。董事會每年就該機制之實施情況及有效性進行檢討。

### 董事之持續專業發展

在持續專業發展方面，除出席會議及審閱由本公司管理層發出之文件及通函外，截至二零二三年六月三十日止年度，董事參與之活動包括如下：

董事姓名	參與持續專業發展活動	
	閱讀法規更新	出席與董事職責有關的培訓／簡報會／座談會／研討會
<b>執行董事：</b>		
Brett Robert Smith先生(副主席)	✓	✓
Andrew Ferguson先生(行政總裁)	✓	✓
<b>非執行董事：</b>		
Arthur George Dew先生(主席)	✓	✓
王大鈞先生(Arthur George Dew先生之替任董事)	✓	✓
李成輝先生	✓	✓
林蓮珠女士	✓	✓
<b>獨立非執行董事：</b>		
王永權博士	✓	✓
鄭鑄輝先生	✓	✓
王宏前先生	✓	✓

## 多元化

本公司已於二零一三年九月採納董事會成員多元化政策，載列有關董事會成員多元化的目標及原則，以確保董事會的成員在技能、經驗以及多樣的觀點與角度方面達到適當的平衡，從而提升董事會的運作效率並保持高標準的企業管治水平。董事會成員的提名與委任將以用人唯才為原則，以本公司不時的業務需求為基準，並兼顧董事會成員的多元化。

甄選董事會候選人將以一系列多元化範疇為基準，並參考本公司的業務模式和特定需求，包括但不限於性別、年齡、文化背景、教育背景、技能、知識和專業經驗。

董事會女性成員代表比例乃本公司評估董事會成員多元化政策實施情況之可衡量目標。目前，董事會的八名董事中有一名董事為女性，董事會性別多元化之比例達到12.50%。董事會的目標為至少保持目前的女性成員代表比例，最終目標為在物色到合適人選時逐漸提高女性成員比例。

八名董事各具不同背景，包括管理、工程、採礦、自然資源、金融／資產投資、企業融資、投資管理、併購、法律、會計及財務管理，可達致優勢互補。彼等為本集團業務帶來之寶貴經驗及專業知識對本集團之長遠增長至關重要。

於年內，董事會就董事會成員多元化政策之實施情況及有效性進行年度審閱，並對董事會成員多元化政策已得到妥善實施及行之有效感到滿意。

為達致性別多元化，本集團於聘請及挑選高級管理層及普通僱員時亦考慮類似的因素。截至二零二三年六月三十日，男性及女性在員工隊伍(包括高級管理層)中的比例為1.8：1，已達到性別多元化之可衡量目標。有關本集團僱員組成之進一步資料，請參閱分別於聯交所及本公司網站發佈之環境、社會及管治(「環境、社會及管治」)報告。

## 主席及行政總裁之角色

企業管治守則之守則條文C.2.1規定，主席及行政總裁之角色應有所區分，並不應由一人同時兼任。董事會主席Arthur George Dew先生主要負責領導董事會，確保(i)所有重大政策事宜乃經董事會以即時及建設性方式討論；(ii)所有董事能妥善地獲得董事會會議上討論問題之通報；及(iii)董事能收到準確、適時及清晰之資料。行政總裁一職由本公司行政總裁Andrew Ferguson先生擔任，彼負責本集團之日常業務管理。此等職位之職責已清晰區分且以書面形式載明，並經董事會批准。

## 董事之委任及重選

提名委員會之職權範圍包括訂明遴選及推薦本公司董事候選人程序及準則之提名方法。

每名新獲委任之董事將於首次委任時獲公司秘書發給一套入職資料。該套入職資料乃根據公司條例、上市規則以及證券及期貨條例董事須遵守之職責及持續責任之全面、正式及按每名董事情況專門編製之指引。此外，該套入職資料亦包括簡述本公司運作及業務之資料、本公司最新公佈之財務報告及董事會採納之企業管治常規文件。董事將持續獲更新上市規則及其他適用之規管規定之任何重大發展，以確保彼等遵守及維持良好之企業管治常規。

所有本公司之非執行董事(包括獨立非執行董事)已按特定任期獲委任，自二零二一年六月一日起計，為期兩年。所有非執行董事(包括獨立非執行董事)之委任已於二零二三年六月一日進一步續期，並無指定任期。所有非執行董事(包括獨立非執行董事)之委任條款均須根據公司細則之有關條文或任何其他適用法例之規定離任或退任，但可膺選連任。

於考慮董事委任或重新委任時，除上文「董事會」項下「多元化」一段中列出的多元化標準外，董事會在提名委員會的協助及建議下，亦將考慮一系列因素，包括但不限於董事會的結構、規模及組成，候選人的資格，及彼等能否在需要時投入足夠時間履行彼等作為董事之職責，並為本公司戰略、政策及業績的發展作出積極貢獻。

根據公司細則，於本公司每屆股東週年大會(「股東週年大會」)上，三分之一當時在任之董事(或倘人數並非三之倍數，則最接近但不少於三分之一之數目)須輪值退任。此外，任何填補臨時空缺而獲董事會委任或作為董事會新增之董事，可任職至其獲委任後的首屆股東週年大會為止，並有資格於該屆大會上膺選連任。每名董事須至少每三年輪值退任一次。



## 企業管治職能

董事會負責履行企業管治責任，並已就其企業管治職能採納書面職權範圍。

董事會在企業管治職能方面之責任包括：

- (i) 制定及檢討本公司之企業管治政策及常規；
- (ii) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (iii) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (iv) 制定、檢討及監察僱員及董事之適用操守準則及合規手冊(如有)；及
- (v) 檢討本公司在遵守企業管治守則之情況及在企業管治報告內之披露。

於截至二零二三年六月三十日止年度及截至本報告日期為止，董事會已根據其職權範圍履行企業管治責任。

## 董事委員會

董事會已成立多個委員會，包括提名委員會、薪酬委員會、審核委員會及執行委員會，各委員會均以書面具體列明其職權範圍。委員會之所有會議記錄及決議案均由公司秘書保存，並提供副本予全體董事會成員傳閱，而各委員會須向董事會匯報其決定及建議(倘適用)。董事會會議之程序及安排(於本報告「董事會」一節內提述)按可行情況下亦已獲採納於委員會會議。

### 提名委員會

提名委員會自二零一二年三月成立，並由董事會主席擔任主席，且大部份成員為獨立非執行董事。目前，提名委員會由四位成員組成，包括非執行董事及董事會主席Arthur George Dew先生(提名委員會主席)(王大鈞先生為其替任董事)，以及獨立非執行董事王永權博士、鄭鑄輝先生及王宏前先生。提名委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。提名委員會之主要角色及職能已包含於其職權範圍內，該職權範圍已於聯交所及本公司網站內登載。

提名委員會已於其職權範圍內制訂並載列提名政策(「提名政策」)。提名政策旨在確保董事會按照本公司業務而具備適當所需技能、經驗及多樣的觀點與角度，且董事能按其角色及董事會職責向本公司投入足夠時間並作出貢獻。董事會成員應由執行董事和非執行董事(包括獨立非執行董事)均衡組合，使董事會具有強大的獨立成分，以便能夠有效地作出獨立判斷。

為確保董事會組成人員的變動不會帶來不適當的干擾，本公司應設有正式、經審慎考慮並具透明度的董事甄選、委任及重新委任程序，並設定有秩序的董事繼任計劃(如認為有需要)，包括定期檢討此類計劃。委任新董事(作為新增董事或填補所出現的臨時空缺)或重新委任任何董事乃經提名委員會推薦候選人後由董事會作出決定。

用於考慮候選人是否符合資格的標準，應視乎候選人是否能投入足夠時間及精神以處理本公司事務，並促進董事會成員多元化(包括性別多元化)，使董事會能有效履行其職責。通過採用該等標準，有助於本公司為董事會發掘候選人渠道，以實現性別多元化。更多甄選標準及程序的詳情載於提名委員會職權範圍，該職權範圍已於聯交所及本公司網站內登載。

根據其職權範圍，提名委員會將於有需要時舉行會議，亦可透過傳閱文件方式處理事宜。於截至二零二三年六月三十日止年度，提名委員會並無舉行會議，提名委員會乃透過傳閱文件方式處理事宜。於截至二零二三年六月三十日止年度及截至本報告日期為止，提名委員會已履行之工作概述如下：

- (i) 檢討並建議董事會批准就重選退任董事提呈於二零二二年股東週年大會及二零二三年股東週年大會之決議案；
- (ii) 檢討董事會的架構、人數、組成及多元化，以及評核各獨立非執行董事的獨立性；
- (iii) 檢討並建議董事會批准自二零二三年六月一日起續聘執行董事及非執行董事(包括獨立非執行董事)；及
- (iv) 知悉鄭鑄輝先生決定於二零二三年股東週年大會上輪值退任獨立非執行董事且不再膺選連任。

### 薪酬委員會

薪酬委員會已成立逾十年，目前由四名成員組成，包括獨立非執行董事王永權博士(薪酬委員會主席)、鄭鑄輝先生及王宏前先生，以及非執行董事Arthur George Dew先生(王大鈞先生為其替任董事)。薪酬委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。薪酬委員會之主要角色及職能已包含於其職權範圍內，該職權範圍已於聯交所及本公司網站內登載。

根據其職權範圍，薪酬委員會每年須最少舉行一次會議。於截至二零二三年六月三十日止年度已舉行一次薪酬委員會會議，而各成員之出席情況載於本報告「董事會」一節內。

除舉行薪酬委員會會議外，薪酬委員會亦於截至二零二三年六月三十日止年度透過傳閱文件方式處理事宜。於截至二零二三年六月三十日止年度及截至本報告日期為止，薪酬委員會已履行之工作概述如下：

- (i) 檢討董事及高級管理層之現時薪酬政策及架構；
- (ii) 檢討並建議董事會批准執行董事及高級管理層現時之薪酬待遇；
- (iii) 檢討並建議董事會批准非執行董事(包括獨立非執行董事)現時之薪酬；及
- (iv) 檢討並建議董事會批准重新委任的執行董事及非執行董事(包括獨立非執行董事)的薪酬及續聘事宜。

應付董事之薪酬乃按彼等各自之僱傭合約或服務合約內之條款，在薪酬委員會向董事會提出建議並獲批准後而釐定。董事薪酬之詳情載於綜合財務報表附註11，而於中期期間及截至中期報告日期止之董事酬金之變更詳情(如適用)亦已披露於本公司日期為二零二三年二月二十七日之中期報告內。應付本公司高級管理層的薪酬按範圍載列於綜合財務報表附註39(g)。本公司薪酬政策之詳情亦已載於董事會報告第77頁之「薪酬政策」一節內。

### 審核委員會

審核委員會已成立逾十年，目前由四名非執行董事組成，其中三名為獨立非執行董事。為保持獨立性及客觀性，審核委員會由一名具備合適專業資格、會計或相關財務管理專業知識之獨立非執行董事擔任主席。審核委員會之現任成員為獨立非執行董事王永權博士(審核委員會主席)、鄭鑄輝先生及王宏前先生，以及非執行董事Arthur George Dew先生(王大鈞先生為其替任董事)。審核委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。審核委員會之主要角色及職能已包含於其職權範圍內，該職權範圍已於聯交所及本公司網站內登載。

根據其職權範圍，審核委員會每年須最少舉行兩次會議。於截至二零二三年六月三十日止年度已舉行兩次審核委員會會議，而各成員之出席情況載於本報告「董事會」一節內。

除舉行審核委員會會議外，審核委員會亦於截至二零二三年六月三十日止年度透過傳閱文件方式處理事宜。於截至二零二三年六月三十日止年度及截至本報告日期為止，審核委員會已履行之工作概述如下：

- (i) 審閱及批准外聘核數師建議之審核範圍及費用；
- (ii) 審閱外聘核數師就有關本集團截至二零二二年六月三十日止年度之年終審核、截至二零二二年十二月三十一日止六個月之中期業績審閱及截至二零二三年六月三十日止年度之年終審核結果之報告／獨立審閱報告及管理層之回應；
- (iii) 審閱及建議董事會批准截至二零二二年六月三十日止年度、截至二零二二年十二月三十一日止六個月及截至二零二三年六月三十日止年度之財務報告及相關之管理層聲明函件及公告；
- (iv) 審閱及建議董事會就本集團之風險管理及內部監控系統作年度檢討；
- (v) 審閱由內部審計部(「**內部審計部**」)編製之內部審計報告及內部審計職能之有效性；
- (vi) 審閱及建議董事會就本集團會計、內部審計、財務匯報職能以及環境、社會及管治表現及匯報方面的資源、員工資歷及經驗以及有關員工所接受的培訓課程及預算之報告作年度檢討；
- (vii) 審閱及建議董事會批准經更新的識別及監察關連交易之程序及經更新的內幕消息披露政策；
- (viii) 審閱及建議董事會就財務匯報、內部監控或其他事宜潛在不當行為之舉報程序、關聯方交易政策及程序、識別及監察關連交易之程序、內幕消息披露政策、內部監控手冊以及風險管理、合規及內部監控程序之政策作年度檢討；及
- (ix) 建議董事會批准委任新外聘核數師及相關事宜。

### 執行委員會

董事會已成立執行委員會，並制定特定職權範圍。其目前由兩名執行董事Andrew Ferguson先生(執行委員會主席)及Brett Robert Smith先生組成。執行委員會負責審閱及批准(其中包括)本集團的日常業務產生的任何事項及任何由董事會不時指派之事項。

## 公司秘書

劉冬妮女士為公司秘書。全體董事均可要求公司秘書提供意見及服務。公司秘書就董事會管治事宜向主席匯報，負責確保董事會程序得以遵守，及促進董事之間及與股東和管理層之溝通。

劉女士為英國特許公司治理公會及香港公司治理公會資深會員。於截至二零二三年六月三十日止年度，劉女士接受超過15小時之相關專業培訓以更新其技能及知識。

## 董事及相關僱員進行證券交易之守則

本公司已採納標準守則作為董事進行證券交易之行為守則。經本公司作出特定查詢後，全體董事已確認彼等一直遵守標準守則所載之規定標準。

本公司亦已採納標準守則作為相關僱員進行證券交易之守則，藉此對本公司或其任何附屬公司之若干僱員(彼等被視為可能知悉有關本公司或其證券之內幕消息)就本公司之證券買賣作出規管。

## 問責性及審核

### 財務匯報

董事確認彼等編製本集團綜合財務報表(在會計部之協助下)之責任。於編製截至二零二三年六月三十日止年度之綜合財務報表時，本公司已採納香港公認會計原則，並遵守香港會計師公會頒佈之香港財務報告準則(當中亦包括香港會計準則及詮釋)之規定以及香港公司條例之披露規定。董事認為所選擇之會計政策適當並且貫徹應用，而所作判斷及估計審慎合理，亦已確保按持續經營基準編製綜合財務報表。

外聘核數師在財務匯報方面的責任載列於本年報獨立核數師報告內。

## 風險管理及內部監控

董事會負責每年檢討本集團風險管理及內部監控系統之效能，當中涵蓋所有重要的監控，包括財務監控、運作監控、合規監控以及環境、社會及管治相關監控。於年內，董事會已透過審核委員會就本公司在會計、內部審計及財務匯報職能以及環境、社會及管治相關表現及匯報方面的資源、員工資歷及經驗以及有關員工所接受的培訓課程及預算是否足夠作出檢討。

本集團風險管理及內部監控系統旨在合理地(而非絕對地)保證無重大失實陳述或損失，同時管理(而非完全消除)系統失誤之風險，並協助本集團達致議定宗旨及目標。其對達致業務目標至為重要之風險管理擔任重要角色。此外，其亦為備存妥善之會計記錄提供準則，有助遵守有關法律及法規。

本集團設有識別、評估及管理各項業務及活動之風險的系統及程序。有關部門主管在內部審計部的協調下各自完成責任聲明，藉以進行年度評估。管理層向執行委員會主席呈報檢討結果，及由其轉呈審核委員會及董事會以檢討風險管理及內部監控系統之效能，並認為風險管理及內部監控系統屬有效及足夠。

有關本集團面對各主要類別風險之管理政策及程序之論述，載於綜合財務報表附註36及本年報「管理層討論及分析」一節內。

## 內部審計

內部審計主管向董事會主席及審核委員會匯報。內部審計部一般就本集團風險管理及內部監控系統是否足夠及有效作出分析及獨立評估。

審核委員會及董事會已審閱由內部審計部編製之內部審計報告。

### 內幕消息披露政策

董事會就處理及發佈內幕消息的程序及內部監控採納內幕消息披露政策(「該政策」)。該政策載列董事及本集團相關人員的指引及程序，以確保本集團按公平基準並及時向公眾發佈內幕消息。掌握潛在內幕消息及／或內幕消息的董事及相關人員需採取合理措施，確保制定妥善保障措施以防止洩露高度機密的內幕消息，並確保接收者明白自身有責任就消息保密。該政策須於情況有變動及於上市規則、證券及期貨條例第XIVA部及相關法定及監管規定不時出現變動時按需要作出更新及修訂。

### 外聘核數師酬金

國富浩華(香港)會計師事務所有限公司已辭任本公司之核數師，而香港立信德豪會計師事務所有限公司獲委任為本公司之核數師，以填補臨時空缺，兩者均自二零二三年六月二十七日起生效。

於截至二零二三年六月三十日止年度，本公司已付或應付的核數師酬金載列如下：

已提供服務	已付或 應付費用 千港元
香港立信德豪會計師事務所有限公司 — 核數服務	1,200
國富浩華(香港)會計師事務所有限公司 — 非核數服務： — 審閱中期財務資料	200
	1,400

## 股東參與

董事會深明與股東保持良好聯繫的重要性。有關本集團的資料乃按時透過多種正式途徑向股東傳達，包括中期報告及年報、公告及通函。該等刊發文件連同最近期之公司資料及消息亦已於本公司網站內登載。

本公司股東週年大會乃董事會直接與股東聯繫之寶貴機會。主席積極參與股東週年大會以回應股東之任何提問。審核委員會、薪酬委員會及提名委員會主席，或在主席缺席時由各自委員會之另一名委員(或如該等委員未能出席，則彼等各自適當委任的代表)亦會於股東週年大會上回答提問。任何須予成立或根據上市規則成立之獨立董事委員會之主席(或倘並無委任該主席，則至少一名獨立董事委員會成員)亦會出席任何就批准關連交易或須獲獨立股東批准之任何其他交易而舉行之股東大會，以回答提問。

於截至二零二三年六月三十日止年度，本公司的二零二二年股東週年大會於二零二二年十二月一日舉行。董事於二零二二年股東週年大會的出席記錄載於本報告「董事會」一節內。

每項重大事項(包括重選退任董事)均於股東大會提呈獨立決議案。

就股東週年大會而言，股東通告將於大會舉行前至少21天發出，而就所有其他股東大會而言，股東通告將於大會舉行前至少14天發出。以股數投票方式進行表決之詳細程序會於大會開始時向股東解釋。大會主席會解答股東有關以股數投票方式表決之任何問題。股數投票結果將根據上市規則規定之方式刊發。

根據公司細則第58條，股東凡於提交請求當日持有附帶本公司股東大會表決權之本公司繳足股本不少於十分之一，可隨時透過向董事會或公司秘書發出書面請求，以要求董事會召開股東特別大會處理該請求所指明的任何事務或決議案。有關請求須列明股東大會的目的，經相關股東簽署，並可郵寄至本公司於百慕達的註冊辦事處(「註冊辦事處」)，並最好將副本郵寄至其於香港的主要辦事處(「總辦事處」)(兩個地址均可於本年報「公司資料」一節查閱)，註明收件人為董事會或公司秘書。此外，股東可根據百慕達一九八一年公司法及公司細則(如適用)向董事會或公司秘書提交書面形式之股東大會提案並送達註冊辦事處，並最好將副本送達總辦事處，以於股東大會上提呈建議。



董事會已制定一套股東通訊政策。股東可隨時向董事會直接作出書面提問，該等提問可郵寄至註冊辦事處，並最好將副本郵寄至總辦事處，註明收件人為董事會或公司秘書。

於截至二零二三年六月三十日止年度，董事會已對股東通訊政策的實施情況及成效進行檢討。經考慮上述及股東通訊政策中詳述的多種溝通及參與渠道後，董事會信納，股東通訊政策已得到妥善實施，且為有效。

### 股息政策

董事會已採納自二零一八年十一月起生效的股息政策。本公司之股息政策旨在為其股東提供合理及可持續回報，同時維持財務狀況穩定，使本公司得以把握任何不時之投資及擴張機遇。

董事會可按年宣派或建議股息及／或宣派中期股息或特別股息。經考慮本公司及本集團營運業績、累計及未來盈利、資產負債、流動資金狀況、資本承諾要求及未來擴張計劃以及整體經濟狀況及可能影響本公司及本集團財務表現及狀況的外在因素後，董事會方可建議或宣派股息。此外，由於本公司為一間控股公司，董事會亦將考慮自其附屬公司及聯營公司收取的股息，原因是本公司派付股息的能力取決於自該等附屬公司及聯營公司收取的股息。

董事會將定期檢討股息政策並在必要時修訂及／或修改股息政策。

### 章程文件之重大變動

於二零二二年股東週年大會上，已通過一項特別決議案就採納新公司細則，以(其中包括)為使符合上市規則附錄三所載之核心的股東保障水平。新公司細則所引入的修訂載於本公司日期為二零二二年十月二十七日之通函內。

### 提升企業管治水平

提升企業管治水平並非只為應用及遵守聯交所之企業管治守則，亦為推動及建立道德與健全之企業文化。吾等將持續檢討並按經驗、監管變動及發展，於適當時候改善現行常規。本公司亦歡迎股東提供任何意見及建議以提高及改善本公司之透明度。



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## TO THE SHAREHOLDERS OF APAC RESOURCES LIMITED

(Incorporated in Bermuda with limited liability)

致：亞太資源有限公司股東

(於百慕達註冊成立之有限公司)

## OPINION

We have audited the consolidated financial statements of APAC Resources Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 104 to 278, which comprise the consolidated statement of financial position as at 30 June 2023, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2023, 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 (the “**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 (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s “Code of Ethics for Professional Accountants” (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## 意見

本核數師已審核載於第104頁至278頁亞太資源有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)之綜合財務報表，當中包括於二零二三年六月三十日之綜合財務狀況表、截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註(包括主要會計政策概要)。

本核數師認為，綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈之香港財務報告準則(「**香港財務報告準則**」)真實而公平地反映 貴集團於二零二三年六月三十日之綜合財務狀況以及其截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

## 意見之基礎

本核數師根據香港會計師公會頒佈之香港審計準則(「**香港審計準則**」)進行審核。本核數師於該等準則下之責任在本核數師之報告內核數師就審核綜合財務報表須承擔之責任一節中作進一步闡述。根據香港會計師公會之「**職業會計師道德守則**」(「**守則**」)，本核數師獨立於 貴集團，並已遵循守則履行其他道德責任。本核數師相信，本核數師所獲得之審核憑證能充分及適當地為本核數師之意見提供基礎。

## 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, we do not provide a separate opinion on these matters.

## Impairment assessment of interests in associates

Refer to Notes 2(d), 2(l), 3(b)(i) and 16 to the consolidated financial statements.

## Key Audit Matter

## 關鍵審核事項

As at 30 June 2023, the carrying values of the Group's interests in associates and accumulated impairment loss amounted to HK\$2,307,750,000 and HK\$742,220,000 respectively.

於二零二三年六月三十日，貴集團於聯營公司之權益之賬面值及累計減值虧損分別為2,307,750,000港元及742,220,000港元。

We identified impairment assessment of the Group's interests in associates as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the significant estimation and judgement involved by the management of the Group in determining the recoverable amount of the Group's associates.

本核數師把貴集團於聯營公司之權益之減值評估列為關鍵審核事項，原因為有關結餘對綜合財務報表整體而言屬重大，且貴集團管理層於釐定貴集團聯營公司可收回金額時涉及重大估計及判斷。

## 關鍵審核事項

關鍵審核事項為根據本核數師之專業判斷，對本核數師審核本期綜合財務報表至關重要之事項。本核數師在整體審核綜合財務報表及就此達致意見時處理該等事項，而不會就此等事項單獨發表意見。

## 於聯營公司之權益之減值評估

請參閱綜合財務報表附註2(d)、2(l)、3(b)(i)及16。

## Our response:

## 本核數師之應對措施：

During our audit, we conducted the following audit procedures, amongst others, to address this key audit matter:

於審核過程中，本核數師開展(其中包括)以下審核程序處理該關鍵審核事項：

- (i) Understanding the impairment assessment of the Group's interests in associates performed by the management of the Group, including the valuation model adopted and key assumptions used;  
了解貴集團管理層就貴集團於聯營公司之權益進行之減值評估，包括所採用之估值模型及所使用之主要假設；
- (ii) Evaluating the key assumptions and inputs used by the management of the Group, including the future cash flows expected to arise from the operations of the associates, and the discount rates used, with reference to historical performance, publicly available information of the associates and the valuation techniques adopted by the management of the Group, if applicable;  
評估貴集團管理層所採用之主要假設及輸入數據，包括預期自聯營公司營運產生之未來現金流量以及經參考聯營公司過往表現、公開可得資料及貴集團管理層採納之估值技巧(如適用)而得出所採用之折現率；
- (iii) Checking the closing price of the shares of the associates if they are listed on a recognised stock exchange as at 30 June 2023;  
核查於二零二三年六月三十日於認可證券交易所上市之聯營公司股份之收市價；

**KEY AUDIT MATTERS (Continued)**

**關鍵審核事項(續)**

**Impairment assessment of interests in associates (Continued)** 於聯營公司之權益之減值評估(續)

**Key Audit Matter**  
**關鍵審核事項**

**Our response:**  
**本核數師之應對措施：**

As set out in Note 3 to the consolidated financial statements, the recoverable amount of each of the Group's interests in associates are determined by the management of the Group with reference to the higher of its value in use and fair value less costs of disposal when there is impairment indicator of the associate. The value in use calculation requires the management of the Group to estimate the present value of the future cash flows expected to arise from the operations of the associates. The fair value less costs of disposal of the associates is determined by reference to the closing price of the associates when their shares are listed on a recognised stock exchange or estimated fair value of the individual assets less liabilities of the associates.

誠如綜合財務報表附註3所載，聯營公司出現減值跡象時，貴集團於聯營公司之權益各自之可收回金額乃由貴集團管理層經參考其使用價值及公平值減出售成本中之較高者而釐定。計算使用價值時，貴集團管理層需要估計預期自聯營公司營運產生之未來現金流量之現值。聯營公司之公平值減出售成本乃參考聯營公司股份於認可證券交易所上市時之收市價或聯營公司個別資產減負債之估計公平值釐定。

Following the detailed impairment assessment of the Group's interests in the associates, the recoverable amounts of the Group's certain associates falls below their carrying amounts and accordingly an impairment loss of HK\$276,851,000 in respect of the Group's interests in associates is recognised in profit or loss for the year.

就貴集團於聯營公司之權益進行詳細減值評估後，貴集團若干聯營公司之可收回金額低於其賬面值，因此，年內就貴集團於聯營公司之權益於損益確認減值虧損276,851,000港元。

- (iv) Comparing the results of the value in use calculation and the fair value less cost of disposals of the Group's interests in associates to determine the recoverable amount of the Group's interests in associates;  
於釐定貴集團於聯營公司之權益之可收回金額時，比較使用價值計算結果與貴集團於聯營公司之權益之公平值減出售成本；
- (v) Comparing the recoverable amount of the Group's interests in associates and their carrying amounts, and recalculating the amount of impairment loss of the Group's interests in associates; and  
比較貴集團於聯營公司之權益之可收回金額與其賬面值，並重新計算貴集團於聯營公司之權益之減值虧損金額；及
- (vi) Utilising our own valuation specialists' work when considering the appropriateness of the methodology and assumptions adopted in the calculations.  
於考慮計算採納之方法及假設之恰當性時，運用本核數師本身之估值專家工作。

## KEY AUDIT MATTERS (Continued)

## 關鍵審核事項(續)

## Impairment assessment of loan receivables

## 應收貸款的減值評估

Refer to Notes 2(i), 3(b)(ii), 20 and 36(a) to the consolidated financial statements.

請參閱綜合財務報表附註2(i)、3(b)(ii)、20及36(a)。

## Key Audit Matter

## 關鍵審核事項

## Our response:

## 本核數師之應對措施：

As at 30 June 2023, the total gross carrying amount of the Group's loan receivables was approximately HK\$379,633,000 and the carrying amount of expected credit loss ("ECL") of approximately HK\$33,559,000 was recognised in relation to the Group's loan receivables.

於二零二三年六月三十日，貴集團應收貸款之賬面總值約為379,633,000港元，就貴集團應收貸款確認之預期信貸虧損(「預期信貸虧損」)之賬面值約為33,559,000港元。

We identified impairment assessment of the Group's loan receivables as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the significant estimation and judgement involved by the management of the Group in determining the ECL of the Group's loan receivables.

本核數師把貴集團應收貸款的減值評估列為關鍵審核事項，原因為有關結餘對綜合財務報表整體而言屬重大，且貴集團管理層於釐定貴集團應收貸款之預期信貸虧損時涉及重大估計及判斷。

During our audit, we conducted the following audit procedures, amongst others, to address this key audit matter:

於審核過程中，本核數師開展(其中包括)以下審核程序處理該關鍵審核事項：

- (i) Understanding the impairment assessment of the Group's loan receivables performed by the management of the Group, including the ECL model adopted and key assumptions used;  
了解貴集團管理層就貴集團之應收貸款進行之減值評估，包括所採用之預期信貸虧損模型及所使用之主要假設；
- (ii) Understanding the controls over the origination, segmentation, ongoing internal credit quality assessments, recording and monitoring of loan receivables;  
了解對應收貸款的產生、分類、持續內部信貸質量評估、記錄及監督的控制；
- (iii) Assessing the reasonableness of the Group's ECL models, including the model inputs, model design, model performance and the mathematical accuracy of the ECL calculation;  
評估貴集團預期信貸虧損模型的合理性，包括模型輸入數據、模型設計、模型表現及預期信貸虧損計算的數學準確度；

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Impairment assessment of loan receivables (Continued)

應收貸款的減值評估(續)

Key Audit Matter

關鍵審核事項

Our response:

本核數師之應對措施：

The measurement of ECL requires the application of judgement which include the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECL models, such as the probabilities of default, loss given default, expected future cash flows and forward looking factors etc.

預期信貸虧損的計量要求應用判斷，包括識別信貸質素顯著惡化的風險，以及預期信貸虧損模型中使用的假設，例如違約概率、違約損失率、預期的未來現金流量和前瞻性因素等。

Following the detailed impairment assessment of the Group's loan receivables, an impairment loss on loan receivables of HK\$11,715,000 is recognised in profit or loss for the year.

就 貴集團之應收貸款進行詳細減值評估後，年內於損益確認應收貸款減值虧損11,715,000港元。

- (iv) Assessing the reasonableness of the Group's criteria for assessing if there has been a significant increase in credit risk (and credit-impaired) and so allowances for financial assets should be measured on a lifetime ECL basis and the qualitative assessment;  
評估 貴集團評估信貸風險是否已顯著增加(及已發生信貸減值)致使金融資產的撥備應按全期預期信貸虧損基準計量及定性評估的標準的合理性；
- (v) Challenging whether historical experience is representative of current circumstances and of the recent losses incurred in the portfolios and assessing the reasonableness of the forward looking adjustments;  
質疑歷史經驗是否代表當前情況以及投資組合中產生的近期虧損，並評估前瞻性調整的合理性；
- (vi) Reviewing the Group's assumptions on the expected future cash flows, including the value of realisable collateral based on available market information; if any and  
檢討 貴集團對預期未來現金流量的假設，包括基於市場可得資料的可變現抵押品價值(如有)；及
- (vii) Assessing the financial statement disclosures relating to the Group's exposure to credit risk.  
評估 貴集團信貸風險敞口相關的財務報表披露。

## OTHER MATTER

The consolidated financial statements of the Group for the year ended 30 June 2022 were audited by another auditor who expressed an unmodified opinion on those statements on 27 September 2022.

## OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than 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.

## DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

## 其他事項

貴集團截至二零二二年六月三十日止年度之綜合財務報表已由另一名核數師審核，該核數師於二零二二年九月二十七日就該等報表發表無保留意見。

## 年報之其他資料

董事須對其他資料承擔責任。其他資料包括載於年報之資料，但不包括綜合財務報表及本核數師之核數師報告。

本核數師對綜合財務報表作出之意見並無涵蓋其他資料，而本核數師不會對其他資料發表任何形式之鑑證結論。

就本核數師審核綜合財務報表而言，本核數師之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本核數師在審核過程中獲悉之資料存在重大不符，或似乎存在重大錯誤陳述。倘若本核數師基於已進行之工作認為其他資料出現重大錯誤陳述，本核數師須報告有關事實。本核數師就此並無須報告事項。

## 董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實而公平地反映情況之綜合財務報表，及董事釐定對編製綜合財務報表屬必要之有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致之重大錯誤陳述。

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

董事亦負責監督貴集團之財務申報流程。審核委員會協助董事履行彼等在此方面的責任。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, 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 judgment 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.

## 核數師就審核綜合財務報表須承擔之責任

本核數師之目標為合理確定此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致之重大錯誤陳述，並發出載有本核數師意見之核數師報告。本報告按照百慕達公司法第90條僅向閣下(作為整體)作出，除此之外本報告別無其他目的。本核數師並不就本報告之內容對任何其他人士承擔任何義務或接受任何責任。

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

在根據香港審計準則進行審核之過程中，本核數師在整個審核中運用專業判斷，保持專業懷疑態度。本核數師亦：

- 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之風險、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之審核憑證，作為本核數師意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控之情況，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 了解與審核相關之內部監控，以設計適當之審核程序，惟並非旨在對貴集團內部監控之有效性發表意見。
- 評估董事所採用會計政策之恰當性及所作出會計估計和相關披露之合理性。



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

**核數師就審核綜合財務報表須承  
擔之責任(續)**

- 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.
- 對董事採用持續經營會計基礎之恰當性作出結論，並根據所獲取之審核憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團之持續經營能力產生重大疑慮。倘本核數師認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報表中之相關披露。倘有關披露不足，則修訂本核數師意見。本核數師結論乃基於截至核數師報告日期止所取得之審核憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評估綜合財務報表之整體呈報方式、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 貴集團內實體或業務活動之財務資料獲取充足及適當之審核憑證，以便對綜合財務報表發表意見。本核數師負責集團審核之方向、監督和執行。本核數師為審核意見承擔全部責任。

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

**核數師就審核綜合財務報表須承  
擔之責任(續)**

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.

本核數師與審核委員會就(其中包括)審核之計劃範圍、時間安排及重大審核發現進行溝通, 該等發現包括本核數師在審核過程中識別之內部監控之任何重大缺失。

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.

本核數師亦向審核委員會作出聲明, 指出本核數師已符合有關獨立性之相關道德要求, 並與彼等溝通可能被合理認為會影響本核數師獨立性之所有關係及其他事宜, 以及所採取以消除威脅的行動或所採用的防範措施(如適用)。

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

從與董事溝通之事項中, 本核數師釐定對本期綜合財務報表之審核至關重要之事項, 因而構成關鍵審核事項。本核數師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, 或在極端罕見之情況下, 倘合理預期在本核數師報告中溝通某事項造成之負面後果超出產生之公眾利益, 則本核數師決定不應在報告中傳達該事項。

**BDO Limited**  
*Certified Public Accountants*

香港立信德豪會計師事務所有限公司  
執業會計師

**Chan Tsz Hung**  
Practising Certificate Number: P06693

陳子鴻  
執業證書號碼: P06693

Hong Kong, 26 September 2023

香港, 二零二三年九月二十六日

# 104 CONSOLIDATED STATEMENT OF PROFIT OR LOSS

# 綜合損益表

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue	收益			
Trading of goods	商品貿易		407,776	315,355
Interest income	利息收入		24,161	33,323
Total revenue	收益總額	6	431,937	348,678
Cost of sales	銷售成本		(410,664)	(267,583)
Gross profit	毛利		21,273	81,095
Other gains and losses	其他收益及虧損	7	(136,337)	288,078
Other income	其他收入	8	136,453	57,578
Impairment losses on interests in associates	於聯營公司之權益之 減值虧損	16	(276,851)	(465,369)
Administrative expenses	行政費用		(67,397)	(62,278)
Exploration expenses	勘探開支		(14,090)	–
Finance costs	融資成本	9(a)	(10,660)	(4,244)
Share of results of associates	分佔聯營公司業績	16	(12,946)	(343,099)
Share of results of a joint venture	分佔一間合營公司業績	17	4,714	2,178
Loss before taxation	除稅前虧損	9	(355,841)	(446,061)
Income tax credit/(expense)	所得稅抵免/(開支)	10	27,334	(19,933)
Loss for the year	年度虧損		(328,507)	(465,994)
Attributable to:	以下人士應佔：			
Owners of the Company	本公司擁有人		(318,547)	(465,994)
Non-controlling interests	非控股權益		(9,960)	–
			(328,507)	(465,994)
Loss per share attributable to owners of the Company (expressed in HK cents)	本公司擁有人應佔每股虧損 (以港仙列示)	14		
– Basic	– 基本		(24.46)	(36.95)
– Diluted	– 攤薄		(24.46)	(36.95)

The notes on pages 111 to 278 form part of these consolidated financial statements.

第111至278頁的附註構成該等綜合財務報表之一部份。

Details of dividends payable to owners of the Company are set out in note 13.

應付本公司擁有人之股息之詳情載於附註13。

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

# 綜合損益及 其他全面收益表

105

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loss for the year	年度虧損	<b>(328,507)</b>	(465,994)
Other comprehensive income, net of tax	其他全面收益(扣除稅項)		
Items that may be reclassified subsequently to profit or loss:	可能於其後重新分類至損益之項目：		
Exchange differences on translation of associates	換算聯營公司時產生之匯兌差額	<b>(59,610)</b>	(125,504)
Exchange differences on translation of a joint venture	換算一間合營公司時產生之匯兌差額	<b>(7,573)</b>	(4,840)
Exchange differences on translation of other foreign operations	換算其他海外業務時產生之匯兌差額	<b>5,164</b>	(8,994)
Share of other comprehensive income of associates, net of related income tax	分佔聯營公司其他全面收益(扣除相關所得稅)	<b>2,662</b>	(4,819)
		<b>(59,357)</b>	(144,157)
Item that will not be reclassified to profit or loss:	將不會重新分類至損益之項目：		
Share of other comprehensive income of an associate, net of related income tax	分佔一間聯營公司其他全面收益(扣除相關所得稅)	<b>4,713</b>	(2,669)
Other comprehensive income for the year, net of tax	年度其他全面收益(扣除稅項)	<b>(54,644)</b>	(146,826)
Total comprehensive income for the year	年度全面收益總額	<b>(383,151)</b>	(612,820)
Attributable to:	以下人士應佔：		
Owners of the Company	本公司擁有人	<b>(375,469)</b>	(612,820)
Non-controlling interests	非控股權益	<b>(7,682)</b>	-
Total comprehensive income for the year	年度全面收益總額	<b>(383,151)</b>	(612,820)

The notes on pages 111 to 278 form part of these consolidated financial statements.

第111至278頁的附註構成該等綜合財務報表之一部份。

# 106 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

# 綜合財務狀況表

At 30 June 2023

於二零二三年六月三十日

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		Notes 附註		
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	6,968	4,172
Interests in associates	於聯營公司之權益	16	1,565,530	1,618,763
Interest in a joint venture	於一間合營公司之權益	17	88,584	95,242
Goodwill	商譽	18	5,227	–
Financial assets at fair value through profit or loss (“FVTPL”)	按公平值於損益賬處理之金融資產	19	5,279	330,724
Loan receivables	應收貸款	20	327,628	337,540
Exploration and evaluation expenditure	勘探及評估開支	21	4,541	–
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	23	265	288
Term deposits	定期存款	24	12,883	–
Deferred tax assets	遞延稅項資產	28(a)	8,994	–
			<b>2,025,899</b>	<b>2,386,729</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	22	291,568	90,649
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	23	95,522	83,959
Financial assets at FVTPL	按公平值於損益賬處理之金融資產	19	886,384	1,320,936
Loan receivables	應收貸款	20	18,446	25,158
Loan note	貸款票據	20	–	3,965
Pledged bank deposits	已抵押銀行存款	24	–	111,452
Bank balances and cash	銀行結餘及現金	24	555,169	449,069
			<b>1,847,089</b>	<b>2,085,188</b>
Assets held for sale	持作銷售之資產	31	29,202	–
			<b>1,876,291</b>	<b>2,085,188</b>
<b>Total assets</b>	<b>資產總值</b>		<b>3,902,190</b>	<b>4,471,917</b>

At 30 June 2023

於二零二三年六月三十日

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		Notes 附註		
<b>EQUITY AND LIABILITIES</b>	<b>股權及負債</b>			
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	33(b)	1,302,486	1,302,130
Other reserves	其他儲備		215,904	272,456
Accumulated profits	累計溢利		2,026,849	2,475,645
<b>Total equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益總額</b>		<b>3,545,239</b>	4,050,231
<b>Non-controlling interests</b>	<b>非控股權益</b>		40,049	–
			<b>3,585,288</b>	4,050,231
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	27	1,514	1,050
Deferred tax liability	遞延稅項負債	28(a)	523	21,234
Provisions	撥備	30	7,913	–
			<b>9,950</b>	22,284
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付賬款	25	113,305	99,173
Bank and other loans	銀行及其他貸款	26	183,240	289,617
Tax payable	應付稅項		7,685	8,513
Lease liabilities	租賃負債	27	2,722	2,099
			<b>306,952</b>	399,402
<b>Total liabilities</b>	<b>負債總額</b>		<b>316,902</b>	421,686
<b>Total equity and liabilities</b>	<b>股權及負債總額</b>		<b>3,902,190</b>	4,471,917
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,569,339</b>	1,685,786
<b>Total assets less total liabilities</b>	<b>資產總值減負債總額</b>		<b>3,585,288</b>	4,050,231

Approved and authorised for issue by the board of directors on 26 September 2023.

由董事會於二零二三年九月二十六日批准及授權發表。

**Arthur George Dew**  
Director  
董事

**Andrew Ferguson**  
Director  
董事

The notes on pages 111 to 278 form part of these consolidated financial statements.

第111至278頁的附註構成該等綜合財務報表之一部份。

# 108 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

# 綜合權益變動表

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

		Share capital	Share premium	Special reserve	Other reserve	Investment revaluation reserve	Exchange reserve	Capital redemption reserve	Accumulated profits	Total	Non-controlling interest	Total equity
		股本	股份溢價	特別儲備	其他儲備	投資重估儲備	匯兌儲備	資本贖回儲備	累計溢利	總計	非控股權益	股權總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(note (i))				(note (ii))				
				(附註(i))				(附註(ii))				
At 1 July 2021	於二零二一年七月一日	1,218,894	206,694	(14,980)	-	11,539	119,946	79,436	3,202,064	4,823,593	-	4,823,593
Loss for the year	年度虧損	-	-	-	-	-	-	-	(465,994)	(465,994)	-	(465,994)
Other comprehensive income for the year	年度其他全面收益	-	-	-	-	(7,488)	(139,338)	-	-	(146,826)	-	(146,826)
Total comprehensive expense for the year	年度全面支出總額	-	-	-	-	(7,488)	(139,338)	-	(465,994)	(612,820)	-	(612,820)
Exercise of warrants subscription rights (Note 33)	行使認股權證認購權 (附註33)	83,236	16,647	-	-	-	-	-	-	99,883	-	99,883
Dividends recognised as distribution (Note 13)	確認為分派的股息 (附註13)	-	-	-	-	-	-	-	(260,425)	(260,425)	-	(260,425)
At 30 June 2022 and 1 July 2022	於二零二二年六月三十日及二零二二年七月一日	1,302,130	223,341	(14,980)	-	4,051	(19,392)	79,436	2,475,645	4,050,231	-	4,050,231
Loss for the year	年度虧損	-	-	-	-	-	-	-	(318,547)	(318,547)	(9,960)	(328,507)
Other comprehensive income for the year	年度其他全面收益	-	-	-	-	7,375	(64,297)	-	-	(56,922)	2,278	(54,644)
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	7,375	(64,297)	-	(318,547)	(375,469)	(7,682)	(383,151)
Acquisition of subsidiaries (Note 38)	收購附屬公司(附註38)	-	-	-	-	-	-	-	-	-	47,892	47,892
Equity settled share-based transaction of a non-wholly owned subsidiary	一間非全資附屬公司以權益結算之股份交易	-	-	-	-	-	-	-	-	-	(462)	(462)
Exercise of warrants subscription rights (Note 33)	行使認股權證認購權 (附註33)	356	71	-	-	-	-	-	-	427	-	427
Dilution effect in respect of issuance of shares of a non-wholly owned subsidiary	一間非全資附屬公司股份發行的攤薄影響	-	-	-	299	-	-	-	-	299	301	600
Dividends recognised as distribution (Note 13)	確認為分派的股息 (附註13)	-	-	-	-	-	-	-	(130,249)	(130,249)	-	(130,249)
At 30 June 2023	於二零二三年六月三十日	1,302,486	223,412	(14,980)	299	11,426	(83,689)	79,436	2,026,849	3,545,239	40,049	3,585,288

Notes:

- (i) The special reserve represents the difference between the nominal value of aggregate share capital of the subsidiaries acquired and the nominal value of the share capital of the Company issued for the acquisition at the time of a group reorganisation in 1998.
- (ii) The capital redemption reserve represents the par value of ordinary shares transferred from accumulated profits upon repurchase of these shares by the Company in previous years.

附註：

- (i) 特別儲備指所收購附屬公司之總股本面值與本公司於一九九八年集團重組時就收購而發行之股本面值之間之差額。
- (ii) 資本贖回儲備指本公司於過往年度購回普通股時自累計溢利轉撥之該等股份面值。

The notes on pages 111 to 278 form part of these consolidated financial statements.

第111至278頁的附註構成該等綜合財務報表之一部份。

# CONSOLIDATED STATEMENT OF CASH FLOWS

# 綜合現金流量表

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For the year ended 30 June 2023

截至二零二三年六月三十日止年度

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Operating activities</b>	<b>經營業務</b>			
Loss before taxation	除稅前虧損		(355,841)	(446,061)
Adjustments for:	就下列項目作出調整：			
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	9(c)	820	527
Depreciation of right-of-use assets	使用權資產之折舊	9(c)	2,305	2,954
Loss/(gain) arising from changes in fair value of financial assets at FVTPL, net	按公平值於損益賬處理之金融資產公平值變動而產生之虧損/(收益)淨額	7	91,082	(239,596)
Loss arising from deemed disposal of partial interest in an associate	視作出售於一間聯營公司部份權益而產生之虧損	7	3,391	2,390
Impairment loss/(reversal of impairment loss) on loan receivables, net	應收貸款之減值虧損/(回撥減值虧損)淨額	7	11,715	(1,613)
Gain arising from assignment of a loan receivable	轉讓一宗應收貸款而產生之收益	7	-	(2,855)
Interest income	利息收入		(28,787)	(33,851)
Interest expenses	利息支出	9(a)	10,660	4,244
Write-down of inventories	撇減存貨	9	38,212	4,607
Share of results of associates	分佔聯營公司業績	16	12,946	343,099
Share of results of a joint venture	分佔一間合營公司業績	17	(4,714)	(2,178)
Impairment losses on interests in associates, net	於聯營公司之權益之減值虧損淨額	16	276,851	465,369
Impairment loss on exploration and evaluation expenditure	開採及評估開支的減值虧損	7	2,926	-
Loss/(gain) arising from modification of loan receivables	調整應收貸款而產生之虧損/(收益)	7	847	(1,977)
Gain arising from deemed increasing of shareholding and acquisitions of interests in associates	視作於聯營公司持股增加及收購於聯營公司的權益而產生之收益	7	(48)	(9,600)
Gain on bargain purchases arising from acquisition of subsidiary	收購一間附屬公司產生之議價購買收益	7	-	(43,598)
Fair value loss on trade receivables designated at FVTPL	指定為按公平值於損益賬處理之貿易應收賬款公平值虧損	7	-	37,668
Fair value gain on trade payables designated at FVTPL	指定為按公平值於損益賬處理之貿易應付賬款公平值收益	7	(17,891)	(51,164)
Foreign exchange loss, net	匯兌虧損淨額		-	13,264
Dividend income from financial assets at FVTPL	按公平值於損益賬處理之金融資產之股息收入	8	(129,506)	(55,812)
Others	其他		(166)	(4)
			(85,198)	(14,187)
<b>Changes in working capital</b>	<b>營運資金變動</b>			
Increase in inventories	存貨增加		(264,507)	(61,652)
Increase in term deposits	定期存款增加		(610)	-
Decrease in other receivables	其他應收賬款減少		8,391	21,737
Increase in trade and other payables	貿易及其他應付賬款增加		25,203	50,320
Decrease in financial assets at FVTPL held for trading	按公平值於損益賬處理之持作買賣之金融資產減少		414,725	64,665
Decrease in provisions	撥備減少		(247)	-
<b>Cash generated from operations</b>	<b>經營所得現金</b>		97,757	60,883
Income tax paid	已付所得稅		(1,012)	(1,835)
<b>Net cash from operating activities</b>	<b>經營業務所得現金淨額</b>		96,745	59,048



# 110 CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

# 綜合現金流量表(續)

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Investing activities</b>	<b>投資活動</b>		
Purchase of property, plant and equipment	購買物業、廠房及設備	(1,887)	(1,015)
Purchase of listed equity securities not held within the trading portfolios	購買並非於買賣組合內持有之上市股本證券	(2,834)	(67,143)
Purchase of unlisted equity securities not held within the trading portfolios	購買並非於買賣組合內持有之非上市股本證券	–	(2,819)
Proceed from assignment of a loan receivable	轉讓一宗應收貸款所得款項	–	6,000
New loans granted	新增貸款	20A(b) (87,506)	(14,110)
Repayments of loan receivables	償還應收貸款	20A(b) 62,276	131,921
Proceeds from redemption of loan note	贖回貸款票據所得款項	20B 3,909	–
Placement of pledged bank deposits	存放已抵押銀行存款	(160,206)	(487,234)
Withdrawal of pledged bank deposits	提取已抵押銀行存款	271,141	390,999
Investments in associates	投資於聯營公司	(15,872)	(16,671)
Net cash inflow/(outflow) from acquisition of subsidiaries	收購附屬公司之現金流入/(流出)淨額	38(a) 7,797	(177,582)
Interest received	已收利息	29,082	35,774
Dividend received from investments in securities	來自證券投資之已收股息	92,550	55,812
Dividend received from the joint venture	來自合營公司之已收股息	22,343	–
<b>Net cash from/(used in) investing activities</b>	<b>投資活動所得/(所用)現金淨額</b>	<b>220,793</b>	<b>(146,068)</b>
<b>Financing activities</b>	<b>融資活動</b>		
Capital element of lease rentals paid	已付租賃租金的資本部份	24(b) (2,405)	(2,619)
Interest element of lease rentals paid	已付租賃租金的利息部份	24(b) (156)	(195)
Dividend paid	已付股息	24(b) (126,158)	(260,425)
Other interest paid	其他已付利息	24(b) (10,457)	(3,869)
Proceeds from new other loan	新造其他貸款所得款項	24(b) 180,000	338,823
Repayment of other loan	償還其他貸款	24(b) (329,117)	(166,918)
Proceeds from new bank loan	新造銀行貸款所得款項	24(b) 434,144	120,000
Repayment of bank loan	償還銀行貸款	24(b) (391,417)	–
Proceeds from issuance of shares upon exercise of warrants subscription rights	行使認股權證認購權後發行股份所得款項	427	99,883
<b>Net cash (used in)/from financing activities</b>	<b>融資活動(所用)/所得現金淨額</b>	<b>(245,139)</b>	<b>124,680</b>
<b>Net increase in cash and cash equivalents</b>	<b>現金及等值現金增加淨額</b>	<b>72,399</b>	<b>37,660</b>
<b>Cash and cash equivalents at beginning of the year</b>	<b>於年初之現金及等值現金</b>	<b>449,069</b>	<b>420,389</b>
<b>Effect of foreign exchange rate changes, net</b>	<b>匯率變動之影響淨額</b>	<b>33,701</b>	<b>(8,980)</b>
<b>Cash and cash equivalents at end of the year, represented by bank balances and cash</b>	<b>於年終之現金及等值現金，代表銀行結餘及現金</b>	<b>24(a) 555,169</b>	<b>449,069</b>

The notes on pages 111 to 278 form part of these consolidated financial statements.

第111至278頁的附註構成該等綜合財務報表之一部份。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

## 1. GENERAL INFORMATION

APAC Resources Limited (the “**Company**”) is incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda (as amended) and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock 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 Company is an investment holding company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in primary strategic investments, resource investment, commodity business, and principal investment and financial services.

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

## 2. SIGNIFICANT ACCOUNTING POLICIES

### (a) Statement of compliance

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

The HKICPA has issued certain new and revised HKFRSs which are first effective or available for early adoption for the current accounting period of the Group. Note 4 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

## 1. 一般資料

亞太資源有限公司(「**本公司**」)根據百慕達一九八一年公司法(經修訂)在百慕達註冊成立為獲豁免有限公司，其股份在香港聯合交易所有限公司(「**聯交所**」)上市。本公司註冊辦事處及主要營業地點之地址已於年報內公司資料一節披露。

本公司為一間投資控股公司，連同其附屬公司(統稱「**本集團**」)主要從事主要策略性投資、資源投資、商品業務以及主要投資及金融服務。

綜合財務報表以港元(「**港元**」)(亦為本公司之功能及呈列貨幣)呈列。除另有指明外，所有數值已捨入至最近之千位數。

## 2. 主要會計政策

### (a) 遵例聲明

此等財務報表乃按照所有適用之香港財務報告準則(「**香港財務報告準則**」)(即包括香港會計師公會(「**香港會計師公會**」)頒佈之所有適用個別香港財務報告準則、香港會計準則(「**香港會計準則**」)及詮釋之統稱)、香港公認會計原則及香港公司條例之披露規定而編製。此等財務報表亦符合香港聯合交易所有限公司證券上市規則之適用披露規定。下文披露本集團採用之主要會計政策。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，其於本集團之本會計期間首次生效或可供提早採納。首次應用該等與本集團有關之香港財務報告準則所引致當前和以往會計期間之會計政策變動，已反映於此等綜合財務報表內，有關資料列載於附註4。

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截至二零二三年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(b) Basis of preparation of the consolidated financial statements

The consolidated financial statements for the year ended 30 June 2023 comprise Group and the Group's interests in associates and a joint venture.

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- Listed equity securities held-for-trading (Note 2(i))
- Listed equity securities not held within the trading portfolios (Note 2(i))
- Unlisted equity investments (Note 2(i))
- Derivative financial instruments – warrants (Note 2(k))
- Trade receivables designated at FVTPL (Note 2(i))
- Trade payables designated at FVTPL (Note 2(j))

(b) 綜合財務報表編製基準

截至二零二三年六月三十日止年度之綜合財務報表涵蓋本集團及本集團於聯營公司及一間合營公司的權益。

計入本集團各實體財務報表的項目已使用實體經營所在的主要經濟環境的貨幣(「功能貨幣」)計算。

在編製財務報表時所使用的計量基準為歷史成本基準，惟按下文所載之會計政策所解釋，下列按其公平值呈列之資產及負債除外：

- 持作買賣之上市股本證券(附註2(i))
- 並非於買賣組合內持有之上市股本證券(附註2(i))
- 非上市股本投資(附註2(i))
- 衍生金融工具－認股權證(附註2(k))
- 指定按公平值於損益賬處理之貿易應收賬款(附註2(i))
- 指定按公平值於損益賬處理之貿易應付賬款(附註2(j))

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (b) Basis of preparation of the consolidated financial statements (Continued)

For financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs, that is, observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

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

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 3.

## 2. 主要會計政策(續)

### (b) 綜合財務報表編製基準(續)

就財務報告而言，公平值計量根據公平值計量之輸入數據可觀察程度及輸入數據對公平值計量之整體重要性分類為第一級、第二級或第三級，載述如下：

- 第一級估值：僅使用第一級輸入數據(即於計量日期相同資產或負債於活躍市場的未經調整報價)計量的公平值
- 第二級估值：使用第二級輸入數據(即不符合第一級的可觀察輸入數據)且並非使用重大不可觀察輸入數據計量的公平值。不可觀察輸入數據為市場數據欠奉下的輸入數據
- 第三級估值：使用重大不可觀察輸入數據計量的公平值

在編製符合香港財務報告準則之財務報表時，管理層須作出會影響政策應用及所呈報資產、負債、收入及開支數額之判斷、估計及假設。有關估計及相關假設乃根據過往經驗及因應當時情況認為合理之多項其他因素而作出，其結果構成了在無法依循其他途徑即時得知資產與負債之賬面值時判斷該等賬面值之基礎。實際結果可能有別於所估計之數額。

各項估計及相關假設乃按持續基準審閱。倘會計估計之修訂僅影響某一期間，其影響將在該期間內確認；倘修訂對當前及未來期間均有影響，則將在作出修訂的期間及未來期間確認。

管理層於應用香港財務報告準則所作出對財務報表有重大影響之判斷及估計不確定因素之主要來源於附註3內討論。

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**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)****2. 主要會計政策(續)****(c) Subsidiaries**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

De-facto control exists in situations where the Company has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights. In determining whether de-facto control exists the Company considers all relevant facts and circumstances, including:

- The size of the Company's voting rights relative to both the size and dispersion of other parties who hold voting rights;
- Substantive potential voting rights held by the Company and other parties who hold voting rights;
- Other contractual arrangements; and
- Historic patterns in voting attendance.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

**(c) 附屬公司**

附屬公司指受本集團控制的公司。倘本集團具有承擔或享有參與有關實體所得之可變回報的風險或權利，並能透過其在該實體的權力影響該等回報，則本集團擁有該實體的控制權。當評估本集團是否具有該權力時，只會考慮實質權(由本集團及其他人士持有)。

倘本公司擁有實際能力引導被投資方相關活動，而毋須持有大多數投票權，則存在實際控制權。釐定實際控制權是否存在時，本公司考慮所有相關事實及情況，包括：

- 相對其他持有投票權人士之數量及分散情況，本公司的投票權數量；
- 本公司及持有投票權其他人士所持有實際潛在投票權；
- 其他合約安排；及
- 參與投票之歷史模式。

本集團於附屬公司的投資自控制開始日期起綜合入賬至綜合財務報表，直至該控制權終止為止。集團內部往來的結餘、集團內部交易及現金流及其產生的任何未變現溢利，均在編製綜合財務報表時全數抵銷。集團內部交易所產生的未變現虧損的抵銷方法與未變現收益相同，惟以並無減值證據為限。

For the year ended 30 June 2023

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## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2. 主要會計政策(續)

### (c) Subsidiaries (Continued)

#### Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss (see Note 2(l)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

### (c) 附屬公司(續)

#### 本集團於現有附屬公司之所有權權益變動

本集團於附屬公司不構成失去控制權之權益變動乃以股權交易列賬，當中在綜合權益內控股權益及非控股權益之數額會被調整以反映相對權益之變動，惟商譽不予調整，損益亦不會被確認。

倘本集團失去附屬公司之控制權，則以出售該附屬公司全部權益入賬，所產生之收益或虧損於損益確認。於失去控制權當日在該前附屬公司保留之任何權益按公平值確認，而此金額被視為於初次確認一項金融資產時之公平值，或(如適用)初次確認於一間聯營公司或合營公司之投資之成本。

本公司財務狀況表所示於附屬公司的投資，乃按成本減去減值虧損後入賬(見附註2(l))，除非投資分類為持作出售(或計入分類為持作出售的出售組別)。

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截至二零二三年六月三十日止年度

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)****2. 主要會計政策(續)****(d) Associates and a joint venture**

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the group or company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate or joint venture that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see Note 2(l)). At each reporting date, the Group assesses whether there is any objective evidence that the investment is impaired. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

**(d) 聯營公司及一間合營公司**

聯營公司指本集團或本公司對其管理層有重大影響力(惟並非控制或共同控制),包括參與財務及經營決策之實體。

合營公司指集團或公司與其他方約定分享控制權並有權享有相關淨資產的安排。共同控制權指按照合約約定對某項安排的控制權,其僅在相關活動要求共同享有控制權的各方作出一致同意的決定時存在。

於一間聯營公司或一間合營公司之投資按權益法於綜合財務報表入賬,除非該投資分類為持作出售(或計入分類為持作出售之出售組別)。根據權益法,投資初次按成本入賬,並按本集團應佔被投資公司於收購日期可識別淨資產之公平值超出投資成本之差額(如有)作出調整。投資成本包括購買價、直接歸屬於收購投資的其他成本以及構成本集團股權投資一部份的任何於聯營公司或合營公司的直接投資。其後,投資乃就本集團應佔被投資公司收購後之資產淨值變動及與投資有關之任何減值虧損作出調整(見附註2(l))。於各報告日期,本集團評估是否有任何跡象顯示投資減值。收購日期超出成本之任何差額、本集團應佔被投資公司於收購後及除稅後業績以及年內任何減值虧損乃於綜合損益表內確認,而本集團應佔被投資公司其他全面收益的收購後及除稅後項目乃於綜合損益及其他全面收益表內確認。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2. 主要會計政策(續)

### (d) Associates and a joint venture (Continued)

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group's net investment in the associate or the joint venture (after applying the expected credit loss ("ECL") model to such other long-term interests where applicable (see Note 2(l)).

Unrealised profits and losses resulting from transactions between the Group and its associates and joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 2(i)).

In the Company's statement of financial position, investments in associates and joint venture are stated at cost less impairment losses (see Note 2(l)), unless classified as held for sale (or included in a disposal group that is classified as held for sale).

### (d) 聯營公司及一間合營公司 (續)

當本集團應佔聯營公司或合營公司之虧損超出其權益時，本集團之權益將減至零，並不再確認進一步虧損，惟本集團已承擔法律或推定責任，或代被投資公司付款之情況除外。就此而言，本集團之權益為根據權益法計算之投資賬面值，連同實質上構成本集團於聯營公司或合營公司投資淨額一部份之任何其他長期權益(就有關其他長期權益應用預期信貸虧損(「預期信貸虧損」)模式後，倘適用(見附註2(l))。

本集團與其聯營公司及合營公司間之交易所產生之未變現損益，乃以本集團於被投資公司之權益為限予以對銷，除非未變現虧損提供已轉讓資產之減值證據，在此情況下，則該等未變現虧損乃即時於損益中確認。

倘於一間聯營公司的投資變成於一間合營公司的投資，或反之亦然，則保留權益不會重新計量。相反，該投資繼續按權益法入賬。

於所有其他情況下，倘本集團不再對聯營公司有重大影響力或對合營公司失去共同控制，其乃被視作出售於該被投資公司之全部權益，而其盈虧將於損益中確認。任何在喪失重大影響力或共同控制權之日期仍保留在該前被投資公司之權益按公平值確認，而此金額被視為初次確認金融資產之公平值(見附註2(i))。

於本公司的財務狀況表中，於聯營公司及合營公司的投資按成本減減值虧損(見附註2(l))呈列，除非分類為持作出售(或計入分類為持作出售的出售組別)。



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截至二零二三年六月三十日止年度

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**2. 主要會計政策(續)**

**(d) Associates and a joint venture (Continued)**

**Acquisition of additional interests in associates**

Goodwill is recognised at acquisition date, which is included within the carrying amount of the investment, if there is excess of the consideration paid over the share of carrying amount of net assets attributable to the additional interests in associates acquired. Any excess of share of carrying amount of net assets attributable to the additional interests in associates acquired over the consideration paid are recognised in the profit or loss in the period in which the additional interest are acquired.

**Disposal of partial interests in associates**

For disposal of partial interests in an associate that does not result in the Group losing significant influence over the associate, the difference between the carrying amount of the associate attributable to the interests disposed of and the consideration is taken into account in the determination of the gain or loss on the disposal of partial interests. In addition, the Group accounts for amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if the associate had directly disposed of the related assets or liabilities. Therefore, the proportion of the gain or loss that had previously been recognised in other comprehensive income (i.e. exchange reserve and investment revaluation reserve) relating to that reduction in ownership interest is reclassified to profit or loss as if the associate has disposed of the related assets or liabilities proportionately.

**(e) Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

**(d) 聯營公司及一間合營公司 (續)**

收購於聯營公司之額外權益倘已付代價超逾分佔所收購聯營公司額外權益應佔淨資產賬面值之部份，商譽會於收購日確認並計入投資之賬面值。倘分佔所收購聯營公司額外權益應佔淨資產賬面值之部份超逾已付代價，則超逾部份於收購額外權益期間在損益中確認。

**出售聯營公司之部份權益**

倘出售一間聯營公司之部份權益並不導致本集團對聯營公司失去重大影響力，則於釐定出售部份權益之收益或虧損時計入所出售權益應佔聯營公司賬面值與代價之差額。此外，本集團將先於其他全面收益確認與該聯營公司有關之金額按該聯營公司直接出售相關資產或負債情況下規定應用之相同基準入賬。因此，先於其他全面收益(即匯兌儲備及投資重估儲備)確認並與擁有權權益減少有關之損益部份將會重新分類至損益，猶如聯營公司已按比例出售相關資產或負債。

**(e) 業務合併及商譽**

業務合併乃使用購買法入賬。所轉讓代價以收購日期的公平值計量，該公平值為本集團轉讓的資產於收購日期的公平值、本集團向被收購方前擁有人所承擔的負債及本集團就換取被收購方控制權所發行股權的總和。於各業務合併中，本集團選擇是否以公平值或於被收購方可識別資產淨值的應佔比例，計量於被收購方的非控股權益，即於被收購方中賦予持有人於清算時按比例分佔資產淨值的現所有權權益。非控股權益的一切其他組成部份乃按公平值計量。收購相關成本乃於產生時支銷。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2. 主要會計政策(續)

### (e) Business combinations and goodwill (Continued)

For business combinations in which the acquisition date is on or after 1 July 2022, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the “Conceptual Framework for Financial Reporting 2018” issued in June 2018 (the “**Conceptual Framework**”) except for transactions and events within the scope of HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets” or HK(IFRIC)-Int 21 “Levies”, in which the Group applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 “Share-based Payment” (“**HKFRS 2**”) at the acquisition date;
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard.

### (e) 業務合併及商譽(續)

對於收購日期為二零二二年七月一日或之後的業務合併，所收購之可識別資產及所承擔之負債必須符合二零一八年六月發佈的二零一八年財務報告概念框架(「**概念框架**」)，惟對於香港會計準則第37號之「撥備、或然負債及或然資產」或香港(國際財務報告委員會)－詮釋21號徵費範圍內的交易及事件除外，於該等交易及事件中，本集團應用香港會計準則第37號或香港(國際財務報告委員會)－詮釋21號，而非概念框架，以確定其在業務合併中承擔的負債。或然資產不予確認。

於收購日期，所收購可識別資產及所承擔負債按其公平值確認，惟下文所述者除外：

- 所訂立的與被收購方之以股份為基礎付款安排或與本集團之以股份為基礎付款安排取代被收購方之以股份為基礎付款安排相關之負債或權益工具乃於收購日期根據香港財務報告準則第2號「以股份為基礎付款」(「**香港財務報告準則第2號**」)計量；
- 根據香港財務報告準則第5號「持作出售非流動資產及已終止業務之資產」被分類為持作出售之資產(或出售組別)乃根據該準則計量。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)****2. 主要會計政策(續)****(e) Business combinations and goodwill (Continued)**

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date.

Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

**(e) 業務合併及商譽(續)**

當所收購的一組活動及資產包含共同對創造產出的能力有重大貢獻的一項投入及一項實質性程序，本集團認為其已收購一項業務。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關條件，評估將承擔的金融資產及負債，以作出合適分類及指定。此舉包括在所收購公司主合約中分割出嵌入式衍生工具。

倘業務合併分階段進行，先前持有的股權以收購日期的公平值重新計量，而任何收益或虧損於損益中確認。

收購方將轉讓的任何或然代價於收購日期按公平值確認。

分類為資產或負債的或然代價以公平值計量並於損益確認公平值變動。分類為權益的或然代價毋須重新計量，其後結算於權益入賬。

商譽初始按成本計量，即已轉讓代價、非控股權益的已確認金額及本集團先前持有的被收購方股權的任何公平值總額，與所收購可識別資產及所承擔負債之間的差額。倘該代價與其他項目的總和低於所收購資產淨值的公平值，該等差額於重新評估後，於損益中確認為議價購買收益。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**2. 主要會計政策(續)**

**(e) Business combinations and goodwill (Continued)**

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill at the end of the reporting period. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

**(f) Property, plant and equipment**

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see Note 2(l)):

- right-of-use assets arising from leases over leasehold properties where the Group is not the registered owner of the property interest; and
- items of plant and equipment, including right-of-use assets arising from leases of underlying plant and equipment (see Note 2(g)).

**(e) 業務合併及商譽(續)**

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值可能減值時，則會更頻繁地進行測試。本集團於每年的報告期末對商譽進行年度減值測試。為進行減值測試，於業務合併中收購的商譽會自收購日期起分配至每個預期可從合併協同效應中獲益之各現金產生單位或現金產生單位組合，而不論本集團其他資產或負債是否獲分配至該等單位或單位組合。

減值會通過評估與商譽有關的現金產生單位(現金產生單位組別)的可收回金額釐定。當現金產生單位(現金產生單位組別)的可收回金額低於賬面值時，則會確認減值虧損。已就商譽確認的減值虧損不得於其後期間撥回。

倘商譽被分配至現金產生單位(或現金產生單位組別)而該單位的部份業務已售出，則在釐定出售業務的收益或虧損時，與出售業務相關的商譽會計入該業務的賬面值。在該等情況下售出的商譽，會根據出售業務的相對價值及現金產生單位的留存份額進行計量。

**(f) 物業、廠房及設備**

以下物業、廠房及設備項目乃按成本減累計折舊及減值虧損列賬(見附註2(l)):

- 以租賃持有之物業且本集團並非該等物業權益的註冊擁有人所產生的使用權資產；及
- 物業及設備項目，包括相關廠房及設備租賃所產生的使用權資產(見附註2(g))。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(f) Property, plant and equipment (Continued)

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

Leasehold improvements, furniture and fixtures	Over the lease terms
Plant and equipment	5 years
Office equipment	5 years
Computers	5 years
Motor vehicles	5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net proceeds on disposal and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

(f) 物業、廠房及設備(續)

物業、廠房及設備項目的折舊是使用直線法按其預計可用年限沖銷其成本減估計剩餘價值(如有),計算方法如下:

租賃物業裝修、傢俬及固定裝置	按租賃期
廠房及設備	五年
辦公室設備	五年
電腦	五年
汽車	五年

當物業、廠房及設備項目之不同部份有不同使用年期時,項目之成本在不同部份之間按合理基準分配,每個部份分開計算折舊。資產之可使用年期及其剩餘價值(如有)須每年檢討。

歷史成本包括收購該等項目直接應佔的開支。

其後成本乃計入該資產的賬面值內或確認為獨立資產(按適用者,惟僅於與該項目有關的未來經濟利益可能將流入本集團及該項目的成本能可靠地計量的情況下)。以個別資產入賬的任何部份的賬面值會於替代時解除確認。所有其他維修及保養乃於其產生的報告期間於損益內確認。

倘資產的賬面值高於其估計可回收金額,則該資產的賬面值即時撇減至其可回收金額。

報廢或出售物業、廠房及設備項目所產生的損益以出售所得淨額與項目的賬面金額之間的差額釐定,並於報廢或出售當日在損益確認。

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## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2. 主要會計政策(續)

### (g) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, 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. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

#### As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

### (g) 租賃資產

在合同訂立之時，本集團評估合同是否為租賃或者包含租賃。倘合同於一段時間內轉讓已識別資產的使用控制權以換取代價，則該合同為租賃或包含租賃。倘客戶已有權指示已識別資產的用途以及從該用途中獲得絕大部份經濟利益時，即表示控制權已轉讓。

#### 作為承租人

倘合約包含租賃部份及非租賃部份，本集團已選擇不區分非租賃部份，並就所有租賃將各租賃部份及任何相聯非租賃部份入賬為單一租賃部份。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租期為12個月或以下的短期租賃及低價值資產的租賃則除外。當本集團就低價值資產訂立租賃時，本集團按個別租賃基準決定是否將租賃資本化。與該等租賃有關的未資本化租賃付款於租期內系統化確認為開支。

如租賃資本化，租賃負債初次按租期內應付租賃付款的現值確認，並使用租賃內含利率(或如該利率無法即時釐定，則按有關增量借款利率)折現。於初次確認後，租賃負債以攤銷成本計量，利息開支則使用實際利率法計算。不取決於指數或利率的可變租賃付款並不計入租賃負債的計量，故於其產生之會計期間自損益扣除。

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截至二零二三年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(g) Leased assets (Continued)

As a lessee (Continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 2(f) and 2(l)).

The initial fair value of refundable rental deposits is accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in debt securities carried at amortised cost (see Notes 2(i) and 2(u)(ii)). Any difference between the initial fair value and the nominal value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(g) 租賃資產(續)

作為承租人(續)

租賃資本化時確認的使用權資產初次按成本計量，包括租賃負債初次金額加開始日期當日或之前作出的任何租賃付款，以及所引致的任何初次直接成本。如適用，使用權資產成本亦包括在相關資產所在地拆除相關資產或恢復相關資產的估計成本，折現至其現值，減任何已收租賃獎勵。使用權資產其後按成本減累計折舊及減值虧損列賬(見附註2(f)及2(l))。

根據適用於以攤銷成本列賬的債務證券投資(見附註2(i)及2(u)(ii))的會計政策，可退還租賃按金的初始公平值與使用權資產分開入賬。按金的初始公平值與面值之間的任何差額入賬列作已付額外租賃付款，並計入使用權資產成本。

當未來租賃付款因某一指數或比率變動而變更，或當本集團預期根據剩餘價值擔保估計應付的金額有變，或因重新評估本集團是否合理地確定將行使購買、續租或終止選擇權而產生變動，則會重新計量租賃負債。按此方式重新計量租賃負債時，使用權資產的賬面值將作相應調整，或倘使用權資產的賬面值已減至零，則於損益內列賬。

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截至二零二三年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(g) Leased assets (Continued)

As a lessee (Continued)

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract (lease modification) that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of HKFRS 16 Leases. In such cases, the Group has taken advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

The Group presents right-of-use assets that do not meet the definition of investment property in property, plant and equipment and presents lease liabilities separately in the consolidated statement of financial position.

(g) 租賃資產(續)

作為承租人(續)

當租賃範疇發生變化或租賃合約原先並無規定的租賃代價發生變化(租賃修改),且未作為單獨租賃入賬時,則租賃負債亦會重新計量。在該情況下,租賃負債根據經修訂的租賃付款及租期,使用經修訂的折現率在修改生效日期重新計量。唯一的例外是因2019冠狀病毒疫情而直接產生的租金減免,且符合香港財務報告準則第16號租賃第46B段所載的條件。在該等情況,本集團已利用可行權宜方法不對租金減免是否屬租賃修改進行評估,而是在觸發租金減免的事件或情況發生期間將代價變動於損益內確認為負可變租賃付款。

於綜合財務狀況表內,長期租賃負債的即期部份釐定為應於報告期後十二月內結付的合約付款的現值。

本集團將不符合投資物業定義的使用權資產呈列於物業、廠房及設備,而租賃負債則單獨呈列於綜合財務狀況表。



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截至二零二三年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(h) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 “Revenue Recognition” (“**HKFRS 15**”). Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest which are derived from the Group’s ordinary course of business are presented as revenue.

(h) 金融工具

金融資產及金融負債於集團實體訂立工具合約條文時確認。所有常規購買或出售金融資產均在交易日確認及終止確認。常規購買或出售為須在市場規則或慣例所設定的時間範圍內交付資產的購買或出售金融資產。

金融資產及金融負債初次按公平值計量，惟來自客戶合約的貿易應收賬款則根據香港財務報告準則第15號「收益確認」(「**香港財務報告準則第15號**」)初次計量。收購或發行金融資產及金融負債(按公平值於損益賬處理的金融資產或金融負債除外)的直接應佔交易成本於初次確認時計入或扣除自金融資產或金融負債的公平值(視適用情況而定)。收購按公平值於損益賬處理的金融資產或金融負債的直接應佔交易成本即時於損益確認。

實際利率法為計算金融資產或金融負債的攤銷成本及按有關期間分配利息收入及利息開支的方法。實際利率為將金融資產或金融負債於其預計年期或(如適用)較短期間的估計未來現金收入及付款(包括已支付或收取並構成實際利率的組成部份的所有費用及點數、交易成本及其他溢價或折讓)確切貼現至於初次確認時的賬面淨值的利率。

本集團日常業務過程中產生的利息呈列為收益。

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## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (i) Financial assets

#### Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

## 2. 主要會計政策(續)

### (i) 金融資產

#### 金融資產的分類和其後計量

符合以下條件的金融資產其後按攤銷成本計量：

- 金融資產於目的為收取合約現金流量的商業模式內而持有；及
- 合約條款於特定日期產生僅為支付本金及未償還本金利息的現金流量。

符合以下條件的金融資產其後按公平值於其他全面收益處理(「按公平值於其他全面收益處理」)計量：

- 金融資產於目的為通過銷售及收取合約現金流量的商業模式內而持有；及
- 合約條款於特定日期產生僅為支付本金及未償還本金利息的現金流量。

所有其他金融資產其後按公平值於損益賬處理，惟於初次確認金融資產之日，倘股權投資並非持作買賣或收購方於香港財務報告準則第3號「業務合併」適用的業務合併確認的或然代價，則本集團可不可撤銷地選擇於其他全面收益中呈列有關股權投資公平值的其後變動。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(i) Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(i) 金融資產(續)

金融資產的分類和其後計量(續)

倘符合下列條件，金融資產則持作買賣：

- 所收購的金融資產主要用於在短期內出售；或
- 於初次確認時，金融資產是作為本集團整合管理的已識別金融工具組合的一部份，且有近期實現短線套利模式；或
- 金融資產為衍生工具，但非指定為有效對沖工具。

此外，本集團可不可撤銷地指定須按攤銷成本計量或按公平值於其他全面收益處理的金融資產為按公平值於損益賬處理(倘若此舉可消除或顯著減少會計錯配)。

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產的利息收入乃使用實際利率法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

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## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (i) Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

#### (ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item in the consolidated statement of profit or loss.

#### Impairment of financial assets

The Group performs impairment assessment under ECL model on financial assets (including term deposits, pledged bank deposits, other receivables, rental deposit, loan receivables, loan note and bank balances) which are subject to impairment under HKFRS 9 “Financial Instruments” (“**HKFRS 9**”). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

## 2. 主要會計政策(續)

### (i) 金融資產(續)

金融資產的分類和其後計量(續)

#### (ii) 按公平值於損益賬處理的金融資產

不符合按攤銷成本或按公平值於其他全面收益處理或指定為按公平值於其他全面收益處理標準的金融資產，按公平值於損益賬計量。

按公平值於損益賬處理的金融資產於各報告期末按公平值計量，任何公平值收益或虧損於損益內確認。於損益確認的收益或虧損淨額不包括就金融資產賺取的任何股息或利息，並計入綜合損益表「其他收益及虧損」項目。

#### 金融資產減值

本集團根據預期信貸虧損模式對金融資產(包括定期存款、已抵押銀行存款、其他應收賬款、租賃按金、應收貸款、貸款票據及銀行結餘，其受限於香港財務報告準則第9號「金融工具」(「**香港財務報告準則第9號**」)下的減值)進行減值評估。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初次確認以來的變動。

全期預期信貸虧損指相關工具於預計年期內所有可能違約事件將產生的預期信貸虧損。相反，12個月預期信貸虧損(「**12個月預期信貸虧損**」)指於報告日期後12個月內可能發生的違約事件預計產生的該部份全期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗為基礎，並就債務人特定因素、整體經濟狀況及報告日期當前及未來情況預測的評估作出調整。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(i) Financial assets (Continued)

Impairment of financial assets (Continued)

For the financial assets at amortised cost, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, 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.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

(i) 金融資產(續)

金融資產減值(續)

對於按攤銷成本計量的金融資產，本集團按12個月預期信貸虧損的相同金額計量虧損撥備，除非自初次確認以來信貸風險顯著上升，則本集團確認全期預期信貸虧損。評估全期預期信貸虧損應否予以確認乃基於自初次確認以來發生違約的可能性或風險顯著上升而釐定。

(i) 信貸風險顯著上升

評估信貸風險自初次確認以來是否顯著上升時，本集團會比較金融工具於報告日期發生違約的風險與金融工具於初次確認日期發生違約的風險。評估時，本集團會考慮合理及可支持之定量及定性資料，包括過往經驗及毋須付出過多成本及努力獲取之前瞻性資料。

具體而言，評估信貸風險是否顯著上升時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如債務人的信貸息差、信用違約掉期價格顯著上升；
- 商業、金融或經濟情況目前或預期有不利變動，預計將導致債務人償還債項的能力顯著下降；

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## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (i) Financial assets (Continued)

#### Impairment of financial assets (Continued)

##### (i) Significant increase in credit risk (Continued)

- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the a foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

## 2. 主要會計政策(續)

### (i) 金融資產(續)

#### 金融資產減值(續)

##### (i) 信貸風險顯著上升(續)

- 債務人的經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境有實際或預計的重大不利變動，導致債務人償還債項的能力顯著下降。

不論上述評估之結果如何，當合約付款逾期超過30天，則本集團會假定信貸風險自初次確認以來已顯著增加，除非本集團具有合理且可支持之資料證明。

儘管有上文所述，倘債務工具於報告日期確定信貸風險為低，則本集團假設自初次確認以來債務工具的信貸風險並未顯著增加。倘i)其違約風險低；ii)借款人有強大能力於短期滿足其合約現金流量責任；及iii)較長期的經濟及商業環境存在不利變動，可能會但未必削弱借款人履行其合約現金流量責任的能力，則債務工具的信貸風險釐定為低。倘債務工具內部或外部信貸評級為「投資級別」(按照全球理解的釋義)，則本集團會視該債務工具的信貸風險為低。

本集團定期監察用於識別信貸風險是否大幅增加的標準的有效性，並於適當情況下對其進行修訂，以確保該等標準能夠於相關款項逾期前識別信貸風險的顯著上升。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(i) Financial assets (Continued)

(i) 金融資產(續)

Impairment of financial assets (Continued)

金融資產減值(續)

(ii) Definition of default

(ii) 違約之定義

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

就內部信貸風險管理而言，倘內部制定或自外部來源取得的資料顯示債務人不可能悉數(不計及本集團所持任何抵押品)償還其債權人(包括本集團)，則本集團視作發生違約事件。

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

儘管上文所述，倘金融資產逾期超過90天，則本集團視為違約已經發生，惟本集團具有合理且可支持之資料顯示一項更滯後的違約標準更為合適，則另作別論。

(iii) Credit-impaired financial assets

(iii) 信貸減值金融資產

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

當發生一項或多項對金融資產估計未來現金流量有不利影響之事件時，金融資產出現信貸減值。金融資產信貸減值之證據包括有關以下事件之可觀察數據：

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- (e) the disappearance of an active market for that financial asset because of financial difficulties; or
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

- (a) 發行人或借款人陷入重大財務困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 借款人之放款人因與借款人出現財務困難有關之經濟或合約理由而給予借款人在一般情況下放款人不予考慮之優惠條件；
- (d) 借款人有可能破產或進行其他財務重組；
- (e) 金融資產因出現財政困難而失去活躍的市場；或
- (f) 以高折扣收購或產生金融資產，反映已產生信貸虧損。

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截至二零二三年六月三十日止年度

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (i) Financial assets (Continued)

#### Impairment of financial assets (Continued)

##### (iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

##### (v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income 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 amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount with exception of loan receivables where the corresponding adjustment is recognised through a loss allowance account.

## 2. 主要會計政策(續)

### (i) 金融資產(續)

#### 金融資產減值(續)

##### (iv) 撇銷政策

當有資料顯示對手方處於嚴重財務困難，且並無實際預期收回時(例如對手方已清盤或已進入破產程序)，則本集團會撇銷金融資產。已撇銷的金融資產仍可能需要根據本集團的收回程序進行法律行動，惟需於適當時候聽取法律意見。撇銷構成終止確認事件。任何其後收回將於損益確認。

##### (v) 計量及確認預期信貸虧損

計量預期信貸虧損乃違約概率、違約損失率程度(即倘發生違約的損失程度)及違約風險的函數。違約概率及違約損失率程度的評估根據經前瞻性資料調整的歷史數據作出。預期信貸虧損的估算反映以各自發生違約的風險作加權釐定的公正及概率加權金額。

一般而言，預期信貸虧損乃根據合約應付本集團的所有合約現金流量與本集團預期將收取的所有現金流量間的差額估計，並按初次確認時釐定的實際利率貼現。

利息收入乃按金融資產之賬面總值計算，除非金融資產出現信貸減值，在此情況下，利息收入乃按金融資產之攤銷成本計算。

本集團通過調整賬面值於損益中就所有金融工具確認減值收益或虧損，惟應收貸款之相應調整於虧損撥備賬確認。



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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(i) Financial assets (Continued)

Derecognition/modification of financial assets

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

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

A modification of a financial asset occurs if the contractual cash flows are renegotiated or otherwise modified

When the contractual terms of a financial asset are modified, the Group assesses whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 5% different from the discounted present value of the remaining cash flows of the original financial asset, after reducing gross carrying amount that has been written off.

(i) 金融資產(續)

取消確認／修改金融資產

僅當從資產收取現金流量的合約權利屆滿或倘其轉讓金融資產及資產所有權的絕大部份風險及回報予另一實體，本集團方會取消確認該項金融資產。倘本集團並無轉讓或保留所有權的絕大部份風險及回報，並繼續控制已轉讓資產，則本集團確認其於資產的保留權益及就其可能須支付的金額確認相關負債。倘本集團保留已轉讓金融資產所有權的絕大部份風險及回報，本集團繼續確認金融資產，亦會就已收所得款項確認有抵押借貸。

於取消確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總和之間的差額會在損益中確認。

倘重新商定或以其他方式修改合約現金流量，則會發生金融資產的修改

倘金融資產的合約條款被修改，本集團會考慮所有相關事實及情況(包括定性因素)，評估經修訂條款是否導致對原始條款的重大修改。倘定性評估無法得出結論，而根據新條款現金流量的折現現值(包括所付按原實際利率折現的任何費用(已扣除任何所收費用))在扣除已經撇銷的賬面總值後與原有金融資產剩餘現金流量的折現現值至少有5%差別，則本集團視該等條款有重大差別。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(i) Financial assets (Continued)

A modification of a financial asset occurs if the contractual cash flows are renegotiated or otherwise modified (Continued)

For non-substantial modifications of financial assets that do not result in derecognition, the carrying amount of the relevant financial assets will be calculated at the present value of the modified contractual cash flows discounted at the financial assets' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial assets and are amortised over the remaining term. Any adjustment to the carrying amount of the financial asset is recognised in profit or loss at the date of modification.

(j) Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

(i) 金融資產(續)

倘重新商定或以其他方式修改合約現金流量，則會發生金融資產的修改(續)

就不會導致終止確認的金融資產非重大修改，相關金融資產的賬面值將按金融資產原有實際利率貼現的經修改合約現金流現值計算。所產生交易成本或費用調整至經修改金融資產的賬面值及於餘下期間攤銷。任何金融資產賬面值的調整於修改日期在損益確認。

(j) 金融負債及股本

分類為債務或股本

債務及股本工具按訂約安排之具體內容及金融負債與股本工具之定義分類為金融負債或股本。

股本工具

股本工具乃任何證明享有實體於扣除所有負債後之資產之剩餘權益之合約。本公司發行的股本工具已於已收所得款項(扣除直接發行成本)內確認。

金融負債

所有金融負債隨後以實際利息法按攤銷成本或按公平值於損益賬處理。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(j) Financial liabilities and equity (Continued)

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

(j) 金融負債及股本(續)

按公平值於損益賬處理之金融負債

倘金融負債(i)為收購方於業務合併中的或然代價(適用於香港財務報告準則第3號), (ii)持作買賣或(iii)指定為按公平值於損益賬處理, 則其分類為按公平值於損益賬處理。

若符合以下條件, 則金融負債為持作買賣:

- 收購的主要目的為於短期內回購; 或
- 初次確認時, 其為本集團共同管理的一組已識別金融工具的一部份, 且有短期盈利的近期實際模式; 或
- 為衍生工具, 不包括屬於財務擔保合約或指定及實際對沖工具的衍生工具。

若符合以下條件, 金融負債(持作買賣或收購方於業務合併中的或然代價之金融負債除外)可於初次確認時指定為按公平值於損益賬處理:

- 該指定消除或大幅減少可能出現之計量或確認方面之一致性;
- 該金融負債為一組金融資產或金融負債或兩者兼備之組合之一部份, 而根據本集團制定之風險管理或投資策略, 該項資產之管理及表現評估乃按公平值為基礎進行, 而有關分組之資料乃按此基礎向內部提供; 或
- 其構成包含一項或多項嵌入衍生工具之合約之一部份, 而香港財務報告準則第9號允許將整個組合合約指定為按公平值於損益賬處理。

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## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (j) Financial liabilities and equity (Continued)

#### Financial liabilities at FVTPL (Continued)

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, such as trade payables with commodity derivative, the changes in fair value of the embedded derivatives are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to accumulated profits upon derecognition of the financial liability.

#### Financial liabilities at amortised cost

Financial liabilities including trade and other payables are subsequently measured at amortised cost, using the effective interest method.

#### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

## 2. 主要會計政策(續)

### (j) 金融負債及股本(續)

#### 按公平值於損益賬處理之金融負債(續)

就指定為按公平值於損益賬處理之金融負債而言，源自該負債信貸風險變動的金融負債公平值變動金額於其他全面收益確認，除非於其他全面收益確認負債信貸風險變動之影響會產生或擴大損益賬內之會計錯配，則作別論。就包含嵌入衍生工具之金融負債(例如包含商品衍生工具之貿易應付賬款)而言，嵌入衍生工具的公平值變動不會計入於其他全面收益呈列之金額。於其他全面收益所確認之金融負債信貸風險所產生公平值變動其後不會重新分類至損益，而是於取消確認金融負債後轉移至累計溢利。

按攤銷成本計量的金融負債  
金融負債(包括貿易及其他應付賬款以及租賃負債)隨後以實際利息法按攤銷成本計量。

#### 金融擔保合約

金融擔保合約規定發行人向持有人支付指定金額，以補償持有人由於指定債務人未能根據債務工具條款於到期時付款而蒙受的損失。金融擔保合約負債初次按其公平值計量。其後按以下各項較高者計量：

- 香港財務報告準則第9號釐定的虧損撥備金額；及
- 確認金額減(如適用)於擔保期間確認之累計攤銷。

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截至二零二三年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(j) Financial liabilities and equity (Continued)

Derecognition of financial liabilities

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

(k) Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Embedded derivatives

Derivatives embedded in hybrid contracts that contain financial asset hosts within the scope of HKFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured in its entirety as either amortised cost or fair value as appropriate.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of HKFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Generally, multiple embedded derivatives in a single instrument that are separated from the host contracts are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

(j) 金融負債及股本(續)

取消確認金融負債

當及僅當本集團的義務解除、取消或到期時，本集團方會取消確認該項金融負債。取消確認的金融負債的賬面值與已付及應付的代價之間的差額會在損益中確認。

(k) 衍生金融工具

衍生工具初次以衍生工具合約簽訂日的公平值確認，其後則以報告期末的公平值重新計量。所產生的收益或虧損將在損益表內確認，除非該衍生工具是一項指定並有效的對沖工具，在此情況下，於損益表內確認的時間取決於對沖關係的性質。

嵌入衍生工具

包含屬於香港財務報告準則第9號範疇內的金融資產之混合合約內嵌之衍生工具不應拆分。整份混合合約分類為及其後作為整體按攤銷成本或公平值(視乎情況而定)計量。

就並非香港財務報告準則第9號範疇內的金融資產之非衍生工具主合約內嵌之衍生工具而言，倘其符合衍生工具的定義、其風險及特點與主合約的風險及特點並無緊密關聯，且主合約並非按公平值於損益賬處理，則視作單獨的衍生工具。

整體而言，與主合約分開的單一工具中的多個嵌入衍生工具，乃作為單一複合嵌入衍生工具處理，除非該等衍生工具涉及不同風險及可隨時分拆及彼此之間獨立。

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截至二零二三年六月三十日止年度

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**2. 主要會計政策(續)**

**(I) Impairment of non-financial assets (other than goodwill)**

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets;
- interests in associates;
- interest in a joint venture;
- exploration and evaluation expenditure;
- prepayments; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

**- Calculation of recoverable amount**

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

**(I) 非金融資產減值(除商譽外)**

於每個報告期末均會審核內部及外部資料，以識別下列資產是否可能出現減值跡象或之前已確認之減值虧損是否不再存在或已減少：

- 物業、廠房及設備，包括使用權資產；
- 於聯營公司之權益；
- 於一間合營公司之權益；
- 勘探及評估開支；
- 預付款項；及
- 本公司財務狀況表內附屬公司之投資。

如果發現有減值跡象，則會估計該資產之可收回數額。

**- 計算可收回數額**

資產之可收回數額以公平值減出售成本和使用價值兩者中之較高數額為準。在評估使用價值時，會使用除稅前折讓率將估計未來現金流量折讓至現值。該折讓率反映市場當時所評估之貨幣時間價值和該資產之獨有風險。倘資產未能以大致獨立於其他資產之方式產生現金流入，則以可獨立產生現金流入之最小組別資產(即現金產生單位)來釐定可收回數額。倘可按合理及一致之基準進行分配，則企業資產(如總辦事處大樓)部份賬面值會分配至個別現金產生單位，否則分配至最小現金產生單位組別。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(l) Impairment of non-financial assets (other than goodwill) (Continued)

- Recognition of impairment losses  
An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).
- Reversals of impairment losses  
An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(m) Exploration and evaluation assets

The balance of the exploration assets are considered to be recoverable on the basis that the Group hold rights to tenure and has undertaken, and will continue to undertake, significant exploration on the remaining exploration assets.

Acquired exploration and evaluation assets are carried at acquisition value less any subsequent impairment. Exploration and evaluation assets include expenditure incurred for acquiring exploration rights, topographical and geological surveys, exploratory drilling, sampling and trenching and activities in relation to evaluating commercial and technical feasibility, and amortisation and depreciation charges in respect of assets consumed during the exploration activities.

(l) 非金融資產減值(除商譽外)(續)

- 確認減值虧損  
當資產或其所屬現金產生單位之賬面值超過其可收回數額，則減值虧損於損益確認。有關現金產生單位確認之減值虧損按比例減少該單位(或一組單位)內資產之賬面值，惟資產之賬面值不會減至低於其個別公平值減去出售成本(如可計量)或使用價值(如可釐定)。
- 減值虧損轉回  
倘用以釐定可收回數額之估計出現有利轉變，則轉回減值虧損。

減值虧損之轉回僅限於資產之賬面值(在以往年度內並無確認任何減值虧損之情況下原應釐定者)。減值虧損之轉回在確認轉回之年度內撥入損益內處理。

(m) 勘探及評估資產

鑒於本集團對剩餘勘探資產擁有保有權，且已從事並將繼續從事對剩餘勘探資產進行重大勘探，故勘探資產之結餘被視為可收回。

已收購之勘探及評估資產按收購價值減任何後續減值列賬。勘探及評估資產包括就獲取勘探權、地形及地質調查、勘探鑽探、取樣及挖掘以及有關評估商業及技術可行性的活動而產生之開支，以及勘探活動期間所消耗資產之攤銷及折舊費用。

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截至二零二三年六月三十日止年度

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**2. 主要會計政策(續)**

**(m) Exploration and evaluation assets (Continued)**

Exploration and evaluation costs include expenditure incurred to secure further mineralisation in existing ore bodies as well as in new areas of interest. Expenditure incurred prior to accruing legal rights to explore an area is written off as incurred. All exploration and evaluation expenditure, subsequent to initial acquisition, is expensed until the Directors conclude that the technical feasibility and commercial viability of extracting a Mineral Resource are demonstrable and that future economic benefits are probable. In making this determination, the Directors consider the extent of exploration, the proximity to existing mine or development properties as well as the degree of confidence in the mineral resource.

Exploration and evaluation assets are tested for impairment triggers annually and if there is an indicator of impairment under HKFRS 6 “Exploration for and Evaluation of Mineral Resources”, and area of interest is tested for impairment (see Note 2(l)).

When the technical feasibility and commercial viability of extracting mineral resources are demonstrable, exploration and evaluation costs capitalised are transferred to either property, plant and equipment or intangible assets; costs incurred for exploration and evaluation which can be directly attributable to the development of mining infrastructure are transferred to property, plant and equipment whereas other costs are transferred to intangible assets. Exploration and evaluation assets are written off to profit or loss if the exploration property is abandoned.

**(m) 勘探及評估資產(續)**

勘探及評估成本包括進一步取得現有礦藏之礦產及新權益地區產生之開支。取得一個地區之合法探礦權前產生之開支於產生時撇銷。所有勘探及評估開支於最初收購後支銷，直至董事認為開採礦產資源的技術可行性及商業可行性為可證實，且今後可能產生經濟效益為止。於作出該決定時，董事考慮勘探範圍、與現有礦山或開發物業的毗鄰程度以及對礦產資源的信心。

勘探及評估資產每年進行觸發減值測試，倘出現香港財務報告準則第6號「勘探及評估礦產資源」項下之減值跡象，權益地區將進行減值測試(見附註2(l))。

當可證實開採礦產資源的技術可行性及商業可行性時，資本化之勘探及評估成本撥入物業、廠房及設備或無形資產；發展採礦基礎設施直接應佔的勘探及評估所產生的成本撥入物業、廠房及設備，而其他成本撥入無形資產。倘該勘探礦產遭廢棄，則勘探及評估資產撇銷至損益。



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截至二零二三年六月三十日止年度

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)****2. 主要會計政策(續)****(n) Assets held for sale****Non-current assets and disposal groups held for sale**

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups (other than investment properties and financial assets) classified as held for sale are measured at the lower of their previously carrying amounts and fair values less costs to sell. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortised.

**(o) Inventories**

Inventories are assets which are held for sale in the ordinary course of business.

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

**(n) 持作出售之資產****非流動資產及持作出售之出售組別**

倘非流動資產及出售組別之賬面值將主要透過出售交易而非透過持續使用而收回，則非流動資產及出售組別分類為持作出售。在該情況下，資產或出售組別必須為可於現況下即時出售，且僅受出售該等資產或該等出售組別的一般慣常條款規限，以及出售可能性極高。無論本集團是否於出售後保留於其前附屬公司的非控制權益，分類為出售組別的附屬公司的全部資產及負債重新分類為持作出售。

分類為持作出售的非流動資產及出售組別(投資物業及金融資產除外)以其先前賬面值與公平值減出售成本的較低者計量。分類為持作出售的物業、廠房及設備以及無形資產不予折舊或攤銷。

**(o) 存貨**

存貨為於日常業務過程中持有以供銷售的資產。

存貨以成本及可變現淨值兩者中之較低數額入賬。

成本以加權平均成本法計算，其中包括所有採購成本、加工成本及將存貨運至目前地點和變成現狀之其他成本。

可變現淨值是以日常業務過程中之估計售價減去完成生產及銷售所需之估計成本後所得之數額。

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**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)****2. 主要會計政策(續)****(o) Inventories (Continued)**

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

**(p) Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash and short-term, highly liquid investments 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, if any, and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for ECLs in accordance with the policy set out in Note 2(i).

**(q) Interest-bearing borrowings**

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (Note 2(w)).

**(o) 存貨(續)**

所有出售存貨之賬面值在相關收入確認之期間內確認為支出。任何存貨撇減至可變現淨值之數額及存貨之所有虧損，均在出現撇減或虧損之期間內確認為支出。存貨之任何撇減轉回之數額，均在出現轉回之期間內確認為已列作支出之存貨數額減少。

**(p) 現金及現金等價物**

現金及現金等價物包括銀行及手頭現金、銀行及其他金融機構的活期存款(不包括受監管限制而導致有關結餘不再符合現金定義的銀行結餘)以及購入後於三個月內到期可隨時轉換為已知金額現金的短期高流通性並且價值改變風險不大的投資。在編製綜合現金流量表時，現金及現金等價物亦包括須按要求償還及構成本集團現金管理一部份的銀行透支(如有)。現金及現金等價物根據附註2(i)所載政策評估預期信貸虧損。

**(q) 計息借貸**

計息借貸初次按公平值減交易成本計量。於初次確認後，計息借貸使用實際利率法按攤銷成本列賬。利息開支根據本集團借貸成本(附註2(w))會計政策予以確認。

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截至二零二三年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(r) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

(s) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

(r) 僱員福利

(i) 短期僱員福利及定額供款退休計劃供款

薪金、年度花紅、有薪年假、定額供款退休計劃供款及非貨幣福利成本會在僱員提供相關服務之年度內計提。倘延遲付款或清償會產生重大影響，則有關金額按其現值列賬。

(ii) 終止福利

終止福利於本集團不再能取消提供該等福利時及於本集團確認涉及支付終止福利之重組成本時(以較早者為準)確認。

(s) 所得稅

本年度所得稅包括本期稅項及遞延稅項資產和負債的變動。本期稅項及遞延稅項資產和負債的變動均在損益內確認，但與確認為其他全面收益或直接確認為權益項目相關的稅項，則分別於其他全面收益或直接於權益確認。

本期稅項是按本年度應課稅收入根據已執行或在報告期末實質上已執行的稅率計算的預期應付稅項，加上以往年度應付稅項的任何調整。

遞延稅項資產和負債分別由可抵扣和應課稅暫時差額產生。暫時差額是指資產和負債在財務報表上的賬面值與這些資產和負債的計稅基礎的差額。遞延稅項資產也可以由未利用稅項虧損和未利用稅項抵免產生。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)****2. 主要會計政策(續)****(s) Income tax (Continued)**

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary differences or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

**(s) 所得稅(續)**

除若干有限之例外情況外，所有遞延稅項負債和遞延稅項資產(只限於未來可能有應課稅溢利予以抵銷之資產)都會確認。支持確認由可抵扣暫時差額所產生遞延稅項資產的未來應課稅溢利包括因轉回目前存在的應課稅暫時差額而產生的數額；但這些轉回的差額必須與同一稅務機關及同一應課稅實體有關，並預期在可抵扣暫時差額預計轉回的同一期間或(致遞延稅項資產產生之)稅項虧損可向後期或向前期結轉的期間內轉回。在決定目前存在的應課稅暫時差額是否足以支持確認由未利用稅項虧損和抵免所產生的遞延稅項資產時，亦會採用同一準則，即差額是否與同一稅務機關及同一應稅實體有關，並是否預期在能夠使用該等稅項虧損或抵免的同一期間內轉回。

確認遞延稅項資產及負債之有限例外情況為初次確認不影響會計或應課稅溢利之資產或負債所產生之暫時差額(屬於業務合併之一部份則除外)；以及有關投資附屬公司之暫時差額(如屬應課稅差額，只限於本集團可以控制轉回之時間，而且在可預見將來不大可能轉回之暫時差額；或如屬可抵扣差額，則只限於很可能在將來轉回之差額)。

已確認的遞延稅項金額是按照預期變現或清償資產和負債賬面值之方式，按報告期末有效或基本上有效之稅率計算。遞延稅項資產和負債均不貼現計算。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(s) Income tax (Continued)

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(s) 所得稅(續)

本集團會在各報告期末審查遞延稅項資產的賬面值。如果本集團預期不再可能獲得足夠的應課稅溢利以利用相關的稅務利益，該遞延稅項資產的賬面值便會調低；但是如果日後又可能獲得足夠的應課稅溢利，有關減額便會轉回。

分派股息所產生的額外所得稅於支付相關股息的負債確認時確認。

本期稅項和遞延稅項結餘及其變動會分開列示，並且不予抵銷。倘若本公司或本集團有法定行使權以本期稅項資產抵銷本期稅項負債，並且符合以下附帶條件的情況下，則本期稅項資產可抵銷本期稅項負債，及遞延稅項資產則可抵銷遞延稅項負債：

- 就本期稅項資產和負債而言，本公司或本集團計劃按淨額基準結算，或同時變現該資產和清償該負債；或
- 就遞延稅項資產和負債而言，這些資產和負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：
  - 同一應課稅實體；或
  - 不同的應課稅實體，這些實體計劃在日後每個預計有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回的期間內，按淨額基準變現本期稅項資產和清償本期稅項負債，或同時變現該資產和清償該負債。

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截至二零二三年六月三十日止年度

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2. 主要會計政策(續)

### (t) Provisions, contingent liabilities and onerous contracts

#### (i) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

#### (ii) Onerous contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

### (t) 撥備、或然負債及虧損性合約

#### (i) 撥備及或然負債

倘本集團須就過往事件承擔法律或推定責任，而履行該責任有可能導致經濟利益流出且能對金額作出可靠估計，則確認撥備。倘金錢時間價值屬重大，則撥備按預期履行責任的開支現值列示。

倘需要經濟利益流出的可能性不大，或金額無法可靠地估計，則有關責任將披露為或然負債，除非經濟利益流出的可能性微乎其微。可能出現的責任(其存在與否取決於一項或多項未來事件是否發生)亦披露為或然負債，除非經濟利益流出的可能性微乎其微。

倘結算撥備所需之部份或全部支出預計將由另一方償還，則為幾乎確定之任何預期償還確認為一項單獨資產。就償還確認之數額以撥備之賬面值為限。

#### (ii) 虧損性合約

倘本集團訂有合約而合約下為達成義務必須支付的成本超出預期將自合約收到的經濟利益時，則為虧損性合約。虧損性合約撥備按終止合約的預期成本及繼續合約的成本淨額的較低者的現值計量。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(u) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services in the ordinary course of the Group's business.

Revenue is recognised when a performance obligation is satisfied, i.e. when control over a product or service is transferred to the customer, underlying the particular performance obligation at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

(u) 收益及其他收入

當收入於本集團日常業務過程中因銷售貨品、提供服務而產生時，本集團將收入分類為收益。

收益在履約責任達成時，即當特定履約責任的相關產品或服務的控制權按本集團預期有權獲取的承諾代價金額(不包括代表第三方收取的金額)轉移至客戶時確認。收益不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

履約責任指一項明確貨品或服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

倘符合以下其中一項條件，則控制權為隨時間轉移，而收益則參考相關履約責任的完成進度隨時間確認：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供的利益；
- 本集團的履約創建或增強客戶於本集團履約時控制的資產；或
- 本集團的履約未創建對本集團具有替代用途的資產，而本集團有強制執行權利收取至今已履約部份的款項。

否則，收益於客戶獲得明確貨品或服務之控制權時確認。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (u) Revenue and other income (Continued)

#### Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

## 2. 主要會計政策(續)

### (u) 收益及其他收入(續)

#### 委託人相對代理人

當另一方從事向客戶提供商品或服務，本集團釐定其承諾的性質是否為提供指定商品或服務本身的履約責任(即本集團為委託人)或安排由另一方提供該等商品或服務(即本集團為代理人)。

倘本集團在向客戶轉讓商品或服務之前控制指定商品或服務，則本集團為委託人。

倘本集團的履約責任為安排另一方提供指定的商品或服務，則本集團為代理人。在此情況下，在將商品或服務轉讓予客戶之前，本集團不控制另一方提供的指定商品或服務。當本集團為代理人時，應就為換取另一方安排提供的指定商品或服務預期有權取得的任何收費或佣金的金額確認收益。

倘合約中包含為客戶提供超過12個月的重大融資利益的融資部份，則收益按應收金額的現值計量，並使用與客戶的單獨融資交易中反映的貼現率貼現，而利息收入按實際利率法單獨累計。倘合約中包含為本集團提供重大融資利益的融資部份，則根據該合約確認的收益包括按實際利率法計算的合約負債所產生的利息開支。本集團運用香港財務報告準則第15號第63段的可行權宜方法，當融資期限為12個月或以下時，則不會就重大融資部份的任何影響調整代價。



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## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2. 主要會計政策(續)

### (u) Revenue and other income (Continued)

Further details of the Group's revenue and other income recognition policies are as follows:

#### (i) Sale of goods

The Group recognises revenue from the sale of commodities (i.e. iron ore) in the period that the performance obligations are satisfied which refers to delivery of the goods to the destination specified by the customers. The destination may be the destination port or the customer's premises. The quantity of commodities as specified in each sales contract is separately identifiable and represents a distinct performance obligation to which the transaction price is allocated. Performance obligations are satisfied at a point in time once control of the commodities have been transferred to the customers. The customers have obtained control on the commodities through their ability to direct the use of and obtain substantially all the benefits from the commodities.

#### *Provisional pricing arrangements in relation to trading of commodities*

For trading of commodities, the sales price is determined on a provisional basis at the date of sale, as the final sales price is subject to (a) final assay for the quality and quantity of commodities after discharge and (b) movements in prevailing spot prices up to the date of final pricing, normally within the month at which the commodities are delivered to customers (i.e. quotation period). Revenue on provisionally priced sales is recognised based on the estimated quality and quantity of commodities and fair value of the total consideration receivable.

### (u) 收益及其他收入(續)

有關本集團收益及其他收入確認政策的進一步詳情如下：

#### (i) 銷售貨品

本集團於履行責任期間確認商品(即鐵礦石)銷售收益，該等履約責任指貨品交付至客戶指定的目的地。目的地可能是目的地港口或客戶的物業。各銷售合約規定之商品數量為可獨立識別，並指交易價分配的獨特履約責任。一旦商品的控制權轉移給客戶，履約責任就會在某個時間點獲達成。客戶通過指示商品用途並從商品中獲得絕大部份利益獲得對商品的控制。

#### *有關商品貿易的臨時定價安排*

就商品貿易而言，由於在截至最終定價日(通常於商品交付客戶當月內，即報價期)，(a)最終售價會根據卸貨後對商品質量及數量的最終檢測以及(b)通行現貨價格波動作出調整，故售價為銷售日期臨時釐定。臨時定價銷售之收益乃基於估計商品質量及數量以及應收總代價公平值確認。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策(續)

(u) Revenue and other income (Continued)

(u) 收益及其他收入(續)

(i) Sale of goods (Continued)

(i) 銷售貨品(續)

*Provisional pricing arrangements in relation to trading of commodities (Continued)*

*有關商品貿易的臨時定價安排(續)*

The Group estimates the amount of the variable consideration of trading of commodities to which it will be entitled using the most likely amount as it better predicts the amount of consideration to which the Group will be entitled. The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved. At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

本集團使用最有可能收取金額(因其能更準確預測本集團將有權收取的代價金額)以估計其將有權收取的商品貿易的變量代價金額。只有於變量代價相關不明朗因素其後得以解決且變量代價計入交易價格很大機會不會導致日後出現大額收益撥回時,估計變量代價金額方會計入交易價格。於各報告期結束時,本集團會更新估計交易價格(包括更新其對估計變量代價是否受限所作出的評估),以真實反映於報告期結束時的現況及於報告期間的狀況變動。

Adjustment to the sales price occurs based on movements in prevailing spot prices up to the completion of quotation period and, thus, the revenue adjustment mechanism has the characteristic of a commodity derivative. Accordingly, the fair value of the total consideration receivable subject to the final sales price adjustment is re-estimated continuously by reference to prevailing spot prices and the changes in fair value are recognised in profit or loss. Such fair value adjustments do not form part of the revenue recognised from contracts with customers but included in "other gains and losses" line item in these consolidated financial statements. These trade receivables are governed under HKFRS 9 and are recognised at FVTPL.

售價按截至報價期完成時現行現貨價之變動作出調整,因此,收益調整機制具有商品衍生工具的特性。因此,存在最終售價調整的應收總代價之公平值將參照現行現貨價持續重估,而公平值之變動於損益中確認。該等公平值調整並不構成客戶合約確認收益之一部份但計入綜合財務報表「其他收益及虧損」一項。該等貿易應收賬款適用香港財務報告準則第9號並按公平值於損益賬確認。

*Contract liabilities*

合約負債

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

合約負債指本集團因已自客戶收取代價(或到期的代價金額),而須向客戶轉讓貨品或服務之責任。

For the year ended 30 June 2023

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**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)****2. 主要會計政策(續)****(u) Revenue and other income (Continued)****(u) 收益及其他收入(續)****(ii) Interest income**

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. 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 (see Note 2(i)).

**(ii) 利息收入**

利息收入於產生時以實際利率法使用透過金融資產的預計年限內的估計未來現金收入準確貼現至金融資產的總賬面值的利率確認。就按攤銷成本計量且並未出現信貸減值的金融資產而言，將實際利率應用於該資產的總賬面值。就出現信貸減值的金融資產而言，實際利率應用於該資產的攤銷成本(即扣除虧損撥備的總賬面值)(見附註2(i))。

**(iii) Dividend income**

Dividend income from unlisted investments is recognised when the shareholders' rights to receive payment have been established. Dividend income from listed investments is recognised when the share price of the investment goes exdividend.

**(iii) 股息收入**

非上市投資的股息收入於股東收取款項的權利確立時確認。上市投資的股息收入在投資的股價除息時確認。

**(iv) Government grants**

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

**(iv) 政府補助**

倘可合理確定能夠收取政府補助，而本集團將符合政府補助所附帶的條件，則政府補助在綜合財務狀況表中初次確認。補償本集團所產生開支的補助於產生開支的同一期間有系統地於損益中確認為收入。補償本集團資產成本的補助自資產賬面值扣除，其後則按該資產的可使用年期透過扣減折舊開支在損益內有效確認。

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截至二零二三年六月三十日止年度

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**2. 主要會計政策(續)**

**(v) Translation of foreign currencies**

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities.

Non-monetary assets and liabilities denominated in foreign currencies stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value is measured.

The results of foreign operations are translated into HK\$ at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into HK\$ at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

**(v) 外幣換算**

年內外幣交易乃按於交易日適用之外幣匯率換算。以外幣計值之貨幣資產及負債乃按於報告期末適用之外幣匯率換算。匯兌收益及虧損乃於損益內確認。

以外幣的歷史成本計量之非貨幣資產及負債乃使用於交易日適用之外幣匯率換算。交易日為本集團初次確認該等非貨幣資產或負債之日期。

按公平值列賬之外幣計值之非貨幣資產及負債乃使用於計量公平值當日適用之外幣匯率換算。

海外業務業績乃按與交易日適用之外幣匯率相若之匯率換算為港元。財務狀況表之項目按報告期末之收市外幣匯率換算成港元。所產生之匯兌差額乃於其他全面收益內確認，並單獨於權益之匯兌儲備內累計。

出售海外業務時(即出售本集團於海外業務之全部權益、或出售涉及失去包括海外業務之附屬公司之控制權，或部份出售包括海外業務之聯營公司之權益而其保留權益成為金融資產)，本公司擁有人就該業務應佔的所有於權益累計的匯兌差額乃重新分類至損益。

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**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**2. 主要會計政策(續)**

**(v) Translation of foreign currencies (Continued)**

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

**(v) 外幣換算(續)**

此外，就部份出售一間附屬公司，惟並未導致本集團失去對該附屬公司的控制權而言，按比例分佔的累計匯兌差額乃重新計入非控股權益，而並不於損益內確認。就所有其他部份出售(即部份出售聯營公司，惟並無導致本集團失去重大影響力)而言，按比例分佔累計匯兌差額重新分類至損益。

**(w) Borrowing costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

**(w) 借貸成本**

收購、建設或生產需要一段較長時間方可達致擬定用途或出售之資產直接應佔之借貸成本會撥充資本，作為該資產之部份成本。其他借貸成本於產生期間支銷。

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

資本化借貸成本作為合資格資產的成本的一部份於資產產生開支、產生借貸成本及進行使資產達致其擬定用途或出售的必要準備工作期間開始。借貸成本的資本化於進行使合資格資產達致其擬定用途或出售的絕大部份必要活動中止或完成時暫停或不再進行。

**(x) Related parties**

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

**(x) 關聯方**

- (a) 倘屬以下人士，即該人士或該人士家族的緊密成員與本集團有關聯：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 擔任本集團或本公司母公司的主要管理人員。

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截至二零二三年六月三十日止年度

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**2. 主要會計政策(續)**

**(x) Related parties (Continued)**

**(x) 關聯方(續)**

- (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 (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of 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).
  - (viii) The entity or any member of a group of which it is a part, provides key management personnel services to the Group or to the Company's parent.

- (b) 倘符合下列任何條件，則實體與本集團有關聯：
- (i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此之間有關聯)。
  - (ii) 一間實體為另一間實體的聯營公司或合營公司(或另一實體為成員公司的集團旗下成員公司的聯營公司或合營公司)。
  - (iii) 兩間實體均為同一第三方的合營公司。
  - (iv) 一間實體為第三方實體的合營公司，而另一實體為該第三方實體的聯營公司。
  - (v) 該實體是以本集團或本集團關聯實體的僱員為受益人的離職後福利計劃。
  - (vi) 該實體受(a)所識別人士控制或受共同控制。
  - (vii) (a)(i)項所識別人士對該實體有重大影響力或屬該實體(或該實體的母公司)的主要管理人員。
  - (viii) 向本集團或本公司的母公司提供主要管理人員服務的實體或其所屬集團的任何成員公司。

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.

有關人士家族的緊密成員為預期可在與實體進行交易時對該人士有影響力或受其影響的家族成員。

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截至二零二三年六月三十日止年度

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (y) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's executive directors (the chief operating decision maker) for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

## 2. 主要會計政策(續)

### (y) 分部報告

經營分部及財務報表呈報的各分部項目金額與定期提供予本集團執行董事(主要營運決策者)的財務資料區分開來,以向本集團的各業務系列及地區營運分配資源並評估其表現。

就財務報告而言,個別重大的經營分部並不予以合算,除非該等分部具有相似經濟特性,以及就產品及服務性質、生產程序性質、客戶類別或種類、用以分銷產品或提供服務的方式及監管環境的性質方面相似,則另當別論。倘符合大部份該等條件,並非個別重大的經營分部可予以合算。

## 3. 主要會計判斷及估計

編製本集團的財務報表要求管理層作出判斷、估計及假設,該等判斷、估計及假設將對收益、開支、資產及負債的呈報金額及其相關披露以及或然負債的披露造成影響。該等假設及估計的不確定因素可能導致日後須就受影響的資產或負債的賬面金額進行重大調整。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

### 3. 主要會計判斷及估計(續)

#### (a) Critical accounting judgements

##### (i) Consolidation of an entity in which the Group holds less than a majority of voting rights

The Group considers that it controls Prodigy Gold NL (“**Prodigy Gold**”) even though it owns less than 50% of the voting rights. This is because the Group is the single largest shareholder of Prodigy Gold with a 49.9% equity interest. The remaining 50.1% of the equity shares in Prodigy Gold are widely held by many other shareholders. Since the date of acquisition, there has been no history of the other shareholders of Prodigy Gold collaborating to exercise their votes collectively or to outvote the Group.

##### (ii) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the ECL calculations, based on the Group’s past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

As at 30 June 2023, the financial assets include term deposits, pledged bank deposits, other receivables and deposits, loan receivables and loan note, and bank balances. The carrying amount of term deposits was HK\$12,883,000 (2022: Nil), pledged bank deposits was Nil (2022: HK\$111,452,000), other receivables and deposits of HK\$89,477,000 (2022: HK\$82,659,000), loan receivables and loan note of HK\$346,074,000 (2022: HK\$366,663,000) and bank balances of HK\$555,169,000 (2022: HK\$449,069,000) respectively.

#### (a) 關鍵會計判斷

##### (i) 綜合入賬本集團持有少於多數表決權的實體

本集團認為，其對 Prodigy Gold NL (“**Prodigy Gold**”) 擁有控制權，即使其持有的表決權少於 50%。此乃由於本集團為 Prodigy Gold 的最大單一股東，持有 49.9% 的股權。Prodigy Gold 其餘 50.1% 的股權由眾多其他股東廣泛持有。於收購日後，未出現 Prodigy Gold 其他股東共同行使其持有的表決權，或者 Prodigy Gold 其他股東的投票數高於本集團的情況。

##### (ii) 金融資產減值

金融資產虧損撥備是基於對違約風險和預期虧損率的假設而計算的。本集團在作出假設和選擇預期信貸虧損計算的輸入數據時，按照本集團以往經驗、現有市場狀況以及於各報告期末的前瞻性估計進行判斷。

於二零二三年六月三十日，金融資產包括定期存款、已抵押銀行存款、其他應收賬款及按金、應收貸款及貸款票據及銀行結餘。賬面值分別為定期存款為 12,883,000 港元（二零二二年：零）、已抵押銀行存款為零（二零二二年：111,452,000 港元）、其他應收賬款及按金為 89,477,000 港元（二零二二年：82,659,000 港元）、應收貸款及貸款票據為 346,074,000 港元（二零二二年：366,663,000 港元）及銀行結餘為 555,169,000 港元（二零二二年：449,069,000 港元）。



For the year ended 30 June 2023

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

3. 主要會計判斷及估計(續)

(b) Key sources of estimation uncertainty

(i) Estimated impairment loss of the Group's interests in associates

The Group's interests in associates are subject to impairment review whenever there are indications that the carrying amount of the Group's interests may not be recoverable or impairment losses recognised in prior periods may have decreased. Where an indicator of further impairment or reversal of impairment loss exists, a formal estimation of the recoverable amount of the Group's interests in associates is made. The calculation of the fair-value-less-costs-of-disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

The carrying amount of interests in associates as at 30 June 2023 was HK\$1,565,530,000 (2022:HK\$1,618,763,000). Further details are given in Note 16.

(ii) Impairment allowance on loan receivables

The measurement of impairment losses under HKFRS 9 across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Group's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

(b) 估計不明朗因素的主要來源

(i) 本集團於聯營公司之權益之估計減值虧損

當有跡象表明本集團權益之賬面值可能無法回收或於過往期間確認的減值虧損可能已減少時，本集團於聯營公司之權益須進行減值檢討。倘存在進一步減值或減值虧損撥回之跡象，則對於本集團於聯營公司之權益之可回收金額作出正式估算。公平值減出售成本乃根據來自類似資產公平交易中具約束力的銷售交易的可得數據或可觀察市價減出售資產的增量成本計算。計算使用價值時，管理層須估計資產或現金產生單位的預期未來現金流量，並選擇合適的貼現率以計算該等現金流量的現值。

於二零二三年六月三十日，於聯營公司之權益之賬面值為1,565,530,000港元(二零二二年：1,618,763,000港元)。進一步詳情載於附註16。

(ii) 應收貸款之減值撥備

根據香港財務報告準則第9號計量所有類別的金融資產的減值虧損需作出判斷，尤其是釐定減值虧損時估計未來現金流量金額及時間以及抵押品價值，及評估信貸風險大幅增加。該等估計受多項因素影響，而該等因素的變動或會導致不同水平的撥備。

本集團的預期信貸虧損計算為複雜模型的輸出數據，當中包含多項有關選擇可變輸入數據及其彼此之間的關聯性的相關假設。視為會計判斷及估計的預期信貸虧損模型組成部份包括：

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**3. SIGNIFICANT ACCOUNTING JUDGEMENTS  
AND ESTIMATES (Continued)**

**3. 主要會計判斷及估計(續)**

**(b) Key sources of estimation uncertainty (Continued)**

**(b) 估計不明朗因素的主要來源  
(續)**

**(ii) Impairment allowance on loan receivables  
(Continued)**

**(ii) 應收貸款之減值撥備  
(續)**

- The Group's internal credit grading model, which assigns probabilities of default to the individual grades;
- The Group's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a lifetime ECL basis and the qualitative assessment;
- The segmentation of financial assets based on risk characteristics of the customers when their ECL is assessed on a collective basis;
- Development of ECL models, including the various formulas and the choice of inputs over determination of the period over which the entity is exposed to credit risk based on the behavioral life of the credit exposures, loss given default and collateral recovery of the credit exposures;
- Determination of associations between macroeconomic scenarios and, economic inputs, and the effect on probabilities of default, exposures at default and losses given default; and
- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models.

- 本集團的內部信貸評級模型，其將違約可能性與各個評級配對；
- 本集團評估信貸風險是否大幅上升(以評估金融資產撥備是否應按全期預期信貸虧損基準計量)及定性評估的標準；
- 倘預期信貸虧損按共同基準評估，基於客戶的風險特點分類金融資產；
- 基於信貸風險行為週期、拖欠還款虧損概率及信貸風險的抵押品收回率，制定預期信貸虧損模型，包括各類公式及選擇釐定實體面臨信貸風險的期間的輸入數據；
- 釐定宏觀經濟狀況、經濟輸入數據及對拖欠還款概率、拖欠還款及拖欠還款虧損風險的影響之間的關聯；及
- 選擇前瞻性宏觀經濟狀況及其概率加權以得出預期信貸虧損模型的經濟輸入數據。

It has been the Group's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

本集團的政策為在實際虧損經驗的情況下定期審閱其模型及於必要時作出調整。

The carrying amount of loan receivables as at 30 June 2023 was HK\$346,074,000 (2022: HK\$362,698,000). Further details are given in Note 20.

於二零二三年六月三十日，應收貸款之賬面值為346,074,000港元(二零二二年：362,698,000港元)。進一步詳情載於附註20。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS  
AND ESTIMATES (Continued)

3. 主要會計判斷及估計(續)

(b) Key sources of estimation uncertainty (Continued)

(b) 估計不明朗因素的主要來源  
(續)

(iii) Fair value measurement of financial  
instruments

As at 30 June 2023, certain of the Group's financial assets, including unlisted equity investments amounting to HK\$16,942,000 (2022: HK\$44,622,000), and certain of the Group's financial liabilities, including trade payables designated at FVTPL amounting to HK\$9,866,000 (2022: HK\$64,926,000) are measured at fair value with fair value being determined based on unobservable inputs using valuation techniques. Judgment and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these instruments. See Note 36(h) for further disclosures.

(iii) 金融工具之公平值計量

於二零二三年六月三十日，本集團若干金融資產(包括非上市股本投資)為數16,942,000港元(二零二二年：44,622,000港元)及本集團若干金融負債(包括指定為按公平值於損益賬處理之貿易應付賬款)為數9,866,000港元(二零二二年：64,926,000港元)按公平值計量，其公平值使用估值技巧基於不可觀察輸入數據釐定。確定相關估值技巧及相關輸入數據時需要作出判斷及估計。與該等因素有關的假設變動可能會導致須對該等工具的公平值作出重大調整。有關進一步披露請見附註36(h)。

(iv) Current tax

Significant judgement is required in determining the provision for income tax. There are many transactions for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current tax and deferred tax provisions in the financial period in which such determination is made.

(iv) 即期稅項

於決定所得稅撥備時須作出重大判斷。於日常業務過程中存在許多其最終稅務決定存在不確定因素的交易。倘該等事宜的最終稅務結果與最初入賬的金額不同，則該等差額將影響作出該決定的財務期間的即期稅項及遞延稅項撥備。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS  
AND ESTIMATES (Continued)

3. 主要會計判斷及估計(續)

(b) Key sources of estimation uncertainty (Continued)

(b) 估計不明朗因素的主要來源  
(續)

(v) Write-down of inventories to net realisable value

Write-down of inventories to net realisable value is made based on the estimated net realisable value of inventories. The assessment of the required write-down amount involves management's judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such difference will have an impact on the carrying amounts of inventories and the write-down charge/writeback amount in the period in which such estimate has been changed.

As at 30 June 2023, the carrying amount of inventories was HK\$291,568,000 (2022: HK\$90,649,000). Further details are given in Note 22.

(v) 將存貨撇減至可變現淨值

將存貨撇減至可變現淨值乃根據存貨的估計可變現淨值而作出。所需之撇減金額評估涉及管理層的判斷及估計。倘實際金額或將來預計有別於原本的估計，該差額會影響存貨的賬面值及在該估計改變的期間的撇減開支／撥回金額。

於二零二三年六月三十日，存貨之賬面值為291,568,000港元(二零二二年：90,649,000港元)。進一步詳情載於附註22。

(vi) Determining the lease term

As explained in policy Note 2(g), the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

(vi) 確定租賃期

如政策附註2(g)所解釋，租賃負債初步按租賃期內應付租賃付款的現值確認。在開始日期確定包含可由本集團行使的續租選擇權的租賃之租賃期時，在對本集團行使續租選擇權構成經濟激勵的所有相關因素及情況(包括有利條款、已進行的租賃裝修及該相關資產對本集團業務的重要性)進行考量後，本集團評估行使續租選擇權的可能性。倘發生重大事件或在本集團控制範圍內的情況出現重大變動，本集團會重新評估租賃期。租賃期延長或縮短均可能會對未來數年所確認之租賃負債及使用權資產金額造成影響。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

#### 4. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied the following amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 July 2022 for the preparation of the Group's consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Annual Improvements to HKFRS 2018-2020 Cycle	Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards, HKFRS 9 Financial Instruments, HKFRS 16 Leases and HKAS 41 Agriculture
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules

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

#### 4. 應用經修訂香港財務報告準則

於本年度，本集團已應用以下由香港會計師公會頒佈並於二零二二年七月一日或之後開始的年度期間強制生效的經修訂香港財務報告準則，以編製本集團之綜合財務報表：

香港財務報告準則第3號(修訂本)	提述概念框架
香港會計準則第16號(修訂本)	物業、廠房及設備－擬定用途的所得款項
香港會計準則第37號(修訂本)	虧損性合約－履行合約成本
香港財務報告準則二零一八年至二零二零年週期的年度改進	香港財務報告準則第1號首次採納香港財務報告準則、香港財務報告準則第9號金融工具、香港財務報告準則第16號租賃及香港會計準則第41號農業(修訂本)
香港會計準則第12號(修訂本)	國際稅務改革－第二支柱標準規則

本年度應用經修訂香港財務報告準則對本集團於本年度及過往年度之財務狀況及表現及／或載於該等綜合財務報表的披露並無重大影響。

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截至二零二三年六月三十日止年度

## 5. SEGMENT INFORMATION

The Group manages its businesses by divisions, which are organised by business lines (products and services). In a manner consistent with the way in which information is reported internally to the Company's executive directors (the chief operating decision maker) for the purposes of resource allocation and performance assessment, the Group has presented the following three reportable segments. No operating segments have been aggregated to form the following reportable segments.

- (i) Commodity business (trading of commodities);
- (ii) Resource investment (trading of and investment in listed and unlisted securities of energy and natural resources companies); and
- (iii) Principal investment and financial services (provision of loan financing and investments in loan note and other financial assets and receiving interest income from these financial assets).

### (a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Company's executive directors monitor the results, assets and liabilities attributable to each reportable segment on the following bases:

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit/(loss) is earnings and loss of each segment without allocation of share of results of associates and a joint venture, impairment loss on interests in associates, net gain/(loss) arising from changes in fair value of financial assets at FVTPL not held within the trading portfolios, unallocated income and gains, unallocated administrative expenses and other losses, and unallocated finance costs.

## 5. 分部資料

本集團按分部管理其業務，而分部按業務線(產品及服務)設置。本集團以與內部向本公司執行董事(主要經營決策者)呈報資料(以作資源分配及表現評估)一致之方式，呈列以下三個可報告分部。概無合併經營分部以組成以下可報告分部。

- (i) 商品業務(商品貿易)；
- (ii) 資源投資(能源及天然資源公司上市及非上市證券買賣及投資)；及
- (iii) 主要投資及金融服務(提供貸款融資以及投資貸款票據及其他金融資產及自該等金融資產收取利息收入)。

### (a) 分部業績、資產及負債

為評估分部表現及在各分部之間分配資源，本公司的執行董事按以下基準監察各個可報告分部的業績、資產及負債：

收入及開支乃根據分部所產生之銷售及分部所支出之開支或分部應佔資產折舊或攤銷另外產生之開支，分配至可報告分部。

計量報告分部溢利/(虧損)時使用未分配分佔聯營公司及一間合營公司業績、聯營公司權益減值虧損、並非於買賣組合內持有之按公平值於損益賬處理之金融資產公平值變動而產生之收益/(虧損)淨額、未分配收入及收益、未分配行政開支及其他虧損及未分配財務成本的各個分部的盈利及虧損。

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截至二零二三年六月三十日止年度

5. SEGMENT INFORMATION (Continued)

(a) Segment results, assets and liabilities (Continued)

Segment assets include all assets of operating and reportable segments other than interests in associates and a joint venture, certain property, plant and equipment, loan note and financial assets at FVTPL not held within the trading portfolios neither managed under principal investment and financial services segment, financial assets at FVTPL not held within the trading portfolios, nor managed under resource investment segment, certain other receivables and certain bank balances and cash not managed under segments and other unallocated corporate assets.

Segment liabilities include provisions, trade and other payables, deferred tax liability and lease liabilities attributable to the activities of the individual segments and borrowings managed directly by the segments.

In addition to receiving segment information concerning segment profit/(loss), the Board is provided with segment information concerning revenue, interest income (included in other income), depreciation, dividend income from financial assets at FVTPL, gain/(loss) arising from changes in fair value of financial assets measured at FVTPL, net, (impairment loss)/reversal of impairment loss on loan receivables, net, (loss)/gain arising from changes in fair value of provisional pricing arrangements in relation to trading of commodities, net, finance costs, net foreign exchange gain/(loss), income tax and additions to non-current segment assets (other than financial instruments and deferred tax assets) used by the segments in their operations.

The accounting policies of the operating segments are the same as the Group's accounting policies.

5. 分部資料(續)

(a) 分部業績、資產及負債(續)

除於聯營公司及一間合營公司之權益、若干物業、廠房及設備、貸款票據及並非按主要投資及金融服務分部管理之並非於買賣組合內持有之按公平值於損益賬處理之金融資產、並非按資源投資分部管理之並非於買賣組合內持有之按公平值於損益賬處理之金融資產、若干其他應收賬款以及並非按分部及其他未分配企業資產管理之若干銀行結餘及現金外，分部資產計入經營及可報告分部所有資產。

分部負債包括個別分部活動應佔之撥備、貿易及其他應付賬款、遞延稅項負債及租賃負債以及由分部直接管理之借貸。

除接收有關分部溢利／(虧損)的分部資料外，董事會亦獲提供有關收益、利息收入(計入其他收入)、折舊、按公平值於損益賬處理之金融資產之股息收入、按公平值於損益賬處理之金融資產公平值變動而產生之收益／(虧損)淨額、應收貸款之(減值虧損)／回撥減值虧損淨額、有關商品貿易臨時定價安排公平值變動而產生之(虧損)／收益淨額、融資成本、匯兌收益／(虧損)淨額、所得稅及該等分部營運所用非流動分部資產(不包括金融工具及遞延稅項資產)添置。

經營分部的會計政策與本集團的會計政策相同。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

5. SEGMENT INFORMATION (Continued)

(a) Segment results, assets and liabilities (Continued)

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Group's executive directors for the purposes of resource allocation and assessment of segment performance for the years ended 30 June 2023 and 2022 are set out below.

5. 分部資料(續)

(a) 分部業績、資產及負債(續)

以下載列按收益確認時間劃分之客戶合約收益分拆，連同截至二零二三年及二零二二年六月三十日止年度向本集團執行董事所提供(以作資源分配及評估分部表現)與本集團可報告分部相關之資料。

		Year ended 30 June 2023 截至二零二三年六月三十日止年度						
		Commodity business	Resource investment	Principal and financial services	Total reporting segments	Others	Total	
		商品業務 HK\$'000 千港元	資源投資 HK\$'000 千港元	主要投資及 金融服務 HK\$'000 千港元	可報告分部 合計 HK\$'000 千港元	其他 HK\$'000 千港元	合計 HK\$'000 千港元	
<b>Segment revenue:</b>	<b>分部收益：</b>							
Disaggregated by timing of revenue recognition	按收益確認時間劃分							
- Point in time	- 於某一時間點	407,776	-	-	407,776	-	407,776	
- Revenue from other source:	- 其他來源之收益：							
Interest income	利息收入	-	-	24,161	24,161	-	24,161	
Revenue from external customers	來自外部客戶之收益	407,776	-	24,161	431,937	-	431,937	
Gross sales proceeds from resource investment	出售資源投資所得款項總額	-	2,392,110	-	2,392,110	-	2,392,110	
<b>Segment results</b>	<b>分部業績</b>	3,470	92,801	(17,635)	78,636	(19,681)	58,955	
Share of results of associates	分佔聯營公司業績						(12,946)	
Share of results of a joint venture	分佔一間合營公司業績						4,714	
Impairment losses on interests in associates	聯營公司權益減值虧損						(276,851)	
Gain arising from deemed increasing of shareholding in an associate	視作於一間聯營公司持股增加而產生之收益						48	
Loss arising from deemed disposal of partial interest in an associate	視作出售於一間聯營公司部份權益而產生之虧損						(3,391)	
Loss arising from changes in fair value of financial assets at FVTPL not held within the trading portfolio, net	並非於買賣組合內持有之按公平值於損益賬處理之金融資產公平值變動而產生之虧損淨額						(77,571)	
Unallocated income and gains	未分配收入及收益						3,565	
Unallocated administrative expenses and other losses	未分配行政開支及其他虧損						(43,014)	
Unallocated finance costs	未分配財務成本						(9,350)	
Consolidated loss before taxation	綜合除稅前虧損						(355,841)	



For the year ended 30 June 2023

截至二零二三年六月三十日止年度

5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

(a) Segment results, assets and liabilities (Continued)

(a) 分部業績、資產及負債(續)

		Year ended 30 June 2023 截至二零二三年六月三十日止年度						
		Commodity business	Resource investment	Principal investment and financial services	Total reporting segments	Others	Total	
		商品業務 HK\$'000 千港元	資源投資 HK\$'000 千港元	主要投資及 金融服務 HK\$'000 千港元	可報告分部 合計 HK\$'000 千港元	其他 HK\$'000 千港元	合計 HK\$'000 千港元	
<b>Segment assets</b>	<b>分部資產</b>	420,875	1,067,132	346,829	1,834,836	89,037	1,923,873	
Interests in associates	於聯營公司之權益						1,565,530	
Interest in a joint venture	於一間合營公司之權益						88,584	
Unallocated head office and corporate assets	未分配總部及企業資產							
- Financial assets at FVTPL not held within the trading portfolios	—並非於買賣組合內持有之按公平值於損益賬處理之金融資產						5,279	
- Bank balances and cash	—銀行結餘及現金						314,710	
- Other corporate assets	—其他企業資產						4,214	
Consolidated total assets	綜合資產總值						3,902,190	
<b>Segment liabilities</b>	<b>分部負債</b>	147,731	106,498	6,376	260,605	12,666	273,271	
Unallocated head office and corporate liabilities	未分配總部及企業負債							
- Other loan	—其他貸款						20,500	
- Dividend payable	—應付股息						4,858	
- Other corporate liabilities	—其他企業負債						18,273	
Consolidated total liabilities	綜合負債總額						316,902	

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

(a) Segment results, assets and liabilities (Continued)

(a) 分部業績、資產及負債(續)

		Year ended 30 June 2023 截至二零二三年六月三十日止年度					
		Commodity business	Resource investment	Principal investment and financial services	Total reporting segments	Others	Total
		商品業務 HK\$'000 千港元	資源投資 HK\$'000 千港元	主要投資及 金融服務 HK\$'000 千港元	可報告分部 合計 HK\$'000 千港元	其他 HK\$'000 千港元	合計 HK\$'000 千港元
Other segment information	其他分部資料						
Interest income (included in other income) Unallocated	利息收入(計入其他收入) 未分配	1,155	120	1	1,276	1,194	2,470 2,156
							4,626
Dividend income from financial assets at FVTPL	按公平值於損益賬處理之金融 資產之股息收入	-	129,506	-	129,506	-	129,506
Loss arising from changes in fair value of financial assets mandatorily measured at FVTPL, net Unallocated	強制性按公平值於損益賬處理 之金融資產公平值變動而產 生之虧損淨額 未分配	-	(13,511)	-	(13,511)	-	(13,511) (77,571)
							(91,082)
Impairment loss on loan receivables, net	應收貸款之減值虧損淨額	-	-	(11,715)	(11,715)	-	(11,715)
Gain arising from changes in fair value of provisional pricing arrangements in relation to trading of commodities, net	有關商品貿易臨時定價安排公 平值變動而產生之收益淨額	17,891	-	-	17,891	-	17,891
Impairment loss on exploration and evaluation expenditure	勘探及評估開支的減值虧損	-	-	-	-	(2,926)	(2,926)
Net foreign exchange loss Unallocated	外匯虧損淨額 未分配	(6,612)	(8,931)	(29,039)	(44,582)	-	(44,582) 101
							(44,481)
Additions to non-current assets Unallocated	非流動資產添置 未分配	-	-	-	-	1,887	1,887 3,692
							5,579
Depreciation Unallocated	折舊 未分配	(1,107)	-	-	(1,107)	(278)	(1,385) (1,740)
							(3,125)
Finance costs Unallocated	融資成本 未分配	(1,310)	-	-	(1,310)	-	(1,310) (9,350)
							(10,660)
Income tax (expense)/credit Unallocated	所得稅(開支)/抵免 未分配	(93)	27,898	(91)	27,714	-	27,714 (380)
							27,334

There are no inter-segment revenue during the years ended 30 June 2023 and 2022.

截至二零二三年及二零二二年六月三十日止年度並無分部間收益。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

(a) Segment results, assets and liabilities (Continued)

(a) 分部業績、資產及負債(續)

		Year ended 30 June 2022 截至二零二二年六月三十日止年度			
		Commodity business	Resource investment	Principal investment and financial services	Total
		商品業務 HK\$'000 千港元	資源投資 HK\$'000 千港元	主要投資及 金融服務 HK\$'000 千港元	合計 HK\$'000 千港元
<b>Segment revenue:</b>	<b>分部收益：</b>				
Disaggregated by timing of revenue recognition	按收益確認時間劃分				
- Point in time	- 於某一時間點	315,355	-	-	315,355
- Revenue from other source:	- 其他來源之收益：				
Interest income	利息收入	-	-	33,323	33,323
Revenue from external customers	來自外部客戶之收益	315,355	-	33,323	348,678
Gross sales proceeds from resource investment	出售資源投資所得款項總額	-	3,301,312	-	3,301,312
<b>Segment results</b>	<b>分部業績</b>	53,649	171,572	32,466	257,687
Share of results of associates	分佔聯營公司業績				(343,099)
Share of results of a joint venture	分佔一間合營公司業績				2,178
Impairment losses on interests in associates	聯營公司權益減值虧損				(465,369)
Gain arising from acquisitions of interests in associates	收購於聯營公司的權益而產生之收益				9,335
Gain on bargain purchases arising from acquisition of a subsidiary	收購一間附屬公司產生之議價購買收益				43,598
Gain arising from deemed increasing of shareholding in an associate	視作於一間聯營公司持股增加而產生之收益				265
Loss arising from deemed disposal of partial interest in an associate	視作出售於一間聯營公司部份權益而產生之虧損				(2,390)
Gain arising from changes in fair value of financial assets at FVTPL not held within the trading portfolios, net	並非於買賣組合內持有之按公平值於損益賬處理之金融資產公平值變動而產生之收益淨額				84,727
Unallocated income and gains	未分配收入及收益				9,971
Unallocated administrative expenses and other losses	未分配行政開支及其他虧損				(39,518)
Unallocated finance costs	未分配財務成本				(3,446)
Consolidated loss before taxation	綜合除稅前虧損				(446,061)

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5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

(a) Segment results, assets and liabilities (Continued)

(a) 分部業績、資產及負債(續)

		Year ended 30 June 2022 截至二零二二年六月三十日止年度			
		Commodity business	Resource investment	Principal investment and financial services	Total
		商品業務 HK\$'000 千港元	資源投資 HK\$'000 千港元	主要投資及 金融服務 HK\$'000 千港元	合計 HK\$'000 千港元
<b>Segment assets</b>	<b>分部資產</b>	401,265	1,538,617	368,031	2,307,913
Interests in associates	於聯營公司之權益				1,618,763
Interest in a joint venture	於一間合營公司之權益				95,242
Unallocated head office and corporate assets	未分配總部及企業資產				
- Financial assets at FVTPL not held within the trading portfolios	— 並非於買賣組合內持有之按公平值於損益賬處理之金融資產				330,724
- Bank balances and cash	— 銀行結餘及現金				94,504
- Unallocated corporate assets	— 未分配企業資產				24,771
Consolidated total assets	綜合資產總值				4,471,917
<b>Segment liabilities</b>	<b>分部負債</b>	89,509	144,453	1,243	235,205
Other loan	其他貸款				169,617
Unallocated corporate liabilities	未分配企業負債				16,864
Consolidated total liabilities	綜合負債總額				421,686
<b>Other segment information</b>	<b>其他分部資料</b>				
Interest income (included in other income)	利息收入(計入其他收入)	475	6	-	481
Unallocated	未分配				47
					528
Dividend income from financial assets at FVTPL	按公平值於損益賬處理之金融資產之股息收入	-	45,840	-	45,840
Unallocated	未分配				9,972
					55,812

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5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

(a) Segment results, assets and liabilities (Continued)

(a) 分部業績、資產及負債(續)

		Year ended 30 June 2022 截至二零二二年六月三十日止年度			
		Commodity business	Resource investment	Principal investment and financial services	Total
		商品業務 HK\$'000 千港元	資源投資 HK\$'000 千港元	主要投資及 金融服務 HK\$'000 千港元	合計 HK\$'000 千港元
Gain arising from changes in fair value of financial assets mandatorily measured at FVTPL, net	強制性按公平值於損益賬處理之金融資產公平值變動而產生之收益淨額	-	154,869	-	154,869
Unallocated	未分配				84,727
					239,596
Reversal of impairment loss on loan receivables, net	應收貸款之回撥減值虧損淨額	-	-	1,613	1,613
Gain arising from changes in fair value of provisional pricing arrangements in relation to trading of commodities, net	有關商品貿易臨時定價安排公平值變動而產生之收益淨額	13,496	-	-	13,496
Net foreign exchange loss	外匯虧損淨額	(3,423)	(12,091)	(6,583)	(22,097)
Unallocated	未分配				(174)
					(22,271)
Additions to non-current assets	非流動資產添置	3,578	-	-	3,578
Depreciation	折舊	(1,229)	-	-	(1,229)
Unallocated	未分配				(2,252)
					(3,481)
Finance costs	融資成本	(89)	(709)	-	(798)
Unallocated	未分配				(3,446)
					(4,244)
Income tax expense	所得稅開支	(6,399)	(11,202)	(2,332)	(19,933)

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5. SEGMENT INFORMATION (Continued)

(b) Geographical information

The following is an analysis of geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, interests in associates and a joint venture, goodwill and exploration and evaluation expenditure. The geographical location of customers is based on the location of goods delivered; the Group's interest income derived from loan receivables in respect of principal investment and financial services is analysed by the location where the loan financing is provided; and the Group's interest income derived from loan note in respect of principal investment and financial services is analysed by the location where these investments are managed by the Group. In the case of non-current assets (excluding financial assets) which is presented based on geographical location of assets (where the property, plant and equipment and exploration and evaluation expenditures are located/incurred and where the associates, the joint venture and the subsidiary to which the goodwill relates are incorporated/listed).

5. 分部資料(續)

(b) 地區資料

下文為(i)本集團來自外部客戶之收益及(ii)本集團物業、廠房及設備以及於聯營公司及一間合營公司之權益、商譽以及勘探及評估開支按地理位置的分析。客戶的地理位置乃基於貨品運送的所在地；本集團來自主要投資及金融服務相關應收貸款之利息收入乃按提供貸款融資所在地分析；及本集團來自主要投資及金融服務相關貸款票據之利息收入乃按本集團管理該等投資所在地分析。非流動資產(不包括金融資產)之資料乃根據資產的地理位置(物業、廠房及設備以及勘探及評估開支所在地/發生地以及與商譽有關的聯營公司、合營公司及附屬公司註冊成立/上市地點)呈列。

	Revenue from external customers 來自外部客戶之收益		Non-current assets 非流動資產	
	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Hong Kong (place of domicile) 香港(註冊所在地)	3,859	10,682	3,425	1,538
The PRC 中國	427,519	335,300	135,035	143,914
Australia 澳洲	559	2,696	1,523,286	1,557,140
Philippines 菲律賓	-	-	9,104	15,585
	431,937	348,678	1,670,850	1,718,177

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截至二零二三年六月三十日止年度

5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

(c) Information about major customers

Revenue from customers contributing 10% or more of the Group's revenue are as follows:

(c) 主要客戶之資料

為本集團收益貢獻10%或以上之客戶收益如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Commodity business	商品業務		
Customer A (note)	客戶甲(附註)	186,660	N/A 不適用
Customer B (note)	客戶乙(附註)	90,930	N/A 不適用
Customer C	客戶丙	-	84,487
Customer D	客戶丁	-	79,906
Customer E	客戶戊	-	61,835

Note:

The customer contributed less than 10% of the Group's revenue for the year ended 30 June 2022.

附註：

截至二零二二年六月三十日止年度為本集團收益貢獻少於10%之客戶。

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## 6. REVENUE

- (a) Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15	在香港財務報告準則第15號範圍內之客戶合約收益		
Trading of goods	商品貿易		
– Commodities (Iron ore)	– 商品(鐵礦石)	407,776	315,355
Revenue from other sources	其他來源的收益		
Interest income under effective interest method	以實際利率法計算的利息收入		
– Loan receivables	– 應收貸款	24,127	33,142
– Loan note	– 貸款票據	34	181
		24,161	33,323
Total revenue	收益總額	431,937	348,678

Disaggregation of revenue from contracts with customers by the timing of revenue recognition and by geographic markets are disclosed in Notes 5(a) and 5(b) respectively.

- (b) All sales contracts with customers within the scope of HKFRS 15 are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

## 6. 收益

- (a) 按主要產品或服務類別劃分之客戶合約收益分拆如下：

按收入確認時間及按區域市場劃分之客戶合約收益之分拆分別於附註5(a)及5(b)披露。

- (b) 香港財務報告準則第15號範圍內所有客戶銷售合約之期限均為一年或以下。如香港財務報告準則第15號所允許，分配至該等未達成合約之交易價格並未披露。



For the year ended 30 June 2023

截至二零二三年六月三十日止年度

7. OTHER GAINS AND LOSSES

7. 其他收益及虧損

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Gain/(loss) arising from changes in fair value of financial assets mandatorily measured at FVTPL, net:	強制性按公平值於損益賬處理之金融資產公平值變動而產生之收益/(虧損)淨額：		
– listed equity securities held-for-trading	– 持作買賣之上市股本證券	16,813	166,483
– listed equity securities not held within the trading portfolios	– 並非於買賣組合內持有之上市股本證券	(77,575)	82,480
– unlisted equity investments	– 非上市股本投資	(27,867)	4,901
– derivative financial instruments – warrants	– 衍生金融工具 – 認股權證	(2,453)	(14,268)
(Impairment loss)/reversal of impairment loss on loan receivables, net	應收貸款之(減值虧損)/回撥減值虧損淨額	(11,715)	1,613
Gain arising from deemed increasing of shareholding in an associate	視作於一間聯營公司持股增加而產生之收益	48	265
Gain arising from acquisitions of interests in associates	收購於聯營公司的權益而產生之收益	–	9,335
Gain on bargain purchases arising from acquisition of a subsidiary (Note 38(c))	收購一間附屬公司產生之議價購買收益(附註38(c))	–	43,598
Loss arising from deemed disposal of partial interest in an associate	視作出售於一間聯營公司部份權益而產生之虧損	(3,391)	(2,390)
Gain/(loss) arising from changes in fair value of provisional pricing arrangements in relation to trading of commodities:	有關商品貿易臨時定價安排公平值變動而產生之收益/(虧損)：		
– fair value loss on trade receivables designated at FVTPL	– 指定按公平值於損益賬處理之貿易應收賬款之公平值虧損	–	(37,668)
– fair value gain on trade payables designated at FVTPL	– 指定按公平值於損益賬處理之貿易應付賬款之公平值收益	17,891	51,164
(Loss)/gain arising from modification of loan receivables (Note 20A(b))	調整應收貸款而產生之(虧損)/收益(附註20A(b))	(847)	1,977
Gain arising from assignment of a loan receivable	轉讓一宗應收貸款而產生之收益	–	2,855
Impairment loss on exploration and evaluation expenditure	勘探及評估開支減值虧損	(2,926)	–
Net foreign exchange loss	外匯虧損淨額	(44,481)	(22,271)
Others	其他	166	4
		<b>(136,337)</b>	<b>288,078</b>

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8. OTHER INCOME

8. 其他收入

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest income on financial assets measured at amortised cost:	按攤銷成本計量之金融資產之利息收入：		
– bank deposits	– 銀行存款	4,626	528
Dividend income from financial assets at FVTPL:	按公平值於損益賬處理之金融資產之股息收入：		
– listed equity securities held-for-trading	– 持作買賣之上市股本證券	129,506	45,840
– listed equity securities not held within the trading portfolios	– 並非於買賣組合內持有之上市股本證券	–	9,972
Others	其他	2,321	1,238
		<b>136,453</b>	<b>57,578</b>

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9. LOSS BEFORE TAXATION

9. 除稅前虧損

Loss before taxation is arrived at after charging the following:

除稅前虧損乃扣除下列各項後得出：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>(a) Finance costs:</b>	<b>融資成本:</b>		
Interest on bank and other loans (Note 24(b))	銀行及其他貸款利息 (附註24(b))	10,504	4,049
Interest on lease liabilities (Note 24(b))	租賃負債利息(附註24(b))	156	195
	並非按公平值於損益賬 處理之金融負債之 利息開支總額	<b>10,660</b>	4,244
<b>(b) Staff costs (including directors' emoluments) (note (i)):</b>	<b>員工成本(包括董事酬金) (附註(i)):</b>		
Salaries and allowance	薪金及津貼	30,987	25,315
Contributions to defined contribution retirement plans	界定供款退休計劃供款	527	353
		<b>31,514</b>	25,668
<b>(c) Other items:</b>	<b>其他項目:</b>		
Cost of goods recognised as expenses (note (ii))	確認為開支之商品成本 (附註(ii))	401,786	259,206
Auditors' remuneration (note (i))	核數師酬金(附註(i))		
– audit services	– 核數服務	1,200	1,025
– non-audit services	– 非核數服務	200	130
Depreciation charges (note (i)) (Note 15)	折舊支出(附註(i))(附註15)		
– owned property, plant and equipment	– 自有物業、廠房及設備	820	527
– right-of-use assets	– 使用權資產	2,305	2,954
Short-term lease expense (note (i))	短期租賃開支(附註(i))	33	40

Notes:

附註:

(i) Classified under administrative expenses in the consolidated statement of profit or loss. Other major components of administrative expenses include brokerage and custodian fees for investments of HK\$8,574,000 (2022: HK\$12,422,000) and legal, professional and consultancy fees of HK\$4,499,000 (2022: HK\$7,513,000).

(i) 在綜合損益表中分類為行政費用。行政費用的其他主要部份包括投資的經紀和託管費用8,574,000港元(二零二二年: 12,422,000港元), 以及法律、專業及顧問費用4,499,000港元(二零二二年: 7,513,000港元)。

(ii) The amount for the year ended 30 June 2023 includes write down of inventories of HK\$38,212,000 (2022: HK\$4,607,000).

(ii) 截至二零二三年六月三十日止年度之金額包括存貨撇減38,212,000港元(二零二二年: 4,607,000港元)。

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截至二零二三年六月三十日止年度

10. INCOME TAX (CREDIT)/EXPENSE

10. 所得稅(抵免)/開支

(a) Amounts recognised in profit or loss:

(a) 於損益賬確認之金額：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Current tax</b>	<b>即期稅項</b>		
- Hong Kong Profits Tax for the year (note (i))	- 一年內香港利得稅 (附註(i))	101	8,017
- Over-provision of Hong Kong Profits Tax for the prior year	- 過往年度之香港利得稅超額撥備	(16)	(1,764)
- PRC Enterprise Income Tax ("EIT") for the year (note (ii))	- 一年內中國企業所得稅 (「企業所得稅」) (附註(ii))	95	846
- Under-provision of EIT for the prior year	- 過往年度之企業所得稅撥備不足	4	17
<b>Deferred tax</b>	<b>遞延稅項</b>		
- Origination and reversal of temporary differences (Note 28(a))	- 暫時差額之產生及回撥 (附註28(a))	(27,518)	12,817
<b>Income tax (credit)/expense</b>	<b>所得稅(抵免)/開支</b>	<b>(27,334)</b>	<b>19,933</b>

Notes:

附註：

- (i) The provision for Hong Kong Profits Tax for 2023 and 2022 were calculated at 16.5% of the estimated assessable profits for the year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered profits tax rate regime. For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.
- (ii) Under 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 subsidiaries is 25% for both years, except for subsidiaries which are eligible as Small Low-profit Enterprise (小型微利企業). From 1 January 2021 to 31 December 2022, eligible Small Low-profit Enterprise with the portion of annual taxable profit of less than RMB1,000,000 shall be calculated at a reduced rate of 12.5% as its taxable profit and which is subject to a EIT tax rate of 20%; with the portion of annual taxable profit of more than RMB1,000,000 but less than RMB3,000,000 shall be calculated at a reduced rate of 50% as its taxable profit and which is subject to a EIT tax rate of 20%. During the year, a subsidiary (2022: one subsidiary) is subject to the relevant preferential tax treatments.
- (iii) The Group is not subject to any taxation under the jurisdiction of Bermuda and the British Virgin Islands for the years ended 30 June 2023 and 2022.

- (i) 二零二三年及二零二二年的香港利得稅乃按年內估計應課稅利潤以稅率16.5%計提撥備，惟本集團一家附屬公司除外，其根據利得稅兩級制屬合資格法團。對於該附屬公司，首筆2百萬港元應課稅利潤以8.25%的稅率徵稅，而餘下應課稅利潤以16.5%的稅率徵稅。
- (ii) 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，除符合小型微利企業條件的附屬公司外，中國附屬公司於兩個年度的稅率均為25%。於二零二一年一月一日至二零二二年十二月三十一日，符合條件之小型微利企業之年度應課稅溢利少於人民幣1,000,000元的部份應減按12.5%計入應課稅溢利，並按20%的稅率繳納企業所得稅；年度應課稅溢利超過人民幣1,000,000元但少於人民幣3,000,000元的部份應減按50%計入應課稅溢利，並按20%的稅率繳納企業所得稅。於年內，一家附屬公司(二零二二年：一家附屬公司)享有相關優惠稅務待遇。
- (iii) 本集團於截至二零二三年及二零二二年六月三十日止年度毋須繳納百慕達及英屬處女群島司法轄區的任何稅項。

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截至二零二三年六月三十日止年度

10. INCOME TAX (CREDIT)/EXPENSE (Continued)

10. 所得稅(抵免)/開支(續)

(b) Reconciliation between income tax (credit)/expense and accounting loss at applicable tax rate:

(b) 所得稅(抵免)/開支及會計虧損之間按適用稅率之對賬：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loss before taxation	除稅前虧損	<b>(355,841)</b>	(446,061)
Notional tax on loss profit before taxation, calculated at Hong Kong Profits tax rate of 16.5%	按16.5%的香港利得稅稅率計算之除稅前虧損之名義稅項	<b>(58,714)</b>	(73,600)
Effect of different tax rates arising from other tax jurisdictions	其他稅務司法權區所產生不同稅率之影響	<b>32</b>	322
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	<b>74,853</b>	89,417
Tax effect of non-taxable income	毋須課稅收入之稅務影響	<b>(45,355)</b>	(48,856)
Tax effect of share of results of associates	分佔聯營公司業績之稅務影響	<b>2,136</b>	56,672
Tax effect of share of results of a joint venture	分佔一間合營公司業績之稅務影響	<b>(778)</b>	(359)
Statutory tax concession	法定稅項減免	-	(265)
Tax effect of tax losses/deductible temporary differences not recognised	並無確認之稅項虧損/可扣暫時差額之稅務影響	<b>1,294</b>	862
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	<b>(790)</b>	(2,549)
Over-provision in prior years	過往年度超額撥備	<b>(12)</b>	(1,747)
Others	其他	-	36
Income tax (credit)/expense for the year	年內所得稅(抵免)/開支	<b>(27,334)</b>	19,933

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

## 11. DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

Year ended 30 June 2023

## 11. 董事酬金

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部披露之董事酬金如下：

截至二零二三年六月三十日止年度

		Salaries, allowances and other Fee	Discretionary bonus	Retirement benefit schemes contributions	Total
		袍金 及其他福利	酌情花紅	退休福利 計劃供款	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive directors:	執行董事：				
Mr. Andrew Ferguson (note (a))	Andrew Ferguson先生 (附註(a))	-	4,656	18	4,674
Mr. Brett Robert Smith	Brett Robert Smith先生	-	1,535	153	1,688
Non-executive directors:	非執行董事：				
Mr. Lee Seng Hui	李成輝先生	127	-	-	127
Ms. Lam Lin Chu	林蓮珠女士	127	-	-	127
Mr. Arthur George Dew (note (b))	Arthur George Dew 先生(附註(b))	-	446	426	872
Mr. Wong Tai Chun, Mark, alternate director of Mr. Arthur George Dew (note (b))	王大鈞先生(Arthur George Dew先生之 替任董事)(附註(b))	-	149	127	283
Independent non-executive directors:	獨立非執行董事：				
Dr. Wong Wing Kuen, Albert	王永權博士	201	-	-	201
Mr. Chang Chu Fai, Johnson Francis	鄭鑄輝先生	201	-	-	201
Mr. Wang Hongqian	王宏前先生	201	-	-	201
		857	6,786	553	8,374

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

11. DIRECTORS' EMOLUMENTS (Continued)

11. 董事酬金(續)

Year ended 30 June 2022

截至二零二二年六月三十日止年度

		Fee	Salaries, allowances and other benefits	Discretionary bonus	Retirement benefit schemes contributions	Total
		袍金	薪金、津貼及其他福利	酌情花紅	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Executive directors:	執行董事：					
Mr. Andrew Ferguson (note (a))	Andrew Ferguson先生 (附註(a))	–	4,656	–	18	4,674
Mr. Brett Robert Smith	Brett Robert Smith先生	–	1,362	–	131	1,493
Non-executive directors:	非執行董事：					
Mr. Lee Seng Hui	李成輝先生	127	–	–	–	127
Ms. Lam Lin Chu	林蓮珠女士	127	–	–	–	127
Mr. Arthur George Dew (note (b))	Arthur George Dew先生 (附註(b))	–	305	288	–	593
Mr. Wong Tai Chun, Mark, alternate director of Mr. Arthur George Dew (note (b))	王大鈞先生(Arthur George Dew先生之 替任董事) (附註(b))	–	149	169	7	325
Independent non-executive directors:	獨立非執行董事：					
Dr. Wong Wing Kuen, Albert	王永權博士	201	–	–	–	201
Mr. Chang Chu Fai, Johnson Francis	鄭鑄輝先生	201	–	–	–	201
Mr. Wang Hongqian	王宏前先生	201	–	–	–	201
		857	6,472	457	156	7,942

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截至二零二三年六月三十日止年度

## 11. DIRECTORS' EMOLUMENTS (Continued)

Notes:

- (a) Mr. Andrew Ferguson is also the chief executive officer of the Company and his emoluments disclosed above include those for services rendered by him as a chief executive officer.

Included in salaries, allowances and other benefit, there is payment of nil (2022: HK\$638,000) being the payment made by the Group for Mr. Andrew Ferguson's use as the director's quarter which the Group is the lessee for the year ended 30 June 2023 and 2022, which represent the repayment of capital and interest for capitalised lease payments payable under tenancy agreement during the years ended 30 June 2023 and 2022.

- (b) These directors of the Company received certain remuneration from the parent company of the substantial shareholder of the Company which provided management services to the Group and charged the Group a management service fee for services provided by these directors as well as other management personnel who are not the directors of the Company. Details of these management services and the related expenses are set out in Note 39. The amounts disclosed above represented the emoluments paid or payable to these directors by the parent company of the substantial shareholder of the Company which is included in the amounts disclosed in Note 39(b).

The executive directors' emoluments shown above are mainly for their services in connection with the management of the affairs of the Company and of the Group.

The non-executive directors' and independent non-executive directors' emoluments shown above are mainly for their services as directors of the Company.

The bonus was determined in accordance with the performance of the Group and of the individual.

There was no arrangement under which directors and chief executive of the Company have waived or agreed to waive any emoluments during the years ended 30 June 2023 and 2022.

No emoluments were paid by the Group to any of the directors of the Company or the five highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office during the years ended 30 June 2023 and 2022.

## 11. 董事酬金(續)

附註：

- (a) Andrew Ferguson先生亦為本公司之行政總裁，上述所披露之酬金包括彼擔任行政總裁提供服務之酬金。

薪金、津貼及其他福利並無付款(二零二二年：638,000港元)，為本集團讓Andrew Ferguson先生作為董事之宿舍使用而支付的款項，本集團於截至二零二三年及二零二二年六月三十日止年度為承租人，為截至二零二三年及二零二二年六月三十日止年度償還根據租賃協議應付的資本化租賃付款資金及利息。

- (b) 該等本公司董事向本公司主要股東之母公司(其向本集團提供管理服務)收取若干薪酬，該母公司就該等董事以及並非本公司董事之其他管理人員所提供之服務向本集團收取管理服務費。有關該等管理服務及相關費用的詳情載於附註39。上文披露的金額指本公司主要股東之母公司已付或應付該等董事的酬金(計入附註39(b)披露的金額內)。

上文所示執行董事之酬金主要就彼等所提供與管理本公司及本集團事務有關之服務而支付。

上文所示非執行董事及獨立非執行董事之酬金主要就彼等擔任本公司董事之職務而支付。

花紅乃根據本集團表現及個人表現釐定。

於截至二零二三年及二零二二年六月三十日止年度，本公司概無任何董事及最高行政人員放棄或同意放棄任何酬金之安排。

於截至二零二三年及二零二二年六月三十日止年度，本集團並無向任何本公司董事或本集團五名最高薪人士支付任何酬金，作為吸引其加入或將加入本集團時之獎勵，或作為離職賠償。



For the year ended 30 June 2023

截至二零二三年六月三十日止年度

## 12. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (2022: two) are directors of the Company whose emoluments are disclosed in Note 11. The aggregate of the emoluments in respect of the remaining three (2022: three) individuals were as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Salaries, allowances and other benefits	薪金、津貼及其他福利	5,803	5,617
Discretionary bonus	酌情花紅	10,844	7,618
Retirement benefits schemes contributions	退休福利計劃供款	54	54
		<b>16,701</b>	<b>13,289</b>

The emoluments of the three (2022: three) individuals with the highest emoluments are within the following bands:

		2023 二零二三年 Number of individuals 人數	2022 二零二二年 Number of individuals 人數
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元	2	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至 3,000,000港元	-	1
HK\$8,500,001 to HK\$9,000,000	8,500,001港元至 9,000,000港元	-	1
HK\$12,500,001 to HK\$13,000,000	12,500,001港元至 13,000,000港元	1	-
		<b>3</b>	<b>3</b>

## 12. 最高酬金人士

本集團最高酬金之五名人士中，兩名(二零二二年：兩名)為本公司董事，其酬金已披露於附註11。有關餘下三名(二零二二年：三名)人士之酬金總額載列如下：

最高酬金之三名(二零二二年：三名)人士的酬金介乎以下範圍：

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

### 13. DIVIDENDS

Dividends recognised as distribution to owners of the Company during the year

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
2022 final dividend declared – HK10 cents (2022: 2021 final dividend – HK10 cents and 2021 special dividend declared – HK10 cents)	已宣派二零二二年末期股息－10港仙(二零二二年：已宣派二零二一年末期股息－10港仙及已宣派二零二一年特別股息－10港仙)	130,249	260,425

During the year ended 30 June 2023, a final dividend of HK10 cents (2022: final dividend of HK10 cents and a special dividend of HK10 cents) per ordinary share, in an aggregate amount of HK\$130,249,000 (2022: HK\$260,425,000), was declared in respect of the year ended 30 June 2022 (2022: year ended 30 June 2021), and an amount of HK\$130,249,000 (2022: HK\$260,425,000) is paid or payable in cash.

Subsequently to the end of the reporting period, the directors of the Company declared an interim dividend of HK10 cents per share (in lieu of a final dividend) for the year ended 30 June 2023 (2022 final dividend: HK10 cents per share) with an option to receive the interim dividend (in lieu of a final dividend) wholly or partly in the form of new fully paid shares in lieu of cash.

### 13. 股息

年內確認為向本公司擁有人分派的股息

截至二零二三年六月三十日止年度，本公司已就截至二零二二年六月三十日止年度(二零二二年：截至二零二一年六月三十日止年度)宣派末期股息每股普通股10港仙(二零二二年：末期股息10港仙及特別股息10港仙)，總額為130,249,000港元(二零二二年：260,425,000港元)，而金額130,249,000港元(二零二二年：260,425,000港元)以現金支付或應付。

於報告期末後，本公司董事已宣派截至二零二三年六月三十日止年度之中期股息每股10港仙(代替末期股息)(二零二二年末期股息：每股10港仙)，並可選擇以新繳足股份形式代替現金收取全部或部份中期股息(代替末期股息)。

### 14. LOSS PER SHARE

#### (a) Basic loss per share

The calculation of the basic loss per share is based on the loss attributable to the owners of the Company of HK\$318,547,000 (2022: loss of HK\$465,994,000) and the weighted average number of 1,302,456,432 (2022: 1,261,023,368) ordinary shares in issue during the year.

#### (b) Diluted loss per share

During the years ended 30 June 2023 and 2022, the computation of diluted loss per share does not assume the conversion of the Company's outstanding warrants since their assumed exercise would result in a decrease in loss per share.

### 14. 每股虧損

#### (a) 每股基本虧損

每股基本虧損乃根據年內本公司擁有人應佔虧損318,547,000港元(二零二二年：虧損465,994,000港元)及已發行普通股之加權平均數1,302,456,432股(二零二二年：1,261,023,368股)計算。

#### (b) 每股攤薄虧損

於截至二零二三年及二零二二年六月三十日止年度，每股攤薄虧損的計算並無假設轉換本公司的尚未行使認股權證，因為為假設行使有關認股權證將導致每股虧損減少。

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Right-of-use assets 使用權 資產 HK\$'000 千港元	Leasehold improvements furniture, and fixtures 租賃物業 裝修、傢具 及裝置 HK\$'000 千港元	Plant and equipment 廠房及設備 HK\$'000 千港元	Office equipment 辦公室 設備 HK\$'000 千港元	Computers 電腦 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>							
At 1 July 2021	於二零二一年七月一日	7,976	3,339	-	127	2,549	1,823	15,814
Additions	添置	2,563	1,015	-	-	-	-	3,578
Write off	撇銷	(4,912)	-	-	-	-	-	(4,912)
Exchange adjustments	匯兌調整	(118)	(29)	-	(1)	-	(15)	(163)
At 30 June 2022 and 1 July 2022	於二零二二年六月三十日及 二零二二年七月一日	5,509	4,325	-	126	2,549	1,808	14,317
Acquisition of a subsidiary (Note 38(a))	收購一間附屬公司 (附註38(a))	-	-	1,743	-	-	2,816	4,559
Additions	添置	3,692	-	265	-	-	1,622	5,579
Write off	撇銷	(3,026)	-	(235)	-	-	-	(3,261)
Exchange adjustments	匯兌調整	(193)	(77)	64	(2)	-	59	(149)
At 30 June 2023	於二零二三年六月三十日	5,982	4,248	1,837	124	2,549	6,305	21,045
<b>Accumulated depreciation</b>	<b>累計折舊</b>							
At 1 July 2021	於二零二一年七月一日	4,395	3,309	-	117	1,901	1,793	11,515
Charge for the year	年內支出	2,954	286	-	4	237	-	3,481
Write off	撇銷	(4,757)	-	-	-	-	-	(4,757)
Exchange adjustments	匯兌調整	(69)	(9)	-	(1)	-	(15)	(94)
At 30 June 2022 and 1 July 2022	於二零二二年六月三十日及 二零二二年七月一日	2,523	3,586	-	120	2,138	1,778	10,145
Acquisition of a subsidiary (Note 38(a))	收購一間附屬公司 (附註38(a))	-	-	1,178	-	-	2,815	3,993
Charge for the year	年內支出	2,305	314	180	4	224	98	3,125
Write off	撇銷	(2,962)	-	(235)	-	-	-	(3,197)
Exchange adjustments	匯兌調整	(77)	(30)	40	(2)	-	80	11
At 30 June 2023	於二零二三年六月三十日	1,789	3,870	1,163	122	2,362	4,771	14,077
<b>Carrying amounts</b>	<b>賬面值</b>							
At 30 June 2023	於二零二三年六月三十日	4,193	378	674	2	187	1,534	6,968
At 30 June 2022	於二零二二年六月三十日	2,986	739	-	6	411	30	4,172

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

15. 物業、廠房及設備(續)

Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

使用權資產

按相關資產類別劃分的使用權資產賬面淨值分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Properties leased for own use, carried at depreciated cost	按折舊成本列賬的自用租賃物業	3,947	2,895
Equipment leased for own use, carried at depreciated cost	按折舊成本列賬的自用租賃設備	246	91
		<b>4,193</b>	<b>2,986</b>

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

於損益確認的與租賃有關的支出項目分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產類別劃分的使用權資產折舊費用：		
– Properties leased for own use	– 自用租賃物業	2,250	2,901
– Equipment	– 設備	55	53
		<b>2,305</b>	<b>2,954</b>
Interest on lease liabilities (Note 9(a))	租賃負債利息(附註9(a))	156	195
Expense relating to short-term leases (Note 9(c))	短期租賃相關支出(附註9(c))	33	40

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截至二零二三年六月三十日止年度

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Right-of-use assets (Continued)

During the year, additions to right-of-use assets were HK\$3,692,000 (2022: HK\$2,563,000), which is related to the capitalised lease payments payable under new tenancy agreements.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in Note 27.

As at 30 June 2023 and 2022, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

15. 物業、廠房及設備(續)

使用權資產(續)

年內，使用權資產添置為3,692,000港元(二零二二年：2,563,000港元)，與根據新租賃協議應付的資本化租賃付款有關。

有關租賃的總現金流出以及租賃負債到期日的分析的詳情載於附註27。

於二零二三年及二零二二年六月三十日，短期租賃組合與上文所披露的短期租賃開支所涉及的短期租賃組合相類似。

16. INTERESTS IN ASSOCIATES

16. 於聯營公司之權益

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interests in associates before impairment (note (i))	於聯營公司之權益(減值前) (附註(i))	2,307,750	2,084,132
Impairment losses recognised (note (iii))	已確認減值虧損(附註(ii))	(742,220)	(465,369)
		<b>1,565,530</b>	1,618,763
Fair value of listed investments	上市投資之公平值	<b>1,484,315</b>	1,514,367

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16. INTERESTS IN ASSOCIATES (Continued)

Notes:

- (i) The balance includes cost of interests in associates, after adjustment for sharing of the post-acquisition results and other comprehensive income of associates, dividend received and exchange differences.
- (ii) The movement of the impairment losses recognised is as below:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of the year	於年初	(465,369)	-
Impairment loss recognised	已確認減值虧損	(276,851)	(465,369)
At end of the year	於年末	(742,220)	(465,369)

At the end of the reporting period, the management of the Group carried out review on impairment loss on the carrying amounts of its interests in associates by comparing their recoverable amounts (higher of value in use and fair value less costs of disposal) with its respective carrying amounts when there is impairment indication. The impairment loss on respective associates determined based on their fair values less costs of disposal, net recognised in the consolidated statement of profit or loss for the year ended 30 June 2023 are as follows:

附註：

- (i) 結餘包括於聯營公司之權益成本、調整後的分佔聯營公司收購後業績及其他全面收益、已收取股息及匯兌差額。
- (ii) 已確認減值虧損變動如下：

於報告期末，本集團管理層審視其於聯營公司之權益之賬面值減值虧損，方法為於產生減值跡象時將其可收回金額(使用價值與公平值減出售成本兩者中較高者)與其各自的賬面值比較。於截至二零二三年六月三十日止年度之綜合損益表確認之各聯營公司之減值虧損(基於其公平值減出售成本釐定)淨額如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Mount Gibson Iron Limited ("MGX")	Mount Gibson Iron Limited (「MGX」)	(267,769)	(405,751)
Tanami Gold NL ("Tanami")	Tanami Gold NL (「Tanami」)	(5,463)	(50,109)
Mabuhay Holdings Corporation ("MHC")	Mabuhay Holdings Corporation (「MHC」)	(3,619)	(9,509)
		(276,851)	(465,369)

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16. INTERESTS IN ASSOCIATES (Continued)

Details of the Group's interests in associates, which are accounted for using the equity method in the consolidated financial statements, are as follows:

16. 於聯營公司之權益(續)

本集團於聯營公司之權益(按權益法於綜合財務報表入賬)詳情如下:

Name of company 公司名稱	Listed/ unlisted 上市/ 非上市	Place of establishment/ operation 成立/ 經營地點	Issued and paid up registered capital 已發行及繳足 註冊股本	Proportion of ownership interest 擁有權權益比例			Principal activities 主要業務
				Group's effective interest 本集團 之實際權益	Held by the Company 本公司持有	Held by subsidiaries 附屬公司持有	
平港(上海)貿易 有限公司	Unlisted 非上市	The PRC/ The PRC 中國/中國	Paid-up capital of RMB 50,000,000 out of registered capital of RMB50,000,000 註冊股本人民幣 50,000,000元中繳足股 本人民幣50,000,000元	40% (2022:40%) 40%	40% (2022:40%) 40%	(2022:Nil) (2022:Nil) (2022:無)	- Wholesales, import and export, agency service and relevant service for coal, coke, material for metallurgy, mineral products, chemical engineering products, mechanical and electrical equipment and spare parts, steel and steel products, construction material and related products and technology. 批發、進出口、經紀服務及有關 煤、焦煤、冶金料、礦物產品、 化學工程產品、機械及電機器材 及零件、鋼及鋼產品、建築材料 及相關產品及技術之服務。
MGX (note (a)) (附註(a))	Listed 上市	Australia/ Australia 澳洲/澳洲	1,214,419,333 ordinary shares (2022:1,210,568,033 ordinary shares) 1,214,419,333股普通股 (二零二二年: 1,210,568,033股 普通股)	37.28% (2022:37.40%) 37.28% (二零二二年: 37.40%)	- (2022:Nil) - (二零二二年: 無)	37.28% (2022:37.40%) 37.28% (二零二二年: 37.40%)	Mining of hematite iron ore in Western Australia. 於西澳洲開採赤鐵礦石。

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16. INTERESTS IN ASSOCIATES (Continued)

16. 於聯營公司之權益(續)

Name of company 公司名稱	Listed/ unlisted 上市/ 非上市	Place of establishment/ operation 成立/ 經營地點	Issued and paid up registered capital 已發行及繳足 註冊股本	Proportion of ownership interest 擁有權益比例			Principal activities 主要業務
				Group's effective interest 本集團 之實際權益	Held by the Company 本公司持有	Held by subsidiaries 附屬公司持有	
Tanami (note (b)) (附註(b))	Listed 上市	Australia/ Australia 澳洲/澳洲	1,175,097,046 ordinary shares (2022:1,175,097,046 ordinary shares)	46.30% (2022:46.30%)	- (2022:Nil)	46.30% (2022:46.30%)	Gold exploration in Tanami Desert straddling the Western Australian and Northern Territory border. 於Tanami Desert(橫跨西澳洲及北領地邊界)進行黃金勘探。
Dragon Mining Limited ("Dragon Mining") (note (c))	Listed	Australia/ Australia	158,096,613 ordinary shares (2022: 158,173,613 ordinary shares)	28.84% (2022:28.83%)	- (2022: Nil)	28.84% (2022:28.83%)	Gold mining operations, mineral exploration, evaluation, and development of gold projects.
龍資源有限公司 ("龍資源")(附註(c))	上市	澳洲/澳洲	158,096,613股普通股 (二零二二年: 158,173,613股普通股)	28.84% (二零二二年: 28.83%)	- (二零二二年: 無)	28.84% (二零二二年: 28.83%)	黃金開採業務、黃金項目的礦產勘探、評估及開發。
MHC	Listed 上市	Philippines/ Philippines 菲律賓/菲律賓	1,200,000,000 ordinary shares (2022: 1,200,000,000 ordinary shares)	29.83% (2022:29.83%)	- (2022: Nil)	29.83% (2022: 29.83%)	Acquisition and disposition of investments in marketable securities, shares of stock and real estate properties. 收購及出售有價證券、股票及房地產的投資。
Metals X Limited ("Metals X") (note (d)) ("Metals X")(附註(d))	Listed 上市	Australia/ Australia 澳洲/澳洲	907,266,067 Ordinary shares (2022: N/A)	21.22% (2022: N/A)	- (2022: N/A)	21.22% (2022: N/A)	Investment in a joint venture company operating a tin mine in Australia; and investment in companies undertaking exploration and development of gold and base metals projects in Australia. 於營運澳洲錫礦的合營公司的投資; 及於在澳洲從事黃金及賤金屬項目勘探及開發的公司的投資。



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16. INTERESTS IN ASSOCIATES (Continued)

16. 於聯營公司之權益(續)

Notes:

附註：

- (a) During the year ended 30 June 2023, the Group's share holdings in MGX decreased from 37.40% as at 30 June 2022 to 37.28% as at 30 June 2023. Such decrease is mainly due to the effect of MGX's issuance of 3,851,300 new ordinary shares to the public. The Group recognised a loss of HK\$3,391,000 from the deemed disposal of its partial interest in MGX upon MGX's issuance of the ordinary shares.

- (a) 於截至二零二三年六月三十日止年度，本集團於MGX之股權由二零二二年六月三十日之37.40%減少至二零二三年六月三十日之37.28%。有關減少乃主要由於MGX向公眾發行3,851,300股新普通股之影響。本集團於MGX發行普通股後確認視作出售其於MGX之部份權益產生之虧損3,391,000港元。

During the year ended 30 June 2022, the Group's shareholdings in MGX increased from 36.41% as at 30 June 2021 to 37.40% as at 30 June 2022. Such increase is mainly due to the combined effects of MGX's issuance of 2,063,000 restricted shares to senior management, acquisition of 3,950,000 shares in MGX and the Group's reinvestment of its dividends entitled from MGX in exchange of MGX's 16,997,436 new ordinary shares. The Group recognised a loss of HK\$2,390,000 from the deemed disposal of its partial interest in MGX upon MGX's issuance of the restricted shares and the Group recognised a bargain purchase of HK\$5,457,000, which is included in the Group's interest in MGX, from the acquisition of additional shares in MGX and reinvestment of its entitled dividends into MGX.

於截至二零二二年六月三十日止年度，本集團於MGX之股權由二零二一年六月三十日之36.41%增加至二零二二年六月三十日之37.40%。有關增加乃主要由於MGX向高級管理層發行2,063,000股受限制股份、收購MGX的3,950,000股股份及本集團有權自MGX收取的股息再投資以換取MGX的16,997,436股新普通股的合併影響。本集團於MGX發行受限制股份後確認視作出售其於MGX之部份權益產生之虧損2,390,000港元及本集團確認增購MGX股份及將其有權收取的股息再投資於MGX產生之議價購買5,457,000港元(計入本集團於MGX之權益)。

- (b) During the years ended 30 June 2023 and 30 June 2022, there is no movement of the Group's shareholdings in Tanami.

- (b) 於截至二零二三年六月三十日及二零二二年六月三十日止年度，本集團於Tanami之股權並無變動。

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## 16. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

- (c) During the year ended 30 June 2023, the Group's shareholdings in Dragon Mining increased from 28.83% as at 30 June 2022 to 28.84% as at 30 June 2023. Such increase is mainly due to the repurchase of 77,000 ordinary shares by Dragon Mining.

On 13 August 2021, the Group completed an acquisition of 25.83% equity interests in Dragon Mining for a consideration of approximately HK\$102,582,000. Dragon Mining is a company incorporated in Western Australia with its shares listed on The Stock Exchange of Hong Kong Limited (HKEX: 1712). During the year ended 30 June 2022, the Group further acquired 4,564,000 ordinary shares of Dragon Mining, together with the cancellation of shares by Dragon Mining during the year ended 30 June 2022, the Group's interests in Dragon Mining increased to 28.83% as at 30 June 2022.

- (d) During the year ended 30 June 2023, the Group's shareholdings in Metals X increased from 19.80% as at 30 June 2022 to 21.22% as at 30 June 2023. In the opinion of directors, such increase in investments in Metals X enables the Group has significant influence over Metals X in accordance with relevant accounting standard, and accordingly the Group's investments in Metals X has been reclassified from financial assets at FVTPL to interests in associates.

## 16. 於聯營公司之權益(續)

附註：(續)

- (c) 於截至二零二三年六月三十日止年度，本集團於龍資源之股權由二零二二年六月三十日之28.83%增加至二零二三年六月三十日之28.84%。有關增加乃主要由於龍資源回購77,000股普通股。

於二零二一年八月十三日，本集團完成收購龍資源的25.83%股權，代價為約102,582,000港元。龍資源為於西澳洲註冊成立的公司，其股份於香港聯合交易所有限公司上市(聯交所股份代號：1712)。截至二零二二年六月三十日止年度，本集團進一步收購4,564,000股龍資源普通股，連同龍資源於截至二零二二年六月三十日止年度註銷的股份，本集團於龍資源的權益於二零二二年六月三十日增加至28.83%。

- (d) 於截至二零二三年六月三十日止年度，本集團於Metals X之股權由二零二二年六月三十日之19.80%增加至二零二三年六月三十日之21.22%。董事認為，根據相關會計準則，於Metals X之投資增加使本集團對Metals X具有重大影響，因此本集團於Metals X之投資已於按公平值於損益賬處理之金融資產重新分類為於聯營公司之權益。

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## 16. INTERESTS IN ASSOCIATES (Continued)

### Impairment assessment on the Group's interest in MGX

At the end of the reporting period, in view of decrease (2022: decrease) in share price of MGX, the management of the Group carried out review on impairment loss (2022: impairment loss) on the carrying amount of its interest in MGX by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. In determining the value in use of MGX, the Group estimated the present value of the future cash flows from the operations of MGX. The estimation takes into account the estimated future prices and production volume of hematite iron ores of MGX and a discount rate of 9.4% (2022: 9.4%). The fair value less costs of disposal of MGX was determined based on the closing price of the shares of MGX listed on the ASX at the end of each reporting period. As at 30 June 2023, the recoverable amount of the Group's interest in MGX, which represents the fair value less costs of disposal of HK\$1,020,094,000 (2022: fair value less costs of disposal of HK\$1,322,544,000), is lower (2022: lower) than its carrying amount. Accordingly, an impairment loss of HK\$267,769,000 (2022: impairment loss of HK\$405,751,000) is recognised in profit or loss during the year ended 30 June 2023.

### Impairment assessment on the Group's interest in Tanami

At the end of the reporting period, in view of decrease (2022: decrease) in share price of Tanami, the management of the Group carried out impairment review on the carrying amount of its interest in Tanami by comparing its recoverable amount with its carrying amount. In view of the material uncertainty associated with the exploration for and evaluation of the mineral resources possessed by Tanami, no sufficient information is available for the management of the Group to estimate future cash flows used in the value in use calculation. Therefore, the recoverable amount of the Group's interest in Tanami is based on its fair value less costs of disposal, which has been determined based on the closing price of the shares of Tanami listed on the ASX at the end of the reporting period. As at 30 June 2023, the recoverable amount of the Group's interest in Tanami, which represents the fair value less costs of disposal of HK\$112,708,000 (2022: HK\$132,094,000), is lower (2022: lower) than its carrying amount. Accordingly, impairment loss of HK\$5,463,000 (2022: impairment loss of HK\$50,109,000) is recognised in profit or loss during the year ended 30 June 2023.

## 16. 於聯營公司之權益(續)

### 本集團於MGX之權益之減值評估

於報告期末，鑒於MGX的股價下跌(二零二二年：下跌)，本集團管理層將其於MGX之權益之可收回金額(使用價值與公平值減出售成本中之較高者)與其賬面值作比較，對該權益之賬面值進行減值虧損檢討(二零二二年：減值虧損)。在釐定MGX之使用價值時，本集團估計MGX經營所得未來現金流量之現值。有關估計計及MGX赤鐵礦石的估計未來價格及產量及折現率9.4%(二零二二年：9.4%)。MGX之公平值減出售成本乃根據各報告期末MGX於澳交所上市股份之收市價釐定。於二零二三年六月三十日，本集團於MGX之權益之可收回金額(即公平值減出售成本1,020,094,000港元)(二零二二年：公平值減出售成本1,322,544,000港元)低(二零二二年：低)於其賬面值。因此，於截至二零二三年六月三十日止年度之損益賬確認減值虧損267,769,000港元(二零二二年：減值虧損405,751,000港元)。

### 本集團於Tanami之權益之減值評估

於報告期末，鑒於Tanami的股價下跌(二零二二年：下跌)，本集團管理層將其於Tanami之權益之可收回金額與其賬面值作比較，對該權益之賬面值進行減值檢討。鑒於勘探及評估Tanami擁有的礦產資源存在重大不確定性，故本集團管理層並無充足資料可用於估計使用價值計算所用的未來現金流量。因此，本集團於Tanami權益之可收回金額乃基於其公平值減出售成本，根據報告期末Tanami於澳交所上市股份之收市價釐定。於二零二三年六月三十日，本集團於Tanami之權益之可收回金額(即公平值減出售成本112,708,000港元)(二零二二年：132,094,000港元)低(二零二二年：低)於其賬面值。因此，於截至二零二三年六月三十日止年度之損益賬確認減值虧損5,463,000港元(二零二二年：減值虧損50,109,000港元)。

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**16. INTERESTS IN ASSOCIATES (Continued)****Impairment assessment on the Group's interest in MHC**

At the end of the reporting period, in view of decrease (2022: decrease since acquisition) in share price of MHC, the management of the Group carried out impairment review on the carrying amount of its interest in MHC by comparing its recoverable amount with its carrying amount. As MHC is a holding company principally engaged in the acquisition and disposition of investments in securities, stocks, real properties and of investments in other entities, in view of the material uncertainty associated with the timing of realisation of these investments held by MHC, no sufficient information is available for the management of the Group to estimate future cash flows used in the value in use calculation. Therefore, the recoverable amount of the Group's interest in MHC is based on its fair value less costs of disposal, which has been determined based on the closing price of the shares of MHC listed on the Philippine Stock Exchange, Inc. at the end of the reporting period. As at 30 June 2023, the recoverable amount of the Group's interest in MHC, which represents the fair value less costs of disposal of HK\$9,104,000 (2022: fair value less costs of disposal of HK\$15,585,000), is lower than its carrying amount. Accordingly, an impairment loss of HK\$3,619,000 (2022: impairment loss of HK\$9,509,000) is recognised in profit or loss during the year ended 30 June 2023.

**16. 於聯營公司之權益(續)****本集團於MHC之權益之減值評估**

於報告期末，鑒於MHC的股價下跌(二零二二年：在收購後下跌)，本集團管理層將其於MHC之權益之可收回金額與其賬面值作比較，對該權益之賬面值進行減值檢討。由於MHC為一間控股公司，主要從事收購及出售證券、股票、房地產的投資，以及於其他實體的投資，鑒於變現MHC所持該等投資的時間涉及重大不確定性，故本集團管理層並無充足資料可用於估計使用價值計算所用的未來現金流量。因此，本集團於MHC之權益之可收回金額乃基於其公平值減出售成本，根據報告期末MHC於菲律賓證券交易所上市股份之收市價釐定。於二零二三年六月三十日，本集團於MHC之權益之可收回金額(即公平值減出售成本9,104,000港元(二零二二年：公平值減出售成本15,585,000港元))低於其賬面值。因此，於截至二零二三年六月三十日止年度之損益賬確認減值虧損3,619,000港元(二零二二年：減值虧損9,509,000港元)。

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16. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of the material associates, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

16. 於聯營公司之權益(續)

主要聯營公司之財務資料概要(已就會計政策之任何差異作出調整,並與綜合財務報表內之賬面值對賬)披露如下:

MGX		MGX	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Gross amounts of MGX	MGX之總額		
Non-current assets	非流動資產	2,044,712	2,769,150
Current assets	流動資產	1,470,206	964,749
Current liabilities	流動負債	(393,678)	(578,124)
Non-current liabilities	非流動負債	(321,369)	(272,055)
Equity	權益	2,799,871	2,883,720
Revenue	收益	2,369,297	796,834
Profit/(loss) from continuing operations	持續經營業務所得溢利/ (虧損)	27,233	(986,074)
Other comprehensive income	其他全面收益	(468)	(3,661)
Total comprehensive income	全面收益總額	26,765	(989,735)
Dividend paid by MGX	MGX支付之股息	-	136,093
The Group's share of loss of MGX (note (i))	本集團分佔MGX之虧損 (附註(i))	(15,245)	(364,734)
The Group's share of other comprehensive income of MGX	本集團分佔MGX之其他全面 收益	(175)	(1,365)
The Group's share of total comprehensive income for the year	本集團分佔之年內全面收益 總額	(15,420)	(366,099)
Dividend declared by MGX attributable to the Group (note (ii))	本集團應佔MGX所宣派之股息 (附註(ii))	-	49,468
Reconciled to the Group's interest in MGX:	與本集團於MGX之權益對賬:		
Net assets of MGX	MGX之資產淨值	2,799,871	2,883,720
Proportion of the Group's ownership interest	本集團擁有權之權益比例	37.28%	37.40%
The Group's share of net assets of MGX	本集團分佔MGX之資產淨值	1,043,865	1,078,546
Goodwill	商譽	649,749	649,749
Impairment loss recognised	已確認減值虧損	(673,520)	(405,751)
Carrying amount of the Group's interest in MGX	本集團於MGX之權益之賬面值	1,020,094	1,322,544

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16. INTERESTS IN ASSOCIATES (Continued)

Notes:

- (i) The Group's share of loss of MGX for the year ended 30 June 2023 is after adjustment of unrealised loss of HK\$25,411,000 (2022: Nil) arising from the upstream sales of MGX.
- (ii) The Group reinvested dividend into MGX in return for its ordinary shares was none (2022: HK\$49,468,000).

Tanami

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Gross amounts of Tanami	Tanami之總額		
Non-current assets	非流動資產	170,773	194,799
Current assets	流動資產	212,979	217,162
Current liabilities	流動負債	(4,839)	(2,726)
Non-current liabilities	非流動負債	(20,110)	(20,355)
Equity	權益	358,803	388,880
Revenue	收益	-	-
(Loss)/profit from continuing operations	持續經營業務所得(虧損)/溢利	(24,839)	52,523
Other comprehensive income	其他全面收益	10,179	(5,764)
Total comprehensive income	全面收益總額	(14,660)	46,759
Dividend paid by Tanami	Tanami支付之股息	-	-
The Group's share of (loss)/profit of Tanami	本集團分佔Tanami之(虧損)/溢利	(11,499)	24,316
The Group's share of other comprehensive income of Tanami	本集團分佔Tanami之其他全面收益	4,713	(2,669)
The Group's share of total comprehensive income for the year	本集團分佔之年內全面收益總額	(6,786)	21,647
Dividend declared by Tanami attributable to the Group	本集團應佔Tanami所宣派之股息	-	-
Reconciled to the Group's interest in Tanami:	與本集團於Tanami之權益對賬:		
Net assets of Tanami	Tanami之資產淨值	358,803	388,880
Proportion of the Group's ownership interest	本集團擁有權之權益比例	46.30%	46.30%
The Group's share of net assets of Tanami	本集團分佔Tanami之資產淨值	166,111	180,034
Goodwill	商譽	2,169	2,169
Impairment loss recognised	已確認減值虧損	(55,572)	(50,109)
Carrying amount of the Group's interest in Tanami	本集團於Tanami之權益之賬面值	112,708	132,094

附註:

- (i) 截至二零二三年六月三十日止年度，本集團分佔MGX虧損乃經調整MGX上游銷售產生之未變現虧損25,411,000港元(二零二二年：無)。
- (ii) 本集團並無股息再投資於MGX以換取其普通股(二零二二年：49,468,000港元)。

Tanami

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**16. INTERESTS IN ASSOCIATES** (Continued)

**16. 於聯營公司之權益**(續)

**Dragon Mining**

**龍資源**

		<b>2023</b>	<b>2022</b>
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Gross amounts of Dragon Mining	龍資源之總額		
Non-current assets	非流動資產	<b>323,467</b>	354,374
Current assets	流動資產	<b>228,115</b>	224,248
Current liabilities	流動負債	<b>(59,021)</b>	(63,116)
Non-current liabilities	非流動負債	<b>(149,597)</b>	(159,937)
Equity	權益	<b>342,964</b>	355,569

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16. INTERESTS IN ASSOCIATES (Continued)

16. 於聯營公司之權益(續)

Dragon Mining (Continued)

龍資源(續)

		For the year ended 30 June 2023	For the period from 13 August 2021 to 30 June 2022
		截至 二零二三年 六月三十日 止年度 HK\$'000 千港元	二零二一年 八月十三日至 二零二二年 六月三十日 止期間 HK\$'000 千港元
Revenue	收益	322,208	242,988
Loss from continuing operations	持續經營業務虧損	(8,162)	(6,665)
Other comprehensive income	其他全面收益	9,840	(12,644)
Total comprehensive income	全面收益總額	1,678	(19,309)
Dividend paid by Dragon Mining	龍資源支付之股息	-	-
The Group's share of loss of Dragon Mining	本集團分佔龍資源之虧損	(2,354)	(2,276)
The Group's share of other comprehensive income of Dragon Mining	本集團分佔龍資源之其他全面收益	2,837	(3,454)
The Group's share of total comprehensive income for the year	本集團分佔之年內全面收益總額	483	(5,730)
Dividend declared by Dragon Mining attributable to the Group	本集團應佔龍資源所宣派之股息	-	-
Reconciled to the Group's interest in Dragon Mining:	與本集團於龍資源之權益對賬：		
Net assets of Dragon Mining	龍資源之資產淨值	342,964	355,569
Proportion of the Group's ownership interest	本集團擁有權之權益比例	28.84%	28.83%
The Group's share of net assets of Dragon Mining	本集團分佔龍資源之資產淨值	98,915	102,502
Carrying amount of the Group's interest in Dragon Mining	本集團於龍資源之權益之賬面值	98,915	102,502



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16. INTERESTS IN ASSOCIATES (Continued)

16. 於聯營公司之權益(續)

Metals X

Metals X

		At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元
Gross amounts of Metals X	Metals X之總額	
Non-current assets	非流動資產	632,142
Current assets	流動資產	898,020
Current liabilities	流動負債	(124,658)
Non-current liabilities	非流動負債	(87,782)
Equity	權益	1,317,722
		For the period from 14 March 2023 to 30 June 2023 二零二三年 三月十四日至 二零二三年 六月三十日 止期間 HK\$'000 千港元
Revenue	收益	280,272
Profit from continuing operations	持續經營業務溢利	75,928
Other comprehensive income	其他全面收益	-
Total comprehensive income	全面收益總額	75,928
Dividend paid by Metals X	Metals X支付之股息	-
The Group's share of profit of Metals X	本集團分佔Metals X之溢利	16,112
Dividend declared by Metals X attributable to the Group	本集團應佔Metals X所宣派之股息	-
Reconciled to the Group's interest in Metals X	與本集團於Metals X之權益對賬	
Net assets of Metals X	Metals X之資產淨值	1,317,722
Proportion of the Group's ownership interest	本集團擁有權之權益比例	21.22%
The Group's share of net assets of Metals X	本集團分佔Metals X之資產淨值	279,621
Carrying amount of the Group's interest in Metals X	本集團於Metals X之權益之賬面值	279,621

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## 16. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of the associates that are not individually material, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

		Associates that are not individually material 個別並非屬重大之聯營公司	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	綜合財務報表中個別並非屬重大之聯營公司之總賬面值	54,192	61,623
Aggregate amounts of the Group's share of those associates:	本集團分佔該等聯營公司之總額：		
Profit/(loss) from continuing operations	持續經營業務所得溢利／(虧損)	40	(405)
Other comprehensive income	其他全面收益	-	-
Total comprehensive income	全面收益總額	40	(405)

### Contingent liabilities of MGX

As disclosed in the annual report of MGX for the year ended 30 June 2023, there is contingent liabilities, details of which are extracted below:

- "1. The Group has a Performance Bonding facility drawn to a total of A\$6,681,000 as at balance sheet date (2022: A\$7,495,000). The performance bonds secure the Group's obligations relating primarily to environmental matters and infrastructure assets.
2. Certain claims arising with customers, employees, consultants, and contractors have been made by or against certain controlled entities in the ordinary course of business, some of which involve litigation or arbitration. The Directors do not consider the outcome of any of these claims will have a material adverse impact on the financial position of the consolidated entity."

## 16. 於聯營公司之權益(續)

個別非屬重大之聯營公司之財務資料概要(已就會計政策之任何差異作出調整,並與綜合財務報表內之賬面值對賬)披露如下:

		Associates that are not individually material 個別並非屬重大之聯營公司	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	綜合財務報表中個別並非屬重大之聯營公司之總賬面值	54,192	61,623
Aggregate amounts of the Group's share of those associates:	本集團分佔該等聯營公司之總額：		
Profit/(loss) from continuing operations	持續經營業務所得溢利／(虧損)	40	(405)
Other comprehensive income	其他全面收益	-	-
Total comprehensive income	全面收益總額	40	(405)

### MGX之或然負債

誠如MGX截至二零二三年六月三十日止年度之年報所披露,存在或然負債,詳情摘錄如下:

- 「1. 本集團於結算日提取履約保證融資合共6,681,000澳元(二零二二年:7,495,000澳元)。履約保證作為本集團主要有關環境事宜及基建資產的責任抵押。
2. 若干受控制實體於一般業務過程中提出或遭針對提出與客戶、僱員、顧問及承包商產生的若干申索,部份涉及訴訟或仲裁。董事並不認為任何該等申索將會對綜合入賬實體的財務狀況造成重大不利影響。」

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17. INTEREST IN A JOINT VENTURE

17. 於一間合營公司之權益

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest in a joint venture with nil impairment (note (i))	於一間合營公司之權益 (無減值)(附註(i))	88,584	95,242

Note:

- (i) The balance includes cost of interest in a joint venture, after adjustment for sharing of the post-acquisition results and other comprehensive income of a joint venture, dividend received and exchange differences.

附註：

- (i) 結餘包括於一間合營公司之權益成本、調整後的分佔一間合營公司收購後業績及其他全面收益、已收取股息及匯兌差額。

Details of the Group's interest in a joint venture, which are accounted for using the equity method in the consolidated financial statements, are as follows:

本集團於一間合營公司之權益(按權益法於綜合財務報表入賬)詳情如下：

Name of joint venture 合營公司名稱	Listed/ unlisted 上市/ 非上市	Place of establishment/ operation 成立/ 經營地點	Issued and paid up registered capital 已發行及 繳足註冊股本	Proportion of ownership interest 擁有權權益比例		Principal activities 主要業務
				Group's effective interest 本集團之 實際權益	Held by a subsidiary 一間附屬公司 持有	
Huaneng Shouguang Wind Power Company Limited ("Hua Neng")* 華能壽光風力發電 有限公司(「華能」)	Unlisted 非上市	The PRC/ The PRC 中國/中國	Paid-up capital of RMB186,730,000 out of registered capital of RMB 186,730,000 註冊股本人民幣 186,730,000元 中繳足股本人民幣 186,730,000元	45% (2022: 45%)	45% (2022: 45%)	Development, operation, management, production and sale of electricity for wind power plants; provision of consultancy and related services in respect of electricity projects 風力發電廠電力的開發、經營、管理、生產及 銷售；提供電力項目諮詢及其他相關服務

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## 17. INTEREST IN A JOINT VENTURE (Continued)

During the year ended 30 June 2022, the Group acquired 45% interest in Hua Neng through acquisition of Bowen Limited (Note 38(c)). The investment in Hua Neng enable the Group to further extend its natural resources investment.

Pursuant to the joint venture agreement entered into by Bowen Limited and another joint venturer, the term of the joint venture is 21 years from 21 October 2008, the date of establishment of Hua Neng, which can be applied for extension upon the mutual consent among the joint venturers 6 months prior to the expiring date on 16 October 2029.

\* The English name of this company established in the PRC is directly translated from its Chinese name and is furnished for identification purpose only. Should any inconsistencies between the Chinese name and the English name exist, the Chinese name shall prevail.

Summarised financial information of the joint venture, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

### Hua Neng

Gross amounts of Hua Neng	華能之總額
Non-current assets	非流動資產
Current assets	流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債
Equity	權益

## 17. 於一間合營公司之權益(續)

截至二零二二年六月三十日止年度，本集團透過收購寶雲有限公司(附註38(c))收購華能45%的權益。於華能之投資使本集團能夠進一步擴大其自然資源投資。

根據寶雲有限公司與另一間合營公司訂立之合營協議，合營之期限為華能成立日期二零零八年十月二十一日起計二十一年，並可經合營雙方同意後於屆滿日期二零二九年十月十六日前六個月申請延期。

合營公司之財務資料概要(已就會計政策之任何差異作出調整，並與綜合財務報表內之賬面值對賬)披露如下：

### 華能

	2023	2022
	二零二三年	二零二二年
	HK\$'000	HK\$'000
	千港元	千港元

Gross amounts of Hua Neng	華能之總額		
Non-current assets	非流動資產	205,242	249,763
Current assets	流動資產	57,227	94,363
Current liabilities	流動負債	(65,477)	(131,998)
Non-current liabilities	非流動負債	(138)	(479)
Equity	權益	196,854	211,649

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17. INTEREST IN A JOINT VENTURE (Continued)

17. 於一間合營公司之權益(續)

Hua Neng (Continued)

華能(續)

		For the year ended 30 June 2023	For the period from 18 March 2022 to 30 June 2022
		截至 二零二三年 六月三十日 止年度 HK\$'000 千港元	二零二二年 三月十八日至 二零二二年 六月三十日 止期間 HK\$'000 千港元
Revenue	收益	47,113	14,695
Profit from continuing operations	持續經營業務所得溢利	10,476	4,840
Other comprehensive income	其他全面收益	-	-
Total comprehensive income	全面收益總額	10,476	4,840
Dividend paid by Hua Neng	華能支付之股息	8,442	13,801
The Group's share of profit of Hua Neng	本集團分佔華能之溢利	4,714	2,178
Dividend declared by Hua Neng attributable to the Group	本集團應佔華能所宣派之股息	3,799	6,211
Reconciled to the Group's interest in Hua Neng:	與本集團於華能之權益對賬：		
Net assets of Hua Neng	華能之資產淨值	196,854	211,649
Proportion of the Group's ownership interest	本集團擁有權之權益比例	45%	45%
The Group's share of net assets of Hua Neng	本集團分佔華能之資產淨值	88,584	95,242
Carrying amount of the Group's interest in Hua Neng	本集團於華能之權益之賬面值	88,584	95,242

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## 18. GOODWILL

## 18. 商譽

		2023 二零二三年 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>	
At 1 July 2022	於二零二二年七月一日	-
Arising from acquisition of subsidiaries (Note 38(a))	產生自收購附屬公司 (附註38(a))	5,227
At 30 June 2023	於二零二三年六月三十日	5,227
<b>Impairment</b>	<b>減值</b>	
At 1 July 2022 and 30 June 2023	於二零二二年七月一日及二零二三年六月三十日	-
<b>Carrying amount</b>	<b>賬面值</b>	
At 30 June 2023	於二零二三年六月三十日	5,227
At 30 June 2022	於二零二二年六月三十日	-

Goodwill is allocated to the Group's cash-generating unit ("CGU") of the business in exploration of mine resources in Australia (the "Exploration CGU"). The recoverable amount of the CGU at 30 June 2023 was based on its fair value less cost of disposal and was determined by FVA Advisory Limited, an independent qualified external valuation firm not related to the Group and has professional qualifications and recent experience for similar valuation.

The valuation used market approach by measuring individual assets of the Exploration CGU and making reference to the mining assets/exploration assets of comparable companies.

The fair value less cost of disposal of the Exploration CGU is a level 3 non-recurring fair value measurement.

商譽分配至本集團於澳洲礦產資源勘探業務的現金產生單位(「現金產生單位」)(「勘探現金產生單位」)。於二零二三年六月三十日，現金產生單位的可回收金額乃根據其公平值減出售成本而釐定，並由FVA Advisory Limited進行評估，該公司是一家與本集團無關的獨立合資格外部估值公司，並具有類似估值的專業資格及近期經驗。

估值採用市場法，對勘探現金產生單位的個別資產進行計量，並參考可資比較公司的採礦資產／勘探資產。

勘探現金產生單位的公平值減出售成本屬於第三級非經常性公平值計量。

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18. GOODWILL (Continued)

Key assumption used for the fair value less cost of disposal calculation are as follows:

18. 商譽(續)

用於計算公平值減出售成本的主要假設如下：

		2023 二零二三年 HK\$ 港元
Gold price per ounce	每盎司金價	247

Sensitivity of fair value less cost of disposal to reasonably possible changes in key assumptions:

對於合理可能的主要假設變動，公平值減出售成本的敏感性如下：

	Exploration CGU		勘探現金產生單位
Key assumptions	Gold price per ounce	主要假設	每盎司金價
Possible changes	10% change in gold price per ounce	可能變動	每盎司金價變動10%
Sensitivity	A decrease in the gold price per ounce would result in an decrease in fair value less cost of disposal of approximately HK\$9,665,000, and vice versa.	敏感性	每盎司金價減少將導致公平值減出售成本減少約9,665,000港元，反之亦然。

With the above reasonably possible changes in key assumptions, no impairment loss is considered necessary for the Exploration CGU.

由於上述主要假設之合理可能變動，故毋需就勘探現金產生單位計提減值虧損。

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19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (“FVTPL”) 19. 按公平值於損益賬處理(「按公平值於損益賬處理」)之金融資產

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
(a) Listed securities held-for-trading: – Equity securities listed in Hong Kong (note (i)) – Equity securities listed in Europe – Equity securities listed in Australia – Equity securities listed in Canada – Equity securities listed in the United States of America	(a) 持作買賣之上市證券： – 於香港上市之 股本證券(附註(i)) – 於歐洲上市之 股本證券 – 於澳洲上市之 股本證券 – 於加拿大上市之 股本證券 – 於美國上市之 股本證券	293,503  54,857  311,633  124,553  62,661	445,055  149,956  358,957  126,294  171,359
		<b>847,207</b>	1,251,621
(b) Unlisted equity investments (note (ii))	(b) 非上市股本投資(附註(ii))	16,942	44,622
(c) Listed securities not held within the trading portfolios: – Equity securities listed in Australia	(c) 並非於買賣組合內持有 之上市證券： – 於澳洲上市之股本 證券	–	325,449
(d) Derivative financial instruments – Warrants	(d) 衍生金融工具 – 認股權證	27,514	29,968
		<b>891,663</b>	1,651,660
The carrying amount of the financial assets at FVTPL is presented as:			
– Non-current assets	按公平值於損益賬處理之 金融資產之賬面值 呈列為： – 非流動資產	5,279	330,724
– Current assets	– 流動資產	886,384	1,320,936
		<b>891,663</b>	1,651,660



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19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (“FVTPL”) (Continued)

19. 按公平值於損益賬處理(「按公平值於損益賬處理」)之金融資產(續)

Notes:

- (i) Listed securities held-for-trading with a fair value of HK\$256,100,000 (2022: HK\$379,705,000) have been pledged to secure bank loan of the Group (see Note 26). The Group is not allowed to pledge these assets as security for other borrowings or to sell them to another entity.
- (ii) These unlisted equity investments primarily represent investments in unlisted equity securities issued by certain private entities incorporated in Australia and the United States of America, respectively. These unlisted equity investments are measured at fair values and the details of the fair value measurement are set out in Note 36(h).

The fair value measurement was carried out by GW Financial Advisory Services Limited (“GW Financial”) (2022: GW Financial), an independent qualified professional valuer not connected to the Group.

Of these unlisted equity investments, HK\$11,663,000 (2022: HK\$39,347,000) are held-for-trading as they are expected to be listed on the recognised exchange within one year from the end of the reporting period.

附註：

- (i) 公平值為256,100,000港元(二零二二年：379,705,000港元)之持作買賣之上市證券已作抵押，以擔保本集團之銀行貸款(見附註26)。本集團不得將該等資產作為其他借貸的抵押或將其出售予另一實體。
- (ii) 該等非上市股本投資主要指投資於若干分別於澳洲及美國註冊成立之私人實體所發行之非上市股本證券。該等非上市股本投資按公平值計量，而公平值計量之詳情載於附註36(h)。

公平值計量乃由與本集團並無關連的獨立合資格專業估值師盛德財務諮詢服務有限公司(「盛德財務」)(二零二二年：盛德財務)進行。

該等非上市股本投資中，11,663,000港元(二零二二年：39,347,000港元)為持作買賣，因為預期該等投資將於報告期結束後一年內在認可交易所上市。

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20. LOAN RECEIVABLES AND LOAN NOTE

20. 應收貸款及貸款票據

A. Loan receivables

A. 應收貸款

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Fixed rate loan receivables:	應收定息貸款：		
– unsecured	– 無抵押	331,586	343,351
– secured	– 有抵押	48,047	20,430
		<b>379,633</b>	363,781
Variable rate loan receivable, unsecured	應收浮息貸款，無抵押	–	13,309
		<b>379,633</b>	377,090
Less: loss allowance (Note 36(a))	減：虧損撥備(附註36(a))	<b>(33,559)</b>	(14,392)
		<b>346,074</b>	362,698
The carrying amount of the loan receivables is presented as:	應收貸款之賬面值呈列為：		
– Non-current assets	– 非流動資產	327,628	337,540
– Current assets	– 流動資產	18,446	25,158
		<b>346,074</b>	362,698

The movements of loss allowance on loan receivables during the year are as follows:

年內應收貸款之虧損撥備變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of the year	於年初	14,392	23,824
Unwinding interest	未償還利息	7,452	–
Assignment of a loan receivable	轉讓一宗應收貸款	–	(7,819)
Provision/(reversal) of loss allowances, net	虧損撥備計提/(回撥)淨額	11,715	(1,613)
At end of the year	於年末	<b>33,559</b>	14,392

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20. LOAN RECEIVABLES AND LOAN NOTE  
(Continued)

20. 應收貸款及貸款票據(續)

A. Loan receivables (Continued)

A. 應收貸款(續)

(a) Loan receivables, net of loss allowance as at 30 June 2023 and 2022 comprises:

(a) 於二零二三年及二零二二年六月三十日的應收貸款(扣除虧損撥備)包括:

Principal amount 本金額	Maturity date 到期日	Security 抵押品	Guarantee 擔保	Effective interest rate (per annum) 實際利率(每年)	Carrying amount 賬面值	
					2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
RMB180,000,000 (2022: RMB180,000,000) (note (i)) 人民幣180,000,000元 (二零二二年: 人民幣180,000,000元) (附註(i))	12 July 2024 (2022: 12 July 2024) 二零二四年七月十二日 (二零二二年: 二零二四年七月十二日)	No 無	Yes 有	5.5% (2022: 5.5%) (二零二二年: 5.5%)	194,843	211,385
RMB124,000,000 (2022: RMB109,000,000) (note (ii)) 人民幣124,000,000元 (二零二二年: 人民幣109,000,000元) (附註(ii))	31 December 2024 (2022: 29 December 2023) 二零二四年十二月三十一日 (二零二二年: 二零二三年十二月二十九日)	No 無	Yes 有	6.5% (2022: 5.8%) (二零二二年: 5.8%)	132,785	129,072
HK\$28,771,000 (2022: HK\$28,771,000) (note (iii)) 28,771,000港元 (二零二二年: 28,771,000港元) (附註(iii))	30 March 2021 (2022: 30 March 2021) 二零二一年三月三十日 (二零二二年: 二零二一年三月三十日)	Yes 有	Yes 有	42% (2022: 42%) (二零二二年: 42%)	-	9,684
HK\$20,000,000 (2022: Nil) (note (iv)) 20,000,000港元 (二零二二年: 零)(附註(iv))	21 June 2024 (2022: N/A) 二零二四年六月二十一日 (二零二二年: 不適用)	Yes 有	Yes 有	30% (2022: N/A) (二零二二年: 不適用)	18,446	-
Nil (2022: A\$2,500,000) (note (v)) 零 (二零二二年: 2,500,000澳元)(附註(v))	N/A (2022: 23 September 2022) 不適用 (二零二二年: 二零二二年九月 二十三日)	No 無	No 無	N/A (2022: 9.8%) 不適用 (二零二二年: 9.8%)	-	12,557
					346,074	362,698

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## 20. LOAN RECEIVABLES AND LOAN NOTE

(Continued)

### A. Loan receivables (Continued)

(a) (Continued)

Notes:

- (i) As disclosed in the announcements of the Company dated 23 May 2019, 14 June 2019 and 9 July 2019, and the circular of the Company dated 20 June 2019, on 23 May 2019, the Group as the lender entered into the loan agreement with the borrower and a listed company as the guarantor, pursuant to which, the Group agreed to, among other things, make available to the borrower a revolving loan in the amount not exceeding HK\$235,000,000 (or an amount equivalent to HK\$235,000,000 in such alternative currency as acceptable to and agreed by the Group) at an interest rate of 5.5% per annum and repayable on 24 months from the date of first drawdown. The loan is guaranteed by the ultimate holding company of the borrower which is a company incorporated in Hong Kong and its shares are listed on the Stock Exchange.

On 9 July 2021, an ordinary resolution was passed at a special general meeting of the Company for the approval of a supplemental loan agreement dated on 10 May 2021. Pursuant to the supplemental loan agreement, the maturity date of this loan was extended from 12 July 2021 to 12 July 2024 and the revolving loan limit is increased from HK\$235,000,000 to HK\$260,000,000.

The contractual interest charged at 5.5% per annum is payable monthly by the borrower, Best Advantage Limited (“**Best Advantage**”), a then associate of Allied Group Limited (“**AGL**”), a substantial shareholder of the Company exercising significant influence over the Company.

## 20. 應收貸款及貸款票據(續)

### A. 應收貸款(續)

(a) (續)

附註：

- (i) 誠如本公司日期為二零一九年五月二十三日、二零一九年六月十四日及二零一九年七月九日之公告以及本公司日期為二零一九年六月二十日之通函所披露，於二零一九年五月二十三日，本集團（作為貸款人）與借款人及一間上市公司（作為擔保人）訂立貸款協議，據此，本集團同意（其中包括）向借款人提供金額不超過235,000,000港元（或本集團接納及同意與235,000,000港元等值之其他貨幣金額）之循環貸款，年利率為5.5%，須於首次提取日期起計24個月償還。貸款由借款人之最終控股公司（一間於香港註冊成立之公司，其股份於聯交所上市）擔保。

於二零二一年七月九日，於本公司股東特別大會上通過一項普通決議案，批准日期為二零二一年五月十日的補充貸款協議。根據補充貸款協議，該貸款的到期日由二零二一年七月十二日延長至二零二四年七月十二日，並將循環貸款上限由235,000,000港元增加至260,000,000港元。

合約利息按年利率5.5%計算，須由借款人 Best Advantage Limited（「**Best Advantage**」）（其時為聯合集團有限公司（「**聯合集團**」）之聯營公司，為本公司主要股東，可對本公司行使重大影響力）每月支付。

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20. LOAN RECEIVABLES AND LOAN NOTE  
(Continued)

20. 應收貸款及貸款票據(續)

A. Loan receivables (Continued)

A. 應收貸款(續)

(a) (Continued)

(a) (續)

Notes: (Continued)

附註：(續)

- (ii) On 13 September 2019, the Group as the lender entered into a loan agreement with the borrower and a listed company as guarantor, pursuant to which, the Group agreed to, among other things, make available to the borrower a loan of HK\$125,000,000 (or an amount equivalent to HK\$125,000,000 in such alternative currency as acceptable to and agreed by the Group) at an interest rate of 8% per annum and repayable on 31 December 2021. The loan is guaranteed by the ultimate holding company of the borrower which is a company incorporated in Bermuda and its shares are listed on the Stock Exchange.

- (ii) 於二零一九年九月十三日，本集團(作為貸款人)與借款人及一間上市公司(作為擔保人)訂立貸款協議，據此，本集團同意(其中包括)向借款人提供金額125,000,000港元(或本集團接納及同意與125,000,000港元等值之其他貨幣金額)之貸款，年利率為8%，須於二零二一年十二月三十一日償還。貸款由借款人的最終控股公司(一間於百慕達註冊成立之公司，其股份於聯交所上市)擔保。

On 16 December 2020, a supplemental loan agreement was entered into by the Group, the borrower and the guarantor, pursuant to which the repayment date of the loan is extended to 30 December 2022.

於二零二零年十二月十六日，本集團、借款人及擔保人訂立補充貸款協議，據此，貸款的還款日期已延長至二零二二年十二月三十日。

On 23 December 2021, a second supplemental loan agreement was entered into by the Group and the borrower and the guarantor, pursuant to which the repayment date of the loan is further extended to 29 December 2023.

於二零二一年十二月二十三日，本集團與借款人及擔保人訂立第二份補充貸款協議，據此，貸款的還款日期已進一步延長至二零二三年十二月二十九日。

On 6 July 2022, a third supplemental loan agreement was entered into by the Group, the borrower and the guarantor, pursuant to which the repayment date of the loan is further extended to 31 December 2024 and the loan amount may increase up to HK\$148,000,000 with interest rate reduced from 8% per annum to 6.5% per annum with effective from 6 July 2022.

於二零二二年七月六日，本集團、借款人及擔保人訂立第三份補充貸款協議，據此，貸款的還款日期已進一步延長至二零二四年十二月三十一日，貸款金額可最多增加至148,000,000港元，年利率由8%下降至6.5%，自二零二二年七月六日起生效。

Details of the loan agreement, the supplemental loan agreement, the second supplemental loan agreement and the third supplemental loan agreement are set out in the Company's announcements on 13 September 2019, 16 December 2020, 23 December 2021 and 6 July 2022 respectively.

貸款協議、補充貸款協議、第二份補充貸款協議及第三份補充貸款協議的詳情分別載於本公司日期為二零一九年九月十三日、二零二零年十二月十六日、二零二一年十二月二十三日及二零二二年七月六日的公告。

The contractual interest charged at 6.5% per annum (2022: 8% per annum) is payable quarterly by the borrower.

合約利息按年利率6.5%(二零二二年：年利率8%)計算，須由借款人每季支付。

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截至二零二三年六月三十日止年度

## 20. LOAN RECEIVABLES AND LOAN NOTE

(Continued)

### A. Loan receivables (Continued)

(a) (Continued)

Notes: (Continued)

- (iii) On 30 December 2020, the Group as the lender entered into a loan agreement with the borrower, pursuant to which, the Group agreed to, among other things, make available to the borrower two loans in the aggregate amount of HK\$28,771,000 (or an amount equivalent to HK\$28,771,000 in such alternative currency as acceptable to and agreed by the Group). Out of HK\$28,771,000, HK\$26,395,000 is charged at an interest rate of 3% per month and the remaining HK\$2,376,000 is interest-free (collectively the "Loans"). The Loans are guaranteed by the sole shareholder of the borrower and are secured by a share mortgage over the entire issued share capital of the borrower and also secured by a debenture creating first fixed and floating charge over the undertaking, property and assets of the borrower.

In the opinion of directors, the loans are credit-impaired and accumulated impairment loss of HK\$27,882,000 (30 June 2022: HK\$10,746,000) are recognised as at 30 June 2023.

- (iv) On 21 June 2023, the Group as the lender entered into a loan agreement with the borrower, pursuant to which, the Group agreed to, among other things, make available to the borrower a loan of HK\$20,000,000 at an interest rate of 30% per annum and repayable on 12 months from the drawdown date. The loan is guaranteed by the sole shareholder of the borrower and a related party of the sole shareholder and is secured by a share mortgage over the entire issue capital of the borrower and is secured by a debenture creating a fixed and floating charge over the undertaking, property and assets of the borrower.

## 20. 應收貸款及貸款票據(續)

### A. 應收貸款(續)

(a) (續)

附註：(續)

- (iii) 於二零二零年十二月三十日，本集團（作為貸款人）與借款人訂立貸款協議，據此，本集團同意（其中包括）向借款人提供總額為28,771,000港元（或本集團接納及同意與28,771,000港元等值之其他貨幣金額）之兩筆貸款。於28,771,000港元中，26,395,000港元以每月3%之利率計息，而剩餘2,376,000港元為免息（統稱「該等貸款」）。該等貸款由借款人的單一股東擔保，並以借款人全部已發行股本的股份押記作抵押，同時以借款人承諾、財產和資產設立首次固定和浮動押記的債權作抵押。

董事認為，該等貸款已發生信貸減值及於二零二三年六月三十日確認累計減值虧損27,882,000港元（二零二二年六月三十日：10,746,000港元）。

- (iv) 於二零二三年六月二十一日，本集團（作為貸款人）與借款人訂立貸款協議，據此，本集團同意（其中包括）向借款人提供貸款20,000,000港元，該貸款按年利率30%計息，並須自提取日期起12個月內償還。該貸款由借款人的單一股東及該單一股東的一名關聯方作擔保，以借款人全部已發行股本的股份按揭為抵押，並以對借款人的承諾、財產和資產設立固定及浮動押記的債權證為抵押。

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## 20. LOAN RECEIVABLES AND LOAN NOTE

(Continued)

### A. Loan receivables (Continued)

(a) (Continued)

Notes: (Continued)

- (v) On 22 March 2022, the Group as the lender entered into the loan agreement with the borrower, pursuant to which the Group made available to the borrower a loan amount of A\$2,500,000 at an interest rate of 1% over Bank Bill Swap Bid rate.

On 27 July 2022, the termination date of this loan was extended from 23 September 2022 to 23 December 2022.

The contractual interest charged is payable monthly by the borrower.

The loan was fully settled on 12 October 2022.

## 20. 應收貸款及貸款票據(續)

### A. 應收貸款(續)

(a) (續)

附註：(續)

- (v) 於二零二二年三月二十二日，本集團(作為貸款人)與借款人訂立貸款協議，據此，本集團向借款人提供金額為2,500,000澳元的貸款，利率按銀行票據互換率加1%計算。

於二零二二年七月二十七日，該貸款的終止日期由二零二二年九月二十三日延長至二零二二年十二月二十三日。

合約利息由借款人每月支付。

貸款已於二零二二年十月十二日悉數償還。

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20. LOAN RECEIVABLES AND LOAN NOTE

(Continued)

A. Loan receivables (Continued)

- (b) The movements of loan receivables during the year are set out as follows:

		HK\$'000 千港元
At 1 July 2021	於二零二一年七月一日	493,850
Interest income (Note 6(a))	利息收入(附註6(a))	33,142
Interest received	已收利息	(35,065)
New grant of loans	新增貸款	14,110
Repayment of loans	償還貸款	(131,921)
Modification (Note 7)	修改(附註7)	1,977
Assignment of a loan receivable	轉讓一宗應收貸款	(3,145)
Reversal of impairment loss, net (Note 7)	回撥減值虧損淨額(附註7)	1,613
Exchange adjustments	匯兌調整	(11,863)
At 30 June 2022 and 1 July 2022	於二零二二年六月三十日及 二零二二年七月一日	362,698
Interest income (Note 6(a))	利息收入(附註6(a))	24,127
Interest received	已收利息	(24,365)
New grant of loans	新增貸款	87,506
Repayment of loans	償還貸款	(62,276)
Modification (Note 7)	修改(附註7)	(847)
Impairment loss, net (Note 7)	減值虧損淨額(附註7)	(11,715)
Exchange adjustments	匯兌調整	(29,054)
At 30 June 2023	於二零二三年六月三十日	346,074

- (c) Further details on the Group's credit policy and credit risk arising from loan receivables are set out in Note 36(a).

20. 應收貸款及貸款票據(續)

A. 應收貸款(續)

- (b) 年內應收貸款之變動載列如下：

- (c) 有關本集團信貸政策及由應收貸款產生之信貸風險之進一步詳情載於附註36(a)。



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20. LOAN RECEIVABLES AND LOAN NOTE  
(Continued)

## 20. 應收貸款及貸款票據(續)

## B. Loan note

## B. 貸款票據

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loan note issued by Sun Hung Kai & Co. (BVI) Limited ("SHK BVI")	Sun Hung Kai & Co. (BVI) Limited(「SHK BVI」)發行之貸款票據	-	3,965
Presented as:	呈列為：		
- Non-current assets	- 非流動資產	-	-
- Currents assets	- 流動資產	-	3,965
		-	3,965

The movements of loan note during the year are set out as follows:

年內貸款票據之變動載列如下：

		HK\$'000 千港元
At 1 July 2021	於二零二一年七月一日	3,924
Interest income (Note 6(a))	利息收入(附註6(a))	181
Interest received	已收利息	(181)
Exchange adjustments	匯兌調整	41
At 30 June 2022 and 1 July 2022	於二零二二年六月三十日及 二零二二年七月一日	3,965
Interest income (Note 6(a))	利息收入(附註6(a))	34
Interest received	已收利息	(91)
Redemption	贖回	(3,909)
Exchange adjustments	匯兌調整	1
At 30 June 2023	於二零二三年六月三十日	-

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## 20. LOAN RECEIVABLES AND LOAN NOTE

(Continued)

### B. Loan note (Continued)

On 1 September 2017, the Group subscribed loan note with a nominal value of US\$2,500,000 from SHK BVI, which carry 4.65% coupon interest per annum and will mature on 8 September 2022. SHK BVI early redeemed 80.1% of loan note on 15 November 2019 and the outstanding loan note is fully redeemed on 8 September 2022.

Loan note issued by SHK BVI is guaranteed by Sun Hung Kai & Co. Limited (“**SHK**”), a limited liability company incorporated in Hong Kong whose shares are listed on the Stock Exchange. SHK BVI is a wholly-owned subsidiary of SHK.

Further details on the Group’s credit policy and credit risk arising from loan note are set out in Note 36(a).

## 20. 應收貸款及貸款票據(續)

### B. 貸款票據(續)

於二零一七年九月一日，本集團向SHK BVI認購面值為2,500,000美元之貸款票據，其票面年利率為4.65%，並將於二零二二年九月八日到期。SHK BVI於二零一九年十一月十五日提早贖回80.1%貸款票據，而未償還貸款票據已於二零二二年九月八日全部贖回。

SHK BVI發行之貸款票據由新鴻基有限公司(「**新鴻基**」，一間於香港註冊成立之有限公司，其股份於聯交所上市)擔保。SHK BVI為新鴻基之全資附屬公司。

有關本集團信貸政策及由貸款票據產生之信貸風險之進一步詳情載於附註36(a)。

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21. EXPLORATION AND EVALUATION EXPENDITURE 21. 勘探及評估開支

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Carrying amount at beginning of the year	於年初賬面值	-	-
Acquisition of subsidiaries (Note 38(a))	收購附屬公司(附註38(a))	7,111	-
Impairment expense	減值開支	(2,926)	-
Exchange adjustments	匯兌調整	356	-
Carrying amount at end of the year	於年末賬面值	4,541	-

22. INVENTORIES

22. 存貨

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Iron ores	鐵礦石	291,457	90,649
Others	其他	111	-
		291,568	90,649

All of inventories are expected to be recovered within one year.

預計所有存貨將於一年內收回。

During the year, a write-down of inventories of HK\$38,212,000 (2022: HK\$4,607,000) is recorded in cost of sales as presented in the consolidated statement of profit or loss.

於年內，存貨撇減38,212,000港元(二零二二年：4,607,000港元)於綜合損益表所載之銷售成本列賬。

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23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

23. 預付款項、按金及其他應收賬款

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Other receivables and deposits	其他應收賬款及按金	38,214	35,644
Dividend receivable	應收股息	40,755	22,343
Rental deposits (note (i))	租賃按金(附註(i))	265	288
Receivable from securities brokers	應收證券經紀款項	10,243	24,384
Prepayments	預付款項	6,310	1,588
		<b>95,787</b>	<b>84,247</b>
Representing:	呈列為：		
– Non-current assets	– 非流動資產	265	288
– Current assets	– 流動資產	95,522	83,959
		<b>95,787</b>	<b>84,247</b>

Except for the non-current rental deposits, all of the other receivables are expected to be recovered or recognised as expense within one year.

除了非流動租賃按金外，預期全部其他應收賬款將於一年內收回或確認為開支。

Notes:

- (i) Rental deposits are typically paid for lease properties, which are refundable after the expiry of the lease.
- (ii) Further details on the Group's credit policy and credit risk arising from other receivables are set out in Note 36(a).

附註：

- (i) 租賃按金通常就租賃物業支付，可於租賃到期後予以退還。
- (ii) 有關本集團信貸政策及由其他應收賬款產生之信貸風險之進一步詳情載於附註36(a)。

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**24. BANK BALANCES AND CASH, PLEDGED BANK DEPOSITS, TERM DEPOSITS AND OTHER CASH FLOW INFORMATION**

**24. 銀行結餘及現金、已抵押銀行存款、定期存款和其他現金流量資料**

**(a) Cash and cash equivalents, pledged bank deposits and term deposits:**

Cash at banks earns interest at floating rates based on daily bank deposit rates, ranging from 0.001% to 4.40% (2022: 0.001% to 1.00%) per annum.

Pledged bank deposits represent deposits pledged to banks to secure the Group's trade and banking facilities and carry variable interest rates ranging from 0.04% to 0.50% (2022: 0.02% to 0.04%) per annum.

Term deposits related to deposits held to secure exploration tenement holdings and placed with Australian government authority.

At the end of the reporting period, the Group's cash and cash equivalents and term deposits denominated in RMB amounted to HK\$81,779,000 (2022: HK\$145,590,000). Remittance of funds out of the PRC is subject to the exchange controls imposed by the PRC government.

**(a) 現金及等值現金、已抵押銀行存款以及定期存款：**

銀行現金按每日銀行存款利率之浮動利率賺取利息，年利率介乎0.001%至4.40%（二零二二年：0.001%至1.00%）。

已抵押銀行存款指本集團為獲得貿易及銀行融資而抵押予銀行之存款，其按0.04%至0.50%（二零二二年：0.02%至0.04%）之浮動年利率計息。

有關持作抵押勘探礦業權之定期存款存置於澳洲政府機構。

於報告期末，本集團以人民幣計值之現金及等值現金以及定期存款為81,779,000港元（二零二二年：145,590,000港元）。將資金匯出中國須遵守中國政府實施的外匯管制。

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24. BANK BALANCES AND CASH, PLEDGED BANK DEPOSITS, TERM DEPOSITS AND OTHER CASH FLOW INFORMATION (Continued)

24. 銀行結餘及現金、已抵押銀行存款、定期存款和其他現金流量資料(續)

(b) Reconciliation of liabilities arising from financing activities

(b) 融資活動所產生負債之對賬

		Dividend payables	Interest payables	Bank and other loans	Lease liabilities	Total
		應付股息	應付利息	銀行及其他貸款	租賃負債	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		(note (i))	(note (i))	(Note 26)	(Note 27)	
		(附註(i))	(附註(i))	(附註26)	(附註27)	
At 1 July 2021	於二零二一年七月一日	767	-	-	3,419	4,186
Changes from financing cash flows	融資現金流變動	(260,425)	(3,869)	291,905	(2,814)	24,797
New lease entered	訂立新租賃	-	-	-	2,563	2,563
Lease early termination	提前終止租賃	-	-	-	(159)	(159)
Cash dividend declared (Note 13)	已宣派現金股息 (附註13)	260,425	-	-	-	260,425
Interest expenses (Note 9(a))	利息開支(附註9(a))	-	4,049	-	195	4,244
Exchange adjustments	匯兌調整	-	-	(2,288)	(55)	(2,343)
At 30 June 2022 and 1 July 2022	於二零二二年六月三十日及於二零二二年七月一日	767	180	289,617	3,149	293,713
Changes from financing cash flows	融資現金流變動	(126,158)	(10,457)	(106,390)	(2,561)	(245,566)
New lease entered	訂立新租賃	-	-	-	3,692	3,692
Lease early termination	提前終止租賃	-	-	-	(78)	(78)
Cash dividend declared (Note 13)	已宣派現金股息 (附註13)	130,249	-	-	-	130,249
Interest expenses (Note 9(a))	利息開支(附註9(a))	-	10,504	-	156	10,660
Exchange adjustments	匯兌調整	-	-	13	(122)	(109)
At 30 June 2023	於二零二三年六月三十日	4,858	227	183,240	4,236	192,561

Note:

(i) The closing balance is included in other payables (Note 25).

附註：

(i) 期末結餘計入其他應付賬款(附註25)。

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25. TRADE AND OTHER PAYABLES

25. 貿易及其他應付賬款

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade payables designated at FVTPL (note (i))	指定按公平值於損益賬處理之貿易應付賬款(附註(i))	9,866	64,926
Other payables measured at amortised cost	按攤銷成本計量的其他應付賬款	40,322	34,247
Contract liabilities – sales deposits received in advance (note (ii))	合約負債－預收銷售按金(附註(ii))	63,117	–
		<b>113,305</b>	<b>99,173</b>

Notes:

(i) Aging analysis

As of the end of the reporting period, the aging analysis of trade payables designated at FVTPL based on invoice date is as follows:

附註:

(i) 賬齡分析

截至報告期末，指定按公平值於損益賬處理之貿易應付賬款按發票日期之賬齡分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
0-30 days	0-30日	9,866	64,926

The Group purchases iron ore commodities under provisional pricing arrangements where final prices are based on prevailing spot prices over a quotation period after shipment by the supplier, MGX. These trade payables are designated at FVTPL on contract by contract basis.

本集團根據臨時定價安排採購鐵礦石商品，最終價格於供應商MGX裝運後基於在報價期內通行現貨價格設定。該等貿易應付賬款按個別合約基準指定為按公平值於損益賬處理。

(ii) Contract liabilities

Contract liabilities primarily relate to the advances received from customers for sale of goods. The advances remain as contract liabilities until they are recognised as revenue when control of goods is transferred to the customers. Typical payment terms which impact on the amount of contract liabilities are set out in Note 2(u).

(ii) 合約負債

合約負債乃主要與就銷售貨品向客戶收取的預付款項有關。有關預付款項乃合約負債，直至貨品的控制權轉讓予客戶時確認為收益為止。影響合約負債金額的具體付款條款載於附註2(u)內。

Changes in the contract liabilities balances during the year are as follows:

於本年度內，合約負債結餘變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of the year	於年初	–	–
Increase in contract liabilities as a result of amounts received in advance from customers for goods that have not yet been transferred and/or not yet accepted by the customer	就尚未轉讓給客戶及/或客戶尚未接收之貨物提前向客戶收取款項導致合約負債增加	65,475	–
Exchange adjustments	匯兌調整	(2,358)	–
At end of the year	於年末	<b>63,117</b>	<b>–</b>

All of the trade and other payables are expected to be settled within one year or are repayable on demand.

預期全部貿易及其他應付賬款將於一年內結付或應要求償還。

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## 26. BANK AND OTHER LOANS

- (a) At 30 June 2023, the bank and other loans that contain a repayable on demand clause were repayable as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Secured bank loan and repayable within one year (note (i))	須於一年內償還之有抵押銀行貸款(附註(i))	98,000	120,000
Unsecured bank loan and repayable within one year (note (ii))	須於一年內償還之無抵押銀行貸款(附註(ii))	64,740	-
Unsecured other loan repayable within one year (note (iii))	須於一年內償還之無抵押其他貸款(附註(iii))	20,500	-
Unsecured other loan and repayable after one year (note (iii))	須於一年後償還之無抵押其他貸款(附註(iii))	-	169,617
		<b>183,240</b>	<b>289,617</b>

Notes:

- (i) During the year ended 30 June 2023 and 2022, the Group obtained a revolving loan facility of HK\$200,000,000 from a bank. The loan bears interest at 1.08% over one month HIBOR per annum. At 30 June 2023, the revolving loan of HK\$98,000,000 (2022: HK\$120,000,000) is secured by pledged financial assets at FVTPL of approximately HK\$256,100,000 (At 30 June 2022: approximately HK\$379,705,000) (see Note 19(i)).
- (ii) On 24 October 2022, the Group obtained a trade finance facility of US\$20,000,000 (equivalent to approximately HK\$155,954,000) from a bank. The loan bears interest at 1.40% per annum over Term SOFR and is guaranteed by the Company.
- (iii) The other loan of HK\$20,500,000 (2022: A\$8,000,000 and US\$16,100,000 (equivalent to approximately HK\$43,274,000 and HK\$126,343,000, respectively)) advanced from a related party of the Company. The loan bears interest at 3% over one month HIBOR per annum. On 26 May 2022, the Group had entered into a supplemental loan agreement which the maturity date of this loan was extended from 14 September 2022 to 14 September 2023 and the revolving loan limit is increased from HK\$200,000,000 to HK\$300,000,000.

## 26. 銀行及其他貸款

- (a) 於二零二三年六月三十日，包含按要求償還條款之銀行及其他貸款償還情況如下：

附註：

- (i) 截至二零二三年及二零二二年六月三十日止年度，本集團自一間銀行獲得循環貸款融資200,000,000港元。該貸款按一個月香港銀行同業拆息加1.08%的年利率計息。於二零二三年六月三十日，98,000,000港元(二零二二年：120,000,000港元)的循環貸款由按公平值於損益賬處理之金融資產約256,100,000港元(於二零二二年六月三十日：約379,705,000港元)作質押擔保(見附註19(i))。
- (ii) 於二零二二年十月二十四日，本集團從一家銀行獲得20,000,000美元(相當於約155,954,000港元)的貿易融資貸款。該貸款按擔保隔夜融資期限利率(Term SOFR)加1.40%的年利率計息，並由本公司作擔保。
- (iii) 由本公司一名關聯方墊付的其他貸款20,500,000港元(二零二二年：8,000,000澳元及16,100,000美元(分別相當於約43,274,000港元及126,343,000港元))。該貸款按一個月香港銀行同業拆息加3%的年利率計息。於二零二二年五月二十六日，本集團簽訂了補充貸款協議，該貸款的到期日從二零二二年九月十四日延長至二零二三年九月十四日，循環貸款額度從200,000,000港元增加至300,000,000港元。



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26. BANK AND OTHER LOANS (Continued)

(a) (Continued)

All of the Group's banking facilities are subject to the fulfilment of covenants. If the Group were to breach the covenants, the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in Note 36(b). As at 30 June 2023 and 2022, none of the covenants relating to drawn down facilities had been breached.

26. 銀行及其他貸款(續)

(a) (續)

本集團所有銀行融資均須受契諾的履行情況所規限。倘本集團違反契諾，則所提取融資須按要求償還。本集團定期監視其對該等契諾的遵守情況。本集團流動性風險管理的進一步詳情載於附註36(b)。於二零二三年及二零二二年六月三十日，本集團概無違反有關提取融資的契諾。

27. LEASE LIABILITIES

At 30 June 2023, the lease liabilities were repayable as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 1 year	一年內	2,722	2,099
After 1 year but within 2 years	一年後但兩年內	1,381	1,050
After 2 years but within 5 years	兩年後但五年內	133	-
		1,514	1,050
Balance at end of the year	年末結餘	4,236	3,149

於二零二三年六月三十日，應償還的租賃負債如下：

Total cash outflow for leases

Amount included in the consolidated statement of cash flow for leases comprise the following:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within operating cash flows	經營現金流量內	33	40
Within financing cash flows	融資現金流量內	2,561	2,814

租賃現金流出總額

就租賃而計入綜合現金流量表的金額如下：

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28. DEFERRED TAX

(a) Deferred tax assets and liabilities recognised

Deferred tax assets

		Credit loss allowance of loan receivables 應收貸款的 信貸虧損撥備 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
1 July 2021	於二零二一年七月一日	1,615	4,348	5,963
(Charged)/credited to profit or loss	(自損益扣除)/ 計入損益	(1,615)	6,978	5,363
At 30 June 2022 and 1 July 2022	於二零二二年六月 三十日及二零二二年 七月一日	-	11,326	11,326
Credited to profit or loss (Note 10(a))	計入損益 (附註10(a))	-	2,403	2,403
At 30 June 2023	於二零二三年六月三十日	-	13,729	13,729

28. 遞延稅項

(a) 已確認遞延稅項資產及負債

遞延稅項資產

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28. DEFERRED TAX (Continued)

28. 遞延稅項(續)

(a) Deferred tax assets and liabilities recognised (Continued)

(a) 已確認遞延稅項資產及負債(續)

Deferred tax liability

遞延稅項負債

		Financial assets at FVTPL 按公平值於損益賬處理之金融資產 HK\$'000 千港元	Undistributed profit of a joint venture 一間合資公司之未分派溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2022	於二零二二年七月一日	12,050	–	12,050
Acquisition of a subsidiary (Note 38(c))	收購一間附屬公司 (附註38(c))	–	2,446	2,446
Charged to profit or loss	自損益扣除	18,180	–	18,180
Exchange adjustments	匯兌調整	–	(116)	(116)
At 30 June 2022 and 1 July 2022	於二零二二年六月三十日及二零二二年七月一日	30,230	2,330	32,560
Credited to profit or loss (Note 10(a))	計入損益 (附註10(a))	(25,495)	(1,807)	(27,302)
At 30 June 2023	於二零二三年六月三十日	4,735	523	5,258

Reconciliation to the consolidated statement of financial position

綜合財務狀況表對賬

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項資產淨額	8,994	–
Net deferred tax liability recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項負債淨額	(523)	(21,234)
		8,471	(21,234)

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**28. DEFERRED TAX (Continued)**

**(b) Deferred tax assets not recognised**

As at 30 June 2023, the Group has unused tax losses of approximately HK\$231,620,000 (2022: HK\$215,972,000) available for offset against future taxable profits and deferred tax asset has been recognised in respect of such losses of HK\$83,206,000 (2022: HK\$68,645,000). No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$148,414,000 (2022: HK\$147,327,000) in the consolidated statement of financial position as at 30 June 2023 (2022: nil) since it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

The tax losses may be carried forward indefinitely.

**(c) Deferred tax liabilities not recognised**

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards.

At 30 June 2023, temporary differences relating to the undistributed profits of subsidiaries in PRC amounted to HK\$16,914,000 (2022: HK\$23,176,000). Deferred tax liability has not been recognised for taxes that would be payable on these unremitted earnings as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

**28. 遞延稅項(續)**

**(b) 並無確認的遞延稅項資產**

於二零二三年六月三十日，本集團有未動用稅項虧損約231,620,000港元(二零二二年：215,972,000港元)可用於抵銷未來應課稅溢利及就有關虧損83,206,000港元(二零二二年：68,645,000港元)確認遞延稅項資產。由於在有關稅務司法權區及有關實體不大可能有可供用於抵銷虧損的未來應課稅溢利，故二零二三年六月三十日的綜合財務狀況表並無就剩餘稅項虧損148,414,000港元(二零二二年：147,327,000港元)確認遞延稅項資產(二零二二年：無)。

稅項虧損可無限期結轉。

**(c) 並無確認的遞延稅項負債**

根據中國企業所得稅法，自二零零八年一月一日起，中國附屬公司須就其賺取之溢利所宣派之股息繳納預扣稅。

於二零二三年六月三十日，與中國附屬公司的未分派溢利有關的暫時差額為16,914,000港元(二零二二年：23,176,000港元)。尚未就該等未匯出盈利應付的稅項確認遞延稅項負債，因為本公司控制該等附屬公司的股息政策，並已判定該等溢利在可預見未來可能不會分派。

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## 29. EMPLOYEE RETIREMENT BENEFITS

## Defined contribution retirement plans

The Group operates a Mandatory Provident Fund Scheme (the “MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

The employees of the Group’s subsidiaries in the PRC are members of a state-managed retirement benefits scheme operated by the government of the PRC. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions.

The executive directors, key management personnel and employees of Prodigy Gold receive the superannuation guarantee contribution required by the Australian government, which was 10.5% during the reporting period.

The total cost charged to profit or loss of HK\$527,000 (2022: HK\$353,000) represents contributions paid or payable to the schemes by the Group at rates specified in the rules of the respective schemes.

## 29. 員工退休福利

## 定額供款退休計劃

本集團根據香港強制性公積金計劃條例為受香港僱傭條例管轄之司法權區之受聘僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃是由獨立受託人管理之定額供款退休計劃。根據強積金計劃，僱主及僱員各自均須按僱員有關收入之5%向計劃作出供款，而每月有關收入之上限為30,000港元。計劃供款即時歸屬。

本集團之中國附屬公司之僱員均為中國政府管理之國營退休福利計劃之成員。該等附屬公司須按薪酬成本之指定百分比向退休福利計劃供款，以撥付有關福利。本集團對有關退休福利計劃之責任僅為作出規定之供款。

Prodigy Gold的執行董事、主要管理人員及僱員於報告期間收取澳洲政府規定之退休保證金供款10.5%。

於損益扣除的總成本527,000港元(二零二二年：353,000港元)指本集團已付或須按個別計劃規則所指定比率向計劃支付之供款。

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30. PROVISIONS

30. 撥備

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Analysed for reporting purposes as:	按報告目的分析如下：		
– Non-current liabilities	– 非流動負債		
– Exploration and mine restoration	– 勘探及礦場復墾	7,913	–

Movement in rehabilitation provision during the year are set out below:

年內復墾撥備的變動列載如下：

		2023 二零二三年 HK\$'000 千港元
At 1 July 2022	於二零二二年七月一日	–
Acquisition of subsidiaries (Note 38(a))	收購附屬公司(附註38(a))	7,770
Additional provision	額外撥備	38
Provision utilised	已動用撥備	(247)
Exchange adjustments	匯兌調整	352
At 30 June 2023	於二零二三年六月三十日	7,913

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31. ASSETS HELD FOR SALE

31. 持作銷售之資產

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Fixed assets held for sale	持作銷售之固定資產	28	-
Exploration, evaluation and development assets held for sale	持作銷售之勘探、評估及開發資產	29,174	-
		<b>29,202</b>	<b>-</b>

The movements of asset held for sale during the year are set out as follows:

年內持作銷售之資產之變動載列如下：

		HK\$'000 千港元
At 1 July 2022	於二零二二年七月一日	-
Arising from acquisition of subsidiaries (Note 38(a))	產生自收購附屬公司(附註38(a))	27,945
Exchange adjustments	匯兌調整	1,257
At 30 June 2023	於二零二三年六月三十日	<b>29,202</b>

Prior to the business combination of Prodigy Gold (see Note 38(a)) by the Group, a multitude of tenements for certain area of interest held by Prodigy Gold are subject to a sales agreement with a counterparty (the "Buyer") signed in April 2022. As part of the agreement various property, plant and equipment will be transferred to the Buyer. Until such time as the agreement is completed and all conditions precedent have been fulfilled, these assets are classified as assets held for sale upon the business combination.

在本集團對Prodigy Gold進行業務合併(見附註38(a))之前，Prodigy Gold所持有的若干權益區的大量礦權受制於與一名對手方(「買方」)於二零二二年四月簽署的銷售協議。作為該協議的一部份，各種物業、廠房及設備將被轉讓予買方。在該協議完成及所有先決條件得到滿足之前，該等資產已於業務合併時獲歸類為持作銷售之資產。

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32. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION 32. 公司層面的財務狀況表

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment in an associate	於一間聯營公司之投資		22,716	22,716
Investments in subsidiaries	於附屬公司之投資		16,880	16,880
Amounts due from subsidiaries	應收附屬公司款項		1,648,894	1,346,945
			1,688,490	1,386,541
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from subsidiaries	應收附屬公司款項		1,126,031	1,487,392
Other receivables and prepayments	其他應收賬款及預付款項		577	598
Bank balances	銀行結餘		313,927	93,739
			1,440,535	1,581,729
<b>Total assets</b>	<b>資產總值</b>		<b>3,129,025</b>	<b>2,968,270</b>
<b>EQUITY AND LIABILITIES</b>	<b>股權及負債</b>			
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	33(b)	1,302,486	1,302,130
Share premium and other reserves	股份溢價及其他儲備	33(a)	362,989	362,918
Accumulated profits	累計溢利	33(a)	1,134,685	832,382
			2,800,160	2,497,430
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals and other payables	應計費用及其他應付賬款		19,420	12,978
Amounts due to subsidiaries	應付附屬公司款項		288,945	282,975
Other loan	其他貸款		20,500	169,617
Financial guarantee contract	財務擔保合約		-	5,270
<b>Total liabilities</b>	<b>負債總額</b>		<b>328,865</b>	<b>470,840</b>
<b>Total equity and liabilities</b>	<b>股權及負債總額</b>		<b>3,129,025</b>	<b>2,968,270</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,111,670</b>	<b>1,110,889</b>
<b>Total assets less total liabilities</b>	<b>資產總值減負債總額</b>		<b>2,800,160</b>	<b>2,497,430</b>



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### 33. CAPITAL AND RESERVES

- (a) 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 (other than share capital as disclosed in Note 33(b)) between the beginning and the end of the year are set out below:

#### The Company

		Share premium 股份溢價 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Accumulated profits 累計溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 July 2021	於二零二一年七月一日	206,694	139,577	1,206,260	1,552,531
Loss and total comprehensive income for the year	年度虧損及全面收益總額	-	-	(113,453)	(113,453)
Exercise of warrants subscription rights (Note 33(b))	行使認股權證認購權 (附註33(b))	16,647	-	-	16,647
Dividends recognised as distribution (Note 13)	確認為分派的股息 (附註13)	-	-	(260,425)	(260,425)
At 30 June 2022 and 1 July 2022	於二零二二年六月三十日及二零二二年七月一日	223,341	139,577	832,382	1,195,300
Profit and total comprehensive income for the year	年度溢利及全面收益總額	-	-	432,552	432,552
Exercise of warrants subscription rights (Note 33(b))	行使認股權證認購權 (附註33(b))	71	-	-	71
Dividends recognised as distribution (Note 13)	確認為分派的股息 (附註13)	-	-	(130,249)	(130,249)
At 30 June 2023	於二零二三年六月三十日	223,412	139,577	1,134,685	1,497,674

### 33. 股本及儲備

- (a) 本集團綜合權益各部份的年初與年末結餘的對賬載於綜合權益變動表。本公司個別權益部份(附註33(b)披露的股本除外)由年初至年末的變動詳情載列如下：

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33. CAPITAL AND RESERVES (Continued)

33. 股本及儲備(續)

(b) Share capital

(b) 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
At 1 July 2021, ordinary shares of HK\$1.00 each	於二零二一年七月一日， 每股面值1.00港元之普通股	2,000,000,000	2,000,000
Increase in authorised share capital (note (i))	法定股本增加(附註(i))	1,000,000,000	1,000,000
At 30 June 2022, 1 July 2022 and 30 June 2023 ordinary shares of HK\$1.00 each	於二零二二年六月三十日、 二零二二年七月一日及 二零二三年六月三十日， 每股面值1.00港元之普通股	3,000,000,000	3,000,000
<b>Issued and fully paid, ordinary shares of HK\$1.00 each</b>	<b>已發行及繳足， 每股面值1.00港元之普通股</b>		
At 1 July 2021	於二零二一年七月一日	1,218,893,914	1,218,894
Exercise of warrants subscription rights (note (iii))	行使認股權證認購權 (附註(iii))	83,236,235	83,236
At 30 June 2022 and 1 July 2022	於二零二二年六月三十日及 二零二二年七月一日	1,302,130,149	1,302,130
Exercise of warrants subscription rights (note (iii))	行使認股權證認購權 (附註(iii))	355,372	356
At 30 June 2023	於二零二三年六月三十日	1,302,485,521	1,302,486

The owners of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股擁有人有權收取不時宣派的股息及於本公司大會擁有每股一票的投票權。所有普通股與本公司的剩餘資產擁有同等地位。

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### 33. CAPITAL AND RESERVES (Continued)

#### (b) Share capital (Continued)

Notes:

- (i) On 2 December 2021, the Company's authorised share capital increased from HK\$2,000,000,000 divided into 2,000,000,000 shares of HK\$1.00 each to HK\$3,000,000,000 divided into 3,000,000,000 shares of HK\$1.00 each by the creation of an additional 1,000,000,000 new shares.
- (ii) For the year ended 30 June 2022, 83,236,235 warrants were exercised to subscribe for 83,236,235 ordinary shares of the Company at a consideration of approximately HK\$99,883,000, of which HK\$83,236,000 was credited to share capital and HK\$16,647,000 was credited to share premium.
- (iii) For the year ended 30 June 2023, 355,372 warrants were exercised to subscribe for 355,372 ordinary shares of the Company at a consideration of approximately HK\$427,000, of which HK\$356,000 was credited to share capital and HK\$71,000 was credited to share premium.

#### Warrants

On 29 June 2021, the Company proposed a bonus issue of warrants to the qualifying shareholders of the Company on the basis of one warrant for every five shares held on the record date. A total of 243,778,782 warrants have been issued by the Company on 7 September 2021 pursuant to the bonus warrants issue, conferring the rights to the holders to subscribe in cash for 243,778,782 new shares of the Company at an initial exercise price of HK\$1.20 per new share (subject to adjustment) at any time during the period of thirteen months from 7 September 2021 to 6 October 2022 (both days inclusive).

During the year ended 30 June 2022, registered holders of 83,236,235 warrants exercised their rights to subscribe for 83,236,235 ordinary shares in the Company at HK\$1.20 per share.

### 33. 股本及儲備(續)

#### (b) 股本(續)

附註：

- (i) 於二零二一年十二月二日，本公司透過增設額外1,000,000,000股新股份，將法定股本由2,000,000,000港元（分為2,000,000,000股每股面值1.00港元的股份）增加至3,000,000,000港元（分為3,000,000,000股每股面值1.00港元的股份）。
- (ii) 截至二零二二年六月三十日止年度，83,236,235份認股權證獲行使以認購本公司83,236,235股普通股，代價約為99,883,000港元，其中83,236,000港元計入股本，16,647,000港元計入股份溢價。
- (iii) 截至二零二三年六月三十日止年度，355,372份認股權證獲行使以認購本公司355,372股普通股，代價約為427,000港元，其中356,000港元計入股本，71,000港元計入股份溢價。

#### 認股權證

於二零二一年六月二十九日，本公司建議向本公司合資格股東按在記錄日期每持有五股股份獲發一份認股權證的基準進行紅利認股權證發行。本公司已於二零二一年九月七日根據紅利認股權證發行合共發行243,778,782份認股權證，賦予持有人權利可由二零二一年九月七日至二零二二年十月六日（包括首尾兩天）十三個月期間內隨時按初步認購價每股新股份1.20港元（可予調整），以現金認購本公司243,778,782股新股份。

截至二零二二年六月三十日止年度，83,236,235份認股權證之登記持有人行使權利，以每股1.20港元之價格認購本公司83,236,235股普通股。

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截至二零二三年六月三十日止年度

**33. CAPITAL AND RESERVES (Continued)**

**33. 股本及儲備(續)**

**(b) Share capital (Continued)**

Notes: (Continued)

(iii) (Continued)

**Warrants (Continued)**

During the year ended 30 June 2023, registered holders of 355,372 warrants exercised their rights to subscribe 355,372 ordinary shares in the Company at HK\$1.2 per share.

All unexercised warrants expired on 6 October 2022. At 30 June 2023, the Company had no outstanding warrants to be exercised. At 30 June 2022, the Company had 160,542,547 outstanding warrants to be exercised at any time on or before 6 October 2022. Exercise in full of such warrants would result in the issue of 160,542,547 additional ordinary shares.

**(c) Nature and purpose of reserves**

**(i) Share premium**

Share premium arose from the issuance of share by the Company at prices in excess of their par value, and may be distributed in the form of fully paid bonus shares. The application of the share premium is governed by section 40 of the Bermuda Companies Act 1981 of Bermuda.

**(ii) Investment revaluation reserve**

The investment revaluation reserve comprises the sharing of cumulative net change in the fair value of equity instruments designated at FVOCI under HKFRS 9 that are held by the associates at the end of the reporting period.

**(iii) Exchange reserve**

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in Note 2(v).

**(b) 股本(續)**

附註：(續)

(iii) (續)

**認股權證(續)**

截至二零二三年六月三十日止年度，355,372份認股權證之登記持有人行使權利，以每股1.2港元之價格認購本公司355,372股普通股。

所有未行使認股權證於二零二二年十月六日到期。於二零二三年六月三十日，本公司並無未行使之認股權證有待行使。於二零二二年六月三十日，本公司有160,542,547份仍未行使之認股權證，可於二零二二年十月六日或之前隨時行使。倘該等認股權證獲悉數行使，會導致發行160,542,547股額外普通股。

**(c) 儲備的性質及目的**

**(i) 股份溢價**

股份溢價於本公司按高於股份面值的價格發行股份時產生，並可以繳足紅股的形式分派。股份溢價的應用受百慕達的《百慕達一九八一年公司法》第40條規管。

**(ii) 投資重估儲備**

投資重估儲備包括攤分根據香港財務報告準則第9號，指定按公平值於其他全面收益處理的股本工具(於報告期末由聯營公司持有)累計公平值變動淨額。

**(iii) 匯兌儲備**

匯兌儲備包括換算海外業務財務報表而產生的所有外匯差額。該儲備乃按照附註2(v)載述的會計政策處理。

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## 33. CAPITAL AND RESERVES (Continued)

### (d) Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that they can continue to provide returns for Shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital. The Group's overall strategy remains unchanged from prior year.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## 34. CONTINGENCIES

Prodigy Gold provides for all known environmental liabilities. In opinion of its directors, based upon current information, its current provisions for the environmental rehabilitation are adequate and are set out in Note 30.

## 33. 股本及儲備(續)

### (d) 資本管理

本集團管理資本的目的是保障本集團的持續經營能力，務求繼續為股東帶來回報，以及為其他持份者帶來利益，並且維持最佳資本結構以減少資本成本。本集團之整體策略與過往年度維持不變。

本集團按風險比例釐定資本金額。本集團因應經濟狀況變動及相關資產的風險特性管理及調整資本結構。為維持或調整資本結構，本集團或會調整所派付股息、發行新股、回購股份、新增債務、贖回現有債務或出售資產以減少債務。

本公司或其任何附屬公司概無受外部施加的資本規定所限。

## 34. 或然事項

Prodigy Gold為所有已知的環境負債作出撥備。其董事認為，根據目前的資料，其目前的環境復墾撥備屬足夠，詳情載於附註30。

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35. CATEGORIES OF FINANCIAL INSTRUMENTS

35. 金融工具之類別

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Other receivables and deposits	其他應收賬款及按金	89,477	82,659
Loan note	貸款票據	–	3,965
Loan receivables	應收貸款	346,074	362,698
Term deposits	定期存款	12,883	–
Pledged bank deposits	已抵押銀行存款	–	111,452
Bank balances and cash	銀行結餘及現金	555,169	449,069
Financial assets at amortised cost	按攤銷成本列賬的金融資產	<b>1,003,603</b>	1,009,843
Financial assets at FVTPL, mandatorily measured at FVTPL	按公平值於損益賬處理之金融資產，強制性按公平值於損益賬處理		
– Listed equity securities held-for-trading	– 持作買賣之上市股本證券	847,207	1,251,621
– Listed equity securities not held within the trading portfolios	– 並非於買賣組合內持有之上市股本證券	–	325,449
– Unlisted equity investments	– 非上市股本投資	16,942	44,622
– Derivative financial instruments	– 衍生金融工具		
– Warrants	– 認股權證	27,514	29,968
		<b>891,663</b>	1,651,660
<b>Financial liabilities</b>	<b>金融負債</b>		
Other payables	其他應付賬款	40,322	34,247
Lease liabilities	租賃負債	4,236	3,149
Bank and other loans	銀行及其他貸款	183,240	289,617
Financial liabilities at amortised cost	按攤銷成本列賬的金融負債	<b>227,798</b>	327,013
Financial liabilities at FVTPL	按公平值於損益賬處理之金融負債		
Trade payables designated at FVTPL	指定按公平值於損益賬處理之貿易應付賬款	9,866	64,926

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### 36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

The main risks arising from the Group's financial instruments are credit risk, liquidity risk, interest rate risk, currency risk and other price risk. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, loan receivables, other receivables, loan notes, convertible notes, pledged bank deposits and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risks associated with certain loan receivables is mitigated as they are secured (Note 20).

#### Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

As at 30 June 2023, the Group had no (2022: No) concentration of credit risk in respect of trade receivables in to a customer. Taking into account the historical settlement record of this customer, the directors of the Company considered that the Group's credit risk in respect of this trade receivable was insignificant.

Except for trade receivables designated at FVTPL, the Group performed impairment assessment for financial assets under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment are summarised as below.

### 36. 財務風險管理及金融工具之公平值

本集團金融工具所產生的主要風險為信貸風險、流動性風險、利率風險、貨幣風險及其他價格風險。下文載述本集團承受的該等風險及本集團使用以管理該等風險的金融風險管理政策及慣例。

#### (a) 信貸風險

信貸風險指本集團的交易對方違反其合約責任而導致本集團蒙受財務虧損的風險。本集團的信貸風險主要源自貿易應收賬款、應收貸款、其他應收款項、貸款票據、可換股票據、已抵押銀行存款及銀行結餘。本集團並無持有任何抵押品或其他信貸增強措施以為其金融資產相關信貸風險提供保障，惟若干與應收貸款有關的信貸風險因有抵押而有所緩解(附註20)。

#### 貿易應收賬款

本集團的信貸風險主要受各客戶的個別特徵，而非受客戶經營所在的行業或國家所影響，因此當本集團因個別客戶而承受重大風險時，就會產生重大信貸集中風險。

於二零二三年六月三十日，本集團並無就一位客戶的貿易應收賬款承擔信貸集中風險(二零二二年：無)。考慮到該客戶的過往結算記錄，本公司董事認為本集團就該貿易應收賬款的信貸風險屬不重大。

除指定按公平值於損益賬處理之貿易應收賬款外，本集團根據預期信貸虧損模式對金融資產進行減值評估。有關本集團信貸風險管理、最高信貸風險及相關減值評估的資料概述如下。

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**36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

**36. 財務風險管理及金融工具之公平值(續)**

**(a) Credit risk (Continued)**

**Financial assets at amortised cost**

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the management of the Group reviews the recoverable amount of each individual debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. The Group applies general approach on loan receivables to assess for ECL prescribed by HKFRS 9. To measure ECL of loan receivables, the Group applies internal credit rating for its borrowers and they are assessed individually by reference to their past default records, their current past due exposure and an analysis of their current financial position. The ECL rates are estimated based on historical observed default rates over the expected life of the loan receivables and are adjusted for forward-looking information (for example, the current and forecasted global economy and the general economic conditions of the industry in which the borrowers operate) that is available without undue cost or effort. Such forward-looking information is used by the management of the Group to assess both the current conditions and the forecasted direction at the reporting date.

**(a) 信貸風險(續)**

按攤銷成本列賬的金融資產為盡量降低信貸風險，本集團管理層已委任一支負責釐定信貸額度、信貸審批及其他監察程序之團隊，以確保採取跟進行動收回逾期債務。此外，本集團管理層於各報告期末評估各個別債務之可收回金額，以確保對不可收回之金額計提充足之減值虧損。本集團就應收貸款應用一般方法以按香港財務報告準則第9號的規定評估預期信貸虧損。為計量應收貸款的預期信貸虧損，本集團就其借款人應用內部信貸評級並參考彼等的過往違約記錄、彼等的當前逾期風險及彼等的當前財務狀況分析對彼等進行個別評估。預期信貸虧損率乃於應收貸款預期年期內根據過往已觀察違約率進行估計並就無須花費過多成本或精力即可獲得的前瞻性資料(例如，當前及預測全球經濟以及借款人經營所在行業的整體經濟狀況)作出調整。本集團管理層於報告日期採用該等前瞻性資料評估當前狀況及所預測方向。



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**36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)****36. 財務風險管理及金融工具之公平值(續)****(a) Credit risk (Continued)****Pledged bank deposits and bank balances**

The bank balances are placed in various authorised financial institutions either with high credit ratings or good financial background and the directors of the Company consider the credit risk of such authorised financial institutions is low. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each debtor. As at 30 June 2023, the Group had concentration of credit risk on pledged bank deposits of Nil (2022: HK\$83,025,000) in a bank in Hong Kong and on bank balances of HK\$311,186,000 (2022: HK\$158,185,000) in a bank in Hong Kong. In the opinion of directors of the Company, the credit risks on pledged bank deposits and bank balances are limited because the counterparties are banks with high credit ratings.

**Loan receivables**

As at 30 June 2023, the Group had concentration of credit risk in respect of certain loan receivables of HK\$346,074,000 (2022: HK\$340,457,000) from three borrowers (2022: two borrowers). The management of the Group reviewed the public announcements and financial information of the guarantors of these loans receivable, the records of continuous settlements of interests and the value of the underlying securities, if any, in order to assess their credit quality. In this regards, the directors of the Company considered the Group's concentration of credit risk in respect of the certain material loan receivables as at 30 June 2023 was significantly reduced.

**(a) 信貸風險(續)****已抵押銀行存款以及銀行結餘**

銀行結餘存放於多家擁有高信貸評級或良好財務背景的授權金融機構且本公司董事認為該等授權金融機構的信貸風險較低。本集團之信貸風險主要受各債務人之個別特性影響。於二零二三年六月三十日，本集團於香港一間銀行之已抵押銀行存款為零(二零二二年：83,025,000港元)及於香港一間銀行之銀行結餘311,186,000港元(二零二二年：158,185,000港元)存在集中信貸風險。本公司董事認為，由於交易對手方為高信貸評級之銀行，該等已抵押銀行存款及銀行結餘之信貸風險有限。

**應收貸款**

於二零二三年六月三十日，本集團來自三名借款人(二零二二年：兩名借款人)之若干應收貸款346,074,000港元(二零二二年：340,457,000港元)存在信貸集中風險。本集團管理層審閱應收貸款擔保人的公開公告及財務資料、利息持續償付的記錄以及相關證券的價值(如有)以評估其信貸質素。就此而言，本公司董事認為，本集團於二零二三年六月三十日有關若干重大應收貸款的信貸集中風險已大幅降低。

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

36. 財務風險管理及金融工具之公平值(續)

(a) Credit risk (Continued)

Loan receivables (Continued)

The directors of the Company estimate the estimated loss rates of loan receivables based on historical credit loss experience of the debtors as well as the fair value of the collateral pledged by the customers (if any) to the loan receivables. Based on assessment by the directors of the Company, the amount of impairment made and movement in the loss allowance account in respect of loan receivables during the year is as follows:

(a) 信貸風險(續)

應收貸款(續)

本公司董事根據債務人之過往信貸虧損經驗以及客戶就應收貸款所質押之抵押品(如有)之公平值,估計應收貸款之估計虧損率。根據本公司董事之評估,年內減值計提撥備及應收貸款之虧損撥備賬之變動如下:

		Not credit-impaired 未發生信貸減值		Credit-impaired 已發生信貸減值		Total 總計			
		Stage 1 第一階段	Stage 2 第二階段	Stage 3 第三階段					
		Gross exposure	Allowance for ECL	Gross exposure	Allowance for ECL	Gross exposure	Allowance for ECL		
		承受虧損撥備總額	預期信貸虧損撥備	承受虧損撥備總額	預期信貸虧損撥備	承受虧損撥備總額	預期信貸虧損撥備		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
		千港元	千港元	千港元	千港元	千港元	千港元		
At 1 July 2021	於二零二一年七月一日	476,160	(7,572)	-	-	41,514	(16,252)	517,674	(23,824)
New loan/financing originated	來自新貸款/融資	40,274	(754)	-	-	6,978	-	47,252	(754)
Loans/financing derecognised or repaid during the year (other than write-offs)	年內終止確認或已償還的貸款/融資(不包括撇銷)	(149,888)	5,230	-	-	(17,098)	-	(166,986)	5,230
Modification	修改	1,977	-	-	-	-	-	1,977	-
Net remeasurement of ECL without transfer of stage	無階段轉移的預期信貸虧損重新計量淨額	-	(550)	-	-	-	(2,313)	-	(2,863)
Assignment of a loan receivable	轉讓一宗應收貸款	-	-	-	-	(10,964)	7,819	(10,964)	7,819
Exchange difference	匯兌差額	(11,863)	-	-	-	-	-	(11,863)	-
At 30 June 2022 and 1 July 2022	於二零二二年六月三十日及於二零二二年七月一日	356,660	(3,646)	-	-	20,430	(10,746)	377,090	(14,392)
New loan/financing originated	來自新貸款/融資	111,633	-	-	-	-	-	111,633	-
Loans/financing derecognised or repaid during the year (other than write-offs)	年內終止確認或已償還的貸款/融資(不包括撇銷)	(86,641)	-	-	-	-	-	(86,641)	-
Modification	修改	(847)	-	-	-	-	-	(847)	-
Unwinding interest	未償還利息	-	-	-	-	7,452	(7,452)	7,452	(7,452)
Net remeasurement of ECL without transfer of stage	無階段轉移的預期信貸虧損重新計量淨額	-	(2,031)	-	-	-	(9,684)	-	(11,715)
Exchange difference	匯兌差額	(29,054)	-	-	-	-	-	(29,054)	-
At 30 June 2023	於二零二三年六月三十日	351,751	(5,677)	-	-	27,882	(27,882)	379,633	(33,559)

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**36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)****36. 財務風險管理及金融工具之公平值(續)****(a) Credit risk (Continued)****Other receivables**

For other receivables and deposits, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the year ended 30 June 2023 and 2022, the Group assessed the ECL for other receivables and deposits were insignificant and thus no loss allowance was recognised.

The Group's exposure to credit risk arising from refundable rental deposits is considered to be low, taking into account (i) the landlords' credit rating and (ii) the remaining lease term and the period covered by the rental deposits.

**Loan note**

As at 30 June 2022, the Group had concentration of credit risk in respect of loan note of HK\$3,965,000 into one entity. The loan note was fully settled during the year. The management of the Group reviewed the public announcements and financial information of the guarantor of these loan notes as well as subsequent settlements of interests in order to assess their credit quality. In this regard, the directors of the Company considered that the Group's credit risk in respect of the loan note was significantly reduced.

**(a) 信貸風險(續)****其他應收賬款**

就其他應收賬款及按金而言，本公司董事根據過往償付記錄、過往經驗以及合理且有依據的前瞻性定量及定性資料，對其他應收賬款及按金的可收回性進行定期個別評估。本公司董事認為自初次確認以來該等款項的信貸風險並無顯著增加且本集團根據12個月預期信貸虧損撥備減值。截至二零二三年及二零二二年六月三十日止年度，本集團評估其他應收賬款及按金的預期信貸虧損並不重大，因此並無確認虧損撥備。

經計及(i)業主的信用評級及(ii)剩餘租期及租賃按金所涵蓋的期間，本集團因可退還租賃按金所產生的信貸風險被認為較低。

**貸款票據**

於二零二二年六月三十日，本集團來自一個實體的貸款票據3,965,000港元存在信貸集中風險。該貸款票據已於年內悉數結清。本集團管理層審閱該等貸款票據的擔保人的公開公告及財務資料以及其後利息償付情況以評估其信貸質素。就此而言，本公司董事認為，本集團有關該等貸款票據的信貸風險已大幅降低。

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

36. 財務風險管理及金融工具之公平值(續)

(a) Credit risk (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

(a) 信貸風險(續)

本集團之內部信貸風險評級評估包括以下類別：

Internal credit rating 內部信貸評級	Description 說明	Financial assets at amortised cost 按攤銷成本列賬的金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易對手方的違約風險較低，且並無任何逾期款項	12m ECL 12個月預期信貸虧損
Medium risk 中風險	Debtor frequently repays after due dates but usually settle in full 債務人經常於逾期日後還款，但通常悉數結算	12m ECL 12個月預期信貸虧損
High risk 高風險	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 根據內部或外部來源得到的資料，信貸風險自初次確認以來大幅增加	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 未發生信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產已發生信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損 – 已發生信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重的財務困難且本集團不認為日後可收回有關款項	Amount is written off 有關款項獲撇銷

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

36. 財務風險管理及金融工具之公平值(續)

(a) Credit risk (Continued)

The tables below detail the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

(a) 信貸風險(續)

下表詳列本集團金融資產面臨的信貸風險，該等金融資產須進行預期信貸虧損評估：

	Notes	External credit rating	Internal credit rating	12m ECL or lifetime ECL	2023 Gross carrying amount 二零二三年 賬面總額 HK\$'000 千港元	2022 Gross carrying amount 二零二二年 賬面總額 HK\$'000 千港元
	附註	外部信貸評級	內部信貸評級	12個月或全期預期信貸虧損		
<b>Financial assets at amortised cost</b> 按攤銷成本列賬的金融資產						
Loan receivables 應收貸款	20	N/A 不適用	Low risk 低風險	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未發生信貸減值及進行個別評估)	351,751	356,660
			High risk 高風險	Lifetime ECL (credit impaired and assessed individually) 全期預期信貸虧損(已發生信貸減值及進行個別評估)	27,882	20,430
Loan note 貸款票據	20	N/A 不適用	Low risk 低風險	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未發生信貸減值及進行個別評估)	-	3,965
Other receivables and deposits (note (i)) 其他應收賬款及按金(附註(i))	23	N/A 不適用	Low risk 低風險	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未發生信貸減值及進行個別評估)	89,477	82,659
Term deposits 定期存款	24	N/A 不適用	N/A 不適用	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未發生信貸減值及進行個別評估)	12,883	-
Pledged bank deposits 已抵押銀行存款	24	A1 A1	N/A 不適用	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未發生信貸減值及進行個別評估)	-	111,452
Bank balances 銀行結餘	24	Baa3 to Aa1 Baa3至Aa1	N/A 不適用	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未發生信貸減值及進行個別評估)	555,169	449,069
					<b>1,037,162</b>	<b>1,024,235</b>

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

36. 財務風險管理及金融工具之公平值(續)

(a) Credit risk (Continued)

Note:

- (i) For the purpose of internal credit risk management, the Group uses past due information to assess whether credit risk has been increased significantly since initial recognition.

(a) 信貸風險(續)

附註：

- (i) 就內部信貸風險管理而言，本集團採用逾期資料以評估信貸風險自初次確認後是否顯著增加。

		2023 二零二三年			2022 二零二二年		
		Not past due/ no fixed repayment terms	Total	Not past due/ no fixed repayment terms	Total		
Past due		Past due		Past due			
逾期		未逾期／ 無固定 還款期	總計	未逾期／ 無固定 還款期	總計		
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
千港元	千港元	千港元	千港元	千港元	千港元		
Other receivables and deposits	其他應收賬款及按金	-	89,477	89,477	-	82,659	82,659

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to the parent company's board approval. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

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

For trade payables under provisional pricing arrangements and are designated at FVTPL, the amount is derived from the estimated future cash payments with reference to the Platts Iron Ore Index Price at the end of the reporting periods.

(b) 流動資金風險

本集團內個別經營實體負責其自身現金管理事宜，包括現金盈餘之短期投資及籌集貸款應付預期現金需求，惟須待母公司董事會批准方可作實。本集團之政策為定期監察其流動資金需求，以確保其維持充足現金儲備，以應付長短期之流動資金需要。

下表列載本集團之非衍生金融負債於報告期末之餘下合約期限，基準為合約未貼現現金流量(包括按合約利率，或如屬浮息，則按報告期末當時利率計算之利息付款)及本集團須予支付之最早日期。

就有臨時定價安排及指定按公平值於損益賬處理之貿易應付賬款而言，有關金額乃按經參考於報告期末之普氏鐵礦石價格指數所估計之未來現金付款計算得出。

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

36. 財務風險管理及金融工具之公平值(續)

(b) Liquidity risk (Continued)

(b) 流動資金風險(續)

		2023 二零二三年				Carrying amount at 30 June 2023 於二零二三年六月三十日的賬面值
		Within 1 year or on demand 一年內或按要求	More than 1 year but less than 2 years 一年以上但兩年以內	More than 2 years but less than 5 years 兩年以上但五年以內	Total contractual undiscounted cash flows 未折現合約現金流量總額	2023 二零二三年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Non-derivative financial liabilities	非衍生金融負債					
- Other payables	- 其他應付賬款	40,322	-	-	40,322	40,322
- Bank and other loans	- 銀行及其他貸款	183,240	-	-	183,240	183,240
- Lease liabilities	- 租賃負債	2,800	1,498	157	4,455	4,236
		226,362	1,498	157	228,017	227,798
Trade payables designated at FVTPL	指定按公平值於損益賬處理之貿易應付賬款	9,866	-	-	9,866	9,866
		236,228	1,498	157	237,883	237,664

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

36. 財務風險管理及金融工具之公平值(續)

(b) Liquidity risk (Continued)

(b) 流動資金風險(續)

		2022 二零二二年			Total	Carrying
		More than	More than		contractual	amount
		1 year but	2 years but		undiscounted	at 30 June
		less than	less than		cash flows	2022
		2 years	5 years			於
		on demand				未折現
						二零二二年
		一年內或	一年以上	兩年以上	合約現金	六月三十日
		按要求	但兩年以內	但五年以內	流量總額	的賬面值
		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
Non-derivative financial liabilities	非衍生金融負債					
- Other payables	- 其他應付賬款	34,247	-	-	34,247	34,247
- Bank and other loans	- 銀行及其他貸款	289,617	-	-	289,617	289,617
- Lease liabilities	- 租賃負債	2,151	1,137	-	3,288	3,149
		326,015	1,137	-	327,152	327,013
Trade payables designated at FVTPL	指定按公平值於損益賬處理之貿易應付賬款	64,926	-	-	64,926	64,926
		390,941	1,137	-	392,078	391,939



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## 36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

## 36. 財務風險管理及金融工具之公平值(續)

## (c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group is exposed to cash flow interest rate risk in relation to variable-rate loan receivable, pledged bank deposits and bank balances as at 30 June 2023 and 2022. The Group is exposed to fair value interest rate risk in relation to fixed-rate loan receivables, loan notes and lease liabilities as at 30 June 2023 and 2022. The Group currently does not have any interest rate hedging policy. The directors of the Company monitor the interest rate exposure and will consider necessary actions when significant interest rate exposure is anticipated.

## (i) Interest rate risk profile

The following table, as reported to the management of the Group, details the interest rate risk profile of the Group's loan receivables at the end of the reporting period:

## (c) 利率風險

利率風險指金融工具的公平值或未來現金流量將因市場利率改變而波動的風險。

於二零二三年及二零二二年六月三十日，本集團所承受之現金流量利率風險與浮息應收貸款、已抵押銀行存款及銀行結餘有關。於二零二三年及二零二二年六月三十日，本集團就定息應收貸款、貸款票據及租賃負債面臨公平值利率風險。本集團當前未採取任何利率對沖政策。本公司董事監控利率風險狀況，並將於預期出現重大利率風險時考慮採取必要措施。

## (i) 利率風險概況

下表已向本集團管理層匯報，詳列本集團於報告期末應收貸款的利率風險概況：

		Notional Amount 面值	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Fixed rate	定息		
– Loan receivables	– 應收貸款	346,074	363,781
– Pledged deposits	– 已抵押存款	–	111,452
– Term deposits	– 定期存款	12,883	–
– Bank balances	– 銀行結餘	555,169	449,069
		914,126	924,302
Variable rate	浮息		
– Loan receivables	– 應收貸款	–	13,309
– Bank and other loans	– 銀行及其他貸款	(183,240)	(289,617)
		(183,240)	(276,308)
		730,886	647,994

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截至二零二三年六月三十日止年度

**36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

**36. 財務風險管理及金融工具之公平值(續)**

**(c) Interest rate risk (Continued)**

**(ii) Sensitivity analysis**

At 30 June 2023, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have increased/decreased the Group's loss after tax and decrease/increase accumulated profits by approximately HK\$1,530,000 (2022: increase/decrease the Group's loss after tax and decrease/increase accumulated profits by HK\$2,285,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate loan receivables and bank and other loans.

The sensitivity analyses above have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis points (2022: 100 basis points) increase or decrease in variable rate loan receivables is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. The analysis is performed on the same basis as 2022.

No interest rate sensitivity analysis is disclosed, as in the opinion of the directors of the Company, the interest rate sensitivity does not give additional value in view of insignificant exposure of interest bearing pledged bank deposits and bank balances as at the end of the reporting period. The Group's exposure to interest rates on financial liabilities is detailed in the liquidity risk management section of this note.

**(c) 利率風險(續)**

**(ii) 敏感度分析**

於二零二三年六月三十日，估計利率普遍上升／下跌100個基點，而所有其他變量保持不變，本集團的除稅後虧損將增加／減少及本集團累計溢利將減少／增加約1,530,000港元(二零二二年：本集團的除稅後虧損將增加／減少及累計溢利將減少／增加2,285,000港元)。這主要由於本集團因其浮息應收貸款及銀行及其他貸款而承受利率風險所致。

以上敏感度分析乃按報告期末所承受的利率風險釐定。編製分析時假設於報告期末尚未償還金融工具於整個年度尚未償還。在內部向主要管理人員匯報利率風險時，採用浮息應收貸款的100個基點(二零二二年：100個基點)上升或下跌，代表管理層對利率的合理可能變動的評估。分析按與二零二二年相同的基準進行。

由於本公司董事認為，於報告期末之計息已抵押銀行存款及銀行結餘風險不大，利率敏感度不會帶來額外價值，故並無披露利率敏感度分析。本集團金融負債之利率風險於本附註流動資金風險管理一節中詳述。

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截至二零二三年六月三十日止年度

## 36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

## 36. 財務風險管理及金融工具之公平值(續)

## (d) Currency risk

## (i) Exposure to currency risk

The Group is exposed to currency risk primarily through sales and purchases and provision of loan financing which give rise to receivables, payables and bank balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily Renminbi (“RMB”), United States dollars (“US\$”), Australian dollars (“A\$”), Canadian dollars (“CAD”) and British Pound (“GBP”). The Group ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

The following table details the Group’s exposure at the end of the reporting period to currency risk arising from recognised monetary financial assets and monetary financial liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Hong Kong dollars, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of foreign operations into the Group’s presentation currency are excluded.

## (d) 外幣風險

## (i) 外幣風險

本集團承受的外幣風險主要來自以外幣(即有關交易的營運的功能貨幣以外之貨幣)計值的銷售及採購及提供貸款融資所產生的應收賬款、應付賬款及銀行結餘。產生該風險之貨幣主要為人民幣(「人民幣」)、美元(「美元」)、澳元(「澳元」)、加元(「加元」)及英鎊(「英鎊」)。本集團確保透過於必要時以即期匯率買入或出售外幣以解決短期失衡情況，從而將淨風險承擔保持於可接受之水平。

下表詳述本集團於報告期末因已確認貨幣金融資產及貨幣金融負債(以資產及負債相關實體功能貨幣以外貨幣計值)而產生的貨幣風險。就呈列而言，有關風險金額乃以港元列示，使用年度結算日的即期匯率換算。因換算海外業務的財務報表為本集團呈列貨幣的匯兌差額除外。

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

36. 財務風險管理及金融工具之公平值(續)

(d) Currency risk (Continued)

(d) 外幣風險(續)

(i) Exposure to currency risk (Continued)

(i) 外幣風險(續)

		2023 二零二三年				
		US\$ 美元 HK\$'000 千港元	RMB 人民幣 HK\$'000 千港元	A\$ 澳元 HK\$'000 千港元	CAD 加元 HK\$'000 千港元	GBP 英鎊 HK\$'000 千港元
Other receivables and rental deposits	其他應收賬款及租賃按金	705	3,797	6,857	1,013	525
Loan receivables	應收貸款	-	327,628	-	-	-
Bank balances	銀行結餘	28,160	19,365	134,220	87,514	149,441
Other payables	其他應付賬款	(109)	-	(4,915)	(836)	-
Net exposure arising from recognised assets and liabilities	已確認資產及負債產生之風險淨額	28,756	350,790	136,162	87,691	149,966

		2022 二零二二年				
		US\$ 美元 HK\$'000 千港元	RMB 人民幣 HK\$'000 千港元	A\$ 澳元 HK\$'000 千港元	CAD 加元 HK\$'000 千港元	GBP 英鎊 HK\$'000 千港元
Other receivables and rental deposits	其他應收賬款及租賃按金	24,521	22,343	6,305	141	2,284
Loan receivables	應收貸款	-	340,457	12,557	-	-
Loan note	貸款票據	3,965	-	-	-	-
Bank balances	銀行結餘	25,272	843	51,025	90,826	61,862
Other payables	其他應付賬款	(66)	-	(1,012)	(1,235)	-
Bank and other loans	銀行及其他貸款	(126,343)	-	(43,274)	-	-
Net exposure arising from recognised assets and liabilities	已確認資產及負債產生之風險淨額	(72,651)	363,643	25,601	89,732	64,146

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

36. 財務風險管理及金融工具之公平值(續)

(d) Currency risk (Continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit/loss after tax (and accumulated profits) that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies.

(d) 外幣風險(續)

(ii) 敏感度分析

下表顯示本集團除稅後溢利／虧損(及累計溢利)因本集團所承受重大風險的匯率已於報告期末轉變(假設所有其他風險變數維持不變)而即時出現的變化。就此而言，假設港元與美元之掛鈎匯率在很大程度上將不受美元兌其他貨幣之價值之任何變動影響。

		2023		2022	
		二零二三年		二零二二年	
		Increase/ (decrease) in foreign exchange rate	Decrease/ (increase) in loss after income tax 除所得稅後 虧損減少/ (增加)	Increase/ (decrease) in foreign exchange rate	Increase/ (decrease) in profit after income tax 除所得稅後 溢利增加/ (減少)
		%	HK\$'000 千港元	%	HK\$'000 千港元
RMB	人民幣	10	34,697	10	35,982
		(10)	(34,697)	(10)	(35,982)
A\$	澳元	10	11,378	10	2,352
		(10)	(11,378)	(10)	(2,352)
CAD	加元	10	7,322	10	7,493
		(10)	(7,322)	(10)	(7,493)
GBP	英鎊	10	12,528	10	5,362
		(10)	(12,528)	(10)	(5,362)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' profit or loss after tax and equity measured in the respective functional currencies, translated into HK\$ at the exchange rate ruling at the end of the reporting period for presentation purposes.

上表所載分析結果指為呈列目的而將以相關功能貨幣計量的各集團實體除稅後溢利或虧損及權益按報告期末現行匯率兌換為港元的綜合即時影響。

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**36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

**36. 財務風險管理及金融工具之公平值(續)**

**(d) Currency risk (Continued)**

**(ii) Sensitivity analysis (Continued)**

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those monetary financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis is performed on the same basis for 2022.

**(e) Foreign currency price risk**

The Group is engaged in equity securities trading and investments which are denominated in foreign currencies and is therefore exposed to foreign currency price risk. 67% (2022: 73%) of the Group's equity investments, including listed securities held-for-trading, listed securities not held within the trading portfolios, unlisted equity investments, and derivative financial instruments are denominated in currencies other than the functional currency of the group entities.

The carrying amounts of the Group's foreign currency denominated equity investments and derivative financial instruments at the end of the reporting period are set out as follows:

**(d) 外幣風險(續)**

**(ii) 敏感度分析(續)**

敏感度分析假設外匯匯率變動已應用於重新計量本集團於報告期末面臨外匯風險的貨幣金融工具。分析按與二零二二年相同的基準進行。

**(e) 外幣價格風險**

本集團從事股本證券買賣及投資，其主要貨幣單位為外幣，因此須承受外幣價格風險。本集團67%(二零二二年：73%)之股本投資(包括持作買賣上市證券、並非於買賣組合內持有之上市證券、非上市股本投資及衍生金融工具)之貨幣單位並非集團實體之功能貨幣。

於報告期末，本集團以外幣計值之股本投資及衍生金融工具之賬面值載列如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
US\$	美元	74,386	209,150
A\$	澳元	321,056	692,532
GBP	英鎊	54,637	148,141
CAD	加元	147,509	152,344
NOK	挪威克朗	572	-

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## 36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

## 36. 財務風險管理及金融工具之公平值(續)

## (e) Foreign currency price risk (Continued)

## Sensitivity analysis

The following table details the Group's sensitivity to a 10% (2022: 10%) increase and decrease in HK\$ against foreign currencies and all other variables are held constant. US\$ is not included in sensitivity analysis, as HK\$ is pegged to US\$, the Group does not expect any significant movements in the US\$/HK\$ exchange rate. 10% (2022: 10%) is the sensitivity rate used by the management in the assessment of the reasonably possible change in foreign exchange rates. A positive number below indicates an decrease in post-tax loss (2022: decrease in post-tax profit) for the year where foreign currencies strengthen 10% (2022: 10%) against HK\$. For a 10% (2022: 10%) weakening of foreign currencies against HK\$, there would be an equal and opposite impact on the post-tax loss (2022: post-tax loss) for the year.

## (e) 外幣價格風險(續)

## 敏感度分析

下表詳列本集團對港元兌外幣匯率上升及下跌10%(二零二二年: 10%)之敏感度,而所有其他變量保持不變。美元並未計入此敏感度分析,因港元與美元掛鈎,本集團預期美元兌港元之匯率不會有任何重大變動。10%(二零二二年: 10%)乃管理層評估外幣匯率之合理可能變動所使用之敏感度比率。下列正數表示外幣兌港元升值10%(二零二二年: 10%)時年度除稅後虧損(二零二二年: 除稅後溢利減少)的減幅。若外幣兌港元貶值10%(二零二二年: 10%),則會對年度除稅後虧損(二零二二年: 除稅後虧損)造成等額相反影響。

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Decrease in post-tax loss (2022: Decrease in post-tax loss) for the year	年度除稅後虧損減少 (二零二二年: 除稅後 虧損減少)	52,377	99,302

## (f) Equity price risk

The Group is exposed to equity price risk through its investments, including listed securities held-for-trading, unlisted equity investments and listed securities not held within the trading portfolios. The management of the Group manages this exposure by maintaining a portfolio of investments with different risk and return profiles.

## (f) 股價風險

本集團因其投資(包括持作買賣之上市證券、非上市股本投資及並非於買賣組合內持有之上市證券)而承受股價風險。本集團管理層透過持有風險及回報情況不同之投資組合而管理有關風險。

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**36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

**36. 財務風險管理及金融工具之公平值(續)**

**(f) Equity price risk (Continued)**

**Sensitivity analysis**

The sensitivity analyses below have been determined based on the listed equity securities exposure to price risk at the end of the reporting period. If equity price (in the relevant currencies in which the investments are denominated) had been 30% higher/lower (2022: 30% higher/lower) and all other variables are held constant, post-tax loss for the year ended 30 June 2023 would decrease/increase by HK\$239,634,000 (2022: post-tax profit would decrease/increase by HK\$451,091,000). This is mainly due to the changes in fair value of listed securities held-for-trading and listed securities not held within the trading portfolios.

The sensitivity analyses below have been determined based on the unlisted equity investments at FVTPL exposure to price risk at the end of the reporting period. If equity price (in the relevant currencies in which the investments are denominated) had been 30% higher/lower (2022: 30% higher/lower) and all other variables are held constant:

- post-tax loss for the year ended 30 June 2023 would decrease/increase by HK\$5,083,000 (2022: post-tax loss would decrease/increase by HK\$13,387,000) as a result of changes in fair value of unlisted equity investments at FVTPL of HK\$16,942,000 (2022: HK\$44,622,000).

**(f) 股價風險(續)**

**敏感度分析**

以下敏感度分析乃按報告期末上市股本證券之價格風險釐定。假設股本價格(以該等投資之相關計值貨幣計值)上升/下降30%(二零二二年:上升/下降30%)而所有其他變量保持不變,截至二零二三年六月三十日止年度之除稅後虧損將減少/增加239,634,000港元(二零二二年:除稅後溢利將不會減少/增加451,091,000港元)。這主要由持作買賣之上市證券及並非於買賣組合內持有之上市證券之公平值變動而引起。

以下敏感度分析乃按報告期末按公平值於損益賬處理之非上市股本投資之價格風險釐定。假設股本價格(以該等投資之相關計值貨幣計值)升高/下降30%(二零二二年:升高/下降30%)而所有其他變量保持不變:

- 由於按公平值於損益賬處理之非上市股本投資之公平值變動16,942,000港元(二零二二年:44,622,000港元),截至二零二三年六月三十日止年度之除稅後虧損將減少/增加5,083,000港元(二零二二年:除稅後虧損將減少/增加13,387,000港元)。



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**36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

**36. 財務風險管理及金融工具之公平值(續)**

**(g) Other price risk**

The Group is exposed to other price risk through its derivative financial instruments (the warrants) at the end of the reporting period with changes in fair value to be recognised in the profit or loss. The fair value adjustment of these financial instruments would be affected positively or negatively, among others, by changes in equity price of the issuers.

**(g) 其他價格風險**

於報告期末，本集團因衍生金融工具(認股權證)而面臨其他價格風險，有關公平值變動於損益內確認。該等金融工具的公平值調整可能因(其中包括)發行人所收取股價的變動而受到正面或負面影響。

**Sensitivity analysis**

As at 30 June 2023, if the underlying equity securities of the warrants had been 30% (2022: 30%) higher/lower and all other variables were held constant, the fair values of the warrants will increase/decrease and the Group's post-tax loss would decrease/increase by HK\$8,255,000 (2022: the Group's post-tax loss would decrease/increase by HK\$8,990,000).

**敏感度分析**

於二零二三年六月三十日，假設認股權證的相關股本證券的股本價格上升/下降30%(二零二二年：30%)而所有其他變量保持不變，則認股權證的公平值將增加/減少及本集團的除稅後虧損將減少/增加8,255,000港元(二零二二年：本集團除稅後虧損將減少/增加8,990,000港元)。

**Commodity price risk**

The Group is also exposed to commodity price risk as the Group's sales and purchases are subject to provisional pricing arrangements, predominantly iron ores prices. The Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

**商品價格風險**

本集團亦承受商品價格風險，因為本集團須按臨時定價安排作出買賣(主要為鐵礦石價)。本集團已委任特別團隊以監控價格風險，並於必要時將考慮對沖風險。

**(h) Fair value measurements of financial instruments**

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

**(h) 金融工具之公平值計量**

本附註提供資料以展示本集團如何釐定不同金融資產及金融負債之公平值。

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

36. 財務風險管理及金融工具之公平值(續)

(h) Fair value measurements of financial instruments (Continued)

(h) 金融工具之公平值計量(續)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

以經常基準按公平值計量之本集團金融資產及金融負債之公平值

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial instruments are determined (in particular, the valuation technique(s) and inputs used).

本集團之部份金融資產及金融負債於各個報告期末按公平值計量。下表載列關於如何釐定該等金融工具之公平值的資料(特別是所採用的估值技術及輸入數據)。

Financial instruments	Fair value as at 30 June 2023 於二零二三年 六月三十日 之公平值 HK\$'000 千港元	Fair value as at 30 June 2022 於二零二二年 六月三十日 之公平值 HK\$'000 千港元	Fair value hierarchy	Valuation technique(s) and key input(s)
(1) Equity securities held within the trading portfolios 於買賣組合內持有之股本證券				
– Listed equity securities – 上市股本證券	847,207	1,251,621	Level 1 第一級	Quoted bid prices in active markets 於活躍市場所報的買入價
– Unlisted equity securities – 非上市股本證券	11,663	37,790	Level 2 第二級	Recent Transaction Method under market approach 市場法下的最近交易法
– Unlisted equity securities – 非上市股本證券	–	1,557	Level 1 第一級	Quoted bid prices in active markets soon after the year end date 緊隨年度結算日後於活躍市場所報的買入價

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

36. 財務風險管理及金融工具之公平值(續)

(h) Fair value measurements of financial instruments (Continued)

(h) 金融工具之公平值計量(續)

Financial instruments	Fair value as at 30 June 2023	Fair value as at 30 June 2022	Fair value hierarchy	Valuation technique(s) and key input(s)
金融工具	於二零二三年六月三十日之公平值 HK\$'000 千港元	於二零二二年六月三十日之公平值 HK\$'000 千港元	公平值層級	估值技術及關鍵輸入數據
(2) Equity securities not held within the trading portfolios 並非於買賣組合內持有之股本證券				
– Unlisted equity securities – 非上市股本證券	5,279	5,275	Level 3 第三級	Price to book multiples with reference to the market price of companies comparable to the investee and the investee's net asset value and a discount rate of 13% (2022: 13%) (note (i)) 市淨率倍數，經參考與被投資公司可資比較的公司市價及被投資公司資產淨值以及13%的貼現率(二零二二年：13%) (附註(i)) At 30 June 2023, it is estimated that a general increase/decrease of discount for lack of marketability by 5%, with all other variables held constant, would have increased/decreased the Group's post-tax loss by HK\$302,000 (2022: HK\$301,000). 於二零二三年六月三十日，在所有其他變量保持不變的情況下，估計缺乏市場流通性的貼現普遍增加/減少5%，本集團的除稅後虧損增加/減少302,000港元(二零二二年：301,000港元)。
– Listed equity securities – 上市股本證券	–	325,449	Level 1 第一級	Quoted bid prices in active markets 於活躍市場所報的買入價

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

36. 財務風險管理及金融工具之公平值(續)

(h) Fair value measurements of financial instruments (Continued)

(h) 金融工具之公平值計量(續)

	Fair value as at 30 June 2023 於二零二三年 六月三十日 之公平值 HK\$'000 千港元	Fair value as at 30 June 2022 於二零二二年 六月三十日 之公平值 HK\$'000 千港元	Fair value hierarchy	Valuation technique(s) and key input(s)
Financial instruments				
金融工具			公平值層級	估值技術及關鍵輸入數據
(3) Derivative financial instruments - Warrants 衍生金融工具 - 認股權證	27,514	29,968	Level 2 第二級	Black Scholes Model with references to the quoted prices in active markets and volatility of underlying shares 採用布萊克-舒爾斯模型並參考活躍市場報價和相關股份波幅
(4) Trade payables designated at FVTPL 指定按公平值於損益賬處理之貿易應付賬款	9,866	64,926	Level 2 第二級	Derived from quoted prices in active markets after considering credit risk of the liabilities 來源於考慮負債之信貸風險後之活躍市場報價

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**36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)****36. 財務風險管理及金融工具之公平值(續)****(h) Fair value measurements of financial instruments (Continued)****(h) 金融工具之公平值計量(續)***Note:**附註：*

- (i) The fair value measurement is negatively correlated to the discount rate.

- (i) 公平值計量與貼現率成反比關係。

There were no transfers among Level 1, 2 and 3 during both years.

於兩個年度，第一級、第二級及第三級之間並無轉撥。

The Group owned equity interests in certain companies that are measured at fair value as Level 2 or Level 3 as at 30 June 2021. The fair value of these investments as at 30 June 2021 was measured using a valuation technique with unobservable inputs and hence was classified as either Level 2 or Level 3 of the fair value hierarchy. Since these companies have become listed entity on the stock exchange of Canada during the year ended 30 June 2022, with their shares traded in an active market. Therefore, the fair value of these investments as at 30 June 2022 was determined based on a published price quotation available on the stock exchange of Canada and was classified as Level 1 of the fair value hierarchy.

於二零二一年六月三十日，本集團擁有按公平值計量為第二級或第三級的若干公司股本權益。該等投資於二零二一年六月三十日的公平值，乃使用不可觀察輸入數據估值技術計量，故被分類為公平值層級的第二級或第三級。由於該等公司於截至二零二二年六月三十日止年度已成為加拿大證券交易所的上市實體，其股份於活躍市場買賣。因此，該等投資於二零二二年六月三十日的公平值，乃根據在加拿大證券交易所可獲取的公開報價釐定，被分類為公平值層級的第一級。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

36. 財務風險管理及金融工具之公平值(續)

(h) Fair value measurements of financial instruments (Continued)

(h) 金融工具之公平值計量(續)

Save as aforesaid, there were no transfers among level 1, 2 and 3 during the years ended 30 June 2023 and 2022.

除上文所披露者外，於截至二零二三年及二零二二年六月三十日止年度，第一級、第二級及第三級之間並無轉撥。

Reconciliation of Level 3 fair value measurements of financial assets

金融資產之第三級公平值計量之對賬

		Unlisted equity securities at FVTPL 按公平值於 損益賬處理 之非上市股 本證券 HK\$'000 千港元
At 1 July 2021	於二零二一年七月一日	14,252
Transfers out of level 3	轉撥出第三級	
– listing of equity securities	– 股本證券上市	(8,262)
Loss arising from changes in fair value recognised in profit or loss, net	於損益確認之公平值變動產生之虧損淨額	(715)
At 30 June 2022 and 1 July 2022	於二零二二年六月三十日及二零二二年七月一日	5,275
Gain arising from change in fair value recognised in profit or loss	於損益確認之公平值變動產生之收益	4
At 30 June 2023	於二零二三年六月三十日	5,279

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截至二零二三年六月三十日止年度

36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

36. 財務風險管理及金融工具之公平值(續)

(h) Fair value measurements of financial instruments (Continued)

(h) 金融工具之公平值計量(續)

Reconciliation of Level 3 fair value measurements of financial assets (Continued)

金融資產之第三級公平值計量之對賬(續)

The net unrealised gain during the year ended 30 June 2023 relating to financial assets that are held at the end of the reporting period which are measured at fair value and are in level 3 in the fair value hierarchy is HK\$4,000 (2022: unrealised loss of HK\$715,000). Such fair value gain/loss is included in “other gains and losses” line item in the consolidated statement of profit or loss.

截至二零二三年六月三十日止年度，於報告期末持有按公平值計量且屬於第三級公平值層級之金融資產的相關未變現淨收益為4,000港元(二零二二年：未變現虧損715,000港元)。該公平值收益/虧損計入該綜合損益表「其他收益及虧損」一項。

Fair value of the Group’s financial assets and financial liabilities carried at other than fair value

並非按公平值列賬之本集團金融資產及金融負債之公平值

The management of the Group estimates the fair value of its financial assets and financial liabilities measured at amortised cost using the discounted cash flows analysis and considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their fair values.

本集團管理層估計其以貼現現金流量分析按攤銷成本計量之金融資產及金融負債之公平值，且認為綜合財務狀況表內按攤銷成本記錄之金融資產及金融負債之賬面值與其公平值相若。

Fair value measurement and valuation process

公平值計量及估值過程

The chief financial officer of the Company is responsible to determine the appropriate valuation techniques and inputs for fair value measurements.

本公司首席財務官負責就公平值計量釐定適當的估值技術及輸入數據。

In estimating the fair value of financial instruments, the Group uses market observable data to the extent it is available. Where level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The chief financial officer of the Company works closely with these valuers to establish the appropriate valuation techniques and inputs to the model.

於估計金融工具的公平值時，本集團採用可得的市場可觀察數據。倘第一級輸入數據不可得，本集團委聘第三方合資格估值師進行估值。本公司首席財務官與該等估值師密切合作以就模型建立適當的估值技術及輸入數據。

Information about the valuation techniques and inputs used in determining the fair value of various financial instruments are disclosed above.

有關釐定各項金融工具公平值所採用估值技術及輸入數據的資料於上文披露。

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截至二零二三年六月三十日止年度

### 37. COMMITMENTS

#### Capital commitments

As at 30 June 2023 and 2022, the Group has no capital commitment.

### 38. ACQUISITION OF SUBSIDIARIES

#### During the year ended 30 June 2023

- (a) On 5 September 2022, a direct wholly-owned subsidiary of the Company entered into a sub-underwriting agreement under the rights issue by Prodigy Gold and has agreed to sub-underwrite the rights issue for an amount up to approximately A\$9,710,000 inclusive of its rights issue entitlements. Prodigy Gold is a company incorporated and listed in Australia, which is principally engaged in exploration of mine resources in Australia.

The Group's shareholdings in Prodigy Gold changed from below 20% (before the rights issue) to 49.9% on 24 October 2022 (after the rights issue) at a consideration of approximately HK\$37,572,000. Upon completion of acquisition of additional interest, Prodigy Gold and its subsidiaries (collectively the "Prodigy Gold Group") become subsidiaries of the Company. The acquisition has been accounted for as acquisition of business using the acquisition method.

### 37. 承諾

#### 資本承諾

於二零二三年及二零二二年六月三十日，本集團並無資本承諾。

### 38. 收購附屬公司

#### 截至二零二三年六月三十日止年度

- (a) 於二零二二年九月五日，本公司的直接全資附屬公司根據Prodigy Gold供股訂立分包銷協議，並同意分包銷最多約9,710,000澳元(包括其供股權利)的供股。Prodigy Gold為一家在澳洲註冊成立及上市的公司，主要在澳洲從事礦產資源的勘探。

本集團在Prodigy Gold的持股量由20%以下(供股前)變為二零二二年十月二十四日的49.9%(供股後)，代價約為37,572,000港元。完成收購額外權益後，Prodigy Gold及其附屬公司(統稱為「Prodigy Gold集團」)成為本公司的附屬公司。按收購法，該收購被計入為收購業務。



For the year ended 30 June 2023

截至二零二三年六月三十日止年度

38. ACQUISITION OF SUBSIDIARIES (Continued)

During the year ended 30 June 2023 (Continued)

(a) (Continued)

Since the acquisition, Prodigy Gold Group contributed nil and HK\$19,681,000 to the Group's revenue and to the consolidated loss for the year ended 30 June 2023 respectively.

Had the acquisition taken place at the beginning of the year, the revenue of the Group and the loss of the Group for the year ended 30 June 2023 would have been HK\$431,937,000 and HK\$336,305,000, respectively. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 July 2022, nor is it intended to be a projection of future results.

Assets and liabilities recognised at the date of acquisition

		Fair value 公平值 HK\$'000 千港元
Property, plant and equipment (Note 15)	物業、廠房及設備(附註15)	566
Exploration and evaluation expenditure (Note 21)	勘探及評估開支(附註21)	7,111
Inventories	存貨	35
Other receivables	其他應收賬款	3,706
Term deposits	定期存款	12,273
Assets held for sale (Note 31)	持作銷售之資產(附註31)	27,945
Bank balances and cash	銀行結餘及現金	45,369
Trade and other payables	貿易及其他應付賬款	(2,682)
Provisions (Note 30)	撥備(附註30)	(7,770)
<b>Total identifiable net assets at fair value</b>	<b>按公平值計量的可識別資產淨值總額</b>	<b>86,553</b>
		HK\$'000 千港元
Consideration transferred	已轉讓代價	
Cash	現金	37,572

38. 收購附屬公司(續)

截至二零二三年六月三十日止年度(續)

(a) (續)

自收購以來，Prodigy Gold集團對本集團截至二零二三年六月三十日止年度的收益及綜合虧損分別貢獻零及19,681,000港元。

倘收購在年初進行，本集團截至二零二三年六月三十日止年度的收益及虧損將分別為431,937,000港元及336,305,000港元。備考資料僅供說明用途，未必反映收購事項於二零二二年七月一日完成的情況下本集團將實際錄得的收益及經營業績，亦不擬作為未來業績的預測。

於收購日期確認的資產及負債

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

### 38. ACQUISITION OF SUBSIDIARIES (Continued)

During the year ended 30 June 2023 (Continued)

(a) (Continued)

#### Non-controlling interests

The non-controlling interest (50.1%) in Prodigy Gold recognised at the acquisition date was measured by reference to the fair value of the non-controlling interests and amounted to HK\$47,892,000.

The fair value was estimated by applying a market approach using quoted bid prices in active markets for the shares issued by Prodigy Gold.

In addition, the non-controlling interests recognised at the acquisition date include the market-based measure of all outstanding share options granted by Prodigy Gold to its employees.

These outstanding share options had been vested at the acquisition date and were measured in accordance with HKFRS 2 at their market-based measured of HK\$162,000.

#### Goodwill arising on acquisition

		HK\$'000 千港元
Consideration transferred	已轉入代價	37,572
Plus: fair value of previously held equity interest in Prodigy Gold	加：先前於Prodigy Gold持有股權的公平值	6,316
Plus: non-controlling interest (50.1%) in Prodigy Gold	加：於Prodigy Gold的非控股權益(50.1%)	47,892
Less: recognised amounts of net assets acquired	減：已確認收購淨資產金額	(86,553)
Goodwill arising on acquisition	收購所產生的商譽	5,227

### 38. 收購附屬公司(續)

截至二零二三年六月三十日止年度(續)

(a) (續)

#### 非控股權益

於收購日期確認的Prodigy Gold非控股權益(50.1%)乃參考非控股權益的公平值計量，金額為47,892,000港元。

公平值乃採納市場法使用活躍市場上Prodigy Gold所發行股份的報價進行估計。

此外，於收購日期確認的非控股權益包括Prodigy Gold授予其僱員的所有未行使購股權的市場計量。

該等未行使購股權於收購日期經已歸屬，並根據香港財務報告準則第2號以市場為基礎計量為162,000港元。

#### 收購所產生的商譽

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

## 38. ACQUISITION OF SUBSIDIARIES (Continued)

During the year ended 30 June 2023 (Continued)

(a) (Continued)

Net cash inflows arising from acquisition of Prodigy Gold

		HK\$'000 千港元
Cash consideration	現金代價	(37,572)
Add: Cash and cash equivalent balances acquired	加：已收購現金及現金等價物結餘	45,369
Net cash inflow arising from acquisition	收購產生之現金流入淨額	7,797

Acquisition-related costs amounted to nil.

The goodwill is attributable to the workforce of the acquired business. The benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. It will not be deductible for tax purposes.

The other receivables comprise gross contractual amounts due of HK\$3,706,000, of which nil was expected to be uncollectible at the date of acquisition.

## During the year ended 30 June 2022

(b) On 14 May 2021, a direct wholly-owned subsidiary of the Company (the “Purchaser I”) entered into a sale and purchase agreement (the “Sale and Purchase Agreement I”) with Allied Properties Overseas Limited (the “Vendor I”), being an indirect wholly-owned subsidiary of Allied Group Limited which is a substantial shareholder of the Company.

Pursuant to the Sale and Purchase Agreement I, (i) the Purchaser I shall acquire and the Vendor I shall sell the entire issued share capital of Allied Properties Resources Limited (“Allied Properties Resources”); and (ii) a shareholder’s loan due to the Vendor I by Allied Properties Resources shall be assigned by the Vendor I to the Purchaser I, for a cash consideration of approximately HK\$102,582,000 (collectively, the “Transaction I”). The Transaction I constituted a connected transaction of the Company.

## 38. 收購附屬公司(續)

截至二零二三年六月三十日止年度(續)

(a) (續)

收購Prodigy Gold產生的現金流入淨額

		HK\$'000 千港元
Cash consideration	現金代價	(37,572)
Add: Cash and cash equivalent balances acquired	加：已收購現金及現金等價物結餘	45,369
Net cash inflow arising from acquisition	收購產生之現金流入淨額	7,797

收購相關成本的金額為零。

該商譽歸屬於被收購企業的勞動力。有關利益並無與商譽分開確認，因其不符合可識別無形資產的確認標準。該商譽將不可用於扣稅。

其他應收賬款包括應收合約款項總額3,706,000港元，其中並無款項預期將於收購日期無法收回。

## 截至二零二二年六月三十日止年度

(b) 於二零二一年五月十四日，本公司的直接全資附屬公司(「買方I」)與Allied Properties Overseas Limited(「賣方I」，為本公司主要股東聯合集團有限公司間接全資附屬公司)訂立買賣協議(「買賣協議I」)。

根據買賣協議I，(i)買方I將收購而賣方I將出售Allied Properties Resources Limited(「Allied Properties Resources」)全部已發行股本；及(ii)Allied Properties Resources應付予賣方I的股東貸款將由賣方I轉讓予買方I，現金代價為約102,582,000港元(統稱為「交易I」)。交易I構成本公司的關連交易。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

### 38. ACQUISITION OF SUBSIDIARIES (Continued)

During the year ended 30 June 2022 (Continued)

(b) (Continued)

On 13 August 2021, all conditions precedent of the Transaction were fulfilled and the Transaction I was completed on the same date. Allied Properties Resources is an investment holding company holding 41,032,727 shares or approximately 25.83% of issued share capital of Dragon Mining, a company listed on the Stock Exchange, on 13 August 2021.

The Group elected to apply the optional concentration test in accordance with HKFRS 3 Business Combinations and concluded that the investment in Dragon Mining is considered as a single identifiable asset. Consequently, the Group determined that substantially all of the fair value of the gross assets acquired is concentrated in the investment in Dragon Mining and concluded that the acquired set of activities and assets is not a business.

Assets and liabilities recognised at the date of acquisition

		HK\$'000 千港元
Interest in an associate	於一間聯營公司之權益	102,582

Net cash outflows arising from acquisition of Allied Properties Resources

		HK\$'000 千港元
Consideration paid in cash	已付現金代價	102,582

Acquisition-related costs (included in administrative expenses) amounted to HK\$1,287,000.

### 38. 收購附屬公司(續)

截至二零二二年六月三十日止年度(續)

(b) (續)

於二零二一年八月十三日，交易的所有先決條件已獲達成及交易於同日完成。Allied Properties Resources為投資控股公司，於二零二一年八月十三日持有龍資源的41,032,727股股份或已發行股本約25.83%，龍資源為一間於聯交所上市之公司。

本集團選擇應用香港財務報告準則第3號業務合併下的選擇性集中度測試及認為於龍資源之投資應視作單一的可識別資產。因此，本集團釐定所收購的總資產公平值絕大部份集中於龍資源之投資及認為所收購的業務及資產組合並非一項業務。

於收購日期確認之資產及負債

		HK\$'000 千港元
Interest in an associate	於一間聯營公司之權益	102,582

收購Allied Properties Resources所得現金流出淨額

		HK\$'000 千港元
Consideration paid in cash	已付現金代價	102,582

收購相關支出(計入行政費用)為1,287,000港元。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

### 38. ACQUISITION OF SUBSIDIARIES (Continued)

During the year ended 30 June 2022 (Continued)

- (c) On 11 March 2022, a direct wholly-owned subsidiary of the Company (the “**Purchaser II**”) entered into a sale and purchase agreement (the “**Sale and Purchase Agreement II**”) with the joint and several receivers and managers of an independent third party (the “**Vendor II**”).

Pursuant to the Sale and Purchase Agreement II, the Purchaser II shall acquire and the Vendor II shall sell the entire issued share capital of Bowen Limited (“**Bowen**”) for a cash consideration of HK\$75,000,000 (collectively, the “**Transaction II**”).

On 18 March 2022, all conditions precedent of the Transaction II were fulfilled and the Transaction II was completed on the same date. Bowen is an investment holding company holding 45% of paid-up capital of RMB84,030,000 out of registered capital of RMB186,730,000 of Hua Neng, a company established in PRC.

Hua Neng is principally engaged in development, operation, management, production and sale of electricity for wind power plants; and provision of consultancy and related services in respect of electricity projects. Accordingly, the directors considered the acquisition an investment opportunity for the Group to further extend its natural resources investment which may enhance the returns on investment for the Group.

Since the acquisition, Hua Neng contributed profit of HK\$2,178,000 to the consolidated results of the Group for the year ended 30 June 2022, which is recognised by the Group as “share of results of a joint venture”.

Had the acquisition taken place at the beginning of the year, the loss of the Group for the year would have been HK\$471,764,000.

### 38. 收購附屬公司(續)

截至二零二二年六月三十日止年度(續)

- (c) 於二零二二年三月十一日，本公司的直接全資附屬公司(「**買方II**」)與獨立第三方之共同及個別接管人及管理人(「**賣方II**」)訂立買賣協議(「**買賣協議II**」)。

根據買賣協議II，買方II將收購而賣方II將出售寶雲有限公司(「**寶雲**」)全部已發行股本，現金代價為75,000,000港元(統稱「**交易II**」)。

於二零二二年三月十八日，交易II的所有先決條件已獲達成及交易II於同日完成。寶雲為投資控股公司，持有華能(一間於中國成立之公司)註冊股本人民幣186,730,000元中45%實繳股本人民幣84,030,000元。

華能主要從事風力發電廠電力的開發、經營、管理、生產及銷售；以及提供電力項目諮詢及相關服務。因此，董事認為收購為本集團進一步擴大其自然資源投資的投資機遇，可提高本集團的投資回報。

自收購後，華能為本集團截至二零二二年六月三十日止年度的綜合業績貢獻溢利2,178,000港元，該溢利由本集團確認為「分佔一間合營公司業績」。

倘收購於年初進行，則本集團的年度虧損將為471,764,000港元。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

38. ACQUISITION OF SUBSIDIARIES (Continued)

38. 收購附屬公司(續)

During the year ended 30 June 2022 (Continued)

截至二零二二年六月三十日止  
年度(續)

(c) (Continued)

(c) (續)

Assets and liabilities recognised at the date of  
acquisition

於收購日期確認之資產及  
負債

HK\$'000  
千港元

Interest in a joint venture	於一間合營公司之權益	104,114
Other receivables	其他應收賬款	16,930
Deferred tax liability (Note 28(a))	遞延稅項負債(附註28(a))	(2,446)

Total identifiable net assets at fair value	按公平值列賬之可識別淨資產總值	118,598
Gain on bargain purchases arising from acquisition of Bowen (Note 7)	收購寶雲產生之議價購買收益 (附註7)	(43,598)

Consideration, satisfied by cash	以現金支付代價	75,000
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Net cash outflows arising from acquisition of  
Bowen

收購寶雲所產生之現金流出  
淨額

HK\$'000  
千港元

Consideration paid in cash	已付現金代價	75,000
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Acquisition-related costs (included in administrative  
expenses) amounted to HK\$327,000.

收購相關成本(計入行政費用)為  
327,000港元。

The other receivables comprise gross contractual amounts  
due of HK\$16,930,000, of which none was expected to be  
uncollectible at the date of acquisition.

其他應收賬款包括應收合約款項  
總額16,930,000港元，其中並無  
款項預期將於收購日期無法收回。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

39. MATERIAL RELATED PARTY AND/OR CONNECTED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties and/or connected parties during the year and balances with related parties and/or connected parties at the end of the reporting period:

(a) Transactions and balances with a subsidiary of an associate, MGX:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Purchase of commodities	購買商品	549,664	257,283
Trade payables designated at FVTPL (Note 25)	指定按公平值於損益賬處理 之貿易應付賬款(附註25)	7,235	53,259
Other receivables	其他應收賬款	8,985	-

The Group entered into several commodity contracts with MGX to purchase certain quantities of iron ores from MGX for which the prices were based on the respective lump and fines Platts Iron Ore Price. The Group is required to take physical delivery of the iron ores from MGX in accordance with terms of the commodity contracts.

The trade payables due to a subsidiary of MGX is unsecured, interest free and repayable in cash.

39. 重大關聯方及／或關連方交易

除該等財務報表其他部份所詳述之交易外，本集團於年內與關聯方及／或關連方有以下交易及於報告期末有以下與關聯方及／或關連方之結餘：

(a) 與聯營公司MGX之一間附屬公司之交易及結餘：

本集團與MGX訂立若干商品合約以向MGX購買一定數量的鐵礦石，其價格乃根據塊礦及粉礦各自的普氏鐵礦石價而釐定。根據商品合約條款，本集團須自MGX實物交收鐵礦石。

應付MGX一間附屬公司的貿易應付賬款乃無抵押、免息及須以現金償還。

For the year ended 30 June 2023

截至二零二三年六月三十日止年度

39. MATERIAL RELATED PARTY AND/OR  
CONNECTED PARTY TRANSACTIONS (Continued)

39. 重大關聯方及／或關連方  
交易(續)

(b) Transactions and balances with AGL and its subsidiaries (the “AGL Group”), with AGL being a substantial shareholder of the Company exercising significant influence over the Company:

(b) 與聯合集團(為本公司主要股東，可對本公司行使重大影響力)及其附屬公司(統稱「聯合集團系」)的交易及結餘：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Reimbursement to AGL the actual costs incurred in respect of administrative services and a portion of actual costs incurred in respect of management, consultancy, strategic, internal audit, management information system consultancy and business advice services provided by senior management and selected staff of AGL to the Group in accordance with the relevant sharing of administrative services and management services agreements	根據相關行政服務及管理服務分攤協議，就聯合集團之高級管理層及選定的僱員向本集團提供行政服務所產生之實際成本及提供管理、顧問、策略、內部審核、管理資訊系統顧問及業務建議服務所產生之部份實際成本向聯合集團作出償付	2,283	1,779
Rental and building management expenses payable to the AGL Group (note (i))	應付聯合集團系租金及樓宇管理費(附註(i))	2,494	2,045
Amounts due to the AGL Group (included in other payables) (note (ii))	應付聯合集團系款項(計入其他應付賬款)(附註(ii))	539	500
Future minimum lease payments payable to the AGL Group (note (i))	應付聯合集團系未來最低租賃付款(附註(i))		
– within one year	– 一年以內	2,739	2,085
– after one year but not more than five years	– 一年後但不超過五年	1,437	1,087
		4,176	3,172
Present value of lease liabilities payable to the AGL Group (note (i))	應付聯合集團系租賃負債現值(附註(i))		
– within one year	– 一年以內	2,663	2,035
– after one year but not more than five years	– 一年後但不超過五年	1,324	1,003
		3,987	3,038
Interest expense on lease liabilities in relation to rental payable to the AGL Group	與應付聯合集團系租金相關之租賃負債之利息開支	148	172



For the year ended 30 June 2023

截至二零二三年六月三十日止年度

**39. MATERIAL RELATED PARTY AND/OR CONNECTED PARTY TRANSACTIONS (Continued)**

**39. 重大關聯方及／或關連方交易(續)**

**(b) Transactions and balances with AGL and its subsidiaries (the “AGL Group”), with AGL being a substantial shareholder of the Company exercising significant influence over the Company: (Continued)**

**(b) 與聯合集團(為本公司主要股東，可對本公司行使重大影響力)及其附屬公司(統稱「聯合集團系」)的交易及結餘：(續)**

Notes:

附註：

- (i) The Group entered into a two-year lease in respect of a leasehold property from AGL for use as office in Hong Kong. The amount of rent payable by the Group under the lease is approximately HK\$151,000 per month (2022: approximately HK\$120,000 per month).

- (i) 本集團就向聯合集團租用租賃物業作為香港辦公室，訂立兩年租約。本集團根據租約的應付租金每月約為151,000港元(二零二二年：每月約120,000港元)。

The Group entered into a three-year lease starting from 1 October 2021 in respect of a leasehold property from 上海天安中心大廈有限公司, which is an indirect non-wholly owned subsidiary of AGL, for use as office in the PRC. The amount of rent payable by the Group under the lease is approximately RMB71,000 per month.

本集團就向上海天安中心大廈有限公司(為聯合集團的間接非全資附屬公司)租用租賃物業作為中國辦公室，訂立三年租約，自二零二一年十月一日起生效。本集團根據租約的應付租金每月約為人民幣71,000元。

At 30 June 2023 and 2022, the total future minimum lease payments and present value of lease liabilities in respect of the leased property payable to the AGL Group, which is included in lease liabilities as set out in Note 27 are disclosed above.

於二零二三年及二零二二年六月三十日，就租賃物業應付聯合集團系的未來最低租賃付款總額及租賃負債現值，計入附註27列載的租賃負債，並已於上文披露。

During the year ended 30 June 2023, the lease rentals and building management expenses paid or payable to the AGL Group is HK\$2,494,000 (2022: HK\$2,045,000) as disclosed above.

於截至二零二三年六月三十日止年度，已付或應付予聯合集團系的租賃租金及樓宇管理費為2,494,000港元(二零二二年：2,045,000港元)，已於上文披露。

- (ii) The amounts due to the AGL Group are unsecured, interest free and repayable in cash on a monthly cost basis.

- (ii) 應付聯合集團系的款項為無抵押、免息及須按每月費用基準以現金償還。

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截至二零二三年六月三十日止年度

**39. MATERIAL RELATED PARTY AND/OR  
CONNECTED PARTY TRANSACTIONS (Continued)**

**39. 重大關聯方及／或關連方  
交易(續)**

**(c) Transactions and balances with Best  
Advantage:**

**(c) 與Best Advantage之交易  
及結餘：**

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest income from loan receivable	應收貸款之利息收入	11,101	11,961
Loan receivable	應收貸款	194,843	211,385

**(d) Transactions and balances with SHK BVI, an  
indirect non-wholly-owned subsidiary of AGL:**

**(d) 與聯合集團之間接非全資附  
屬公司SHK BVI之交易及  
結餘：**

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest income from loan note (Note 6(a))	貸款票據之利息收入 (附註6(a))	34	181
Loan note (Note 20)	貸款票據(附註20)	-	3,965

**(e) Transactions and balances with AP Finance  
Limited, an indirect wholly-owned subsidiary of  
AGL:**

**(e) 與聯合集團之間接全資附屬  
公司AP Finance Limited  
之交易及結餘：**

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest expenses on other loan	其他貸款之利息開支	4,859	3,340
Other loan (Note 26)	其他貸款(附註26)	20,500	169,617

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截至二零二三年六月三十日止年度

39. MATERIAL RELATED PARTY AND/OR CONNECTED PARTY TRANSACTIONS (Continued)

- (f) Transaction with Sun Hung Kai & Co. Limited, an indirect non-wholly-owned subsidiary of AGL:

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Travelling expense charged to the Group 向本集團收取的差旅開支	2,060	-

(g) Compensation of key management personnel

The remuneration of key management who are directors of the Company and members of the senior management of the Group during the year, including amounts paid to the Company's directors as disclosed in Note 11.

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Short-term employee benefits 短期僱員福利	8,576	8,176
Post-employment benefits 離職後福利	194	171
	<b>8,770</b>	<b>8,347</b>

The remuneration of key management is determined by the remuneration committee having regard to the position, experience, qualification and performance of the individuals and market trends.

During the years ended 30 June 2023 and 2022, certain key management personnel of the Group received remuneration from AGL which provided management services to the Group and charged the Group a fee for services provided by these personnel. Details of the management services and the related expenses are set out in Note 39(b) and such key management personnel related expenses are included in the amounts disclosed above.

39. 重大關聯方及／或關連方交易(續)

- (f) 與聯合集團之間接非全資附屬公司Sun Hung Kai & Co. Limited之交易：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Travelling expense charged to the Group 向本集團收取的差旅開支	2,060	-

(g) 主要管理人員報酬

主要管理人員(為本公司董事及本集團高級管理層成員)於年內之薪酬包括如附註11所披露之已付本公司董事款項。

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Short-term employee benefits 短期僱員福利	8,576	8,176
Post-employment benefits 離職後福利	194	171
	<b>8,770</b>	<b>8,347</b>

主要管理人員之薪酬乃由薪酬委員會經考慮個別人士之職位、經驗、資質及表現以及市場趨勢釐定。

於截至二零二三年及二零二二年六月三十日止年度，本集團若干名主要管理人員向為本集團提供管理服務之聯合集團收取薪酬，而聯合集團就該等人員提供之服務向本集團收取費用。有關管理服務及相關開支之詳情載於附註39(b)及有關主要管理人員相關開支計入上文所披露金額中。

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截至二零二三年六月三十日止年度

39. MATERIAL RELATED PARTY AND/OR  
CONNECTED PARTY TRANSACTIONS (Continued)

39. 重大關聯方及／或關連方  
交易(續)

(g) Compensation of senior management  
personnel

(g) 高級管理人員報酬

Included in the key management personnel of the Group are three (2022: three) senior management personnel of which two (2022: two) are also directors of the Company. An analysis of remuneration paid and payable to the senior management personnel of the Group during the year is set out as follows:

本集團主要管理人員包括三名(二零二二年: 三名)高級管理人員, 其中兩名(二零二二年: 兩名)亦為本公司董事。年內已付及應付本集團高級管理人員之薪酬分析載列如下:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	6,571	6,408
Post-employment benefits	離職後福利	187	164
		<b>6,758</b>	<b>6,572</b>

The emoluments were within the following bands:

酬金介乎以下範圍:

		2023 二零二三年 Number of individuals 人數	2022 二零二二年 Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	1	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	-
HK\$4,500,001 to HK\$5,000,000	4,500,001港元至5,000,000港元	1	1

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截至二零二三年六月三十日止年度

#### 40. SUBSIDIARIES

The Group's principal subsidiaries as at 30 June 2023 and 2022 are as follows:

#### 40. 附屬公司

於二零二三年及二零二二年六月三十日，本集團的主要附屬公司如下：

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及經營地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	As at 30 June 2023 於二零二三年六月三十日			As at 30 June 2022 於二零二二年六月三十日			Principal activities 主要業務
			Proportion of ownership interest 擁有權益比例			Proportion of ownership interest 擁有權益比例			
			Group's effective interest 本集團之 實際權益	Held by the Company 本公司 持有	Held by subsidiaries 附屬公司 持有	Group's effective interest 本集團之 實際權益	Held by the Company 本公司 持有	Held by subsidiaries 附屬公司 持有	
APAC Resources Asia Limited 亞太資源亞洲有限公司	Hong Kong/ Hong Kong 香港/香港	HK\$1 ordinary share 1港元普通股	100%	100%	-	100%	100%	-	Resource investment 資源投資
APAC Resources Assets Limited 亞太資源資產有限公司	BVI/BVI 英屬處女群島/ 英屬處女群島	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Investment holding 投資控股
APAC Resources Beijing Limited 亞太資源北京有限公司	Hong Kong/ Hong Kong 香港/香港	HK\$1 ordinary share 1港元普通股	100%	100%	-	100%	100%	-	Principal investment and financial services 主要投資及金融服務
APAC Resources Commodity Trading Limited 亞太資源商品貿易有限公司	BVI/Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Resource investment 資源投資
APAC Resources Investments Limited 亞太資源投資有限公司	BVI/Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Investment holding 投資控股
APAC Resources Management Limited 亞太資源管理有限公司	Hong Kong/ Hong Kong 香港/香港	HK\$1 ordinary share 1港元普通股	100%	100%	-	100%	100%	-	Provision of management services 提供管理服務
APAC Resources Mining Limited 亞太資源礦業有限公司	BVI/Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Investment holding 投資控股

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截至二零二三年六月三十日止年度

40. SUBSIDIARIES (Continued)

40. 附屬公司(續)

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及經營地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	As at 30 June 2023 於二零二三年六月三十日			As at 30 June 2022 於二零二二年六月三十日			Principal activities 主要業務
			Proportion of ownership interest 擁有權權益比例			Proportion of ownership interest 擁有權權益比例			
			Group's effective interest 本集團之 實際權益	Held by the Company 本公司 持有	Held by subsidiaries 附屬公司 持有	Group's effective interest 本集團之 實際權益	Held by the Company 本公司 持有	Held by subsidiaries 附屬公司 持有	
APAC Resources Shanghai Limited 亞太資源上海有限公司	Hong Kong/ Hong Kong 香港/香港	HK\$1 ordinary share 1港元普通股	100%	100%	-	100%	100%	-	Principal investment and financial services 主要投資及金融服務
APAC Resources Strategic Holdings Limited 亞太資源策略控股有限公司	BVI/Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Investment holding 投資控股
APAC Resources Treasury Management Limited 亞太資源財資管理有限公司	BVI/Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Principal investment and financial services 主要投資及金融服務
Allied Properties Resources Limited	BVI/BVI 英屬處女群島/ 英屬處女群島	US\$1 ordinary share 1美元普通股	100%	-	100%	100%	-	100%	Investment holding 投資控股
Asia Cheer Trading Limited 喜亞貿易有限公司	Hong Kong/ Hong Kong 香港/香港	HK\$1 ordinary share 1港元普通股	100%	100%	-	100%	100%	-	Investment holding and principal investment and financial services 投資控股和主要投資及 金融服務
Bowen Limited 寶雲有限公司	Hong Kong/ Hong Kong 香港/香港	HK\$2 ordinary share 2港元普通股	100%	-	100%	100%	-	100%	Investment holding 投資控股
Fortune Desire Investments Limited	BVI/Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Investment holding 投資控股

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40. SUBSIDIARIES (Continued)

40. 附屬公司(續)

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及經營地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	As at 30 June 2023 於二零二三年六月三十日			As at 30 June 2022 於二零二二年六月三十日			Principal activities 主要業務
			Proportion of ownership interest 擁有權權益比例			Proportion of ownership interest 擁有權權益比例			
			Group's effective interest 本集團之 實際權益	Held by the Company 本公司 持有	Held by subsidiaries 附屬公司 持有	Group's effective interest 本集團之 實際權益	Held by the Company 本公司 持有	Held by subsidiaries 附屬公司 持有	
Genuine Legend Limited	BVI/Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Investment holding and principal investment and financial services 投資控股和主要投資及 金融服務
Mount Sun Investments Limited 昇辰投資有限公司	BVI/Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Principal investment and financial services 主要投資及金融服務
Prodigy Gold NL <sup>#</sup>	Australia/Australia 澳洲/澳洲	A\$198,197,192 ordinary shares 198,197,192澳元普通股	49.8%	-	49.8%	-	-	-	Exploration of mine resources in Australia 於澳洲勘探礦產資源
Sino Chance Trading Limited 凱機貿易有限公司	Hong Kong/ Hong Kong 香港/香港	HK\$1 ordinary share 1港元普通股	100%	100%	-	100%	100%	-	Trading of commodities 商品貿易
Ultra Effort Limited	BVI/BVI 英屬處女群島/英屬處 女群島	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Principal investment and financial services 主要投資及金融服務
Zenith Element Limited 盛元有限公司	BVI 英屬處女群島	US\$1 ordinary share 1美元普通股	100%	-	100%	100%	-	100%	Investment holding 投資控股
亞太資源(青島)有限公司*	The PRC/The PRC 中國/中國	Registered capital of US\$29,800,000 註冊資本29,800,000 美元	100%	-	100%	100%	-	100%	Trading of commodities 商品貿易

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截至二零二三年六月三十日止年度

40. SUBSIDIARIES (Continued)

40. 附屬公司(續)

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及經營地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	As at 30 June 2023 於二零二三年六月三十日			As at 30 June 2022 於二零二二年六月三十日			Principal activities 主要業務
			Proportion of ownership interest 擁有權益比例			Proportion of ownership interest 擁有權益比例			
			Group's effective interest 本集團之 實際權益	Held by the Company 本公司 持有	Held by subsidiaries 附屬公司 持有	Group's effective interest 本集團之 實際權益	Held by the Company 本公司 持有	Held by subsidiaries 附屬公司 持有	
瑞域(上海)投資諮詢有限公司*	The PRC/The PRC 中國/中國	Registered capital of US\$3,600,000 註冊資本3,600,000美元	100%	100%	-	100%	100%	-	Provision of consultancy service in corporate management, metallurgy technology, investment and development in mineral resources 提供公司管理、冶金技術及 礦產資源投資開發方面之 諮詢服務

\* This subsidiary is registered as a wholly-foreign-owned enterprise under the PRC law.

\* 此附屬公司根據中國法律註冊為外商獨資企業。

# The subsidiary is newly acquired during the year ended 30 June 2023. Details of the acquisition of subsidiary is set out in Note 38(a).

# 此附屬公司為於截至二零二三年六月三十日止年度新收購的附屬公司。收購附屬公司詳情載於附註38(a)。

The above list contains only the particulars of subsidiaries which, in the opinion of the directors of the Company, principally affected the results, assets or liabilities of the Group.

本公司董事認為，上表僅包含主要影響本集團業績、資產或負債之附屬公司資料。

None of the subsidiaries had issued any debt securities at the end of both years or at any time during both years.

概無附屬公司於兩個年度末或兩個年度內任何時間發行任何債務證券。



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**41. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 30 JUNE 2023**

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and a new standard which are not yet effective for the year ended 30 June 2023 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

HKFRS 17	Insurance Contracts and the related Amendments <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>3</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>3</sup>
Amendments to HKAS 1	Non-current Liabilities with covenants <sup>3</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies <sup>1</sup>
Amendments to HKAS 8	Definition of Accounting Estimates <sup>1</sup>
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction <sup>1</sup>
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2023

<sup>2</sup> Effective for annual periods beginning on or after a date to be determined

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2024

None of the amendments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

**41. 已頒佈但截至二零二三年六月三十日止年度尚未生效的修訂、新訂準則及詮釋的可能影響**

截至該等財務報表刊發之日，香港會計師公會已發行多項修訂本及一項新準則，該等準則於截至二零二三年六月三十日止年度尚未生效，且未在該等財務報表中採用。有關發展包括可能與本集團有關的下列內容。

香港財務報告準則第17號	保險合約及相關修訂本 <sup>1</sup>
香港財務報告準則第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公司之間的資產出售或注資 <sup>2</sup>
香港財務報告準則第16號(修訂本)	售後回租之租賃負債 <sup>3</sup>
香港會計準則第1號(修訂本)	將負債分類為流動或非流動及香港詮釋第5號的相關修訂本(二零二零年) <sup>3</sup>
香港會計準則第1號(修訂本)	附帶契諾的非流動負債 <sup>3</sup>
香港會計準則第1號及香港財務報告準則實務準則第2號(修訂本)	會計政策披露 <sup>1</sup>
香港會計準則第8號(修訂本)	會計估計的定義 <sup>1</sup>
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相關的遞延稅項 <sup>1</sup>
香港會計準則第7號及香港財務報告準則第7號(修訂本)	供應商融資安排 <sup>3</sup>

<sup>1</sup> 於二零二三年一月一日或以後開始的年度期間生效

<sup>2</sup> 於待定日期或以後開始的年度期間生效

<sup>3</sup> 於二零二四年一月一日或以後開始的年度期間生效

概無任何修訂本對所編製或呈列本集團於本期間或過往期間的業績及財務狀況有重大影響。本集團並無應用任何於本會計期間尚未生效的新訂準則或詮釋。

The results and the assets and liabilities of the Group for the past five financial years, as extracted from the Group's published consolidated financial statements are set out below:

以下為本集團過往五個財政年度之業績及資產和負債，乃摘錄自本集團已公佈之綜合財務報表：

## RESULTS

## 業績

		Year ended 30 June 截至六月三十日止年度				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		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)	(note)	(note)	(note)	
		(附註)	(附註)	(附註)	(附註)	
Revenue	收益	431,937	348,678	564,600	436,527	109,227
(Loss)/profit before taxation	除稅前(虧損)/溢利	(355,841)	(446,061)	1,367,970	(429,402)	609,260
Income tax credit/(expense)	所得稅抵免/(開支)	27,334	(19,933)	(10,680)	1	(828)
(Loss)/profit for the year	年度(虧損)/溢利	(328,507)	(465,994)	1,357,290	(429,401)	608,432
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	(318,547)	(465,994)	1,357,290	(429,401)	608,432
Non-controlling interests	非控股權益	(9,960)	-	-	-	-
		(328,507)	(465,994)	1,357,290	(429,401)	608,432

## ASSETS AND LIABILITIES

## 資產及負債

		As at 30 June 於六月三十日				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		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)	(note)	(note)	(note)	
		(附註)	(附註)	(附註)	(附註)	
Total assets	資產總值	3,902,190	4,471,917	4,937,783	3,526,631	4,027,529
Total liabilities	負債總額	(316,902)	(421,686)	(114,190)	(90,823)	(13,042)
Total equity	股權總額	3,585,288	4,050,231	4,823,593	3,435,808	4,014,487
Non-controlling interests	非控股權益	(40,049)	-	-	-	-
Equity attributable to owners of the Company	本公司擁有人應佔權益	3,545,239	4,050,231	4,823,593	3,435,808	4,014,487

*Note:* The results of the Group for the years ended 30 June 2023, 2022, 2021 and 2020 and the assets and the liabilities of the Group as at 30 June 2023, 2022, 2021 and 2020 are figures after application of Hong Kong Financial Reporting Standard (“**HKFRS**”) 16. Therefore, the financial information for years 2023, 2022, 2021 and 2020 may not be comparable to that of the previous years.

*附註：* 本集團截至二零二三年、二零二二年、二零二一年及二零二零年六月三十日止年度之業績以及本集團於二零二三年、二零二二年、二零二一年及二零二零年六月三十日之資產和負債為應用香港財務報告準則(「**香港財務報告準則**」)第16號後之數字。因此，二零二三年、二零二二年、二零二一年及二零二零年之財務資料可能無法與過往年度之財務資料比較。





APAC RESOURCES

APAC Resources Limited  
亞太資源有限公司\*

