



**BRADAVERSE EDUCATION (INT'L)
INVESTMENTS GROUP LIMITED**
源宇宙教育(國際)投資集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立及於百慕達存續之有限公司)

Stock Code 股份代號: 1082



2024 年報
ANNUAL REPORT

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Corporate Information

公司資料

EXECUTIVE DIRECTORS

Yip Kai Pong
Li Ming Him

INDEPENDENT NON-EXECUTIVE DIRECTORS

Yuen Chun Fai
Hong Ka Kei
Leung Sze Ki

COMPANY SECRETARY

Tang Chi Kong

AUDIT COMMITTEE

Leung Sze Ki (*Chairman*)
Yuen Chun Fai
Hong Ka Kei

REMUNERATION COMMITTEE

Leung Sze Ki (*Chairman*)
Hong Ka Kei
Li Ming Him

NOMINATION COMMITTEE

Hong Ka Kei (*Chairman*)
Leung Sze Ki
Li Ming Him

AUTHORISED REPRESENTATIVES

Yip Kai Pong
Tang Chi Kong

AUDITORS

Baker Tilly Hong Kong Limited
Certified Public Accountants

執行董事

葉啟邦
李銘謙

獨立非執行董事

阮駿暉
匡嘉琦
梁詩琪

公司秘書

鄧治剛

審核委員會

梁詩琪 (*主席*)
阮駿暉
匡嘉琦

薪酬委員會

梁詩琪 (*主席*)
匡嘉琦
李銘謙

提名委員會

匡嘉琦 (*主席*)
梁詩琪
李銘謙

授權代表

葉啟邦
鄧治剛

核數師

天職香港會計師事務所有限公司
執業會計師

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1708, 17/F
Tower II, Admiralty Centre
No. 18 Harcourt Road
Hong Kong

香港總辦事處及主要營業地點

香港
夏慤道18號
海富中心2座
17樓1708室

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited

主要往來銀行

中國銀行(香港)有限公司

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要股份過戶登記處

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

COMPANY WEBSITE

www.bdveduui.com

公司網站

www.bdveduui.com

STOCK CODE

1082

股份代號

1082



Management Discussion and Analysis

管理層討論及分析

Bradaverse Education (Int'l) Investments Group Limited (“Company”) and its subsidiaries (together with the Company, collectively the “Group”) principally engages in the provision of (i) private educational services; (ii) Science, Technology, Engineering, Art and Math (“STEAM”) education, Virtual Reality (“VR”) and digital entertainment sales and services; and (iii) investment in securities. The Group also offers money lending service to further utilize the cash flow generated from our business.

For the year ended 30 June 2024 (“Year”), the Group recorded revenue of approximately HK\$122.32 million (2023: approximately HK\$117.61 million), representing an increase of approximately 4.00% as compared to the last financial year. Loss attributable to owners of the Company for the Year amounted to approximately HK\$27.56 million (2023: loss of approximately HK\$28.54 million), such loss was mainly due to a significant loss on change in fair value of financial assets at fair value through profit or loss of approximately HK\$17.41 million (2023: approximately HK\$13.98 million) primarily as a result of the fair value loss on both listed securities and private investments with reference to the bearish sentiment in Hong Kong and global stock market.

源宇宙教育(國際)投資集團有限公司(「本公司」)及其附屬公司(與本公司統稱「本集團」)主要從事提供(i)私人教育服務；(ii)科學、科技、工程、藝術及數學(「STEAM」)教育、虛擬實境(「VR」)及數碼娛樂銷售及服務；及(iii)投資證券。本集團亦提供借貸服務，以進一步利用我們業務所產生的現金流量。

截至2024年6月30日止年度(「本年度」)，本集團錄得收入約122,320,000港元(2023年：約117,610,000港元)，較上一個財政年度增加約4.00%。本年度本公司擁有人應佔虧損約27,560,000港元(2023年：虧損約28,540,000港元)，有關虧損乃主要由於按公平值計入損益的金融資產公平值變動大幅虧損約17,410,000港元(2023年：約13,980,000港元)，主要是由於香港及全球股市的看跌情緒導致上市證券及私人投資公平值虧損。

BUSINESS REVIEW

(i) Provision of Private Educational Services

Our provision of private educational services business include primary tutoring services, skill course and test preparation courses, secondary tutoring services and English language training and test preparation courses. The revenue derived from provision of private educational services amounted to approximately HK\$30.52 million during the Year (2023: approximately HK\$27.13 million). The Group has launched online classes and other online learning modes to allow students to keep up with the pace of learning.

During the Year and as at 30 June 2024, our learning centre was operated under our brand name of “Modern Education (現代教育)” to provide secondary tutoring services, where we offered both physical class and online class to students to meet different needs. Revenue recorded from secondary tutoring services was approximately HK\$0.96 million, representing an increase of approximately 7.87% as compared to the last financial year (2023: approximately HK\$0.89 million).

During the Year, there was no revenue generated from the English language training and test preparation courses (2023: approximately HK\$85,000).

As at 30 June 2024, the Group had 8 directly-owned education centres and 26 franchised centres operating under the brand name of “Modern Bachelor Education (現代小學士)”. During the Year, there were 3 new franchisees (2023: 3) joined the franchisee scheme. The number of course enrolments recorded from directly-owned education centres was approximately 16,300 (2023: approximately 15,300). Revenue generated from directly-owned education centres and non-profit making organisations was approximately HK\$23.78 million, representing an increase of approximately 17.55% as compared to the last financial year (2023: approximately HK\$20.23 million). Revenue contributed from franchised centres to the Group during the Year remained relatively stable at approximately HK\$3.90 million as compared to approximately HK\$4.08 million in 2023.

業務回顧

(i) 提供私人教育服務

我們提供的私人教育服務業務包括小學輔導服務、展藝課程及應試課程、中學補習服務以及英語培訓及應試課程。於本年度，來自提供私人教育服務的收入約30,520,000港元(2023年：約27,130,000港元)。本集團已推行網上課程及其他網上學習模式以令學生跟上學習進度。

於本年度及於2024年6月30日，我們以「現代教育」品牌營運教育中心提供中學補習服務，並向學生提供實體課程及網上課程以滿足不同需求。中學補習服務錄得收入約960,000港元，較上一個財政年度增加約7.87%(2023年：約890,000港元)。

於本年度，並無來自英語培訓及應試課程的收入(2023年：約85,000港元)。

於2024年6月30日，本集團有8間直營教育中心及26間特許經營中心以「現代小學士」品牌營運。於本年度，3名(2023年：3名)新特許經營商加入特許經營計劃。直營教育中心的課程報名人次約16,300名(2023年：約15,300名)。自直營教育中心及非牟利機構產生收入約23,780,000港元，較上一個財政年度增加約17.55%(2023年：約20,230,000港元)。特許經營中心於本年度為本集團貢獻的收入維持相對穩定，約為3,900,000港元，而2023年則約為4,080,000港元。

(ii) STEAM Education, VR and Digital Entertainment sales and services

Following the emergence of the concept of Web 3.0, and a growing demand on STEAM education services in Hong Kong, the Group offered various STEAM courses under the brand name of “UFO Tech Academy (優孚奧科技學院)” (formerly known as “UFO School (優孚奧學校)”). During the Year, the Group generated revenue of approximately HK\$1.88 million from the provision of STEAM education services, represented a slight increase of approximately 2.73% as compared to approximately HK\$1.83 million in the last financial year.

Apart from the provision of STEAM education services, the Group also generated revenue of approximately HK\$2.26 million from sales of VR products and provision of related services and approximately HK\$87.10 million from sales of gaming products during the Year (2023: approximately HK\$4.82 million and approximately HK\$83.99 million, respectively).

(iii) Money Lending Business

Besides the aforementioned business segments, the Group also offered money lending service to utilize the cash flow generated from other segments for corporations and individuals. China Rich Finance Limited (“China Rich”), an indirect wholly-owned subsidiary of the Company, is a holder of the money lender’s license under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) (“Money Lenders Ordinance”). China Rich has adopted money lending policies and procedures for handling and/or monitoring the money lending business in compliance with the Money Lenders Ordinance.

China Rich is principally engaged in carrying out money lending business by providing secured and unsecured loans to its customers. It is operated and managed by a director and a loan manager, who have years of experience in accounting, business development and/or financial services and management.

Through the business and social networks of the senior management of the Group, China Rich would identify and be referred potential clients, which would include corporate and high net wealth individual clients. China Rich would then assess the credit and risk of such potential customers based on its credit policy and procedure. Below set forth the key internal control measures and procedures of China Rich:

(ii) STEAM教育、VR及數碼娛樂銷售及服務

隨著Web 3.0概念的興起及香港對STEAM教育服務的需求愈益增加，本集團以「優孚奧科技學院(UFO Tech Academy)」(前稱為「優孚奧學校(UFO School)»)品牌名下提供各種不同的STEAM課程。於本年度，本集團自提供STEAM教育服務產生收入約1,880,000港元，較上一個財政年度約1,830,000港元略為增加約2.73%。

除提供STEAM教育服務外，於本年度，本集團亦自VR產品銷售及提供相關服務以及遊戲產品銷售分別產生收入約2,260,000港元及約87,100,000港元(2023年：分別約4,820,000港元及約83,990,000港元)。

(iii) 借貸業務

除上述業務分部外，本集團亦為企業及個人提供借貸服務，以利用其他分部所產生的現金流量。本公司之間接全資附屬公司漢富財務有限公司(「漢富」)為香港法例第163章放債人條例(「放債人條例」)下放債人牌照的持有人。漢富已遵守放債人條例，採納有關處理及／或監控借貸業務的借貸政策及程序。

漢富主要通過向其客戶提供有抵押及無抵押貸款進行借貸業務。其由一名董事及一名貸款經理進行營運及管理，彼等在會計、業務發展及／或金融服務及管理方面擁有多多年經驗。

透過本集團高級管理層的業務及社會網絡，漢富物色及獲轉介潛在客戶，包括企業客戶以及高淨值個人客戶。漢富隨後根據其信貸政策及程序評估該等潛在客戶的信貸及風險。以下載列漢富的主要內部監控措施與程序：

Loan application and approval

In progress of loan applications, internal credit assessments would be performed to decide the proposed loan size and interest rate charged. The internal credit assessment included but not limited to:

- verification and background checking, such as the identity documents and statutory records (i.e. identity card, address proof, business registration certificate, latest annual return, etc.);
- obtaining income or asset proof of the borrower and guarantor, such as share certificates, bank statements and security statements, etc.;
- the valuation documents of the collaterals (if any); and
- the verification of the authenticity of the information provided.

Furthermore, China Rich would perform public search towards the borrower and guarantor (if any) to ensure compliance with the relevant requirements and regulations of anti-money laundering and counter-terrorist financing (“AML & CTF”). For each loan application, rather than a pre-set minimum amount of income/revenue/profit/total asset/net asset level, the management would determine and approve the loan amount and interest rates based on the relevant financials, repayment ability and the overall quality of borrowers/guarantors and the respective collaterals, subject to business negotiations and market conditions. In general, the aggregate value of 12-month income/profit before tax and net asset value/net worth of the prospective borrower or its guarantor are the key financial benchmarks adopted by China Rich and which should not be less than the proposed loan amount and the relevant interest. The loan approval will be further subject to the judgement of the management, where certain factors may also be considered in loan assessment as additional factors that would greatly affect the likelihood of the loan recoverability, such as the credit history, career profile, business or family background of the borrower/guarantor and the purpose of the borrowing.

貸款申請及審批

在申請貸款的過程中，將會進行內部信貸評估，以釐定擬借貸款的規模及收取的利率。內部信貸評估包括但不限於：

- 核實及背景調查，例如身份證明文件及法定記錄(即身份證、住址證明、商業登記證、最近期周年申報表等)；
- 取得借款人及擔保人的收入或資產證明，例如股票證書、銀行結單及證券結單等；
- 抵押品的估值文件(如有)；及
- 核實所提供的資料的真偽。

此外，漢富會對借款人及擔保人(如有)進行公開搜索，以確保遵守反洗黑錢及反恐融資(「反洗黑錢及反恐融資」)的相關規定及規例。對於每宗貸款申請，管理層不會對收入／收益／溢利／資產總值／資產淨值水平預設最低金額，而是按照借款人／擔保人的相關財務實力、還款能力及整體質素以及相關抵押品來釐定及審批貸款金額及利率，並視乎業務磋商及市況而定。一般而言，漢富以準借款人或其擔保人的12個月收入／除稅前溢利及資產淨值／淨值的總值為關鍵財務基準，而有關金額不應低於擬貸款金額及相關利息。貸款審批會進一步視乎管理層的判斷，在評估貸款時亦可能會考慮若干因素作為額外因素，這些因素會大大影響貸款的可收回性，例如借款人／擔保人的信貸記錄、簡歷、業務或家庭背景以及借款目的。

Recovery and collection of loan receivables

Upon granting the loan, China Rich would keep track of the repayment records and loan portfolio on an on-going basis and conduct recoverability review at each period end, in particular for any past due loan accounts. China Rich would follow the review procedure as follow: (i) obtain and review the repayment records of every loan and interests repayment to ensure every repayment is repaid on schedule and at the appropriate amount; (ii) communicate actively with the customers for past due repayment; and (iii) conduct legal action when considered necessary. China Rich would further obtain the updated financial information from the borrowers when late repayment records were noted to assess the recoverability of loan. Different procedures and effort are put onto the loan recovery, appropriate actions, such as sending legal demand letter, legal proceedings arrangement, etc., would be considered by China Rich, subject to the recovery situation of the loans and negotiation with customers.

As at 30 June 2024, the loans receivables of China Rich were loan with guarantee and unsecured loans. The management of China Rich are of the view that the composition is reasonable and in the interests of the shareholders as a whole, considering that a relatively higher interest yield could be associated with an unsecured loan, given that the borrower can fulfill China Rich's loan approval requirements as mentioned above.

Impairment provisions

The Group adopted estimated credit loss allowances according to the requirements of Hong Kong Financial Reporting Standard (“HKFRS”) 9 issued by the Hong Kong Institute of Certified Public Accountants. The Group made impairment provision on loan and interest receivables primarily based on the future macroeconomic conditions and borrowers' creditworthiness (e.g. the likelihood of default by customers). Such assessment has taken regard of quantitative and qualitative historical information and also, the forward-looking analysis.

收回及追討應收貸款

授出貸款後，漢富會持續追蹤還款記錄及貸款組合，並於各期末進行可收回性審閱，特別是對於任何逾期貸款賬戶。漢富的審閱過程如下：(i)取得及審閱每筆貸款及利息還款的還款記錄，以確保每次依時按適當金額還款；(ii)就逾期還款積極與客戶溝通；及(iii)認為有需要時採取法律行動。得悉逾期還款記錄時，漢富會進一步向借款人取得最新財務資料，以評估貸款的可收回性。漢富會為收回貸款努力採取不同程序，視乎相關貸款的收回情況以及與客戶的磋商結果，考慮發出法定催款函、安排法律程序等適當行動。

漢富於2024年6月30日的應收貸款為有擔保貸款及無抵押貸款。漢富管理層認為，只要借款人能符合漢富上述的貸款審批要求，無抵押貸款可帶來相對較高的利息收益，因此該組成屬合理並符合股東的整體利益。

減值撥備

本集團已根據香港會計師公會頒佈的香港財務報告準則（「香港財務報告準則」）第9號的規定採納預期信貸虧損撥備。本集團主要根據未來宏觀經濟狀況及借款人的信譽度（如客戶違約的可能性）計提應收貸款及利息的減值撥備。作出評估時，已考慮定量及定性的過往資料以及前瞻性分析。

The following table shows the China Rich's loan balance as at 30 June 2024 by different nature of loans.

下表呈列漢富於2024年6月30日按不同貸款性質劃分的貸款餘額。

		Total number of borrowers	Loan principal as at 30 June 2024	Interest rate per annum	Term	% of total loan principal as at 30 June 2024
		借 款 人 總 數	於2024年 6月30日的 貸款本金 HK\$'000 千港元	年 利 率 %	期 限 Months 月	佔 於 2024年 6月30日的 貸款本金 總額的 百分比 %
Loan with guarantee	有擔保貸款	1	5,000	12	12	17.65
Unsecured loans	無抵押貸款	9	23,327	9-15	12	82.35
Total	總計	10	28,327			100.00

A maturity profile of the loans and interest receivables as at the end of the reporting period, based on the maturity date, net of provision, is as follow:

應收貸款及利息於報告期末基於到期日扣除撥備的到期概況如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
0-90 days	0至90日	12,967	2,811
91-180 days	91至180日	4,973	-
181-365 days	181至365日	6,521	11,165
		24,461	13,976



Management Discussion and Analysis

管理層討論及分析

China Rich's five largest loan receivables and interest receivables amounted to approximately HK\$24.74 million or 85.56% (2023: approximately HK\$16.22 million or 92.68%) of its total loan receivables and interest receivables, of which approximately HK\$7.25 million or 25.06% (2023: approximately HK\$7.28 million or 41.60%) was made to the largest customer.

Loan receivables with outstanding principal and interest as at 30 June 2024 in aggregate amount of approximately HK\$4.46 million (2023: approximately HK\$3.52 million) which have been past due and impaired as at the reporting date, and additional impairment loss of approximately HK\$998,000 (2023: approximately HK\$22,000) and reversal of impairment loss of approximately HK\$59,000 (2023: approximately HK\$7.07 million) were respectively recognised for the Year.

Investments

Assets Investments

Financial assets at fair value through profit or loss ("FVPL")

During the Year, the Group continued to participate in the stock market for securities trading. The Group acquired listed securities in 8 listed companies in Hong Kong and disposed listed securities in 22 listed companies in its investment portfolio during the Year. As at 30 June 2024, the Group had financial assets at FVPL with a fair value of approximately HK\$40.80 million (30 June 2023: approximately HK\$65.56 million). The Group recorded a loss in fair value change of approximately HK\$17.41 million, in aggregate, on financial assets at FVPL (2023: loss of approximately HK\$13.98 million) with reference to the bearish sentiment in Hong Kong and global stock market.

漢富之五大應收貸款及應收利息約24,740,000港元，或佔其應收貸款及應收利息總額85.56% (2023年：約16,220,000港元或92.68%)，其中約7,250,000港元或25.06% (2023年：約7,280,000港元或41.60%)來自最大客戶。

於2024年6月30日尚未償還本金及利息的應收貸款總額約4,460,000港元 (2023年：約3,520,000港元)，其於報告日期已逾期及減值，且於本年度分別確認額外減值虧損約998,000港元 (2023年：約22,000港元)及減值虧損撥回約59,000港元 (2023年：約7,070,000港元)。

投資

資產投資

按公平值計入損益 (「按公平值計入損益」) 的金融資產

於本年度，本集團繼續於股票市場參與證券交易。本集團於本年度已認購8間香港上市公司的上市證券，並出售其投資組合中的22間上市公司的上市證券。於2024年6月30日，本集團按公平值計入損益的金融資產之公平值約40,800,000港元 (2023年6月30日：約65,560,000港元)。本集團就香港及全球股市看跌情緒導致的按公平值計入損益的金融資產錄得公平值變動虧損總額約17,410,000港元 (2023年：虧損約13,980,000港元)。

Details of the significant investments and other investments in the portfolio under financial assets at FVPL with a value of 5% or more of the Group's audited total assets as at 30 June 2024 are as follows:

於2024年6月30日，按公平值計入損益的金融資產組合內價值佔本集團經審核總資產5%或以上的重大投資及其他投資詳情如下：

Description of investments	Principal businesses	Number of shares held	Percentage held to the total issued share capital of the company	Investment cost	Fair value as at 30 June 2024	Percentage to the Group's audited total assets as at 30 June 2024
投資概述	主要業務	所持股份數目	佔公司已發行股本總額的持股比例 (approximately) (概約)	投資成本 HK\$'000 千港元	於2024年6月30日的公平值 HK\$'000 千港元	於2024年6月30日佔本集團經審核總資產的百分比 (approximately) (概約)
Significant investment						
重大投資						
Convoy Global Holdings Limited ("Convoy"), incorporated in the Cayman Islands	Financial advisory business, money lending business, proprietary investment business, asset management business and securities dealing business.	348,904,000	2.34%	122,116	15,701	10.65%
康宏環球控股有限公司(「康宏」)，於開曼群島註冊成立	理財顧問業務、借貸業務、自營投資業務、資產管理業務及證券買賣業務。					
Other investments						
其他投資						
Listed equity securities* 上市股本證券*				40,552	15,417	10.45%
Unlisted equity securities 非上市股本證券				8,150	970	0.66%
Unlisted equity funds 非上市股本基金				11,020	8,708	5.90%
Grand total 總計				181,838	40,796	27.66%

* Listed equity securities included the equity securities of 6 companies which are listed on the Main Board of The Stock Exchange of Hong Kong Limited ("Stock Exchange") and the equity securities of 3 companies which are listed on GEM of the Stock Exchange. Each of the investments included in the listed equity securities does not exceed 5% of the Group's audited total assets as at 30 June 2024.

* 上市股本證券包括6間於香港聯合交易所有限公司(「聯交所」)主板上市的公司之股本證券及3間於聯交所GEM上市的公司之股本證券。上市股本證券中包含的各項投資並未超過本集團於2024年6月30日經審核總資產的5%。

Management Discussion and Analysis

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Details of the change in fair value of financial assets at FVPL during the Year are as follows:

於本年度，按公平值計入損益的金融資產之公平值變動詳情如下：

Description of investments	投資概述	Net realised	Net unrealised
		fair value (loss) gain for the Year	fair value loss for the Year
		本年度 已變現 公平值(虧損) 收益淨額 HK\$'000 千港元	本年度 未變現 公平值虧損 淨額 HK\$'000 千港元
Convoy	康宏	—	(698)
Listed equity securities*	上市股本證券*	(2,664)	(10,878)
Unlisted equity funds	非上市股本基金	—	(3,194)
Convertible bond	可換股債券	26	—
Grand total	總計	(2,638)	(14,770)

* Listed equity securities included the equity securities of 13 companies which are listed on the Main Board of the Stock Exchange and the equity securities of 10 companies which are listed on GEM of the Stock Exchange.

* 上市股本證券包括13間於聯交所主板上市的公司之股本證券及10間於聯交所GEM上市的公司之股本證券。

Performance and future prospects of the Company's significant investments

The Listing Committee of the Stock Exchange cancelled Convoy's listing under Rule 6.01A of the Listing Rules with effect from 9:00 a.m. on 4 May 2021.

Subsequently, 100% of Convoy's Platform Business and a 30% stake in its independent financial advisory (IFA) business were acquired by AGBA Acquisition Limited (Nasdaq: AGBA) in a reverse merger transaction on 14 November 2022. The post-combination company has been renamed "AGBA Group Holding Limited" and its ordinary shares and warrants began trading on the Nasdaq Capital Market ("Nasdaq") on 15 November 2022 under the ticker symbols "AGBA" and "AGBAW" respectively.

本公司重大投資的表現及未來前景

聯交所上市委員會根據上市規則第6.01A條已取消康宏上市，自2021年5月4日上午九時正起生效。

隨後，康宏的100%平台業務及其獨立財務顧問業務30%的股權於2022年11月14日獲AGBA Acquisition Limited(納斯達克股份代號：AGBA)以反向併購交易收購。合併後公司已更名為「AGBA Group Holding Limited」，其普通股及認股權證於2022年11月15日在納斯達克資本市場(「納斯達克」)分別以股份代號「AGBA」及「AGBAW」開始買賣。

Investment strategy for the Company's significant investments

Following the cancellation of Convoy's listing status, the liquidity for Convoy Shares as private equities has been significantly limited. In light of these circumstances, the Group has implemented a prudent investment strategy for its substantial investment in Convoy.

Given this situation, the primary approach of the Group is on long-term holding, which allows the Group to weather market fluctuations and potential volatility arising from unfavorable changes in Convoy's circumstances. While the preference of the Group is to continue holding, the Group remains attentive to market updates and open to exploring various exit options. These options include private sales or potential opportunities for Convoy to relist in different markets.

The overarching objective of the Group is to safeguard shareholder value through careful consideration of the investment landscape. The Group regularly assesses market conditions and adjusts investment strategy accordingly to ensure the best possible outcomes for the shareholders.

FINANCIAL REVIEW

Revenue

The Group recorded revenue of approximately HK\$122.32 million for the Year, representing an increase of approximately 4.00% as compared to approximately HK\$117.61 million recorded in the last financial year.

During the Year, revenue generated from the segment of provision of private educational services is as below:

- Secondary tutoring services: an increase in revenue to approximately HK\$0.96 million, representing an increase of approximately 7.87% as compared to approximately HK\$0.89 million recorded in the last financial year.
- English language training and test preparation courses: no revenue generated as compared to approximately HK\$85,000 recorded in the last financial year.
- Primary tutoring services, skill courses and test preparation courses, and franchising: an increase in revenue to approximately HK\$27.68 million, representing an increase of approximately 13.86% as compared to approximately HK\$24.31 million recorded in the last financial year.

本公司重大投資的投資策略

隨著取消康宏上市地位，康宏股份作為私募股權的流動性已大幅受到限制。鑒於該等情況，本集團已就其於康宏的重大投資實施審慎投資策略。

鑒於此情況，本集團的主要方法為長期持有，以令本集團自因康宏情況的不利變動產生的市場波動及潛在波幅中安穩過渡。儘管本集團傾向繼續持有，但本集團仍留意市場最新情況，並對探求各種退出方案持開放態度。該等方案包括私人銷售或康宏於不同市場重新上市的潛在機會。

本集團的首要目標乃透過審慎周詳考慮投資環境保障股東價值。本集團定期評估市場狀況，並相應調整投資策略，以確保為股東帶來最佳可能成果。

財務回顧

收入

於本年度，本集團錄得收入約122,320,000港元，較上一個財政年度錄得的約117,610,000港元增加約4.00%。

於本年度，提供私人教育服務分部產生的收入如下：

- 中學補習服務：收入增加至約960,000港元，較上一個財政年度錄得的約890,000港元增加約7.87%。
- 英語培訓及應試課程：並無產生收入，而上一個財政年度則錄得約85,000港元。
- 小學輔導服務、展藝課程及應試課程以及特許經營：收入增加至約27,680,000港元，較上一個財政年度錄得的約24,310,000港元增加約13.86%。

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During the Year, the Group recorded revenue from the segment of STEAM education services, VR and digital entertainment: (i) trading of VR products and provision of related services of approximately HK\$2.26 million (2023: approximately HK\$4.82 million); (ii) the STEAM education services of approximately HK\$1.88 million (2023: approximately HK\$1.83 million); and (iii) trading of gaming products of approximately HK\$87.09 million (2023: approximately HK\$83.99 million).

During the Year, the Group recorded loan interest income from the segment of money lending business of approximately HK\$2.44 million (2023: approximately HK\$1.67 million).

Other income, gains and losses, net

For the Year, the Group's other income, gains and losses recorded a net gain of approximately HK\$8.00 million (2023: net gain of approximately HK\$1.06 million). Such gain was mainly due to the net effect of (i) sponsorship fee income of approximately HK\$1.50 million; (ii) service charge income of approximately HK\$2.39 million; (iii) reversal of impairment loss on trade receivables and contract assets of approximately HK\$4.82 million in aggregate; and (iv) impairment loss on loan receivables of approximately HK\$0.94 million.

Staff costs

The Group's staff costs increased by approximately HK\$3.52 million or 13.01% to approximately HK\$30.58 million as compared to approximately HK\$27.06 million recorded in the last financial year, which was primarily due to a result of ongoing development in private educational services.

Tutor contractor fee

The Group's tutor contractor fee remained steady at approximately HK\$2.48 million for the Year and the last financial year.

Marketing expenses

The Group's marketing expenses decreased significantly by approximately HK\$1.09 million or 28.68% to approximately HK\$2.71 million for the Year as compared to approximately HK\$3.80 million for the last financial year, which was primarily due to the one-off collaboration with a YouTube Channel during the last financial year but absent during the Year.

於本年度，本集團錄得來自STEAM教育服務、VR及數碼娛樂分部的收入：(i)VR產品貿易及提供相關服務的收入約2,260,000港元(2023年：約4,820,000港元)；(ii)STEAM教育服務的收入約1,880,000港元(2023年：約1,830,000港元)；及(iii)遊戲產品貿易的收入約87,090,000港元(2023年：約83,990,000港元)。

於本年度，本集團錄得來自借貸業務分部的貸款利息收入約2,440,000港元(2023年：約1,670,000港元)。

其他收入、收益及虧損，淨額

於本年度，本集團的其他收入、收益及虧損錄得收益淨額約8,000,000港元(2023年：收益淨額約1,060,000港元)。有關收益乃主要由於下列各項的淨影響所致：(i)贊助費收入約1,500,000港元；(ii)服務費收入約2,390,000港元；(iii)貿易應收款項及合約資產之減值虧損撥回總額約4,820,000港元；及(iv)應收貸款減值虧損約940,000港元。

員工成本

本集團的員工成本較上一個財政年度錄得的約27,060,000港元增加約3,520,000港元或13.01%至約30,580,000港元，此乃主要由於私人教育服務的持續發展所致。

導師承包費

本集團本年度的導師承包費與上一個財政年度基本持平，為約2,480,000港元。

市場推廣開支

本集團本年度的市場推廣開支較上一個財政年度約3,800,000港元大幅減少約1,090,000港元或28.68%至約2,710,000港元，此乃主要由於上一個財政年度與一個YouTube頻道的一次性合作所致，惟本年度並無有關合作。

Other operating expenses

The Group's other operating expenses ("Other Operating Expenses") were mainly comprised of the following:

其他經營開支

本集團的其他經營開支(「其他經營開支」)主要包括以下各項：

		HK\$'000 千港元 (approximately) (概約)
Rental related fees and charges (including building management fee, air conditioning charges and government rent and rates)	租金相關費用及支出(包括樓宇管理費、空調費以及政府地租及差餉)	1,738
Legal and professional fee	法律及專業費用	1,152
Auditor's remuneration	核數師薪酬	780
Printing and stationery	印刷及文具費用	178
Other daily operation related expenses*	其他日常營運相關開支*	4,651
Total	總計	8,499

* Other daily operation related expenses mainly include but not limited to consulting fee, electricity and water charges, cleaning charges, telephone and fax charges, postage and courier fees, computer expenses, cartage, licence fee, transaction fee, repair and maintenance fee, insurance fee and other interest charges.

* 其他日常營運相關開支主要包括但不限於諮詢費、水電費、清潔費、電話及傳真費用、郵費及快遞費、電腦設備開支、運費、牌照費用、交易費、維修及保養費用、保險費及其他利息開支。

For the Year, Other Operating Expenses decreased by approximately HK\$2.40 million or 22.04% to approximately HK\$8.50 million as compared to the last financial year. Such decrease was mainly as a result of the decrease in the business entertainment expenses of approximately HK\$0.92 million and the decrease in transaction fee of approximately HK\$0.46 million for the Year as compared to the last financial year.

於本年度，其他經營開支較上一個財政年度減少約2,400,000港元或22.04%至約8,500,000港元。有關減少乃主要由於於本年度業務招待開支較上一個財政年度減少約920,000港元及交易費減少約460,000港元。



Management Discussion and Analysis

管理層討論及分析

Finance costs

The Group recorded finance costs of approximately HK\$2.78 million during the Year (2023: approximately HK\$2.10 million), in which the amount represented the finance costs recognised on lease liabilities and other borrowing.

Loss attributable to owners of the Company

Loss attributable to owners of the Company for the Year was approximately HK\$27.56 million (2023: approximately HK\$28.54 million). Such loss was due to a significant loss on change in fair value of financial assets at fair value through profit or loss of approximately HK\$17.41 million (2023: approximately HK\$13.98 million) primarily as a result of the impairment loss on both listed securities and private investments with reference to the bearish sentiment in Hong Kong and global stock market.

OUTLOOK

With the application of VR, augmented reality and artificial intelligence (“AI”) to our distinct businesses under the brand names of “Modern Education (現代教育)” and “Modern Bachelor Education (現代小學士)”, our students can allocate their study schedules flexibly without geographical and time boundaries, and at the same time, allow the Group to expand its business to bigger markets and new segments. The mixture of traditional learning and technology-based learning will help our students and the Group improve their efficiencies as a whole.

Through the brand name of “UFO Tech Academy (優孚奧科技學院)”, the Group aims to be a content and solution provider in the STEAM education industry. The Group has developed the AI Generative Pre-trained Transformer (“GPT”) platform, known as “EduGPT”, which offers various AI powered learning experiences and solutions to schools, and this platform represents the Group’s commitment to delivering cutting-edge AI educational approaches. The Group has become a more comprehensive education services provider by diversifying and expanding its business in the education industry and is more agile in response to market dynamics and opportunities.

In view of the vast education market and the strong demand for digital and intelligent education in China, the Group planned to introduce its AI assisted education platform and various innovative education technologies into China via collaboration with major industry leaders.

財務費用

本集團於本年度錄得財務費用約2,780,000港元(2023年：約2,100,000港元)，其中金額為就租賃負債及其他借款確認的財務費用。

本公司擁有人應佔虧損

本公司擁有人於本年度應佔虧損約27,560,000港元(2023年：約28,540,000港元)。有關虧損乃主要由於按公平值計入損益的金融資產公平值變動大幅虧損約17,410,000港元(2023年：約13,980,000港元)，主要是由於香港及全球股市的看跌情緒導致上市證券及私人投資減值虧損。

前景

隨著VR、擴增實境及人工智能(「AI」)的應用，我們以「現代教育」及「現代小學士」品牌下的不同業務可讓學生在不受地域及時間限制的情況下靈活調配學習計劃，與此同時，本集團可將其業務擴展至更大的市場及新的分部。傳統的學習與以科技為本的學習互相結合將有助學生及本集團提升整體效益。

透過品牌「優孚奧科技學院(UFO Tech Academy)」，本集團致力成為STEAM教育行業的內容及解決方案供應商。本集團開發了名為「EduGPT」的AI生成預訓練轉換器(「GPT」)平台，為學校提供各種以AI驅動的學習體驗和解決方案，該平台體現了本集團致力於提供尖端AI教育方案的承諾。透過多元化及擴展其於教育行業的業務，本集團成為更全面的服務供應商，在應對市場動態及機遇方面更加靈活。

鑒於中國龐大的教育市場以及對數碼及智能化教育的熱熾需求，本集團計劃透過與主要行業領先者合作，將其AI輔助教育平台及各種創新教育科技引入中國。

Looking forward, the Group foresees the complementary effect and synergies, in particular, the new approach of learning and a more diversified business of the Group. The Group targets to explore more business sectors and provide more professional education supports not only to retail clients but also to corporations.

LIQUIDITY AND FINANCIAL RESOURCES

The Group has established an adequate liquidity risk management system to manage its short, medium and long-term funding and to satisfy its liquidity management requirements.

As at 30 June 2024, the Group's total balance of cash and cash equivalents amounted to approximately HK\$8.65 million (30 June 2023: approximately HK\$13.86 million), of which approximately 99.01% is held in Hong Kong dollars and approximately 0.99% is held in Renminbi. Current ratio (defined as total current assets divided by total current liabilities) was approximately 6.04 times (30 June 2023: approximately 2.42 times).

During the Year, the Company renewed a guarantee agreement with an independent third-party financial institution pursuant to which the Company guaranteed to repay the unsecured indebtedness in respect of the revolving loan facility agreement renewed between the financial institution and a wholly-owned subsidiary of the Company. The advancement of principal sum of HK\$8.00 million was made during the Year. The borrowing will mature in December 2025 and bear a fixed interest rate of 11.00% per annum. The amount is denominated in Hong Kong dollars.

As at 30 June 2024, the Group's interest-bearing other borrowing and net borrowings (total interest-bearing liabilities less cash and cash equivalents) were amounted to approximately HK\$17.00 million and HK\$8.35 million, respectively (30 June 2023: approximately HK\$21.06 million and HK\$7.20 million, respectively).

As at 30 June 2024, the gearing ratio of the Group was approximately 24.16% (30 June 2023: approximately 33.15%). Gearing ratio is total debts divided by the sum of total equity and total debts. Total debts refer to total liabilities minus the sum of tax payable, deferred tax liabilities and dividend payable (if any).

展望未來，本集團預期將有互補效應及協同作用，尤其是在新的學習模式及本集團更多元化的業務方面。本集團致力於開拓更多業務領域，並為零售客戶及企業提供更專業的教育支援。

流動資金及財政資源

本集團已建立完善的流動資金風險管理制度以管理其短期、中期及長期資金以及滿足其流動資金管理需求。

於2024年6月30日，本集團的現金及現金等價物的總結餘約8,650,000港元(2023年6月30日：約13,860,000港元)，其中約99.01%以港元持有及約0.99%以人民幣持有。流動比率(界定為總流動資產除以總流動負債)約為6.04倍(2023年6月30日：約2.42倍)。

於本年度，本公司與一間獨立第三方金融機構重續一份擔保協議，據此，本公司擔保償還該金融機構與本公司一間全資附屬公司重續的循環貸款協議中的無抵押債務。於本年度，已提取8,000,000港元的本金額。該筆借款將於2025年12月到期，按固定年利率11.00%計息。該金額以港元計值。

於2024年6月30日，本集團計息其他借款及借款淨額(總計息負債減現金及現金等價物)分別約為17,000,000港元及8,350,000港元(2023年6月30日：分別約21,060,000港元及7,200,000港元)。

於2024年6月30日，本集團的資本負債比率約為24.16%(2023年6月30日：約33.15%)。資本負債比率為總債務除以總權益及總債務之和。總債務為總負債減去應付稅項、遞延稅項負債及應付股息(如有)之和。

IMPAIRMENT ASSESSMENT OF LOAN RECEIVABLES AS AT 30 JUNE 2024

As at 30 June 2024, all of the loan receivables were with guarantee or unsecured and interest-bearing at fixed rates mutually agreed between the contracting parties, ranging from 9% to 15% (2023: 9% to 15%) per annum. Loan receivables with outstanding principal and interest as at 30 June 2024 in aggregate amount of approximately HK\$4.46 million (2023: approximately HK\$3.52 million) which have been past due and impaired before the date of this report. During the Year, impairment loss of approximately HK\$0.94 million on loan and interest receivables was recognised (2023: reversal of impairment loss of approximately HK\$7.05 million).

The Group estimates the loss allowances for loan receivables by assessing the expected credit losses. This requires the use of estimates and judgements. Where the estimation is different from the previous estimate, such difference will affect the carrying amounts of loan receivables and thus the impairment loss in the period in which such estimate is changed. The Group has a policy for assessing the impairment on loan receivables on an individual basis. The assessment includes evaluation of collectability and ageing analysis of the loan receivables and on management's judgement on credit worthiness, collateral and past collection history of each borrower. Further details of the impairment assessment of the loan receivables are disclosed in Notes 6 and 25 to the consolidated financial statements.

CAPITAL STRUCTURE AND TREASURY POLICIES

The Group consistently employed prudent treasury policies during its development and generally financed its operations and business development with internally generated resources and equity and/or debt financing activities. The Group also adopted flexible and prudent fiscal policies to effectively manage the Group's assets and liabilities and strengthen its financial position.

EXPOSURE TO FOREIGN EXCHANGE RISK

The income and expenditure of the Group are mainly denominated in Hong Kong dollars and as such the impact of foreign exchange risks on the Group was considered minimal. Hence, no hedging or other arrangements have been implemented to reduce the foreign exchange risks.

於2024年6月30日應收貸款之減值評估

於2024年6月30日，所有應收貸款為有擔保或無抵押及按訂約方共同協定的固定利率計息，年利率介乎9%至15%(2023年：9%至15%)。於2024年6月30日，尚未償還本金及利息的應收貸款總額約4,460,000港元(2023年：約3,520,000港元)，其於本報告日期前已逾期及減值。於本年度，已確認應收貸款及利息之減值虧損約940,000港元(2023年：減值虧損撥回約7,050,000港元)。

本集團通過評估預期信貸虧損估計應收貸款的虧損撥備。此舉需要運用估計及判斷。倘估計異於過往估計數字，則相關差額將影響應收貸款之賬面值，從而令相關估計期間之減值虧損作出變動。本集團有按個別基準評估應收貸款之減值的政策。評估包括對應收貸款之可收回性評估及賬齡分析，以及管理層對各借款人之信譽、抵押品及過往收賬記錄之判斷。有關應收貸款之減值評估的進一步詳情於綜合財務報表的附註6及25披露。

資本架構及庫務政策

本集團於其發展的同時一直採取審慎的庫務政策，一般以內部產生資源以及股本及／或債務融資活動為其營運及業務發展提供資金。本集團亦採用靈活審慎的財務政策，以有效管理本集團的資產及負債以及改善其財務狀況。

外匯風險

本集團的收入及開支主要以港元計值，因此外匯風險對本集團的影響極低。故此，並無實施對沖或其他安排以減低外匯風險。

EMPLOYEE AND REMUNERATION POLICIES

As at 30 June 2024, the Group had a total of 94 full-time employees (30 June 2023: 88 full-time employees). They received competitive remuneration packages that were constantly monitored against the market pay rate, and with incentives such as discretionary bonuses or employee share options based on the Group's and individual's performance. The Group provided comprehensive benefits packages and career development opportunities. In-house and external training programmes were provided as and when required.

EQUITY-LINKED AGREEMENTS

Save as disclosed below, during the Year, the Company has not entered into, or there has not subsisted at the end of the Year, any other equity-linked agreement (as defined in section 6 of the Companies (Director's Report) Regulation (Chapter 622D of the HK Laws)).

ADOPTION OF 2023 SHARE OPTION SCHEME

At the annual general meeting of the Company held on 21 December 2023, ordinary resolutions were approved by the shareholders for the adoption of new share option scheme ("2023 Share Option Scheme") which is effective for a period of 10 years commencing on the adoption date. The terms of the 2023 Share Option Scheme were aligned with the requirements of the amended Chapter 17 of the Listing Rules, which had taken effect on 1 January 2023. A summary of the principal terms of the 2023 Share Option Scheme was set out in a circular to shareholders dated 29 November 2023.

Upon adoption of the 2023 Share Option Scheme on 21 December 2023, the share option scheme adopted pursuant to an ordinary resolution passed on 4 December 2020 ("2020 Share Option Scheme") was terminated. Upon termination of the 2020 Share Option Scheme, no further share options may be granted but in all other respects, the provisions of the 2020 Share Option Scheme shall remain in full force and effect. Options granted during the life of the 2020 Share Option Scheme and remain unexpired prior to the termination of the 2020 Share Option Scheme continue to be exercisable in accordance with their terms of issue after the termination of the 2020 Share Option Scheme.

僱員及薪酬政策

於2024年6月30日，本集團的全職僱員總數為94人（2023年6月30日：全職僱員88人）。彼等獲給予具競爭力的薪酬待遇，而該等薪酬待遇乃按市場薪酬水平進行持續監察，並根據本集團及個人表現獲發酌情花紅或僱員購股權等獎勵。本集團提供全面的福利待遇及事業發展機會，並於有需要時提供內部及外部的培訓計劃。

股本掛鈎協議

除下文所披露者外，本公司於本年度內並無訂立或至本年度末亦不存在任何其他股本掛鈎協議（定義見香港法例第622D章公司（董事報告）規例第6條）。

採納2023年購股權計劃

於2023年12月21日舉行的本公司股東週年大會上，股東已批准普通決議案以採納新購股權計劃（「2023年購股權計劃」），其自採納日期起計有效期為10年。2023年購股權計劃的條款符合上市規則第17章（經修訂，其已於2023年1月1日生效）的規定。2023年購股權計劃的主要條款概要載於日期為2023年11月29日寄發予股東的通函。

於2023年12月21日採納2023年購股權計劃後，根據於2020年12月4日通過的普通決議案採納的購股權計劃（「2020年購股權計劃」）已終止。於2020年購股權計劃終止後，將不再進一步授出購股權，惟在所有其他方面，2020年購股權計劃的條款仍為全面生效及有效。於2020年購股權計劃有效期內授出及於2020年購股權計劃終止前尚未屆滿的購股權於2020年購股權計劃終止後繼續可根據其授出條款行使。



Management Discussion and Analysis

管理層討論及分析

CONTINGENT LIABILITIES

As at 30 June 2024 and 2023, the Group had no significant contingent liabilities.

CAPITAL COMMITMENTS

As at 30 June 2024 and 2023, there were no capital commitments contracted for but not provided in the consolidated financial statements of the Group.

CHARGES ON THE GROUP'S ASSETS

The Group had neither pledged any assets nor any general banking facilities as at 30 June 2024 and 2023.

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

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

MATERIAL ACQUISITIONS AND DISPOSALS

The Group did not have any material acquisition and disposal during the Year.

FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Save as disclosed in this report, as at 30 June 2024, the Group did not have any other plans for material investment or capital assets.

EVENTS AFTER THE REPORTING PERIOD

The fair values of listed equity securities are determined based on the quoted market closing price available on the Main Board and GEM of the Stock Exchange at the end of the reporting period.

As at the date of the board of Directors' approval of these consolidated financial statements, the unrealised losses on financial assets at FVPL from changes in fair value on financial assets at FVPL held as at 30 June 2024 amounted to approximately HK\$1.54 million.

或然負債

於2024年及2023年6月30日，本集團概無重大或然負債。

資本承擔

於2024年及2023年6月30日，本集團概無已訂約但未於本集團綜合財務報表內撥備的資本承擔。

本集團資產抵押

於2024年及2023年6月30日，本集團並無抵押任何資產或任何一般銀行信貸。

購買、出售或贖回本公司的上市證券

於本年度，本公司及其任何附屬公司概無購買、出售或贖回任何本公司的上市證券。

重大收購及出售

本集團於本年度並無任何重大收購及出售。

重大投資或資本資產的未來計劃

除本報告所披露者外，於2024年6月30日，本集團並無任何其他重大投資或資本資產的計劃。

報告期後事項

上市股本證券的公平值乃根據聯交所主板及GEM於報告期末所報的市場收市價釐定。

於董事會批准該等綜合財務報表日期，於2024年6月30日持有的按公平值計入損益的金融資產公平值變動導致以公平值計入損益的金融資產的未變現虧損約1,540,000港元。

Profiles of Directors and Senior Management

董事及高級管理層履歷

BOARD OF DIRECTORS

Executive Directors

Mr. Yip Kai Pong, aged 46, is an executive Director. Mr. Yip was appointed as an executive Director on 15 April 2021. He is also a director of certain subsidiaries of the Group. Mr. Yip joined the Group in February 2021 and is currently a business development manager of a subsidiary of the Company. Mr. Yip graduated from The Hong Kong University of Science and Technology in 2002 with a degree of Bachelor of Business Administration in Economics. He has more than 13 years of experience in the securities industry with extensive management and compliance experience, in particular experience as a responsible officer and a representative specialised in Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Li Ming Him, aged 32, is an executive Director. Mr. Li was appointed as an executive Director on 1 June 2023. Mr. Li obtained a bachelor's degree of business administration in accounting in 2017 and has more than 8 years of experience in fund administration services and related sectors. Prior to joining the Company, Mr. Li has served as the vice president of a fund administration company in Hong Kong. Mr. Li has extensive experience in the establishment of private funds and partnerships, and the management of various aspects of fund operations and corporate governance.

Independent Non-executive Directors

Mr. Yuen Chun Fai, aged 45, is an independent non-executive Director. Mr. Yuen was appointed as an independent non-executive Director on 2 February 2022. Mr. Yuen obtained his bachelor of science degree in accounting and finance from The London School of Economics and Political Science in 2002. Mr. Yuen is a fellow of the Association of Chartered Certified Accountants and is also a Certified Public Accountant of The Hong Kong Institute of Certified Public Accountants. He has over 20 years of experience in the fields of financial reporting, financial management and auditing in Hong Kong, China, Malaysia and Singapore. Mr. Yuen is currently an independent non-executive director, the chairman of the audit committee and a member of the nomination committee of Cornerstone Technologies Holdings Limited (stock code: 8391), a company whose shares are listed on GEM of The Stock Exchange of Hong Kong Limited ("Stock Exchange"). Mr. Yuen is also currently the company secretary and authorised representative of Edvance International Holdings Limited (stock code: 1410), a company whose shares are listed on the Main Board of the Stock Exchange.

董事會

執行董事

葉啟邦先生，46歲，為執行董事。葉先生於2021年4月15日獲委任為執行董事。彼亦為本集團若干附屬公司的董事。葉先生於2021年2月加入本集團，現時為本公司一間附屬公司之業務發展經理。葉先生於2002年畢業於香港科技大學，取得工商管理學士(經濟學)學位。彼於證券行業擁有超過13年的經驗並擁有豐富的管理及合規經驗，尤其是擔任專門從事證券及期貨條例(香港法例第571章)項下第1類(證券交易)、第2類(期貨合約交易)、第4類(就證券提供意見)及第9類(提供資產管理)受規管活動之負責人員及代表的經驗。

李銘謙先生，32歲，為執行董事。李先生於2023年6月1日獲委任為執行董事。李先生於2017年取得會計學工商管理學士學位，在基金管理服務及相關行業擁有逾8年經驗。加入本公司前，李先生曾於香港一間基金管理公司任職副總裁。李先生在成立私人基金及合夥經營，以及基金營運與企業管治不同層面的管理方面擁有豐富經驗。

獨立非執行董事

阮駿暉先生，45歲，為獨立非執行董事。阮先生於2022年2月2日獲委任為獨立非執行董事。阮先生於2002年取得倫敦政治經濟學院會計及金融學理學士學位。阮先生為英國特許公認會計師公會資深會員，亦為香港會計師公會註冊會計師。彼於香港、中國、馬來西亞及新加坡之財務報告、財務管理及審計領域擁有超過20年經驗。阮先生現為基石科技控股有限公司之獨立非執行董事、審核委員會主席兼提名委員會成員，該公司股份於香港聯合交易所有限公司(「聯交所」)GEM上市(股份代號：8391)。阮先生現亦為安領國際控股有限公司之公司秘書兼授權代表，該公司股份於聯交所主板上市(股份代號：1410)。



Profiles of Directors and Senior Management

董事及高級管理層履歷

Mr. Hong Ka Kei, aged 38, is an independent non-executive Director. Mr. Hong was appointed as an independent non-executive Director on 20 January 2023. Mr. Hong obtained his Bachelor of Commerce (Accounting & Finance) degree from the University of New South Wales in 2009. Mr. Hong is a member of the CPA Australia. He has over 13 years of experience with a number of multinational corporations and government-subsidized body in the fields of human resources and accounting in Hong Kong and Australia.

Ms. Leung Sze Ki, aged 35, is an independent non-executive Director. Ms. Leung was appointed as an independent non-executive Director on 20 January 2023. Ms. Leung obtained her Bachelor of Business Administration degree in Accountancy from Hong Kong Baptist University in 2011. Ms. Leung is a Certified Public Accountant of The Hong Kong Institute of Certified Public Accountants. She has over 11 years of experience in the fields of financial reporting, financial analysis and auditing.

SENIOR MANAGEMENT

Mr. Tang Chi Kong, aged 35, joined the Group in December 2021. Mr. Tang is currently the Company Secretary of the Company. Mr. Tang obtained the Bachelor of Arts degree in Accounting and Finance from the University of Keele in United Kingdom in July 2010. Mr. Tang is a Certified Public Accountant of The Hong Kong Institute of Certified Public Accountants, a member of the Association of Chartered Certified Accountants and a Certified Financial Risk Manager. Mr. Tang has over 13 years of experience in the field of auditing, accounting, financial management and company secretarial matters.

匡嘉琦先生，38歲，為獨立非執行董事。匡先生於2023年1月20日獲委任為獨立非執行董事。匡先生於2009年取得新南威爾斯大學會計及金融學商學士學位。匡先生為澳洲會計師公會會員。彼曾於多間香港及澳洲跨國企業及政府資助團體任職，並於人力資源及會計領域擁有逾13年經驗。

梁詩琪女士，35歲，為獨立非執行董事。梁女士於2023年1月20日獲委任為獨立非執行董事。梁女士於2011年取得香港浸會大學會計學工商管理學士學位。梁女士為香港會計師公會註冊會計師。彼於財務報告、財務分析及審計領域擁有逾11年經驗。

高級管理層

鄧治剛先生，35歲，於2021年12月加入本集團。鄧先生為現任本公司的公司秘書。鄧先生於2010年7月獲得英國基爾大學之會計及金融學士學位。鄧先生為香港會計師公會註冊會計師、英國特許公認會計師公會會員及特許金融風險管理師。鄧先生在審計、會計、財務管理及公司秘書事宜方面擁有超過13年經驗。

Report of the Directors

董事會報告

The directors (“Directors”) of Bradaverse Education (Int’l) Investments Group Limited (“Company”) present the annual report and the audited consolidated financial statements of the Company and its subsidiaries (“Group”) for the year ended 30 June 2024 (“Year”).

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries of the Group as of 30 June 2024 are set out in Note 41 to the consolidated financial statements in this annual report (“Consolidated Financial Statements”).

BUSINESS REVIEW

A fair review of the business of the Group as well as discussion and analysis of the Group’s performance during the Year, the material factors underlying its financial performance, and the outlook of the business of the Group can be found in the section headed “Management Discussion and Analysis” in this annual report. These discussions form part of this report of the Directors.

Principal Risks and Uncertainties

The principal risks and uncertainties related to the business of the Group are as below:

Sourcing risk

The Group depends on its tutors to provide tutoring services to its students who look for quality test-taking skills, unique complementary teaching methods and stable tutor-student relationship. The service contracts of the Group’s tutors with the Group may not be renewed upon expiry. The business may be adversely affected if the Group is unable to recruit other experienced tutors or retain the existing tutors to provide the tutoring services. The Group will keep searching new quality tutors to join the Group in order to reduce the concentration of revenue generated from its existing tutors for receiving the highest tutor contractor fees.

源宇宙教育(國際)投資集團有限公司(「本公司」)董事(「董事」)謹此提呈本公司及其附屬公司(「本集團」)截至2024年6月30日止年度(「本年度」)的年度報告及經審核綜合財務報表。

主要業務

本公司的主要業務為投資控股。本集團主要附屬公司截至2024年6月30日的主要業務詳情載於本年報綜合財務報表(「綜合財務報表」)附註41。

業務回顧

本集團業務的中肯回顧及本集團於本年度表現的討論及分析、與財務表現相關的重大因素，以及本集團的業務前景，載於本年報「管理層討論及分析」一節。該等討論構成本董事會報告的一部分。

主要風險及不確定因素

與本集團業務有關的主要風險及不確定因素如下：

人才搜尋風險

本集團依賴導師向尋求出色的應試技巧、獨特輔助性的教學方法及穩定的師生關係之學生提供補習服務。本集團導師與本集團的服務合約於到期時可能不會續約。倘本集團未能招聘其他具經驗的導師或留住現有導師以提供補習服務，則業務可能會受到不利影響。本集團將繼續尋找新優質導師加入本集團，以減低對收取最高導師承包費的現有導師所產生收益的集中度。

Business interruption risk

The Group rents education centres for its business to provide tutoring services to students. Renewal of leases of education centres at reasonable prices is important for the stable development of the business. However, the leases may not be renewed upon expiry and relocation of education centres may be needed. The business may therefore be adversely affected if the Group is unable to maintain the existing education centres or unable to find suitable locations for the new education centres. The Group will renew such leases or licences situated in prime locations in a timely manner before their expirations and maintain an updated portfolio of potential premises as back up options for relocation of education centres in order to minimise the adverse effect of the relocation.

Competitor risk

The private tutoring industry in which the Group operates is in fierce competition. The decrease in the number of students and the increase in the number of small-scale tutoring centres have intensified the market competition. The Group also faces significant competition in the offering of major programmes and the geographical locations of its education centres. If the Group fails to retain and attract new students, the market share may drop and its profitability may be adversely affected. The Group will enhance its competitiveness through maintaining a high-quality teaching team and a good brand image to hold and further increase its market share.

Infringement risk

The society, as well as the Group's business, places great significance on the protection of intellectual property rights. Generally, the laws affecting the Group include the Trade Marks Ordinance (Chapter 559 of the Laws of Hong Kong ("HK Laws")) and Copyright Ordinance (Chapter 528 of the HK Laws ("Copyright Ordinance")). Violation of such laws may expose the Group to litigation risks, which will adversely affect the financial position as well as the brand image of the Group. The Group will stay alert to any updates of the relevant legal issues and update its internal policies when necessary to avoid any breach of the regulatory requirements.

業務中斷風險

本集團租用教育中心進行業務，向學生提供補習服務。以合理價格續簽教育中心的租約對業務的穩定發展十分重要。然而，租約於到期時可能不會續約並可能需要搬遷教育中心。倘本集團未能維持現有教育中心或未能為新教育中心物色合適的位置，則業務可能因此會受到不利影響。本集團將及時於到期前續簽位於黃金地段的有關租約或牌照，並保存一份具潛力地段的最新組合資料作搬遷教育中心的後備選擇，以盡量減低搬遷的不利影響。

競爭對手風險

本集團經營所在的私人輔導行業競爭激烈。學生人數不斷減少而小型補習中心數量增加，令市場競爭加劇。本集團在提供主要課程及教育中心地理位置方面亦面對重大競爭。倘本集團未能留住及吸引新學生，其市場份額可能下降，而其盈利能力可能受到不利影響。本集團將通過維持高素質的教學團隊及良好的品牌形象來提高競爭能力，以保持及進一步提高市場份額。

侵權風險

社會以及本集團業務極為重視保護知識產權。一般而言，影響本集團的法律包括香港法例（「香港法例」）第559章商標條例及香港法例第528章版權條例（「版權條例」）。違反有關法律可能導致本集團面臨訴訟風險，將對本集團財務狀況及品牌形象構成不利影響。本集團將繼續留意相關法律事宜的任何最新消息，並在必要時更新其內部政策，以避免任何違反監管要求。

In addition, the financial risk management objectives and policies of the Group are shown in Note 6 to the Consolidated Financial Statements.

Environmental Policies and Performance

The Group is committed to environmental sustainability. We strive to encourage higher environmental protection awareness at the Group's offices and education centres by promoting the practice to consume electricity and natural resources wisely among the Group's employees. The Group also commits to the principle and practice of recycling and reduction by implementing green office practices such as encouraging the use of recycled paper for printing and copying, double-sided printing and copying, and reducing energy consumption by switching off idle lightings, air-conditioning and electronic and electrical appliances.

The Group will continually review its green practices to integrate environmental, health and safety management and compliance considerations into its operational processes. The Group also maintains dialogue with employees and business partners. The Group is determined to improve the performance of its environmental practices in its daily business operations in order to create a sustainable environment.

此外，本集團的財務風險管理目標及政策載於綜合財務報表附註6。

環境政策及表現

本集團致力於環境的可持續發展。我們透過向本集團僱員推廣明智地用電及天然資源的方法，致力於本集團的辦公室和教育中心鼓勵提高環保意識。本集團亦承諾回收及節約的原則及措施，透過實行綠色辦公室措施，如鼓勵使用環保紙打印及影印、雙面打印及影印、關掉不必要照明、空調及電子以及電器，以減少能源消耗。

本集團將繼續檢討其環保措施，以於營運過程中綜合環境、健康及安全管理以及合規考慮。本集團亦與僱員及業務夥伴保持溝通。本集團致力改善日常業務營運的環保工作表現，以期建立可持續發展的環境。

Compliance with Laws and Regulations

The Group recognises the importance of compliance with regulatory requirements and has taken measures to minimise the risk of non-compliance with such requirements which may otherwise lead to adverse impact on the business operation and financial position of the Group. Such measures include setting up on-going review on the newly enacted laws and regulations, and establishing various management systems and measures such as internal control procedures and staff training. The Group also constantly monitors the operation of its business to ensure compliance with the relevant laws and regulations.

On the corporate level, the Group has complied with the requirements under the Rules (“Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) including the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix C3 to the Listing Rules and the Securities and Futures Ordinance (Chapter 571 of the HK Laws) (“SFO”), relating to, among others, disclosure of information, dealings in securities, and corporate governance.

On the operational level, the Group has complied with the Personal Data (Privacy) Ordinance (Chapter 486 of the HK Laws) and the guidelines recommended by the Office of the Privacy Commissioner for Personal Data when collecting and processing data from students. The Group has also paid attention to the Copyright Ordinance when preparing and delivering teaching materials. Besides, the Group has complied with the Education Ordinance (Chapter 279 of the HK Laws) when applying for relevant certificates for operating the education centres and the Trade Descriptions Ordinance (Chapter 362 of the HK Laws) in preparation and publication of advertisement.

遵守法律及法規

本集團意識到遵守監管要求的重要性，並已採取措施減低不遵守有關要求的風險，因不合規可能對本集團的業務經營及財務狀況構成不利影響。有關措施包括持續審閱新頒佈的法律及法規，制定如內部監控程序及員工培訓的各種管理制度和措施。本集團亦不斷監督業務經營，以確保遵守有關法律及法規。

就企業層面而言，本集團已遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）（包括上市規則附錄C3所載的上市發行人董事進行證券交易的標準守則（「標準守則」））及香港法例第571章證券及期貨條例（「證券及期貨條例」）項下有關（其中包括）資料披露、證券交易及企業管治之規定。

就經營層面而言，本集團於收集及處理學生資料時已遵守香港法例第486章個人資料（私隱）條例及個人資料私隱專員公署建議的指引。本集團於編製及派發教材時亦已注意版權條例。此外，本集團於申請營運教育中心的相關證書時亦已遵守香港法例第279章教育條例，並於製作及刊登廣告時遵守香港法例第362章商品說明條例。

On the human resources level, the Group has abided by the Employment Ordinance (Chapter 57 of the HK Laws), Employees' Compensation Ordinance (Chapter 282 of the HK Laws), Minimum Wage Ordinance (Chapter 608 of the HK Laws), Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the HK Laws), equal opportunity legislations (including Sex Discrimination Ordinance (Chapter 480 of the HK Laws), Disability Discrimination Ordinance (Chapter 487 of the HK Laws), Family Status Discrimination Ordinance (Chapter 527 of the HK Laws) and Race Discrimination Ordinance (Chapter 602 of the HK Laws)) and Occupational Safety and Health Ordinance (Chapter 509 of the HK Laws) to safeguard the health, safety, interests and benefits of the Group's employees. Details of the Group's compliance with relevant laws and regulations are set out in the Environmental, Social and Governance Report ("ESG Report") which is set out on pages 57 to 93 of this annual report.

To the best of knowledge of the Directors, save as disclosed in the ESG Report, the Group has complied in all material aspects with relevant laws and regulations, that have a significant impact on the Group during the Year. The Group is not aware of any other material breach or non-compliance with the laws and regulations that have a significant impact on the business and operations of the Group.

Relationship with Employees, Customers and Suppliers

(a) Employees

The Group believes that employees are valuable assets. The Group provides competitive remuneration packages to attract and motivate employees. The Group regularly reviews the remuneration packages and makes necessary adjustments to conform to the market standard. The Group is also passionately committed to training its staff and provides them with rewarding career paths and people-friendly working environment.

(b) Customers

The Group strives to achieve corporate sustainability in providing quality services to its customers. To ensure continuous improvement of the quality of services, the Group regularly reviews its teaching materials in order to meet the students' demand and the market trend. The Group believes that maintaining good relationship with students can help strengthen its market competitiveness in the industry.

就人力資源層面而言，本集團已遵守香港法例第57章僱傭條例、香港法例第282章僱員補償條例、香港法例第608章最低工資條例、香港法例第485章強制性公積金計劃條例、平等機會法例(包括香港法例第480章性別歧視條例、香港法例第487章殘疾歧視條例、香港法例第527章家庭崗位歧視條例及香港法例第602章種族歧視條例)及香港法例第509章職業安全及健康條例，以保障本集團僱員的健康、安全及利益。有關本集團遵守相關法律及法規的詳情載於本年報第57至93頁所載環境、社會及管治報告(「環境、社會及管治報告」)內。

就董事所深知，除環境、社會及管治報告所披露者外，本集團於本年度於所有重大方面已遵守對本集團有重大影響的相關法律及法規。本集團並不知悉有任何其他嚴重違反或不遵守法律及法規而對本集團業務及經營有重大影響的情況。

與僱員、客戶及供應商的關係

(a) 僱員

本集團深信，僱員是寶貴的資產。本集團提供具競爭力的薪酬待遇以招攬及鼓勵僱員。本集團定期檢討薪酬待遇，並因應市場標準作出必要調整。本集團亦致力於員工培訓，為其提供良好的晉升機會及以人為本的工作環境。

(b) 客戶

本集團致力為客戶提供優質服務以實現企業可持續發展。為確保持續提升服務質素，本集團會定期檢討教材以滿足學生需求及市場趨勢。本集團相信與學生保持良好關係有助加強在行業內的市場競爭力。



Report of the Directors

董事會報告

(c) Suppliers

The Group understands the importance to work closely with its suppliers (who are mainly its tutors) to ensure the sustainability of its business. The Group has established long standing relationships with its suppliers and ensure they share its commitment to quality and ethics.

SEGMENT INFORMATION

An analysis of the Group's operation for the Year by operating and reportable segments is set out in Note 7 to the Consolidated Financial Statements and the paragraph headed "Business Review" under the section of "Management Discussion and Analysis" of this annual report.

RESULTS AND DIVIDENDS

The results of the Group for the Year are set out in the Consolidated Financial Statements on pages 107 to 108 of this annual report.

The board of the Company ("Board") does not recommend the payment of a final dividend for the Year (2023: nil).

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published consolidated results and assets and liabilities of the Group for the last five financial years is set out on page 244 of this annual report. This summary does not form part of the audited consolidated financial statements.

DONATIONS

Charitable donations made by the Group during the Year amounted to HK\$9,000 (2023: HK\$17,000).

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in Note 15 to the Consolidated Financial Statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the Year are set out in Note 36 to the Consolidated Financial Statements.

(c) 供應商

本集團深知與其供應商(主要為其導師)緊密合作以確保業務可持續發展的重要性。本集團已與其供應商建立長遠的合作關係，並確保彼等遵守本集團對質素及道德的承諾。

分部資料

本集團於本年度按經營及可報告分部劃分的經營分析載於綜合財務報表附註7及本年報「管理層討論及分析」一節中的「業務回顧」段落。

業績及股息

本集團於本年度的業績載於本年報第107至108頁的綜合財務報表。

本公司董事會(「董事會」)不建議就本年度派付末期股息(2023年：無)。

五年財務概要

本集團於過去五個財政年度的已刊發綜合業績及資產與負債概要載於本年報第244頁。此概要並不構成經審核綜合財務報表的一部分。

捐贈

於本年度內，本集團作出慈善捐贈9,000港元(2023年：17,000港元)。

物業、廠房及設備

本集團於本年度內的物業、廠房及設備變動詳情載於綜合財務報表附註15。

股本

本公司於本年度內的股本變動詳情載於綜合財務報表附註36。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the bye-laws of the Company (“Bye-laws”) or the laws of Bermuda, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders of the Company (“Shareholders”).

TAX RELIEF

The Company is not aware of any relief on taxation available to the Shareholders by reason of their holdings of the shares of the Company (“Shares”). If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or exercising of any rights in relation to the Shares, they are advised to consult their professional advisers.

RESERVES

Details of movements in the reserves of the Group and the Company during the Year are set out in the consolidated statement of changes in equity on pages 111 to 112 of this annual report and the statement of financial position of the Company in Note 43 to the Consolidated Financial Statements.

DISTRIBUTABLE RESERVES

Details of movements in the reserves available for distribution of the Company during the Year are set out in Note 43 to the Consolidated Financial Statements.

MAJOR CUSTOMERS AND SUPPLIERS

Income from the Group’s five largest customers in aggregate contributed to approximately 72.21% of the Group’s total income during the Year and income from the Group’s largest customer contributed to approximately 64.91% of the Group’s total income during the Year.

None of the Directors, their close associates as well as substantial Shareholders (which to the knowledge of the Directors each owns more than 5% of the Company’s issued share capital) were among such five largest customers.

優先購買權

本公司之細則(「細則」)或百慕達的法例項下並無要求本公司須按比例向本公司現有股東(「股東」)提呈發售新股份的優先購買權條文。

稅項寬免

本公司並不知悉股東因持有本公司股份(「股份」)而可獲任何稅項寬免。倘股東對購買、持有、出售、買賣或行使任何有關股份之權利的稅務影響存疑，彼等應諮詢其專業顧問。

儲備

本集團及本公司於本年度內的儲備變動詳情分別載於本年報第111至112頁的綜合權益變動表及綜合財務報表附註43的本公司財務狀況表。

可供分派儲備

本公司於本年度內的可供分派儲備變動詳情載於綜合財務報表附註43。

主要客戶及供應商

來自本集團五大客戶的收入合共佔本集團於本年度內總收入的約72.21%，而來自本集團最大客戶的收入佔本集團於本年度內總收入的約64.91%。

概無董事、其緊密聯繫人以及主要股東(據董事所知擁有本公司已發行股本5%以上)為該等五大客戶中的任何人士。



Report of the Directors

董事會報告

During the Year, the Group's five largest suppliers in aggregate contributed to approximately 95.95% of the Group's total purchase of finished goods and the Group's largest supplier contributed to approximately 86.08% of the Group's total purchase of finished goods.

None of the Directors, their close associates as well as substantial Shareholders (which to the knowledge of the Directors each owns more than 5% of the Company's issued share capital) were among such five largest suppliers.

DIRECTORS

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

Executive Directors:

Mr. Yip Kai Pong
Mr. Li Ming Him

Independent Non-Executive Directors:

Mr. Yuen Chun Fai
Mr. Hong Ka Kei
Ms. Leung Sze Ki

Pursuant to Bye-law 84 of the Bye-laws, at each Annual General Meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years and the retiring Directors shall be eligible for re-election. Mr. Yip Kai Pong and Ms. Leung Sze Ki will retire and, being eligible, offer themselves for re-election at the forthcoming Annual General Meeting.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rule 3.13 of the Listing Rules, the Company has received from each of Mr. Yuen Chun Fai, Mr. Hong Ka Kei and Ms. Leung Sze Ki an annual confirmation of independence. Based on these confirmations, the Company considers that each of such Directors to be independent.

於本年度內，本集團五大供應商合共佔本集團所採購製成品總價值的約95.95%，而本集團最大供應商佔本集團所採購製成品總價值的約86.08%。

概無董事、其緊密聯繫人以及主要股東(據董事所知擁有本公司已發行股本5%以上)為該等五大供應商中的任何人士。

董事

於本年度內及於本年報日期，董事如下：

執行董事：

葉啟邦先生
李銘謙先生

獨立非執行董事：

阮駿暉先生
匡嘉琦先生
梁詩琪女士

根據細則第84條，於每屆股東週年大會上，三分之一在任董事(或倘董事人數並非三之倍數，則最接近但不少於三分之一的數目)須輪席退任，惟每位董事均須至少每三年退任一次，而退任董事均可符合資格膺選連任。葉啟邦先生及梁詩琪女士將於應屆股東週年大會上退任，惟符合資格並願意膺選連任。

獨立非執行董事之獨立性

根據上市規則第3.13條，本公司已收到阮駿暉先生、匡嘉琦先生及梁詩琪女士各自就其獨立性而作出的年度確認函。根據該等確認函，本公司認為該等董事均屬獨立人士。

DIRECTORS' SERVICE CONTRACTS

Each of the Directors has entered into a letter of appointment with the Company as follows.

董事的服務合約

各董事已與本公司訂立以下委任函件。

Name 姓名	Contract type 合約類型	Directorship term 董事任期	Prior notice of termination 終止之事先通知
Mr. Yip Kai Pong 葉啟邦先生	Letter of appointment 委任函件	Fixed term of three years commenced on 15 April 2024 自2024年4月15日起計固定期限為三年	Two-month notice in writing 兩個月書面通知
Mr. Li Ming Him 李銘謙先生	Letter of appointment 委任函件	Fixed term of three years commenced on 1 June 2023 自2023年6月1日起計固定期限為三年	Two-month notice in writing 兩個月書面通知
Mr. Yuen Chun Fai 阮駿暉先生	Letter of appointment 委任函件	Fixed term of three years commenced on 2 February 2022 自2022年2月2日起計固定期限為三年	Two-month notice in writing 兩個月書面通知
Mr. Hong Ka Kei 匡嘉琦先生	Letter of appointment 委任函件	Fixed term of three years commenced on 20 January 2023 自2023年1月20日起計固定期限為三年	Two-month notice in writing 兩個月書面通知
Ms. Leung Sze Ki 梁詩琪女士	Letter of appointment 委任函件	Fixed term of three years commenced on 20 January 2023 自2023年1月20日起計固定期限為三年	Two-month notice in writing 兩個月書面通知

These appointments are subject to directors' retirement from office and retirement by rotation under the Bye-laws. None of the Directors proposed for re-election at the forthcoming Annual General Meeting has entered into a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

有關委任須遵守細則項下董事退任及輪席退任的規定。概無擬在應屆股東週年大會上重選連任的董事與本公司或其任何附屬公司訂立一年內本公司不作賠償(法定賠償除外)則不可終止的服務合約。

DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Group are set out on pages 21 to 22 of this annual report.

DIRECTOR'S INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transaction, arrangement or contract of significance, to which the Company or any of its subsidiaries was a party, and in which a Director or an entity connected with such Director had a material interest, directly or indirectly, subsisted during or at the end of the Year, nor was there any contract of significance in relation to the Group's business between the Company or any of its subsidiaries and a controlling Shareholder or any of its subsidiaries.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2024, the interest of the Director in the Shares and underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, was as follow:

Name of Director	Long/short positions	Nature of interest	Class of Shares	Number of Shares held	Number of underlying Shares pursuant to share option scheme 根據購股權計劃 相關股份的數目	Total	Approximate % of issued share capital of the Company (Note) 佔本公司已發行股本的 概約百分比(附註)
董事姓名	好/淡倉	權益性質	股份類別	所持股份數目	相關股份的數目	總計	概約百分比(附註)
Yip Kai Pong 葉啟邦	Long position 好倉	Beneficial owner 實益擁有人	Ordinary 普通股	-	5,808,000	5,808,000	0.96%

Note:

This percentage has been compiled based on the 608,046,880 Shares in issue as at 30 June 2024.

Save as disclosed above, as at 30 June 2024, none of the Directors or chief executive of the Company had any interest or short position in Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及高級管理層

董事及本集團高級管理層的履歷詳情載於本年報第21至22頁。

董事於重大交易、安排或合約的權益

於本年度內或結束時，概無本公司或其任何附屬公司為訂約方，而董事或與該董事相關的實體直接或間接擁有重大權益的任何重大交易、安排或合約。本公司或其任何附屬公司與控股股東或其任何附屬公司之間亦無訂立對本集團業務而言屬重大的任何合約。

董事及主要行政人員於股份、相關股份及債券的權益及淡倉

於2024年6月30日，董事於股份及相關股份中擁有根據證券及期貨條例第352條須記入本公司所存置登記冊或根據標準守則須另行知會本公司及聯交所的權益如下：

Name of Director	Long/short positions	Nature of interest	Class of Shares	Number of Shares held	Number of underlying Shares pursuant to share option scheme 根據購股權計劃 相關股份的數目	Total	Approximate % of issued share capital of the Company (Note) 佔本公司已發行股本的 概約百分比(附註)
董事姓名	好/淡倉	權益性質	股份類別	所持股份數目	相關股份的數目	總計	概約百分比(附註)
Yip Kai Pong 葉啟邦	Long position 好倉	Beneficial owner 實益擁有人	Ordinary 普通股	-	5,808,000	5,808,000	0.96%

附註：

該百分比乃根據於2024年6月30日已發行608,046,880股股份計算。

除上文所披露者外，於2024年6月30日，概無董事或本公司主要行政人員於本公司及其關聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中擁有根據證券及期貨條例第352條須記入本公司所存置登記冊的任何權益或淡倉；或根據標準守則須另行知會本公司及聯交所的任何權益或淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as the share option schemes of the Company disclosed in Note 37 to the Consolidated Financial Statements and in the section headed "EQUITY-LINKED AGREEMENTS – Share option schemes" below, at no time during the Year and up to the date of this annual report was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for equity or debt securities of the Company or any other body corporate, nor had exercised any such right.

SUBSTANTIAL SHAREHOLDERS' OR OTHER'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2024, so far as was known to the Directors and chief executive of the Company, the following Shareholders (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or which would fall to be disclosed to the Company and the Stock Exchange under provisions of Divisions 2 and 3 of Part XV of the SFO.

Long positions in the Shares

Name	Nature of interest	Class of Shares	Number of Shares held	Approximate % of issued share capital of the Company (2) 佔本公司已發行股本的概約百分比 (2)
名稱	權益性質	股份類別	所持股份數目	
Bradbury Investment Fund (SPC) Limited ⁽¹⁾ – Bradbury Global Opportunity Fund SP	Beneficial owner and interest of controlled corporation 實益擁有人及受控法團權益	Ordinary 普通股	175,872,000	28.92%
Bradbury Private Investment IX Inc. ⁽¹⁾	Beneficial owner 實益擁有人	Ordinary 普通股	82,704,000	13.60%

董事購買股份或債券的權利

除於綜合財務報表附註37及下文「股本掛鈎協議 – 購股權計劃」一節內披露的本公司購股權計劃外，於本年度內及至本年報日期的任何時間內，本公司或其任何附屬公司概無訂立任何安排，致使董事可藉由收購本公司或任何其他法人團體的股份或債券而獲得利益，亦概無董事或任何彼等的配偶或18歲以下子女獲授予可認購本公司或任何其他法人團體的股本或債務證券的權利，也尚未行使任何有關權利。

主要股東或其他人士於股份及相關股份的權益及淡倉

於2024年6月30日，就董事及本公司主要行政人員所知，下列股東(董事或本公司主要行政人員除外)於股份或相關股份中擁有根據證券及期貨條例第336條須記入本公司所存置登記冊的權益或淡倉，或根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉。

於股份的好倉

Report of the Directors

董事會報告

Notes:

1. Bradbury Private Investment IX Inc. is owned as to 100% by Bradbury Investment Fund (SPC) Limited – Bradbury Global Opportunity Fund SP. By virtue of the SFO, Bradbury Investment Fund (SPC) Limited – Bradbury Global Opportunity Fund SP is deemed to be interested in the 82,704,000 Shares held by Bradbury Private Investment IX Inc..
2. 608,046,880 Shares were in issue as at 30 June 2024.

Saved as disclosed above, as at 30 June 2024, so far as was known to the Directors and chief executive of the Company, no other person had any interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into by the Company or subsisted during the Year.

PERMITTED INDEMNITY PROVISION

Every Director is, subject to the provisions of the applicable laws, indemnified out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty in their offices pursuant to Bye-law 164 of the Bye-laws. The relevant Bye-law was in force during the Year and as at the date of this annual report.

EMOLUMENT POLICY OF THE GROUP

The emoluments of the employees of the Group is set up by the management on the basis of their merit, qualifications and competence, and comparable market statistics. The Directors' fees and other emoluments shall be determined by the Remuneration Committee, with delegated responsibility by the Board, with reference to the Directors' duties, responsibilities and performance and the results of the Group. The employees and directors of the Group may be rewarded with share options for the Shares under the Share Option Scheme as detailed in the section headed "EQUITY-LINKED AGREEMENTS – Share option schemes" below.

EQUITY-LINKED AGREEMENTS

Save as disclosed below, during the Year, the Company has not entered into, or there has not subsisted at the end of the Year, any other equity-linked agreement (as defined in section 6 of the Companies (Director's Report) Regulation (Chapter 622D of the HK Laws)).

附註：

1. Bradbury Private Investment IX Inc. 由 Bradbury Investment Fund (SPC) Limited – Bradbury Global Opportunity Fund SP 擁有全部權益。根據證券及期貨條例，Bradbury Investment Fund (SPC) Limited – Bradbury Global Opportunity Fund SP 被視為於 Bradbury Private Investment IX Inc. 持有的 82,704,000 股股份中擁有權益。
2. 於 2024 年 6 月 30 日已發行 608,046,880 股股份。

除上文所披露者外，截至 2024 年 6 月 30 日，就董事及本公司主要行政人員所知，概無其他人士於股份或相關股份中擁有根據證券及期貨條例第 XV 部第 2 及 3 分部須向本公司及聯交所披露的任何權益或淡倉。

管理合約

於本年度內，本公司概無已訂立或存在有關本公司業務整體或任何重大部分的管理及行政的合約。

獲准許的彌償條文

根據適用的法律條文，各董事於根據細則第 164 條執行其職責或關於執行職責而作出、同意或遺漏的任何行為而將會或可能招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，可從本公司資產及溢利獲得彌償。相關細則於本年度內及於本年報日期生效。

本集團薪酬政策

本集團僱員的薪酬乃由管理層根據僱員的表現優劣、資歷及才幹以及可資比較的市場統計數據而設定。董事袍金及其他酬金須由獲董事會授予責任的薪酬委員會經參考董事的職責、責任及表現以及本集團業績後釐定。本集團僱員及董事可根據購股權計劃獲授可認購股份的購股權，詳情載於下文「股本掛鈎協議 – 購股權計劃」一節。

股本掛鈎協議

除下文所披露者外，本公司於本年度內並無訂立或至本年度末也不存在任何其他股本掛鈎協議（定義見香港法例第 622D 章公司（董事報告）規例第 6 條）。

Share option schemes

The share option scheme of the Company (“2020 Share Option Scheme”) was adopted pursuant to an ordinary resolution passed at the annual general meeting held on 4 December 2020 and was terminated and replaced by the share option scheme of the Company (“2023 Share Option Scheme”, and collectively as “Share Option Schemes”) adopted pursuant to an ordinary resolution passed at the annual general meeting held on 21 December 2023 (“Adoption Date”).

Upon termination of the 2020 Share Option Scheme, no further options may be granted but in all other respects, the provisions of the 2020 Share Option Scheme shall remain in full force and effect. Therefore, the termination of the 2020 Share Option Scheme will not in any event affect the terms of the grant of such outstanding options that have already been granted under the 2020 Share Option Scheme and outstanding options granted under the 2020 Share Option Scheme shall continue to be subject to the provisions of the 2020 Share Option Scheme.

The purpose of the 2023 Share Option Scheme is to recognise and acknowledge the past and future contributions of the directors and employees of the Group and related entities to the Group (“Eligible Participants”), and to enable the Group to grant options to Eligible Participants as incentives or rewards for their contributions to the Group with the view to achieving the principal objectives of (i) recruiting and retaining high-calibre personnel and key staff members that are valuable to the Group and whose contributions are important to the long-term growth and profitability of the Group; and (ii) motivate the Eligible Participants whose contributions are, will or expected to be beneficial to the Group.

The 2023 Share Option Scheme shall be valid and effective for a period of ten (10) years commencing from the Adoption Date and expiring on the business day preceding the tenth (10th) anniversary of the Adoption Date, i.e. 20 December 2033, after which period no further options will be offered or granted but the provisions of the 2023 Share Option Scheme shall remain in full force and effect in all other respects with respect to options granted during the life of the 2023 Share Option Scheme.

購股權計劃

根據於2020年12月4日舉行的股東週年大會通過的普通決議案，本公司的購股權計劃（「2020年購股權計劃」）獲採納，並經於2023年12月21日（「採納日期」）舉行的股東週年大會通過的普通決議案所採納的本公司購股權計劃（「2023年購股權計劃」，統稱「購股權計劃」）所終止及取代。

2020年購股權計劃終止後，將不再進一步授出購股權，惟2020年購股權計劃之條文於所有其他方面仍具有十足效力及作用。因此，終止2020年購股權計劃於任何情況下將不會影響根據2020年購股權計劃授出的尚未行使購股權的授出條款，且根據2020年購股權計劃授出的尚未行使購股權繼續受限於2020年購股權計劃的條文。

2023年購股權計劃旨在確認並認可本集團董事及僱員以及關聯實體（「合資格參與者」）過往及未來對本集團所作貢獻，本集團可藉此向合資格參與者授出購股權，作為彼等對本集團所作貢獻的獎勵或回報，從而達致以下主要目標：(i)招攬及留聘對本集團而言屬重要的高質素人員及主要員工，彼等的貢獻對本集團的長遠增長及盈利能力至關重要；及(ii)激勵現時、日後或預期將對本集團作出有利貢獻的合資格參與者。

2023年購股權計劃自採納日期起計十(10)年期間有效及生效，並於採納日期起計第十(10)週年前一個營業日屆滿（即2033年12月20日），其後不會進一步提呈或授出購股權，惟就2023年購股權計劃期限內授出的購股權而言，2023年購股權計劃條文在所有其他方面仍具十足效力及作用。

An offer for the grant of options, which may specify the vesting period of at least twelve (12) months or a shorter vesting period as determined by the Board under certain circumstances for which the options must be held before they can be exercised, must be accepted no more than fourteen (14) days from the day on which such offer is made. The amount payable for the acceptance of the option is HK\$1.00 which shall be paid upon acceptance of the offer. The subscription price in respect of any option granted under the 2023 Share Option Scheme shall be a price notified by the Board to each grantee and shall be at least the highest of: (i) the closing price per share as stated in the Stock Exchange's daily quotations sheet on the date of offer of the option; (ii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five (5) business days immediately preceding the date of offer of the option; and (iii) the nominal value of a share.

The total number of shares which may be issued in respect of all options to be granted under the 2023 Share Option Scheme and all options and awards to be granted under any other share schemes of the Company must not, in aggregate, exceed 10% of the total number of shares in issue as at the Adoption Date unless Shareholders' approval has been obtained pursuant to the terms of the 2023 Share Option Scheme. Options or awards lapsed in accordance with the terms of the 2023 Share Option Scheme or any other share schemes of the Company shall not be regarded as utilised for the purpose of calculating the limit. The Company may seek approval by the Shareholders in general meeting for "refreshing" such limit after three (3) years from date of Shareholders' approval for the last refreshment (or the Adoption Date), subject to the Shareholders' approval and issue of a circular in compliance with the Listing Rules, provided that such refreshed limit must not, in aggregate, exceed 10% of the total number of shares in issue as at the date of approval of such limit. Any "refreshment" within any three (3) year period must be approved by the Shareholders subject to certain provisions.

The total number of shares issued and to be issued upon exercise of the options granted under the 2023 Share Option Scheme and any other share option schemes of the Company (including exercised and outstanding options but excluding any options and awards lapsed in accordance with the terms of such schemes) to each grantee in any 12-month period up to and including the date of grant shall not exceed 1% of the total issued shares at the date of grant unless approved by the Shareholders and issued a circular in accordance with the Listing Rules.

授出購股權之要約(可訂明購股權可獲行使前須持有最少十二(12)個月或由董事會按若干情況釐定較短的歸屬期)須於作出有關要約後不多於十四日(14)日內接納。就接納購股權應付的金額為1.00港元，須於接納要約時支付。就2023年購股權計劃項下授出之任何購股權而言，認購價須為由董事會通知各承授人之價格，惟認購價須最少為以下之最高者：(i)股份於購股權要約日期於聯交所每日報價表所報之每股股份收市價；(ii)股份於緊接購股權要約日期前五(5)個營業日於聯交所每日報價表所報之每股股份平均收市價；及(iii)股份面值。

根據2023年購股權計劃將予授出的所有購股權及根據本公司任何其他股份計劃將予授出的所有購股權及獎勵而可能發行的股份總數合共不得超過於採納日期已發行股份總數的10%，除非根據2023年購股權計劃的條款取得股東批准則作別論。就計算限額而言，根據2023年購股權計劃或本公司任何其他股份計劃的條款失效的購股權或獎勵不得視作已動用。根據遵守上市規則獲股東批准及發出通函，本公司可於股東批准上一次更新當日(或採納日期)起計三(3)年後於股東大會上尋求股東批准「更新」有關限額，惟有關更新限額不得超過批准有關限額當日已發行股份總數的10%。任何三(3)年期間內的任何「更新」須經股東批准，惟須符合若干條文。

於直至授出日期(包括該日)止任何12個月期間內，因行使根據2023年購股權計劃及本公司任何其他購股權計劃授予各承授人的購股權(包括已行使及尚未行使的購股權，但不包括根據該等計劃條款失效的任何購股權及獎勵)而發行及將予發行的股份總數，不得超過授出日期已發行股份總數的1%，除非獲股東批准並根據上市規則發出通函，則另作別論。

Share options granted to a Director, chief executive or substantial shareholder of the Company, or to any of their respective associates (as defined under the Listing Rules), are subject to approval in advance by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options). In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue, in the 12-month period up to and including the date of grant, are subject to shareholders' approval in a general meeting.

An Option may be exercised in accordance with the terms of the 2023 Share Option Scheme at any time during a period to be notified by the Board subject to the terms of grant (including but not limited to the vesting period), the expiry date of such period not to exceed ten (10) years from the date of offer.

On 30 June 2022, the Company had granted share options to the directors and employees of the Group and the associated companies of the Company to subscribe for a total of 58,080,000 ordinary shares of HK\$0.05 each in the capital of the Company at the exercise price of HK\$1.76 per share for a validity period from 30 June 2022 to 29 June 2025 pursuant to the 2020 Share Option Scheme. During the Year, 11,616,000 ordinary shares were issued upon exercise of share options pursuant to the 2020 Share Option Scheme.

As at 30 June 2024, the total number of shares available for issue pursuant to the options granted under the 2020 Share Option Scheme was 46,464,000 shares, while no share options have been granted to the Eligible Participants by the Company pursuant to the 2023 Share Option Scheme, which represented approximately 7.70% of the weighted average number of issued shares for the Year. No share options have been cancelled or lapsed pursuant to the Share Option Schemes during the Year.

As at 1 July 2023 and 30 June 2024, the total number of shares in respect of which options available for grant under the Share Option Schemes were 27,088 shares and 60,223,888 shares respectively.

向本公司董事、主要行政人員或主要股東或彼等各自之任何聯繫人(定義見上市規則)授予購股權須事先取得獨立非執行董事(不包括身為購股權承授人之任何獨立非執行董事)批准。此外，於直至授出日期(包括該日)止12個月期間內，倘若授予本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人之任何購股權超出本公司已發行股份之0.1%，則須在股東大會上取得股東批准。

購股權可根據2023年購股權計劃的條款於董事會將予通知期間內隨時根據授出條款(包括但不限於歸屬期)行使，有關期間屆滿日期自要約日期起計不超過十(10)年。

於2022年6月30日，本公司已根據2020年購股權計劃向本集團及本公司聯營公司的董事及僱員授出購股權以認購合共58,080,000股本公司股本中每股面值0.05港元的普通股，行使價為每股1.76港元，行使期由2022年6月30日起至2025年6月29日。於本年度內，根據2020年購股權計劃，於行使購股權時已發行11,616,000股普通股。

於2024年6月30日，根據2020年購股權計劃授出之購股權可供發行的股份總數為46,464,000股，而本公司並未根據2023年購股權計劃向合資格參與者授出購股權，總數佔本年度已發行股份的加權平均數約7.70%。於本年度內，並無購股權根據購股權計劃註銷或失效。

於2023年7月1日及2024年6月30日，根據購股權計劃可供授出之購股權所涉及的股份總數分別為27,088股及60,223,888股。

Report of the Directors

董事會報告

Details of the share options granted under the 2020 Share Option Scheme to Directors, employees and other eligible participants of the Company and movement in such holding during the Year are as follows:

於本年度內根據2020年購股權計劃向本公司董事、僱員及其他合資格參與者授出的購股權及有關持股變動之詳情如下：

	Date of grant	Exercise period	Vesting period	Exercise price per share (HK\$)	Number of share options				Outstanding at 30 June 2024
					Outstanding at 1 July 2023	Granted during the Year	Exercised during the Year	Cancelled/lapsed during the Year	
	授出日期	行使期	歸屬期	每股股份行使價 (港元)	於2023年7月1日尚未行使	本年度已授出	本年度已行使	本年度已註銷/失效	於2024年6月30日尚未行使
Director									
董事									
Mr. Yip Kai Pong	30.06.2022	30.06.2022 to 29.06.2025	Nil	1.76	5,808,000	-	-	-	5,808,000
葉啟邦先生	2022年6月30日	2022年6月30日至2025年6月29日	無						
Employees – in aggregate									
僱員 – 合計									
30.06.2022	30.06.2022 to 29.06.2025	Nil	1.76	52,272,000	-	(11,616,000)	-	40,656,000	
2022年6月30日	2022年6月30日至2025年6月29日	無							
Total					58,080,000	-	(11,616,000)	-	46,464,000
總計									
Exercisable at the end of the Year									46,464,000
於本年度末可行使									

The closing price of the Shares immediately before the share options granted on 30 June 2022 was HK\$1.76.

於緊接購股權於2022年6月30日授出前之股份收市價為1.76港元。

The weighted average exercise price and the weighted average closing price of the Shares immediately before the date on which the options were exercised were HK\$1.76 respectively.

加權平均行使價及於緊接認股權獲行使日期前之股份加權平均收市價分別為1.76港元。

Further details of the Share Option Scheme and details of movements in the share options are set out in Note 37 to the Consolidated Financial Statements.

購股權計劃的進一步詳情及購股權變動的詳情載於綜合財務報表附註37。

OTHER RELATED PARTY TRANSACTIONS

The related party transactions for the Year set out in Note 40 to the Consolidated Financial Statements, none of these transactions constituted connected transactions or continuing connected transaction under Chapter 14A of the Listing Rules.

PENSION SCHEME

Details of the pension scheme of the Group are set out in Note 35 to the Consolidated Financial Statements.

EVENTS AFTER THE REPORTING PERIOD

Details of the significant events occurring after the end of the Year of the Group are set out in Note 44 to the Consolidated Financial Statements.

CORPORATE GOVERNANCE

The Company has applied the principles in and adopted the code provisions of the corporate governance code set out in Appendix C1 to the Listing Rules (“CG Code”) as its own corporate governance code. During the Year, the Company has complied with all the provisions of the CG Code and the Listing Rules except for the deviations as disclosed in the Corporate Governance Report which is set out on pages 41 to 56 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, there is sufficient public float of not less than 25% of the Company’s issued shares as required under the Listing Rules during the Year and as at the latest practicable date prior to the issue of this annual report.

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 shares during the year ended 30 June 2024.

其他關連人士交易

本年度的關連人士交易載於綜合財務報表附註40，而該等交易並未構成上市規則第14A章項下之關連交易或持續關連交易。

退休金計劃

本集團的退休金計劃詳情載於綜合財務報表附註35。

報告期後事項

本集團於本年度末後的重大事項詳情載於綜合財務報表附註44。

企業管治

本公司已應用上市規則附錄C1所載企業管治守則(「企業管治守則」)中的原則及採納其守則條文作為其本身的企業管治守則。於本年度內，本公司已遵守企業管治守則及上市規則的所有條文，惟於本年報第41至56頁所載的企業管治報告所披露的偏離事項除外。

足夠公眾持股量

根據本公司公開獲得的資料及據董事所知，本公司於本年度內及於刊發本年報前的最後實際可行日期維持上市規則所規定不少於本公司已發行股份25%的足夠公眾持股量。

購買、出售或贖回本公司的上市證券

於截至2024年6月30日止年度內，本公司及其任何附屬公司概無購買、出售或贖回任何本公司的股份。

AUDIT COMMITTEE

The Audit Committee, together with the management and the Company's external auditors, have reviewed the accounting principles and practices adopted by the Group and discussed risk management and internal controls systems and financial reporting matters, and reviewed the financial results for the year ended 30 June 2024.

AUDITORS

The Consolidated Financial Statements for the year ended 30 June 2024 were audited by Baker Tilly Hong Kong Limited ("Baker Tilly") who will retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Baker Tilly as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

Yip Kai Pong

Executive Director

Hong Kong, 27 September 2024

審核委員會

審核委員會已與管理層及本公司之外聘核數師審閱本集團所採用的會計原則及常規，並商討風險管理及內部監控系統及財務報告事宜，亦已審閱截至2024年6月30日止年度之財務業績。

核數師

截至2024年6月30日止年度的綜合財務報表已經天職香港會計師事務所有限公司(「天職」)審核，天職將於應屆股東週年大會上退任，惟符合資格並願意接受續聘。一項續聘天職為本公司核數師的決議案將於應屆股東週年大會上提呈。

代表董事會

執行董事

葉啟邦

香港，2024年9月27日

Corporate Governance Report

企業管治報告

The board (“Board”) of directors (“Directors”) of Bradaverse Education (Int’l) Investments Group Limited (“Company”) is committed to maintaining a high standard of corporate governance within a sensible framework with an emphasis on the principles of transparency, accountability and independence. The Board believes that good corporate governance is essential to the success of the Company and its subsidiaries (“Group”) and the enhancement of shareholders’ value.

CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles in and adopted the code provisions of the corporate governance code set out in Appendix C1 (“CG Code”) to the Rules (“Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) as its own corporate governance code. During the year ended 30 June 2024 (“Year”), the Company has complied with all the provisions of the CG Code except for the deviations as disclosed in this report.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) set out in Appendix C3 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors (“Code of Conduct”). Having made specific enquiries of the Directors, each of the Directors confirmed his/her compliance with the required standards set out in the Model Code and the Code of Conduct throughout the Year.

BOARD OF DIRECTORS

As at the date of this annual report, the Board comprises five members, two of whom are executive Directors, namely Mr. Yip Kai Pong and Mr. Li Ming Him. The other three members are independent non-executive Directors, namely Mr. Yuen Chun Fai, Mr. Hong Ka Kei and Ms. Leung Sze Ki.

The biographical details of the Directors are set out in the section headed “Profiles of Directors and Senior Management” on pages 21 to 22 of this annual report.

源宇宙教育(國際)投資集團有限公司(「本公司」)董事(「董事」)會(「董事會」)致力於切合實際的框架內維持高水平的企業管治，而企業管治著重透明度、問責性及獨立性的原則。董事會相信，良好企業管治對本公司及其附屬公司(「本集團」)的成功及提升股東價值至為重要。

企業管治常規

本公司已應用香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄C1所載企業管治守則(「企業管治守則」)的原則及採納其守則條文作為其本身的企業管治守則。於截至2024年6月30日止年度(「本年度」)內，本公司已遵守企業管治守則的所有條文，惟本報告所披露的偏離事項除外。

董事遵守證券交易之標準守則

本公司已採納上市規則附錄C3所載上市發行人董事進行證券交易的標準守則(「標準守則」)作為其自身有關董事進行證券交易的操守準則(「操守準則」)。經向董事作出特定查詢後，各董事已確認彼於本年度內一直遵守標準守則及操守準則所載的規定準則。

董事會

於本年報日期，董事會由五名成員組成，其中兩名為執行董事，即葉啟邦先生及李銘謙先生。其他三名成員為獨立非執行董事，即阮駿暉先生、匡嘉琦先生及梁詩琪女士。

各董事的履歷詳情載於本年報第21至22頁的「董事及高級管理層履歷」一節內。

Responsibilities of the Board


The Board is responsible for the leadership and control of the Company and overseeing the Group's businesses, strategic decisions and performance. The Board has established various Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference. All Directors have carried out their duties in good faith and in compliance with the standards of applicable laws and regulations, and have acted in the interests of the Company and its shareholders ("Shareholders") as a whole at all times.

The Board takes responsibility for all major matters of the Company including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflicts of interest), financial information, appointment of Directors and other significant financial and operational matters. During the Year, two Board meetings were held to perform the above-mentioned duties and responsibilities.

All Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary of the Company ("Company Secretary"), to ensure the Board procedures and all applicable rules and regulations are followed. Each Director is able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

Management functions

While the Board is responsible for the overall strategic direction and governance by considering and approving the Group's strategies, policies and business plan, the functions of implementing the approved strategies and policies as well as managing the day-to-day operations and administration are delegated to the executive management. The functions and work tasks of the executive management are periodically reviewed by the Board.



Appointments of the Directors are subject to retirement from office and retirement by rotation under the bye-laws of the Company ("Bye-laws") and the CG Code.

董事會責任

董事會負責領導及控制本公司以及監督本集團業務、策略決定及表現。董事會已設立多個董事委員會，並授予此等董事委員會載於其職權範圍內的各項責任。全體董事已遵照適用法律及法規之準則真誠地履行彼等之職責，並一直按符合本公司及其股東（「股東」）整體利益的方式行事。

董事會負責本公司的所有主要事宜，包括批准及監管所有政策事宜、整體策略及預算、內部監控及風險管理制度、重大交易（尤其可能涉及利益衝突者）、財務資料、委任董事及其他重大財務及營運事宜。於本年度內，已舉行兩次董事會會議，以履行上述職責及責任。

所有董事均可全面及適時地取得一切相關資料以及本公司之公司秘書（「公司秘書」）的意見與服務，以確保遵行董事會程序及所有適用規則及法規。各董事可於適當情況下，經向董事會提出要求後尋求獨立專業意見，有關開支由本公司承擔。

管理功能

董事會的職責在於集團的整體策略方向及管治，具體工作包括審議及通過本集團的策略、政策及業務計劃，至於執行已通過的策略及政策以及日常營運管理及行政管理等職能則授權執行管理層進行。執行管理層的授權職能及工作任務會由董事會作定期審查。

董事的委任須遵守本公司的細則（「細則」）及企業管治守則項下董事退任及輪席退任的規定。

Pursuant to Bye-law 84(1) of the Bye-laws, at every annual general meeting of the Company, one-third of the Directors (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Pursuant to Bye-law 84(2) of the Bye-laws, a retiring Director is eligible for re-election at that general meeting.

Code Provision C.1.8 of the CG Code provides that appropriate insurance cover in respect of legal action against directors should be arranged. Currently, the Company does not have insurance cover for legal action against the Directors. However, every Director is, subject to the provisions of the applicable laws, indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts pursuant to Bye-law 164 of the Bye-laws of the Company. In view of the above, the Board considers that the Directors' exposure to litigation risk is manageable and that benefits to be derived from taking out insurance may not outweigh the cost.

DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

Directors' training is an ongoing process. During the Year, all of the Directors received regular updates and presentations on changes and developments of the Group's business and the legislative and regulatory environments in which the Group operates. All Directors are also encouraged to attend relevant training courses. Effective from September 2012, all Directors are required to provide the Company with his or her training record on a yearly basis. During the Year, each of the Directors, Mr. Yip Kai Pong, Mr. Li Ming Him, Mr. Yuen Chun Fai, Mr. Hong Ka Kei and Ms. Leung Sze Ki participated in appropriate continuous professional development activities by ways of attending training or reading materials relevant to the Company's business, amendments on Companies Ordinance (Chapter 622 of the Hong Kong Laws) and the Listing Rules, or directors' duties and responsibilities.

根據細則第84(1)條，於本公司每屆股東週年大會上，三分之一董事(或倘董事人數並非三或三之倍數，則最接近但不少於三分之一的數目)須輪席退任，惟每位董事(包括按特定任期獲委任之董事)均須至少每三年輪席退任一次。根據細則第84(2)條，退任董事符合資格於該屆股東大會上膺選連任。

企業管治守則之守則條文第C.1.8條規定，應就董事面臨的法律訴訟安排適當的保險。現時，本公司並無就其董事面臨的法律訴訟投保。然而，根據適用的法律條文，根據本公司的細則第164條，各董事均可從本公司的資產及利潤獲得彌償，彼等就各自的職務或信託執行其職責或假定職責時因作出、發生的行為或不作為而招致或蒙受的所有訴訟、費用、損失、損害及開支，可獲確保免就此受任何損害。有鑒於此，董事會認為董事所承擔之法律風險屬可應付的，而投保所帶來之好處或低於投保成本。

董事的持續專業發展

董事培訓為一個持續過程。於本年度內，所有董事定期獲取有關本集團業務及本集團營運所在法例及監管環境的變動及發展之最新資料及簡介。本公司亦鼓勵所有董事參加相關培訓課程。自2012年9月起，所有董事須每年向本公司提供其培訓記錄。於本年度內，董事葉啟邦先生、李銘謙先生、阮駿暉先生、匡嘉琦先生及梁詩琪女士各自通過出席培訓或閱讀與本公司業務、香港法例第622章公司條例及上市規則的修訂或與董事職務及職責相關的資料等方式參加合適的持續專業發展活動。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The positions of the chief executive officer of the Company and the chairman of the Board (“Chairman”) have been vacated since 9 November 2017 and 19 December 2017 respectively as the Company has not been able to identify suitable candidates for the positions and remain vacated as at the date of this annual report. The aforesaid vacancies constitute a deviation from Code Provision C.2 of the CG Code, which set out the code provisions applicable to the chairman and the chief executive of a company.

Since 19 December 2017 when the position of the Chairman has vacated, to facilitate discussion of all key and appropriate issues by the Board in a timely manner, the executive Directors have actively co-ordinated with the senior management of the Company to provide adequate, complete and reliable information to all Directors for consideration and review.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board has during the Year met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors, representing at least one-third of the Board with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise. All independent non-executive Directors were appointed for a specific term of three years.

Pursuant to Rule 3.13 of the Listing Rules, the Company has received a written annual confirmation of independence from each of the independent non-executive Directors during the Year. The Company considers all independent non-executive Directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

COMPANY SECRETARY

Mr. Tang Chi Kong was appointed as the Company Secretary on 15 December 2021 and is responsible for facilitating the Board processes, as well as communications among Board members, with Shareholders and management. During the Year, Mr. Tang has taken not less than 15 hours of the relevant professional training to update his skills and knowledge.

主席及行政總裁

本公司行政總裁及董事會主席（「主席」）的職位分別自2017年11月9日及2017年12月19日出現空缺，原因是本公司未能物色到該等職位的合適候選人，於本年報日期仍然懸空。上述空缺構成偏離企業管治守則之守則條文第C.2條，該條文載有適用於公司主席及行政總裁的守則條文。

自2017年12月19日起，主席職位懸空，為促使董事會及時就所有主要及合適事宜進行討論，執行董事已積極與本公司高級管理層協調，向所有董事提供充足、完整及可靠資料以供審議及審閱。

獨立非執行董事

於本年度內，董事會一直遵守上市規則有關委任至少三名獨立非執行董事的規定，即董事會至少三分之一為獨立非執行董事，且當中至少一名獨立非執行董事具有適當專業資格或會計或相關財務管理專業知識。所有獨立非執行董事均按三年之特定任期獲委任。

於本年度內，根據上市規則第3.13條，本公司已收到各獨立非執行董事有關其獨立性的書面年度確認函。本公司認為，根據上市規則載列的獨立性指引，所有獨立非執行董事均屬獨立。

公司秘書

鄧治剛先生於2021年12月15日獲委任為公司秘書並負責促成董事會程序，以及在董事會成員與股東及管理層間進行溝通。於本年度內，鄧先生已接受不少於15個小時的相關專業培訓以更新其技能及知識。

REMUNERATION COMMITTEE

As at the date of this annual report, the remuneration committee (“Remuneration Committee”) of the Company comprises one executive Director and two independent non-executive Directors, namely Ms. Leung Sze Ki (chairman of the Remuneration Committee), Mr. Hong Ka Kei and Mr. Li Ming Him.

The primary duties of the Remuneration Committee include (but without limitation): (i) making recommendations to the Board on the policy and structure for all remuneration of the Directors and the senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (ii) determining the remuneration packages of all individual executive Directors and the senior management and making recommendations to the Board of the remuneration of non-executive Directors; and (iii) reviewing and approving compensation payable to the executive Directors and the senior management for any loss or termination of office or appointment to ensure that it is consistent with the relevant contractual terms and is otherwise fair and not excessive.

Directors’ remuneration policy

During the Year, the Remuneration Committee held one meeting to review the remuneration policy and remuneration packages of the Directors and the senior management and assessed the performance of the executive Directors and reviewed the terms of their service contracts in accordance with the Remuneration Committee’s written terms of reference. The remuneration packages of the executive Directors and senior management are determined by the Remuneration Committee, with the delegated responsibility by the Board, with reference to the duties, responsibilities and performance of such executive Directors or members of senior management and the results of the Group. No executive Director can be involved in deciding his or her own remuneration.

The annual remuneration of the members of the senior management by bands for the Year is set out below:

Remuneration bands 薪酬組別

Nil to HK\$1,000,000

零至1,000,000港元

Details of the remuneration of each Director for the Year are set out in Note 11 to the consolidated financial statements in this annual report.

薪酬委員會

於本年報日期，本公司薪酬委員會（「薪酬委員會」）由一名執行董事及兩名獨立非執行董事組成，即梁詩琪女士（薪酬委員會主席）、匡嘉琦先生及李銘謙先生。

薪酬委員會的主要職責包括（但不限於）：(i)就董事及高級管理層的整體薪酬政策及架構以及為制定薪酬政策而設立正式且透明的程序向董事會提供建議；(ii)釐定全體各執行董事及高級管理層的薪酬待遇，並就非執行董事的薪酬向董事會提供建議；及(iii)檢討及批准就任何損失或終止職務或委任而向執行董事及高級管理層支付賠償以確保遵守相關合約條款，倘未能按有關條款釐定，賠償亦須公平合理。

董事薪酬政策

於本年度內，薪酬委員會舉行一次會議以根據薪酬委員會的書面職權範圍審閱薪酬政策及董事與高級管理層的薪酬待遇，以及評估執行董事的表現及審閱其服務合約條款。執行董事及高級管理層的薪酬待遇由獲董事會授權責任的薪酬委員會經參考該執行董事或高級管理層成員的職務、職責及表現及本集團業績釐定。概無執行董事可參與釐定其自身薪酬。

於本年度，按組別劃分之高級管理層成員之年度薪酬載列如下：

Number of Individual 人數

1

本年度各董事薪酬詳情載於本年報的綜合財務報表附註11。


NOMINATION COMMITTEE

As at the date of this annual report, the nomination committee (“Nomination Committee”) of the Company comprises one executive Director and two independent non-executive Directors, namely Mr. Hong Ka Kei (chairman of the Nomination Committee), Ms. Leung Sze Ki and Mr. Li Ming Him.

The major functions of the Nomination Committee are to assist the Board to identify suitable individuals qualified to become Board members, assess the independence of independent non-executive Directors, propose appointment or re-appointment of Directors and their succession planning, review the structure, size and composition of the Board and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy.

Board Diversity Policy

The Board adopted a board diversity policy (“Board Diversity Policy”) with effect from 1 September 2013. The Company continuously seeks to enhance the effectiveness of the Board and to maintain the highest standards of corporate governance and recognises and embraces the benefits of diversity in the Board. A diversity of perspectives can be achieved through engaging directors in possession of diversified skills, regional and industry experience, educational background, race, gender and other qualities, etc. The composition, experience and balance of skills of the Board are regularly reviewed to ensure that the Board retains core members with longstanding knowledge of the Group alongside new Director(s) appointed from time to time who bring fresh perspectives and diverse experience to the Board. The Board appointments will continue to be made on a merit basis and candidates will be considered against objective criteria, with due regard to the Board Diversity Policy. The Nomination Committee is responsible for ensuring the diversity of the Board and reviewing the Board Diversity Policy from time to time to ensure its continued effectiveness and the Group will disclose the implementation of the Board Diversity Policy in the Corporate Governance Report on an annual basis.



During the Year and as at the date of this report, there is one female Director out of five Directors and thus, the female representation was approximately 20% of the Board. Details of the gender ratio of the workforce of the Group are set out in the section headed “Environmental, Social and Governance Report” on pages 57 to 93 of this annual report. The Company will continue to take steps to promote gender diversity at all levels of the Group.


提名委員會

於本年報日期，本公司提名委員會（「提名委員會」）由一名執行董事及兩名獨立非執行董事組成，即匡嘉琦先生（提名委員會主席）、梁詩琪女士及李銘謙先生。

提名委員會的主要職能為協助董事會物色合資格成為董事會成員的合適人選、評估獨立非執行董事的獨立性、建議董事的委任或續聘以及彼等的繼任計劃、檢討董事會的架構、人數及組成，並就任何建議變動向董事會作出建議，以配合本公司的企業策略。

董事會多元化政策

董事會自2013年9月1日起已採納一項董事會多元化政策（「董事會多元化政策」）。本公司不斷尋求提升董事會之有效性，維持最高標準之企業管治，並明白及擁護董事會多元化的利益。多元化方面可透過委任擁有多元化技能、區域及行業經驗、教育背景、種族、性別及其他特質等多項條件之董事達致。董事會之組成、經驗及技能平衡乃經定期檢討，以確保董事會保留對本集團具有長期認識之核心成員外，同時不時委任新任董事以為董事會帶來全新視野及不同經驗。董事會成員的委任將繼續以用人唯才為原則，以客觀標準考慮候選人，並適當考慮董事會多元化政策。提名委員會負責確保董事會多元化及不時檢討董事會多元化政策，以確保其持續有效，而本集團將每年在企業管治報告內披露董事會多元化政策的實施情況。



於本年度內及於本年報日期，五名董事中有一名女性董事，因此，女性在董事會中的比例約為20%。本集團員工性別比例詳情載於本年報第57至93頁的「環境、社會及管治報告」一節內。本公司將繼續採取措施促進本集團各個層面的性別多元化。

Director Nomination Policy

In December 2018, the Board has adopted a director nomination policy (“Director Nomination Policy”), which serves to improve the transparency of the process and criteria in selecting and recommending candidates as Directors. Under the Director Nomination Policy, Board appointments will be made on a merit basis and candidates will be considered against objective criteria including their academic background, qualifications, skills and knowledge, character and integrity, willingness and capacity to devote commitment on discharging a director’s duties, and compliance with the criteria of independence under the Listing Rules, if applicable. Where a candidate is proposed to be appointed as an independent non-executive Director, his/her independence will be assessed in accordance with, among others, the factors as set out in Rule 3.13 of the Listing Rules, Code Provisions B.2.3 and B.3.4, and recommended best practice B.1.6 of the CG Code, as applicable. In the context of re-appointment of retiring Directors, the Nomination Committee shall review the candidate’s overall contribution and performance, including attendance of Board committees, Board and general meetings, and level of participation and performance on the Board, and make recommendations to the Board for consideration and to the Shareholders for re-election at the general meetings.

In terms of nomination procedures, any Board member may nominate or invite a candidate for appointment as a Director to be considered by the Nomination Committee. The Nomination Committee will then evaluate the personal profile of the candidate based on the selection criteria set out above, undertake due diligence in respect of such candidate and make recommendation for the Board’s consideration and approval.

During the Year, the Nomination Committee held one meeting to review the structure, size and composition of the Board, and review the arrangement for re-election of all the retiring Directors at the forthcoming general meeting of the Company, the terms of reference of the Nomination Committee and the Director Nomination Policy.

董事提名政策

於2018年12月，董事會採納了董事提名政策（「董事提名政策」），其旨在提高甄選及推薦董事候選人的過程及標準的透明度。根據董事提名政策，董事會成員的委任將以用人唯才為原則，以客觀標準考慮候選人，包括彼等的學術背景、資格、技能及知識、品格與品德、意願及能夠投入足夠的時間及精力履行董事職責，以及是否遵守上市規則項下獨立性的標準（如適用）。倘擬委任候選董事為獨立非執行董事，彼之獨立性將根據（其中包括）上市規則第3.13條及企業管治守則之守則條文第B.2.3條及第B.3.4條以及建議最佳常規第B.1.6條（倘適用）所載之因素進行評估。於續聘退任董事的情況下，提名委員會將審閱候選人的整體貢獻及表現，包括董事委員會、董事會及股東大會的出席情況，以及在董事會層面的參與及表現水平，並向董事會作出建議以供考慮，以及向股東作出推薦建議以於股東大會上進行重選。

關於提名程序，任何董事會成員可提名或邀請候選人擔任董事，以供提名委員會考慮。提名委員會其後將根據上文所載的甄選標準評估候選人的個人資料，對該候選人進行盡職審查並作出推薦建議，以供董事會考慮及批准。

於本年度內，提名委員會舉行一次會議以檢討董事會的架構、人數及組成，以及檢討於本公司應屆股東大會上所有退任董事的重選安排、提名委員會的職權範圍及董事提名政策。

AUDIT COMMITTEE

As at the date of this annual report, the audit committee (“Audit Committee”) of the Company comprises three independent non-executive Directors, namely Ms. Leung Sze Ki (chairman of the Audit Committee), Mr. Hong Ka Kei and Mr. Yuen Chun Fai. The primary duties of the Audit Committee are to assist the Board by providing an independent review of the effectiveness of the financial reporting process, internal control and risk management systems of the Group, overseeing the audit process and performing other duties and responsibilities as assigned by the Board.

During the Year, the Audit Committee held two meetings to review the annual and interim results of the Group and terms of reference of the Audit Committee, make recommendations to the Board and the management in respect of the Group’s financial reporting and internal control procedures and to review the re-appointment of the external auditor.

The Audit Committee has also reviewed the Group’s significant internal controls and financial matters in accordance with the Audit Committee’s written terms of reference and made relevant recommendations to the Board. The Audit Committee’s review covered the audit scope and findings, external auditor’s independence and performance, the Group’s accounting principles and practices, the Listing Rules and statutory compliance, connected transactions, internal controls, risk management, financial reporting matters (including the interim and annual results for the Board’s approval) and the adequacy of resources, qualifications and experience of staff of the Company’s accounting and financial reporting function as well as their training programmes and budget.

There was no disagreement between the Audit Committee and the Board in respect of matters about selection, appointment, resignation or dismissal of an external auditor.

During the Year, there were no material uncertainties or events or conditions that might cast significant doubt on the Company’s ability to continue as a going concern.

審核委員會

於本年報日期，本公司審核委員會（「審核委員會」）由三名獨立非執行董事組成，即梁詩琪女士（審核委員會主席）、匡嘉琦先生及阮駿暉先生。審核委員會的主要職責為協助董事會就本集團的財務申報程序、內部監控及風險管理制度的有效性提供獨立審閱、監察審核過程以及履行董事會指派的其他職務與職責。

於本年度內，審核委員會舉行兩次會議以審閱本集團之年度及中期業績及審核委員會的職權範圍，就本集團之財務申報及內部監控程序向董事會及管理層作出建議，以及檢討外聘核數師的續聘。

審核委員會亦已按照審核委員會的書面職權範圍檢討本集團的重大內部監控及財務事宜，並向董事會提出相關建議。審核委員會的檢討範圍包括審核範疇及結果、外聘核數師的獨立性及表現、本集團所採納的會計原則及常規、上市規則及法定合規事項、關連交易、內部監控、風險管理、財務申報事宜（包括提呈董事會核准的中期及年度業績），以及本公司會計及財務申報職能的資源是否充足，本公司員工是否具備足夠資歷及經驗，以及其培訓課程及相關預算是否足夠。

審核委員會與董事會在關於甄選、委任、辭任或罷免外聘核數師等事務上並無意見分歧。

於本年度內，概無出現可能對本公司的持續經營能力構成重大疑問的重大不確定性因素或事件或狀況。

CORPORATE GOVERNANCE FUNCTIONS

The Board is collectively responsible for performing the corporate governance duties with written terms of reference equivalent to Code Provision A.2.1 of the CG Code. During the Year, the corporate governance policies of the Company were reviewed by the Board. The Board also reviewed and monitored the training and continuous professional development of the Directors and the senior management, the Company's compliance with the CG Code, disclosure in this corporate governance report and the policies and practices on compliance with legal and regulatory requirements.

Code provision C.5.1 of the CG Code stipulates that regular Board meetings should be held at least four times a year at approximately quarterly intervals. During the Year, the Company only convened two regular Board meetings and written resolutions on Board-level decisions were circulated to obtain consent from the Board. The Board considers there were sufficient measures taken to ensure that the Company's corporate governance practices are in compliance with the CG Code. The Company would arrange additional Board meetings as required in the future.

ATTENDANCE OF DIRECTORS AT MEETINGS

The attendance of each Director at the general meeting of the Company, meetings of the Board, the Audit Committee, the Remuneration Committee and the Nomination Committee during the Year are set out below:

Director	Annual general meeting	Number of meetings attended/held					Nomination Committee meeting
		Special general meeting	Board meeting	Audit Committee meeting	Remuneration Committee meeting		
董事	股東週年大會	股東特別大會	董事會會議	審核委員會會議	薪酬委員會會議	提名委員會會議	
Yip Kai Pong	1/1	0/0	2/2	N/A不適用	N/A不適用	N/A不適用	
Li Ming Him	1/1	0/0	2/2	N/A不適用	1/1	1/1	
Yuen Chun Fai	1/1	0/0	2/2	2/2	N/A不適用	N/A不適用	
Hong Ka Kei	1/1	0/0	2/2	2/2	1/1	1/1	
Leung Sze Ki	1/1	0/0	2/2	2/2	1/1	1/1	

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group for the Year. The Directors have prepared the consolidated financial statements of the Group on a going concern basis, and have selected appropriate accounting policies and applied them consistently, with applicable disclosures required under the Listing Rules and pursuant to the relevant statutory requirements.

企業管治職能

董事會共同負責依據企業管治守則的守則條文第A.2.1條之書面職權範圍履行企業管治職責。於本年度內，本公司的企業管治政策經由董事會檢討。董事會亦審閱及監察董事及高級管理層之培訓及持續專業發展、本公司對企業管治守則之遵守情況、於本企業管治報告之披露，以及符合法例及法規規定之政策及常規。

企業管治守則的守則條文第C.5.1條規定，董事會應定期開會，董事會會議應每年召開至少四次，大約每季一次。於本年度，本公司僅召開了兩次董事會定期會議，並就董事會層面決策以書面決議形式傳閱並徵得董事會同意。董事會認為已採取足夠措施確保本公司的企業管治符合企業管治守則。未來，本公司將根據需要另行安排董事會會議。

董事出席會議之情況

於本年度內，各董事出席本公司股東大會、董事會會議、審核委員會會議、薪酬委員會會議及提名委員會會議之情況列載如下：

問責性及核數

董事知悉彼等編製本集團本年度的綜合財務報表的責任。董事已按持續經營基準編製本集團綜合財務報表，並已貫徹選用合適之會計政策，亦已按上市規則及根據相關法定規定作出適當的披露。



Corporate Governance Report

企業管治報告

The reporting responsibilities of the Company's external auditors, Baker Tilly Hong Kong Limited ("Baker Tilly"), are set out in the section headed "Independent Auditor's Report" on pages 94 to 106 of this annual report.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for the risk management and internal control systems of the Group which are designed to manage and mitigate risks, rather than eliminate risks, and can only provide reasonable and not absolute assurance against material misstatement or loss, and the review of their effectiveness.

During the Year, the Board has reviewed the risk management and internal control systems of the Group, which covers financial, operational, compliance procedural and risk management functions, and considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function. The Board concluded that the risk management and internal control systems are adequate and effective.

Main features of risk management and internal control systems

The key elements of the Group's risk management and internal control systems include the establishment of a risk register to monitor the identified risks, the assessment and evaluation of risks, the continuous updating of risk responses for the key risks identified to ensure the effectiveness of the mitigation procedures that will be in place. Furthermore, a risk matrix approach is adopted to determine the significance of the risk after evaluation of the risk in accordance with the likelihood and impact of the risk event identified.

While the Board has the overall responsibility to ensure that sound and effective internal controls are maintained, the management is responsible for designing and implementing internal control systems to manage all kinds of risks faced by the Group. The operating units and support functions are facilitated and coordinated by the management, which ensures that risk management processes and mitigation plans follow good practices and guidelines established in their day-to-day operations.

本公司外聘核數師天職香港會計師事務所有限公司(「天職」)之申報責任載於本年報第94至106頁之「獨立核數師報告」一節內。

內部監控及風險管理

董事會負責本集團風險管理及內部監控系統，以及審閱其有效性。該系統乃為管理及降低風險而設，而非消除風險，並僅可就重大失實陳述或損失作出合理而非絕對的保證。

於本年度內，董事會已對本集團風險管理及內部監控系統進行檢討，當中涵蓋財務、營運、合規程序及風險管理功能，並考慮資源充足性、員工資歷及經驗、培訓計劃以及本公司會計及財務申報職能的預算。董事會之結論為風險管理及內部監控系統屬適宜及充分有效。

風險管理及內部監控系統的主要特徵

本集團風險管理及內部監控系統的主要元素包括建立風險名冊監察以識別風險、評估風險、持續更新對各項已識別主要風險的應對措施，以確保緩和措施的有效性。此外，本集團採納風險矩陣法，於根據已識別風險事件發生的可能性及影響作出風險評估後，釐定風險是否重大。

董事會有整體責任確保維持良好有效的內部監控，而管理層則須負責設計及實施內部監控系統，以管理本集團面臨的各種風險。管理層會協助推進並整合營運單位及支援功能，以確保風險管理程序及緩和計劃依照日常營運中所建立的良好慣例及指引。

The Group's risk management activities are performed by management on an ongoing process. The effectiveness of the Group's risk management and internal control systems is evaluated at least annually to update the progress of risk monitoring efforts.

Process used to identify, evaluate and manage significant risks

The Group develops a preliminary inventory of events that could influence the achievement of the Group's business objectives. The Group identifies outside and inside events by reviewing its external and internal environment and stakeholders, which have an influence or potential influence on the Group's ability to achieve its strategy and business objectives.

The risks identified are evaluated with a risk matrix which prioritises risks according to the likelihood of their occurrence and the significance of their impact on the achievement of the Group's business objectives. Following the review of the risk matrix, the Group selects and deploys the corresponding risk responses and investigates the mitigation procedures to be executed to ensure the identified significant risks were managed to an acceptable level.

Process used to review the effectiveness of the risk management and internal control systems

The Board has reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs. The Board continues to review the need for an internal audit function annually.

During the Year, an independent consultant ("Consultant") was engaged to perform a review on the risk management and internal control systems. The Consultant has reported findings and areas for improvement to the Board and management. The Board and management are of the view that no material defeats are noted in the Group's risk management and internal control systems. The recommendations from the Consultant are properly followed up by the Group to ensure that they are implemented within a reasonable period of time. The Board considers the Group's risk management and internal control systems are adequate and effective and no significant control failings or weaknesses was identified for the Year.

本集團之風險管理活動由管理層持續進行。至少每年就本集團的風險管理及內部監控系統之成效進行評估，以了解風險監察工作的進展。

識別、評估及管理重大風險所用的程序

本集團列出可能影響本集團實現業務目標的事件的初步清單。本集團透過檢視其外部及內部環境以及持份者，以識別外部及內部事件，有關事件對本集團達成其策略及業務目標的能力產生影響或潛在影響。

已識別風險乃根據風險矩陣進行評估，該矩陣根據風險發生的可能性及其對本集團達成業務目標影響的重大性排列風險的優先排序。於檢討風險矩陣之後，本集團選擇及開展相應的風險應對措施，並調查將予實施的緩和程序以確保已識別的的重大風險受到管理至可接受的水平。

檢討風險管理及內部監控系統有效性所用的程序

董事會已檢討內部審計職能之需要，且認為基於本集團業務之規模、性質及複雜程度，為符合其需要，委任外部獨立專業人士執行內部審計職能對本集團而言更具成本效益。董事會每年持續檢討內部審計職能的需求。

於本年度內，本集團已委聘獨立顧問（「顧問」）對風險管理及內部監控系統進行檢討。顧問已向董事會及管理層報告調查結果及有待改進的地方。董事會及管理層認為，並未發現本集團風險管理及內部監控系統的重大失誤。本集團對顧問之建議作出適當的跟進，以確保其於合理時間內得以實行。董事會認為本集團的風險管理及內部監控系統適宜及充分有效，於本年度並無發現重大監控失誤或缺陷。

Inside information policy

The Group has established policies for the handling and dissemination of inside information for purposes of strengthening the confidentiality of inside information, maintaining the fairness of information disclosure and protecting the legal interests and rights of the investors. The Group is in compliance with Part XIVA and relevant parts of the Securities and Futures Ordinance (Chapter 571 of the Hong Kong Laws) and the Listing Rules. The Group has reasonable measures on keeping the sensitive information confidential and ensures that the inside information of the Group is disseminated to the public timely, completely and accurately. In addition, each personnel is granted a specific level of access to the price sensitive and inside information. The Directors, senior management and employees are informed the latest regulatory updates.

AUDITORS' REMUNERATION

The remuneration paid or payable to the Company's auditors, Baker Tilly, for their audit services for the Year was HK\$780,000. Baker Tilly did not perform any non-audit services during the Year.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company maintains a two-way communication channel to report the performance of the Company to the Shareholders and investors. Annual reports and interim reports containing full details of the Company's activities are despatched to the Shareholders and investors. Such reports, announcements and other corporate communications of the Company can be accessed on the websites of the Stock Exchange and the Company.

To ensure disclosures are made to the Shareholders and investors effectively, and to ensure that the same information is made available to the public at the same time, price sensitive information is released in the form of official announcements in accordance with the Listing Rules.

In addition, the Company maintains contact with the Shareholders through annual general meetings or other general meetings, and encourages the Shareholders to attend those meetings.

Notice of general meeting is sent by mail and/or by email to the registered Shareholders. Agenda and resolutions are set out in the notice of general meeting.

內部資料政策

本集團已制定處理及傳播內部資料的政策，以加強內部資料的保密性、維持公平的資料披露並保護投資者的法定權益及利益。本集團遵守香港法例第571章證券及期貨條例第XIVA部及相關部分以及上市規則。本集團已採取合理措施，保持敏感資料機密，並確保本集團的內部資料及時、完整及準確傳遞予公眾。此外，每位人員均被授予獲取股價敏感及內部資料的特定權限。董事、高級管理層及僱員均獲告知最新的監管資料。

核數師薪酬

就本公司核數師天職於本年度的審核服務而已付或應付予彼等的薪酬為780,000港元。天職於本年度並無提供任何非審核服務。

與股東及投資者之溝通

本公司使用雙向的溝通渠道，向股東及投資者匯報本公司的表現。載有本公司活動的詳細資料之年報及中期報告會寄發予股東及投資者。本公司的有關報告、公告及其他公司通訊可於聯交所網站及本公司網站查閱。

為確保向股東及投資者提供有效披露，以及確保公眾人士可同時獲取相同資料，股價敏感資料會根據上市規則以正式公告方式發放。

此外，本公司透過股東週年大會或其他股東大會與股東一直保持溝通並鼓勵股東參與該等大會。

登記股東以郵寄及／或電子郵件方式收取股東大會通告，而股東大會通告載有議程及決議案。

A proxy form for use at a general meeting of the Company is enclosed with the notice. Shareholders who do not intend or are unable to be present at the meeting should fill out the form and return the same to the branch share registrar and transfer office of the Company in Hong Kong, so as to appoint a representative, another Shareholder or the chairman of the meeting as their proxy.

The Shareholders Communication Policy ensures that Shareholders and the investment community are provided with ready, equal, and timely access to information about the Group (including its financial performance, strategic goals and plans, material developments, governance and risk profile), and also allows them to engage actively with the Group. The policy sets out various communication channels including, among others, the Group website and Shareholders' meetings, through which Shareholders, both individual and institutional, may communicate with and provide feedback to the Group from time to time. The policy is regularly reviewed to ensure its effectiveness.

The Board reviewed the Group's shareholders and communication activities conducted in 2024 and was satisfied with the implementation and effectiveness of the Shareholders Communication Policy.

SHAREHOLDERS' RIGHTS

Procedures for Shareholders to convene a general meeting

The following procedures are subject to the Company's Bye-laws, the Companies Act 1981 of Bermuda ("Act") and applicable legislation and regulation.

1. An annual general meeting of the Company shall be held in each year. General meeting, other than an annual general meeting, shall be called a special general meeting and may be held in any part of the world as may be determined by the Board.
2. Shareholder or Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Company's registered office or head office in Hong Kong at Unit 1708, 17/F, Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong, for the attention to the Board or the Company Secretary, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the Act.

通告隨附本公司股東大會適用的代表委任表格。不擬或未能出席大會的股東應填妥代表委任表格並交回本公司的香港股份過戶登記分處，以委任一名代表、另一名股東或大會主席擔任彼等的代表。

《股東通訊政策》確保股東及投資人士適時取得全面及相同的本集團資料(包括其財務表現、戰略目標及規劃、重大發展、管治及風險狀況)，使彼等與本集團加強溝通。政策中列出不同的溝通渠道(其中包括本集團網站及股東會議)，個人及機構股東均可透過該等渠道不時與本集團溝通及向本集團提供反饋意見。該政策獲定期檢討以確保其有效性。

董事會檢討本集團於2024年開展的股東通訊活動，並對《股東通訊政策》的實施及成效表示滿意。

股東的權利

股東召開股東大會的程序

下列程序須受本公司之細則、百慕達1981年公司法(「公司法」)及適用法律法規所規限。

1. 本公司須每年舉行股東週年大會。股東大會(股東週年大會除外)應被稱為股東特別大會並可於董事會可能釐定之世界任何地方舉行。
2. 任何一名或多名於遞呈要求日期持有不少於本公司繳足股本(賦予於本公司股東大會上投票的權利，按每持有一股股份可投一票之基準)十分之一之股東於任何時候有權透過向本公司註冊辦事處或香港總辦事處(地址為香港夏愨道18號海富中心2座17樓1708室)發出書面要求，註明收件人為董事會或公司秘書，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項或決議案。有關大會應於遞呈有關要求後兩個月內舉行。倘於遞呈後二十一日內，董事會未有召開有關大會，則遞呈要求人士可根據公司法自行召開有關大會。

3. The written requisition must state the purposes of the meeting, and must be signed by the requisitionists and may consist of several documents in like form, each signed by one or more of the requisitionists. The requisition will be verified with the Company's branch share registrar and upon their confirmation that the requisition is proper and in order, the Company will ask the Board to convene a special general meeting by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the requisition has been verified as not in order, the Shareholders concerned will be advised of this outcome and accordingly, a special general meeting will not be convened as requested.

Procedures for Shareholders to put forward proposals

The following procedures are subject to the Company's Bye-laws, the Act and applicable legislation and regulation.

1. Either (i) the Shareholders holding not less than one-twentieth of the total voting rights of those Shareholders having the right to vote at such meeting; or (ii) not less than one hundred Shareholders, at the expenses of the Shareholders concerned, can submit a written requisition to move a resolution at a general meeting or a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution or the business to be dealt with at a particular general meeting.
2. The written requisition must be signed by the requisitionists concerned and deposited at the Company's registered office or head office in Hong Kong at Unit 1708, 17/F, Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong, for the attention of the Company Secretary, not less than six weeks before the meeting in the case of a requisition requiring notice of a resolution and not less than one week in the case of any other requisition.
3. The requisition will be verified with the Company's branch share registrar and upon their confirmation that the requisition is proper and in order, the Company Secretary will ask the Board to (i) include the resolution in the agenda for the annual general meeting; or (ii) convene a special general meeting by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders, provided that the requisitionists concerned have deposited a sum reasonably sufficient to meet the Company's expenses in giving effect thereto.

3. 書面要求必須列明會議目的，及必須由遞呈要求人士簽署，且可由多份格式相似並各自經一名或多名遞呈要求人士簽署之文件組成。要求將由本公司之股份過戶登記分處核實，及於其確認要求屬適當且符合程序後，則本公司將要求董事會根據法定規定透過向所有登記股東發出充分通知後召開股東特別大會。相反，倘有關要求經核實為不符合程序，相關股東將獲通知該結果，而董事會將不會應要求召開股東特別大會。

股東提出建議的程序

下列程序須受本公司之細則、公司法及適用法律法規所規限。

1. 任何(i)持有有權於有關大會投票之該等股東總投票權不少於二十分之一的股東；或(ii)不少於一百名股東，可提交擬於股東大會上動議決議案之書面要求，或就於特定股東大會提呈之決議案所述事項或將予處理之事務作出不少於1,000字之陳述，費用由有關股東承擔。
2. 書面要求須由有關遞呈要求人士簽署，並於有關大會舉行前不少於六個星期(如屬要求發出決議案通知的要求)及不少於一個星期(如屬任何其他要求)送交本公司註冊辦事處或香港總辦事處(地址為香港夏慤道18號海富中心2座17樓1708室)，註明收件人為公司秘書。
3. 要求將由本公司之股份過戶登記分處核實，並於其確認要求屬適當且符合程序後，公司秘書將要求董事會(i)將決議案加入股東週年大會之議程；或(ii)透過根據法定規定向所有登記股東發出充分通知後召開股東特別大會，惟有關遞呈要求人士須已存入一筆合理的款項足以應付本公司為令有關要求生效之費用。

Procedures for Shareholders to propose a person for election as a Director

The following procedures are subject to the Company's Bye-laws, the Act and applicable legislation and regulation.

If a Shareholder wishes to nominate a person ("Candidate") to stand for election as a Director at the general meeting, documents including, (i) a written notice signed by the concerned Shareholder expressing his/her intention to propose the Candidate for election as a Director at the general meeting; (ii) a written notice signed by the Candidate indicating his/her willingness to be elected, together with the Candidate's biographical details as required to be disclosed under Rule 13.51(2) of the Listing Rules; and (iii) the Candidate's written consent to the publication of his/her personal data, must be validly lodged at the Company's registered office or head office in Hong Kong at Unit 1708, 17/F, Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong or at Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. The minimum length of the period, during which such notice(s) are given, shall be the period specified in Bye-law 85 of the Bye-laws and that (if the notices are submitted after the despatch of the notice of the general meeting approved for such election) the period for lodgment of such notices shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

Detailed procedures for the Shareholders to propose a Candidate for election as a Director are available on the Company's website at www.bdveduui.com.

Procedures for sending enquiries to the Board

Specific enquiries by the Shareholders requiring the Board's attention can be sent in writing to the Company Secretary at the Company's head office in Hong Kong at Unit 1708, 17/F, Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong. Other general enquiries can be directed to the Company through those communication channels as shown on the Company's website at www.bdveduui.com.

股東提名人士參選董事的程序

下列程序須受本公司之細則、公司法及適用法律法規所規限。

倘股東有意提名人士(「候選人」)在股東大會上參選董事，須向本公司註冊辦事處或香港總辦事處(地址為香港夏慤道18號海富中心2座17樓1708室)或本公司香港股份過戶登記分處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)有效送達的文件包括：(i)由有關股東簽署表明其欲於股東大會上提名候選人參選董事的書面通知書；(ii)候選人已簽署之書面通知書，表明其願意參選，連同根據上市規則第13.51(2)條規定須予披露的候選人的履歷詳情；及(iii)候選人同意其個人資料被披露的書面同意書。發出該通知書的最短時長為細則第85條訂明的時長，且(倘通知書在寄發有關此項選舉的股東大會通告後提交)遞交有關通知書的期限應在寄發有關此項選舉的股東大會通告翌日開始，而結束日期不得遲於有關股東大會日期前七日。

股東提名候選人參選董事的程序詳情可於本公司網站 www.bdveduui.com 查閱。

向董事會作出查詢的程序

股東如欲向董事會作出特別查詢，可以書面形式致函公司秘書，並寄發至本公司的香港總辦事處(地址為香港夏慤道18號海富中心2座17樓1708室)。其他一般查詢可透過本公司網站 www.bdveduui.com 所示的該等聯絡方式送交本公司。

DIVIDEND POLICY

The Company has adopted a dividend policy (“Dividend Policy”) which allows the Shareholders to share the profits of the Company whilst retaining adequate reserves for the Group’s future growth. Declaration of dividends is subject to restrictions under the Laws of Bermuda, the Bye-Laws and any applicable laws, rules and regulations. The Company may declare dividends from time to time depending on the following factors:

- (i) the Group’s actual and expected financial performance;
- (ii) the Group’s expected working capital requirements, capital expenditure requirements and future expansion plans;
- (iii) the retained earnings and distributable reserves of the Company and each of the members of the Group;
- (iv) the Group’s liquidity position;
- (v) the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and
- (vi) any other factors that the Board deems relevant.

The Dividend Policy will be reviewed from time to time by the Board and there can be no assurance that dividends will be paid in any particular amount for any given period.

CONSTITUTIONAL DOCUMENT

During the Year, for (i) bringing the Bye-laws of the Company up to date and in line with the applicable laws of Bermuda and the applicable amendments made to the Listing Rules; (ii) providing flexibility to the Company to hold general meetings as physical meetings, or hybrid meetings or electronic meetings where the shareholders may attend by means of electronic facilities; and (iii) incorporating certain consequential and minor house-keeping amendments (“Amendment of Bye-laws”), the shareholders approved the Amendment of Bye-laws at the annual general meeting held on 21 December 2023. Details of the Amendment of Bye-laws was set out in a circular to shareholders dated 29 November 2023. The amended and restated Bye-laws of the Company is available on the websites of the Company and HKEX.

股息政策

本公司已採納一項股息政策（「股息政策」），讓股東分享本公司溢利，同時預留足夠儲備以供本集團日後發展之用。宣派股息須受限於百慕達法例、細則以及任何適用法律、規則及法規的任何限制。本公司或會視乎下列因素不時宣派股息：

- (i) 本集團的實際及預期財務表現；
- (ii) 本集團預期的營運資金需求、資本開支需求及未來擴展計劃；
- (iii) 本公司及本集團各成員公司的保留盈利及可供分派儲備；
- (iv) 本集團的流動資金狀況；
- (v) 對本集團業務或財務表現及狀況可能有影響的整體經濟狀況及其他內在或外在因素；及
- (vi) 董事會認為相關的任何其他因素。

股息政策將由董事會不時進行檢討且概不保證會在任何指定期間派付任何特定金額的股息。

憲章文件

於本年度內，為(i)更新本公司之細則並使其符合百慕達適用法例及上市規則之適用修訂；(ii)使本公司可靈活以實體會議、混合會議或股東可通過電子設備參與的電子會議的形式舉行股東大會；及(iii)納入若干相應及細微內部管理修訂（「修訂公司細則」），股東已於2023年12月21日舉行的股東週年大會上批准修訂公司細則。修訂公司細則詳情載於日期為2023年11月29日寄發予股東的通函。本公司的經修訂及重列細則可於本公司及香港交易所網站查閱。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THE COMPANY

Bradaverse Education (Int'l) Investments Group Limited (the “Company”) and its subsidiaries (collectively as the “Group”) principally engages in the provision of (i) private educational services, which include primary tutoring services, skill course and test preparation courses, secondary tutoring services and English language training and test preparation courses under the brand names of “Modern Education (現代教育)” (“MEHK”) and “Modern Bachelor Education (現代小學士)” (“MBE”); (ii) Science, Technology, Engineering, Art and Math (“STEAM”) Education, trading and services from Virtual Reality (“VR”) and digital entertainment business; and (iii) investment in securities. The Group also offers money lending service to further utilize the cash flow generated from our business.

The Company has been listed on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) since July 2011 and has been providing quality educational services to students of all ages and with different needs. The Group made every endeavor and formulated appropriate strategies to provide quality tutoring services, such as expanding the capacity of small physical classes by a short-term rental of premises. Moreover, the Group has also been actively exploring market opportunities to better deploy its resources and introducing the online classes to supplement its traditional physical classes with an aim to bring its business of connecting its students and celebrity tutors into a new digital era. In addition, the Group has developed and become a more comprehensive education services provider through the establishment of a hybrid business model in the education industry that brings metaverse experience and merges with traditional learning.

ABOUT THE REPORT

This is the eighth Environmental, Social and Governance (“ESG”) report published by the Company. By reporting on the ESG policies, measures and performances of the Group for the financial year from 1 July 2023 to 30 June 2024 (“Reporting Year”), the report enables stakeholders to learn more about its progress and direction on sustainability issues.

關於本公司

源宇宙教育(國際)投資集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事提供(i)私人教育服務，包括以「現代教育」及「現代小學士」品牌提供小學輔導服務、展藝課程及應試課程、中學補習服務以及英語培訓及應試課程；(ii)科學、科技、工程、藝術及數學(「STEAM」)教育、虛擬實境(「VR」)及數碼娛樂銷售及服務；及(iii)投資證券。本集團亦提供借貸服務，以進一步利用我們業務所產生的現金流量。

本公司自2011年7月起於香港聯合交易所有限公司(「聯交所」)主板上市並一直向各年齡層及擁有不同需求的學生提供優質教育服務。本集團盡一切努力並制定適當的策略以提供優質輔導服務，例如透過短期租賃場所以擴大小額實體班的容量。此外，本集團亦積極探索市場機會，以更好地配置資源，引入網上課程作為傳統實體課程的補充，以期將學生與明星導師連結的業務帶入新的數碼時代。此外，本集團透過在教育行業建立元宇宙體驗與傳統學習融合的混合商業模式，發展成為更全面的服務供應商。

關於本報告

本報告為本公司刊發的第八份環境、社會及管治(「環境、社會及管治」)報告。通過呈報本集團於2023年7月1日起至2024年6月30日止財政年度(「報告年度」)的環境、社會及管治政策、措施及表現，本報告讓持份者能夠更多地了解本集團在可持續發展議題方面的進展和方向。

Environmental, Social and Governance Report

環境、社會及管治報告

Reporting Scope

Focusing on the core and significant business units within the Group, the scope of this report covers the business operations of 1) the headquarter office; 2) the back office and education centre under MEHK; and 3) the back office, warehouse and education centres under MBE in Hong Kong.

Reporting Boundary of ESG Data¹

環境、社會及管治數據的報告範圍¹

Office and Warehouse

辦事處及倉庫

4

Education Centre

教育中心

9

Reporting Standards

The report has been prepared in accordance with the requirements of the Environmental, Social and Governance Reporting Guide (“ESG Reporting Guide”) as set out in Appendix C2 of the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange. A full index is inserted in the last section of this report for reference.

報告範圍

專注於本集團內部核心及重大的業務分部，本報告範圍涵蓋香港的下列各項業務營運：1)總辦事處；2)現代教育旗下的後勤辦事處及教育中心；及3)現代小學士旗下的後勤辦事處、倉庫及教育中心。

報告準則

本報告乃根據聯交所主板證券上市規則附錄C2所載環境、社會及管治報告指引(「環境、社會及管治報告指引」)的規定編製而成。指引全文載於本報告最後一節以供參考。

¹ As at 30 June 2024, the total floor area of operating premises covered in the report was approximately 22,541 sq. ft. (30 June 2023: approximately 27,085 sq. ft.). The change is due to the adjustment in the scale of operations.

¹ 於2024年6月30日，本報告所涵蓋經營場所的總建築面積為約22,541平方呎(2023年6月30日：約27,085平方呎)。該變動乃由於經營規模的調整。

Four principles, namely Materiality, Quantitative, Balance and Consistency, have been applied throughout the preparation and presentation of the report.

本報告的編製及呈列中已貫徹應用四個原則，即重要性、量化、平衡及一致性。

Materiality
重要性

Material ESG issues are identified through stakeholder engagement. Internal and external factors such as company strategy and industry trends are taken into account in this process. 通過持份者參與識別重要的環境、社會及管治事項。此過程會考慮公司策略及行業趨勢等內外部因素。

Quantitative
量化

Information is presented in a quantitative manner where feasible. 資料在可行情況下會以量化方式呈列。

Balance
平衡

The report identifies and describes both the achievements and challenges faced by the Group. 本報告會識別及描述本集團的成就及面臨的挑戰。

Consistency
一致性

The Group presents information on a consistent basis to facilitate comparison of its performance from year to year. 本集團會以一致的基準呈列資料以便按年對其表現進行比較。

On 27 September 2024, the report was approved by the board of directors of the Company (“Board”).

於2024年9月27日，本報告已獲本公司董事會（「董事會」）批核。

Feedback Mechanism

This report will be disseminated in print and electronically as part of the Group’s annual report 2024 (“Annual Report”).

反饋機制

本報告將作為本集團2024年年度報告（「年報」）的一部分以印刷及電子形式發佈。

Comments and suggestions from stakeholders can help the Group to build a more detailed and robust sustainability strategy. If you have any questions or suggestions regarding this report or other ESG matters, please contact the Group by writing to the Company Secretary of the Company (“Company Secretary”) at Unit 1708, 17/F., Tower II, Admiralty Centre, No.18 Harcourt Road, Hong Kong.

持份者的意見及建議可協助本集團制定更詳細穩健的可持續發展策略。如對本報告或其他環境、社會及管治事宜有任何疑問或建議，請致函本公司之公司秘書（「公司秘書」）與本集團聯絡，地址為香港夏慤道18號海富中心2座17樓1708室。

MANAGEMENT STATEMENT

We are aware that sustainability is an integral part of creating shared values with our stakeholders and are committed ourselves to a high standard of corporate social responsibility. With the aim of protecting the environment, caring for our employees and making a more positive contribution to society, we are dedicated to integrating sustainability into the Group's corporate strategy and day-to-day business operations.

The Group, as part of the education system, strives for contributing to a better future generation. With this in mind, the importance of providing unparalleled and reliable educational services to achieve all-around student demands needs no further emphasis. We also nurture our staff and offer career development opportunities to further ensure business continuity. On the environmental front, as part of our environmental mitigation measures, minimising paper usage by doubled-side printing, recycling of waste paper and using FSC certified A4 paper are promoted within the Group.

In an effort to strengthen our sustainability management, we established an ESG working group led by the Board and the Group's management ("ESG Working Group"). During the Reporting Year, this ESG Working Group developed policies focusing on procurement and supply chain with the aim of strengthening relevant environmental and social risk management. In addition, we have engaged a consultant to conduct training for the Board and management to help them prepare for future target setting.

管理層報告

我們意識到可持續發展是與持份者創造共享價值不可或缺的一部分，並致力於承擔高標準的企業社會責任。秉承保護環境、關愛員工及為社會作出更積極貢獻的目標，我們致力於將可持續發展融入本集團的企業策略及日常業務營運之中。

本集團作為教育體制的一部分，致力於為營造更美好的下一代作出貢獻。故此，提供無可比擬及可靠的教育服務以滿足學生全面需求的重要性不容置疑。我們亦培養員工並提供職業發展機會，以進一步確保業務連續性。在環境方面，本集團提倡雙面打印以減少用紙量、回收廢紙及使用FSC認證A4紙作為我們環境緩解措施的一部分。

為加強可持續發展管理，我們已成立由董事會及本集團管理層領導的環境、社會及管治工作小組（「環境、社會及管治工作小組」）。於報告年度，環境、社會及管治工作小組已制定圍繞採購與供應鏈的政策，以加強相關環境及社會風險管理。此外，我們已委聘顧問為董事會及管理層進行培訓，以協助彼等為未來目標設定作好準備。

Mindful of different social needs and expectations, we strive to work with stakeholders at different levels to strengthen the overall sustainability governance. By listening to their views, a more informed decision can be made on the allocation of resources to achieve our social and environmental goals. While we still have a long way to go, by working together, we will continue to go above and beyond in building a sustainable business.

ESG GOVERNANCE

The Board believes that good corporate governance principles and practices are essential to the success of the Group and the enhancement of stakeholder value. Under the authority of the Board, the ESG Working Group is responsible for developing and refining sustainability strategies and policies applicable across the Group, primarily in the areas of environmental protection, employment, operational responsibility and community investment. The ESG Working Group reports to the Board and assesses the Group's sustainable development strategies, targets and performance regularly.

考慮到不同的社會需求及期望，我們致力與不同層面的持份者合作，以加強整體可持續發展治理。通過聽取彼等的意見，我們可就資源分配作出更明智的決定，以實現我們的社會及環境目標。儘管我們仍有一段漫長的路要走，但通過共同努力，我們將繼續在建立可持續發展業務方面超越自我。

環境、社會及管治治理

董事會相信，良好的企業管治原則及常規對本集團的成功及提升持份者的價值至關重要。在董事會的授權下，環境、社會及管治工作小組負責制定及完善適用於整個集團的可持續發展策略及政策，主要涉及環境保護、僱傭、營運責任及社區投資領域。環境、社會及管治工作小組會定期向董事會報告並評估本集團的可持續發展策略、目標及表現。

Sustainability Governance Structure with Board Oversight

董事會監督下之可持續發展治理架構



Responsibilities and Functions

- Determine and review the Group's ESG vision, objectives and strategy
- Identify, determine and evaluate ESG risks and opportunities
- Develop and review ESG policies and procedures
- Set targets and review progress
- Oversee ESG reporting

責任及職能

- 釐定及審閱本集團的環境、社會及管治願景、目標及策略
- 識別、確定及評估環境、社會及管治風險和機遇
- 制定及審閱環境、社會及管治政策及程序
- 設定目標並審查進度
- 監督環境、社會及管治匯報

Risk Management and Internal Controls

The effectiveness of risk management is critical to the long-term growth and sustainability of the Group's business. The Board is responsible for maintaining and reviewing the effectiveness of the Group's risk management and internal control systems, while management is responsible for risk management activities. The risk management and internal control systems are assessed by the Audit Committee at least annually.

ESG risks are embedded in the Group's risk management framework and internal control systems. To manage ESG risks in operations, including those related to climate change, natural resources, health and compliance, various controls and operational procedures are in place to mitigate their associated impacts. All significant risk management measures are regularly reviewed to ensure their continued effectiveness. The Finance and Company Secretarial Department follows up on tasks related to ESG risk management and internal control systems and submits them to the ESG Working Group for discussion and review. The results are then presented to the Board for approval.

More details of the Group's approach to risk management and internal control systems can be found in the Corporate Governance Report in the Annual Report.

Compliance Management

The Group recognises that breaches of laws and regulations will seriously affect its business operations, performance, financial position and reputation. Its business is governed by various laws and regulations, including but not limited to the following which have significant impacts on the Group: the Employment Ordinance (Chapter 57 of the laws of Hong Kong "HK Laws"), the Personal Data (Privacy) Ordinance (Chapter 486 of the HK Laws), the Copyright Ordinance (Chapter 528 of the HK Laws), the Prevention of Bribery Ordinance (Chapter 201 of the HK Laws) and the Occupational Safety and Health Ordinance (Chapter 509 of the HK Laws), as well as ordinances relating to air pollution, water pollution and waste management.

風險管理及內部監控

風險管理的有效性對本集團業務的長期增長及可持續發展至關重要。董事會負責維持及檢討本集團風險管理及內部監控系統的有效性，而管理層則負責風險管理活動。風險管理及內部監控系統至少每年會由審核委員會評估一次。

環境、社會及管治風險已嵌入本集團的風險管理框架及內部監控系統中。為管理營運中的環境、社會及管治風險，包括與氣候變化、自然資源、健康及合規有關的風險，本集團制定了各種監控措施及營運程序以減輕相關影響。所有重大的風險管理措施均會定期進行審查，以確保其持續有效。財務及公司秘書部門負責跟進環境、社會及管治風險管理及內部監控系統的相關工作，並提交予環境、社會及管治工作小組討論及審核，然後將結果提交予董事會批准。

有關本集團風險管理方法及內部監控系統的更多詳情，請參閱年報的企業管治報告。

合規管理

本集團深知違反法律及法規的行為將嚴重影響其業務運營、表現、財務狀況及聲譽。本集團的業務受各項法律及法規規管，包括但不限於下列對本集團具有重大影響的法律及法規：僱傭條例(香港法例(「香港法例」)第57章)、個人資料(私隱)條例(香港法例第486章)、版權條例(香港法例第528章)、防止賄賂條例(香港法例第201章)以及職業安全及健康條例(香港法例第509章)，還有與空氣污染、水污染及廢棄物管理相關的條例。

The importance of regulatory compliance is recognised and monitoring measures are in place to ensure compliance with relevant laws and regulations. The Group also keeps abreast of the latest regulatory developments and provides relevant training to relevant employees. During the Reporting Year, the Group was not aware of any cases of non-compliance with the above laws and regulations that resulted in significant fines and non-monetary sanctions.

本集團深知合規的重要性，並制定監督措施以確保遵守相關法律及法規。本集團亦緊跟最新的監管發展，並為有關僱員提供相關培訓。於報告年度，本集團並不知悉有任何不遵守上述法律及法規而導致巨額罰款及非金錢制裁的案例。

STAKEHOLDER ENGAGEMENT

On the basis of the experience and communication with customers, external organisations and employees, the Group has integrated five different stakeholder groups that are important to its business. These groups include employees, students, investors and shareholders, government and regulators and the community.

持份者參與

基於經驗及與客戶、外部組織及僱員的溝通，本集團劃分出對其業務而言屬重大的五個不同持份者群組。該等群組包括僱員、學生、投資者及股東、政府及監管機構以及社區。

The engagement of stakeholders enables the Group to ensure that its business and sustainability strategies are aligned with the views and expectations of its stakeholders and also guides the Group in identifying significant ESG issues and managing related risks and opportunities. The Group regularly engages with stakeholders through a variety of channels.

持份者參與可使本集團確保其業務及可持續發展策略與持份者的意見及期望保持一致，同時亦為本集團識別重大環境、社會及管治議題並管理相關風險及機會提供指引。本集團會定期透過各種渠道與持份者進行交流。

Stakeholder 持份者	Concern/Expectation 關注／期望	Communication Channel 溝通渠道	Response 回應
Employees	<ul style="list-style-type: none"> Rights and interests Compensation and benefits Clear career path 	<ul style="list-style-type: none"> Emails, memorandums and notices Training programmes Team building activities Job performance reviews and appraisals 	<ul style="list-style-type: none"> Continuously improve human resources related systems to protect the rights and interests of employees Provide a comfortable and safe working environment Take initiative to listen to staff comments and opinions
僱員	<ul style="list-style-type: none"> 權利及利益 報酬及福利 明確的職業發展路線 	<ul style="list-style-type: none"> 電子郵件、備忘錄及通知 培訓計劃 團隊建設活動 工作表現考核及評估 	<ul style="list-style-type: none"> 不斷完善人力資源相關系統以保障僱員的權益 提供一個舒適、安全的工作環境 主動聽取員工的意見及看法

Environmental, Social and Governance Report

環境、社會及管治報告

Stakeholder 持份者	Concern/Expectation 關注/期望	Communication Channel 溝通渠道	Response 回應
Students 學生	<ul style="list-style-type: none"> High-quality services Transparent and reliable information 高質素服務 透明及可靠的資料 	<ul style="list-style-type: none"> Company website Service brochures Satisfaction survey Dialogue 公司網站 服務宣傳小冊子 滿意度調查 對話 	<ul style="list-style-type: none"> Implement policies to enhance campus safety, quality of service management, responsible marketing and privacy protection Take the initiative to get feedback from students 落實政策以加強校園安全、服務管理質量、負責任的營銷及隱私保護 主動聽取學生的反饋意見
Investors and shareholders 投資者及股東	<ul style="list-style-type: none"> Return on investments Transparent and timely updated information 投資回報 透明與及時更新的資料 	<ul style="list-style-type: none"> Company website Interim and annual reports Annual general meeting and extraordinary general meetings 公司網站 中期報告及年度報告 股東週年大會及股東特別大會 	<ul style="list-style-type: none"> Maintain good corporate governance Update the information through company website, announcements, notices and reports from time to time 保持良好的企業管治 不時透過公司網站、公告、通知及報告更新資料
Government and regulators 政府及監管機構	<ul style="list-style-type: none"> Operating in compliance 合規經營 	<ul style="list-style-type: none"> Conferences and meetings Emails and letters 會議及會面 電子郵件及信函 	<ul style="list-style-type: none"> Keep track of latest regulatory development 緊跟最新的監管發展
Community 社區	<ul style="list-style-type: none"> Community participation 社區參與 	<ul style="list-style-type: none"> Volunteer community work Social media 義務社區工作 社交媒體 	<ul style="list-style-type: none"> Organise and support charitable activities 組織及支持慈善活動

Materiality Assessment

With a view to identifying ESG issues of importance to itself and its stakeholders, the Group commissioned an independent consultant to carry out a substantive assessment through a questionnaire.

重要性評估

為識別對自身及其持份者具有重要意義的環境、社會及管治議題，本集團已委託獨立顧問通過問卷調查進行實質性評估。

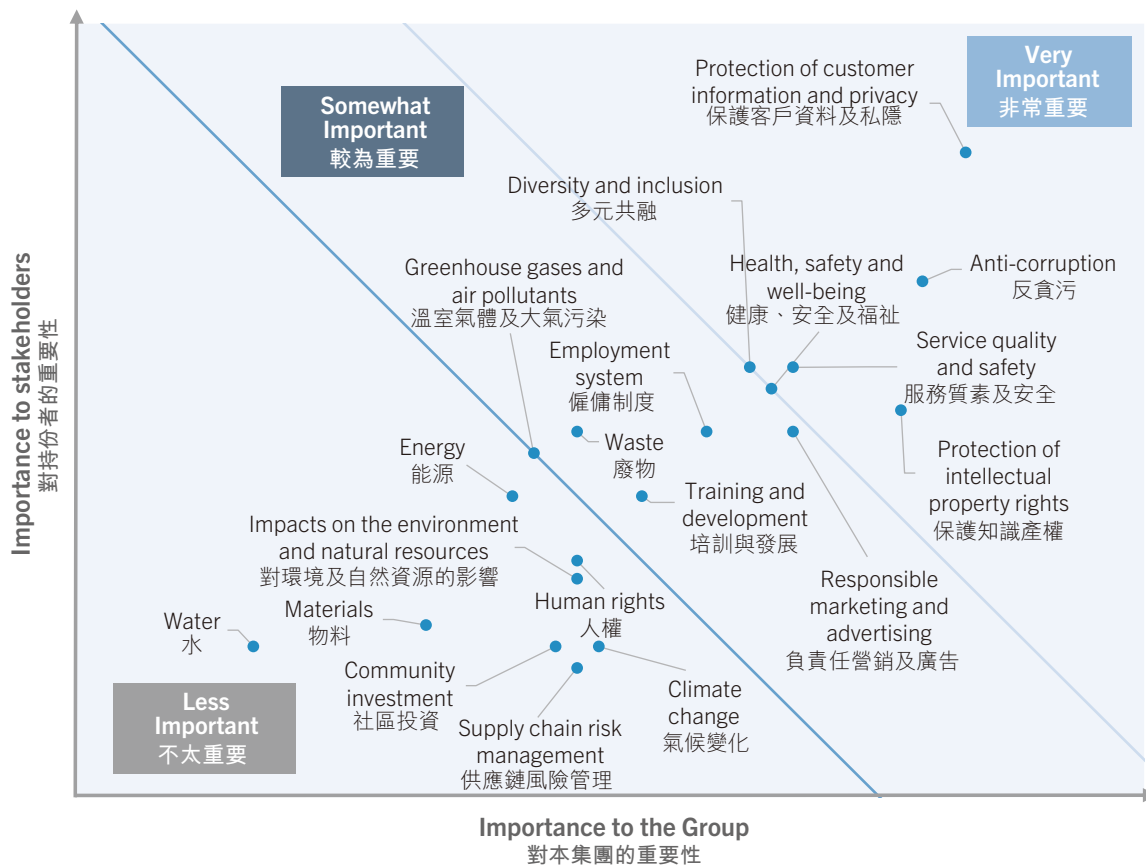
Phase 階段	Action 行動
Phase 1 – Identifying relevant issues 階段1 – 識別相關議題	The Group identified 19 relevant ESG issues based on a review of global trends in sustainable development and local reporting criteria. 根據對可持續發展的全球趨勢及當地報告標準的檢閱，本集團已識別19個相關的環境、社會及管治議題。
Phase 2 – Collecting stakeholder feedback 階段2 – 收集持份者反饋意見	The Group collected stakeholder feedback through a questionnaire. In the Reporting Year, the respondents were extended from directors to management, general staff and consultants. 本集團通過問卷調查收集持份者的反饋意見。於報告年度，受訪者由董事擴展至管理層、一般員工及顧問。
Phase 3 – Identifying material issues 階段3 – 識別重要議題	Materiality of each relevant issue was assessed through the survey scoring. Based on the results of the assessment, 6 significant issues were prioritised. 通過調查評分對每個相關議題的重要性進行評估。根據評估結果，6個重要議題被列為優先事項。
Phase 4 – Validation 階段4 – 核實	The list of material issues was submitted to the ESG Working Group for review. 重要議題的清單已提交至環境、社會及管治工作小組進行審查。

Environmental, Social and Governance Report

環境、社會及管治報告

We conducted a materiality assessment that included internal evaluations and surveys with both our internal and external stakeholders and an importance matrix was developed to prioritise ESG issues. The six issues in the “very important” area of the matrix were identified as the most material for the Group to address and report on.

我們進行的一項重要性評估包括與內部及外部持份者進行內部評估及調查，以及制定重要性矩陣來對環境、社會及管治議題進行優先排序。矩陣中「非常重要」領域的六個議題被識別為本集團需要解決和報告的最重要議題。



OUR OPERATIONS

With a strong sense of responsibility, the Group places particular emphasis on protecting the interests of students – providing them with a healthy and safe learning environment, protecting their privacy and ensuring that the Group’s information is reliable and accurate. The achievement of these goals is based on a fair and ethical operating system and collaborative sustainable practices in the supply chain. A range of policies relating to campus safety, service quality management, supply chain management, business and ethics ensure that the Group’s operations meet the expectations of internal and external stakeholders.

我們的營運

本集團具有強烈的責任感，特別重視保護學生的利益 – 為他們提供一個健康及安全的學習環境，保護他們的隱私，並確保本集團的資訊為可靠和準確。該等目標的實現有賴公平及合乎道德的營運制度以及供應鏈的可持續協作實踐。本集團已制定一系列與校園安全、服務質素管理、供應鏈管理、商業和道德相關的政策，以確保其營運可滿足內部和外部持份者的期望。

Responsible Service

Student Interest

負責任的服務

學生利益

Data Privacy 數據私隱

- The growing importance of data privacy is more evident than before amid technological advancement and increased use of data, especially as online teaching and learning becomes the norm practice. Having a large student base, the Group has an indispensable responsibility for data protection. The Staff Handbooks and Employee Code of Conduct clearly set out the Group's requirements in terms of privacy and security to ensure that all employees are fully instructed and that all relevant regulations and laws are strictly adhered to.
- In sync with the Group's firm stance on maintaining the strictest standards of confidentiality, virus scanning and internet protection software is installed on servers and every personal computer, and its effectiveness is regularly checked. At the same time, reminders on virus updates and vigilance against suspicious emails are sent to staff to ensure daily information security management.
- 隨著技術進步和數據使用量的增加，數據私隱的重要性日益凸顯，尤其是在網上教學成為常態的情況下。由於學生人數眾多，本集團對數據保護負有不可或缺的責任。員工手冊及員工行為守則明確規定本集團在私隱和安全方面的要求，以確保所有員工都得到充分指引，並嚴格遵守所有相關的法律法規。
- 與本集團維持最嚴格保密標準的堅定立場同步，伺服器 and 每台個人電腦均安裝了病毒掃描和互聯網保護軟件，並定期檢查其有效性。同時，病毒更新提示和對可疑電子郵件的警告會發送予員工，以確保日常資訊安全管理。

Protection of Intellectual Property Rights 保護知識產權

- Intellectual property rights of the Group are its important assets and as such, the Group has made every effort to protect them. Meanwhile, the Group respects the intellectual property rights of any third party. According to the Staff Handbooks, employees should not infringe or violate the patents, trademarks, copyrights or intellectual property rights of any third parties. These guidelines are reviewed annually by management to ensure their effectiveness.
- 本集團的知識產權為其重要資產，因此本集團竭力保護知識產權。同時，本集團尊重任何第三方的知識產權。根據員工手冊，員工不得侵犯或違反任何第三方的專利、商標、版權或知識產權。該等指引每年會由管理層進行審閱，以確保其有效性。

Responsible Marketing Communications 負責任的營銷傳播

- Through providing clear and reliable information about its services, the Group helps students make informed choices and protects their interests. To prevent exaggerated or false claims, copies of promotional materials should be reviewed and approved by the directors of each business unit before distribution or publication.
- 通過提供有關其服務的清晰及可靠資訊，本集團幫助學生做出明智的選擇並保護他們的利益。為防止誇大或虛假聲明，宣傳材料應在分發或刊發之前會由各業務分部的主管進行審閱及批准。

Student Satisfaction

Since the Group is a student-focused organisation, it is devoted to make every effort to achieve continual improvement in the quality of its educational services by listening and responding to student feedback in order to help each student maximise their potential.

The Group has always prioritised the needs and satisfaction of students. A Complaint Handling Procedure has been established as a guideline for employee to handle enquiries and complaints from students and parents. In addition, the Group takes the initiative to understand and assist students with different needs. For example, MEHK conducts surveys to collect students' opinion on course arrangements, focusing on the quality of the courses, their arrangement and the location of education centres.

During the Reporting Year, the Group received 2 complaints about attitude of employees and tutors. Investigations and appropriate follow-up actions were immediately carried out by the relevant departments and personnel of respective business units, including the Customer Care Officer, Service Excellence and the General Manager, to resolve these complaints. As a result of these complaints, the Group undertook a review and improvement of its services with a focus on improving the customer experience, including training for employees and tutors involved in compliance cases.

Student Health and Safety

The Group takes ensuring the safety and well-being of its students very seriously. Floor plans indicating fire escape routes, alarm bells and exit signs in case of emergency are prominently displayed in the education centres. The Group took precautionary measures such as temperature screening at entrances and more frequent disinfection and hygiene measures in the education centres to protect students from the virus.

學生滿意度

由於本集團為以學生為中心的組織，其致力透過聆聽及回應學生的反饋，盡一切努力不斷提高其教育服務質素，以幫助每個學生盡量發揮自身潛力。

本集團一直把學生的需求和滿意度放在首位。本集團已制定投訴處理程序，作為僱員處理學生和家長查詢和投訴的指南。此外，本集團主動了解和協助有不同需求的學生。例如，現代教育進行調查以收集學生對課程安排的意見，重點關注課程質素、課程安排和教育中心的位置。

於報告年度，本集團收到2個關於僱員和導師態度的投訴。相關部門及各業務分部人員，包括客戶服務主任、卓越服務及總經理，立即展開調查並採取適當的跟進行動，以解決有關投訴。由於該等投訴，本集團對其服務進行審查和改進，重點改善客戶體驗，包括對涉及合規案例的僱員和導師進行培訓。

學生健康與安全

本集團非常重視確保學生的安全和福祉。教育中心的顯著位置貼有指示火警逃生路線、警鐘和緊急出口標誌的平面圖。本集團採取預防措施保護學生免受病毒侵害，例如於入口檢測體溫以及於教育中心進行更頻繁的消毒和衛生措施。

Ethical Business

Upholding integrity is key for the Group in producing positive influence and promoting fair and sustainable development of the society. The Integrity Code of Conduct included in the Staff Handbook spells out the Group's position in relation to bribery, requesting for interest, and receiving business gifts and entertainment clearly. For example, as stated in the Staff Handbook, all employees are prohibited from soliciting or receiving any forms of advantage from any business associates.

The Group is committed to achieving the highest possible ethical standards in all of its practices. In doing so, it regularly communicates with its staff on the importance of integrity. The Group has also established a confidential whistle-blowing system as a channel for its employees to report any illegal behaviours. The whistle-blowing system will be reviewed continually to provide guidance in reporting and handling procedures. If any person of the Group is suspected to have involved in illegal or dishonest acts, anyone can provide relevant information through reporting channels such as the Human Resource and Administration Department and the Company Secretary. A more elaborated reporting channels and mechanism is considered to be launched in future which is dedicated to external stakeholders to address their relevant concerns.

有道德的企業

誠信經營，是本集團產生積極影響及促進社會公平及可持續發展的關鍵。員工手冊中的誠信行為準則明確闡述本集團在賄賂、索取利益、接受商務饋贈及款待等方面的立場。例如，如員工手冊所述，所有僱員均不得向任何業務夥伴索取或收受任何形式的利益。

本集團致力達致所有慣例的最高道德標準。在此過程中，其定期與員工就誠信的重要性進行溝通。本集團亦已建立保密的舉報制度，作為僱員舉報任何違法行為的途徑。本集團將持續檢討舉報制度，為舉報和處理程序提供指引。如本集團任何人士涉嫌參與違法或不誠實的行為，任何人均可透過舉報渠道(如人力資源與行政部及公司秘書)提供相關資料。本集團日後會考慮推行更完善的舉報渠道和機制，以供外部持份者釋除相關疑慮。

Becoming a more active supporter of the fight against corruption

積極支持反貪污工作

Corruption has a corrosive impact on society. It undermines democracy and the rule of law, as well as distorting market forces. When the fight against corruption has become one of the top global priorities, Hong Kong has a proven track record in preventing and exposing corrupt activities. Hong Kong has consistently remained in the band of the top 20 economies with very low level of corruption in the world in the Corruption Perceptions Index since its launch in 1995. Among 180 countries/territories in the Corruption Perceptions Index 2023, Hong Kong is ranked the 14th least corrupt place, one of the top performers in the Asia-Pacific region. It is vital for companies in Hong Kong to ensure compliance with the increasingly stringent anti-corruption regulatory framework.

Through the development of anti-corruption related policies and a whistle-blowing mechanism, the Group plays an active role in the fight against corruption. As part of the Group's induction training, new employees are provided with information relating to anti-corruption through the Staff Handbook and these guidelines are also made available to employees in the course of their work.

Moreover, a training session was arranged for directors and employees during the Reporting Year to arouse their awareness of ethical business standards and to ensure a full understanding of the Group's expectations. The related anti-corruption materials, videos and case studies were sent to all employees through emails and invited them for discussion and feedback.

貪污對社會具有腐蝕性影響，破壞民主與法治，以及擾亂市場秩序。反貪污工作已成為全球的首要任務之一，而香港在防止及揭露貪污活動方面擁有出色的往績。自「清廉指數」在1995年首次公布以來，香港一直保持在全球最廉潔的20個經濟體內。根據「2023年清廉指數」，香港的廉潔程度在全球180個國家／地區中排名第14位，亦是亞太區最好表現的地區之一。確保遵守日益嚴格的反貪污監管框架對香港公司而言至關重要。

本集團透過制定反貪污相關政策及舉報機制在反貪污工作中發揮積極作用。本集團於入職培訓時會透過員工手冊向新入職的僱員提供有關反貪污的資料，僱員亦可於在職時取得該等指引。

此外，於報告年度內，本集團已為董事及僱員安排一節培訓，以提高彼等商業道德標準的意識及確保彼等全面理解本集團預期。本集團已透過電子郵件將相關的貪污資料、視頻及案件分析發送予全體僱員，並邀請彼等進行討論及反饋意見。

Particular emphasis is also placed on the prevention of insider trading by the Group. In order to strictly prohibit employees from disclosing confidential or insider information outside the Group for gain, the Group has established an Employees' Code for Securities Transactions.

There have been no reported irregularities or legal cases relating to corruption and other unethical behaviour against the Group or its employees during the Reporting Year.

本集團亦特別強調防止內幕交易。為嚴禁僱員為獲利而向本集團以外披露機密或內部資料，本集團已制定僱員證券交易守則。

於報告年度內，本集團概無收到就貪污及其他不道德行為而對其或其僱員提出之違規事件或法律案件的報告。

Supply Chain Management

The business nature of the Group is provision of educational services. Its major suppliers include providers of printing, stationery and uniform. While the Group does not rely heavily on suppliers, it understands that the supply chain could increase the ESG risks of an organisation and has increased its focus on working with suppliers to minimise the environmental and social impact of its operations.

Dedicated to working with and procuring from reputable and ethical suppliers, a Procurement Policy has been developed that requires suppliers to be assessed for their environmental and social performance at the time of purchase. The Procurement Policy also encourages the purchase and use of durable, recyclable, energy efficient and clean products.

Apart from setting out requirements on supplier and product selection, the Group has also developed a Supplier Code of Conduct, which sets out clear guidelines for ethical business conduct in relation to employees, society and the environment respectively.

Business ethics
商業道德

Human and
labour rights
人權及勞工權利

Health and safety
健康與安全

Environmental
protection
環境保護

The Group carries out regular reviews of supplier performance against the above code of conduct and considers to terminate engagement with non-compliant suppliers as part of its supplier management process if any violation is found. Going forward, it will explore the development of a sophisticated approach to identifying and managing potential environmental and social impacts along the supply chain in order to develop effective and strong partnerships.

供應鏈管理

本集團的業務性質為提供教育服務。其主要供應商包括印刷、文具及制服供應商。儘管本集團並不過度依賴供應商，但其深明供應鏈可增加組織內的環境、社會及管治風險，因此更加關注與供應商的合作，以盡量將其業務營運對環境及社會的影響降至最低。

本集團致力於與信譽良好及合乎道德的供應商合作及向彼等採購貨品，並已制定一項採購政策，當中要求於採購時須對供應商的環境及社會表現進行評估。採購政策亦鼓勵採購及使用耐用、可循環再用、節能及清潔的產品。

除了訂明對供應商及產品選擇的要求外，本集團亦已制訂供應商行為守則，分別就僱員、社會及環境方面的商業操守訂明明確的指引。

本集團根據上述行為守則對供應商的表現進行定期審閱，如發現任何違規行為，本集團將考慮終止與不合規供應商的合作，作為其供應商管理流程的一部分。未來，其將探索制定出一套系統，以識別及管理供應鏈過程中的潛在環境及社會影響，從而建立有效且強大的夥伴關係。

OUR PEOPLE

The Group understands that safeguarding the health and well-being of its employees is not only a corporate imperative, but also a fundamental objective in itself. With these responsibilities in mind, the Group's duty of care is multifaceted and includes making every effort to create decent work, prevent discrimination, reduce injuries and illnesses, promote equal participation, social inclusion, diversity and support personal development.

Employment System

Employees are the foundation of the Group and the dedication and commitment of each employee is vital. As an employee-focused employer, the Group is committed to treating all employees fairly and with respect. Reward and compensation policies are set fairly based on the performance and ability of employees, while the Group reviews its compensation and benefits programs regularly to ensure that its remuneration packages remain competitive. In addition, the Group continues to conduct regular review of its benefits packages including its medical scheme, training subsidies and performance-based bonus to align them with prevailing offers in the market.

Employment practices relating to these compensation and benefits, as well as other key areas including, but not limited to, recruitment and dismissal, promotion, working hours, rest periods, equal opportunities, diversity and anti-discrimination, are included in the Group's Staff Handbook and communicated to each employee to safeguard their interests.

Additionally, to ensure that employees are able to achieve and maintain a healthy balance between work and family responsibilities, the Group implements family-friendly practices such as offering flexible working hours or allowing work from home. Different recreational activities were also arranged for example, lunch gathering and workshops were organised during the Reporting Year to increase the sense of belonging of employees.

我們的僱員

本集團深知保障僱員的健康及福祉不僅是公司的重要使命，也是其自身的基本目標。本集團牢記這些責任，在多個方面關懷僱員，包括努力建設舒適的工作環境、防止歧視、減少工傷及疾病、促進平等參與、社會共融、多樣性及支持個人發展。

僱傭制度

僱員為本集團之本，每位僱員的奉獻及承諾至關重要。本集團以僱員為中心，致力於公平對待和尊重所有僱員。獎勵及薪酬政策乃以僱員的表現及能力為基礎，力求公平公正，而本集團則會定期檢討其薪酬及福利計劃，以確保其薪酬待遇保持競爭力。此外，本集團繼續定期檢討其福利待遇，包括其醫療計劃、培訓津貼及績效獎金，以使其與市場上的現行待遇保持一致。

與該等薪酬及福利有關的僱傭慣例，以及其他關鍵領域，包括但不限於招募及解僱、晉升、工作時數、假期、平等機會、多元化及反歧視，均已納入本集團的員工手冊，並傳達至每位僱員，以保障彼等之利益。

此外，為確保僱員能夠在工作與家庭責任之間達致並保持健康的平衡，本集團推行家庭友善常規，例如提供靈活的工作時間或允許在家辦公，並安排各類文娛活動，例如於報告年度舉辦了午餐聚會及工作坊，以提升僱員的歸屬感。

Working towards greater diversity and inclusion

努力加強多元共融

Attaining a diverse and inclusive work environment is not only an important part of making a company a great place to build a career. A diverse workforce with different ideas and perspectives helps to create better solutions for the clients and thus contributes to the sustainable development of the company.

The greater effort of diversity and inclusion for the Group means seeking diversity in the workforce from entry level positions to leadership positions and supporting diversity throughout the employment system. In strict compliance with equal opportunities legislation such as the Sex Discrimination Ordinance (Chapter 480 of the HK Laws), the Race Discrimination Ordinance (Chapter 602 of the HK Laws), the Disability Discrimination Ordinance (Chapter 487 of the HK Laws) and the Family Status Discrimination Ordinance (Chapter 527 of the HK Laws), the Group is committed to developing an organisation and culture where all talented people, regardless of gender, disability, pregnancy, family status, race, religion, age, sexual orientation and nationality, can have and see a pathway to success.

As part of these ongoing efforts, the Group developed a Diversity and Inclusion Policy, which outlines measures to promote diversity and inclusion in the workplace, including the introduction of training to raise awareness among employees. The Staff Handbook also requires employees to maintain appropriate demeanour and behaviour to eliminate discrimination and harassment in the workplace. Employees who encounter or witness any act of sexual harassment can report it directly to the Human Resources and Administration Department or the Company Secretary for investigation.

The Group will review these policies, guidelines and measures on diversity and inclusion from time to time with a view to improving them.

實現多元共融的工作環境不僅僅是公司成就事業過程中的重要一環。具有不同想法及觀點的多元化員工有助為客戶創造更好的解決方案，從而促進公司的可持續發展。

對本集團而言，多元共融的重大努力意味著尋求員工從基層到領導層各層級的多元化，並支持貫徹整個僱傭制度的多樣性。於嚴格遵守性別歧視條例(香港法例第480章)、種族歧視條例(香港法例第602章)、殘疾歧視條例(香港法例第487章)及家庭崗位歧視條例(香港法例第527章)等平等機會法例的情況下，本集團致力於建立一種能讓所有人才，不論性別、殘疾、懷孕、家庭狀況、種族、宗教、年齡、性取向及國籍，都有機會通往成功的組織及文化。

作為上述持續努力的一部分，本集團制定多元共融政策，其中列明促進工作場所多元共融的措施，包括提供入職培訓以提升僱員的認識。員工手冊中亦要求僱員注意舉止言行，以消除工作場所的歧視和騷擾。遭受或目睹性騷擾行為的僱員可直接向人力資源及行政部或公司秘書反映，以便作出調查。

本集團將不時審查這些有關多元共融的政策、指引及措施，以期加以改進。

Environmental, Social and Governance Report

環境、社會及管治報告

In relation to labour standards, the Group is aware that child labour and forced labour not only put its reputation at risk but, more importantly, are linked to possible violations of fundamental human rights.

The Group prohibits the use of any form of child labour or forced labour in its operations. During the recruitment process, the Human Resources and Administration Department will check the identity documents of candidates to avoid employing child labour. Reimbursement, cash compensation and compensatory leave will be provided to eligible employees who agree to work overtime on weekdays and rest days. In addition, employees may voluntarily terminate their employment contract by giving notice to the Group.

Overview of key performance indicators

As at 30 June 2024, the Group had 94 full-time employees (30 June 2023: 88) and 5 part-time employees (30 June 2023: 47). Female employees make up more than 58.58% of the total number of employees.

Number of employees

於勞工準則方面，本集團意識到童工及強制勞工不僅威脅本集團聲譽，更重要的是可能涉及侵犯基本人權。

本集團禁止在其營運中使用任何形式的童工或強制勞工。於招聘過程中，人力資源及行政部會檢查應徵者的身份證明文件，以避免僱用童工。對於同意在工作日及休息日加班的合資格僱員，本集團將向其提供報銷、現金補償和補償性休假。此外，僱員可通過向本集團發出通知的方式，自願終止僱傭合約。

關鍵績效指標概覽

於2024年6月30日，本集團擁有94名全職僱員(2023年6月30日：88名)及5名兼職僱員(2023年6月30日：47名)。女性僱員佔僱員總數的58.58%以上。

僱員人數

			2023/24	2022/23
			2023/24年	2022/23年
By gender 按性別劃分	Male 男性		41	63
	Female 女性		58	72
By age group 按年齡組別劃分	Below 18 18歲以下		1	1
	18-29 18至29歲		35	55
	30-39 30至39歲		30	40
	40-49 40至49歲		26	25
	50 or above 50歲或以上		7	14
By employment type 按僱傭類型劃分	Full time 全職		94	88
	Part time 兼職		5	47
By position 按職級劃分	Non-managerial grade 非管理級		66	96
	Managerial grade 管理級		23	27
	Director grade 董事級		10	12
Total 總計			99	135
Change 變動			-26.67%	

Employee turnover

僱員流失率

			2023/24
			2023/24年
By gender 按性別劃分	Male	男性	29 (70.73%)
	Female	女性	39 (67.24%)
By age group 按年齡組別劃分	Below 18	18歲以下	0 (N/A) (不適用)
	18–29	18至29歲	42 (120.00%)
	30–39	30至39歲	15 (50.00%)
	40–49	40至49歲	8 (30.77%)
	50 or above	50歲或以上	3 (42.86%)
By employment type 按僱傭類型劃分	Full time	全職	67 (71.28%)
	Part time	兼職	1 (20.00%)
By position 按職級劃分	Non-managerial grade	非管理級	62 (93.94%)
	Managerial grade	管理級	4 (17.39%)
	Director grade	董事級	2 (20.00%)
Total 總計			68 (68.69%)

To get a better picture of the Group's workforce, data on other workers was also collected during the Reporting Year.

為了更全面了解本集團的勞動力狀況，於報告年度亦收集了其他工作者的資料。

Number of other workers

其他工作者人數

2023/24
2023/24年

By gender	Male	男性	65
按性別劃分	Female	女性	206
By age group	Below 18	18歲以下	0
按年齡組別劃分	18–29	18至29歲	225
	30–39	30至39歲	18
	40–49	40至49歲	18
	50 or above	50歲或以上	10
			271

Health and Safety

Creating a healthy and safe working environment is the Group's commitment to all employees, in particular to protect them from work-related injuries and occupational diseases. Although the Group does not identify positions with a high risk of occupational hazards due to the nature of its business, the Group provides health and safety guidelines to its employees in the Staff Handbook. To take this a step further, the Group developed a Health and Safety Policy to foster a health and safety culture and ensure high standards of occupational safety.

To go beyond policies and guidelines, tips on workplace health and safety are shared with employees.

健康及安全

建立健康及安全的工作環境乃本集團對所有僱員的承諾，尤其是保護他們免受工傷及遠離職業病。儘管本集團確定並無因其業務性質高危而有職務風險的職位，本集團還是在員工手冊中為僱員提供了健康及安全指引。為採取更進一步措施，本集團制定了健康及安全政策，以培養健康及安全文化，並確保嚴格的職安健標準。

為更進一步貫徹政策及指導方針，我們與僱員分享有關工作場所健康及安全的提示。

The wellbeing of employees is also a top priority for the Group and as such, the Group encourages calorie burning and nutritional intake, and offers recreational activities as well as other team building activities to enhance the health and well-being of its employees.

There was no work-related fatality or injury in the last three years, including the Reporting Year.

Development and Training

Through providing training for its employees, the Group believes it can improve their performance and nurture their professional growth. While training plans are described in the Staff Handbook, the specific programmes are ultimately tailored to the identified needs of different business units and may range from professional and technical training to personal development skills. For example, during the Reporting Year, in addition to monthly in-service training, MBE provided training in summer course promotion and teaching skills enhancement.

Besides continuous and effective training to facilitate knowledge acquisition and knowledge transfer, appropriate performance appraisals are used to monitor the development of employees. The well-structured and open annual performance appraisal system, applied to all employees, is reviewed periodically and enhanced to encourage two-way feedback between employees and their reporting officers.

Overview of key performance indicators

In the Reporting Year, the Group trained 132 employees and other workers, a decrease of 7.69% compared to the previous reporting year. The average training hours increased by 8.20% compared to the previous reporting year. This is due to changes of organisational priorities.

僱員的福祉亦為本集團的重中之重，因此，本集團鼓勵僱員燃燒卡路里及攝入營養，並舉辦康樂活動及其他團隊活動，以提升僱員的健康及福祉。

於過去三年(包括報告年度)，本集團並無與工作相關的傷亡事故。

發展及培訓

本集團相信，為僱員提供培訓能夠提升其工作表現並促進其專業的發展。儘管員工手冊對培訓計劃有所描述，但具體方案最終需要根據不同的業務分部所需專門設計，其範圍可從專業及技術培訓到個人發展技能。例如，於報告年度，除每月的在職培訓外，現代小學士亦提供暑期課程推廣及教學技能提升方面的培訓。

除持續有效的培訓以促進知識獲取及知識轉移外，本集團亦使用適當的表現評估以了解僱員的發展情況。本集團會定期審閱及改善結構良好且開放的年度表現評估制度(適用於全體僱員)，從而鼓勵僱員與其上司之間的雙向反饋。

關鍵績效指標概覽

於報告年度，本集團對132名僱員及其他工作者進行培訓，與上一報告年度相比減少7.69%。與上一個報告年度相比，平均培訓時數增加8.20%，此乃由於組織優先次序改變所致。

Environmental, Social and Governance Report

環境、社會及管治報告

Number and percentage of employees and other workers trained

受培訓的僱員及其他工作者人數及百分比

			2023/24 2023/24年	2022/23 2022/23年
By gender	Male	男性	64 (60.38%)	81 (76.42%)
按性別劃分	Female	女性	68 (25.76%)	62 (29.67%)
By position	Non-managerial grade	非管理級	113 (33.53%)	129 (46.74%)
按職級劃分	Managerial grade	管理級	14 (60.87%)	3 (11.11%)
	Director grade	董事級	5 (50.00%)	11 (91.67%)
Total 總計			132 (35.68%)	143 (45.40%)
Change 變動			-7.69% (-21.41%)	

Average training hours

平均培訓時數

			2023/24 2023/24年	2022/23 2022/23年
By gender	Male	男性	1.98	2.10
按性別劃分	Female	女性	1.98	1.48
By position	Non-managerial grade	非管理級	1.70	1.48
按職級劃分	Managerial grade	管理級	4.61	20.00
	Director grade	董事級	1.00	1.00
Total 總計			1.98	1.83
Change 變動			+8.20%	

OUR ENVIRONMENT

The nature of the Group's business is such that it does not involve a direct destructive impact on the environment. However, recognising that climate change and resource scarcity are unavoidable challenges in today's global context, the Group has developed an Environmental Protection Guideline that incorporates measures to protect the environment throughout its operations. The Guideline outlines the Group's principles for managing and reducing its environmental impact.

To ensure continuous improvement in our environmental performance, we have established environmental targets on greenhouse gases ("GHG") emissions, energy efficiency, waste and water use. To ensure the effectiveness of these targets, they are reviewed annually and updated when necessary. The Group's environmental targets are listed in the table below:

Aspects 層面	Targets 目標	Base year 基準年度
Waste 廢棄物	Reduce 10% by 2028 在2028年前減少10%	2023
GHG Emissions 溫室氣體排放	Reduce 10% by 2028 在2028年前減少10%	2023
Electricity 電力	Reduce 10% by 2028 在2028年前減少10%	2023
Water 水	Reduce 10% by 2028 在2028年前減少10%	2023

Waste Management

The Group recognises its obligation to properly and effectively manage and reduce the waste generated from its operations. In order to reduce the amount of non-hazardous waste, the Group provides clear guidance to its employees through environmental guidelines on reusing stationery, recycling paper and bringing their own cutlery rather than using disposable tableware.

The hazardous and non-hazardous wastes are collected regularly by waste collectors and both are disposed of appropriately.

我們的環境

本集團的業務性質不涉及對環境的直接破壞性影響。然而，本集團深知氣候變化及資源匱乏是當今全球環境狀況下不可避免的挑戰，本集團已制定環境保護指引，其中包括在整個運營中保護環境的措施。該指引概述本集團管理及減少其對環境影響的原則。

為確保持續改善我們的環境績效，我們制定了溫室氣體（「溫室氣體」）排放、能源效率、廢棄物及用水的環境目標。每年檢討以確保該等目標的有效性，並在必要時更新。本集團之環境目標表列如下：

廢棄物管理

本集團深知其有義務恰當有效地管理及減少其營運所產生的廢棄物。為減少無害廢棄物的數量，本集團透過環境指引向僱員提供清晰的指導，包括重複使用文具、回收紙張及自備餐具，以替代使用一次性餐具。

廢物收集機構會定期收集及處理有害廢棄物及無害廢棄物，而兩者均獲妥善處置。

Environmental, Social and Governance Report

環境、社會及管治報告

Overview of key performance indicators

There were no hazardous waste generated during the Reporting Year and in the previous reporting year.

As for non-hazardous waste, a total of 0.16 tonnes were generated during the Reporting Year. This change was mainly due to the restructuring of the Group's operating sites.

Waste disposal

	2023/24 2023/24年	2022/23 2022/23年	Units 單位	Change 變化
Total Hazardous waste 有害廢棄物總量	0.00	0.00	tonnes 噸	N/A 不適用
Intensity of hazardous waste 有害廢棄物密度	0.00	0.00	tonnes/thousand sq.ft 噸/千平方英尺	N/A 不適用
Non-hazardous waste 無害廢棄物	0.16	0.13	tonnes 噸	+23.08%
Intensity of non-hazardous waste 無害廢棄物密度	0.007	0.005	tonnes/thousand sq.ft 噸/千平方英尺	+40.00%

Carbon and Energy Management

Extreme weather events and natural disasters due to climate change may impose an impact on the Group's operations and business. GHG are the main culprits of climate change.

The Group's GHG emissions are mainly from the purchased electricity consumed in its daily operations. In order to minimise the adverse impact on its operations and the environment, the Group reduces GHG emissions mainly by adopting energy saving measures as set out in the Environmental Protection Guideline, including setting the air-conditioning temperature in offices to 25.5°C, adjusting the brightness of monitors to appropriate levels, and other power saving behaviours.

In line with previous reporting years, the Group quantified its GHG emissions during the Reporting Year. The quantification process was carried out in accordance with the Guidelines² compiled by the Hong Kong Environmental Protection Department and the Electrical and Mechanical Services Department. The relevant quantified data will provide a basis for the management to set carbon reduction targets.

關鍵績效指標概覽

於報告年度及上一個報告年度，本集團營運並無產生有害廢棄物。

於報告年度，本集團營運產生了無害廢棄物共0.16噸。此變化主要由於本集團對經營場所的重組所致。

廢棄物處置

碳及能源管理

氣候變化引起的極端天氣事件及自然災害可能會對本集團的營運及業務產生影響。溫室氣體乃氣候變化的元兇。

本集團的溫室氣體排放主要來自日常營運中消耗的外購電力。為盡量減少對其營運及環境產生的不利影響，本集團主要通過採納環境保護指引所載的節能措施來減少溫室氣體排放，包括將辦公室空調溫度設置為25.5°C，將顯示器亮度調整至適當的水平以及其他節約用電行為。

與過往報告年度一致，本集團於報告年度對其溫室氣體排放進行量化。量化流程乃根據香港環境保護署及機電工程署編製的指引²進行。相關的量化數據將為管理層制定碳減排目標提供依據。

² Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong

² 香港建築物(商業、住宅或公共用途)的溫室氣體排放及減除的核算和報告指引

Overview of key performance indicators

During the Reporting Year, the Group had no GHG emissions under Scope 1, i.e. fugitive emissions from stationary sources, mobile sources or fire extinguishing systems and refrigeration systems. Scope 2, which includes GHG emissions from electricity purchased at all operating sites, is the Group's largest GHG emission.

Waste paper disposal and fresh water and sewage treatment, are also contributors to the Group's GHG emissions. However, Scope 3 emissions do not cover all of the Group's operations as water consumption data is only available for some of the operations, including the back office under MEHK and education centres under MBE.

The total GHG emissions amounted to 207.12 tonnes of CO₂-e.. This figure represents a decrease of 34.03 tonnes, or 14.11%, compared to the Group's total GHG emissions for 2022/23. The decrease in GHG emissions was primarily due to the restructuring of the Group's operation.

關鍵績效指標概覽

於報告年度，本集團並無產生範圍1的溫室氣體排放，即來自固定源頭、流動源頭或由滅火系統及製冷系統產生的逸散性排放。範圍2包括於所有營運地點來自購買電力產生的溫室氣體排放，為本集團最大的溫室氣體排放來源。

廢紙處理以及淡水及污水處理所產生的排放亦包含於本集團的溫室氣體排放量中。然而，由於僅可獲得部分營運地點(包括現代教育旗下的後勤辦事處及現代小學士旗下的教育中心)的耗水數據，範圍3的排放並不涵蓋本集團所有的營運地點。

溫室氣體排放總量達207.12噸二氧化碳當量。該數據較本集團於2022/23年的溫室氣體排放總量減少34.03噸，或14.11%。溫室氣體排放量減少乃主要由於本集團營運重組所致。

GHG emissions

溫室氣體排放

	2023/24 2023/24年	2022/23 2022/23年	Units 單位	Change 變化
Scope 1: Direct GHG emissions 範圍1：直接溫室氣體排放	0.00	0.00	tonne of CO ₂ -e 噸二氧化碳當量	N/A 不適用
Scope 2: Energy Indirect GHG emissions 範圍2：能源間接溫室氣體排放	127.65	164.09	tonne of CO ₂ -e 噸二氧化碳當量	-22.21%
Scope 3: Other Indirect GHG emissions 範圍3：其他間接溫室氣體排放	79.47	77.06	tonne of CO ₂ -e 噸二氧化碳當量	+3.13%
Total GHG emissions 溫室氣體排放總量	207.12	241.15	tonne of CO ₂ -e 噸二氧化碳當量	-14.11%
Intensity of GHG 溫室氣體密度	9.19	8.90	tonnes of CO ₂ -e/thousand square feet 噸二氧化碳當量/ 千平方英尺	+3.26%

Environmental, Social and Governance Report

環境、社會及管治報告

During the Reporting Year, total energy consumption in use was 127.65 MWh. This figure represents a decrease of 36.44 MWh, or 22.21%, compared to the total energy consumption in 2022/23. The decrease was due to the change of operations of the Group.

於報告年度，本集團所使用能源消耗總量為127.65兆瓦時。該數據較2022/23年能源消耗總量減少36.44兆瓦時，或22.21%。該減少乃由於本集團營運變動所致。

Energy consumption

能源消耗

	2023/24 2023/24年	2022/23 2022/23年	Units 單位	Change 變動
Purchased electricity 外購電力	127.65	164.09	MWh 兆瓦時	-22.21%
Intensity of energy 能源消耗密度	5.66	6.06	MWh/thousand square feet 兆瓦時／千平方英尺	-6.60%

Paper and Water Management

紙張及水管理

Using resources efficiently and responsibly is the Group's responsibility. Besides energy, the main resources consumed by the Group are paper and water.

有效及負責任地使用資源是本集團的責任所在。除能源外，本集團消耗的主要資源為紙張和水。

While the Group has put waste recycling into practice to minimise its impact on the environment, it understands that it is more beneficial and cost-effective to reduce waste than to recycle. In order to reduce waste, particularly by reducing waste paper at source, the Group replaces printed circulars and memos with electronic versions and encourages paperless meetings. It also utilises different social media channels for branding and uses electronic messages instead of printed flyers for advertising and promotion.

儘管本集團將廢棄物回收付諸實踐，以將其對環境的影響降至最低，本集團深知減少廢棄物產生比回收廢棄物更有利且更具成本效益。為減少廢棄物產生，尤其是通過從源頭減少廢紙產生，本集團以電子形式取代打印通告及備忘錄，並鼓勵無紙化會議。本集團亦使用多種社交媒體渠道進行品牌推廣，並使用電子信息替代印刷海報進行廣告及宣傳。

In terms of water usage, the Group obtains water from municipalities and has no difficulty in sourcing water that is fit for purpose. To conserve water, it regularly checks taps for leaks and repairs taps when needed. The flow of water from the taps is also controlled to avoid excessive use of water.

在用水方面，本集團用水由市政供水，於求取適用水源方面並無問題。為了節約用水，本集團會定期檢查水龍頭是否漏水，並在需要時維修水龍頭。水龍頭的水流亦受到控制，避免過度用水。

Overview of key performance indicators

Since the Group operates from leased space, where water supply and consumption is fully controlled by property management, water usage data is not available for most of the operating locations. During the Reporting Year, the Group obtained water usage data for the back office under MEHK and education centres under MBE. Water usage at these operating locations is shown in the table below.

Water consumption

	2023/24 2023/24年	2022/23 2022/23年	Units 單位	Change 變動
Total water consumption 總耗水量	72.00	64.00	cubic metres 立方米	+12.50%
Intensity of water 耗水密度	3.19	2.36	cubic metres/ thousand square feet 立方米/千平方英尺	+35.17%

Environment and Natural Resources

Apart from emissions and use of resources, the Group's business operations do not have a significant direct impact on the environment and natural resources, and the Group is working to further reduce the environmental impact associated with its activities and operations. In addition to measures relating to emissions and resource use, the Group is striving to integrate environmental protection into its procurement processes. The green procurement guidelines in the Group's Procurement Policy are an important step in this regard. For more details of the Procurement Policy, please refer to the section headed "Supply Chain Management" in this ESG report.

In addition, the Group will continue to refine and establish its environmental policies and guidelines, management systems and key performance indicators, which it believes will enable the Group to better integrate environmental management into its daily operations.

關鍵績效指標概覽

由於本集團在租賃場地內營運，供水及用水完全由物業管理公司控制，因此大部分營運地點無法獲得用水數據。於報告年度，本集團獲得現代教育旗下的後勤辦事處及現代小學士旗下的教育中心的用水數據。該等營運地點的用水量如下表所示。

耗水量

環境及天然資源

除排放及資源使用外，本集團的業務營運並無對環境及天然資源產生重大直接影響，且本集團致力於進一步減少與其業務及營運相關的環境影響。除採取排放及資源使用相關的措施外，本集團致力將環境保護融入其採購流程。本集團的採購政策制定出環保採購指引，邁出環保的重要一步。有關採購政策的進一步詳情，請參閱本環境、社會及管治報告中「供應鏈管理」一節。

此外，本集團將繼續完善及制定其環境政策及指引、管理制度及關鍵績效指標，相信此舉將有助本集團更好地將環境管理融入其日常營運之中。

OUR COMMUNITY

As a caring enterprise, the Group is keen to understand the needs and meet the expectations of its stakeholders and the communities in which it operates. The Group has developed the Community Investment Policy that aims to guide the Group's community investment activities in a more systematic and effective manner.

With a particular focus on the welfare and education of children, youths and the elderly, the Group participated in various charity events and community services during the Reporting Year, donating a total of HK\$9,000 cash donation to support local charities.

The act of donating to the Hong Kong Children Foundation Mooncake Giveaway and YMCA's "Meaningful Christmas 2023" campaign epitomizes the essence of selflessness and community support. These initiatives symbolize a collective effort to spread joy, warmth, and hope to those in need, particularly children. By contributing to these causes, individuals demonstrate their commitment to fostering a more compassionate and inclusive society. The donations not only provide tangible support but also serve as a beacon of solidarity, uniting people from diverse backgrounds under a shared goal of making a positive difference in the lives of others during festive seasons filled with love and generosity.

From 2012, the Group has been awarded the Caring Company logo by the Hong Kong Council of Social Service in recognition of its contribution to the community. In the future, the Group will continue to explore ways to leverage its strengths to help the community thrive and make a greater positive impact on the community.

我們的社區

本集團關懷社會，積極了解其持份者及其營運所在社區的需求並滿足其期望。本集團已制訂社區投資政策，旨在指導本集團以更有系統及高效的方式開展社區投資活動。

本集團尤其關注兒童、青少年及長者的福利及教育，於報告年度參與多項慈善活動及社區服務，合共捐贈9,000港元的現金捐贈以支持本地的慈善組織。

捐贈予香港兒童基金會月餅送贈活動及YMCA的「2023年再生玩具藝術展(Meaningful Christmas 2023)」活動之舉體現了無私奉獻及社區支援的精神。這些計劃象徵著向有需要人士，特別是兒童傳遞歡樂、暖意及希望的共同努力。透過參與這些善舉，個人可展現對培養更關愛共融社會的全力支持。捐贈不僅僅提供有形的支援，在為他人生命產生正面影響的共同目標下，亦可作為明燈實現團結一致，聯合多元背景人士，為佳節注滿愛心與慷慨。

自2012年起，本集團一直獲香港社會服務聯會頒授商界展關懷標誌，肯定了本集團對社區的貢獻。未來，本集團將繼續探索利用其優勢幫助社區蓬勃發展並對社區產生更大的積極影響的方式。

ESG REPORTING GUIDE CONTENT INDEX

環境、社會及管治報告指引內容索引

Aspects 層面	Description 描述	Page/Remark 頁次／備註
A1 Emissions 排放物		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及法規的資料。	62, 63, 79, 80 There were no air emissions involved in the Group's operations. 本集團的業務不涉及廢氣排放。
A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	79-81
A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions and intensity. 直接(範圍1)及能源間接(範圍2)溫室氣體排放量及密度。	81
A1.3	Total hazardous waste produced and intensity. 所產生有害廢棄物總量及密度。	79, 80
A1.4	Total non-hazardous waste produced and intensity. 所產生無害廢棄物總量及密度。	79, 80
A1.5	Description of emission target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟。	79

Aspects 層面	Description 描述	Page/Remark 頁次／備註
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. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	79
A2 Use of Resources 資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	62, 63, 80, 82
A2.1	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及／或間接能源總耗量及密度。	82
A2.2	Water consumption in total and intensity. 總耗水量及密度。	83
A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	79
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. 描述求取適用水源上可有任何問題、所訂立的用水效益目標及為達到這些目標所採取的步驟。	During the Reporting Year, there were no problems in sourcing water encountered in the Group's operations. 於報告年度，本集團的營運在求取水源上並無任何問題。
A2.5	Total packaging material used for finished products and per unit produced. 製成品所用包裝材料的總量及每生產單位佔量。	The Group's operations did not involve the use of packaging materials. 本集團業務不涉及使用包裝材料。

Aspects 層面	Description 描述	Page/Remark 頁次／備註
A3 The Environment and Natural Resources 環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	83
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	83
A4 Climate Change 氣候變化		
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	79
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. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及已採取管理有關影響的行動。	The Group has identified that climate change could lead to an increase in the frequency of extreme weather events and may affect the infrastructure of the Group's offices and educational centres, while damage to the ecosystem may reduce the supply of paper on which the Group relies. To address these risks, the Group has put in place extreme weather contingency measures to ensure the security of systems and documents, and has taken measures to reduce paper consumption and promote recycling of paper. 本集團已識別氣候變化可能導致極端天氣事宜頻發，並可能對本集團辦公室基礎設施及教育中心產生影響，同時對生態系統的損害可能減少本集團所依賴的紙張供應。為應對該等風險，本集團已制定極端天氣應變措施，以確保系統及文件安全，並已採取措施減少紙張消耗，促進紙張回收。

Aspects 層面	Description 描述	Page/Remark 頁次／備註
B1 Employment 僱傭		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	62, 63, 72, 73
一般披露	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及法規的資料。	
B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	74, 76
B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	75
B2 Health and Safety 健康與安全		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	62, 63, 76, 77
一般披露	有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及法規的資料。	

Aspects 層面	Description 描述	Page/Remark 頁次/備註
B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 於過往三年(包括報告年度)因工作關係而死亡的人數及比率。	77
B2.2	Lost days due to work injury. 因工傷損失工作天數。	77
B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	76, 77
B3 Development and Training 發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	77
B3.1	The percentage of employees trained by gender and employee category. 按性別及僱員類別劃分的受訓僱員百分比。	77, 78
B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成的平均培訓時數。	77, 78

Aspects 層面	Description 描述	Page/Remark 頁次／備註
B4 Labour Standards 勞工準則		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及法規的資料。	62, 63, 74
B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	74
B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	There were no such practices discovered in the Group's operations. 於本集團之營運中並無發現此等情況。

Aspects 層面	Description 描述	Page/Remark 頁次/備註
B5 Supply Chain Management 供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	71
B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	The Group has five major suppliers related to printing. They are all located in Hong Kong. 本集團有五大印刷相關供應商。彼等均位於香港。
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. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	71
B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈的環境及社會風險的慣例，以及相關執行及監察方法。	71
B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	71

Aspects 層面	Description 描述	Page/Remark 頁次／備註
B6 Product Responsibility 產品責任		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及法規的資料。	62, 63, 66-68
B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	There were no recalls concerning the provision and use of products and services for safety and health reasons. 概無有關所提供及使用的產品及服務因安全與健康理由而回收的事件。
B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	68
B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	67
B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Recall procedures are irrelevant to the Group's operations. 回收程序與本集團之營運並不相關。
B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	67

Aspects 層面	Description 描述	Page/Remark 頁次／備註
B7 Anti-corruption 反貪污		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及法規的資料。	62, 63, 69, 70
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. 於報告期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	70
B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	69, 70
B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	70
B8 Community Investment 社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解發行人營運所在社區的需要和確保其業務活動會考慮到社區利益的政策。	84
B8.1	Focus areas of contribution. 專注貢獻範疇。	84
B8.2	Resources contributed to the focus area. 在專注範疇所動用的資源。	84



Independent Auditor's Report

獨立核數師報告



TO THE SHAREHOLDERS OF BRADAVERSE EDUCATION (INT'L) INVESTMENTS GROUP LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Bradaverse Education (Int'l) Investments Group Limited (“Company”) and its subsidiaries (collectively referred to as “Group”) set out on pages 107 to 243, which comprise the consolidated statement of financial position as at 30 June 2024, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致源宇宙教育(國際)投資集團有限公司

(於開曼群島註冊成立及於百慕達存續之有限公司)
列位股東

意見

吾等已審核載列於第107至243頁源宇宙教育(國際)投資集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表(包括於2024年6月30日的綜合財務狀況表以及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表)以及綜合財務報表附註(包括重大會計政策資料)。

吾等認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於2024年6月30日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露要求而妥善編製。

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the “Auditor’s responsibilities for the audit of the consolidated financial statements” section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“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. Impairment assessment of goodwill

Refer to Notes 3 and 4 to the consolidated financial statements for the Group’s accounting policies and accounting estimates and judgements and refer to Note 17 to the consolidated financial statements for detailed disclosures of the goodwill recognised by the Group during the year ended 30 June 2024.

意見基礎

吾等按照香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核工作。根據該等準則，吾等的責任於本報告「核數師就審核綜合財務報表須承擔的責任」一節中進一步詳述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，吾等獨立於貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證能充足及適當地為吾等的意見提供基礎。

關鍵審核事項

關鍵審核事項是根據吾等的專業判斷，認為對吾等審核本期綜合財務報表最為重要的事項。該等事項乃於吾等審核整體綜合財務報表及達成吾等對其的意見時進行處理，而吾等不會對該等事項提供單獨的意見。

1. 商譽減值評估

有關貴集團的會計政策以及會計估計及判斷，請參閱綜合財務報表的附註3及4，以及有關貴集團截至2024年6月30日止年度已確認的商譽詳細披露情況，請參閱綜合財務報表的附註17。

KEY AUDIT MATTERS (Continued)

1. Impairment assessment of goodwill (Continued)

The key audit matter

關鍵審核事項

As at 30 June 2024, the significant net carrying amount of approximately HK\$20,655,000 of the Group's goodwill was allocated to a cash-generating unit, namely, the trading of VR and digital entertainment services in Hong Kong, which those activities arose from the UFO Interactive Group Limited and its subsidiaries.

The assessment of the recoverability of such goodwill is based on the value in use of the cash-generating unit, including the assessment of the future business prospects and the forecast business performance of the business.

於2024年6月30日，貴集團商譽的重大賬面淨值約20,655,000港元乃分配至一個現金產生單位，即於香港從事VR及數碼娛樂服務貿易，為來自收購優孚奧互動集團有限公司及其附屬公司之業務。

相關商譽可收回性的評估乃根據現金產生單位的使用價值，包括評估該業務的未來業務前景及預測業務表現。

關鍵審核事項(續)

1. 商譽減值評估(續)

How the matter was addressed in our audit

吾等於審核中如何處理事項

Our audit procedures included:

- evaluating the independence, competence, capabilities and objectivity of the external valuation expert engaged by the management;
- evaluating the valuation methodologies and assumptions including comparing source and market data used in the underlying assumptions for the valuation of UFO Interactive Group and with reference to comparable companies;
- assessing the appropriateness of the key assumptions, including operating margins, pre-tax discount rate and terminal growth rate, used for calculating the recoverable amount of this cash generating unit as adopted by the management for the goodwill impairment assessment;

吾等的審核程序包括：

- 評估管理層委聘的外部估值專家的獨立性、職權、能力及客觀性；
- 評估估值方法及假設，包括經參考可資比較公司後對優孚奧互動集團進行估值的相關假設所用的資料來源及市場數據進行比較；
- 評核管理層為進行商譽減值評估所採納並用於計算該現金產生單位的可收回金額的關鍵假設(包括營業利潤率、稅前貼現率及永久增長率)的適宜性；

KEY AUDIT MATTERS (Continued)

1. Impairment assessment of goodwill (Continued)

The key audit matter (Continued)

關鍵審核事項(續)

There is inherent uncertainty involved in forecasting and discounting future cash flows, which are the basis of the assessment of recoverability of goodwill and, accordingly, this is one of the key judgemental areas upon which our audit focused on. There is a risk that the key assumptions, estimates and judgements on which the calculations are based are inappropriate and that goodwill is misstated as a consequence.

商譽之可收回性評估所依據之預測及貼現未來現金流量本質上涉及不明朗因素，因此為我們審核時專注之其中一個關鍵判斷範疇。風險在於計算所依據之關鍵假設、估計及判斷並不適當，引致商譽錯報。

關鍵審核事項(續)

1. 商譽減值評估(續)

How the matter was addressed in our audit (Continued)

吾等於審核中如何處理事項(續)

Our audit procedures included: (Continued)

- assessing the actual performance in the year against the prior year budgets to evaluate historical forecasting accuracy made by management;
- evaluating the appropriateness of the relevant disclosures in respect of the impairment assessment of goodwill in the consolidated financial statements; and
- assessing the management's sensitivity analyses on the key assumptions, to ascertain the extent to which adverse changes, would result in the assets being impaired.

吾等的審核程序包括：(續)

- 根據上一年度預算評核本年度的實際表現，以評估管理層所作的歷史預測的準確性；
- 評估綜合財務報表中有關商譽減值評估的相關披露的適宜性；及
- 評估管理層對關鍵假設的敏感度分析，以確定導致資產減值的不利變動的程度。

KEY AUDIT MATTERS (Continued)

2. Valuation of financial instruments classified as Level 3 under fair value hierarchy

Refer to Notes 3 and 4 to the consolidated financial statements for the Group's accounting policies and accounting estimates and judgements and refer to Notes 21 and 27 to the consolidated financial statements for detailed disclosures of financial instruments recognised by the Group as at 30 June 2024. Further details of the valuation technique(s) and unobservable input(s) of financial instruments classified as Level 3 under fair value hierarchy are disclosed in Note 6 to the consolidated financial statements.

The key audit matter

關鍵審核事項

As at 30 June 2024, the Group had financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss amounting to approximately HK\$3,786,000 and HK\$40,796,000 respectively, in aggregate representing 40.72% of the net assets of the Group as at 30 June 2024. The delisted equity securities of approximately HK\$16,671,000 was included in financial assets at fair value through profit or loss, and represented 15.23% of the net assets of the Group as at 30 June 2024. The financial assets at fair value through other comprehensive income of approximately HK\$3,786,000 are unlisted investments held by the Group as at 30 June 2024. These financial instruments are valued with inputs that were not based on available observable market data and were classified as Level 3 fair value financial instruments as at 30 June 2024.

於2024年6月30日，貴集團擁有分別約3,786,000港元及40,796,000港元的按公平值計入其他全面收益的金融資產及按公平值計入損益的金融資產，合共佔貴集團於2024年6月30日資產淨值的40.72%。按公平值計入損益的金融資產包括除牌股本證券約16,671,000港元，合共佔貴集團於2024年6月30日資產淨值的15.23%。按公平值計入其他全面收益的金融資產約3,786,000港元為貴集團於2024年6月30日持有的非上市投資。該等金融工具乃按並非基於可獲得的可觀察市場數據的輸入數據進行估值，且於2024年6月30日獲分類為第三級公平值金融工具。

關鍵審核事項(續)

2. 分類為公平值層級之第三級之金融工具之估值

有關貴集團的會計政策以及會計估計及判斷，請參閱綜合財務報表的附註3及4，以及有關貴集團於2024年6月30日已確認金融工具的詳細披露情況，請參閱綜合財務報表的附註21及27。有關獲分類為公平值層級之第三級的金融工具的估值方法及不可觀察輸入數據的進一步詳情披露於綜合財務報表的附註6。

How the matter was addressed in our audit

吾等於審核中如何處理事項

Our audit procedures included:

- evaluating the independence, competence, capabilities and objectivity of the external valuation experts engaged by the management;
- assessing and evaluating the appropriateness of the valuation methodologies used by the independent external valuers in estimating the fair value and key assumptions used by the management in different valuation models by reviewing the contract terms and the relevant market conditions and businesses of each Level 3 financial instrument;

吾等的審核程序包括：

- 評估管理層委聘的外部估值專家的獨立性、職權、能力及客觀性；
- 透過查閱合約條款以及各項第三級金融工具的相關市況及業務，評核及評估獨立外部估值師於估計管理層於不同估值模式所用公平值及關鍵假設時使用的估值方法的適宜性；

KEY AUDIT MATTERS (Continued)

2. Valuation of financial instruments classified as Level 3 under fair value hierarchy (Continued)

The key audit matter (Continued)

關鍵審核事項(續)

The Group considered the aggregate amount of Level 3 financial instruments is material to the consolidated financial statements of the Group as at 30 June 2024.

In light of the unquoted and illiquid nature of these Level 3 financial instruments, the assessment of fair value was highly subjective and required a number of significant estimates and critical judgements to be made by the management. The fair value of each of these unlisted investments and those suspended or delisted shares were based on the best available information to the management and do not necessarily represent amounts which might ultimately be realised. The fair value of these Level 3 financial instruments were subject to change depending on future circumstances and cannot be accurately determined until each of them is disposed.

貴集團認為第三級金融工具的總值對 貴集團於2024年6月30日的綜合財務報表而言屬重大。

鑒於該等第三級金融工具的無報價及非流動性質，公平值的評估具有極高的主觀性，並需要管理層作出多項重大估計及重要判斷。每項該等非上市投資以及該等停牌或除牌股份的公平值乃基於管理層盡可能可得的資訊釐定，並不一定代表可能最終實現的金額。該等第三級金融工具的公平值可能會因應未來情況而有所變動，而在出售每項金融工具前無法準確確定其公平值。

關鍵審核事項(續)

2. 分類為公平值層級之第三級之金融工具之估值(續)

How the matter was addressed in our audit (Continued)

吾等於審核中如何處理事項(續)

Our audit procedures included: (Continued)

- reviewing the contractual agreements, relevant legal document, if applicable, and obtaining the investment confirmation to verify the existence and accuracy of the Group's ownership and/or number of shares held in each Level 3 financial instrument;
- evaluating the appropriateness and adequacy of the disclosures of the valuation of each of the financial instruments in the consolidated financial statements; and
- assessing the management's sensitivity analyses on the key assumptions, to ascertain the extent to which adverse changes, would result in the valuation of the financial instruments.

吾等的審核程序包括：(續)

- 查閱合約協議、相關法律文件(倘適用)，並獲得投資確認書，以核實 貴集團各項第三級金融工具的所有權及／或持有股份數目的存在及準確性；
- 評估綜合財務報表中對各項金融工具估值的披露的適宜性及充足性；及
- 評估管理層對關鍵假設的敏感度分析，以確定導致金融工具估值的不利變動的程。

KEY AUDIT MATTERS (Continued)

2. Valuation of financial instruments classified as Level 3 under fair value hierarchy (Continued)

The key audit matter (Continued)

關鍵審核事項 (續)

There is a risk that inaccurate judgements made in the assumptions and the key inputs of the valuation models could lead to an inaccurate valuation of the unlisted investments and those suspended or delisted shares. In turn, the amounts at which these financial instruments were carried in the consolidated statement of financial position, the net changes in fair value of financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income in the consolidated statement of profit or loss and other comprehensive income could be materially misstated.

存在假設及估值模式的關鍵輸入數據所作的^不準確判斷或會導致對非上市投資及該等停牌或除牌股份的不準確估值的風險。從而，這可能會導致該等金融工具在綜合財務狀況表的金額以及在綜合損益及其他全面收益表的按公平值計入損益的金融資產及按公平值計入其他全面收益的金融資產的公平值變動淨額出現重大錯報。

關鍵審核事項 (續)

2. 分類為公平值層級之第三級之金融工具之估值 (續)

KEY AUDIT MATTERS (Continued)

3. Impairment assessment of trade and other receivables and loan receivables

Refer to Notes 3 and 4 to the consolidated financial statements for the Group's accounting policies and accounting estimates and judgements and refer to Notes 24 and 25 to the consolidated financial statements for detailed disclosures of trade and other receivables and loan receivables recognised by the Group as at 30 June 2024. Further details on the Group's credit risk are disclosed in Note 6 to the consolidated financial statements.

The key audit matter

關鍵審核事項

As at 30 June 2024, the Group's trade and other receivables and loan receivables amounted to approximately HK\$30,948,000 and HK\$24,461,000 respectively.

In determining whether there is objective evidence of impairment loss over these receivables and consider whether the impairment provision for trade and other receivables and loan receivables is adequate require management judgement and estimates.

In determining the impairment provision/expected credit losses of trade and other receivables and loan receivables, the recoverability of these receivables was assessed by the management taking into account the credit quality, likelihood of their collection, and forward-looking information that is available to management without undue cost or effort.

於2024年6月30日，貴集團分別擁有約30,948,000港元及24,461,000港元的貿易及其他應收款項及應收貸款。

於釐定是否存在該等應收款項有減值虧損的客觀證據以及考慮貿易及其他應收款項及應收貸款的減值撥備是否足夠時，需要管理層作出判斷及估計。

於釐定貿易及其他應收款項及應收貸款的減值撥備／預期信貸虧損時，管理層經考慮信貸質素及收回的可能性以及無需付出過多成本或努力管理層即可獲得的前瞻性資料後評估該等應收款項的可收回性。

關鍵審核事項(續)

3. 貿易及其他應收款項及應收貸款減值評估

有關貴集團的會計政策以及會計估計及判斷，請參閱綜合財務報表的附註3及4，以及有關貴集團於2024年6月30日已確認貿易及其他應收款項及應收貸款的詳細披露情況，請參閱綜合財務報表的附註24及25。有關貴集團信貸風險的進一步詳情披露於綜合財務報表的附註6。

How the matter was addressed in our audit

吾等於審核中如何處理事項

Our audit procedures included:

- evaluating the independence, competence, capabilities and objectivity of the external valuation experts engaged by the management;
- assessing and evaluating the appropriateness of the valuation methodologies used by the independent external valuers in estimating the expected credit losses of trade and other receivables and loan receivables;
- understanding, evaluating and validating the key controls over impairment assessment of the receivables, which relates to the management's identification of events that triggered the receivables becoming credit-impaired or resulting in a significant increase in their credit risk since initial recognition, and estimation of the amount of these provisions;

吾等的審核程序包括：

- 評估管理層委聘的外部估值專家的獨立性、職權、能力及客觀性；
- 評核及評估獨立外部估值師於估計貿易及其他應收款項及應收貸款之預期信貸虧損時所使用的估值方法的適宜性；
- 了解、評估及核實關於應收款項減值評估的關鍵控制措施，該等措施有關管理層對觸發應收款項信貸減值或導致其信貸風險自初始確認後大幅增加的事件的識別以及對該等撥備金額的估計；

KEY AUDIT MATTERS *(Continued)*

3. Impairment assessment of trade and other receivables and loan receivables *(Continued)*

關鍵審核事項 *(續)*

3. 貿易及其他應收款項及應收貸款減值評估 *(續)*

How the matter was addressed in our audit *(Continued)*

吾等於審核中如何處理事項 *(續)*

Our audit procedures included: *(Continued)*

- carrying out procedures, on a sample basis, to test-check the accuracy of the aging of the receivables as at the end of the reporting period;
- evaluating the management's process for reviewing the recoverability of the receivables by reference to the credit quality, likelihood of their collection, forward-looking information and the past settlement history and repayment records;
- tracing the actual cash settlements during the year to bank receipts on a sampling basis; and
- tracing the post year end subsequent settlements to bank receipts on a sampling basis.

吾等的審核程序包括：*(續)*

- 以抽樣方式執程序，以測試－檢查應收款項於報告期末的賬齡準確性；
- 評估管理層經參考信貸質素、收回的可能性、前瞻性資料及過往結算歷史及還款記錄後檢討應收款項的可收回性的流程；
- 根據銀行收據以抽樣方式追蹤年內的實際現金結算；及
- 根據銀行收據以抽樣方式追蹤於年終後的其後結算。

OTHER INFORMATION

The directors of the Company (“Directors”) are responsible for the other information. The other information comprises the information included in the 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.

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

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

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

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

其他資料

貴公司董事（「董事」）須對其他資料負責。其他資料包括載入年報的資料，但不包括綜合財務報表及吾等的核數師報告。

吾等對綜合財務報表作出的意見並不涵蓋其他資料，吾等亦不對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，並於此過程中，考慮其他資料與綜合財務報表或吾等於審核中所得知的情況是否有重大不一致，或似乎有重大錯誤陳述。基於吾等已執行的工作，倘吾等認為此其他資料有重大錯誤陳述，吾等須報告有關事實。吾等就此並無任何事項須報告。

董事及管治人員就綜合財務報表須承擔的責任

董事負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的列報，及落實董事認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

於編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項及採用持續經營會計基礎，除非董事有意將 貴集團清盤或停止經營，或除此之外並無其他實際可行的辦法。

管治人員負責監督 貴集團的財務申報程序。

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

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

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

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

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

核數師就審核綜合財務報表須承擔的責任

吾等的目標為合理確定此等綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有吾等意見的核數師報告。本報告僅根據百慕達1981年公司法第90條向作為實體的閣下作出，不作其他用途。吾等概不就本報告內容向任何其他人士承擔或負上任何責任。

合理確定屬高層次的核證，惟概不保證根據香港審計準則進行的審核工作總將始終察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤而產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據香港審計準則進行審核時，吾等運用專業判斷，並於整個審核過程中保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險、設計及執行審核程序以應對該等風險，以及獲取充足和適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部控制的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核有關的內部控制，以設計適當的審核程序，但並非為對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的合適性及作出會計估計和相關披露的合理性。

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

(Continued)

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken into eliminate threats or safeguards applied.

核數師就審核綜合財務報表須承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲得的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，吾等須於核數師報告中提請注意綜合財務報表中的相關披露，或倘有關披露不足，則修訂吾等的意見。吾等的結論乃基於截至核數師報告日期所獲得的審核憑證。然而，未來事項或情況可能導致貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足及適當的審核憑證，以就綜合財務報表發表意見。吾等須負責集團審核的方向、監督及執行。吾等須為吾等的審核意見承擔全部責任。

吾等與管治人員就(其中包括)審核的計劃範圍、時間安排及重大審核發現進行溝通，該等發現包括吾等在審核過程中識別的內部控制的任何重大不足之處。

吾等亦向管治人員作出聲明，說明吾等已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事宜，以及用以消除威脅的行動或採取的防範措施(如適用)。

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

(Continued)

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

The engagement director on the audit resulting in this independent auditor's report is Tong Wai Hang.

**核數師就審核綜合財務報表須承擔的責任
(續)**

從與管治人員溝通的事項中，吾等釐定對本年度綜合財務報表的審核至關重要因而構成關鍵審核事項的事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在報告中溝通某事項造成的負面後果超出產生的公眾利益，則吾等決定不應在報告中溝通有關事項。

出具本獨立核數師報告的審核項目董事為湯偉行。

Baker Tilly Hong Kong Limited

Certified Public Accountants

Hong Kong, 27 September 2024

Tong Wai Hang

Practising Certificate Number P06231

天職香港會計師事務所有限公司

執業會計師

香港，2024年9月27日

湯偉行

執業證書編號P06231

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 30 June 2024 截至2024年6月30日止年度

			2024	2023
		NOTES	2024年	2023年
		附註	HK\$'000	HK\$'000
			千港元	千港元
Revenue	收入			
– Provision of private educational services	– 提供私人教育服務		30,524	27,125
– Interest income from money lending	– 借貸利息收入		2,436	1,674
– Trading and services income from Virtual Reality (“VR”) and digital entertainment	– 來自虛擬實境(「VR」)及數碼娛樂的貿易及服務收入		89,358	88,813
			122,318	117,612
Changes in inventories of finished goods	製成品存貨變動	7	(78,807)	(76,591)
Other income, gains and losses, net	其他收入、收益及虧損，淨額	8	7,996	1,063
Staff costs	員工成本	10	(30,576)	(27,058)
Tutor contractor fee	導師承包費	10	(2,484)	(2,483)
Lease payments	租賃付款	10	(819)	(899)
Marketing expenses	市場推廣開支		(2,705)	(3,796)
Printing costs	印刷費用		(517)	(374)
Depreciation and amortisation	折舊及攤銷		(6,691)	(6,848)
Change in fair value of financial assets at fair value through profit or loss	按公平值計入損益的金融資產之公平值變動		(17,408)	(13,983)
Other operating expenses	其他經營開支	10	(8,499)	(10,902)
Finance costs	財務費用	9	(2,781)	(2,103)
Share of results of a joint venture	應佔一間合營公司業績		5	(824)
Share of results of associates	應佔聯營公司業績		(4)	(19)
			(20,972)	(27,205)
Loss before tax	除稅前虧損	10	(20,972)	(27,205)
Income tax expense	所得稅開支	12	(1,532)	(1,446)
			(22,504)	(28,651)
Loss for the year	年度虧損		(22,504)	(28,651)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 30 June 2024 截至2024年6月30日止年度

	NOTES 附註	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Other comprehensive (expense) income, net of income tax	其他全面(開支)收益，扣除所得稅		
Items that will not be reclassified to profit or loss:	不會重新分類至損益的項目：		
Fair value changes on movements in equity instruments at fair value through other comprehensive income	按公平值計入其他全面收益的股本工具變動之公平值變動	(735)	(5,761)
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：		
Exchange differences arising on translating foreign operations	換算海外經營業務時產生的匯兌差額	—	(2)
Cumulative exchange loss reclassified to profit or loss upon deregistration of a subsidiary	註銷一間附屬公司時重新分類至損益的累計匯兌虧損	—	111
Other comprehensive expense for the year, net of income tax	年度其他全面開支，扣除所得稅	(735)	(5,652)
Total comprehensive expense for the year	年度全面開支總額	(23,239)	(34,303)
(Loss) profit for the year attributable to:	以下人士應佔年度(虧損)溢利：		
Owners of the Company	本公司擁有人	(27,558)	(28,541)
Non-controlling interests	非控股權益	5,054	(110)
		(22,504)	(28,651)
Total comprehensive (expense) income for the year attributable to:	以下人士應佔年度全面(開支)收益總額：		
Owners of the Company	本公司擁有人	(28,293)	(34,193)
Non-controlling interests	非控股權益	5,054	(110)
		(23,239)	(34,303)
Loss per share	每股虧損		
— Basic (HK\$)	— 基本(港元)	(0.05)	(0.05)
— Diluted (HK\$)	— 攤薄(港元)	(0.05)	(0.05)

The notes on pages 116 to 243 form part of these consolidated financial statements.

第116至243頁所載附註為此等綜合財務報表的一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

At 30 June 2024 於2024年6月30日

		NOTES	2024	2023
		附註	2024年	2023年
			HK\$'000	HK\$'000
			千港元	千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	3,042	3,692
Right-of-use assets	使用權資產	16	6,699	8,170
Goodwill	商譽	17	20,715	20,715
Other intangible assets	其他無形資產	18	893	1,340
Interests in associates	於聯營公司的權益	19	6	10
Interest in a joint venture	於一間合營公司的權益	20	126	121
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產	21	3,786	4,521
Non-current deposits	非即期按金	22	4,089	1,744
			39,356	40,313
Current assets	流動資產			
Inventories	存貨	23	86	525
Trade and other receivables	貿易及其他應收款項	24	30,948	32,554
Loan receivables	應收貸款	25	24,461	13,976
Amounts due from related parties	應收關聯方款項	26	3,190	2,690
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	27	40,796	65,557
Bank balances and cash	銀行結餘及現金	28	8,651	13,862
			108,132	129,164
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	29	5,410	21,844
Contract liabilities	合約負債	30	3,797	3,271
Lease liabilities	租賃負債	31	4,334	5,131
Current tax liabilities	即期稅項負債		3,117	1,615
Amounts due to related parties	應付關聯方款項	32	1,240	430
Other borrowing	其他借款	33	—	21,063
			17,898	53,354
Net current assets	流動資產淨值		90,234	75,810
Total assets less current liabilities	總資產減流動負債		129,590	116,123

Consolidated Statement of Financial Position

綜合財務狀況表

At 30 June 2024 於2024年6月30日

		NOTES 附註	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	31	2,773	3,541
Other borrowing	其他借款	33	17,000	—
Retirement benefit obligations	退休福利責任	35	331	359
			20,104	3,900
Net assets	資產淨值		109,486	112,223
Capital and reserves	資本及儲備			
Share capital	股本	36	30,402	29,822
Reserves	儲備		74,228	81,786
Equity attributable to owners of the Company	本公司擁有人應佔權益		104,630	111,608
Non-controlling interests	非控股權益		4,856	615
Total equity	權益總額		109,486	112,223

The consolidated financial statements on pages 107 to 243 were approved and authorised for issue by the board of Directors on 27 September 2024 and are signed on its behalf by:

載於第107至243頁的綜合財務報表已於2024年9月27日獲董事會批准及授權刊發，並由下列人士代表簽署：

Yip Kai Pong

葉啟邦

Director

董事

Li Ming Him

李銘謙

Director

董事

The notes on pages 116 to 243 form part of these consolidated financial statements.

第116至243頁所載附註為此等綜合財務報表的一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 30 June 2024 截至2024年6月30日止年度

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Contributed surplus	Merger reserve	Capital reserve	Fair value reserve (non-recycling) (不可回撥)	Translation reserve	Share options reserve	Accumulated losses	Subtotal	Attributable to non-controlling interests	Total
		股本	股份溢價	實繳盈餘	合併儲備	股本儲備	公平值儲備	匯兌儲備	購股權儲備	累計虧損	小計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(Note i) (附註i)	(Note ii) (附註ii)	(Note iii) (附註iii)							
At 1 July 2022	於2022年7月1日	29,822	451,044	386,954	(28,321)	446	(20,549)	(109)	19,058	(692,544)	145,801	629	146,430
Loss for the year	年度虧損	-	-	-	-	-	-	-	-	(28,541)	(28,541)	(110)	(28,651)
Exchange differences arising on translating foreign operation	換算海外經營業務時產生的匯兌差額	-	-	-	-	-	-	(2)	-	-	(2)	-	(2)
Fair value changes on movements in equity instruments at fair value through other comprehensive expense	按公平值計入其他全面開支的股本工具變動之公平值變動	-	-	-	-	-	(5,761)	-	-	-	(5,761)	-	(5,761)
Reserve released upon deregistration of a subsidiary	註銷一間附屬公司時解除儲備	-	-	-	-	-	-	111	-	-	111	-	111
Total comprehensive (expense) income for the year	年度全面(開支)收益總額	-	-	-	-	-	(5,761)	109	-	(28,541)	(34,193)	(110)	(34,303)
Capital injection from non-controller shareholder	非控股股東注資	-	-	-	-	-	-	-	-	-	-	200	200
Deregistration of a subsidiary	註銷一間附屬公司	-	-	-	-	-	-	-	-	-	-	(104)	(104)
At 30 June 2023	於2023年6月30日	29,822	451,044	386,954	(28,321)	446	(26,310)	-	19,058	(721,085)	111,608	615	112,223

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 30 June 2024 截至2024年6月30日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Contributed surplus	Merger reserve	Capital reserve	Fair value reserve (non-recycling)	Share options reserve	Accumulated losses	Subtotal	Attributable to non-controlling interests	Total
		股本	股份溢價	實繳盈餘	合併儲備	股本儲備	公平值儲備 (不可回股)	購股權儲備	累計虧損	小計	非控股權益應佔	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(Note i) (附註i)	(Note ii) (附註ii)	(Note iii) (附註iii)						
At 1 July 2023	於2023年7月1日	29,822	451,044	386,954	(28,321)	446	(26,310)	19,058	(721,085)	111,608	615	112,223
(Loss) profit for the year	年度(虧損)溢利	-	-	-	-	-	-	-	(27,558)	(27,558)	5,054	(22,504)
Fair value changes on movements in equity instruments at fair value through other comprehensive expense	按公平值計入其他全面開支的股本工具變動之公平值變動	-	-	-	-	-	(735)	-	-	(735)	-	(735)
Total comprehensive (expense) income for the year	年度全面(開支)收益總額	-	-	-	-	-	(735)	-	(27,558)	(28,293)	5,054	(23,239)
Exercise of share options	行使購股權	580	23,649	-	-	-	-	(3,785)	-	20,444	-	20,444
Disposal of partial interest in a subsidiary without losing control	出售一間附屬公司部分權益但未失去控制權	-	-	-	-	-	-	-	871	871	(813)	58
At 30 June 2024	於2024年6月30日	30,402	474,693	386,954	(28,321)	446	(27,045)	15,273	(747,772)	104,630	4,856	109,486

Notes:

- (i) The contributed surplus of the Group represented the credit arising from the cancellation of share premium account and the reduction of share capital of the Company in May 2015. The balance may be utilised by the directors of the Company ("Directors") in accordance with the Company's bye-laws and all applicable laws, including to eliminate the accumulated losses of the Company.
- (ii) The merger reserve represented the difference between the nominal value of the shares of Sino Network Group Limited ("Sino Network") and the Company issued in exchange for the entire issued share capital of Express Education Limited in 2010 and Sino Network pursuant to group reorganisation in 2011.
- (iii) The capital reserve represented capital contribution arising from transfers of interest in subsidiaries to shareholders and waiver of amount due to a shareholder in prior periods.

附註:

- (i) 本集團之實繳盈餘指本公司於2015年5月因註銷股份溢價賬及削減股本所產生之進賬。本公司董事(「董事」)可根據本公司之細則及所有適用之法律使用該結餘，包括用以抵銷本公司之累計虧損。
- (ii) 合併儲備指Sino Network Group Limited(「Sino Network」)與本公司於2010年就換取Express Education Limited及根據集團重組於2011年就換取Sino Network的全部已發行股本而發行的股份面值之間的差額。
- (iii) 股本儲備指於過往期間向股東轉讓於附屬公司的權益及豁免應付一名股東的款項所產生的注資。

The notes on pages 116 to 243 form part of these consolidated financial statements.

第116至243頁所載附註為此等綜合財務報表的一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 30 June 2024 截至2024年6月30日止年度

		2024	2023
		2024年	2023年
	NOTES	HK\$'000	HK\$'000
	附註	千港元	千港元
Cash flows from operating activities	經營活動所得的現金流量		
Loss before tax	除稅前虧損	(20,972)	(27,205)
Adjustments for:	就以下項目作出調整：		
Share of results of a joint venture	應佔一間合營公司業績	(5)	824
Share of results of associates	應佔聯營公司業績	4	19
Bank interest income	銀行利息收入	(6)	(4)
Dividend income from listed equity securities	上市股本證券的股息收入	(85)	(61)
Finance costs	財務費用	2,781	2,103
Changes in fair value of financial assets at fair value through profit or loss	按公平值計入損益的金融資產之公平值變動	17,408	13,983
Gain on deemed disposal of a subsidiary	視作出售一間附屬公司的收益	—	(6)
Loss on deregistration of subsidiaries	註銷附屬公司的虧損	—	7
Loss on write off/disposal of property, plant and equipment	撇銷／出售物業、廠房及設備的虧損	6	434
Loss on disposal of intangible assets	出售無形資產的虧損	377	—
Gain on lease modification	租賃修訂收益	(44)	(124)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,042	899
Depreciation of right-of-use assets	使用權資產折舊	5,649	5,949
(Reversal of impairment loss) impairment loss on trade receivables, net	貿易應收款項的(減值虧損撥回)減值虧損，淨額	(4,818)	3,925
Impairment loss on other receivables	其他應收款項的減值虧損	—	4,000
Impairment loss (reversal of impairment loss) on loan receivables, net	應收貸款的減值虧損(減值虧損撥回)，淨額	939	(7,048)
Write off of loan interest receivables	撇銷應收貸款利息	—	79
Write off of amount due from an associate	撇銷應收一間聯營公司款項	—	746
Reversal of provision for retirement benefit obligations	退休福利責任撥備撥回	(28)	(64)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 30 June 2024 截至2024年6月30日止年度

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
	NOTES 附註		
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	2,248	(1,544)
Decrease in inventories	存貨減少	439	265
Decrease (increase) in deposits, trade and other receivables	按金、貿易及其他應收款項減少(增加)	4,079	(12,410)
(Increase) decrease in loan receivables	應收貸款(增加)減少	(11,424)	12,372
Decrease (increase) in financial assets at fair value through profit or loss	按公平值計入損益的金融資產減少(增加)	7,353	(20,269)
Increase in amounts due from related parties	應收關聯方款項增加	(500)	(2,437)
Increase in contract liabilities	合約負債增加	526	1,430
(Decrease) increase in trade and other payables	貿易及其他應付款項(減少)增加	(16,473)	12,066
Decrease in provision for retirement benefit obligations	退休福利責任撥備減少	—	(9)
Cash used in operations	營運所用現金	(13,752)	(10,536)
Hong Kong Profits Tax paid, net	已付香港利得稅，淨額	(30)	—
Net cash used in operating activities	經營活動所用的現金淨額	(13,782)	(10,536)
Cash flows from investing activities	投資活動所得的現金流量		
Interest received	已收利息	6	4
Dividend received	已收股息	85	61
Investments in associates	於聯營公司的投資	—	(29)
Purchase of property, plant and equipment	購買物業、廠房及設備	(359)	(3,336)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	—	1
Proceeds from disposal of other intangible assets	出售其他無形資產所得款項	70	—
Proceeds from issue of shares	發行股份所得款項	20,444	—
Net cash generated from (used in) investing activities	投資活動所得(所用)的現金淨額	20,246	(3,299)

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 30 June 2024 截至2024年6月30日止年度

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
	NOTES 附註		
Cash flows from financing activities	融資活動所得的現金流量		
Other borrowing raised	新增其他借款	8,000	31,000
Repayment of other borrowing	償還其他借款	(12,000)	(10,000)
Advance from related parties	自關聯方墊款	940	130
Repayment to related parties	向關聯方還款	(130)	–
Capital element of lease rentals paid	已付租賃租金之資本部分	(5,699)	(5,903)
Interest element of lease rentals paid	已付租賃租金之利息部分	(996)	(1,039)
Interest paid on other borrowing	已付其他借款利息	(1,848)	(1,001)
Proceeds from disposal of partial interest in a subsidiary without losing control	出售一間附屬公司部分權益但 未失去控制權	58	–
Net cash (used in) generated from financing activities	融資活動(所用)所得之 現金淨額	(11,675)	13,187
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(5,211)	(648)
Cash and cash equivalents at beginning of the year	年初的現金及現金等價物	13,862	14,512
Effects of exchange rate changes	匯率變動的影響	–	(2)
Cash and cash equivalents at end of the year	年終的現金及現金等價物	8,651	13,862

The notes on pages 116 to 243 form part of these consolidated financial statements.

第116至243頁所載附註為此等綜合財務報表的一部分。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

1. GENERAL

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 26 January 2011 and continued in Bermuda on 7 May 2015 (Bermuda time). The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and the principal place of business of the Company in Hong Kong is located at Unit 1708, 17/F., Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong. Its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) since 4 July 2011.

The Company acts as an investment holding company while its principal subsidiaries are principally engaged in the provision of private educational services, investment in securities, money lending business and trading of VR and gaming products and provision of related services.

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

1. 一般資料

本公司於2011年1月26日於開曼群島註冊成立及於2015年5月7日(百慕達時間)於百慕達存續為一家獲豁免之有限公司。本公司的註冊辦事處位於 Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda及本公司的香港主要營業地點位於香港夏慤道18號海富中心2座17樓1708室。其股份自2011年7月4日已於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為一間投資控股公司，而其主要附屬公司主要從事提供私人教育服務、投資證券、借貸業務以及VR與遊戲產品貿易及提供相關服務。

綜合財務報表以本公司的功能貨幣港元(「港元」)呈列。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN ACCOUNTING POLICIES

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 July 2023 for the preparation of the consolidated financial statements:

HKFRS 17 and related amendments	Insurance Contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two model Rules

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及會計政策變動

於本年度強制生效的經修訂香港財務報告準則

於本年度，本集團已首次應用下列由香港會計師公會（「香港會計師公會」）頒佈的經修訂香港財務報告準則，該等修訂於2023年7月1日開始的本集團年度期間強制生效，以供編製綜合財務報表：

香港財務報告準則第17號及相關修訂	保險合約
香港會計準則第1號及香港財務報告準則實務報告第2號的修訂	會計政策披露
香港會計準則第8號的修訂	會計估計的定義
香港會計準則第12號的修訂	與單一交易產生的資產及負債相關的遞延稅項
香港會計準則第12號的修訂	國際稅務改革－第二支柱範本規則

除下文所述者外，於本年度應用新訂及經修訂香港財務報告準則對本集團於本年度及過往年度的財務狀況及表現以及／或該等綜合財務報表所載的披露並無重大影響。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN ACCOUNTING POLICIES (Continued)

Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Impact on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

The Group has applied the amendments for the first time in the current year. HKAS 1 Presentation of Financial Statements is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in Note 3 to the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及會計政策變動（續）

於本年度強制生效的經修訂香港財務報告準則（續）

應用香港會計準則第1號及香港財務報告準則實務報告第2號的修訂會計政策的披露

本集團已於本年度首次應用該等修訂。香港會計準則第1號財務報表的呈列已修訂，以「重大會計政策資料」取代「主要會計政策」一詞的所有情況。倘會計政策資料與實體財務報表所載其他資料一併考慮時，可能合理預期影響一般用途財務報表的主要使用者基於該等財務報表作出的決定，則該等資料屬重大。

該等修訂亦闡明，儘管有關款項並不重大，但由於相關交易、其他事項或狀況的性質，會計政策資料可能屬重大。然而，並非所有與重大交易、其他事項或狀況有關的會計政策資料本身屬重大。倘實體選擇披露非重大會計政策資料，則有關資料不得掩蓋重大會計政策資料。

香港財務報告準則實務報告第2號作出重要性判斷（「實務報告」）亦經修訂，以說明實體如何將「四步法評估重大性流程」應用於會計政策披露以及可判斷有關會計政策的資料對其財務報表而言是否屬重大。實務報告已增加指引及實例。

應用該等修訂不會對本集團的財務狀況及表現造成重大影響，但影響了綜合財務報表附註3所載本集團會計政策的披露。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN ACCOUNTING POLICIES (Continued)

Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the initial recognition exemption such that it does not apply to transactions that give rise to equal and offsetting temporary differences on initial recognition such as leases. For leases, the associated deferred tax assets and liabilities are required to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to accumulated losses or other components of equity at that date. For all other transactions, the amendments are applied to those transactions that occur after the beginning of the earliest period presented.

Prior to the amendments, the Group did not apply the initial recognition exemption to lease transactions and had recognised the related deferred tax, except that the Group previously determined the temporary difference arising from a right-of-use asset and the related lease liability on a net basis on the basis they arise from a single transaction. The overall deferred tax balances presented in the consolidated statement of financial position as the related deferred tax balances qualify for offsetting under HKAS 12.

Further details are disclosed in Note 34.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) 及會計政策變動 (續)

於本年度強制生效的經修訂香港財務報告準則 (續)

香港會計準則第12號的修訂與單一交易產生的資產及負債相關的遞延稅項

該等修訂收窄初步確認豁免的範圍，使其不適用於初步確認時產生等值而互相對銷的暫時差額 (例如租賃) 的交易。就租賃而言，相關遞延稅項資產及負債須從最早呈列的比較期間開始時確認，並於該日將任何累計影響確認為累計虧損或其他權益組成部分的調整。就所有其他交易而言，該等修訂適用於已呈列的最早期間開始後進行的該等交易。

於該等修訂前，本集團並未對租賃交易應用初步確認豁免，及確認相關遞延稅項，惟本集團先前以單一交易產生的使用權資產及相關租賃負債的淨額為基礎釐定其產生的暫時差額除外。整體遞延稅項結餘於綜合財務狀況表呈列乃由於相關的遞延稅項結餘符合香港會計準則第12號項下的抵銷資格。

進一步詳情於附註34披露。

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綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN ACCOUNTING POLICIES (Continued)

New and amendments to HKFRSs in issue but not yet effective

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

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKAS 1	Non-current Liabilities with Covenants ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ¹
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ¹
Amendments to HKAS 21	Lack of Exchangeability ²
Amendments to HKFRS 9 and HKFRS 7	Classification and Measurement of Financial Instruments ³
HKFRS 18	Presentation and Disclosures in Financial Statements ⁴
HKFRS 19	Subsidiaries without Public Accountability: Disclosures ⁴
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵

- ¹ Effective for annual periods beginning on or after 1 January 2024.
- ² Effective for annual periods beginning on or after 1 January 2025.
- ³ Effective for annual periods beginning on or after 1 January 2026.
- ⁴ Effective for annual periods beginning on or after 1 January 2027.
- ⁵ Effective for annual periods beginning on or after a date to be determined.

The directors of the Company is in the process of assessing the potential impact of the above, other than HKFRS 18 and amendments to HKAS 1, the directors of the Company anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) 及會計政策變動 (續)

已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並未提早應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

香港會計準則第1號的修訂	負債分類為流動或非流動及香港詮釋第5號的相關修訂(2020年) ¹
香港會計準則第1號的修訂	附帶契約的非流動負債 ¹
香港財務報告準則第16號的修訂	售後租回的租賃負債 ¹
香港會計準則第7號及香港財務報告準則第7號的修訂	供應商融資安排 ¹
香港會計準則第21號的修訂	缺乏可兌換性 ²
香港財務報告準則第9號及香港財務報告準則第7號的修訂	金融工具的分類及計量 ³
香港財務報告準則第18號	財務報表的呈列及披露 ⁴
香港財務報告準則第19號	非公共受託責任附屬公司：披露 ⁴
香港財務報告準則第10號及香港會計準則第28號的修訂	投資者與其聯營公司或合營公司之間的資產出售或注資 ⁵

- ¹ 於2024年1月1日或之後開始的年度期間生效。
- ² 於2025年1月1日或之後開始的年度期間生效。
- ³ 於2026年1月1日或之後開始的年度期間生效。
- ⁴ 於2027年1月1日或之後開始的年度期間生效。
- ⁵ 於尚待確定日期或之後開始的年度期間生效。

本公司董事正評估上述各項(香港財務報告準則第18號以及香港會計準則第1號的修訂除外)產生之潛在影響。本公司董事預計應用所有新訂及經修訂的香港財務報告準則將不會在可見將來對綜合財務報表產生重大影響。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN ACCOUNTING POLICIES (Continued)

New and amendments to HKFRSs in issue but not yet effective (Continued)

Impact on application of Amendments to HKAS 1

Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”)

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 Financial Instruments: Presentation.
- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity’s right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) 及會計政策變動 (續)

已頒佈但尚未生效的新訂及經修訂香港財務報告準則 (續)

應用香港會計準則第1號的修訂負債分類為流動或非流動及香港詮釋第5號的相關修訂(2020年) (「2020年修訂」) 及香港會計準則第1號的修訂附帶契約的非流動負債(「2022年修訂」)的影響

2020年修訂就評估自報告日期起至少十二個月之延遲結算權利提供澄清及額外指引，以將負債分類為流動或非流動，當中：

- 澄清倘負債具有可由對方選擇透過轉讓實體本身的權益工具進行結算之條款，則僅當實體應用香港會計準則第32號金融工具：呈列將選擇權單獨確認為權益工具時，該等條款方不會影響其分類為流動或非流動。
- 訂明負債應根據報告期末存有之權利分類為流動或非流動。具體而言，該等修訂澄清分類不受管理層在十二個月內結算負債之意圖或預期所影響。

就以遵守契約為條件的自報告日期起至少十二個月的延遲結算權利而言，2020年修訂所引入的要求已被2022年修訂修改。2022年修訂訂明，只有實體須於報告期間末或之前遵守的契約才會影響實體於報告日期後至少十二個月內延遲結算負債的權利，而僅須於報告期間後遵守的契約對該權利於報告期末是否存在並無影響。



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綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN ACCOUNTING POLICIES (Continued)

New and amendments to HKFRSs in issue but not yet effective (Continued)

Impact on application of Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”) (Continued)

In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if an entity classifies liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 Amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

Based on the Group’s outstanding liabilities as at 30 June 2024, the application of the 2020 and 2022 Amendments will not result in reclassification of the Group’s liabilities.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及會計政策變動（續）

已頒佈但尚未生效的新訂及經修訂香港財務報告準則（續）

應用香港會計準則第1號的修訂負債分類為流動或非流動及香港詮釋第5號的相關修訂（2020年）（「2020年修訂」）及香港會計準則第1號的修訂附帶契約的非流動負債（「2022年修訂」）的影響（續）

此外，2022年修訂訂明有關資料的披露要求，使財務報表使用者了解倘實體將貸款安排產生的負債分類為非流動，而實體延遲結算該等負債的權利視乎實體於報告期間後十二個月內是否遵守契約的情況下，則負債可能須於報告期間後十二個月內償還的風險。

2022年修訂亦將應用2020年修訂的生效日期推遲到2024年1月1日或之後開始的年度報告期間。2022年修訂連同2020年修訂於2024年1月1日或之後開始的年度報告期間生效，並允許提早應用。倘實體在頒佈2022年修訂後的較早期間應用2020年修訂，該實體亦應在該期間應用2022年修訂。

根據本集團於2024年6月30日之未償還負債，應用2020年及2022年修訂將不會導致本集團之負債重新分類。

3. MATERIAL ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and by the disclosure requirements of Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

3. 重大會計政策

綜合財務報表根據由香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例的披露規定所規定之適用披露事項。

綜合財務報表乃按歷史成本法編製，惟誠如下文會計政策所闡釋，於各報告期末若干金融工具乃按公平值計量。

歷史成本一般按為換取貨品及服務所提供代價的公平值計算。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

3. MATERIAL ACCOUNTING POLICIES (Continued)

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

A fair value measurement of a non-financial asset takes into account a market participants ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

3. 重大會計政策(續)

公平值乃於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否可直接觀察或使用其他估值方法來估計。於估計某項資產或負債的公平值時，本集團會考慮市場參與者於計量日期對資產或負債定價時所考慮的資產或負債特點。該等綜合財務報表中作計量及／或披露用途的公平值乃按此基準釐定，惟香港財務報告準則第2號「以股份為基礎的付款」範圍內的以股份為基礎的付款交易、根據香港財務報告準則第16號入賬的租賃交易，以及與公平值相似但並非公平值的項目計量（例如香港會計準則第2號「存貨」的可變現淨值或香港會計準則第36號「資產減值」的使用價值）除外。

非金融資產的公平值計量乃經計及一名市場參與者利用資產最高及最佳用途或出售予另一名將利用資產最高及最佳用途的市場參與者而產生經濟利益的能力。

就按公平值交易的金融工具及於其後期間用於計量公平值的不可觀察輸入數據的估值技術而言，估值技術應予校正，以致估值技術的結果於初始確認時相等於交易價格。

3. MATERIAL ACCOUNTING POLICIES (Continued)

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

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

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

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

3. 重大會計政策(續)

此外，就財務呈報而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一、第二或第三級，詳情如下：

- 第一級輸入數據為實體於計量日期可存取之同類資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據為資產或負債直接或間接地可觀察之輸入數據(第一級包括之報價除外)；及
- 第三級輸入數據為資產或負債之不可觀察輸入數據。

主要會計政策載列如下。

綜合賬目基準

綜合財務報表包括本公司及受本公司及其附屬公司控制的實體的財務報表。本公司於以下情況即擁有控制權：

- 對被投資方擁有權力；
- 對所參與被投資方的可變動回報承擔風險或擁有權利；及
- 有能力利用其權力以影響其回報。

倘事實及狀況顯示上文列示三項控制元素的一項或多項有變，本集團會重新評估其是否控制被投資方。

附屬公司綜合入賬於本集團取得有關附屬公司的控制權時開始，並於本集團失去有關附屬公司的控制權時終止。具體而言，於本年度所收購或出售的附屬公司的收入及開支自本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司當日為止。



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3. MATERIAL ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity including reserves and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

3. 重大會計政策(續)

綜合賬目基準(續)

如有需要，會對附屬公司的財務報表作出調整，以使其會計政策與本集團之會計政策一致。

所有集團內公司間的資產及負債、權益、收入、開支及現金流量(與本集團成員公司間之交易有關)均於綜合賬目時全數對銷。

於附屬公司之非控股權益與本集團於其中之權益分開呈列，其指賦予其持有人於清盤時按比例分佔有關附屬公司資產淨值之現時擁有權權益。

本集團於現有附屬公司的擁有權權益的變動

本集團於現有附屬公司的擁有權權益的變動(並無導致本集團失去該等附屬公司的控制權)以權益交易入賬。本集團的相關權益部分(包括儲備與非控股權益)的賬面值均會予以調整，以反映其於附屬公司的相關權益的變動，包括按照本集團與非控股權益之權益比例，將本集團與非控股權益之間的相關儲備重新歸屬。

非控股權益的調整額與已付或已收代價的公平值之間的任何差額，直接於權益確認並歸屬於本公司擁有人。

3. MATERIAL ACCOUNTING POLICIES (Continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or groups of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs).

Investments in associates and a joint venture

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

3. 重大會計政策(續)

商譽

收購一項業務產生的商譽乃按於業務收購日期所確立的成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽乃分配至預期從合併的協同效應中獲利的本集團各現金產生單位(「現金產生單位」)(或現金產生單位組別)，即就內部管理而言監察商譽的最低層面及不大於經營分部。

已獲分配商譽之現金產生單位(或現金產生單位組別)每年或於單位有可能出現減值之跡象時更頻繁地進行減值測試。就於某個報告期因收購所產生之商譽而言，已獲分配商譽之現金產生單位(或現金產生單位組別)於該報告期末之前進行減值測試。當可收回金額少於該單位之賬面值，則減值虧損首先被分配以削減任何商譽之賬面值，其後以單位(或現金產生單位組別)各資產之賬面值為基準按比例分配到其他資產。

於聯營公司及一間合營公司的投資

聯營公司是指本集團對其有重大影響力的實體。重大影響是指參與被投資方的財務和經營決策的權力，而不是控制或共同控制這些政策。

合營公司指一項聯合安排，對安排擁有共同控制權的訂約方據此對聯合安排的資產淨值擁有權利。共同控制是指按照合約約定對某項安排所共有的控制，共同控制僅在當相關活動要求共同享有控制權的各方作出一致同意的決定時存在。



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3. MATERIAL ACCOUNTING POLICIES (Continued)

Investments in associates and a joint venture (Continued)

The results and assets and liabilities of an associate and a joint venture are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture, the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of HKAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture (see the accounting policy for impairment of other non-current assets below).

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

3. 重大會計政策(續)

於聯營公司及一間合營公司的投資(續)

聯營公司及合營公司的業績及資產與負債以權益會計法計入此等綜合財務報表。根據權益法，於聯營公司或合營公司的投資初步按成本於綜合財務狀況表確認，並於其後作出調整以確認本集團應佔該聯營公司或合營公司的損益及其他全面收益。當本集團應佔聯營公司或合營公司的虧損超出本集團於該聯營公司或合營公司的權益時，本集團終止確認其所佔的進一步虧損。僅於本集團產生法律或推定責任，或代表該聯營公司或合營公司支付款項的情況下，方會進一步確認虧損。

於一間聯營公司或一間合營公司的投資自被投資方成為一間聯營公司或一間合營公司當日起採用權益法入賬。於收購一間聯營公司或一間合營公司的投資時，投資成本超過本集團應佔該被投資方可識別資產及負債公平淨值之任何部分乃確認為商譽，並計入該投資的賬面值。本集團應佔可識別資產及負債於重新評估後的公平淨值超過投資成本的任何部分，則會於收購投資的期間即時在損益確認。

香港會計準則第36號的規定獲應用以釐定是否需要就本集團於一間聯營公司或一間合營公司的投資確認任何減值虧損(見下文有關其他非流動資產減值之會計政策)。

倘一集團實體與本集團之一間聯營公司或合營公司進行交易時，所產生之溢利及虧損僅於有關聯營公司或合營公司之權益與本集團無關之情況下，方會於本集團之綜合財務報表中確認。

3. MATERIAL ACCOUNTING POLICIES (Continued)**Investments in debt and equity securities**

The Group's policies for investments in debt and equity securities, other than investments in subsidiaries, associates and a joint venture, are set out below.

Investments in debt and equity securities are recognised/derecognised on the date of the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss ("FVPL") for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, please see Note 6. These investments are subsequently accounted for as follows, depending on their classification.

Investments other than equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

- Amortised cost: if the financial asset is held within a business model whose objective is to collect contractual cash flows, and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- Fair value through other comprehensive income ("FVOCI") – recycling: if the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows, and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- FVPL: if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

3. 重大會計政策(續)**債務及股本證券投資**

本集團對除於附屬公司、聯營公司及一間合營公司的投資之外的債務及股本證券投資的政策載列如下。

債務及股本證券的投資會於本集團承諾購買/出售該投資時確認/終止確認。投資初次按公平值加直接應佔交易成本列值，惟該等按公平值計入損益(「按公平值計入損益」)之投資除外，有關投資之交易成本直接於損益確認。有關本集團如何釐定金融工具公平值的說明，請參見附註6。該等投資其後視乎其分類按下列方式列賬。

除股本投資以外的投資

本集團持有之非股本投資分類為以下其中一個計量類別：

- 攤銷成本：倘金融資產乃按其目的為收取合約現金流量之業務模式持有，且合約條款導致於特定日期產生的現金流量僅為償還本金及尚未償還本金利息。
- 按公平值計入其他全面收益(「按公平值計入其他全面收益」)-可回撥：倘金融資產乃按其目的為同時出售及收取合約現金流量之業務模式持有，且合約條款導致於特定日期產生的現金流量僅為償還本金及尚未償還本金利息。
- 按公平值計入損益：倘投資不符合按攤銷成本計量或按公平值計入其他全面收益(可回撥)計量之標準，投資的公平值變動(包括利息)於損益內確認。



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3. MATERIAL ACCOUNTING POLICIES (Continued)

Investments in debt and equity securities (Continued)

Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purpose and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the investments are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the fair value reserve (non-recycling); and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments and will be transferred to retained profits/accumulated losses. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the accounting policy for revenue and other income recognition set out below.

Revenue and other income recognition

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

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

3. 重大會計政策(續)

債務及股本證券投資(續)

股本投資

於股本證券之投資分類為按公平值計入損益，除非股本投資並非持作買賣用途，且於首次確認投資時，本集團不可撤回地選擇指定投資按公平值計入其他全面收益(不可回撥)，以致公平值之後的變動於其他全面收益內確認。有關選擇以個別工具為基準作出，惟僅當發行人認為投資符合權益定義時方可作出。作出有關選擇後，該等投資其後按公平值計量，而公平價變動產生的收益及虧損於其他全面收益中確認，並於公平值儲備(不可回撥)內累計；而無須進行減值評估。於出售股本投資時，累計收益或虧損將會不重新分類至損益中，而將轉撥至保留盈利／累計虧損。根據下文所載之收入及其他收益確認之會計政策，股本證券投資之股息(不論分類為按公平值計入損益或按公平值計入其他全面收益)會於損益內確認為其他收入。

收入及其他收益確認

本集團將其日常業務過程中提供服務及銷售貨品所產生之收益分類為收入。

收入於產品或服務的控制權按本集團預期有權獲取的承諾代價數額(不包括該等代表第三方收取的金額)轉移至客戶時確認。收入不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

3. MATERIAL ACCOUNTING POLICIES (Continued)

Revenue and other income recognition (Continued)

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

Franchising income includes initial fees and continuing franchise fees. Initial fees are recognised when the Group has performed substantially all initial services and other obligations required of the franchisor (the Group) under the franchise agreements. Continuing franchise fees represent fees charged for the use of continuing rights granted by a franchise agreement, or for other services provided during the period of a franchise agreement, are recognised as revenue as the services are provided or the rights are used.

Income from provision of tutoring and education services is recognised when the tutorial and educational services are rendered.

Revenue from sale of goods is recognised when the customer takes possession of and accepts the products.

Supporting services income is recognised when the services are rendered.

Dividend income from investments is recognised when the shareholder's right to receive payment have been established.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see the accounting policy for credit losses from financial instruments below).

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

3. 重大會計政策(續)

收入及其他收益確認(續)

本集團的收入及其他收益確認政策之進一步詳情如下：

特許經營收入包括首次費及持續特許經營費。首次費於本集團已履行特許經營協議所規定特許人(本集團)的絕大部分首次服務及其他義務時確認。持續特許經營費指因使用特許經營協議授予的持續權利或於特許經營協議期間提供的其他服務而收取之費用，於提供服務或使用權利時確認為收入。

來自補習及教育服務的收益乃於提供補習及教育服務時確認。

銷售貨品的收入於客戶擁有及接納產品時確認。

支援服務收入乃於提供服務時確認。

當股東收取款項的權利確立時，投資的股息收入予以確認。

利息收入採用實際利率法於其產生時確認。就按攤銷成本或按公平值計入其他全面收益(可回撥)計量且並無出現信貸減值的金融資產而言，實際利率適用於資產的賬面總值。就已出現信貸減值的金融資產而言，實際利率適用於資產的攤銷成本(即扣除虧損撥備的賬面總值)(見下文有關金融工具的信貸虧損之會計政策)。

倘可合理保證將收取政府補助金且本集團將符合其附帶條件，則政府補助金會初步於綜合財務狀況表確認。補償本集團已產生開支的補助金於開支產生的相同期間有系統地於損益確認為收益。



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3. MATERIAL ACCOUNTING POLICIES (Continued)

Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

As a lessee

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

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

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

3. 重大會計政策(續)

租賃資產

本集團會於合約初始生效時評估該合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產用途的權利，則該合約屬租賃或包含租賃。當客戶有權指示已識別資產之用途以及自該用途獲得絕大部分經濟利益時，即表示擁有控制權。

作為承租人

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

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為12個月或以下的短期租賃除外。當本集團就低價值資產訂立租賃時，本集團按每項租賃情況決定是否將租賃資本化。與該等並未資本化租賃相關的租賃付款於租賃期內按系統化基準確認為開支。

當將租賃資本化時，租賃負債初始按租賃期內應付租賃付款的現值確認，並使用租賃中隱含的利率或(倘該利率不可輕易釐定)使用相關增量借款利率貼現。於初始確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法進行確認。不取決於某一指數或比率的可變租賃付款不包括在租賃負債的計量內，因此於其產生的會計期間於損益中扣除。

3. MATERIAL ACCOUNTING POLICIES (Continued)

Leased assets (Continued)

As a lessee (Continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see the accounting policy for impairment of other non-current assets below).

Refundable rental deposits are accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in non-equity securities carried at amortised cost (see the accounting policy for investments other than equity investments above). Any excess of the nominal value over the initial fair value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

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

3. 重大會計政策(續)

租賃資產(續)

作為承租人(續)

於租賃資本化時確認的使用權資產初始按成本計量，其包括租賃負債的初始金額，並就在開始日期或之前作出的任何租賃付款調整，加上產生的任何初始直接成本以及拆除及移除相關資產或還原相關資產或該資產所在地而產生的估計成本，並扣除任何已收取的租賃優惠。使用權資產隨後按成本減累計折舊及減值虧損列賬(見下文有關其他非流動資產減值之會計政策)。

可退還租賃按金乃按照適用於以攤銷成本計量的非股本證券投資的會計政策與使用權資產分開入賬(見上文除股本投資以外的投資之會計政策)。按金的名義價值超過初始公平值的任何部分作為額外租賃付款入賬，並計入使用權資產成本。

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

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3. MATERIAL ACCOUNTING POLICIES (Continued)

Leased assets (Continued)

As a lessee (Continued)

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

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

The Group presents right-of-use assets and lease liabilities as separate line items in the consolidated statement of financial position.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

3. 重大會計政策(續)

租賃資產(續)

作為承租人(續)

當租賃範疇發生變化或租賃合約原先並無規定的租賃代價發生變化(「租賃修訂」)，且未作為單獨的租賃入賬時，則亦會對租賃負債進行重新計量。在此情況下，租賃負債根據經修訂租賃付款及租賃期，使用經修訂貼現率於修訂生效日重新計量。唯一的例外是因COVID-19疫情而直接產生且符合香港財務報告準則第16號租賃第46B段所載條件的任何租金寬減。於該等情況下，本集團利用香港財務報告準則第16號第46A段所載的可行權宜方法，於觸發租金寬減事件或條件發生期間，將代價變動於損益確認為負可變租賃付款。

於綜合財務狀況表內，長期租賃負債的即期部分釐定為應於報告期後十二個月內清償的合約付款的現值。

本集團於綜合財務狀況表中將使用權資產及租賃負債呈列為獨立項目。

存貨

存貨按成本或可變現淨值兩者較低者列賬。存貨成本按先入先出法釐定。可變現淨值乃存貨估計售價減所有估計完成成本及進行銷售所需成本。進行銷售所需成本包括銷售直接應佔之增量成本及本集團為進行銷售必須產生之非增量成本。

3. MATERIAL ACCOUNTING POLICIES (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

Borrowing costs

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

3. 重大會計政策(續)

外幣

編製各獨立集團實體的財務報表時，以該實體的功能貨幣以外的貨幣(外幣)進行的交易，按交易當日的現行匯率確認。於報告期末，以外幣列值的貨幣項目以當日的現行匯率重新換算。以公平值列賬並以外幣列值的非貨幣項目按當日的現行匯率重新換算。按歷史成本以外幣入賬的非貨幣項目，不予重新換算。

結算貨幣項目及重新換算貨幣項目產生之匯兌差額會於產生期間於損益內確認。

就呈列綜合財務報表而言，本集團經營業務的資產及負債乃按於各報告期末的現行匯率換算為本集團的列賬貨幣(即港元)。收入及開支項目乃按該期內的平均匯率進行換算，惟倘期內匯率顯著波動則除外，於該情況下，則採用交易當日的現行匯率。所產生的匯兌差額(如有)會於其他全面收益中確認並於權益中匯兌儲備項下累計。

借款成本

所有借款成本於其產生期間於損益中確認。



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3. MATERIAL ACCOUNTING POLICIES (Continued)

Employee benefits

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

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

Payments to Mandatory Provident Fund (“MPF”) Scheme and state-managed retirement benefit schemes are recognised as an expense in profit or loss as and when employees have rendered services that entitling them to the contributions.

(ii) Defined benefit plan obligations

The defined benefit plan of the Group has Long Service Payment (“LSP”) under the Hong Kong Employment Ordinance.

The Group’s net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods and discounting that amount. For LSP obligations, the estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group’s MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

3. 重大會計政策(續)

僱員福利

(i) 短期僱員福利及定額供款退休計劃的供款

薪金、年度花紅、帶薪年假、定額供款退休計劃的供款以及非貨幣福利之成本於僱員提供相關服務之期間內計提。倘付款或結算遭延遲且其影響屬重大，則該等款項按其現值列賬。

向強制性公積金(「強積金」)計劃及國家營辦之退休福利計劃支付之款項乃於僱員提供之服務令其獲得供款時於損益中確認為開支。

(ii) 界定利益計劃責任

本集團的界定利益計劃根據香港僱傭條例設有長期服務金(「長期服務金」)。

本集團界定利益計劃的淨責任是透過估計僱員當期和前期已賺取的未來福利金額並對該金額進行折現來計算。對於長期服務金責任，預計未來福利金額是在扣除本集團強積金供款所產生的累算福利歸屬於僱員而產生的負服務成本後確定，該等福利被視為相關僱員的供款。

3. MATERIAL ACCOUNTING POLICIES (Continued)**Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Share-based payments arrangements

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

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

3. 重大會計政策(續)**撥備**

本集團因過往事項致使現時負有責任(法律或推定責任)，並很可能須結付該責任，且能就該責任數額作出可靠估計時，須確認撥備。

確認為撥備的金額為於報告期末對履行現時責任所需代價的最佳估計，並經計及該項責任所附帶的風險及不確定因素計量。當使用估計現金流量計算撥備以結清現時責任時，則其賬面值為該等現金流量的現值(當金錢時間值影響屬重大)。

當結算撥備所需之部分或全部經濟利益預期可自第三方收回時，如實質上確定將可獲償付及應收款項金額可作可靠計量時，則應收款項確認為資產。

以股份為基礎付款之安排

就授出附帶符合特定歸屬條件之購股權而言，所獲取服務之公平值乃參考於授出日期已授出購股權之公平值而釐定並於歸屬期間以直線基準支銷，而權益(購股權儲備)亦會相應增加。

就於授出日期即時歸屬之購股權而言，已授出購股權之公平值即時於損益列作開支。

於購股權獲行使時，先前於購股權儲備中確認之款項將轉撥至股本及股份溢價。當購股權於歸屬日期後被沒收或於屆滿日期仍未行使，則先前於購股權儲備中確認之款項將轉撥至累計虧損。



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3. MATERIAL ACCOUNTING POLICIES (Continued)

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “loss before tax” as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and 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 temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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

3. 重大會計政策(續)

稅項

本年度之所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表中所報「除稅前虧損」不同，乃由於包括其他年度應課稅或可扣稅收入或開支及不能課稅或扣稅的項目。本集團的即期稅項負債乃按報告期末已實行或大致上已實行的稅率計算。

遞延稅項乃按綜合財務報表的資產及負債賬面值與計算應課稅溢利所用相應稅基間的暫時差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產通常於很可能出現可用以扣減暫時差額的應課稅溢利時就所有可扣減暫時差額確認。若於一項交易中，因業務合併以外原因之初始確認資產及負債而引致的暫時差額既不影響應課稅溢利亦不影響會計溢利，而且於交易時不會產生相等的應課稅及可扣減暫時差額，則不會確認該等遞延稅項資產及負債。此外，倘因初步確認商譽而產生暫時差額，遞延稅項負債不會被確認。

遞延稅項負債乃按有關於附屬公司及聯營公司的投資，及於合營公司的權益的應課稅暫時差額而確認，惟若本集團可控制暫時差額撥回及暫時差額很可能將不會於可見將來撥回的情況除外。與該等投資及權益相關的可扣減暫時差額產生的遞延稅項資產僅於可能將有足夠應課稅溢利以應用暫時差額利益且預期於可見將來撥回時方始確認。

3. MATERIAL ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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 assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

Deferred tax assets and liabilities are offset when there is a legally unforeseeable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax for the current reporting period are recognised in profit or loss.

3. 重大會計政策(續)

稅項(續)

遞延稅項資產的賬面值乃於各報告期末檢討，並扣減至不再有足夠應課稅溢利可抵銷全部或部分將收回的資產為止。

遞延稅項資產及負債按預期清償負債或變現資產期間適用的稅率，按於報告期末已實施或大致實施稅率(及稅法)計量。

遞延稅項負債及資產的計量反映於報告期末本集團預期收回或清償其資產及負債賬面值的方式而引致的稅務後果。

為計量本集團確認使用權資產及相關租賃負債之租賃交易的遞延稅項，本集團會首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

本集團就其租賃負債及使用權資產分別確認遞延稅項資產及遞延稅項負債。

當擁有按法律不可預見權利以抵銷即期稅項資產與即期稅項負債，及當有關權利涉及由同一稅務機關徵收同一納稅單位之所得稅時，遞延稅項資產及負債則互相抵銷。

本報告期之即期及遞延稅項於損益中確認。

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3. MATERIAL ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses (see accounting policy for impairment on other non-current assets below), if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses, being their fair value at the date of the revaluation less subsequent accumulated amortisation and any accumulated losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses (see the accounting policy for impairment on other non-current assets below).

3. 重大會計政策(續)

物業、廠房及設備

物業、廠房及設備為有形資產，持作用於貨品或服務的生產或供應，或作行政目的。物業、廠房及設備乃按成本減其後的累計折舊及其後的累計減值虧損(如有)於綜合財務狀況表列賬(見下文有關其他非流動資產減值之會計政策)。

資產按其估計可使用年期以直線法撇銷成本並扣除其剩餘價值確認折舊。估計可使用年期、剩餘價值及折舊方法於各報告期末予以檢討，任何估計變動的影響將按前瞻基準列賬。

物業、廠房及設備項目於出售後或當預期持續使用該資產將不會產生未來經濟利益時終止確認。因出售或報廢物業、廠房及設備項目產生的任何盈虧，乃按該資產的出售所得款項與賬面值差額釐定並於損益確認。

無形資產

獨立收購的無形資產

獨立收購且具有限可使用年期之無形資產會按成本減累計攤銷及任何累計減值虧損列值，該累計減值虧損即重估日期之公平值減去其後累計之攤銷及任何累計虧損。具有限可使用年期之無形資產攤銷按直線基準在其估計可使用年期確認。估計可使用年期及攤銷方法於各報告期末檢討，任何估計變動之影響按前瞻基準入賬。獨立收購且具無限可使用年期之無形資產會按成本減任何其後累計減值虧損列值(見下文有關其他非流動資產減值之會計政策)。

3. MATERIAL ACCOUNTING POLICIES (Continued)

Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as contract asset (see the accounting policy for contract assets and contract liabilities below).

Trade and other receivables that do not contain a significant financing component are initially measured at their transaction price. All receivables are subsequently stated at amortised cost using the effective interest method, less allowance for credit losses (see the accounting policy for credit losses from financial instruments below).

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include cash, which comprises of cash on hand and demand deposits, and cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group's cash management. Such overdrafts are presented as short-term borrowings in the consolidated statement of financial position.

3. 重大會計政策(續)

貿易及其他應收款項

應收款項於本集團有無條件權利收取代價時確認。倘代價到期支付前僅需待時間推移，收取代價之權利則為無條件。倘收入於本集團具無條件權利收取代價前已確認，則金額會呈列為合約資產(見下文有關合約資產及合約負債之會計政策)。

不含重大融資成分的貿易及其他應收款項初步按交易價格計量。所有應收款項其後以實際利率法按攤銷成本減信貸虧損撥備列賬(見下文金融工具之信貸虧損之會計政策)。

現金及現金等價物

在綜合財務狀況表內呈列的現金及現金等價物包括現金(包括手頭現金及活期存款)及現金等價物(包括期限短(通常原到期日為三個月或以下)、流動性強、易於轉換為已知金額現金、價值變動風險很小的投資)。現金等價物乃為滿足短期現金承諾而非為投資或其他目的而持有。

就綜合現金流量表而言，現金及現金等價物包括上文定義的現金及現金等價物，扣除可按要求償還並構成本集團現金管理之組成部分的未償還銀行透支。該等透支於綜合財務狀況表中呈列為短期借款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

3. MATERIAL ACCOUNTING POLICIES (Continued)

Credit losses and impairment of assets

Impairment of financial assets and contract assets subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under Expected Credit Losses (“ECL”) model on financial assets (including bank balances and cash, non-current deposits, trade and other receivables, loan receivables and amounts due from related parties) and contract assets as defined in HKFRS 15. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Financial assets measured at fair value, including equity and debt securities measured at FVPL and equity securities designated at FVOCI (non-recycling), are not subject to ECL assessment.

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

The Group always recognises lifetime ECL for trade receivables and contract assets.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 重大會計政策(續)

信貸虧損及資產減值

根據香港財務報告準則第9號進行減值評估之金融資產及合約資產之減值

本集團就金融資產(包括銀行結餘及現金、非即期按金、貿易及其他應收款項、應收貸款及應收關聯方款項)及香港財務報告準則第15號所定義之合約資產根據預期信貸虧損(「預期信貸虧損」)模式進行減值評估。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初始確認以來之變動。

按公平值計量之金融資產(包括按公平值計入損益計量之股本及債務證券及指定為按公平值計入其他全面收益之股本證券(不可回撥))毋須進行預期信貸虧損的評估。

全期預期信貸虧損指在有關工具預期使用年期內發生所有可能違約事件而導致的預期信貸虧損。相對而言，12個月預期信貸虧損(「12個月預期信貸虧損」)則指預期可能於報告日期後12個月內發生違約事件而導致的部分全期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗進行，並根據債務人之特定因素、一般經濟狀況及對報告日期的當前狀況以及未來狀況預測的評估進行調整。

本集團一直就貿易應收款項及合約資產確認全期預期信貸虧損。

就所有其他工具而言，本集團按相等於12個月預期信貸虧損的金額計量虧損撥備，除非自初始確認後信貸風險大幅增加，則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃根據自初始確認以來所發生違約的可能性或風險的大幅增加而定。

3. MATERIAL ACCOUNTING POLICIES (Continued)

Credit losses and impairment of assets (Continued)

Impairment of financial assets and contract assets subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

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

3. 重大會計政策(續)

信貸虧損及資產減值(續)

根據香港財務報告準則第9號進行減值評估之金融資產及合約資產之減值(續)

(i) 信貸風險顯著增加

評估信貸風險自初步確認以來有否顯著增加時，本集團會比較於報告日期金融工具發生違約的風險及於初步確認日期金融工具發生違約的風險。於評估時，本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在毋需付出過多成本或努力即可獲得的前瞻性資料。

尤其是，在評估信貸風險是否大幅增加時，將考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級出現實際或預期顯著惡化；
- 外部市場信貸風險指標顯著惡化，如債務人的信貸息差及信貸違約掉期價格大幅增加；
- 業務、財務或經濟狀況出現或預期出現不利變動，預期導致債務人償債能力大幅下；
- 債務人經營業績出現實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境出現實際或預期的重大不利變動，導致債務人償債能力大幅下降。



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綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

3. MATERIAL ACCOUNTING POLICIES (Continued)

Credit losses and impairment of assets (Continued)

Impairment of financial assets and contract assets subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

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

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

(ii) Definition of default

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

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

3. 重大會計政策(續)

信貸虧損及資產減值(續)

根據香港財務報告準則第9號進行減值評估之金融資產及合約資產之減值(續)

(i) 信貸風險顯著增加(續)

不論上述評估的結果如何，本集團認為，當合約付款逾期超過30日，則自初始確認以來信貸風險已顯著增加，除非本集團另有合理且可支持的資料證明並非如此。

本集團定期監察識別信貸風險是否顯著增加所用標準是否有效，並酌情修訂以確保該等標準能夠在款項逾期前識別信貸風險的顯著增加。

(ii) 違約的定義

本集團認為，倘內部生成或自外部來源獲得之資料顯示債務人不太可能向其債權人(包括本集團)全額還款(不考慮本集團持有之任何抵押品)，則發生違約事件。

無論上述情形如何，本集團認為，倘金融資產逾期超過90日，則發生違約事件，除非本集團有合理有據資料能說明更寬鬆的違約標準更為合適，則作別論。

3. MATERIAL ACCOUNTING POLICIES (Continued)

Credit losses and impairment of assets (Continued)

Impairment of financial assets and contract assets subject to impairment assessment under HKFRS 9 (Continued)

(iii) 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 borrower;
- a breach of contract, such as a default or past due event;
- the lenders of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower concessions that the lenders would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

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

3. 重大會計政策(續)

信貸虧損及資產減值(續)

根據香港財務報告準則第9號進行減值評估之金融資產及合約資產之減值(續)

(iii) 信貸減值金融資產

當發生一項或多項對金融資產之估計未來現金流量有不利影響的事件時，金融資產將出現信貸減值。金融資產信貸減值的證據包括有關以下事件的可觀察數據：

- 發行人或借款人出現嚴重財務困難；
- 違反合約(如違約或逾期事件)；
- 借款人的貸款人，因借款人財務困難相關之經濟或合約理由而向借款人提供優惠(在其他情況下不予考慮)；
- 借款人很有可能將會破產或進行其他財務重組；或
- 有關金融資產的活躍市場因財務困難而消失。

(iv) 撇銷政策

倘有資料顯示交易對手有嚴重財務困難且無實際收回可能，例如對手方正進行清盤或已進入破產程序，本集團會撇銷金融資產。在考慮適當法律意見後，已撇銷金融資產仍可根據本集團的收回程序實施強制執行。撇銷構成終止確認事項。任何其後進行的收回均於損益確認。

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3. MATERIAL ACCOUNTING POLICIES (Continued)

Credit losses and impairment of assets (Continued)

Impairment of financial assets and contract assets subject to impairment assessment under HKFRS 9 (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience and forward looking information that is available without undue cost or effort.

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

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- past-due status;
- nature, size and industry of debtors; and
- external credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

3. 重大會計政策(續)

信貸虧損及資產減值(續)

根據香港財務報告準則第9號進行減值評估之金融資產及合約資產之減值(續)

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量乃指違約概率、違約虧損率(即倘違約引致虧損的程度)及違約風險的函數。評估違約概率及違約虧損率根據過往數據及前瞻性資料作出。預期信貸虧損的估計反映無偏頗及概率加權的數額，其乃根據加權的相應違約風險釐定。本集團在估算貿易應收款項的預期信貸虧損時應用可行權宜方法，根據過往信貸虧損經驗使用撥備矩陣，並根據無需付出不必要的費用或努力而可得的前瞻性資料進行調整。

一般而言，預期信貸虧損為本集團根據合約應收所有合約現金流量與本集團預期將收回的現金流量之間的差額，並按初始確認時釐定的實際利率貼現。

就集體評估而言，本集團於分組時考慮以下特徵：

- 到期情況；
- 債務人的性質、規模及行業；及
- 可用外部信貸評級。

分組由管理層定期審視，以確保各組別成份的組成項目仍然具有相似的信貸風險特徵。

利息收入按金融資產的賬面總值計算，除非金融資產出現信貸減值，在此情況下，利息收入按金融資產的攤銷成本計算。

3. MATERIAL ACCOUNTING POLICIES (Continued)

Credit losses and impairment of assets (Continued)

Impairment of financial assets and contract assets subject to impairment assessment under HKFRS 9 (Continued)

(v) Measurement and recognition of ECL (Continued)

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

Impairment of other non-current assets

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

- property, plant and equipment;
- right-of-use assets;
- goodwill;
- other intangible assets;
- interests in associates and a joint venture; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

3. 重大會計政策(續)

信貸虧損及資產減值(續)

根據香港財務報告準則第9號進行減值評估之金融資產及合約資產之減值(續)

(v) 預期信貸虧損的計量及確認(續)

本集團透過調整賬面值於損益確認所有金融工具的減值收益或虧損，惟應收賬款以及應收貸款項及利息除外，其相關調整乃透過虧損撥備賬予以確認。

其他非流動資產之減值

內部及外部來源資料於各報告期末進行審閱，以識別下列資產是否可能出現減值、或先前確認之減值虧損已經不再存在或可能已經減少之跡象(商譽則除外)：

- 物業、廠房及設備；
- 使用權資產；
- 商譽；
- 其他無形資產；
- 於聯營公司及一間合營公司的權益；及
- 本公司財務狀況表中於附屬公司的投資。

倘出現任何有關跡象，則會估計資產之可收回金額。此外，對於商譽及具無限可使用年期之無形資產，每年均會估計其可收回金額，而不論是否存在任何減值跡象。

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綜合財務報表附註

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3. MATERIAL ACCOUNTING POLICIES (Continued)

Credit losses and impairment of assets (Continued)

Impairment of other non-current assets (Continued)

Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a CGU).

Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the CGU to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to CGU (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

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

3. 重大會計政策(續)

信貸虧損及資產減值(續)

其他非流動資產之減值(續)

計算可收回金額

資產之可收回金額乃其公平值減出售成本與使用價值間之較高者。在評估使用價值時，估計未來現金流量會以反映當時市場對貨幣時間價值及資產特有的風險之評估之稅前貼現率貼現至其現值。倘資產所產生之現金流入基本上無法獨立於其他資產所產生的現金流入，則按照獨立產生現金流入之最小資產組別(即現金產生單位)釐定可收回金額。

確認減值虧損

當資產或所附屬的現金產生單位的賬面值高於其可收回金額時，減值虧損便會在損益中確認。就現金產生單位所確認的減值虧損會先分配至減低任何分配至該單一(或一組)現金產生單位的商譽的賬面值，其後會按比例減低該單一(或一組)現金產生單位的其他資產的賬面值，惟該資產的賬面值不可被減至低於其個別公平值扣除出售成本(如可計量)或使用價值(如可釐定)。

減值虧損撥回

倘若用以釐定資產(不包括商譽)可收回金額的估計發生有利的變化，則會將減值虧損撥回，而與商譽有關的減值虧損一概不予撥回。

減值虧損撥回以過往年度並無確認減值虧損時將予釐定的資產賬面值為限。減值虧損撥回會於確認撥回的年度內計入損益。

3. MATERIAL ACCOUNTING POLICIES (Continued)

Contract assets and contract liabilities

A contract asset included in trade and other receivables is recognised when the Group recognises revenue (see the accounting policy for revenue and other income recognition above) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses (see the accounting policy for credit losses and impairment of assets above) and are reclassified to receivables when the right to the consideration has become unconditional (see the accounting policy for trade and other receivables above).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see the accounting policy for revenue and other income recognition above). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see the accounting policy for trade and other receivables above).

Payables

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

3. 重大會計政策(續)

合約資產及合約負債

計入貿易及其他應收款項之合約資產於本集團具有無條件的權利收取合約所載支付條款項下的代價前，確認收入(見上文有關收入及其他收益確認之會計政策)時確認。合約資產按預期信貸虧損進行評估(見上文信貸虧損及資產減值之會計政策)，並於獲得代價的權利成為無條件時重新分類至應收款項(見上文貿易及其他應收款項之會計政策)。

合約負債於客戶在本集團確認相關收入(見上文有關收入及其他收益確認之會計政策)前，支付不可退還的代價時確認。如本集團有無條件的權利在本集團確認相關收入前收取不可退回代價，則合約負債亦會獲確認。在此等情況下，相應的應收款項亦會獲確認(見上文有關貿易及其他應收款項之會計政策)。

應付款項

應付款項初始按公平值確認，其後按攤銷成本計量，除非貼現的影響不大，在該情況下，其按發票金額列值。



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3. MATERIAL ACCOUNTING POLICIES (Continued)

Interest-bearing borrowings

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

Segment reporting

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

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

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.

3. 重大會計政策(續)

計息借款

計息借款初始按公平值減去交易成本計量。初始確認後，計息借款採用實際利率法以攤銷成本計量。利息開支乃根據上述借款成本的會計政策確認。

分部報告

經營分部及於綜合財務報表呈報之各分部項目的金額乃從為向本集團各項業務及地理位置分配資源及評估其表現而定期向本集團首席經營決策者提供的財務資料當中識別出來。

個別重要的經營分部不會合計以供財務報告之用，但如該等分部具有類似的經濟特徵以及在產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以至監管環境的本質方面類似，則作別論。個別不重要的經營分部若符合以上大部分條件，則可予合併計算。

報告期後事項

提供有關本集團於報告期末之狀況之額外資料或顯示持續經營假設並不適當之報告期後事項為調整事項，反映於綜合財務報表。並非調整事項之報告期後事項，如屬重大時乃於綜合財務報表附註披露。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Key sources of estimation uncertainty

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

Impairment assessment for goodwill and other intangible assets

The Group tests annually whether goodwill and other intangible assets have suffered any impairment in accordance with accounting policies stated in Note 3. The recoverable amounts have been determined based on value-in-use calculations or fair value less costs to sell, whichever are higher. These calculations require the use of judgments and estimates.

Judgement is required to determine key assumptions adopted in the valuation models for impairment review purpose. Changing the assumptions selected by the management in assessing impairment could materially affect the result of the impairment test and as a result affect the Group's financial condition and results of operations. If there is a significant adverse change in the key assumptions applied, it may be necessary to take additional impairment charge to the consolidated statement of profit or loss and other comprehensive income. Please refer to Note 17 for details.

4. 重要會計判斷及估計涉及不確定性的主要來源

於應用附註3所述的本集團會計政策時，董事須對未能輕易自其他途徑確定的資產及負債的賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及其他被視為相關的因素為基準。實際結果可能與該等估計不同。

估計及相關假設會持續進行檢討。倘對會計估計的修訂僅影響進行修訂的期間，則修訂乃於該期間確認，或倘修訂影響目前及未來期間，則於修訂期間及未來期間確認。

估計涉及不確定性的主要來源

下文載列於報告期末有關未來的主要假設及估計涉及不確定性的其他主要來源，而不確定性存在導致下一個財政年度的資產及負債賬面值須作出重大調整的重大風險。

商譽及其他無形資產減值評估

本集團根據附註3所載之會計政策按年測試商譽及其他無形資產是否遭受任何減值。可收回金額乃根據使用價值計算或公平值減出售成本(以較高者為準)釐定。該等計算須作出判斷及估計。

釐定用作減值檢討的估值模式所採用之主要假設需要加以判斷。改變管理層選定用來評估減值的假設可能會對減值測試的結果造成重大影響，並因此影響本集團的財務狀況及經營業績。倘所應用的主要假設出現重大不利變動，則可能需要在綜合損益及其他全面收益表中扣除額外減值。有關詳情請參閱附註17。

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Key sources of estimation uncertainty (Continued)

Impairment allowances on trade and other receivables and loan receivables

The Group estimates the loss allowances for trade and other receivables and loan receivables by assessing the ECLs. This requires the use of estimates and judgements. ECLs are based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, and an assessment of both the current and forecast general economic conditions at the end of the reporting period. Where the estimation is different from the previous estimate, such difference will affect the carrying amounts of trade and other receivables and loan receivables and thus the impairment loss in the period in which such estimate is changed. Details refer to Note 6.

Fair value measurements and valuation processes

Some of the Group's assets are measured at fair value for financial reporting purposes. The Directors determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset, the Group uses market-observable data to the extent it is available. Where observable market data are not available, the Group engages independent qualified professional valuers to perform the valuation and works closely with the independent qualified professional valuers to establish the appropriate valuation techniques and inputs to the model.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments. The use of valuation models and assumptions in valuing these financial instruments is subjective and requires varying degrees of judgement. Note 6 provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets and liabilities.

4. 重要會計判斷及估計涉及不確定性的主要來源(續)

估計涉及不確定性的主要來源(續)

貿易及其他應收款項以及應收貸款的減值撥備

本集團通過評估預期信貸虧損估計貿易及其他應收款項以及應收貸款的虧損撥備。此舉需要運用估計及判斷。預期信貸虧損乃基於本集團過往信貸虧損經驗(就債務人的特定因素作出調整)及於報告期末就當前及預測的整體經濟狀況的評估。倘估計異於過往估計數字，則相關差額將影響貿易及其他應收款項以及應收貸款之賬面值，從而令相關估計期間之減值虧損出現變動。有關詳情請參閱附註6。

公平值計量及估值程序

本集團部分資產就財務呈報目的而言按公平值計量。董事為公平值計量釐定適當的估值方法及輸入數據。

於估計一項資產的公平值時，本集團使用可獲得的市場可觀察數據。當無法獲得可觀察市場數據時，本集團委任獨立合資格專業估值師進行估值並與獨立合資格專業估值師緊密合作，為估值模式建立適當的估值方法及輸入數據。

於估計若干類別金融工具之公平值時，本集團採用包括並非根據可觀察市場數據之輸入數據之估值方法。就估值此等金融工具時所使用的估值模式及假設乃屬主觀，並須作出不同程度之判斷。附註6提供有關釐定各類資產及負債之公平值所用之估值方法、輸入數據及主要假設之詳細資料。

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The management reviews the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure through the payment of dividends, new shares issues and debt financing.

The capital structure of the Group consists of bank balances and cash, lease liabilities, amounts due to related parties, other borrowing and total equity (comprising issued share capital, reserves and accumulated losses).

The gearing ratios as at 30 June 2024 and 2023 are as follows:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Total debts (<i>Note</i>)	總債務(附註)	25,347	30,165
Less: Bank balances and cash	減：銀行結餘及現金	(8,651)	(13,862)
Net debt	淨債務	16,696	16,303
Equity attributable to owners of the Company	本公司擁有人應佔權益	104,630	111,608
Gearing ratio	資產負債比率	16%	15%

Note:

Total debts included lease liabilities, amounts due to related parties and other borrowing of the Group as detailed in Notes 31 to 33.

Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements.

5. 資本風險管理

本集團管理其資本，以確保本集團之實體將可持續經營，同時透過優化債務及權益平衡為股東帶來最大回報。本集團的整體策略與上年度維持不變。

管理層定期檢討資本架構。作為本檢討的一部分，董事考慮資本成本與各類別資本相關的風險，並將透過派付股息、發行新股及債務融資平衡其整體資本架構。

本集團的資本架構包括銀行結餘及現金、租賃負債、應付關聯方款項、其他借款及總權益(包括已發行股本、儲備及累計虧損)。

於2024年及2023年6月30日的資產負債比率如下：

附註：

總債務包括本集團的租賃負債、應付關聯方款項及其他借款，詳情見附註31至33。

本公司及其任何附屬公司概無受限於外部施加的資本規定。

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6. FINANCIAL INSTRUMENTS

Categories of financial instruments

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets	金融資產		
Financial assets at FVPL	按公平值計入損益的金融資產	40,796	65,557
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本計量的金融資產 (包括現金及現金等價物)	58,352	62,211
Financial assets at FVOCI	按公平值計入其他全面收益的 金融資產	3,786	4,521
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本計量的金融負債	28,423	49,582

Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVOCI, trade and other receivables, loan receivables, amounts due from related parties, financial assets at FVPL, bank balances and cash, trade and other payables, amounts due to related parties, other borrowing and lease liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate the effects of these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risks.

6. 金融工具

金融工具類別

財務風險管理目標及政策

本集團的主要金融工具包括按公平值計入其他全面收益的金融資產、貿易及其他應收款項、應收貸款、應收關聯方款項、按公平值計入損益的金融資產、銀行結餘及現金、貿易及其他應付款項、應付關聯方款項、其他借款及租賃負債。該等金融工具的詳情於各自附註中披露。有關該等金融工具的風險及如何減輕該等風險之影響的政策載於下文。管理層管理及監察該等風險，以確保及時及有效地實施適當措施。

就金融工具或其管理及計量風險之方式而言，本集團承受之風險類別並無變動。

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Foreign currency risk

The Group is not exposed to significant currency risk as most of sales, income, purchases and expenses are denominated in the functional currency of the operations to which they relate.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Interest rate risk

The Group's bank balances have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances. The Group is also exposed to fair value interest rate risk related primarily to its fixed-rate loan receivables, other borrowing and lease liabilities. The Directors consider the Group's exposure of the fair value interest rate risk on fixed-rate loan receivables, other borrowing and lease liabilities and the cash flow interest rate risk on its bank balances are insignificant. Therefore, no sensitivity analysis is presented.

Equity price risk

The Group is exposed to equity price risk through its investments in unlisted and listed equity securities as included in financial assets at FVOCI (see Note 21) and financial assets at FVPL (see Note 27) respectively. The management manages this exposure by maintaining a portfolio of investments with different risks.

6. 金融工具(續)

財務風險管理目標及政策(續)

外匯風險

由於本集團大部分銷售、收入、購買及開支均以相關營運的功能貨幣計值，故並無重大外匯風險。

本集團現時並無外幣對沖政策。然而，管理層會監察外匯風險，並將於必要時考慮就重大外匯風險進行對沖。

利率風險

由於銀行結餘的現行市場利率之波動，本集團的銀行結餘承受現金流量利率風險。本集團亦承受主要與其固定利率的應收貸款、其他借款及租賃負債相關的公平值利率風險。董事認為，本集團就固定利率的應收貸款、其他借款及租賃負債承受的公平值利率風險以及其銀行結餘承受的現金流量利率風險並不重大。因此，並無呈列敏感度分析。

證券價格風險

本集團因其分別計入按公平值計入其他全面收益的金融資產(見附註21)及按公平值計入損益的金融資產(見附註27)的非上市及上市股本證券投資而承受證券價格風險。管理層透過持有具多元風險之投資組合管理此風險。



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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Equity price risk (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risk at the end of the reporting period.

If the prices of the respective listed equity securities had been 10% (2023: 10%) higher/lower, the post-tax loss for the year would decrease/increase by approximately HK\$1,287,000 (2023: approximately HK\$2,897,000) as a result of the change in fair value of listed security investments. Sensitivity analysis for unlisted and suspended equity investments with fair value measurement categorised within Level 3 were disclosed in the fair value measurement of financial instrument.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to bank balances, trade and other receivables, loan receivables and amounts due from related parties. The Group's exposure to credit risk arising from bank balances is limited because the counterparties are banks for which the Group considers to have low credit risk.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position.

6. 金融工具(續)

財務風險管理目標及政策(續)

證券價格風險(續)

敏感度分析

以下敏感度分析乃根據於報告期末所承受之證券價格風險釐定。

倘各上市股本證券之價格已上升／下跌10% (2023年：10%)，則本年度的除稅後虧損將減少／增加約1,287,000港元(2023年：約2,897,000港元)，為上市證券投資的公平值變動所致。對於公平值計量分類為第三級之非上市及暫停買賣股本投資的敏感度分析披露於金融工具之公平值計量。

信貸風險

信貸風險指交易對手不履行其合約責任給本集團帶來財務虧損之風險。本集團信貸風險主要歸因於銀行結餘、貿易及其他應收款項、應收貸款及應收關聯方款項。由於交易對手為本集團認為其信貸風險較低的銀行，因此本集團承受因銀行結餘產生的信貸風險有限。

信貸風險的最大承受為綜合財務狀況表中每項金融資產的賬面值。

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(i) Trade receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which customers operate and therefore significant concentrations of credit risk primarily arise when the significant exposure to individual customers. At the end of the reporting period, the Group has a certain concentration of credit risk as 94% (2023: 66%) and 96% (2023: 96%) of the trade receivables and contract assets was due from the largest customer and the five largest customers respectively.

In respect of trade receivables and contract assets, management has a credit policy in place and the exposure to the credit risk is monitored on an ongoing basis. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group allows an average credit period within 30 days (2023: within 30 days) to its trade customers. Normally, the Group does not obtain collateral from customers. Management considers the aggregate risks arising from the possibility of credit losses are limited and to be acceptable.

The Group measures loss allowances for trade receivables and contract assets at an amount equal to lifetime ECLs, which is calculated using a provision matrix. The Group segments its trade receivables and contract assets based on the customer bases due to different loss patterns experienced in the different industries.

6. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

(i) 貿易應收款項及合約資產

本集團承受的信貸風險主要受各客戶的個別特徵影響，而非受客戶經營所在的行業或國家影響，因此，信貸風險高度集中的情況主要發生於本集團對個別客戶有重大風險承擔時。於報告期末，本集團有若干集中的信貸風險，原因為貿易應收款項及合約資產的94%(2023年：66%)及96%(2023年：96%)分別來自最大客戶及五大客戶。

對於貿易應收款項及合約資產，管理層制定信貸政策，並持續監控所承受的信貸風險。對所有需要信貸超過若干金額的客戶進行單獨的信貸評估。該等評估著重於客戶過往的到期付款歷史及當前的付款能力，並考慮客戶的特定資料以及與客戶經營所在的經濟環境有關的資料。本集團為其貿易客戶提供30日內的平均信貸期(2023年：30日內)。一般而言，本集團不會自客戶取得抵押品。管理層認為，因信貸虧損的可能性而產生的總體風險有限且可接受。

本集團以等於全期預期信貸虧損的金額計量貿易應收款項及合約資產的虧損撥備，該金額使用撥備矩陣計算。由於不同行業的虧損模式不同，本集團根據不同客戶群對其貿易應收款項及合約資產進行細分。

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綜合財務報表附註

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(i) Trade receivables and contract assets (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables and contract assets:

6. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

(i) 貿易應收款項及合約資產(續)

下表提供有關本集團貿易應收款項及合約資產的信貸風險承擔及預期信貸虧損的資料：

		2024 2024年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Provisional of private educational services	提供私人教育服務			
Current	即期	2.18	321	(7)
Past due	已逾期	24.05	262	(63)
			<u>583</u>	<u>(70)</u>
Trading of VR products and provision of related services	VR產品貿易及提供相關服務			
Current	即期	0.30	157	—
Past due	已逾期	61.24	178	(109)
			<u>335</u>	<u>(109)</u>
Trading of gaming products	遊戲產品貿易			
Current	即期	8.53	7,800	(665)
Past due	已逾期	0.01	5,910	—
			<u>13,710</u>	<u>(665)</u>

6. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies (Continued)****Credit risk (Continued)***(i) Trade receivables and contract assets (Continued)*

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables and contract assets: *(Continued)*

6. 金融工具(續)**財務風險管理目標及政策(續)****信貸風險(續)***(i) 貿易應收款項及合約資產(續)*

下表提供有關本集團貿易應收款項及合約資產的信貸風險承擔及預期信貸虧損的資料：
(續)

		2023 2023年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Provisional of private educational services	提供私人教育服務			
Current	即期	0.01	255	–
Past due	已逾期	0.56	178	(1)
			433	(1)
Trading of VR products and provision of related services	VR產品貿易及提供相關服務			
Current	即期	0.01	729	–
Past due	已逾期	10.87	460	(50)
			1,189	(50)
Trading of gaming products	遊戲產品貿易			
Current	即期	13.59	1,074	(146)
Past due	已逾期	17.74	30,798	(5,465)
			31,872	(5,611)

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(i) Trade receivables and contract assets (Continued)

Expected loss rates are based on actual loss experience over the past 12 months. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Movement in the loss allowance account in respect of trade receivables and contract assets during the year is as follows:

		Provision of private educational services 提供私人教育服務 HK\$'000 千港元	Trading of VR products and provision of related services VR產品貿易及提供相關服務 HK\$'000 千港元	Trading of gaming products 遊戲產品貿易 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 July 2022	於2022年7月1日之結餘	43	1,006	688	1,737
(Reversal of impairment losses) impairment losses recognised	已確認(減值虧損撥回)減值虧損	(42)	(956)	4,923	3,925
Balance at 30 June 2023 and 1 July 2023	於2023年6月30日及2023年7月1日之結餘	1	50	5,611	5,662
Impairment losses (reversal of impairment losses) recognised	已確認減值虧損(減值虧損撥回)	69	59	(4,946)	(4,818)
Balance at 30 June 2024	於2024年6月30日之結餘	70	109	665	844

6. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

(i) 貿易應收款項及合約資產(續)

預期虧損率乃基於過去十二個月的實際虧損經驗得出。該等比率已作調整，以反映收集過往數據期間內經濟狀況的差異、現時狀況以及本集團對應收款項預計年期內經濟狀況的意見。

年內貿易應收款項及合約資產的虧損撥備賬的變動如下：

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(ii) Other financial assets

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating (as far as available); and
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparties' ability to meet its obligations.

6. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

(ii) 其他金融資產

本集團考慮首次確認資產後的違約可能性及信貸風險於各報告期間有否持續明顯增加。為評估信貸風險有否明顯增加，本集團比較於報告日期及首次確認日期資產發生違約的風險。其考慮可獲得合理且具支持性的前瞻性資料。尤其已包含以下指標：

- 內部信貸評級
- 外部信貸評級(盡可能可獲得)；及
- 預期將導致交易對手履行其責任的能力發生重大改變的業務、財務或經濟狀況實際或預期的重大不利變化

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(ii) Other financial assets (Continued)

A summary of the assumptions underpinning the Group's ECL model is as follows:

Category 類別	Definition of category 類別的釋義	Basis for recognition of ECL provision 確認預期信貸虧損撥備的基準
Stage 1 第一階段	Exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination. 自初始確認後之信貸風險並無顯著增加，且於產生時並無信貸減值之情況。	Portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised. 確認與未來十二個月出現違約事件之可能性有關的全期預期信貸虧損的部分。
Stage 2 第二階段	Exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired. 自初始確認後之信貸風險顯著增加，惟並無信貸減值之情況。	Lifetime expected losses (i.e. reflecting the remaining lifetime of the financial asset) is recognised. 確認全期預期虧損，即反映金融資產的剩餘存續期。
Stage 3 第三階段	Exposures are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. 當發生會對該資產的估計未來現金流量造成不利影響之一項或多項事件，則有關情況會被評定為出現信貸減值。	Lifetime expected losses is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. 確認全期預期虧損，並透過應用實際利率於攤銷成本(扣除撥備)而非賬面總值計算利息收入。

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from other receivables and loan receivables are set out in Notes 24 and 25 respectively.

有關本集團因其他應收款項及應收貸款而產生的信貸風險的進一步量化披露分別載於附註24及25。

6. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

(ii) 其他金融資產(續)

本集團之預期信貸虧損模式基於的假設總結如下：

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(ii) Other financial assets (Continued)

(A) Loan receivables

At the end of the reporting period, the Group had a concentration of credit risk as 60% (2023: 75%) of the loan receivables due from the Group's three (2023: three) largest borrowing customers.

The Directors consider that the credit risk arising from the loan receivables is significantly mitigated by the collaterals held, if required. The Group seeks to maintain strict control over its outstanding loans and interest receivables to minimise credit risk. Overdue balances are reviewed regularly by management.

6. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

(ii) 其他金融資產(續)

(A) 應收貸款

於報告期末，本集團的信貸風險集中，原因為應收貸款的60%(2023年：75%)來自本集團三個(2023年：三個)最大借款客戶。

董事認為，持有的抵押品(如有需要)可大幅減輕應收貸款產生的信貸風險。本集團對其尚未償還貸款及應收利息維持嚴格控制，以盡量降低信貸風險。管理層定期審閱逾期結餘。

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(ii) Other financial assets (Continued)

(A) Loan receivables (Continued)

Movements in the gross amount of loan receivables are as follows:

		Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2022	於2022年7月1日	11,378	7,681	10,887	29,946
New loans originated	新產生貸款	3,854	720	–	4,574
Transfer	轉撥	5,395	(5,800)	405	–
Repaid during the year	於年內已償還	(9,226)	(720)	(7,000)	(16,946)
Written-off during the year	於年內已撇銷	(79)	–	–	(79)
At 30 June 2023 and 1 July 2023	於2023年6月30日及 2023年7月1日	11,322	1,881	4,292	17,495
New loans originated	新產生貸款	17,525	211	–	17,736
Transfer	轉撥	(7,247)	6,242	1,005	–
Repaid during the year	於年內已償還	(4,962)	(350)	(1,000)	(6,312)
At 30 June 2024	於2024年6月30日	16,638	7,984	4,297	28,919
By class at 30 June 2024	於2024年6月30日按類別 劃分				
– Loan receivables	– 應收貸款	16,400	7,698	4,229	28,327
– Interest receivables	– 應收利息	238	286	68	592
		16,638	7,984	4,297	28,919
By class at 30 June 2023	於2023年6月30日按類別 劃分				
– Loan receivables	– 應收貸款	11,200	1,861	4,292	17,353
– Interest receivables	– 應收利息	122	20	–	142
		11,322	1,881	4,292	17,495

6. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

(ii) 其他金融資產(續)

(A) 應收貸款(續)

應收貸款總額之變動如下：

6. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies (Continued)****Credit risk (Continued)***(ii) Other financial assets (Continued)***(A) Loan receivables (Continued)**ECLs allowances of loan receivables

An analysis of changes in the corresponding ECL allowances is as follows:

6. 金融工具(續)**財務風險管理目標及政策(續)****信貸風險(續)***(ii) 其他金融資產(續)***(A) 應收貸款(續)**應收貸款之預期信貸虧損撥備

相應的預期信貸虧損撥備之變動之分析如下：

		Stage 1	Stage 2	Stage 3	Total
		第一階段	第二階段	第三階段	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 July 2022	於2022年7月1日	57	623	9,887	10,567
Impairment loss recognised	已確認減值虧損	21	50	-	71
Transfer between stages	各階段之間轉撥	198	(603)	405	-
Impairment loss reversed during the year	年內減值虧損撥回	(119)	-	(7,000)	(7,119)
At 30 June 2023 and 1 July 2023	於2023年6月30日及 2023年7月1日	157	70	3,292	3,519
Impairment loss recognised	已確認減值虧損	28	2	968	998
Transfer between stages	各階段之間轉撥	(116)	79	37	-
Impairment loss reversed during the year	年內減值虧損撥回	(20)	(39)	-	(59)
At 30 June 2024	於2024年6月30日	49	112	4,297	4,458
By class at 30 June 2024	於2024年6月30日按類別 劃分				
- Loan receivables	- 應收貸款	48	108	4,229	4,385
- Interest receivables	- 應收利息	1	4	68	73
		49	112	4,297	4,458
By class at 30 June 2023	於2023年6月30日按類別 劃分				
- Loan receivables	- 應收貸款	156	69	3,292	3,517
- Interest receivables	- 應收利息	1	1	-	2
		157	70	3,292	3,519

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(ii) Other financial assets (Continued)

(B) Other financial assets at amortised cost

Other financial assets at amortised cost include other receivables, amounts due from related parties and bank balances. The Group accounts for its credit risk by appropriately providing for ECLs on a timely basis. In calculating the ECL rates, the Group considers historical loss rates for each category of receivables and adjusts for forward looking macroeconomic data.

At 30 June 2024 and 2023, other receivables of approximately HK\$12,098,000 were individually determined to be impaired. The individually impaired receivables related to debtors that were in financial difficulties and management assessed that none of these receivables were expected to be recovered. Consequently, specific loss allowance was recognised.

ECLs allowances of deposits and other receivables

An analysis of changes in the corresponding ECL allowances is as follows:

		Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 July 2022	於2022年7月1日之結餘	–	–	8,098	8,098
Impairment loss recognised	已確認減值虧損	–	–	4,000	4,000
Balance at 30 June 2023, 1 July 2023 and 30 June 2024	於2023年6月30日、2023年7月1日及2024年6月30日之結餘	–	–	12,098	12,098

Except for the abovementioned receivables, the Group has assessed that the ECL rate for other financial assets at amortised cost is immaterial under 12 months expected losses method. Thus no loss allowance for other financial assets at amortised cost.

6. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

(ii) 其他金融資產(續)

(B) 按攤銷成本計量的其他金融資產

按攤銷成本計量的其他金融資產包括其他應收款項、應收關聯方款項以及銀行結餘。本集團就其信貸風險適當地及時計提預期信貸虧損。於計算預期信貸虧損率時，本集團會考慮各類應收款項之歷史虧損率並就前瞻性之宏觀經濟數據作出調整。

於2024年及2023年6月30日，其他應收款項約12,098,000港元被個別釐定為已減值。個別已減值的應收款項與財務困難之債務人有關，而管理層評估該等應收款項預期不可收回。因此，特定的虧損撥備已獲確認。

按金及其他應收款項之預期信貸虧損撥備

相應的預期信貸虧損撥備之變動之分析如下：

除上述應收款項外，本集團已按12個月預期虧損法評估按攤銷成本計量的其他金融資產之預期信貸虧損率並不重大。因此，並無就按攤銷成本計量的其他金融資產作出任何虧損撥備。

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents which are deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay and includes both interest and principal cash flows for non-derivative financial liabilities.

6. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險

於管理流動資金風險時，本集團監察及維持現金及現金等價物處於管理層認為充足的水平，以撥付本集團的營運及減低現金流量波動的影響。

下表載列本集團的非衍生金融負債餘下合約到期的詳情。列表乃根據本集團可能須還款的最早日期之金融負債的未貼現現金流量而編製，包括非衍生金融負債的利息及本金現金流量。

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from market interest rates prevailing at the end of the reporting period.

6. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

列表載有利息及本金現金流量。在利息流量按浮動利率計息的範圍內，未貼現金額乃自報告期末的現行市場利率得出。

		Weighted average interest rate 加權平均利率 %	On demand or within 1 year 按要求或1年內 HK\$'000 千港元	More than 1 year but not more than 5 years 1年以上但不超過5年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 30 June 2024	於2024年6月30日					
<i>Non-derivative financial liabilities</i>	<i>非衍生金融負債</i>					
Trade payables	貿易應付款項	N/A 不適用	265	—	265	265
Other payables	其他應付款項	N/A 不適用	1,126	—	1,126	1,126
Accruals	應計費用	N/A 不適用	1,685	—	1,685	1,685
Lease liabilities	租賃負債	12%	4,927	2,984	7,911	7,107
Amounts due to related parties	應付關聯方款項	N/A 不適用	1,240	—	1,240	1,240
Other borrowing	其他借款	11%	1,870	17,886	19,756	17,000
			11,113	20,870	31,983	28,423
As at 30 June 2023	於2023年6月30日					
<i>Non-derivative financial liabilities</i>	<i>非衍生金融負債</i>					
Trade payables	貿易應付款項	N/A 不適用	16,566	—	16,566	16,566
Other payables	其他應付款項	N/A 不適用	1,143	—	1,143	1,143
Accruals	應計費用	N/A 不適用	1,708	—	1,708	1,708
Lease liabilities	租賃負債	12%	5,895	3,859	9,754	8,672
Amounts due to related parties	應付關聯方款項	N/A 不適用	430	—	430	430
Other borrowing	其他借款	11%	22,095	—	22,095	21,063
			47,837	3,859	51,696	49,582

6. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets.

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

Financial assets 金融資產	Fair value as at 於下列日期的公平值		Fair value hierarchy 公平值級別	Valuation technique(s) and key input(s) 估值方法及關鍵輸入數據
	30 June 2024 2024年6月30日 HK\$'000 千港元	30 June 2023 2023年6月30日 HK\$'000 千港元		
Financial assets at FVOCI (Note 21)				
– Unlisted equity interest	3,786	4,521	Level 3	Market approach Major significant unobservable inputs: (i) Price-to-book (“P/B”) ratio of comparable listed companies; and (ii) Discount for lack of marketability
按公平值計入其他全面收益 的金融資產(附註21)				
– 非上市股本權益	3,786	4,521	第三級	市場法 主要重大不可觀察輸入數據： (i) 可比較上市公司的市賬率(「市賬率」)；及 (ii) 就缺乏市場流通性貼現

6. 金融工具(續)

金融工具之公平值計量

此附註就有關本集團如何釐定若干金融資產的公平值提供資料。

根據經常性基準按公平值計量的本集團金融資產的公平值

本集團部分金融資產於各報告期末按公平值計量。下表所載資料說明如何釐定該等金融資產的公平值(尤其是所用的估值方法及輸入數據)。

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6. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments

(Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used). (Continued)

Financial assets 金融資產	Fair value as at 於下列日期的公平值		Fair value hierarchy 公平值級別	Valuation technique(s) and key input(s) 估值方法及關鍵輸入數據
	30 June 2024 2024年6月30日 HK\$'000 千港元	30 June 2023 2023年6月30日 HK\$'000 千港元		
Financial assets at FVPL (Note 27)				
– Listed equity securities	15,417	34,693	Level 1	Quoted bid prices in an active market
– Unlisted equity investment	16,671	17,369	Level 3	Index Return Method Major significant unobservable input: (i) Change in share price of comparable listed companies during the delisted period; and (ii) Discount for lack of marketability
按公平值計入損益的 金融資產(附註27)				
– 上市股本證券	15,417	34,693	第一級	活躍市場所報買入價
– 非上市股本投資	16,671	17,369	第三級	指數回報法 主要重大不可觀察輸入數據： (i) 除牌期間可比較上市公司的股價變動；及 (ii) 就缺乏市場流通性貼現

6. 金融工具(續)

金融工具之公平值計量(續)

根據經常性基準按公平值計量的本集團金融資產的公平值(續)

本集團部分金融資產於各報告期末按公平值計量。下表所載資料說明如何釐定該等金融資產的公平值(尤其是所用的估值方法及輸入數據)。(續)

6. FINANCIAL INSTRUMENTS (Continued)**Fair value measurements of financial instruments (Continued)****Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)**

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used). (Continued)

Financial assets 金融資產	Fair value as at 於下列日期的公平值		Fair value hierarchy 公平值級別	Valuation technique(s) and key input(s) 估值方法及關鍵輸入數據
	30 June 2024 2024年6月30日 HK\$'000 千港元	30 June 2023 2023年6月30日 HK\$'000 千港元		
Financial assets at FVPL (Note 27) (Continued)				
– Convertible bond in Hong Kong	–	1,544	Level 3	Discounted cash flow model for debt component and the Binomial option pricing model for equity component Major significant unobservable input: (i) Discount rate
– Unlisted equity funds outside Hong Kong	8,708	11,951	Level 2	Net asset value of the fund provided by the broker
按公平值計入損益的 金融資產(附註27)(續)				
– 香港可換股債券	–	1,544	第三級	貼現現金流量模式(債務部分)及二項式期權定價模式(權益部分) 主要重大不可觀察輸入數據： (i) 貼現率
– 香港境外非上市股本基金	8,708	11,951	第二級	經紀提供的基金資產淨值

There was no change in valuation techniques during the year ended 30 June 2024. The Directors believe that the estimated fair values resulting from the valuation technique(s), which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in the consolidated statement of profit or loss and other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

6. 金融工具(續)**金融工具之公平值計量(續)**

根據經常性基準按公平值計量的本集團金融資產的公平值(續)

本集團部分金融資產於各報告期末按公平值計量。下表所載資料說明如何釐定該等金融資產的公平值(尤其是所用的估值方法及輸入數據)。(續)

於截至2024年6月30日止年度，估值方法並無改變。董事認為估值方法得出之估計公平值(於綜合財務狀況表入賬)及相關公平值變動(於綜合損益及其他全面收益表入賬)為合理，亦為於報告期末最恰當之價值。

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6. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments

(Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Below is a summary of relationship of unobservable input(s) to fair value, significant unobservable inputs to the valuation of financial instruments together with a quantitative analysis as at 30 June 2024:

Financial assets	Valuation technique	Relationship of unobservable input(s) to fair value	Significant unobservable Input(s)	Range/ amount	Sensitivity of fair value to the input(s)
金融資產	估值方法	不可觀察輸入數據與公平值的關係	重大不可觀察輸入數據	範圍/金額	輸入數據公平值之敏感度
Unlisted equity interest – approximately HK\$3,786,000 (2023: approximately HK\$4,521,000)	Market approach	Higher the P/B ratio, higher the fair value and vice versa	P/B ratio	0.55 times (2023: 0.51 times)	5% increase (decrease) in the P/B ratio would result in increase (decrease) in fair value of approximately HK\$70,000 (2023: approximately HK\$67,000)
		Higher the discount rate of lack of marketability, lower the fair value and vice versa	Discount for lack of marketability	20.5% (2023: 20.5%)	5% increase (decrease) in the discount rate of lack of marketability would result in (decrease) increase in fair value of approximately HK\$49,000 (2023: approximately HK\$57,000)
非上市股本權益 – 約3,786,000港元 (2023年：約4,521,000港元)	市場法	市賬率越高，公平值越高，反之亦然	市賬率	0.55倍 (2023年：0.51倍)	市賬率增加(減少)5%會導致公平值增加(減少)約70,000港元(2023年：約67,000港元)
		缺乏市場流通性的貼現率越高，公平值越低，反之亦然	就缺乏市場流通性貼現	20.5% (2023年：20.5%)	缺乏市場流通性的貼現率增加(減少)5%會導致公平值(減少)增加約49,000港元(2023年：約57,000港元)

6. 金融工具(續)

金融工具之公平值計量(續)

根據經常性基準按公平值計量的本集團金融資產的公平值(續)

於2024年6月30日，不可觀察輸入數據與公平值的關係、金融工具估值之重大不可觀察輸入數據連同定量分析的概要如下：

6. FINANCIAL INSTRUMENTS (Continued)**Fair value measurements of financial instruments***(Continued)*

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Below is a summary of relationship of unobservable input(s) to fair value, significant unobservable inputs to the valuation of financial instruments together with a quantitative analysis as at 30 June 2024: *(Continued)*

6. 金融工具(續)**金融工具之公平值計量(續)**

根據經常性基準按公平值計量的本集團金融資產的公平值(續)

於2024年6月30日，不可觀察輸入數據與公平值的關係、金融工具估值之重大不可觀察輸入數據連同定量分析的概要如下：(續)

Financial assets	Valuation technique	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公平值的關係	Significant unobservable Input(s) 重大不可觀察輸入數據	Range/ amount 範圍/金額	Sensitivity of fair value to the input(s) 輸入數據公平值之敏感度
Unlisted equity securities – approximately HK\$16,671,000 (2023: approximately HK\$17,369,000)	Index Return Method	Higher the share price of the comparable companies, higher the fair value and vice versa	Change in share price of comparable companies during the delisted period	-8.67% to -1.40% (2023: -5.55% to 25.3%)	5% increase (decrease) in share price of comparable companies would result in increase (decrease) in fair value of approximately HK\$35,000 (2023: approximately HK\$70,000)
		Higher the discount rate of lack of marketability, lower the fair value and vice versa	Discount for lack of marketability	53% (2023: 53%)	5% increase (decrease) in the discount rate of lack of marketability would result in (decrease) increase in fair value of approximately HK\$802,000 (2023: approximately HK\$977,000)
非上市股本證券 – 約16,671,000港元 (2023年：約17,369,000港元)	指數回報法	可比較公司的股價越高，公平值越高，反之亦然	除牌期間可比較公司的股價變動的	-8.67%至-1.40% (2023年：-5.55%至25.3%)	可比較公司的股價增加(減少)5%會導致公平值增加(減少)約35,000港元 (2023年：約70,000港元)
		缺乏市場流通性的貼現率越高，公平值越低，反之亦然	就缺乏市場流通性貼現	53% (2023年：53%)	缺乏市場流通性的貼現率增加(減少)5%會導致公平值(減少)增加約802,000港元 (2023年：約977,000港元)

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6. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments

(Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Below is a summary of relationship of unobservable input(s) to fair value, significant unobservable inputs to the valuation of financial instruments together with a quantitative analysis as at 30 June 2024: (Continued)

Financial assets	Valuation technique	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公平值的關係	Significant unobservable Input(s) 重大不可觀察輸入數據	Range/ amount	Sensitivity of fair value to the input(s) 輸入數據公平值之敏感度
金融資產	估值方法	不可觀察輸入數據與公平值的關係	重大不可觀察輸入數據	範圍/金額	輸入數據公平值之敏感度
Convertible bond in Hong Kong – HK\$Nil (2023: approximately HK\$1,544,000)	Discounted cash flows for debt component and the Binomial option pricing model for equity component	Higher the discount rate, lower the fair value and vice versa	Discount rate	N/A (2023: 13.4%)	5% increase (decrease) in the discount rate would result in (decrease) increase in fair value of HK\$Nil (2023: approximately HK\$234,000)
香港可換股債券 – 零港元 (2023年：約1,544,000港元)	貼現現金流量模式(債務部分)及二項式期權定價模式(權益部分)	貼現率越高，公平值越低，反之亦然	貼現率	不適用 (2023年：13.4%)	貼現率增加(減少)5%會導致公平值(減少)增加零港元 (2023年：約234,000港元)

6. 金融工具(續)

金融工具之公平值計量(續)

根據經常性基準按公平值計量的本集團金融資產的公平值(續)

於2024年6月30日，不可觀察輸入數據與公平值的關係、金融工具估值之重大不可觀察輸入數據連同定量分析的概要如下：(續)

6. FINANCIAL INSTRUMENTS (Continued)**Fair value measurements of financial instruments***(Continued)***Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)***Fair value hierarchy***6. 金融工具(續)****金融工具之公平值計量(續)**

根據經常性基準按公平值計量的本集團金融資產的公平值(續)

公平值級別

		Level 1	Level 2	Level 3	Total
		第一級	第二級	第三級	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
As at 30 June 2024	於2024年6月30日				
Financial assets at FVOCI	按公平值計入其他全面收益的金融資產				
– Unlisted equity interest	– 非上市股本權益	–	–	3,786	3,786
Financial assets at FVPL	按公平值計入損益的金融資產				
– Listed equity securities	– 上市股本證券	15,417	–	–	15,417
– Unlisted equity investment in Hong Kong	– 香港非上市股本投資	–	–	16,671	16,671
– Unlisted equity funds outside Hong Kong	– 香港境外非上市股本基金	–	8,708	–	8,708
		15,417	8,708	16,671	40,796
As at 30 June 2023	於2023年6月30日				
Financial assets at FVOCI	按公平值計入其他全面收益的金融資產				
– Unlisted equity interest	– 非上市股本權益	–	–	4,521	4,521
Financial assets at FVPL	按公平值計入損益的金融資產				
– Listed equity securities	– 上市股本證券	34,693	–	–	34,693
– Unlisted equity investment in Hong Kong	– 香港非上市股本投資	–	–	17,369	17,369
– Convertible bond in Hong Kong	– 香港可換股債券	–	–	1,544	1,544
– Unlisted equity funds outside Hong Kong	– 香港境外非上市股本基金	–	11,951	–	11,951
		34,693	11,951	18,913	65,557

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6. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

During the year ended 30 June 2023, there were no transfer between Level 1 and 2 and there was a transfer of fair value measurement from Level 3 into Level 1 for listed equity securities.

During the year ended 30 June 2024, there was no transfer of fair value measurement between Level 1, Level 2 or Level 3.

The details of movements in fair value measurements in Level 3 are as follows:

Reconciliation of Level 3 fair value measurements

At beginning of the year	於年初	18,913	4,521	21,994	10,282
Additions	添置	–	–	1,499	–
Disposals	出售	(1,544)	–	–	–
Changes in fair value recognised in profit or loss (included in change in fair value of financial assets at FVPL)	於損益確認的公平值變動(計入按公平值計入損益的金融資產的公平值變動)	(698)	–	(3,883)	–
Changes in fair value recognised in other comprehensive income (included in fair value reserve (non-recycling))	於其他全面收益確認的公平值變動(計入公平值儲備(不可回撥))	–	(735)	–	(5,761)
Transfer from Level 3 to Level 1 (Note)	由第三級轉入第一級(附註)	–	–	(697)	–
At end of the year	於年末	16,671	3,786	18,913	4,521

6. 金融工具(續)

金融工具之公平值計量(續)

根據經常性基準按公平值計量的本集團金融資產的公平值(續)

截至2023年6月30日止年度，第一級與第二級之間並無任何轉移，而上市股本證券之公平值計量由第三級轉移至第一級。

截至2024年6月30日止年度，第一級、第二級與第三級之間並無任何公平值計量轉移。

第三級公平值計量的變動詳情如下：

第三級公平值計量的對賬

		2024 2024年		2023 2023年	
		Financial assets at FVPL	Financial assets at FVOCI	Financial assets at FVPL	Financial assets at FVOCI
		按公平值計入損益的金融資產	按公平值計入其他全面收益的金融資產	按公平值計入損益的金融資產	按公平值計入其他全面收益的金融資產
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At beginning of the year	於年初	18,913	4,521	21,994	10,282
Additions	添置	–	–	1,499	–
Disposals	出售	(1,544)	–	–	–
Changes in fair value recognised in profit or loss (included in change in fair value of financial assets at FVPL)	於損益確認的公平值變動(計入按公平值計入損益的金融資產的公平值變動)	(698)	–	(3,883)	–
Changes in fair value recognised in other comprehensive income (included in fair value reserve (non-recycling))	於其他全面收益確認的公平值變動(計入公平值儲備(不可回撥))	–	(735)	–	(5,761)
Transfer from Level 3 to Level 1 (Note)	由第三級轉入第一級(附註)	–	–	(697)	–
At end of the year	於年末	16,671	3,786	18,913	4,521

6. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Reconciliation of Level 3 fair value measurements (Continued)

The Group did not have any financial liabilities measured at fair value as at 30 June 2024 and 2023.

Note: During the year ended 30 June 2023, the transfer from Level 3 to Level 1 was due to the resumption of share trading of an equity security, Beijing Gas Blue Sky Holdings Limited (a company listed on the Main Board of the Stock Exchange with stock code: 6828), since 25 July 2022. The resumed shares were included in the equity securities classified as financial assets at fair value through profit or loss as at 30 June 2023. The Group's policy is to recognise transfer into and transfer out of Level 3 as at the date of event or change in circumstances that caused the transfer.

Fair value of the Group's financial assets that are not measured at fair value on a recurring basis

The Directors consider that the carrying amounts of Group's financial assets and liabilities recorded at cost or amortised cost in the consolidated financial statements approximate their fair values as at 30 June 2024 and 2023.

6. 金融工具(續)

金融工具之公平值計量(續)

根據經常性基準按公平值計量的本集團金融資產的公平值(續)

第三級公平值計量的對賬(續)

本集團於2024年及2023年6月30日並無任何按公平值計量的金融負債。

*附註：*截至2023年6月30日止年度，由第三級轉入第一級乃由於自2022年7月25日以來北京燃氣藍天控股有限公司(一間於聯交所主板上市的公司，股份代號：6828)之股本證券恢復股份買賣。於2023年6月30日，恢復買賣的股份計入分類為按公平值計入損益的金融資產的股本證券。本集團的政策是於事件發生之日或導致轉移的情況發生時，確認轉入及轉出第三級。

並非根據經常性基準按公平值計量的本集團金融資產的公平值

董事認為於2024年及2023年6月30日按成本或攤銷成本於綜合財務報表記賬的本集團金融資產及負債的賬面值與其公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

7. REVENUE AND SEGMENT INFORMATION

The Group's operating and reporting segments have been identified on the basis of internal management reports prepared in accordance with the accounting policies in conformity with HKFRSs, that are regularly reviewed by the executive Directors, being the chief operating decision maker ("CODM") of the Group, in order to allocate resources to segments and to assess their performances.

The Group's operations have been organised based on four operating divisions as described below. Similarly, the information reported to the CODM is also prepared on such basis. No operating segments identified by the CODM have been aggregated in arriving the reportable segments of the Group.

Specifically, the Group's reportable and operating segments are as follows:

- Provision of private educational services – secondary tutoring services, primary tutoring services, skill courses and test preparation courses, franchising income, English language training and test preparation courses and STEAM education services
- Investment in securities – trading of securities
- Money lending – providing loans as money lender
- VR and digital entertainment – trading of VR and gaming products and provision of related services

7. 收入及分部資料

本集團的經營及報告分部已根據符合香港財務報告準則的會計政策編製的內部管理報告基準予以識別，有關報告由作為本集團的首席經營決策者（「首席經營決策者」）的執行董事定期審閱以向分部分配資源及評估其表現。

本集團的經營已按於下文所述的四個經營分部予以組成。同樣地，向首席經營決策者報告的資料亦已根據有關基準編製。在達致本集團可報告分部時，並無綜合首席經營決策者所識別的經營分部。

具體而言，本集團的可報告及經營分部如下：

- 提供私人教育服務 – 中學補習服務、小學輔導服務、展藝課程及應試課程、特許經營收入、英語培訓及應試課程以及STEAM教育服務
- 投資證券 – 買賣證券
- 借貸 – 作為貸款人提供貸款
- VR及數碼娛樂 – VR與遊戲產品貿易及提供相關服務

7. REVENUE AND SEGMENT INFORMATION

(Continued)

(a) Segment revenue and results

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

For the year ended 30 June 2024

7. 收入及分部資料(續)

(a) 分部收入及業績

本集團按經營及可報告分部分類的收入及業績分析如下：

截至2024年6月30日止年度

		Provision of private educational services 提供私人 教育服務 HK\$'000 千港元	Investment in securities 投資證券 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	VR and digital entertainment VR及 數碼娛樂 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Disaggregated by timing of revenue recognition	按收入確認時間劃分					
Over time	於一段時間	30,524	—	2,436	1,107	34,067
At a point in time	於一個時間點	—	—	—	88,251	88,251
Segment revenue (revenue from external customers)	分部收入 (來自外部客戶之收入)	<u>30,524</u>	<u>—</u>	<u>2,436</u>	<u>89,358</u>	<u>122,318</u>
Segment results	分部業績	<u>367</u>	<u>(17,488)</u>	<u>1,251</u>	<u>12,984</u>	<u>(2,886)</u>
Bank interest income	銀行利息收入					6
Interests expenses on other borrowing	其他借款利息開支					(1,785)
Share of results of a joint venture	應佔一間合營公司業績					5
Share of results of associates	應佔聯營公司業績					(4)
Unallocated corporate expenses	未分配公司開支					<u>(16,308)</u>
Loss before tax	除稅前虧損					<u>(20,972)</u>

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綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

7. REVENUE AND SEGMENT INFORMATION

(Continued)

(a) Segment revenue and results (Continued)

The following is an analysis of the Group's revenue and results by operating and reportable segments: (Continued)

For the year ended 30 June 2023

7. 收入及分部資料(續)

(a) 分部收入及業績(續)

本集團按經營及可報告分部分類的收入及業績分析如下：(續)

截至2023年6月30日止年度

		Provision of private educational services 提供私人 教育服務 HK\$'000 千港元	Investment in securities 投資證券 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	VR and digital entertainment VR及 數碼娛樂 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Disaggregated by timing of revenue recognition	按收入確認時間劃分					
Over time	於一段時間	27,125	-	1,674	1,813	30,612
At a point in time	於一個時間點	-	-	-	87,000	87,000
Segment revenue (revenue from external customers)	分部收入 (來自外部客戶之收入)	27,125	-	1,674	88,813	117,612
Segment results	分部業績	(5,095)	(15,080)	3,871	834	(15,470)
Bank interest income	銀行利息收入					4
Interests expenses on other borrowing	其他借款利息開支					(1,064)
Share of results of a joint venture	應佔一間合營公司業績					(824)
Share of results of associates	應佔聯營公司業績					(19)
Gain on deemed disposal of a subsidiary	視作出售一間附屬公司收益					6
Gain on deregistration of a subsidiary	註銷一間附屬公司收益					104
Unallocated corporate expenses	未分配公司開支					(9,942)
Loss before tax	除稅前虧損					(27,205)

7. REVENUE AND SEGMENT INFORMATION (Continued)

(a) Segment revenue and results (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. The CODM assesses segment results using a measure of operating profit (loss) whereby certain items are not included in arriving at the segment results of the operating segments (i.e. bank interest income, interest expenses on other borrowing, gain on deemed disposal of a subsidiary, gain on deregistration of a subsidiary, share of results of a joint venture and associates, and unallocated corporate expenses).

7. 收入及分部資料(續)

(a) 分部收入及業績(續)

經營分部的會計政策與附註3所述之本集團的會計政策相同。首席經營決策者以經營溢利(虧損)的計量來評估分部業績，當中若干項目在計算經營分部的分部業績時並無包括在內，即銀行利息收入、其他借款利息開支、視作出售一間附屬公司收益、註銷一間附屬公司收益、應佔一間合營公司及聯營公司業績以及未分配公司開支。

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綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

7. REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Segment assets and liabilities

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

As at 30 June 2024

7. 收入及分部資料(續)

(b) 分部資產及負債

本集團按經營及可報告分部進行的資產及負債分析如下：

於2024年6月30日

		Provision of private educational services 提供私人 教育服務 HK\$'000 千港元	Investment in securities 投資證券 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	VR and digital entertainment VR及 數碼娛樂 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Assets	資產					
Segment assets	分部資產	10,083	40,798	25,397	47,612	123,890
Unallocated assets	未分配資產					
Bank balances and cash	銀行結餘及現金					7,729
Interests in associates	於聯營公司的權益					6
Interest in a joint venture	於一間合營公司的權益					126
Financial assets at FVOCI	按公平值計入其他全面收益 的金融資產					3,786
Other corporate assets	其他公司資產					11,951
						147,488
Liabilities	負債					
Segment liabilities	分部負債	12,491	327	–	1,728	14,546
Unallocated liabilities	未分配負債					
Other borrowing	其他借款					17,000
Current tax liabilities	即期稅項負債					3,117
Other corporate liabilities	其他公司負債					3,339
						38,002

7. REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Segment assets and liabilities (Continued)

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

As at 30 June 2023

7. 收入及分部資料(續)

(b) 分部資產及負債(續)

本集團按經營及可報告分部進行的資產及負債分析如下：(續)

於2023年6月30日

		Provision of private educational services 提供私人 教育服務 HK\$'000 千港元	Investment in securities 投資證券 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	VR and digital entertainment VR及 數碼娛樂 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Assets	資產					
Segment assets	分部資產	12,590	65,572	19,016	50,468	147,646
Unallocated assets	未分配資產					
Bank balances and cash	銀行結餘及現金					8,839
Interests in associates	於聯營公司的權益					10
Interest in a joint venture	於一間合營公司的權益					121
Financial assets at FVOCI	按公平值計入其他全面收益 的金融資產					4,521
Other corporate assets	其他公司資產					8,340
						169,477
Liabilities	負債					
Segment liabilities	分部負債	14,318	327	–	17,193	31,838
Unallocated liabilities	未分配負債					
Other borrowing	其他借款					21,063
Current tax liabilities	即期稅項負債					1,615
Other corporate liabilities	其他公司負債					2,738
						57,254



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綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

7. REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Segment assets and liabilities (Continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to the operating segments other than bank balances and cash (other than those included in the money lending segment), interests in associates, interest in a joint venture, financial assets at FVOCI and other corporate assets; and
- all liabilities are allocated to the operating segments other than other borrowing, current tax liabilities and other corporate liabilities.

7. 收入及分部資料(續)

(b) 分部資產及負債(續)

就監控分部表現及於分部之間分配資源的目的而言：

- 除銀行結餘及現金(計入借貸分部者除外)、於聯營公司的權益、於一間合營公司的權益、按公平值計入其他全面收益的金融資產及其他公司資產外，所有資產均分配至經營分部；及
- 除其他借款、即期稅項負債及其他公司負債外，所有負債均分配至經營分部。

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For the year ended 30 June 2024 截至2024年6月30日止年度

7. REVENUE AND SEGMENT INFORMATION (Continued)

(c) Other segment information

7. 收入及分部資料(續)

(c) 其他分部資料

		Provision of private educational services 提供私人 教育服務 HK\$'000 千港元	Investment in securities 投資證券 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	VR and digital entertainment VR及 數碼娛樂 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
For the year ended 30 June 2024	截至2024年6月30日止年度						
Capital additions	資本添置	(3,191)	–	–	(27)	(1,706)	(4,924)
Depreciation expense on owned property, plant and equipment	自有物業、廠房及設備的折舊費用	(270)	–	(4)	(93)	(675)	(1,042)
Depreciation expense on right-of-use assets	使用權資產的折舊費用	(4,806)	–	–	–	(843)	(5,649)
Reversal of retirement benefit obligations	退休福利責任撥回	28	–	–	–	–	28
Change in fair value of financial assets at FVPL	按公平值計入損益的金融資產之 公平值變動	–	(14,214)	–	–	(3,194)	(17,408)
(Impairment loss) reversal of impairment loss on trade receivables	貿易應收款項之(減值虧損)減值 虧損撥回	(69)	–	–	4,887	–	4,818
Impairment loss on loan receivables	應收貸款之減值虧損	–	–	(939)	–	–	(939)
For the year ended 30 June 2023	截至2023年6月30日止年度						
Capital additions	資本添置	(7,531)	–	(19)	(225)	(4,604)	(12,379)
Depreciation expense on owned property, plant and equipment	自有物業、廠房及設備的折舊費用	(370)	–	(2)	(180)	(347)	(899)
Depreciation expense on right-of-use assets	使用權資產的折舊費用	(4,260)	–	–	(723)	(966)	(5,949)
Reversal of retirement benefit obligations	退休福利責任撥回	64	–	–	–	–	64
Change in fair value of financial assets at FVPL	按公平值計入損益的金融資產之 公平值變動	–	(13,983)	–	–	–	(13,983)
Reversal of impairment loss (impairment loss) on trade receivables	貿易應收款項之減值虧損撥回 (減值虧損)	42	–	–	(3,967)	–	(3,925)
Impairment loss on other receivables	其他應收款項之減值虧損	–	–	(4,000)	–	–	(4,000)
Reversal of impairment loss on loan receivables	應收貸款之減值虧損撥回	–	–	7,048	–	–	7,048
Write off of loan interest receivable	撇銷應收貸款利息	–	–	(79)	–	–	(79)
Write off of amount due from an associate	撇銷應收一間聯營公司款項	(746)	–	–	–	–	(746)

No geographical information is presented as more than 90% of the Group's assets, revenue and results for the both years are derived from activities located in Hong Kong.

由於本集團於兩個年度的90%以上資產、收入及業績均源自位於香港的業務，故概無呈列地區資料。

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For the year ended 30 June 2024 截至2024年6月30日止年度

7. REVENUE AND SEGMENT INFORMATION

(Continued)

(c) Other segment information (Continued)

Major customers

Revenue from major customers, each of whom accounted for 10% or more of the total revenue, is set out below:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Customer A	客戶A	79,395	39,671
Customer B	客戶B	N/A不適用*	30,019
Customer C	客戶C	N/A不適用*	13,848

The above customers are related to the VR and digital entertainment segment.

* The corresponding revenue did not contribute over 10% of the total revenue of the Group.

7. 收入及分部資料(續)

(c) 其他分部資料(續)

主要客戶

來自主要客戶的收入(各自均佔總收入10%或以上)載列如下：

	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Customer A	79,395	39,671
Customer B	N/A不適用*	30,019
Customer C	N/A不適用*	13,848

以上客戶與VR及數碼娛樂分部有關。

* 相關收入貢獻本集團收入總額少於10%。

7. REVENUE AND SEGMENT INFORMATION

(Continued)

(d) Revenue from major services

7. 收入及分部資料(續)

(d) 主要服務收入

	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15		
Secondary tutoring services	962	893
Primary tutoring services, skill courses and test preparation courses	23,778	20,231
Franchising income	3,904	4,082
English language training and test preparation courses	—	85
STEAM education services	1,880	1,834
Trading of VR and gaming products and provision of related services	89,358	88,813
	119,882	115,938
Revenue from other sources		
Loan interest income	2,436	1,674
	122,318	117,612

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its revenue contracts such that information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under those revenue contracts that had an original expected duration of one year or less is not disclosed.

本集團已將香港財務報告準則第15號第121段中的可行權宜方法應用於其收入合約，因此，並無披露本集團在履行該等收入合約（原預計期限為一年或更短）項下剩餘履約義務時將有權取得的收入資料。

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綜合財務報表附註

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8. OTHER INCOME, GAINS AND LOSSES, NET

8. 其他收入、收益及虧損，淨額

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Interest income from bank deposits	來自銀行存款的利息收入	6	4
Dividend income from listed equity securities	上市股本證券的股息收入	85	61
Government grants (Note)	政府補助(附註)	54	503
Sponsorship fee income	贊助費收入	1,500	—
Service charge income	服務費收入	2,385	1,956
Loss on write off/disposal of property, plant and equipment	撇銷/出售物業、廠房及設備的虧損	(6)	(434)
Loss on write off/disposal of intangible assets	撇銷/出售無形資產的虧損	(377)	—
Gain on deemed disposal of a subsidiary (Note 19)	視作出售一間附屬公司的收益(附註19)	—	6
Loss on deregistration of subsidiaries	註銷附屬公司的虧損	—	(7)
Reversal of impairment loss (impairment loss) on	以下各項的減值虧損撥回(減值虧損)		
– trade receivables and contract assets, net	– 貿易應收款項及合約資產，淨額	4,818	(3,925)
– other receivables	– 其他應收款項	—	(4,000)
– loan receivables, net	– 應收貸款，淨額	(939)	7,048
Write off of loan interest receivables	撇銷應收貸款利息	—	(79)
Write off of amount due from an associate	撇銷應收一間聯營公司款項	—	(746)
Gain on lease modifications	租賃修訂收益	44	124
Others	其他	426	552
		7,996	1,063

8. OTHER INCOME, GAINS AND LOSSES, NET (Continued)

Note:

For the year ended 30 June 2024, the Group received subsidies of approximately HK\$18,000 from the Reimbursement of Maternity Leave Pay (“RMLP”) Scheme launched by the Government of the HKSAR supporting the additional maternity leave pay to the Company’s employee. Under RMLP Scheme, the Group has to commit to paid 14 weeks’ maturity leave payment to the employee. The Group also recognised government grants in respect of SME Export Marketing Fund of approximately HK\$36,000 provided by the Government of the HKSAR. The purpose of the SME Export Marketing Fund is to encourage entities to expand their markets outside Hong Kong by providing financial assistance to entities for participation in export promotion activities.

For the year ended 30 June 2023, the Group successfully applied for funding support from the Employment Support Scheme (“ESS”) of approximately HK\$503,000 under the Anti-epidemic Fund set up by the Government of the HKSAR. The purpose of the ESS is to provide financial support to employers to retain employees who may otherwise be made redundant. Under the terms of the grant, the Group is required not to implement redundancies during the subsidy period and to spend all the funding on paying wages to their employees.

9. FINANCE COSTS

Interest on other borrowing	其他借款的利息
Interest on lease liabilities	租賃負債的利息

8. 其他收入、收益及虧損，淨額(續)

附註：

截至2024年6月30日止年度，本集團從香港特別行政區政府推出的發還產假薪酬計劃(「發還產假薪酬計劃」)收取補貼約18,000港元，以支持向本公司僱員支出額外產假薪酬。根據發還產假薪酬計劃，本集團須承諾向僱員支付14週的帶薪產假。本集團亦確認由香港特別行政區政府提供的中小企業市場推廣基金有關的政府補助約36,000港元。中小企業市場推廣基金的目的乃通過向實體提供財政資助參與出口推廣活動，鼓勵實體擴展其市場至香港境外。

截至2023年6月30日止年度，本集團成功申請由香港特別行政區政府設立的抗疫基金項下的保就業計劃(「保就業計劃」)的資金支持約503,000港元。保就業計劃旨在向僱主提供財政支援以保留可能會被遣散的僱員。根據補貼條款，本集團於補助期內不得裁員並須將全數資助用於支付其僱員的工資。

9. 財務費用

	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Interest on other borrowing	1,785	1,064
Interest on lease liabilities	996	1,039
	2,781	2,103

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10. LOSS BEFORE TAX

Loss before tax has been arrived at after charging (crediting):

10. 除稅前虧損

除稅前虧損已扣除(抵免)下列項目：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Directors' emoluments (<i>Note 11</i>)	董事酬金(附註11)	1,272	1,333
Other staff costs	其他員工成本	28,169	24,683
Other staff's retirement benefit scheme contributions	其他員工的退休福利計劃供款	1,135	1,042
Total staff costs	員工成本總額	30,576	27,058
Auditors' remuneration	核數師薪酬	780	840
Legal and professional fee	法律及專業費用	1,152	1,283
Rental related fees and charges (including building management fee, air conditioning charges and government rent and rates)	租金相關費用及支出(包括樓宇管理費、空調費以及政府地租及差餉)	1,738	1,753
Related expenses for copiers	影印機相關開支	52	42
Other daily operation related expenses	其他日常營運相關開支	4,777	6,984
Total other operating expenses	其他營運開支總額	8,499	10,902
Reversal of retirement benefit obligations	退休福利責任撥回	(27)	(64)
Short-term lease payments not included in the measurement of lease liabilities	不計入租賃負債計量的短期租賃付款	819	899

Tutor contractor fee is calculated based on (i) certain percentage of revenue derived from secondary tutoring services and English language training and test preparation courses; and (ii) fixed hourly rate on primary tutoring services, skill courses and test preparation courses.

導師承包費乃根據(i)來自中學補習服務以及英語培訓及應試課程收入的若干百分比；及(ii)小學輔導服務、展藝課程及應試課程之每小時固定收費計算。

11. DIRECTORS' EMOLUMENTS AND THE FIVE HIGHEST PAID EMPLOYEES

11. 董事的酬金及五位最高薪酬僱員

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Directors' fees	董事袍金	660	495
Other emoluments to Directors	向董事支付的其他酬金		
– basic salaries, allowances and other benefits in kind	– 基本薪金、津貼及其他實物福利	594	765
– discretionary bonus	– 酌情花紅	–	45
– retirement benefit scheme contributions	– 退休福利計劃供款	18	28
		1,272	1,333

The bonus is determined with reference to the operating results, individual performance and comparable market statistics during both years.

花紅乃經參考於兩年內的經營業績、個人表現及可比較市場統計數據而釐定。

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For the year ended 30 June 2024 截至2024年6月30日止年度

11. DIRECTORS' EMOLUMENTS AND THE FIVE HIGHEST PAID EMPLOYEES (Continued)

Details of emoluments paid by the Group to the Directors are as follows:

11. 董事的酬金及五位最高薪酬僱員(續)

本集團向董事支付的酬金詳情如下：

		Other emoluments 其他酬金					Total 總計	
		Directors' fee 董事袍金	Basic salaries, allowances and other benefits in kind 基本薪金、津貼及其他實物福利	Discretionary bonus 酌情花紅	Retirement benefit scheme contributions 退休福利計劃供款	Share-based payments 以股份為基礎付款		
	Note 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Year ended 30 June 2024	截至2024年6月30日止年度							
Executive directors	執行董事							
Mr. Yip Kai Pong	葉啟邦先生	120	594	–	18	–	732	
Mr. Li Ming Him	李銘謙先生	180	–	–	–	–	180	
Independent non-executive directors	獨立非執行董事							
Mr. Yuen Chun Fai	阮駿暉先生	120	–	–	–	–	120	
Mr. Hong Ka Kei	匡嘉琦先生	120	–	–	–	–	120	
Ms. Leung Sze Ki	梁詩琪女士	120	–	–	–	–	120	
Total	總計	660	594	–	18	–	1,272	
Year ended 30 June 2023	截至2023年6月30日止年度							
Executive directors	執行董事							
Mr. Tsang Ka Wai	曾家偉先生	(i)	–	198	–	10	–	208
Mr. Yip Kai Pong	葉啟邦先生		120	567	45	18	–	750
Mr. Li Ming Him	李銘謙先生	(ii)	15	–	–	–	–	15
Independent non-executive directors	獨立非執行董事							
Ms. Jor Stephanie Wing Yee	左穎怡女士	(iii)	66	–	–	–	–	66
Mr. Fenn David	范德偉先生	(iii)	66	–	–	–	–	66
Mr. Yuen Chun Fai	阮駿暉先生		120	–	–	–	–	120
Mr. Hong Ka Kei	匡嘉琦先生	(iv)	54	–	–	–	–	54
Ms. Leung Sze Ki	梁詩琪女士	(iv)	54	–	–	–	–	54
Total	總計		495	765	45	28	–	1,333

11. DIRECTORS' EMOLUMENTS AND THE FIVE HIGHEST PAID EMPLOYEES (Continued)

Details of emoluments paid by the Group to the Directors are as follows: (Continued)

Notes:

- (i) Resigned with effect from 1 June 2023.
- (ii) Appointed with effect from 1 June 2023.
- (iii) Resigned with effect from 20 January 2023.
- (iv) Appointed with effect from 20 January 2023.

Among the five highest paid individuals of the Group during the year, one (2023: one) of them is Director. Details of the remuneration for the four (2023: four) highest paid individuals are as follows:

11. 董事的酬金及五位最高薪酬僱員(續)

本集團向董事支付的酬金詳情如下：(續)

附註：

- (i) 於2023年6月1日辭任。
- (ii) 於2023年6月1日獲委任。
- (iii) 於2023年1月20日辭任。
- (iv) 於2023年1月20日獲委任。

本集團於本年度之五位最高薪酬人士中一位(2023年：一位)人士為董事。四位(2023年：四位)最高薪酬人士之薪酬詳情如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Basic salaries, allowances and other benefits in kind	基本薪金、津貼及其他實物福利	2,811	2,317
Discretionary bonus	酌情花紅	—	123
Retirement benefit scheme contributions	退休福利計劃供款	54	72
		2,865	2,512

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11. DIRECTORS' EMOLUMENTS AND THE FIVE HIGHEST PAID EMPLOYEES (Continued)

The number of the highest paid individuals who are not Directors whose remuneration fell within the following bands is as follows:

		2024 2024年 Number of individuals 人數	2023 2023年 Number of individuals 人數
HK\$500,001 to HK\$1,000,000	500,001港元至1,000,000港元	4	4

No emoluments were paid by the Group to the existing or former Directors or the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

During the years ended 30 June 2024 and 2023, no director waived or agreed to waive their emoluments on a voluntary basis.

Salaries, allowance and other benefits in kind paid to or for the executive Directors are generally emoluments paid or receivable in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries, while directors' fees are paid to or for the independent non-executive Directors in respect of those persons' services as Directors.

11. 董事的酬金及五位最高薪酬僱員(續)

薪酬於以下範圍之非董事之最高薪酬人士人數如下：

	2024 2024年 Number of individuals 人數	2023 2023年 Number of individuals 人數
	4	4

本集團並無向現任或前任董事或五位最高薪酬僱員支付酬金作為吸引加入或於加入本集團時的酬金或作為離職補償。

截至2024年及2023年6月30日止年度，概無董事自願放棄或同意放棄其酬金。

已付或就執行董事支付的薪金、津貼及其他實物福利一般為就與管理本公司及其附屬公司事務相關的其他服務人士的已付或應收酬金，而董事袍金為向或就作為董事提供服務的獨立非執行董事支付。

12. INCOME TAX

12. 所得稅

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Current tax:	即期稅項：		
Hong Kong Profits Tax	香港利得稅		
– Provision for the year	– 年內撥備	1,580	1,323
– (Over) under-provision for prior year	– 過往年度(超額撥備)撥備不足	(48)	211
		1,532	1,534
Deferred tax (Note 34)	遞延稅項(附註34)	–	(88)
Total income tax expense recognised in profit or loss	於損益確認之所得稅開支總額	1,532	1,446

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2,000,000 of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2,000,000.

根據香港利得稅之兩級制利得稅率制度，合資格集團實體之首2,000,000港元溢利將按8.25%徵稅，而超過2,000,000港元之溢利將按16.5%徵稅。不符合兩級制利得稅率制度資格之集團實體之溢利將繼續按16.5%之劃一稅率徵稅。因此，合資格集團實體之首2,000,000港元估計應課稅溢利按8.25%而超過2,000,000港元估計應課稅溢利則按16.5%之稅率計算香港利得稅。

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12. INCOME TAX (Continued)

The tax expense for the year can be reconciled to loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

12. 所得稅(續)

本年度稅項開支可與綜合損益及其他全面收益表所載的除稅前虧損對賬如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Loss before tax	除稅前虧損	(20,972)	(27,205)
Notional tax on loss before taxation, calculated at the rates applicable to loss in the jurisdictions concerned (2023: 16.5%)	按有關司法權區適用的虧損稅率計算的除稅前虧損的名義稅項(2023年：16.5%)	(3,460)	(4,489)
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	(3,197)	(529)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	1,199	973
(Over) under-provision in respect of prior year	過往年度(超額撥備)撥備不足	(48)	211
Tax effect of share of results of associates	應佔聯營公司業績的稅務影響	1	3
Tax effect of share of results of a joint venture	應佔一間合營公司業績的稅務影響	(1)	136
Tax effect of temporary differences not recognised	未確認暫時差額的稅務影響	(26)	(216)
Tax effect of tax losses not recognised	未確認稅務虧損的稅務影響	7,252	5,971
Utilisation of tax losses previously not recognised	動用過往未確認的稅務虧損	(23)	(443)
Tax concession	稅務寬減	(165)	(171)
Income tax expense for the year	年度所得稅開支	1,532	1,446

13. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company for both years are based on the following data:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Loss for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損的虧損		
Loss for the year attributable to owners of the Company	本公司擁有人應佔年度虧損	(27,558)	(28,541)

		2024 2024年	2023 2023年
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損的普通股加權平均數		
Issued ordinary shares at 1 July	於7月1日已發行普通股	596,430,880	596,430,880
Effect of shares issued under share option scheme on 5 October 2023 (Note 36)	於2023年10月5日根據購股權計劃發行股份的影響 (附註36)	4,284,590	—
Effect of shares issued under share option scheme on 3 January 2024 (Note 36)	於2024年1月3日根據購股權計劃發行股份的影響 (附註36)	2,856,393	—
Weighted average number of ordinary shares at 30 June	於6月30日的普通股加權平均數	603,571,863	596,430,880

The computation of diluted loss per share does not assume the exercise of the Company's share options because the exercise price of those share options was higher than the average market price for shares for the years ended 30 June 2024 and 2023.

14. DIVIDENDS

The board of Directors does not recommend the payment of a final dividend for the year ended 30 June 2024 (2023: HK\$Nil).

13. 每股虧損

本公司擁有人於兩個年度應佔之每股基本及攤薄虧損乃根據以下數據計算：

	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Loss for the purpose of basic and diluted loss per share		
Loss for the year attributable to owners of the Company	(27,558)	(28,541)

	2024 2024年	2023 2023年
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share		
Issued ordinary shares at 1 July	596,430,880	596,430,880
Effect of shares issued under share option scheme on 5 October 2023 (Note 36)	4,284,590	—
Effect of shares issued under share option scheme on 3 January 2024 (Note 36)	2,856,393	—
Weighted average number of ordinary shares at 30 June	603,571,863	596,430,880

計算每股攤薄虧損並無假設本公司之購股權獲行使，原因為截至2024年及2023年6月30日止年度該等購股權之行使價高於股份之平均市價。

14. 股息

董事會不建議就截至2024年6月30日止年度派付末期股息(2023年：零港元)。

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Leasehold improvements 租賃裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Motor vehicle/ vessel 汽車/船舶 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST	成本						
At 1 July 2022	於2022年7月1日	2,641	1,184	3,271	9,611	-	16,707
Additions	添置	1,282	141	167	200	1,750	3,540
Disposals/write off	出售/撇銷	(840)	(57)	(133)	(82)	-	(1,112)
At 30 June 2023 and 1 July 2023	於2023年6月30日及2023年7月1日	3,083	1,268	3,305	9,729	1,750	19,135
Additions	添置	50	6	45	297	-	398
Disposals/write off	出售/撇銷	(15)	-	-	(6)	-	(21)
At 30 June 2024	於2024年6月30日	3,118	1,274	3,350	10,020	1,750	19,512
ACCUMULATED DEPRECIATION	累計折舊						
At 1 July 2022	於2022年7月1日	1,876	1,039	3,058	9,248	-	15,221
Depreciation expense	折舊費用	389	68	78	218	146	899
Eliminated on disposals/write off	出售/撇銷時抵銷	(415)	(47)	(133)	(82)	-	(677)
At 30 June 2023 and 1 July 2023	於2023年6月30日及2023年7月1日	1,850	1,060	3,003	9,384	146	15,443
Depreciation expense	折舊費用	315	57	63	169	438	1,042
Eliminated on disposals/write off	出售/撇銷時抵銷	(9)	-	-	(6)	-	(15)
At 30 June 2024	於2024年6月30日	2,156	1,117	3,066	9,547	584	16,470
CARRYING AMOUNTS	賬面值						
At 30 June 2024	於2024年6月30日	962	157	284	473	1,166	3,042
At 30 June 2023	於2023年6月30日	1,233	208	302	345	1,604	3,692

15. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

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

Leasehold improvements	Over the shorter of the term of the lease, or 20% – 30%
Furniture and fixtures	20% – 30%
Office equipment	20%
Computer equipment	20%
Motor vehicle/vessel	25%

15. 物業、廠房及設備 (續)

物業、廠房及設備的成本以直線法折舊，按其估計可用年期予以撇銷，每年的折舊率如下：

租賃裝修	按租期中的較短者，或20%–30%
傢俬及裝置	20%–30%
辦公室設備	20%
電腦設備	20%
汽車／船舶	25%

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綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

16. RIGHT-OF-USE ASSETS

16. 使用權資產

		Leased properties 租賃物業 HK\$'000 (Note i) (附註i)	Leased office equipment 租賃辦公室 設備 HK\$'000 (Note ii) (附註ii)	Total 總計 HK\$'000 千港元
COST	成本			
At 1 July 2022	於2022年7月1日	14,053	838	14,891
Additions arising from entering into new lease contracts	訂立新訂租賃合約產生的添置	8,069	770	8,839
Derecognition	終止確認	(3,386)	–	(3,386)
Lease modifications	租賃修訂	(762)	(344)	(1,106)
		<u>17,974</u>	<u>1,264</u>	<u>19,238</u>
At 30 June 2023 and 1 July 2023	於2023年6月30日及2023年7月1日	17,974	1,264	19,238
Additions arising from entering into new lease contracts	訂立新訂租賃合約產生的添置	4,120	406	4,526
Derecognition	終止確認	(6,854)	(494)	(7,348)
Lease modifications	租賃修訂	(243)	(571)	(814)
		<u>14,997</u>	<u>605</u>	<u>15,602</u>
At 30 June 2024	於2024年6月30日	14,997	605	15,602
ACCUMULATED DEPRECIATION	累計折舊			
At 1 July 2022	於2022年7月1日	8,449	524	8,973
Depreciation expense	折舊費用	5,782	167	5,949
Derecognition	終止確認	(3,386)	–	(3,386)
Lease modifications	租賃修訂	(468)	–	(468)
		<u>10,377</u>	<u>691</u>	<u>11,068</u>
At 30 June 2023 and 1 July 2023	於2023年6月30日及2023年7月1日	10,377	691	11,068
Depreciation expense	折舊費用	5,491	158	5,649
Derecognition	終止確認	(6,854)	(494)	(7,348)
Lease modifications	租賃修訂	(180)	(286)	(466)
		<u>8,834</u>	<u>69</u>	<u>8,903</u>
At 30 June 2024	於2024年6月30日	8,834	69	8,903
CARRYING AMOUNTS	賬面值			
At 30 June 2024	於2024年6月30日	<u>6,163</u>	<u>536</u>	<u>6,699</u>
At 30 June 2023	於2023年6月30日	<u>7,597</u>	<u>573</u>	<u>8,170</u>

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

16. RIGHT-OF-USE ASSETS (Continued)

Notes:

- (i) The Group has obtained the right to use certain properties as its education centres, office premises and warehouse through tenancy agreements. The leases typically have no extension option and run for an initial period of 2 to 3 years (2023: 2 to 3 years), at the end of which period all terms are renegotiated.

During the year ended 30 June 2024 and 2023, the Group leased a number of education centres which contain variable lease payment terms that are based on gross receipts generated from the education centres and minimum annual lease payment terms that are fixed. These payment terms are common in Hong Kong where the Group operates. The amount of fixed and variable lease payments paid/payable to relevant lessors for the year is summarised below:

		Fixed payments 固定付款 HK\$'000 千港元	Variable payments 可變付款 HK\$'000 千港元	Total payments 付款總額 HK\$'000 千港元
For the year ended 30 June 2024	截至2024年6月30日止年度			
Education centres – Hong Kong	教育中心 – 香港	1,757	1	1,758
For the year ended 30 June 2023	截至2023年6月30日止年度			
Education centres – Hong Kong	教育中心 – 香港	1,410	–	1,410

At 30 June 2024, it is estimated that an increase in gross receipts generated from these education centres by 5% would have no material impact on the lease payments.

- (ii) The Group leases certain office equipment under leases expiring 3 to 5 years. None of the leases includes an option to renew the lease or purchase the leased equipment at the end of the lease term at a price deemed to be a bargain purchase option. None of the leases includes variable lease payments.

16. 使用權資產(續)

附註：

- (i) 本集團已透過租賃協議獲授權使用若干物業作為其教育中心、辦公室物業及倉庫。租賃一般並無續期權，初始為期2至3年(2023年：2至3年)，所有條款於期末重新磋商。

於截至2024年及2023年6月30日止年度，本集團租賃多個教育中心，該等租賃含有基於教育中心所產生收入總額的可變租賃付款條款及固定最低年度租賃付款條款。該等付款條款於香港(本集團經營所在地)屬普遍。已付／應付相關出租人年內固定及可變租賃付款金額概述如下：

於2024年6月30日，估計該等教育中心所產生收入總額增加5%將不會對租賃付款產生重大影響。

- (ii) 本集團根據租約租賃若干辦公室設備，租期為3至5年。該等租約概無包含可於租賃期末以被視作優惠承購權的價格續租或購買租賃設備的選擇權。概無租賃包含可變租賃付款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

16. RIGHT-OF-USE ASSETS (Continued)

Notes: (Continued)

(iii) The total cash outflow for leases are summarised as below:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Expense related to short-term leases	與短期租賃有關的開支	819	899
Variable lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的可變租賃付款	1	—
Total cash outflows for leases	租賃現金流出總額	<u>7,514</u>	<u>7,841</u>

16. 使用權資產(續)

附註：(續)

(iii) 租賃現金流出總額概述如下：

17. GOODWILL

17. 商譽

		CGU 1 現金產生單位1 HK\$'000 千港元	CGU 2 現金產生單位2 HK\$'000 千港元	CGU 3 現金產生單位3 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST	成本				
At 1 July 2022, 30 June 2023, 1 July 2023 and 30 June 2024	於2022年7月1日、2023年6月30日、2023年7月1日及2024年6月30日	<u>60</u>	<u>559</u>	<u>20,655</u>	<u>21,274</u>
ACCUMULATED IMPAIRMENT	累計減值				
At 1 July 2022, 30 June 2023, 1 July 2023 and 30 June 2024	於2022年7月1日、2023年6月30日、2023年7月1日及2024年6月30日	<u>—</u>	<u>559</u>	<u>—</u>	<u>559</u>
CARRYING AMOUNTS	賬面值				
At 30 June 2024	於2024年6月30日	<u>60</u>	<u>—</u>	<u>20,655</u>	<u>20,715</u>
At 30 June 2023	於2023年6月30日	<u>60</u>	<u>—</u>	<u>20,655</u>	<u>20,715</u>

17. GOODWILL (Continued)

For the purposes of impairment testing, goodwill has been allocated to three CGUs which are engaged in money lending business (“CGU 1”), IT services (“CGU 2”), and VR and digital entertainment services (“CGU 3”) respectively.

CGU 1 – Money lending business

Based on the result of impairment test, no impairment loss on goodwill allocated to CGU 1 is recognised during the years ended 30 June 2024 and 2023.

CGU 2 – IT services

Due to uncertain operating environment, the estimated recoverable amount of CGU 2 was below its carrying amount and goodwill allocated to this unit was fully impaired in prior years.

CGU 3 – VR and digital entertainment services

The recoverable amount of CGU 3 is determined based on value-in-use calculation using discounted cash flow method under income approach by reference to the valuations carried by an independent qualified professional valuer, which is considered to be more likely to capture the future growth potentials of CGU 3. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 2.5% (2023: 2.5%). This growth rate does not exceed the long-term average growth rates for the market in which CGU 3 operates. The cash flows are discounted using a discount rate of 19.2% (2023: 18.9%). The discount rate used is pre-tax and reflects specific risks relating to CGU 3. Other key assumption for the value-in-use calculation relates to the estimation of cash inflows/outflows which included budgeted revenue, such estimation is based on the CGU 3’s past performance and management’s expectations for the market development including the fluctuation in digital entertainment services business in the current economic environment in Hong Kong.

17. 商譽(續)

為進行減值測試，商譽已分配至三個現金產生單位，分別為從事借貸業務(「現金產生單位1」)、資訊科技服務(「現金產生單位2」)及VR及數碼娛樂服務(「現金產生單位3」)。

現金產生單位1 – 借貸業務

根據減值測試結果，截至2024年及2023年6月30日止年度並無就分配至現金產生單位1的商譽確認減值虧損。

現金產生單位2 – 資訊科技服務

由於經營環境不明朗，現金產生單位2的估計可收回金額低於其賬面值，而分配至該單位的商譽已於過往年度悉數減值。

現金產生單位3 – VR及數碼娛樂服務

現金產生單位3之可收回金額乃參考獨立合資格專業估值師進行之估值，使用收入法下的貼現現金流量法按使用價值計算釐定，該方法被視為較有可能捕捉現金產生單位3的未來增長潛力。該計算使用基於管理層批准的五年期財務預算作出的現金流量預測。推斷五年期後的現金流量會使用估計的2.5%(2023年：2.5%)加權平均增長率。該增長率不超過現金產生單位3經營所在市場的長期平均增長率。現金流量採用19.2%(2023年：18.9%)的貼現率貼現。所使用的貼現率是稅前並反映與現金產生單位3相關的特定風險。使用價值計算的其他關鍵假設與現金流入／流出的估算(其中包括預算收入)有關，此估算乃基於現金產生單位3的過往表現及管理層對市場發展的預期，包括香港當前經濟環境下數碼娛樂服務業務的波動。

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17. GOODWILL (Continued)

CGU 3 – VR and digital entertainment services (Continued)

The Directors are of the opinion that based on the value-in-use calculation of CGU 3, there is no impairment of goodwill allocated to CGU 3 during the years ended 30 June 2024 and 2023 as the carrying amount of CGU 3 does not exceed the recoverable amount based on the value-in-use. The Directors believe that any reasonably possible change in the assumptions used in the calculation of the recoverable amount would not cause the carrying amount of the unit to exceed its recoverable amount as at 30 June 2024 and 2023.

18. OTHER INTANGIBLE ASSETS

17. 商譽(續)

現金產生單位3 – VR及數碼娛樂服務(續)

董事認為，基於現金產生單位3的使用價值計算，截至2024年及2023年6月30日止年度分配至現金產生單位3的商譽並無減值，因現金產生單位3賬面值並未超逾以使用價值計算之可收回金額。董事認為，計算可收回金額所用假設的任何合理可能變動將不會導致該單位的賬面值超過其於2024年及2023年6月30日的可收回金額。

18. 其他無形資產

		Trademark 商標 HK\$'000 千港元	Franchise rights 特許權 HK\$'000 千港元	IT systems 資訊科技系統 HK\$'000 千港元	Digital assets 數碼資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST	成本					
At 1 July 2022, 30 June 2023 and 1 July 2023	於2022年7月1日、2023年6月30日 及2023年7月1日	2,957	1,979	2,960	1,340	9,236
Disposals	出售	–	–	–	(447)	(447)
At 30 June 2024	於2024年6月30日	2,957	1,979	2,960	893	8,789
ACCUMULATED AMORTISATION AND IMPAIRMENT	累計攤銷及減值					
At 1 July 2022, 30 June 2023, 1 July 2023 and 30 June 2024	於2022年7月1日、2023年 6月30日、2023年7月1日及 2024年6月30日	2,957	1,979	2,960	–	7,896
CARRYING AMOUNTS	賬面值					
At 30 June 2024	於2024年6月30日	–	–	–	893	893
At 30 June 2023	於2023年6月30日	–	–	–	1,340	1,340

18. OTHER INTANGIBLE ASSETS (Continued)

The Group's trademark protects the design and specification of "MODERN BACHELOR EDUCATION" logo, and was assessed to have an indefinite useful life. On the date of acquisition (i.e. 31 December 2010), the fair value of this trademark was assessed using an income approach under the relief from royalty method by an independent qualified professional valuer.

Franchise rights represent the right to use the name "MODERN BACHELOR EDUCATION" under contractual franchise agreements in the business of primary tutoring services. The amortisation period of franchise rights is 10 years.

The above trademark registration and franchise rights have been renewed for a period of 10 years, up to 6 October 2030.

Digital assets represent the virtual lands purchased on a blockchain platform. The Directors consider the economic life of digital assets are indefinite as they lack physical form and there is no limit to their useful life. During the year ended 30 June 2024, the Group partially disposed the digital assets at a consideration of approximately HK\$70,000 and loss on disposal of approximately HK\$377,000 was recognised in profit or loss.

At the end of the reporting period, the digital assets with indefinite useful life is allocated to the VR and digital entertainment CGU for impairment assessment, please refer to Note 17 for details of impairment assessment.

18. 其他無形資產(續)

本集團的商標保護「現代小學士」標誌的設計及規格，並被評定為具有無限可使用年期。於收購日期(即2010年12月31日)，此商標的公平值乃由一名獨立合資格專業估值師採用權利金節省法下的收入法作出評估。

特許權指根據小學輔導服務業務的合約特許協議使用「現代小學士」名稱的權利。特許權的攤銷期為10年。

以上商標註冊及特許權已續期10年，直至2030年10月6日。

數碼資產指於區塊鏈平台購買的虛擬土地。董事認為，由於數碼資產缺乏實體形態，且可使用年期無限，故其經濟壽命並不確定。截至2024年6月30日止年度，本集團部分出售數碼資產，代價約為70,000港元，並於損益確認出售虧損約377,000港元。

於報告期末，具有無限可使用年期的數碼資產乃分配至VR及數碼娛樂現金產生單位進行減值評估。有關減值評估的詳情請參閱附註17。

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綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

19. INTERESTS IN ASSOCIATES

19. 於聯營公司的權益

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Cost of unlisted investments	非上市投資成本	29	29
Share of post-acquisition results and reserves, net of dividends received	應佔收購後業績及儲備 (扣除已收股息)	(23)	(19)
Balance at end of the year	於年末結餘	6	10

Particulars of the Group's associates at 30 June 2024 and 2023 are as follows:

本集團於2024年及2023年6月30日的聯營公司詳情如下：

Name of associate 聯營公司名稱	Place of incorporation and operation 註冊成立及營運地點	Proportion of nominal value of issued capital held by the Group 本集團所持已發行的股本面值比例		Proportion of voting power held 所持投票權比例		Principal activities 主要業務
		2024 2024年	2023 2023年	2024 2024年	2023 2023年	
Animation & Technology Company Limited ("Animation & Technology") (Note i) (附註i)*	British Virgin Island ("BVI") 英屬處女群島 ([英屬處女群島])	36.65%	36.65%	36.65%	36.65%	Inactive 無業務
Millennium Success Modern Strategy Limited ("Millennium Success") (Note ii)*	Hong Kong 香港	40%	40%	40%	40%	Intellectual property collaboration and project management 知識產權合作及項目管理

* Neither Baker Tilly Hong Kong Limited nor another member firm of Baker Tilly International is the auditor of the associate.

* 天職香港會計師事務所有限公司及天職國際的其他成員公司均非該聯營公司的核數師。

19. INTERESTS IN ASSOCIATES (Continued)

Particulars of the Group's associates at 30 June 2024 and 2023 are as follows: (Continued)

Note:

- (i) On 7 July 2022, Animation & Technology was incorporated and the Group subscribed 36.65% equity interest of Animation & Technology. The Group has ability to exercise significant influence through its shareholding.
- (ii) On 22 August 2022, Millenium Success was incorporated as a wholly-owned subsidiary of the Group.

On 21 March 2023, Millenium Success issued 600 ordinary shares to an independent third party which resulted in a dilution of the Group's shareholding in Millennium Success from 100% to 40%. The Group ceased to have control over Millenium Success but has ability to exercise significant influence through its shareholding. During the year ended 30 June 2023, gain on deemed disposal of a subsidiary of approximately HK\$6,000 was recognised in profit or loss.

The associates are accounted for using the equity method in these consolidated financial statements. No financial information is presented as the associates are immaterial to the Group.

The Group has discontinued recognition of its share of (losses) profits of certain associates. The amount of unrecognised share of results of the associates, extracted from the relevant management accounts of the associates, for the year and cumulatively, are as follows:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Unrecognised share of (losses) profits of the associates for the year	年內未確認應佔聯營公司之(虧損)溢利	(278)	536
Cumulative unrecognised share of losses of the associates	累計未確認應佔聯營公司之虧損	(461)	(183)

19. 於聯營公司的權益(續)

本集團於2024年及2023年6月30日的聯營公司詳情如下：(續)

附註：

- (i) 於2022年7月7日，Animation & Technology獲註冊成立，本集團認購Animation & Technology的36.65%股權。本集團能夠透過其股權行使重大影響力。
- (ii) 於2022年8月22日，東方現代策略獲註冊成立，成為本集團全資擁有附屬公司。

於2023年3月21日，東方現代策略向一名獨立第三方發行600股普通股，導致本集團於東方現代策略的股權由100%攤薄至40%。本集團不再對東方現代策略擁有控制權，惟能夠透過其股權行使重大影響力。截至2023年6月30日止年度，視作出售一間附屬公司之收益約6,000港元於損益確認。

該等聯營公司於該等綜合財務報表中乃採用權益法入賬。由於聯營公司對本集團而言並不重大，故並無呈列財務資料。

本集團已終止確認其應佔若干聯營公司之(虧損)溢利。年內及累計未確認應佔該等聯營公司之業績金額(摘錄自該聯營公司之相關管理賬目)如下：

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For the year ended 30 June 2024 截至2024年6月30日止年度

20. INTEREST IN A JOINT VENTURE

20. 於一間合營公司的權益

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Cost of unlisted investments	非上市投資成本	14,000	14,000
Share of post-acquisition results, net of dividends received	應佔收購後業績(扣除已收股息)	(13,874)	(13,879)
Balance at end of the year	於年末結餘	126	121

At 30 June 2024 and 2023, the Group had interest in the following joint venture:

於2024年及2023年6月30日，本集團於以下合營公司擁有權益：

Name of joint venture 合營公司名稱	Place of incorporation and operation 註冊成立及營運地點	Proportion of nominal value of issued capital held by the Group 本集團所持已發行的股本面值比例		Proportion of voting power held 所持投票權比例		Principal activities 主要業務
		2024 2024年	2023 2023年	2024 2024年	2023 2023年	
Full Profit Hong Kong Development Limited ("Full Profit")	Hong Kong	50%	50%	50%	50%	Provision of management and consultancy services for kindergartens 為幼兒園提供管理及諮詢服務
盈豐香港發展有限公司(「盈豐」)	香港					

The joint venture is accounted for using the equity method in these consolidated financial statements.

該合營公司於該等綜合財務報表中乃採用權益法入賬。

20. INTEREST IN A JOINT VENTURE (Continued)**Summarised financial information of a material joint venture**

Summarised financial information in respect of the material joint venture of the Group is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRSs.

Full Profit

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Current assets	流動資產	269	270
Non-current assets	非流動資產	—	—
Current liabilities	流動負債	—	10

The above amounts of assets and liabilities include the following:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	259	260
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債(不包括貿易及其他應付款項及撥備)	—	—

20. 於一間合營公司的權益(續)**重大合營公司之財務資料概要**

本集團重大合營公司之財務資料概要載列如下。下文所述之財務資料概要乃指合營公司根據香港財務報告準則編製之財務報表中所示的金額。

盈豐

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Current assets	流動資產	269	270
Non-current assets	非流動資產	—	—
Current liabilities	流動負債	—	10

上述資產及負債金額包括以下各項：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	259	260
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債(不包括貿易及其他應付款項及撥備)	—	—

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20. INTEREST IN A JOINT VENTURE (Continued)

Summarised financial information of a material joint venture (Continued)

Full Profit (Continued)

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Revenue	收入	—	—
Profit (loss) and total comprehensive income (expense) for the year	年度溢利(虧損)及其他全面收入(開支)	9	(10)
Dividend received from the joint venture	自合營公司收取的股息	—	—

The above profit (loss) for the year includes the following:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Depreciation and amortisation	折舊及攤銷	—	—
Interest income	利息收入	1	—
Taxation	稅項	—	—

20. 於一間合營公司的權益(續)

重大合營公司之財務資料概要(續)

盈豐(續)

上述年度溢利(虧損)包括以下各項：

20. INTEREST IN A JOINT VENTURE (Continued)**Summarised financial information of a material joint venture (Continued)****Full Profit (Continued)**

Reconciliation of the above summarised financial information to the carrying amount of the interest in Full Profit recognised by the Group in the consolidated financial statements:

20. 於一間合營公司的權益(續)**重大合營公司之財務資料概要(續)****盈豐(續)**

上述財務資料概要與本集團於綜合財務報表內所確認於盈豐之權益賬面值之對賬：

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Net assets of Full Profit	盈豐的資產淨值	269	260
Proportion of the Group's ownership interest in Full Profit	本集團於盈豐擁有權權益的比例	50%	50%
The Group's share of net assets of Full Profit	本集團應佔盈豐資產淨值	135	130
Effect of fair value adjustments at acquisition	收購時公平值調整之影響	14,000	14,000
Other adjustments	其他調整	(14,009)	(14,009)
Carrying amount of the Group's interest in Full Profit	本集團於盈豐之權益之賬面值	126	121

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21. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

21. 按公平值計入其他全面收益的金融資產

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Financial assets at FVOCI	按公平值計入其他全面收益的金融資產		
– unlisted equity interest in overseas, at fair value (Note)	– 海外非上市股本權益，按公平值(附註)	3,786	4,521

Note:

On 9 November 2016, Fastek Investments Limited (“Fastek”), an indirect wholly-owned subsidiary, entered into a subscription agreement with the investee and the guarantor, to subscribe approximately 9.49% of unlisted equity interest at a cash consideration of approximately HK\$28,459,000. On 24 January 2017, Fastek further subscribed 13 rights shares of the unlisted equity interest at a cash consideration of approximately HK\$2,372,000. The investee acts as an investment holding company and its subsidiaries (collectively, “Investee Group”) are principally engaged in the dealing in securities, advising on securities, advising on corporate finance, asset management, provision of wealth management service and money lending business in Hong Kong. The Group designated its investment in the Investee Group at FVOCI (non-recycling), as the investment is held for strategic purposes.

On 6 December 2019, an independent third party had subscribed 35 shares of the unlisted equity interest of the investee. As a result, the shareholding of Fastek in the Investee Group has been diluted from 9.49% to 8.41%.

During the year ended 30 June 2023, two independent third parties had subscribed a total of 45 shares of the unlisted equity interest of the investee. As a result, the shareholding of Fastek in the Investee Group has been further diluted from 8.41% to 7.34%.

During the year ended 30 June 2024, the management had determined a fair value loss of approximately HK\$735,000 (2023: approximately HK\$5,761,000) by reference to valuations carried out by an independent qualified professional valuer. No dividend was received on this investment during the year (2023: HK\$ Nil).

The fair value of the unlisted equity interest is assessed by market approach which can reflect the going concern of the investee and provide direct market reference on the value from a group of comparable companies on the market. Details on the valuation technique and inputs used are set out under “Fair value measurements of financial instruments” in Note 6.

附註：

於2016年11月9日，間接全資附屬公司Fastek Investments Limited(「Fastek」)與被投資方及擔保人訂立認購協議，以現金代價約28,459,000港元認購非上市股本權益約9.49%。於2017年1月24日，Fastek以現金代價約2,372,000港元進一步認購非上市股本權益的13股供股股份。被投資方為一間投資控股公司及其附屬公司(統稱「被投資集團」)主要於香港從事證券交易、證券諮詢、企業融資諮詢、資產管理、提供財富管理服務及借貸業務。本集團將其於被投資集團的投資指定為按公平值計入其他全面收益(不可回撥)，原因是該投資乃持作戰略用途。

於2019年12月6日，一名獨立第三方已認購被投資方非上市股本權益的35股股份。因此，Fastek於被投資集團的股權已由9.49%攤薄至8.41%。

截至2023年6月30日止年度，兩名獨立第三方已認購被投資方非上市股本權益的合共45股股份。因此，Fastek於被投資集團的股權已由8.41%攤薄至7.34%。

截至2024年6月30日止年度，管理層經參考一名獨立合資格專業估值師進行之估值已釐定公平值虧損約735,000港元(2023年：約5,761,000港元)。年內並無就該投資收取任何股息(2023年：零港元)。

非上市股本權益的公平值乃透過市場方法進行評估，該方法可以反映被投資方的持續經營狀況，並提供市場上一組可資比較公司的價值作直接市場參考。所採用的估值方法及輸入數據詳情載於附註6中的「金融工具之公平值計量」。

22. NON-CURRENT DEPOSITS

22. 非即期按金

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Rental deposits (Note 24)	租金按金(附註24)	1,089	1,744
Deposit for acquisition of equity instrument	收購股本工具之按金	3,000	—
		4,089	1,744

23. INVENTORIES

23. 存貨

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Finished goods	製成品	86	525

24. TRADE AND OTHER RECEIVABLES

24. 貿易及其他應收款項

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Contract assets and trade receivables, net of loss allowance	合約資產及貿易應收款項，扣除虧損撥備	13,784	27,832
Rental deposits	租金按金	2,704	2,747
Other deposits	其他按金	4,970	375
Prepayments	預付款項	12,987	2,615
Other receivables, net of loss allowance	其他應收款項，扣除虧損撥備	592	729
		35,037	34,298
Less: Rental deposits and other deposits (shown under non-current assets)	減：租金按金及其他按金(列入非流動資產)	(4,089)	(1,744)
Trade and other receivables (shown under current assets)	貿易及其他應收款項(列入流動資產)	30,948	32,554

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24. TRADE AND OTHER RECEIVABLES (Continued)

Included in the Group's other receivables, prepayments and deposits were rental deposits and other deposits amounting to approximately HK\$1,089,000 and HK\$3,000,000 (2023: approximately HK\$1,744,000 and HK\$Nil) respectively, which is expected to be recovered or recognised as expenses after more than one year. All of the other trade and other receivables are expected to be recovered or recognised as expenses within one year.

(a) Ageing analysis

The following is an ageing analysis of contract assets and trade receivables (net of loss allowance), presented based on the invoice date at the end of the reporting period which approximated the respective revenue recognition dates:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Contract assets	合約資產	26	255
Trade receivables:	貿易應收款項：		
0 to 30 days	0至30日	7,736	4,283
31 to 60 days	31至60日	3,818	6,727
61 to 90 days	61至90日	2,180	4,666
More than 90 days	超過90日	24	11,901
		13,784	27,832

Trade receivables are usually due within 30 days (2023: within 30 days) from the date of billing. Further details on the Group's credit policy are set out under "Credit risk" in Note 6.

24. 貿易及其他應收款項(續)

計入本集團的其他應收款項、預付款項及按金的金額分別約為1,089,000港元及3,000,000港元(2023年：約1,744,000港元及零港元)的租金按金及其他按金，預期將於逾一年後收回或確認為開支。預期所有其他貿易及其他應收款項將於一年內收回或確認為開支。

(a) 賬齡分析

以下為根據報告期末發票日期(其與各收入確認日期相若)呈列的合約資產及貿易應收款項(扣除虧損撥備)的賬齡分析：

貿易應收款項通常自發出賬單之日起計30日內(2023年：30日內)到期。有關本集團信貸政策的進一步詳情載於附註6之「信貸風險」。

25. LOAN RECEIVABLES

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Loan receivables	應收貸款	28,919	17,495
Less: Impairment loss	減：減值虧損	(4,458)	(3,519)
		24,461	13,976

Loan receivables represent outstanding principals and interest arising from the money lending business of the Group.

A maturity profile of the loan and interest receivables as at the end of the reporting period, based on the maturity date, net of provision, is as follows:

應收貸款指來自本集團借貸業務之尚未償還本金及利息。

應收貸款及利息於報告期末基於到期日扣除撥備的到期概況如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
0 – 90 days	0至90日	12,967	2,811
91 – 180 days	91至180日	4,973	–
181 – 365 days	181至365日	6,521	11,165
		24,461	13,976

The Group seeks to maintain strict control over its outstanding loan receivables so as to minimise credit risk by receiving borrower's and their guarantors' financial positions. The granting of loan is subject to approval by the management, whilst overdue balances are reviewed regularly for recoverability. As at 30 June 2024, loan receivables are charging on effective interest rates mutually agreed with the contracting parties, ranging from 9% to 15% (2023: 9% to 15%) per annum.

本集團對其尚未償還應收貸款力求維持嚴格控制，透過審查借款人及其擔保人之財務狀況，以盡量降低信貸風險。授出貸款須經由管理層批准，並將定期審閱收回逾期結餘之可能性。於2024年6月30日，應收貸款按訂約方共同協定之實際利率計息，年利率介乎9%至15%(2023年：9%至15%)。



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25. LOAN RECEIVABLES (Continued)

The Group has a policy for assessing the impairment on loan receivables on an individual basis. The assessment includes evaluation of collectability and ageing analysis of the loan receivables and on management's judgement on creditworthiness, past collection history of each borrower and forward-looking information.

Loan receivables with outstanding principal and interest as at 30 June 2024 in aggregate amount of approximately HK\$4,458,000 (2023: approximately HK\$3,519,000) which have been past due and impaired as at the reporting date, and additional impairment loss of approximately HK\$998,000 (2023: approximately HK\$22,000) and reversal of impairment loss of approximately HK\$59,000 (2023: approximately HK\$7,070,000) were respectively recognised for the year ended 30 June 2024.

Further details on the Group's credit policy are set out in Note 6(ii)(B).

25. 應收貸款(續)

本集團有按個別基準評估應收貸款之減值的政策。評估包括對應收貸款之可收回性評估及賬齡分析，以及管理層對各借款人之信譽、過往收賬記錄及前瞻性資料之判斷。

於2024年6月30日尚未償還本金及利息的應收貸款的總額為約4,458,000港元(2023年：約3,519,000港元)，其於報告日期已逾期及減值，且於截至2024年6月30日止年度分別確認額外減值虧損約998,000港元(2023年：約22,000港元)及減值虧損撥回約59,000港元(2023年：約7,070,000港元)。

有關本集團信貸政策的進一步詳情載於附註6(ii)(B)。

26. AMOUNTS DUE FROM RELATED PARTIES

26. 應收關聯方款項

		Maximum amount outstanding during the year 於年內尚未償的最高金額			
		At 30 June 2024 於2024年 6月30日 HK\$'000 千港元	At 30 June 2023 於2023年 6月30日 HK\$'000 千港元	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Associates	聯營公司	2,777	2,524	2,777	2,524
A joint venture	一間合營公司	—	10	10	10
A non-controlling shareholder	一名非控股股東	413	156	413	200
		3,190	2,690		

Except for amounts due from an associate amounting to approximately HK\$2,496,000 bear interest ranging from 1% to 8% per annum, the amounts are unsecured, non-interest bearing and repayable on demand.

除應收一間聯營公司款項約2,496,000港元，按年利率介乎1%至8%計息外，該款項為無抵押、免息及須按要求償還。

27. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

27. 按公平值計入損益之金融資產

		Notes 附註	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Listed equity securities in Hong Kong, at fair value	按公平值列賬的香港上市股本證券	(i)	15,417	34,693
Unlisted equity securities in Hong Kong, at fair value	按公平值列賬的香港非上市股本證券	(ii)	16,671	17,369
Convertible bond in Hong Kong	香港可換股債券	(iii)	—	1,544
Unlisted equity funds outside Hong Kong	香港境外非上市股本基金	(iv)	8,708	11,951
			40,796	65,557

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

Notes:

- (i) The amount represents equity securities listed in Hong Kong. The fair values of the investments are determined with reference to the quoted market bid prices in the Stock Exchange.
- (ii) As at 30 June 2024, the fair value of the unlisted equity securities represents the equity securities of Convoy Global Holdings Limited (“Convoy Shares”) and EJE (Hong Kong) Holdings Limited (“EJE (Hong Kong) Shares”), which were determined by the Directors with reference to valuations carried out by an independent qualified professional valuer. During the year ended 30 June 2024, the aggregate loss on change in fair value in respect of the Convoy Shares and EJE (Hong Kong) Shares amounting to approximately HK\$698,000 (2023: approximately HK\$3,929,000) were recognised in profit or loss.

The fair value of Convoy Shares and EJE (Hong Kong) Shares are assessed by index return method, which is a generally accepted approach in the industry. Details on the valuation technique(s) and inputs used are set out under “Fair value measurements of financial instruments” in Note 6.

- (iii) On 5 June 2023, the Group subscribed two-year maturity 3% coupon convertible bonds with a principal amount of approximately HK\$1,499,000 from a listed company incorporated in Hong Kong. During the year ended 30 June 2023, gain on change in fair value in respect of the convertible bonds amounting to approximately HK\$45,000 was recognised in profit or loss.

During the year ended 30 June 2024, the convertible bonds were disposed to an independent third party and gain on disposal of approximately HK\$26,000 was recognised in profit or loss.

The fair value of the convertible bonds was assessed by discounted cash flow model and Binomial option pricing model with reference to the valuations carried out by an independent qualified professional valuer, which is a generally accepted approach in the industry. Details on the valuation technique(s) and inputs used are set out under “Fair value measurements of financial instruments” in Note 6.

- (iv) The unlisted equity funds at fair value represent the investments placed to private funds incorporated in the Cayman Islands.

27. 按公平值計入損益之金融資產(續)

附註：

- (i) 該款項指於香港上市的股本證券。投資之公平值乃經參考於聯交所報市場買入價後釐定。
- (ii) 於2024年6月30日，非上市股本證券的公平值指康宏環球控股有限公司之股本證券(「康宏股份」)及壹家壹品(香港)控股有限公司之股份(「壹家壹品(香港)股份」)，其由董事經參考獨立合資格專業估值師進行之估值釐定。截至2024年6月30日止年度，於損益確認有關康宏股份及壹家壹品(香港)股份公平值變動之虧損總額約698,000港元(2023年：約3,929,000港元)。

康宏股份及壹家壹品(香港)股份之公平值按指數回報法進行評估，此乃業內公認的方法。估值技術及所用輸入數據詳情載於附註6中的「金融工具之公平值計量」。

- (iii) 於2023年6月5日，本集團自一間香港註冊成立的上市公司認購本金額約1,499,000港元的兩年期票息3%之可換股債券。截至2023年6月30日止年度，於損益確認有關可換股債券公平值變動之收益約45,000港元。

截至2024年6月30日止年度，可換股債券已出售予一名獨立第三方，並於損益確認出售收益約26,000港元。

可換股債券之公平值經參考獨立合資格專業估值師進行之估值按貼現現金流量模式及二項式期權定價模式進行評估，此乃業內公認的方法。估值技術及所用輸入數據詳情載於附註6中的「金融工具之公平值計量」。

- (iv) 按公平值計量的非上市股本基金指於開曼群島註冊成立的私募基金投資。

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28. BANK BALANCES AND CASH

Bank balances carried interest at market rates ranging from 0.75% to 0.875% (2023: 0.875% to 0.9%) per annum.

28. 銀行結餘及現金

銀行結餘按介乎每年0.75%至0.875%(2023年：0.875%至0.9%)的市場利率計息。

29. TRADE AND OTHER PAYABLES

29. 貿易及其他應付款項

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Trade payables	貿易應付款項	265	16,566
Other payables	其他應付款項	1,126	1,143
Accrued tutor contractor fee, salary and other accruals	應計導師承包費、薪金及其他應計費用	4,019	4,135
		5,410	21,844

All of the trade and other payables are expected to be settled within one year or are repayable on demand.

所有貿易及其他應付款項預期將於一年內結算或按要求償還。

Included in trade and other payables are trade creditors with the following ageing analysis, based on the invoice date, as of the end of the reporting period:

以下為計入貿易及其他應付款項之應付貿易款項(基於發票日期)截至報告期末之賬齡分析：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
0 to 30 days	0至30日	37	4,104
31 to 60 days	31至60日	116	7,772
61 to 90 days	61至90日	—	4,674
More than 90 days	超過90日	112	16
		265	16,566

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30. CONTRACT LIABILITIES

30. 合約負債

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Provision of private educational services	提供私人教育服務		
– advances received from customers	– 自客戶收到的墊款	3,797	3,271

The contract liabilities primarily related to the advance consideration received from the students for the provision of private educational services, for which revenue is recognised when the services have been rendered.

合約負債主要與就提供私人教育服務向學生收取的預付代價有關，據此，收入於提供服務時確認。

The movements in contract liabilities are summarised as follows:

合約負債的變動概述如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
At beginning of the year	於年初	3,271	1,841
Decrease in contract liabilities as a result of recognising revenue during the year that was included in contract liabilities at the beginning of the year	因於年初確認已計入合約負債的 年內收益使合約負債減少	(3,271)	(1,811)
Increase in contract liabilities as a result of receiving advance consideration from the students for the provision of private educational services	因就提供私人教育服務向學生 收取預付代價使合約負債增加	18,150	16,555
Decrease in contract liabilities as a revenue during the year that was included in new contract liabilities entered during the year	因年內收益已計入年內訂立的 新合約負債使合約負債減少	(14,353)	(13,314)
At end of the year	於年末	3,797	3,271

The amount of billings in advance of performance expected to be recognised as revenue within one year is approximately HK\$3,797,000 (2023: approximately HK\$3,271,000).

預期於一年內確認為收益的履約預收款項金額為約3,797,000港元(2023年：約3,271,000港元)。

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31. LEASE LIABILITIES

The following table shows the Group's lease liabilities at the end of reporting period:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Within 1 year	一年內	4,334	5,131
After 1 year but within 2 years	一年後但兩年內	2,418	2,748
After 2 years but within 5 years	兩年後但五年內	355	793
		2,773	3,541
At end of the year	於年末	7,107	8,672

The incremental borrowing rate applied to lease liabilities is 12% (2023: 12%).

31. 租賃負債

下表列示本集團於報告期末的租賃負債：

租賃負債應用之增量借款利率為12%(2023年：12%)。

32. AMOUNTS DUE TO RELATED PARTIES

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Amounts due to a director of Bachelor Education Centre Limited ("Bachelor Education Centre")	應付學士教室有限公司 (「學士教室」) 一名董事款項	300	300
Amount due to a director of GO VR Immersive Limited ("GO VR")	應付高視維創意傳播有限公司 (「高視維」)	940	—
Amount due to a director of UFO Digital Entertainment Limited ("UFO DE")	應付優孚奧數碼娛樂有限公司 (「優孚奧數碼娛樂」) 一名董事款項	—	130
		1,240	430

The amounts are unsecured, non-interest bearing and repayable on demand.

該等款項乃無抵押、免息及按要求償還。

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33. OTHER BORROWING

As at 30 June 2024, other borrowing of the Group from an independent third party was secured by the corporate guarantee executed by the Company, carried a fixed interest rate at 11% (2023: 11%) per annum and repayable over one year (2023: repayable within one year).

33. 其他借款

於2024年6月30日，本集團自一名獨立第三方的其他借款為本公司簽立之企業擔保作抵押，按固定年利率11%(2023年：11%)計息，並須於一年後償還(2023年：須於一年內償還)。

34. DEFERRED TAX

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

34. 遞延稅項

以下為兩個年度確認的遞延稅項資產(負債)及其變動：

		Accelerated Intangible assets	tax depreciation 加速 稅項折舊	Right-of-use assets 使用權資產	Lease liabilities 租賃負債	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 July 2022	於2022年7月1日	1	(89)	(976)	976	(88)
(Charged) credited to profit or loss during the year	(扣除)計入年內損益	(1)	89	(372)	372	88
At 30 June 2023 and 1 July 2023	於2023年6月30日及 2023年7月1日	—	—	(1,348)	1,348	—
Credited (charged) to profit or loss during the year	計入(扣除)年內損益	—	—	243	(243)	—
At 30 June 2024	於2024年6月30日	—	—	(1,105)	1,105	—

As the end of the reporting period, the Group has not recognised deferred tax assets in respect of cumulative tax losses of approximately HK\$585,975,000 (2023: approximately HK\$542,161,000) and deductible temporary differences of approximately HK\$6,176,000 (2023: approximately HK\$6,700,000) as it is not probable that future taxable profits, against which the assets can be utilised, will be available in any relevant tax jurisdiction or entity.

於報告期末，由於於任何相關稅務司法權區或實體不大可能有未來應課稅溢利可動用資產，故本集團並無就有關累計稅項虧損約585,975,000港元(2023年：約542,161,000港元)及可扣減暫時差額約6,176,000港元(2023年：約6,700,000港元)確認遞延稅項資產。

35. RETIREMENT BENEFIT PLANS

Defined contribution plan

The Group operates a MPF Scheme for all qualifying employees in Hong Kong. Under the scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees.

The total expense recognised in profit or loss of approximately HK\$1,153,000 (2023: approximately HK\$1,070,000) represents contributions paid or payable to these plans by the Group at rates specified in the rules of the plans.

Defined benefit plan

For the Group's subsidiaries operating in Hong Kong, pursuant to the Employment Ordinance, Chapter 57, the Group has the obligation to pay LSP to qualifying employees in Hong Kong under certain circumstances (e.g. dismissal by employers or upon retirement), subject to a minimum of 5 years employment period, based on the following formula:

Last monthly wages (before termination of employment) \times 2/3
 \times Years of service

Last monthly wages are capped at HK\$22,500 while the amount of LSP shall not exceed HK\$390,000. This obligation is accounted for as a post-employment defined benefit plan.

Furthermore, the MPF Schemes Ordinance passed in 1995 permits the Group to utilise the Group's mandatory MPF contributions, plus/minus any positive/negative returns thereof, for the purpose of offsetting LSP payable to an employee.

35. 退休福利計劃

定額供款計劃

本集團為香港所有合資格僱員設立強積金計劃。根據該計劃，僱主及其僱員各自須按僱員有關收入(受每月有關收入之上限30,000港元所規限)之5%向計劃供款。計劃中之資產與本集團之資產分開持有，並由信託公司保管及管理。

於損益確認之總開支約1,153,000港元(2023年：約1,070,000港元)乃本集團按該等計劃規則所指定比率已付或應付該等計劃之供款。

界定利益計劃

根據僱傭條例(第57章)，對於本集團在香港營運的附屬公司，本集團在特定情況下(例如被僱主解僱或退休)有責任向合資格香港僱員支付長期服務金，需要滿足至少五年的就業期限，並按以下公式計算：

最後一個月的工資(在終止僱傭前) \times 2/3 \times 服務年數

最後一個月的工資上限為22,500港元，而長期服務金的金額不得超過390,000港元。此項責任被視為一項離職後界定利益計劃。

此外，1995年通過的《強制性公積金計劃條例》允許本集團利用本集團的強制性強積金供款，加上/減去其任何正/負回報，用於抵銷應付僱員的長期服務金。



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35. RETIREMENT BENEFIT PLANS (Continued)

Defined benefit plan (Continued)

The Amendment Ordinance was gazetted on 17 June 2022, which abolishes the use of the accrued benefits derived from employers' mandatory MPF contributions to offset the LSP. The Abolition will officially take effect on the Transition Date (i.e., 1 May 2025). Separately, the Government of the HKSAR is also expected to introduce a subsidy scheme to assist employers for a period of 25 years after the Transition Date on the LSP payable by employers up to a certain amount per employee per year.

Under the Amendment Ordinance, the Group's mandatory MPF contributions, plus/minus any positive/ negative returns, after the Transition Date can continue to be applied to offset the pre-Transition Date LSP obligation but are not eligible to offset the post-Transition Date LSP obligation. Furthermore, the LSP obligation before the Transition Date will be grandfathered and calculated based on the last monthly wages immediately preceding the Transition Date and the years of service up to that date. The Amendment Ordinance has no material impact on the Group's LSP liability with respect to employees that participate in MPF Scheme.

As at 30 June 2024, the Group recognised provision for retirement benefit obligations of approximately HK\$331,000 (2023: approximately HK\$359,000).

35. 退休福利計劃(續)

界定利益計劃(續)

修訂條例於2022年6月17日刊憲，取消僱主使用強制性強積金供款所產生的累算權益抵銷長期服務金的作法。該取消將在過渡日期(即2025年5月1日)正式生效。此外，香港特別行政區政府亦預期於過渡日期後的25年內推出一項補貼計劃，以幫助僱主支付一定金額的每名員工每年的長期服務金。

根據修訂條例，於過渡日期後，本集團的強制性強積金供款，加上／減去任何正／負回報，可繼續用於抵銷過渡日期前的長期服務金責任，惟不再合資格抵銷過渡日期後的長期服務金責任。此外，過渡日期前的長期服務金責任將獲豁免，並根據緊接過渡日期前的最後一個月工資及截至該日的工作年限計算。修訂條例對本集團參與強積金計劃僱員的長期服務金負債並未造成重大影響。

於2024年6月30日，本公司確認退休福利責任付款撥備約331,000港元(2023年：約359,000港元)。

36. SHARE CAPITAL

36. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
<i>Authorised</i>	法定		
Ordinary shares of HK\$0.05 each	每股面值0.05港元的普通股		
At 1 July 2022, 30 June 2023 and 30 June 2024	於2022年7月1日、2023年6月 30日及2024年6月30日	6,000,000,000	300,000
<i>Issued and fully paid</i>	已發行及繳足		
Ordinary shares of HK\$0.05 each	每股面值0.05港元的普通股		
At 1 July 2022, 30 June 2023 and 1 July 2023	於2022年7月1日、2023年6月 30日及2023年7月1日	596,430,880	29,822
Exercise of share options (Note 37)	行使購股權(附註37)	11,616,000	580
At 30 June 2024	2024年6月30日	608,046,880	30,402

The shares issued rank pari passu with other shares of the Company in issue in all respects. None of the Company or its subsidiaries repurchased, sold, redeemed or cancelled any of the Company's shares during the years ended 30 June 2024 and 2023.

已發行股份於所有方面與本公司已發行之其他股份享有同等地位。截至2024年及2023年6月30日止年度，本公司或其附屬公司概無購回、出售、贖回或註銷任何本公司股份。



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37. SHARE OPTION SCHEME

The Company has a share option scheme (“2020 Share Option Scheme”) which was adopted pursuant to a resolution in writing of all shareholders passed on 4 December 2020 became effective on 8 December 2020. The Company proposed a new share option scheme (“2023 Share Option Scheme”) which was adopted at the annual general meeting held on 21 December 2023 and became effective on 21 December 2023 (“Effective Date”). The 2020 Share Option Scheme was terminated with effect from the same day. Upon termination of the 2020 Share Option Scheme, no further options may be granted but in all other respects, the provisions of the 2020 Share Option Scheme shall remain in full force and effect. Therefore, the termination of the 2020 Share Option Scheme will not in any event affect the terms of the grant of such outstanding options that have already been granted under the 2020 Share Option Scheme and outstanding options granted under the 2020 Share Option Scheme shall continue to be subject to the provisions of the 2020 Share Option Scheme.

The purpose of the 2023 Share Option Scheme is to recognise and acknowledge the past and future contributions of the eligible participants to the Group, and to enable the Group to grant options to eligible participants as incentives or rewards for their contributions to the Group with the view to achieving the principal objectives of the Group. The 2023 Share Option Scheme shall be valid and effective for a period of 10 years commencing from the Effective Date.

37. 購股權計劃

本公司根據全體股東於2020年12月4日通過並於2020年12月8日生效的書面決議案採納購股權計劃(「2020年購股權計劃」)。本公司於2023年12月21日舉行的股東週年大會上提呈及已獲採納新購股權計劃(「2023年購股權計劃」)，並已於2023年12月21日生效(「生效日期」)。2020年購股權計劃已終止並於同日生效。2020年購股權計劃終止後，將不再進一步授出購股權，惟2020年購股權計劃之條文於所有其他方面仍具有十足效力及作用。因此，終止2020年購股權計劃於任何情況下將不會影響根據2020年購股權計劃授出的尚未行使購股權的授出條款，且根據2020年購股權計劃授出的尚未行使購股權繼續受限於2020年購股權計劃的條文。

2023年購股權計劃旨在確認並認可合資格參與者過往及未來對本集團所作貢獻，而本集團可藉此向合資格參與者授出購股權，作為彼等對本集團所作貢獻的獎勵或回報，從而達致本集團的主要目標。2023年購股權計劃自生效日期起十年期間生效及有效。

37. SHARE OPTION SCHEME (Continued)

The total number of shares of the Company available for issue under the 2023 Share Option Scheme must not in aggregate, exceed 10% of the issued share capital of the Company at the Effective Date.

The maximum number of shares issuable upon exercise of the options which may be granted under 2023 Share Option Scheme (including exercised, cancelled or outstanding options) to each participant (other than a substantial shareholder, chief executive or director as explained below) in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a Director, chief executive or substantial shareholder of the Company, or to any of their respective associates (as defined under the Listing Rules), are subject to approval in advance by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options). In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue, in the 12-month period up to and including the date of grant, are subject to shareholders' approval in a general meeting.

The offer of a grant of share options, which may specify the minimum period for which the options must be held before they can be exercised, may be accepted in writing by a participant within 14 days from the date of offer upon payment of a nominal consideration of HK\$1 by the grantee. No consideration is payable on the grant of an option. The exercise period for the share options granted is determined by the Directors, which period may commence from the date of acceptance of the offer for the grant of share options but shall end, in any event, not later than 10 years from the date of the conditional adoption of the 2023 Share Option Scheme by the shareholders subject to the provisions for early termination under the 2023 Share Option Scheme.

37. 購股權計劃(續)

根據2023年購股權計劃，可供發行之本公司股份總數合共不得超過本公司於生效日期已發行股本之10%。

於任何十二個月期間內根據2023年購股權計劃可能授予每位參與者(不包括下文所述之主要股東、主要行政人員或董事)之購股權(包括已行使、註銷或尚未行使之購股權)獲行使而可發行之股份數目上限不得超過本公司當時已發行股本之1%。超出此上限之任何進一步授出購股權須於股東大會上取得股東批准。

向本公司董事、主要行政人員或主要股東或彼等各自之任何聯繫人(定義見上市規則)授予購股權須事先取得獨立非執行董事(不包括身為購股權承授人之任何獨立非執行董事)批准。此外，於直至授出日期(包括授出該日)止十二個月期間內，倘若授予本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人之任何購股權超出本公司已發行股份之0.1%，則須在股東大會上取得股東批准。

於承授人繳交1港元之名義代價後，參與者可於要約日期起計14日內以書面接納獲授購股權之要約(其可訂明於購股權獲行使前須持有購股權的最短期間)。授出購股權毋須支付代價。授出購股權之行使期由董事決定，該期間可自接納獲授購股權之要約日期開始，但無論如何須於2023年購股權計劃獲股東有條件採納之日期起計十年內終止，並須受2023年購股權計劃項下之提早終止條文所規限。

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37. SHARE OPTION SCHEME (Continued)

Details of the share options granted under the 2020 Share Option Scheme to Directors, employees and other eligible participants of the Company and movement in such holding during the year are as follows:

	Date of grant	Exercisable period	Exercisable price per share	Outstanding at 1 July 2022, 30 June 2023 and 1 July 2023	Exercised during the year ended 30 June 2024	Outstanding at 30 June 2024
	授出日期	行使期	每股股份行使價	於2022年7月1日、2023年6月30日及2023年7月1日尚未行使	截至2024年6月30日止年度行使	於2024年6月30日尚未行使
Director 董事	30.06.2022 2022年6月30日	30.06.2022 to 29.06.2025 2022年6月30日至 2025年6月29日	1.76	5,808,000	–	5,808,000
Employees 僱員	30.06.2022 2022年6月30日	30.06.2022 to 29.06.2025 2022年6月30日至 2025年6月29日	1.76	52,272,000	(11,616,000)	40,656,000
Total 總計				58,080,000	(11,616,000)	46,464,000
Exercisable at end of the year 於年末可行使						46,464,000
Weighted average exercise price (HK\$) 加權平均行使價(港元)				1.76	1.76	1.76

The weighted average fair value of share options granted to the Group's Directors and employees under the 2020 Share Option Scheme during the year ended 30 June 2022 at measurement date was approximately HK\$0.33 per option.

37. 購股權計劃(續)

年內根據2020年購股權計劃向本公司董事、僱員及其他合資格參與者授出的購股權及其變動之詳情如下：

截至2022年6月30日止年度，根據2020年購股權計劃授予本集團董事及僱員的購股權於計量日期的加權平均公平值為約每份購股權0.33港元。

37. SHARE OPTION SCHEME (Continued)

The share options of the Group are accounted for equity share-based payment under HKFRS 2.

Options granted are fully vested at the date of grant.

The fair values of the share options granted to Directors and employees were calculated using the binomial option pricing model. The inputs into the binomial option pricing model were as follows:

Date of grant 授出日期		30 June 2022 2022年6月30日
Closing share price at the date of grant	於授出日期的股份收市價	HK\$1.76港元
Exercise price	行使價	HK\$1.76港元
Contractual option life	合約購股權年期	3 years年
Risk-free rate	無風險利率	2.62%
Annualised dividend yield	年化股息率	0%
Expected volatility of underlying share	相關股份的預期波幅	48.85%
Expected exercise multiple	預期行使倍數	2.2X – 2.8X

Expected volatility was determined by using the historical volatility of the Company's share price over the most recent period commensurate with the expected life of the share options.

The fair values were calculated by an independent qualified professional valuer.

During the year ended 30 June 2024, 11,616,000 ordinary shares were issued upon exercise of share options pursuant to the 2020 Share Option Scheme. No share option was granted, cancelled or lapsed under both the 2020 Share Option Scheme and 2023 Share Option Scheme.

During the year ended 30 June 2023, no share option was granted, exercised, cancelled or lapsed.

37. 購股權計劃(續)

本集團的購股權根據香港財務報告準則第2號入賬列為權益以股份為基礎之付款。

購股權於授出日期悉數歸屬。

授予董事及僱員的購股權之公平值乃使用二項式期權定價模式予以計算。二項式期權定價模式所用的輸入數據如下：

預期波幅乃使用本公司股價於與購股權預期年期相符之最近期的歷史波幅釐定。

公平值乃由一名獨立合資格專業估值師予以計算。

截至2024年6月30日止年度，本公司根據2020年購股權計劃就購股權獲行使而發行11,616,000股普通股。根據2020年購股權計劃及2023年購股權計劃項下並無購股權獲授出、註銷或失效。

截至2023年6月30日止年度，並無購股權獲授出、行使、註銷或失效。

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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 future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

38. 融資活動產生負債的對賬

下表詳列本集團融資活動所產生負債的變動，包括現金及非現金變動。融資活動所產生的負債為現金流量或未來現金流量將於本集團綜合現金流量表分類為融資活動所得的現金流量。

		Lease liabilities	Amounts due to related parties	Other borrowing	Total
		租賃負債 (Note 31) (附註31)	應付關聯方 款項 (Note 32) (附註32)	其他借款 (Note 33) (附註33)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 July 2022	於2022年7月1日	6,498	300	-	6,798
Advance from related parties	自關聯方墊款	-	130	-	130
Other borrowing raised	新增其他借款	-	-	31,000	31,000
Repayment of other borrowing	償還其他借款	-	-	(10,000)	(10,000)
Capital element of lease rentals paid	已付租賃租金之資本部分	(5,903)	-	-	(5,903)
Interest element of lease rentals paid	已付租賃租金之利息部分	(1,039)	-	-	(1,039)
Interest paid on other borrowing	已付其他借款利息	-	-	(1,001)	(1,001)
<i>Non-cash changes:</i>	<i>非現金變動：</i>				
Finance costs	財務費用	1,039	-	1,064	2,103
New leases entered	訂立新租賃	8,839	-	-	8,839
Lease modifications	租賃修訂	(762)	-	-	(762)
At 30 June 2023 and 1 July 2023	於2023年6月30日及2023年7月1日	8,672	430	21,063	30,165
Advance from related parties	自關聯方墊款	-	940	-	940
Repayment to related parties	向關聯方還款	-	(130)	-	(130)
Other borrowing raised	新增其他借款	-	-	8,000	8,000
Repayment of other borrowing	償還其他借款	-	-	(12,000)	(12,000)
Capital element of lease rentals paid	已付租賃租金之資本部分	(5,699)	-	-	(5,699)
Interest element of lease rentals paid	已付租賃租金之利息部分	(996)	-	-	(996)
Interest paid on other borrowing	已付其他借款利息	-	-	(1,848)	(1,848)
<i>Non-cash changes:</i>	<i>非現金變動：</i>				
Finance costs	財務費用	996	-	1,785	2,781
New leases entered	訂立新租賃	4,526	-	-	4,526
Lease modifications	租賃修訂	(392)	-	-	(392)
At 30 June 2024	於2024年6月30日	7,107	1,240	17,000	25,347

39. LITIGATION

- (1) On 19 December 2017, Fastek received a writ of summons (“Writ”) with statement of claim issued in the Court of First Instance of the High Court of Hong Kong (“CFI”) by Convoy and certain subsidiaries of Convoy (“Plaintiffs”) to claim an order against Fastek, as one of the placees under the placing of Convoy Shares conducted in October 2015, that Fastek wrongly placed the Convoy Shares and wrongly received certain circular financing facilities by one of the Plaintiffs.

On 31 May 2018, the Plaintiffs filed an amended statement of claim (“Amended SoC”) against, among other defendants, Fastek, pursuant to which:

- (i) Convoy (the 1st plaintiff) seeks, inter alia, (i) a declaration and order as against the placees that the allotment of the Convoy Shares is null and void or has been rescinded and set aside; (ii) an account of profits and an order for payment of any sums found to be due, equitable compensation to be assessed, and/or damages to be assessed for breach of fiduciary, common law and/or statutory duties, dishonest assistance, unlawful means conspiracy and/or lawful means conspiracy, as against, among others, Fastek;
- (ii) Convoy Collateral Limited and CSL Securities Limited (the 2nd plaintiff and the 3rd plaintiff) seek, inter alia, an order against, among others, Fastek as one of the direct recipients of funds under the said circular financing arrangement for an account of profits and an order for payment of any sums found to be due, equitable compensation to be assessed, and/or damages to be assessed for breach of fiduciary, common law and/or statutory duties, dishonest assistance, unlawful means conspiracy and/or lawful means conspiracy; and
- (iii) the Plaintiffs seek against all the defendants (a) general or special damages; (b) interests; (c) costs; (d) further and/or other reliefs.

39. 訴訟

- (1) 於2017年12月19日，Fastek接獲康宏及康宏若干附屬公司（「該等原告」）於香港高等法院原訟法庭（「原訟法庭」）發出的傳訊令狀（「令狀」）連同申索陳述書，該等原告尋求針對Fastek（作為於2015年10月進行之康宏股份配售事項的其中一名承配人）獲不當配發康宏股份及不當獲授其中一名該等原告授出的若干循環融資額度的頒令。

於2018年5月31日，該等原告發出針對（包括其他被告）Fastek的經修訂申索陳述書（「經修訂申索陳述書」），據此：

- (i) 康宏（第一原告）尋求（其中包括）(i)針對承配人就康宏股份的配發屬作廢及無效或已被撤銷及擱置的聲明及頒令；(ii)交出利潤賬目及一項就違反受信責任、普通法及／或法定責任、不誠實協助、非法及／或合法手段串謀而針對（其中包括）Fastek作出的有關支付任何應付款項、將予評定之衡平補償及／或將予評定之損害賠償的頒令；
- (ii) 康宏財務有限公司及康證有限公司（第二原告及第三原告）尋求針對（其中包括）Fastek（作為上述循環融資安排的其中一名直接接收人）有關交出利潤賬目的頒令及就違反受信責任、普通法及／或法定責任、不誠實協助、非法及／或合法手段串謀而作出的有關支付任何應付款項、將予評定之衡平補償及／或將予評定之損害賠償的頒令；及
- (iii) 該等原告尋求針對所有被告的(a)一般或特別損害賠償；(b)利息；(c)訟費；(d)進一步及／或其他濟助。



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39. LITIGATION (Continued)

(1) (Continued)

On 5 June 2018, the solicitors for Fastek received a letter from the solicitors for the Plaintiffs dated 4 June 2018 which clarified that the Amended SoC (which states “re-filed on 31 May 2018”) served on Fastek on 31 May 2018 has yet to be officially filed in the CFI pending the resolutions of the Plaintiffs’ applications lodged with Mr. Justice Harris on 4 June 2018 to amend the statement of claim and to add new parties by amending the Writ.

On 25 July 2018, Fastek received a sealed order of the hearing for the Plaintiffs’ summons held on 28 June 2018 (“Order”). Pursuant to the Order, it is ordered, among other matters, that as between the Plaintiffs and Fastek (among certain other defendants), the Plaintiffs do have leave to file and serve the Amended SoC. On 9 July 2018, the Plaintiffs served on Fastek copies of the amended Writ and Amended SoC.

Pursuant to the order of Mr. Justice Harris granted on 12 July 2019, the Plaintiffs have filed and served its re-amended Writ and the re-amended statement of claim on 16 July 2019.

The Plaintiffs filed and served their reply to Fastek’s defence filed on 18 October 2018 on 13 February 2020.

Thereafter, the Plaintiffs filed their re-re-amended statement of claim on 27 July 2020 pursuant to the order of Mr. Justice Harris granted during the hearing of the striking out application taken out by the 26th defendant on 9 January 2020.

39. 訴訟(續)

(1) (續)

於2018年6月5日，Fastek的律師收到該等原告的律師發出日期為2018年6月4日的函件，澄清於2018年5月31日送達Fastek的經修訂申索陳述書(當中陳述「於2018年5月31日重新提交」)尚未正式遞交予原訟法庭，有待該等原告於2018年6月4日向夏利士法官遞交呈請之決議以修訂申索陳述書及通過修訂令狀增加新涉事方。

於2018年7月25日，Fastek收到一份有關於2018年6月28日就該等原告傳訊令狀所舉行的聆訊而發出的已蓋印命令(「命令」)。根據該命令，其責令(其中包括)在該等原告與Fastek(包括若干其他被告)之間，該等原告有權提交並發出經修訂申索陳述書。於2018年7月9日，該等原告向Fastek發出經修訂令狀及經修訂申索陳述書之副本。

根據夏利士法官於2019年7月12日發出的命令，原告已於2019年7月16日提交並送達再經修訂令狀及再經修訂申索陳述書。

該等原告已於2020年2月13日對Fastek於2018年10月18日提出的辯護提交及送達彼等的回覆。

其後，根據夏利士法官在第26位被告於2020年1月9日提出剔除申請的聆訊期間發出的命令，該等原告於2020年7月27日提交彼等第三次修訂的申索陳述書。

39. LITIGATION (Continued)

- (2) On 2 January 2018, Fastek received a petition dated 27 December 2017 made by the petitioner filed with the CFI, whereby the petitioner seeks, among other things, a declaration that the placement of Convoy Shares to Fastek in October 2015 is void ab initio and of no legal effect.

Please refer to the announcements of the Company dated 19 December 2017, 2 January 2018, 4 June 2018, 7 June 2018 and 25 July 2018 for details on the litigations involving the Group.

Given that the litigations are still at a preliminary stage and has not gone into substantive pleading stage, and having considered the alleged claims and consulted with the Company's legal advisers, the Directors are of the views that (i) it is premature to assess the possible outcome of any claim which is pending, either individually or on a combined basis; (ii) it is uncertain as to whether there will be any impact, and if so, the quantum, on the financial position of the Group; and (iii) no provision for the claims in these legal proceedings is required to be made based on their current development. The Directors will monitor these litigations against the Group closely and the Company will continue to keep the shareholders of the Company and potential investors informed of any further material development.

39. 訴訟(續)

- (2) 於2018年1月2日，Fastek接獲呈請人作出的日期為2017年12月27日並已提交原訟法庭的呈請，據此，呈請人尋求(其中包括)宣佈於2015年10月向Fastek配售的康宏股份自始無效，且不具法律效力。

有關涉及本集團的訴訟詳情，請參閱本公司日期為2017年12月19日、2018年1月2日、2018年6月4日、2018年6月7日及2018年7月25日之公告。

由於各項訴訟仍處初步階段且尚未進入實質辯護階段，經考慮到所提出的申索及諮詢本公司法律顧問後，董事認為(i)不論以個別或綜合基準，現時評估任何有待裁定申索的可能結果言之尚早；(ii)難以確定會否對本集團的財務狀況造成任何影響，而如會則難以確定其影響的程度；及(iii)根據現時事態發展，無須就該等法律程序的申索作出撥備。董事將緊密監察該等訴訟對本集團的影響，且本公司將繼續向本公司股東及潛在投資者告知任何進一步重大發展。

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40. RELATED PARTY TRANSACTIONS

- (a) Parties are considered to be related if one party has, directly or indirectly, the ability to control or jointly control or has significant influence over the other party in making financial and operating decisions. The management is of the view that the following company was related party that had significant transactions or balances with the Group during the year.

Name of related party
關聯方名稱

Relationship with the Group
與本集團的關係

IAHGames Hong Kong Limited

A company controlled by one of the directors of certain subsidiaries of the Company
本公司若干附屬公司其中一名董事控制之公司

- (b) Save as the balances with related parties as disclosed in the consolidated statement of financial position, the Group entered into the following significant transactions with related party during the year:

40. 關聯方交易

- (a) 倘一方有能力在另一方作出財務及經營決策時直接或間接控制或共同控制或對另一方有重大影響，則該方會被認為是另一方的關聯方。管理層認為，以下公司為年內與本集團進行重大交易或有結餘的關聯方。

- (b) 除綜合財務狀況表所披露與關聯方的結餘外，本集團於年內與關聯方訂立以下重大交易：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Sales income from IAHGames Hong Kong Limited	來自IAHGames Hong Kong Limited之銷售收入：	—	420
Purchases from IAHGames Hong Kong Limited	自IAHGames Hong Kong Limited 採購	821	—

- (c) The key management personnel includes Directors of the Company and the compensation paid to them is disclosed in Note 11.

- (c) 主要管理人員包括本公司董事，而向彼等支付的酬金於附註11中披露。

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41. PRINCIPAL SUBSIDIARIES

Details of the subsidiaries directly and indirectly held by the Company at the reporting period are set out below.

41. 主要附屬公司

本公司於報告期直接或間接持有附屬公司之詳情載列如下。

Name of principal subsidiary 主要附屬公司名稱	Place of incorporation/ establishment 註冊／成立地點	Place of operation 經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本／註冊股本	Proportion of ownership interest held by the Company 本公司持有之擁有權益比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2024 2024年	2023 2023年	2024 2024年	2023 2023年	
Bachelor Education Centre 學士教室	Hong Kong 香港	Hong Kong 香港	HK\$10,000 10,000港元	N/A 不適用	N/A 不適用	100%	100%	Inactive 無業務
Intelligent Education Limited ¹ 現代新幹線教育有限公司 ¹	Hong Kong 香港	Hong Kong 香港	HK\$100 100港元	N/A 不適用	N/A 不適用	N/A 不適用	100%	Inactive 無業務
Modern Education (Hong Kong) Limited 現代教育(香港)有限公司	Hong Kong 香港	Hong Kong 香港	HK\$41,429,473 41,429,473港元	N/A 不適用	N/A 不適用	100%	100%	Provision of tutoring services 提供補習服務
Rosy Lane Investments Limited	BVI 英屬處女群島	Hong Kong 香港	US\$1 1美元	100%	100%	N/A 不適用	N/A 不適用	Investment holding 投資控股
Sino Network	BVI 英屬處女群島	Hong Kong 香港	US\$13,983 13,983美元	100%	100%	N/A 不適用	N/A 不適用	Investment holding 投資控股
Wise Action Limited 智僑有限公司	Hong Kong 香港	Hong Kong 香港	HK\$10,000 10,000港元	N/A 不適用	N/A 不適用	100%	100%	Inactive 無業務
China Rich Finance Limited 漢富財務有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1,000 1,000港元	N/A 不適用	N/A 不適用	100%	100%	Money lending 借貸

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41. PRINCIPAL SUBSIDIARIES (Continued)

Details of the subsidiaries directly and indirectly held by the Company at the reporting period are set out below. (Continued)

Name of principal subsidiary 主要附屬公司名稱	Place of incorporation/ establishment 註冊/成立地點	Place of operation 經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊股本	Proportion of ownership interest held by the Company 本公司持有之擁有權益比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2024 2024年	2023 2023年	2024 2024年	2023 2023年	
Modern Bachelor Education Limited ("MBE") ²	Hong Kong	Hong Kong	HK\$10,000	N/A	N/A	75%	100%	Provision of primary tutoring services, skill courses and test preparation courses
現代小學士有限公司 (「現代小學士」) ²	香港	香港	10,000港元	不適用	不適用			提供小學輔導服務、 展藝課程及應試 課程
Fastek	BVI	Hong Kong	US\$1	N/A	N/A	100%	100%	Investment in securities 投資證券
	英屬處女群島	香港	1美元	不適用	不適用			
Central Talent Holdings Limited	BVI	Hong Kong	US\$1	N/A	N/A	100%	100%	Investment holding 投資控股
	英屬處女群島	香港	1美元	不適用	不適用			
Modern iClass Limited ("iClass") ²	Hong Kong	Hong Kong	HK\$100	N/A	N/A	75%	100%	Provision of interest classes 提供興趣班
現代多元教室有限公司 (「多元教室」) ²	香港	香港	100港元	不適用	不適用			
Lucky Joy Investment Limited	Hong Kong	Hong Kong	HK\$10,000	N/A	N/A	100%	100%	Provision of physical offices to fellow subsidiaries 向同系附屬公司 提供實體辦公室
喜喜投資有限公司	香港	香港	10,000港元	不適用	不適用			

41. 主要附屬公司(續)

本公司於報告期直接或間接持有附屬公司之詳情載列如下。(續)

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41. PRINCIPAL SUBSIDIARIES (Continued)

Details of the subsidiaries directly and indirectly held by the Company at the reporting period are set out below. (Continued)

41. 主要附屬公司(續)

本公司於報告期直接或間接持有附屬公司之詳情載列如下。(續)

Name of principal subsidiary 主要附屬公司名稱	Place of incorporation/ establishment 註冊/成立地點	Place of operation 經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊股本	Proportion of ownership interest held by the Company 本公司持有之擁有權益比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2024 2024年	2023 2023年	2024 2024年	2023 2023年	
Noble Heartland Limited 英屬處女群島	BVI 英屬處女群島	Hong Kong 香港	US\$1 1美元	100%	100%	N/A 不適用	N/A 不適用	Investment holding 投資控股
Cosmic Path Holdings Limited ²	BVI 英屬處女群島	Hong Kong 香港	US\$100 100美元	N/A 不適用	N/A 不適用	75%	100%	Investment holding 投資控股
Wisdom Union Holdings Limited	BVI 英屬處女群島	Hong Kong 香港	US\$4,000 4,000美元	100%	100%	N/A 不適用	N/A 不適用	Investment holding 投資控股
Smart Now Limited 聰永有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1 1港元	N/A 不適用	N/A 不適用	100%	100%	Investment in securities 投資證券
GO VR 高視維	Hong Kong 香港	Hong Kong 香港	HK\$10,000 10,000港元	N/A 不適用	N/A 不適用	60%	60%	Trading of VR and gaming products and provision of related services and provision of STEAM education services VR與遊戲產品貿易及 提供相關服務以 及提供STEAM 教育服務
UFO DE 優孚奧數碼娛樂	Hong Kong 香港	Hong Kong 香港	HK\$100 100港元	N/A 不適用	N/A 不適用	60%	60%	Trading of VR and gaming products VR與遊戲產品貿易



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41. PRINCIPAL SUBSIDIARIES (Continued)

Details of the subsidiaries directly and indirectly held by the Company at the reporting period are set out below. (Continued)

- ¹ The company has ceased business during the year ended 30 June 2024.
- ² The Group disposed of 25% of its interests in the company during the year ended 30 June 2024. Details refer to Note 42.

None of the subsidiaries had any debt securities outstanding at the end of, or during, either reporting period.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affect the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

41. 主要附屬公司(續)

本公司於報告期直接或間接持有附屬公司之詳情載列如下。(續)

- ¹ 該公司已於截至2024年6月30日止年度內停止經營。
- ² 本公司已於截至2024年6月30日止年度內出售於該公司之25%權益。詳情參閱附註42。

於報告期末或報告期內，概無附屬公司擁有任何尚未行使的債務證券。

上表所列之本公司附屬公司，乃董事認為對本集團之業績或資產具重大影響之附屬公司。董事認為，一併列出其他附屬公司之詳情將會令篇幅過於冗長。

41. PRINCIPAL SUBSIDIARIES (Continued)

The following table lists out the information relating to the subsidiaries of the Group which have material non-controlling interest (“NCI”). The summarised financial information presented below represents the amounts before any inter-company elimination.

41. 主要附屬公司(續)

下表載列有關本集團擁有重大非控股權益(「非控股權益」)之附屬公司之資料。下文呈列之財務資料概要指任何公司間抵銷前之金額。

		2024 2024年			
		MBE	iClass	UFO DE	GO VR
		現代小學士	多元教室	優孚奧數碼 娛樂	高視維
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
NCI percentage	非控股權益百分比	25%	25%	40%	40%
Non-current assets	非流動資產	5,833	—	48	1,345
Current assets	流動資產	4,752	452	31,287	2,987
Current liabilities	流動負債	(12,318)	(876)	(13,082)	(7,583)
Non-current liabilities	非流動負債	(1,759)	—	—	—
Net (liabilities) assets	(負債)資產淨值	(3,492)	(424)	18,253	(3,251)
Carrying amount of NCI	非控股權益賬面值	(873)	(106)	7,301	(1,300)
Revenue	收入	25,331	741	86,398	4,143
(Loss) profit for the year	年度(虧損)溢利	(1,485)	(191)	13,919	21
Total comprehensive income	其他全面收入	—	—	—	—
(Loss) profit allocated to NCI	分配予非控股權益(虧損)溢利	(371)	(48)	5,568	8
Dividends paid to NCI	向非控股權益支付股息	—	—	—	—
Cash flows from operating activities, net	經營活動所得的現金流量，淨額	3,218	(27)	1,616	869
Cash flows from investing activities, net	投資活動所得的現金流量，淨額	(168)	—	1	24
Cash flows from financing activities, net	融資活動所得的現金流量，淨額	(4,382)	—	1,500	(575)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

41. PRINCIPAL SUBSIDIARIES (Continued)

The following table lists out the information relating to the subsidiaries of the Group which have material non-controlling interest ("NCI"). The summarised financial information presented below represents the amounts before any inter-company elimination. (Continued)

41. 主要附屬公司(續)

下表載列有關本集團擁有重大非控股權益(「非控股權益」)之附屬公司之資料。下文呈列之財務資料概要指任何公司間抵銷前之金額。(續)

		2023 2023年	
		UFO DE 優孚奧數碼娛樂	GO VR 高視維
NCI percentage	非控股權益百分比	40%	40%
		HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產	68	293
Current assets	流動資產	29,293	1,861
Current liabilities	流動負債	(25,027)	(5,426)
Non-current liabilities	非流動負債	—	—
Net assets (liabilities)	資產(負債)淨值	4,334	(3,272)
Carrying amount of NCI	非控股權益賬面值	1,734	(1,309)
Revenue	收入	83,997	6,650
(Loss) profit for the year	年度(虧損)溢利	2,614	(2,874)
Total comprehensive income	其他全面收入	—	—
(Loss) profit allocated to NCI	分配予非控股權益(虧損)溢利	1,046	(1,150)
Dividends paid to NCI	向非控股權益支付股息	—	—
Cash flows from operating activities, net	經營活動所得的現金流量，淨額	(4,794)	2,322
Cash flows from investing activities, net	投資活動所得的現金流量，淨額	1	(174)
Cash flows from financing activities, net	融資活動所得的現金流量，淨額	(201)	(2,437)

42. CHANGES IN OWNERSHIP INTEREST IN A SUBSIDIARY WITHOUT CHANGE OF CONTROL

During the year ended 30 June 2024, the Group disposed of 25% of its interest in Cosmic Path Holdings Limited and its subsidiaries, reducing its continuing interest to 75%. The proceeds on disposal of approximately HK\$58,000 were received in cash. An amount of approximately HK\$813,000 (being the proportionate share of the carrying amount of the net liabilities of Cosmic Path Holdings Limited) has been transferred to non-controlling interests. The difference of approximately HK\$871,000 between the decrease in the non-controlling interests and the consideration received has been credited to accumulated losses.

42. 於一間附屬公司擁有權之變動而未有控 制權變動

截至2024年6月30日止年度，本集團出售其於 Cosmic Path Holdings Limited 及其附屬公司之25% 權益，將持續權益減至75%。出售所得款項約 58,000 港元以現金收取。約813,000 港元金額(即 Cosmic Path Holdings Limited 負債淨額賬面值之 應佔比例)已轉撥至非控股權益。非控股權益減少與已收取代價之差額約871,000 港元已計入累計虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2024 截至2024年6月30日止年度

43. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

43. 本公司財務狀況及儲備表

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Non-current asset	非流動資產		
Investment in subsidiaries	於附屬公司的投資	353	353
Current assets	流動資產		
Prepayments and other deposits	預付款項及其他按金	160	159
Amounts due from subsidiaries	應收附屬公司款項	98,950	96,968
Amount due from an associate	應收一間聯營公司款項	2,776	2,524
Bank balances and cash	銀行結餘及現金	37	4,644
		101,923	104,295
Current liabilities	流動負債		
Accruals	應計費用	1,574	814
Amounts due to subsidiaries	應付附屬公司款項	64,048	64,010
		65,622	64,824
Net current assets	流動資產淨值	36,301	39,471
Net assets	資產淨值	36,654	39,824
Capital and reserves	資本及儲備		
Share capital	股本	30,402	29,822
Reserves (Note)	儲備(附註)	6,252	10,002
Total equity	權益總額	36,654	39,824

The Company's statement of financial position was approved and authorised for issue by the board of Directors on 27 September 2024 and are signed on its behalf by:

本公司的財務狀況表已於2024年9月27日獲董事會批准及授權刊發，並由下列人士代表簽署：

Yip Kai Pong
葉啟邦
Director
董事

Li Ming Him
李銘謙
Director
董事

43. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

Note:

Movement in the Company's reserves are as follows:

43. 本公司財務狀況及儲備表(續)

附註：

本公司的儲備變動如下：

		Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Share options reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2022	於2022年7月1日	451,044	386,954	(28,079)	19,058	(797,006)	31,971
Loss and total comprehensive expense for the year	年度虧損及全面開支總額	-	-	-	-	(21,969)	(21,969)
At 30 June 2023 and 1 July 2023	於2023年6月30日及2023年7月1日	451,044	386,954	(28,079)	19,058	(818,975)	10,002
Loss and total comprehensive expense for the year	年度虧損及全面開支總額	-	-	-	-	(23,614)	(23,614)
Exercise of share options	行使購股權	23,649	-	-	(3,785)	-	19,864
At 30 June 2024	於2024年6月30日	474,693	386,954	(28,079)	15,273	(842,589)	6,252

At 30 June 2024 and 2023, the Company had no reserves available for distribution in accordance with the Company Law of Bermuda.

於2024年及2023年6月30日，本公司並無儲備可供根據百慕達公司法進行分派。

44. EVENTS AFTER REPORTING PERIOD

The fair values of listed equity securities are determined based on the quoted market closing price available on the Main Board and GEM of the Stock Exchange at the end of the reporting period.

As at the date of the board of Directors' approval of these consolidated financial statements, the unrealised losses on financial assets at FVPL from changes in fair value on financial assets at FVPL held as at 30 June 2024 amounted to approximately HK\$1,540,000.

44. 報告期後事項

上市股本證券的公平值乃根據聯交所主板及GEM於報告期末所報的市場收市價釐定。

於董事會批准該等綜合財務報表日期，於2024年6月30日持有的按公平值計入損益的金融資產公平值變動導致以公平值計量的金融資產的未變現虧損約1,540,000港元。

Five-Year Financial Summary

五年財務概要

The following is a summary of the published results and assets and liabilities of the Group for the last five financial years prepared on the basis set out in the notes below.

以下為本集團按下文附註所載基準編製過去五個財政年度的已刊發業績及資產與負債概要。

RESULTS

業績

		Year ended 30 June 截至6月30日止年度				
		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
Revenue	收入	122,318	117,612	90,048	43,301	67,243
(Loss) profit before tax	除稅前(虧損)溢利	(20,972)	(27,205)	(32,647)	3,825	(107,260)
Income tax (expense) credit	所得稅(開支)抵免	(1,532)	(1,446)	—	(65)	53
(Loss) profit for the year	年度(虧損)溢利	(22,504)	(28,651)	(32,647)	3,760	(107,207)
(Loss) profit for the year attributable to:	以下人士應佔年度(虧損)溢利：					
Owners of the Company	本公司擁有人	(27,558)	(28,541)	(32,892)	3,617	(107,194)
Non-controlling interests	非控股權益	5,054	(110)	245	143	(13)
		(22,504)	(28,651)	(32,647)	3,760	(107,207)

ASSETS AND LIABILITIES

資產及負債

		As at 30 June 於6月30日				
		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
Total assets	總資產	147,488	169,477	165,275	194,022	150,476
Total liabilities	總負債	(38,002)	(57,254)	(18,845)	(26,042)	(42,527)
		109,486	112,223	146,430	167,980	107,949
Equity attributable to:	以下人士應佔權益：					
Owners of the Company	本公司擁有人	104,630	111,608	145,801	167,596	107,864
Non-controlling interests	非控股權益	4,856	615	629	384	85
		109,486	112,223	146,430	167,980	107,949



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