



金粵控股有限公司 Rich Goldman Holdings Limited

(Incorporated in Hong Kong with limited liability) | Stock Code: 00070

2022/2023 ANNUAL REPORT



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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Ms. Lin Yee Man (*Chairman*)
Mr. Lam Yick Man
(resigned on 6 September 2022)
Mr. Zhang Yiwei
(appointed on 6 September 2022)

Non-executive Director

Mr. Nicholas J. Niglio

Independent Non-executive Directors

Mr. Cheung Yat Hung, Alton
Mr. Yue Fu Wing
Ms. Yeung Hoi Ching

COMPANY SECRETARY

Ms. So Hei Lu

AUDIT COMMITTEE

Mr. Cheung Yat Hung, Alton (*Chairman*)
Mr. Yue Fu Wing
Ms. Yeung Hoi Ching

REMUNERATION COMMITTEE

Mr. Cheung Yat Hung, Alton (*Chairman*)
Mr. Yue Fu Wing
Mr. Nicholas J. Niglio

NOMINATION COMMITTEE

Ms. Lin Yee Man (*Chairman*)
Mr. Cheung Yat Hung, Alton
Mr. Yue Fu Wing

AUTHORISED REPRESENTATIVES

Ms. Lin Yee Man
Ms. So Hei Lu

REGISTERED OFFICE

Room 1807, 18/F
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan, Hong Kong

COMPANY WEBSITE

www.richgoldman.com.hk

AUDITOR

ZHONGHUI ANDA CPA Limited
23/F, Tower 2
Enterprise Square Five
38 Wang Chiu Road
Kowloon Bay, Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Bank of Communications (Hong Kong) Limited

SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

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STOCK CODE

00070

BOARD LOT

10,000 Shares

Group Financial Summary

A summary of the results and of the assets and liabilities of Rich Goldman Holdings Limited (the “Company” together with its subsidiaries, the “Group”) for the last five financial years is set out below.

RESULTS

	Year ended 30 June				2023 HK\$'000
	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000	
Revenue	119,807	53,925	51,065	60,352	98,375
Profit/(loss) attributable to owners of the Company	42,579	(85,705)	(30,356)	(3,631)	(10,849)
	(Restated) HK\$	HK\$	HK\$	HK cents	HK cents
Earnings/(loss) per share – Basic and diluted	0.05	(0.07)	(0.02)	(0.19)	(0.56)

ASSETS AND LIABILITIES

	At 30 June				2023 HK\$'000
	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000	
Property, plant and equipment	561,336	473,049	431,656	405,491	402,095
Right-of-use assets	–	–	–	–	1,899
Investment properties	151,000	138,000	137,500	687,112	638,215
Intangible assets	23,786	–	–	1,000	1,278
Goodwill	2,644	–	–	–	–
Financial assets at fair value through profit or loss	52,671	31,492	31,488	31,488	31,488
Loans receivable	140,000	1,356	10,546	87,556	189,167
Other non-current assets	225	1,439	151	1,116	2,371
Net current assets	260,159	570,738	562,779	190,960	94,367
Non-current liabilities	–	–	(3,378)	(156,841)	(141,620)
Total assets less total liabilities	1,191,821	1,216,074	1,170,742	1,247,882	1,219,260
Net assets	1,191,821	1,216,074	1,170,742	1,247,882	1,219,260
Share capital and other statutory capital reserve	1,171,921	1,317,736	1,317,736	1,317,736	1,317,736
Reserves	(39,499)	(125,204)	(155,560)	(172,026)	(202,848)
Equity attributable to owners of the Company	1,132,422	1,192,532	1,162,176	1,145,710	1,114,888
Non-controlling interests	59,399	23,542	8,566	102,172	104,372
Total equity	1,191,821	1,216,074	1,170,742	1,247,882	1,219,260

Chairman's Statement

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Rich Goldman Holdings Limited, I am pleased to present the Group's annual report and financial results for the year ended 30 June 2023.

Under the impact of the coronavirus (COVID-19) pandemic in the past three years, several business segments of the Group were affected to a certain extent. As society returned to normal, the Group swiftly adjusted its strategies to adapt to the changes in the business environment. The Board is pleased to see the continued improvement in the Group's business and financial position and is confident that the improvement will continue in the coming financial years.

Currently, the Group focuses on developing the money lending business, which mainly provides unsecured personal loans and property mortgages loans to the local market. Our money lending business adopts the mainstream credit database provided by TransUnion Limited, while actively joining the new database developed by Credit Reference Platform Limited. We also make full use of fintech solutions, such as online application, intelligent loan approval and online loan agreement signing tools to enhance operational efficiency and user experience, and adopt stringent and reliable data security measures to ensure the safety of customers' data. In the future, the Group will continue to focus its resources on the steady and rapid development of this segment.

Our hotel operations business has gradually improved as society returned to normal, with the orderly exit from the stable but relatively low average daily rate (ADR) long-term tenancy operation that was launched during the pandemic, and a return to the normal daily rental hotel operation. The ADR and occupancy rate are expected to remain at a higher level with the support of the continuously high inbound traveller numbers.

Our property leasing business in the Pudong District of Shanghai is also growing steadily, benefiting from the recovery of the local food and beverage industry. The Shanghai properties in the PRC are well-located with potential for appreciation, and can generate stable cash flow for the Group. The tapping into of the property leasing market in the PRC serves as an important part of the Group's diversification strategy.

As for the gaming and entertainment business, due to changes in the business environment and our own strategic adjustments, we have suspended the business for more than a year and will carefully consider whether to discontinue the business in the next financial year.

The abovementioned initiatives have transformed us into a conglomerate group consisting of money lending, hotel operations and property leasing businesses. In the coming year, we will continue to pay attention to the impact of the external environment on our operations, commit to the implementation of transformation strategy towards diversification, prioritise the development of the more profitable money lending business, make timely adjustments to the hotel operations business and property leasing business, with an aim to steadily improve the operating results of the Company.

I would like to express my sincere gratitude to all our management and staff. I remain deeply grateful to my fellow Board members for their invaluable advice and contributions to the Group's development approach and corporate governance. I also wish to offer my sincere thanks to our customers, shareholders and business partners for their continuing support and trust. We will continue with our endeavour to achieve profit growth and add value for our shareholders.

Chairman of the Board

Lin Yee Man

Hong Kong, 28 September 2023

Management Discussion and Analysis

RESULTS

The Board of the Company announces that during the year ended 30 June 2023, the Group incurred a loss attributable to owners of the Company of approximately HK\$10.8 million (loss per share of approximately HK cents 0.56) and total comprehensive loss attributable to owners of the Company of approximately HK\$39.3 million, while it recorded a loss attributable to owners of the Company of approximately HK\$3.6 million (loss per share of approximately HK cents 0.19) and total comprehensive loss attributable to owners of the Company of approximately HK\$16.5 million for the year ended 30 June 2022.

BUSINESS REVIEW

The Group is principally engaged in (i) money lending business; (ii) hotel operations business; (iii) property leasing business; and (iv) introducing customers to respective casino's VIP rooms and receiving the profit streams from junket businesses at respective casino's VIP rooms (the **"Gaming and Entertainment Business"**).

During the year ended 30 June 2023, the Group's revenue was increased by approximately 62.9% to approximately HK\$98.4 million as compared to that of approximately HK\$60.4 million for the year ended 30 June 2022. The Group recorded a loss for the year of approximately HK\$6.6 million, as compared to that of approximately HK\$4.0 million for the year ended 30 June 2022. This was primarily attributable to (i) the absence of the gain on bargain purchase on an acquisition of approximately HK\$29.2 million recorded for the year ended 30 June 2022; (ii) the increase in the Group's administrative expenses by approximately HK\$12.2 million as compared to that for the year ended 30 June 2022; and (iii) the increase in the Group's provision for impairment and write-off of loans receivable and interest receivables, net by approximately HK\$9.0 million as compared to that for the year ended 30 June 2022. In addition, the total comprehensive loss was mainly attributable to the net loss on foreign exchange differences related to RMB against Hong Kong dollars on translating the Group's operation of approximately HK\$38.7 million during the year ended 30 June 2023. The aforesaid net loss on foreign exchange differences is a non-cash accounting treatment in accordance with HKFRSs.

Recovery from the COVID-19 pandemic brings new opportunities and challenges, the Group will continue to focus on its established diversification strategy. The Board is cautiously optimistic and convinced that the Group will achieve sustainable growth in long run.

Management Discussion and Analysis

BUSINESS REVIEW (Continued)

Money Lending Business

As one of the key segments of the Group's diversifying strategy over the income streams, its money lending business had been distributed increasing amount of funds for its expansion for providing diversified loan services. The Group has established a brand for its money lending business named "Funkki Finance" with its website at <https://www.funki.com.hk>. Financial technology is driving innovation in financial services globally. Introducing financial technology, "Funkki Finance" is changing the model of commerce and end-user expectations for financial services, and optimising user experience. In light of the rapid technological advancement, it is important to understand the benefits and risks brought by Fin Tech, and to enhance its steady development. "Funkki Finance" maintains high level of cybersecurity and data security to maintain public confidence in the financial services provided by the Group. "Funkki Finance" is proactively looking for different effective channels for customer acquisition and developing online and offline marketing strategies.

The gross loans receivable as at 30 June 2023 amounted to approximately HK\$304.4 million, representing an increase of approximately HK\$121.5 million as compared to that of approximately HK\$182.9 million as at 30 June 2022 due to the significant increase in the number of customers. As at 30 June 2023, the Group had a sizeable customer base of 953 customers. The interest income generated for the year ended 30 June 2023 amounted to approximately HK\$50.5 million, representing an increase of approximately HK\$22.5 million as compared to that of approximately HK\$28.0 million generated for the year ended 30 June 2022. The interest income for the year ended 30 June 2023 was generated from a larger customer base and therefore is more sustainable.

The Group is one of the member users of the credit database of TransUnion Limited, and actively joins the new credit reporting system developed by Credit Reference Platform Limited. By referencing to customers' credit report, with established internal guidelines and credit review policies in place, the Group strives to maintain a low default rate comparable to that of mainstream finance companies.

The Board fully recognises the achievements in the money lending business despite the fact that profit could not be immediately recognised from the money lending business in the current period due to the provision for impairment of loans receivable. Leveraging on the Group's strong financial strength and effective management, the Board believes that the money lending business will continue to develop positively with the increase in loan products and the integration of Fin Tech elements. Despite the economic uncertainty in Hong Kong, the Board considers that the money lending market in Hong Kong has good business prospect, and the money lending business will become the pillar business of the Group as it expands and grows steadily.

Management Discussion and Analysis

BUSINESS REVIEW (Continued)

Hotel Operations Business

Hotel operations business is another segment of the Group with an aim to diversify the income stream. There has been a huge drop in the number of visitor arrivals resulting from the Coronavirus pandemic since 2020. Following research into the surrounding accommodation situation, the hotel operations team focused on long-term tenants to improve the hotel occupancy rate. As society returned to normal, the hotel business has exited from long-term tenancy operation, which was launched during the pandemic and recorded a stable but relatively low average daily rate (ADR), in an orderly manner and reverted back to its daily rental operation. The hotel operations business achieved an average occupancy rate of 92.7% for the year ended 30 June 2023. Rental income for the year ended 30 June 2023 was approximately HK\$11.3 million, representing an improvement from approximately HK\$7.3 million for the year ended 30 June 2022.

The Group recorded a profit before tax from the hotel operations business amounted to approximately HK\$2.4 million for the year ended 30 June 2023, representing an improvement when compared to the loss before tax of approximately HK\$23.5 million for the year ended 30 June 2022, and was mainly attributable to the reversal of impairment loss made on property, plant and equipment of approximately HK\$14.6 million.

The Board believes that the most difficult time for the hotel operations business has passed, and remains cautiously optimistic on the hotel business in Hong Kong in the long run.

Property Leasing Business

The Group's property leasing business in Hong Kong primarily comprises leasing the shops on the ground floor of the hotel property to independent third parties so as to generate another source of income stream for the Group.

The Group's property leasing business in the People's Republic of China (the "**PRC**") represents the leasing of the shops and venue spaces in the properties which are situated at the north side of Jinyan Road, Pudong New District, Shanghai, the PRC* (中國上海市浦東新區錦延路北側), and have been called as Shanghai Zhang Jiabang Yifei Creativity Street* (上海張家浜逸飛創意街) or Shanghai Jin Xiu Fun* (上海錦繡坊) (the "**PRC Properties**") to various tenants.

As at 30 June 2023, a total number of 38 third parties business tenants, a majority of which are chain restaurants with renowned brands such as McDonald's and Starbucks, as well as education centres, had signed a tenancy agreement in relation to shops and venue spaces of an aggregate gross floor area of approximately 14,713 square metres within the PRC Properties; while a gross floor area of approximately 3,731 square metres within the PRC Properties was vacant and available for lease. The PRC Properties are currently managed by a third party management company under a property management agreement which will expire on 31 December 2024.

* for identification purposes only

Management Discussion and Analysis

BUSINESS REVIEW (Continued)

Property Leasing Business (Continued)

As a result of the pandemic, the Group's property leasing business was also severely affected, as tenants were unable to operate in Shanghai during the outbreak. Consequently, the Group granted partial rent concessions to tenants for the period affected by the outbreak in order to maintain the long-term stability of its tenant base. As tenants recovered from the impact of the pandemic gradually, the performance of the property leasing business has also improved gradually.

The underlying profit before tax from the property leasing business amounted to approximately HK\$13.4 million for the year ended 30 June 2023 as compared to that of approximately HK\$2.1 million for the year ended 30 June 2022, which was primarily due to the profit before tax of approximately HK\$15.2 million contributed by the property leasing business in the PRC, which was partially offset by the fair value loss on the leased properties of approximately HK\$5.0 million.

As the PRC Properties are valued in RMB, a decline in the RMB exchange rate has resulted in a short-term exchange rate loss. Nevertheless, the Board has confidence in the PRC economy and will continue to hold on to the PRC Properties, and develop and enhance the Group's property leasing business. The leasing of the PRC Properties has brought stable cash flow to the Group and it has become another major source of revenue and profit for the Group.

Gaming and Entertainment Business

The Group did not generate any revenue from commission on rolling turnover of the Gaming and Entertainment Business for the year ended 30 June 2023, while it generated that of approximately HK\$1.4 million for the year ended 30 June 2022.

In view of the changes in the business environment of the Gaming and Entertainment Business, the Group has not identified any suitable business opportunities so far and has not found any clear sign of improvement in the business environment after a year of observation. Currently, the Group's resources are focused on other business segments, and it will carefully consider whether to exit from the gaming and entertainment industry.

With the aim of maximising investor returns in a risk-controlled, legally compliant manner, the Group adheres to the principle of prioritising investor interests and carefully evaluates the risks and returns in the deployment of resources for each segment.

FINANCIAL POSITION

The total equity attributable to owners of the Company as at 30 June 2023 amounted to approximately HK\$1,114.9 million (as at 30 June 2022: approximately HK\$1,145.7 million). The decrease was mainly due to the comprehensive loss for the year.

Management Discussion and Analysis

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2023, the Group's net current assets was approximately HK\$94.4 million (as at 30 June 2022: HK\$191.0 million). The current ratio was 2.0 times as at 30 June 2023 (as at 30 June 2022: 5.2 times). The total cash and bank balances were approximately HK\$63.1 million as at 30 June 2023 as compared to that of approximately HK\$121.5 million as at 30 June 2022 and the currencies in which the cash and cash equivalents of the Group were held were Hong Kong dollars, Renminbi and United States dollars. The Group's approach in managing liquidity is to ensure, as far as possible, that the Group always maintains sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risking damage to the Group's reputation.

BORROWINGS AND GEARING RATIO

As at 30 June 2023, the Group had a total borrowings of approximately HK\$108.0 million (as at 30 June 2022: HK\$74.0 million) comprising secured borrowings from bank of approximately HK\$50.0 million (as at 30 June 2022: nil), unsecured loans from third parties of approximately HK\$3.5 million (as at 30 June 2022: HK\$8.2 million) and amounts due to non-controlling shareholders of a subsidiary of approximately HK\$54.5 million (as at 30 June 2022: HK\$65.8 million). The currency in which the borrowings of the Group were made was Hong Kong dollars. Details of the maturity profile and the interest rates of the Group's borrowings are set out in notes 28 and 30 to the consolidated financial statements.

The interest-bearing secured bank borrowings of the Group as at 30 June 2023 was approximately HK\$50.0 million (as at 30 June 2022: nil) with interest rates ranging from 6.1% to 7.4% per annum. The Group reviews and ensures sufficient banking facilities to reserve resources to support its business development. As at 30 June 2023, the Group had uncommitted revolving loan facility limit granted by a commercial bank amounted to HK\$100.0 million (the "**Loan Facility**") (as at 30 June 2022: nil), of which HK\$50.0 million (as at 30 June 2022: nil) had not been utilised. The Loan Facility will mature on 10 January 2026. Pursuant to the relevant facility agreement, Ms. Lin Yee Man, the controlling shareholder of the Company, shall (directly or indirectly) remain the single largest shareholding interest in the Company.

The gearing ratio, calculated on the basis of total borrowings over total equity attributable to owners of the Company, was approximately 9.7% as at 30 June 2023 (as at 30 June 2022: approximately 6.5%).

MOVEMENTS IN LOAN AND INTEREST IMPAIRMENTS

The Group recorded a provision for impairment and write-off of loans receivable and interest receivables of approximately HK\$16.3 million and HK\$1.5 million, respectively, for the year ended 30 June 2023. The significant increase in the loan impairment was mainly attributable to the increase in the amount and in the proportion of unsecured loans out of the Group's entire loan portfolio from HK\$95.1 million, accounted for 52.0%, as at 30 June 2022 to HK\$209.6 million, accounted for 68.8%, as at 30 June 2023.

CAPITAL STRUCTURE

There was no material change in the capital structure of the Group from that disclosed in the annual report for the year ended 30 June 2022. As at 30 June 2023, the total number of issued shares of the Company was approximately 1,938,823,000 (as at 30 June 2022: approximately 1,938,823,000 shares).

Management Discussion and Analysis

CHARGE ON ASSETS

As at 30 June 2023, the Group's buildings classified as property, plant and equipment and investment properties with a total carrying amount of approximately HK\$346.6 million (as at 30 June 2022: nil) and HK\$127.7 million (as at 30 June 2022: nil), respectively, have been pledged as collateral for the purpose of securing its Loan Facility.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS AND DISPOSALS OF ASSETS

Save as disclosed in this report, there were no significant investments held by the Group as at 30 June 2023, nor other material acquisitions or disposals of assets by the Group.

IMPORTANT EVENTS AFTER THE FINANCIAL YEAR END

Save as disclosed in this report, there were no important events affecting the Group after the financial year end.

CONTINGENT LIABILITIES

The Company did not have any material contingent liabilities as at 30 June 2023.

FUNDING AND TREASURY POLICY AND FOREIGN EXCHANGE RISK MANAGEMENT

The Group adopts prudent funding and treasury policy. All assets and liabilities of the Group were denominated in Hong Kong dollars. The functional currencies of the Company and its major subsidiaries are Hong Kong dollars and Renminbi in which most of their transactions and assets are denominated. As at 30 June 2023, the Group was exposed to certain foreign exchange risk as the Group had bank balances in RMB of approximately RMB47.2 million (equivalent to approximately HK\$50.9 million). The Group currently does not have foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities, but it closely monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the needs arise.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed above, the Group does not have any solid plans for material investments or acquisition of capital assets as at the date of this annual report. The Group continues to seek appropriate investment opportunities which are in line with the Group's strategy.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2023, the total number of employees of the Group was 75. The emolument policy regarding the Directors, senior management and other employees of the Group was formulated and is reviewed by the remuneration committee of the Company from time to time. Employees are remunerated according to their qualifications, experience, job nature and performance and under the pay scales aligned with prevailing market conditions. Other benefits to employees include mandatory provident fund scheme, medical insurance coverage and share option scheme.

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Ms. Lin Yee Man, aged 32, was appointed as an executive Director and the chairman of the Board of the Company on 12 January 2022. She was awarded a foundation certificate in Economics, Finance and Management from the University of Exeter. She has over 5 years of professional experience in the field of investment. Prior to joining the Company, she worked as a consultant and a vice chairman of a private investment company. She also worked for two other private investment companies.

Mr. Zhang Yiwei, aged 40, was appointed as an executive Director of the Company on 6 September 2022. He graduated from Zhejiang University with a bachelor's degree in economics (major in finance). He joined the Company as General Manager on 25 April 2022 and is responsible for the management of the Group's operations. He has 18 years of experience in the field of finance and credit. Prior to joining the Company, he held management positions in the field of credit and international clearing in various financial institutions such as Industrial and Commercial Bank of China Limited and Postal Savings Bank of China Co., Ltd.

NON-EXECUTIVE DIRECTOR

Mr. Nicholas J. Niglio, aged 76, was appointed as an executive Director on 3 September 2007 and redesignated from an executive Director to a non-executive Director on 2 August 2018. He has over 25 years varied background in entertainment field dating back to 1983. Throughout all these years, he versed himself in all kinds of management and has proven success of his accomplishments.

Prior to his current position, Mr. Niglio previously was Executive Vice President of Trump Taj Mahal Casino Resort, Inc. Atlantic City NJ, serving as senior executive in the marketing and international operation, from October 1993 to August 2001, he originally joined that company in October 1993 as Executive Vice President to oversee all operational and administrative management of marketing program. Regional offices including Asia, Middle East, Europe and Latin America were under all his management.

Mr. Niglio graduated from the California State University with a Master degree in business administration, a B.S. degree in accounting from Saint Peter's College, Jersey City NJ.

Biographical Details of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cheung Yat Hung, Alton, aged 60, was appointed as an independent non-executive Director and a member of the audit committee of the Company on 5 June 2007. He has over 22 years of business experience and is an elite of automobile dealer industry.

He is also currently a director and chairman of both POC Holdings (HK) Ltd and Foremostar Easymax Group Co. Ltd, private companies which are mainly engaged in real estates development in Shanghai and Nanchang, respectively.

He graduated from California College of Arts and Craft, Berkeley, U.S.A. holding a Bachelor degree major in faculty of communication and fine arts. He now also has a full membership of Royal Hong Kong Yacht Club and The Hong Kong Jockey Club.

Mr. Yue Fu Wing, aged 55, was appointed as an independent non-executive Director and a member of the audit committee of the Company on 15 January 2005. Mr. Yue is a fellow of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He has a Master Degree in PRC Accounting from Jinan University in China and a Bachelor Degree in Accountancy from the City University of Hong Kong. Mr. Yue has over 12 years of experience in accounting and finance. He has worked for a multinational company, a Hong Kong listed company and an international accounting firm.

Ms. Yeung Hoi Ching, aged 41, was appointed as an independent non-executive Director and a member of the audit committee of the Company on 1 April 2017. She was graduated from the University of Heriot Watt with a Bachelor degree in Business Administration in November 2011. Ms. Yeung commenced her career in finance field in 2011 when she served as an administration manager of a finance company and was responsible for monitoring the business operation of the company. In 2013, Ms. Yeung joined and worked for another finance company as an operation manager. She has over 10 years of experience in finance and its related business.

SENIOR MANAGEMENT

Mr. Lam Yick Man joined the Company as an executive Director on 6 July 2021 and redesignated from Executive Director to Senior Vice President of the Company since 6 September 2022. Mr. Lam has over 18 years of extensive professional experience in the fields of accounting, finance and auditing. Prior to joining the Company, he worked as a deputy financial controller of a private money lending company. He once served as the financial controller, the company secretary and also an authorised representative of the Company (as required under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) for the period from 1 February 2017 to 2 August 2018. He also worked for international accounting firms and other listed companies in Hong Kong with experience in real estate and finance industry.

Mr. Lam has been an independent non-executive director of China Overseas Nuoxin International Holdings Limited (Stock Code: 00464), a company whose shares are listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), from 10 April 2019 to 30 July 2023.

Mr. Lam holds a Master degree in Corporate Governance with distinction from The Hong Kong Polytechnic University and a Bachelor degree in Business Administration from Lingnan University. He is a fellow member of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants, an ordinary member of Hong Kong Securities and Investment Institute, an associate member of The Chartered Governance Institute and an associate member of The Hong Kong Chartered Governance Institute. He has also been awarded a Diploma in Certified International Investment Analyst from the Association of Certified International Investment Analysts.

Biographical Details of Directors and Senior Management

SENIOR MANAGEMENT (Continued)

Ms. So Hei Lu joined the Company as Financial Controller on 14 May 2020 and was appointed as the company secretary of the Company with effect from 15 June 2020. She holds a bachelor's degree of business administration in accounting awarded by the City University of Hong Kong. She is also a member of the Hong Kong Institute of Certified Public Accountants. Ms. So has over 9 years of experience in auditing and accounting. Prior to joining the Group, she worked at an international accounting firm in Hong Kong.

Mr. Yip Hoi Lung has joined the Company as the Director of Technology & Innovation since 21 September 2020. He has been appointed as a director of Funki Finance Limited (formerly known as Top Vast Finance Limited, a subsidiary of the Company principally engaged in money lending business, and the Chief Operating Officer of the Company on 8 March 2021 and 1 June 2021, respectively. Mr. Yip graduated from The Hong Kong Polytechnic University with a Bachelor Degree of Engineering in Product Engineering with Marketing. He has over 10 years of experience in project development, financial services and its related business. Prior to joining the Group, he worked in a virtual bank in Hong Kong.

Corporate Governance and Other Information

COMPLIANCE WITH CORPORATE GOVERNANCE PRACTICES

The Board is committed to the maintenance of good corporate governance practices and procedures. An effective system of corporate governance requires the Board to approve strategic direction, monitor performance to exercise its stewardship responsibilities with due skill and care.

The Company has applied the principles of and complied with all code provisions and, where applicable, the recommended best practices as set out in the Corporate Governance Code (the “**Corporate Governance Code**”) contained in Appendix 14 to the Listing Rules throughout the year ended 30 June 2023, except that the management of the Group provided the then executive Director with monthly updates on the Group’s financial performance while it provided such information to all members of the Board half-yearly, and this was deviated from the code provision D.1.2 of the CG Code stipulating that management should provide all members of the board with monthly updates giving a balanced and understandable assessment of the issuer’s performance, position and prospects in sufficient detail to enable the board as a whole and each director to discharge their duties under Rule 3.08 and Chapter 13. After the reporting period, the management of the Group has complied with the relevant code provision and provided such information to all members of the Board on a monthly basis.

Continuous efforts are made to review and enhance the Group’s internal controls and procedures in light of changes in regulations and development in best practices.

COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has developed its own securities trading code for securities transactions (the “**Company Code**”) by the Directors and relevant employees who are likely to be in possession of unpublished inside information of the Company on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “**Model Code**”). Having made specific enquiries, all Directors have confirmed compliance with the Company Code and, therefore, with the Model Code and its code of conduct regarding directors’ securities transactions throughout the year ended 30 June 2023 and up to the date of this annual report.

Corporate Governance and Other Information

BOARD AND BOARD COMMITTEES COMPOSITION

The following changes were made to the composition of the Board and the Board Committees during the year ended 30 June 2023.

The Directors during the year and as at the date of this annual report are:

Details of Change

Executive Directors

Ms. Lin Yee Man (*Chairman*)

Mr. Lam Yick Man

Mr. Zhang Yiwei

Resigned on 6 September 2022

Appointed on 6 September 2022

Non-executive Director

Mr. Nicholas J. Niglio

Independent Non-executive Directors

Mr. Cheung Yat Hung, Alton

Mr. Yue Fu Wing

Ms. Yeung Hoi Ching

The Board has established three committees, being the audit committee, the remuneration committee and the nomination committee. The table below sets out details of the composition of each of the three committees as at the date of this annual report.

Director	Audit Committee	Remuneration Committee	Nomination Committee
Ms. Lin Yee Man	–	–	Chairman
Mr. Nicholas J. Niglio	–	Member	–
Mr. Cheung Yat Hung, Alton	Chairman	Chairman	Member
Mr. Yue Fu Wing	Member	Member	Member
Ms. Yeung Hoi Ching	Member	–	–

The composition of the Board reflects the necessary balance of skills and experience desirable for effective leadership of the Company and independence in decision making. The Board currently comprises two executive Directors, one non-executive Director and three independent non-executive Directors. The Directors have no financial, business, family or other material/relevant relationships with one another. The biographical details of the Directors are set out in “Biographical Details of Directors and Senior Management” section of this annual report.

Corporate Governance and Other Information

BOARD AND BOARD COMMITTEES COMPOSITION (Continued)

Roles of Chairman and Chief Executive

The code provision C.2.1 of the Corporate Governance Code stipulates that the roles of chairman of the Board (the “**Chairman**”) and chief executive should be separate and should not be performed by the same individual and that the division of responsibilities between the Chairman and the chief executive should be clearly established and set out in writing. During the year ended 30 June 2023 and the Company has complied with such code provision.

Non-executive Director and Independent Non-executive Directors

The non-executive Director has been appointed for a term of three years.

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considered all the independent non-executive Directors to be independent. One of the independent non-executive Directors possesses appropriate professional qualifications or accounting or related financial management expertise as required under the Listing Rules.

Each of Mr. Cheung Yat Hung, Alton and Mr. Yue Fu Wing has served the Company for more than nine years, with length of tenure being 16 years and 18 years, respectively. Pursuant to Appendix 14 to the Listing Rules, if an independent non-executive director has served for more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders.

During the period of their tenure, they have provided professional advice and insight to the Board. They have in-depth understanding of the Group’s business and operation and have also demonstrated strong independence by providing impartial views and comments at Board and Board committee meetings during their tenure of office. They have not taken part in the day-to-day management of the Company. The Board considered that the long service of the above independent non-executive Directors will not affect their exercise of independent judgment and was satisfied that each of Mr. Cheung Yat Hung, Alton and Mr. Yue Fu Wing has the required integrity and experience to continue fulfilling the role of an independent non-executive director, and believes that they are still independent and should be re-elected.

The Company establishes channels through formal and informal means to ensure independent views and input are available to the Board. Annual meeting held by the Chairman with the independent non-executive Directors without the presence of other Directors; as well as meeting sessions with the Chairman and interaction with the management outside the boardroom facilitate the independent non-executive Directors to express their views in an open, candid but confidential manner. The implementation and effectiveness of such channels is reviewed by the Board on an annual basis.

Responsibilities

The Board determines the overall strategies, monitors and controls operating and financial performance and sets appropriate policies to manage risks in pursuit of the Group’s strategic objectives. Day-to-day management of the Group’s business is delegated to the executive Directors or officers in-charge of each division. The functions and power that are so delegated are reviewed periodically to ensure that they remain appropriate.

Corporate Governance and Other Information

BOARD AND BOARD COMMITTEES COMPOSITION (Continued)

Nomination Policy

The Company's current Nomination Policy provides the framework by which criteria and process in the nomination, appointment and re-election of Directors can be clearly defined and to ensure that the Board has a balance of skills, experience and diversity of perspectives which are appropriate for the requirements of the Company's business. In considering the suitability of a proposed candidate, a number of factors including qualifications, integrity, reputation, time commitment, skills and experience relevant to the Company's businesses are taken into consideration. The decision of appointment or re-appointment of a Director will be made subject to the Company's Board Diversity Policy and the relevant Listing Rules. The above selection process will be conducted by the nomination committee to identify potential candidate for new directorship or for re-appointment of a Director. The recommendations of the nomination committee on the selected candidates will be communicated to the Board for its consideration and approval. The Nomination Policy also includes the Board succession planning policy outlining the process that the Board needs to use for planning to replace Board members due to the Directors' resignation, retirement and other circumstance. The Nomination Policy will be reviewed on a regular basis.

Board Diversity Policy

In order to enhance the effectiveness and the balanced development of the Board, the Company is committed to promoting diversity among the composition of its Board members. The current Board Diversity Policy provides a process and guidelines which the Company will implement to achieve its diversity and ensures the Board has the appropriate balance of skills, experience and diversity of perspectives that are required for the Company's businesses. The Company recognises the importance of a corporate culture that embraces diversity and believes that a diversity commitment can be achieved through consideration of a wide range of factors, including gender, age, skills, regional and industry experience, cultural and educational background, length of services in designing the Board composition. The nomination committee has the primary responsibility for identifying suitable candidates to become Board members based on the selection criteria. The Board Diversity Policy and the diversity of the Board will be reviewed on a regular basis to ensure the continued effectiveness of the policy.

As at the date of this report, one-third of the Board members is female. The Company will continue to embrace gender diversity when making future Board appointments but no specific numerical targets or timelines to achieve gender diversity on its Board have been set as it is of the view that all aspects of diversity shall be considered as a whole in the selection of suitable candidates for directorships. The Board and the nomination committee will stay vigilant in identifying a pipeline of potential successors to the Board.

Details of the Group's gender ratio in the workforce (including senior management) are set out in section B: "Social Aspects – Employment and Labour Practices" of the Environmental, Social and Governance Report on pages 46 to 50 of this annual report. The Company will continue to monitor the need to maintain or, if desired or necessary, increase gender diversity to meet its corporate objectives and business needs.

Corporate Governance and Other Information

BOARD AND BOARD COMMITTEES COMPOSITION (Continued)

Attendance of Directors at Meetings

12 Board meetings and 1 annual general meeting were held during the financial year ended 30 June 2023. Independent non-executive Directors and non-executive Director should attend general meetings and develop a balanced understanding of the views of shareholders. Details of Directors' attendance records are set out below:

	Attendance of Board Meetings	Annual General Meeting
Executive Directors		
Ms. Lin Yee Man	12/12	1/1
Mr. Lam Yick Man (resigned on 6 September 2022)	N/A	N/A
Mr. Zhang Yiwei (appointed on 6 September 2022)	11/11	1/1
Non-executive Director		
Mr. Nicholas J. Niglio	12/12	1/1
Independent Non-executive Directors		
Mr. Cheung Yat Hung, Alton	12/12	1/1
Mr. Yue Fu Wing	12/12	1/1
Ms. Yeung Hoi Ching	12/12	1/1

BOARD COMMITTEES

Three Board committees, namely, audit committee, remuneration committee and nomination committee were established under the Board to oversee their functions.

Audit Committee

The audit committee comprises three independent non-executive Directors, namely Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Ms. Yeung Hoi Ching. Mr. Yue Fu Wing possesses appropriate professional qualifications and financial management expertise and this meets the requirements of Rule 3.21 of the Listing Rules.

The audit committee has clear terms of reference in compliance with the Corporate Governance Code and is accountable to the Board. It assists the Board in meeting its responsibilities for ensuring an effective system of internal control and risk assessment and in meeting its external financial reporting objectives.

Corporate Governance and Other Information

BOARD COMMITTEES (Continued)

Audit Committee (Continued)

The Group's annual results for the year ended 30 June 2023 has been reviewed by the audit committee and audited by the external auditor of the Company, ZHONGHUI ANDA CPA Limited. The audit committee has reviewed the accounting policies adopted by the Group and the audited consolidated financial statements for the year ended 30 June 2023 and was of the opinion that the preparation of such annual results has complied with the applicable accounting standards and requirements that adequate disclosure have been made. The audit committee meets, at least twice a year, with external auditor to discuss any area of concern during the audit. The audit committee is mainly responsible for the appointment, reappointment and removal of external auditor, as well as review of the interim and annual results of the Group.

3 audit committee meetings were held during the financial year ended 30 June 2023. Attendance of the members is set out below:

	Attendance of audit committee meetings
Members	
Mr. Cheung Yat Hung, Alton (<i>Chairman</i>)	3/3
Mr. Yue Fu Wing	3/3
Ms. Yeung Hoi Ching	3/3

The following is a summary of the work performed by the audit committee during the year:

- review of the Group's audited consolidated financial statements for the year ended 30 June 2022 and unaudited condensed consolidated financial statements for the six months ended 31 December 2022;
- review of the Group's financial reporting process, risk management and internal control system;
- review of new and/or revised accounting standards and practices applicable to the Group and their impacts to the Group;
- report of the findings and making recommendations to the Board for improvements or implementations in respect of the above matters; and
- review of selecting, appointing and re-appointing auditors.

Corporate Governance and Other Information

BOARD COMMITTEES (Continued)

Remuneration Committee

The remuneration committee comprises two independent non-executive Directors, namely Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing, and one non-executive Director, Mr. Nicholas J. Niglio. The remuneration committee was established with specific written terms of reference and is principally responsible for reviewing and approving and making recommendations to the Board on the remuneration packages of Directors and senior management, including salaries, bonuses, benefits in kind and the terms on which they participate in any share option schemes. No Directors or senior management will determine his own remuneration.

4 remuneration committee meetings were held during the financial year ended 30 June 2023. Attendance of the members is set out below:

	Attendance of remuneration committee meetings
Members	
Mr. Cheung Yat Hung, Alton (<i>Chairman</i>)	4/4
Mr. Yue Fu Wing	4/4
Mr. Nicholas J. Niglio	4/4

The following is a summary of the work performed by the remuneration committee during the year:

- making recommendations to the Board on the remuneration packages of individual executive Directors and senior management by taking into consideration factors such as salaries paid by comparable companies, time commitment, levels of responsibilities, employment conditions elsewhere in the Group;
- considering and confirming the policy for the remuneration of Directors and senior management;
- assessing the performance of executive Directors and approving the terms of their service contracts;
- reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and
- reviewing matters relating to share schemes under Chapter 17 of the Listing Rules.

Nomination Committee

The nomination committee comprises one executive Director and two independent non-executive Directors, namely Ms. Lin Yee Man, Mr. Cheung Yat Hung, Alton and Mr. Yue Fu Wing. The nomination committee was established with specific written terms of reference and is principally responsible for reviewing the structure, size and composition of the Board to complement the Company's corporate strategy and to identify individuals suitably qualified to become Board members.

Corporate Governance and Other Information

BOARD COMMITTEES (Continued)

Nomination Committee (Continued)

2 nomination committee meeting was held during the financial year ended 30 June 2023. Attendance of the members is set out below:

	Attendance of nomination committee meeting
Members	
Ms. Lin Yee Man (<i>Chairman</i>)	2/2
Mr. Cheung Yat Hung, Alton	2/2
Mr. Yue Fu Wing	2/2

The following is a summary of the work performed by the nomination committee during the year:

- reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- identifying suitable candidates for appointment as Directors;
- making recommendations to the Board on appointment or re-appointment of and succession planning for Directors; and
- assessing the independence of independent non-executive Directors of the Company.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties with its written terms of reference as set out below:

- to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and the Directors; and
- to review the Company's compliance with the Corporate Governance Code and disclosure in the corporate governance report.

Corporate Governance and Other Information

RESPONSIBILITIES IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the accounts in accordance with the disclosure requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), applicable Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards. A statement by the external auditor regarding their reporting responsibilities is set out on page 70 of this annual report.

The Directors, having made appropriate enquiries, confirm that there are no material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The remuneration of two members and one member of the senior management of the Group for the year ended 30 June 2023 were in the range of HK\$ nil to HK\$1,000,000, and HK\$1,000,001 to HK\$1,500,000, respectively.

Further particulars in relation to Directors' emoluments and the five highest paid employees during the financial year as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 11 and 12 to the consolidated financial statements.

AUDITOR'S REMUNERATION

During the year ended 30 June 2023, the remuneration paid and payable to the external auditor of the Company, ZHONGHUI ANDA CPA Limited, is set out below:

Services rendered	Fees paid/payable HK\$'000
Statutory audit services	930
Non-audit services	
Review of interim results	50
Total auditor's remuneration for the year	980

INTERNAL CONTROL

The internal control system is designed to facilitate the effectiveness and efficiency of operations, safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records and the truth and fairness of the financial statements, and ensure compliance with relevant laws and regulations. It provides reasonable, but not absolute, assurance against material misstatement or loss and manages rather than eliminates risks associated with its business activities.

These on-going processes have been in place for the year under review, and are reviewed at least once a year by the audit committee. Furthermore, the Board takes extreme precautionary measures in handling price-sensitive information. Such information is restricted to a need-to-know basis.

Corporate Governance and Other Information

INTERNAL CONTROL (Continued)

The Group has established an internal audit function. The functions of the internal audit team are to review the internal audit programme, ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Group, and to review and monitor its effectiveness.

In order to achieve effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations, the Company has adopted various internal control rules and procedures, including the following:

- to adopt the internal control management measures, which set out the procedures for effective implementation of internal control measures; and
- to engage external professional advisers as necessary to ensure that all registrations, licences, permits, filings and approvals are valid and that the renewals of such documents are made in a timely manner.

The Board and the audit committee have engaged an external professional service firm as its risk management and internal control review adviser (the “**Adviser**”) to conduct the annual review of the risk management and internal control systems of the Group for the year ended 30 June 2023. Such review will be conducted annually and the cycles reviewed are on rotation basis. The scope of review was previously determined and approved by the Board and the audit committee. The Adviser has reported findings and areas for improvement to the audit committee and the management. The audit committee was of the view that there were no material internal control defects noted. All recommendations from the Adviser were properly followed up by the Group to ensure that they would be implemented within a reasonable period of time. The Board therefore considered that the risk management and internal control systems of the Group during the year were effective and adequate.

RISK MANAGEMENT

The Board acknowledges that it is its responsibility to ensure that the Company establishes and maintains appropriate and effective risk management. The risk management process includes risk identification, risk evaluation, risk management measures and risk control and review.

The Group’s business, financial conditions and results may be affected by risks and uncertainties pertaining to the Group’s business. Certain significant risks have been identified through the process of risk identification and assessment.

Credit risk refers to the risk that the borrower or counterparty may fail to perform his obligation to pay in a timely manner, or that his ability to perform such obligation may get impaired before delivery date.

The Group’s Credit Department is responsible for putting in place internal guidelines, credit review policies and procedures of the money lending business.

Corporate Governance and Other Information

CREDIT RISK ASSESSMENT POLICY

It is the Group's policy that if the preliminary basic information assessment is satisfactory to the credit department of the money lending business of the Group, the loan application will proceed to the stage of detailed risk assessment. Same credit risk assessment procedures are applicable to both the grant and renewal of loans. Specific internal guidelines regarding each of the major loan categories in the credit risk assessment performed by the credit department are summarised below:

Mortgage loans

Mortgage loans are granted and renewed to customers with the real estate assets as security. The Group's principal mortgage loan products include first and second mortgage loans. The Group has therefore set a clear guideline on the loan-to-value ratios for granting and renewing mortgage loans. The guideline is applicable to both first and second mortgage loans. A higher assessment requirement is set for applications with higher loan-to-value ratios. The Group's customer service department and credit department perform land search on the properties provided as collaterals. The Group engages independent professional valuers to produce valuation reports on the properties to be charged. In assessing the risks of mortgage loan applications, the credit department considers and assesses all the relevant factors including but not limited to:

- (i) credit history and profile of customers;
- (ii) property type, historical ownership and location of the properties provided as collaterals;
- (iii) overall market conditions;
- (iv) basis and assumptions used in the valuation reports;
- (v) stamped tenancy agreement if the property is leased;
- (vi) market value of the properties provided by independent professional valuers;
- (vii) property transaction data available publicly;
- (viii) quoted market price of the properties provided by real estate agents;
- (ix) official documents and the outstanding balance of the first mortgage loan in the case of a second mortgage loan;
and
- (x) company search results if the property owners are corporations.

Corporate Governance and Other Information

CREDIT RISK ASSESSMENT POLICY (Continued)

Personal loans

For personal loans, the Group determines the grant and renewal of loans with reference to factors such as the financial strength and repayment ability of customers, size of the loans, whether the customers were property owners and whether their credit history and rating meet the Group's credit policies, etc.

The Group accepts personal loans secured against any assets or properties, with personal or corporate guarantee. The Group pays special attention to the valuation of the collaterals in order to minimize risks and determine the loan amount throughout the loan application. As a general rule, the maximum loan amount is limited to the total amount of pledged assets and guarantees. If the total loan amount requested by the borrower is greater than the total amount of collaterals, the application will be assessed on a case-by-case basis by the credit department.

Name screening to check whether the customers are politically exposed person and verification of source of fund from customers for repayment are also performed by the Group.

All the relevant documents and the assessment results are recorded and documented in a master loan file if the loan application satisfies the assessment of the credit department, and are subject to the final review and approval of the directors of the money lending business of the Group and the executive Director before a loan is granted or renewed.

MAJOR TERMS OF LOAN GRANTED

The Group primarily offers mortgage loans and personal loans. The Group finances the loans with its internal resources and external bank borrowings.

For mortgage loans, the Group granted secured loans to customers and held collaterals against loans receivable in the form of mortgages over properties owned by these customers. These collaterals were located in Hong Kong and Macau, all of the collaterals were residential properties. The total gross amount of mortgage loans amounted to approximately HK\$94.9 million with 20 customers and were accounted for approximately 31.2% of the entire loan portfolio of the Group as at 30 June 2023. The effective interest rates of the mortgage loans ranged from 11.0% to 24.0% per annum. The term of the mortgage loans ranged from 12 months to 264 months.

For personal loans, the Group granted unsecured loans to customers. The total gross amount of personal loans amounted to approximately HK\$209.5 million with 933 customers and were accounted for approximately 68.8% of the entire loan portfolio of the Group as at 30 June 2023. The effective interest rates of the personal loans ranged from 13.2% to 56.5% per annum. The term of the personal loans ranged from 6 months to 96 months.

The total gross amount of renewed or topped up loans amounted to approximately HK\$27.5 million and were accounted for approximately 9.0% of the entire loan portfolio of the Group as at 30 June 2023. During the year ended 30 June 2023, the top five customers and the single largest customer accounted for approximately 11.3% and 4.0%, respectively, of the Group's revenue from money lending business for the year ended 30 June 2023. The top five customers and the single largest customer constituted approximately 24.4% and 15.4%, respectively, of the total gross loans receivable of the Group as at 30 June 2023.

Corporate Governance and Other Information

TRAINING FOR DIRECTORS

All Directors must keep abreast of their collective responsibilities as Directors and of the business and activities of the Group.

As such, briefings are provided and organised to ensure that newly appointed Directors, if any, are familiar with the role of the Board, their legal and other duties and responsibilities as Director, as well as the business and corporate governance practices of the Group. The company secretary of the Company continuously updates all Directors on latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance of the same by all Directors.

Pursuant to code provision C.1.4 of the Corporate Governance Code, all directors of listed company should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the board remains informed and relevant. For the period from 1 July 2022 to 30 June 2023, all Directors have participated in appropriate continuous professional development activities by ways of attending training or reading materials relevant to the Company's business, the Directors' duties and responsibilities as well as the latest changes to the Listing Rules.

SHAREHOLDERS' RIGHTS

Convene a General Meeting

The Directors, on the requisition of shareholder(s) of the Company holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene a general meeting of the Company.

The requisition must state the reason(s) of convening the meeting and the details of the business(es) proposed to be transacted in the meeting and must be signed by the requisitionists and deposited at the registered office of the Company, and may consist of several documents in like form, each signed by one or more requisitionists.

If the Directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting on a day not more than 28 days after the date on which the notice convening the meeting is given, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of 3 months from the said date.

Send Enquiries to the Board

The Company's corporate website provides email address, postal address and telephone number by which shareholders of the Company may at any time address their concerns or enquiries to the Board.

Corporate Governance and Other Information

SHAREHOLDERS' RIGHTS (Continued)

Make Proposals at General Meetings

The procedures for proposing resolution(s) to be moved at a shareholders' meeting are as follows:

The shareholder(s) of the Company representing at least 2.5% of the total voting rights of all the shareholders who have a right to vote on the resolution at the annual general meeting to which the requests relate; or at least 50 members who have a right to vote on the resolution at the annual general meeting to which the requests relate, may request the Company to give, to members of the Company entitled to receive notice of the annual general meeting, notice of a resolution that may properly be moved and is intended to be moved at that meeting pursuant to Section 615 of the Companies Ordinance (Cap. 622). The request may be sent to the Company in hard copy form or in electronic form and must identify the resolution of which notice is to be given; must be authenticated by the person or persons making it; and must be received by the Company not later than 6 weeks before the annual general meeting to which the request relate; or if later, the time at which notice of that meeting is given.

Propose a Person for Election as Director

According to the Articles of the Association, no person other than a retiring Director shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless a notice in writing signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as a director and also a notice in writing by that person of his willingness to be elected (including the person's biographical details as required by Rules 13.51(2) of the Listing Rules) shall be lodged with the company secretary of the Company at the Company's principal place of business in Hong Kong or the share registrar and transfer office's place of business provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven days and that (if the notices are submitted after the dispatch of the notice of the general meeting convened for such election) the period for lodgment of such notice(s) shall commence on the day after the dispatch of the notice of general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

If such notice(s) are received less than ten business days prior to the date of such general meeting, the Company will need to consider the adjournment of such general meeting in order to allow the shareholders fourteen clear days' notice (the notice period must include ten business days (note).)

Note: Business day means any day on which the Stock Exchange is open for the business of dealing in securities.

Corporate Governance and Other Information

COMMUNICATIONS WITH SHAREHOLDERS

The Company recognises the importance of maintaining an on-going and timely communication with shareholders to enable them to form their own judgment and to provide constructive feedback.

The primary communication channel between the Company and its shareholders is through the publication of notices, announcements, circulars, annual and interim reports. The Company's share registrar and transfer office serves the shareholders regarding all share registration matters. The Company's annual general meeting provides an important channel for shareholders to communicate their views on various matters affecting the Company. Separate resolutions are proposed at general meeting on each substantially separate issue, including the election of individual directors. The Company has also complied with the requirements of the Listing Rules and the Articles of Association in respect of voting by poll and other related matters.

Pursuant to code provision F.2.2 of the Corporate Governance Code, the Company will invite representatives of the external auditor to attend the forthcoming annual general meeting to answer the shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

DIVIDENDS POLICY

The Company has adopted a dividend policy which aims to set out the principles and guidelines to be applied in relation to the declaration and payment of the dividends to its shareholders. The Board has the sole and absolute discretion to declare and distribute dividends to the shareholders of the Company and their decision will depend on the actual and expected financial results, retained earnings and distributable reserves of the Group, the current and future operations, liquidity and capital requirements, capital expenditure requirements, current market condition, future development plan, and any other factors that the Board may consider relevant. The declaration and the amount of the dividends will also be subject to any restrictions under the applicable laws and regulations and the Company's constitutional documents. The dividends policy is reviewed on a regular basis by the Board.

INVESTOR RELATIONS

There was no change in the Company's constitutional documents during the financial year. Enquiries from investors are replied with in an informative and timely manner. To enhance effective communication, the Company maintains its corporate website at <http://www.richgoldman.com.hk> where extensive information is posted.

Environmental, Social and Governance Report

ABOUT THIS REPORT

Rich Goldman Holdings Limited (the “**Company**”, together with its subsidiaries, collectively referred to as the “**Group**”), is pleased to present the 2023 Environmental, Social and Governance Report (the “**Report**”) to provide an overview of the Group’s management of significant issues affecting the operation, including environmental, social and governance issues. This Report is prepared by the Group with the professional assistance of APAC Compliance Consultancy and Internal Control Services Limited.

PREPARATION BASIS AND SCOPE

This Report is prepared in accordance with Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) – “Environmental, Social and Governance Reporting Guide” and has complied with “comply or explain” provision in the Listing Rules.

This Report summarises the performance of the Group in respect of corporate social responsibility, covering its operating activities which are considered as material by the Group – (i) the money lending business, property leasing business in Hong Kong and gaming and entertainment business (“**Money lending, HK property leasing & gaming & entertainment businesses**”); (ii) hotel operations business in Hong Kong (“**HK hotel operations business**”); and (iii) property leasing business in the PRC (“**PRC property leasing business**”). With the aim to optimise and improve the disclosure requirements in the Report, the Group has taken the initiative to formulate policies, record relevant data as well as implement and monitor measures. This Report shall be published both in Chinese and English on the website of the Stock Exchange. Should there be any discrepancy between the Chinese and the English versions, the English version shall prevail. The board (the “**Board**”) of directors (the “**Directors**”) of the Company confirmed that during the reporting period, the Company complied with the applicable provisions contained in the “Environmental, Social and Governance Reporting Guide” of the Listing Rules.

REPORTING PERIOD

This Report demonstrates our sustainability initiatives during the reporting period from 1 July 2022 to 30 June 2023.

CONTACT INFORMATION

The Group welcomes your feedback on this Report for the sustainability initiatives. Please contact us by email to enquiry@richgoldman.com.hk.

Environmental, Social and Governance Report

INTRODUCTION

The Group is principally engaged in investment holding, with four segments namely money lending business, hotel operations business, property leasing business and gaming and entertainment business. The Company has its registered office in Hong Kong. The services provided by the Group are mostly financial, hotel operation and office-based, and do not involve any manufacture of goods.

Money lending business is one of key segments of the Group's diversifying strategy over the income streams. The Company provides diversified loan services. The Company broke through the traditional framework of money lending business and launched an online lending platform with smart technology to provide customers with brand-new loan experience.

Hotel operations business is another segment of the Group with an aim to diversify the income stream. With the huge drop in the number of visitor arrivals resulting from the Coronavirus pandemic since 2020, the occupancy rate of the hotel remained low. As society returned to normal, the hotel business has exited from long-term tenancy operation, which was launched during the pandemic and recorded a stable but relatively low average daily rate, in an orderly manner and reverted back to its daily rental operation.

For Hong Kong property leasing business, the hotel property is mainly for the hotel operations business of the Group, leaving the shops on the ground floor of the hotel property leased to independent third parties so as to generate another source of income stream of the Group's property leasing business in Hong Kong.

The PRC property leasing business represents the leasing of the shops and venue spaces in properties situated in Pudong New District, Shanghai called Shanghai Zhang Jiabang Yifei Creativity Street (上海張家浜逸飛創意街) or Shanghai Jin Xiu Fun (上海錦繡坊) (the "**PRC Properties**") to various tenants. Around 40 third parties business tenants, a majority of which are chain restaurants with renowned brands and education centres, had signed a tenancy agreement in relation to shops and venue spaces of within the PRC Properties. The PRC Properties are currently managed by a third party management company under a property management agreement.

For gaming and entertainment business, the Group is mainly engaged in introducing customers to respective casino's VIP rooms and receiving the profit streams from junket businesses at respective casino's VIP rooms. Hence, we generate revenue from commission on rolling turnover of the gaming and entertainment business. Currently, the Group's resources are focused on other business segments, and it will carefully consider whether to exit from the gaming and entertainment industry.

STAKEHOLDER ENGAGEMENT

The Group understands the success of the Group's business depends on the support from its key stakeholders, who (a) have invested or will invest in the Group; (b) have the ability to influence the outcomes within the Group; and (c) are interested in or affected by or have the potential to be affected by the impact of the Group's activities, products, services and relationships. This allows the Group to understand risks and opportunities. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

Stakeholders are prioritised from time to time in view of the Group's roles and duties, strategic plan and business initiatives. The Group engages with its stakeholders to develop mutually beneficial relationships, seek their views on its business proposals and initiatives, as well as promote sustainability in the marketplace, workplace, community and environment.

The Group acknowledges the importance of intelligence gained from the stakeholders' insights, inquiries and continuous interest in the Group's business activities. The Group has identified key stakeholders who are important to the business and established various channels for communication. The following table provides an overview of the Group's key stakeholders, and various platforms and means of communication which are used to reach, listen and respond to stakeholders.

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Stakeholders	Expectations	Engagement Channels
Government	<ul style="list-style-type: none"> • Legitimacy of service and business ethics • Employee protection • Tax compliance 	<ul style="list-style-type: none"> • Compliance with applicable laws and regulations • Corporate events
Shareholders and Investors	<ul style="list-style-type: none"> • Corporate governance • Business operations • Information disclosure • Protection of interests and fair treatment of shareholders • Return on investment 	<ul style="list-style-type: none"> • Annual and interim reports and other published information • Annual general meeting and other shareholders meetings • Press releases • Corporate events
Employees	<ul style="list-style-type: none"> • Training and development • Remuneration • Occupational health and safety • Self-actualization 	<ul style="list-style-type: none"> • Staff meetings • Complaint system • Training, seminars, briefing sessions
Customers	<ul style="list-style-type: none"> • Data privacy • Customer satisfaction • High-quality services • Business ethics 	<ul style="list-style-type: none"> • Company website • Feedback from frontline employees • Email and customer service hotline
Peer and Industry Associations	<ul style="list-style-type: none"> • Experience sharing • Fair competition 	<ul style="list-style-type: none"> • Industry seminars • Exhibitions • Corporate events • Company website
Public and Communities	<ul style="list-style-type: none"> • Contribution to community • Environmental protection • Social responsibilities 	<ul style="list-style-type: none"> • Support to charitable organisations • Voluntary work activities

Through general communication with stakeholders, the Group understands the expectations and concerns from stakeholders. The feedbacks obtained can allow the Group to make more informed decisions, and better assess and manage the resulting impact.

The Group has adopted the principle of materiality in the environmental, social and governance (“**ESG**”) reporting by understanding the key ESG issues that are important to the business of the Group. All the key ESG issues and key performance indicators (KPIs) are reported in the Report according to recommendations of the ESG Reporting Guide (Appendix 27 to the Listing Rules) and the guidelines of Global Reporting Initiative (“**GRI**”).

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The Group has evaluated the materiality and importance in ESG aspects through the following steps:

Step 1: Identification – Industry Benchmarking

- Relevant ESG areas were identified through the review of relevant ESG reports of the local and international industry peers.
- The materiality of each ESG area was determined based on the importance of each ESG area to the Group through internal discussion of the management and the recommendation of ESG Reporting Guide (Appendix 27 to the Listing Rules).

Step 2: Prioritisation – Stakeholder Engagement

- The Group discussed with key stakeholders on key ESG areas identified above to ensure all the key aspects were covered.

Step 3: Validation – Determining Material Issues

- Based on the discussion with key stakeholders and internal discussion among the management, the Group's management ensured all the key and material ESG areas, which were important to the business development, were reported and in compliance with ESG Reporting Guide.

As a result of this process carried out during the reporting period, those important ESG areas to the Group were discussed in this Report.

ESG GOVERNANCE

Board's oversight of ESG issues

Board's overall vision and strategy in managing ESG issues and Working Group

The Board is primarily responsible for the Group's ESG strategy and reporting, including identifying and determining ESG-related risks and ensuring the effectiveness of ESG risk management. In this regard, the Group has established an ESG Working Group, which has sufficient knowledge of both ESG matters and its operations, consisting of executive Directors and senior management members to oversee the material ESG issues that are relevant to its business and of high importance to investors and stakeholders. The ESG Working Group is responsible for maintaining a transparent and effective discussion with various stakeholders including customers, employees, local community, the government, investors and shareholders with an aim to ascertain the material ESG issues. The ESG Working Group enhances the communication with stakeholders by regularly updating the Company's website, gauging feedback from frontline employees, conducting staff meetings, establishing complaint system and consistently supporting charitable organisations. Different ESG issues are reviewed by the ESG Working Group at the regular meeting, which is held once a year. The Board consistently monitors the performance of the ESG Working Group and ensures the effectiveness of the overall ESG practices.

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Board's ESG management approach and strategy for material ESG-related issues

In order to better understand the opinions and expectations of different stakeholders on our ESG issues, materiality assessment is conducted annually. We ensure various platforms and channels of communication are used to reach, listen and respond to our key stakeholders. Through general communication with stakeholders, the Group understands the expectations and concerns from stakeholders. The feedbacks obtained can allow the Group to make more informed decisions, and better assess and manage the resulting impacts.

The Group has evaluated the materiality and importance in ESG aspects through the following steps: (1) material ESG area identification by industry benchmarking; (2) key ESG area prioritisation with stakeholder engagement; and (3) validation and determining material ESG issues based on the results of communication among stakeholders and the management.

Hence, this can enhance understanding of their degree and change of attention of our stakeholders to each significant ESG issue, and can enable us to plan our sustainable development direction more comprehensively in the future. Those important and material ESG areas identified during our materiality assessment were discussed in this Report.

Board review progress against ESG-related goals and targets

The progress of target implementation and the performance of the goals and targets shall be closely reviewed from time to time. Rectification may be needed if the progress falls short of expectation. Effective communication about the goals and targets with key stakeholders such as employees is essential, as this can enable them to be engaged in the implementation process, and to feel that they are part of the changes that the Company aspires to achieve.

Setting strategic goals for the coming three to five years enables the Group to develop a realistic roadmap and focus on results of achieving the visions.

Setting targets requires the ESG Working Group to carefully examine the attainability of the targets which shall be weighed against the Company's ambitions and goals. During the reporting period, our Group set targets on an absolute basis.

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A. ENVIRONMENTAL ASPECTS

A1. EMISSIONS

Despite the fact that little environmental impact can be caused by office-based operations, the Group is committed to operating its business in an environmental-friendly manner, fostering mindful resources consumption in daily operations and arousing its employees' environmental awareness. We constantly monitor our environmental performance and strive hard to reduce the negative impacts on the environment.

During the reporting period, the Group strictly complied with all relevant environmental laws and regulations in Hong Kong and the PRC and was not aware of any non-compliance of laws and regulations that could have significant impacts on the Group relating to air pollutants and greenhouse gas emissions, discharges into water and land, or generation of hazardous and non-hazardous wastes, including but not limited to the followings:

- Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong);
- Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong);
- Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong);
- Atmospheric Pollution Prevention and Control Law of the People's Republic of China (2015) in the PRC;
- Prevention and Control of Environmental Pollution by Solid Waste (2015 Amendment) in the PRC; and
- Water Pollution Prevention and Control Law of the PRC

Air Pollutants Emission

Air pollutant emissions control is essential to mitigate the impact on the environment and to protect the health of employees. The Group strictly complied with the Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong) during the year. For Money lending, HK property leasing & gaming & entertainment businesses, their operations are mainly office-based and it is not involved in the combustion of stationary sources. For HK hotel operations business, the air pollutants emitted are mainly generated from the purchased towngas which is for water heating purpose in the bathroom of guest rooms. For the PRC property leasing business, its air pollutants emission mainly comes from the petrol consumption of a vehicle. The Group encourages the PRC employees to conduct video and telephone business conference to reduce the air pollutants emission generated by the vehicle. The PRC subsidiary strictly complied with Atmospheric Pollution Prevention and Control Law of the People's Republic of China (2015) in the PRC during the year.

The decrease in total air pollutants emission in 2023 was mainly attributable to the decrease in the towngas consumption as a result of significant reduction in number of quarantine guests staying in our hotel for quarantine measure purpose, as well as the effective implementation of the energy saving strategies during the year. Furthermore, the Group targets to reduce the emission of air pollutants by around 5% to 15% by 2025.

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During the reporting period, the air pollutants emission was as follows:

Air Pollutants	Unit	Money lending, HK property leasing & gaming & entertainment businesses	HK hotel operations business	PRC property leasing business	2023 Total	2022 Total
Nitrogen oxides (NO _x)	kg	–	2.28	0.07	2.35	3.11
Sulphur dioxide (SO ₂)	kg	–	0.01	0.04	0.05	0.05
Particulate matter (PM)	kg	–	–	0.02	0.02	0.02

Greenhouse Gas (“GHG”) Emission

The Group recognises that climate change is gradually concerned by the community as it affects our daily life and poses risks to its business. Hence, the Group is committed to mitigating the effects of climate change and protecting the health of employees. For money lending business, property leasing business in both Hong Kong and the PRC and gaming and entertainment business, electricity accounts for their GHG indirect emission during their office operations. For HK hotel operations business, electricity and town gas usage by guest rooms contributes to GHG emissions during hotel operations. In an effort to minimise the carbon footprint, the Group is devoted to maintaining an efficient and effective use of resources by adopting energy-saving initiatives which will be further elaborated in the section “Use of Resources” of this Report.

The increase in GHG emissions in 2023 was mainly attributable to an increase in electricity use by the PRC office as a result of back-to-office work resumption by employees for less serious COVID-19 pandemic during the year. Furthermore, the Group targets to reduce the GHG emission by around 5% to 15% by 2025.

During the reporting period, the GHG emission was as follows:

GHG Emission ¹	Unit	Money lending, HK property leasing & gaming & entertainment businesses	HK hotel operations business	PRC property leasing business	2023 Total	2022 Total
Scope 1 ²	tonnes of CO ₂ -e	–	30.33	1.10	31.43	41.49
Scope 2 ³	tonnes of CO ₂ -e	13.87	295.45	930.63	1,239.95	780.92
Total GHG emission	tonnes of CO ₂ -e	13.87	325.78	931.73	1,271.38	822.41
GHG emission intensity	tonnes of CO ₂ -e/ HK\$'000 revenue	0.0003	0.0334	0.0251	0.0141	0.0136

¹ The calculation of the GHG emission is based on the “Corporate Accounting and Reporting Standard” from GHG protocol.

² Scope 1: Direct emissions from sources that are owned or controlled by the Group.

³ Scope 2: Indirect emissions from purchased electricity and town gas consumed by the Group.

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Hazardous and Non-hazardous Wastes

Waste management is considered as one of the material topics in environmental protection. The Group recognises the importance of waste reduction. Waste management measures have been introduced and implemented to minimise the amount of waste generated and the impact on the environment. With our business nature, no hazardous waste is generated or discharged during the office and hotel operations. The Group strictly complied with the Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong) and Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong) during the year. Besides, the PRC subsidiary strictly complied with Prevention and Control of Environmental Pollution by Solid Waste (2015 Amendment) in the PRC and Water Pollution Prevention and Control Law of the PRC during the year.

For money lending business, property leasing business in both Hong Kong and the PRC and gaming and entertainment business, the major source of their non-hazardous waste is the general office waste consisting of paper and plastic waste, which is considered as insignificant to the Group's business. For HK hotel operations business, the non-hazardous waste includes paper and cardboard, plastics, metals, glass and disposable room amenities and linens. The Group endeavours to reduce the amount of waste and strengthen the environmental awareness of the employees. The Group ensures all the wastes generated are properly collected and handled. The Group will plan to establish an effective non-hazardous waste data collection system to record the waste amount in the future.

With the aim to reduce the amount of waste generated, we recommend our staff to use reusable cups and bowls in the workplace to reduce the use of disposable containers and minimise the wastage and harm to the environment. We recycle every printer toner cartridge and rechargeable battery, as well as encourage proper sorting of recyclable materials including waste paper, metals and plastic. Moreover, we encourage duplex printing for most of the printing jobs in our office in order to avoid overuse of paper. We pre-set the fax machine to convert incoming messages to electronic files and transfer them directly to the server to avoid bulk printing of promotional copies. Single-sided paper, envelopes and the backside of letter pads are also reused to the greatest extent.

Despite of back-to-office work resumption in the PRC office for less serious COVID-19 pandemic, the non-hazardous waste remained stable in 2023 for effective implementation of waste management policies during the year. Furthermore, the Group targets to reduce the generation of non-hazardous waste by around 5% to 15% by 2025.

During the reporting period, the non-hazardous waste generation was as follows:

Wastes	Unit	Money lending, HK property leasing & gaming & entertainment businesses	HK hotel operations business	PRC property leasing business	2023 Total	2022 Total
Non-hazardous waste generated	tonnes	–	7.89	6.00	13.89	12.72
Non-hazardous waste generated intensity	tonnes/ HK\$'000 revenue	–	0.0001	0.0002	0.0002	0.0002

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A2. USE OF RESOURCES

The Group strives to take all feasible measures to incorporate sustainability into its business operations and improve its environmental performance. Realising that resource conservation is crucial for maintaining environmental sustainability, we promote green office management and encourage our employees to be aware of the need for resource conservation in daily operations. We pledge to reduce resource consumption and carbon footprint in all our businesses and operations through the application of several actions and practices.

Energy

The energy consumption of the Group mainly comes from purchased electricity for office operation of money lending business, property leasing business in both Hong Kong and the PRC and gaming and entertainment business, as well as purchased electricity and towngas for hotel operations of HK hotel operations business. In order to reduce the energy consumption, the Group advocated various energy conservation strategies. During daytime, we make use of daylight whenever possible to save electricity used for lighting. We switch off all electronic appliances when they are not in use and use energy-saving light bulbs to reduce power consumption. In our hotel, customers are given a choice of whether to change the bed linen everyday as a part of our environmental responsibilities for energy saving from washing machines use.

The increase in energy consumption in 2023 was mainly attributable to an increase in electricity use by the PRC office as a result of back-to-office work resumption by employees for less serious COVID-19 pandemic during the year. Furthermore, the Group targets to reduce the energy consumption by around 5% to 15% by 2025.

During the reporting period, the energy consumption was as follows:

Energy consumption	Unit	Money lending, HK property leasing & gaming & entertainment businesses	HK hotel operations business	PRC property leasing business	2023 Total	2022 Total
Purchased electricity	MWh	20.40	739.65	1,156.64	1,916.69	1,375.34
Purchased towngas	MWh	–	158.41	–	158.41	212.21
Petrol	MWh	–	–	4.47	4.47	3.49
Total energy consumption	MWh	20.40	898.06	1,161.11	2,079.57	1,591.04
Energy consumption intensity	MWh/HK\$'000 revenue	0.0005	0.0920	0.0312	0.0231	0.0264

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Water

Water is another important resource. The water used by the Group in Hong Kong is supplied by the Water Supplies Department. For Money lending, HK property leasing & gaming & entertainment businesses, the office water supply is solely controlled by the building management company. In this case, it is not feasible for us to provide water consumption data as there is no separate sub-meter to record the water consumption data for office operation. The Group strives to reduce water consumption by strengthening the water-saving awareness of the employees. We remind our employees to conserve water by emails and posting signs. In our hotel, customers are given a choice of whether to change the bed linen everyday as a part of our environmental responsibilities for water saving from washing machines use.

The increase in water consumption in 2023 was mainly attributable to an increase in water use by the PRC office as a result of back-to-office work resumption by employees for less serious COVID-19 pandemic during the year. Furthermore, the Group targets to reduce the water consumption by around 5% to 15% by 2025.

During the reporting period, the total water consumption was as follows:

Water Consumption	Unit	Money lending, HK property leasing & gaming & entertainment businesses	HK hotel operations business	PRC property leasing business	2023 Total	2022 Total
Water consumption	m ³	N/A	3,904	23,832	27,736	13,945
Water consumption intensity	m ³ /HK\$'000 revenue	N/A	0.400	0.641	0.308	0.231

A3. THE ENVIRONMENT AND NATURAL RESOURCES

Regarding the business nature of the Group, we are not aware of any significant impact of the business activities on the environment and natural resources. With the implementation of aforementioned green office and hotel practices to reduce air pollutants and GHG emissions, waste generation and resources consumption, the Group strives to enhance environmental sustainability and minimise the impacts on the environment.

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A4. CLIMATE CHANGE

Governance

Our Group addresses climate-related risks based on the nature of the risk to our operations. The physical impacts of climate change, including extreme weather events, or damage to facilities have immediate operational impacts, are treated as operational risks. Long-term challenges, such as emerging ESG issues and climate-related risks and opportunities, may be discussed by the Group's ESG Working Group.

Supported by our ESG Working Group, our Board oversees climate-related issues and risks regularly during board meetings and ensures that they are incorporated into our strategy.

To ensure our Board to keep up with the latest trend of climate-related issues, climate competence training will be provided to ensure it has the necessary expertise and skills to oversee the management of climate-related issues. Our Board also seeks professional advice from external experts when necessary to better support the decision-making process.

Our ESG Working Group provides effective governance for integrating and addressing ESG issues, including climate change, within our business. The ESG Working Group is responsible for approving operational emissions targets for the Group and commissioning an ESG benchmarking, as well as gap analysis exercise to identify gaps in both disclosure and policy relative to the best practice standards. Moreover, the ESG Working Group works closely with the Group's different operation departments, with an aim to develop consistent and enhanced approaches on addressing ESG risk issues and report to the management.

Strategy

Climate change risk forms part of our overall risk profile through its role in increasing the frequency and intensity of certain diseases, and the health and mortality impacts resulting from natural disasters. We assess the overall level of risk by taking into consideration a range of diverse risk factors across many categories in our services range. This diversity of risk is combined with our business strategy and broad geographic footprint helps us mitigate risk and provide protection against the impacts of short-term climate change effects.

Our services continue to provide protection for people in our communities against weather and heat-related diseases. Besides, we plan to explore opportunities to engage our business partners and encourage them to develop climate resilience and reduce their operational carbon footprint by taking into consideration of different climate-related scenarios, including a "2°C or lower scenario" through the following steps:

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Step 1: Set Future Images Assuming Climate Change Effects

As climate change measures proceed, there is a possibility that the industry will be exposed to substantial changes, such as stricter policies including the introduction of and increases in carbon pricing, as well as advances in technology and changes in customer awareness.

In light of these climate change effects, based on the International Energy Agency (“**IEA**”) scenarios and others, we developed multiple future images of 2025 as the external environment that will surround our Group. With regard to the IEA scenarios, we put focus on the 2°C scenario and pictured future images in case where climate change measures do not progress and where such measures progress further beyond 2°C scenario.

Step 2: Consider the Impacts

We considered the impacts on our Group for each of the future images developed in Step 1. We believe that in such a society, it will be possible to expand carbon dioxide emission reduction effects.

With regard to effects on our Group’s procurement, office operation and hotel operation, introduction of and increase in carbon pricing is anticipated in accordance with the global advance of climate change measures, leading to the possibility of higher procurement, office operation and hotel operation costs.

On the other hand, in the case where climate change measures are not adequate throughout society, business operation interruptions and supply chain disruptions are likely to increase as a result of higher frequency and intensification of natural disasters such as typhoon and flooding.

Step 3: Respond to the Strategies

Our Group will begin promoting the reduction of the use of non-renewable energy in our office operation and hotel operation. This strategy will allow for flexible and strategic responses to each demand for the regions where the emission factors of purchased electricity consumptions are high. By promoting real carbon emissions reductions throughout the world through comprehensive energy-saving policies and introduction of renewable energy, we are working to achieve zero carbon emission in our business.

With respect to renewable energy in particular, we have set a new target, achieve reduction rate of around 5% to 15% for purchased electricity and town gas consumption by 2025. With regard to the ongoing confirmation of the suitability and progress of the Group’s strategies, we believe that we will have opportunities for stable funding and sustainable increases in corporate value through appropriate information disclosure, dialogue with institutional investors and other stakeholders.

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Risk Management

Our Group identifies the climate change related risks or to test the existing risk management strategies under climate change with the aid of risk assessment. Hence, the areas where new strategies are needed could be identified.

The risk assessment takes a standard risk-based approach using national data, local information and expert knowledge, which can identify how climate change may compound existing risks or create new ones. The risk assessment is conducted through the following steps:

Step 1: Establish the context

- Objective/goal
- Scale
- Time frame
- Climate change scenario for most climate variables and sea level

Step 2: Identify existing risk (past and current)

- Identify the record of occurrence of climatic hazard in the past in the area
- Risk management strategies in place to tackle future occurrence of the hazard

Step 3: Identify future risk and opportunities

- Explore climate change projections for the selected time frame(s) and emission scenario(s)
- Identify potential hazards
- Investigate whether any existing risk from Step 2 may get worse under future projected changes
- Identify new risks that can emerge under future projected changes

Step 4: Analyse and evaluate risk

- Identify a set of decision areas or systems (i.e. geographical areas, business operation, assets, ecosystems, etc.) that has the potential to be at risk in future

As outlined in the section A4: "Climate change – Governance" above, the Group has robust risk management and business planning processes that are overseen by the board of directors in order to identify, assess and manage climate-related risks. The Group engages with government and other appropriate organizations in order to keep abreast of expected and potential regulatory and/or fiscal changes.

We continue to raise awareness of climate change in regard to monitoring of carbon and energy footprint in our daily operation. However, there remains gaps in understanding how such climate risks and opportunities may impact our operations, assets and profits. Our Group assesses how the business addresses climate change risks and opportunities and takes the initiative to monitor and reduce their environmental footprint.

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Significant Climate-related Issues

During the reporting period, the significant climate-related physical risks and transition risks, which have impacted and/or may impact our Group's business and strategy in (i) operations, products and services, (ii) supply chain and value chain, (iii) adaptation and mitigation activities, (iv) investment in research and development, and (v) financial planning, as well as the steps taken to manage these risks, are as follows:

Climate-related risks description	Financial Impact	Steps taken to manage the risks
Physical Risk		
Acute physical risks		
<ul style="list-style-type: none"> Climate change can lead to more frequent extreme weather. Super typhoon may be an extreme weather in Hong Kong. It can cause serious impacts on the office and hotel infrastructure. Office and hotel windows in Hong Kong, as well as shops and venue spaces in the PRC Properties may be broken or damaged due to strong winds and heavy rain. The Group's equipment, documents, systems, back up storage may be destroyed as a result of typhoons. 	<ul style="list-style-type: none"> Operating cost and maintenance cost increase. 	<ul style="list-style-type: none"> Office and hotel will take sufficient and necessary measures when there is an announcement of typhoon. All documents will be stored in a proper manner and kept away from the window. Additionally, the electronic version of the documents will also be saved for backup. The backup will be kept by the senior management and stored in centralised backup of internal network.
Chronic physical risks		
<ul style="list-style-type: none"> Prolonged hot weather may increase the energy consumption. As electricity supply is very important for running a business, a surge of energy consumption may lead to fuel shortage, results in shortage of electricity supply. Climate change can lead to an increase in extreme weather, such as drought, super typhoon, flood, etc., which can affect the ecosystem. The Group is dependent on paper for printing and consumes a huge amount of paper. Paper is essential for office operation. One of the major raw materials for paper is wood. If prolonged extreme weather events occur, the supply of wood will be affected, hence, affecting the supply of paper. 	<ul style="list-style-type: none"> Operating cost increases. 	<ul style="list-style-type: none"> The Group has implemented lighting zone control and adopted efficient lamps in the office and hotel. By posting energy-saving notices, employees are reminded to switch off the electrical appliances when they are not in use. Room temperature is maintained at an energy-efficient level of 25 degrees Celsius. e-contract has been implemented for money lending business to greatly reduce the use of paper.

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Climate-related risks description	Financial Impact	Steps taken to manage the risks
Transitional Risk		
<p>Policy risk</p> <ul style="list-style-type: none"> Mandates on and regulation of existing services. If there is restriction on logging for environmental protection purpose imposed by relevant governments, the supply of wood will be affected, hence, affecting the supply of paper and other natural resources. Furthermore, there may also be a restriction on towngas and electricity use, as their supply may be limited and controlled by the government. Hotel guests and staff in our office will be affected correspondingly. 	<ul style="list-style-type: none"> Operating cost increases for high compliance costs and increased insurance premiums for the Group. 	<ul style="list-style-type: none"> Monitored the updates of the relevant climate-related environmental policies, to avoid the unnecessary increase in cost and expenditure due to the violation of the climate-related environmental policies.
<p>Legal risk</p> <ul style="list-style-type: none"> Exposure to litigation. We have to adapt the tightened laws and regulations issued by the government due to climate change. We may have the risk of litigation once we fail to abide by the new laws. Strict ESG reporting requirement. The Group may have to spend much time on fulfilling the report standards to comply the new requirement. 	<ul style="list-style-type: none"> Operating cost increases for high compliance costs and increased insurance premiums for the Group. 	<ul style="list-style-type: none"> Monitored the updates of the relevant climate-related environmental laws by checking against the service and procurement agreement terms, as well as reviewing internal policies and procedures on climate change issues. This aims to avoid unnecessary and unexpected increase in cost and expenditure due to non-compliance.
<p>Technology risk</p> <ul style="list-style-type: none"> More low-carbon energy-saving materials and energy-saving technologies are developed, the capital investment and research and development expense increase consequently. More green building strategies with low-carbon, energy-saving technologies are adopted by industry peers. Lagging behind may weaken our competitive edges. 	<ul style="list-style-type: none"> Upgrade office and hotel supplies with low-carbon and energy-saving technologies may involve higher investment cost and research and development expense. 	<ul style="list-style-type: none"> Examined the feasibility and benefits of applying the latest low-carbon and energy-saving technologies into our operation.

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Climate-related risks description	Financial Impact	Steps taken to manage the risks
<p>Market risk</p> <ul style="list-style-type: none"> • More customers are considering climate-related risks and opportunities, which may lead to changes in customers' demand for services. • Loss of clients due to poor environmental conditions of hotel. • Shift in consumer preference jeopardizes the viability of certain business models. • Increased cost of office and hotel supplies. More environmental-friendly office and hotel supplies may be much more expensive, which may increase the operating cost. 	<ul style="list-style-type: none"> • Revenue decreases for change in customers' preference. • Procurement cost increases as abrupt and unexpected shifts in market price of office and hotel supplies. 	<ul style="list-style-type: none"> • Tightened the control of the climate-related environmental pollution in daily business operation. • Planned to carry out study of the application of recycled materials and lower-emission energy sources.
<p>Reputational risk</p> <ul style="list-style-type: none"> • Unable to fulfil the expectations of the customers which may lead to potential damage the Group's reputation and image. • Stigmatisation of our business sector, such as more stakeholders' concern or negative stakeholders' feedback on our business operation, in a less environmental-friendly way. 	<ul style="list-style-type: none"> • Revenue decreases from the drop in income as a result of reduced customers. • Operating cost increases from negative impacts on workforce management and planning. 	<ul style="list-style-type: none"> • Planned to support and participate in the activities that related to environmental protection, conservation. • Planned to select suppliers who carry out relevant policies to protect the environment.

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Furthermore, the significant climate-related opportunities and associated financial impacts on our Group during the reporting period were as follows:

Detailed description climate-related opportunities	Financial Impact
Resource efficiency <ul style="list-style-type: none"> Reduce paper usage Reduce water and energy consumption 	<ul style="list-style-type: none"> Operating cost reduces through efficiency gains and cost reductions
Energy source <ul style="list-style-type: none"> Use of lower-emission sources of energy Use of supportive policy incentives Use of new technologies 	<ul style="list-style-type: none"> Operating cost reduces through use of lowest cost abatement Returns on investment in low-emission technology increases
Products and services <ul style="list-style-type: none"> Development or enhancement of services with more climate adaptation and less adverse impact on climate change Ability to diversify business activities 	<ul style="list-style-type: none"> Revenue increases through the increase in new or enhanced services provided to customers who place climate adaptation and impact as high priority
Markets <ul style="list-style-type: none"> Access to new markets 	<ul style="list-style-type: none"> Revenue increases through access to new and emerging markets
Resilience <ul style="list-style-type: none"> Participation in renewable energy programs and adoption of energy-efficiency measures Resource substitution or diversification 	<ul style="list-style-type: none"> Market valuation increases through resilience planning, such as planning of the research in the use of renewable energy sources Reliability of supply chain and ability to operate under various conditions increases Revenue increases through new products and services related to ensuring resilience

Metrics and Targets

Our Group adopts the key metrics to assess and manage climate-related risks and opportunities. The energy consumption and GHG emissions indicators are the key metrics used to assess and manage relevant climate-related risks where we consider such information is material and crucial for evaluating the impact of our operation on global climate change during the year. Our Group regularly tracks our energy consumption and GHG emissions indicators to assess the effectiveness of emission reduction initiatives, as well as set targets to contribute our effort to have minimal impact on global warming.

The details of time frames over which the target applies and base year from which progress is measured are described in the section A1: "Emissions" and section A2: "Use of Resources" of this Report. Our Group adopts absolute target to manage climate-related risks, opportunities and performance.

Environmental, Social and Governance Report

B. SOCIAL ASPECTS

EMPLOYMENT AND LABOUR PRACTICES

B1. EMPLOYMENT

Employees are regarded as the Group's important and valuable assets to the Group's success. We aim to provide a safe and healthy working environment to our employees, ensuring their rights and welfare and providing them with optimal development and training. The commitment is incorporated into staff handbook and other human resources management policies. Our staff handbook covers the Group's policies in respect of compensation and dismissal, recruitment and promotion, working hours, rest periods and other benefits and welfare.

Employees' Rights and Welfare

The Group prioritises the rights and benefits of its employees. We believe well-being of employees is correlated to their productivity and sense of belonging to the Company. We strive to move forward with high labour standards, respect human rights and minimise the staff turnover rate.

The Group strictly complies with applicable local regulations, including but not limited to the Employment Ordinance and Minimum Wage Ordinance in Hong Kong, the Labour Law of the PRC, the Labour Contract Law of the PRC and relevant laws in Macau, to ensure fair remuneration and benefits for our employees. We provide remuneration for our employees according to their qualifications, experience, performance, job duties and service years as well as to the market benchmark. We review performance appraisal on an annual basis to ensure our remuneration practices are competitive and aligned with market rates. In addition to salaries, we provide mandatory provident fund contributions for Hong Kong staff, social security insurance for the PRC employees, allowances, medical benefits and variable incentive-based remuneration such as discretionary bonus to our employees. Employees are also entitled to various types of leave including annual leave, paid sick leave, marriage leave, maternity leave, compassionate leave, etc.

Equal opportunities, diversity and anti-discrimination

The Group strives to construct a diverse and inclusive workplace where all our employees are treated with dignity and respect. We strongly oppose to all discriminatory behaviour against any individual on their gender, age, nationality, race, colour, disability, creed, religion, sexual orientation, marital status or family status. The principle of equal opportunities is applied in all employment practices, including but not limited to recruitment, promotion and transfer, work allocation, benefits and training and development. During the reporting period, there were no instances of non-compliance of laws and regulations relating to employment and labour practices in Hong Kong, the PRC and Macau.

Environmental, Social and Governance Report

Employee Composition and Employee Annual Turnover Rates

The employee compositions by gender, age group, geographical region, employment type and employment mode at the end of the reporting period were as follows:

Employee composition	2023	2022
By gender		
• Male	67%	60%
• Female	33%	40%
By age group		
• Age 30 or below	35%	30%
• Age 31-40	25%	42%
• Age 41-50	25%	13%
• Age 51 or above	15%	15%
By geographical region		
• Hong Kong	80%	75%
• The PRC	19%	21%
• Macau	1%	4%
By employment type		
• Senior management	15%	14%
• Middle management	13%	17%
• General staff	72%	63%
• Contract/short term staff	–	6%
By employment mode		
• Full-time staff	89%	94%
• Part-time staff	11%	6%

The employee annual turnover rates by gender, age group and geographical region during the reporting period were as follows:

Employee annual turnover rates	2023	2022
By gender		
• Male	50%	56%
• Female	48%	33%
By age group		
• Age 30 or below	68%	42%
• Age 31-40	56%	41%
• Age 41-50	26%	47%
• Age 51 or above	40%	64%
By geographical region		
• Hong Kong	55%	60%
• The PRC	21%	14%
• Macau	100%	–
Overall	49%	46%

Environmental, Social and Governance Report

B2. HEALTH AND SAFETY

The Group provides its employees with a safe and healthy working environment. We ensure that our daily operations are compliant with all applicable rules, to minimise and protect employees from any occupational health and safety hazards that may cause risks. We strictly comply with the rules and guidelines stipulated in the Occupational Safety and Health Ordinance by the Labour Department in Hong Kong, the Law of the PRC on Prevention and Control of Occupational Diseases and relevant laws in Macau. Besides, we implement health and safety measures as followings:

Safe and Hygienic Workplace

The Company provides its employees with a set of guidelines to ensure a safe and healthy workplace for all its workforce. We provide medical benefits to our employees, prohibit smoking in non-smoking areas or bringing in explosives or illegal drugs without permission. We also circulate internal memorandum among our staff to remind them of the information related to occupational health and safety. We care about employees' physical and mental health, conduct regular interviews to understand employees' concerns, and launch employee surveys to learn more about employees' needs. We also implement daily disinfection in hotels and regular disinfection in office, and actively arrange pandemic prevention supplies such as masks, protective clothing, rapid antigen test kits and disinfectants for front-line employees.

Fire Safety

Our hotel is equipped with qualified fire installations and equipment to ensure fire safety, in compliance with the Fire Safety (Buildings) Ordinance (Chapter 572 of the Laws of Hong Kong). All the hotel fire service systems are installed by a registered fire service installation contractor and are inspected annually.

Indoor Air Pollution Prevention

The ventilation systems in our hotel are inspected annually. During the reporting period, the ventilation system in our hotel was proved to be in safe and efficient working order in accordance with Regulation 5A of the Building (Ventilation Systems) Regulations (Chapter 123J of the Laws of Hong Kong).

During the reporting period, there was no employee (2021: nil; 2022: nil) injured and no lost day (2021: nil; 2022: nil) due to work-related injuries. There was no fatality case (2021: nil; 2022: nil) during the year. Moreover, there was no violation of any laws and regulations relating to occupational health or safety in Hong Kong, the PRC or Macau, including but not limited to the followings:

- Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong)
- Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong)
- The Law of the People's Republic of China on the Prevention and Control of Occupational Diseases
- The Macau Labour Relations Law of 2008

Environmental, Social and Governance Report

B3. DEVELOPMENT AND TRAINING

The Group believes that development and training are crucial to enhance its employees' potential for work advancement. We support our employees in the performance of their designated roles and help them to fulfill their potential during the course of their employment. To improve employees' professional knowledge and skills in discharging their duties, we provide on-job training to our employees with contents covering occupational health, corporate governance, etc. Our employees are funded suitable seminars, aiming to encourage and support them in pursuing professional development and continuous learning through external training.

To uphold our services quality, understand different case scenarios faced by the frontline staff and timely respond to the views from our staff, the Group always seeks improvements on the training by conducting assessment and collecting feedback of participants. This can help the Group continuously improve the training programs covering various aspects offered to all levels of employees so as to enhance their job performance.

During the reporting period, the percentage of employees trained and average training hours completed per employee by gender and employment type was as follows:

Employment category	Percentage of employees trained		Average training hours completed per employee	
	2023	2022	2023	2022
By gender				
• Male	35%	6%	3.40	0.58
• Female	43%	13%	4.96	1.90
By employment type				
• Senior management	59%	46%	6.00	6.88
• Middle management	83%	17%	8.58	1.74
• General staff	24%	–	2.22	–

During the reporting period, the composition of employees received training by gender and employment type was as follows:

Composition of employees received training	2023	2022
By gender		
• Male	63%	40%
• Female	37%	60%
By employment type		
• Senior management	19%	60%
• Middle management	37%	40%
• General staff	44%	–

Environmental, Social and Governance Report

B4. LABOUR STANDARDS

The Group prohibits engagement of child and forced labour in compliance with the relevant law of Employment Ordinance and the Employment of Children Regulations in Hong Kong, the Labour Law of the PRC and relevant laws such as 澳門特別行政區第10/2012號法律《規範進入娛樂場和在場內工作及博彩的條件》 in Macau. We have implemented a preventive recruitment procedure with a thorough background check, to ensure that no underaged or illegal persons are employed. Furthermore, to prevent unlawful recruitment of employees under the age of 15 as child labour, employees are required to provide identity proofs to Human Resources Department to verify the age as part of the recruitment process. All work should be voluntarily performed and shall not involve forced labour. If any violation against laws and regulations in relation to labour standards is found, we will investigate the incident, impose appropriate penalty to accountable staff subject to the severity and review any defects in the human resources system in place. Besides, the Group does not in any way force its employees to work overtime. Employees are compensated in accordance with labour laws and company practices on overtime compensation in cases where working beyond normal working hours is inevitable.

During the reporting period, there was no employment of child labour discovered, nor any non-compliance of laws and regulations relating to forced labour.

OPERATING PRACTICES

B5. SUPPLY CHAIN MANAGEMENT

The Group has established a set of guidelines for procurement of goods and services, with an objective to maintain proper supply chain management in the Company. We expect our suppliers to share the same values and operate business in a responsible, fair and honest manner. For office operation, the Group mainly works with third party services providers which provide services such as information technology services, property management services, advertising services and legal and consultancy services. We also work with suppliers that supply office equipment, printing and stationery. For hotel operations, the Group works closely with a number of suppliers in providing a range of hospitality goods, including guestroom consumables, tableware, furniture and electrical appliances.

Stringent procedures are applied in the selection of suppliers. In addition, we maintain a well-established system to monitor the quality of suppliers, ensuring that the goods supplied and services provided are of high standard. The Group also emphasises on the selection of products that cause minimal impacts on the environment, for example, we purchase green cleaning products and reusable items instead of single-use disposable ones. To raise awareness of environmental protection of our suppliers and engage them to contribute to sustainable development, we welcome suppliers who demonstrate their commitment to sustainability.

During the reporting period, the number of suppliers by geographical region was as follows:

Number of suppliers	2023	2022
By geographical region		
• Hong Kong	51	32
• The PRC	3	–
• Australia	1	–
• Netherlands	1	–
• Switzerland	1	–
• Macau	1	–
• The U.S.A.	1	–
Total	59	32

Environmental, Social and Governance Report

B6. PRODUCT RESPONSIBILITY

Service levels are deemed essential by the Group because quality service is indispensable factors in maintaining the market position of the Group in the highly competitive market. Our employees fully understand the obligation of delivering high quality service to customers. Striving to achieve a high standard of professionalism, we seek continuous improvement in service quality by welcoming comments and feedback from our customers. To improve our service, the Group's complaint handling policy is strictly in accordance with regulatory standards to ensure that customers' opinions are heard and responded in a timely manner.

During the reporting period, no material products or service-related complaint was received, and no products sold or shipped were subject to recalls for safety and health reasons.

Quality Management System

The Group is aware of its responsibility to promote legal and responsible gaming activities at its operating sites and to minimise any negative impacts. In compliance with Macau's legislation 澳門特別行政區第10/2012號法律《規範進入娛樂場和在場內工作及博彩的條件》，in our daily practices we follow well-established procedures to promote responsible gaming, including prohibiting any underaged persons to enter the gaming area and proactively emphasising the importance of responsible gaming to our staff. The Group has established "Guest Complaint Handling Procedures" (《客人投訴處理流程》) for our businesses, to clarify the responsible departments and handling procedures for guest complaints, and handle the complaints in a timely and effective manner. The Group assigned specific persons in-charge to conduct complaint handling, complaint supervision and tracking of hotel management issues.

The Group believes the opinions from customers can drive our continuous improvement and are essential to our pursuit for excellence. We welcome the opinions from customers by establishing various communication channels with customers, such as customer service hotline and email. We have also established a customer service survey form on our website to understand the needs of our customers and improve our service quality.

During the reporting period, the Group was not aware of any violation of relevant laws and regulations that has a significant impact on the Group relating to health and safety, advertising, labelling and privacy matters relating to services provided and methods of redress.

Personal Data Privacy and Protection

The Group protects its customers' privacy by confidentially processing and maintaining personal data in compliance with Personal Data (Privacy) Ordinance of the Laws of Hong Kong, Personal Information Protection Law of the PRC and relevant laws in Macau. For all our businesses especially money lending business, we handle customers' personal data with extra care, to ensure that the information is properly stored and is accessible only to authorised staff to prevent from improper disclosure or misuse.

During the reporting period, there was no non-compliance of laws and regulations relating to data privacy.

Environmental, Social and Governance Report

B7. ANTI-CORRUPTION

The Group treasures integrity as its core value. As a financial services provider, we consider money laundering as an important risk and are obligated to achieve high standards of openness and fight against any corruption activities. We strictly comply with the Prevention of Bribery Ordinance of the Laws of Hong Kong, the Criminal Law of the PRC and relevant laws in Macau.

The Group expects employees at all levels to share the value of integrity and honesty. The Group strictly abides by the laws and regulations on integrity and prevention of corruption, bribery, fraud and extortion in regions where it operates, such as the Prevention of Bribery Ordinance in Hong Kong and the Criminal Law of the PRC. The Group explicitly states that any form of corruption, bribery or kickback is strictly prohibited in its employee manual. Employees shall not solicit or accept any forms of bribing benefits, including banquets, cash, gifts, rebates and commissions. If any case of suspected corruption or other criminal offence is discovered, it will be reported to the Independent Commission Against Corruption or other relevant authorities.

The Group also has a well-established whistleblowing policy to encourage our staff to report any suspicious cases related to misconduct or malpractices with a confidential platform in the Company. The Board provides reporting channels and guidance for the employees to raise concerns about possible improprieties in financial reporting, internal control or other matters in relation to business ethics principles.

During the reporting period, the number of directors and employees received anti-corruption training and number of training hours were as follows:

Anti-corruption training	2023	2022
Number of employees received training		
• Senior management (including directors)	7	–
• Middle management	9	–
• General staff	10	–
Total employees	26	–
Number of training hours		
• Senior management (including directors)	11	–
• Middle management	14	–
• General staff	15	–
Total training hours	40	–

During the reporting period, the Group was not aware of any non-compliance of laws and regulations relating to bribery, fraud, extortion and money laundering.

COMMUNITY

B8. COMMUNITY INVESTMENT

As a socially responsible enterprise, the Group is constantly aware of the community needs and strives to bring a positive impact on community development. The Group has been awarded a “Caring Company” status by the Hong Kong Council of Social Service’s Caring Company Scheme in March 2021. During the reporting period, the Group donates HK\$21,000 to Hong Kong Southern District Women’s Association Limited.

Environmental, Social and Governance Report

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING INDEX

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)		Section	Pages
A. Environmental			
A1: Emissions			
General Disclosure		“Emissions”	34
KPI A1.1	The types of emissions and respective emissions data	“Emissions – Air Pollutants Emission”	34-35
KPI A1.2	Direct and energy indirect greenhouse gas emissions and, where appropriate, intensity	“Emissions – Greenhouse Gas Emission”	35
KPI A1.3	Total hazardous waste produced and, where appropriate, intensity	Not applicable to our Group’s business	N/A
KPI A1.4	Total non-hazardous waste produced and, where appropriate, intensity	“Emissions – Hazardous and Non-hazardous Wastes”	36
KPI A1.5	Description of emissions target(s) set and steps taken to achieve them	“Emissions – Air Pollutants Emission” “Emissions – Greenhouse Gas Emission”	34-35
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them	“Emissions – Hazardous and Non-hazardous Wastes”	36
A2: Use of Resources			
General Disclosure		“Use of Resources”	37
KPI A2.1	Direct and/or indirect energy consumption by type in total and intensity	“Use of Resources – Energy”	37
KPI A2.2	Water consumption in total and intensity	“Use of Resources – Water”	38
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them	“Use of Resources – Energy”	37
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them	“Use of Resources – Water”	38
KPI A2.5	Total packaging material used for finished products and, if applicable, with reference to per unit produced	Not applicable to our Group’s business	N/A

Environmental, Social and Governance Report

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)		Section	Pages
A3: The Environment and Natural Resources			
General Disclosure		"The Environment and Natural Resources"	38
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them	No significant impact of activities on the environment and natural resources was noted.	N/A
A4: Climate Change			
General Disclosure		"Climate Change"	39-41
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them	"Climate Change"	42-45
B. Social			
Employment and Labour Practices			
B1: Employment			
General Disclosure		"Employment"	46
KPI B1.1	Total workforce by gender, employment type, age group and geographical region	"Employment"	47
KPI B1.2	Employee turnover rate by gender, age group and geographical region	"Employment"	47
B2: Health and Safety			
General Disclosure		"Health and Safety"	48
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year	No work-related fatality was recorded during the year.	48
KPI B2.2	Lost days due to work injury	"Health and Safety"	48
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored	"Health and Safety"	48

Environmental, Social and Governance Report

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)		Section	Pages
B3: Development and Training			
General Disclosure		"Development and Training"	49
KPI B3.1	The percentage of employees trained by gender and employee category	"Development and Training"	49
KPI B3.2	The average training hours completed per employee by gender and employee category	"Development and Training"	49
B4: Labour Standards			
General Disclosure		"Labour Standards"	50
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour	"Labour Standards"	50
KPI B4.2	Description of steps taken to eliminate such practices when discovered	No legal case regarding child and forced labour was noted.	50
Operating Practices			
B5: Supply Chain Management			
General Disclosure		"Supply Chain Management"	50
KPI B5.1	Number of suppliers by geographical region	"Supply Chain Management"	50
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored	"Supply Chain Management"	50
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored	"Supply Chain Management"	50
KPI B5.4	Descriptions of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored	"Supply Chain Management"	50

Environmental, Social and Governance Report

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)		Section	Pages
B6: Product Responsibility			
General Disclosure		“Product Responsibility”	51
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons	Not applicable to the Group’s business	N/A
KPI B6.2	Number of products and service related complaints received and how they are dealt with	No product or service related complaint was received during the year	N/A
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights	Not applicable to the Group’s business	N/A
KPI B6.4	Description of quality assurance process and recall procedures	“Product Responsibility – Quality Management System”	51
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored	“Product Responsibility – Personal Data Privacy and Protection”	51
B7: Anti-corruption			
General Disclosure		“Anti-corruption”	52
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases	No concluded legal case regarding corrupt practices was noted.	52
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored	“Anti-corruption”	52
KPI B7.3	Description of anti-corruption training provided to directors and staff	“Anti-corruption”	52
Community			
B8: Community Investment			
General Disclosure		“Community Investment”	52
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport)	“Community Investment”	52
KPI B8.2	Resources contributed (e.g. money or time) to the focus area	“Community Investment”	52

Report of the Directors

The Directors present the annual report together with the audited consolidated financial statements for the year ended 30 June 2023.

PRINCIPAL PLACE OF BUSINESS

The Company is a company incorporated in Hong Kong with limited liability. Its registered office and principal place of business are at Room 1807, 18/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities and other particulars of its subsidiaries are set out in note 20 to the consolidated financial statements.

The analysis of the principal activities and geographical locations of the operations of the Company and its subsidiaries during the financial year are set out in note 20 to the consolidated financial statements.

BUSINESS REVIEW

General

Further discussion and analysis of the Group's principal activities, including a business overview for the year and an indication of the likely future developments of the Group's business is set out in the Management Discussion and Analysis of this annual report and forms part of this report of the Directors.

Principal risks and uncertainties and the respective risk responses

The following section sets out the key risks and uncertainties which the Group faces. It is a non-exhaustive list and there may be other risks and uncertainties in addition to the key risk factors outlined below:

Description of principal risks:

Economic and political outlook

The Group's business is based in Hong Kong, the PRC and Macau, changes in certain political and economic risks in these jurisdictions may have material adverse effect on the business, financial condition, results of operations and cash flows. Any slowdown in economic growth, decline in economic conditions or changes to restrictions on travel and currency movements could disrupt the number of visitor arrivals and occupancy rate of the Group's hotel operations.

Risk responses:

The economic environment is constantly evaluated by the Directors in order to promptly respond to any changes. The political agenda in Hong Kong, the PRC and Macau is also monitored closely for any changes. The Directors are responsible for determining an overall market risk control framework, monitoring and assessing market conditions, devising refined policies in light of the above adverse factors affecting the Group's performance and market position and tailoring marketing strategy to cater to changes in economic and political outlook. The senior management is responsible for ensuring that the policies so developed are duly implemented and executed.

Report of the Directors

BUSINESS REVIEW (Continued)

Principal risks and uncertainties and the respective risk responses (Continued)

Description of principal risks:

Management and operational risk

Insufficient or ineffective internal controls in daily operations may lead to financial loss and reputational damage, including but not limited to contractual risks, abusive use of discount, cash misappropriation, fraud committed with external parties and loss of physical assets.

Valuation of pledged collaterals and investment properties

Secured mortgage loans may be granted to customers based on the values of mortgaged properties. In the event that the value of the mortgaged properties decreases to the extent that it is not sufficient to cover the relevant mortgage loan, there may be a need to make provision for impairment or write off the relevant mortgaged loan if the customer is not able to provide further collateral or repay the mortgage loan. This will in turn affect the profitability and the financial position of the Group.

Credit risk management

As the money lending business becomes the pillar business of the Group, default in repayment by debtors of loans receivable and interest receivables will lead to significant financial losses of the Group.

Risk responses:

The executive Directors meet regularly to review operational issues and conduct sample checks on the loan files for proper security documentation. The senior management is responsible for supervising the day-to-day adherence of operational control procedures and maintenance of security documentation. Training is also provided to employees on policies and procedures, as well as to update them of current legislations and practices. Credit monitoring policies and operational procedures have been formulated and are continuously updated to ensure that employees comply with internal procedures and requirements. Independent review of internal audit is also conducted on a regular basis.

The Directors and senior management closely monitor the safety margin of mortgage loans and assess the relevant risks from time to time. The credit and loan officers also assess individually whether such amount of mortgage loans can be fully recovered with reference to the repayment ability of that customer and monitor the loan-to-value ratio of the loan by conducting valuation of the mortgaged properties from time to time.

The Directors delegates the credit department of the money lending business of the Group to review regularly the credit limits, credit approvals and other monitoring procedures; as well as to develop plans for loan recovery and to carry out legal proceedings against debtors and guarantors. To ensure that the cash flows of the Group is sufficient for daily operations, cash flow forecasts are formulated on a regular basis.

RESULTS AND DIVIDEND

The loss of the Group for the year ended 30 June 2023 and the state of the Company's and the Group's affairs as at that date are set out in the consolidated financial statements on pages 71 to 144.

The Directors of the Company do not recommend the payment of any dividend for the year ended 30 June 2023.

Report of the Directors

GROUP FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 3.

RESERVES

Details of movements in the reserves of the Group and the Company are set out in the consolidated statement of changes in equity on page 73 and note 36 to the consolidated financial statements, respectively.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the Group's property, plant and equipment and investment properties during the year are set out in notes 16 and 18 to the consolidated financial statements, respectively.

SHARE CAPITAL

Details of the share capital of the Company are set out in note 31 to the consolidated financial statements.

There were no purchases, sales or redemption of the Company's listed securities by the Company or any of its subsidiaries during the year.

DIRECTORS OF THE COMPANY

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

Executive Directors:

Ms. Lin Yee Man

Mr. Lam Yick Man (resigned on 6 September 2022)

Mr. Zhang Yiwei (appointed on 6 September 2022)

Non-executive Director:

Mr. Nicholas J. Niglio

Independent Non-executive Directors:

Mr. Cheung Yat Hung, Alton

Mr. Yue Fu Wing

Ms. Yeung Hoi Ching

In accordance with Articles 79 and 80 of the Company's Articles of Association, Mr. Nicholas J. Niglio shall retire by rotation and being eligible, offer himself for re-election as non-executive Director at the forthcoming annual general meeting of the Company. Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Ms. Yeung Hoi Ching shall retire by rotation and being eligible, offer themselves for re-election as independent non-executive Directors at the forthcoming annual general meeting of the Company.

DIRECTORS OF THE COMPANY'S SUBSIDIARIES

The persons who were directors of the subsidiaries of the Company during the year and up to the date of this report (unless otherwise stated) were:

Ms. Lin Yee Man

Mr. Zhang Yiwei

Mr. Nicholas J. Niglio

Mr. Tam Ka Wo

Mr. Lam Yick Man

Mr. Yip Hoi Lung

Ms. Ho Lai Ying

Report of the Directors

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules, and considers all the independent non-executive Directors to be independent.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

Shares

As at 30 June 2023, none of the Directors or the chief executive of the Company, or any of their associates, had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (the "SFO"), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were required, pursuant to section 352 of the SFO, to be recorded in the register required to be kept referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

Share Options

The Company adopts a share option scheme (the "Scheme") under which the Directors may, at their discretion, grant options to employees, including any of the Directors, to subscribe for shares of the Company, subject to the stipulated terms and conditions.

During the year ended 30 June 2023 and up to the date of this report of the Directors, 10,238,000 and 10,238,000 (2022: 10,238,000 and 10,238,000) share options remained outstanding under the Scheme, respectively and the details of the movements in the outstanding share options were as follows:

Name of grantee	Date of grant	Exercise period	Exercise price per share HK\$	Outstanding as at 1 July 2022	Granted/ exercised/ cancelled/ lapsed during the year	Outstanding as at 30 June 2023	Granted/ exercised/ cancelled/ lapsed during the period between 1 July 2023 to the date of this report of the Directors	Outstanding as at the date of this report of the Directors	Percentage of outstanding options as at 30 June 2023	Percentage of outstanding options as at the date of this report of the Directors
Director										
Mr. Nicholas J. Niglio	1/4/2016	1/4/2016– 31/3/2026	0.50	5,119,000	-	5,119,000	-	5,119,000	50%	50%
Other eligible participant										
	1/4/2016	1/4/2016– 31/3/2026	0.50	5,119,000	-	5,119,000	-	5,119,000	50%	50%

The vesting period of the share options was from the date of grant until the commencement of the exercise period.

Save as disclosed above, none of the Directors or chief executive of the Company, or any of their associates, had any rights to subscribe for the securities of the Company, or had exercised any such rights during the year.

Report of the Directors

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

Share Options (Continued)

As at 1 July 2022 and 30 June 2023, nil share was available for grant under the Scheme mandate of the Company.

The number of shares that might be issued in respect of options granted under the Scheme of the Company during the year ended 30 June 2023 divided by the weighted average number of shares of the relevant class in issue for the year ended 30 June 2023 was 0.53%.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Details of movements in the share options of the Company during the year are set out in note 32 to the consolidated financial statements.

At 30 June 2023 and 2022, the share options have exercise prices of approximately HK\$0.50 and HK\$0.50 under the Scheme, respectively. At 30 June 2023 and 2022, the weighted average remaining contractual life of the share options was approximately 2.76 years and 3.76 years, respectively.

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of acquisition of shares in or debenture of the Company or any other body corporate.

EQUITY-LINKED AGREEMENTS

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

PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries as at 30 June 2023 are set out in note 20 to the consolidated financial statements.

MANAGEMENT CONTRACTS

The PRC Properties of the Company's subsidiary in the PRC are currently managed by a third party management company under a two-year property management agreement expiring on 31 December 2024, and no Director was interested in such agreement.

Save for disclosed above, no other contracts relating to the management and/or administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year.

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

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

Report of the Directors

DISTRIBUTABLE RESERVES

As at 30 June 2023, the Company did not have reserve available for distribution.

PERMITTED INDEMNITY

The Articles of Association provides that if any Director or other officer shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure, the Director or officer so becoming liable as aforesaid from any loss in respect of such liability. In addition, the Company has maintained appropriate Directors' and officers' liability insurance in respect of relevant legal actions against the directors and officers of the Group.

DIRECTORS' SERVICE CONTRACTS

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

CONNECTED TRANSACTIONS

During the period from the date of the 2022 annual report of the Company to the date of this report, the Company did not have any connected transactions which were subject to the reporting requirements under Chapter 14A of the Listing Rules.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 12 to the consolidated financial statements, no transactions, arrangements or contracts of significance subsisting during or at the end of the financial year in which a Director or an entity connected with a Director is or was materially interested, either directly or indirectly.

CONTROLLING SHAREHOLDERS' INTERESTS IN SIGNIFICANT CONTRACTS

Save as disclosed in this report, no contract of significance has been entered into between the Company or any of its subsidiaries and the controlling shareholder or any of its subsidiaries during the year.

DIRECTORS' AND EMPLOYEES' EMOLUMENTS

Particulars of Directors' remuneration, five highest paid individuals' emoluments and staff costs are set out in notes 11 and 12 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 30 June 2023, the Group's revenue to its five largest customers accounted for approximately 15.3% (i.e. less than 30%) of the Group's total revenue, while the Group's revenue to its largest customer accounted for approximately 4.1% of the Group's total revenue. The Group's five largest suppliers accounted for approximately 43.6% of the Group's total purchases, while the purchases from the largest supplier accounted for approximately 13.9% of the Group's total purchases.

None of the Directors, their close associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the number of issued shares of the Company) had an interest in any of the Group's customers or suppliers noted above during the year.

Report of the Directors

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2023, according to the information available to the Company, substantial shareholders of the Company and persons, other than a Director or chief executive of the Company, who had interests in 5% or more of the issued share capital of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, were as follows:

Name of shareholder	Long/short position	Number of ordinary shares held	Percentage of shares held
Ms. Lin Yee Man	Long	1,374,502,606	70.89%
Mr. Wong Yau Shing	Long	108,000,000	5.57%

Save as disclosed above, no other person had registered any interests or short positions in 5% or more of the share capital and underlying shares of the Company, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which was required to be recorded in the register required to be kept by the Company under Section 336 of the SFO as at 30 June 2023.

DISCLOSURE UNDER RULE 13.18 OF THE LISTING RULES

On 11 January 2023, Funki Finance Limited (a wholly-owned subsidiary of the Company) as borrower, Ever Praise Enterprises Limited (a wholly-owned subsidiary of the Company) as mortgagor, and the Company as guarantor, entered into a facility agreement (the "**Facility Agreement**") in respect of uncommitted revolving loan facility limit amounted to HK\$100,000,000 (the "**Loan Facility**") with a commercial bank as lender (the "**Lender**"). The Loan Facility will mature on 10 January 2026.

Under the terms of the Facility Agreement, Ms. Lin Yee Man, the controlling shareholder of the Company, shall (directly or indirectly) remain the single largest shareholding interest in the Company.

The Lender reserves its overriding right at any time with immediate effect to cancel or vary the Loan Facility, demand immediate repayment of all outstanding amounts and require provision of immediate cash cover (in the amount notified by the Lender) for any future or contingent liabilities.

As of the date of entering into of the Facility Agreement and the date of this report, Ms. Lin Yee Man was beneficially interested in approximately 70.89% of the total issued share capital of the Company.

RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group are set out in note 35 to the consolidated financial statements. The transactions comprise no connected transactions or continuing connected transactions which required disclosure pursuant to Chapter 14A of the Listing Rules. The Board confirmed that during the year and up to the date of this annual report, the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Company's Directors and senior management are set out in "Biographical Details of Directors and Senior Management" section of this annual report.

Report of the Directors

DEFINED CONTRIBUTION SCHEMES

The Group operates and/or participates in a number of defined contribution schemes. The assets of these schemes in Hong Kong are held in separate trustee-administered funds. The pension schemes are funded by payments from employees in Hong Kong and by participating companies in Hong Kong of the Group, and provide benefits linked to contributions and investment returns on the schemes. The employees in the PRC are members of the state-managed retirement benefit scheme operated by the PRC government. The Company's subsidiary in the PRC is required to contribute a certain percentage of the salaries of its employees to the scheme. The Group has no further legal or constructive payment obligations if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods, once the contributions have been paid.

Forfeited contributions (by employers on behalf of employees who leave the scheme prior to vesting fully in such contributions) are not used to reduce the existing level of contributions but are credited to a reserve account of that provident fund, and are available for distribution at the discretion of the relevant employers.

Contributions to the defined contribution schemes are recognised as expenses in the year to which the contributions relate, except to the extent that they are capitalised as part of the cost of qualifying assets.

Particulars of the retirement benefit scheme operated by the Group are set out in note 11 to the consolidated financial statements. In the opinion of the Directors, the Group had no significant obligations as at 30 June 2023 for long service payment to its employees pursuant to the requirements under the Employment Ordinance.

SUBSEQUENT EVENTS AFTER THE REPORTING PERIOD

There were no important events affecting the Company that have occurred since the end of the financial year.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

In the opinion of the Directors of the Company, the Company was in compliance with the code provisions of Corporate Governance Code as set out in Appendix 14 to the Listing Rules throughout the accounting year covered by the financial statements, except for the deviation from the code provision D.1.2 of the Corporate Governance Code, details of which are set out in the corporate governance report on pages 14 to 28 of this annual report.

The Company has complied with the code of conduct regarding securities transactions by the Directors on terms no less than exacting than the required standards regarding dealings as set in the Model Code. Having made specific enquiries of all Directors, they have complied with the required standards set out in the Model Code and the code of conduct regarding securities transactions by the Directors adopted by the Company. Details of compliance with the Model Code by Directors are set out in the corporate governance report on pages 14 to 28 of this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Company has complied with the relevant laws and regulations that have a significant impact on the Company. The Company consults legal advisers so as to ensure its transactions and business are in compliance with the applicable laws and regulations. During the year, the Company was not aware of any non-compliance with any relevant laws and regulations that had a significant impact on it.

Report of the Directors

ENVIRONMENTAL POLICIES AND PERFORMANCE

During the year, the Company has complied with the relevant environmental policies applicable to it in all material aspects. Details of its performance of which are set out in the Environmental, Social and Governance Report on pages 29 to 56 of this annual report.

RELATIONSHIP WITH EMPLOYEES

The Company regards employees as important and valuable assets and provides its employees with competitive remuneration packages, staff benefits and welfare. The Group accelerates professional development of staff by providing trainings so as to keep them abreast of updated knowledge and skills. Details of which are set out in section B: “Social Aspects - Employment and Labour Practices” of the Environmental, Social and Governance Report on pages 46 to 50 of this annual report.

RELATIONSHIPS WITH CUSTOMERS AND SUPPLIERS

The Company values its customers’ feedback and comments, which enhance the quality of services. The Company also implements measures in selecting suppliers and conducts regular evaluation. Details of which are set out in section B: “Social Aspects – Operating Practices” of the Environmental, Social and Governance Report on pages 50 to 51 of this annual report. During the year, the Company considered the relationships with its customers and suppliers were satisfactory.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company, as at the date of this annual report, the Company has maintained the minimum prescribed percentage of public float under the Listing Rules.

AUDIT COMMITTEE

The audit committee, comprising three members, all being independent non-executive Directors of the Company, has reviewed and approved the Group’s financial reporting process, risk management and internal control system including the review of the Group’s consolidated financial statements for the year ended 30 June 2023.

AUDITOR

Details of change in auditors in the preceding three years

On 27 May 2022, RSM Hong Kong (“RSM”) resigned as the auditor of the Company as the Company could not reach a consensus with RSM on the audit fee for the financial year ended 30 June 2022. On 27 May 2022, the Company appointed ZHONGHUI ANDA CPA Limited as its auditor to fill the casual vacancy following the resignation of RSM. Please refer to the Company’s announcement dated 27 May 2022 for details of the above change in auditors.

Report of the Directors

AUDITOR (Continued)

Proposed re-appointment of auditor

The consolidated financial statements of the Group for the year ended 30 June 2023 have been audited by ZHONGHUI ANDA CPA Limited, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company. A resolution for the re-appointment of ZHONGHUI ANDA CPA Limited as the auditor of the Company will be proposed at the annual general meeting.

By Order of the Board

Lin Yee Man
Chairman

Hong Kong, 28 September 2023

Independent Auditor's Report



TO THE MEMBERS OF RICH GOLDMAN HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

OPINION

We have audited the consolidated financial statements of Rich Goldman Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 71 to 144, which comprise the consolidated statement of financial position as at 30 June 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 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.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Investment properties

Refer to note 18 to the consolidated financial statements.

The Group measured its investment properties at fair value with the changes in fair value recognised in the consolidated profit or loss. This fair value measurement is significant to our audit because the balance of investment properties of approximately HK\$638,215,000 as at 30 June 2023 and the fair value loss of approximately HK\$4,984,000 for the year then ended are material to the consolidated financial statements. In addition, the Group’s fair value measurement involves application of judgement and is based on assumptions and estimates.

Independent Auditor's Report

KEY AUDIT MATTERS (Continued)

1. Investment properties (Continued)

Our audit procedures included, among others:

- Assessing the competence, independence and integrity of the external valuer engaged by the Group;
- Obtaining the external valuation reports and meeting with the external valuer to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgments and assumptions applied in the valuation model;
- Checking key assumptions and input data in the valuation model to supporting evidence;
- Checking arithmetical accuracy of the valuation model; and
- Assessing the disclosure of the fair value measurement in the consolidated financial statements.

We consider that the Group's fair value measurement of investment properties is supported by the available evidence.

2. Loans receivable and interest receivables

Refer to note 23 to the consolidated financial statements.

The Group tested the amount of loans receivable and interest receivables for impairment. This impairment test is significant to our audit because the balance of loans receivable and interest receivables of approximately HK\$303,928,000 as at 30 June 2023 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Assessing the Group's procedures on granting credit limits and credit periods to debtors;
- Assessing the Group's relationship and transaction history with the debtors;
- Evaluating the Group's impairment assessment;
- Assessing ageing of the debts;
- Assessing creditworthiness of the debtors;
- Checking subsequent settlements from the debtors;
- Assessing the value of the collateral for the debts; and
- Assessing the disclosure of the Group's exposure to credit risk in the consolidated financial statements.

We consider that the Group's impairment test for loans receivable and interest receivables is supported by the available evidence.

Independent Auditor's Report

KEY AUDIT MATTERS (Continued)

3. Impairment assessment of the cash generating unit ("CGU") of hotel operations

Refer to note 16 to the consolidated financial statements.

The Group tested the CGU of hotel operations for impairment. This impairment test is significant to our audit because segment assets attributed to the hotel operations business segment with total carrying amount of approximately HK\$348,573,000 as at 30 June 2023, which includes the hotel property as included in property, plant and equipment with carrying amount of approximately HK\$346,600,000 as at 30 June 2023, is material to the consolidated financial statements.

The recoverable amount of hotel operations business segment assets is estimated at fair value less cost of disposal in which the fair value of the hotel property is estimated by an independent firm of chartered surveyors and approved by the directors of the Company (the "Directors") using market comparison approach, with major assumptions on market condition such as age of building, location, accessibility and property condition. In addition, the Group's impairment test involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Assessing the identification of the related cash generating units;
- Assessing the competence, independence and integrity of the external valuer engaged by the Group;
- Obtaining the external valuation reports and meeting with the external valuer to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgments and assumptions applied in the valuation model;
- Checking key assumptions and input data in the valuation model to supporting evidence; and
- Checking arithmetical accuracy of the valuation model and the fair value less costs of disposal calculations.

We consider that the Group's impairment test for hotel operations business segment assets is supported by the available evidence.

OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent Auditor's Report

RESPONSIBILITIES OF DIRECTORS 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 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.

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. We report our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:

<https://www.hkicpa.org.hk/en/Standards-setting/Standards/Our-views/auditre>

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Pang Hon Chung

Audit Engagement Director

Practising Certificate Number P05988

Hong Kong, 28 September 2023

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Revenue	7	98,375	60,352
Cost of services provided		(19,387)	(12,512)
Other income and other gain, net	8	3,746	3,286
Fair value loss on investment properties	18	(4,984)	(6,964)
Reversal of impairment loss/(impairment loss) on property, plant and equipment	16	14,569	(7,487)
Provision for impairment and write-off of loans receivable and interest receivables, net	23	(17,842)	(8,806)
Administrative expenses		(67,032)	(54,846)
Profit/(loss) from operations		7,445	(26,977)
Gain on bargain purchase on acquisition of subsidiaries		–	29,190
Finance costs	9	(6,905)	(5,190)
Profit/(loss) before tax		540	(2,977)
Income tax expense	13	(7,092)	(1,001)
Loss for the year	10	(6,552)	(3,978)
Other comprehensive loss after tax:			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of foreign operation		(38,704)	(16,328)
Total other comprehensive loss for the year, net of tax		(38,704)	(16,328)
Total comprehensive loss for the year		(45,256)	(20,306)
(Loss)/profit for the year attributable to:			
– Owners of the Company		(10,849)	(3,631)
– Non-controlling interests		4,297	(347)
		(6,552)	(3,978)
Total comprehensive loss for the year attributable to:			
– Owners of the Company		(39,305)	(16,466)
– Non-controlling interests		(5,951)	(3,840)
		(45,256)	(20,306)
Loss per share			
Basic and diluted (<i>HK cents</i>)	15	(0.56)	(0.19)

Consolidated Statement of Financial Position

At 30 June 2023

	Notes	2023 HK\$'000	2022 HK\$'000
NON-CURRENT ASSETS			
Property, plant and equipment	16	402,095	405,491
Right-of-use assets	17	1,899	–
Investment properties	18	638,215	687,112
Intangible assets	19	1,278	1,000
Deferred tax assets	21	2,371	1,116
Financial assets at fair value through profit or loss (“FVTPL”)	22	31,488	31,488
Loans receivable	23	189,167	87,556
		1,266,513	1,213,763
CURRENT ASSETS			
Trade and other receivables	24	10,543	13,754
Loans receivable and interest receivables	23	114,761	99,441
Current tax assets		480	2,181
Bank and cash balances	25	63,114	121,503
		188,898	236,879
CURRENT LIABILITIES			
Contract liabilities	26	2,034	4,260
Other payables	27	32,943	30,872
Borrowings and interest payables	28	54,477	8,204
Lease liabilities	29	782	–
Current tax liabilities		4,295	2,583
		94,531	45,919
NET CURRENT ASSETS			
		94,367	190,960
TOTAL ASSETS LESS CURRENT LIABILITIES			
		1,360,880	1,404,723
NON-CURRENT LIABILITIES			
Contract liabilities	26	–	54
Other payables	27	4,894	6,449
Amounts due to non-controlling shareholders of a subsidiary	30	54,459	65,827
Lease liabilities	29	1,225	–
Deferred tax liabilities	21	81,042	84,511
		141,620	156,841
NET ASSETS			
		1,219,260	1,247,882
CAPITAL AND RESERVES			
Share capital	31	1,317,736	1,317,736
Reserves		(202,848)	(172,026)
Equity attributable to owners of the Company		1,114,888	1,145,710
Non-controlling interests		104,372	102,172
TOTAL EQUITY			
		1,219,260	1,247,882

The consolidated financial statements on pages 71 to 144 were approved and authorised for issue by the board of directors on 28 September 2023 and are signed on its behalf by:

Lin Yee Man
Director

Zhang Yiwei
Director

Consolidated Statement of Changes in Equity

For the year ended 30 June 2023

	Attributable to owners of the Company										
	Share capital	Property revaluation reserve	Non-distributable reserve	Share options reserve	Other reserve	Statutory surplus reserve	Translation reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Note 37(b)(i))	(Note 37(b)(ii))	(Note 37(b)(iii))	(Note 37(b)(iv))	(Note 37(b)(v))	(Note 37(b)(vi))	(Note 37(b)(vi))				
At 1 July 2021	1,317,736	5,922	2,264	2,628	(51,221)	-	-	(115,153)	1,162,176	8,566	1,170,742
Total comprehensive loss for the year	-	-	-	-	-	-	(12,835)	(3,631)	(16,466)	(3,840)	(20,306)
Transfer to statutory surplus reserves	-	-	-	-	-	197	-	(197)	-	-	-
Acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	97,446	97,446
At 30 June 2022 and 1 July 2022	1,317,736	5,922	2,264	2,628	(51,221)	197	(12,835)	(118,981)	1,145,710	102,172	1,247,882
Total comprehensive loss for the year	-	-	-	-	-	-	(28,456)	(10,849)	(39,305)	(5,951)	(45,256)
Transfer to statutory surplus reserves	-	-	-	-	-	1,588	-	(1,588)	-	-	-
Modification gain on amounts due to non-controlling shareholders of a subsidiary (note 30)	-	-	-	-	8,483	-	-	-	8,483	8,151	16,634
At 30 June 2023	1,317,736	5,922	2,264	2,628	(42,738)	1,785	(41,291)	(131,418)	1,114,888	104,372	1,219,260

Consolidated Statement of Cash Flows

For the year ended 30 June 2023

	2023 HK\$'000	2022 HK\$'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit/(loss) before tax	540	(2,977)
Adjustments for:		
Bank interest income	(166)	(145)
Dividend income from financial assets at FVTPL	(3,000)	(3,000)
Depreciation and amortisation	20,308	20,315
Finance costs	6,905	5,190
Fair value loss on investment properties	4,984	6,964
Gain on bargain purchase on acquisition of subsidiaries	–	(29,190)
(Reversal of impairment loss)/impairment loss on property, plant and equipment	(14,569)	7,487
Written off of property, plant and equipment	–	9
Provision for impairment and write-off of loans receivable and interest receivables, net	17,842	8,806
Impairment losses on trade receivables, net	309	836
	<hr/>	<hr/>
Operating cash flows before movements in working capital	33,153	14,295
Changes in loans receivable and interest receivables	(134,773)	(86,222)
Changes in trade and other receivables	1,924	(6,369)
Changes in other payables	3,250	(2,099)
Changes in contract liabilities	(2,270)	4,319
	<hr/>	<hr/>
Cash used in operations	(98,716)	(76,076)
Income tax paid	(1,755)	(7,395)
	<hr/>	<hr/>
Net cash used in operating activities	(100,471)	(83,471)

Consolidated Statement of Cash Flows

For the year ended 30 June 2023

	2023 HK\$'000	2022 HK\$'000
CASH FLOWS FROM INVESTING ACTIVITIES		
Dividend received from financial assets at FVTPL	3,000	3,000
Interest received	166	145
Purchases of property, plant and equipment	(1,620)	(471)
Proceeds from disposal of property, plant and equipment	1	–
Purchases of intangible assets	(176)	(625)
Net cash outflow from acquisition of subsidiaries	–	(34,625)
Net cash generated from/(used in) investing activities	1,371	(32,576)
CASH FLOWS FROM FINANCING ACTIVITIES		
Interest paid	(610)	(1,454)
Borrowings raised	50,950	16,150
Repayment of borrowings	(5,600)	(239,796)
Repayment of lease liabilities	(457)	–
Net cash generated from/(used in) financing activities	44,283	(225,100)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(54,817)	(341,147)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF YEAR	121,503	463,604
Effect of foreign exchange rates changes	(3,572)	(954)
CASH AND CASH EQUIVALENTS AT THE END OF YEAR	63,114	121,503
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS		
Bank and cash balances	63,114	121,503

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

1. GENERAL INFORMATION

Rich Goldman Holdings Limited was incorporated in Hong Kong with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The address of its registered office and principal place of business is Room 1807, 18/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries collectively referred to as the “Group”. The principal activities of its subsidiaries are set out in note 20.

The consolidated financial statements are presented in Hong Kong Dollars (“**HK\$**”), which is the same as the functional currency of the Company.

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

In the current year, the Group has adopted all the new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) that are relevant to its operations and effective for its accounting year beginning on 1 July 2022. HKFRSs comprise Hong Kong Financial Reporting Standard (“**HKFRS**”); Hong Kong Accounting Standards (“**HKAS**”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the current year and prior years.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

3. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties and financial assets at FVTPL which are carried at their fair values.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise the judgements in the process of applying the accounting policies. The areas involving areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in note 4.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 June. Subsidiaries are entities over which the Group has control. 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. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

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

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

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combination and goodwill

The acquisition method is used to account for the acquisition of subsidiaries in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, equity investments at fair value through other comprehensive income), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation

(a) *Functional and presentation currency*

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

(b) *Transactions and balances in each entity's financial statements*

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

(c) *Translation on consolidation*

The results and financial position of all the Group's entities that have a functional currency different from the Group's presentation currency are translated into the Group's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the exchange reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the exchange reserve. When a foreign operation is sold, such exchange differences are recognised in profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

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

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their costs less their residual values over the estimated useful lives on a straight-line basis. The principal useful lives are as follows:

Land and buildings	25 years
Leasehold improvements and decoration	4-5 years
Furniture, fixtures and equipment	3-5 years
Motor vehicles	5 years
Computer equipment	3-5 years

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

Construction in progress represents buildings under construction and plant and machinery pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

Investment properties

Investment properties are land and/or buildings held to earn rentals and/or for capital appreciation. Investment properties are measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment properties are stated at its fair value. Gains or losses arising from changes in fair value of the investment properties are recognised in profit or loss for the period in which they arise.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses.

Amortisation is calculated on a straight-line basis over their estimated useful lives.

The useful lives and amortisation method are reviewed, and adjusted if appropriate, at the end of each reporting period.

Leases

The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

Office premise	33%
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Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the lease liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below United States dollars ("US\$") 5,000.

The Group as lessor

Operating leases

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in profit or loss.

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

Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of a financial asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at FVTPL. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets of the Group are classified under the following categories:

- Financial assets at amortised cost; and
- Financial assets at FVTPL.

(i) *Financial assets at amortised cost*

Financial assets (including trade receivables, other receivables, loans receivable and interest receivables) are classified under this category if they satisfy both of the following conditions:

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

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets (Continued)

(ii) *Financial assets at FVTPL*

Financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost and the conditions of debt investments at fair value through other comprehensive income unless the Group designates an equity investment that is not held for trading as at fair value through other comprehensive income on initial recognition.

Financial assets at FVTPL are subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in profit or loss. The fair value gains or losses recognised in profit or loss are net of any interest income and dividend income. Interest income and dividend income are recognised in profit or loss.

Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument ("**lifetime expected credit losses**") for trade receivables, loans receivable and interest receivables, or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables, loans receivable and interest receivables) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities and equity instruments

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

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Other payables

Other payables are initially recognised at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; 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.

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other income

Interest income is recognised using the effective interest method.

Dividend income is recognised when the shareholders' rights to receive payment are established.

Employee benefits

(a) *Employee leave entitlements*

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) *Pension obligations*

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(c) *Termination benefits*

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

Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs

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

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Taxation

Income tax represents the sum of the current tax and deferred tax.

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

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

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties are measured based on the expected manner as to how the properties will be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Segment reporting

Operating segments and the amounts of each segment item reported in the financial statements are identified from the consolidated financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources and assessing the performance of the Group's various lines of business.

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.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

A related party is a person or entity that is related to the Group.

(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 Company or of a parent of the Company.

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

- (i) The entity and the Company 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. If the Group is itself such a plan, the sponsoring employers are also 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 Company or to a parent of the Company.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of assets

Intangible assets that have an indefinite useful life or not yet available for use are reviewed annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets and intangible assets except financial assets at FVTPL, inventories and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present 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 expenditures 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 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 is remote.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred tax for investment properties

For the purposes of measuring deferred tax for investment properties located in Hong Kong that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties located in Hong Kong are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax for investment properties located in Hong Kong, the directors have adopted the presumption that investment properties measured using the fair value model are recovered through sale.

For the purposes of measuring deferred tax for investment properties located in the People's Republic of China (the "PRC") that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties located in the PRC are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax for investment properties located in the PRC, the directors have rebutted the presumption that investment properties measured using the fair value model are recovered through sale.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty

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

(a) *Impairment allowance for loans receivable and interest receivables*

The management of the Group estimates the amount of impairment loss for expected credit losses (“ECL”) on loans receivable and interest receivables based on the current creditworthiness and the past collection history of each customer, as well as the collateral value, existing market conditions and forward-looking estimate of loans receivable and interest receivables. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 30 June 2023, the total carrying amount of loans receivable and interest receivables was approximately HK\$303,928,000 (net of impairment allowance of approximately HK\$19,194,000) (2022: HK\$186,997,000 (net of impairment allowance of approximately HK\$10,156,000)).

(b) *Property, plant and equipment and depreciation*

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group’s property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned.

The carrying amount of property, plant and equipment as at 30 June 2023 was approximately HK\$402,095,000 (2022: HK\$405,491,000).

(c) *Impairment of segment assets of hotel operations business*

Determining whether the Group’s segment assets of the hotel operations business are impaired requires an estimation of the recoverable amount of these assets. The recoverable amount of the hotel operations business segment assets is estimated at fair value less cost of disposal.

The Group’s hotel operations business segment assets mainly represent the hotel property included in property, plant and equipment which is stated at cost less depreciation and impairment losses. The recoverable amount of the hotel property is determined at fair value less cost of disposal. The management relies on the valuation report prepared by an independent firm of chartered surveyors to determine the recoverable amount of the hotel property under market comparison approach, with major assumptions on market conditions such as age of building, location, accessibility, property condition and retail potential.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(c) *Impairment of segment assets of hotel operations business (Continued)*

The management of the Group has exercised judgment and made estimation on the assumptions used and significant inputs used in the valuation of the hotel property is reflective of the current market conditions. Any changes to these assumptions and significant inputs may result in changes of the recoverable amount of the hotel property and cause a material adjustment to the carrying amount of hotel property.

The carrying amount of hotel property included in property, plant and equipment at the end of the reporting period was approximately HK\$346,600,000 (2022: HK\$348,000,000) after recognition of reversal of impairment loss of approximately HK\$14,569,000 (2022: impairment loss of HK\$7,487,000) during the year.

(d) *Income taxes*

Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. During the year, approximately HK\$7,092,000 (2022: HK\$1,001,000) of income tax was charged to profit or loss based on the estimated profit.

(e) *Fair value of investment properties*

The Group appointed the independent firms of chartered surveyors to assess the fair value of the investment properties. In determining the fair value, the valuer has utilised a method of valuation which involves certain estimates. The directors have exercised their judgement and are satisfied that the method of valuation and inputs used are reflective of the current market conditions.

The carrying amount of investment properties as at 30 June 2023 was approximately HK\$638,215,000 (2022: HK\$687,112,000).

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

5. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group's credit risk is primarily attributable to its trade receivables, loans receivable, interest receivables and bank and cash balances. In order to minimise credit risk, the directors have delegated a team to be responsible for the determination of credit limits, credit approvals and other monitoring procedures. In addition, the directors review the recoverable amount of each individual trade debt and loan granted regularly to ensure that adequate impairment losses are recognised for irrecoverable debts/loans. In this regard, the directors consider that the Group's credit risk is significantly reduced.

Trade receivables

The Group applies the simplified approach to provide for ECL prescribed by HKFRS 9, which permit the use of lifetime expected loss provision for trade receivables. The ECL on trade receivables are estimated by reference to settlement track records of debts, trade receivable aging, background and financial condition of the customers, collaterals held by the Group and cash received subsequent to the reporting period.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

5. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Loans receivable and interest receivables

Credit risk management

The Group manages and analyses the credit risk for each of their new and existing customers before standard payment terms and conditions are offered. In particular, the Group manages its credit risk by:

- Implementing account opening procedures which include financial background checks for credit verification purpose and credit limit assessment for new customers.
- Ensuring that the Group has appropriate credit risk practices, including an effective system of internal control, to consistently determine adequate allowance in accordance with the Group's stated policies and procedures, HKFRS and relevant supervisory guidance.
- Creating credit policies to protect the Group against the identified risk including the requirements to obtain collateral from borrowers, to perform robust ongoing credit assessment of borrowers and to continually monitor exposures against internal risk limits.
- Limiting concentrations of exposure by counterparties, credit rating, etc.
- If there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors.
- Establishing a robust control framework regarding the authorisation structure for the approval and renewal of credit facilities.
- Developing and maintaining the Group's processes for measuring ECL including monitoring of credit risk, incorporation of forward-looking information and the method used to measure ECL.
- Ensuring that the Group has policies and procedures in place to appropriately maintain and validate models used to assess and measure ECL.

It is the Group's policy that if the preliminary basic information assessment is satisfactory to the credit department of the money lending business of the Group, the loan application will proceed to the stage of detailed risk assessment. Same credit risk assessment procedures are applicable to both the grant and renewal of loans. Specific internal guidelines regarding each of the major loan categories in the credit risk assessment performed by the credit department are summarised below:

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

5. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Loans receivable and interest receivables (Continued)

Mortgage loans

Mortgage loans are granted and renewed to customers with the real estate assets as security. The Group's principal mortgage loan products include first and second mortgage loans. The Group has therefore set a clear guideline on the loan-to-value ratios for granting and renewing mortgage loans. The guideline is applicable to both first and second mortgage loans. A higher assessment requirement is set for applications with higher loan-to-value ratios. The Group's customer service department and credit department perform land search on the properties to be used as collaterals. The Group engages independent professional valuers to produce valuation reports on the properties to be charged. In assessing the risks of mortgage loan applications, the credit department considers and assesses all the relevant factors including but not limited to:

- (i) credit history and profile of customers;
- (ii) property type, historical ownership and location of the properties to be used as collaterals;
- (iii) overall market conditions;
- (iv) basis and assumptions used in the valuation reports;
- (v) stamped tenancy agreement if the property is leased;
- (vi) market value of the properties provided by independent professional valuers;
- (vii) property transaction data available publicly;
- (viii) quoted market price of the properties provided by real estate agents;
- (ix) official documents and the outstanding balance of the first mortgage loan in the case of a second mortgage loan; and
- (x) company search results if the property owners are corporations.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

5. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Loans receivable and interest receivables (Continued)

Personal loans

For personal loans, the Group determines the grant and renewal of loans with reference to factors such as the financial strength and repayment ability of customers, size of the loans, whether the customers were the property owners and whether their credit history and rating meet the Group's credit policies, etc.

The Group accepts personal loans secured against any assets or properties, with personal or corporate guarantee. The Group pays special attention to the valuation of the collaterals in order to minimize risks and determine the loan amount throughout the loan application. As a general rule, the maximum loan amount is limited to the total amount of pledged assets and guarantees. If the total loan amount requested by the borrower is greater than the total amount of collaterals, the application will be assessed on a case-by-case basis by the credit department.

Name screening to check whether the customers are politically exposed person and verification of source of fund from customers for repayment are also performed by the Group.

All the relevant documents and the assessment results are recorded and documented in a master loan file if the loan application satisfies the assessment of the credit department, and are subject to the final review and approval of the directors of the money lending business of the Group and the executive Director before a loan is granted or renewed.

Measurement of ECL

The Group measures loss allowance under HKFRS 9 ECL model. The measure 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, collateral values, credit rating of customers and adjusted by forward-looking information.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all 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 assets unless the financial assets are credit impaired, in which case interest income is calculated based on amortised cost of the financial assets.

The key inputs used for measuring ECL are:

- Probability of default;
- Loss given default; and
- Exposure at default.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

5. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Loans receivable and interest receivables (Continued)

Measurement of ECL (Continued)

These figures are generally derived from internally developed statistical models and other historical data and they are adjusted to reflect forward-looking information.

Elements of the ECL models that are considered accounting judgements and estimates include:

- The Group's estimation of probabilities of default to individual customers;
- 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;
- 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 behavioural life of the credit exposures, loss given default and collateral recovery of the credit exposures; and
- Determination of associations between macroeconomic scenarios and, economic inputs, such as delinquency ratios and collateral values, and the effect on probabilities of default, exposures at default and losses given default.

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

The Group categorises the credit quality of its loans receivable and interest receivables according to three different stages under the ECL model:

- Stage 1: financial assets without significant increase in credit risk since initial recognition where loss allowance is calculated based on 12-month ECL
- Stage 2: financial assets with significant increase in credit risk since initial recognition where loss allowance is calculated based on lifetime ECL
- Stage 3: credit impaired assets where loss allowance is calculated based on lifetime ECL

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

5. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Loans receivable and interest receivables (Continued)

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 at the reporting date with the risk of a default occurring on the financial instrument 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 since initial recognition:

- 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 for a particular financial instrument;
- 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;
- An actual or expected significant deterioration in the operating results of the debtor;
- Significant increases in credit risk on other financial instruments of the same debtor; and
- 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 on a financial asset 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.

The Group monitors all financial assets that are subject to impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the loss allowance based on lifetime rather than 12-month ECL.

The Group collects performance and default information about its credit risk exposures and analyses all data collected and estimates the remaining lifetime probability of default of exposures and how these are expected to change over time. The factors taken into account in this process include macroeconomic data such as delinquency rate.

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For the year ended 30 June 2023

5. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Loans receivable and interest receivables (Continued)

Significant increase in credit risk (Continued)

The Group uses different criteria to determine whether credit risk has increased significantly and the Group presumes that the credit risk on a financial asset 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.

The Group has controls and procedures in place to identify when the credit risk of an asset improves and the definition of significant increase in credit risk is no longer met. When this is the case the asset may move back to stage 1 from stage 2, subject to payments being up to date and the ability of the borrower to make future payments on time.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- Probable bankruptcy entered by the borrowers; or
- 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).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days (2022: 60 days) past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

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:

- Significant financial difficulty of the issuer or the counterparty;
- A breach of contract, such as a default or past due event;
- The lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;
- It is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- The disappearance of an active market for that financial asset because of financial difficulties.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

5. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Loans receivable and interest receivables (Continued)

Incorporation of forward-looking information

The Group uses forward-looking information that is available without undue cost or effort in its assessment of significant increase of credit risk as well as in its measurement of ECL.

Credit risk exposure

The Group applies the general approach to provide for ECL prescribed by HKFRS 9 on its loans receivable and interest receivables. The Group has taken into account the probability of default and loss given default with reference to the historical delinquency ratio of loans, collateral values, credit rating of customers and current and forward-looking information on macroeconomic factors.

	Stage 1 12-month ECL HK\$'000	Stage 2 Lifetime ECL HK\$'000	Stage 3 Lifetime ECL HK\$'000	Total HK\$'000
As at 30 June 2023				
Loans receivable	253,332	2,663	48,441	304,436
Impairment allowance	(11,627)	(240)	(5,936)	(17,803)
Loans receivable – net of impairment allowance	<u>241,705</u>	<u>2,423</u>	<u>42,505</u>	<u>286,633</u>
Interest receivables	2,818	84	15,784	18,686
Impairment allowance	(149)	(7)	(1,235)	(1,391)
Interest receivables – net of impairment allowance	<u>2,669</u>	<u>77</u>	<u>14,549</u>	<u>17,295</u>

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

5. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Loans receivable and interest receivables (Continued)

Credit risk exposure (Continued)

	Stage 1 12-month ECL HK\$'000	Stage 2 Lifetime ECL HK\$'000	Stage 3 Lifetime ECL HK\$'000	Total HK\$'000
As at 30 June 2022				
Loans receivable	145,789	329	36,741	182,859
Impairment allowance	(8,183)	(26)	(1,741)	(9,950)
Loans receivable – net of impairment allowance	137,606	303	35,000	172,909
Interest receivables	1,357	29	12,908	14,294
Impairment allowance	(79)	(2)	(125)	(206)
Interest receivables – net of impairment allowance	1,278	27	12,783	14,088

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

5. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Loans receivable and interest receivables (Continued)

Sensitivity analysis

The allowance for credit losses is sensitive to the inputs used in internally developed models, macroeconomic variables in the forward-looking forecasts, economic scenario weighting and other factors considered when applying expert judgement. Changes in these inputs, assumptions and judgements impact the assessment of significant increase in credit risk and the measurement of ECL.

The following table shows the impact on ECL allowance on loans receivable and interest receivables as at 30 June 2023 and 2022 by changing individual input:

Changes in input on ECL model	(Decrease)/increase on ECL allowance on loans receivable and interest receivables	
	2023 HK\$'000	2022 HK\$'000
Assuming the forecast collateral value increase by 10%	(4,250)	–
Assuming the forecast collateral value decrease by 10%	5,481	–
Assuming the expected default rate is relatively increased by 10%	1,202	829
Assuming the expected default rate is relatively decreased by 10%	(1,202)	(829)

Collaterals are obtained in respect of loans receivable amounted to approximately HK\$91,758,000 (2022: HK\$87,804,000) as at 30 June 2023. Such collaterals comprise properties pledged against the loans receivable.

Concentration of credit risk

At 30 June 2023, 24.4% (2022: 36.4%) of the total loans receivable and interest receivables was due from the Group's five largest customers, within the money lending business segment.

Bank and cash balances

The credit risk on bank and cash balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

5. FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis, based on undiscounted cash flows, of the Group's financial liabilities is as follows:

	Within 1 year or on demand HK\$'000	More than 1 year but less than 2 years HK\$'000	More than 2 year but less than 5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amounts at the end of the reporting period HK\$'000
At 30 June 2023						
Other payables	32,943	2,728	1,756	410	37,837	37,837
Borrowings and interest payables	55,832	–	–	–	55,832	54,477
Amounts due to non-controlling shareholders of a subsidiary	–	–	72,485	–	72,485	54,459
Lease liabilities	913	913	381	–	2,207	2,007
	89,688	3,641	74,622	410	168,361	148,780

	Within 1 year or on demand HK\$'000	More than 1 year but less than 2 years HK\$'000	More than 2 year but less than 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amounts at the end of the reporting period HK\$'000
At 30 June 2022					
Other payables	30,872	3,466	2,983	37,321	37,321
Borrowings and interest payables	8,802	–	–	8,802	8,204
Amounts due to non-controlling shareholders of a subsidiary	–	72,485	–	72,485	65,827
	39,674	75,951	2,983	118,608	111,352

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

5. FINANCIAL RISK MANAGEMENT (Continued)

(d) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument or the interest income of a portfolio will fluctuate due to changes in market interest rates. The Group's major interest-bearing financial instruments at the end of the reporting period are bank deposits, interest-bearing loans receivable and bank borrowings. Interests on bank deposits are principally based on deposits rates offered by banks in Hong Kong, Macau and the PRC. Interest-bearing loans receivable are charged at fixed rates.

The Group manages its interest rate exposure by matching the interest rate profile of its assets and liabilities. The Board of the Company is responsible for ensuring the policy is appropriate and sufficient to monitor the interest rate exposure of the Group, by regularly monitoring the benchmark interest rates of products offered against prevailing market conditions. All of the Group's loans receivable carried fixed interest rates. The Group prices these loans receivable strategically to reflect market fluctuations and achieve a reasonable interest rate spread.

The Group's exposure to interest-rate risk arises from its bank borrowings. These bank borrowings bear interests at variable rates varied with the then prevailing market condition.

At 30 June 2023, if interest rates at that date had been 100 basis points higher/lower with all other variables held constant, consolidated loss after tax for the year would have been HK\$417,500 (2022: nil) higher/lower, arising mainly as a result of higher/lower interest expenses on bank loans.

(e) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

(f) Categories of financial instruments at 30 June

	2023 HK\$'000	2022 HK\$'000
Financial assets:		
Financial assets at FVTPL	31,488	31,488
Financial assets at amortised cost (including cash and cash equivalents)	373,984	320,082
	405,472	351,570
Financial liabilities:		
Financial liabilities at amortised cost	148,780	111,352

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For the year ended 30 June 2023

6. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

(a) Disclosures of level in fair value hierarchy at 30 June:

	Fair value measurements using:			Total
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	2023 HK\$'000
Recurring fair value measurements:				
Financial assets at FVTPL				
Unlisted fund investment	–	–	31,488	31,488
Investment properties				
Commercial – Hong Kong	–	–	127,700	127,700
Commercial – the PRC	–	–	510,515	510,515
	–	–	638,215	638,215

	Fair value measurements using:			Total
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	2022 HK\$'000
Recurring fair value measurements:				
Financial assets at FVTPL				
Unlisted fund investment	–	–	31,488	31,488
Investment properties				
Commercial – Hong Kong	–	–	135,500	135,500
Commercial – the PRC	–	–	551,612	551,612
	–	–	687,112	687,112

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

6. FAIR VALUE MEASUREMENTS (Continued)

(a) Disclosures of level in fair value hierarchy at 30 June: (Continued)

During the years ended 30 June 2023 and 2022, there were no transfer between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfer between levels of fair value hierarchy as at the end of the reporting period in which they occur.

(b) Reconciliation of assets measured at fair value based on level 3:

Description	Investment	Financial	Total
	properties	assets at	
	HK\$'000	FVTPL-Unlisted fund investment HK\$'000	HK\$'000
At 1 July 2022	687,112	31,488	718,600
Total losses recognised in profit or loss (#)	(4,984)	–	(4,984)
Exchange difference	(43,913)	–	(43,913)
At 30 June 2023	638,215	31,488	669,703
(#) include gains or losses for assets held at end of reporting period	(4,984)	–	(4,984)

Description	Investment	Financial	Total
	properties	assets at	
	HK\$'000	FVTPL-Unlisted fund investment HK\$'000	HK\$'000
At 1 July 2021	137,500	31,488	168,988
Acquisition of subsidiaries	571,900	–	571,900
Total losses recognised in profit or loss (#)	(6,964)	–	(6,964)
Exchange difference	(15,324)	–	(15,324)
At 30 June 2022	687,112	31,488	718,600
(#) include gains or losses for assets held at end of reporting period	(6,964)	–	(6,964)

The total gains or losses recognised in profit or loss including those for assets held at end of reporting period are presented in the consolidated statement of profit or loss and other comprehensive income.

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For the year ended 30 June 2023

6. FAIR VALUE MEASUREMENTS (Continued)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 30 June:

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. In respect of level 3 fair value measurements, the Group normally engages external valuation experts with relevant recognised qualifications and experience to perform the valuations. The financial controller reports directly to the Board for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the Board at least twice a year.

For the years ended 30 June 2023 and 2022, the Group has engaged independent valuers, Jones Lang LaSalle Corporate Appraisal and Advisory Limited and APAC Appraisal and Consulting Limited, to determine the fair values of the commercial units located in the PRC and Hong Kong as at 30 June 2023 and 2022, respectively.

Key unobservable inputs used in level 3 fair value measurements are mainly:

Description	Valuation technique	Unobservable input	Range	Effect on fair value for increase of inputs	Fair value	
					2023 HK\$'000	2022 HK\$'000
Commercial units located in Hong Kong	Market comparison approach	Adjusted factor – age of building	10% (2022: 8.5%-10%)	Decrease	127,700	135,500
		– location	5%-15% (2022: 10%-15%)	Increase		
Commercial units located in the PRC	Income approach	Adjusted factor – term yield	4.5%-5.5% (2022: 4.5%-7%)	Decrease	510,515	551,612
		– reversionary yield	5%-6% (2022: 5%)	Decrease		
		– daily market rent	HK\$3.0- HK\$10.8 (2022: HK\$2.7- HK\$9.6) per square meter per day	Increase		
Financial assets at FVTPL - Unlisted fund investment	Fair value of underlying investments provided by the administrator of the fund	N/A	N/A	N/A	31,488	31,488

During the two years, there were no changes in the valuation techniques used.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

7. REVENUE AND SEGMENT INFORMATION

The principal activities of the Group are money lending, hotel operations, property leasing and gaming and entertainment.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The Group has four operating segments as follows:

- (i) Money lending business;
- (ii) Hotel operations business;
- (iii) Property leasing business; and
- (iv) To introduce customers to respective casino's VIP rooms and receiving the profit streams from junket businesses at respective casino's VIP rooms (the "**Gaming and Entertainment Business**").

The accounting policies of the operating segments are the same as those described in note 3 to the consolidated financial statements. Segment profits or losses do not include gain on bargain purchase on acquisition of subsidiaries, certain unallocated other income and other gain, net, certain unallocated finance costs and unallocated expenses. Segment assets do not include unallocated corporate asset. Segment liabilities do not include unallocated corporate liabilities.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

7. REVENUE AND SEGMENT INFORMATION (Continued)

Segment information

(i) Segment revenue and results

An analysis of the Group's revenue, which represents services provided, and results by reportable and operating segments is as follows:

	Money lending business HK\$'000	Hotel operations business HK\$'000	Property leasing business HK\$'000	Gaming and Entertainment Business HK\$'000	Total HK\$'000
Year ended 30 June 2023					
Revenue	50,548	11,295	36,532	-	98,375
Depreciation and amortisation	(950)	(16,180)	(354)	-	(17,484)
Fair value loss on investment properties	-	-	(4,984)	-	(4,984)
Impairment losses on trade receivables, net	-	(2)	(307)	-	(309)
Provision for impairment and write-off of loans receivable and interest receivables, net	(17,842)	-	-	-	(17,842)
Reversal of impairment loss on property, plant and equipment	-	14,569	-	-	14,569
Finance costs	(1,639)	-	-	-	(1,639)
Income tax credit/(expense)	363	(226)	(7,229)	-	(7,092)
Segment results	(117)	2,365	13,372	(11)	15,609
Unallocated other income and other gain, net					3,184
Unallocated finance costs					(5,266)
Unallocated expenses					(12,987)
Profit before tax					540

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

7. REVENUE AND SEGMENT INFORMATION (Continued)

Segment information (Continued)

(i) Segment revenue and results (Continued)

	Money lending business HK\$'000	Hotel operations business HK\$'000	Property leasing business HK\$'000	Gaming and Entertainment Business HK\$'000	Total HK\$'000
Year ended 30 June 2022					
Revenue	27,996	7,274	23,690	1,392	60,352
Depreciation and amortisation	(365)	(16,716)	(313)	-	(17,394)
Fair value loss on investment properties	-	-	(6,964)	-	(6,964)
Reversal of impairment losses/(impairment losses) on trade receivables, net	-	1	(837)	-	(836)
Impairment losses on loans receivable and interest receivables, net	(8,806)	-	-	-	(8,806)
Impairment loss on property, plant and equipment	-	(7,487)	-	-	(7,487)
Finance costs	(133)	-	(1,375)	-	(1,508)
Income tax credit/(expense)	814	568	(2,293)	(90)	(1,001)
Segment results	3,270	(23,537)	2,057	1,348	(16,862)
Gain on bargain purchase on acquisition of subsidiaries					29,190
Unallocated other income and other gain, net					3,136
Unallocated finance costs					(3,682)
Unallocated expenses					(14,759)
Loss before tax					(2,977)

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

7. REVENUE AND SEGMENT INFORMATION (Continued)

Segment information (Continued)

(ii) Segment assets and liabilities

An analysis of the Group's assets and liabilities by reportable and operating segments is as follows:

	Money lending business HK\$'000	Hotel operations business HK\$'000	Property leasing business HK\$'000	Gaming and Entertainment Business HK\$'000	Total HK\$'000
At 30 June 2023					
Assets					
Segment assets	<u>321,987</u>	<u>348,573</u>	<u>697,796</u>	<u>192</u>	<u>1,368,548</u>
Unallocated corporate assets					<u>86,863</u>
Consolidated total assets					<u>1,455,411</u>
Liabilities					
Segment liabilities	<u>(60,688)</u>	<u>(4,163)</u>	<u>(113,397)</u>	<u>(2,512)</u>	<u>(180,760)</u>
Unallocated corporate liabilities					<u>(55,391)</u>
Consolidated total liabilities					<u>(236,151)</u>
	Money lending business HK\$'000	Hotel operations business HK\$'000	Property leasing business HK\$'000	Gaming and Entertainment Business HK\$'000	Total HK\$'000
At 30 June 2022					
Assets					
Segment assets	<u>213,792</u>	<u>352,701</u>	<u>739,486</u>	<u>192</u>	<u>1,306,171</u>
Unallocated corporate assets					<u>144,471</u>
Consolidated total assets					<u>1,450,642</u>
Liabilities					
Segment liabilities	<u>(9,205)</u>	<u>(5,939)</u>	<u>(118,294)</u>	<u>(2,542)</u>	<u>(135,980)</u>
Unallocated corporate liabilities					<u>(66,780)</u>
Consolidated total liabilities					<u>(202,760)</u>

Unallocated corporate assets mainly represent certain property, plant and equipment, financial assets at FVTPL, deposits, other receivables and certain bank and cash balances.

Unallocated corporate liabilities mainly represent other payables and amounts due to non-controlling shareholders of a subsidiary.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

7. REVENUE AND SEGMENT INFORMATION (Continued)

Segment information (Continued)

(iii) Geographical information

The Group's business operates in three principal geographical areas – (i) Hong Kong, (ii) the PRC and (iii) Macau (place of domicile). In presenting information on the basis of geographical locations, revenue is based on the location of operations.

The Group's non-current assets include property, plant and equipment, right-of-use-assets, investment properties and intangible assets. The geographical locations of property, plant and equipment, right-of-use assets and investment properties are based on the physical location of the asset under consideration. In the case of intangible assets, it is based on the location of the operation to which they are allocated.

	Revenue from external customers		Non-current assets	
	Year ended 30 June		As at 30 June	
	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Hong Kong	62,867	36,599	532,484	541,230
The PRC	35,508	22,361	511,003	552,373
Macau	–	1,392	–	–
	98,375	60,352	1,043,487	1,093,603

(iv) Information about major customers

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

	Segment	Note	2023	2022
			HK\$'000	HK\$'000
Customer A	Money lending business	(i)	N/A	10,147

Note:

(i) Customer A did not contribute over 10% of the Group's revenue for the year ended 30 June 2023.

No revenue from transactions with a single external customer amounted to 10% or more of the Group's total revenue for the year ended 30 June 2023.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

8. OTHER INCOME AND OTHER GAIN, NET

	2023 HK\$'000	2022 HK\$'000
Bank interest income	166	145
Dividend income from financial assets at FVTPL	3,000	3,000
Impairment losses on trade receivables, net (note 24)	(309)	(836)
Loss on disposals of property, plant and equipment	–	(9)
Government grants (note)	878	674
Others	11	312
	3,746	3,286

Note: During the year, the Group recognised government grants of approximately HK\$848,000 (2022: HK\$220,000), HK\$30,000 (2022: HK\$300,000) and nil (2022: HK\$154,000) which was related to the Employment Support Scheme, the Funding Scheme for Supporting the Tourism Industry and the Anti-epidemic Support Scheme for Property Management Sector, respectively, under the Anti-epidemic Fund of the Government of the Hong Kong Special Administrative Region. The Group had to commit to spending the assistance on payroll expenses, and not to reduce employee head count below prescribed levels for a specified period of time as required by the Employment Support Scheme. The Group did not have any unfulfilled conditions relating to these schemes during the year.

9. FINANCE COSTS

	2023 HK\$'000	2022 HK\$'000
Interests on borrowings	1,533	1,508
Imputed interest on amounts due to non-controlling shareholders of a subsidiary (note 30)	5,266	3,682
Lease interests	106	–
	6,905	5,190

10. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging the following:

	2023 HK\$'000	2022 HK\$'000
Auditor's remuneration	930	910
Depreciation of property, plant and equipment (note 16)	19,540	20,065
Depreciation of right-of-use assets (note 17)	459	–
Amortisation of intangible assets (note 19)	309	250
Rental income from investment properties related to variable lease payments	1,129	1,025
Rental expenses relating to leases of low-value assets	139	95

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

11. EMPLOYEE BENEFITS EXPENSE

	2023 HK\$'000	2022 HK\$'000
Employee benefits expense (excluding directors' emoluments)		
Salaries, bonuses and allowances	20,623	16,829
Retirement benefit scheme contributions (note)	1,154	974
	21,777	17,803

Note: The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those Hong Kong employees who are eligible to participate in the MPF Scheme, which contributions are made based on a percentage of the employees' basic salaries; and the employees of the Group's subsidiaries which operates in Mainland China are required to participate in a central pension scheme (the "Central Pension Scheme", together with the MPF Scheme, the "Defined Contribution Schemes") operated by the local municipal government, which these subsidiaries are required to contribute a certain portion of these payroll costs to the Central Pension Scheme. The contributions by the Group for the Defined Contribution Schemes are charged to the statement of profit or loss as they become payable in accordance with the relevant rules of the respective schemes.

No forfeited contributions were used to reduce the level of employers' contributions for the years ended 30 June 2023 and 2022. At the end of the reporting period of 30 June 2023 and 2022, there was no forfeited contribution available to reduce the contributions payable in the future years.

Five highest paid individuals

The five highest paid individuals in the Group during the year included two directors (2022: two directors) whose emoluments are reflected in the analysis presented in note 12. The emoluments of the remaining three (2022: three) individuals are set out below:

	2023 HK\$'000	2022 HK\$'000
Basic salaries and allowances	1,994	1,950
Discretionary bonuses	355	174
Retirement benefit scheme contributions	54	54
	2,403	2,178

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

11. EMPLOYEE BENEFITS EXPENSE (Continued)

Five highest paid individuals (Continued)

The emoluments of the three (2022: three) individuals with the highest emoluments are within the following band:

	Number of individuals	
	2023	2022
Nil – HK\$1,000,000	2	3
HK\$1,000,001 to HK\$1,500,000	1	–
	3	3

No emoluments was paid by the Group to the above individuals as an inducement to join or upon joining the Group or as for loss of office during the year. None of the above individuals has waived any emoluments during the years ended 30 June 2023 and 2022.

12. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The emoluments paid to or receivable by each of the directors and the chief executive, whether of the Company or its subsidiaries undertaking as follows:

	Year ended 30 June 2023					Total HK\$'000
	Fees HK\$'000	Salaries HK\$'000	Discretionary bonus HK\$'000	Housing allowance HK\$'000	Retirement benefit scheme contributions HK\$'000	
Executive Directors						
Ms. Lin Yee Man	–	150	–	–	3	153
Mr. Lam Yick Man (note (i))	–	116	–	–	3	119
Mr. Zhang Yiwei (note (ii))	–	500	34	–	15	549
Non-Executive Director						
Mr. Nicholas J. Niglio (note (iii))	–	440	37	–	–	477
Independent Non-executive Directors						
Mr. Cheung Yat Hung, Alton	60	–	–	–	–	60
Mr. Yue Fu Wing	60	–	–	–	–	60
Ms. Yeung Hoi Ching	65	–	–	–	–	65
	185	1,206	71	–	21	1,483

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

12. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

	Year ended 30 June 2022					Total HK\$'000
	Fees HK\$'000	Salaries HK\$'000	Discretionary bonus HK\$'000	Housing allowance HK\$'000	Retirement benefit scheme contributions HK\$'000	
Executive Directors						
Mr. Lin Chuen Chow Andy (note (iv))	-	213	50	90	9	362
Ms. Lin Yee Man (note (v))	-	-	-	-	-	-
Mr. Lam Yick Man (note (i))	-	687	28	-	18	733
Non-Executive Director						
Mr. Nicholas J. Niglio (note (iii))	-	440	37	-	-	477
Independent Non-executive Directors						
Mr. Cheung Yat Hung, Alton	60	-	-	-	-	60
Mr. Yue Fu Wing	60	-	-	-	-	60
Ms. Yeung Hoi Ching	60	-	-	-	-	60
	<u>180</u>	<u>1,340</u>	<u>115</u>	<u>90</u>	<u>27</u>	<u>1,752</u>

Notes:

- (i) Appointed on 6 July 2021 and resigned on 6 September 2022.
- (ii) Appointed on 6 September 2022.
- (iii) Mr. Nicholas J. Niglio reached the age of 65 in November 2011 and no mandatory provident fund was required to be contributed by the Group thereafter.
- (iv) Resigned on 12 January 2022.
- (v) Appointed on 12 January 2022.

Mr. Lin Chuen Chow Andy was also the chief executive of the Company and his emoluments disclosed above include those for services rendered by him as chief executive during the period he acted as the executive director of the Company.

No emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office during the year. None of the directors has waived any emoluments during the years ended 30 June 2023 and 2022.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

12. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(b) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

13. INCOME TAX EXPENSE

	2023 HK\$'000	2022 HK\$'000
Current tax – Hong Kong Profits Tax		
Provision for the year	1,142	579
Over-provision in prior years	(6)	(30)
	1,136	549
Current tax – the PRC Enterprise Income Tax (“EIT”)		
Provision for the year	4,257	2,778
Over-provision in prior years	(168)	–
	4,089	2,778
Current tax – Macau Complementary Tax		
Provision for the year	–	90
Deferred taxation (note 21)	1,867	(2,416)
Income tax expense	7,092	1,001

Under the two-tiered profits tax regime, the first HK\$2 million of assessable profits of the qualifying Group's entity incorporated in Hong Kong are taxed at a rate of 8.25% and assessable profits above that amount are taxed at a rate of 16.5%. The profits of the Group's entities not qualified for the two-tiered profits tax regime remain to be taxed at a rate of 16.5%.

Tax charge on profits assessable elsewhere has been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

The Group's entity operating in the PRC is subject to EIT at the rate of 25% on the assessable profits.

The Group's entity operating in Macau is subject to Macau Complementary Tax at a rate of 12%. No provision for Macau Complementary Tax has been made as the Group did not generate any revenue from commission on rolling turnover of the Gaming and Entertainment Business for the year ended 30 June 2023.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

13. INCOME TAX EXPENSE (Continued)

Taxation for the year can be reconciled to the profit/(loss) before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2023 HK\$'000	2022 HK\$'000
Profit/(loss) before taxation	540	(2,977)
Tax calculated at applicable tax rate of 16.5% (2022: 16.5%)	89	(491)
Tax effect of expenses that are not deductible	5,435	6,029
Tax effect of income that is not taxable	(3,055)	(5,302)
Tax effect of temporary differences not recognised	(63)	(87)
Tax effect of unused tax losses not recognised	1,525	476
Income tax on concessionary rate	(165)	(165)
Statutory tax concession	(18)	(102)
PRC dividend withholding tax	1,728	218
Effect of different tax rates of subsidiaries	1,790	455
Over-provision in prior years	(174)	(30)
Income tax expense	7,092	1,001

14. DIVIDENDS

The directors do not recommend the payment of any dividend in respect of the years ended 30 June 2023 and 2022.

15. LOSS PER SHARE

Basic loss per share

The calculation of basic loss per share is based on the loss for the year attributable to owners of the Company of approximately HK\$10,849,000 (2022: HK\$3,631,000) and the weighted average number of ordinary shares of approximately 1,938,823,000 (2022: 1,938,823,000) in issue during the year.

Diluted loss per share

No diluted loss per share has been presented as there were no potential dilutive shares outstanding for the years ended 30 June 2023 and 2022.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

16. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings HK\$'000	Leasehold improvements and decoration HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicles HK\$'000	Computer equipment HK\$'000	Construction in progress HK\$'000	Total HK\$'000
Cost							
At 1 July 2021	569,800	1,604	2,275	-	933	-	574,612
Additions	-	-	233	-	238	-	471
Acquisition of subsidiaries	-	-	830	52	63	-	945
Disposal	-	-	(36)	-	-	-	(36)
Exchange realignment	-	-	(27)	(1)	(2)	-	(30)
At 30 June 2022 and 1 July 2022	569,800	1,604	3,275	51	1,232	-	575,962
Additions	-	161	303	145	-	1,018	1,627
Disposal	-	-	(1)	-	-	-	(1)
Exchange realignment	-	-	(81)	(5)	(4)	-	(90)
At 30 June 2023	569,800	1,765	3,496	191	1,228	1,018	577,498
Accumulated depreciation and impairment							
At 1 July 2021	139,334	1,208	1,860	-	554	-	142,956
Charge for the year	19,129	298	493	-	145	-	20,065
Disposal	-	-	(27)	-	-	-	(27)
Impairment loss	7,487	-	-	-	-	-	7,487
Exchange realignment	-	-	(9)	-	(1)	-	(10)
At 30 June 2022 and 1 July 2022	165,950	1,506	2,317	-	698	-	170,471
Charge for the year	18,785	115	476	-	164	-	19,540
Reversal of impairment loss	(14,569)	-	-	-	-	-	(14,569)
Exchange realignment	-	-	(36)	-	(3)	-	(39)
At 30 June 2023	170,166	1,621	2,757	-	859	-	175,403
Carrying amount							
At 30 June 2023	399,634	144	739	191	369	1,018	402,095
At 30 June 2022	403,850	98	958	51	534	-	405,491

All the Group's land and buildings are located in Hong Kong.

Management performed an impairment assessment on the Group's hotel operations business segment assets, mainly the hotel property included in land and buildings as at 30 June 2023 to determine the recoverable amount of the hotel operations business segment to which the assets belong.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

The recoverable amount of the hotel operations business segment assets is estimated based on the fair value less costs of disposal. The fair value less cost of disposal of the hotel property is estimated based on valuation techniques with significant unobservable inputs and assumptions of market conditions, and based on the valuation conducted by APAC Appraisal and Consulting Limited, an independent firm of chartered surveyors, and approved by the directors of the Company. The valuation was arrived at by using market comparison approach referencing to market evidence of recent transactions for similar properties.

Based on the fair value less costs of disposal calculation, the recoverable amount of the hotel operations business segment was approximately HK\$346,600,000 (2022: HK\$348,000,000). Reversal of impairment loss of approximately HK\$14,569,000 (2022: impairment loss of HK\$7,487,000) was recognised in profit or loss during the year for the hotel property of the hotel operations business segment.

As at 30 June 2023, the Group's hotel property amounted to HK\$346,600,000 (2022: nil) have been pledged to secure banking facilities granted to the Group (note 28(i)).

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

17. LEASES AND RIGHT-OF-USE ASSETS

Disclosures of lease-related items:

	2023 HK\$'000	2022 HK\$'000
At 30 June:		
Right-of-use assets		
– Office premise	1,899	–
The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:		
– Less than 1 year	913	–
– Between 1 and 2 years	913	–
– Between 2 and 5 years	381	–
	2,207	–
Year ended 30 June:		
Depreciation charge of right-of-use assets		
– Office premise	459	–
Lease interests	106	–
Expenses related to leases of low-value assets that are not short-term leases	139	95
Total cash outflow for leases	596	95
Addition of right-of-use assets	2,358	–

The Group leases an office premise. Lease agreement is typically made for fixed periods of 3 years. Lease term is negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreement does not impose any covenants and the leased assets may not be used as security for borrowing purposes.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

18. INVESTMENT PROPERTIES

	HK\$'000
Fair value	
At 1 July 2021	137,500
Acquisition of subsidiaries	571,900
Fair value loss	(6,964)
Exchange differences	(15,324)
	<hr/>
At 30 June 2022 and 1 July 2022	687,112
Fair value loss	(4,984)
Exchange differences	(43,913)
	<hr/>
At 30 June 2023	638,215

The Group leases out certain of its investment properties under operating leases. The average lease term is 3.5 (2022: 3.6) years. All leases are on a fixed rental basis and do not include variable lease payments except for two (2022: two) leases which include rentals received with reference to turnover of the tenants.

The fair values of the Group's investment properties as at 30 June 2023 and 2022 have been arrived at on the basis of valuation carried out on the respective dates by the following independent firms of qualified professional property valuers not connected with the Group:

Name of valuer	Location of investment properties
APAC Appraisal and Consulting Limited	Hong Kong
Jones Lang LaSalle Corporate Appraisal and Advisory Limited	The PRC

Details of the valuation techniques and inputs used in fair value measurement are set out in note 6(c).

As at 30 June 2023, the Group's investment properties in Hong Kong amounted to HK\$127,700,000 (2022: nil) have been pledged to secure banking facilities granted to the Group (note 28(i)).

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

19. INTANGIBLE ASSETS

	Money lending system HK\$'000
Cost	
At 1 July 2021	–
Additions	<u>1,250</u>
At 30 June 2022 and 1 July 2022	1,250
Additions	<u>587</u>
At 30 June 2023	<u>1,837</u>
Accumulated amortisation	
At 1 July 2021	–
Charge for the year	<u>250</u>
At 30 June 2022 and 1 July 2022	250
Charge for the year	<u>309</u>
At 30 June 2023	<u>559</u>
Carrying amount	
At 30 June 2023	<u>1,278</u>
At 30 June 2022	<u>1,000</u>

The money lending system is allocated to money lending business segment. In the opinion of the directors of the Company, the useful lives of this intangible asset is 5 years.

Notes to the Consolidated Financial Statements

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20. PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 30 June 2023 and 2022 are as follows:

Company name	Place of incorporation/ registration/ operation	Nominal value of issued ordinary share capital/ registered capital	Percentage of ownership interest				Principal activity
			Direct		Indirect		
			2023	2022	2023	2022	
Funki Finance Limited	Hong Kong	HK\$1	-	-	100%	100%	Money lending
Home Mortgage Finance Company Limited	Hong Kong	HK\$1	-	-	100%	100%	Money lending
Harbour Bay Hotels Limited	Hong Kong	HK\$10,000	-	-	100%	100%	Operation of a hotel
Ever Praise Enterprises Limited	BVI/Hong Kong	US\$10,000	-	-	100%	100%	Property investment and leasing
Shanghai Jiasong (note (a)&(b))	The PRC	US\$10,000,000	-	-	51%	51%	Property investment and leasing
Ever Lucky Worldwide Limited ("Ever Lucky")	British Virgin Islands ("BVI")/Macau	US\$50,000	-	-	51%	51%	Receive profit streams from gaming and entertainment related business

Notes:

- (a) The company is a wholly-foreign owned enterprise established in the PRC.
- (b) The English name of the subsidiary is presented for identification purposes only.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

20. PRINCIPAL SUBSIDIARIES (Continued)

The following table shows information of subsidiaries that have non-controlling interests (“**NCI**”) material to the Group. The summarised financial information represents amounts before inter-company eliminations.

	Fast Advance Group (note (a))		Ever Lucky (note (b))	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
Principal place of business/country of incorporation	The PRC/Hong Kong/BVI		Macau/BVI	
% of ownership interests/voting rights held by NCI	49%		49%/33%	
At 30 June:				
Non-current assets	511,003	552,373	–	–
Current assets	55,397	44,071	21,173	21,214
Current liabilities	(28,890)	(28,885)	(2,425)	(2,455)
Non-current liabilities	(343,225)	(377,787)	–	–
Net assets	194,285	189,772	18,748	18,759
Accumulated NCI	95,200	92,988	9,187	9,192
Year ended 30 June:				
Revenue	35,508	22,361	–	1,392
Other income and expenses	(19,891)	(22,596)	(11)	(44)
Profit/(loss) before tax	15,617	(235)	(11)	1,348
Income tax expense	(6,823)	(1,733)	–	(90)
Profit/(loss) for the year	8,794	(1,968)	(11)	1,258
Exchange differences on translation of foreign operations	(20,915)	(7,129)	–	–
Total comprehensive (loss)/income for the year	(12,121)	(9,097)	(11)	1,258
Profit/(loss) allocated to NCI	4,309	(964)	(5)	617
Dividend paid to NCI	–	–	–	–
Net cash generated from operating activities	36,984	1,332	–	–
Net cash used in investing activities	(50)	(65)	–	–
Net cash generated from financing activities	61	–	–	–
Effect of foreign exchange rates changes	(3,572)	(954)	–	–
Net increase in cash and cash equivalents	33,423	313	–	–

Notes:

- (a) Fast Advance Resources Limited (“**Fast Advance**”) and its subsidiaries (collectively referred as the “**Fast Advance Group**”). Fast Advance was consolidated as a subsidiary on 30 September 2021 through the acquisition.
- (b) Ever Lucky was incorporated in the BVI on 15 December 2020.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

21. DEFERRED TAX

The following are the deferred tax assets/(liabilities) recognised and the movements thereon during the current and prior years:

	Property, plant and equipment	Investment properties	Intangible assets	Loans receivable and interest receivables	Other payables	Distributable profits of the Group's PRC subsidiary	Tax losses	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 July 2021	(4,770)	(1,459)	-	213	-	-	2,789	(3,227)
Acquisition of subsidiaries	-	(72,554)	-	-	5,914	(18,207)	-	(84,847)
(Charge)/credit to profit or loss for the year (note 13)	(518)	836	(165)	1,155	264	(218)	1,062	2,416
Exchange differences	-	1,932	-	-	(169)	500	-	2,263
At 30 June 2022 and 1 July 2022	(5,288)	(71,245)	(165)	1,368	6,009	(17,925)	3,851	(83,395)
(Charge)/credit to profit or loss for the year (note 13)	(540)	(1,168)	(46)	1,317	-	(1,728)	298	(1,867)
Exchange differences	-	5,571	-	-	(477)	1,497	-	6,591
At 30 June 2023	(5,828)	(66,842)	(211)	2,685	5,532	(18,156)	4,149	(78,671)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes.

	2023 HK\$'000	2022 HK\$'000
Deferred tax assets	2,371	1,116
Deferred tax liabilities	(81,042)	(84,511)
	(78,671)	(83,395)

At the end of the reporting period, the Group had unused tax losses of approximately HK\$44,502,000 (2022: HK\$33,465,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$25,148,000 (2022: HK\$23,341,000) of such losses. No deferred tax asset has been recognised in respect of the remaining unused tax losses of approximately HK\$19,354,000 (2022: HK\$10,124,000) due to the unpredictability of future profits streams. Tax losses may be carried forward indefinitely.

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For the year ended 30 June 2023

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023 HK\$'000	2022 HK\$'000
Financial assets at FVTPL		
– Unlisted fund investment	31,488	31,488

As at 30 June 2023, the carrying amount of the unlisted fund investment of approximately HK\$31,488,000 (2022: HK\$31,488,000) which was not quoted in an active market. The fair value of investment was stated with reference to the net asset value provided by the administrator of the fund at the end of the reporting period. The directors believe that the estimated fair value provided by the administrator of the fund is reasonable, and that is the most appropriate value at the end of the reporting period.

The carrying amount of the investment is denominated in Hong Kong dollars.

23. LOANS RECEIVABLE AND INTEREST RECEIVABLES

	2023 HK\$'000	2022 HK\$'000
Loans receivable	304,436	182,859
Less: Provision for impairment of loans receivable	(17,803)	(9,950)
Loans receivable, net of provision	286,633	172,909
Interest receivables	18,686	14,294
Less: Provision for impairment of interest receivables	(1,391)	(206)
Interest receivables, net of provision	17,295	14,088
	303,928	186,997
Analysed as:		
– Non-current assets	189,167	87,556
– Current assets	114,761	99,441
	303,928	186,997

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

23. LOANS RECEIVABLE AND INTEREST RECEIVABLES (Continued)

The credit quality analysis of the loans receivable and interest receivables is as follows:

	2023 HK\$'000	2022 HK\$'000
Loans receivable		
Neither past due nor impaired		
– Secured	49,251	52,804
– Unsecured	194,222	85,087
1-30 days past due		
– Unsecured	29	9
31-90 days past due		
– Unsecured	135	9
91-180 days past due		
– Unsecured	168	–
181-365 days past due		
– Secured	10,558	35,000
– Unsecured	317	–
Over 365 days past due		
– Secured	31,949	–
– Unsecured	4	–
	286,633	172,909
Interest receivables		
Neither past due nor impaired		
– Secured	287	414
– Unsecured	2,382	863
1-30 days past due		
– Secured	–	870
– Unsecured	43	14
31-90 days past due		
– Secured	–	1,740
– Unsecured	34	13
91-180 days past due		
– Secured	98	2,610
181-365 days past due		
– Secured	2,820	7,564
Over 365 days past due		
– Secured	11,631	–
	17,295	14,088
	303,928	186,997

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

23. LOANS RECEIVABLE AND INTEREST RECEIVABLES (Continued)

The secured loans were mainly secured by properties. The fair values of the collaterals, as assessed by the management, were not less than the outstanding aggregate amounts of loan receivable and interest receivable of the relevant loans as at 30 June 2023 and 2022.

The carrying amounts of the loans receivable and interest receivables are denominated in the following currencies:

	2023 HK\$'000	2022 HK\$'000
Hong Kong dollars	303,928	183,845
United States dollars	–	3,152
	303,928	186,997

All of the loans receivable are interest-bearing and repayable within the fixed term agreed by the customers. As at 30 June 2023, the weighted average effective interest rate of the loans receivable was 24% (2022: 23%) per annum.

Movements on the Group's provision for impairment of loans receivable and interest receivables are as follows:

	Loans receivable			Total HK\$'000
	Stage 1 12-month ECL HK\$'000	Stage 2 Lifetime ECL HK\$'000	Stage 3 Lifetime ECL HK\$'000	
At 1 July 2021	1,279	–	56	1,335
New loans originated	7,591	24	1,320	8,935
Loans repaid during the year	(1,278)	–	–	(1,278)
Charged for the year	591	2	365	958
At 30 June 2022 and 1 July 2022	8,183	26	1,741	9,950
New loans originated	9,951	77	3,978	14,006
Loans repaid during the year	(8,184)	(26)	(20)	(8,230)
Charged for the year	1,677	163	8,691	10,531
Written off during the year	–	–	(8,454)	(8,454)
At 30 June 2023	11,627	240	5,936	17,803

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

23. LOANS RECEIVABLE AND INTEREST RECEIVABLES (Continued)

	Interest receivables			Total HK\$'000
	Stage 1	Stage 2	Stage 3	
	12-month ECL HK\$'000	Lifetime ECL HK\$'000	Lifetime ECL HK\$'000	
At 1 July 2021	10	–	5	15
New loans originated	72	2	98	172
Loans repaid during the year	(10)	–	–	(10)
Charged for the year	7	–	22	29
At 30 June 2022 and 1 July 2022	79	2	125	206
New loans originated	130	3	76	209
Loans repaid during the year	(79)	(2)	(2)	(83)
Charged for the year	19	4	1,386	1,409
Written off during the year	–	–	(350)	(350)
At 30 June 2023	149	7	1,235	1,391

Three (2022: one) secured loans receivable were default as at 30 June 2023. As at 30 June 2023, the balance of the relevant loans receivable and interest receivables were approximately HK\$42,507,000 (2022: HK\$35,000,000) and approximately HK\$14,549,000 (2022: HK\$12,783,000), respectively, in aggregate of approximately HK\$57,056,000 (2022: HK\$47,783,000). Based on the fair value of the collaterals of the relevant loans receivable and interest receivables which are residential properties located in Hong Kong and Macau, the provision for impairment losses of the relevant loans receivable and interest receivables amounted to approximately HK\$3,094,000 (2022: nil) and HK\$1,156,000 (2022: nil), respectively. The Group commenced legal action against the relevant borrowers to recover the aforesaid loans receivable and interest receivables by enforcing the rights on the collaterals.

For loans receivable and interest receivables that are not credit-impaired without significant increase in credit risk since initial recognition (“**Stage 1**”), ECL is measured at an amount equal to the portion of lifetime ECL that results from default events possible within the next twelve months. If a significant increase in credit risk since initial recognition is identified (“**Stage 2**”) but not yet deemed to be credit-impaired, ECL is measured based on lifetime ECL. If credit impaired is identified (“**Stage 3**”), ECL is measured based on lifetime ECL. In general, when loans receivable and interest receivables are overdue by 30 days, there is significant increase in credit risk.

As at 30 June 2023, the charge of impairment allowance of loans receivable of approximately HK\$10,531,000 (2022: HK\$958,000), and that of interest receivables of approximately HK\$1,409,000 (2022: HK\$29,000) was due to change in probability of default and loss given default during the year.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

23. LOANS RECEIVABLE AND INTEREST RECEIVABLES (Continued)

A maturity profile of the loans receivable at the end of the reporting period, based on the maturity date, net of provision, is as follows:

	2023 HK\$'000	2022 HK\$'000
Within one year	97,466	85,353
In the second to fifth years inclusive	150,134	67,318
More than five years	39,033	20,238
	286,633	172,909

All the interest receivables at the end of the reporting period, based on the maturity date, are within one year.

24. TRADE AND OTHER RECEIVABLES

	2023 HK\$'000	2022 HK\$'000
Trade receivables from hotel operations business	36	92
Trade receivables from property leasing business	5,056	10,511
	5,092	10,603
Impairment losses on trade receivables	(794)	(810)
	4,298	9,793
Deposits, prepayments and other receivables	6,245	3,961
	10,543	13,754

Hotel room revenue is normally settled by cash or credit card. The Group allows an average credit period of not more than 30 days to travel agents and corporate customers. Rentals are payable upon presentation of demand notes. No credit period is allowed to these customers.

Regarding the property leasing business, the Group maintains a defined credit policy including stringent credit evaluation on and payment of a rental deposit from customers. In addition to the payment of rental deposits, customers are required to pay monthly rents in respect of leased properties in advance. Receivables are regularly reviewed and closely monitored to minimise any associated credit risk. No interest is charged on overdue trade receivables. In determining the recoverability of trade receivables, the Group considers any change in the credit quality of the trade receivables from the date credit was initially granted up to the end of the reporting period.

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For the year ended 30 June 2023

24. TRADE AND OTHER RECEIVABLES (Continued)

Management closely monitors the credit quality of trade and other receivables and considers the trade and other receivables that are neither past due nor impaired to be of good quality.

The aging analysis of trade receivables, based on the invoice dates, and net of allowance, is as follows:

	2023 HK\$'000	2022 HK\$'000
0-90 days	3,867	3,469
91-180 days	220	5,086
181-365 days	91	1,229
Over 365 days	120	9
	4,298	9,793

As at 30 June 2023, an allowance was made for estimated irrecoverable trade receivables of approximately HK\$794,000 (2022: HK\$810,000).

Reconciliation of allowance for trade receivables:

	2023 HK\$'000	2022 HK\$'000
At the beginning of the year	810	1
Increase in loss allowance for the year	309	837
Reversed during the year	–	(1)
Written off during the year	(260)	–
Exchange differences	(65)	(27)
At the end of the year	794	810

The trade receivables are denominated in the following currencies:

	2023 HK\$'000	2022 HK\$'000
Hong Kong dollars	367	328
Renminbi (“RMB”)	3,931	9,465
	4,298	9,793

Included in the other receivables is an amount due from non-controlling interests of approximately HK\$190,000 (2022: HK\$190,000) which is unsecured, non-interest bearing and has no fixed repayment terms.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

25. BANK AND CASH BALANCES

As at 30 June 2023, the bank and cash balances of the Group denominated in RMB amounted to approximately HK\$50,890,000 (2022: HK\$34,009,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

26. CONTRACT LIABILITIES

	2023 HK\$'000	2022 HK\$'000
Contract liabilities	2,034	4,314

Transaction prices allocated to performance obligations unsatisfied at end of year and expected to be recognised as revenue in:

	2023 HK\$'000	2022 HK\$'000
– 2023	–	4,260
– 2024	2,034	54
	2,034	4,314

Significant changes in contract liabilities during the year:

	2023 HK\$'000	2022 HK\$'000
Increase due to operations in the year	6,963	8,290
Transfer of contract liabilities to revenue	(9,243)	(3,976)

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

Notes to the Consolidated Financial Statements

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27. OTHER PAYABLES

	2023 HK\$'000	2022 HK\$'000
Provision for reinstatement costs	22,126	24,034
Rental deposits received	9,508	10,558
Payroll and welfare payables	114	226
Other payables	6,089	2,503
	37,837	37,321
Analysed as:		
– Non-current liabilities	4,894	6,449
– Current liabilities	32,943	30,872
	37,837	37,321

28. BORROWINGS AND INTEREST PAYABLES

	2023 HK\$'000	2022 HK\$'000
Secured borrowings from bank (note (i))	50,000	–
Unsecured loans from third parties (note (ii))	3,500	8,150
Interest payables	977	54
	54,477	8,204
Carrying amount repayable:		
Within one year	54,477	8,204

Notes:

- (i) On 11 January 2023, the Group as borrower entered into a facility agreement (the “**Facility Agreement**”) in respect of uncommitted revolving loan facility limit amounted to HK\$100,000,000 (the “**Loan Facility**”) with a commercial bank as lender. The Loan Facility granted to the Group was secured by the Group’s hotel property (note 16) and investment properties (note 18) in Hong Kong and the corporate guarantee from the Company. The Loan Facility will mature on 10 January 2026.

Under the terms of the Facility Agreement, Ms. Lin Yee Man, the controlling shareholder of the Company, shall (directly or indirectly) remain the single largest shareholding interest in the Company. As at 30 June 2023, Ms. Lin Yee Man was beneficially interested in approximately 70.9% of the total issued share capital of the Company.

At 30 June 2023, the Group’s secured bank borrowings carry interest at variable rate of the Hong Kong Inter-Bank Offered Rate plus 2.6% per annum, with interest rate ranging from 6.1% to 7.4% per annum. All the Group’s secured bank borrowings would be due within one year.

- (ii) During the years ended 30 June 2023 and 2022, the Group entered into several loan agreements with independent third parties. Pursuant to the loan agreements, the loans are unsecured with fixed interest rate ranging from 2% to 10% (2022: 8%) per annum and shall be repayable on 31 May 2024 (2022: 31 May 2023).

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29. LEASE LIABILITIES

	Lease payments 2023 HK\$'000	Present value of lease payments 2023 HK\$'000
Within one year	913	782
In the second to fifth years, inclusive	1,294	1,225
	<u>2,207</u>	<u>2,007</u>
Less: Future finance charges	<u>(200)</u>	
Present value of lease liabilities	<u>2,007</u>	
Less: Amount due for settlement within 12 months (shown under current liabilities)		<u>(782)</u>
Amount due for settlement after 12 months		<u>1,225</u>

At 30 June 2023, the average effective borrowing rate was 3%. Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk.

30. AMOUNTS DUE TO NON-CONTROLLING SHAREHOLDERS OF A SUBSIDIARY

The amounts due are unsecured, non-interest bearing and have no fixed repayment terms.

On 18 June 2021, the Group entered into a sale and purchase agreement to conditionally agree to acquire 51% of the issued share capital of Fast Advance Group from two independent third parties, Power Able International Holdings Limited and Original Praise Investment Development Limited (the "**Acquisition**"). On 30 September 2021 (the "**Completion Date**"), the Group has completed the Acquisition and the final consideration of the Acquisition was in the amount of HK\$72,233,000.

Pursuant to the sale and purchase agreement of the Acquisition, the non-controlling shareholders of Fast Advance mutually agreed with the Group that without prior written consent of the Group, the non-controlling shareholders of Fast Advance shall not demand repayment, whether in whole or in part, for a period of 24 months from the Completion Date of the Acquisition. The amounts due were carried at amortised cost using the effective interest method. The effective interest rate applied was 8% per annum.

On 30 June 2023, the non-controlling shareholders of Fast Advance mutually agreed with the Group that the non-controlling shareholders of Fast Advance do not intend to demand repayment, whether in whole or in part, for a period of 36 months till 30 June 2026 and the resulting gain on the modification of repayment terms of approximately HK\$16,634,000 was recognised in equity during the year ended 30 June 2023. The effective interest rate applied was 10% per annum.

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For the year ended 30 June 2023

31. SHARE CAPITAL

	Number of ordinary shares '000	Amount HK\$'000
Ordinary shares, issued and fully paid:		
At 1 July 2021, 30 June 2022, 1 July 2022 and 30 June 2023	1,938,823	1,317,736

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group reviews the capital structure frequently by considering the cost of capital and the risks associated with each class of capital. The Group balances its overall capital structure through the payment of dividends, new share issues and share buy-backs; as well as the issue of new debts, redemption of existing debts or sales of assets to reduce debts.

The externally imposed capital requirements for the Group is that in order to maintain its listing on the Stock Exchange, it has to have a public float of at least 25% of the issued shares of the Company.

The Group receives a report from the share registrar and transfer office regularly on substantial share interests. The report sets out the non-public float and demonstrates the continuing compliance with the 25% limit throughout the year.

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.

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32. SHARE OPTION SCHEME

The Company operates a share option scheme (the “**Scheme**”) adopted on 18 September 2007 for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include employees of the Group, executive or non-executive directors (including independent non-executive directors) of the Company, its subsidiaries or invested entity, suppliers of goods or services to the Group or invested entity, person or entity that provides research, development or other technical support to the Group or invested entity, shareholders of members of the Group or invested entity, holders of securities issued by members of the Group or invested entity, advisers or consultants to business development of the Group or invested entity, and joint venture partners or counterparties to business operation or business arrangements of the Group or its employees. The Scheme became effective on 18 September 2007 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The subscription price for the Company’s shares under the Scheme is determined by the Board and shall be at least the highest of (i) the closing price of the Company’s shares listed on the Stock Exchange on the date of the offer of the share options; (ii) the average closing price of the Company’s shares listed on the Stock Exchange on five trading days immediately preceding the date of the offer of the share options, and (iii) the nominal value of the Company’s shares (if any).

The total maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme shall not exceed 30% of the shares in issue from time to time. The total number of shares available for issue upon exercise of all options which have been or may be granted under the Scheme must not exceed 69,120,000 shares. The maximum number of shares issued and to be issued upon exercise of the options granted and to be granted to each eligible participant in any 12-month period up to the date of grant must not exceed 1% of the aggregate number of shares for the time being in issue. Any further grant of share options in excess of this limit is subject to shareholder’s approval in a general meeting.

Share options granted to a connected person or its associates shall be approved by independent non-executive directors. In addition, any share options granted to a connected person who is also a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and the aggregate value (based on the closing price of the Company’s shares listed on the Stock Exchange at the date of the offer of share options) in excess of HK\$5 million, within any 12-month period, are subject to shareholders’ approval in advance in a general meeting.

The offer of the share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the offeree. The exercise period of the share options ends on ten years from the date of the offer of the share options, notwithstanding the expiry of the Scheme.

Share options do not confer rights on the holders to dividends or to vote at shareholders’ meetings.

Each share option gives the holder the right to subscribe for one ordinary share of the Company and is settled gross in shares.

Details of share options granted

There were no option granted under the Scheme was forfeited upon the resignation of the eligible participant and no share options were exercised or granted during the years ended 30 June 2023 and 2022.

At 30 June 2023, the options have exercise prices of approximately HK\$0.5 (2022: HK\$0.5) under the Scheme. The weighted average remaining contractual life of the options was approximately 2.76 years (2022: 3.76 years).

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For the year ended 30 June 2023

32. SHARE OPTION SCHEME (Continued)

Details of specific categories of share options and the movements during the years ended 30 June 2023 and 2022 are as follows:

Participants	Number of share options outstanding and exercisable				Date of grant of share options (note iii)	Exercise period of share options	Adjusted exercise price of share options (note iv)
	At 1 July 2021	Transfer (note i)	At 30 June 2022, 1 July 2022 and 30 June 2023 (note ii)				
	'000	'000	'000			HK\$	
Directors							
Mr. Nicholas J. Niglio	5,119	-	5,119	1/4/2016	1/4/2016 to 31/3/2026	0.50	
Mr. Lin Chuen Chow Andy	5,119	(5,119)	-	1/4/2016	1/4/2016 to 31/3/2026	0.50	
Employee							
Mr. Lin Chuen Chow Andy	-	5,119	5,119	1/4/2016	1/4/2016 to 31/3/2026	0.50	
Weighted average exercise price (HK\$)	10,238	-	10,238				
Outstanding and exercisable	0.50	0.50	0.50				
			10,238				

Notes:

- (i) Mr. Lin Chuen Chow Andy has stepped down from his position as an executive director and became an employee of the Company on 12 January 2022.
- (ii) The total number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other schemes must not in aggregate exceed 10% of the relevant class of shares of the Company or its subsidiaries in issue at the date of approval of the relevant share option scheme. Subject to compliance with the Listing Rules, the limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes must not exceed 30% of the relevant class of shares of the Company in issue from time to time.
- (iii) The vesting period of the share options is from the grant date until the commencement of the exercise period.
- (iv) The number of shares entitled to be subscribed for, the exercise prices under the outstanding share options, the fair value per share option and the closing price of the Company's shares immediately before the grant date have been adjusted upon completions of share consolidation in May 2016 and the open offer in June 2016 and January 2020. Details of which may refer to the announcements of the Company dated 20 May 2016, 24 June 2016 and 29 January 2020.

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For the year ended 30 June 2023

33. CAPITAL COMMITMENTS/CONTINGENT LIABILITIES

At 30 June 2023 and 2022, the Group did not have any significant capital commitments and contingent liabilities.

34. LEASE COMMITMENTS

The Group as lessor

At 30 June 2023 and 2022, the total future minimum lease payments under non-cancellable operating leases are receivable as follows:

	2023 HK\$'000	2022 HK\$'000
Within one year	23,336	36,475
In the second to fifth years inclusive	26,222	15,286
Over five years	1,273	–
	50,831	51,761

35. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

Details of the remuneration of key management personnel, who are the directors, during the year are set out in note 12. Key management personnel are deemed to be the members of the Board which has responsibility for planning, directing and controlling the activities of the Group.

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36. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

	2023 HK\$'000	2022 HK\$'000
Non-current assets		
Property, plant and equipment	53,049	55,874
Investments in subsidiaries	667,325	667,325
	720,374	723,199
Current assets		
Other receivables	607	648
Amounts due from subsidiaries	448,676	391,589
Bank and cash balances	1,381	50,021
	450,664	442,258
Current liabilities		
Other payables	718	740
Amounts due to subsidiaries	382,458	372,570
	383,176	373,310
Net current assets	67,488	68,948
NET ASSETS	787,862	792,147
CAPITAL AND RESERVES		
Share capital	1,317,736	1,317,736
Reserves (note 36(b))	(529,874)	(525,589)
TOTAL EQUITY	787,862	792,147

The Company's statement of financial position was approved and authorised for issue by the board of directors on 28 September 2023 and are signed on its behalf by:

Lin Yee Man
Director

Zhang Yiwei
Director

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

36. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(Continued)

(b) Reserve movement of the Company

The amounts of the Company's reserves and the movements therein for the years ended 30 June 2023 and 2022 are as follows:

	Property revaluation reserve HK\$'000	Non- distributable reserve HK\$'000	Share options reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 July 2021	5,922	1,264	2,628	(478,931)	(469,117)
Total comprehensive loss for the year	–	–	–	(56,472)	(56,472)
At 30 June 2022 and 1 July 2022	5,922	1,264	2,628	(535,403)	(525,589)
Total comprehensive loss for the year	–	–	–	(4,285)	(4,285)
At 30 June 2023	5,922	1,264	2,628	(539,688)	(529,874)

37. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Property revaluation reserve

Property revaluation reserve represents the difference between the carrying amount and the fair value of a property at the date of transfer from property, plant and equipment to investment properties in prior years.

(ii) Non-distributable reserve

The non-distributable reserve represents the impact on acquisition of assets in prior years.

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For the year ended 30 June 2023

37. RESERVES (Continued)

(b) Nature and purpose of reserves (Continued)

(iii) *Share option reserve*

The share options reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments.

(iv) *Other reserve*

The other reserve represents (i) the difference between the consideration paid and the amount of non-controlling interests being adjusted in connection with the acquisition of an additional equity interest in a subsidiary; and (ii) the fair value adjustment on amounts due to non-controlling shareholders of a subsidiary, being the differences between the present value and the gross amount of advances received at initial recognition.

(v) *Statutory surplus reserve*

As stipulated by the relevant laws and regulations for foreign investment enterprises in the PRC, the Company's PRC subsidiaries are required to appropriate 10% of their profit after tax to the reserve until such reserve reaches 50% of the registered capital and thereafter any further appropriation is optional. The statutory surplus reserve fund can be used to make up prior year losses, if any, and can be applied in conversion into capital by means of a capitalisation issue.

(vi) *Translation reserve*

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 3.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or the future cash flows will be, classified in the Group's consolidated cash flows from financing activities.

	Borrowings and interest payables HK\$'000	Amounts due to non-controlling shareholders of a subsidiary HK\$'000	Lease liabilities HK\$'000	Total liabilities from financing activities HK\$'000
At 1 July 2021	–	–	–	–
Changes in cash flows	(225,100)	–	–	(225,100)
Non-cash changes				
– acquisition of subsidiaries	228,839	62,145	–	290,984
– finance costs incurred during the year	1,508	3,682	–	5,190
– exchange differences	2,957	–	–	2,957
At 30 June 2022 and 1 July 2022	8,204	65,827	–	74,031
Changes in cash flows	44,740	–	(457)	44,283
Non-cash changes				
– finance costs incurred during the year	1,533	5,266	106	6,905
– addition of leases	–	–	2,358	2,358
– modification gain	–	(16,634)	–	(16,634)
At 30 June 2023	54,477	54,459	2,007	110,943

39. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 28 September 2023.