

NOVA Group Holdings Limited

諾發集團控股有限公司

(Incorporated in the Cayman Islands with limited liability) (Stock code: 1360)

(於開曼群島註冊成立之有限公司) (股份代號 : 1360)



2023/24
年報 Annual Report

Contents

目錄

Corporate Information	公司資料	2
Financial Highlights	財務摘要	4
Management Discussion and Analysis	管理層討論及分析	5
Biographical Details of Directors	董事之履歷詳情	31
Report of the Directors	董事會報告	37
Corporate Governance Report	企業管治報告	55
Environmental, Social and Governance Report	環境、社會及管治報告	81
Independent Auditor's Report	獨立核數師報告	126
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及 其他全面收益表	133
Consolidated Statement of Financial Position	綜合財務狀況表	135
Consolidated Statement of Changes in Equity	綜合權益變動表	137
Consolidated Statement of Cash Flows	綜合現金流量表	138
Notes to the Consolidated Financial Statements	綜合財務報表附註	141
Five-Year Financial Summary	五年財務概要	299



Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. Woo Lan Ying (*Chairman*)
(appointed on 9 January 2025)
Mr. Deng Zhonglin
Mr. Wong Ka Shing
(appointed on 6 September 2024)
Mr. Wong Yuk Lun Alan (resigned on 9 January 2025)
Mr. Lam Wai Hung (resigned on 9 January 2025)

Non-executive Director

Ms. Huang Chian Sandy (resigned on 2 November 2023)

Independent Non-executive Directors

Mr. Tsang Wing Ki
Dr. Wong Kong Tin, *JP*
Mr. To Chun Wai
Mr. Choi Hung Fai (resigned on 16 July 2023)

AUDIT COMMITTEE

Mr. Tsang Wing Ki (*Chairman*)
Dr. Wong Kong Tin, *JP*
Mr. To Chun Wai

REMUNERATION COMMITTEE

Dr. Wong Kong Tin, *JP* (*Chairman*)
Ms. Woo Lan Ying
(appointed on 9 January 2025)
Mr. Tsang Wing Ki
Mr. To Chun Wai
Mr. Wong Yuk Lun Alan
(resigned on 9 January 2025)

NOMINATION COMMITTEE

Ms. Woo Lan Ying (*Chairman*)
(appointed on 9 January 2025)
Dr. Wong Kong Tin, *JP*
Mr. To Chun Wai
Mr. Wong Yuk Lun Alan (resigned on 9 January 2025)
Mr. Choi Hung Fai (resigned on 16 July 2023)

COMPANY SECRETARY

Mr. Kwong Chun Chung (appointed on 1 March 2025)
Mr. Wong Ka Wah (appointed on 9 January 2025 and
resigned on 1 March 2025)
Mr. Tung Tat Chiu Michael (resigned on 9 January 2025)

董事會

執行董事

胡蘭英女士(*主席*)
(於二零二五年一月九日獲委任)
鄧仲麟先生
黃嘉盛先生
(於二零二四年九月六日獲委任)
黃玉麟先生(於二零二五年一月九日辭任)
林偉雄先生(於二零二五年一月九日辭任)

非執行董事

黃茜女士(於二零二三年十一月二日辭任)

獨立非執行董事

曾永祺先生
黃江天博士^{太平紳士}
杜振偉先生
蔡雄輝先生(於二零二三年七月十六日辭任)

審核委員會

曾永祺先生(*主席*)
黃江天博士^{太平紳士}
杜振偉先生

薪酬委員會

黃江天博士^{太平紳士}(*主席*)
胡蘭英女士
(於二零二五年一月九日獲委任)
曾永祺先生
杜振偉先生
黃玉麟先生
(於二零二五年一月九日辭任)

提名委員會

胡蘭英女士(*主席*)
(於二零二五年一月九日獲委任)
黃江天博士^{太平紳士}
杜振偉先生
黃玉麟先生(於二零二五年一月九日辭任)
蔡雄輝先生(於二零二三年七月十六日辭任)

公司秘書

鄭振忠先生(於二零二五年三月一日獲委任)
黃嘉華先生(於二零二五年一月九日獲委任
及於二零二五年三月一日辭任)
佟達釗先生(於二零二五年一月九日辭任)

Corporate Information (Continued)

公司資料(續)

AUTHORISED REPRESENTATIVES

Mr. Wong Ka Shing (appointed on 9 January 2025)
Mr. Kwong Chun Chung (appointed on 1 March 2025)
Mr. Wong Ka Wah (appointed on 9 January 2025 and
resigned on 1 March 2025)
Mr. Wong Yuk Lun Alan (resigned on 9 January 2025)
Mr. Tung Tat Chiu Michael (resigned on 9 January 2025)

AUDITOR

Confucius International CPA Limited
Certified Public Accountant
(appointed on 11 April 2024)
HLM CPA Limited
Certified Public Accountants (resigned on 11 April 2024)

LEGAL ADVISER AS TO HONG KONG LAW

Tung & Co. Solicitors

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit E2, 8/F
Kingston International Centre
19 Wang Chiu Road
Kowloon Bay, Kowloon
Hong Kong

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited
Suite 3204, Unit 2A
Block 3, Building D
P.O. Box 1586
Gardenia Court
Camana Bay
Grand Cayman, KY1-1100
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

STOCK CODE

1360

CORPORATE WEBSITE

<http://www.novahldg.com>

授權代表

黃嘉盛先生(於二零二五年一月九日獲委任)
鄭振忠先生(於二零二五年三月一日獲委任)
黃嘉華先生(於二零二五年一月九日獲委任
及於二零二五年三月一日辭任)
黃玉麟先生(於二零二五年一月九日辭任)
佟達釗先生(於二零二五年一月九日辭任)

核數師

天健國際會計師事務所有限公司
執業會計師
(於二零二四年四月十一日獲委任)
恒健會計師行有限公司
執業會計師(於二零二四年四月十一日辭任)

香港法律顧問

佟達釗律師行

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

總辦事處及香港主要營業地點

香港
九龍九龍灣
宏照道19號
金利豐國際中心
8樓E2室

開曼群島股份過戶登記處

Suntera (Cayman) Limited
Suite 3204, Unit 2A
Block 3, Building D
P.O. Box 1586
Gardenia Court
Camana Bay
Grand Cayman, KY1-1100
Cayman Islands

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

主要往來銀行

中國銀行(香港)有限公司
香港上海滙豐銀行有限公司

股份代號

1360

公司網站

<http://www.novahldg.com>

Financial Highlights

財務摘要

		Year ended 30 June 2024 截至 二零二四年 六月三十日 止年度 HK\$'000 千港元	Year ended 30 June 2023 截至 二零二三年 六月三十日 止年度 HK\$'000 千港元	Year ended 30 June 2022 截至 二零二二年 六月三十日 止年度 HK\$'000 千港元
Results	業績			
Revenue	收益			
Cultural and entertainment	文化及娛樂	31,561	9,918	56,832
Financing	融資	—	31,301	55,329
		31,561	41,219	112,161
Gross profit	毛利	9,783	35,591	78,934
Operating (loss)/profit	經營(虧損)/溢利	(204,503)	(486,091)	(116,815)
(Loss)/profit for the year	年度(虧損)/溢利	(210,038)	(506,497)	(122,867)
		At 30 June 2024 於 二零二四年 六月三十日 HK\$'000 千港元	At 30 June 2023 於 二零二三年 六月三十日 HK\$'000 千港元	At 30 June 2022 於 二零二二年 六月三十日 HK\$'000 千港元
Consolidated Statement of Financial Position	綜合財務狀況表			
Total assets	資產總值	29,599	183,121	703,583
Total liabilities	負債總額	115,839	(58,121)	(57,665)
Net (liabilities)/assets	(負債淨額)/資產淨值	(86,240)	125,000	645,918

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

NOVA Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are principally engaged in the operation of cultural and entertainment comprehensive services platform and provision of loan and financing services. The Group has discontinued its business in the organisation and sponsorship of exhibitions and events for the year ended 30 June 2023.

Revenue and segment results of the Group for the year ended 30 June 2024 (the “**Reporting Year**”) and for the year ended 30 June 2023 (the “**Prior Year**” or “**2023**”) are set out as follows:

業務回顧

諾發集團控股有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)主要從事經營文化及娛樂綜合服務平台以及提供貸款及融資服務。截至二零二三年六月三十日止年度，本集團已終止其經營籌辦及贊助展覽會及活動業務。

本集團於截至二零二四年六月三十日止年度(「**報告年度**」)及截至二零二三年六月三十日止年度(「**去年**」或「**二零二三年**」)的收益及分部業績載列如下：

		For the year ended 30 June 截至六月三十日止年度	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Revenue	收益		
Exhibitions and events	展覽會及活動	-	-
Cultural and entertainment	文化及娛樂	31,561	9,918
Financing	融資	-	31,301
		31,561	41,219
Segment loss from	分部虧損		
Exhibitions and events	展覽會及活動	-	(371)
Cultural and entertainment	文化及娛樂	(25,001)	(155,675)
Financing	融資	(170,667)	(315,626)
		(195,668)	(471,672)

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

BUSINESS REVIEW (Continued)

Exhibitions and Events Business

As reported in the annual report of the Company for the year ended 30 June 2023 (“**2022/23 Annual Report**”), we had discontinued operation of the exhibitions and events business segment, and hence no revenue from such business segment was recorded for the Reporting Year.

Cultural and Entertainment Business

During the Reporting Year, revenue from our cultural and entertainment business contributed to approximately HK\$31.6 million, which represent 100.0% of the Group’s revenue. The Group’s revenue mainly comprised of approximately HK\$13.1 million, or approximately 41.3% and HK\$18.2 million, or approximately 57.5% from clubbing and entertainment operation and sales and distribution business respectively.

As disclosed in the 2022/23 Annual Report and the interim report of the Company for the six months ended 31 December 2023, the outbreak of the COVID-19 pandemic, coupled with the subsequent economics downturn in the People’s Republic of China (“**PRC**”), has had a significant adverse impact on the Group’s business. In response to these challenges, the Group launched a new income stream by opening a night club in Central, Hong Kong in November 2023 (the “**Clubbing and Entertainment Operation**”). The night club primarily targeting customers on entertainment and wine, and also holds various events designed to customers. However, due to the changed of consumer habits, the continued emigration of middle-to high-income individuals and the trend of consumption shifting north that generally faced by the Hong Kong catering and entertainment industry, the revenue of the Clubbing and Entertainment Operation was suffered and recorded loss-making position. In light of the weak performance of the Clubbing and Entertainment Operation, the Group has devoted tremendous management time and efforts on the Clubbing and Entertainment Operation with the hope to turnaround its performance. Despite various cost control measures and strategies have been implemented, no significant improvements were noted and the Group decided to cease operation in February 2025.

業務回顧(續)

展覽會及活動業務

如本公司截至二零二三年六月三十日止年度之年報(「二零二二／二三年度年報」)所報告，我們已終止展覽會及活動業務分部的營運，因此該業務分部於報告年度並無錄得收益。

文化及娛樂業務

於報告年度，文化及娛樂業務的收益約為3,160萬港元(佔本集團收益的100.0%)。本集團的收益主要包括會所及娛樂業務產生的收益1,310萬港元(佔比約為41.3%)以及銷售及分銷業務產生的收益1,820萬港元(佔比約為57.5%)。

如二零二二／三年度年報及本公司截至二零二三年十二月三十一日止六個月的中期報告所披露，COVID-19疫情爆發，加之後續中華人民共和國(「中國」)經濟衰退，對本集團業務造成重大不利影響。為應對該等挑戰，本集團於二零二三年十一月在香港中環開設一間夜總會(「會所及娛樂業務」)，從而帶來新的收入來源。這間夜總會主要以娛樂及洋酒客戶為目標，同時亦會舉辦各種專為客戶而設的活動。然而，由於消費者習慣改變，中高收入人士持續移居海外，加上香港餐飲及娛樂行業普遍面臨北上消費的趨勢，會所及娛樂業務的收益減少並錄得虧損。鑒於會所及娛樂業務表現欠佳，本集團投入大量時間及精力管理會所及娛樂業務，以期轉虧為盈。儘管已實施各項成本控制措施及策略，但業績並無顯著改善，故本集團決定於二零二五年二月停止經營。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

BUSINESS REVIEW (Continued)

Cultural and Entertainment Business (Continued)

Taking into account the persistent financial losses of the Clubbing and Entertainment Operation, it was vital for the Group to reassess its business strategy concerning the Cultural and Entertainment Operation. Given that the liquor business is one of the Group's primary activities, after considering the policy developments favourable to the Chinese liquor industry, the growing influence of younger consumers on the Chinese liquor consumption, increasing international demand and strong cultural support for the Chinese liquor and leveraging Hong Kong's trade advantages as well as exhibitions and promotions activities, the Group has decided to redeploy its internal resources toward the sales and distribution of Chinese liquors, which commenced in May 2024 (the "**Sales and Distribution Business**").

The Sales and Distribution Business recorded a revenue of approximately HK\$18.2 million and a profitable financial position from the commencement date to the year ended date 30 June 2024. The Sales and Distribution Business of the Group primarily involves the wholesale and retail of the Chinese liquors both overseas and/or in Hong Kong. The Group classifies (i) sales to merchants and other customers whose business operations involve the resale of the products as wholesale; and (ii) sales to corporate and individual customers who purchase the products for their own consumption or collection as retail.

The Group offers a diverse and extensive selection of Chinese liquors, effectively catering to both wholesale and retail customers. Its strategic partnership with the authorised distributors allows the Group to offer the famous Chinese liquors. In addition, as the exclusive general agent for a famous Chinese brandy in Hong Kong, the Group is well-positioned to capture growing segment of consumers interested in premium liquors. The products are sourced from renowned brand known for its superior quality and craftsmanship, making them highly appealing to both local and international consumers. This focus on quality and variety helps the Group differentiate itself in a competitive market.

業務回顧(續)

文化及娛樂業務(續)

考慮到會所及娛樂業務遭遇持續財務虧損，本集團有必要重新評估其針對會所及娛樂業務採取的業務策略。鑒於酒類業務是本集團的主要活動之一，同時考慮到對中國酒業利好的政策風向、年輕消費者對中國酒類消費的影響力日期增加、國際需求增多以及中國酒文化的有力支撐，依託香港的貿易優勢並通過舉辦展覽會及推廣活動，本集團已決定將其內部資源重新配置，用於中國酒類的銷售及分銷，該項計劃於二零二四年五月啟動（「**銷售及分銷業務**」）。

銷售及分銷業務錄得收益約1,820萬港元，且於開始日期至年度結算日二零二四年六月三十日期間的財務一直為盈利狀態。本集團銷售及分銷業務主要涉及在海外及／或香港批發及零售中國酒類。本集團將(i)向商戶及其他客戶(其業務營運涉及產品轉售)作出的銷售歸類為批發；及(ii)向企業及個人客戶(其購買產品作自用或收藏)作出的銷售歸類為零售。

本集團提供多樣化及廣泛的中國酒類選擇，有效滿足批發和零售客戶的需求。通過與授權經銷商建立戰略合作夥伴關係，本集團可提供中國名酒。此外，作為知名國產白蘭地在香港的獨家總代理，本集團有能力俘獲日益壯大的喜愛頂級酒的消費者群體。產品均來自以品質優良、工藝精湛著稱的知名品牌，深受本地及國際消費者青睞。注重品質、品類豐富的優勢有助本集團在競爭激烈的市場中脫穎而出。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

BUSINESS REVIEW (Continued)

Cultural and Entertainment Business (Continued)

In addition, the Group also benefits from an efficient operational framework and a robust distribution network. Therefore, the Group's ability to adapt to market trends and consumer behaviors is also a significant competitive strength. By staying attuned to industry developments and leveraging data analytics, the Group can identify emerging opportunities and tailor its offerings accordingly. This strategic vision positions the Group to capitalise on the growing global interest in Chinese liquors, particularly among younger consumers seeking authentic and premium experiences.

On the other hand, as disclosed in the 2022/23 Annual Report, the outbreak of the COVID-19 pandemic and the implementation of a four-month long lockdown in Shanghai in 2022 had curtailed almost all consumerist businesses thereat, thereby turning what was once a boom into a bust. Suffice to say, the subsequent economic downturn in the PRC has hit hard in many walks of trade, and our Group was no exception, in particular our cultural and entertainment, and financing businesses. In the meantime, the economic downturn in the PRC has yet to show any marked abatement, and, as such, our cultural and entertainment business had been continuously held back. Some of the Group's NOD Union members, customers in brand management and/or long-term relationship customers have either temporarily suspended or chosen to close down their operations. In spite of the revocation of the COVID-19 social distancing measures, the economic scars lasting from them have impacted consumer confidence by far, the continual lackluster consumerism did not have any positive impact on the Group during the Reporting Year. As a result, except for the revenue generated from the Clubbing and Entertainment Operation and Sales and Distribution Business, our revenue from other businesses in this business segment contributed an insignificant amount of approximately HK\$0.3 million of the Group's revenue.

業務回顧(續)

文化及娛樂業務(續)

此外，本集團亦受惠於高效的營運框架及強大的分銷網絡。因此，能夠適應市場趨勢與消費者行為亦是本集團的一項重要競爭優勢。本集團緊跟行業發展趨勢，善用數據分析，從而可瞄準新興機遇並相應地推出有針對性的產品。這一戰略願景使本集團能夠把握全球對中國酒類日益濃厚的興趣這一機遇，尤其是在尋求正宗及優質體驗的年輕消費者當中。

另一方面，如二零二二／二三年度年報所披露，二零二二年 COVID-19 疫情爆發，上海實施長達四個月的封鎖，幾乎遏制了上海所有消費類業務，從而使原本的繁榮景象變得蕭條。毋庸置疑，後續中國經濟衰退對各行各業均造成沉重打擊，本集團也不例外，尤其是我們的文化及娛樂以及融資業務。與此同時，中國經濟下滑的趨勢仍未明顯緩解，因此我們的文化及娛樂業務持續受阻。本集團若干諾笛聯盟平台的會員、品牌管理客戶及／或長期合作客戶暫時中止或選擇關閉業務。儘管 COVID-19 社交距離措施已撤銷，但其遺留的經濟損害仍嚴重影響消費者信心，且報告年度內消費意欲持續低迷，並未對本集團帶來任何正面影響。因此，除會所及娛樂業務以及銷售及分銷業務產生的收益外，該業務分部其他業務的收益約為 30 萬港元，佔本集團收益的很小一部分。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

BUSINESS REVIEW (Continued)

Cultural and Entertainment Business (Continued)

The cultural and entertainment comprehensive services platform is currently divided into the following components:

業務回顧(續)

文化及娛樂業務(續)

文化及娛樂綜合服務平台現分為下列服務類別：

		For the year ended 30 June 截至六月三十日止年度	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Brand management	品牌管理	73	1,699
Promotion and consulting services	推廣及諮詢服務	-	2,498
Trading of goods	商品貿易	285	5,721
Sales and distribution of goods	銷售及分銷貨品	18,153	-
Club and entertainment business	會所及娛樂業務	13,050	-
		31,561	9,918

Financing Business

The financing business of the Group is divided into credit factoring, finance leasing and money lending. No revenue was generated from our financing business during the Reporting Year as compared to approximately HK\$31.3 million for the Prior Year. For the recovery of the factoring receivables, finance lease receivables and loan receivables, please refer to the below section of "Impairment and amounts written off" for details.

融資業務

本集團之融資業務分為信貸保理、融資租賃及放債。融資業務於報告年度並無產生收益，而去年約為3,130萬港元。有關保理應收款項、融資租賃應收款項及應收貸款之收回詳情，請參閱下文「減值及撇銷金額」一節。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

BUSINESS REVIEW (Continued)

Impairment and amounts written off

As disclosed in the 2022/23 Annual Report, the factoring receivables, finance lease receivables and loan receivables in relation to the financing business amounted to approximately HK\$168.3 million, HK\$2.2 million and HK\$0.4 million, respectively, net of impairment allowances of approximately HK\$337.9 million, HK\$16.0 million and HK\$1.1 million, respectively as at 30 June 2023, among which impairment allowances of approximately HK\$327.3 million, HK\$13.5 million and HK\$1.1 million, respectively, were charged to profit or loss for the year ended 30 June 2023.

For the Reporting Year, the factoring receivables, finance lease receivables and loan receivables amounted to approximately HK\$167.0 million, HK\$2.2 million and HK\$0.4 million, respectively net of impairment allowances of approximately HK\$335.2 million, HK\$15.9 million and HK\$1.1 million, respectively as at 30 June 2024 which were fully written off and charged to profit or loss for the year ended 30 June 2024. The impairment allowances after exchange realignment of approximately HK\$335.2 million, HK\$15.9 million and HK\$1.1 million, respectively brought forward from 30 June 2023 which were fully written off during the Reporting Year.

As disclosed in the 2022/23 Annual Report, the trade receivables amounted to approximately HK\$5.0 million net of impairment allowances of approximately HK\$30.0 million as at 30 June 2023, among which impairment allowances of approximately HK\$17.6 million was charged to profit or loss for the year ended 30 June 2023.

For the Reporting Year, the trade receivables amounted to approximately HK\$4.9 million net of impairment allowances of approximately HK\$29.7 million as at 30 June 2024 which were fully written off and charged to profit or loss for the year ended 30 June 2024. The impairment allowances after exchange realignment of approximately HK\$29.7 million brought forward from 30 June 2023 which was fully written off during the Reporting Year.

業務回顧(續)

減值及撇銷金額

如二零二二／二三年度年報所披露，於二零二三年六月三十日，融資業務相關的保理應收款項、融資租賃應收款項及應收貸款分別約為1.683億港元、220萬港元及40萬港元，扣除減值撥備分別約3.379億港元、1,600萬港元及110萬港元，其中減值撥備分別約3.273億港元、1,350萬港元及110萬港元已於截至二零二三年六月三十日止年度之損益中扣除。

於報告年度，於二零二四年六月三十日，保理應收款項、融資租賃應收款項及應收貸款分別約為1.670億港元、220萬港元及40萬港元，扣除減值撥備分別約3.352億港元、1,590萬港元及110萬港元，該等款項已悉數撇銷並於截至二零二四年六月三十日止年度之損益中扣除。匯兌調整後的減值撥備分別約3.352億港元、1,590萬港元及110萬港元，該等款項已自二零二三年六月三十日起結轉並於報告年度悉數撇銷。

如二零二二／二三年度年報所披露，於二零二三年六月三十日，貿易應收款項約為500萬港元，扣除減值撥備約3,000萬港元，其中減值撥備約1,760萬港元已於截至二零二三年六月三十日止年度之損益中扣除。

於報告年度，於二零二四年六月三十日，貿易應收款項約為490萬港元，扣除減值撥備約2,970萬港元，該等款項已悉數撇銷並於截至二零二四年六月三十日止年度之損益中扣除。匯兌調整後的減值撥備約2,970萬港元，該等款項已自二零二三年六月三十日起結轉並於報告年度悉數撇銷。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

BUSINESS REVIEW (Continued)

Impairment and amounts written off (Continued)

The deterioration of such impairment allowance recognised for the Prior Year was arising from the uncertainty of the recoverability of the factoring receivables, which was mainly due to the outbreak of the COVID-19 pandemic and the ensuing implementation of lockdown measures in Shanghai as previously mentioned in the 2022/23 Annual Report. Following the relaxation of travel measures in February 2023, it had not given the Group any positive impact or even a dust of vitality. In any event, we have no sense to predict whatever the momentum of the global economic downturn will be, how the businesses become worse resulting from this crisis, or how long it will take for the global market to recover. During the Reporting Year, we have tried to recover the debts in the best possible way and attempted to communicate with our customers in several ways, such as through site visits, sending out demand letters, and/or phone calls, as well as by consulting an independent law firm in the PRC about the possibility of taking legal action against our customers for the recovery of debts. Unfortunately, there was no significant progress on the recovery of debts.

During the Reporting Year, for the purpose to evaluate the recoverability of the outstanding debts from both legal and financial perspectives and whether the impairment of debtors to be made is appropriate, the Group has engaged a PRC legal adviser to conduct due diligence on the outstanding receivables (the "Receivables") with an aggregate outstanding amount of approximately RMB469 million which represented most of the Group's receivables before impairment allowances for the year ended 30 June 2024. This due diligence process includes desktop searches and site visits conducted by the PRC legal adviser.

業務回顧(續)

減值及撇銷金額(續)

去年確認的有關減值撥備轉差，是由於保理應收款項可收回性存在不確定性，先前於二零二二／二三年度年報中提及的COVID-19疫情爆發以及隨之而來的上海封鎖措施是造成不確定性的主要原因。二零二三年二月放寬出行措施，並未給本集團帶來任何積極影響，甚至無絲毫活力。於任何情況下，我們無法預測全球經濟衰退的勢頭如何、企業因該危機如何雪上加霜，亦無法預測全球市場的復甦需多長時間。於報告年度，我們已努力以最佳方式追收債務，並試圖通過多種方式與客戶溝通，例如通過實地拜訪、發出催款函及／或撥打電話，以及就是否有可能採取法律行動向客戶追收債務諮詢一家中國獨立律師事務所。遺憾的是，追收債務並無取得重大進展。

於報告年度，為從法律及財務角度評估未償還債務之可收回性以及對應收賬款進行減值是否合適，本集團已委聘中國法律顧問對未償還應收款項(「應收款項」)進行盡職調查，未償還總額約為人民幣4.69億元，佔本集團截至二零二四年六月三十日止年度未計提減值撥備前應收款項的大部分。此盡職調查流程包括由中國法律顧問進行桌面搜索及實地考察。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

BUSINESS REVIEW (Continued)

Impairment and amounts written off (Continued)

Based on the opinion from the PRC legal adviser, it is noted that (i) the Receivables are no longer in operation; and (ii) regarding the financial positions of the Receivables, their respective shareholders and the debtors of the Receivables that are subject to various issues, including but not limited to high-limit restrictions, dishonored debtors, litigation, seizure and freezing of assets, outstanding tax payments, and registered and paid-in capital that is too low relative to the scale of the factoring fund. The PRC legal adviser has advised that litigation costs of taking legal proceedings against the Receivables for recovering the outstanding debts far exceed the actual benefits gained from the lawsuit. In addition, the PRC legal adviser also stated that the recovery rate for debts overdue by more than three years seemed to be remote, according to research and operational conditions of the PRC companies involved in the disposal of non-performing assets.

After taking into account of the legal opinion provided by the PRC legal adviser, the Group believes that it is reasonable for the Group to impair the Receivables and there is a high possibility of encountering the dilemma of winning the lawsuit but facing difficulties in enforcement if the Company chooses to pursue recovery through legal actions, given (a) the Receivables being out of operation; (b) most of the Receivables having poor financial conditions based on latest information available, resulting in a loss of repayment ability; (c) shareholders of the Receivables being heavily indebted; and (d) shareholders of the Receivables being liable only to the extent of the registered capital, which is below RMB 1 million.

After considering the aftermath impact of COVID-19 pandemic on the macroeconomic environment and the legal opinion provided by the PRC legal adviser, the board of directors of the Company believes it is reasonable for the Group to fully write off the long outstanding factoring receivables, finance lease receivables, loan receivables and trade receivables for the year ended 30 June 2024.

業務回顧(續)

減值及撇銷金額(續)

根據中國法律顧問的意見，值得注意的是(i) 應收款項不再營運；及(ii) 關於應收款項、其各自股東及應收款項債務人的財務狀況存在各種問題，包括但不限於高限額限制、債務人拒付、訴訟、資產查封及凍結、未繳納稅款，以及註冊及實繳資本相對於保理基金規模而言過低。中國法律顧問認為，對應收款項提起法律訴訟以收回未償還債務的訴訟費用遠超從訴訟中獲得的實際收益。此外，中國法律顧問亦表示，根據對涉及不良資產處置的中國公司的研究及經營狀況，逾期三年以上債務的收回率似乎很低。

經計及中國法律顧問提供的法律意見後，鑒於(a) 應收款項停止營運；(b) 根據可獲得的最新資料，大多數應收款項財務狀況不佳，導致喪失還款能力；(c) 應收款項的股東負債嚴重；及(d) 應收款項的股東僅以註冊資本為限承擔責任(低於人民幣100萬元)，本集團認為其對應收款項作出減值屬合理，且倘本公司選擇通過法律行動追收債務，極有可能面臨勝訴但執行困難的困境。

經考慮COVID-19疫情對宏觀經濟環境的後續影響以及中國法律顧問提供的法律意見後，本公司董事會認為本集團悉數撇銷截至二零二四年六月三十日止年度長期未償還之保理應收款項、融資租賃應收款項、應收貸款及貿易應收款項屬合理。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL REVIEW

During the Reporting Year, the Group had recorded approximately HK\$31.6 million in revenue, representing a decrease of approximately 23.4% as compared with that in the Prior Year of approximately HK\$41.2 million. Operating loss from continuing operations for the Reporting Year was approximately HK\$204.5 million as compared with an operating loss from continuing operations of approximately HK\$486.1 million for the Prior Year. Net loss for the Reporting Year was approximately HK\$210.0 million, representing a decrease of approximately 58.5% as compared with the net loss in the Prior Year of approximately HK\$506.5 million. The decrease in net loss was mainly attributable to (i) decrease in recognition of impairment losses under expected credit loss model and write-off of receivable in Reporting Year, net of reversal of approximately of HK\$174.6 million compared to Prior Year, approximately HK\$359.5 million; and (ii) no recognition of impairment losses on goodwill in the Reporting Year compared to approximately HK\$129.0 million was recognised in the Prior Year.

The following table sets forth a summary of the performance of the Group for the Reporting Year with comparative figures for the Prior Year as follows:

財務回顧

於報告年度，本集團錄得收益約31,600,000港元，較去年約41,200,000港元減少約23.4%。報告年度來自持續經營業務之經營虧損約為204,500,000港元，去年則錄得來自持續經營業務之經營虧損約486,100,000港元。報告年度之淨虧損約為210,000,000港元，較去年淨虧損約506,500,000港元減少約58.5%。淨虧損減少主要由於(i)於報告年度確認預期信貸虧損模式項下之減值虧損及應收款項撇銷減少，扣除撥回約174,600,000港元，而去年為約359,500,000港元；及(ii)於報告年度未確認商譽減值虧損，而去年則確認約129,000,000港元。

下表載列本集團於報告年度之業績摘要，連同去年的比較數字如下：

		For the year ended 30 June 截至六月三十日止年度	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
Revenue	收益	31,561	41,219
Gross profit	毛利	9,783	35,591
Operating loss	經營虧損	(204,503)	(486,091)
Operating loss margin (%)	經營虧損率(%)	(647.96%)	(1,179.29%)
Net loss on financial assets at FVTPL	按公平值計入損益之金融資產 之虧損淨額	-	(830)
Impairment loss on goodwill	商譽減值虧損	-	(129,032)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	(6,043)	-
Impairment loss on right-of-use assets	使用權資產減值虧損	(5,162)	(970)
Impairment loss on intangible assets	無形資產減值虧損	-	(730)
Provision for impairment losses under ECL model and write-off of receivable, net of reversal	預期信貸虧損模式項下之減值 虧損撥備及應收 款項撇銷(扣除撥回)	(174,570)	(359,493)
Loss for the year	年度虧損	(210,038)	(506,497)

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL REVIEW (Continued)

Revenue

The revenue had decreased by approximately HK\$9.6 million, or approximately 23.4%, from approximately HK\$41.2 million for the Prior Year to approximately HK\$31.6 million for the Reporting Year. The decrease was mainly the result of no revenue was recognised from the financing segment in the Reporting Year, compared to approximately HK\$31.3 million in the Prior Year.

Other Gains and Losses

The other losses had decreased by approximately HK\$2.1 million, or approximately 56.68%, from net other losses of approximately HK\$3.6 million for the Prior Year to net other losses of approximately HK\$1.5 million for the Reporting Year.

Impairment Loss on Goodwill

The Group had not recognised impairment loss on goodwill in the Reporting Year. During the Prior Year, the Group recognised impairment loss on goodwill of approximately HK\$129.03 million, of which approximately HK\$126.51 million was for Cheer Sino Group cash-generating unit ("CGU(s)"), approximately HK\$2.09 million was for Fortune Selection Group CGU, approximately HK\$0.33 million and approximately HK\$0.10 million were for CIS CGU and Hanahal CGU, respectively.

Provision for Impairment Losses under ECL Model and Write-off of Receivable, Net of Reversal

During the Reporting Year, the Group recognised impairment losses under expected credit loss ("ECL") model and write-off of receivable, net of reversal of approximately HK\$174.6million. The impairment assessment under ECL model is performed individually or based on a provision matrix. The credit risk has increased significantly as there is a higher risk that a prolonged pandemic could lead to increased credit default rates. However, such credit default rates had not dropped after relaxation of social distancing measures as our customers are still suffering from ripple effect of the COVID-19 pandemic. In particular, enterprises, shops and restaurants remain adversely impacted resulting in temporary suspension or even close-down of their operations. The ECLs are estimated based on the probability of default and loss given default and are adjusted for forward-looking information that is reasonable and supportable available without undue costs or effort.

財務回顧(續)

收益

收益由去年約41,200,000港元減少約9,600,000港元或約23.4%至報告年度約31,600,000港元。減少主要由於於報告年度並無確認來自融資分部之收益，而去年則確認約31,300,000港元。

其他收益及虧損

其他虧損由去年其他虧損淨額約3,600,000港元減少約2,100,000港元或約56.68%至報告年度其他虧損淨額約1,500,000港元。

商譽減值虧損

本集團於報告年度並無確認商譽減值虧損。去年，本集團確認商譽之減值虧損約129,030,000港元，其中約126,510,000港元屬於華志集團現金產生單位(「現金產生單位」)、約2,090,000港元屬於Fortune Selection集團現金產生單位、約330,000港元及約100,000港元分別屬於艾斯現金產生單位及漢安堂現金產生單位。

預期信貸虧損模式項下之減值虧損撥備及應收款項撇銷(扣除撥回)

於報告年度，本集團確認預期信貸虧損(「預期信貸虧損」)模式項下之減值虧損及應收款項撇銷(扣除撥回)約174,600,000港元。本集團按個別或撥備矩陣進行預期信貸虧損模式之減值評估。由於疫情持續可導致信貸違約率增加的風險較高，故此信貸風險已大幅增加。然而，於放鬆社交距離措施後，信貸違約率並未下降，原因是客戶仍然蒙受COVID-19疫情的連鎖反應，尤其是企業、店舖及餐廳仍然受到不利影響，導致暫停營運，甚至停止營運。預期信貸虧損乃根據違約概率及違約損失率進行估計，並就毋須付出過多成本或努力即可獲得的合理及可靠前瞻性資料作出調整。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL REVIEW (Continued)

Selling and Administrative Expenses

The Group's selling expenses had decreased by approximately 65.8%, from approximately HK\$5.2 million for the Prior Year to approximately HK\$1.8 million for the Reporting Year. Such decrease was primarily affected by the decrease in revenue.

The Group's administrative expenses for the Reporting Year had increased to approximately HK\$25.6 million (2023: approximately HK\$23.7 million).

Operating Loss from Continuing Operations and Operating Loss Margin

As a result of the foregoing, the Group's operating loss from continuing operations for the Reporting Year was approximately HK\$204.5 million, as compared with an operating loss from continuing operations of approximately HK\$486.1 million for the Prior Year. The Group had an operating loss margin of approximately 647.96% for the Reporting Year, as compared with an operating loss margin of approximately 1,179.29% for the Prior Year. The significant decrease in operating loss was mainly due to the decrease in impairment loss on goodwill and impairment losses under ECL model and write-off of receivable, net of reversal led after considering the recoverability of the outstanding receivable.

Finance Costs

The Group's finance costs had increased by approximately HK\$1.4 million, or approximately 35.5%, from approximately HK\$4.0 million for the Prior Year to approximately HK\$5.4 million for the Reporting Year.

Loss for the Year Attributable to the Owners of the Company

The Group's loss for the year attributable to the owners of the Company had decreased by approximately HK\$305.9 million, from approximately HK\$506.5 million for the Prior Year to approximately HK\$200.5 million for the Reporting Year.

財務回顧(續)

銷售及行政開支

本集團的銷售開支由去年約5,200,000港元減少約65.8%至報告年度約1,800,000港元。有關減少主要受收益減少所影響。

本集團於報告年度的行政開支增加至約25,600,000港元(二零二三年：約23,700,000港元)。

來自持續經營業務之經營虧損及經營虧損率

由於以上所述，本集團於報告年度來自持續經營業務之經營虧損約為204,500,000港元，而去年來自持續經營業務之經營虧損約為486,100,000港元。本集團之經營虧損率於報告年度約為647.96%，而去年之經營虧損率約為1,179.29%。經營虧損大幅減少主要由於經考慮未償還應收款項之可收回性後導致的商譽減值虧損及預期信貸虧損模式項下之減值虧損及應收款項撇銷(扣除撥回)減少。

財務成本

本集團的財務成本由去年約4,000,000港元增加約1,400,000港元或約35.5%至報告年度約5,400,000港元。

本公司擁有人應佔年度虧損

本公司擁有人應佔本集團之年度虧損從去年約506,500,000港元減少約305,900,000港元至報告年度約200,500,000港元。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

SIGNIFICANT INVESTMENTS

Save as disclosed in this announcement, the Group did not hold any significant investments during the Reporting Year.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL RESOURCES

As at 30 June 2024, the Group's total current assets and current liabilities were approximately HK\$26.5 million (2023: approximately HK\$182.9 million) and approximately HK\$74.7 million (2023: approximately HK\$58.1 million), respectively, while the current ratio was about 0.36 times (2023: about 3.15 times).

As at 30 June 2024, the Group maintained cash and bank balances of approximately HK\$2.7 million (2023: approximately HK\$2.4 million). The cash and bank balances of the Group as at 30 June 2024 were mainly denominated in Hong Kong dollars ("HK\$") and Renminbi ("RMB").

Contingent Liabilities

As at 30 June 2024 and 2023, the Group did not have any material contingent liabilities.

Capital Commitments

As at 30 June 2024 and 2023, the Group had no material capital commitments contracted but not provided for.

Capital Structure

As at 30 June 2024, the Company's issued share capital was approximately HK\$4.11 million (2023: approximately HK\$4.11 million) with 2,054,153,277 (2023: 2,054,153,277) ordinary shares of HK\$0.002 each in issue.

重大投資

除本公佈所披露者外，本集團於報告年度並無持有任何重大投資。

流動資金、財務資源及資本資源

於二零二四年六月三十日，本集團流動資產及流動負債總額分別為約26,500,000港元(二零二三年：約182,900,000港元)及約74,700,000港元(二零二三年：約58,100,000港元)，而流動比率為約0.36倍(二零二三年：約3.15倍)。

於二零二四年六月三十日，本集團之現金及銀行結餘維持約2,700,000港元(二零二三年：約2,400,000港元)。於二零二四年六月三十日，本集團之現金及銀行結餘主要以港元(「港元」)及人民幣(「人民幣」)計值。

或然負債

於二零二四年及二零二三年六月三十日，本集團並無任何重大或然負債。

資本承擔

於二零二四年及二零二三年六月三十日，本集團並無已訂約但未撥備之重大資本承擔。

資本架構

於二零二四年六月三十日，本公司已發行股本約為4,110,000港元(二零二三年：約4,110,000港元)，其中已發行2,054,153,277股(二零二三年：2,054,153,277股)每股面值0.002港元之普通股。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL RESOURCES (Continued)

Borrowing and Corporate Bonds

In the foreseeable future, the Group expects to fund its capital expenditures, working capital and other capital requirements from the internal resources and other financing means which the Company may from time to time consider appropriate. As at 30 June 2024, the Group's borrowing and corporate bonds were approximately HK\$58.4 million (2023: approximately HK\$43.9 million).

		As at 30 June 於六月三十日	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Borrowing and corporate bonds	借款及公司債券		
Within 1 year	一年內	20,574	43,906
Over 1 year and within 5 years	一年以上五年以內	37,839	-
Total	總計	58,413	43,906

The Group manages its capital to safeguard the Group's ability to continue as a going concern while maximising the return to shareholders of the Company through maintaining the equity and debt in a balanced position.

As at 30 June 2023, the corporate bonds of approximately HK\$48.0 million were unsecured and fixed rate interest bearing debt securities.

The gearing ratio is the ratio of total debt divided by total assets. As at 30 June 2024, the gearing ratio was approximately 197.35% (2023: approximately 23.98%).

流動資金、財務資源及資本資源(續)

借款及公司債券

於可預見未來，本集團預期將自內部資源及本公司可能不時認為適當之其他融資方式撥付其資本支出、營運資金及其他資本需求。於二零二四年六月三十日，本集團之借款及公司債券為約58,400,000港元(二零二三年：約43,900,000港元)。

本集團管理其資本，以保障本集團持續經營之能力，同時通過維持股權與債務持衡以最大化本公司股東回報。

於二零二三年六月三十日，約48,000,000港元之公司債券為無抵押及固定利率計息債務證券。

資本負債比率指債務總額除以資產總額之比率。於二零二四年六月三十日，資本負債比率約為197.35%(二零二三年：約23.98%)。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There was no specific plan for material investments or capital assets as at 30 June 2024.

MATERIAL ACQUISITIONS AND DISPOSALS

The Group did not have any material acquisitions and disposals of subsidiaries, associates or joint ventures during the Reporting Year.

DIVIDEND

The Directors do not recommend the payment of a final dividend for the Reporting Year (2023: Nil).

EVENT AFTER THE REPORTING YEAR

The Group has no significant event after the end of the Reporting Year up to the date of this announcement.

FUTURE PLANS AND PROSPECTS

The past few years after the COVID-19 were so eventful that most enterprises experienced unprecedented challenges. Multiple unexpected factors gave rise to a tough time for the Group to keep a stable development and its normal operations. Although the COVID-19 pandemic has subsided and both the PRC and Hong Kong governments have relaxed anti-pandemic measures, it still takes time for businesses to resume under the sluggish global economy.

重大投資或資本資產之未來計劃

於二零二四年六月三十日，並無重大投資或資本資產之具體計劃。

重大收購及出售

本集團於報告年度並無任何重大收購及出售附屬公司、聯營公司或合營企業。

股息

董事不建議就報告年度派付末期股息(二零二三年：零港元)。

報告年度後事項

於報告年度結算日後直至本公佈日期，本集團並無任何重大事項。

未來計劃及前景

COVID-19疫情後過去數年實屬多事之秋，大多數企業均遇到前所未有的挑戰。多項意外因素令本集團難以維持穩定發展及正常營運。儘管COVID-19疫情已消退，中國及香港政府已放鬆防疫措施，但在全球經濟低迷的情況下業務恢復仍需時間。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FUTURE PLANS AND PROSPECTS (Continued)

Faced with such market pressures and challenges, the Group constantly reviews and consolidates insights. We understand that remaining stagnant would only lag itself behind its peers. Therefore, after prudent consideration, the Group and its management decided to cease its Clubbing and Entertainment Operation in order to allocate its resources more efficiently on existing and potential business projects. Going forward, the Group will continue strengthen its Sales and Distribution Business in a proactive manner, the Group is confident that its strategic initiatives will not only enhance its market position but also contribute significantly to long-term growth and profitability. We will also consider various ways to enhance our strength with an aim to improve the overall performance.

The Group and its management recognise the importance of diversity of income streams under the adverse market condition. Except for seeking various channels for fund raising, the Group will prudently monitor the potential business opportunities and make full use of our existing resources to strive for more diversified business opportunities, so as to diversify our business risk and income stream as well as to maximise shareholders' value as a whole.

未來計劃及前景(續)

面對該等市場壓力及挑戰，本集團不斷檢討及整合見解。我們明白，停滯不前只會令自身落後於同行。因此，經審慎考慮後，本集團及其管理層決定終止其會所及娛樂業務，以便更有效地將其資源分配予現有及潛在業務項目。展望未來，本集團將繼續積極強化其銷售及分銷業務，本集團堅信，其戰略舉措不僅有助提升其市場地位，同時亦能為長期增長及盈利能力作出重大貢獻。我們亦會考慮採取不同方式增強自身實力，改善整體表現。

本集團及其管理層深知收入來源多元化於不利市況下之重要性。除物色各種渠道集資外，本集團將審慎監察潛在商機，並充分利用現有資源爭取更多多元化的商機，從而分散業務風險，多元化收入來源，實現股東整體價值最大化。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Save as disclosed below, there was no other equity fund raising activity of the Company during the last 12 months prior to the date of this announcement:

過去十二個月之集資活動

除下文所披露者外，本公司於本公佈日期前最後十二個月概無其他股本集資活動：

Date of announcements 公佈日期	Fund raising activity 集資活動	Approximate net proceeds 概約所得款項淨額	Intended use of proceeds 所得款項擬定用途	Actual use of proceeds 所得款項實際用途
30 December 2022 and 20 January 2023	Placing of ordinary shares (the "Placing")	HK\$13.50 million	(i) Approximately 22.22% towards the repayment of debts of the Group; (ii) Approximately 18.52% towards potential investments when opportunities arise; and (iii) Remaining amount towards replenishment of working capital of the Group to support its business operations	Fully used as intended
二零二二年 十二月三十日及 二零二三年 一月二十日	配售普通股 (「配售」)	13,500,000 港元	(i) 約22.22%用於償還本集團之債務； (ii) 約18.52%用於機會出現時進行潛在投資；及 (iii) 餘額用於補充本集團之營運資金以支持業務營運	全數用作擬定用途

During the Reporting Year, with view to bringing in additional capital to the Company and strengthening the cash flow position of the Group, a total of 198,250,000 ordinary shares of the Company have been issued under general mandate through a placing agent to not less than six independent placees at HK\$0.073 per placing share (net price per placing share: approximately HK\$0.068; closing price of shares on 30 December 2022: HK\$0.09 per share) pursuant to the terms and conditions of the placing agreement dated 30 December 2022. For other details of the Placing, please refer to the announcements of the Company respectively dated 30 December 2022 and 20 January 2023.

於報告年度，為向本公司引入額外資本及加強本集團之現金流量狀況，透過配售代理按一般授權根據日期為二零二二年十二月三十日之配售協議條款及條件，按每股配售股份0.073港元之價格向不少於六名獨立承配人發行合共198,250,000股本公司普通股(每股配售股份淨價：約0.068港元；於二零二二年十二月三十日股份收市價：每股0.09港元)。有關配售之其他詳情，請參閱本公司日期分別為二零二二年十二月三十日及二零二三年一月二十日之公佈。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FOREIGN EXCHANGE EXPOSURE

The Group manages or operates its business in Hong Kong and the PRC and is exposed to foreign exchange risk arising financial instruments for hedging purpose.

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2024, the Group had a total of 20 full-time employees in Hong Kong and the PRC (2023: 23 full-time employees). The remuneration payable to its employees included salaries, discretionary bonus and commissions. Remuneration packages were generally structured according to market situations and individual performance. Apart from the mandatory provident fund and statutory retirement benefits, the Group also provided medical benefits and trainings to its employees. The Company has also adopted a share option scheme as incentive to eligible employees.

Furthermore, the remuneration committee of the Board will review and give recommendations to the Board as to the remuneration packages of the Directors and senior management of the Group with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and senior management of the Group.

The total remuneration paid to employees, including the Directors, for the Reporting Year was approximately HK\$12.4 million (2023: approximately HK\$13.2 million). Remuneration was determined with reference to market terms and the performance, qualification and experience of each individual employee.

外匯風險

本集團於香港及中國管理或營運其業務，並承受作對沖用途的金融工具產生的外匯風險。

僱員及薪酬政策

於二零二四年六月三十日，本集團於香港及中國共有20名全職僱員(二零二三年：23名全職僱員)。應付僱員之薪酬包括薪金、酌情花紅及佣金。薪酬方案一般根據市況及個人表現釐定。除強制性公積金及法定退休福利外，本集團亦向僱員提供醫療福利及培訓。本公司亦採納購股權計劃，作為合資格僱員之獎勵。

此外，董事會轄下之薪酬委員會將於參考可比較公司所支付之薪金、本集團董事及高級管理層所付出之時間及所承擔之責任後，就本集團董事及高級管理層之薪酬組合進行審閱並向董事會作出推薦建議。

於報告年度，向僱員(包括董事)支付之薪酬合共約為12,400,000港元(二零二三年：約13,200,000港元)。薪酬乃根據市場待遇，以及個別僱員之表現、資格及經驗釐定。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

AUDITOR'S DISCLAIMER OF OPINION AND PROPOSED ACTION PLAN OF THE GROUP TO ADDRESS THE DISCLAIMER OF OPINION

DISCLAIMER OF OPINION

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the "Basis for Disclaimer of Opinion section" of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR DISCLAIMER OPINION

A) MATERIAL UNCERTAINTIES RELATING TO GOING CONCERN

As described in note 3 to the consolidated financial statements, the Group reported a loss attributable to the owners of the Company of approximately HK\$200,549,000 and operating cash outflow of approximately HK\$3,610,000 for the financial year ended 30 June 2024. The Group's current liabilities exceeded its current assets by HK\$48,130,000 and its total liabilities exceeded its total assets by HK\$86,240,000 as at 30 June 2024 and, as of that date, the Group's cash and bank balances amounted to approximately HK\$2,737,000 while the Group's current and non-current borrowings of approximately HK\$10,449,000 and corporate bond of approximately HK\$47,964,000. These conditions indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

The directors of the Company have carried out a detailed review of the cash flow forecast of the Group for the next twelve months from the date of this report and have undertaken to carry out a number of measures to improve the Group's liquidity and financial position which are set out in note 3 to the consolidated financial statements.

核數師之不發表意見及本集團為解決不發表意見擬採取之行動計劃

不發表意見

吾等不對 貴集團之綜合財務報表發表意見。由於本報告「不發表意見之基礎」一節所述事項之重要性，吾等未能獲得足夠適當之審計憑證，以提供對該等綜合財務報表發表審計意見之基礎。於所有其他方面，吾等認為綜合財務報表已按照香港公司條例之披露規定妥為編製。

不發表意見之基礎

A) 有關持續經營之重大不明朗因素

誠如綜合財務報表附註3所述， 貴集團於截至二零二四年六月三十日止財政年度錄得 貴公司擁有人應佔虧損約200,549,000港元及經營現金流出約3,610,000港元。於二零二四年六月三十日， 貴集團之流動負債超出其流動資產48,130,000港元，其總負債超出其總資產86,240,000港元，截至該日， 貴集團之現金及銀行結餘為約2,737,000港元，而 貴集團之即期及非即期借款為約10,449,000港元及公司債券為約47,964,000港元。該等狀況表明存在重大不明朗因素，可能對 貴集團持續經營之能力構成重大疑問。

貴公司董事已對 貴集團自本報告日期起計未來十二個月之現金流量預測進行詳盡審閱，並已承諾採取多項措施改善 貴集團之流動資金及財務狀況（載於綜合財務報表附註3）。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

AUDITOR'S DISCLAIMER OF OPINION AND PROPOSED ACTION PLAN OF THE GROUP TO ADDRESS THE DISCLAIMER OF OPINION (Continued)

BASIS FOR DISCLAIMER OPINION (Continued)

A) MATERIAL UNCERTAINTIES RELATING TO GOING CONCERN (Continued)

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of the following measures, which are subject to multiple uncertainties, including (i) the Group can obtain additional sources of financing as and when needed; and (ii) the Group can successfully improve its operation to generate sufficient operating cash inflow. The consolidated financial statements do not include any adjustments that would result from the failure to obtain additional sources of financing to improve its financial positions, to provide liquidity and cash flows.

We consider that the going concern basis of preparation of the consolidated financial statements has been adequately disclosed in the consolidated financial statements, and we also consider that the material uncertainty relating to the Group's going concern has been adequately disclosed in the consolidated financial statements. However, in view of the extent of the multiple uncertainties relating to the maintaining of sufficient operation to generate operating cash inflow and the obtaining of additional sources of financing, we disclaim our opinion in respect of the material uncertainty relating to the going concern basis.

Should the Group fail to achieve the intended effects resulting from the plans and measures as mentioned in note 3 to the consolidated financial statements, it might not be able to operate as a going concern, and adjustments would have to be made to write down the carrying amounts of the Group's assets to their respective net realisable amounts, and to provide for any further liabilities that may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

核數師之不發表意見及本集團為解決不發表意見擬採取之行動計劃(續)

不發表意見之基礎(續)

A) 有關持續經營之重大不明朗因素(續)

綜合財務報表乃按持續經營基準編製，其有效性取決於以下措施之結果，受限於多項不明朗因素，包括 (i) 貴集團能於需要時獲得額外融資來源；及 (ii) 貴集團能成功改善其營運以產生足夠經營現金流入。綜合財務報表並不包括因未能獲得額外融資來源以改善其財務狀況、提供流動資金及現金流量而導致之任何調整。

吾等認為，編製綜合財務報表之持續經營基準已於綜合財務報表中充分披露，吾等亦認為，與貴集團持續經營有關之重大不明朗因素已於綜合財務報表中充分披露。然而，鑒於與維持充足營運以產生經營現金流入及獲得額外融資來源有關之多項不明朗因素的程度，吾等不就與持續經營基準有關之重大不明朗因素發表意見。

倘貴集團未能實現綜合財務報表附註3所述計劃及措施產生之預期效果，則可能無法持續經營，且須作出調整以將貴集團資產賬面值撇減至其各自之可變現淨額，就任何可能產生之進一步負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響尚未於綜合財務報表內反映。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

AUDITOR'S DISCLAIMER OF OPINION AND PROPOSED ACTION PLAN OF THE GROUP TO ADDRESS THE DISCLAIMER OF OPINION (Continued)

BASIS FOR DISCLAIMER OPINION (Continued)

B) OPENING BALANCE AND CORRESPONDING FIGURES AND WRITE-OFF OF RECEIVABLES

The consolidated financial statements of the Company for the year ended 30 June 2023 were audited by other auditors (the "Predecessor Auditors"), who expressed a disclaimer opinion on 29 September 2023. The Predecessor Auditors were unable to satisfy themselves about the recoverability of factoring receivables, finance lease receivables and trade receivables at 30 June 2023. The carrying amount of factoring receivables, finance lease receivables and trade receivables amounted to approximately HK\$168,313,000, HK\$2,225,000 and HK\$4,975,000 respectively as at 30 June 2023.

The Predecessor Auditors were unable to obtain sufficient appropriate audit evidence relating to the financial status of these debtors and lack of information to ascertain the uncertainty on the enforcement actions taken to recover the aforesaid balances, therefore the Predecessor Auditors were unable to assess the recoverability of the factoring receivables, finance lease receivables and trade receivables as at 30 June 2023, and unable to determine whether any adjustments to the impairment loss recognised during the year ended 30 June 2023 in respect of the factoring receivables, finance lease receivables and trade receivables were necessary, which might have a significant impact on the Group's financial position as at 30 June 2023, and its financial performance and the elements making up the consolidated statement of cash flows for the year ended 30 June 2023 and related disclosures in the consolidated financial statements.

核數師之不發表意見及本集團為解決不發表意見擬採取之行動計劃(續)

不發表意見之基礎(續)

B) 期初結餘及相應數字及應收款項撇銷

貴公司截至二零二三年六月三十日止年度的綜合財務報表乃由其他核數師(「前任核數師」)審計，其於二零二三年九月二十九日提出不發表意見。前任核數師無法令自身信納於二零二三年六月三十日保理應收款項、融資租賃應收款項及貿易應收款項之可收回性。於二零二三年六月三十日，保理應收款項、融資租賃應收款項及貿易應收款項之賬面值分別約為168,313,000港元、2,225,000港元及4,975,000港元。

前任核數師未能獲得有關該等債務人財務狀況之足夠適當之審計憑證，且缺乏資料以確定為收回上述結餘而採取之強制執行行動之不明朗因素，因此前任核數師無法評估保理應收款項、融資租賃應收款項及貿易應收款項於二零二三年六月三十日之可收回性，亦無法確定是否須就截至二零二三年六月三十日止年度內確認之保理應收款項、融資租賃應收款項及貿易應收款項減值虧損作出任何調整，這可能對貴集團於二零二三年六月三十日之財務狀況及其截至二零二三年六月三十日止年度之財務表現及綜合現金流量表之組成要素以及綜合財務報表內之相關披露造成重大影響。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

AUDITOR'S DISCLAIMER OF OPINION AND PROPOSED ACTION PLAN OF THE GROUP TO ADDRESS THE DISCLAIMER OF OPINION (Continued)

BASIS FOR DISCLAIMER OPINION (Continued)

B) OPENING BALANCE AND CORRESPONDING FIGURES AND WRITE-OFF OF RECEIVABLES (Continued)

The directors of the Company determined to write-off the factoring receivables, finance lease receivables and trade receivables, as there is no realistic prospect of recovery after taken into account: (a) an independent review of the possibility and viability of taking legal proceedings against all factoring debtors for recovering the outstanding debts, which was conducted by an independent professional law firm in the PRC indicating all factoring debtors were in financial difficulties; (b) no recovery from legal proceedings against the finance lease debtors since year 2022; and (c) the respective outstanding amounts of trade receivables are past due. The write-off of factoring receivables, finance lease receivables and trade receivables of HK\$166,994,000, HK\$2,208,000 and HK\$4,936,000 respectively is recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2024.

核數師之不發表意見及本集團為解決不發表意見擬採取之行動計劃(續)

不發表意見之基礎(續)

B) 期初結餘及相應數字及應收款項撇銷(續)

經計及：(a)由中國獨立專業律師事務所對向所有保理債務人提起法律訴訟以收回未償還債務之可能性及可行性進行的獨立審查，結果顯示所有保理債務人均陷入財務困境；(b)自二零二二年度以來，融資租賃債務人未通過法律訴訟收回任何款項；及(c)貿易應收款項之未償還金額均已逾期，預期實際上無望收回保理應收款項、融資租賃應收款項及貿易應收款項，故 貴公司董事決定撇銷該等款項。截至二零二四年六月三十日止年度，保理應收款項、融資租賃應收款項及貿易應收款項分別為166,994,000港元、2,208,000港元及4,936,000港元之撇銷已於綜合損益及其他全面收益表中確認。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

AUDITOR'S DISCLAIMER OF OPINION AND PROPOSED ACTION PLAN OF THE GROUP TO ADDRESS THE DISCLAIMER OF OPINION (Continued)

BASIS FOR DISCLAIMER OPINION (Continued)

B) OPENING BALANCE AND CORRESPONDING FIGURES AND WRITE-OFF OF RECEIVABLES (Continued)

However, in view of the lack of information relating to the financial status for the factoring receivables, finance lease receivables and trade receivables, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves about those management judgment, assumptions and estimation techniques adopted in such impairment assessment for the factoring receivables, finance lease receivables and trade receivables that fully written off. Our opinion on the current period's consolidated financial statements is also disclaimed because of the possible effects of these matters on the comparability of the current period's figures and corresponding figures. The closing balances as at 30 June 2023 of these receivables of the Group are brought forward as the opening balances as at 1 July 2023 and hence entered into the determination of the financial performance and cashflows of the Group for the current year ended 30 June 2024. Any adjustments that might have been found to be necessary in respect of the above may have consequential significant effects on the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of cashflows, and related disclosures in the notes to the consolidated financial statements for the year ended 30 June 2024. Accordingly, we were unable to determine whether adjustments might have been necessary in respect of the performance and cashflows of the Group reported in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the year ended 30 June 2024.

核數師之不發表意見及本集團為解決不發表意見擬採取之行動計劃(續)

不發表意見之基礎(續)

B) 期初結餘及相應數字及應收款項撇銷(續)

然而，鑒於缺乏有關保理應收款項、融資租賃應收款項及貿易應收款項之財務狀況之資料，吾等未能獲得足夠適當之審計憑證，以令吾等信納在對已悉數撇銷之保理應收款項、融資租賃應收款項及貿易應收款項進行減值評估時所採用的有關管理判斷、假設及估計技術。由於該等問題可能對本期數字及相應數字之可比性產生影響，吾等對本期間之綜合財務報表亦不發表意見。貴集團之該等應收款項於二零二三年六月三十日之期末結餘結轉為於二零二三年七月一日之期初結餘，並因此於釐定截至二零二四年六月三十日止本年度貴集團之財務表現及現金流量時獲計入。就上述可能必須作出之任何調整，可能對截至二零二四年六月三十日止年度之綜合損益及其他全面收益表、綜合現金流量表及綜合財務報表附註內之相關披露造成相應重大影響。因此，吾等無法確定是否須就於截至二零二四年六月三十日止年度的綜合損益及其他全面收益表及綜合現金流量表中報告的貴集團表現及現金流量作出任何調整。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

THE MANAGEMENT'S POSITION, VIEW AND ASSESSMENT ON THE DISCLAIMER OF OPINION AND ACTIONS TO BE TAKEN BY THE GROUP

The following sets for the management's position, view and assessment on the disclaimer of opinion and where appropriate, actions to be taken by the Group to address the disclaimer of opinion ("Disclaimer of Opinion") included in the auditor's report of Confucius International CPA Limited ("Confucius") in relation to the consolidated financial statements of the Group:

Basis A: Matters relating to material uncertainties relating to going concern

As described in note 3 to the consolidated financial statements, the Group reported a loss attributable to the owners of the Company of approximately HK\$200,549,000 and operating cash outflow of approximately HK\$3,610,000 for the financial year ended 30 June 2024. The Group's current liabilities exceeded its current assets by HK\$48,130,000 and its total liabilities exceeded its total assets by HK\$86,240,000 as at 30 June 2024 and, as of that date, the Group's cash and bank balances amounted to approximately HK\$2,737,000 while the Group's current and non-current borrowings of approximately HK\$10,449,000 and corporate bond of approximately HK\$47,964,000. These conditions indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern. Although the directors of the Company have carried out a detailed review of the cash flow forecast of the Group for the next twelve months from the date of this report and have undertaken to carry out a number of measures to improve the Group's liquidity and financial position. However, in view of the extent of the multiple uncertainties relating to the maintaining of sufficient operation to generate operating cash inflow and the obtaining of additional sources of financing, Confucius disclaim their opinion in respect of the material uncertainty relating to the going concern basis.

管理層有關不發表意見之立場、觀點及評估及 貴集團將採取之行動

下文載列管理層對不發表意見之立場、觀點及評估以及(如適用) 貴集團為處理 貴集團綜合財務報表所載的天健國際會計師事務所有限公司(「天健」)核數師報告之不發表意見(「不發表意見」)將採取之行動：

基礎 A：有關持續經營之重大不明朗因素之相關事宜

誠如綜合財務報表附註3所述， 貴集團於截至二零二四年六月三十日止財政年度錄得 貴公司擁有人應佔虧損約200,549,000港元及經營現金流出約3,610,000港元。於二零二四年六月三十日， 貴集團之流動負債超出其流動資產48,130,000港元，其總負債超出其總資產86,240,000港元。截至該日， 貴集團之現金及銀行結餘為約2,737,000港元，而 貴集團之即期及非即期借款為約10,449,000港元及公司債券為約47,964,000港元。該等狀況表明存在重大不明朗因素，可能對 貴集團持續經營之能力構成重大疑問。儘管 貴公司董事已對 貴集團自本報告日期起計未來十二個月之現金流量預測進行詳盡審閱，並已承諾採取多項措施改善 貴集團之流動資金及財務狀況，然而，鑒於與維持充足營運以產生經營現金流入及獲得額外融資來源有關之多項不明朗因素的程度，天健對有關持續經營之重大不明朗因素不發表意見。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

THE MANAGEMENT'S POSITION, VIEW AND ASSESSMENT ON THE DISCLAIMER OF OPINION AND ACTIONS TO BE TAKEN BY THE GROUP (Continued)

Basis A: Matters relating to material uncertainties relating to going concern (Continued)

The basis set out under Basis A giving rise to the Disclaimer of Opinion on the financial statements for the year ended 30 June 2024 (“**2023/24 Financial Statements**”) was developed on should the Group fail to achieve the intended effects resulting from the plans and measures as mentioned in note 3 to the 2023/24 Financial Statements, it might not be able to operate as a going concern.

Having considered that based on the latest preliminary management account of the sales and distribution business of the Group, the total revenue for the sales and distribution business is satisfied. The expansion of sales and distribution business and growth in revenue mitigate the Group's liquidity pressure and improve its cash flow. Therefore, subject to the implementation of the fundraising activities, the directors of the Company believe the going concern Issue will be solved. In accordingly, such basis for the Disclaimer of Opinion on 2023/24 Financial Statements will be removed on the consolidated financial statements of the Company for the year ended 30 June 2025.

管理層有關不發表意見之立場、觀點及評估及 貴集團將採取之行動(續)

基礎 A：有關持續經營之重大不明朗因素之相關事宜(續)

基礎 A 所載引致對截至二零二四年六月三十日止年度之財務報表(「**二零二三／二四年度財務報表**」)不發表意見之基礎乃基於以下情況作出：倘 貴公司未能取得二零二三／二四年度財務報表附註 3 所述計劃及措施的預期效果，其可能無法繼續按持續經營基準經營。

經考慮 貴集團銷售及分銷業務的最近期初步管理賬目，銷售及分銷業務的總收益令人滿意。隨著銷售及分銷業務擴展，收益增長， 貴集團的流動資金壓力得以緩解，現金流量改善。因此， 貴公司董事認為，待集資活動落實後，持續經營問題會得到解決。故此，二零二三／二四年度財務報表所載不發表意見之相關基礎將自 貴公司截至二零二五年六月三十日止年度之綜合財務報表移除。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

THE MANAGEMENT'S POSITION, VIEW AND ASSESSMENT ON THE DISCLAIMER OF OPINION AND ACTIONS TO BE TAKEN BY THE GROUP (Continued)

Basis B: Opening balances and corresponding figures and write-off

The predecessor auditors were unable to obtain sufficient appropriate audit evidence relating to the financial status of these debtors and lack of information to ascertain the uncertainty on the enforcement actions taken to recover the aforesaid balances, therefore the predecessor auditors were unable to assess the recoverability of the factoring receivables, finance lease receivables and trade receivables as at 30 June 2023, and unable to determine whether any adjustments to the impairment loss recognised during the year ended 30 June 2023 in respect of the factoring receivables, finance lease receivables and trade receivables were necessary, which might have a significant impact on the Group's financial position as at 30 June 2023, and its financial performance and the elements making up the consolidated statement of cash flows for the year ended 30 June 2023 and related disclosures in the consolidated financial statements. Although the directors of the Company determined to fully write-off the factoring receivables, finance lease receivables and trade receivables for the year ended 30 June 2024, after considered several factors, as there is no realistic prospect of recovery. However, in view of the lack of information relating to the financial status for the factoring receivables, finance lease receivables and trade receivables, Confucius was unable to obtain sufficient appropriate audit evidence to satisfy ourselves about those management judgment, assumptions and estimation techniques adopted in such impairment assessment for the factoring receivables, finance lease receivables and trade receivables that fully written off. As a result, Confucius disclaim their opinion in respect of the opening balances and corresponding figures and write-off.

管理層有關不發表意見之立場、觀點及評估及 貴集團將採取之行動(續)

基礎 B：期初結餘及相應數字及撇銷

未能獲得有關該等債務人財務狀況之足夠適當之審計憑證，且缺乏資料以確定為收回上述結餘而採取之強制執行行動之不明朗因素，因此前任核數師無法評估保理應收款項、融資租賃應收款項及貿易應收款項於二零二三年六月三十日之可收回性，亦無法確定是否須就截至二零二三年六月三十日止年度內確認之保理應收款項、融資租賃應收款項及貿易應收款項減值虧損作出任何調整，這可能對 貴集團於二零二三年六月三十日之財務狀況及其截至二零二三年六月三十日止年度之財務表現及綜合現金流量表之組成要素以及綜合財務報表內之相關披露造成重大影響。儘管由於預期實際上無望收回款項， 貴公司董事經考慮多項因素後確定悉數撇銷截至二零二四年六月三十日止年度之保理應收款項、融資租賃應收款項及貿易應收款項。然而，鑒於缺乏有關保理應收款項、融資租賃應收款項及貿易應收款項之財務狀況之資料，天健未能獲得足夠適當之審計憑證，以令吾等信納在對已悉數撇銷之保理應收款項、融資租賃應收款項及貿易應收款項進行減值評估時所採用的有關管理判斷、假設及估計技術。因此，天健對期初結餘及相應數字及撇銷不發表意見。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

THE MANAGEMENT'S POSITION, VIEW AND ASSESSMENT ON THE DISCLAIMER OF OPINION AND ACTIONS TO BE TAKEN BY THE GROUP (Continued)

Basis B: Opening balances and corresponding figures and write-off (Continued)

The Company is of the view that, the matters which were the subject matters of the scope limitation referred to above no longer have possible effects on the figures presented in the consolidated statement of financial position of the Group as at 30 June 2024, and it shall not have carried forward effect to consolidated financial statements of the year ending 30 June 2025, except the effect of comparability of the relevant financial information presented as comparative figures, barring unforeseen circumstances which may arise after the date hereof over the relevant items, such basis set out under Basis B giving rise to the Disclaimer of Opinion on the 2023/24 Financial Statements will be removed in the consolidated financial statements of the Company for the year ended 30 June 2025.

Based on the above, the Company is of the view that it will be able to address the basis for the Disclaimer of Opinion expressed by Confucius on the 2023/24 Financial Statements, and the relevant basis for the Disclaimer of Opinion on the 2023/24 Financial Statements will be removed in the consolidated financial statements of the Company for the year ended 30 June 2025.

管理層有關不發表意見之立場、觀點及評估及 貴集團將採取之行動(續)

基礎 B：期初結餘及相應數字及撇銷(續)

貴公司認為，屬上文所提述之範圍限制之主體事項之事宜不再對 貴集團於二零二四年六月三十日之綜合財務狀況表中呈列之數字產生可能影響，且除作為比較數字呈列之相關財務資料的可比較性影響外，其不對截至二零二五年六月三十日止年度的綜合財務報表產生結轉影響，惟於本報告日期後就相關項目可能發生之不可預見情況則除外，基礎 B 所載引致對二零二三／二四年度財務報表不發表意見之有關基準將自 貴公司截至二零二五年六月三十日止年度之綜合財務報表移除。

基於上文所述， 貴公司認為，其能夠處理天健對二零二三／二四年度財務報表提出不發表意見之基礎，且對二零二三／二四年度財務報表不發表意見之相關基礎將自 貴公司截至二零二五年六月三十日之綜合財務報表移除。

Biographical Details of Directors

董事之履歷詳情

BOARD OF DIRECTORS

Executive Directors

Ms. Woo Lan Ying (“**Ms. Woo**”), aged 57, is an entrepreneur operating various businesses, including but not limited to consultancy and entertainment business. Ms. Woo has extensive experience in corporate management and project investments. Ms. Woo also involved in a lot of charitable and community activities and was a member of the Campaign Committee of The Community Chest of Hong Kong for the year of 2018/2019. Ms. Woo was appointed as an executive director on 1 December 2020 and redesignated as chairman of the board of directors on 30 June 2021 of Jisheng Group Holdings Limited (Stock Code: 8133), a company listed on the GEM of the Stock Exchange. Ms. Woo had been an executive director and vice chairman of the board of directors of Hing Ming Holdings Limited (Stock Code: 8425), a company listed on the GEM of the Stock Exchange, for the period from March 2021 to January 2022. Ms. Woo has been appointed as an executive director and vice chairperson of the board of directors of Silkware Inc (Stock Code: 471), a company listed on the Stock Exchange since 14 May 2024. Ms. Woo also has been appointed as an executive director and the chief executive officer of Yuk Wing Group Holdings Limited (Stock Code: 1536) since 2 July 2024.

Mr. Deng Zhonglin (“**Mr. Deng**”), aged 50, was appointed as an executive Director on 14 October 2016. Mr. Deng holds directorships in several subsidiaries of the Company including 福瑞達融資租賃(深圳)有限公司 (transliterated as Furuida Financial Leasing (Shenzhen) Co., Ltd.) and 上海守信商業保理有限公司 (transliterated as Shanghai Shouxin Commercial Factoring Co., Ltd.), etc.

董事會

執行董事

胡蘭英女士(「**胡女士**」)，57歲，為經營多項業務的企業家，包括但不限於顧問及娛樂業務。胡女士在企業管理及項目投資方面擁有豐富的經驗。胡女士亦參與多項慈善及社區活動，並曾擔任香港公益金二零一八／二零一九年度籌募委員會成員。胡女士於二零二零年十二月一日獲委任為聯交所創業板上市公司吉盛集團控股有限公司(股份代號：8133)的執行董事，並於二零二一年六月三十日獲調任為該公司的董事會主席。胡女士於二零二一年三月至二零二二年一月期間曾擔任聯交所創業板上市公司興銘控股有限公司(股份代號：8425)的執行董事兼董事會副主席。胡女士自二零二四年五月十四日起獲委任為聯交所上市公司中播數據有限公司(股份代號：471)的執行董事兼董事會副主席。胡女士亦自二零二四年七月二日起獲委任為煜榮集團控股有限公司(股份代號：1536)的執行董事兼行政總裁。

鄧仲麟先生(「**鄧先生**」)，50歲，於二零一六年十月十四日獲委任為執行董事。鄧先生於本公司旗下多間附屬公司擔任董事職務，包括福瑞達融資租賃(深圳)有限公司及上海守信商業保理有限公司等。

Biographical Details of Directors (Continued)

董事之履歷詳情(續)

BOARD OF DIRECTORS (Continued)

Executive Directors (Continued)

Mr. Deng graduated from Shenzhen University in 1995. He has over 23 years of experience in corporate management and strategic planning. He is familiar with the exhibition industry and the operation of advertising business. Mr. Deng served as an assistant to the general manager of 上海萬舟航運有限公司 (transliterated as Shanghai Wanzhou Shipping Co., Ltd.) from 1999 to 2003. Mr. Deng served as the managing director of 永安商船海運有限公司 (transliterated as Ever Maru Shipping Co., Ltd.) from 2004 to 2009. Mr. Deng also served as the general manager of 上海覽眾廣告傳播有限公司 (transliterated as Shanghai Public Advertising Communications Co., Ltd.) from 2010 to 2017, which was mainly engaged in advertising, display and exhibition services as well as conference services.

Mr. Wong Ka Shing (“**Mr. Wong**”), aged 45, holds a Bachelor of Arts (Hon) degree in Accounting and Finance issued from The Leeds Metropolitan University in 2003. He is a fellow of both The Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants. Mr. Wong was appointed as an independent non-executive director of China Supply Chain Holdings Limited (Stock Code: 3708) (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited, (the “**Stock Exchange**”)) on 12 October 2021 and re-designated as an executive director since 1 October 2022 and appointed as the chief executive officer since 14 June 2023. Mr. Wong had been (i) an executive director of Yuk Wing Group Holdings Limited (Stock Code: 1536) (a company listed on the Main Board of the Stock Exchange) during the period from January 2019 to January 2021; and (ii) an independent non-executive director of Jisheng Group Holdings Limited (Stock Code: 8133) (a company listed on GEM of the Stock Exchange) during the period from April 2015 to April 2022. Mr. Wong has extensive experience in accounting, auditing, company secretary and financial management.

董事會(續)

執行董事(續)

鄧先生於一九九五年畢業於深圳大學。彼擁有逾23年企業管理和戰略規劃方面的經驗。彼熟悉展覽業以及廣告業務的運作。鄧先生於一九九九年至二零零三年擔任上海萬舟航運有限公司之總經理助理。鄧先生於二零零四年至二零零九年擔任永安商船海運有限公司之董事總經理。鄧先生於二零一零年至二零一七年擔任上海覽眾廣告傳播有限公司之總經理，主要從事廣告、展示及展覽服務以及會務服務。

黃嘉盛先生(「**黃先生**」)，45歲，持有由The Leeds Metropolitan University於二零零三年頒發之會計及財務學榮譽文學學士學位。彼為特許公認會計師公會及香港會計師公會資深會員。黃先生於二零二一年十月十二日獲委任為中國供應鏈產業集團有限公司(股份代號：3708，一間於香港聯合交易所有限公司(「**聯交所**」)主板上市的公司)獨立非執行董事，並於二零二二年十月一日調任為執行董事及於二零二三年六月十四日獲委任為行政總裁。黃先生(i)自二零一九年一月至二零二一年一月期間擔任煜榮集團控股有限公司(股份代號：1536，一間於聯交所主板上市的公司)的執行董事；及(ii)自二零一五年四月至二零二二年四月期間擔任吉盛集團控股有限公司(股份代號：8133，一間於聯交所GEM上市的公司)的獨立非執行董事。黃先生於會計、審計、公司秘書及財務管理方面擁有豐富經驗。

Biographical Details of Directors (Continued)

董事之履歷詳情(續)

BOARD OF DIRECTORS (Continued)

Independent Non-executive Directors

Mr. Tsang Wing Ki (“**Mr. Tsang**”), aged 62, was appointed as an independent non-executive Director on 9 March 2017. Mr. Tsang is currently the chairman of the audit committee of the Board and a member of the remuneration committee of the Board. Mr. Tsang has over 28 years of experience in finance, accounting and auditing. Mr. Tsang obtained a professional diploma in accountancy from Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) in November 1987 and a master of professional accounting from the Hong Kong Polytechnic University in November 2000. Mr. Tsang is a fellow member of the Hong Kong Institute of Certified Public Accountants (FCPA) and a fellow member of the Chartered Association of Certified Accountants (FCCA).

Mr. Tsang was a chief financial officer of Xin Dau Ji Membership Management Limited from July 2015 to September 2019. Mr. Tsang was an independent non-executive director of VBG International Holdings Limited (currently known as Hatcher Group Limited), a company listed on GEM of the Stock Exchange (stock code: 8365) from May 2017 to December 2017. Mr. Tsang was an independent non-executive director of ICube Technology Holdings Limited (currently known as Central Wealth Group Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 139) from November 2014 to July 2016. Mr. Tsang was an independent non-executive director of Unity Investments Holdings Limited (currently known as Harbour Digital Asset Capital Limited), a company listed on the Main Board of the Stock Exchange (stock code: 913) from September 2004 to October 2014. Mr. Tsang was also an executive director of Noble Jewelry Holdings Limited (currently known as Central Development Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 475) from August 2008 to December 2011.

董事會(續)

獨立非執行董事

曾永祺先生(「曾先生」)，62歲，於二零一七年三月九日獲委任為獨立非執行董事。曾先生現時為董事會審核委員會主席及董事會薪酬委員會成員。曾先生於財務、會計及審計方面擁有逾28年經驗。曾先生於一九八七年十一月獲得香港理工學院(現稱為香港理工大學)會計學專業文憑，並於二零零零年十一月獲得香港理工大學專業會計碩士學位。曾先生為香港會計師公會資深會員及特許公認會計師公會資深會員。

曾先生於二零一五年七月至二零一九年九月擔任新門記會員管理有限公司之財務總監。曾先生於二零一七年五月至二零一七年十二月擔任建泉國際控股有限公司(現稱為亦辰集團有限公司，聯交所GEM上市公司，股份代號：8365)之獨立非執行董事。曾先生於二零一四年十一月至二零一六年七月擔任中國微電子科技集團有限公司(現稱為中達集團控股有限公司，聯交所主板上市公司，股份代號：139)之獨立非執行董事。曾先生於二零零四年九月至二零一四年十月擔任合一投資控股有限公司(現稱為港灣數字產業資本有限公司，聯交所主板上市公司，股份代號：913)之獨立非執行董事。曾先生亦於二零零八年八月至二零一一年十二月擔任億鑽珠寶控股有限公司(現稱為中發展控股有限公司，聯交所主板上市公司，股份代號：475)之執行董事。

Biographical Details of Directors (Continued)

董事之履歷詳情(續)

BOARD OF DIRECTORS (Continued)

Independent Non-executive Directors (Continued)

Dr. Wong Kong Tin, JP (“**Dr. Wong**”), aged 57, was appointed as an independent non-executive Director on 13 December 2017. Dr. Wong is the chairman of the remuneration committee of the Board, and a member of each of the audit committee and the nomination committee of the Board. He has over 30 years of practical experience in the legal fields of cross-border investment in Greater China, financing, corporate acquisition, merger, listing, real estate project development, e-commerce, brand management, corporate governance, arbitration mediation, and media and public administration.

Dr. Wong holds an LLB and LLM from Peking University, postgraduate diploma in English and Hong Kong Law from The Manchester Metropolitan University in the United Kingdom, and LLD in constitutional and administrative law from Renmin University of China. He is also an associate of each of Chartered Institute of Arbitrators and Hong Kong Institute of Arbitrators, a Hong Kong registered financial planner, a fellow of the Hong Kong Institute of Directors, an accredited general mediator of the Hong Kong Mediation Accreditation Association Limited, a founding member of The Hong Kong Independent Non-Executive Director Association, and an associate of The Hong Kong Association of Financial Advisors Limited.

Dr. Wong’s current community services include: the chairman of the Hong Kong Liquor Licensing Board, the chairperson of the Property Management Services Authority, a member of the Advisory Committee on Post-service Employment of Civil Servants of the Government of Hong Kong, a member of the Citizens Advisory Committee on Community Relations of the Independent Commission Against Corruption, the vice chairman of the Association of Hong Kong Professionals, a member of each of the Finance Committee and Management Committee of Hong Kong News-Expo and an executive committee member of the Basic Law Institute Limited. He was also an observer of Independent Police Complaints Council from September 2007 to August 2015, a member of the panel to the Appeal Board (Hotel and Guesthouse Accommodation), a member of the panel to the Appeal Board (Bedspace Apartments), a member of the panel to the Appeal Board (Clubs (Safety of Premises)) from April 2012 to April 2018, a member of the Panel of Adjudicators of the Obscene Articles Tribunal from August 2010 to August 2019 and a member of the Solicitors Disciplinary Tribunal Panel from May 2010 to May 2022.

董事會(續)

獨立非執行董事(續)

黃江天博士太平紳士(「**黃博士**」)，57歲，於二零一七年十二月十三日獲委任為獨立非執行董事。黃博士為董事會薪酬委員會主席兼董事會審核委員會及提名委員會成員。彼於大中華地區跨境投資、融資、企業收購、合併、上市、房地產專案發展、電子商務、品牌管理、企業管治、仲裁調解、傳媒及公共行政等法律方面擁有逾30年實務經驗。

黃博士分別持有北京大學法學學士學位(LLB)、法學碩士學位(LLM)、英國曼徹斯特都會大學(英國及香港法律)研究生文憑及中國人民大學憲法學與行政法學博士學位(LLD)。彼亦為英國特許仲裁學會會員、香港仲裁司學會會員、香港註冊財務策劃師、香港董事學會資深會員、香港調解資歷評審協會有限公司認可綜合調解員、香港獨立非執行董事協會創會會員及香港財務顧問協會會員。

黃博士現任社會公職包括：香港酒牌局主席、物業管理業監管局主席、香港特區政府離職公務員就業申請諮詢委員會委員、廉政公署社區關係市民諮詢委員會委員、香港專業人士協會副主席、香港新聞博覽館財務委員會及管理委員會各自之委員及基本法研究中心有限公司執行委員。彼亦於二零零七年九月至二零一五年八月擔任獨立監察警方處理投訴委員會觀察員、於二零一二年四月至二零一八年四月擔任上訴委員會(旅館業)委員、上訴委員會(床位寓所)委員、上訴委員會(會社(房產安全))委員、於二零一零年八月至二零一九年八月擔任淫褻物品審裁小組委員及於二零一零年五月至二零二二年五月擔任律師紀律審裁組成員。

Biographical Details of Directors (Continued)

董事之履歷詳情(續)

BOARD OF DIRECTORS (Continued)

Independent Non-executive Directors (Continued)

Dr. Wong currently serves as the vice chairman of the Greater China Legal Affairs Committee and the Community Relations Committee of the Law Society of Hong Kong. Dr. Wong is also a member of the tenth to twelfth Shanghai Committee of the Chinese People's Political Consultative Conference, a member of the Chinese Association of Hong Kong and Macau Studies, a member of the Hong Kong Basic Law and Macau Basic Law Research Association, a member of Expert Committee of the China (Guangdong) Free Trade Zone in Hengqing New Area and an Arbitrator of Court of Arbitration for Labour and Personal Dispute, Nansha Area, Guangdong Free Trade Zone.

Dr. Wong also serves as an arbitrator of Arbitration Commission in Shenzhen, Shanghai, Guangzhou, Zhuhai, Huizhou, Liuzhou, Zhengzhou, Hohhot, Hainan, Chengde, Nanchang, Nanning, Taiyuan, Shenyang and Guiyang.

Dr. Wong is currently an independent non-executive director of Times Neighborhood Holdings Limited (stock code: 9928). From June 2010 to July 2014, Dr. Wong served as an independent non-executive director of Great Wall Technology Company Limited (original stock code: 74) which was privatised and automatically delisted from the Stock Exchange in July 2014.

Mr. To Chun Wai ("Mr. To"), aged 68, was appointed as an independent non-executive Director on 12 May 2023. Mr. To is currently a member of each of the audit committee, nomination committee and remuneration committee of the Board. He has wide administrative and management experiences in both the public and private sectors, and holds a master degree of public administration from the University of Hong Kong.

Mr. To is at present the chief executive officer of a Hong Kong consultancy company, and an independent non-executive director of Auto Italia Holdings Limited (stock code: 720), DeTai New Energy Group Limited (stock code: 559), Greenheart Group Limited (stock code: 94) and ISP Holdings Limited (stock code: 2340), all of which are listed on the Main Board of the Stock Exchange.

董事會(續)

獨立非執行董事(續)

黃博士現任香港律師會大中華法律事務委員會副主席及社區關係委員會副主席。黃博士亦擔任的內地公職包括：中國人民政治協商會議上海市第十至十二屆委員會委員、全國港澳研究會成員、香港基本法及澳門基本法研究會成員、中國(廣東)自貿區橫琴新區專家委員會委員及廣東自貿區南沙片區勞動人事爭議仲裁委員會仲裁員。

黃博士亦同時擔任深圳、上海、廣州、珠海、惠州、柳州、鄭州、呼和浩特、海南、承德、南昌、南寧、太原、瀋陽及貴陽仲裁委員會的仲裁員。

黃博士現為時代鄰里控股有限公司(股份代號：9928)之獨立非執行董事。黃博士於二零一零年六月至二零一四年七月出任長城科技股份有限公司(原股份代號：74，已於二零一四年七月私有化及於聯交所自動除牌)之獨立非執行董事。

杜振偉先生(「杜先生」)，68歲，於二零二三年五月十二日獲委任為獨立非執行董事。杜先生現為董事會審核委員會、提名委員會及薪酬委員會成員。彼在公私營界別具備豐富行政及管理經驗，並持有香港大學公共行政碩士學位。

杜先生現為一間香港顧問公司之行政總裁，並為 Auto Italia Holdings Limited (意達利控股有限公司*)(股份代號：720)、德泰新能源集團有限公司(股份代號：559)、綠心集團有限公司(股份代號：94)及昇柏控股有限公司(股份代號：2340)之獨立非執行董事，該等公司均於聯交所主板上市。

Biographical Details of Directors (Continued)

董事之履歷詳情(續)

BOARD OF DIRECTORS (Continued)

Independent Non-executive Directors (Continued)

Prior to Mr. To's retirement in 2011, Mr. To had spent most of his career with the Hong Kong Police since 1974, during which Mr. To was promoted to Assistant Commissioner (Crime), and was responsible for the overall policy design and operation of, among others, the Commercial Crime Bureau, the Organized Crime & Triad Bureau, the Criminal Intelligence Bureau, the Financial Investigation Bureau (Anti Money- laundering) and the Technology Crime Bureau.

In recognition of Mr. To's long-term and outstanding service and contribution to the Hong Kong society, Mr. To was awarded the Police Meritorious Service Medal by the Chief Executive of the Hong Kong Special Administrative Region. From 2011 to 2012, he served as a part-time tutor at the University of Hong Kong teaching applied public administration and government policy analysis.

Save as disclosed above, none of the Directors hold any other position in the Company or any of its subsidiaries nor any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor do they hold any other major appointments and professional qualifications. Save as disclosed above, none of the Directors is connected with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company, nor do they have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

董事會(續)

獨立非執行董事(續)

於二零一一年退休前，杜先生自一九七四年起大部分職業生涯均於香港警隊服務，期間曾晉升至助理處長(刑事)，全面負責(其中包括)商業罪案調查科、有組織罪案及三合會調查科、刑事情報科、財富調查科(打擊洗錢)及科技罪案調查科之政策設計及行動。

杜先生曾獲香港特別行政區行政長官頒授警察榮譽獎章以表揚其長期卓越服務及對香港社會的貢獻。於二零一一年至二零一二年，彼曾任香港大學兼職導師，教授應用公共管理實務及政府政策分析。

除上文所披露者外，董事並無於本公司或其任何附屬公司擔任任何其他職務，於過往三年並無於其證券於香港或海外任何證券市場上市之任何公眾公司擔任任何董事職務，亦無持有任何其他主要委任及專業資格。除上文所披露者外，董事與本公司任何其他董事、高級管理層、主要股東或控股股東並無任何關連，亦無於本公司股份中擁有香港法例第571章證券及期貨條例第XV部所界定之任何權益。

Report of the Directors

董事會報告

The board (the “**Board**”) of directors (the “**Director(s)**”) of NOVA Group Holdings Limited (the “**Company**”) (together with its subsidiaries, collectively referred to as the “**Group**”) presents its report and the consolidated financial statements for the year ended 30 June 2024 (the “**Reporting Year**”).

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of the Company’s principal subsidiaries are set out in Note 20 to the consolidated financial statements of the Group.

BUSINESS REVIEW

A discussion and analysis of the Group’s performance during the Reporting Year and the financial key performance indicators affecting its results and financial position are set out in the section headed “Management Discussion and Analysis” (“**MD&A**”) of this annual report.

The information about a fair review of, and an indication of likely future development in the Group’s business is set out in the MD&A of this annual report.

Save as disclosed in the MD&A of this annual report under the section headed “Event after the Reporting Period”, there are no important events affecting the Group that have occurred since the end of the Reporting Year.

Principal Risks and Uncertainties

The results and business operations of the Group may be affected by a number of risks and uncertainties. The followings are the major risks and uncertainties currently faced or anticipated by the Group, and it is not meant to be exhaustive. There may be other risks and uncertainties which are currently not known to the Group or immaterial but could turn out to be material in the future.

Operation Risk

The global economy has seen successive shocks in a brief span of three years. As the world has reopened following the COVID-19 pandemic, geopolitical tensions have remained elevated. By recommending to the Board that improvements be made, the audit committee of the Board (the “**Audit Committee**”) continues to assess and manage a wide range of risks that may affect the Group’s operation and the impact of economic climate changes on the Group.

諾發集團控股有限公司(「**本公司**」)(連同其附屬公司統稱為「**本集團**」)董事(「**董事**」)會(「**董事會**」)提呈其截至二零二四年六月三十日止年度(「**報告年度**」)之報告及綜合財務報表。

主要業務

本公司為一間投資控股公司。本公司主要附屬公司之業務載於本集團綜合財務報表附註20。

業務回顧

有關本集團於報告年度之表現及影響其業績及財務狀況之財務關鍵表現指標之討論及分析載於本年報「管理層討論及分析」(「**管理層討論及分析**」)一節。

有關本集團業務之中肯審閱及未來可能發展跡象之資料載於本年報管理層討論及分析。

除披露於本年報管理層討論及分析之「報告期後事項」一節外，自報告年度結束起，並無發生影響本集團之重要事項。

主要風險及不確定因素

本集團業績及業務營運可能受多項風險及不確定因素影響。本集團目前面臨或預期之主要風險及不確定因素如下，惟以下所列者並不詳盡，可能存在本集團現時並不知悉或不重大但可能變得重大的其他風險及不確定因素。

營運風險

全球經濟在短短三年內連遭重創。隨著COVID-19疫情過後全球重新開放，地緣政治緊張局勢不斷升級。透過向董事會建議採取改進措施，董事會審核委員會(「**審核委員會**」)繼續評估及管理可能影響本集團營運的各類風險以及經濟環境變化對本集團的影響。

Report of the Directors (Continued)

董事會報告 (續)

BUSINESS REVIEW (Continued)

Principal Risks and Uncertainties (Continued)

Operation Risk (Continued)

The Group's financing business, including credit factoring, finance leasing and money lending, requires the renewal of licences periodically for its operations. The Group might face non-compliance risk and risk of losing such licences.

The Group has internal control policy and procedures for staff to follow and has a team to monitor and update the rules and regulatory requirements.

The Group's business and profitability growth during the Reporting Year was affected by the increase in competition in the industry and the volatility and uncertainty of the macro-economic conditions in Hong Kong and the People's Republic of China (the "PRC"). The Group is expected to continue to be affected by the above factors.

Financial Risk

The details of financial risk management objectives and practices of the Group are set out in Note 5 to the consolidated financial statements of the Group. There may be other risks and uncertainties in addition to those mentioned above which are not known to the Group or which may not be material now but could turn out to be material in the future.

PRC Economic, Political and Legal Risk

The Group's business operations are mainly conducted in the PRC and therefore significantly affected by the economic, political and legal developments in the PRC. The PRC government may implement various measures to encourage economic growth, some of the measures may have a negative effect on the Group.

The Group has a team to monitor the development in the PRC to enable the Group to make necessary adjustments to its business strategies. Any material changes that could impact the Group significantly will be reported to the Board for actions.

業務回顧 (續)

主要風險及不確定因素 (續)

營運風險 (續)

本集團的融資業務包括信貸保理、融資租賃及放債，需要定期就營運重續牌照。本集團可能面對不合規風險及喪失有關牌照的風險。

本集團設有內部監控政策及程序供員工遵循，並設有團隊監察及更新有關規則及監管規定。

本集團於報告年度之業務及盈利水平增長受香港及中華人民共和國（「中國」）行業競爭加劇及宏觀經濟狀況之波動及不確定性影響。本集團預期將繼續受上述因素影響。

財務風險

本集團之財務風險管理目標及常規之詳情載於本集團綜合財務報表附註5。除上述者外，可能存在本集團目前未知或當前可能並不重大而日後可轉變為重大之其他風險及不確定因素。

中國經濟、政治及法律風險

本集團的業務營運主要於中國進行，故受中國經濟、政治及法律發展重大影響。中國政府可能實施各種措施鼓勵經濟發展，而部分措施可能對本集團構成負面影響。

本集團設有團隊監察中國發展，使本集團可對其業務策略作出必要的調整。團隊將向董事會匯報任何可能大幅影響本集團的重大變動以作行動。

Report of the Directors (Continued)

董事會報告 (續)

BUSINESS REVIEW (Continued)

Environmental Policies and Performance

The Group is committed to building an environmentally- friendly corporation that pays close attention to conserving natural resources. The Group strives to minimise its impact on the environment by reducing electricity consumption and encouraging recycling of office supplies and double-sided printing. For further details, please refer to the Environmental, Social and Governance Report set out on pages 81 to 125 of this annual report.

Compliance with the Relevant Laws and Regulations

To the best knowledge of the Board and the management, the Group has complied with the relevant laws and regulations that have a significant impact on the Group's business and operation during the Reporting Year.

Key Relationships with Employees, Customers and Suppliers

The Group's management policies, working environment, career prospects and employees' benefits have contributed to building good employee relations and employee retention for the Group. The Group offers competitive remuneration packages commensurate with industry practice, provides various fringe benefits to employees and internal training appropriate to individual needs. The management regularly reviews its employees' remuneration packages to ensure they are up to the prevailing market standard. The Group has established long-term business relationships with its major suppliers and customers. The Group will endeavour to maintain its established relationships with these existing suppliers and customers.

RESULTS

The results of the Group for the Reporting Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 133 to 134 of this annual report.

DIVIDEND

The Directors do not recommend the payment of a final dividend for the Reporting Year (2023: Nil).

業務回顧 (續)

環境政策及表現

本集團致力打造密切關注保護自然資源的環保型企業。本集團透過節約用電以及鼓勵回收辦公用品及雙面打印，務求減少對環境之影響。有關更多詳情，請參閱本年報第81頁至第125頁所載之環境、社會及管治報告。

遵守相關法例及法規

就董事會及管理層所深知，本集團已於報告年度遵守對本集團業務及營運有重大影響之相關法例及法規。

與僱員、客戶及供應商之主要關係

本集團之管理政策、工作環境、晉升前景及僱員福利有助本集團與僱員建立良好關係及留聘僱員。本集團為僱員提供符合行業慣例並具競爭力之薪酬待遇，各種附加僱員福利及按個別需要提供適當的內部培訓。管理層定期檢討其僱員薪酬組合，確保其符合現行市場水平。本集團已與其主要供應商及客戶建立長期業務關係。本集團將致力與該等現有供應商及客戶維持既定關係。

業績

本集團於報告年度之業績載於本年報第133頁至第134頁之綜合損益及其他全面收益表。

股息

董事不建議派付報告年度之末期股息(二零二三年：零)。

Report of the Directors (Continued)

董事會報告 (續)

DIVIDEND POLICY

The Company has adopted a dividend policy, the objective of which is to allow shareholders of the Company to participate in the Company's profits whilst retaining adequate reserves to sustain the Group's future growth. The declaration, form, frequency and amount of dividend paid by the Company must be in accordance with applicable laws and the relevant provisions of the amended and restated articles of association of the Company (the "**Amended and Restated Articles of Association**") adopted by way of special resolution passed at the annual general meeting of the Company ("**AGM**") held on 2 December 2022. In deciding whether to declare any dividend, the Board will take into account a number of factors, including the financial results, the distributable reserves, the operations and liquidity requirements, and the current and future development plans of the Company. The Board will review the dividend policy of the Company as appropriate from time to time.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on pages 299 to 300 of this annual report.

BORROWINGS

The total borrowings of the Group (including debentures) as at 30 June 2024 amounted to approximately HK\$20.57 million (30 June 2023: approximately HK\$43.91 million). Details of borrowings are set out in Notes 33 and 34 to the consolidated financial statements of the Group.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Reporting Year are set out in Note 16 to the consolidated financial statements of the Group.

SHARE CAPITAL

Details of movements in the Company's share capital during the Reporting Year are set out in Note 35 to the consolidated financial statements of the Group.

股息政策

本公司已採納股息政策，旨在令本公司股東參與分享本公司之溢利，同時保留充足之儲備維持本集團未來增長。本公司所派付之股息之宣派、形式、頻次及金額須遵守適用法律及經於二零二二年十二月二日舉行的本公司股東週年大會(「股東週年大會」)通過的特別決議採納經修訂及重述之本公司組織章程細則(「經修訂及重述組織章程細則」)之相關規定。於釐定是否宣派任何股息時，董事會將計及多個因素，包括本公司之財務業績、可供分配儲備、營運及流動資金需求以及當前及未來發展計劃。董事會將不時檢討本公司之股息政策(如適用)。

五年財務概要

本集團過去五個財政年度之業績及資產及負債概要載於本年報第 299 至 300 頁。

借款

本集團於二零二四年六月三十日的借款總額(包括債項)約為 20,570,000 港元(二零二三年六月三十日：約 43,910,000 港元)。借款詳情載於本集團綜合財務報表附註 33 及 34。

物業、廠房及設備

於報告年度，本集團之物業、廠房及設備之變動詳情載於本集團綜合財務報表附註 16。

股本

於報告年度，本公司股本之變動詳情載於本集團綜合財務報表附註 35。

Report of the Directors (Continued)

董事會報告 (續)

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Amended and Restated Articles of Association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

RESERVES

Details of movements in the reserves of the Company and of the Group during the Reporting Year are set out in Note 40 to the consolidated financial statements and in the consolidated statement of changes in equity of the Group, respectively.

DISTRIBUTABLE RESERVES

Details of the Company's distributable reserves as at 30 June 2024 are set out in Note 43 to the consolidated financial statements.

CHARITABLE CONTRIBUTIONS

No charitable donation was made by the Group during the Reporting Year (2023: Nil).

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Directors' and senior officers' liabilities in respect of legal actions against them arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors throughout the Reporting Year and as at the date of approval of this annual report.

優先購買權

經修訂及重述組織章程細則或開曼群島(即本公司註冊成立所在之司法權區)法例概無規定本公司須按比例向現有股東發售新股份之優先購買權之條文。

購買、出售或贖回本公司上市證券

於報告年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

儲備

於報告年度，本公司及本集團之儲備變動詳情分別載於本集團綜合財務報表附註40及綜合權益變動表。

可供分派儲備

於二零二四年六月三十日，本公司可供分派儲備之詳情載於綜合財務報表附註43。

慈善捐款

於報告年度，本集團並無作出慈善捐款(二零二三年：零)。

獲准許之彌償條文

本公司已就其董事及高級職員可能面對因企業活動產生針對彼等之法律行動，為彼等之責任作出適當投保安排。基於董事利益之獲准許彌償條文於整個報告年度及批准本年報之日期有效。

Report of the Directors (Continued)

董事會報告 (續)

MAJOR CUSTOMERS AND SUPPLIERS

During the Reporting Year, the revenue generated from the Group's five largest customers accounted for approximately 58.02% (2023: approximately 28.92%) of the Group's total revenue and the revenue from the largest customer included therein accounted for approximately 32.25% (2023: approximately 6.44%) of the Group's total revenue.

During the Reporting Year, the fees paid to the Group's five largest suppliers accounted for 99.38% (2023: approximately 100%) of the Group's cost of sales and the supplies from the largest supplier included therein accounted for approximately 79.64% (2023: approximately 95.60%) of the Group's cost of sales.

None of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and/or five largest suppliers for the Reporting Year.

DIRECTORS

The Directors who held office during the Reporting Year and up to the date of this annual report were:

Executive Directors

Ms. Woo Lan Ying (*Chairman*)
(appointed on 9 January 2025)
Mr. Deng Zhonglin
Mr. Wong Ka Shing
(appointed on 6 September 2024)
Mr. Wong Yuk Lun Alan
(resigned on 9 January 2025)
Mr. Lam Wai Hung
(resigned on 9 January 2025)

Non-executive Director

Ms. Huang Chian Sandy (resigned on 2 November 2023)

Independent Non-executive Directors

Mr. Tsang Wing Ki
Dr. Wong Kong Tin, *JP*
Mr. To Chun Wai
Mr. Choi Hung Fai
(resigned on 16 July 2023)

主要客戶及供應商

於報告年度，來自本集團五大客戶之收益佔本集團總收益約58.02%（二零二三年：約28.92%），而來自其中最大客戶之收益則佔本集團總收益約32.25%（二零二三年：約6.44%）。

於報告年度，支付予本集團五大供應商之費用佔本集團銷售成本99.38%（二零二三年：約100%），而向其中最大供應商購買供應品則佔本集團銷售成本約79.64%（二零二三年：約95.60%）。

於報告年度，概無董事或彼等之任何聯繫人或任何股東（就董事所深知，該等人士擁有本公司已發行股本之逾5%）於本集團五大客戶及／或五大供應商中擁有任何實益權益。

董事

於報告年度及直至本年報日期在任之董事如下：

執行董事

胡蘭英女士（主席）
(於二零二五年一月九日獲委任)
鄧仲麟先生
黃嘉盛先生
(於二零二四年九月六日獲委任)
黃玉麟先生
(於二零二五年一月九日辭任)
林偉雄先生
(於二零二五年一月九日辭任)

非執行董事

黃茜女士（於二零二三年十一月二日辭任）

獨立非執行董事

曾永祺先生
黃江天博士 *太平紳士*
杜振偉先生
蔡雄輝先生
(於二零二三年七月十六日辭任)

Report of the Directors (Continued)

董事會報告 (續)

DIRECTORS (Continued)

In accordance with Article 83(3) of the Amended and Restated Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first AGM after his appointment and shall then be eligible for re-election. Ms. Woo Lan Ying and Mr. Wong Ka Shing so appointed shall hold office only until the first AGM after each of their appointments on 9 January 2025 and 6 September 2024 respectively, and will then, being eligible, offer themselves for re-election at the forthcoming AGM.

In accordance with Article 84(1) of the Amended and Restated Articles of Association, at each AGM, 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. Mr. Deng Zhonglin and Mr. To Chun Wai will retire by rotation and, being eligible, offer themselves for re-election at the forthcoming AGM.

INDEPENDENCE CONFIRMATIONS FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rule 3.13 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Company has received an annual confirmation from each independent non-executive Director confirming his independence. The Company has assessed the independence of the independent non-executive Directors and considers that for the Reporting Year, all of them were independent based on the independence criteria in accordance with the requirements under the Listing Rules, their non-involvement in the daily operation and management of the Company, and the absence of any relationships which will interfere with the exercise of their independent judgments.

董事 (續)

根據經修訂及重述組織章程細則第83(3)條，董事應有權不時及於任何時間委任任何人士為董事，以填補董事會臨時空缺或作為現有董事會新增成員。任何如此獲委任的董事的任期僅直至其獲委任後第一次股東週年大會為止，屆時將符合資格進行重選連任。如此獲委任後，胡蘭英女士及黃嘉盛先生的任期僅直至彼等各自獲委任(分別為二零二五年一月九日及二零二四年九月六日)後第一次股東週年大會為止，屆時將符合資格於應屆股東週年大會上進行重選連任。

根據經修訂及重述組織章程細則第84(1)條，於每屆股東週年大會上，當時為數三分之一的董事(或如董事人數並非三的倍數，則須為最接近但不少於三分之一之數目)須輪席退任。鄧仲麟先生及杜振偉先生將於應屆股東週年大會上輪席退任，並符合資格膺選連任。

獨立非執行董事之獨立確認書

根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第3.13條，本公司已接獲各獨立非執行董事就確認其獨立性發出之年度確認書。本公司已評估獨立非執行董事之獨立性，並認為基於上市規則規定之獨立性標準，彼等並無參與本公司日常營運及管理，且並無任何關係將干擾彼等作出獨立性判斷，於報告年度，所有獨立非執行董事均屬獨立人士。

Report of the Directors (Continued)

董事會報告 (續)

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save for those disclosed in the section headed "Share Option Scheme" in this Report of the Directors, at no time during the Reporting Year were rights to acquire benefits by means of acquisition of shares in or debentures of the Company granted to any of the Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming AGM has or is proposed to have a service contract with the Company not determinable by the Company within one year without the payment of compensation (other than statutory compensation).

DIRECTORS' REMUNERATION

The Directors' emoluments are determined by the Board after considering the recommendations from the remuneration committee of the Board (the "Remuneration Committee") with reference to Directors' duties and responsibilities, individual performance and the results of the Group. Such emoluments are subject to the shareholders' approval at the AGM.

Particulars of the Directors' emoluments for the Reporting Year are set out in Note 13 to the consolidated financial statements of the Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements or contracts of significance in relation to the Group's business to which the Company, its holding company or any of its subsidiaries was a party, and in which a Director of the Company or any entity connected with the Director had a material interest, whether directly or indirectly, subsisted at the end of or at any time during the Reporting Year.

董事購入股份或債券之權利

除於本董事會報告「購股權計劃」一節所披露者外，報告年度內任何時候概無授予任何董事或彼等各自之配偶或未成年子女以購入本公司股份或債券之方式而獲益之權利或由彼等行使任何該等權利；本公司、其控股公司或其任何附屬公司亦概無作為任何安排之訂約方，致令董事可於任何其他法人團體獲得該等權利。

董事服務合約

概無建議於應屆股東週年大會上重選連任之董事與本公司簽署或擬簽署於一年內不可由本公司無須支付補償金(法定補償金除外)而終止之服務合約。

董事酬金

董事酬金由董事會於考慮董事會薪酬委員會(「薪酬委員會」)之推薦意見後釐定，並已參考董事之職責及責任、個人表現及本集團業績。有關酬金須經股東於股東週年大會上批准。

有關董事於報告年度之酬金詳情載於本集團綜合財務報表附註13。

董事於交易、安排或合約之權益

本公司董事或董事之任何關連實體概無於本公司、其控股公司或其任何附屬公司所訂立對本集團業務屬重大且於報告年度末或報告年度內任何時間仍然有效之任何交易、安排或合約中直接或間接擁有重大權益。

Report of the Directors (Continued)

董事會報告 (續)

DIRECTORS' INTERESTS IN COMPETING BUSINESS

For the Reporting Year, the Board is not aware of any business or interests of the Directors and their respective associates that had competed or might compete with the business of the Group and any other conflicts of interests which any such person had or might have with the Group.

CONNECTED TRANSACTIONS

Details of the related party transactions undertaken in the usual course of business are set out in Note 40 to the consolidated financial statements. None of these related party transactions constitutes a connected transaction as defined under the Listing Rules which is required to be disclosed.

MANAGEMENT CONTRACTS

Other than the service contracts of the Directors, the Company did not enter into any contracts with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Company during the Reporting Year.

SHARE OPTION SCHEME

During the Reporting Year, the Company operates a share option scheme (the "**Share Option Scheme**") for the purpose of providing incentives or rewards to selected participants for their contributions to the Group. The Share Option Scheme was adopted by the Company on 18 October 2013 (the "**Adoption Date**").

Summary of Terms

(i) Purpose and participants

The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contributions to the Group. Eligible participants of the Share Option Scheme include the following classes of participants:

- (a) any employee (whether full-time or part-time including any executive directors but excluding any non-executive directors) of the Company, any of the subsidiaries or any entity (the "**Invested Entity**") in which the Group holds an equity interest;

董事於競爭業務之權益

於報告年度，董事會並不知悉董事及彼等各自之聯繫人擁有與本集團業務構成或可能構成競爭之任何業務或權益，或與本集團存在或可能存在任何其他利益衝突。

關連交易

於一般業務過程中進行之關聯方交易詳情載於綜合財務報表附註40。該等關聯方交易概無構成上市規則所界定之須予披露關連交易。

管理合約

除董事之服務合約外，於報告年度，本公司並無與任何個人、公司或法人團體訂立任何合約以管理或管治本公司全部或任何大部分業務。

購股權計劃

於報告年度，本公司已採納一項購股權計劃（「**購股權計劃**」），旨在獎勵或回報對本集團有貢獻之特定參與者。本公司於二零一三年十月十八日（「**採納日期**」）採納購股權計劃。

條款概要

(i) 目的及參與者

購股權計劃旨在讓本集團可向特定參與者授出購股權，以激勵或獎勵彼等為本集團作出貢獻。購股權計劃之合資格參與者包括以下各類參與者：

- (a) 本公司、其任何附屬公司或本集團持有股權之任何實體（「**被投資實體**」）之任何全職或兼職僱員（包括任何執行董事，但不包括任何非執行董事）；

Report of the Directors (Continued)

董事會報告 (續)

SHARE OPTION SCHEME (Continued)

Summary of Terms (Continued)

(i) Purpose and participants (Continued)

- (b) any non-executive directors (including independent non-executive directors) of the Company, any of the subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to the Group or any member of any Invested Entity;
- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and
- (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the growth of the Group, and, for the purposes of the Share Option Scheme, the options may be granted to any company wholly-owned by one or more persons belonging to any of the above classes of participants.

The eligibility of any of the above classes of participants to the grant of any option shall be determined by the Directors from time to time on the basis of the Directors' opinion as to his/her/its contribution to the development and growth of the Group.

購股權計劃 (續)

條款概要 (續)

(i) 目的及參與者 (續)

- (b) 本公司、其任何附屬公司或任何被投資實體之任何非執行董事 (包括獨立非執行董事)；
- (c) 本集團任何成員公司或任何被投資實體之任何商品或服務供應商；
- (d) 本集團或任何被投資實體之任何客戶；
- (e) 為本集團或任何被投資實體之任何成員公司提供研究、開發或其他技術支援之任何人士或實體；
- (f) 本集團任何成員公司或任何被投資實體之任何股東，或本集團任何成員公司或任何被投資實體所發行任何證券之任何持有人；
- (g) 本集團任何成員公司或任何被投資實體於任何業務範疇或業務發展之任何專業或其他顧問或諮詢人；及
- (h) 曾經或可能藉合營、業務聯盟或其他業務安排對本集團之增長作出貢獻之任何其他組別或類別之參與者，而就購股權計劃而言，購股權可授予由屬於上述任何類別參與者之一名或多名人士全資擁有之任何公司。

上述任何類別之參與者是否合資格獲授任何購股權，由董事不時根據其認為有關人士對本集團之發展及增長所作之貢獻釐定。

Report of the Directors (Continued)

董事會報告 (續)

SHARE OPTION SCHEME (Continued)

Summary of Terms (Continued)

(ii) Total number of shares available for issue

The maximum number of shares of the Company which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group shall not in aggregate exceed 30% of the issued share capital (the “**Issued Share Capital**”) of the Company from time to time. The total number of shares which may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option schemes of the Group) to be granted under the Share Option Scheme and any other share option schemes of the Group as may from time to time be adopted by the Company as permitted under the Listing Rules initially must not, in aggregate, exceed 10% of the Issued Share Capital as at the time dealings in the shares of the Company first commence on the Main Board of the Stock Exchange (and thereafter, if refreshed, shall not exceed 10% of the Issued Share Capital as at the date of approval of the refreshed limit by the shareholders). After the refreshment of the limit of the Share Option Scheme with the approval of the shareholders on 10 May 2019, the maximum number of shares which may be issued upon the exercise of the refreshed limit of 146,290,000 options (being 10% of the Issued Share Capital on 10 May 2019) together with all outstanding options as at the date of this annual report carrying the right to subscribe for 12,000,000 shares is 158,290,000 shares, representing approximately 7.71% of the total number of shares in issue as at the date of this annual report. Any further grant of options in excess of this limit is subject to shareholders’ approval in a general meeting with such participant and his associates abstaining from voting.

購股權計劃 (續)

條款概要 (續)

(ii) 可發行股份總數

可於所有根據購股權計劃及本集團任何其他購股權計劃已授出但有待行使之未行使購股權予以行使時配發及發行之本公司股份最高數目，合共不得超過本公司不時已發行股本（「已發行股本」）之30%。可於所有根據購股權計劃及本公司可能根據上市規則獲准不時採納之本集團任何其他購股權計劃授出之購股權（就此而言不包括根據購股權計劃及本集團任何其他購股權計劃之條款已告失效之購股權）予以行使時配發及發行之股份總數，最初合共不得超過於本公司股份首次開始在聯交所主板買賣之時已發行股本之10%（其後如經更新，不得超過股東批准更新限額當日之已發行股本之10%）。經股東於二零一九年五月十日批准更新購股權計劃之限額後，在已更新限額146,290,000份購股權（相當於二零一九年五月十日之已發行股本之10%）連同於本年報日期附帶可認購12,000,000股股份之權利之全部尚未行使購股權獲行使之情況下，可予發行之股份最高數目為158,290,000股，相當於本年報日期已發行股份總數約7.71%。若再授出購股權會導致超過此限額，則須於股東大會上獲得股東批准，而有關參與者及其聯繫人須放棄投票。

Report of the Directors (Continued)

董事會報告 (續)

SHARE OPTION SCHEME (Continued)

Summary of Terms (Continued)

(iii) Maximum entitlement of each participant

The total number of shares issued and which may fall to be issued upon the exercise of the options granted under the Share Option Scheme and any other share option schemes of the Group (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the Issued Share Capital for the time being (the “**Individual Limit**”). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant must be separately approved by the shareholders in a general meeting of the Company with such grantee and his associates abstaining from voting.

(iv) Period within an option may be exercised

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day after the date upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof.

(v) Minimum period for which an option must be held before being exercised

Unless otherwise determined by the Directors and stated in the offer of the grant of option(s) to an eligible participant, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

(vi) Amount payable on acceptance of the option and the period within which payments must be paid

The offer of a grant of option(s) may be accepted within 21 days from the date of offer, upon receipt by the Company of the payment of a nominal consideration of HK\$1 and signed acceptance of offer by the eligible participant.

購股權計劃 (續)

條款概要 (續)

(iii) 每名參與者可獲授權益上限

每名承授人在任何 12 個月期間內根據購股權計劃及本集團任何其他購股權計劃獲授之購股權(包括已行使或未行使之購股權)予以行使時發行及可能將發行之股份總數，不得超過當時已發行股本之 1% (「**個別限額**」)。若再授出購股權會導致超過在截至並包括再授出當日之任何 12 個月期間內之個別限額，則須於本公司之股東大會上另行獲得股東批准，而有關承授人及其聯繫人須放棄投票。

(iv) 可行使購股權之期限

購股權可於由董事釐定並通知各承授人之期間內，隨時根據購股權計劃之條款行使，有關期間可於由授出購股權要約日期後開始，但無論如何須於由授出購股權日期起計 10 年內結束，並可根據有關條文提早終止。

(v) 購股權行使前必須持有之最短期限

除非董事另行決定及在向合資格參與者作出授出購股權要約時列明，否則購股權計劃並無規定購股權可以行使之前必須持有之最短期限。

(vi) 接納購股權時應付之款項及須付款期限

授出購股權之要約可於由要約日期起計 21 日內，在本公司收取 1 港元之名義代價及經合資格參與者簽署之要約接納書後獲得接納。

Report of the Directors (Continued)

董事會報告 (續)

SHARE OPTION SCHEME (Continued)

Summary of Terms (Continued)

(vii) Basis of determining the exercise price

The subscription price per share under the Share Option Scheme will be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant; (ii) the average closing price of the shares for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of a share.

(viii) Remaining life of the Share Option Scheme

Subject to any earlier termination in accordance with its rules, the Share Option Scheme shall remain in force for a period of 10 years commencing on 18 October 2013 (i.e. until 18 October 2023).

On 1 June 2018 (the "Date of Grant"), the Company granted an aggregate of 100,000,000 share options under the Share Option Scheme, at an exercise price of HK\$1.89 per share. The exercise price was the higher of (i) the closing price of HK\$1.85 per share on the Date of Grant; and (ii) the average closing price of HK\$1.89 per share for the five business days immediately preceding the Date of Grant. The closing price per share immediately before the Date of Grant was HK\$1.87. The share options granted to each grantee shall vest conditional upon the fulfilment of certain performance targets relating to the Group in accordance with the following schedule:

Vesting Date 歸屬日期		Percentage of the Share options vested on the Vesting Date 於歸屬日期已歸屬的購股權的百分比
1 June 2018	二零一八年六月一日	0%
31 December 2018	二零一八年十二月三十一日	25%
30 June 2019	二零一九年六月三十日	25% (i.e. up to 50% in total) 25% (即至多為總額的50%)
31 December 2019	二零一九年十二月三十一日	25% (i.e. up to 75% in total) 25% (即至多為總額的75%)
30 June 2020	二零二零年六月三十日	25% (i.e. up to 100% in total) 25% (即至多為總額的100%)

購股權計劃 (續)

條款概要 (續)

(vii) 釐定行使價之基準

購股權計劃項下每股股份之認購價將由董事釐定，但須至少為下列三者中之最高者：(i) 股份在要約授出日期之收市價（以聯交所每日報價表所載者為準）；(ii) 股份在緊接要約授出日期前五個交易日之平均收市價；及 (iii) 股份面值。

(viii) 購股權計劃之剩餘期限

除非根據購股權計劃之規則提早終止，否則購股權計劃將於由二零一三年十月十八日起計10年內（即直至二零二三年十月十八日）維持有效。

於二零一八年六月一日（「授出日期」），本公司根據購股權計劃按每股1.89港元之行使價授出合共100,000,000份購股權。行使價為下列兩者中之較高者 (i) 於授出日期之股份收市價每股1.85港元；及 (ii) 緊接授出日期前五個營業日之平均收市價每股1.89港元。緊接授出日期前之收市價為每股1.87港元。各承授人被授予之購股權須待有關本集團之若干表現目標獲達成後，方會根據以下時間表歸屬：

Report of the Directors (Continued)

董事會報告 (續)

SHARE OPTION SCHEME (Continued)

Summary of Terms (Continued)

During the Reporting Year, no share option has been granted under the Share Option Scheme. Details of the share options granted under the Share Option Scheme as at 30 June 2024 are as follows:

Category of participants	Date of grant	Exercise price per share	Exercise period	Options outstanding as at 1 July 2023	Options granted during the Reporting Year	Options exercised during the Reporting Year	Options cancelled/lapsed during the Reporting Year	Options outstanding as at 30 June 2024
參與者類別	授出日期	每股行使價 (HK\$) (港元)	行使期間	於二零二三年七月一日之未行使購股權	於報告年度授出之購股權	於報告年度行使之購股權	於報告年度已註銷/已失效之購股權	於二零二四年六月三十日之未行使購股權
Executive Director								
Mr. Deng Zhonglin	1 June 2018	1.89	31 December 2018 to 31 May 2028	12,000,000	-	-	-	12,000,000
執行董事								
鄧仲麟先生	二零一八年六月一日		二零一八年十二月三十一日至二零二八年五月三十一日					
				12,000,000	-	-	-	12,000,000
Employees								
	1 June 2018	1.89	31 December 2018 to 31 May 2028	-	-	-	-	-
僱員								
	二零一八年六月一日		二零一八年十二月三十一日至二零二八年五月三十一日					
Total	總計			26,630,000	-	-	-	12,000,000

The share options, once vested, shall be exercisable within a period of 10 years from the Date of Grant. Except for the Director listed in the table above, none of the grantees under the Share Option Scheme is a connected person of the Group.

購股權計劃 (續)

條款概要 (續)

於報告年度，概無根據購股權計劃授出購股權。根據購股權計劃授出之購股權於二零二四年六月三十日之詳情如下：

購股權一旦歸屬須於自授出日期起10年期間行使。除上表所列董事外，概無購股權計劃項下之承授人為本集團之關連人士。

Report of the Directors (Continued)

董事會報告 (續)

SHARE OPTION SCHEME (Continued)

Summary of Terms (Continued)

The weighted average fair value for each granted share option at grant date was HK\$0.79, which was determined by using the Binomial Option Pricing Model. The significant inputs into the model included share price of HK\$1.85 at the Date of Grant, exercise price of HK\$1.89, volatility of 33.02%, dividend yield of 0.0%, an expected share option life of 10 years and an annual risk-free interest rate of 2.21%. The expected volatility is determined by calculating the historical volatility of the share price of listed companies with similar business as the Group. The expected dividend yield is determined with reference to historical dividend and share price of the Company. No amortisation of share options (2023: Nil) was recognised as staff costs in the consolidated statement of profit or loss and other comprehensive income for the Reporting Year.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATIONS

As at 30 June 2024, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") under the Listing Rules, were as follows:

購股權計劃 (續)

條款概要 (續)

於授出日期，授出各份購股權按二項式購股權定價模式釐定之加權平均公平值為0.79港元。該模式的重要輸入值為於授出日期之股價1.85港元、行使價1.89港元、波幅33.02%、股息收益率0.0%、預計購股權年期10年以及年度無風險利率2.21%。預計波幅乃按照與本集團從事類似業務的上市公司的過往股價波幅而釐定。預計股息收益率乃參考本公司過往股息及股價釐定。於報告年度，概無購股權攤銷(二零二三年：零)已於綜合損益及其他全面收益表內確認為員工成本。

董事及最高行政人員於本公司或本公司的任何指定企業或任何其他相聯法團之股份、相關股份及債券之權益及淡倉

於二零二四年六月三十日，各董事及本公司最高行政人員於本公司或任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益及淡倉)，或記入本公司根據證券及期貨條例第352條規定須予存置之登記冊之權益及淡倉，或根據上市規則所載上市發行人董事進行證券交易的標準守則(「標準守則」)須另行知會本公司及聯交所之權益及淡倉如下：

Report of the Directors (Continued)

董事會報告 (續)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATIONS (Continued)

董事及最高行政人員於本公司或本公司的任何指定企業或任何其他相聯法團之股份、相關股份及債券之權益及淡倉 (續)

Interest in underlying shares of the Company

於本公司相關股份之權益

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of underlying shares 相關股份數目 (Note 1) (附註 1)	Approximate percentage of interest in the Company 佔本公司權益之概約百分比
Mr. Deng Zhonglin 鄧仲麟先生	Beneficial owner 實益擁有人	12,000,000(L) (Note2) (附註 2)	0.58%

Notes:

- "L" denotes long position and "S" denotes short position.
- These 12,000,000 underlying shares represent the 12,000,000 shares which may be allotted and issued to Mr. Deng Zhonglin upon full exercise of the share options granted to him on 1 June 2018 under the Share Option Scheme.

Save as disclosed above, as at 30 June 2024, none of the Directors or chief executive of the Company had any interests and/or short positions in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or pursuant to the Model Code, or which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO.

附註：

- [L]指好倉及[S]指淡倉。
- 該等12,000,000股相關股份指於二零一八年六月一日鄧仲麟先生根據購股權計劃獲授之購股權獲悉數行使時可能獲配發及發行之12,000,000股股份。

除上文披露者外，於二零二四年六月三十日，概無董事或本公司最高行政人員於本公司或任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部或根據標準守則須知會本公司及聯交所之任何權益及／或淡倉(包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益及淡倉)，或須記入本公司根據證券及期貨條例第352條存置之登記冊之任何權益及／或淡倉。

Report of the Directors (Continued)

董事會報告 (續)

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

As at 30 June 2024, to the best of the knowledge and belief of the Directors, the following persons (other than the Directors and chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO, or who was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or any options in respect of such shares:

主要股東於本公司股份及相關股份中之權益及淡倉

於二零二四年六月三十日，就董事所深知及確信，以下人士(不包括董事及本公司最高行政人員)於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露之權益或淡倉，或記錄於本公司根據證券及期貨條例第336條須予存置之登記冊之權益或淡倉，或直接或間接於附帶權利可於任何情況下在本集團任何其他成員公司之股東大會上投票之任何類別股本面值或涉及該等股份之任何購股權中擁有5%或以上的權益：

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares/ underlying shares 股份／相關 股份數目 (Note 1) (附註1)	Approximate percentage of interest in the Company 佔本公司權益之 概約百分比
Mr. Chen Chao 陳超先生	Beneficial owner 實益擁有人	163,835,000 (L)	7.98%

Note:

- "L" denotes the corporation/person's long position (as defined under Part XV of the SFO) in the shares.

附註：

- 「L」指該法團／人士於股份之好倉(定義見證券及期貨條例第XV部)。

Save as disclosed above, as at 30 June 2024, the Directors are not aware that there is any party (other than the Directors and chief executive of the Company) who had any interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO, or who was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or any options in respect of such shares.

除上文披露者外，於二零二四年六月三十日，董事概不知悉任何人士(不包括董事及本公司最高行政人員)於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露之權益或淡倉，或記錄於本公司根據證券及期貨條例第336條須予存置之登記冊之權益或淡倉，或直接或間接於附帶權利可於任何情況下在本集團任何其他成員公司之股東大會上投票之任何類別股本面值或涉及該等股份之任何購股權中擁有5%或以上的權益。

Report of the Directors (Continued)

董事會報告 (續)

TAX RELIEF

The Company is not aware of any relief from taxation available to shareholders by reason of their holding of the shares of the Company.

SUFFICIENCY OF PUBLIC FLOAT

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

AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

Details of the Audit Committee, the Remuneration Committee and the nomination committee of the Board are set out in the section headed "Corporate Governance Report" of this annual report.

AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive Directors, namely Mr. Tsang Wing Ki (chairman), Dr. Wong Kong Tin, JP and Mr. To Chun Wai. The Audit Committee has reviewed, with the management and the independent auditor of the Company, the annual results and the consolidated financial statements of the Group for the Reporting Year.

AUDITOR

HLM CPA Limited ("HLM") was engaged to audit the consolidated financial statements of the Company for the Reporting Year. HLM resigned as the auditor of the Company with effect from 11 April 2024. Due to the restructuring between HLM and Confucius International CPA Limited ("Confucius"), the Board, with the recommendation from the audit committee of the Company, has resolved to appoint Confucius as the new auditor of the Company with effect from 11 April 2024 to fill the casual vacancy arising from the resignation of HLM and to hold office until the conclusion of the next annual general meeting of the Company. Confucius will retire at the forthcoming AGM and, being eligible, offer themselves for re-appointment at a fee to be agreed by the Board.

On behalf of the Board

Woo Lan Ying
Chairman

Hong Kong, 28 March 2025

稅務寬減

本公司概不知悉任何因股東持有本公司股份而向彼等提供之稅務寬減。

充足公眾持股量

根據本公司所得公開資料及就董事所知，於本年報日期，本公司已根據上市規則之規定維持指定之公眾持股量。

審核委員會、薪酬委員會及提名委員會

審核委員會、薪酬委員會及董事會提名委員會之詳情載於本年報「企業管治報告」一節。

審核委員會

審核委員會由三名獨立非執行董事組成，即曾永祺先生(主席)、黃江天博士太平紳士及杜振偉先生。審核委員會已與本公司管理層及獨立核數師審閱本集團報告年度之年度業績及綜合財務報表。

核數師

恒健會計師行有限公司(「恒健」)獲委聘審核本公司於報告年度之綜合財務報表。恒健已辭任本公司核數師，自二零二四年四月十一日起生效。由於恒健與天健國際會計師事務所有限公司(「天健」)進行重組，董事會經考慮本公司審核委員會之推薦建議後，已議決委任天健為本公司新任核數師，自二零二四年四月十一日起生效，以填補恒健辭任產生之臨時空缺，任期直至本公司下屆股東週年大會結束為止。天健將於應屆股東週年大會上退任，並符合資格及願意膺選連任，其費用須經董事會同意。

代表董事會

主席
胡蘭英

香港，二零二五年三月二十八日

Corporate Governance Report

企業管治報告

The board (the “**Board**”) of directors (the “**Director(s)**”) of NOVA Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) is pleased to present the corporate governance report for the year ended 30 June 2024 (the “**Reporting Year**”). This report describes how the Group has applied its corporate governance practices to its daily activities.

CORPORATE GOVERNANCE PRACTICES AND COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has applied the principles and adopted all code provisions, where applicable, as set out in the Corporate Governance Code (the “**CG Code**”) as contained in Appendix C1 to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as its own code of corporate governance.

The Company reviews its corporate governance practices regularly to ensure compliance with the CG Code. During the Reporting Year, the Company has applied the principles and complied with all applicable code provisions as set out in the CG Code except for the following deviations:

- Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The chairman provides leadership for the board and ensures that the board works effectively and performs its responsibilities whilst the chief executive officer has overall chief executive responsibilities for business development and day-to-day management generally.

諾發集團控股有限公司(「**本公司**」)及其附屬公司(統稱為「**本集團**」)董事(「**董事**」)會(「**董事會**」)欣然呈報截至二零二四年六月三十日止年度(「**報告年度**」)之企業管治報告。本報告說明本集團如何將其企業管治常規應用於其日常活動。

企業管治常規及遵守企業管治守則

本公司已採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**」)之原則並採納所有守則條文(如適用)，作為其自身之企業管治守則。

本公司定期檢討其企業管治常規，以確保遵守企業管治守則。於報告年度，本公司已採用企業管治守則所載原則並遵守所有適用守則條文，除以下偏離情況外：

- 根據企業管治守則之守則條文第C.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。主席領導董事會，確保董事會有效運作及履行職責，而行政總裁一般就業務發展及日常管理承擔整體行政責任。

Corporate Governance Report (Continued) 企業管治報告(續)

CORPORATE GOVERNANCE PRACTICES AND COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE (Continued)

Ms. Woo Lan Ying was appointed as the chairman of the Board (the “**Chairman**”) on 9 January 2025. During the Reporting Year, the Company does not have any officer with the title of Chief Executive Officer (the “**CEO**”), but such duties are shared by the members of the Board. In addition, under the supervision of the Board which is comprised of three executive Directors and three independent non-executive Directors, the Board is appropriately structured with a balance of power to provide sufficient checks and supervision to protect the interests of the Company and its shareholders. The Company may seek to re-comply with code provision C.2.1 by identifying and appointing a suitable and qualified candidate to the position of the CEO in due course by considering the business needs and developments of the Group.

Except for the above deviation from the CG Code, the Board is of the view that the Company has complied with the CG Code for the Reporting Year.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules as the Company’s code of conduct for dealings in securities of the Company by the Directors. In response to the specific enquiries made by the Company, each of the Directors confirmed that he/she had complied with the Model Code during the Reporting Year.

企業管治常規及遵守企業管治守則(續)

胡蘭英女士於二零二五年一月九日獲委任為董事會主席(「**主席**」)。於報告年度，本公司並無任何職位為行政總裁(「**行政總裁**」)的高級職員，惟有關職責由董事會成員分擔。此外，董事會由三名執行董事及三名獨立非執行董事組成，在董事會監督下，董事會具備適當的權力制衡架構，可提供足夠的制約及監督以保障本公司及其股東之權益。考慮到本集團的業務需要及發展，本公司可能於適當時候透過物色及委任合適及合資格人選擔任行政總裁以尋求重新遵守守則條文第C.2.1條。

除上述偏離企業管治守則之情況外，董事會認為，本公司於報告年度已遵守企業管治守則。

董事進行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之標準守則(「**標準守則**」)，作為本公司有關董事進行本公司證券交易之行為守則。各董事均已回應本公司之具體查詢，確認彼等已於報告年度一直遵守標準守則。

Corporate Governance Report (Continued)

企業管治報告(續)

CONSTITUTIONAL DOCUMENTS

Subsequent to the adoption of the amended and restated articles of association of the Company (the “**Amended and Restated Articles of Association**”) by way of special resolution passed at the annual general meeting of the Company (“**AGM**”) held on 2 December 2022, no amendment to the memorandum and articles of association of the Company has been made as at the date of this annual report.

BOARD OF DIRECTORS

Board Composition

As at 30 June 2024, the Board comprised three executive Directors and three independent non-executive Directors. The composition of the Board and its changes during the Reporting Year and up to the date of this annual report were as follows:

Executive Directors

Ms. Woo Lan Ying (*Chairman*)
(appointed on 9 January 2025)
Mr. Wong Yuk Lun Alan
(resigned on 9 January 2025)
Mr. Deng Zhonglin
Mr. Wong Ka Shing
(appointed on 6 September 2024)
Mr. Lam Wai Hung
(resigned on 9 January 2025)

Non-executive Director

Ms. Huang Chian Sandy
(resigned on 2 November 2023)

Independent Non-executive Directors

Mr. Tsang Wing Ki
Dr. Wong Kong Tin, *JP*
Mr. To Chun Wai
Mr. Choi Hung Fai
(resigned on 16 July 2023)

The biographical details, relationships among them and the terms of appointment of the Directors (including the non-executive Director and independent non-executive Directors) up to the date of this annual report are set out in the section headed “Biographical Details of Directors” of this annual report.

組織章程文件

經於二零二二年十二月二日舉行的本公司股東週年大會(「股東週年大會」)通過的特別決議案採納本公司經修訂及重述組織章程細則(「經修訂及重述組織章程細則」)後，於本年報日期，本公司組織章程大綱及細則概無作出修訂。

董事會

董事會組成

於二零二四年六月三十日，董事會包括三名執行董事及三名獨立非執行董事。於報告年度及直至本年報日期，董事會組成及其變動如下：

執行董事

胡蘭英女士(主席)
(於二零二五年一月九日獲委任)
黃玉麟先生
(於二零二五年一月九日辭任)
鄧仲麟先生
黃嘉盛先生
(於二零二四年九月六日獲委任)
林偉雄先生
(於二零二五年一月九日辭任)

非執行董事

黃茜女士
(於二零二三年十一月二日辭任)

獨立非執行董事

曾永祺先生
黃江天博士^{太平紳士}
杜振偉先生
蔡雄輝先生
(於二零二三年七月十六日辭任)

直至本年報日期，董事(包括非執行董事及獨立非執行董事)之履歷詳情、彼此之間之關係及委任年期載於本年報「董事之履歷詳情」一節。

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD OF DIRECTORS (Continued)

Board Composition (Continued)

The Board believes that it has a balanced composition of executive and non-executive Directors (including independent non-executive Directors) and there is a strong independent element in the Board, which can effectively exercise independent judgment. As at 30 June 2024, the Company had three independent non-executive Directors who provide the Group with adequate check and balance. Each of them is considered to be independent with respect to Rule 3.13 of the Listing Rules. Their functions are not limited to a restricted scope and they have contributed to the Group with diversified industry expertise, and advised on the Group's management and proceedings.

One of the independent non-executive Directors, namely Mr. Tsang Wing Ki, has appropriate professional accounting qualifications and related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

Responsibilities of the Board and Delegation

The Board is responsible for the approval and monitoring of the Group's overall strategies and policies, the approval of business plans and the evaluation of their performance, the oversight and review of the management and corporate governance function. It is also responsible for promoting the success of the Group's businesses by directing and supervising the Group's affairs. The Board delegates day-to-day operations of the Group to executive Directors and senior management of the Group while reserving certain key matters for its approval. The Board committees for specific functions have been set up to ensure efficient Board operations. The respective functions and responsibilities reserved to the Board and those delegated to Board committees have been clearly set out in their respective terms of reference. Decisions of the Board are communicated to the management through executive Directors who have attended the Board meetings.

To facilitate effective oversight and decision making by the Board, the Company has established a mechanism to ensure independent views and input are available to the Board. On an annual basis, the Board will review the implementation and effectiveness of such mechanism.

董事會(續)

董事會組成(續)

董事會相信，執行及非執行董事(包括獨立非執行董事)之組成比例均衡，使董事會有強大獨立性，能夠有效行使獨立判斷。於二零二四年六月三十日，本公司擁有三名獨立非執行董事，為本集團提供充分的制衡。根據上市規則第3.13條，彼等各自均被視為具有獨立性。彼等之職能不局限於受限範圍內，彼等亦以其多元化行業知識為本集團作出貢獻，並為本集團之管理及議事程序提出建議。

其中一名獨立非執行董事(即曾永祺先生)具備上市規則第3.10(2)條所規定之合適之專業會計資格及相關財務管理知識。

董事會責任及授權

董事會負責批准及監察本集團之整體策略及政策、審批商業計劃及評核其表現、監督及審閱管理及企業管治職務。此外，董事會負責透過指導及監督本集團之事務，以推動本集團的業務邁向成功。董事會將本集團之日常運作交由本集團執行董事及高級管理層處理，但保留審批若干重大事宜之權力。董事會轄下設有多個處理特定職務之委員會，以確保董事會之高效運作。該等委員會各自之職權範圍已清晰訂明董事會本身及其授予董事委員會各自之職務及職責。董事會之決定將由出席董事會會議之執行董事轉達管理層。

為促進董事會有效監督及作出決策，本公司已設立機制，以確保董事會能夠獲得獨立的觀點及意見。董事會將每年檢討該機制的實施及成效。

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD OF DIRECTORS (Continued)

Corporate Governance Functions and Duties

The Board is responsible for performing the corporate governance functions with the following duties:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations on any necessary changes and updates;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Company;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Company and the Directors;
- (e) to review and monitor the evaluation and management of issues related to the Company's environmental, social and governance ("ESG") matters;
- (f) to review and monitor the progress made against ESG-related goals and targets;
- (g) to review the Company's ESG strategy; and
- (h) to review the Company's compliance with the CG Code and disclosure in this corporate governance report ("**CG Report**") and the Company's ESG report (the "**ESG Report**").

董事會(續)

企業管治職能及職責

董事會有責任按照以下職責來履行其企業管治職能：

- (a) 制定及檢討本公司企業管治政策及常規並就任何必要變動及更新提供推薦建議；
- (b) 檢討及監察本公司董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察適用於本公司僱員及董事的行為守則及合規手冊(如有)；
- (e) 檢討及監察與本公司環境、社會及管治(「**環境、社會及管治**」)事宜相關問題的評估及管理；
- (f) 檢討及監察與環境、社會及管治相關的目標及目的進展；
- (g) 檢討本公司的環境、社會及管治策略；及
- (h) 檢討本公司遵守企業管治守則的情況及於本企業管治報告(「**企業管治報告**」)及本公司的環境、社會及管治報告(「**環境、社會及管治報告**」)內的披露。

Corporate Governance Report *(Continued)*

企業管治報告 *(續)*

BOARD OF DIRECTORS *(Continued)*

Corporate Governance Functions and Duties *(Continued)*

During the Reporting Year, the corporate governance duties performed by the Board were as follows:

- (a) reviewed the Company's corporate governance policies and practices;
- (b) reviewed the Company's policies and practices on compliance with legal and regulatory requirements;
- (c) reviewed the Company's compliance with the CG Code and disclosure in the CG Report and the ESG Report;
- (d) reviewed the training and continuous professional development of the Directors and senior management of the Company;
- (e) reviewed the code of conduct and compliance manual applicable to employees of the Company and the Directors;
- (f) reviewed and monitored the evaluation and management of issues related to the Company's ESG matters;
- (g) reviewed and monitored the progress made against ESG-related goals and targets; and
- (h) reviewed the Company's ESG strategy.

董事會 *(續)*

企業管治職能及職責 *(續)*

於報告年度，董事會履行之企業管治職責如下：

- (a) 檢討本公司企業管治政策及常規；
- (b) 檢討本公司在遵守法律及監管規定方面的政策及常規；
- (c) 檢討本公司遵守企業管治守則的情況及於企業管治報告及環境、社會及管治報告內的披露；
- (d) 檢討本公司董事及高級管理人員的培訓及持續專業發展；
- (e) 檢討適用於本公司僱員及董事的行為守則及合規手冊；
- (f) 檢討及監察與本公司的環境、社會及管治事宜相關問題的評估及管理；
- (g) 檢討及監察與環境、社會及管治相關的目標及目的進展；及
- (h) 檢討本公司的環境、社會及管治策略。

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD OF DIRECTORS (Continued)

Chairman and Chief Executive Officer

Ms. Woo Lan Ying was appointed as the Chairman on 9 January 2025. During the Reporting Year, the Company does not have any officer with the title of CEO, but such duties are shared by the members of the Board. In addition, under the supervision of the Board which is comprised of three executive Directors and three independent non-executive Directors, the Board is appropriately structured with a balance of power to provide sufficient checks and supervision to protect the interests of the Company and its shareholders. The Company may seek to re-comply with code provision C.2.1 by identifying and appointing a suitable and qualified candidate to the position of the CEO in due course by considering the business needs and developments of the Group.

Appointment, Re-election and Removal of Directors

Ms. Woo Lan Ying, as an executive Director, entered into a service agreement dated 9 January 2025 with the Company, pursuant to which Ms. Woo Lan Ying will hold office for an initial term of three years commencing on 9 January 2025 and renewable automatically on expiry for successive terms of three years, subject to terms and conditions to be mutually agreed by both parties and retirement by rotation and re-election at the AGM in accordance with the Amended and Restated Articles of Association.

Mr. Deng Zhonglin, as an executive Director, entered into a service agreement dated 14 October 2016 (supplemented by a supplemental service contract dated 14 October 2019) with the Company, pursuant to which Mr. Deng holds office for an initial term of three years commencing on 14 October 2016 and renewable automatically on expiry for successive terms of three years, subject to retirement by rotation and re-election at the AGM in accordance with the Amended and Restated Articles of Association.

Mr. Wong Ka Shing, as an executive Director, entered into a letter of appointment with the Company with no fixed terms but will be subject to retirement by rotation and reelection at the annual general meeting of the Company in accordance with the articles of association of the Company. He will hold office until the next general meeting of the Company at which he will be eligible for re-election in accordance with the Articles.

董事會(續)

主席及行政總裁

胡蘭英女士於二零二五年一月九日獲委任為主席。於報告年度，本公司並無任何職位為行政總裁的高級職員，惟有關職責由董事會成員分擔。此外，董事會由三名執行董事及三名獨立非執行董事組成，在董事會監督下，董事會具備適當的權力制衡架構，可提供足夠的制約及監督以保障本公司及其股東之權益。考慮到本集團的業務需要及發展，本公司可能於適當時候透過物色及委任合適及合資格人選擔任行政總裁以尋求重新遵守守則條文第C.2.1條。

委任、重選及罷免董事

執行董事胡蘭英女士已與本公司訂立日期為二零二五年一月九日的服務協議，據此，胡蘭英女士的初步任期由二零二五年一月九日起為期三年，期滿後自動重續，任期連續三年，惟須受各方互相協定的條款及條件規限，並根據經修訂及重述組織章程細則於股東週年大會上輪值退任及重選連任。

執行董事鄧仲麟先生已與本公司訂立日期為二零一六年十月十四日的服務協議(經日期為二零一九年十月十四日的補充服務合約補充)，據此，鄧先生的初步任期由二零一六年十月十四日起為期三年，期滿後自動重續，任期連續三年，惟須根據經修訂及重述組織章程細則於股東週年大會上輪值退任及重選連任。

執行董事黃嘉盛先生已與本公司訂立無固定任期的委任函，惟須根據本公司組織章程細則於本公司股東週年大會上輪值退任及重選連任。彼將任職至本公司下一屆股東大會為止，屆時將根據章程細則符合資格重選連任。

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD OF DIRECTORS (Continued)

Appointment, Re-election and Removal of Directors (Continued)

The non-executive Director and all independent non-executive Directors have been appointed for an initial term of one year, renewable automatically for successive term of one year each commencing from the next day after the expiry of the then current term appointment. All remuneration paid to executive Directors are covered by respective service contracts and all remuneration paid to the non-executive Director and independent non-executive Directors are covered by the respective letters of appointment.

Pursuant to the Amended and Restated Articles of Association, any Director newly appointed by the Board shall hold office until the following AGM and shall then be eligible for re-election. Also, pursuant to the Amended and Restated Articles of Association, at each AGM, at least 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 (including the non-executive Director and independent non-executive Directors) shall be subject to retirement by rotation at least once every three years.

Every newly appointed Director will be provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under the relevant statutes, laws, rules and regulations.

Board Meetings

During the Reporting Year, the Board met regularly to review the financial and operating performance of the Company and to discuss future strategy. The Directors may participate either in person or through electronic means of communications.

For the Reporting Year, the Company has adopted the practice of holding Board meetings regularly at least four times a year in approximately quarterly intervals. At the Board meetings, the Board reviewed significant matters including the Company's annual consolidated financial statements and interim consolidated financial information, proposals for dividends (if any), annual and interim reports, approved material capital expenditure (if any) and other corporate actions of the Group.

董事會(續)

委任、重選及罷免董事(續)

非執行董事及全體獨立非執行董事已獲委任，初步任期為一年，各自可於當前委任期屆滿後翌日起自動重續一年。所有向執行董事支付之薪酬均根據各自之服務合約作出，而所有向非執行董事及獨立非執行董事支付之薪酬均根據各自之委任書作出。

依據經修訂及重述組織章程細則，任何獲董事會委任之新晉董事應任職至舉行下一次股東週年大會為止，屆時將符合資格重選連任。此外，依據經修訂及重述組織章程細則，於每屆股東週年大會上，當時最少三分之一董事(或如董事人數並非三的倍數，則須為最接近但不少於三分之一的人數)須輪值退任，惟每名董事(包括非執行董事及獨立非執行董事)須最少每三年輪值退任一次。

所有新委任之董事均將獲提供必要之入職培訓及資料，確保其妥善了解本公司之營運及業務以及其於相關條例、法例、規則及法規下之責任。

董事會會議

於報告年度，董事會定期舉行會議，以檢討本公司之財務及營運表現以及討論未來策略。董事可親身或透過電子通訊方式出席。

於報告年度，本公司董事會會議已採納慣常做法，每年至少定期舉行四次，約每季度舉行一次。於董事會會議上，董事會檢討重大事項，包括本公司年度綜合財務報表及中期綜合財務資料、股息建議(如有)、年度及中期報告、批准本集團重大資本開支(如有)及其他公司行動。

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD OF DIRECTORS (Continued)

Board Meetings (Continued)

In order to ensure that the Board procedures, and all applicable rules and regulations are followed, all Directors are able to access the company secretary of the Company (the “**Company Secretary**”) for advice from time to time. Moreover, upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances at the Company’s expense. All Directors were given an opportunity to include matters in the agenda of meetings for discussion.

To ensure a competent Board operation, all Directors gave sufficient time and attention to the affairs of the Group. During the Reporting Year, 15 Board meetings (excluding delegated committees’ meetings) were held and the attendance record of each Director is set out as follows:

董事會(續)

董事會會議(續)

為確保遵循董事會程序以及所有適用規則及規例，全體董事均能不時獲本公司的公司秘書(「公司秘書」)提供意見。此外，董事可作出合理要求，在合適情況下尋求獨立專業意見，費用由本公司承擔。全體董事均有機會在會議議程內加入討論事宜。

為確保董事會有效運作，全體董事已投放充足時間及精力處理本集團事務。於報告年度，已舉行15次董事會會議(不包括授權委員會會議)，各董事出席記錄載列如下：

Name of Directors 董事姓名	Attendance/Number of 出席次數/會議次數	
	Board meetings 董事會會議	Annual general meeting 股東週年大會
Executive Directors	執行董事	
Ms. Woo Lan Ying (Chairman) (appointed on 9 January 2025)	胡蘭英女士(主席) (於二零二五年一月九日獲委任)	0/0
Mr. Deng Zhonglin	鄧仲麟先生	15/15
Mr. Wong Ka Shing (appointed on 6 September 2024)	黃嘉盛先生 (於二零二四年九月六日獲委任)	0/0
Mr. Wong Yuk Lun Alan (resigned on 9 January 2025)	黃玉麟先生 (於二零二五年一月九日辭任)	15/15
Mr. Lam Wai Hung (resigned on 9 January 2025)	林偉雄先生 (於二零二五年一月九日辭任)	15/15
Non-executive Director	非執行董事	
Ms. Huang Chian Sandy (resigned on 2 November 2023)	黃茜女士 (於二零二三年十一月二日辭任)	0/6
Independent Non-executive Directors	獨立非執行董事	
Mr. Tsang Wing Ki	曾永祺先生	15/15
Dr. Wong Kong Tin, JP	黃江天博士太平紳士	15/15
Mr. To Chun Wai	杜振偉先生	15/15
Mr. Choi Hung Fai (resigned on 16 July 2023)	蔡雄輝先生 (於二零二三年七月十六日辭任)	0/0

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD OF DIRECTORS (Continued)

Directors' Induction and Continuous Professional Development

Each newly appointed Director will receive induction on the first occasion of his/her appointment to ensure a proper understanding of the Company's operations and business and awareness of the Director's responsibilities.

The details of the continuous professional development participated by the Directors during the Reporting Year are as follows:

董事會(續)

董事就任須知及持續專業發展

各新委任之董事於首次接受委任時均獲提供就任須知，以確保彼等妥善了解本公司營運及業務情況以及清楚董事之責任。

董事於報告年度參與之持續專業發展詳情如下：

Name of Directors 董事姓名		Reading materials 閱讀材料	Attending courses, seminars or conferences 參與課程、研討會或會議
Executive Directors	執行董事		
Ms. Woo Lan Ying (<i>Chairman</i>) (appointed on 9 January 2025)	胡蘭英女士(主席) (於二零二五年一月九日獲委任)	✓	✓
Mr. Deng Zhonglin	鄧仲麟先生	✓	✓
Mr. Wong Ka Shing (appointed on 6 September 2024)	黃嘉盛先生 (於二零二四年九月六日獲委任)	✓	✓
Mr. Wong Yuk Lun Alan	黃玉麟先生	✓	✓
Mr. Lam Wai Hung (resigned on 9 January 2023)	林偉雄先生 (於二零二三年一月九日辭任)	✓	✓
Non-executive Director	非執行董事		
Ms. Huang Chian Sandy (resigned on 2 November 2023)	黃茜女士 (於二零二三年十一月二日辭任)	✓	✓
Independent Non-executive Directors	獨立非執行董事		
Mr. Tsang Wing Ki	曾永祺先生	✓	✓
Dr. Wong Kong Tin, JP	黃江天博士太平紳士	✓	✓
Mr. To Chun Wai	杜振偉先生	✓	✓
Mr. Choi Hung Fai (resigned on 16 July 2023)	蔡雄輝先生 (於二零二三年七月十六日辭任)	✓	✓

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD OF DIRECTORS (Continued)

Directors' Induction and Continuous Professional Development (Continued)

To enable the Directors to make informed and relevant contributions to the Board, all the Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. During the Reporting Year, all the Directors were provided with regular updates and presentations on the changes and developments of the Group's business and the latest developments in laws, rules and regulations relating to directors' duties and responsibilities.

Board Diversity Policy

The Board has adopted a board diversity policy on 18 October 2013 and discussed all measurable objectives set for implementing the policy.

The Company recognises and embraces the benefits of diversity of Board members. It endeavours to ensure that the Board has a balance of skills, experience and a diversity of perspectives appropriate to the requirements of the Company's business.

All Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

As at the date of this annual report, there is one female Director on the Board. In the future, the Board will continue to pay due regard to the importance of diversity in identifying potential candidates for directorships and continue to ensure that gender is one of the factors to be considered in appointing Directors by the Nomination Committee (as defined below).

The Board also recognises the importance of diversity at the workforce level. As at 30 June 2024, the gender ratio of the workforce of the Group (including senior management) was 1:1 male to female.

董事會(續)

董事就任須知及持續專業發展 (續)

為確保董事可作出知情決定及向董事會作出相關之貢獻，本公司鼓勵全體董事參與持續專業發展，以開拓及增進彼等之知識及技能。於報告年度，全體董事獲定期提供本集團業務之變動及發展以及法律、規定及規例有關董事職責及責任之最新發展之最新資料及簡報。

董事會成員多元化政策

董事會於二零一三年十月十八日採納董事會成員多元化政策，並已討論為實施該政策而訂定之所有可計量目標。

本公司明白並深信董事會成員多元化之裨益，致力確保董事會具有才幹、經驗及觀點多元化之均衡組合，以配合本公司業務需要。

所有董事會成員之委任將繼續以用人唯才為原則，並充分考慮董事會成員多元化之裨益。候選人之甄選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、經驗(不論專業與否)、技能及知識。董事會將視乎所甄選候選人之長處及其可為董事會帶來之貢獻而作出最終決定。

於本年報日期，董事會有一名女性董事。未來，董事會將繼續在物色潛在董事候選人時充分考慮多元化的重要性，並繼續確保性別為提名委員會(定義見下文)於委任董事時考慮的因素之一。

董事會亦深明員工多元化的重要性。於二零二四年六月三十日，本集團員工(包括高級管理層)的男性對女性比例為1:1。

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD OF DIRECTORS (Continued)

Board Diversity Policy (Continued)

During the Reporting Year, the Board reviewed the implementation and effectiveness of the Company's board diversity policy and considered the policy effective.

BOARD COMMITTEES

Audit Committee

The Company has established the audit committee of the Board (the "Audit Committee") with specific written terms of reference that have included the duties set out in provision D.3.3 of the CG Code with appropriate modifications when necessary.

The primary duties of the Audit Committee are mainly to make recommendations to the Board on the appointment and removal of the external auditor, to review the financial information and material advice in respect of financial reporting and to oversee the financial reporting system, risk management and internal control systems of the Company.

During the Reporting Year, the Audit Committee has reviewed the consolidated financial statements for the year ended 30 June 2024, including the Group's adopted accounting principles and practices, internal control and risk management systems and financial reporting matters (in conjunction with the external auditor for the annual results). The Audit Committee has also monitored the effectiveness of the external audit and its independence. The Audit Committee has endorsed the accounting treatments adopted by the Company and, to the best of its ability assured that the disclosure of the financial information in this annual report complied with the applicable accounting standards and Appendix D2 to the Listing Rules.

董事會(續)

董事會成員多元化政策(續)

於報告年度內，董事會審閱本公司董事會多元化政策的實行情況及成效，並認為政策有效。

董事委員會

審核委員會

本公司已成立董事會之審核委員會(「審核委員會」)，並制定特定書面職權範圍，當中包括企業管治守則之條文第D.3.3條所載之職責(會於有需要時作出適當修改)。

審核委員會之主要職責為就委任及罷免外聘核數師向董事會提供推薦建議；審閱財務資料及有關財務報告之重要意見；並監察本公司之財務報告制度、風險管理及內部監控制度。

於報告年度，審核委員會已審閱截至二零二四年六月三十日止年度之綜合財務報表，包括本集團採納之會計原則及慣例、內部監控及風險管理制度及財務報告事宜(聯同外聘核數師審閱年度業績)。審核委員會亦監察外部審核之效能及其獨立性。審核委員會已贊同本公司採納之會計處理方法，並已盡力確保本年報披露之財務資料符合適用之會計準則及上市規則附錄D2。

Corporate Governance Report (Continued)

企業管治報告 (續)

BOARD COMMITTEES (Continued)

Audit Committee (Continued)

The Audit Committee comprises three independent non-executive Directors, namely Mr. Tsang Wing Ki (the chairman of the Audit Committee), Dr. Wong Kong Tin, JP and Mr. To Chun Wai. The Company has complied with Rule 3.21 of the Listing Rules. The Audit Committee is chaired by Mr. Tsang Wing Ki with appropriate professional qualifications or accounting or related financial management expertise.

During the Reporting Year, 3 Audit Committee meetings were held pursuant to its terms of reference and the attendance record of each member as to such meetings is set out as follows:

董事委員會 (續)

審核委員會 (續)

審核委員會包括三名獨立非執行董事，即曾永祺先生(審核委員會主席)、黃江天博士太平紳士及杜振偉先生。本公司已遵守上市規則第3.21條規定。審核委員會主席為曾永祺先生，其具有適當專業資格或會計或相關財務管理專長。

於報告年度，依據職權範圍已舉行3次審核委員會會議，各成員出席會議之記錄載列如下：

Name of Directors		Attendance/ Number of Meetings
董事姓名		出席次數/ 會議次數
Independent Non-executive Directors		
Mr. Tsang Wing Ki	獨立非執行董事 曾永祺先生	3/3
Dr. Wong Kong Tin, JP	黃江天博士太平紳士	3/3
Mr. To Chun Wai	杜振偉先生	3/3
Mr. Choi Hung Fai (resigned on 16 July 2023)	蔡雄輝先生(於二零二三年 七月十六日辭任)	0/0

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD COMMITTEES (Continued)

Remuneration Committee

The Company has set up the remuneration committee of the Board (the “**Remuneration Committee**”) with specific terms of reference stating clearly its authority and duties with appropriate modifications when necessary. In December 2022, the Company has adopted a revised terms of reference of the Remuneration Committee.

The primary duties of the Remuneration Committee include to make recommendations to the Board on the Company’s policy and structure of all Directors’ and senior management’s remuneration, to review and approve the management’s remuneration proposal with reference to the Company’s corporate goals and objectives, to determine the remuneration packages of individual executive Directors and senior management including benefits in kind, pension rights and compensation payments comprising any compensation payable for loss or termination of their office or appointment, to make recommendations to the Board on the remuneration of the non-executive Director and independent non-executive Directors and to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

The Remuneration Committee comprises four members, namely Dr. Wong Kong Tin, *JP* (the chairman of the Remuneration Committee), Mr. Wong Yuk Lun Alan, Mr. Tsang Wing Ki and Mr. To Chun Wai. The Company has complied with Rule 3.25 of the Listing Rules.

董事委員會(續)

薪酬委員會

本公司已成立董事會之薪酬委員會(「**薪酬委員會**」)，並制定特定職權範圍，清楚列明其職權及職責(會於有需要時作出適當修改)。於二零二二年十二月，本公司已採納薪酬委員會之經修訂職權範圍。

薪酬委員會之主要職責包括：就本公司全體董事及高級管理層之薪酬政策及架構向董事會提供推薦建議，因應本公司所訂企業方針及目標而檢討及批准管理層的薪酬建議，釐定個別執行董事及高級管理層的薪酬待遇，包括實物福利、退休金權利及賠償金額(包括喪失或終止職務或委任應付的任何賠償)，就非執行董事及獨立非執行董事之薪酬向董事會提供建議，以及檢討及／或批准上市規則第十七章所述有關股份計劃的事宜。

薪酬委員會包括四名成員，即黃江天博士太平紳士(薪酬委員會主席)、黃玉麟先生、曾永祺先生及杜振偉先生。本公司已遵守上市規則第3.25條規定。

Corporate Governance Report (Continued)

企業管治報告 (續)

BOARD COMMITTEES (Continued)

Remuneration Committee (Continued)

During the Reporting Year, 1 Remuneration Committee meeting was held for reviewing the remuneration policy and structure of the Directors and senior management, assessing the performance of executive Directors and approving the terms of executive Directors' service contracts. The attendance record of each member as to such meetings is set out as follows:

董事委員會 (續)

薪酬委員會 (續)

於報告年度已舉行1次薪酬委員會會議，以審閱董事及高級管理層之薪酬政策及架構，評估執行董事之表現及批准執行董事服務合約之條款。各成員出席會議之記錄載列如下：

Members of the Remuneration Committee		Attendance/ Number of meetings 出席次數/ 會議次數
薪酬委員會成員		
Independent Non-executive Directors		
Dr. Wong Kong Tin, JP (Chairman)	獨立非執行董事 黃江天博士太平紳士(主席)	1/1
Mr. Tsang Wing Ki	曾永祺先生	1/1
Mr. To Chun Wai	杜振偉先生	1/1
Executive Directors		
Ms. Woo Lan Ying (appointed on 9 January 2025)	執行董事 胡蘭英女士(於二零二五年一月九日獲委任)	0/0
Mr. Wong Yuk Lun Alan (resigned as a member of the Remuneration Committee on 9 January 2025)	黃玉麟先生(於二零二五年一月九日 辭任薪酬委員會成員)	1/1

Details of the Directors' emoluments, retirement benefits and remuneration payable to members of senior management are disclosed in Note 14 to the consolidated financial statements.

董事酬金、退休福利及應付高級管理層成員之薪酬之詳情披露於綜合財務報表附註14。

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD COMMITTEES (Continued)

Nomination Committee

The Company has set up the nomination committee of the Board (the “**Nomination Committee**”) with specific terms of reference stating clearly its authority and duties with appropriate modification when necessary.

The primary duties of the Nomination Committee include to review the structure, size, composition (including the skills, knowledge and experience) and diversity of the Board, to identify, screen and recommend to the Board on appropriate candidates for directorship, to assess the independence of the independent non-executive Directors, to make recommendations to the Board on the appointment or re-appointment of Directors and to review the board diversity policy of the Company and to monitor its implementation from time to time.

A summary of the work of the Nomination Committee during the Reporting Year is as follows:

- it conducted (i) an annual review of the structure, size and composition (including the skills, knowledge and experience) of the Board and considered that the Board’s composition reflects an appropriate mix of skills, experience and diversity among its members that are relevant to the Company’s strategy, governance and business and contributes to the Board’s effectiveness; (ii) an annual assessment of the independence of each independent non-executive director and considered all of the independent non-executive Directors to be independent; and (iii) an annual review of the implementation and effectiveness of the Company’s board diversity policy and considered it to be appropriate;
- it endorsed for approval by the Board a target that female Board members should account for more in the coming years; and
- it made recommendations to the Board in respect of the appointments of new Directors to the Board, in particular, the Chairman and the CEO, and the election and re-election of the Directors retiring at the AGM.

董事委員會(續)

提名委員會

本公司已成立董事會之提名委員會(「**提名委員會**」)，並制定特定職權範圍，清楚列明其職權及職責(會於有需要時作出適當修改)。

提名委員會之主要職責包括：檢討董事會之架構、人數、組成(包括技能、知識和經驗)及多元化，物色、篩選及向董事會推薦合適之董事人選，評估獨立非執行董事之獨立性，就委任董事或重新委任董事向董事會提出建議，以及不時檢討本公司董事會成員多元化政策並監察其執行。

提名委員會於報告年度之工作概述如下：

- (i) 對董事會的架構、人數及組成(包括技能、知識及經驗)進行年度檢討，並認為董事會的組成反映其成員的技能、經驗及多元化的適當組合，該等技能、經驗及多元化與本公司的策略、管治及業務相關，有助於董事會的高效運作；(ii) 對每位獨立非執行董事的獨立性進行年度評估，並認為全體獨立非執行董事均屬獨立；及(iii) 對本公司董事會成員多元化政策的實行情況及成效進行年度檢討，並認為該政策屬適當；
- 支持董事會批准的目標，即於未來數年提高女性董事所佔比例；及
- 向董事會提出推薦建議，內容有關委任新董事(特別是主席及行政總裁)加入董事會，以及於股東週年大會上選舉及重選退任董事。

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD COMMITTEES (Continued)

Nomination Committee (Continued)

The Nomination Committee comprises three members, namely Ms. Woo Lan Ying (the chairman of the Nomination Committee), Dr. Wong Kong Tin, JP and Mr. To Chun Wai. The Company has complied with Rule 3.27A of the Listing Rules.

During the Reporting Year, 1 Nomination Committee meeting was held for, among others, reviewing the structure, size and composition of the Board, reviewing the independence of the independent non-executive Directors, and making recommendations to the Board on the retirement by rotation and re-election of Directors in the AGM. The attendance record of each member as to such meetings is set out as follows:

Members of Nomination Committee		Attendance/ Number of meeting
提名委員會成員		出席次數/ 會議次數
Executive Directors	執行董事	
Ms. Woo Lan Ying (appointed as chairman of the Nomination Committee on 9 January 2025)	胡蘭英女士 (於二零二五年一月九日獲委任為提名委員會主席)	0/0
Mr. Wong Yuk Lun Alan (resigned on 9 January 2025)	黃玉麟先生(於二零二五年一月九日辭任)	1/1
Independent Non-executive Directors	獨立非執行董事	
Dr. Wong Kong Tin, JP	黃江天博士太平紳士	1/1
Mr. To Chun Wai (appointed on 12 May 2023)	杜振偉先生(於二零二三年五月十二日獲委任)	1/1
Mr. Choi Hung Fai (resigned on 16 July 2023)	蔡雄輝先生(於二零二三年七月十六日辭任)	0/0

COMPANY SECRETARY

Mr. Tung Tat Chiu Michael (“**Mr. Tung**”) was an external service provider engaged by the Company as the Company Secretary until 9 January 2025. Mr. Wong Ka Wah was appointed as the Company Secretary on 9 January 2025 until he was resigned with effect on 1 March 2025. The Company engaged an external service provider on 1 March 2025 and Mr. Kwong Chun Chung (“**Mr. Kwong**”), who was appointed as Company Secretary on 1 March 2025, and Ms. Woo Lan Ying, the Chairman and executive Director, was the key contact person with whom Mr. Kwong can contact.

Mr. Tung has confirmed to the Company that he has attended no less than 15 hours of relevant professional training during the Reporting Year.

董事委員會(續)

提名委員會(續)

提名委員會包括三名成員，即胡蘭英女士(提名委員會主席)、黃江天博士太平紳士及杜振偉先生。本公司已遵守上市規則第3.27A條規定。

於報告年度已舉行1次提名委員會會議，以(其中包括)審閱董事會之架構、規模及組成，審閱獨立非執行董事之獨立性，及就董事於股東週年大會上之輪席退任及重選連任向董事會提供推薦建議。各成員出席會議之記錄載列如下：

公司秘書

佟達釗先生(「**佟先生**」)為獲本公司委聘擔任公司秘書(直至二零二五年一月九日為止)的外部服務提供者。黃嘉華先生於二零二五年一月九日獲委任為公司秘書(直至其於二零二五年三月一日辭任為止)。本公司於二零二五年三月一日委聘一名外部服務提供者鄭振忠先生(「**鄭先生**」)，彼於二零二五年三月一日獲委任為公司秘書，而主席兼執行董事胡蘭英女士為鄭先生可予聯絡之主要聯絡人士。

佟先生已向本公司確認其於報告年度已參加不少於15小時之相關專業培訓。

Corporate Governance Report (Continued)

企業管治報告(續)

FINANCIAL REPORTING AND AUDIT

The Directors acknowledged their responsibility for preparing the financial statements that give a true and fair view in accordance with applicable statutory requirements and accounting standards and the requirements of the Listing Rules. The Group adopted the going concern basis in preparing its financial statements. Save as disclosed under the section headed “Material Uncertainties relating to Going Concern” of this Corporate Governance Report below, the Directors were not aware of any other material uncertainties which may affect the Company’s business or cast significant doubt upon the Company’s ability to continue as a going concern.

A statement by the external auditor of the Company about its reporting responsibilities is set out in the section headed “Independent Auditor’s Report” of this annual report.

MATERIAL UNCERTAINTIES RELATING TO GOING CONCERN

Basis of Disclaimer on Going Concern

As stated under the section headed “Management Discussion and Analysis – Auditor’s Disclaimer of Opinion and Proposed Action Plan of the Group to Address the Disclaimer of Opinion” on pages 32 to 46 of this annual report and the subsection headed “A) MATERIAL UNCERTAINTIES RELATING TO GOING CONCERN” of the report by the external auditor of the Company (the “**Auditor’s Report**”) on pages 145 to 146 of this annual report, the external auditor of the Company has expressed a disclaimer of opinion on the consolidated financial statements of the Company for the Reporting Year (the “**Consolidated Financial Statements**”) relating to, inter alia, material uncertainties on the Group’s ability to continue as a going concern (the “**Disclaimer on Going Concern**”). Details of the basis for the Disclaimer on Going Concern are reproduced as follows:

As described in note 3 to the consolidated financial statements, the Group reported a loss attributable to the owners of the Company of approximately HK\$200,549,000 and operating cash outflow of approximately HK\$3,610,000 for the financial year ended 30 June 2024. The Group’s current liabilities exceeded its current assets by HK\$48,130,000 and its total liabilities exceeded its total assets by HK\$86,240,000 as at 30 June 2024 and, as of that date, the Group’s cash and bank balances amounted to approximately HK\$2,737,000 while the Group’s current and non-current borrowings of approximately HK\$10,449,000 and corporate bond of approximately HK\$47,964,000. These conditions indicate the existence of material uncertainties which may cast significant doubt on the Group’s ability to continue as a going concern.

財務報告及核數

董事確認彼等有責任按照適用法定規定及會計準則以及上市規則之規定編製真實與公平之財務報表。本集團已採納持續經營基準編製其財務報表。除本企業管治報告下文「有關持續經營之重大不明朗因素」一節所披露者外，董事並不知悉任何其他可能影響本公司業務或對本公司持續經營能力構成重大疑問的重大不明朗因素。

本公司外聘核數師就其報告責任作出之聲明載於本年報「獨立核數師報告」一節。

有關持續經營之重大不明朗因素

對持續經營不發表意見之基礎

誠如本年報第32至46頁「管理層討論及分析－核數師之不發表意見及本集團為解決不發表意見擬採取之行動計劃」一節及本年報第145至146頁本公司外聘核數師之報告（「核數師報告」）「A」有關持續經營之重大不明朗因素」分節所述，本公司外聘核數師對本公司於報告年度之綜合財務報表（「綜合財務報表」）不發表意見，內容有關（其中包括）有關本集團持續經營能力之重大不明朗因素（「對持續經營不發表意見」）。有關對持續經營不發表意見之基礎的詳情轉載如下：

誠如綜合財務報表附註3所述，貴集團於截至二零二四年六月三十日止財政年度錄得貴公司擁有人應佔虧損約200,549,000港元及經營現金流出約3,610,000港元。於二零二四年六月三十日，貴集團之流動負債超出其流動資產48,130,000港元，其總負債超出其總資產86,240,000港元，截至該日，貴集團之現金及銀行結餘為約2,737,000港元，而貴集團之即期及非即期借款為約10,449,000港元及公司債券為約47,964,000港元。該等狀況表明存在重大不明朗因素，可能對貴集團持續經營之能力構成重大疑問。

Corporate Governance Report (Continued)

企業管治報告(續)

MATERIAL UNCERTAINTIES RELATING TO GOING CONCERN

Basis of Disclaimer on Going Concern (Continued)

The directors of the Company have carried out a detailed review of the cash flow forecast of the Group for the next twelve months from the date of this report and have undertaken to carry out a number of measures to improve the Group's liquidity and financial position which are set out in note 3 to the consolidated financial statements.

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of the following measures, which are subject to multiple uncertainties, including (i) the Group can obtain additional sources of financing as and when needed; and (ii) the Group can successfully improve its operation to generate sufficient operating cash inflow. The consolidated financial statements do not include any adjustments that would result from the failure to obtain additional sources of financing to improve its financial positions, to provide liquidity and cash flows.

We consider that the going concern basis of preparation of the consolidated financial statements has been adequately disclosed in the consolidated financial statements, and we also consider that the material uncertainty relating to the Group's going concern has been adequately disclosed in the consolidated financial statements. However, in view of the extent of the multiple uncertainties relating to the maintaining of sufficient operation to generate operating cash inflow and the obtaining of additional sources of financing, we disclaim our opinion in respect of the material uncertainty relating to the going concern basis.

Should the Group fail to achieve the intended effects resulting from the plans and measures as mentioned in note 3 to the consolidated financial statements, it might not be able to operate as a going concern, and adjustments would have to be made to write down the carrying amounts of the Group's assets to their respective net realisable amounts, and to provide for any further liabilities that may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

For further details in relation to the material uncertainties relating to the Company's ability to continue as a going concern, please refer to the section headed "Management Discussion and Analysis – Auditor's Disclaimer of Opinion and Proposed Action Plan of the Group to Address the Disclaimer of Opinion" on pages 22 to 30 of this annual report and the subsection headed "A) MATERIAL UNCERTAINTIES RELATING TO GOING CONCERN" of the Auditor's Report on pages 126 to 132 of this annual report.

有關持續經營之重大不明朗因素

對持續經營不發表意見之基礎(續)

貴公司董事已對 貴集團自本報告日期起計未來十二個月之現金流量預測進行詳盡審閱，並已承諾採取多項措施改善 貴集團之流動資金及財務狀況(載於綜合財務報表附註3)。

綜合財務報表乃按持續經營基準編製，其有效性取決於以下措施之結果，受限於多項不明朗因素，包括(i) 貴集團能於需要時獲得額外融資來源；及(ii) 貴集團能成功改善其營運以產生足夠經營現金流入。綜合財務報表並不包括因未能獲得額外融資來源以改善其財務狀況、提供流動資金及現金流量而導致之任何調整。

吾等認為，編製綜合財務報表之持續經營基準已於綜合財務報表中充分披露，吾等亦認為，與 貴集團持續經營有關之重大不明朗因素已於綜合財務報表中充分披露。然而，鑒於與維持充足營運以產生經營現金流入及獲得額外融資來源有關之多項不明朗因素的程度，吾等不就與持續經營基準有關之重大不明朗因素發表意見。

倘 貴集團未能實現綜合財務報表附註3所述計劃及措施產生之預期效果，則可能無法持續經營，且須作出調整以將 貴集團資產賬面值撇減至其各自之可變現淨額，就任何可能產生之進一步負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響尚未於綜合財務報表內反映。

有關本公司持續經營能力之重大不明朗因素之進一步詳情，請參閱本年報第22至30頁「管理層討論及分析—核數師之不發表意見及本集團為解決不發表意見擬採取之行動計劃」一節及本年報第126至132頁核數師報告「A)有關持續經營之重大不明朗因素」分節。

Corporate Governance Report (Continued)

企業管治報告(續)

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for establishing and maintaining a sound system of risk management and internal control within the Group and reviewing their effectiveness. However, such system was designed to manage various risks (including ESG risks) of the Group within certain acceptable risk level, rather than to completely eliminate the risk of failure to achieve the business objectives of the Group and can only provide reasonable but not absolute assurance against material misstatement or loss.

The Board delegates their responsibility to the Audit Committee to review the practices of management with respect to risk management and internal control, including the design, implementation and supervision of the risk management and internal control systems, on an annual basis.

During the Reporting Year, the Board, through the Audit Committee, conducted an annual review of both the design and implementation effectiveness of the risk management and internal control systems of the Group, covering all material controls, with a view to ensuring that the resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions, as well as those relating to the Company's ESG performance and reporting are adequate. In this respect, the Audit Committee communicates any material issues to the Board.

The Board has engaged an external professional service firm to carry out the internal audit function of the Group. Review of the Group's internal controls covered major financial, operational and compliance controls, and risk management functions of different systems have been performed on a systematic rotational basis on the risk assessments of the operations and controls. During the risk assessment process, the firm interviewed the relevant personnel and identified the business objectives and significant risks of the Group. A risk management review and internal audit report prepared by the firm which sets out the risks, issues and recommended action plan was presented to the Board for review and endorsement. The Board considered that significant risks of the Group were managed within the acceptable level and the management will continue to monitor the residual risks and report to the Board on ongoing basis. The Board has reviewed the risk management and internal control system and procedures, and save as disclosed hereinafter, the Board considers them effective and adequate.

風險管理及內部監控

董事會負責設立及維持本集團內穩健之風險管理及內部監控制度並檢討其有效性。然而，該制度之設計旨在於某種可接受風險水平範圍內管理本集團之各種風險(包括環境、社會及管治風險)，而非完全消除無法達致本集團業務目標之風險，且僅可就重大錯誤陳述或虧損提供合理而非絕對之保證。

董事會授權審核委員會每年檢討管理層在風險管理及內部監控方面之慣例，包括風險管理及內部監控制度之設計、實施及監督。

於報告年度，董事會透過審核委員會對本集團風險管理及內部監控制度之設計及實行效益進行年度檢討，涵蓋所有重大監控，以確保資源、員工資格及經驗、培訓計劃及本集團會計、內部審核及財務匯報職能以及與本公司環境、社會及管治績效及匯報相關者之預算充足。審核委員會就此與董事會溝通任何重大議題。

董事會已委聘外部專業服務公司以執行本集團的內部審核職能。其已就營運及監控風險評估對本集團的內部監控(涵蓋主要財務、營運與合規監控)以及不同系統的風險管理職能有系統地輪流進行審閱。於風險評估過程中，該公司與有關人員進行面談，並確定本集團之業務目標及主要風險。該公司編製載有風險、問題及建議行動計劃的風險管理審閱及內部審核報告並提呈予董事會以供審閱及背書。董事會認為本集團已將重大風險控制於可接受範圍，且管理層將繼續持續監控餘下風險，並向董事會作出報告。董事會已審閱風險管理及內部監控系統及程序，除下文所披露者外，董事會認為有關系統及程序屬有效及充足。

Corporate Governance Report (Continued)

企業管治報告(續)

RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

At the same time, the Board is aware that the external auditor of the Company issued a disclaimer of opinion on the Consolidated Financial Statements in respect of, inter alia, material uncertainties arising from opening balance and corresponding figures and write-off of receivables.

The consolidated financial statements of the Company for the year ended 30 June 2023 were audited by other auditors (the “**Predecessor Auditors**”), who expressed a disclaimer opinion on 29 September 2023. The Predecessor Auditors were unable to satisfy themselves about the recoverability of factoring receivables, finance lease receivables and trade receivables at 30 June 2023. The carrying amount of factoring receivables, finance lease receivables and trade receivables amounted to approximately HK\$168,313,000, HK\$2,225,000 and HK\$4,975,000 respectively as at 30 June 2023.

The Predecessor Auditors were unable to obtain sufficient appropriate audit evidence relating to the financial status of these debtors and lack of information to ascertain the uncertainty on the enforcement actions taken to recover the aforesaid balances, therefore the Predecessor Auditors were unable to assess the recoverability of the factoring receivables, finance lease receivables and trade receivables as at 30 June 2023, and unable to determine whether any adjustments to the impairment loss recognised during the year ended 30 June 2023 in respect of the factoring receivables, finance lease receivables and trade receivables were necessary, which might have a significant impact on the Group’s financial position as at 30 June 2023, and its financial performance and the elements making up the consolidated statement of cash flows for the year ended 30 June 2023 and related disclosures in the consolidated financial statements.

風險管理及內部監控(續)

同時，董事會知悉，本公司外聘核數師對綜合財務報表不發表意見，內容有關(其中包括)期初結餘及相應數字及應收款項撇銷而引致之重大不明朗因素。

本公司截至二零二三年六月三十日止年度的綜合財務報表乃由其他核數師(「**前任核數師**」)審計，其於二零二三年九月二十九日提出不發表意見。前任核數師無法令自身信納於二零二三年六月三十日保理應收款項、融資租賃應收款項及貿易應收款項之可收回性。於二零二三年六月三十日，保理應收款項、融資租賃應收款項及貿易應收款項之賬面值分別約為168,313,000港元、2,225,000港元及4,975,000港元。

前任核數師未能獲得有關該等債務人財務狀況之足夠適當之審計憑證，且缺乏資料以確定為收回上述結餘而採取之強制執行行動之不明朗因素，因此前任核數師無法評估保理應收款項、融資租賃應收款項及貿易應收款項於二零二三年六月三十日之可收回性，亦無法確定是否須就截至二零二三年六月三十日止年度內確認之保理應收款項、融資租賃應收款項及貿易應收款項減值虧損作出任何調整，這可能對本集團於二零二三年六月三十日之財務狀況及其截至二零二三年六月三十日止年度之財務表現及綜合現金流量表之組成要素以及綜合財務報表內之相關披露造成重大影響。

Corporate Governance Report (Continued)

企業管治報告(續)

RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

The directors of the Company determined to write-off the factoring receivables, finance lease receivables and trade receivables, as there is no realistic prospect of recovery after taken into account: (a) an independent review of the possibility and viability of taking legal proceedings against all factoring debtors for recovering the outstanding debts, which was conducted by an independent professional law firm in the PRC indicating all factoring debtors were in financial difficulties; (b) no recovery from legal proceedings against the finance lease debtors since year 2022; and (c) the respective outstanding amounts of trade receivables are past due. The write-off of factoring receivables, finance lease receivables and trade receivables of HK\$166,994,000, HK\$2,208,000 and HK\$4,936,000 respectively is recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2024.

ANTI-CORRUPTION

The Group has zero tolerance for bribery and corruption. The Group's ethical standards and requirements are clearly set out in the employee handbook, which requires all business activities to be operated with high level of integrity. Regardless of seniority and employment nature, all employees are required to fully comply with the following anti-bribery and anti-corruption legislation:

- The Anti-Unfair Competition Law of the PRC
- The Criminal Law of the PRC

Employees are prohibited from committing theft, fraud or dishonesty in connection with the Group's properties, or committing a criminal offence outside the Group, which brings adverse publicity to the Group and/or affects the Group's reputation. The policy on declaration and handling of conflict of interest requires employees in key positions to submit an annual declaration of interests in work situations.

風險管理及內部監控(續)

經計及：(a)由中國獨立專業律師事務所對向所有保理債務人提起法律訴訟以收回未償還債務之可能性及可行性進行的獨立審查，結果顯示所有保理債務人均陷入財務困境；(b)自二零二二年度以來，融資租賃債務人未通過法律訴訟收回任何款項；及(c)貿易應收款項之未償還金額均已逾期，預期實際上無望收回保理應收款項、融資租賃應收款項及貿易應收款項，故本公司董事決定撤銷該等款項。截至二零二四年六月三十日止年度，保理應收款項、融資租賃應收款項及貿易應收款項分別為166,994,000港元、2,208,000港元及4,936,000港元之撤銷已於綜合損益及其他全面收益表中確認。

反貪污

本集團對賄賂及貪污行為採取零容忍態度。本集團對職業道德的標準及要求已清楚載於《員工手冊》內。該手冊要求進行所有業務活動都要保持高度廉潔。不論僱員的資歷及僱傭性質，所有僱員必須完全遵守以下反賄賂及反貪污法規：

- 中華人民共和國反不正當競爭法
- 中華人民共和國刑法

嚴禁僱員進行關乎本集團財產的盜竊、欺詐或不誠實行為，或在本集團以外觸犯刑事罪行，對本集團帶來不利影響及／或令本集團聲譽受損。根據「利益衝突申報及處理政策」，身居要職的僱員必須每年提交工作崗位利益申報。

Corporate Governance Report (Continued)

企業管治報告(續)

WHISTLEBLOWING SYSTEM

The Group's whistleblowing policy states that whistleblowers can make confidential reports to the Board directly upon any suspicious activities, either in person or email to the chairman of the Audit Committee. All reports and the identities of whistle-blowers would be treated in the strictest confidence. In the event an employee is found to have committed any act of misconduct, the Group reserves the rights to take disciplinary actions including termination of employment. The Group has not aided, abetted, assisted or colluded with an individual who has committed, or conspired to commit any unlawful activities. No non-compliance with relevant laws and regulations that have a significant impact on the Group relating to corruption, bribery, fraud and money laundering had been identified during the Reporting Year. There was no concluded legal case regarding corrupt practices brought against the Group or its employees during the Reporting Year.

AUDITOR'S REMUNERATION

During the Reporting Year, the Group's external auditor provided the following services to the Group:

		Notes 附註	HK\$'000 千港元
Audit services	核數服務	(i)	800
Non-audit services	非核數服務	(ii)	240
Total	合計		1,040

Notes:

- (i) include audit services provided in connection with the audit of the consolidated financial statements. All such services are to be provided by the external auditor.
- (ii) include services that would normally be provided by an external auditor but not generally included in audit services.

舉報制度

本集團的舉報政策列明，舉報人可直接向董事會秘密舉報任何可疑活動，並親身聯絡董事會或發送電子郵件至審核委員會主席。所有舉報及舉報人身份皆嚴格保密。倘發現僱員有任何不當行為，本集團保留採取紀律處分的權利，包括終止僱傭。本集團並無援助、教唆、協助或勾結個人從事或串謀從事任何非法活動。於報告年度，並未發現違反對本集團有重大影響之有關貪污、賄賂、欺詐及洗黑錢的相關法律法規。於報告年度，本集團或其僱員並無涉及已審結的有關貪污行為之法律訴訟。

核數師酬金

於報告年度，本集團外聘核數師向本集團提供下列服務：

附註：

- (i) 包括就審核綜合財務報表提供的核數服務。所有有關服務均由外聘核數師提供。
- (ii) 包括通常由外聘核數師提供的服務，惟一般不列入核數服務。

Corporate Governance Report (Continued)

企業管治報告(續)

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

General Meetings with Shareholders

The Company communicates with its shareholders through its annual report, interim report and statutory and voluntary announcements. The Directors, the Company Secretary or appropriate members of the senior management, where appropriate, also respond to inquiries from shareholders and investors on a timely basis. The AGM provides a useful platform for direct communication between the Board and the shareholders.

Resolutions put to vote at the general meetings of the Company are taken by poll. Procedures regarding the conduct of the poll are explained to the shareholders at the commencement of each general meeting. The poll results are posted on the websites of the Stock Exchange and the Company respectively on the same day of the poll.

How shareholders can convene an extraordinary general meeting

In accordance with Article 58 of the Amended and Restated Articles of Association, extraordinary general meetings shall be convened on the requisition of one or more shareholders of the Company holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the Company Secretary for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

與股東及投資者進行溝通

與股東舉行股東大會

本公司透過其年報、中期報告以及法定及自願公佈與其股東溝通。董事、公司秘書或合適之高級管理層成員(如適用)亦會適時回應股東及投資者之提問。股東週年大會為董事會直接與股東溝通提供了一個實用之平台。

提呈於本公司股東大會上表決之決議案會以按股數投票之方式進行。於每屆股東大會開始時會向股東說明按股數投票之程序。以按股數投票方式表決之結果會於同日分別登載於聯交所及本公司之網站。

股東如何召開股東特別大會

按照經修訂及重述組織章程細則第58條，股東特別大會須在一名或以上於遞交要求當日持有有權於股東大會投票的本公司繳足股本不少於十分之一的本公司股東要求下召開。有關要求須以書面向董事或公司秘書提出，述明要求董事召開股東特別大會以處理要求內訂明的任何事項。有關大會須於遞交有關要求後兩個月內舉行。倘於遞交要求後21日內，董事未有召開該大會，則遞交要求人士可自行以同樣方式召開大會，而遞交要求人士因董事未有召開大會而產生的所有合理開支應由本公司向遞交要求人士作出償付。

Corporate Governance Report (Continued)

企業管治報告(續)

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS (Continued)

The procedures by which enquiries may be put to the Board and sufficient contact details to enable these enquiries to be properly directed

Shareholders may send their enquiries and concerns to the Board by addressing them to the principal place of business of the Company in Hong Kong at Unit E2, 8/F, Kingston International Centre, 19 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong by post for the attention of the Board.

Procedures and sufficient contact details for putting forward proposals at shareholders' meetings

There is no provision in the Amended and Restated Articles of Association setting out procedures for shareholders to put forward a resolution at general meetings. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures as set out in the paragraph headed "How shareholders can convene an extraordinary general meeting" above.

Investor Relations

The Company has adopted the shareholders' communication policy and considers that effective communication with its shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Company has established various and a wide range of communication channels with its shareholders. These include shareholders' general meetings, interim results announcements and annual results announcements, interim reports and annual reports, and other announcements and circulars.

The Company endeavours to disclose all material information about the Group to all interested parties as widely and timely as possible. It has disclosed all necessary information to the shareholders in compliance with the Listing Rules. When announcements are made through the website of the Stock Exchange, the same information will be made available on the Company's website. During the Reporting Year, the Company has issued announcements which can be viewed on the Company's website.

與股東及投資者進行溝通(續)

股東可向董事會提出查詢的程序，並提供足夠聯絡資料以便有關查詢可獲恰當處理

股東可透過郵寄至本公司香港主要營業地址方式向董事會提出查詢及疑問，地址為香港九龍九龍灣宏照道19號金利豐國際中心8樓E2室。

在股東大會提出建議的程序及足夠聯絡資料

經修訂及重述組織章程細則並無載有就股東於股東大會上提出決議案之程序之條文。有意動議決議案之股東可依循上文「股東如何召開股東特別大會」一段所載程序要求本公司召開股東大會。

投資者關係

本公司已採用股東溝通政策，並認為與其股東有效溝通對加強投資者關係及讓投資者了解本集團業務表現及策略至關重要。本公司與其股東建立多種及不同溝通渠道，包括股東大會、中期業績公佈及年度業績公佈、中期報告及年報以及其他公佈與通函。

本公司致力以最全面及適時之方式向所有有關人士披露與本集團有關之所有重大資料。本公司已遵照上市規則向股東披露所有必需資料。在透過聯交所網站作出公佈時，相同資料亦會於本公司網站登載。於報告年度，本公司已發表多份公佈，可於本公司網站查閱。

Corporate Governance Report (Continued)

企業管治報告(續)

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS (Continued)

Investor Relations (Continued)

Shareholders and investors may at any time send their enquiries and concerns to the Board in writing to the Company Secretary at the Company's office in Hong Kong. Shareholders may also raise their enquiries in general meetings.

In view of the above, the Company has reviewed the implementation and effectiveness of the shareholders' communication policy and considered the policy effective.

The Company has uploaded its Amended and Restated Articles of Association on the websites of the Stock Exchange (<http://www.hkexnews.hk/>) and of the Company (<http://www.novahldg.com/>) on 2 December 2022.

Save for the amendments as reflected in the Amended and Restated Articles of Association, there are no significant changes in the Company's memorandum and articles of association during the Reporting Year.

與股東及投資者進行溝通(續)

投資者關係(續)

股東及投資者可隨時以書面形式將查詢及疑慮郵寄至本公司於香港之辦事處，以透過公司秘書向董事會提出。股東亦可於股東大會上作出查詢。

鑒於上文所述，本公司已檢討股東溝通政策的實施情況及有效性，並認為政策有效。

本公司已於二零二二年十二月二日於聯交所網站(<http://www.hkexnews.hk/>)及本公司網站(<http://www.novahldg.com/>)上傳其經修訂及重述組織章程細則。

除經修訂及重述組織章程細則所反映之修訂外，於報告年度，本公司組織章程大綱及細則並無重大變動。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THE GROUP

NOVA Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are principally engaged in the operation of cultural and entertainment comprehensive services platform and the provision of loan and financing services.

Environmental and social responsibilities are viewed as the Group’s core commitment to the environment, internal workplace and external community, and an integral part of the Group’s practice to create value for stakeholders.

Our strategy is to fulfil the Group’s environmental and social responsibilities by achieving environmental and social objectives during operations and complying with all relevant legal requirements.

The board of directors (the “**Board**”) has overall responsibility for the Group’s Environmental, Social and Governance strategy and reporting. The Board is responsible for evaluating and determining the Group’s Environmental, Social and Governance related risks and ensuring that appropriate and effective Environmental, Social and Governance risk management and internal control systems are in place.

Introduction of this Report

The Group is pleased to release our sixth Environmental, Social and Governance Report (hereinafter this “**Report**” or “**ESG report**”). Through this Report, we wish to respond to different issues regarding Environmental, Social and Governance (hereinafter “**ESG**”) which major stakeholders are concerned in a comprehensive and transparent manner, and disclose the Group’s vision, strategies and practices in the process of sustainable development objectively to enhance stakeholders’ understanding and confidence in the Group so as to continuously improve our ESG performance.

關於本集團

諾發集團控股有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)主要從事經營文化及娛樂綜合服務平台以及提供貸款及融資服務。

環境及社會責任被視為本集團對環境、內部工作場所及外界社會的核心承擔，亦為本集團為利益相關方創造價值不可或缺的部分。

我們的策略為透過於經營期間達成環境及社會目標及遵守所有相關法律規定，以履行本集團的環境及社會責任。

董事會(「**董事會**」)對本集團的環境、社會及管治策略及匯報整體負責。董事會負責評估及釐定本集團的環境、社會及管治相關風險，確保設有適當及有效的環境、社會及管治風險管理及內部監控系統。

報告簡介

本集團欣然發佈本集團的第六份環境、社會及管治報告(下稱「**本報告**」、「**ESG 報告**」)。透過本報告，我們希望以全面及透明的方式，回應主要利益相關方所關注與環境、社會及管治(下稱「**ESG**」)相關的各項議題，客觀地披露本集團在可持續發展道路上的願景、策略和實踐，以增加利益相關方對本集團的了解與信心，促進我們持續提升ESG方面的表現。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

ABOUT THIS REPORT

Title Description

For the convenience of expression and reading, “NOVA Group”, “the Group”, “we” and “us” in this Report refer to “NOVA Group Holdings Limited”.

Report Scope and Boundary

This Report contains information that is material to understand the Group’s ESG practices and performance in its daily operations. The reporting period of this Report covered for the year ended 30 June 2024, with appropriate forward and backward extensions for certain contents in order to better reflect the ESG performance of the Group. The contents disclosed in this Report (including policy documents, statements and data, etc.) mainly covered major business segments of the Group:

- Financing segment – Money Lending, Factoring and Financing Lease
- Cultural and Entertainment segment – Trading, Promotion and Consulting Services and Branding

This Report is prepared with reference to Environmental, Social and Governance Reporting Guide (“**ESG Reporting Guide**”) as set out in Appendix C2 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**HKEx**”). The Group has complied with the disclosure requirements of the “comply or explain” provisions set out in the ESG Reporting Guide. This Report summarised the Group’s performance in corporate and social responsibilities applying the reporting principles of “Materiality, Quantitative, Balance and Consistency”.

關於本報告

稱謂說明

為了方便表述和閱讀，本報告中的「諾發集團」、「本集團」、「我們」均指「諾發集團控股有限公司」。

報告範圍及界限

本報告載有對了解本集團環境、社會及管治實踐及其日常經營中的表現至關重要的資料。本報告匯報期涵蓋截至二零二四年六月三十日止年度，以便更清晰地敘述本集團的ESG表現。本報告所披露內容(包括政策文件、聲明、數據等)主要涵蓋本集團旗下之主要業務分部：

- 金融分部—放債、保理、融資租賃
- 文化及娛樂分部—貿易、推廣及諮詢服務、品牌

本報告乃參照香港聯合交易所有限公司(「香港聯交所」)證券上市規則(「上市規則」)附錄C2—《環境、社會及管治報告指引》(《ESG報告指引》)而編製。本集團已遵守《ESG報告指引》所載「不遵守就解釋」的披露要求。本報告沿用以下報告原則「重要性、量化、平衡及一致性」，概述了本集團在企業及社會責任方面的表現。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

ABOUT THIS REPORT *(Continued)*

Report Scope and Boundary *(Continued)*

Should you wish to provide comments or recommend improvements on our ESG reporting, please reach us through our feedback hotline (telephone no. at (852) 2607 7307). Although there were no specific programs to engage stakeholders outside the Group when this Report was being prepared, we have included the key issues that are of different stakeholder groups' concerns, based on our continual communication with them. Alternatively, you are also welcome to send your comments and suggestions regarding our ESG performance to our Chief Executive Officer, Mr. Wong, by mail.

Data Sources and Reliability Statement

The information and cases disclosed in this Report are from the Group's internal documents, statistical reports or relevant public information. The Group assures that the contents of this Report, for which the Group accepts full responsibility for its truthfulness, accuracy and completeness, are free of any false statements, misleading representations or material omissions.

關於本報告 *(續)*

報告範圍及界限 *(續)*

閣下如欲就我們的ESG報告作出評論或對其提出改進建議，請透過我們的反饋熱線(電話號碼：(852) 2607 7307)與我們聯絡。儘管於編製本報告時並無委聘本集團以外持份者的具體計劃，但我們已根據我們與彼等的持續溝通列出不同類別持份者關注的主要議題。或者，亦歡迎將閣下對我們的ESG表現的評論及建議通過郵件發送至行政總裁黃先生。

數據來源及可靠性聲明

本報告所披露的資料與案例均來自本集團內部文件、統計報告或有關公開資料。本集團保證本報告內容不存在任何虛假記載、誤導性陳述或重大遺漏，並對其內容真實性、準確性和完整性負責。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

COMMUNICATION WITH STAKEHOLDERS

The Group strives to conduct its business in a transparent, equitable, legal and socially responsible manner, and continues to care about the impact its daily operation may bring to the environment, customers and community, making an effort to safeguard the interests of all stakeholders and strike a balance between environmental, social and economic development.

The expectations and opinions of stakeholders are essential for the Group to improve its sustainable development strategy. Over the years, we have continued to maintain close communication with internal and external stakeholders such as government/regulatory bodies, shareholders, suppliers, employees, customers and the community public through a wide range of channels such as regular meetings, activities, reports, websites, etc., to understand their opinions on the performance of the Group, actively communicate with various stakeholders, constantly collect their opinions and feedback, fully understand their expectations and suggestions, and identify areas for improvement. In order to balance our business requirements, social demand and environmental impact, we keep monitoring the risks and opportunities arising from our daily course of operation, and promote a corporate management culture with high transparency to ensure our sustainable development strategies are being communicated to significant stakeholders such as employees, customers, suppliers and the community.

Set out below are the expectations and concerns of respective significant stakeholders and our corresponding communication channels during the Reporting Period.

與利益相關方溝通

本集團致力以透明、公平、合法方式及秉持對社會負責之態度開展業務，並持續關注日常運營過程中對環境、顧客及社區可能造成的影響，努力保障各利益相關方的利益，於環境、社會及經濟發展中取得平衡。

利益相關方的期望及意見對本集團完善可持續發展戰略至關重要。多年來我們透過定期會議、活動、報告、網站等廣泛渠道持續與政府／監管機構、股東、供應商、員工、顧客和社區公眾等內外部利益相關方保持緊密的溝通，深入了解他們對本集團表現的意見，積極與各利益相關方進行交流，恆常地收集他們的意見及反饋，充分了解他們的期望及建議，識別需要改進的領域。為平衡業務需要、社會需求及環境影響，我們持續監控日常運營過程中的風險及機遇，推崇高透明度的企業管理文化，確保向員工、顧客、供應商、社區等重要利益相關方傳達我們的可持續發展策略。

以下為報告期間內各主要利益相關方的期望與訴求及相關的溝通方式。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

COMMUNICATION WITH STAKEHOLDERS *(Continued)*

與利益相關方溝通 *(續)*

Stakeholders 利益相關方	Expectations and concerns 期望與訴求	Communication channels 溝通方式
Government and regulatory authorities 政府及監管機構	<ul style="list-style-type: none"> In compliance with laws and regulations Legal operation In compliance with the Listing Rules 遵守法律法規 合法運營 遵守上市規則 	<ul style="list-style-type: none"> Information disclosure Communication with regulatory authorities Tax returns 信息披露 與監管機構對話 納稅申報
Shareholders 股東	<ul style="list-style-type: none"> Profit return Business development ESG governance Corporate image 收益回報 業務發展 ESG治理 企業形象 	<ul style="list-style-type: none"> Group announcements General meetings Site inspection Timely reporting 集團公告 股東大會 實地考察 定期報告
Suppliers 供應商	<ul style="list-style-type: none"> Legal operation and quality standards of suppliers Fair and reasonable treatment of business partners Service quality and customers' satisfaction 供應商合法運營及品質標準 業務夥伴公平合理的待遇 服務品質與顧客滿意度 	<ul style="list-style-type: none"> Meeting with suppliers Online survey Review and evaluation Tendering and bidding activities 供應商會議 網上意見調查 審核及評估 招投標活動

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

COMMUNICATION WITH STAKEHOLDERS (Continued)

與利益相關方溝通(續)

Stakeholders 利益相關方	Expectations and concerns 期望與訴求	Communication channels 溝通方式
Employees 員工	<ul style="list-style-type: none"> Employee compensation and benefits Employee health and safety Legal and lawful recruitment Employee training and development Working environment 員工待遇與福利 員工健康與安全 合法合規用工 員工培訓與發展 工作環境 	<ul style="list-style-type: none"> Staff representative meetings Group activities Letter communication Recommendation box 職工代表大會 集團活動 信訪 建議箱
Customers 顧客	<ul style="list-style-type: none"> Quality of product and service Customer information security Legal operation Health and safety protection 產品及服務質量 顧客信息保護 合法運營 健康安全保障 	<ul style="list-style-type: none"> Satisfaction survey Sales feedback 滿意度調查 售後回訪
Community 社區	<ul style="list-style-type: none"> Community environment Charity and public benefit activities Community contribution Legal operation 社區環境 慈善公益 社區貢獻 合法運營 	<ul style="list-style-type: none"> Community communication Press release/announcements 社區溝通 新聞稿／公告

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

ANALYSIS OF MATERIALITY ISSUES

The Group reviewed the material ESG issues identified by the Group during the Reporting Period from various sources, such as issues identified in the Guide of the Stock Exchange, previous ESG report, internal policies industry trends and the Sustainability Accounting Standards Board's Materiality Map. The ESG issues have been analysed with reference to an array of factors, including the Group's overall strategy, development, and goals and targets. The Group has conducted a materiality assessment to rate the identified ESG issues that are pertinent to its business and stakeholders, and their respective level of impact. The result of materiality assessment on the identified material ESG issues are summarized as follows:

重要性議題分析

本集團已檢視本集團於報告期間內從不同來源識別的重要性 ESG 議題，如聯交所指引、過往 ESG 報告、內部政策行業趨勢及永續會計準則委員會的重要性圖譜內識別的議題。ESG 議題已參考一系列因素進行分析，包括本集團的整體策略、發展、目標及目的。本集團已進行重要性評估，以評估與其業務及持份者相關的已識別 ESG 議題及其各自的影響程度。已識別的重要性 ESG 議題的重要性評估結果概述如下：

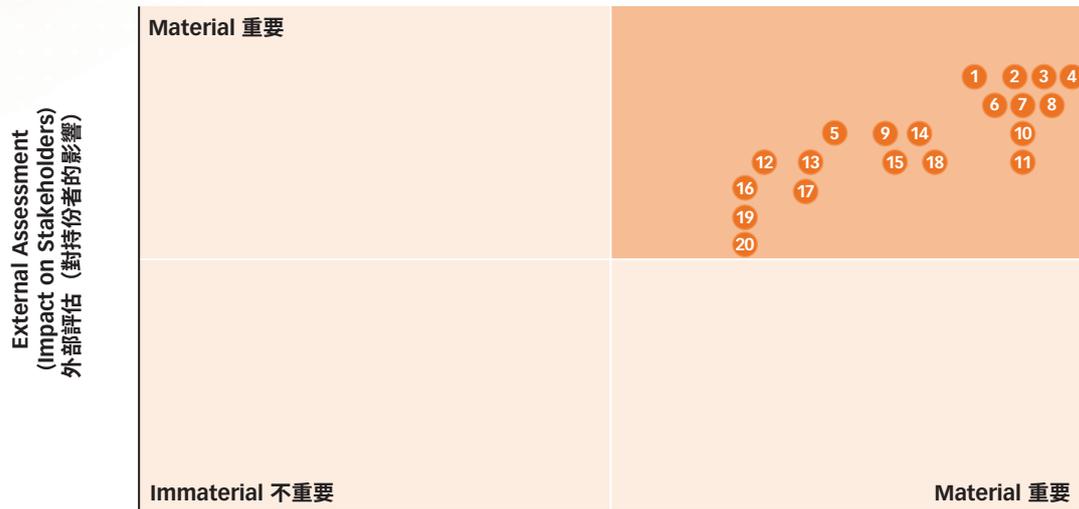
Identify relevant issues	Identify ESG issues relevant to the business of the Group based on the results of materiality assessments in previous years, issues of concern to the industry, Hong Kong and international reporting standards and the United Nations Sustainable Development Goals, etc.
識別相關議題	根據往年的重要性評估結果、同業的關注議題、香港及國際報告標準及聯合國可持續發展目標等識別與本集團業務相關的 ESG 議題。
Identification of material issues	Assess the materiality of each issue to stakeholders and to the Group, a materiality matrix is created to determine the material issues to be considered in priority.
識別重要性議題	評估各議題對利益相關方及對本集團的重要性，建立重要性矩陣，釐定需優先考慮的重要性議題。
Confirmation of material issues	The identified material issues to be reviewed by the Board of the Group and disclosed in this Report.
確認重要性議題	由本集團董事會審視已識別的重要性議題，並在本報告內進行披露。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

ANALYSIS OF MATERIALITY ISSUES (Continued)

重要性議題分析 (續)



Internal Assessment (Impact on Business) 內部評估 (對業務的影響)

1. Product and Service Quality 產品及服務質量	2. Legal and Compliance Operation 合法合規運營	3. Legal and Compliance Employment 合法合規用工	4. Internal Integrity Management 內部廉政管理	5. Employee Training and Development 員工培訓與發展
6. Employee Health and Safety 員工健康與安全	7. Employee Benefits and Welfare 員工待遇與福利	8. Employee Communication 員工溝通	9. Intellectual Property Protection 知識產權保護	10. Suppliers Legal Operation and Quality Standards 供應商合法運營及品質標準
11. Equipment Procurement and Supply 設備採購及供應	12. Integration of Services with Local Community 服務與當地社區發展融合	13. Diversified Staff Background 員工背景多樣化	14. Operation Wastewater Discharge and Treatment 運營污水排放及處理	15. Environmental and Social Performance of Suppliers 供應商的環境與社會表現
16. Green Environmental Protection Publicity and Education 綠色環保宣傳教育	17. Waste Disposal and Emission Reduction 廢棄處理與減排	18. Water Consumption and Conservation 水資源消耗及節水	19. Greenhouse Gas Emissions and Emissions Reduction 溫室氣體排放及減排	20. Donations and Volunteering Activities 捐贈與志願活動

¹ The boldfaced topics in the table are identified material issues.

¹ 表格中粗體為已識別的重要性議題。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

MANAGEMENT EXCELLENCE

BOARD'S ESG GOVERNANCE STATEMENT

The Company is committed to strictly complying with the disclosure requirements of the Environmental, Social and Governance Reporting Guide of the Stock Exchange. The Company recognizes the importance of ESG to the Company's long-term and stable operation, and has established effective ESG management and governance mechanisms to promote the harmonious integration of the Company with the environment and society, creating sustainable environmental, social and corporate values. The Company's Board is the highest authority and decision-making body for ESG matters, bearing full responsibility for the Company's ESG strategies and reports, and supervising the Company's ESG-related matters. In 2024, the Company's Board further improved the ESG governance system, driving continuous improvement in the Company's ESG performance. This report discloses in detail the progress and achievements of the Company's ESG work in 2024, and has been reviewed and approved by the Board of the Company prior to disclosure. The Board of the Company and all directors guarantee that there are no false records, misleading statements or material omissions in the information contained in this report, and bear individual and joint responsibility for the truthfulness, accuracy and completeness of its contents.

ESG GOVERNANCE STRUCTURE

The Company has integrated sustainability into its day-to-day business operations and decision-making step by step. The Board of the Company serves as the highest governing body for decision-making in ESG matters and responsible for developing, adopting, and reviewing company-wide ESG policies, vision, goals, and strategies, as well as identifying, assessing, managing ESG risks. Going forward, we will continue to enhance our ESG governance, further strengthen communication with stakeholders, and improve ESG policies to achieve long-term business growth.

卓越管理

董事會 ESG 管治聲明

本公司承諾，嚴格遵守聯交所《環境、社會及管治報告指引》的披露要求。本公司認同 ESG 對公司長久穩健經營的重要性，建立了有效的 ESG 管理機制和治理機制，推動本公司與環境、社會和諧相融，創造可持續的環境、社會和企業價值。本公司董事會是 ESG 事宜的最高負責及決策機構，對公司 ESG 策略及報告承擔全部責任，監察公司 ESG 相關事宜。二零二四年本公司董事會進一步完善 ESG 治理體系，推動本公司 ESG 水平不斷提升。本報告詳盡披露了本公司二零二四年 ESG 工作的進展與成效，並在披露前經由本公司董事會審議通過。本公司董事會及全體董事保證本報告所載資料不存在虛假記載、誤導性陳述或重大遺漏，並對其內容的真實性、準確性和完整性承擔個別及連帶責任。

ESG 治理架構

本公司逐步將可持續發展理念融入日常業務運營決策中。公司董事會是 ESG 事宜的最高管理及決策機構，負責制定、採納和審查公司的 ESG 政策、願景、目標及戰略，並負責識別、評估和管理 ESG 相關風險。展望未來，我們將繼續完善 ESG 治理，加強利益相關方溝通，健全 ESG 相關政策，以實現公司的長遠業務發展。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

MANAGEMENT EXCELLENCE *(Continued)*

Professional Ethics *(Continued)*

NOVA Group operates its business on the principles of honesty, ethics and integrity, also resolutely resists illegal acts such as bribery, extortion, fraud and money laundering, and any behaviours which may be detrimental to the Group and its stakeholders are prohibited. We strictly abide by the national and regional laws and regulations regarding anti-corruption, including the Prevention of Bribery Ordinance of Hong Kong, the Anti-Money Laundering and Counter-Terrorist Financing Ordinance 《打擊洗錢及恐怖分子資金籌集條例》, the Criminal Law of the People's Republic of China (the "PRC") 《中華人民共和國刑法》, the Anti-Money Laundering Law of the PRC 《中華人民共和國反洗錢法》, the Anti-Corruption Law of the PRC 《中華人民共和國反腐敗法》, the Criminal Procedure Law of the PRC 《中華人民共和國刑事訴訟法》 and Anti-Unfair Competition Law of the PRC 《中華人民共和國反不正當競爭法》 and other relevant laws and regulations.

The Group upholds a high standard of integrity and professional ethics in its operations. Through excellent management and compliant operation, we hope to promote the economic development of society, serve the real economy and facilitate sustainable development while providing quality services to customers. To this end, during our daily operation, we attach high importance to business ethics and strictly comply with relevant laws and regulations such as the Hong Kong Companies Ordinance, the Company Law of the PRC 《中華人民共和國公司法》 and the Anti-Unfair Competition Law of the PRC 《中華人民共和國反不正當競爭法》.

The Group adopts a zero-tolerance approach and all forms of bribery and corruption are strictly prohibited by the Group. Employees should not offer, solicit or accept anything of material value to or from their colleagues, customers, suppliers or other business partners of the Group. They should perform their duties with integrity, such that no bribery, fraud or money laundering will be carried out for their personal gains at the expense of the Group's interests. Anti-corruption guideline has been detailed in the staff handbook, which is distributed to all employees at the commencement of their employment, so that they can familiarize themselves with the guidelines.

卓越管理 *(續)*

職業道德

諾發集團以誠實、合乎道德和恪守誠信的原則運營業務，堅決抵制賄賂、勒索、欺詐及洗黑錢等違法行為，嚴禁任何可能損害集團及其利益相關方的行為。我們嚴格遵守國家及地區有關反貪污的法律法規，包括香港《防止賄賂條例》、《打擊洗錢及恐怖分子資金籌集條例》、《中華人民共和國〔中國〕刑法》、《中華人民共和國反洗錢法》、《中華人民共和國反腐敗法》、《中華人民共和國刑事訴訟法》和《中華人民共和國反不正當競爭法》等相關法律法規。

本集團堅持在營運中保持高度誠信及職業道德。我們期望透過卓越的管理及合規運營，在為客戶提供高質量的服務同時，推動社會的經濟發展，服務實體經濟，促進可持續發展。為此，在日常運營過程中，我們高度重視商業操守，嚴格遵守香港《公司條例》、《中華人民共和國公司法》、《中華人民共和國反不正當競爭法》等相關法律法規。

本集團採取零容忍態度，並嚴禁任何形式的賄賂和腐敗行為。員工不得向其同事、客戶、供應商或本集團的其他業務夥伴提供、索取或接受任何具有重大價值的東西，並應誠信履行職責，不得為個人利益進行賄賂、欺詐或洗黑錢等行為，損害本集團利益。員工手冊中已詳述反貪污指引，並於員工入職時分發予全體員工，以便員工熟悉有關指引。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

MANAGEMENT EXCELLENCE *(Continued)*

Professional Ethics *(Continued)*

During daily operations of the money lending business, we perform relevant due diligence on all customers. We verify the customer's identity by reference to documents or information provided by reliable and independent sources. Personal documents, including ID/passport, driving license etc., will be obtained before entering into any business relationships with our customers. All the information and records are well maintained to meet the record-keeping requirements.

In addition, the Group has established a reliable whistle-blowing channel for employees and those who deal with the Group to report any suspected misconduct to their respective department head or human resources department verbally or in writing. The whistle-blower's identity will always remain anonymous and be protected throughout the investigation. Upon receipt of the report, we will conduct investigation immediately, and if the allegation is found to be true, we will take disciplinary actions against the person concerned, and if necessary, take legal actions to report to the relevant regulatory or law enforcement authorities.

During the Reporting Period, we were not aware of any illegal cases of bribery, extortion, fraud or money laundering threatened against the Group or its employees. In addition, the Group arranged an anti-corruption session during the orientation training for the new employees. The Group will closely monitor the regulatory development and will arrange relevant anti-corruption training for our employees and directors, where necessary.

卓越管理 *(續)*

職業道德 *(續)*

在放債業務的日常營運中，我們對所有客戶進行相關盡職調查。我們通過參考可靠及獨立來源提供的文件或資料以核實客戶身份。本集團會於取得身份證／護照、駕駛執照等個人文件後，方與客戶建立任何業務關係。一切資料及記錄均得到妥善保存，以符合記錄保存規定。

另外，本集團建立可靠的舉報渠道，讓員工及與本集團有來往的人士透過口頭或書面形式向各部門主管或人力資源部報告任何可疑的不當行為。舉報人身份將一直保持匿名，並在整個調查過程中受到保護。我們在收到舉報後會馬上進行調查，若發現指控屬實亦會對有關人等進行紀律處分，並在必要時採取法律行動，向相關監管或執法機關舉報。

於報告期間，我們並未接獲任何針對本集團或其員工所提出的賄賂、勒索、欺詐或洗黑錢等違法案件。此外，本集團於新員工入職培訓期間安排反貪污講座。本集團將密切監察監管發展，並於有需要時為員工及董事安排相關反貪污培訓。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

MANAGEMENT EXCELLENCE *(Continued)*

Supplier Management

Suppliers play an integral role in the business of the Group. The Group firmly believes that comprehensive supply chain management is paramount to maintain the quality of the products and services of the Group, and to promote sustainable development. To protect our vital interests, the Group always selects legitimate suppliers with outstanding quality, relevant qualifications and excellent service capabilities on the basis of transparency and fairness. The performance of suppliers in discharging their environmental and social responsibilities is also one of the evaluation criteria for our suppliers. In the process of selecting suppliers, factors such as candidates' sustainable development and management strategies, labour standards, moral standards and environmental management systems are included in the scoring system for close examination. The Group also encourages suppliers to actively assume their corporate social responsibilities by observing the regulatory requirements and business ethics in respect of business operations, marketing campaigns, social occasions and environmental obligations.

To ensure the services and products quality provided by suppliers, we evaluate our existing suppliers on a regular basis and remove those found to be in serious non-compliance or whose quality fails to meet the requirements, thereby reducing the risks associated with the supply chain. On top of that, the Group also conducts an annual assessment of the approved suppliers to ensure that the products or services are of consistent quality and up to the Group's required standards. Suppliers with unsatisfactory results in the annual assessment will be removed from our list of approved suppliers. New suppliers will also be introduced according to our selection criteria to maintain the Group's sustainable development and achieve our ultimate goal of a win-win situation.

卓越管理 *(續)*

供應商管理

供應商在本集團的業務中扮演不可或缺的角色。本集團深信全面的供應鏈管理對維持本集團的產品及服務質素及推動企業的可持續發展至關重要。為保障我們的切身利益，本集團堅持以透明、公正的原則篩選合法經營並具有優秀質量、合格資質、良好服務能力的供應商。供應商在環境及社會責任方面的履行表現，亦是我們評估供應商的標準之一。在選取供應商的過程中，我們將可持續發展管理戰略、勞工標準、道德標準、環境管理體系等因素加入評分體系嚴格考察。本集團亦鼓勵供應商積極履行企業社會責任，在經營、營銷活動、社會交往及環境責任方面遵守法規要求及商業道德。

為確保供應商提供的服務及產品質量，我們定期對現有供應商作出評估，剔除嚴重違規或質量未符合規定的供應商，減低與供應鏈相關的風險。除此之外，本集團亦對認可供應商進行年度評估，以確保產品或服務的質素始終如一，並達到本集團規定的標準。年度評估未達滿意結果的供應商將從我們的認可供應商名單中剔除。同時根據篩選要求引入新的供應商，為本集團可持續發展保駕護航，達到合作共贏的最終目的。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

MANAGEMENT EXCELLENCE *(Continued)*

Product Responsibility

During the Reporting Period, the Group strictly complied with laws and regulations in regard to product responsibility in the PRC that have a significant impact on our business, including, but not limited to, the Trademark Law of the PRC, the Copyright Law of the PRC and the Rules of Protection on Information Network Dissemination Rights of the PRC.

The Group values greatly on the safety and health issues of our product provided. During the Reporting Period, the Group has not recalled any products sold or shipped subject to safety and health reasons. If customers are not satisfied with the quality of the services and products delivered, the frontline staff have to conduct a preliminary assessment, and will pass the products to the Sales Department for further checking, if necessary.

We have established procedures in relation to monitoring and protection of intellectual property rights. The Group requires its subsidiaries to purchase legitimate software and multimedia resources to ensure the use of licensed multimedia and software resources. If any piracy, theft, falsification, illegal possession, counterfeiting or other forms of infringement of intellectual property are found upon investigation, the Group will immediately rectify such behaviour and take disciplinary actions, and serious cases will be handed over to relevant authorities for their handling in accordance with the law; if such behaviour constitutes an offense, those who committed such offense shall be held responsible in accordance with the law.

The Group has pledged that the use of false promotional messages is prohibited. When disseminating public information such as advertisements and recruitment materials, we strictly comply with the requirements under the laws and regulations such as the Advertising Law of the PRC 《中華人民共和國廣告法》 by filing them with approving authorities for their review and approval.

卓越管理 *(續)*

產品責任

於報告期間，本集團嚴格遵守中國有關產品責任並對我們的業務產生重大影響的法律法規，包括但不限於《中華人民共和國商標法》、《中華人民共和國著作權法》及中國《信息網絡傳播權保護條例》。

本集團非常重視我們所提供產品的安全及健康問題。於報告期間，本集團並無因安全及健康原由而召回任何已售或已運送的產品。倘客戶不滿意所交付的服務及產品質量，前線員工須進行初步評估，並於必要時將產品交予銷售部以進一步檢查。

我們已制定有關監控及保護知識產權的程序。本集團規定旗下附屬公司均購買正版軟件和多媒體資源，確保使用具有版權的多媒體材料和軟件資源。若調查發現存在剽竊、竊取、篡改、非法佔有、假冒或以其他形式侵害知識產權的行為，本集團將立即整改並給予處分，嚴重情況將移交相關部門依法處理；構成犯罪的則依法追究其責任。

本集團承諾不使用虛假的宣傳信息，在發佈公開信息如廣告、招聘信息時，嚴格遵守《中華人民共和國廣告法》等法律法規的要求，向審批機關進行備案審批。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

MANAGEMENT EXCELLENCE *(Continued)*

Product Responsibility *(Continued)*

In addition, the Group ensures that the information of customers and business are highly secured. To further clarify the requirements on privacy protection by the Group, as required by the laws and regulations such as the Personal Data (Privacy) Ordinance of Hong Kong, the Civil Code of the PRC 《中華人民共和國民法典》 and the Personal Information Protection Law of the PRC 《中華人民共和國個人信息保護法》, we ensure that the confidentiality of material non- public information such as business secrets and customer information is strictly maintained.

The Group has formulated relevant regulations with detailed provisions on the scope of confidential issues and confidentiality level categorisation, the requirements for confidential issues and the handling and accountability for unauthorised disclosure and leakage. The Group has signed non-disclosure agreements with all employees and cooperating suppliers to ensure that they are aware of and undertake to comply with the Group's confidentiality requirements. We take reasonable steps to protect the personal data and records from unauthorised access, handling, deletion or use. Within the "Staff Handbook", all employees are required to protect the sensitive information and clients' personal information obtained when performing the job duties. Information should not be disclosed to any third parties unless and to the extent that it is necessary to make such disclosure. In the event of any leakage of the private information of our customers or the Group, the Group will promptly take remedial measures and disciplinary actions against the persons held responsible depending on the severity of the incident.

When the Group receives complaints from customers, our Business Department is responsible for handling the complaints, and all complaints received will be recorded in writing and submitted to senior staff for reviews and follow-up recommendations. All documents and reports will be properly kept and we aim to resolve all complaints, including those involving malpractices or alleged negligence. A follow-up response will also be communicated to the relevant customer when the complaint is duly handled and resolved.

卓越管理 *(續)*

產品責任 *(續)*

此外，本集團確保客戶資料和業務信息得到最全面的保障。為進一步明確本集團在私隱保障方面的要求，根據香港《個人資料(私隱)條例》、《中華人民共和國民法典》以及《中華人民共和國個人信息保護法》等法律法規的要求，我們對重大非公開資料例如商業機密、顧客信息等進行嚴格保密。

本集團信息披露方面的規範，對保密事項的範圍及等級劃分、保密事項規定及要求、失密及泄密的處理與責任追究等方面進行詳細規定。本集團與所有員工及合作供應商均簽署保密協議，確保其知悉並承諾遵守本集團的保密規定。我們採取合理措施以保障個人資料及記錄免遭未經授權查閱、處理、刪除或使用。在《員工手冊》中，全體員工均須保護於履行工作職責時取得的敏感資料及客戶個人資料。除非有必要進行披露，否則資料不應向任何第三方披露。若顧客或本集團的隱私發生洩漏，本集團將及時採取補救措施，並根據事件的嚴重程度對責任人作出處分。

當本集團接獲客戶投訴時，業務部負責處理投訴，接獲的所有投訴將以書面記錄，並提交予高級員工以作檢討及跟進建議。本集團將妥善保留所有文件及報告，並旨在解決所有投訴，包括涉及玩忽職守或涉嫌疏忽的投訴。本集團亦將於妥善處理及解決投訴時向相關客戶溝通及進行跟進回應。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

MANAGEMENT EXCELLENCE *(Continued)*

Product Responsibility *(Continued)*

During the Reporting Period, no material complaints were received and no material legal proceedings regarding infringement of intellectual property, advertising, labelling and privacy issues were brought against the Group.

ELITE TEAMS

Employment Management

NOVA Group understands that employees are an indispensable cornerstone for business development, and excellent talents are the driving force for sustainable development. The Group provides employees with attractive, reasonable and fair treatment and remuneration, and actively improves the employee benefit policies to increase employees' sense of belonging and work enthusiasm, and jointly promote sustainable development. The Group strictly complies with relevant laws and regulations, such as the Employment Ordinance, the Employees' Compensation Ordinance, and the Mandatory Provident Fund Schemes Ordinance of Hong Kong, the Labour Law of the PRC 《中華人民共和國勞動法》, the Labour Contract Law of the PRC 《中華人民共和國勞動合同法》, the Social Insurance Law of the PRC 《中華人民共和國社會保險法》, the Implementing Regulations of the Labour Contract Law of the PRC 《中華人民共和國勞動合同法實施條例》, etc., continuously improves the human resources management system, and implements normalised and standardised management in respect of salary and dismissal, recruitment and promotion, working hours, holidays, equal opportunities, diversity, and anti-discrimination, so as to effectively protect the interests of employees.

The Group promotes a diverse and respectful workplace to ensure that employees are not treated differently due to factors such as gender, age, nationality, race, religion, family and health conditions, and eliminate any form of discrimination.

During the Reporting Period, the Group had not experienced any complaints or litigations regarding the violation of laws relating to recruitment, compensation, dismissal, promotion, performance assessment, working hours, holidays, equal opportunities, diversity, anti-discrimination, and other aspects of employment.

卓越管理 *(續)*

產品責任 *(續)*

於報告期間，本集團並無收到任何與違反知識產權、廣告、標籤及私隱事宜相關的重大投訴，亦無面臨重大法律訴訟。

精英團隊

僱傭管理

諾發集團深明員工是業務發展不可或缺的基石，優秀的人才是企業可持續發展的前行動力。本集團向員工提供具吸引力、合理且公平的待遇及報酬，並積極改善員工的福利政策，增加員工歸屬感及工作熱誠，共同推動企業的持續發展。本集團嚴格遵守香港《僱傭條例》、《僱員補償條例》、《強制性公積金計劃條例》、《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國社會保險法》、《中華人民共和國勞動合同法實施條例》等相關的法律法規，不斷完善人力資源管理制度體系，在薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視等方面實行標準化、規範化管理，以有效保障員工權益。

本集團提倡多元化及互相尊重的工作環境，確保員工不因性別、年齡、國籍、種族、宗教信仰、家庭與健康狀況等因素而遭遇區別對待，杜絕任何形式的歧視行為。

於報告期間，本集團未收到任何與違反招聘、補償、解僱、晉升、績效考核、工作時數、假期、平等機會、多元化、反歧視等相關的投訴及違法訴訟。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

ELITE TEAMS *(Continued)*

精英團隊 *(續)*

Employment Management *(Continued)*

僱傭管理 *(續)*

Employment Indicators	僱傭指標	Year ended 30 June 2024 截至二零二四年 六月三十日止年度
Employment	僱傭	
Total number of employees	僱員總數	24
<i>By gender</i>	<i>按性別</i>	
Male	男	12
Female	女	12
<i>By age group</i>	<i>按年齡組別</i>	
≤35	35歲以下	3
>35	35歲以上	21
<i>By region</i>	<i>按地區</i>	
Hong Kong	香港	14
The PRC	中國	10
<i>By employment type</i>	<i>按僱傭類型</i>	
Permanent Staff	永久員工	24

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

ELITE TEAMS (Continued)

精英團隊(續)

Employment Management (Continued)

僱傭管理(續)

Employment Indicators	僱傭指標	Year ended 30 June 2024 截至二零二四年 六月三十日止年度
Employee turnover	流失員工	
Total employee turnover rate	總員工流失率	16%
<i>By gender</i>	<i>按性別</i>	
Male	男	13%
Female	女	18%
<i>By age group</i>	<i>按年齡組別</i>	
≤35	35歲以下	18%
>35	35歲以上	13%
<i>By region</i>	<i>按地區</i>	
Hong Kong	香港	6%
The PRC	中國	20%

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

ELITE TEAMS (Continued)

Lawful Labour

The Group prohibits the use of child labour or forced labour. In accordance with the Employment Ordinance of Hong Kong, the Labour Contract Law of the PRC 《中華人民共和國勞動合同法》, the Law of the PRC on the Protection of Minors and the Regulations on the Implementation of the Employment Contract 《中華人民共和國未成年人保護法和勞動合同實施條例》, the Law of the PRC on the Protection of Minors 《中華人民共和國未成年人保護法》 and the Provisions on the Prohibition against the Use of Child Labour 《禁止使用童工規定》, we have clearly stipulated in the labour contracts that the Group and its employees have equal legal status and that no party shall impose its/his/her will on the other party. The Group strictly implements relevant procedures in the recruitment process and screens out all job applicants under the age of 16, and their identification certificates are carefully examined in the interviews. In case of any violation of relevant regulations, the Group will immediately terminate the employment contract to prevent child labour. The Group formulates the working hours of employees according to relevant laws and regulations, and does not encourage and emphasise overtime work.

During the Reporting Period, the Group had not experienced any kind of child labour or forced labour related complaints.

Health and Safety

As a responsible employer, the Group believes employees' health and safety are the guarantee of steady operation for an enterprise. The Group continues to improve the health and safety related system construction and daily management to protect employees' physical and mental health. The Group strictly complies with the Occupational Safety and Health Ordinance of Hong Kong, the Regulation on Work-Related Injury Insurance 《工傷保險條例》, the Fire Safety (Commercial Premises) Ordinance of Hong Kong and the Production Safety Law of the PRC 《中華人民共和國安全生產法》, the Law on Prevention and Control of Occupational Diseases of the PRC 《中華人民共和國職業病防治法》, and the Administrative Measures for Occupational Health Inspection 《職業性健康檢查管理辦法》 and other relevant laws and regulations, committed to creating a sanitary, safe and comfortable office environment for employees.

精英團隊(續)

合法勞工

本集團禁止使用童工或強迫勞工，鑑於香港《僱傭條例》、《中華人民共和國勞動合同法》、《中華人民共和國未成年人保護法和勞動合同實施條例》、《中華人民共和國未成年人保護法》和《禁止使用童工規定》，我們在勞動合同中明確規定本集團和其員工具有同等的法律地位，任何一方都不會將其意願強加於另一方。本集團在招聘過程中嚴格實施相關程序，過濾所有年齡不足16周歲的應聘者，並在面試時審慎驗證身份證件信息，一旦發現任何違反相關條例的個案，本集團亦會立刻終止就業合同，以杜絕童工。本集團根據相關法律法規制定員工的工作時間，不鼓勵及強調超時工作。

於報告期間，本集團未有任何形式的童工事件或強制勞工相關的投訴發生。

健康與安全

作為負責任的僱主，本集團深信員工的健康與安全是企業穩定運營的保證。本集團持續完善健康與安全相關制度建設與日常管理，保障員工身心健康。本集團嚴格遵守香港的《職業安全及健康條例》、《工傷保險條例》、《消防安全(商業處所)條例》以及《中華人民共和國安全生產法》、《中華人民共和國職業病防治法》、《職業性健康檢查管理辦法》以及其他相關法律及法規，致力為員工創造衛生、安全、舒適的辦公環境。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

ELITE TEAMS *(Continued)*

Health and Safety *(Continued)*

In order to maintain a hygienic office environment, we regularly hire professional cleaning companies to disinfect telephones, keyboards, computers and other office supplies; and clean glass windows, walls, carpets as well as debugs. We also carry out regular inspections of the hygienic conditions of the items in our office environment and promptly clean or replace those that do not meet hygienic standards.

The Group has implemented all practicable preventive and protective measures to minimise occupational risk, including but not limited to encouraging the employees to wear surgical masks and remain social distancing, when necessary, and provision of sanitizers. The Group will pay close attention to the latest development and regularly reviews the measures implemented to ensure the measures are effective.

During the Reporting Period, the Group recorded zero case of work injury and no relevant lost days (2023: 0 case). No work-related fatalities were recorded by the Group in the past three years including the Reporting Period. As the Group places its employees' safety as top priority, it will continue to strive for a safe and healthy work environment for its employees.

精英團隊 *(續)*

健康與安全 *(續)*

在辦公環境方面，為保持環境的衛生，我們定期聘用專業清潔公司消毒電話、鍵盤、電腦及其他辦公用品；及清潔玻璃窗、牆壁，洗地毯及除蟲。我們亦對辦公場所內物品的衛生情況進行定期檢查，及時清理或更換不符合衛生標準的物品。

本集團已實施所有可行預防及保護措施，以減少職業風險，包括但不限於鼓勵員工佩戴外科口罩並於必要時保持社交距離，以及提供消毒劑。本集團將密切關注最新動態，並定期檢討已實施措施，以確保措施有效。

於報告期間，本集團錄得零宗工傷，且無相關損失工作日數(二零二三年：0宗)。本集團於過去三年(包括報告期間)並無錄得因工亡故。確保員工安全是本集團的首要任務，並將繼續努力為員工營造安全健康的工作環境。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

ELITE TEAMS *(Continued)*

Training and Development

The development of employees is the top priority of the Group's planning and also the driving force for the steady development of NOVA Group. The Group continues to invest resources and establish a sound training system. Through various types of training and learning programmes, the Group encourages employees to develop their potential, improves team capabilities and overall quality, and lays a solid foundation for the sustainable development of the Company. Every year, the Group regularly formulates training work plans for business development and employees' career needs, and arranges diversified training programmes and seminars held by relevant institutions. During the Reporting Period, the Directors attended seminars and courses organised by external parties; the Company's accounting department also attended courses and seminars organised by the Institute of Certified Public Accountants or accounting firms from time to time every year.

We attach great importance to training management work and monitor training processes and outcomes. We undertake assessment upon conclusion of training programmes, whereby we also take into account trainees' subsequent job performances to carry out appraisals as to their overall learning results, ensuring that our training is effective. Meanwhile, the results of the training assessment will be recorded in the employees' files as references for potential shifts of positions, adjustment of ranks, assessment of performance and other personnel activities.

精英團隊 *(續)*

培訓與發展

員工的發展是本集團規劃的重中之重，亦是諾發集團穩步發展的推動力。本集團持續投放資源，建立健全的培訓體系，透過各類型的培訓及學習計劃，鼓勵員工發揮潛能，提升團隊能力與綜合素質，為本公司的可持續發展奠定堅實的基礎。本集團每年定期對業務發展情況及員工的職業需要，制定培訓工作計劃，並安排多樣化的培訓項目及相關機構舉辦的講座。於報告期間，董事參加坊間舉辦為他們而設的講座和課程；本公司會計部每年也會不定時參與由會計師公會或會計師事務所舉辦的課程及講座。

我們高度重視培訓管理工作，並監督培訓過程及成果。在培訓項目結束後開展考核評估，結合受訓員工後期工作表現進行整體學習成果鑒定，以確保培訓效果。同時，培訓考核結果將保存在員工檔案中，作為其職位調動、職級調整、績效考核等人事活動的參考依據。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

ELITE TEAMS (Continued)

精英團隊 (續)

Training and Development (Continued)

培訓與發展 (續)

During the Reporting Period, the average training hours of the Group's employees are 0.5 hour. The details are as follows:

於報告期間，本集團員工接受培訓平均時長為0.5小時。詳情如下所示：

Development and Training Indicators	發展與培訓指標	Year ended 30 June 2024 截至二零二四年 六月三十日止年度	Year ended 30 June 2023 截至二零二三年 六月三十日止年度
Total	總計	15%	18%
<i>By gender</i>	<i>按性別</i>		
Male	男	40%	25%
Female	女	60%	75%
<i>By employee category</i>	<i>按僱傭類別</i>		
Senior management	高級管理層	50%	50%
Middle management	中級管理層	50%	50%
General employees	普通職工	-%	-%

Development and Training Indicators	發展與培訓指標	Year ended 30 June 2024 截至二零二四年 六月三十日止年度	Year ended 30 June 2023 截至二零二三年 六月三十日止年度
Total number of hours of training received by employees	員工所接受培訓的總時數	9.0	8.0
Average hours of training per employee	每名員工平均培訓時數		
<i>Average hours of training per employee by gender</i>	<i>按性別劃分每名員工平均培訓時數</i>		
Male	男	0.5	0.2
Female	女	0.5	0.5
<i>Average hours of training per employee by employment category</i>	<i>按僱傭類別分每名員工平均培訓時數</i>		
Senior management	高級管理層	0.4	0.4
Middle management	中級管理層	0.4	0.4
General employees	普通職工	-	-

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

ELITE TEAMS *(Continued)*

Employee Care

NOVA Group has established a comprehensive remuneration and welfare protection system in accordance with the laws, and adheres to the principle of equal and fair employment. We only consider candidates' moral character, work ability, development potential and compatibility with the Company's culture as the consideration for the appointment of talents, and provide fair and competitive remuneration and benefits based on their educational background, work experience, career aspirations and other factors. Employees' remuneration package includes basic salary, post salary and comprehensive subsidies, as well as bonuses determined by their business performance and individual performance, serving as an effective motivation to employees. The Group regularly adjusts employees' remuneration and benefits by evaluating their work ability and past performance, and making reference to market and industry standards, which is one of the bases for promotion. At the same time, the Group provides performance-based salary according to the work performance and position of employees to enhance the motivation of employees to work hard, and formulates a remuneration structure table to determine the salary range of each rank and provide clear guidance for employees. The Group ensures that all procedures such as remuneration assessment, position and job grade transfer are fair, open and transparent to ensure equal opportunities for all job applicants and staff.

精英團隊 *(續)*

員工關愛

諾發集團依法建立完善的薪酬與福利保障體系，奉行平等公正的用人原則，只會以求職者的道德品行、工作能力、發展潛力以及與本公司文化的契合度作為任用人才的考量，並按其教育背景、工作經驗、職業抱負等因素提供公平且具競爭力的薪酬及福利。員工薪酬包括基本工資、崗位績效工資及綜合補貼，亦結合其業務表現及個人績效提供獎金，以有效激勵員工。本集團透過對員工的工作能力及過往的工作表現進行評估，以及參考市場及行業標準，定期調整員工的薪酬及福利，並以此為晉升的依據之一。同時，本集團根據員工的工作表現及崗位提供崗位績效工資，以提高員工努力工作的動力，並制定薪酬結構表，釐定各職級的薪金範圍，為員工提供明確的指引。本集團保證一切薪酬評定、職位及工作等級調動等程序公平、公開及透明，確保所有求職者及員工均獲得平等機會。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

ELITE TEAMS *(Continued)*

Employee Care *(Continued)*

In addition to reasonable remuneration, the Group also emphasises on welfare policy to encourage cohesion of our staff and passion of work. Subject to the Employment Ordinance of Hong Kong and the Labour Contract Law of the PRC 《中華人民共和國勞動合同法》, we provide a wide range of benefits to employees, including labour insurance, Mandatory Provident Fund, medical and life insurance, telecommunication subsidy, lunch allowance, overtime subsidy, travel allowance, heatstroke prevention subsidy and labour protection allowance. In addition, we implement standardised management on employees' holidays and rest periods, and formulate policies to restrict employees' working hours with reference to laws, regulations and guidelines such as the Employment Ordinance of Hong Kong and the Provisions of the State Council on Employees' Working Hours 《國務院關於職工工作時間的規定》, to ensure that employees have sufficient rest. In addition to statutory holidays and fixed paid annual leave, the Group's employees are provided with paid leave including annual leave, sick leave, maternity leave, marriage leave, bereavement leave and examination leave to further protect the legitimate rights of employees.

To ensure that our employees work in a pleasant and comfortable environment, we attach great importance to our employees' voices, and have established a number of channels, such as feedback boxes for collecting employees' comments, in order to enhance communication with them, understand their thoughts and suggestions, and continue to perfect our employee management system. The Group also encourages employees to respect, coordinate and support one another during work and create a fair and diverse working environment free from discrimination so as to manifest our corporate values and fulfil social responsibilities.

精英團隊 *(續)*

員工關愛 *(續)*

除合理的薪酬外，本集團亦注重員工的福利政策，以增加員工凝聚力及工作熱誠。我們在遵守香港《僱傭條例》和《中華人民共和國勞動合同法》的同時，為員工提供多種福利，包括勞工保險、強制性公積金、醫療與人壽保險、通訊費補貼、午餐補貼、加班補貼、交通費、防暑降溫費以及勞動保護費等。此外，我們對員工的假期及休息時間實行標準化管理，參考香港《僱傭條例》及《國務院關於職工工作時間的規定》等法律法規及指引，擬定政策限制員工的工作時間，為確保員工有充足的休息。本集團的員工除法定假期及固定帶薪年假外，還有包括年假、病假、產假、婚假、喪假、考試假等帶薪假期，以進一步保障員工的合法權利。

為使員工在工作期間有一個愉快舒適的工作氛圍，我們重視聆聽員工的心聲，設置多種渠道，如意見箱等收集員工的意見，增進與員工的溝通，了解他們的看法和建議，不斷完善員工管理制度。本集團亦倡導員工在工作期間應互相尊重、互相協作、互相支持、團結共事，共同創造公平、多元化和無歧視的工作環境，共同彰顯企業價值、履行社會責任。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

ENVIRONMENTAL OPERATIONS

Environmental Protection

The Group understands the importance of environmental protection, and strictly controls the generation and emission of air pollutants, waste discharges and others in adherence to the Air Pollution Control Ordinance of Hong Kong, the Environmental Protection Law of the PRC 《中華人民共和國環境保護法》, the Law of the PRC on the Prevention and Control of Pollution 《中華人民共和國污染防治法》, the Law of the PRC on the Prevention and Control of Water Pollution 《中華人民共和國水污染防治法》, the Law of the PRC on the Prevention and Control of Environmental Noise Pollution 《中華人民共和國環境噪聲污染防治法》, the Law of the PRC on the Prevention and Control of Environment Pollution Caused by Solid Wastes 《中華人民共和國固體廢物污染防治法》 and the Law of the PRC on Conserving Energy 《中華人民共和國節約能源法》 and other related laws and regulations, to ensure that the Group does not violate any laws or regulations related to environment in the course of our operation and management.

As a responsible corporate citizen, we consistently carry out the environmental sustainability development strategy across our operations, perfect our environment management system and promote green development. We continuously gather and monitor data and information relating to major environmental issues that are material to the Group. As the Group is principally engaged in the management services and other business activities which are all conducted in the office, our daily operations do not have any material effect on the environment, except for greenhouse gas (“GHG”) emissions indirectly generated from the use of externally purchased electricity.

During the Reporting Period, the Group was not aware of any violation of environmental protection laws and regulations.

綠色運營

環境保護

本集團深明環境保護的重要性，嚴格遵守香港《空氣污染管制條例》以及《中華人民共和國環境保護法》、《中華人民共和國污染防治法》、《中華人民共和國水污染防治法》、《中華人民共和國環境噪聲污染防治法》、《中華人民共和國固體廢物污染防治法》及《中華人民共和國節約能源法》等法律法規，嚴格控制空氣污染物、廢棄物等的產生與排放，以保證本集團的運營及管理不觸犯相關的環境法律法規。

作為一個負責任的企業公民，我們在運營過程中貫徹環境可持續發展方針，完善環境管理體系，推動綠色發展。我們持續收集並監控與本集團相關的重大環境議題之相關數據及資料。由於本集團主要從事的管理服務及其他業務活動均於辦公室內進行，儘管我們的日常營運並未對環境造成重大影響，惟外購電力在使用過程中間接產生溫室氣體（「溫室氣體」）排放。

於報告期間內，本集團未有知悉任何違反環境保護法律法規的個案。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

ENVIRONMENTAL OPERATIONS (Continued)

Energy Saving and Reducing Emission

In order to reduce carbon emissions in business operations and jointly cope with climate change, the Group actively advocates the green policy of sustainable development and strives to save energy, water, paper and other resources within its capacity. We proactively raised our staff's environmental awareness and implemented relevant measures in energy saving and reducing emissions in daily operations so as to establish a low-carbon office.

During the Group's daily operations, the Group owned 2 vehicles for business use. Vehicle usage is the major activity of the Group that generates air pollutant, which includes nitrogen oxides ("NO_x"), sulphur oxides ("SO_x") and Particulate Matter ("PM"). During the Reporting Period, the air pollutants emissions data are increased. This was mainly due to the more frequent use of vehicles for transporting our management team members, guests and clients as the pandemic situation is gradually relieved during the Reporting Period. To uphold the principles of sustainable development, the Group is committed to reducing the air pollutants emissions between 80% to 110% of the level of baseline year ended 30 June 2023 in the next reporting period. For fleet management, regular maintenance checks are performed for all the vehicles to enhance fuel consumption efficiency, ensure road safety and keep emissions at their minimum.

GHG generated from human activities is one of the significant drivers of global warming which affects the lives of the present and future generation. Therefore, the Group is highly concerned about the importance of monitoring and mitigating GHG emissions in its operations. During the Reporting Period, the GHG emissions intensity increased significantly when compared to the previous reporting period, which did not achieve the target set in the previous reporting period. Although the GHG emissions generated by the Group decreased by more than 20%, it decreased by a proportion less than the decrease in the number of employees. Thus, the intensity of GHG emission increased. To uphold the principles of sustainable development, the Group is committed to reducing or maintaining both the GHG emissions intensity between 80% to 110% of the level of baseline year ended 30 June 2023 in the next reporting period via adopting the following measures.

綠色運營(續)

節能減排

為減少業務運營中的碳排放，共同應對氣候變化，本集團積極倡導可持續發展綠色方針，力所能及地節約能源、水、紙張等資源。我們於日常運營過程中，積極提升員工的環保意識並實施節能減排相關措施，致力打造低碳辦公室。

於本集團的日常營運中，本集團擁有2輛商務用車。車輛使用乃本集團產生空氣污染物的主要活動，空氣污染物包括氮氧化物(「NO_x」)、硫氧化物(「SO_x」)及顆粒物(「PM」)。於報告期間，空氣污染物排放數據有所增加。此乃主要由於報告期間內，隨著疫情形勢逐漸舒緩，本集團管理團隊成員、賓客及客戶用車更加頻密。為秉持可持續發展原則，本集團致力於下一報告期間將空氣污染物排放量減少至截至二零二三年六月三十日止基準年度水平的80%至110%。車輛管理方面，本集團定期對所有車輛進行維護檢查，以提高油耗效率，確保道路安全並將排放量降至最低。

人類活動產生的溫室氣體乃全球變暖的其中一個重要推動因素，影響當代及後代生活。因此，本集團高度關注於其營運中監測及減少溫室氣體排放的重要性。於報告期間，溫室氣體排放密度較上一報告期間大幅增加，並未達到上一報告期間設立的目標。儘管本集團產生的溫室氣體排放量減少逾20%，但其減少比例小於僱員人數減少比例。因此，溫室氣體排放密度增加。為秉持可持續發展原則，本集團致力通過採取以下措施，在下一報告期間將溫室氣體排放密度降低或維持在截至二零二三年六月三十日止基準年度水平的80%至110%。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

ENVIRONMENTAL OPERATIONS *(Continued)*

Energy Saving and Reducing Emission *(Continued)*

Electricity is the principal energy consumed in our daily operation within the offices. The Group regularly monitors the electricity consumption of the offices in Hong Kong and Mainland China, installs LED lights with higher energy efficiency in the offices to replace traditional fluorescent tubes, and encourages employees to minimise the use of lights when natural light is abundant; signages are displayed at prominent locations in offices to raise employees' awareness of energy conservation; central air-conditioning is subject to reasonable adjustments in different seasons; electrical appliances are subject to regular energy consumption inspections; energy saving and environmental protection are considered in the procurement of new electrical appliances.

During the Reporting Period, the energy consumption intensity increased significantly when compared to the previous reporting period, which did not achieve the target set in the previous reporting period. Although the energy consumption level of the Group decreased by approximately 20%, it decreased by a proportion less than the decrease in the number of employees. Thus, the intensity of energy consumption increased. To uphold the principles of sustainable development, the Group is committed to reducing or maintaining both the energy consumption intensity between 80% to 110% of the level of baseline year ended 30 June 2023 in the next reporting period by implementing the said mitigating measures.

Effective Use of Resources

The Group understands the precious nature of the earth's resources and actively advocates paperless office to reduce unnecessary office paper consumption. The Group encourages employees to prioritise the communication and dissemination of information through e-mail and other electronic platforms. The Group encourages double-sided printing and the use of waste paper for printing internal documents whenever possible.

綠色運營 *(續)*

節能減排 *(續)*

電力為我們日常辦公室運營所使用的主要能源消耗。本集團定期監察位於香港及中國內地辦公室的電力消耗，在辦公室安裝能源效益較高的LED燈以代替傳統的光管，並鼓勵員工在自然光線充沛的情況下盡量減少使用電燈；辦公室的顯眼位置貼有標識，提高員工的節能意識；中央空調會在不同季節作出合理調節；電器定期進行能耗檢查；在採購新電器時會考慮節能環保。

於報告期間，能源使用密度較上一報告期間大幅增加，並未達到上一報告期間設立的目標。儘管本集團能源使用量減少約20%，但其減少比例小於僱員人數減少比例。因此，能源使用密度增加。為秉持可持續發展原則，本集團致力通過採取上述減緩措施，在下一報告期間將能源使用密度降低或維持在截至二零二三年六月三十日止基準年度水平的80%至110%。

善用資源

本集團深明地球資源的珍貴，並積極倡導無紙化辦公，減少不必要的辦公室用紙。本集團鼓勵員工優先以電子郵件和其他電子平台等途徑溝通和發佈信息。本集團鼓勵雙面列印及盡量使用廢紙列印內部文件。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

ENVIRONMENTAL OPERATIONS *(Continued)*

Effective Use of Resources *(Continued)*

The Group adheres to its commitment to sustainable management and has taken various measures in the office to encourage recycling to reduce waste generation. The Group encourages employees to reuse office stationery such as used envelopes and document folders whenever possible. In terms of hazardous waste, as the business of the Group does not involve any industrial production activities, the Group did not generate any significant hazardous waste during the Reporting Period.

The major non-hazardous waste is produced from paper consumption for administrative work. During the Reporting Period, the paper consumption intensity increased significantly when compared to the previous reporting period, which did not achieve the target set in the previous reporting period. Although the consumed non-hazardous waste decreased by more than 60%, it decreased by a proportion less than the decrease in the number of employees. Thus, the intensity of non-hazardous waste increased.

In order to minimise the usage of paper, we cultivate a paperless working environment among our employees. To avoid unnecessary wastage and promote the effective use of paper, our employees are encouraged to use electronic copies instead of hard copies. If printing is necessary, we encourage the use of double-sided printing. Any paper that has been used for single-sided printing should be reused when there is no confidential information on the printed side of the paper. To uphold the principles of sustainable development, the Group is committed to reducing or maintaining the non-hazardous waste intensity generated between 80% to 110% of the level of the baseline year ended 30 June 2023 in the next reporting period.

綠色運營 *(續)*

善用資源 *(續)*

本集團堅守可持續化管理的承諾，在辦公室內採取多項措施，鼓勵循環再用，以減低廢物的產生。本集團鼓勵員工盡可能重用舊信封和文件夾等辦公室文具。在有害廢物方面，由於本集團的業務並不涉及任何工業生產活動，故本公司並未於報告期間內產生任何重大的有害廢物。

主要的無害廢棄物來自行政工作用紙。於報告期間，用紙密度較上一報告期間大幅增加，並未達到上一報告期間設立的目標。儘管所耗用無害廢棄物減少逾60%，但其減少比例小於僱員人數減少比例。因此，無害廢棄物密度增加。

為盡可能減少紙張的使用，我們向僱員提倡無紙化的辦公環境。為避免不必要的浪費及提高紙張的使用效率，我們鼓勵僱員使用電子副本以代替影印本。倘必須打印時，我們鼓勵使用雙面打印。已用於單面打印的任何紙張如打印面上並無機密資料，則應予以再利用。為秉持可持續發展原則，本集團致力在下一報告期間將無害廢棄物密度降低或維持在截至二零二三年六月三十日止基準年度水平的80%至110%之間。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

ENVIRONMENTAL OPERATIONS *(Continued)*

Effective Use of Resources *(Continued)*

The operation of the Group involves a small amount of water for office activities. During the Reporting Period, the water consumption intensity increased by approximately 53% when compared to the previous reporting period, which did not achieve the target set in the previous reporting period.

Although the Group did not encounter any issue in sourcing water that is fit for purpose, we strive to reduce water consumption and improve the efficiency of water use in our operations. The Group has put up “Saving Water Resource” posters in washrooms in the office to raise employees’ awareness of water conservation. In addition, the Group also regularly inspects and repairs the water supply system, including water taps, water pipelines and water storage tanks. Once the water supply equipment is found to be dripping or leaking, professional parties will be arranged to repair the water supply equipment immediately to reduce waste caused by leakage of the water supply system. To uphold the principles of sustainable development, the Group is committed to reducing or maintaining both the water consumption intensity between 80% to 110% of the level of baseline year ended 30 June 2024 in the next reporting period.

綠色運營 *(續)*

善用資源 *(續)*

本集團運營涉及少量水供辦公活動使用。於報告期間，耗水密度較上一報告期間增加約53%，並未達成上一報告期間設立的目標。

縱使本集團並未在求取適用水源方面遇到任何問題，我們仍竭力在運營中減少用水，提高水資源的使用效率。本集團在辦公室內的洗手間等地方張貼「節約水資源」的海報，以提升員工對節約用水的意識。另外，本集團亦定期為供水系統，包括水龍頭、輸水管道和蓄水池等進行檢查及維修。一旦發現供水設備有滴水、滲漏的情況，會立刻安排專業人士進行維修，減低因供水系統洩漏而導致的浪費。為秉持可持續發展原則，本集團致力在下一報告期間將耗水密度降低或維持在截至二零二四年六月三十日止基準年度水平的80%至110%。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

ENVIRONMENTAL PERFORMANCE

環境績效

During the Reporting Period, the Group's environmental performance in terms of resource consumption and emissions are as follows:

於報告期間，本集團在資源使用及排放方面的環境績效如下：

Energy Consumption Indicator ²	能源使用量指標 ²	Year ended 30 June 2024 截至 二零二四年 六月三十日 止年度	Year ended 30 June 2023 ³ 截至 二零二三年 六月三十日 止年度 ³
Vehicle (kWh)	車輛(千瓦時)	3,866.21	3,442.57
Electricity (kWh)	電力(千瓦時)	75,339.54	65,382.62
Energy consumption (kWh)	能源使用量(千瓦時)	79,205.75	68,825.19
Energy consumption intensity (kWh/capita)	能源使用密度 (千瓦時/人均)	3,300.23	3,128.42

Water Consumption Indicator	耗水量指標	Year ended 30 June 2024 截至 二零二四年 六月三十日 止年度	Year ended 30 June 2023 ³ 截至 二零二三年 六月三十日 止年度 ³
Water consumption (litre) ⁴	耗水量(升) ⁴	725.00	670.00
Water consumption intensity (litre/capita)	耗水密度(升/人均)	30.21	30.45

² The data of energy consumption for the Reporting Period are disclosed in accordance with "Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange to display the more comprehensive performance of the Group.

³ The data of energy consumption for the last reporting period are reinstated and disclosed in accordance with "Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange for meaning comparison.

⁴ The statistics of water consumption only cover the bottled water consumption of Hong Kong head office, Furuida Financial Leasing (Shenzhen) Co., Ltd. and NOD (Shanghai) Management Communication Co., Ltd; the Group's water supply is sourced from the municipal water network, and it has not experienced any difficulty in securing water supply.

² 報告期間能源使用量數據乃根據聯交所發佈的「附錄二：《環境關鍵績效指標匯報指引》」披露，以更全面地展示本集團績效。

³ 上一報告期間能源使用量數據乃根據聯交所發佈的「附錄二：《環境關鍵績效指標匯報指引》」重列及披露，以進行有意義之比較。

⁴ 耗水量統計僅包含香港總部辦公室、福瑞達融資租賃(深圳)有限公司及諾笛(上海)企業管理諮詢有限公司的瓶/桶裝水消耗量；本集團水源取自市政水網，並無取水方面的困難。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

ENVIRONMENTAL PERFORMANCE (Continued)

環境績效(續)

		Year ended 30 June 2024 截至 二零二四年 六月三十日 止年度	Year ended 30 June 2023 截至 二零二三年 六月三十日 止年度
GHG Emissions Indicator	溫室氣體排放量指標		
Motor vehicle emission (scope 1) (kg) ⁵	汽車排放量(範圍一) (千克) ⁵	692.33	944.85
Electricity consumption emission (scope 2) (kg)	電力使用排放量(範圍二) (千克)	41,488.91	39,319.24
Total GHG emissions (kg)	總溫室氣體排放量(千克)	42,181.24	40,264.09
Total GHG emissions intensity (kg/capita)	總溫室氣體排放密度 (千克/人均)	1,757.55	1,830.19

		Year ended 30 June 2024 截至 二零二四年 六月三十日 止年度	Year ended 30 June 2023 截至 二零二三年 六月三十日 止年度
Vehicle Air Pollutant Emissions Indicator ⁶	車輛空氣污染物 排放量指標 ⁶		
Sulphur oxides (SO _x) emission (g)	硫氧化物(SO _x)排放量(克)	3.81	5.22
Nitrogen oxides (NO _x) emission (g)	氮氧化物(NO _x)排放量(克)	180.07	241.80
Particulate matter (PM) emission (g)	顆粒物(PM)排放量(克)	13.11	17.80

⁵ The Group has two vehicles in Hong Kong. The GHG (scope 1) emissions data is calculated with reference to the Reporting Guidance on Environmental KPIs issued by the Stock Exchange.

⁶ The vehicle air pollutant emissions data is calculated with reference to the Reporting Guidance on Environmental KPIs issued by the Stock Exchange.

⁵ 本集團擁有兩輛位於香港的汽車。溫室氣體(範圍一)排放數據的計算方法參考聯交所發佈的《環境關鍵績效指標匯報指引》。

⁶ 車輛空氣污染物排放數據的計算方法參考聯交所發佈的《環境關鍵績效指標匯報指引》。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

ENVIRONMENTAL PERFORMANCE *(Continued)*

環境績效 *(續)*

		Year ended 30 June 2024 截至 二零二四年 六月三十日 止年度	Year ended 30 June 2023 截至 二零二三年 六月三十日 止年度
Non-hazardous Waste Indicator^{7,8}	無害廢棄物指標^{7,8}		
Waste paper generation (kg)	廢棄紙張產生量(千克)	109.50	117.50
Waste paper generation intensity (kg/capita)	廢棄紙張產生密度 (千克/人)	4.56	5.34

The Group will keep recording its resource consumption for reviewing the effectiveness of its conservation measures in the future and formulating more specific improvement measures and objectives.

本集團將持續記錄其資源使用量，以於日後檢討其節約措施的成效並制訂更具體改善措施及目標。

⁷ The scope of the Group's business operation does not involve any packaging material.

⁷ 本集團之業務經營範圍不涉及任何包裝材料。

⁸ The statistics of paper consumption in the Reporting Period cover Hong Kong head office and all the office in PRC for comprehensiveness, while the statistics of previous reporting period covered Hong Kong head office only.

⁸ 報告期間用紙量統計一併包含香港總部辦公室及中國所有辦公室，而上一報告期間統計僅包含香港總部辦公室。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

CLIMATE CHANGE

Climate change is among the most pressing global challenges of our time. Against the backdrop of global climate actions, the Group has implemented measures to conserve energy and reduce GHG emissions. In addition, the Group is conscious that the frequency of extreme weather is increasing, which could impact its business operations.

Going forward, the Group will continue to review the impact of climate change on its operations and implement mitigation controls for significant risks to enhance its resilience and adaptability to climate change.

The Group has considered the potential climate-related risks and opportunities in respect of the recommendations of the Task Force on Climate-related Financial Disclosures, in which potential physical risks and transition risks from climate change may pose adverse financial impacts on the Group's businesses. Acute physical risk can arise from extreme weather conditions such as flooding and storms and chronic physical risk can arise from sustained high temperature, while transition risk may result from the change in environmental-related regulations or change in customer preferences, and the potential climate-related risks are summarised as below:

氣候變化

氣候變化乃現時最逼切的全球挑戰。在環球氣候行動下，本集團已實施多項措施節省能源及減少溫室氣體排放。此外，本集團知悉極端天氣愈來愈頻繁可能影響其業務營運。

未來，本集團將繼續檢討氣候變化對其營運的影響，並執行控制措施減低重大風險，從而提升其對氣候變化的抗逆能力及適應性。

本集團已就氣候相關財務披露工作小組的建議考慮潛在氣候相關風險及機會，其中氣候變化帶來的潛在實體風險及過渡風險可能對本集團的業務造成不利財務影響。急性實體風險可能來自洪水及暴風雨等極端天氣情況，慢性實體風險可能來自持續高溫，而過渡風險則可能來自環境相關法規變動或客戶偏好變化，且潛在氣候相關風險概述如下：

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

CLIMATE CHANGE (Continued)

氣候變化(續)

Risk Type	Risks	Potential Financial Impacts	Short (current Reporting Period) 短期 (本報告期間)	Medium (one to three years) 中期 (一至三年)	Long (four to ten years) 長期 (四至十年)	Mitigation Strategies
風險類別	風險	潛在財務影響				緩減策略
Physical Risks	<ul style="list-style-type: none"> Extreme weather conditions such as flooding and typhoon 	<ul style="list-style-type: none"> Reduced revenue from business due to business and supply chain disruptions 	✓	✓		<ul style="list-style-type: none"> Establish adverse weather condition policy Maintain or expand the supplier base to avoid disruption Insurance coverage for fire, flood and typhoon damages to merchandise, furniture, fixtures and fittings
實體風險	<ul style="list-style-type: none"> 極端天氣情況，如洪水及颱風 Sustained elevated temperature 持續高溫 	<ul style="list-style-type: none"> 業務及供應鏈中斷導致收益減少 Increased in business operating costs 業務營運成本增加 	✓	✓		<ul style="list-style-type: none"> 制定惡劣天氣狀況政策 維持或擴大供應商基礎以避免中斷 就火災、水災及颱風對商品、傢具、裝置及配件的損害投購保險 Adopt energy conservation measures to avoid overconsumption of natural resources 採取節能措施以避免過度消耗天然資源
Transition Risks	<ul style="list-style-type: none"> Changes in environmental-related regulations 	<ul style="list-style-type: none"> Higher operating costs to adopt new practices 		✓	✓	<ul style="list-style-type: none"> Adopt energy conservation measures to reduce emissions Continue to monitor the regulatory environment to ensure that the Group complied with the environmental-related laws and regulations
過渡風險	<ul style="list-style-type: none"> 環境相關法規變化 Shift in consumer preference to products incorporating more environmentally-friendly concept 消費者偏好轉變為融合環保概念的產品 	<ul style="list-style-type: none"> 採取新常規導致營運成本上升 Reduced demand for the service, decreased competitiveness and impact on revenues 服務需求減少、競爭力下降及對收益造成影響 		✓	✓	<ul style="list-style-type: none"> 採取節能措施以減少排放 持續監察監管環境以確保本集團遵守環境相關法律及法規 Adhere to the Group's sustainable development concept and take it into consideration when providing services, and commit to producing high-quality services to meet the expectations of consumers and the market 堅守本集團的可持續發展理念，於提供服務時顧及該理念，並致力提供優質服務以符合客戶及市場期望

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

CARING FOR COMMUNITY

Adhering to the belief that “fragrance lingers in the hand that gives roses”, the Group encourages employees to actively participate in charitable activities and provide voluntary services to support the sustainable development of the community and society.

During the Reporting Period, the Group had not organised any community and charity activities due to the COVID-19 pandemic and public health concerns. The Group will explore volunteer opportunities and organise relevant activities in the future.

關愛社區

秉持「贈人玫瑰 • 手有餘香」這一信念，本集團鼓勵員工積極參與慈善活動及提供志願服務，以支持社區及社會的可持續發展。

於報告期間，由於COVID-19疫情及公共衛生問題，本集團並無舉辦任何社區及慈善活動。本集團將於日後探索義工機會及籌辦相關活動。

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

CONTENT INDEX FOR THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING

《環境、社會及管治報告》內容索引

Subject Areas, Aspects, General Disclosures and KPIs		
主要範疇、層面、一般披露及關鍵績效指標		
A. Environmental A. 環境		Reference Section(s) 參考章節
<p>Aspect A1: Emissions 層面 A1 : 排放物</p>	<p>General Disclosure 一般披露</p> <p>Information on: 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：</p> <p>(a) the policies; and (a) 政策；及</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例</p> <p>relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 的資料。</p> <p>Note: Air emissions includes NOx, SOx, and other pollutants regulated under national laws and regulations. 註：廢氣排放包括氮氧化物、硫氧化物及其他受國家法律及規例規管的污染物。</p> <p>Green house gases include carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride. 溫室氣體包括二氧化碳、甲烷、氧化亞氮、氫氟碳化物、全氟化碳及六氟化硫。</p> <p>Hazardous wastes are those defined by national regulations. 有害廢棄物指國家規例所界定者。</p>	<p>Environmental Protection 環境保護</p>

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

CONTENT INDEX FOR THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING (Continued)

《環境、社會及管治報告》內容索引(續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標			
	KPI A1.1 關鍵績效指標 A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Environmental Protection 環境保護
	KPI A1.2 關鍵績效指標 A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Environmental Protection 環境保護
	KPI A1.3 關鍵績效指標 A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Environmental Protection 環境保護
	KPI A1.4 關鍵績效指標 A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Environmental Protection 環境保護
	KPI A1.5 關鍵績效指標 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。	Environmental Protection 環境保護
	KPI A1.6 關鍵績效指標 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。	Environmental Protection 環境保護

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

CONTENT INDEX FOR THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING (Continued)

《環境、社會及管治報告》內容索引(續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標			
Aspect A2: Use of Resources 層面 A2： 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。 Note: Resources may be used in production, in storage, transportation, in buildings, electronic equipment, etc. 註：資源可用於生產、儲存、運輸、樓宇、電子設備等。	Environmental Protection 環境保護 Energy Saving and Reducing Emission 節能減排	
	KPI A2.1 關鍵績效指標 A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Environmental Performance 環境績效
	KPI A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Environmental Performance 環境績效
	KPI A2.3 關鍵績效指標 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。	Effective Use of Resources 善用資源
	KPI A2.4 關鍵績效指標 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，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	Effective Use of Resources 善用資源
	KPI A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	The Group does not involve the use of packaging materials due to the nature of business 由於業務性質，本集團不涉及包裝材料的使用

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

CONTENT INDEX FOR THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING (Continued)

《環境、社會及管治報告》內容索引 (續)

Subject Areas, Aspects, General Disclosures and KPIs		
主要範疇、層面、一般披露及關鍵績效指標		
Aspect A3: The Environment and Natural Resources 層面 A3： 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。	Environmental Protection 環境保護 Energy Saving and Reducing Emission 節能減排 Effective Use of Resources 善用資源
	KPI A3.1 關鍵績效指標 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。
Aspect A4: Climate Change 層面 A4： 氣候變化	General disclosure 一般披露 Policies on identification and mitigation of significant impacts on the environment and natural resources. 識別及減輕對環境及天然資源產生重大影響的政策。	Climate Change 氣候變化
	KPI A4.1 關鍵績效指標 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。

Environmental, Social and Governance Report

環境、社會及管治報告

CONTENT INDEX FOR THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING (Continued)

《環境、社會及管治報告》內容索引 (續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標			
B. Social B. 社會		Reference Section(s) 參考章節	
Employment and Labour Practices 僱傭及勞工常規			
Aspect B1: Employment 層面 B1：僱傭	<p>General Disclosure 一般披露</p> <p>Information on: 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：</p> <p>(a) the policies; and (a) 政策；及</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例</p> <p>relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 的資料。</p>	Employment Management 僱傭管理	
	<p>KPI B1.1 關鍵績效指標 B1.1</p>	<p>Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region. 按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。</p>	Employment Management 僱傭管理
	<p>KPI B1.2 關鍵績效指標 B1.2</p>	<p>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。</p>	Employment Management 僱傭管理

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

CONTENT INDEX FOR THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING (Continued)

《環境、社會及管治報告》內容索引(續)

Subject Areas, Aspects, General Disclosures and KPIs		
主要範疇、層面、一般披露及關鍵績效指標		
Aspect B2: Health and Safety 層面 B2： 健康與安全	General disclosure 一般披露 Information on: 有關提供安全工作環境及保障僱員避免職業性危害的：	
	(a) the policies; and (a) 政策；及	Health and Safety 健康與安全
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例	Employee Care 員工關愛
	relating to providing a safe working environment and protecting employees from occupational hazards. 的資料。	
KPI B2.1 關鍵績效指標 B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年(包括報告年度)每年因工亡故的人數及比率。	Health and Safety 健康與安全
KPI B2.2 關鍵績效指標 B2.2	Lost days due to work injury. 因工傷損失工作日數。	Health and Safety 健康與安全
KPI B2.3 關鍵績效指標 B2.3	Description of occupational health and safety measures adopted, 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。	Health and Safety 健康與安全

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

CONTENT INDEX FOR THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING (Continued)

《環境、社會及管治報告》內容索引(續)

Subject Areas, Aspects, General Disclosures and KPIs			
主要範疇、層面、一般披露及關鍵績效指標			
Aspect B3: Development and Training 層面 B3： 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。培訓活動的描述。 Note: Training refers to vocational training. It may include internal and external courses paid by the employer. 註：培訓指職業培訓，可包括由僱主付費的內外部課程。	Training and Development 培訓與發展	
	KPI B3.1 關鍵績效指標 B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。	Training and Development 培訓與發展
	KPI B3.2 關鍵績效指標 B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Training and Development 培訓與發展
Aspect B4: Labour Standards 層面 B4： 勞工準則	General disclosure 一般披露 Information on: 有關防止童工或強制勞工的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例 relating to preventing child and forced labour. 的資料。	Lawful Labour 合法勞工	
	KPI B4.1 關鍵績效指標 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。	Lawful Labour 合法勞工
	KPI B4.2 關鍵績效指標 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。	Lawful Labour 合法勞工

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

CONTENT INDEX FOR THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING (Continued)

《環境、社會及管治報告》內容索引(續)

Subject Areas, Aspects, General Disclosures and KPIs		
主要範疇、層面、一般披露及關鍵績效指標		
Operating Practices 營運慣例		
Aspect B5: Supply Chain Management 層面 B5 : 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。	Supplier Management 供應商管理
	KPI B5.1 關鍵績效指標 B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。
	KPI B5.2 關鍵績效指標 B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, 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。
	KPI B5.3 關鍵績效指標 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每個環節的環境及社會風險的慣例，以及相關執行及監察方法。
	KPI B5.4 關鍵績效指標 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。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

CONTENT INDEX FOR THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING (Continued)

《環境、社會及管治報告》內容索引 (續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標				
Aspect B6: Product Responsibility 層面 B6： 產品責任	General disclosure 一般披露 Information on: 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：	Product Responsibility 產品責任		
	(a) the policies; and (a) 政策；及			
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例			
	relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 的資料。			
	KPI B6.1 關鍵績效指標 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。	Product Responsibility 產品責任
	KPI B6.2 關鍵績效指標 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。	Product Responsibility 產品責任
KPI B6.3 關鍵績效指標 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。	Product Responsibility 產品責任		
KPI B6.4 關鍵績效指標 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。	Product Responsibility 產品責任		
KPI B6.5 關鍵績效指標 B6.5	Description of consumer data protection and privacy policies, 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。	Product Responsibility 產品責任		

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

CONTENT INDEX FOR THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING (Continued)

《環境、社會及管治報告》內容索引 (續)

Subject Areas, Aspects, General Disclosures and KPIs		
主要範疇、層面、一般披露及關鍵績效指標		
Aspect B7: Anti-corruption 層面 B7： 反貪污	General disclosure 一般披露 Information on: 有關防止賄賂、勒索、欺詐及洗黑錢的：	Professional Ethics 職業道德
	(a) the policies; and (a) 政策；及	
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例	
	relating to bribery, extortion, fraud and money laundering. 的資料。	
KPI B7.1 關鍵績效指標 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. 於報告期間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。	Professional Ethics 職業道德
KPI B7.2 關鍵績效指標 B7.2	Description of preventive measures and whistle-blowing procedures, 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。	Professional Ethics 職業道德
KPI B7.3 關鍵績效指標 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。	Professional Ethics 職業道德

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

CONTENT INDEX FOR THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING (Continued)

《環境、社會及管治報告》內容索引(續)

Subject Areas, Aspects, General Disclosures and KPIs		
主要範疇、層面、一般披露及關鍵績效指標		
Community 社區		
Aspect B8: Community Investment 層面 B8 : 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. 有關以社區參與來瞭解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Caring for Community 關愛社區
	KPI B8.1 關鍵績效指標 B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。
	KPI B8.2 關鍵績效指標 B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。

Independent Auditor's Report

獨立核數師報告



天健國際會計師事務所有限公司
Confucius International CPA Limited

Certified Public Accountants

香港灣仔莊士敦道181号大有大廈1501-08室
Rooms 1501-08, 15th Floor, Tai Yau Building,
181 Johnston Road, Wanchai, Hong Kong
电话 Tel: (852) 3103 6980
传真 Fax: (852) 3104 0170

**TO THE MEMBERS OF NOVA GROUP HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)**

致諾發集團控股有限公司股東
(於開曼群島註冊成立之有限公司)

DISCLAIMER OF OPINION

不發表意見

We were engaged to audit the consolidated financial statements of NOVA Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 133 to 298, 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 and other explanatory information.

吾等獲委聘審核載於第133頁至第298頁之諾發集團控股有限公司(「**貴公司**」)及其附屬公司(統稱為「**貴集團**」)之綜合財務報表，其包括於二零二四年六月三十日之綜合財務狀況表及截至該日止年度之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及其他解釋性資料。

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the “Basis for Disclaimer of Opinion” section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

吾等不對 貴集團之綜合財務報表發表意見。由於本報告「不發表意見之基礎」一節所述事項之重要性，吾等未能獲得足夠適當之審計憑證，以提供對該等綜合財務報表發表審計意見之基礎。於所有其他方面，吾等認為綜合財務報表已按照香港公司條例之披露規定妥為編製。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

BASIS FOR DISCLAIMER OF OPINION

A) MATERIAL UNCERTAINTIES RELATING TO GOING CONCERN

As described in note 3 to the consolidated financial statements, the Group reported a loss attributable to the owners of the Company of approximately HK\$200,549,000 and operating cash outflow of approximately HK\$3,610,000 for the financial year ended 30 June 2024. The Group's current liabilities exceeded its current assets by HK\$48,130,000 and its total liabilities exceeded its total assets by HK\$86,240,000 as at 30 June 2024 and, as of that date, the Group's cash and bank balances amounted to approximately HK\$2,737,000 while the Group's current and non-current borrowings of approximately HK\$10,449,000 and corporate bond of approximately HK\$47,964,000. These conditions indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

The directors of the Company have carried out a detailed review of the cash flow forecast of the Group for the next twelve months from the date of this report and have undertaken to carry out a number of measures to improve the Group's liquidity and financial position which are set out in note 3 to the consolidated financial statements.

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of the following measures, which are subject to multiple uncertainties, including (i) the Group can obtain additional sources of financing as and when needed; and (ii) the Group can successfully improve its operation to generate sufficient operating cash inflow. The consolidated financial statements do not include any adjustments that would result from the failure to obtain additional sources of financing to improve its financial positions, to provide liquidity and cash flows.

不發表意見之基礎

A) 有關持續經營之重大不明朗因素

誠如綜合財務報表附註3所述，貴集團於截至二零二四年六月三十日止財政年度錄得貴公司擁有人應佔虧損約200,549,000港元及經營現金流出約3,610,000港元。於二零二四年六月三十日，貴集團之流動負債超出其流動資產48,130,000港元，其總負債超出其總資產86,240,000港元，截至該日，貴集團之現金及銀行結餘為約2,737,000港元，而貴集團之即期及非即期借款為約10,449,000港元及公司債券為約47,964,000港元。該等狀況表明存在重大不明朗因素，可能對貴集團持續經營之能力構成重大疑問。

貴公司董事已對貴集團自本報告日期起計未來十二個月之現金流量預測進行詳盡審閱，並已承諾採取多項措施改善貴集團之流動資金及財務狀況(載於綜合財務報表附註3)。

綜合財務報表乃按持續經營基準編製，其有效性取決於以下措施之結果，受限於多項不明朗因素，包括(i) 貴集團能於需要時獲得額外融資來源；及(ii) 貴集團能成功改善其營運以產生足夠經營現金流入。綜合財務報表並不包括因未能獲得額外融資來源以改善其財務狀況、提供流動資金及現金流量而導致之任何調整。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

We consider that the going concern basis of preparation of the consolidated financial statements has been adequately disclosed in the consolidated financial statements, and we also consider that the material uncertainty relating to the Group's going concern has been adequately disclosed in the consolidated financial statements. However, in view of the extent of the multiple uncertainties relating to the maintaining of sufficient operation to generate operating cash inflow and the obtaining of additional sources of financing, we disclaim our opinion in respect of the material uncertainty relating to the going concern basis.

Should the Group fail to achieve the intended effects resulting from the plans and measures as mentioned in note 3 to the consolidated financial statements, it might not be able to operate as a going concern, and adjustments would have to be made to write down the carrying amounts of the Group's assets to their respective net realisable amounts, and to provide for any further liabilities that may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

吾等認為，編製綜合財務報表之持續經營基準已於綜合財務報表中充分披露，吾等亦認為，與貴集團持續經營有關之重大不明朗因素已於綜合財務報表中充分披露。然而，鑒於與維持充足營運以產生經營現金流入及獲得額外融資來源有關之多項不明朗因素的程度，吾等不就與持續經營基準有關之重大不明朗因素發表意見。

倘貴集團未能實現綜合財務報表附註3所述計劃及措施產生之預期效果，則可能無法持續經營，且須作出調整以將貴集團資產賬面值撇減至其各自之可變現淨額，就任何可能產生之進一步負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響尚未於綜合財務報表內反映。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

B) OPENING BALANCE AND CORRESPONDING FIGURES AND WRITE-OFF OF RECEIVABLES

The consolidated financial statements of the Company for the year ended 30 June 2023 were audited by other auditors (the "Predecessor Auditors"), who expressed a disclaimer opinion on 29 September 2023. The Predecessor Auditors were unable to satisfy themselves about the recoverability of factoring receivables, finance lease receivables and trade receivables at 30 June 2023. The carrying amount of factoring receivables, finance lease receivables and trade receivables amounted to approximately HK\$168,313,000, HK\$2,225,000 and HK\$4,975,000 respectively as at 30 June 2023.

The Predecessor Auditors were unable to obtain sufficient appropriate audit evidence relating to the financial status of these debtors and lack of information to ascertain the uncertainty on the enforcement actions taken to recover the aforesaid balances, therefore the Predecessor Auditors were unable to assess the recoverability of the factoring receivables, finance lease receivables and trade receivables as at 30 June 2023, and unable to determine whether any adjustments to the impairment loss recognised during the year ended 30 June 2023 in respect of the factoring receivables, finance lease receivables and trade receivables were necessary, which might have a significant impact on the Group's financial position as at 30 June 2023, and its financial performance and the elements making up the consolidated statement of cash flows for the year ended 30 June 2023 and related disclosures in the consolidated financial statements.

B) 期初結餘及相應數字及應收款項撇銷

貴公司截至二零二三年六月三十日止年度的綜合財務報表乃由其他核數師(「前任核數師」)審計，其於二零二三年九月二十九日提出不發表意見。前任核數師無法令自身信納於二零二三年六月三十日保理應收款項、融資租賃應收款項及貿易應收款項之可收回性。於二零二三年六月三十日，保理應收款項、融資租賃應收款項及貿易應收款項之賬面值分別約為168,313,000港元、2,225,000港元及4,975,000港元。

前任核數師未能獲得有關該等債務人財務狀況之足夠適當之審計憑證，且缺乏資料以確定為收回上述結餘而採取之強制執行行動之不明朗因素，因此前任核數師無法評估保理應收款項、融資租賃應收款項及貿易應收款項於二零二三年六月三十日之可收回性，亦無法確定是否須就截至二零二三年六月三十日止年度內確認之保理應收款項、融資租賃應收款項及貿易應收款項減值虧損作出任何調整，這可能對貴集團於二零二三年六月三十日之財務狀況及其截至二零二三年六月三十日止年度之財務表現及綜合現金流量表之組成要素以及綜合財務報表內之相關披露造成重大影響。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

The directors of the Company determined to write-off the factoring receivables, finance lease receivables and trade receivables, as there is no realistic prospect of recovery after taken into account: (a) an independent review of the possibility and viability of taking legal proceedings against all factoring debtors for recovering the outstanding debts, which was conducted by an independent professional law firm in the PRC indicating all factoring debtors were in financial difficulties; (b) no recovery from legal proceedings against the finance lease debtors since year 2022; and (c) the respective outstanding amounts of trade receivables are past due. The write-off of factoring receivables, finance lease receivables and trade receivables of HK\$166,994,000, HK\$2,208,000 and HK\$4,936,000 respectively is recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2024.

However, in view of the lack of information relating to the financial status for the factoring receivables, finance lease receivables and trade receivables, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves about those management judgment, assumptions and estimation techniques adopted in such impairment assessment for the factoring receivables, finance lease receivables and trade receivables that fully written off. Our opinion on the current period's consolidated financial statements is also disclaimed because of the possible effects of these matters on the comparability of the current period's figures and corresponding figures. The closing balances as at 30 June 2023 of these receivables of the Group are brought forward as the opening balances as at 1 July 2023 and hence entered into the determination of the financial performance and cashflows of the Group for the current year ended 30 June 2024. Any adjustments that might have been found to be necessary in respect of the above may have consequential significant effects on the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of cashflows, and related disclosures in the notes to the consolidated financial statements for the year ended 30 June 2024. Accordingly, we were unable to determine whether adjustments might have been necessary in respect of the performance and cashflows of the Group reported in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the year ended 30 June 2024.

經計及：(a)由中國獨立專業律師事務所對向所有保理債務人提起法律訴訟以收回未償還債務之可能性及可行性進行的獨立審查，結果顯示所有保理債務人均陷入財務困境；(b)自二零二二年度以來，融資租賃債務人未通過法律訴訟收回任何款項；及(c)貿易應收款項之未償還金額均已逾期，預期實際上無望收回保理應收款項、融資租賃應收款項及貿易應收款項，故 貴公司董事決定撇銷該等款項。截至二零二四年六月三十日止年度，保理應收款項、融資租賃應收款項及貿易應收款項分別為166,994,000港元、2,208,000港元及4,936,000港元之撇銷已於綜合損益及其他全面收益表中確認。

然而，鑒於缺乏有關保理應收款項、融資租賃應收款項及貿易應收款項之財務狀況之資料，吾等未能獲得足夠適當之審計憑證，以令吾等信納在對已悉數撇銷之保理應收款項、融資租賃應收款項及貿易應收款項進行減值評估時所採用的有關管理判斷、假設及估計技術。由於該等問題可能對本期數字及相應數字之可比性產生影響，吾等對本期間之綜合財務報表亦不發表意見。 貴集團之該等應收款項於二零二三年六月三十日之期末結餘結轉為於二零二三年七月一日之期初結餘，並因此於釐定截至二零二四年六月三十日止本年度 貴集團之財務表現及現金流量時獲計入。就上述可能必須作出之任何調整，可能對截至二零二四年六月三十日止年度之綜合損益及其他全面收益表、綜合現金流量表及綜合財務報表附註內之相關披露造成相應重大影響。因此，吾等無法確定是否須就於截至二零二四年六月三十日止年度的綜合損益及其他全面收益表及綜合現金流量表中報告的 貴集團表現及現金流量作出任何調整。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

OTHER MATTER

The consolidated financial statements of the Group for the year ended 30 June 2023 were audited by another auditor who expressed disclaimer of opinion on those statements on 29 September 2023.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("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.

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report. This report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, it is not possible to form an opinion on these consolidated financial statements.

其他事項

貴集團截至二零二三年六月三十日止年度的綜合財務報表乃由另一名核數師審計，其於二零二三年九月二十九日提出不就該等報表發表意見。

董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)及香港公司條例之披露規定擬備真實而公平之綜合財務報表，並對其認為為使綜合財務報表之擬備不存在由於欺詐或錯誤而導致之重大錯誤陳述所需之內部監控負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或除此之外別無其他實際之替代方案。

治理層須負責監督 貴集團之財務報告過程。

核數師就審計綜合財務報表須承擔之責任

吾等之責任，是根據香港會計師公會頒佈之香港審計準則對 貴集團之綜合財務報表進行審計，並出具核數師報告。本報告乃按照吾等協定之委聘條款僅向 閣下(作為整體)作出，除此以外，本報告不可用作其他用途。吾等不會就本報告內容向任何其他人士負上或承擔任何責任。然而，由於本報告不發表意見之基礎一節所述之事項，吾等未能就該等綜合財務報表發表意見。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code.

按照香港會計師公會頒佈之專業會計師道德守則(「守則」)以及與吾等審計綜合財務報表有關的任何道德要求，吾等獨立於貴集團，並已根據該等要求及守則履行其他道德責任。

Confucius International CPA Limited

Certified Public Accountants

YIP YUEN NGA

Practising Certificate Number: P05908

Hong Kong

28 March 2025

天健國際會計師事務所有限公司

執業會計師

葉婉雅

執業證書編號：P05908

香港

二零二五年三月二十八日

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 截至二零二四年六月三十日止年度

	Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
CONTINUING OPERATIONS	持續經營業務		
Revenue	收益		
Contract with customers	客戶合約	31,561	9,918
Interest under effective interest method	實際利率法項下利息	-	31,301
Total revenue	總收益	31,561	41,219
Cost of sales	銷售成本	(21,778)	(5,628)
Gross profit	毛利	9,783	35,591
Other income	其他收入	374	953
Other gains and losses	其他收益及虧損	(1,548)	(3,573)
Impairment loss on goodwill	商譽減值虧損	-	(129,032)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	(6,043)	-
Impairment loss on right-of-use assets	使用權資產減值虧損	(5,162)	(970)
Impairment loss on intangible assets	無形資產減值虧損	-	(730)
Provision for impairment losses under expected credit loss ("ECL") model and write-off of receivables, net of reversal	預期信貸虧損(「預期信貸虧損」)模式項下之減值虧損撥備及應收款項撇銷(扣除撥回)	(174,570)	(359,493)
Selling expenses	銷售開支	(1,763)	(5,156)
Administrative expenses	行政開支	(25,574)	(23,681)
Operating loss from continuing operations	來自持續經營業務之經營虧損	(204,503)	(486,091)
Finance costs	財務成本	(5,433)	(4,009)
Loss before tax from continuing operations	來自持續經營業務之除稅前虧損	(209,936)	(490,100)
Taxation	稅項	(102)	(16,009)
Loss for the year from continuing operations	來自持續經營業務之年度虧損	(210,038)	(506,109)
DISCONTINUED OPERATION	已終止經營業務		
Loss for the year from a discontinued operation	來自已終止經營業務之年度虧損	-	(388)
Loss for the year	年度虧損	(210,038)	(506,497)

Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

綜合損益及其他全面收益表(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

	Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Other comprehensive expense for the year	年度其他全面開支		
<i>Item that may be subsequently reclassified to profit or loss:</i>	可於其後重新分類至損益之項目：		
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	(1,202)	(28,023)
Other comprehensive expense for the year	年度其他全面開支	(1,202)	(28,023)
Total comprehensive expenses for the year	年度全面開支總額	(211,240)	(534,520)
Loss for the year attributable to:	以下應佔年度虧損：		
Owners of the Company	本公司擁有人	(200,549)	(506,497)
Non-controlling interests	非控股權益	(9,489)	-
		(210,038)	(506,497)
Total comprehensive expenses for the year attributable to:	以下應佔年度全面開支總額：		
Owners of the Company	本公司擁有人	(201,751)	(534,520)
Non-controlling interests	非控股權益	(9,489)	-
		(211,240)	(534,520)
Loss per share:	每股虧損：		
From continuing operations and a discontinued operation:	來自持續經營業務及已終止經營業務：		
Basic (HK cents)	基本(港仙)	(9.76)	(26.06)
Diluted (HK cents)	攤薄(港仙)	(9.76)	(26.06)
From continuing operations	來自持續經營業務		
Basic (HK cents)	基本(港仙)	(9.76)	(26.04)
Diluted (HK cents)	攤薄(港仙)	(9.76)	(26.04)

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成該等綜合財務報表之組成部分。

Consolidated Statement of Financial Position

綜合財務狀況表

At 30 June 2024 於二零二四年六月三十日

			2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
		Notes 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	3,060	195
Right-of-use assets	使用權資產	17	-	-
Intangible assets	無形資產	19	-	-
Deferred tax assets	遞延稅項資產	21	-	21
			3,060	216
Current assets	流動資產			
Inventories	存貨	22	21,271	-
Trade receivables	貿易應收款項	23	168	4,975
Factoring receivables	保理應收款項	24	-	168,313
Lease receivables	租賃應收款項	25	-	2,225
Loan receivables	應收貸款	26	-	431
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	27	2,363	3,449
Income tax receivables	應收所得稅		-	1,112
Cash and bank balances	現金及銀行結餘	28	2,737	2,400
			26,539	182,905
Current liabilities	流動負債			
Trade payables	貿易應付款項	29	22,751	2,573
Contract liabilities	合約負債	30	801	895
Accruals and other payables	應計費用及其他應付款項	32	26,826	8,356
Lease liabilities	租賃負債	31	3,515	1,155
Borrowings	借款	33	10,449	3,235
Corporate bonds	公司債券	34	10,125	40,671
Income tax payables	應繳所得稅		202	1,236
			74,669	58,121
Net current (liabilities)/assets	流動(負債淨額)/資產淨值		(48,130)	124,784
Total assets less current liabilities	總資產減流動負債		(45,070)	125,000
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	31	3,331	-
Corporate bonds	公司債券	34	37,839	-
			41,170	-
Net (liabilities)/assets	(負債淨額)/資產淨值		(86,240)	125,000

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

At 30 June 2024 於二零二四年六月三十日

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Capital and reserve	資本及儲備			
Share capital	股本	35	4,108	4,108
Reserves	儲備		(80,859)	120,892
(Deficit)/equity attributable to owners of the Company	本公司擁有人應佔(虧絀)/權益		(76,751)	125,000
Non-controlling interests	非控股權益		(9,489)	-
(Capital deficiency)/total equity	(資本虧絀)/總權益		(86,240)	125,000

The consolidated financial statements on pages 133 to 298 were approved and authorised for issue by the Board of Directors on 28 March 2025 and are signed on its behalf by:

Wong Ka Shing

黃嘉盛

Director

董事

Woo Lan Ying

胡蘭英

Director

董事

第133頁至第298頁之綜合財務狀況表由董事會於二零二五年三月二十八日批准及授權刊發，並由以下董事代為簽署：

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成該等綜合財務報表之組成部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Share option reserve	Statutory reserve	Exchange reserve	(Accumulated losses)/ Retained earnings	(Deficit)/ equity attributable to owners of the Company	Non-controlling interests	(Capital deficiency)/ total equity
		股本	股份溢價	購股權儲備	法定儲備	匯兌儲備	(累計虧損)/ 保留盈利	擁有人應佔 (虧絀)/ 權益	非控股權益	(資本虧絀) / 總權益
		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
		(note (a)) (附註 (a))								
At 1 July 2022	於二零二二年七月一日	3,712	506,123	21,145	21,350	(1,835)	95,423	645,918	-	645,918
Loss for the year	年度虧損	-	-	-	-	-	(506,497)	(506,497)	-	(506,497)
Other comprehensive expense: Exchange differences arising on translation of foreign operations	其他全面開支： 換算境外業務所產生 匯兌差額	-	-	-	-	(28,023)	-	(28,023)	-	(28,023)
Total other comprehensive expenses for the year	年度其他全面開支總額	-	-	-	-	(28,023)	(506,497)	(534,520)	-	(534,520)
Placing of shares	配售股份	396	13,206	-	-	-	-	13,602	-	13,602
Share option lapsed during the year	年內已失效購股權	-	-	(11,617)	-	-	11,617	-	-	-
At 30 June 2023 and 1 July 2023	於二零二三年六月三十日及 二零二三年七月一日	4,108	519,329	9,528	21,350	(29,858)	(399,457)	125,000	-	125,000
Loss for the year	年度虧損	-	-	-	-	-	(200,549)	(200,549)	(9,489)	(210,038)
Other comprehensive expense: Exchange differences arising on translation of foreign operations	其他全面開支： 換算境外業務所產生 匯兌差額	-	-	-	-	(1,202)	-	(1,202)	-	(1,202)
Total other comprehensive expenses for the year	年度其他全面開支總額	-	-	-	-	(1,202)	(200,549)	(201,751)	(9,489)	(211,240)
At 30 June 2024	於二零二四年六月三十日	4,108	519,329	9,528	21,350	(31,060)	(600,006)	(76,751)	(9,489)	(86,240)

Note:

(a) Exchange reserve

Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations that have functional currency other than Hong Kong dollars which are dealt with in accordance with the accounting policies as set out in Note 3 to the consolidated financial statements.

附註：

(a) 匯兌儲備

匯兌儲備包括換算以港元以外貨幣為功能貨幣之業務之財務報表所產生之所有匯兌差額，已按照綜合財務報表附註3所載會計政策處理。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

	Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Loss before taxation	除稅前虧損		
From continuing operations	來自持續經營業務	(209,936)	(490,100)
From a discontinued operation	來自已終止經營業務	–	(371)
Adjustments for:	就以下項目作出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,396	123
Depreciation of right-of-use assets	使用權資產折舊	1,985	1,163
Amortisation of intangible assets	無形資產攤銷	–	265
Write-off of property, plant and equipment	撇銷物業、廠房及設備	43	51
Net exchange gains	匯兌收益淨額	(12)	(506)
Net loss on financial assets at FVTPL	按公平值計入損益之 金融資產虧損淨額	–	830
Dividend income	股息收入	–	(17)
Interest income	利息收入	(27)	(7)
Finance costs	財務成本	5,433	4,009
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(2,050)	–
Loss on non-substantial modification of corporate bond	公司債券非重大修訂之虧損	3,567	3,198
Impairment loss on goodwill	商譽減值虧損	–	129,032
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	6,043	–
Impairment loss on right-of-use assets	使用權資產減值虧損	5,162	970
Impairment loss on intangible assets	無形資產減值虧損	–	730
Provision for impairment losses under ECL model and write-off of receivables, net of reversal	預期信貸虧損模式項下之減值虧損撥備及應收款項撇銷(扣除撥回)	174,570	359,493

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

	Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Operating cash flows before movement in working capital	營運資金變動前之經營現金流量	(12,826)	8,863
(Increase)/decrease in inventories	存貨(增加)/減少	(21,271)	1,919
Decrease/(increase) in restricted bank balances	受限制銀行結餘減少/(增加)	57	(57)
Increase in frozen bank balances	被凍結銀行結餘增加	(8)	-
Increase/(decrease) in trade receivables	貿易應收款項增加/(減少)	(169)	4,516
Increase in factoring receivables	保理應收款項增加	-	(97,186)
Increase in lease receivables	租賃應收款項增加	-	(258)
Decrease in loan receivables	應收貸款減少	-	10,646
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少	1,080	266
Increase/(decrease) in trade payables	貿易應付款項增加/(減少)	20,198	(601)
Decrease in contract liabilities	合約負債減少	(88)	(554)
Increase in accruals and other payables	應計費用及其他應付款項增加	9,417	2,931
Cash used in operations	經營所用之現金	(3,610)	(69,515)
Tax paid	已繳稅項	-	(6,482)
Tax refund	退回稅項	-	28
Net cash used in operating activities	經營活動所用之現金淨額	(3,610)	(75,969)
INVESTING ACTIVITIES	投資活動		
Dividend received	已收股息	8	17
Interest received	已收利息	8	7
Purchase of property, plant and equipment	購置物業、廠房及設備	(2,223)	(59)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	2,050	-
Proceeds from disposal of equity securities listed in Hong Kong	出售於香港上市之股權證券之所得款項	-	317
Net cash (used in)/generated from investing activities	投資活動(所用)/產生之現金淨額	(146)	282

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
FINANCING ACTIVITIES	融資活動	37		
Capital element of lease rentals paid	已付租賃租金之 資本部分		(1,456)	(1,260)
Interest element of lease rentals paid	已付租賃租金之 利息部分		(534)	(180)
Interest paid	已付利息		(365)	(5,489)
Proceeds from borrowings	借款所得款項		9,648	3,221
Proceeds from Issue of shares by placing, net of issuing expenses	透過配售事項發行股份 所得款項 (扣除發行開支)		-	13,602
Redemption of corporate bonds	贖回公司債券		-	(1,000)
Repayment of a borrowing	償還借款		(3,243)	-
Repayment of handling fee	償還手續費		-	(360)
Net cash generated from financing activities	融資活動產生之現金淨額		4,050	8,534
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目 增加/ (減少)淨額		294	(67,153)
Cash and cash equivalents at the beginning of the year	年初之現金及現金等值 項目		2,343	71,758
Effect on foreign currency exchange rate changes	外幣匯率變動之影響		92	(2,262)
Cash and cash equivalents at the end of the year	年末之現金及現金等值項目	28	2,729	2,343
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目之 結餘分析			
Cash and bank balances	現金及銀行結餘	28	2,737	2,400
Less: restricted bank balances	減：受限制銀行結餘	28	-	(57)
Less: frozen bank balances	減：被凍結銀行結餘	28	(8)	-
Cash and cash equivalents at the end of the year	年末之現金及現金等值 項目		2,729	2,343

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成該等綜合財務報表之組成部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law of Cayman Islands and is listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business of the Company in Hong Kong has changed from Room 2102, 21/F., Tower One, Lippo Centre, 89 Queensway, Hong Kong to Unit E2, 8/F., Kingston International Centre, 19 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong effected on 28 October 2024.

The Company is an investment holding company. The principal activities of the Group are (i) organisation and sponsorship of exhibitions and events (“**Exhibitions and events**”); (ii) operation of cultural and entertainment comprehensive services platform (“**Cultural and entertainment**”) and (iii) provision of loan and financing services (“**Financing**”). During the year ended 30 June 2023, operation in the Exhibitions and events business segment has been ceased and classified as a discontinued operation. Further details of the principal activities of its subsidiaries are set out in Note 20 to the consolidated financial statements.

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company. In addition, the functional currencies of certain group entities that operate outside Hong Kong are determined based on the currency of the primary economic environment in which the group entities operate. All values are rounded to the nearest thousand, unless otherwise stated.

1. 一般資料

本公司根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司，並於香港聯合交易所有限公司（「**聯交所**」）上市。本公司的註冊辦事處為 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，而本公司之香港主要營業地點已自二零二四年十月二十八日起由香港金鐘道89號力寶中心一座21樓2102室變更為香港九龍九龍灣宏照道19號金利豐國際中心8樓E2室。

本公司為投資控股公司。本集團主要業務為：(i) 籌辦及贊助展覽會及活動（「**展覽會及活動**」）；(ii) 經營文化及娛樂綜合服務平台（「**文化及娛樂**」）及(iii) 提供貸款及融資服務（「**融資**」）。展覽會及活動業務分部營運已於截至二零二三年六月三十日止年度終止並分類為已終止經營業務。有關其附屬公司之主要業務之進一步詳情載於綜合財務報表附註20。

綜合財務報表以港元（「**港元**」）列值，而港元亦為本公司之功能貨幣。此外，香港以外經營之若干集團實體之功能貨幣根據該集團實體經營所在之主要經濟環境之貨幣釐定。除另有指明者外，所有價值均捨入至最接近之千位數。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

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

New and amendments to HKFRSs that are mandatorily effective for the current year

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

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts and the related Amendments
--	--

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
-----------------------	---

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

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂

於本年度已強制生效之新訂香港財務報告準則及其修訂

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」)頒佈及於二零二三年七月一日開始之年度期間強制生效之新訂香港財務報告準則及其修訂編製綜合財務報表：

香港財務報告準則第17號(包括二零二零年十月及二零二二年二月的香港財務報告準則第17號(修訂))	保險合約及相關修訂
--	-----------

香港會計準則第1號及香港財務報告準則實務報告第2號(修訂)	會計政策披露
-------------------------------	--------

香港會計準則第8號(修訂)	會計估計的定義
---------------	---------

香港會計準則第12號(修訂)	有關單一交易所產生資產及負債的遞延稅項
----------------	---------------------

香港會計準則第12號(修訂)	國際稅收改革—支柱二立法模版
----------------	----------------

於本年度應用新訂香港財務報告準則及其修訂對本集團於本年度及過往年度之財務狀況及業績及／或該等綜合財務報表所載之披露並無重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and amendment 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 HKFRS 16	Lease Liability in Sale and Leaseback ¹
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 HKAS 7 and HKFRS 7	Supplier Finance Arrangements ¹
Amendments to HKAS 21	Lack of Exchangeability ²
Amendments to HKFRS 7 and HKFRS 9	Classification and Measurement of Financial Instruments ³

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂(續)

已頒佈但尚未生效之新訂香港財務報告準則及其修訂

本集團並無提前應用以下已頒佈但尚未生效之新訂香港財務報告準則及其修訂：

香港財務報告準則第16號(修訂)	售後回租之租賃負債 ¹
香港會計準則第1號(修訂)	流動或非流動負債分類及對香港詮釋第5號(二零二零年)之相關修訂 ¹
香港會計準則第1號(修訂)	附帶契約之非流動負債 ¹
香港會計準則第7號及香港財務報告準則第7號(修訂)	供應商融資安排 ¹
香港會計準則第21號(修訂)	缺乏可兌換性 ²
香港財務報告準則第7號及香港財務報告準則第9號(修訂)	金融工具之分類及計量 ³

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

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

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

Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards - Volume 11 ³
Amendments to HKAS 28 and HKFRS 10	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵
HKFRS 18	Presentation and Disclosure in Financial Statements ⁴

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.

Except for the new HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂(續)

已頒佈但尚未生效之新訂香港財務報告準則及其修訂(續)

香港財務報告準則會計準則(修訂)	香港財務報告準則會計準則之年度改進—第11卷 ³
香港會計準則第28號及香港財務報告準則第10號(修訂)	投資方與其聯營公司或合營企業之間出售或提供資產 ⁵
香港財務報告準則第18號	財務報表之呈列及披露 ⁴

¹ 於二零二四年一月一日或之後開始之年度期間生效。

² 於二零二五年一月一日或之後開始之年度期間生效。

³ 於二零二六年一月一日或之後開始之年度期間生效。

⁴ 於二零二七年一月一日或之後開始之年度期間生效。

⁵ 於待定期限或之後開始之年度期間生效。

除下文所述之新訂香港財務報告準則外，本公司董事預計應用所有其他新訂香港財務報告準則及其修訂於可見的將來不會對綜合財務報表產生重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

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

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

HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18 Presentation and Disclosure in Financial Statements, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 Presentation of Financial Statements. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 and HKFRS 7. Minor amendments to HKAS 7 Statement of Cash Flows and HKAS 33 Earnings per Share are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group’s consolidated financial statements.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂(續)

已頒佈但尚未生效之新訂香港財務報告準則及其修訂(續)

香港財務報告準則第18號財務報表之呈列及披露

香港財務報告準則第18號財務報表之呈列及披露對財務報表之呈列及披露作出規定，並將取代香港會計準則第1號財務報表之呈列。此項新訂香港財務報告準則會計準則保留了香港會計準則第1號之多項規定，並引入在損益表中呈列指定類別及經界定小計之新規定；在財務報表附註中披露管理層界定績效指標，並改進財務報表中所披露資料之匯總及分類。此外，香港會計準則第1號中之部分段落已移至香港會計準則第8號及香港財務報告準則第7號。香港會計準則第7號現金流量表及香港會計準則第33號每股盈利亦作出輕微修訂。

香港財務報告準則第18號及其他準則之修訂將於二零二七年一月一日或之後開始之年度期間生效，並可提早應用。預期應用新訂準則將影響日後財務報表中損益表之呈列及披露。本集團現正評估香港財務報告準則第18號對本集團綜合財務報表之具體影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

Basis of preparation of consolidated financial statements

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 and the disclosure requirements of the 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.

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 (“**HKFRS 2**”), leasing transactions that are accounted for in accordance with HKFRS 16 Leases (“**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.

3. 綜合財務報表編製基準及重大會計政策資料

綜合財務報表編製基準

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則而編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例披露規定所規定之適用披露。

綜合財務報表已根據歷史成本基準編製，惟於各報告期末按公平值計量之若干金融工具(見下文所載之會計政策闡釋)除外。

歷史成本一般基於為交換商品及服務支付代價之公平值計算。

公平值指市場參與者之間在計量日進行之有序交易中出售一項資產所收取或轉移一項負債所支付之價格，無論該價格是直接觀察所得或採用另一估值技術作出之估計。在對資產或負債之公平值作出估計時，本集團會考慮市場參與者在計量日為該資產或負債進行定價時將會考慮之資產或負債之特徵。在該等綜合財務報表中計量及／或披露之公平值均在此基礎上釐定，惟香港財務報告準則第2號以股份為基礎之付款(「**香港財務報告準則第2號**」)範圍內之以股份為基礎之付款交易、根據香港財務報告準則第16號租賃(「**香港財務報告準則第16號**」)入賬之租賃交易，以及與公平值具有若干相似性但並非公平值之計量(如香港會計準則第2號存貨之可變現淨值或香港會計準則第36號資產減值之使用價值)除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Basis of preparation of consolidated financial statements (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's 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 is 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.

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.

3. 綜合財務報表編製基準及重大會計政策資料(續)

綜合財務報表編製基準(續)

非金融資產之公平值計量計及市場參與者透過使用資產之最高及最佳用途，或透過將資產出售予另一名將使用該資產之最高及最佳用途之市場參與者而能夠產生經濟利益之能力。

就按公平值交易的金融工具及於其後期間使用不可觀察輸入數據計量公平值的估值技術而言，估值技術會進行調整，以使初步確認時估值技術的結果等於交易價格。

此外，就財務報告而言，公平值計量根據其輸入數據之可觀察程度及輸入數據對其整體之重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據是實體於計量日可取得之相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察得出之輸入數據(第一級內包括之報價除外)；及
- 第三級輸入數據是資產或負債之不可觀察輸入數據。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Going concern assumption

The Group reported a loss attributable to the owners of the Company of HK\$200,549,000 and operating cash outflow of HK\$3,610,000 for the financial year ended 30 June 2024. The Group's current liabilities exceeded its current assets by HK\$48,130,000 and its total liabilities exceeded its total assets by HK\$86,240,000 as at 30 June 2024 and, as of that date, the Group's cash and bank balances amounted to HK\$2,737,000, while the borrowings of approximately HK\$10,449,000 and corporate bond of HK\$47,964,000. These conditions indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken to relieve the liquidity pressure and to improve its financial position which include, but are not limited to, the following:

- 1) The Directors have been actively looking for additional sources of financing; and
- 2) The Directors will implement appropriate cost-leadership measures to cope with all operational costs.

3. 綜合財務報表編製基準及重大會計政策資料(續)

持續經營假設

本集團於截至二零二四年六月三十日止財政年度錄得本公司擁有人應佔虧損200,549,000港元及經營現金流出3,610,000港元。於二零二四年六月三十日，本集團之流動負債超出其流動資產48,130,000港元，其總負債超出其總資產86,240,000港元，截至該日，本集團之現金及銀行結餘為2,737,000港元，而借款為約10,449,000港元及公司債券為47,964,000港元。該等狀況表明存在重大不明朗因素，可能對本集團持續經營之能力構成重大疑問。

鑒於有關情況，本公司董事已審慎考慮本集團之未來流動資金及表現以及其可用融資來源，以評估本集團是否有充足財務資源進行持續經營。本集團已採取若干措施以紓解流動資金壓力及改善其財務狀況，其中包括(但不限於)下列各項：

- 1) 董事一直積極尋求額外融資來源；及
- 2) 董事將實施適當的成本導向措施以應對所有經營成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Going concern assumption (Continued)

Taking into account the Group's cash flow forecast prepared by management which covered a period of not less than twelve months from the date of this report, and assuming the success of the above measures, the directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the above, material uncertainties exist as to whether management of the Company will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flows through the following:

- 1) Successfully obtaining additional new sources of financing when needed; and
- 2) Whether the Group can successfully improve its operation to generate sufficient operating cash inflow.

Should the Group be unable to continue in business as a going concern, adjustments would have to be made in the financial statements to write down the values of the assets to their net realisable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of such adjustments has not yet been reflected in the consolidated financial statements.

3. 綜合財務報表編製基準及重大會計政策資料(續)

持續經營假設(續)

經計及管理層所編製本集團自本報告日期起不少於十二個月之現金流量預測，假設上述措施圓滿實施，本公司董事認為按持續經營基準編製綜合財務報表屬適當。

儘管如上所述，本公司管理層能否實現上述計劃及措施仍存在重大不確定性。本集團能否持續經營將取決於本集團能否透過以下方式產生足夠的融資及經營現金流量：

- 1) 在需要時成功取得額外新融資來源；及
- 2) 本集團能否成功改善其營運，以產生充足經營現金流入。

倘本集團未能繼續按持續經營基準經營業務，則須於財務報表內作出調整，以將資產價值撇減至其可變現金淨額，就任何可能產生之進一步負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響尚未於綜合財務報表內反映。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

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.

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

綜合基準

綜合財務報表包括本公司及本公司所控制實體及其附屬公司之財務報表。當本公司符合以下要素時，則本公司取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而面對可變回報或享有可變回報權利；及
- 有能力使用其權力影響其回報。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對投資對象擁有控制權。

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

損益及其他全面收入之每個部分乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (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 interests in 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 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.

3. 綜合財務報表編製基準及重大會計政策資料(續)

綜合基準(續)

於必要時，將對附屬公司之財務報表作出調整，以令其會計政策與本集團之會計政策一致。

於綜合賬目時，本集團成員公司之間進行交易所涉之所有集團內公司間資產及負債、權益、收入、支出及現金流量悉數對銷。

於附屬公司之非控股權益與本集團於當中的權益分開呈列，指現時擁有之權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

本集團於現有附屬公司擁有權權益之變動

本集團於附屬公司之權益出現變動，並無導致本集團失去對該等附屬公司的控制權，均以權益交易入賬。本集團相關權益部分及非控股權益之賬面值經調整以反映彼等於附屬公司之有關權益變動，包括相關儲備根據本集團與非控股權益的權益比例在兩者間的重新歸屬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Changes in the Group's ownership interests in existing subsidiaries (Continued)

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.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 Financial Instruments ("HKFRS 9") or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 綜合財務報表編製基準及重大會計政策資料(續)

本集團於現有附屬公司擁有權權益之變動(續)

非控股權益之調整金額與已付或已收代價之公平值兩者之間的任何差額，直接於權益確認並歸屬於本公司擁有人。

倘本集團失去對附屬公司之控制權，該附屬公司之資產及負債以及非控股權益(倘有)終止確認。收益或虧損於損益中確認，並按下列兩者之差額計算：(i) 已收代價之公平值與任何保留權益之公平值之總和及(ii) 本公司擁有人應佔附屬公司之資產(包括商譽)及負債之賬面值。先前於其他全面收益確認有關該附屬公司之所有金額按猶如本集團直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則所指定/允許而重新分類至損益或轉移至另一權益類別)。於失去控制權當日於前附屬公司保留之任何投資之公平值會根據香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)於其後入賬時被列作初步確認之公平值，或(如適用)於聯營公司或合營企業之投資於初步確認時之成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combinations or asset acquisitions

Optional concentration test

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

3. 綜合財務報表編製基準及重大會計政策資料(續)

業務合併或資產收購

可選集中度測試

本集團可選擇以逐項交易基準應用可選集中度測試，可對所收購之一組活動及資產是否並非一項業務作簡化評估。倘所購總資產的公平值絕大部分集中在單一可識別資產或一組類似可識別資產中，則符合集中度測試。

評估項下總資產不包括現金及現金等值項目、遞延稅項資產及由遞延稅項負債影響產生之商譽。倘符合集中度測試，該組活動及資產會被釐定為並非業務及毋須作進一步評估。

資產收購

當本集團收購一組不構成業務的資產及負債時，本集團透過首先將購買價分配至按各自的公平值計量的金融資產／金融負債，識別及確認個別所收購可識別資產及所承擔負債，購買價餘額其後按於購買日期的相關公平值分配至其他可識別資產及負債。有關交易不會產生商譽或議價收購收益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combinations

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

3. 綜合財務報表編製基準及重大會計政策資料(續)

業務合併

業務為一套綜合活動及資產，包括一項投入及一項實質性過程，共同對創造產出的能力作出重大貢獻。倘所收購過程對繼續生產產出的能力至關重要，包括具備執行相關過程所必需技能、知識或經驗的組織勞動力，或對持續生產產出的能力作出重大貢獻，並被認為屬獨特或稀缺或在無重大成本、努力或持續生產產出能力出現延遲的情況下不可取代，則被視為屬實質性。

收購業務按收購法入賬。於業務合併中轉讓之代價以公平值計量，公平值則按本集團所轉讓資產、由本集團向被收購方前擁有人所產生之負債以及本集團為換取被收購方之控制權而發行之股本權益於收購日期之公平值總和計算。與收購有關之成本一般會於產生時在損益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combinations (Continued)

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

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes (“**HKAS 12**”) and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 at the acquisition date;

3. 綜合財務報表編製基準及重大會計政策資料(續)

業務合併(續)

所收購可識別資產及所承擔負債須符合財務報告概念框架(「**概念框架**」)中資產及負債的定義，惟屬香港會計準則第37號撥備、或然負債及或然資產或香港(國際財務報告詮釋委員會)－詮釋第21號徵費範圍內的交易及事項除外，在此情況下，本集團應用香港會計準則第37號或香港(國際財務報告詮釋委員會)－詮釋第21號而非概念框架，以識別其於業務合併中承擔的負債。或然資產不予確認。

於收購日期，已收購之可識別資產及已承擔之負債按其公平值予以確認，惟：

- 遞延稅項資產或負債以及有關僱員福利安排之資產或負債已分別根據香港會計準則第12號所得稅(「**香港會計準則第12號**」)及香港會計準則第19號僱員福利確認及計量；
- 被收購方以股份付款安排或本集團訂立以股份付款安排取代被收購方以股份付款安排所涉及之負債或股本工具，於收購日期按香港財務報告準則第2號計量；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combinations (Continued)

- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after reassessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3. 綜合財務報表編製基準及重大會計政策資料(續)

業務合併(續)

- 按香港財務報告準則第5號持作出售非流動資產及已終止經營業務分類為持作出售之資產(或出售組別)按該準則計量；及
- 租賃負債按餘下租賃付款之現值(定義見香港財務報告準則第16號)確認及計量，猶如所購租賃於收購日期為新租賃，惟以下情況之租賃除外：(a)租期於收購日期起12個月內結束；或(b)相關資產屬低價值。使用權資產確認及計量之金額與相關租賃負債相同，並進行調整以反映與市場條件相比租賃之有利或不利條件。

商譽按所轉讓代價、被收購方之任何非控股權益金額及收購方先前於被收購方持有之股本權益公平值(如有)之總額超出所收購可識別資產及所承擔負債於收購日期之淨額之差額計量。倘經重新評估後，所收購可識別資產及所承擔負債之淨額超出所轉讓代價、被收購方之任何非控股權益金額及收購方先前於被收購方持有之權益公平值(如有)之總額，則該超出之金額即時在損益內確認為議價收購收益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arises from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

3. 綜合財務報表編製基準及重大會計政策資料(續)

業務合併(續)

屬現時擁有權權益且於清盤時讓持有人有權按比例分佔相關附屬公司資產淨額之非控股權益，初步按公平值或非控股權益應佔被收購方可識別資產淨額之已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他種類之非控股權益按公平值計量。

當本集團在業務合併中轉讓之代價包括或然代價安排，或然代價會按於收購日期之公平值計量，並計作業務合併中轉讓代價之一部分。符合作為計量期間調整的或然代價公平值變動會作追溯調整。計量期間調整是指於「計量期間」(不超出收購日期起計一年)因取得有關於收購日期已存在的事實及情況的額外資料而作出之調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combinations (Continued)

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

3. 綜合財務報表編製基準及重大會計政策資料(續)

業務合併(續)

或然代價倘不符合資格作為計量期間調整，則其往後之入賬方式會視乎或然代價之分類而定。分類為權益之或然代價於其後報告日期不會重新計量，而其後結算則於權益中入賬。分類為資產或負債之或然代價重新計量至於其後報告日期之公平值，相關收益或虧損於損益確認。

當業務合併分階段完成，本集團會將先前所持於被收購方之股本權益重新計量至於收購日期(即本集團取得控制權當日)之公平值，而所產生之收益或虧損(如有)於損益或其他全面收益(如適用)確認。於收購日期前因於被收購方之權益而產生且先前已於其他全面收益中確認及根據香港財務報告準則第9號計量之金額將按本集團已直接出售先前持有股權所需的相同基準入賬。

倘業務合併之初步會計處理於合併發生之報告期末尚未完成，則本集團會報告尚未完成會計處理項目之臨時金額。該等臨時金額會於計量期間追溯調整(見上文)及確認額外資產或負債，以反映就於收購日期已存在而(倘知悉)將會影響於該日之已確認款額之事實與情況所取得之新資料。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's 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 of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a prorata basis based on the carrying amount of each asset in the unit (or group of CGUs).

On disposal of the relevant CGU or any of the CGU within the group of CGUs, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the CGU (or a CGU within a group of CGUs), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the CGU) disposed of and the portion of the CGU (or the group of CGUs) retained.

3. 綜合財務報表編製基準及重大會計政策資料(續)

商譽

收購一項業務產生之商譽乃按業務收購日期所確立之成本(見上文會計政策)減累計減值虧損(如有)列賬。

為進行減值測試，商譽乃分配至預期將從合併之協同效應中獲利之本集團各現金產生單位(或現金產生單位組別)，即就內部管理目的監控商譽且不過經營分部之最低層次。

獲分配商譽之現金產生單位(或現金產生單位組別)每年進行減值測試，或當有跡象顯示該單位可能出現減值時更為頻繁地進行減值測試。就於某一報告期間之收購所產生之商譽而言，獲分配商譽之現金產生單位(或現金產生單位組別)於該報告期末前進行減值測試。倘現金產生單位之可收回金額低於其賬面值，則首先分配減值虧損以減低分配至該單位之任何商譽之賬面值，其後基於該單位(或現金產生單位組別)內各項資產之賬面值按比例分配至該單位之其他資產。

於出售相關現金產生單位或現金產生單位組別內任何現金產生單位時，商譽之應佔金額乃於釐定出售之損益金額時計算在內。當本集團出售現金產生單位(或一組現金產生單位中的現金產生單位)內的業務時，所出售商譽金額按所出售業務(或現金產生單位)與所保留現金產生單位(或現金產生單位組別)部分的相對價值計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in production or supply of goods or services, or for administrative purpose are stated in the consolidated statements of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, 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, at the following rates per annum:

Leasehold improvements	Over the lease terms
Computer equipment	10%–33%
Furniture, fixtures and equipment	20%–50%
Motor vehicles	20%

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on 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.

3. 綜合財務報表編製基準及重大會計政策資料(續)

物業、廠房及設備

物業、廠房及設備為持作生產或供應商品或服務或作行政用途之有形資產，以成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

折舊乃採用直線法以撇銷資產成本減其估計可使用年期之剩餘價值按下列年率確認：

租賃物業裝修	按租期
電腦設備	10%至33%
傢俬、裝置及設備	20%至50%
汽車	20%

剩餘價值、估計可使用年期及折舊法於各報告期末檢討並於適當情況作出調整。

物業、廠房及設備項目於出售或預期持續使用有關資產將不會產生未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目產生之任何收益或虧損被釐定為資產出售所得款項與賬面值之差額，並於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment 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 acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill and are initially recognised at fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over their estimated useful lives.

Trademarks and brands 37–116 months

Both the period and method of amortisation are reviewed annually.

3. 綜合財務報表編製基準及重大會計政策資料(續)

無形資產

分開購入之無形資產

分開購入且具有限可使用年期之無形資產按成本減累計攤銷及累計減值虧損列賬。具有限可使用年期之無形資產攤銷則以直線法按其估計可使用年期確認。估計可使用年期及攤銷方法會於各報告期末檢討，而任何估計變動的影響按前瞻性基準列賬。

於業務合併時收購之無形資產

於業務合併時收購並與商譽分開確認之無形資產，會在收購日期按其公平值(視為其成本)確認。

於初步確認後，於業務合併中收購的具有限可使用年期的無形資產乃按成本減累計攤銷及任何累計減值虧損按與分開購入的無形資產相同的基準呈報。

具有限可使用年期之無形資產之攤銷則以直線法按其估計可使用年期自損益中扣除。

商標及品牌 37至116個月

攤銷之期間及方法均會每年檢討。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Intangible assets (Continued)

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, is recognised in profit or loss when the asset is derecognised.

Leases

The Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception of the contract. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

3. 綜合財務報表編製基準及重大會計政策資料(續)

無形資產(續)

終止確認無形資產

無形資產會在出售時或預期不會因使用或出售而產生未來經濟利益時終止確認。終止確認無形資產時產生之盈利及虧損(按資產出售所得款項淨額與賬面值之差額計量)會在資產終止確認時在損益中確認。

租賃

本集團會於合約開始時根據香港財務報告準則第16號的定義評估合約是否屬租賃或包含租賃。除非該合約的條款及細則隨後有更改，否則不會重新評估。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as a lessee

Allocation of consideration to components of a contract

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

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

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

租賃(續)

本集團作為承租人

將代價分配至合約組成部分

對於包含一項租賃組成部分及一項或多項額外租賃或非租賃組成部分的合約，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總和將合約代價分配至各個租賃組成部分。

作為可行權宜方法，本集團將具有相似特徵的租賃按組合基準入賬，而前提是本集團合理預期租賃組合對財務報表產生之影響不會與組合內個別租賃對其產生之影響有重大差異。

本集團亦應用可行權宜方法，並非將非租賃組成部分與租賃組成部分分開處理，而是將租賃組成部分與任何相關之非租賃組成部分作為單一租賃部分入賬。

短期租賃及低價值資產租賃

本集團對租期自開始日期起計為12個月或以內且並無包含購買選擇權的租賃，應用短期租賃確認豁免。其亦適用於低價值資產租賃的確認豁免。短期租賃的租賃付款及低價值資產租賃按直線基準於租期內確認為開支。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

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

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

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

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

3. 綜合財務報表編製基準及重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

使用權資產

使用權資產之成本包括：

- 租賃負債初步計量的金額；
- 於開始日期或以前作出的任何租賃付款，扣除任何已收租賃獎勵；
- 本集團產生的任何初步直接成本；及
- 本集團於拆除及拆遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況時估計產生的成本。

使用權資產按成本值計量，扣除任何累計折舊及減值虧損，並就任何重新計量之租賃負債作調整。

本集團於租期結束時合理確定會取得相關租賃資產所有權的使用權資產，自開始日期起至可使用年期結束期間折舊。否則，使用權資產以直線法於其估計可使用年期與租期兩者中的較短者折舊。

本集團於綜合財務狀況表中將使用權資產呈列為單獨項目。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Refundable rental deposits

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

Lease liabilities

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

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

3. 綜合財務報表編製基準及重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

可退回租賃按金

已支付的可退回租賃按金乃根據香港財務報告準則第9號入賬並按公平值初步計量。於初步確認時之公平值調整視作額外租賃付款，並計入使用權資產之成本。

租賃負債

於租賃開始日期，本集團按該日期尚未支付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃中所隱含的利率不易確定，則本集團使用租賃開始日期的增量借款利率計算。

租賃付款包括：

- 固定付款(包括實質性的固定付款)減任何應收租賃優惠；
- 按指數或利率計量之可變租賃付款；
- 根據剩餘價值擔保預期應支付之款項；
- 合理確定將由本集團行使購買權的行使價；及
- 終止租賃所支付的罰款(倘租期反映本集團行使終止權)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

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

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.
- a lease contract is modified and the lease modification is not accounted for as a separate lease (see below for the accounting policy for "lease modification").

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

開始日期後，租賃負債根據利息增加及租賃付款進行調整。

當出現以下情況，本集團將重新計量租賃負債(並就相關使用權資產作出相應調整)：

- 租期有所變動或行使購買選擇權之評估發生變化，在此情況下，相關租賃負債透過使用於重新評估日期之經修訂貼現率來貼現經修訂租賃付款而重新計量。
- 租賃付款因市場租金率變更而有所變動，在此情況下，相關租賃負債按初始折現率折現經修訂租賃付款來重新計量。
- 租賃合約已修訂且租賃修訂不作為一項單獨租賃入賬(「租賃修訂」的會計政策見下文)。

本集團在綜合財務狀況表中將租賃負債作為單獨的項目呈列。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications

The Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease component.

3. 綜合財務報表編製基準及重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

租賃修訂

本集團應用可行權宜方法。倘出現下列情況，則本集團將租賃修訂入賬列為一項獨立租賃：

- 有關修訂透過增加一項或多項相關資產使用權而增加租賃範疇；及
- 租賃代價增加，增加的金額相當於範疇增幅涉及的獨立價格及可反映特定合約情況對該獨立價格作出的任何適當調整。

就並非以獨立租賃方式入賬的租賃修訂而言，本集團基於經修改的租賃涉及的租期，透過在修訂生效日期使用經修訂貼現率貼現經修訂租賃付款，重新計量租賃負債。

本集團透過對相關使用權資產進行相應調整，將租賃負債的重新計量入賬。經修訂合約包含租賃組成部分以及一個或多個額外租賃或非租賃組成部分時，本集團根據有關租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格，將經修訂合約中的代價分配至各租賃組成部分。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the CGU to which the asset belongs. In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual CGUs, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU) for which the estimates of future cash flows have not been adjusted.

3. 綜合財務報表編製基準及重大會計政策資料(續)

物業、廠房及設備、使用權資產及無形資產(商譽除外)之減值

於各報告期末，本集團審閱其物業、廠房及設備、使用權資產及具有有限可使用年期的無形資產之賬面值，以決定該等資產有否任何減值虧損跡象。倘出現任何該等跡象，則會估計相關資產之可收回金額，以釐定減值虧損(如有)之程度。

物業、廠房及設備、使用權資產及無形資產之可收回金額個別估計。當無法個別估計可收回金額，本集團會估計資產所屬現金產生單位之可收回金額。此外，本集團評估是否有跡象顯示企業資產可能出現減值。倘存在有關跡象，當可識別合理而持續之分配基準時，企業資產亦會分配至個別現金產生單位或另行分配至可識別合理而持續分配基準之最小現金產生單位組別。

可收回金額為公平值減去出售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃以稅前貼現率貼現至其現值，該貼現率反映市場現時所評估之金錢時間值及估計未來現金流量時有未作出調整之資產(或現金產生單位)特定風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of property, plant and equipment, right-of-use assets and intangible assets other than goodwill (Continued)

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGU, with the recoverable amount of the group of CGU. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value-in-use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro-rata to the other assets of the unit or the group of CGU. An impairment loss is recognised immediately in profit or loss.

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

物業、廠房及設備、使用權資產及無形資產(商譽除外)之減值(續)

倘資產(或現金產生單位)之估計可收回金額低於其賬面值，則資產(或現金產生單位)之賬面值會調低至其可收回金額。就未能按合理一致基準分配至現金產生單位的企業資產或一部分企業資產而言，本集團會將現金產生單位組別的賬面值(包括分配至該現金產生單位組別的企業資產或一部分企業資產的賬面值)與該現金產生單位組別的可收回金額作比較。於分配減值虧損時，首先分配減值虧損以減少任何商譽之賬面值(如適用)，其後按該單位或該現金產生單位組別內各項資產之賬面值所佔比例分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高值。已另行分配至資產之減值虧損金額按比例分配至該單位或該現金產生單位組別其他資產。減值虧損乃即時於損益確認。

倘減值虧損其後撥回，資產(或現金產生單位或現金產生單位組別)之賬面值會上調至其經修訂估計可收回金額，但經上調賬面值不得超出假設資產(或現金產生單位或現金產生單位組別)於以往年度並無確認減值虧損時原應確定之賬面值。減值虧損撥回乃即時於損益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments

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

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

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具

倘集團實體成為金融工具合約條文之一方，本集團會確認金融資產及金融負債。所有常規的金融資產買賣於交易日確認及終止確認。常規的金融資產買賣指於有關市場規則或慣例設定之時限內須交付資產的金融資產買賣。

金融資產及金融負債初步按公平值計量，惟客戶合約產生之貿易應收款項初步根據香港財務報告準則第15號客戶合約收益計量除外。收購或發行金融資產及金融負債(按公平值計入損益之金融資產及金融負債除外)直接應佔之交易成本乃於初步確認時加入金融資產或金融負債之公平值或從中扣除(如適用)。收購按公平值計入損益之金融資產或金融負債直接應佔之交易成本即時於損益確認。

實際利率法為計算金融資產或金融負債攤銷成本與於有關期間內分配利息收入及利息開支之方法。實際利率為將於金融資產或金融負債預計年期或(如適用)更短期間內估計未來現金收益及付款(包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折扣)確切貼現至初步確認時賬面淨值之利率。

來自本集團日常業務過程的利息收入呈列為收益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

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

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

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融資產

金融資產的分類及其後計量

符合下列條件的金融資產其後按攤銷成本計量：

- 金融資產以旨在收取合約現金流量之業務模式持有；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及尚未償還本金額之利息。

符合下列條件的金融資產其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量：

- 金融資產以旨在同時出售及收取合約現金流量之業務模式持有；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及尚未償還本金額之利息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

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

A financial asset is held for trading if:

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

除於初步確認金融資產日期本集團可不可撤銷地選擇於其他全面收益呈列股權投資的公平值其後變動外(倘該股權投資並非持作買賣或收購方於香港財務報告準則第3號業務合併(「**香港財務報告準則第3號**」)適用的業務合併確認的或然代價),所有其他金融資產其後按公平值計入損益計量。

倘金融資產屬下列情況,則歸類為持作買賣用途:

- 主要為於近期內出售而購入;或
- 於初步確認時,構成本集團合併管理之已識別金融工具組合一部分,且近期出現實際短期獲利之模式;或
- 屬於未被指定之衍生工具,並可有效作為對沖工具。

此外,倘可消除或大幅減少會計錯配,本集團可不可撤銷地將須按攤銷成本或按公平值計入其他全面收益計量的金融資產指定為按公平值計入損益計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

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

(ii) Financial assets at FVTPL

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(i) 攤銷成本及利息收入

本集團採用實際利率法就其後按攤銷成本計量的金融資產及其後按公平值計入其他全面收益計量的債務工具／應收款項確認利息收入。利息收入透過對金融資產(其後出現信貸減值之金融資產除外)之賬面總值應用實際利率計算，利息收入自下一個報告期起透過對金融資產的攤銷成本應用實際利率確認。倘出現信貸減值之金融工具的信貸風險有所改善以致於有關金融資產不再出現信貸減值，則利息收入乃於釐定該資產不再出現信貸減值後的報告期初起，透過向金融資產之賬面總值應用實際利率確認。

(ii) 按公平值計入損益之金融資產

不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益計量的準則的金融資產按公平值計入損益計量。

按公平值計入損益的金融資產按各報告期末的公平值計量，任何公平值收益或虧損於損益中確認。於損益中確認的損益淨額不包括該金融資產所賺取的任何股息或利息，並計入「按公平值計入損益之金融資產(虧損)／收益淨額」一項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables, deposits and other receivables, factoring receivables, lease receivables, loan receivables and cash and cash equivalents) which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group’s historical credit loss experiences, 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 under simplified approach. The ECL on these receivables are assessed individually for debtors with significant balances.

For all other financial instruments, including factoring receivables, loan receivables, lease receivables, other receivable, deposits and cash and cash equivalents, the Group measures the loss allowance equal to 12m ECL, unless when 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. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值

本集團就根據香港財務報告準則第9號面臨減值的金融資產(包括貿易應收款項、按金及其他應收款項、保理應收款項、租賃應收款項、應收貸款以及現金及現金等值項目)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自初步確認以來的信貸風險變動。

全期預期信貸虧損指於相關工具的預期年期內的所有可能違約事件產生的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期將於報告日期後12個月內可能發生的違約事件產生的部分全期預期信貸虧損。本集團乃根據其歷史信貸虧損經驗作出評估，並就債務人特定因素、整體經濟狀況及對於報告日期的當前狀況以及未來狀況預測評估作出調整。

本集團一直根據簡化法就貿易應收款項確認全期預期信貸虧損。就結餘重大的應收賬款而言，該等應收款項的預期信貸虧損乃個別評估。

就所有其他金融工具(包括保理應收款項、應收貸款、租賃應收款項、其他應收款項、按金以及現金及現金等值項目)而言，本集團按等於12個月預期信貸虧損計量虧損撥備，除非信貸風險自初步確認以來已出現顯著增加，於該情況下，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步確認以來發生違約的可能性或風險大幅增加進行。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (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;

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著增加

於評估自初步確認以來信貸風險是否顯著增加時，本集團會比較金融工具於報告日期發生違約的風險與該金融工具於初步確認日期發生違約的風險。於進行該評估時，本集團會考慮合理且有理據的定量及定性資料，包括毋須付出不必要的成本或努力即可獲得的過往經驗及前瞻性資料。

尤其是，在評估信貸風險是否顯著增加時會考慮以下資料：

- 金融工具的外部(如適用)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如信貸息差及債務人的信貸違約掉期價格大幅增加；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

- 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.

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 180 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.

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著增加(續)

- 預計會造成債務人償債能力大幅下降的業務、財務或經濟狀況的現有或預期不利變化；
- 債務人經營業績的實際或預期顯著惡化；
- 導致債務人償債能力大幅下降的債務人監管、經濟或科技環境的實際或預期重大不利變化。

無論上述評估的結果如何，本集團假設倘合約付款逾期超過180天，則信貸風險自初步確認以來已顯著上升，除非本集團有能說明信貸風險並未顯著上升之合理可靠資料，則作別論。

本集團定期監控用以識別信貸風險是否顯著增加的標準的效用，並修訂標準(如適用)以確保標準能在金額逾期前識別信貸風險顯著增加。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(ii) Definition of default

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

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 240 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(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:

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(ii) 違約的定義

就內部信貸風險管理而言，本集團認為，倘內部生成或自外部來源獲得的資料顯示債務人不太可能向其債權人(包括本集團)悉數付款(不考慮本集團持有的任何抵押品)，則出現違約事件。

無論上述情形如何，本集團認為，倘金融資產逾期超過240天，則發生違約事件，除非本集團有能說明更寬鬆的違約標準更為合適的合理可靠資料，則作別論。

(iii) 信貸減值金融資產

當發生一宗或以上對金融資產估計未來現金流量有不利影響的事件時，金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets (Continued)

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) 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, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. 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. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iii) 信貸減值金融資產(續)

- (a) 發行人或借款人存在嚴重財政困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 借款人的貸款人因與借款人出現財政困難有關的經濟或合約理由而向借款人授予貸款人原本不會考慮的優惠條件；
- (d) 借款人有可能破產或進行其他財務重組；或
- (e) 由於財務困難致使金融資產的活躍市場消失。

(iv) 撤銷政策

倘有資料顯示交易對手陷入嚴重財政困難且無現實收回預期，例如，交易對手被清盤或進行破產程序，或就貿易應收款項而言，款項逾期超過兩年(以較早發生者為準)，本集團會撤銷金融資產。在考慮法律意見(如適用)後，已撤銷金融資產仍可根據本集團的收回程序實施強制執行。撤銷構成終止確認事件。其後收回的任何款項於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (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 adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for 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 all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約虧損率(即倘發生違約的虧損程度)及違約風險敞口的函數。違約概率及違約虧損率的評估乃根據經前瞻性資料調整的歷史數據作出。預期信貸虧損的估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而釐定。

本集團使用實際可行權宜方法運用撥備矩陣估計貿易應收款項的預期信貸虧損，計及過往信貸損失經驗，並就毋須付出過多成本或努力即可獲得的前瞻性資料作出調整。

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

利息收入乃按金融資產的賬面總值計算，除非該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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (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 trade receivables, lease receivables, factoring receivables and loan receivables where the corresponding adjustment is recognised through an impairment allowance account.

Derecognition of financial assets

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

本集團透過調整所有金融工具之賬面值確認其於損益中的減值收益或虧損，惟不包括貿易應收款項、租賃應收款項、保理應收款項及應收貸款，其相應調整透過減值撥備賬確認。

終止確認金融資產

本集團僅於自資產收取現金流量之合約權利已屆滿，或於本集團已將金融資產及其擁有權之絕大部分風險及回報轉移至另一實體，方始終止確認金融資產。倘本集團既無轉移亦無保留擁有權之絕大部分風險及回報，且繼續控制已轉讓資產，則本集團會確認其於資產中之保留權益及其可能須支付之相關負債金額。倘本集團保留已轉讓之金融資產擁有權之絕大部分風險及回報，則本集團會繼續確認金融資產，並就已收所得款項確認有抵押品之借貸。

於終止確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價之總和之差額會於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Modification of financial assets

Where the original contractual terms of a financial asset have been modified for credit reasons and the instrument has not been derecognised (an instrument is derecognised when a modification results in a change in cash flows that the Group would consider substantial), the resulting modification loss is recognised in profit or loss with a corresponding decrease in the gross carrying value of the asset.

Expected credit loss for modified financial assets that have not been derecognised and are not considered to be credit-impaired will be recognised on a 12-month basis, or a lifetime basis, if there is a significant increase in credit risk. These assets are assessed to determine whether there has been a significant increase in credit risk subsequent to the modification. In addition to the recognition of modification gains and losses, the revised carrying value of modified financial assets will impact the calculation of expected credit losses, with any increase or decrease in expected credit loss recognised.

Financial liabilities and equity instruments

Classification as debt or equity

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融資產(續)

修訂金融資產

倘金融資產的原合約條款因信貸原因而被修訂，且工具並無終止確認(倘修訂導致本集團認為屬重大的現金流量變動，則終止確認工具)，則所產生的修訂虧損於損益中確認，並相應減少該資產的賬面總值。

倘經修訂金融資產並無終止確認且不被視為出現信貸減值，該等資產的預期信貸虧損將按12個月基準確認，惟倘信貸風險大幅增加，則按全期基準確認。本集團會就該等資產進行評估，以釐定修訂後信貸風險有否大幅增加。除確認修訂收益及虧損外，經修訂金融資產的經修改賬面值將影響預期信貸虧損的計算，其中預期信貸虧損的任何增加或減少均予以確認。

金融負債及股本工具

分類為債務或權益

債務及股本工具乃根據合約安排之實質內容以及金融負債與股本工具之定義分類為金融負債或權益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Equity instrument

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

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

Financial liabilities at FVTPL

Financial liabilities are classified as FVTPL when the financial liabilities is contingent consideration that may be paid by an acquirer as part of a business combination to which HKFRS 3 applies.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融負債及股本工具(續)

股本工具

股本工具為可證明經扣除所有負債後於實體資產剩餘權益之任何合約。集團實體發行之股本工具按已收所得款項扣除直接發行成本確認。

購回本公司自身股本工具乃直接於權益中確認及扣除。本公司概無就購買、出售、發行或註銷自身股本工具而於損益中確認收益或虧損。

金融負債

所有金融負債其後使用實際利率法按攤銷成本計量或按公平值計入損益計量。

按公平值計入損益之金融負債

當金融負債乃收購方可能支付之或然代價(作為香港財務報告準則第3號適用之業務合併之一部分)，其會被分類為按公平值計入損益。

按公平值計入損益之金融負債按公平值計量，而重新計量所產生任何收益或虧損則於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at FVTPL (Continued)

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss, instead, they are transferred to retained earnings upon derecognition of the financial liability.

Financial liabilities at amortised cost

Other financial liabilities (including trade payables, accruals and other payables, corporate bonds and lease liabilities) are subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融負債及股本工具(續)

按公平值計入損益之金融負債(續)

就指定為按公平值計入損益之金融負債而言，因有關負債信貸風險變動造成的金融負債公平值變動金額於其他全面收益中確認，除非於其他全面收益確認該負債信貸風險變動影響會導致或擴大損益之會計錯配。於其他全面收益確認之金融負債信貸風險造成的公平值變動其後不會重新分類至損益，而是於終止確認金融負債時轉撥至保留盈利。

按攤銷成本計值之金融負債

其他金融負債(包括貿易應付款項、應計費用及其他應付款項、公司債券及租賃負債)於其後採用實際利率法按攤銷成本計量。

終止確認金融負債

當且僅當本集團的義務被解除、取消或到期時，本集團才終止確認金融負債。終止確認之金融負債之賬面值與已付及應付代價之差額於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Derecognition of financial liabilities (Continued)

The Group accounts for an exchange with a lender of a financial liability with substantially different terms as an extinguishment of the original financial liability and the recognition of a new financial liability. A substantial modification of the terms of an existing financial liability or a part of it (whether or not attributable to the financial difficulty of the Group) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

The Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融負債及股本工具(續)

終止確認金融負債(續)

本集團將與金融負債的貸款人按有重大差異之條款進行之替換，入賬列作抵銷原有金融負債及確認新金融負債。現有金融負債或其部分的條款作出重大修訂(無論是否由於本集團出現財困)，乃入賬列為抵銷原有金融負債及確認新金融負債。

本集團認為，倘根據新條款計算現金流量經貼現現值(包括任何已付費用減任何已收並使用原先實際利率貼現的任何費用)與原有金融負債剩餘現金流量的經貼現現值相差至少10%，則有關條款屬有重大差異。因此，有關債務工具交換或修訂條款乃入賬列作抵銷，而所產生的任何成本或費用則確認為抵銷的收益或虧損部分。倘有關差額少於10%，則替換或修訂被視為非重大修訂。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Derecognition of financial liabilities (Continued)

Non-substantial modifications of financial liabilities

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

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

Embedded derivatives

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

金融負債及股本工具(續)

終止確認金融負債(續)

金融負債的非重大修訂

就不導致終止確認的金融負債非重大修訂而言，相關金融負債的賬面值將按經修訂合約現金流的現值計算，並按金融負債的原先實際利率貼現。所產生的交易成本或費用調整至經修訂金融負債的賬面值，並在餘下期間攤銷。金融負債賬面值的任何調整於修訂日期在損益中確認。

衍生金融工具

衍生工具以衍生合約簽訂當日的公平值進行初始確認，並於各報告期末以公平值進行後續重新計量。所產生收益或虧損於損益中確認。

嵌入衍生工具

對於含有香港財務報告準則第9號界定範圍內金融資產主體的混合合約，嵌入的衍生工具不會視為單獨的衍生工具。整個混合合約進行分類並於其後按攤銷成本或按公平值(如適用)計量。

對於並非香港財務報告準則第9號界定範圍內金融資產的非衍生主合約，嵌入的衍生工具如符合衍生工具的定義則被視為獨立衍生工具，其風險及特點與主合約並無密切關係及主合約的計量並非按公平值計入損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Derivative financial instruments (Continued)

Embedded derivatives (Continued)

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories is determined on 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.

Cash and cash equivalents

Cash and cash equivalents comprise of cash on hand, cash at bank and other financial institutions which are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired.

3. 綜合財務報表編製基準及重大會計政策資料(續)

金融工具(續)

衍生金融工具(續)

嵌入衍生工具(續)

一般而言，獨立於主合約的單一工具內的多項嵌入衍生工具乃視作單一複合嵌入衍生工具，除非該等嵌入衍生工具與不同的風險承擔有關且彼此之間可即時分離及獨立。

存貨

存貨按成本與可變現淨值兩者中之較低者列賬。存貨成本以先進先出法釐定。可變現淨值為存貨的估計售價減所有估計完工成本及銷售所需成本。銷售所需成本包括直接與銷售有關的增量成本及本集團為進行銷售而必須承擔的非增量成本。

現金及現金等值項目

現金及現金等值項目包括手頭現金、銀行及其他金融機構現金(可隨時轉換為已知數額現金，價值變動風險極低及一般於購入後三個月內到期)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

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

Except for granting of a licence that is distinct from other promised goods or services, control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of following criteria is met:

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

客戶合約收益

本集團於完成履約責任時(或就此)確認收益，即於特定履約責任相關之商品或服務之「控制權」移交客戶之時。

履約責任指特定的一個商品或一項服務(或一批商品或服務)或一系列大致相同的特定商品或服務。

除非授出有別於其他承諾商品或服務的授權，當控制權隨時間轉移，而倘符合以下其中一項標準，則收益乃參照完成相關履約責任的進度按時間確認：

- 客戶於本集團履約時同時取得並耗用本集團履約所提供的利益；
- 本集團的履約建立及增加客戶於本集團履約時控制的資產；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團有強制執行權收取迄今已履約部分的款項。

否則，收益於客戶獲得特定商品或服務的控制權的時間點確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers (Continued)

For granting of a licence that is distinct from other promised goods or services, the nature of the Group's promise in granting a licence is a promise to provide a right to access the Group's intellectual property if all of the following criteria are met:

- the contract requires, or the customer reasonably expects, that the Group will undertake activities that significantly affect the intellectual property to which the customer has rights;
- the rights granted by the licence directly expose the customer to any positive or negative effects of the Group's activities; and
- those activities do not result in the transfer of a good or a service to the customer as those activities occur.

If the criteria above are met, the Group accounts for the promise to grant a licence as a performance obligation satisfied over time. Otherwise, the Group considers the grant of licence as providing the customers the right to use the Group's intellectual property and the performance obligation is satisfied at a point in time at which the licence is granted.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

3. 綜合財務報表編製基準及重大會計政策資料(續)

客戶合約收益(續)

就授出有別於其他承諾商品或服務的授權而言，倘符合下列所有標準，則本集團承諾授出授權的性質為提供取得本集團知識產權之權利的承諾：

- 合約規定或客戶合理預期，本集團將開展對客戶有權享有之知識產權有重大影響之活動；
- 客戶因授權授出的權利而直接承擔本集團活動之任何正面或負面影響；及
- 該等活動發生時不會導致貨品或服務轉讓予客戶。

倘符合上述標準，本集團將授出授權的承諾入賬列為隨時間達成的履約責任。否則，本集團將授出授權視作向客戶提供使用本集團知識產權之權利，而履約責任於授出授權之時間點達成。

合約資產指本集團已就轉讓商品或服務予客戶收取代價而未成為無條件的權利。合約資產根據香港財務報告準則第9號評估減值。相反，應收款項指本集團無條件收取代價的權利，即代價付款到期前僅需隨時間推移。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers (Continued)

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

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligations, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

3. 綜合財務報表編製基準及重大會計政策資料(續)

客戶合約收益(續)

合約負債指本集團因已向客戶收取代價(或代價金額到期應付)而須向客戶轉讓商品或服務的責任。

與同一份合約相關的合約資產及合約負債按淨額基準列賬及呈列。

包含多個履約責任(包括分配交易價格)的合約

就包含超過一項履約責任的合約而言，本集團按相對單獨銷售價格基準對各履約責任分配交易價格。

各履約責任相關特定商品或服務的單獨售價於合約訂立時釐定。該價格為本集團向客戶出售允諾商品或服務的單獨售價。倘單獨售價無法直接觀察得出，本集團使用合適的技巧作出估計，讓最終分配至任何履約責任的交易價格反映本集團向客戶轉讓允諾商品或服務而預期交換可得的代價金額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers (Continued)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to data relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

As a practical expedient, if the Group has a right to consideration in an amount that corresponds directly with the value of the Group's performance completed to date, the Group recognises revenue in the amount to which the Group has the right to invoice.

Principal versus agent

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

客戶合約收益(續)

隨時間確認收益：計算完全達成履約責任的進度

產量法

完全達成履約責任的進度按產量法計量，即根據直接計量迄今已轉移予客戶之商品或服務與合約項下承諾提供的餘下商品或服務價值相比較以確認收入，此最能反映本集團於轉移商品或服務的控制權的履約情況。

作為可行權宜方法，倘本集團有權收取與迄今為止本集團已履約價值直接相關金額之代價，則本集團按有權開具發票的金額確認收益。

主事人與代理

倘另一方向客戶提供商品或服務，本集團會釐定其承諾性質是否為其本身提供特定商品或服務的履約責任(即本集團為主體)，或安排另一方提供該等商品或服務(即本集團為代理)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers (Continued)

Principal versus agent (Continued)

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

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

For trading of wine and daily supplies that is incidental to the cultural and entertainment segment in the People's Republic of China (the "PRC"), the Group determines if it acted as the principal by considering its primarily obligation in a transaction, e.g. inventory risk or latitude in establishing prices and selecting suppliers.

- Selecting suppliers — the Group performs supplier due diligence before contracting with the wine distributors and promoting the wine products to the customers. The Group selects the suppliers based on the unit price and number of purchase units.

3. 綜合財務報表編製基準及重大會計政策資料(續)

客戶合約收益(續)

主事人與代理(續)

倘本集團於向客戶轉移特定商品或服務前控制該商品或服務，則本集團為主體。

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

就中華人民共和國(「中國」)文化及娛樂分部附帶的洋酒及日常用品貿易而言，本集團通過考慮其於交易中的主要責任(如存貨風險或確定價格及選擇供應商的自由)，釐定其是否擔任主事人。

- 選擇供應商 — 本集團於與洋酒分銷商訂約並向客戶推廣洋酒產品前，會進行供應商盡職調查。本集團根據單價及採購單位數目選擇供應商。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers (Continued)

Principal versus agent (Continued)

- Establishing prices — the Group could determine the selling price of the wine and liquors by itself within a range of the suggested selling price. The credit period offered by the suppliers is usually 15 days and the credit period the Group offer to the customers is 6 months. As such, the Group need to bear the credit risk.
- Inventory risk — the Group stored inventories in the warehouse before the wine has been transferred to customer. Before such transfer, the Group need to bear the cost of damaged products and has the ability and is free to direct the use of and obtain substantially all of the benefits from the purchased wine before it is transferred to the customers.

Management of the Group considers that the Group is acting as a principal in the Trading Business because it obtains control of the wine and liquor and daily supplies before they are transferred to customers. Therefore, trading revenue was recognised in the gross amount of consideration..

Taxation

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

客戶合約收益(續)

主事人與代理(續)

- 確定價格—本集團可在建議售價範圍內自行釐定洋類及酒類售價。供應商提供的信貸期通常為15日，而本集團向客戶提供的信貸期為6個月。因此，本集團需承擔信貸風險。
- 存貨風險—洋酒轉移至客戶前，本集團會將存貨存入倉庫。本集團進行有關轉移前需承擔產品受損的成本，而於所購買洋酒轉移至客戶前，本集團有能力及可自由直接使用有關洋酒，並從所購買洋酒中獲得絕大部分利益。

本集團管理層認為，本集團擔任貿易業務的主事人，原因是其於洋酒及酒類以及日常用品轉移至客戶前取得控制權。因此，貿易收益於代價總額中確認。

稅項

所得稅開支指即期應付稅項及遞延稅項之總和。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Taxation (Continued)

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit/loss before tax" 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

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. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

3. 綜合財務報表編製基準及重大會計政策資料(續)

稅項(續)

即期稅項

即期應付稅項乃根據應課稅年度溢利計算。由於在其他年度之應課稅收入或可扣減開支項目以及毋須課稅或不可扣減項目，應課稅溢利有別於「除稅前溢利／虧損」。本集團之即期稅項負債乃採用於報告期末已頒佈或實際已頒佈之稅率計算。

遞延稅項

遞延稅項按綜合財務報表內資產與負債賬面值與計算應課稅溢利時採用之相應稅基間之暫時差額確認。一般而言，本集團會就所有應課稅暫時差額確認遞延稅項負債。倘若可能出現可利用可扣減暫時差額之應課稅溢利，則一般會就所有可扣減暫時差額確認遞延稅項資產。若暫時差額乃源於一項交易(業務合併除外)中初步確認資產與負債，而該交易並無影響應課稅溢利或會計溢利，則不會確認有關遞延稅項資產與負債。此外，倘暫時差額乃源自初步確認商譽，則不會確認遞延稅項負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Taxation (Continued)

Deferred tax (Continued)

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.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (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.

3. 綜合財務報表編製基準及重大會計政策資料(續)

稅項(續)

遞延稅項(續)

本集團就與於附屬公司及聯營公司之投資以及於合營公司之權益相關之應課稅暫時差額確認遞延稅項負債，除非本集團有能力控制暫時差額之撥回及暫時差額有可能在可見將來不會被撥回則除外。與該等投資及權益相關之可扣減暫時差額所產生之遞延稅項資產，僅於可能有足夠應課稅溢利可供使用暫時差額之利益，且預期於可見將來撥回時方予確認。

本集團於各報告期末審閱遞延稅項資產之賬面值，並於不再有可能產生足夠應課稅溢利令有關資產被全部或部分收回時調低。

遞延稅項資產及負債乃根據報告期末前已頒佈或實際已頒佈之稅率(及稅法)，按償還負債或變現資產之期間預期適用之稅率計量。

遞延稅項負債及資產之計量反映按照本集團預期於報告期末收回其資產或結算其負債之賬面值之方式計算而得出之稅務結果。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Taxation (Continued)

Deferred tax (Continued)

For the purpose 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.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 綜合財務報表編製基準及重大會計政策資料(續)

稅項(續)

遞延稅項(續)

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就租賃交易(其稅項扣減歸屬於租賃負債)而言，本集團對租賃交易整體應用香港會計準則第12號之規定。使用權資產與租賃負債之暫時性差額以淨額估算。使用權資產折舊超過租賃負債本金部分之金額會導致可扣除暫時性淨差額。

當有合法可執行權利可將即期稅項資產與即期稅項負債抵銷，且與由同一稅務機關向同一應課稅實體徵收之所得稅有關時，則遞延稅項資產及負債可互相對銷。

本年度即期及遞延稅項

即期及遞延稅項乃於損益中確認，惟當該等稅項與其他全面收益或直接於權益確認之項目有關，在此情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。就因對業務合併進行初始會計處理而產生之即期稅項或遞延稅項而言，稅務影響乃計入業務合併之會計處理內。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Employee benefits

Retirement benefits cost

The Group participates in defined contribution retirement schemes for its employees in Hong Kong, the PRC and overseas. The Group operates a Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for employees employed under the jurisdiction of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF Scheme vest immediately.

Pursuant to the relevant labour rules and regulations in the PRC, employees of the Group in the PRC participated in the central pension scheme (the “Central Pension Scheme”), which is a defined contribution plan administered by the PRC government, whereby the Group is required to make contributions to the Central Pension Scheme based on certain percentages of the employees’ salaries. The local government authorities are responsible for the entire pension obligations payable to the retired employees. Contributions made to the Central Pension Scheme vest immediately.

During the years ended 30 June 2024 and 2023, there was no contributions forfeited by the Group on behalf of its employees who leave the plan prior to vesting fully in such contribution, nor had there been any utilisation of such forfeited contributions to reduce future contributions. As at 30 June 2024 and 2023, no forfeited contribution under the retirement benefits schemes of the Group is available to reduce the contribution payable in future years.

3. 綜合財務報表編製基準及重大會計政策資料(續)

僱員福利

退休福利成本

本集團為其香港、中國及海外僱員參與定額供款退休計劃。本集團根據香港法例第485章強制性公積金計劃條例規定，為於香港法例第57章僱傭條例之管轄下僱用之僱員提供強制性公積金計劃(「強積金計劃」)。強積金計劃乃由獨立受託人管理之定額供款退休計劃。根據強積金計劃，僱主及其僱員須各自按僱員相關收入之5%向強積金計劃供款，上限為每月有關收入30,000港元。強積金計劃供款即時歸屬。

根據中國相關勞工規則及規例，本集團之中國僱員參與中央退休金計劃(「中央退休金計劃」)，該計劃乃由中國政府管理之定額供款計劃，本集團須按僱員薪金之若干百分比向中央退休金計劃供款。地方政府機關負責承擔應付退休僱員之整個退休金責任。中央退休金計劃供款即時歸屬。

截至二零二四年及二零二三年六月三十日止年度，本集團並無代表於有關供款全面歸屬前退出計劃的僱員沒收任何供款，並無動用有關沒收供款降低未來供款。於二零二四年及二零二三年六月三十日，本集團之退休福利計劃項下並無沒收供款可供降低未來年度之應付供款。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Employee benefits (Continued)

Share-based payments

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

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 grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share option reserve).

At the end of the reporting period, the Group revised its estimates of the number of equity instruments that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share option reserve transferred to retained profits

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 the share option 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 option reserve will be transferred to retained earnings.

3. 綜合財務報表編製基準及重大會計政策資料(續)

僱員福利(續)

股份付款

以權益結算股份付款交易

向僱員授出購股權

向僱員及其他提供類似服務的人士作出之以權益結算股份付款乃按股本工具於授出日期的公平值計量。

倘於指定歸屬條件達成後方授出購股權，所獲取服務的公平值乃經參考已授出購股權於授出日期的公平值釐定，於歸屬期間按直線法基準支銷，並於權益(購股權儲備)中作出相應增加。

於報告期末，本集團對其預期最終將會歸屬之股本工具數目的估計作出修訂。修訂初始估計的影響(如有)於損益內確認，故此，累計開支反映了經修訂估計，以及已轉撥至保留溢利之購股權儲備的相應調整。

就於授出日期即時歸屬的購股權而言，已授出購股權的公平值乃即時於損益支銷。

倘購股權獲行使，先前於購股權儲備確認的金額將轉撥至股本及股份溢價。倘購股權於歸屬日期後遭沒收或於到期日仍未獲行使，先前於購股權儲備確認的金額將轉撥至保留盈利。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Borrowing costs

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

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

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

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).

3. 綜合財務報表編製基準及重大會計政策資料(續)

借貸成本

所有借貸成本均於產生期間於損益內確認。

政府補貼

於合理確定本集團將會符合政府補貼的所有附帶條件並將會獲得補貼時，方會確認政府補貼。

政府補貼乃於本集團確認有關開支(擬以補助補償的相關成本開支)期間按系統化基準於損益內確認。作為已產生的開支或虧損的補償而應收的政府補貼，或為向本集團提供即時財務支持且無日後相關成本的款項，於其應收期間在損益內確認。

撥備

當本集團因過往事件而須承擔現時責任(不論屬法律或推定責任)，且本集團可能須清償該責任，並可就該責任金額作出可靠估計，即確認撥備。

計及有關責任之風險及不明朗因素後，確認為撥備之金額為清償報告期末之現時責任所需代價之最佳估計。當使用估計用以清償現時責任之現金流量計量撥備，其賬面值為該等現金流量之現值(當金錢之時間價值影響重大)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent asset is not recognised but is disclosed when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at 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 at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 綜合財務報表編製基準及重大會計政策資料(續)

或然負債及或然資產

或然負債指因過往事件而可能引起之責任，此等責任須視乎某一宗或多宗不明朗未來事件會否發生方能確認，而本集團並不能完全控制此等事件是否發生。或然負債亦可能為因過往事件而引致之現時責任，但由於可能毋須消耗經濟資源，或責任金額未能可靠地計量而並無確認。或然負債不會被確認，但會加以披露。當消耗資源之機率改變，可能導致出現資源消耗時，此等負債將被確認為撥備。

或然資產是指因過往事件而可能產生之資產，此等資產須視乎某一宗或多宗不明朗未來事件會否發生方能確認，而本集團並不能完全控制此等未來事件是否發生。或然資產不會被確認，但會於可能獲得經濟效益時披露。於幾乎可肯定會獲得經濟效益時，資產方獲確認。

外幣

於編製集團旗下個別實體之財務報表時，採用該實體功能貨幣以外之貨幣(外幣)進行之交易，一律以交易日現行匯率確認。於報告期末，以外幣計值之貨幣項目以該日之現行匯率重新換算。以外幣計值且以公平值入賬之非貨幣項目，以公平值釐定當日之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目概不重新換算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Foreign currencies (Continued)

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, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in associates.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign 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 at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

3. 綜合財務報表編製基準及重大會計政策資料(續)

外幣(續)

結算貨幣項目及重新換算貨幣項目時產生之匯兌差額於產生期間之損益內確認，惟應收或應付海外業務之貨幣項目匯兌差額除外，其結算並無計劃及不大可能出現(因此組成部分海外業務之投資淨值)，該差額於其他全面收益初步確認及於出售或部分出售本集團於聯營公司之權益時由權益重新分類至損益。

為呈列綜合財務報表，本集團海外業務之資產和負債均以各報告期末之現行匯率換算為本集團呈列貨幣(即港元)。收入與開支項目均按期內平均匯率換算，惟倘期內匯率大幅波動，則使用交易當日之匯率。所產生匯兌差額(如有)於其他全面收益中確認，並累計入權益項下之匯兌儲備(視情況由非控股權益應佔)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Foreign currencies (Continued)

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

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

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

3. 綜合財務報表編製基準及重大會計政策資料(續)

外幣(續)

當出售海外業務(即出售本集團海外業務之全部權益或出售涉及失去包括海外業務之附屬公司控制權或部分出售於包括其保留權益成為金融資產之海外業務之合營安排或聯營公司之權益),本公司擁有人應佔業務而於權益累計之所有匯兌差額重新分類至損益。

此外,倘部分出售一間附屬公司並不會導致本集團失去對該附屬公司之控制權,按比例所佔累計匯兌差額乃重新歸於非控股權益,且不會於損益中確認。就所有其他部分出售(即並不導致本集團失去重大影響力或共同控制權之聯營公司或合營安排部分出售)而言,按比例所佔之累計匯兌差額乃重新分類至損益。

收購海外業務時所產生之商譽及已收購可識別資產及已承擔負債公平值調整被視為海外業務之資產和負債,並於各報告期末按現行匯率換算。所產生匯兌差額於其他全面收益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Related parties

- (i) A person or a close member of that person's family, is related to the Group if that person:
- (1) has control or joint control of the Group;
 - (2) has significant influence over the Group; or
 - (3) is a member of the key management personnel of the Group or a parent of the Group.
- (ii) An entity is related to the Group if any of the following conditions applies:
- (1) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (2) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (3) both entities are joint ventures of the same third party.
 - (4) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.

3. 綜合財務報表編製基準及重大會計政策資料(續)

關聯方

- (i) 倘屬以下人士或其關係密切之家庭成員，則與本集團有關聯：
- (1) 控制或共同控制本集團；
 - (2) 對本集團有重大影響力；或
 - (3) 為本集團或本集團母公司之管理層要員。
- (ii) 倘符合下列任何條件，則實體與本集團有關聯：
- (1) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)。
 - (2) 一間實體為另一實體之聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
 - (3) 兩間實體均為同一第三方之合營企業。
 - (4) 一間實體為某一第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Related parties (Continued)

- (ii) An entity is related to the Group if any of the following conditions applies: (Continued)
- (5) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (6) the entity is controlled or jointly-controlled by a person identified in (i).
 - (7) a person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (8) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

3. 綜合財務報表編製基準及重大會計政策資料(續)

關聯方(續)

- (ii) 倘符合下列任何條件，則實體與本集團有關聯：(續)
- (5) 該實體為本集團或與本集團有關之實體就僱員福利而設立之離職後福利計劃。倘本集團本身是該計劃，提供資助的僱主亦與本集團有關聯。
 - (6) 該實體由(i)所定義之人士控制或共同控制。
 - (7) (i)(1)所定義之人士對該實體有重大影響力或該人士為該實體(或該實體之母公司)之管理層要員。
 - (8) 該實體或該實體所屬集團之任何成員公司為本集團或本集團之母公司提供管理層要員服務。

一名人士之關係密切家庭成員是指在與實體之交易中可能預期對該名人士構成影響或受其影響之家庭成員，包括：

- (a) 該名人士之子女及配偶或家庭夥伴；
- (b) 該名人士之配偶或家庭夥伴之子女；及
- (c) 該名人士或該名人士之配偶或家庭夥伴之受養人。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

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 maker ("CODM") 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.

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 of the Company 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 associated 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 on-going 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.

3. 綜合財務報表編製基準及重大會計政策資料(續)

分部報告

經營分部及綜合財務報表所呈報各分部項目的金額，按定期向本集團主要經營決策者(「主要經營決策者」)提供以向本集團各業務範疇及地區分配資源以及評估其表現的財務資料劃分。

個別重大經營分部不會因財務報告而進行合併，除非分部具有類似的經濟特質，以及其產品及服務性質、生產過程性質、客戶類型或級別、派發產品或提供服務的方式及監管環境性質類似。倘非個別重大經營分部符合上述大部分準則，則可能進行合併。

4. 關鍵會計判斷及估計不明朗因素之主要來源

於應用附註3所述的本集團會計政策時，本公司董事須對無法從其他來源得知的資產及負債的賬面值作出判斷、估計及假設。估計及相關假設乃按過往經驗及其他被認為相關的因素而作出。實際結果可能與該等估計存在差異。

估計及相關假設會持續進行審閱。對會計估計之修訂乃於估計修訂期間(倘修訂只影響該期間)或修訂期間及未來期間(倘修訂影響本期間及未來期間)予以確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations, that the directors of the Company have made in the process of applying the Group's accounting policies and that have most significant effect on the amounts recognised in the consolidated financial statements.

Determining whether the Group is acting as a principal or as an agent in trading of goods

Management of the Group considered that the Group is acting as a principal in this business because it obtains control of the products sold before they are transferred to customers. If control is unclear, when the Group is primarily obligated in a transaction, is subject to inventory risk, has latitude in establishing prices and selecting suppliers, or has several but not all of these indicators, gross amount of the sales and cost of sales are recorded. In determining whether the Group is acting as a principal or as an agent, management is required to exercise significant judgements and to consider all relevant facts and circumstances of the business.

Going concern consideration

The directors of the Company have prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the foreseeable future, which is a critical judgement that has the most significant effect on the amounts recognised in the consolidated financial statements. The assessment of the going concern assumption involves making a judgment by the directors of the Company, about the future outcome of events or conditions which are inherently uncertain. The directors of the Company consider that, after taking into account of all major events or conditions, which may give rise to business risks, that individually or collectively may cast significant doubt upon the going concern assumption as set out in note 3 to the consolidated financial statements, the Group has the capability to continue as a going concern.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

應用會計政策之關鍵判斷

下列為本公司董事於應用本集團會計政策過程中作出之關鍵判斷(涉及估計者除外)，該等判斷對綜合財務報表所確認金額具最重大影響。

釐定本集團於商品貿易中是否擔任委託人或代理人

本集團管理層認為，本集團於此業務中擔任委託人，原因是其於所售產品轉移予客戶前獲得有關產品的控制權。倘控制權不確定，本集團於交易中承擔主要責任、面臨存貨風險、可自由確立價格及選擇供應商，或具有多個而非所有該等指標時，則記錄銷售總額及銷售成本。於釐定本集團是否擔任委託人或代理人時，管理層須行使重大判斷並考慮所有相關事實及營商環境。

持續經營考慮

本公司董事編製綜合財務報表時已假設本集團在可見將來將能持續經營，其為一項關鍵判斷，對綜合財務報表內確認的款項影響最大。持續經營假設之評估涉及本公司董事對本身具不確定性之未來事件結果或狀況作出判斷。經考慮可能產生業務風險而個別或共同對綜合財務報表附註3所載持續經營假設造成重大疑問之所有主要事件或狀況後，本公司董事認為本集團有能力持續經營。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

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 may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Income taxes

The Group is subject to income taxes in various tax authorities. Significant judgement is required in determining the provision for income taxes and the timing of payment of the related tax. There are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax provision in the period in which such determination is made.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素主要來源

下列為關於未來之主要假設，以及於報告期末估計不明朗因素之其他主要來源，因而可能存在於下個財政年度對資產及負債賬面值作出重大調整之重大風險。

所得稅

本集團須於多個稅務機關繳付所得稅。在釐定所得稅撥備及有關稅項之繳付時間時需要作出重大判斷。在日常業務過程中有若干未能釐定最終稅項之交易和計算。本集團基於對是否需要繳納額外稅項之估計，就預期稅項確認負債。倘此等事宜之最終稅務結果與最初記錄之金額不同，則有關差異將影響作出有關釐定期間之所得稅撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Key sources of estimation uncertainty (Continued)

Depreciation and amortisation

Property, plant and equipment, right-of-use assets and intangible assets (see Notes 16, 17 and 19 to the consolidated financial statements respectively) are depreciated and amortised on a straight-line basis over their estimated useful lives. The Group annually reviews the useful life of an asset and its residual value, if any. The useful life is based on the Group's historical experience with similar assets and taking into account anticipated technology changes. The depreciation and amortisation expenses for future periods are adjusted if there are significant changes from previous estimates.

Impairment of property, plant and equipment and right-of-use assets

Determining whether an item of property, plant and equipment and right-of-use assets are impaired requires an estimate of the recoverable amount of the relevant CGU to which the asset belongs, which is the higher of the value-in-use or fair value less costs to disposal. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from CGU and suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows, a material impairment loss may arise.

Allowance for inventories

At the end of the reporting period, the Group reviews its inventories and considers to make allowance for obsolete and slow-moving inventory items that are identified no longer marketable or suitable for sell. Management estimates the net realisable value for such items based primarily on the latest invoice prices and current market conditions.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素主要來源(續)

折舊及攤銷

物業、廠房及設備、使用權資產及無形資產(分別見綜合財務報表附註16、17及19)乃按其估計可使用年期以直線法計提折舊及攤銷。本集團每年檢討資產之可使用年期及其餘值(如有)。可使用年期乃根據本集團於類似資產之過往經驗及考慮預期之技術改變而釐定。倘與過往估計差異重大，則會對未來期間之折舊及攤銷開支作出調整。

物業、廠房及設備以及使用權資產之減值

釐定物業、廠房及設備以及使用權資產項目是否已減值，須對該資產所屬的相關現金產生單位的可收回金額(使用價值或公平值減出售成本兩者之較高者)作出估計。於計算使用價值時，本集團須估計預期自現金產生單位產生之未來現金流量及合適之貼現率以計算現值。倘未來實際現金流量低於預期，或事實及情況有變以致未來現金流量下調，則可能產生重大減值虧損。

存貨撥備

於報告期末，本集團對其存貨進行審查，並考慮為已確定不再適銷或不宜出售之陳舊及滯銷存貨項目作出撥備。管理層主要根據最新發票價格及當前市況估算此類項目之可變現淨值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Key sources of estimation uncertainty (Continued)

Deferred tax assets

At 30 June 2024, no deferred tax assets in relation to the timing differences on revenue recognition and impairment allowances for credit loss has been recognised in the Group's consolidated statement of financial position (2023: approximately HK\$21,000). No deferred tax asset has been recognised on the tax losses due to the unpredictability of future profit streams (2023: approximately HK\$22,988,000). The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future taxable profits generated are less or more than expected, or change in facts and circumstances which result in revision of future taxation profits estimation, a material reversal or further recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place.

Provision of ECL

The measurement of impairment losses under HKFRS 9 across all categories of financial assets requires significant judgement and estimation, in particular, the assessment of a significant increase in credit risk and credit-impaired financial assets as well as the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis. Details of the key assumptions and inputs used are set out in Note 5 to the consolidated financial statements.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素主要來源(續)

遞延稅項資產

於二零二四年六月三十日，並無與收益確認及信貸虧損減值撥備的時間差有關的遞延稅項資產已於本集團的綜合財務狀況表確認(二零二三年：約21,000港元)。由於未來溢利無法預測，故並無就稅項虧損確認遞延稅項資產(二零二三年：約22,988,000港元)。變現遞延稅項資產主要視乎未來是否有足夠未來溢利或應課稅暫時差額。倘所產生的實際未來應課稅溢利低於或高於預期數額，或事實及情況有變以致修改未來應課稅溢利估計，則遞延稅項資產可能會出現重大撥回或予以進一步確認，而這會於有關撥回或進一步確認發生期間的損益內確認。

預期信貸虧損撥備

根據香港財務報告準則第9號計量所有類別的金融資產的減值虧損須作重大判斷及估計，尤其是於釐定減值虧損時估計大幅增加的信貸風險及信貸減值金融資產，以及未來現金流量及抵押品價值的金額及時間。該等估計由多項因素決定，其變動可能致使不同水平的撥備。於各報告日期，本集團透過比較報告日期與初始確認日期之間的預期壽命所發生的違約風險，評估自初始確認起信貸風險是否大幅增加。就此而言，本集團考慮到相關及無須付出過多成本或努力即可獲得之合理及可靠資料，包括定量及定性之資料，並包括前瞻性分析。所用關鍵假設及輸入數據的詳情載於綜合財務報表附註5。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT

5. 財務風險管理

(a) Categories of financial instruments

(a) 金融工具類別

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Financial assets	金融資產		
<i>Financial assets at amortised cost</i>	<i>按攤銷成本計量之金融資產</i>		
– Trade receivables	– 貿易應收款項	168	4,975
– Factoring receivables	– 保理應收款項	–	168,313
– Lease receivables	– 租賃應收款項	–	2,225
– Loan receivables	– 應收貸款	–	431
– Other receivables and deposits	– 其他應收款項及按金	1,994	2,730
– Cash and bank balances	– 現金及銀行結餘	2,737	2,400
		4,899	181,074
Financial liabilities	金融負債		
<i>Financial liabilities at amortised cost</i>	<i>按攤銷成本計量之金融負債</i>		
– Trade payables	– 貿易應付款項	22,751	2,573
– Accruals and other payables	– 應計費用及其他應付款項	26,826	8,356
– Borrowings	– 借款	10,449	3,235
– Corporate bonds	– 公司債券	47,964	40,671
– Lease liabilities	– 租賃負債	6,846	1,155
		114,836	55,990

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, factoring receivables, lease receivables, loan receivables, deposits, other receivables, cash and bank balances, trade payables, accruals and other payables, borrowings, corporate bonds and lease liabilities. The details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk, interest rate risk, currency risk and price risk. The directors of the Company review and agree policies for managing each of these risks and they are summarised below.

Credit risk and impairment assessment

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties equal to the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策

本集團之主要金融工具包括貿易應收款項、保理應收款項、租賃應收款項、應收貸款、按金、其他應收款項、現金及銀行結餘、貿易應付款項、應計費用及其他應付款項、借款、公司債券及租賃負債。此等金融工具之詳情已於相關附註披露。與此等金融工具有關之風險及如何降低該等風險之政策載於下文。管理層管理及監控此等風險，以確保及時有效地採取適當措施。

本集團之金融工具所產生之主要風險包括信貸風險、流動資金風險、利率風險、貨幣風險及價格風險。本公司董事審閱及協定各有關風險之管理政策，概述如下。

信貸風險及減值評估

本集團面對之最大信貸風險(因交易方未能履行責任而會對本集團造成財務損失)相當於綜合財務狀況表所列相關已確認金融資產之賬面值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk and impairment assessment (Continued)

In respect of trade receivables, in order to minimise the credit risk, Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group will assess the potential customer's credit quality and defines credit limits by individual customer. Receivables due from customers are due within the settlement period commonly adopted by the relevant market convention, which is usually within 90 days except for trading of goods which settlement is made in accordance with the terms specified in the contracts governing the relevant transactions. Normally, the Group does not hold any collateral or other credit enhancement over its trade receivables balances. Other monitoring procedures are in place to ensure the follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model at the end of each reporting period to ensure that adequate impairment losses are made. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

就貿易應收款項而言，為盡量減低信貸風險，本集團已委派小組負責制訂信貸限額及信貸審批。於接受任何新客戶前，本集團將評估潛在客戶的信貸質素及制訂個別客戶的信貸限額。應收客戶款項在一般根據相關市場慣例採納的結付期內到期，即通常為90日內，惟買賣商品除外，其結付乃按照規管相關交易的合約內所訂明的條款進行。在通常情況下，本集團不會就其貿易應收款項結餘持有任何抵押品或其他信貸升級措施。其他監控程序亦已就緒，確保採取跟進措施以收回逾期債項。此外，本集團根據預期信貸虧損模式於各報告期末進行減值評估，以確保作出充足的減值虧損撥備。就此而言，本公司董事認為本集團的信貸風險已顯著降低。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk and impairment assessment (Continued)

In respect of factoring receivables, lease receivables and loan receivables from customers, the objective of the Group's measure to manage credit risk is to control the potential exposure to the recoverability problem. The Group manages and analyses the credit risk of each of their new and existing customers before payment terms and conditions are concluded by assessing the credit quality of the customer, taking into account its financial position, past settlement experience and other factors. Factoring receivables, lease receivables and loan receivables balances are monitored on an on-going basis, management reviews the recoverable amount at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. Interest income are usually billed on monthly or quarterly basis. The factoring receivables and lease receivables are also guaranteed by directors of the customers as additional security for shortfalls on collect outs due to dispute or breach of contract for which the guarantor is liable. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model at the end of each reporting period to ensure that adequate impairment losses are made. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks and other financial institutions which are reputable in the opinion of management.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

就來自客戶的保理應收款項、租賃應收款項及應收貸款而言，本集團管理信貸風險的措施旨在控制可能面對的可收回性問題。於確定付款條款及條件之前，本集團評估客戶的信貸質素(其中會考慮其財務狀況、過往結付經驗及其他因素)，藉以為其每一名新客戶及現有客戶管理及分析信貸風險。保理應收款項、租賃應收款項及應收貸款結餘按持續經營基準監控，管理層於各報告日期對可收回金額進行審閱，確保對不可收回金額作出充足的減值虧損撥備。利息收入則通常會每月或每季發出賬單。保理應收款項及租賃應收款項亦由客戶董事提供擔保，作為因出現爭議或擔保人須承擔責任的合約違約時收回款項不足額的額外抵押。其他監控程序亦已就緒，確保採取跟進措施以收回逾期債項。此外，本集團根據預期信貸虧損模式於各報告期末進行減值評估，以確保作出充足的減值虧損撥備。就此而言，本公司董事認為本集團的信貸風險已顯著降低。

流動資金之信貸風險有限，因為交易方是管理層認為具信譽之銀行及其他金融機構。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Impairment assessment policies

The Group's policy requires the review of individual outstanding amounts regularly depending on individual circumstance or market condition.

The management is responsible in developing and maintaining the processes for measuring ECL, the impairment requirements under HKFRS 9. The Group applies simplified approach to measure ECL on trade receivables and general approach to measure ECL on factoring receivables, lease receivables, loan receivables and other financial assets classified at amortised cost. Under the simplified approach, the Group measures the loss allowance at an amount equal to lifetime ECL. Under the general approach, financial assets migrate through the following three stages based on the change in credit risk since initial recognition: Stage 1: 12m ECL, Stage 2: Lifetime ECL — not credit-impaired and Stage 3: Lifetime ECL — credit-impaired.

For such financial assets classified as Stage 1 and 2, the management assesses loss allowances using the risk parameter modelling approach that incorporates key parameters, including probability of default ("PD"), loss given default ("LGD") and exposure at default ("EAD"). For credit-impaired financial assets classified as Stage 3, the management assesses the credit loss allowances by estimating the future cash flows expected to arise from the financial assets.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

減值評估政策

本集團的政策要求根據個別情況或市場狀況定期審閱個別未償還款項。

管理層負責制定及維持根據香港財務報告準則第9號項下的減值要求進行預期信貸虧損計量的程序。本集團應用簡化法計量貿易應收款項的預期信貸虧損及應用一般法計量保理應收款項、租賃應收款項、應收貸款及其他分類為按攤銷成本列賬的金融資產的預期信貸虧損。按照簡化法，本集團按相等於全期預期信貸虧損的金額計量虧損撥備。按照一般法，金融資產乃基於初始確認後的信貸風險變動劃分為下列三個階段：第1階段：12個月預期信貸虧損、第2階段：全期預期信貸虧損—未發生信貸減值及第3階段：全期預期信貸虧損—已發生信貸減值。

就分類為第1階段及第2階段的金融資產而言，管理層使用風險參數建模方法評估虧損撥備，該方法採用多項關鍵參數，包括違約概率(「違約概率」)、違約虧損率(「違約虧損率」)及違約風險敞口(「違約風險敞口」)。就分類為第3階段的已發生信貸減值金融資產而言，管理層透過估計金融資產預期將產生的未來現金流量來評估信貸虧損撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Measurement of ECL

The Group conducted an assessment of ECL according to forward-looking information and used complex models and assumptions in its expected measurement of credit losses. These models and assumptions relate to the future macroeconomic conditions and customer's creditworthiness (e.g. the likelihood of default by customers and the corresponding losses). The Group adopts judgement, assumptions and estimation techniques in order to measure ECL according to the requirements of accounting standards such as:

(i) *Criteria for judging significant increase in credit risk*

The Group assesses whether or not the credit risk of the relevant financial instruments has increased significantly since the initial recognition at each reporting date. While determining whether the credit risk has significantly increased since initial recognition or not, the Group takes into account the reasonable and substantiated information that is accessible without exerting unnecessary cost or effort, including qualitative and quantitative analysis based on the historical data of the Group, credit rating grade, and forward looking information. Based on the single financial instrument or the combination of financial instruments with similar characteristics of credit risk, the Group compares the risk of default of financial instruments on the reporting date with that on the initial recognition date in order to figure out the changes of default risk in the expected lifetime of financial instruments.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

計量預期信貸虧損

本集團結合前瞻性資料進行了預期信貸虧損評估，其預期信貸虧損的計量中使用了複雜的模型及假設。該等模型及假設涉及未來的宏觀經濟情況及客戶的信用狀況(例如，客戶違約的可能性及相應虧損)。本集團於根據會計準則要求計量預期信貸虧損的過程中使用判斷、假設及估計技術，例如：

(i) *判斷信貸風險顯著增加的標準*

本集團於各報告日期評估相關金融工具的信貸風險自初始確認後是否已顯著增加。於確定信貸風險自初始確認後是否已顯著增加時，本集團會考慮毋須付出不必要的成本或努力即可獲得的合理且有依據的資料，包括基於本集團歷史數據的定性及定量分析、信貸評級以及前瞻性資料。本集團以單項金融工具或者具有相似信貸風險特徵的金融工具組合為基礎，透過比較金融工具於報告日期發生違約的風險與於初始確認日期發生違約的風險，確定金融工具預計存續期內發生違約風險的變化情況。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Measurement of ECL (Continued)

(i) Criteria for judging significant increase in credit risk (Continued)

The Group considers a financial instrument to have experienced a significant increase in credit risk when one or more of the following quantitative, qualitative or backstop criteria have been met:

- Quantitative criteria: At the reporting date, the increase in remaining lifetime probability of default is considered significant comparing with the one at initial recognition.
- Qualitative criteria: Significant adverse change in debtor's operation or financial status.

For factoring receivables and lease receivables, the number of days past due and loan-to-collateral value were used to estimate significant increase in credit risk. Other financial assets at amortised cost use number of days past due as determinant of credit risk.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

計量預期信貸虧損(續)

(i) 判斷信貸風險顯著增加的標準(續)

當符合以下一個或多個定量、定性標準或上限標準時，本集團認為金融工具的信貸風險已發生顯著增加：

- 定量標準：於報告日期，剩餘存續期違約概率相比初始確認時的增加幅度被認為屬顯著。
- 定性標準：債務人的經營或財務情況出現重大不利變化。

就保理應收款項及租賃應收款項而言，使用逾期天數及貸款與抵押品價值比來估計信貸風險是否顯著增加。其他按攤銷成本計量的金融資產使用逾期天數作為信貸風險的釐定因素。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Measurement of ECL (Continued)

(ii) Definition of credit-impaired financial asset

- Internal rating of the debtor indicating default or near-default;
- Significant financial difficulty of the issuer or the customer;
- The debtor leaves any of the receivables of the Group overdue for more than 365 days;
- It is becoming probable that the customer will enter bankruptcy or other financial restructuring;
- The credit impairment on a financial asset may be caused by the combined effect of multiple events and may not be necessarily due to a single event.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

計量預期信貸虧損(續)

(ii) 信貸減值金融資產的定義

- 對債務人的內部評級顯示已違約或接近違約；
- 發行方或客戶發生重大財務困難；
- 債務人對本集團的任何應收款項逾期超過365天；
- 客戶很可能破產或進行其他財務重組；
- 金融資產發生信貸減值有可能是多個事件的共同作用所致，未必是單一事件所致。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Measurement of ECL (Continued)

(iii) Parameters of ECL measurement

According to whether there is a significant increase in credit risk and whether there is an impairment of assets, the Group measures the impairment loss for different assets with ECL of 12 months or the entire lifetime respectively. The key measuring parameters of ECL include PD, LGD and EAD. The Group takes into account the quantitative analysis of historical statistics (such as internal rating grade, manners of guarantees and types of collaterals, repayments, etc.) and forward-looking information in order to establish the model of PD, LGD and EAD.

- PD refers to the possibility that the debtor will not be able to fulfil its obligations of repayment over the next 12 months or throughout the entire remaining lifetime. For factoring receivables, lease receivables and loan receivables, the Group estimates PD by the internal credit ratings. For other financial assets at amortised cost the PD is adjusted based on the credit rating of comparable companies operating in similar business;

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

計量預期信貸虧損(續)

(iii) 計量預期信貸虧損的參數

根據信貸風險是否發生顯著增加以及資產是否發生減值，本集團對不同資產分別以12個月或全期預期信貸虧損計量減值虧損。預期信貸虧損的關鍵計量參數包括違約概率、違約虧損率及違約風險敞口。本集團考慮歷史統計數據(如內部評級、擔保方式及抵押品類別、還款方式等)的定量分析以及前瞻性資料，建立違約概率、違約虧損率及違約風險敞口模型。

- 違約概率是指債務人在未來12個月或在整個剩餘存續期，無法履行其償付責任的可能性。就保理應收款項、租賃應收款項及應收貸款而言，本集團以內部信貸評級估計違約概率。就其他按攤銷成本計量的金融資產而言，違約概率乃透過對經營類似業務的可資比較公司的信貸評級作出調整而釐定；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Measurement of ECL (Continued)

(iii) Parameters of ECL measurement (Continued)

- LGD refers to the Group's expectation of the extent of the loss resulting from the default exposure. Depending on the type of counterparty, the method and priority of the recourse, past default experience and the realisation of collaterals, the LGD varies. The LGD is the percentage of loss of risk exposure at the time of default, calculated over the next 12 months or over the entire remaining lifetime;
- EAD is the amount that the Group should be reimbursed at the time of the default in the next 12 months or throughout the entire remaining lifetime.

(iv) Forward-looking information

The assessment of a significant increase in credit risk and the calculation of ECL both involve forward-looking information. Through the analysis of historical data, the Group identifies the key economic indicators that affect the credit risk and EC.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

計量預期信貸虧損(續)

(iii) 計量預期信貸虧損的參數(續)

- 違約虧損率是指本集團對違約風險敞口導致的虧損程度作出的預期。根據交易對手的類型、追索的方式及優先級、過往違約經驗及抵押品變現的不同，違約虧損率亦不同。違約虧損率為違約發生時風險敞口所導致虧損的百分比，以未來12個月內或整個剩餘存續期為基準進行計算；
- 違約風險敞口是指在未來12個月或在整個剩餘存續期內，在違約發生時本集團應被償付的金額。

(iv) 前瞻性資料

信貸風險顯著增加的評估及預期信貸虧損的計算均涉及前瞻性資料。本集團透過進行歷史數據分析，識別出影響信貸風險及預期信貸虧損的關鍵經濟指標。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure

Trade receivables

The Group performs impairment assessment under ECL model on trade receivables individually or based on a provision matrix.

The provision rates based on days past due for groupings of various customers segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

In addition, the Group performs impairment assessment under ECL model on specific trade receivables individually. The Group has used the past due information of counterparties to assess whether credit risk has been increased significantly since initial recognition. The ECLs are estimated based on probability of default and loss given default and are adjusted for forward-looking information that is reasonable and supportable available without undue costs or effort.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口

貿易應收款項

本集團對貿易應收款項按個別或撥備矩陣進行預期信貸虧損模式下之減值評估。

撥備率乃基於就具有類似虧損模式的多個客戶分部組別的逾期天數。該計算反映或然率加權結果、貨幣時間價值及於報告日期可得有關過往事件、當前狀況及未來經濟狀況的預測的合理及可靠資料。

此外，本集團根據預期信貸虧損模式對特定貿易應收款項個別進行減值評估。本集團使用對手方的逾期資料，以評估信貸風險自初步確認以來是否顯著增加。預期信貸虧損乃根據違約概率及違約虧損率進行估計，並就毋須付出過多成本或努力即可獲得的合理及可靠前瞻性資料作出調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Trade receivables (Continued)

Set out below is the information about credit risk exposure on the Group's trade receivables using a provision matrix:

At 30 June 2024

		Gross carrying amount		Expected credit losses	Gross carrying amount		Expected credit losses	Total impairment allowance
		excluding specific trade receivables						
Expected loss rate	賬面總值 (剔除指定貿易應收款項)	預期信貸虧損 (剔除指定貿易應收款項)	賬面總值 (剔除指定貿易應收款項)	預期信貸虧損 (剔除指定貿易應收款項)	賬面總值 (剔除指定貿易應收款項)	預期信貸虧損 (剔除指定貿易應收款項)	減值撥備總額	
%	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
Current	即期	0.1	169	(1)	-	-	-	(1)
0-30 days past due	逾期0至30日	-	-	-	-	-	-	-
31-60 days past due	逾期31至60日	-	-	-	-	-	-	-
61-90 days past due	逾期61至90日	-	-	-	-	-	-	-
91-180 days past due	逾期91至180日	-	-	-	-	-	-	-
181-365 days past due	逾期181至365日	-	-	-	-	-	-	-
Over 1 year past due	逾期1年以上	-	-	-	-	-	-	-
			169	(1)	-	-	-	(1)

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

貿易應收款項(續)

下表列載有關本集團貿易應收款項使用撥備矩陣的信貸風險敞口的資料：

於二零二四年六月三十日

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Trade receivables (Continued)

At 30 June 2023

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

貿易應收款項(續)

於二零二三年六月三十日

		Expected loss rate	Gross carrying amount excluding specific trade receivables	Expected credit losses excluding specific trade receivables	Gross carrying amount of specific trade receivables	Expected credit losses of specific trade receivables	Total impairment allowance
	預期虧損率	賬面總值 (剔除指定貿易應收款項)	預期信貸虧損 (剔除指定貿易應收款項)	指定貿易應收款項的賬面總值	指定貿易應收款項的預期信貸虧損	減值撥備總額	
	%	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
Current	即期	-	-	-	14	-	-
0-30 days past due	逾期0至30日	-	-	-	1,903	(774)	(774)
31-60 days past due	逾期31至60日	-	-	-	264	(109)	(109)
61-90 days past due	逾期61至90日	-	-	-	346	(177)	(177)
91-180 days past due	逾期91至180日	-	-	-	1,651	(829)	(829)
181-365 days past due	逾期181至365日	-	-	-	9,324	(7,602)	(7,602)
Over 1 year past due	逾期1年以上	-	-	-	21,432	(20,468)	(20,468)
					34,934	(29,959)	(29,959)

The impairment of trade receivables included the amount of specific trade receivable which is considered in default due to indicators which showed that the Group was unlikely to receive the outstanding contractual amount in full.

由於指標顯示本集團不大可能悉數收到尚未償還合約金額，故被視為將會違約的指定貿易應收款項金額計入貿易應收款項減值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Trade receivables (Continued)

The following tables show reconciliation of loss allowances that has been recognised for trade receivables:

		Lifetime ECL (non-credit impaired) 全期預期 信貸虧損 (未發生 信貸減值) HK\$'000 千港元	Lifetime ECL (credit impaired) 全期預期 信貸虧損 (發生 信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2022	於二零二二年 七月一日	2,835	11,408	14,243
Changes due to financial instruments recognised at 1 July 2022:	於二零二二年 七月一日確認金融 工具引起的變動：			
– Impairment losses (reversed)/recognised, net	– (撥回)/ 確認之 減值虧損淨額	(65)	17,665	17,600
– Transfer to credit-impaired	– 轉至信貸減值	(2,662)	2,662	–
Exchange realignment	匯兌調整	(108)	(1,776)	(1,884)
At 30 June 2023 and 1 July 2023	於二零二三年 六月三十日及 二零二三年 七月一日	–	29,959	29,959
Changes due to financial instruments recognised at 1 July 2023:	於二零二三年 七月一日確認金融 工具引起的變動：			
– Impairment losses recognised	– 確認之減值 虧損	1	–	1
Write-off	撤銷	–	(29,724)	(29,724)
Exchange realignment	匯兌調整	–	(235)	(235)
At 30 June 2024	於二零二四年 六月三十日	1	–	1

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

貿易應收款項(續)

下表顯示已就貿易應收款項確認的虧損撥備對賬：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Trade receivables (Continued)

For the year ended 30 June 2023, the Group has increased the expected loss rates as there is higher risk that a prolonged pandemic could lead to increased credit default rates due to greater financial uncertainty triggered by the COVID-19 pandemic. For the year ended 30 June 2024, the Group writes off all the trade receivables from brand management, trading and products promotion services business in the PRC as the amounts are past due and after the Group had taken legal actions towards certain debtors but there was no recovery which indicated that these counterparties are in severe financial difficulty.

At 30 June 2024, the Group provided approximately HK\$1,000 impairment allowance for trade receivables for sale and distribution and club and entertainment business based on the provision matrix. At 30 June 2023, the Group provided approximately HK\$29,959,000 impairment allowance for trade receivables from brand management and products promotion services business in the PRC individually. The Group has taken actions, including but not limited to legal actions, to recover the balances. The Directors considered these trade receivables are credit-impaired.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

貿易應收款項(續)

截至二零二三年六月三十日止年度，由於COVID-19疫情引起更大的財務不確定性，本集團已提高預期虧損率，原因是長期疫情可能導致信貸違約率增加的風險上升。截至二零二四年六月三十日止年度，本集團撇銷所有來自中國品牌管理、貿易及產品推廣服務業務的貿易應收款項，原因是有關款項已逾期，且本集團已對若干債務人採取法律行動但未能收回有關款項，表明該等交易對手陷入嚴重財政困難。

於二零二四年六月三十日，本集團根據撥備矩陣就銷售及分銷以及會所及娛樂業務之貿易應收款項計提約1,000港元之減值撥備。於二零二三年六月三十日，本集團就個別來自中國品牌管理及產品推廣服務業務之貿易應收款項計提約29,959,000港元之減值撥備。本集團已採取行動(包括但不限於法律行動)收回結餘。董事認為該等應收貿易款項已發生信貸減值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Factoring receivables, lease receivables and loan receivables

The Group performs impairment assessment under ECL model on factoring receivables, lease receivables and loan receivables individually.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Basis of recognition of ECL provision
內部信貸評級	簡介	預期信貸虧損撥備的確認基準
Stage 1	There has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination.	12-month ECL
第1階段	初始確認後信貸風險並無顯著增加且發起時並未發生信貸減值。	12個月預期信貸虧損
Stage 2	There has been a significant increase in credit risk since initial recognition but are not credit-impaired.	Lifetime ECL – not credit-impaired
第2階段	初始確認後信貸風險顯著增加但並未發生信貸減值。	全期預期信貸虧損 – 未發生信貸減值
Stage 3	There have been one or more events that have a detrimental impact on the estimated future cashflow of that asset have occurred.	Lifetime ECL – credit-impaired
第3階段	已發生一件或多件對該資產的估計未來現金流量有不利影響的事件。	全期預期信貸虧損 – 發生信貸減值
Stage 4	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off
第4階段	有證據表明債務人面臨嚴重的財務困難，而本集團並無實際收回的可能。	有關款項撇銷

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

保理應收款項、租賃應收款項及應收貸款

本集團根據預期信貸虧損模式單獨就保理應收款項、租賃應收款項及應收貸款進行減值評估。

本集團的內部信貸風險分級評估包括以下類別：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Factoring receivables, lease receivables and loan receivables (Continued)

The directors of the Company estimate the estimated loss rates based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort as well as the fair value of the collateral pledged by the customers to the factoring receivables, lease receivables and loan receivables.

As at 30 June 2023, the Directors considered the LGD has significantly increased due to the deterioration in the value of collaterals held, such as an increase in the credit risk of those pledged account receivables from secured factoring receivables as they have past due, and decrease in the value of pledged plant and machinery from lease receivables as they are obsoleted. The Group provided approximately HK\$337,894,000, HK\$15,954,000 and HK\$1,117,000 impairment allowance for factoring receivables, lease receivables and loan receivables respectively.

As at 30 June 2024, the Directors determined to write-off these receivables as there is no realistic prospect of recovery after taken into account: (a) an independent review of the possibility and viability of taking legal proceedings against all factoring debtors for recovering the outstanding debts, which was conducted by an independent professional law firm in the PRC indicating all factoring debtors were in financial difficulties; (b) no recovery from legal proceedings against the finance lease debtors since 2022; and (c) no recovery from the borrower since 2022.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

保理應收款項、租賃應收款項及應收貸款(續)

本公司董事根據應收賬款預期年限內過往觀察到的違約率估算估計虧損率，並按毋須付出不適當成本或努力即可獲得的前瞻性資料以及客戶就保理應收款項、租賃應收款項及應收貸款抵押的抵押品公平值作出調整。

於二零二三年六月三十日，由於所持抵押品(例如有抵押保理應收款項的已質押應收賬款因逾期導致信貸風險增加及租賃應收款項的已質押廠房及機器因陳舊導致價值降低)價值惡化，董事認為，違約虧損率已顯著增加。本集團分別就保理應收款項、租賃應收款項及應收貸款計提減值撥備約337,894,000港元、15,954,000港元及1,117,000港元。

於二零二四年六月三十日，董事經考慮以下因素後認為該等應收款項並無實際收回之可能，故決定撇銷該等應收款項：(a)由一家中國獨立專業律師事務所就向所有保理債務人提出法律訴訟以收回未償還債務之可能性及可行性進行獨立審閱，顯示所有保理債務人均陷入財政困難；(b)自二零二二年以來，針對融資租賃債務人提出法律訴訟後並未收回欠款；及(c)自二零二二年以來並未從借款人處收回欠款。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Factoring receivables, lease receivables and loan receivables (Continued)

Factoring receivables

The following table shows the exposure of ECL for factoring receivables under general approach:

		2023 二零二三年			Total 總計
		Stage 1 第1階段	Stage 2 第2階段	Stage 3 第3階段	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Gross carrying amount	賬面總值	-	-	506,207	506,207
Impairment allowance	減值撥備	-	-	337,894	337,894
Expected loss rate	預期虧損率	-	-	66.75%	66.75%

As at 30 June 2023, the impairment allowance for factoring receivables which were credit-impaired was measured at an amount equal to Lifetime ECL under general approach.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

保理應收款項、租賃應收款項及應收貸款(續)

保理應收款項

下表列示根據一般法之保理應收款項的預期信貸虧損風險：

於二零二三年六月三十日，就發生信貸減值之保理應收款項計提之減值撥備根據一般法按相等於全期預期信貸虧損之金額計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Factoring receivables, lease receivables and loan receivables (Continued)

Factoring receivables (Continued)

The following tables show reconciliation of loss allowances that has been recognised for factoring receivables:

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

保理應收款項、租賃應收款項及應收貸款(續)

保理應收款項(續)

下表顯示已就保理應收款項確認的虧損撥備對賬：

		12m ECL	Lifetime ECL (non-credit impaired)	Lifetime ECL (credit impaired)	Total
		12個月預期 信貸虧損	全期預期 信貸虧損 (未發生 信貸減值)	全期預期 信貸虧損 (發生 信貸減值)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 July 2022	於二零二二年 七月一日	307	-	26,356	26,663
Changes due to financial instruments recognised at 1 July 2022:	於二零二二年 七月一日確認金融 工具引起的變動：				
- Impairment losses recognised, net	- 確認之減值虧損 淨額	-	-	327,639	327,639
- Transfer to credit-impaired	- 轉至信貸減值	(295)	-	295	-
Exchange realignment	匯兌調整	(12)	-	(16,396)	(16,408)
At 30 June 2023 and 1 July 2023	於二零二三年 六月三十日及 二零二三年 七月一日	-	-	337,894	337,894
Write-off	撇銷	-	-	(335,246)	(335,246)
Exchange realignment	匯兌調整	-	-	(2,648)	(2,648)
At 30 June 2024	於二零二四年 六月三十日	-	-	-	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Factoring receivables, lease receivables and loan receivables (Continued)

Factoring receivables (Continued)

At 30 June 2023, the gross factoring receivables of HK\$506,207,000 was classified under stage 3 -Lifetime ECL (credit-impaired) since the Group assessed the credit risk of customers who applied for renegotiation have increased significantly due to the defaulted repayment on the factoring interests and their business operations had been negatively affected as a result of the COVID-19 outbreak and the ensuing city-wide lockdown in Shanghai. The Group has taken actions, including but not limited to legal actions, to recover balances. The Directors considered all factoring receivables are credit-impaired.

As at 30 June 2024, after taken into account an independent review of the possibility and viability of taking legal proceedings against all factoring debtors for recovering the outstanding debts, the Directors considered there is no realistic prospect of recovery as all factoring debtors were in financial difficulties.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

保理應收款項、租賃應收款項及應收貸款(續)

保理應收款項(續)

於二零二三年六月三十日，保理應收款項總額506,207,000港元分類為第3階段－全期預期信貸虧損(發生信貸減值)，原因是本集團評估申請重新磋商的客戶的信貸風險已因拖欠償還保理利息而大幅增加，其業務營運已因COVID-19疫情及隨之而來的上海封城而受到負面影響。本集團已採取行動(包括但不限於法律行動)收回有關結餘。董事認為，所有保理應收款項均已發生信貸減值。

於二零二四年六月三十日，經考慮就向所有保理債務人提出法律訴訟以收回未償還債務之可能性及可行性所進行獨立審閱後，董事認為由於所有保理債務人均陷入財政困難，故並無實際收回欠款之可能。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Factoring receivables, lease receivables and loan receivables (Continued)

Lease receivables

The following table shows the exposure of ECL for lease receivables under general approach:

		2023 二零二三年			
		Stage 1 第1階段	Stage 2 第2階段	Stage 3 第3階段	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Gross carrying amount	賬面總值	-	-	18,179	18,179
Impairment allowance	減值撥備	-	-	15,954	15,954
Expected loss rate	預期虧損率	-	-	87.76%	87.76%

As at 30 June 2023, the impairment allowance for lease receivables from sales-leaseback transactions which were credit-impaired was measured at an amount equal to Lifetime ECL under general approach.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

保理應收款項、租賃應收款項及應收貸款(續)

租賃應收款項

下表列示根據一般法之租賃應收款項的預期信貸虧損風險：

於二零二三年六月三十日，就售後回租交易之租賃應收款項計提之減值撥備根據一般法按相等於全期預期信貸虧損之金額計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Factoring receivables, lease receivables and loan receivables (Continued)

Lease receivables (Continued)

The following tables show reconciliation of loss allowances that has been recognised for lease receivables:

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

保理應收款項、租賃應收款項及應收貸款(續)

租賃應收款項(續)

下表顯示已就租賃應收款項確認的虧損撥備對賬：

		12m ECL	Lifetime ECL (non-credit impaired)	Lifetime ECL (credit impaired)	Total
		12個月預期 信貸虧損	全期預期 信貸虧損 (未發生 信貸減值)	全期預期 信貸虧損 (發生 信貸減值)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 July 2022	於二零二二年 七月一日	4	-	3,339	3,343
Changes due to financial instruments recognised at 1 July 2022:	於二零二二年 七月一日確認金融 工具引起的變動：				
- Impairment losses recognised, net	- 確認之減值虧損 淨額	-	-	13,452	13,452
- Transfer to credit-impaired	- 轉至信貸減值	(4)	-	4	-
Exchange realignment	匯兌調整	-	-	(841)	(841)
At 30 June 2023 and 1 July 2023	於二零二三年 六月三十日及 二零二三年 七月一日	-	-	15,954	15,954
Write-off	撇銷	-	-	(15,829)	(15,829)
Exchange realignment	匯兌調整	-	-	(125)	(125)
At 30 June 2024	於二零二四年 六月三十日	-	-	-	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Factoring receivables, lease receivables and loan receivables (Continued)

Lease receivables (Continued)

At 30 June 2023, the gross lease receivables of HK\$18,179,000 was classified under stage 3 — lifetime ECL (credit-impaired) since the Group assessed the credit risk of customers have increased significantly due to their default repayment history. The Group has taken actions, including but not limited to legal actions, to recover the balances. The Directors considered all lease receivables from sales-leaseback transactions are credit-impaired.

As at 30 June 2024, after taken into account that no recovery from legal proceedings against the finance lease debtors since 2022, the Directors considered there is no realistic prospect of recovery as these finance lease debtors were in financial difficulties.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

保理應收款項、租賃應收款項及應收貸款(續)

租賃應收款項(續)

於二零二三年六月三十日，租賃應收款項總額18,179,000港元分類為第3階段—全期預期信貸虧損(發生信貸減值)，原因是本集團評估客戶的信貸風險已因其拖欠還款記錄而大幅增加。本集團已採取行動(包括但不限於法律行動)收回有關結餘。董事認為，所有售後回租交易之租賃應收款項均已發生信貸減值。

於二零二四年六月三十日，經考慮自二零二二年以來針對融資租賃債務人提出法律訴訟後並未收回欠款，董事認為由於該等融資租賃債務人均陷入財政困難，故並無實際收回欠款之可能。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Factoring receivables, lease receivables and loan receivables (Continued)

Loan receivables

The following table show the exposure of ECL for loan receivables under general approach:

		2023 二零二三年			Total 總計
		Stage 1 第1階段	Stage 2 第2階段	Stage 3 第3階段	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Gross carrying amount	賬面總值	-	-	1,548	1,548
Impairment allowance	減值撥備	-	-	1,117	1,117
Expected loss rate	預期虧損率	-	-	72.16%	72.16%

As at 30 June 2023, the impairment allowance for loan receivables which were credit-impaired was measured at an amount equal to Lifetime ECL under general approach.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

保理應收款項、租賃應收款項及應收貸款(續)

應收貸款

下表列示根據一般法之應收貸款的預期信貸虧損風險：

於二零二三年六月三十日，就應收貸款計提之減值撥備根據一般法按相等於全期預期信貸虧損之金額計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Factoring receivables, lease receivables and loan receivables (Continued)

Loan receivables (Continued)

The following tables show reconciliation of loss allowances that has been recognised for loan receivables:

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

保理應收款項、租賃應收款項及應收貸款(續)

應收貸款(續)

下表顯示已就應收貸款確認的虧損撥備對賬：

		12m ECL	Lifetime ECL (non-credit impaired)	Lifetime ECL (credit impaired)	Total
		12個月預期 信貸虧損	全期預期 信貸虧損 (未發生 信貸減值)	全期預期 信貸虧損 (發生 信貸減值)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 July 2022	於二零二二年 七月一日	20	-	-	20
Changes due to financial instruments recognised at 1 July 2022:	於二零二二年 七月一日確認金融 工具引起的變動：				
- Impairment losses (reversed)/ recognized, net	-(撥回)/ 確認之 減值虧損淨額	(7)	-	1,104	1,097
- Transfer to credit- impaired	- 轉至信貸減值	(13)	-	13	-
At 30 June 2023 and 1 July 2023	於二零二三年 六月三十日 及二零二三年 七月一日	-	-	1,117	1,117
Write-off	撇銷	-	-	(1,117)	(1,117)
At 30 June 2024	於二零二四年 六月三十日	-	-	-	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Factoring receivables, lease receivables and loan receivables (Continued)

Loan receivables (Continued)

At 30 June 2023, the gross loan receivable of HK\$1,548,000 was classified under stage 3 — lifetime ECL (credit-impaired) since the Group assessed the credit risk of customers have increased significantly due to their default repayment history. The Group has taken actions, including but not limited to legal actions, to recover the balance. The Directors considered the loan receivable is credit-impaired.

As at 30 June 2024, after taken into account that no recovery from the borrower since year 2022, the Directors considered there is no realistic prospect of recovery as these finance lease debtors were in financial difficulties.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

保理應收款項、租賃應收款項及應收貸款(續)

應收貸款(續)

於二零二三年六月三十日，應收貸款總額1,548,000港元分類為第3階段—全期預期信貸虧損(發生信貸減值)，原因是本集團評估客戶的信貸風險已因其拖欠還款記錄而大幅增加。本集團已採取行動(包括但不限於法律行動)收回有關結餘。董事認為，應收貸款已發生信貸減值。

於二零二四年六月三十日，經考慮自二零二二年度以來並未從借款人處收回欠款，董事認為由於該等融資租賃債務人均陷入財政困難，故並無實際收回欠款之可能。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Credit risk exposure (Continued)

Other receivables and deposits

For the other receivables and deposits, the directors of the Company make periodic individual assessment on the recoverability of the other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL under general approach.

Other financial assets

Other financial assets at amortised cost include cash and cash equivalents. The Group accounts for its credit risk by appropriately providing for expected losses on a timely basis. In calculating the expected loss rates, the Group considers historical loss rates for each category of the other financial assets and adjusts for forward looking macroeconomic data.

At 30 June 2024 and 2023, the Group assessed that the ECL rate is immaterial under 12m ECL under general approach. Thus, no loss allowance for other financial assets was recognised.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險敞口(續)

其他應收款項及按金

就其他應收款項及按金而言，本公司董事根據歷史結算記錄、過往經驗以及合理的定量及定性資料與可靠的前瞻性資料，定期就其他應收款項及按金的可收回性進行個別評估。本公司董事認為，該等款項自初始確認以來的信貸風險並無顯著增加，故本集團根據一般法按12個月預期信貸虧損計提減值。

其他金融資產

按攤銷成本列賬的其他金融資產包括現金及現金等值項目。本集團及時通過適當地計提預期虧損入賬信貸風險。計算預期虧損率時，本集團會考慮各類別其他金融資產的歷史虧損率，並根據前瞻性宏觀經濟資料進行調整。

於二零二四年及二零二三年六月三十日，經本集團評估，根據一般法按12個月預期信貸虧損計算的預期信貸虧損率並不重大。因此，並無確認其他金融資產的虧損撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Liquidity risk

Liquidity risk is the risk that funds will not be available to meet liabilities as they fall due, and it results from amount and maturity mismatches of assets and liabilities. The Group will consistently maintain a prudent financial policy and ensure that it maintains sufficient cash to meet its liquidity requirements.

The Group reported a loss attributable to the owners of the Company of HK\$200,549,000 and operating cash outflow of HK\$3,610,000 for the financial year ended 30 June 2024. The Group's current liabilities exceeded its current assets by HK\$48,130,000 and its total liabilities exceeded its total assets by HK\$86,240,000 as at 30 June 2024 and, as of that date, the Group's cash and bank balances amounted to HK\$2,737,000, while the Group's current and non-current borrowings of approximately HK\$10,449,000 and corporate bond of HK\$47,964,000. These conditions indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern. In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to satisfy its future working capital and other financing requirements as and when they fall due within twelve months from the date of this report. Further details please refer to Note 3 to the consolidated financial statements.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

流動性風險

流動資金風險為將無法獲得資金以支付到期之負債之風險，而其乃因資產及負債之款額及到期日錯配所致。本集團將一如既往，保持審慎財務政策，並確保維持充足現金以應付其流動資金所需。

本集團於截至二零二四年六月三十日止財政年度錄得本公司擁有人應佔虧損200,549,000港元及經營現金流出3,610,000港元。於二零二四年六月三十日，本集團之流動負債超出其流動資產48,130,000港元，其總負債超出其總資產86,240,000港元，截至該日，本集團之現金及銀行結餘為2,737,000港元，而本集團之即期及非即期借款為約10,449,000港元及公司債券為47,964,000港元。該等狀況表明存在重大不明朗因素，可能對本集團持續經營之能力構成重大疑問。鑒於有關情況，本公司董事已審慎考慮本集團之未來流動資金及表現以及其可用融資來源，以評估本集團是否將有充足財務資源應付自本報告日期起計12個月內到期之未來營運資金及其他融資需求。進一步詳情請參閱綜合財務報表附註3。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Liquidity risk (Continued)

The Group's financial liabilities are analysed into relevant maturity groupings based on the remaining period at the end of the respective reporting periods to the contractual maturity date, using the contractual undiscounted cash flows, as follows:

As at 30 June 2024

	Effective interest rate	Carrying amount	On demand	Within 1 year	1-2 years	2-5 years	Total undiscounted cash flows
	實際利率	賬面值	按要求	一年內	一至二年	二至五年	未貼現現金流量總額
		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
Trade payables	貿易應付款項	N/A 不適用	22,751	22,751	-	-	22,751
Accruals and other payables	應計費用及其他應付款項	N/A 不適用	26,826	26,826	-	-	26,826
Borrowings	借款	3.90% - 18.00%	10,449	808	10,158	-	10,966
Lease Liabilities	租賃負債	9.67% - 10.39%	6,846	-	3,960	3,000	7,460
Corporate bonds	公司債券	10.41%	47,964	8,755	5,400	41,400	55,555
		114,836	59,140	19,518	44,400	500	123,558

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

流動性風險(續)

本集團之金融負債乃採用合約未貼現現金流量，按其於各相關報告期末至合約到期日之餘下期間分為相關到期日組別如下：

於二零二四年六月三十日

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Liquidity risk (Continued)

As at 30 June 2023

		Effective interest rate	Carrying amount	On demand	Within 1 year	1-2 years	2-5 years	Total undiscounted cash flows 未貼現現金 流量總額
		實際利率	賬面值 HK\$'000 千港元	按要求 HK\$'000 千港元	一年內 HK\$'000 千港元	一至二年 HK\$'000 千港元	二至五年 HK\$'000 千港元	流量總額 HK\$'000 千港元
Trade payables	貿易應付款項	N/A 不適用	2,573	2,573	-	-	-	2,573
Accruals and other payables	應計費用及其他 應付款項	N/A 不適用	8,356	8,356	-	-	-	8,356
Borrowing	借款	3.80%	3,235	-	3,235	-	-	3,235
Lease Liabilities	租賃負債	10.39%	1,155	-	1,200	-	-	1,200
Corporate bonds	公司債券	10.41%	40,671	2,980	41,415	-	-	44,395
			55,990	13,909	45,850	-	-	59,759

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to borrowings, fixed coupon rate corporate bonds and lease liabilities. The Group is also exposed to cash flow interest rate risk relating to the Group's variable-rate bank balances.

The Group's exposure to interest rates on bank balances is considered insignificant and the interest rate on borrowings and corporate bonds is shown in the liquidity risk section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the prevailing market interest rate in Hong Kong and the PRC. The Group currently does not have any interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

流動性風險(續)

於二零二三年六月三十日

利率風險

本集團面對有關借款、固定票面利率公司債券以及租賃負債的公平值利率風險。本集團亦面對有關本集團之浮動利率銀行結餘的現金流量利率風險。

本集團所面對之銀行結餘利率風險被視為微不足道且借款及公司債券之利率於本附註流動資金風險部分列示。本集團之現金流量利率風險主要集中於香港及中國現行市場利率之波動。本集團目前並無任何利率對沖政策。然而，管理層監控利率風險，於需要時將考慮對沖重大利率風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

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

Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for financial instruments at the end of the reporting period. A 50 basis points (2023: 50 basis points) increase or decrease represents management's assessment of the reasonable possible change in interest rates.

If interest rates had been 50 basis points (2023: 50 basis points) higher/lower and all other variables were held constant, the Group's loss before tax for the year would decrease/increase by approximately HK\$313,000 (2023: decrease/increase by approximately HK\$213,000).

Currency risk

The Group operates in Hong Kong and the PRC and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Renminbi ("RMB"). Currency risk arises from the foreign currency denomination of commercial transactions, assets and liabilities. The Group has no significant direct exposure to foreign currencies as most of the commercial transactions, assets and liabilities are denominated in a currency same as the functional currency of each entity of the Group.

5. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

利率風險(續)

敏感度分析

下文的敏感度分析乃基於報告期末就金融工具承擔的利率風險而釐定。50個基點(二零二三年：50個基點)之增加或減少代表管理層就利率可能產生之合理變動而作出之評估。

倘利率已上升／下降50個基點(二零二三年：50個基點)，而所有其他變量維持不變，本集團之年內除稅前虧損將減少／增加約313,000港元(二零二三年：減少／增加約213,000港元)。

貨幣風險

本集團於香港及中國營運，並承受不同貨幣產生的外匯風險，主要與人民幣(「人民幣」)有關。貨幣風險來自以外幣計值之商業交易、資產及負債。由於大多數商業交易、資產及負債之計值貨幣均與本集團各實體之功能貨幣相同，故本集團並無直接面對重大外幣風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value measurement of financial instruments

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 value of these financial assets are determined.

Description 描述	Fair value as at 30 June 2024 於二零二四年 六月三十日之 公平值	Fair value as at 30 June 2023 於二零二三年 六月三十日之 公平值	Fair value hierarchy 公平值層級	Valuation techniques 估值技術
	HK\$'000 千港元	HK\$'000 千港元		
Financial assets 金融資產				
Financial assets at FVTPL 按公平值計入損益之 金融資產				
– Early redemption right from corporate bonds – 公司債券提前贖回權	–	–	– Level 3 第三級	Hull-white model 赫爾懷特模式

During the year ended 30 June 2024 and 2023, there were no transfer of between Level 1 and Level 2, or transfer into or out of Level 3.

5. 財務風險管理(續)

(c) 金融工具之公平值計量

按經常基準以公平值計量之本集團金融資產之公平值

於各報告期末，本集團若干金融資產以公平值計量。下表列示該等金融資產公平值釐定方式之資料。

截至二零二四年及二零二三年六月三十日止年度，第一級與第二級之間並無轉撥，亦無轉入或轉出第三級。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value measurement 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 assets measured at fair value based on Level 3:

5. 財務風險管理(續)

(c) 金融工具之公平值計量(續)

按經常基準以公平值計量之本集團金融資產之公平值(續)

根據第三級按公平值計量之資產對賬：

		Early redemption right 提前贖回權 HK\$'000 千港元
At 1 July 2022	於二零二二年七月一日	878
Loss on change in fair value	公平值變動之虧損	(878)
At 30 June 2023, 1 July 2023 and 30 June 2024	於二零二三年六月三十日、二零二三年七月一日及二零二四年六月三十日	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value measurement of financial instruments (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

The valuation techniques and inputs used in Level 3 fair value measurement are as follows:

Description 描述	Valuation technique 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	Effect on fair value for increase of inputs 輸入數據增加對公平值之影響	Fair value as at 30 June 於六月三十日之公平值	
					2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Early redemption right from corporate bonds (Note i) 公司債券提前贖回權 (附註i)	Hull-white model 赫爾懷特模式	Interest rates 利率	21.13%-21.68% (2023: 18.55%-18.61%)	Decrease 減少	-	-

Note:

- (i) The fair value of early redemption right was determined using the Hull-white model. The Hull-white model predicts the evolution of short rate using multi-factors such as time to maturity, prevailing interest rates, mean reversion and volatility of rate changes, etc. If the interest rate of the early redemption right from corporate bonds held by the Group had been increased and all other variables were held constant, the loss before tax would have been increased, vice versa. Since the early redemption right was at HK\$ Nil for both years, no sensitivity analysis has been performed.

5. 財務風險管理(續)

(c) 金融工具之公平值計量(續)

按經常基準以公平值計量之本集團金融資產之公平值(續)

第三級公平值計量所用之估值技術及輸入數據如下：

附註：

- (i) 提前贖回權公平值乃採用赫爾懷特模式釐定。赫爾懷特模式使用多種因素預測短期利率的演變，該等因素包括到期時間、現行利率、均值回歸及利率變化的波動性等。倘本集團持有之公司債券之提前贖回權利率增加，而所有其他變量維持不變，則除稅前虧損將增加，反之亦然。由於兩個年度之提前贖回權均為零港元，故並無進行敏感度分析。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value measurement of financial instruments (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost are not materially different from their fair value as at 30 June 2024 and 2023.

(d) Capital risk management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value. The Group manages the capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes was made in the objectives, policies or processes for managing capital during the year.

5. 財務風險管理(續)

(c) 金融工具之公平值計量(續)

按經常基準以公平值計量之本集團金融資產之公平值(續)

本公司董事認為，於二零二四年及二零二三年六月三十日，按攤銷成本入賬的金融資產及金融負債賬面值與其公平值並無重大差異。

(d) 資本風險管理

本集團資本管理之首要目標是保障本集團持續經營之能力及維持穩健之資本比率，以支援其業務發展及提升股東價值。本集團會因應經濟狀況變化管理資本架構並對其作出調整。為維持或調整資本架構，本集團或會調整支付予股東之股息款額、退還資本予股東或發行新股份。年內，並無對有關管理資本之目標、政策或程序作出變更。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

(d) Capital risk management (Continued)

The Group monitors capital using a gearing ratio, which is total debt divided by total assets. The Group's policy is to keep the gearing ratio at a reasonable level. The gearing ratios at the end of each reporting period are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Total debts	總債務	58,413	43,906
Total assets	總資產	29,599	183,121
Gearing ratio	資本負債比率	197.35%	23.98%

Note: Total debts comprise of borrowings and corporate bonds which is disclosed in Notes 33 and 34 to the consolidated financial statements.

5. 財務風險管理(續)

(d) 資本風險管理(續)

本集團以資本負債比率(總債務除以總資產)監察資本情況。本集團之政策是將資本負債比率維持於合理水平。於各報告期末之資本負債比率如下：

附註：總債務包括借款及公司債券，披露於綜合財務報表附註33及34。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

6. SEGMENT INFORMATION

Business segments

Information reported to the management of the Group, being the CODM, for the purposes of resource allocation and assessment of segment performances focuses on types of services provided.

The operating and reportable segments are as follows:

Continuing operations

Cultural and entertainment Operation of cultural and entertainment comprehensive services platform, including brand management, solution and consulting services, contracting services and entertainment equipment solution, trading of goods, products promotion services, sale and distribution of goods, and club and entertainment business

Financing Provision of money lending, finance leasing and credit factoring services

Discontinued operation

Exhibitions and events Organisation and sponsorship of trade shows, exhibitions and events, provision of event planning, sub-contracting, management and ancillary services

6. 分部資料

業務分部

就資源分配及評估分部表現而向本集團管理層(即主要經營決策者)匯報之資料乃以所提供之服務類型為重點。

經營及須予報告分部如下：

持續經營業務

文化及娛樂 經營文化及娛樂綜合服務平台，包括品牌管理、解決方案及諮詢服務、承包服務及娛樂設備解決方案、商品貿易、產品推廣服務、銷售及分銷商品以及會所及娛樂業務

融資 提供放債、融資租賃及信貸保理服務

已終止經營業務

展覽會及活動 籌辦及贊助貿易展覽、展覽會及活動，提供活動策劃、分包、管理及配套服務

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments:

For the year ended 30 June

6. 分部資料(續)

分部收益及業績

本集團之收益及業績按須予報告分部分析如下：

截至六月三十日止年度

		Continuing operations 持續經營業務						Discontinued operation 已終止經營業務					
		Cultural and entertainment 文化及娛樂				Financing 融資		Total for Continuing operations 持續經營業務總計		Exhibitions and events 展覽會及活動		Total 總計	
		2024		2023		2024		2023		2024		2023	
		二零二四年	二零二三年	二零二四年	二零二三年	二零二四年	二零二三年	二零二四年	二零二三年	二零二四年	二零二三年	二零二四年	二零二三年
		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	
Revenue	收益												
External customers	外部客戶	31,561	9,918	-	31,301	31,561	41,219	-	-	31,561	41,219		
Results	業績												
Segment results	分部業績	(25,001)	(155,675)	(170,667)	(315,626)	(195,668)	(471,301)	-	(371)	(195,668)	(471,672)		
Unallocated net loss on financial assets at FVTPL	按公平值計入損益之金融資產之未分配虧損淨額											(830)	
Unallocated impairment loss on right-of-use assets	使用權資產之未分配減值虧損											(970)	
Unallocated income and other gains and losses	未分配收入及其他收益及虧損											(1,948)	
Unallocated corporate expenses	未分配企業開支											(7,464)	
Finance costs	財務成本											(4,856)	
Loss before tax	除稅前虧損											(209,936)	
Taxation	稅項											(102)	
Loss for the year	年度虧損											(210,038)	
												(506,497)	

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

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

		Cultural and entertainment		Financing		Total	
		文化及娛樂		融資		總計	
		2024	2023	2024	2023	2024	2023
		二零二四年	二零二三年	二零二四年	二零二三年	二零二四年	二零二三年
		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
Assets	資產						
Segment assets	分部資產	28,381	6,629	96	172,428	28,477	179,057
Assets of a discontinued operation	已終止經營業務資產					-	324
Unallocated corporate assets	未分配企業資產					1,122	3,740
Total reportable segment assets	須予報告分部資產總值					29,599	183,121
Liabilities	負債						
Segment liabilities	分部負債	53,272	13,109	1,092	1,824	54,364	14,933
Liabilities of a discontinued operation	已終止經營業務負債					-	53
Unallocated corporate liabilities	未分配企業負債					61,475	43,135
Total reportable segment liabilities	須予報告分部負債總額					115,839	58,121

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than corporate assets; and
- all liabilities are allocated to reportable segments other than corporate liabilities.

6. 分部資料(續)

分部資產及負債

本集團之資產及負債按須予報告分部分析如下：

就監察分部表現以及在分部之間分配資源而言：

- 除企業資產外，所有資產獲分配至須予報告分部；及
- 除企業負債外，所有負債獲分配至須予報告分部。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

6. SEGMENT INFORMATION (Continued)

Other segment information

For the year ended 30 June

6. 分部資料(續)

其他分部資料

截至六月三十日止年度

	Cultural and entertainment 文化及娛樂		Financing 融資		Unallocated 未分配		Total 總計	
	2024	2023	2024	2023	2024	2023	2024	2023
	二零二四年 HK\$'000 千港元	二零二三年 HK\$'000 千港元	二零二四年 HK\$'000 千港元	二零二三年 HK\$'000 千港元	二零二四年 HK\$'000 千港元	二零二三年 HK\$'000 千港元	二零二四年 HK\$'000 千港元	二零二三年 HK\$'000 千港元
Depreciation of property, plant and equipment	(2,369)	(48)	-	(6)	(27)	(69)	(2,396)	(123)
Depreciation of right-of-use assets	(1,985)	-	-	-	-	(1,163)	(1,985)	(1,163)
Capital expenditure	(11,347)	-	-	-	-	(59)	(11,347)	(59)
Net loss on financial assets at FVTPL	-	-	-	-	-	(830)	-	(830)
Write-off of property, plant and equipment	-	(51)	-	-	(43)	-	(43)	(51)
Provision for impairment losses under ECL model and write-off of receivables, net of reversal	(4,937)	(17,600)	(169,633)	(341,893)	-	-	(174,570)	(359,493)
Impairment loss on goodwill	-	(128,598)	-	(434)	-	-	-	(129,032)
Impairment loss on property, plant and equipment	(6,043)	-	-	-	-	-	(6,043)	-
Impairment loss on right-of-use assets	(5,162)	-	-	-	-	(970)	(5,162)	(970)
Impairment loss on intangible assets	-	(730)	-	-	-	-	-	(730)
Amortisation of intangible assets	-	(265)	-	-	-	-	-	(265)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

6. SEGMENT INFORMATION (Continued)

Geographical segments

The Group's operations are located in Hong Kong and the PRC.

Information about the Group's revenue from external customers is presented based on the location of the operations. Information about the Group's non-current assets is presented based on the geographical location of the assets.

6. 分部資料(續)

地區分部

本集團的業務位於香港及中國。

有關本集團來自外部客戶的收益的資料乃根據營運地點呈列。有關本集團非流動資產的資料乃根據資產的地理位置呈列。

	Revenue from External customers		Non-current assets	
	來自外部客戶的收益		非流動資產	
	Year ended 30 June		As at 30 June	
	截至六月三十日止年度		於六月三十日	
	2024	2023	2024	2023
	二零二四年	二零二三年	二零二四年	二零二三年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Hong Kong	31,203	339	3,055	89
The PRC	358	40,880	5	106
	31,561	41,219	3,060	195

Note: Non-current assets excluded deferred tax assets.

附註：非流動資產不包括遞延稅項資產。

Information about major customers

Revenue from external customers contributing 10% or more of the revenue from the sale and distribution business is as follows:

有關主要客戶之資料

來自外部客戶之收益佔銷售及分銷業務收益 10%或以上之情況如下：

	2024	2023
	二零二四年	二零二三年
	HK\$'000	HK\$'000
	千港元	千港元
Customer A	10,179	-
Customer B	7,956	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

7. REVENUE

7. 收益

(i) Disaggregation of revenue

(i) 收益的劃分

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Revenue from contracts with customers:	客戶合約收益：		
Brand management	品牌管理	73	1,699
Promotion and consulting services	推廣及諮詢服務	-	2,498
Trading of goods	商品貿易	285	5,721
Sales and distribution of goods	銷售及分銷商品	18,153	-
Club and entertainment business	會所及娛樂業務	13,050	-
		31,561	9,918
Interest under effective interest method:	實際利率法項下利息：		
Credit factoring services	信貸保理服務	-	30,302
Finance leasing services	融資租賃服務	-	660
Money lending services	放債服務	-	339
		-	31,301
Total	總計	31,561	41,219
Timing of revenue recognition:	確認收益之時間：		
At a point in time	於某一時間點	31,488	6,306
Over time	隨時間	73	3,612
Revenue from contracts with customers	客戶合約收益	31,561	9,918
Revenue from other sources	其他來源收益	-	31,301
Total	總計	31,561	41,219

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

7. REVENUE (Continued)

(ii) Performance obligation for contracts with customers

Brand management and related services

The Group provides brand management services to bars and restaurants. Revenue is recognised when the services are rendered.

Promotion and consulting services

The Group provides promotion and consultancy services to alcoholic beverages suppliers, bars, restaurants, lounges and others. Revenue is recognised when the services are rendered.

Trading of goods

The Group sells wine and liquor and daily supplies to entertainment stores and NOD Union members. Revenue is recognised when control of goods were transferred, being at the point in time when goods were delivered and accepted by the customers.

7. 收益(續)

(ii) 客戶合約的履約責任

品牌管理及相關服務

本集團向酒吧及餐廳提供品牌管理服務。收益於提供服務時確認。

推廣及諮詢服務

本集團向酒精飲料供應商、酒吧、餐廳、酒廊及其他提供推廣及諮詢服務。收益於提供服務時確認。

商品貿易

本集團向娛樂門店及諾笛聯盟平台會員銷售洋酒及酒類以及日常用品。收益於商品的控制權轉移時(即於商品已付運並由客戶接收的時間點)確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

7. REVENUE (Continued)

(ii) Performance obligation for contracts with customers (Continued)

Sales and distribution of goods

Sales and distribution of wine and liquor are recognised when control of the products has transferred, being when the products are delivered to the customers, the customers have full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specified location, and the risks of obsolescence and loss have been transferred to the customer.

Club and entertainment business

The Group operates a club in Hong Kong. Revenue is recognised when the customer has the ability to direct the use of the goods and services and obtain substantially all of the remaining benefits of the goods and services. Payment of the transaction price is due immediately at the point the customer purchases the goods and services.

7. 收益(續)

(ii) 客戶合約的履約責任(續)

銷售及分銷商品

洋酒及酒類的銷售及分銷於產品控制權轉移時確認，即產品交付予客戶、客戶可全權決定銷售產品之渠道及價格，以及並無可能影響客戶接收產品之未履行責任。產品已運送至指定地點，且陳舊及損失之風險已轉移至客戶時，即完成交付。

會所及娛樂業務

本集團在香港經營一間會所。當客戶有能力指定貨品及服務用途及取得貨品及服務絕大部分餘下利益時，收入即予確認。交易價款於客戶購買貨品及服務時即時支付。

8. OTHER INCOME

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Government grants (Note)	政府補貼(附註)	-	919
Dividend income	股息收入	-	17
Interest income	利息收入	27	7
Sponsorship income	贊助收入	273	-
Sundry income	雜項收入	74	10
		374	953

Note: The government grants represent subsidy income received from various government authorities as incentive to certain subsidiaries of the Group in Hong Kong and the PRC.

附註：政府補貼指從各個政府部門收到的補助收入，作為給予本集團在香港及中國的若干附屬公司的獎勵。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

9. LOSS BEFORE TAX

Loss before tax from continuing operations has been arrived at after charging/(crediting):

9. 除稅前虧損

來自持續經營業務之除稅前虧損乃扣除/(計入)下列各項後達致：

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Staff costs:		
Employee benefits expenses (including directors' emoluments)		
– Salaries, allowance and other benefit	11,670	11,596
– Retirement benefit scheme contributions	716	1,390
	12,386	12,986
Other items:		
Amortisation of intangible assets	–	265
Depreciation of:		
– property, plant and equipment	2,396	123
– right-of-use assets	1,985	1,163
Auditor's remuneration		
– Audit services	800	800
– Non-audit services	170	240
Cost of inventories recognised in cost of sales	21,670	5,394
Lease expenses on short-term leases	593	831
Other (gains) and losses:		
Net loss on financial assets at FVTPL		
Realised gain on fair value change of financial assets at FVTPL	–	(48)
Loss on fair value change of early redemption right	–	878
Net loss on financial assets at FVTPL	–	830
Exchange gains	(12)	(506)
Write-off of property, plant and equipment	43	51
Gain on disposal of property, plant and equipment	(2,050)	–
Loss on non-substantial modification of corporate bond (Note 34)	3,567	3,198
	1,548	3,573

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

10. PROVISION FOR IMPAIRMENT LOSSES UNDER ECL MODEL AND WRITE-OFF OF RECEIVABLES, NET OF REVERSAL

10. 預期信貸虧損模式項下之減值虧損撥備及應收款項撇銷(扣除撥回)

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Impairment losses recognised on:	確認減值虧損：		
– Trade receivables (Note 23)	– 貿易應收款項(附註23)	1	17,600
– Factoring receivables (Note 24)	– 保理應收款項(附註24)	–	327,344
– Lease receivables (Note 25)	– 租賃應收款項(附註25)	–	13,452
– Loan receivables (Note 26)	– 應收貸款(附註26)	–	1,097
Total impairment losses under ECL model	預期信貸虧損模式項下之減值虧損總額	1	359,493
Write-off of:	撇銷：		
– Trade receivables	– 貿易應收款項	4,936	–
– Factoring receivables	– 保理應收款項	166,994	–
– Lease receivables	– 租賃應收款項	2,208	–
– Loan receivables	– 應收貸款	431	–
Total write-off of receivables	應收款項撇銷總額	174,569	–
Total	總計	174,570	359,493

11. FINANCE COSTS

11. 財務成本

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Guarantee fee on borrowing	借款之擔保費	–	14
Interest on borrowings	借款之利息	1,173	81
Effective interest on corporate bonds (Note 34)	公司債券之實際利息(附註34)	3,726	3,734
Effective interest on lease liabilities	租賃負債之實際利息	534	180
		5,433	4,009

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

12. TAXATION

12. 稅項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Current tax:	即期稅項：		
– PRC Enterprise Income Tax	– 中國企業所得稅	6	1,844
Under provision in prior years:	過往年度撥備不足：		
– PRC Enterprise Income Tax	– 中國企業所得稅	–	3,041
– Hong Kong Profit Tax	– 香港利得稅	75	–
Deferred tax expense:	遞延稅項開支：		
– Current year (Note 21)	– 本年度(附註21)	21	11,124
Income tax expense from continuing operations	持續經營業務之所得稅開支	102	16,009
Income tax expense from a discontinued operation	已終止經營業務之所得稅開支	–	17
Total income tax expense	所得稅開支總額	102	16,026

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profit. No provision for Hong Kong Profits Tax has been made since the Group has no estimated assessable profits for the years ended 30 June 2024 and 2023.

香港利得稅乃按估計應課稅溢利的16.5%計算。由於本集團於截至二零二四年及二零二三年六月三十日止年度並無估計應課稅溢利，故並無就香港利得稅計提撥備。

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the subsidiaries of the Group in the PRC is 25% for the years ended 30 June 2024 and 2023.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，本集團中國附屬公司於截至二零二四年及二零二三年六月三十日止年度的稅率為25%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

12. TAXATION (Continued)

A reconciliation of the taxation applicable to loss before tax using the statutory rate for the location in which the Company is domiciled for tax purpose to the tax expense at the effective tax rate are as follows:

12. 稅項(續)

使用本公司就稅務而言所處地點之法定稅率計算適用於除稅前虧損之稅項與根據實際稅率計算之稅項開支之對賬如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Loss before tax from continuing operations	來自持續經營業務之除稅前虧損	(209,936)	(490,100)
Loss before tax from a discontinued operation	來自已終止經營業務之除稅前虧損	-	(371)
		(209,936)	(490,471)
Tax expenses at the Hong Kong Profits Tax rate 16.5%	按香港利得稅稅率 16.5% 計算的稅項開支	(34,639)	(80,928)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	31,553	83,508
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(375)	(133)
Tax effect on temporary differences not recognised	未確認暫時差額之稅務影響	(520)	8,383
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	4,155	2,514
Utilisation of tax losses previously not recognised	動用過往未確認稅項虧損	(125)	-
Effect of tax concession	稅項減免之影響	-	(224)
Effect of different tax rates of subsidiaries operating in other jurisdiction	於其他司法權區營運之附屬公司不同稅率之影響	(22)	1,472
Under-provision in respect of prior years	過往年度撥備不足	75	1,434
Income tax expense for the year	年度所得稅開支	102	16,026
Income tax expense from continuing operations	持續經營業務之所得稅開支	102	16,009
Income tax expense from a discontinued operation	已終止經營業務之所得稅開支	-	17

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

13. BENEFITS AND INTERESTS OF DIRECTORS AND FIVE HIGHEST PAID EMPLOYEES EMOLUMENTS

(i) Benefits and interests of directors

(a) Directors' and chief executive's emoluments

The aggregate amounts of emoluments paid and payable to directors and chief executive of the Company during the year are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Fee	袍金	790	993
Other emoluments:	其他酬金：		
Salaries, allowance and benefits in kind	薪金、津貼及 實物利益	1,268	1,268
Discretionary bonus	酌情花紅	-	1,000
Retirement benefit scheme contributions	退休福利計劃供款	30	42
Total	總計	2,088	3,303

13. 董事福利及權益以及五名最高薪僱員酬金

(i) 董事福利及權益

(a) 董事及最高行政人員酬金

年內，本公司已付及應付董事及最高行政人員之酬金總額如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

13. BENEFITS AND INTERESTS OF DIRECTORS AND FIVE HIGHEST PAID EMPLOYEES EMOLUMENTS

(Continued)

(i) Benefits and interests of directors (Continued)

(a) Directors' and chief executive's emoluments (Continued)

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

13. 董事福利及權益以及五名最高薪僱員酬金(續)

(i) 董事福利及權益(續)

(a) 董事及最高行政人員酬金(續)

根據香港公司條例第383(1)條及公司(披露有關董事福利之資料)規例第2部，董事及最高行政人員之酬金披露如下：

	Fee		Salaries, allowance and benefits in kind		Discretionary bonus		Retirement benefit scheme contributions		Total emoluments	
	袍金		薪金、津貼及實物利益		酌情花紅		退休福利計劃供款		總酬金	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	二零二四年	二零二三年	二零二四年	二零二三年	二零二四年	二零二三年	二零二四年	二零二三年	二零二四年	二零二三年
	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
Executive directors	執行董事									
Mr. Deng Zhonglin	鄧仲麟先生(附註h及i)									
	-	-	428	611	-	1,000	-	21	428	1,632
Mr. Wong Yuk Lun Alan (Note a)	黃玉麟先生(附註a)									
Mr. Lam Wai Hung (Note b)	林偉雄先生(附註b)									
Mr. Wong Ka Shing (Note c)	黃嘉盛先生(附註c)									
Ms. Woo Lan Ying (Note d)	胡蘭英女士(附註d)									
	-	-	-	-	-	-	-	-	-	-
Non-executive directors	非執行董事									
Ms. Huang Chian Sandy (Note g)	黃茜女士(附註g)									
	60	240	-	-	-	-	-	-	60	240
Independent non-executive directors	獨立非執行董事									
Mr. Tsang Wing Ki	曾永祺先生									
Mr. Choi Hung Fai (Note f)	蔡雄輝先生(附註f)									
Dr. Wong Kong Tin, JP	黃江天博士太平紳士									
Mr. To Chun Wai (Note e)	杜振偉先生(附註e)									
	240	240	-	-	-	-	-	-	240	240
	10	240	-	-	-	-	-	-	10	240
	240	240	-	-	-	-	-	-	240	240
	240	33	-	-	-	-	-	-	240	33
Total remuneration	總酬金									
	790	993	1,268	1,268	-	1,000	30	42	2,088	3,303

Notes:

- (a) Mr. Wong Yuk Lun Alan resigned as the executive director and chief executive officer of the Company on 9 January 2025.
- (b) Mr. Lam Wai Hung was appointed and resigned as the executive director of the Company on 6 April 2023 and 9 January 2025 respectively.
- (c) Mr. Wong Ka Shing was appointed as the executive director of the Company on 6 September 2024.

附註：

- (a) 黃玉麟先生於二零二五年一月九日辭任本公司執行董事兼行政總裁。
- (b) 林偉雄先生分別於二零二三年四月六日及二零二五年一月九日獲委任為及辭任本公司執行董事。
- (c) 黃嘉盛先生於二零二四年九月六日獲委任為本公司執行董事。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

13. BENEFITS AND INTERESTS OF DIRECTORS AND FIVE HIGHEST PAID EMPLOYEES EMOLUMENTS

(Continued)

(i) Benefits and interests of directors (Continued)

(a) Directors' and chief executive's emoluments (Continued)

Notes: (Continued)

- (d) Ms. Woo Lan Ying was appointed as the executive director of the Company on 9 January 2025.
- (e) Mr. To Chun Wai was appointed as the independent non-executive director of the Company on 12 May 2023.
- (f) Mr. Choi Hung Fai resigned as the independent non-executive director of the Company on 16 July 2023.
- (g) Ms. Huang Chian Sandy resigned as the non-executive director of the Company on 2 November 2023.
- (h) During the year ended 30 June 2024, discretionary bonus of nil (2023: HK\$2,500,000) was paid to the executive directors of the Company. In addition, no emoluments were paid by the Group to the executive directors and independent non-executive directors as an inducement to join, or upon joining the Group, or as a compensation for loss of office.
- (i) During the year ended 30 June 2023, Mr. Deng Zhonglin waived discretionary bonus of an aggregate amount of HK\$1,500,000. Except this, during the years ended 30 June 2024 and 2023, no director waived any emoluments.
- (j) Share options were granted to directors in respect of their services to the Group, further details of which are included in the disclosures in Note 36 to the consolidated financial statements.

(b) Directors' retirement benefits

During the year ended 30 June 2024, the directors received retirement benefits of HK\$30,000 (2023: HK\$42,000).

13. 董事福利及權益以及五名最高薪僱員酬金(續)

(i) 董事福利及權益(續)

(a) 董事及最高行政人員酬金(續)

附註：(續)

- (d) 胡蘭英女士於二零二五年一月九日獲委任為本公司執行董事。
- (e) 杜振偉先生於二零二三年五月十二日獲委任為本公司獨立非執行董事。
- (f) 蔡雄輝先生於二零二三年七月十六日辭任本公司獨立非執行董事。
- (g) 黃苗女士於二零二三年十一月二日辭任本公司非執行董事。
- (h) 於截至二零二四年六月三十日止年度，向本公司執行董事支付酌情花紅零港元(二零二三年：2,500,000港元)。此外，本集團並無向執行董事及獨立非執行董事支付酬金，作為吸引彼等加盟本集團或加盟後之獎勵，或作為離職補償。
- (i) 於截至二零二三年六月三十日止年度，鄧仲麟先生放棄酌情花紅合共1,500,000港元。除此之外，於截至二零二四年及二零二三年六月三十日止年度，概無董事放棄任何薪酬。
- (j) 本公司就董事為本集團服務而向彼等授出購股權，更多詳情已載入綜合財務報表附註36的披露資料內。

(b) 董事退休福利

於截至二零二四年六月三十日止年度，董事已收取退休福利30,000港元(二零二三年：42,000港元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

13. BENEFITS AND INTERESTS OF DIRECTORS AND FIVE HIGHEST PAID EMPLOYEES EMOLUMENTS

(Continued)

(i) Benefits and interests of directors (Continued)

(c) Directors' termination benefits

None of the directors received any termination benefits during the year (2023: HK\$Nil).

(d) Consideration provided to third parties for making available directors' services

During the year ended 30 June 2024, the Company did not pay consideration to any third parties for making available directors' services (2023: HK\$Nil).

(e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporates and connected entities with such directors

During the year ended 30 June 2024, there was no loans, quasi-loans and other dealing arrangements in favour of the directors, or controlled body corporates and connected entities of such directors (2023: HK\$Nil).

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

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2023: HK\$Nil).

13. 董事福利及權益以及五名最高薪僱員酬金(續)

(i) 董事福利及權益(續)

(c) 董事離職福利

年內，概無董事已收取任何離職福利(二零二三年：零港元)。

(d) 就取得董事服務向第三方提供之代價

截至二零二四年六月三十日止年度，本公司並無就取得董事服務向任何第三方支付代價(二零二三年：零港元)。

(e) 有關以董事、有關董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易之資料

截至二零二四年六月三十日止年度，並無以董事或有關董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易安排(二零二三年：零港元)。

(f) 董事於交易、安排或合約之重大權益

本公司並無訂立於年末或年內任何時間存續之與本公司之業務有關且董事直接或間接於其中擁有重大權益之重大交易、安排及合約(二零二三年：零港元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

13. BENEFITS AND INTERESTS OF DIRECTORS AND FIVE HIGHEST PAID EMPLOYEES EMOLUMENTS

(Continued)

(ii) Five highest paid employees emoluments

The five highest paid employees of the Group during the year ended 30 June 2024 included two (2023: two) directors, details of whose emoluments have been set out above. The emoluments of the remaining three (2023: three) individuals are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Salaries, allowance and benefits in kind	薪金、津貼及實物利益	1,558	1,085
Discretionary bonus	酌情花紅	49	70
Retirement benefit scheme contributions	退休福利計劃供款	30	30
Total	總計	1,637	1,185

The number of the highest paid employees who are not the directors and the chief executive officer of the Company whose emoluments fell within the following bands is as follows:

		2024 二零二四年	2023 二零二三年
HK\$Nil to HK\$1,000,000	零港元至 1,000,000 港元	3	3
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	-	-
HK\$1,500,001 to HK\$6,000,000	1,500,001 港元至 6,000,000 港元	-	-
Total	總計	3	3

13. 董事福利及權益以及五名最高薪僱員酬金(續)

(ii) 五名最高薪僱員酬金

截至二零二四年六月三十日止年度，本集團五名最高薪僱員包括兩名(二零二三年：兩名)董事，其酬金詳情已於上文載述。其餘三名(二零二三年：三名)人士之酬金如下：

屬於以下薪酬組別之非董事及本公司最高行政人員之最高薪酬僱員人數如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

13. BENEFITS AND INTERESTS OF DIRECTORS AND FIVE HIGHEST PAID EMPLOYEES EMOLUMENTS

(Continued)

(ii) Five highest paid employees emoluments

(Continued)

No emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during years ended 30 June 2024 and 2023.

In prior years, share options were granted to non-director highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in Note 38 to the consolidated financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the consolidated financial statements for the current year is included in the above highest paid employees' emoluments disclosures.

14. DIVIDENDS

The directors of the Company do not recommend the payment of a final dividend for the year ended 30 June 2024 (2023: HK\$Nil).

13. 董事福利及權益以及五名最高薪僱員酬金(續)

(ii) 五名最高薪僱員酬金(續)

於截至二零二四年及二零二三年六月三十日止年度，本集團並無向任何五名最高薪人士支付酬金，作為吸引彼等加盟本集團或加盟後之獎勵或作為離任補償。

於過往年度，本公司就非董事最高薪酬僱員為本集團服務而向彼等授出購股權，更多詳情已載入綜合財務報表附註38的披露資料內。相關購股權的公平值在歸屬期間於損益表內確認，公平值於授出日期釐定，而計入本年綜合財務報表的數額亦載於上文最高薪酬僱員酬金的披露資料內。

14. 股息

本公司董事並無建議派付截至二零二四年六月三十日止年度之末期股息(二零二三年：零港元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

15. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Loss	虧損		
Loss attributable to owners of the Company	本公司擁有人應佔虧損		
From continuing operations	來自持續經營業務	200,549	506,109
From a discontinued operation	來自已終止經營業務	-	388
		200,549	506,497

15. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損的計算基於以下數據：

		2024 二零二四年 '000 千股	2023 二零二三年 '000 千股
Number of shares	股份數目		
Number of/weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用於計算每股基本及攤薄虧損之普通股數目／加權平均數	2,054,153	1,943,894

For the years ended 30 June 2024 and 2023, the computation of diluted loss per share does not assume the exercise of the Company's outstanding share options as the exercise prices of the share options were higher than the average market price of the shares of the Company. The basic and diluted loss per share were the same for the years ended 30 June 2024 and 2023.

截至二零二四年及二零二三年六月三十日止年度，由於購股權之行使價高於本公司股份平均市價，因此計算每股攤薄虧損時並無假設本公司未行使的購股權獲行使。截至二零二四年及二零二三年六月三十日止年度，每股基本及攤薄虧損相同。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Furniture fixture and equipment 傢俬、裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本					
At 1 July 2022	於二零二二年七月一日	2,540	2,521	185	6,731	11,977
Additions	添置	-	59	-	-	59
Disposals	出售	-	(84)	-	-	(84)
Write-off	撇銷	(101)	(424)	(18)	-	(543)
Exchange realignment	匯兌調整	(185)	(162)	(8)	-	(355)
At 30 June 2023 and 1 July 2023	於二零二三年六月三十日及二零二三年七月一日	2,254	1,910	159	6,731	11,054
Additions	添置	5,737	3,856	1,754	-	11,347
Disposals	出售	-	-	-	(6,731)	(6,731)
Write-off	撇銷	(160)	(149)	(70)	-	(379)
Exchange realignment	匯兌調整	(16)	(13)	(1)	-	(30)
At 30 June 2024	於二零二四年六月三十日	7,815	5,604	1,842	-	15,261
Accumulated depreciation and impairment	累計折舊及減值					
At 1 July 2022	於二零二二年七月一日	2,437	2,300	182	6,731	11,650
Charge for the year (Note 9)	年度支出(附註9)	59	63	1	-	123
Disposals	出售	-	(84)	-	-	(84)
Write-off	撇銷	(101)	(373)	(18)	-	(492)
Exchange realignment	匯兌調整	(184)	(146)	(8)	-	(338)
At 30 June 2023 and 1 July 2023	於二零二三年六月三十日及二零二三年七月一日	2,211	1,760	157	6,731	10,859
Charge for the year (Note 9)	年度支出(附註9)	1,230	864	302	-	2,396
Disposals	出售	-	-	-	(6,731)	(6,731)
Impairment	減值	4,520	718	805	-	6,043
Write-off	撇銷	(129)	(137)	(70)	-	(336)
Exchange realignment	匯兌調整	(17)	(12)	(1)	-	(30)
At 30 June 2024	於二零二四年六月三十日	7,815	3,193	1,193	-	12,201
Carrying amounts	賬面值					
At 30 June 2024	於二零二四年六月三十日	-	2,411	649	-	3,060
At 30 June 2023	於二零二三年六月三十日	43	150	2	-	195

Details of impairment assessment are set out in Note 18 to the consolidated financial statements.

有關減值評估之詳情載於綜合財務報表附註18。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

17. RIGHT-OF-USE ASSETS

17. 使用權資產

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Carrying amount	賬面值		
Properties leased for own use	自用租賃物業	-	-
For the year ended 30 June	截至六月三十日止年度		
Depreciation (Note 9)	折舊(附註9)	(1,985)	(1,163)
Impairment recognised in profit or loss	於損益確認之減值	(5,162)	(970)

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Expenses relating to short-term leases	與短期租賃相關的開支	593	900
Total cash outflow for leases	租賃現金流出總額	2,583	2,340
Additions to right-of-use assets	添置使用權資產	7,147	-

For both years, the Group leased various properties for its operations. Lease contracts were entered into for fixed terms of 1 year to 3 years, but may have extension and termination options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the noncancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group has not early terminated leases for properties for the years ended 30 June 2024 and 2023.

Details of impairment assessment are set out in Note 18 to the consolidated financial statements.

於兩個年度內，本集團租賃各項物業用於運營。所訂立租賃合約之固定租期介乎一年至三年，但可能存在下文所述之延長及終止選擇權。租賃條款乃按個別基礎進行磋商，包括各種不同條款及條件。於釐定租期及評估不可撤回期間的長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

截至二零二四年及二零二三年六月三十日止年度，本集團並無提前終止物業租賃。

有關減值評估之詳情載於綜合財務報表附註18。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

17. RIGHT-OF-USE ASSETS (Continued)

Restriction or covenants

In addition, lease liabilities of approximately HK\$6,846,000 (2023: approximately HK\$1,155,000) are recognised with related right-of-use assets, net of accumulated depreciation and accumulated impairment losses of nil (2023: nil) as at 31 December 2024. The lease arrangements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

18. IMPAIRMENT TESTING OF PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

As at 30 June 2024, the directors of the Company considered that there were impairment indicators on the property, plant and equipment and the right-of-use assets of the club and entertainment business because of the substantial loss incurred for the year ended 30 June 2024. In view of this, the directors of the Company grouped relevant items of the property, plant and equipment and the right-of-use assets of the club and entertainment business together to constitute a cash generating unit (the "Club CGU") for the purpose of the impairment assessment. The directors of the Company assessed the recoverable amounts of the Club CGU, which were higher of the value in use ("VIU") and the fair value less costs of disposal. Since the directors of the Company are of opinion that loss-making situation of the club and entertainment business will persisted due to current unfavourable market condition and the VIU is considered as zero, the recoverable amount of Club CGU is therefore determined based on the fair value less costs of disposal.

Based on the assessment and with reference to the valuation reports prepared by an independent professional valuer not connected with the Group, impairment loss of approximately HK\$6,043,000 and HK\$5,162,000 were recognised in respect of property, plant and equipment and right-of-use assets relating to club and entertainment business for the year ended 30 June 2024, respectively.

17. 使用權資產(續)

限制或契約

此外，於二零二四年十二月三十一日，約6,846,000港元(二零二三年：約1,155,000港元)之租賃負債與相關使用權資產(扣除累計折舊及累計減值虧損零(二零二三年：零))一併確認。除出租人持有租賃資產之抵押權益外，租賃安排並無施加任何契約。租賃資產不得用作借款用途之抵押。

18. 物業、廠房及設備以及使用權資產減值測試

於二零二四年六月三十日，本公司董事認為，由於截至二零二四年六月三十日止年度產生重大虧損，會所及娛樂業務之物業、廠房及設備以及使用權資產存在減值跡象。有見及此，本公司董事將會所及娛樂業務之物業、廠房及設備以及使用權資產之相關項目組合，以構成一個現金產生單位(「會所現金產生單位」)進行減值評估。本公司董事評估了會所現金產生單位之可收回金額，即使用價值(「使用價值」)與公平值減出售成本兩者間之較高者。由於本公司董事認為因當前市況不利，會所及娛樂業務之虧損情況將會持續，而使用價值被視為零，因此，會所現金產生單位之可收回金額乃按公平值減出售成本釐定。

根據評估及經參考由與本集團並無關連之獨立專業估值師編製之估值報告，截至二零二四年六月三十日止年度，就有關會所及娛樂業務之物業、廠房及設備以及使用權資產分別確認減值虧損約6,043,000港元及5,162,000港元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

19. INTANGIBLE ASSETS

19. 無形資產

		Trademarks and brands 商標及品牌 HK\$'000 千港元
Cost	成本	
At 1 July 2022	於二零二二年七月一日	29,327
Exchange realignment	匯兌調整	(2,328)
At 30 June 2023 and 1 July 2023	於二零二三年六月三十日及 二零二三年七月一日	26,999
Exchange realignment	匯兌調整	(212)
At 30 June 2024	於二零二四年六月三十日	26,787
Accumulated amortisation and impairment	累計攤銷及減值	
At 1 July 2022	於二零二二年七月一日	28,292
Charge for the year	年度支出	265
Impairment recognised in profit or loss	於損益確認之減值	730
Exchange realignment	匯兌調整	(2,288)
At 30 June 2023 and 1 July 2023	於二零二三年六月三十日及 二零二三年七月一日	26,999
Exchange realignment	匯兌調整	(212)
At 30 June 2024	於二零二四年六月三十日	26,787
Carrying amount	賬面值	
At 30 June 2024	於二零二四年六月三十日	-
At 30 June 2023	於二零二三年六月三十日	-

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

上述無形資產具有有限使用年期。該等無形資產按直線法於以下期間攤銷：

Trademarks and brands	37-116 months	商標及品牌	37至116個月
-----------------------	---------------	-------	----------

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

19. INTANGIBLE ASSETS (Continued)

For the purpose of impairment testing, intangible assets were assessed by the directors of the Company for impairment as part of the impairment assessment of the brand management services as the trademarks and brands belonged to the brand management CGU. During the year ended 30 June 2023, an impairment loss of HK\$730,000 was recognised to fully write-down the carrying amount of the trademarks and brands. The estimate of the recoverable amount of the CGU were determined based on a value-in-use calculation in accordance with HKAS 36. As the carrying amount of the intangible assets were HK\$Nil, no further impairment loss recognised.

19. 無形資產(續)

就減值測試而言，由於商標及品牌屬於品牌管理現金產生單位，故本公司董事對無形資產進行減值評估，作為品牌管理服務減值評估之一部分。截至二零二三年六月三十日止年度，已確認減值虧損730,000港元，以悉數撇減商標及品牌之賬面值。現金產生單位之估計可收回金額乃根據香港會計準則第36號之使用價值計算方法釐定。由於無形資產之賬面值為零港元，故並無進一步確認減值虧損。

20. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries as at 30 June 2024 are set out as follow:

20. 主要附屬公司之詳情

本公司於二零二四年六月三十日之主要附屬公司之詳情載列如下：

Name of subsidiaries 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Issued and fully paid ordinary share capital /registered capital 已發行及繳足普通股股本/ 註冊資本	Percentage of equity and voting power attributable to the Group 本集團應佔權益及投票權百分比				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2024 二零二四年	2023 二零二三年	2024 二零二四年	2023 二零二三年	
Great Getter Limited	Hong Kong	Ordinary HK\$1	-	-	100%	100%	Provision of operating services
力卓有限公司	香港	普通1港元					提供經營服務
Greatest Best Limited	Hong Kong	Ordinary HK\$1	-	-	100%	100%	Sale and distribution of wine and liquor
鉅景有限公司	香港	普通1港元					銷售及分銷洋酒及酒類
Golden Miles International Limited	Hong Kong	Ordinary HK\$100 (2023: HK\$1)	-	-	51%	100%	Clubbing operation
金邁國際有限公司	香港	普通100港元 (二零二三年：1港元)					會所經營

The above table lists the subsidiaries of the Group, which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of all the subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive lengths.

上表所列出之本集團附屬公司，乃本公司董事認為對本集團之業績或資產有重大影響者。本公司董事認為，列出全部附屬公司之詳情，會令資料過份冗長。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

20. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

The Group had no subsidiaries which have material non-controlling interests for the years ended 30 June 2024 and 2023.

None of the subsidiaries had any debt securities outstanding during both years at 30 June 2024 and 2023.

21. DEFERRED TAX ASSETS

The movements in deferred tax assets during the year are as follows:

		Deferred revenue	Impairment allowance for credit loss	Total
		遞延收益	信貸虧損 減值撥備	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 July 2022	於二零二二年七月一日	86	11,063	11,149
Charged to the consolidated profit or loss for the year (Note 12)	自年度綜合損益中扣除 (附註12)	(61)	(11,063)	(11,124)
Exchange realignment	匯兌調整	(4)	-	(4)
At 30 June 2023 and 1 July 2023	於二零二三年六月三十日 及二零二三年七月一日	21	-	21
Charged to the consolidated profit or loss for the year (Note 12)	自年度綜合損益中扣除 (附註12)	(21)	-	(21)
At 30 June 2024	於二零二四年六月三十日	-	-	-

As at 30 June 2024, the Group had unused estimated tax losses under jurisdiction in Hong Kong of approximately HK\$5,424,000 (2023: approximately HK\$9,114,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams.

20. 主要附屬公司之詳情(續)

於截至二零二四年及二零二三年六月三十日止年度，本集團並無附屬公司擁有重大非控股權益。

於截至二零二四年及二零二三年六月三十日止兩個年度，該等附屬公司概無任何尚未償還之債務證券。

21. 遞延稅項資產

遞延稅項資產於年內的變動情況如下：

於二零二四年六月三十日，本集團的未動用估計稅項虧損約5,424,000港元(二零二三年：約9,114,000港元)可用於抵銷未來溢利。由於未來溢利來源不可預知，故並未確認遞延稅項資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

22. INVENTORIES

22. 存貨

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Other consumables 其他耗材	21,271	-

23. TRADE RECEIVABLES

23. 貿易應收款項

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade receivables from contracts with customers 來自客戶合約的貿易應收款項	169	34,934
Less: impairment allowance 減：減值撥備	(1)	(29,959)
	168	4,975

The Group has a policy of allowing trade customers with credit terms of normally within 90 days except for trading of goods which credit terms are normally 1 to 6 months. Settlement is made in accordance with the terms specified in the contracts governing the relevant transactions. The Group does not hold any collateral or other credit enhancement over its trade receivables balances. The ageing analysis of trade receivables net of impairment allowance as at the end of reporting period, based on dates on which services rendered/invoice dates, is as follows:

本集團之政策為向貿易客戶提供之信貸期一般不超過90日，惟商品貿易之信貸期一般為1至6個月。結付款項乃按照規管相關交易之合約中列明之條款進行。本集團並無就其貿易應收款項結餘持有任何抵押或其他信貸提升措施。截至報告期末，根據提供服務日期／發票日期呈列之貿易應收款項(扣除減值撥備)之賬齡分析如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

23. TRADE RECEIVABLES (Continued)

23. 貿易應收款項(續)

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
0-30 days	0至30日	168	144
31-60 days	31至60日	-	147
61-90 days	61至90日	-	175
91-180 days	91至180日	-	1,021
181-365 days	181至365日	-	1,527
Over 1 year	1年以上	-	1,961
		168	4,975

The ageing analysis of the trade receivables which are past due but not yet impaired is as follows:

已逾期但尚未減值之貿易應收款項之賬齡分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
0-30 days	0至30日	-	1,129
31-60 days	31至60日	-	155
61-90 days	61至90日	-	168
91-180 days	91至180日	-	822
181-365 days	181至365日	-	1,723
Over 1 year	1年以上	-	964
		-	4,961

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

23. TRADE RECEIVABLES (Continued)

The movements in impairment allowance on trade receivables are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At the beginning of the year	於年初	29,959	14,243
Amounts recognised during the year, net	年內確認金額淨額	1	17,600
Amounts written off	撇銷金額	(29,724)	-
Exchange realignment	匯兌調整	(235)	(1,884)
At the end of the year	於年末	1	29,959

Include in the Group's trade receivables from brand management, trading and products promotion services business in the PRC with gross amount of HK\$34,920,000 as at 30 June 2023 which are past due and the Group has taken actions, including but not limited to legal actions, to recover the balances. The directors of the company considered these trade receivables are credit-impaired. Details of impairment assessment of trade receivables are set out in Note 5(b) to the consolidated financial statements.

23. 貿易應收款項(續)

貿易應收款項減值撥備之變動如下：

計入本集團於二零二三年六月三十日來自中國品牌管理、貿易及產品推廣服務業務之貿易應收款項總額為34,920,000港元，該等款項已逾期，而本集團已採取行動(包括但不限於法律行動)追收有關結餘。本公司董事認為該等貿易應收款項已發生信貸減值。有關貿易應收款項之減值評估之詳情載於綜合財務報表附註5(b)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

24. FACTORING RECEIVABLES

24. 保理應收款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Factoring receivables	保理應收款項	-	489,383
Interest receivables from factoring receivables	保理應收款項之應收利息	-	16,824
Less: impairment allowance	減：減值撥備	-	(337,894)
		-	168,313

At the end of the reporting period, the ageing analysis of factoring receivables, net of impairment allowance, based on the maturity dates of the contracts, is as follows:

截至報告期末，根據合約到期日之保理應收款項(扣除減值撥備)之賬齡分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
0-30 days	0至30日	-	-
31-90 days	31至90日	-	-
91-365 days	91至365日	-	-
Overdue	逾期	-	168,313
		-	168,313

The factoring receivables granted to customers are measured at amortised cost and generally for a period of 6 months to 3 years. The effective interest rates of factoring receivables as at 30 June 2023 ranged from 2.11% to 5.72% per annum.

授予客戶的保理應收款項按攤銷成本計量，一般為期六個月至三年。於二零二三年六月三十日，保理應收款項的實際年利率介乎2.11%至5.72%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

24. FACTORING RECEIVABLES (Continued)

The movements in impairment allowance on factoring receivables are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At the beginning of the year	於年初	337,894	26,663
Amounts recognised during the year, net	年內確認金額淨額	-	327,344
Amounts written off	撇銷金額	335,246	-
Exchange realignment	匯兌調整	(2,648)	(16,113)
At the end of the year	於年末	-	337,894

All of the Group's factoring receivables have default in payments of either interest or principal and the Group has taken actions, including but not limited to legal actions, to recover the balances. The directors of the company considered all factoring receivables are credit-impaired as at 30 June 2023. Details of impairment assessment of factoring receivables are set out in Note 5(b) to the consolidated financial statements.

24. 保理應收款項(續)

保理應收款項減值撥備之變動如下：

本集團所有保理應收款項均已拖欠利息或本金付款，本集團已採取行動(包括但不限於法律行動)追收有關結餘。於二零二三年六月三十日，本公司董事認為所有保理應收款項均已發生信貸減值。有關保理應收款項之減值評估之詳情載於綜合財務報表附註5(b)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

25. LEASE RECEIVABLES

25. 租賃應收款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Lease receivables from sale-leaseback transactions	售後回租交易之租賃應收款項	-	18,179
Less: impairment allowance	減：減值撥備	-	(15,954)
		-	2,225

At the end of the reporting period, the ageing analysis of lease receivables from sale-leaseback transactions, net of impairment allowance, based on the maturity date of the contracts, is as follows:

於報告期末，根據合約到期日的售後回租交易之租賃應收款項(扣除減值撥備)之賬齡分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
0-30 days	0至30日	-	-
31-90 days	31至90日	-	-
91-365 days	91至365日	-	-
Overdue	逾期	-	2,225
		-	2,225

All leases are denominated in RMB. Lease receivables from sale-leaseback transactions are measured at amortised cost and generally for periods of 3 years. The effective interest rate of the lease receivables from sale-leaseback transactions as at 30 June 2023 was 2.78% per annum.

所有租賃以人民幣計值。售後回租交易之租賃應收款項按攤銷成本計量，一般為期3年。於二零二三年六月三十日，售後回租交易之租賃應收款項之實際年利率為2.78%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

25. LEASE RECEIVABLES (Continued)

The movements in impairment allowance on lease receivables from sale-leaseback transactions are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At the beginning of the year	於年初	15,954	3,343
Amounts recognised during the year, net	年內確認金額淨額	-	13,452
Amounts written off	撇銷金額	(15,829)	-
Exchange realignment	匯兌調整	(125)	(841)
At the end of the year	於年末	-	15,954

All of the Group's lease receivables from sales-leaseback transactions have default in payments, past due and the Group has taken actions, including but not limited to legal actions, to recover the balances. The directors of the company considered all lease receivables from sale-leaseback transactions are credit-impaired as at 30 June 2023. Details of impairment assessment of lease receivables are set out in Note 5(b) to the consolidated financial statements.

Leasing arrangements

There was no unguaranteed residual value in connection with lease arrangements or contingent lease arrangements of the Group that needed to be recorded as at the end of the reporting period.

25. 租賃應收款項(續)

售後回租交易之租賃應收款項的減值撥備的變動如下：

本集團所有售後回租交易之租賃應收款項均已拖欠付款及逾期，而本集團已採取行動(包括但不限於法律行動)追收有關結餘。本公司董事認為，於二零二三年六月三十日，所有售後回租交易之租賃應收款項均已發生信貸減值。有關租賃應收款項之減值評估之詳情載於綜合財務報表附註5(b)。

租賃安排

於報告期末時，本集團並無有關租賃安排或或然租賃安排之未擔保殘值須作出記錄。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

26. LOAN RECEIVABLES

26. 應收貸款

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Loan receivables	應收貸款	-	1,500
Interest receivables from loan receivables	應收貸款之應收利息	-	48
Less: impairment allowance	減：減值撥備	-	(1,117)
		-	431

At the end of the reporting period, the ageing analysis of loan receivables, net of impairment allowance, based on the maturity date in contracts, is as follows:

於報告期末，根據合約到期日之應收貸款(扣除減值撥備)賬齡分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
0-30 days	0至30日	-	-
31-90 days	31至90日	-	-
91-365 days	91至365日	-	-
Overdue	逾期	-	431
		-	431

Loan receivables granted to customers are measured at amortised cost and generally for 12 months. The loan receivables are unsecured with the effective interest rates is 2.22% per annum as at 30 June 2023.

授予客戶的應收貸款按攤銷成本計量，一般期間為12個月。於二零二三年六月三十日，應收貸款為無抵押，實際年利率為2.22%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

26. LOAN RECEIVABLES (Continued)

The movements in impairment allowance on loan receivables are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At the beginning of the year	於年初	1,117	20
Amounts recognised during the year, net	年內確認金額淨額	-	1,097
Amounts written off	撇銷金額	(1,117)	-
At the end of the year	於年末	-	1,117

The Group's loan receivables have default in payments, past due and the Group has taken actions, including but not limited to legal actions, to recover the balances. The directors of the company considered all loan receivables are credit-impaired as at 30 June 2023. Details of impairment assessment of loan receivables are set out in Note 5(b) to the consolidated financial statements.

26. 應收貸款(續)

應收貸款的減值撥備的變動如下：

本集團之應收貸款已拖欠付款及逾期，而本集團已採取行動(包括但不限於法律行動)追收有關結餘。本公司董事認為，於二零二三年六月三十日，所有應收貸款均已發生信貸減值。有關應收貸款之減值評估之詳情載於綜合財務報表附註5(b)。

27. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Current assets	流動資產		
Prepayments	預付款項	369	719
Deposits	按金	1,709	647
Other receivables	其他應收款項	285	2,083
Total	總計	2,363	3,449

Details of impairment assessment of other receivables are set out in Note 5(b) to the consolidated financial statements.

27. 預付款項、按金及其他應收款項

有關其他應收款項之減值評估之詳情載於綜合財務報表附註5(b)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

28. CASH AND BANK BALANCES

28. 現金及銀行結餘

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	2,737	2,400
Less: restricted bank balances (Note)	減：受限制銀行結餘(附註)	-	(57)
Less: frozen bank balances	減：被凍結銀行結餘	(8)	-
Cash and cash equivalents in the consolidated statement of cash flows	綜合現金流量表內的現金及現金等值項目	2,729	2,343

Note:

Among the bank balances of the Group as at 30 June 2023, approximately HK\$57,000 (RMB53,000) was restrained by the bank due to litigation.

At 30 June 2024, the Group's bank balances and cash denominated in RMB amounted to approximately HK\$57,000 (2023: approximately HK\$528,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

Bank balances earn interest at rates based on daily bank deposit rates.

附註：

本集團於二零二三年六月三十日之銀行結餘中，約57,000港元(人民幣53,000元)因訴訟而受到銀行限制。

於二零二四年六月三十日，本集團以人民幣計值的銀行結餘及現金為約57,000港元(二零二三年：約528,000港元)。人民幣兌換為外幣須遵守中國的外匯管理條例及結匯、售匯及付匯管理規定。

銀行結餘按每日銀行存款利率計息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

29. TRADE PAYABLES

29. 貿易應付款項

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade payables 貿易應付款項	22,751	2,573

The following is an ageing analysis of trade payables presented on the basis of the dates of the invoices at the end of reporting period:

截至報告期末，根據發票日期呈列之貿易應付款項之賬齡分析如下：

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
0-30 days 0至30日	19,689	20
31-60 days 31至60日	63	-
61-90 days 61至90日	101	-
91-180 days 91至180日	365	-
181-365 days 181至365日	-	744
Over 1 year 1年以上	2,533	1,809
	22,751	2,573

The average credit period ranged from 0-180 days.

平均信貸期介乎0至180日之間。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

30. CONTRACT LIABILITIES

30. 合約負債

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Brand management and related services 品牌管理及相關服務	651	733
Trading of goods 商品貿易	150	162
	801	895

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

下表列示於本年度就結轉合約負債確認的收益金額及於過往期間就已達成履約責任確認的收益金額。

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year		
– Brand management and related services	78	649
– Trading of goods	10	14
	88	663

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

對所確認合約負債金額造成影響的一般付款條款如下：

Brand management and related services

品牌管理及相關服務

The Group receives upfront lump sum payments from the customers before the commencement of use of license and monthly fee in advances for the brand management services rendered from the certain customers at the beginning of each month. The upfront lump sum and advance payment result in contract liabilities being recognised.

於開始使用牌照前，本集團向客戶收取一次過預付款項，及於每月初就提供品牌管理服務向若干客戶收取預付月費。一次過預付款項及預付款導致確認合約負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

30. CONTRACT LIABILITIES (Continued)

Trading of goods

The Group receives upfront lump sum payments from certain customers before the goods are transferred to customers. The upfront lump sum payments result in contract liabilities being recognised until the control of the goods has been transferred, being the goods has been delivered and accepted by the customers.

31. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current reporting period:

		At 30 June 2024 於二零二四年六月三十日		At 30 June 2023 於二零二三年六月三十日	
		Present value of the minimum lease payments 最低租賃 付款現值 HK\$'000 千港元	Total minimum lease payments 最低租賃 付款總額 HK\$'000 千港元	Present value of the minimum lease payments 最低租賃 付款現值 HK\$'000 千港元	Total minimum lease payments 最低租賃 付款總額 HK\$'000 千港元
Within 1 year	一年內	3,515	3,960	1,155	1,200
After 1 year but within 2 years	一年以上但不超過 兩年	2,833	3,000	-	-
After 2 years but within 5 years	兩年以上但不超過 五年	498	500	-	-
		6,846	7,460	1,155	1,200
Less: total future interest expenses	減：未來利息 開支總額		(614)		(45)
Present value of lease liabilities	租賃負債現值		6,846		1,155

The incremental borrowing rate applied by the Group was ranging from 9.67% to 10.39% (2023: 10.39%) per annum.

30. 合約負債(續)

商品貿易

商品貿易於商品轉移至客戶前，本集團向若干客戶收取一次過預付款項。一次過預付款項導致確認合約負債，直至商品的控制權已轉移(即商品已交付並已獲客戶接受)為止。

31. 租賃負債

下表列示於本報告期末本集團租賃負債之剩餘合約到期情況：

本集團已應用之增量借款年利率介乎9.67%至10.39%(二零二三年：10.39%)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

32. ACCRUALS AND OTHER PAYABLES

32. 應計費用及其他應付款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Accruals	應計費用	6,165	2,476
Payables for purchases of property, plant and equipment	購置物業、廠房及設備應付款項	1,369	-
Other payables (Note)	其他應付款項(附註)	19,292	5,880
		26,826	8,356

Note:

As at 30 June 2024, included in other payable was an amount of approximately HK\$3,152,000 (equivalent to approximately RMB2,946,000) (2023: approximately HK\$3,380,000 (equivalent to approximately RMB3,000,000)) for a penalty due to breach of contract term as a result from litigation and the balances with related parties are set out in Note 38 to the consolidated financial statements.

During the year ended 30 June 2024, the Group recorded amount due to non-controlling interest of approximately HK\$7,755,000 and other payables of HK\$1,369,000 respectively for addition of property, plant and equipment in relation to the Club CGU.

附註：

於二零二四年六月三十日，其他應付款項包括因違反合約條款而產生之訴訟賠償金約3,152,000港元(相當於約人民幣2,946,000元)(二零二三年：約3,380,000港元(相當於人民幣3,000,000元))，而與關聯方之結餘載於綜合財務報表附註38。

截至二零二四年六月三十日止年度，本集團分別錄得應付非控股權益之款項約7,755,000港元及其他應付款項1,369,000港元，用於添置會所現金產生單位相關物業、廠房及設備。

33. BORROWINGS

33. 借款

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Bank loans (Note a)	銀行貸款(附註a)	641	3,235
Other loan (Note b)	其他貸款(附註b)	9,808	-
		10,449	3,235

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

33. BORROWINGS (Continued)

33. 借款(續)

	Bank loans 銀行貸款		Other loan 其他貸款	
	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Carrying amount repayable: 應付賬面值： Within one year 一年內	641	3,235	9,808	-
Amounts shown under current liabilities 流動負債項下金額	641	3,235	9,808	-

Notes:

- (a) As at 30 June 2024, the bank loans of approximately RMB599,000 (equivalent to approximately HK\$641,000) are interest bearing at an interest rate of 3.9%, which are unsecured, a director of the Company is jointly and severally liable to the borrowing and repayable within one year.

As at 30 June 2023, a bank loan of RMB3,000,000 (equivalent to approximately HK\$3,235,000) is interest bearing at an interest rate of 3.8% per annum, which is unsecured, guaranteed by a director of the Company and his spouse, and the loan was fully repaid during the year ended 30 June 2024.

- (b) As at 30 June 2024, the other loan from an independent third party of HK\$9,808,000 is interest bearing at an interest rate of 18% per annum, which is secured by shares of a subsidiary of the Company and repayable within one year.

附註：

- (a) 於二零二四年六月三十日，銀行貸款約人民幣599,000元(相當於約641,000港元)按年利率3.9%計息，為無抵押、由本公司一名董事對借款負有共同及個別責任及須於一年內償還。

於二零二三年六月三十日，銀行貸款人民幣3,000,000元(相當於約3,235,000港元)按年利率3.8%計息，為無抵押、由本公司一名董事及其配偶擔保，該筆貸款已於截至二零二四年六月三十日止年度內悉數償還。

- (b) 於二零二四年六月三十日，來自獨立第三方的其他貸款9,808,000港元按年利率18%計息，以本公司附屬公司股份作抵押及須於一年內償還。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

34. CORPORATE BONDS

The carrying amount of corporate bonds recognised at the end of the reporting period was calculated as follows:

34. 公司債券

於報告期末確認之公司債券賬面值計算如下：

		Unlisted bond ("Bond II") 未上市債券 (「債券II」) HK\$'000 千港元 (Note a) (附註a)	Unlisted bond ("Bond V") 未上市債券 (「債券V」) HK\$'000 千港元 (Note b) (附註b)	Total 總計 HK\$'000 千港元
At 1 July 2022	於二零二二年七月一日	994	39,513	40,507
Redemption	贖回	(1,000)	-	(1,000)
Repayment of handling fee	償還手續費	-	(360)	(360)
Loss on non-substantial modification (Note 9)	非重大修訂之虧損 (附註9)	-	3,198	3,198
Effective interest expenses (Note 11)	實際利息開支(附註11)	14	3,720	3,734
Less: interest paid	減：已付利息	(8)	(5,400)	(5,408)
At 30 June 2023 and 1 July 2023	於二零二三年六月三十日 及二零二三年七月一日	-	40,671	40,671
Loss on non-substantial modification (Note 9)	非重大修訂之虧損 (附註9)	-	3,567	3,567
Effective interest expenses (Note 11)	實際利息開支(附註11)	-	3,726	3,726
At 30 June 2024	於二零二四年六月三十日	-	47,964	47,964

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Analysis for reporting purposes as:	就報告用途分析為：		
Current liabilities	流動負債	10,125	40,671
Non-current liabilities	非流動負債	37,839	-
		47,964	40,671

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

34. CORPORATE BONDS (Continued)

Notes:

- (a) In August 2018, the Group issued an unsecured corporate bond through a placing agent with principal amount of HK\$1,000,000, carrying interest at the rate of 6.25% per annum payable semi-annually for a term of 4 years, which will be due on 16 August 2022 ("**Bond II**"). The effective interest rate is 10.46% per annum. The Company may at any time before the maturity date of the bond, redeem the bond by giving not less than 10 business days' prior written notice at 100% of the principal amount of such bond together with payment of interest accrued thereon up to the date of redemption. Subject to the conditions of the bond instrument, the bondholder shall not have the right to request the Company to redeem the bond prior to the maturity date of the bond. The redemption right is not recognised in the consolidated financial statements since the directors of the Company consider that the probability of exercise of the redemption right is remote. The directors of the Company have considered the fair value of the redemption right at initial recognition is insignificant. Accordingly, fair value of the redemption right was not accounted for in the consolidated financial statements as at 30 June 2023 and 2022.

During the year ended 30 June 2023, the Group has fully redeemed the Bond II with principal amount of HK\$1,000,000.

- (b) In November 2018, the Group issued unsecured corporate bonds through a placing agent with principal amount of HK\$300,000,000, carrying interest at the rate of 15% per annum payable quarterly for a term of 2 years, which will be due on 7 November 2020 ("**Bond V**"). The fair value of the bonds at the date of issue was HK\$330,620,000. The effective interest rate is 10.41% per annum. The Company may at any time before the maturity date of the bonds, redeem the bonds by giving not less than 10 business days' prior written notice at 100% of the principal amount of such bonds together with payment of interest accrued thereon up to the date of redemption ("**Issuer's Early Redemption Right**"). Subject to the conditions of the bond instrument, the bondholders shall not have the right to request the Company to redeem the bond prior to the maturity date of the bonds. The fair value of the Issuer's Early Redemption Right at the date of issue amounted to HK\$30,620,000. The embedded derivatives derived from Issuer's Early Redemption Right is classified as current asset and carried at fair value. Any changes in fair value will be recognised in profit or loss.

34. 公司債券(續)

附註：

- (a) 於二零一八年八月，本集團透過配售代理發行本金額為1,000,000港元之無抵押公司債券，按6.25%之年利率計息，須每半年支付一次，年期為四年，於二零二二年八月十六日到期(「**債券II**」)。實際年利率為10.46%。本公司可於債券到期日前任何時間，透過發出不少於十個營業日之事先書面通知以有關債券本金額之100%，連同支付截至贖回日期應計之利息贖回債券。在債券文據條件之規限下，債券持有人無權要求本公司於債券到期日之前贖回債券。贖回權不會於綜合財務報表內確認，原因為本公司董事認為行使贖回權之可能性甚微。本公司董事認為於初步確認時贖回權之公平值並不重大。因此，贖回權之公平值並未於二零二三年及二零二二年六月三十日之綜合財務報表內列賬。

截至二零二三年六月三十日止年度內，本集團已悉數贖回債券II，本金額為1,000,000港元。

- (b) 於二零一八年十一月，本集團透過配售代理發行本金額為300,000,000港元之無抵押公司債券，按15%之年利率計息，須每季度支付一次，年期為兩年，於二零二零年十一月七日到期(「**債券V**」)。債券於發行日期的公平值為330,620,000港元。實際年利率為10.41%。本公司可於債券到期日前任何時間，透過發出不少於十個營業日之事先書面通知以有關債券本金額之100%，連同支付截至贖回日期應計之利息贖回債券(「**發行人提前贖回權**」)。在債券文據條件之規限下，債券持有人無權要求本公司於債券到期日之前贖回債券。於發行日期，發行人提前贖回權之公平值為30,620,000港元。發行人提前贖回權之內嵌衍生工具分類為流動資產，並按公平值列賬。公平值的任何變動於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

34. CORPORATE BONDS (Continued)

Notes: (Continued)

(b) (Continued)

On 11 September 2020, the Company executed a supplemental deed poll for the unsecured corporate bonds with principal amount of HK\$300,000,000 to modify the maturity date from 7 November 2020 into two maturity dates, 7 November 2020 and 7 November 2021. Based on the assessment performed by the Group, the modification is regarded as non-substantial modification. The loss on modification of corporate bond of approximately HK\$12,908,000 is recognised in profit or loss at the date of modification.

On 5 November 2021, the Company executed a supplemental deed poll for the unsecured corporate bonds with principal amount of HK\$36,000,000 to modify the maturity date from 7 November 2021 to 7 May 2022. On 6 May 2022, the Company executed a supplemental deed poll for the unsecured corporate bonds with principal amount of HK\$36,000,000 to modify the maturity date from 7 May 2022 to 31 December 2022. Based on the assessments performed by the Group, the modifications are regarded as non-substantial modifications. The losses on modification of corporate bond of approximately HK\$3,225,000 and HK\$1,475,000 are recognised in profit or loss at each of the dates of modification respectively.

On 30 December 2022, the Company executed a supplemental deed poll for the unsecured corporate bonds with principal amount of HK\$36,000,000 to modify the maturity date from 31 December 2022 to 30 June 2023. On 23 June 2023, the Company executed a supplemental deed poll for the unsecured corporate bonds with principal amount of HK\$36,000,000 to modify the maturity date from 30 June 2023 to 30 June 2024. Based on the assessments performed by the Group, the modifications are regarded as non-substantial modifications. The losses on modification of corporate bond of approximately HK\$1,216,000 and HK\$1,982,000 are recognised in profit or loss at each of the dates of modification respectively.

On 28 June 2024, the Company executed a supplemental deed poll for the unsecured corporate bonds with principal amount of HK\$36,000,000 to modify the maturity date from 30 June 2024 to 30 June 2026. Based on the assessments performed by the Group, the modification is regarded as non-substantial modifications. The loss on modification of corporate bond of approximately HK\$3,567,000 is recognised in profit or loss at the date of modification.

34. 公司債券(續)

附註：(續)

(b) (續)

於二零二零年九月十一日，本公司就本金額為300,000,000港元之無抵押公司債券簽立補充單邊契據，以將到期日由二零二零年十一月七日修訂為兩個到期日(即二零二零年十一月七日及二零二一年十一月七日)。根據本集團進行之評估，修訂視為非重大修訂。公司債券修訂虧損約12,908,000港元於修訂日期於損益內確認。

於二零二一年十一月五日，本公司就本金額為36,000,000港元之無抵押公司債券簽立補充單邊契據，將到期日由二零二一年十一月七日修訂為二零二二年五月七日。於二零二二年五月六日，本公司就本金額為36,000,000港元之無抵押公司債券簽立補充單邊契據，將到期日由二零二二年五月七日修訂為二零二二年十二月三十一日。根據本集團所作出之評估，有關修訂視為非重大修訂。修訂公司債券之虧損約3,225,000港元及1,475,000港元分別於各修訂日於損益內確認。

於二零二二年十二月三十日，本公司就本金額為36,000,000港元之無抵押公司債券簽立補充單邊契據，將到期日由二零二二年十二月三十一日修訂為二零二三年六月三十日。於二零二三年六月二十三日，本公司就本金額為36,000,000港元之無抵押公司債券簽立補充單邊契據，將到期日由二零二三年六月三十日修訂為二零二四年六月三十日。根據本集團所作出之評估，有關修訂視為非重大修訂。修訂公司債券之虧損約1,216,000港元及1,982,000港元分別於各修訂日於損益內確認。

於二零二四年六月二十八日，本公司就本金額為36,000,000港元之無抵押公司債券簽立補充單邊契據，將到期日由二零二四年六月三十日修訂為二零二六年六月三十日。根據本集團所作出之評估，有關修訂視為非重大修訂。修訂公司債券之虧損約3,567,000港元於修訂日於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

35. SHARE CAPITAL

35. 股本

		Par value 面值 HK\$ 港元	Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
Authorised:	法定：			
At 1 July 2022, 30 June 2023, 1 July 2023 and 30 June 2024	於二零二二年七月一日、 二零二三年六月三十日、 二零二三年七月一日及 二零二四年六月三十日	0.002	5,000,000,000	10,000
Issued and fully paid:	已發行及已繳足：			
At 1 July 2022	於二零二二年七月一日	0.002	1,855,903,277	3,712
Placing of shares (Note)	配售股份(附註)	0.002	198,250,000	396
At 30 June 2023, 1 July 2023 and 30 June 2024	於二零二三年六月三十日、 二零二三年七月一日及 二零二四年六月三十日	0.002	2,054,153,277	4,108

Note:

On 30 December 2022, the Company entered into a placing agreement (the "Placing Agreement") with a placing agent pursuant to which the Company had conditionally agreed to place, through the placing agent on a best effort basis, up to 371,180,000 placing shares (the "Placing Share(s)") of the Company at a placing price of HK\$0.073 per Placing Share to not less than six placees who are professional, institutional or other investors that are third parties independent of the Company and its connected persons. The Placing Shares would be allotted and issued pursuant to the general mandate approved by the shareholders of the Company at the annual general meeting of the Company held on 2 December 2022. On 20 January 2023, a total of 198,250,000 ordinary shares were issued pursuant to the terms and conditions of the Placing Agreement.

附註：

於二零二二年十二月三十日，本公司與配售代理訂立配售協議(「配售協議」)。據此，本公司有條件同意透過配售代理按盡力基準，按配售價每股配售股份(「配售股份」)0.073港元向不少於六名承配人(為專業、機構或其他投資者，乃獨立於本公司及其關連人士之第三方)配售最多371,180,000股本公司配售股份。配售股份根據於二零二二年十二月二日舉行之本公司股東週年大會上獲本公司股東批准之一般授權配發及發行。於二零二三年一月二十日，已根據配售協議之條款及條件發行合共198,250,000股普通股。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

36. SHARE OPTION SCHEME

The Company adopted a share option scheme (“**Share Option Scheme**”) by a resolution in writing passed by the shareholders on 18 October 2013, for the purpose of attracting, retaining and rewarding eligible persons and to provide the eligible persons an incentive or reward for their contribution to the Group.

The eligible persons of the Share Option Scheme include directors of the Company, employees, consultants or advisers, providers of goods or services, customers, holders of securities issued by the member of the Group and any other person who has contributed to the Group (“**Eligible Persons**”).

The subscription price of the share options shall be a price determined by the Board of Directors and shall be at least the highest of (i) the closing price of share as stated in the Stock Exchange’s daily quotations sheet on the offer date; (ii) the average of the closing price per share as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the offer date; or (iii) the nominal value of the share.

The Eligible Persons shall accept the offer at the date not later than 21 days from the offer date or otherwise be deemed to have declined it. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Board of Directors to each grantee, which period may commence on a day after the date upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. Unless otherwise determined by the Board of Directors and stated in the offer of the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

36. 購股權計劃

本公司根據股東於二零一三年十月十八日通過之書面決議案採納一項購股權計劃(「購股權計劃」)，旨在吸引、挽留及獎勵合資格人士，並就合資格人士對本集團作出之貢獻給予獎勵或表彰。

購股權計劃之合資格人士包括本公司董事、僱員、顧問或諮詢人、商品或服務供應商、客戶、本集團成員公司所發行證券之持有人及對本集團作出貢獻之任何其他人士(「合資格人士」)。

購股權之認購價為董事會釐定之價格，至少須為下列各項之最高者：(i) 股份於要約日期在聯交所每日報價表所列之收市價；(ii) 股份於緊接要約日期前五個營業日在聯交所每日報價表所列之平均收市價；或(iii) 股份面值。

合資格人士須不遲於要約日期起計21日內接納要約，否則視作已拒絕有關要約。購股權可於董事會釐定及知會各承授人之期間，根據購股權計劃條款隨時行使，該期間可於建議授出購股權之日翌日開始，但在任何情況下必須於授出購股權日期起計10年內結束，惟可根據購股權計劃條款提前終止。除非董事會另行釐定及於建議授出購股權時已向承授人表明，否則購股權計劃並無規定購股權於行使前須持有之最短期限。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

36. SHARE OPTION SCHEME (Continued)

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not in aggregate exceed 10% of the total number of shares in issue as at the date of approval of the Share Option Scheme. After the refreshment of the limit of the Share Option Scheme with the approval of the shareholders on 10 May 2019, the maximum number of shares which may be issued upon the exercise of the refreshed limit of 146,290,000 options (being 10% of the issued share capital on 10 May 2019) together with all outstanding options as at the date of this annual report carrying the right to subscribe for 12,000,000 (2023: 12,000,000) shares is 158,290,000 (2023: 158,290,000) shares, representing approximately 7.71% (2023: 7.71%) of the total number of shares in issue as at the date of this annual report.

Details of movements of the share options granted under the Share Option Scheme for the years ended 30 June 2024 and 2023 are as follows:

36. 購股權計劃(續)

因根據購股權計劃授出之所有購股權獲行使而可予發行之股份總數，合共不得超過於購股權計劃獲批准之日已發行股份總數10%。經股東於二零一九年五月十日批准更新購股權計劃之限額後，在已更新限額146,290,000份購股權(相當於二零一九年五月十日之已發行股本之10%)連同於本年報日期附帶可認購12,000,000股(二零二三年：12,000,000股)股份之權利之全部尚未行使購股權獲行使之情況下，可予發行之股份最高數目為158,290,000股(二零二三年：158,290,000股)，相當於本年報日期已發行股份總數約7.71%(二零二三年：7.71%)。

截至二零二四年及二零二三年六月三十日止年度根據購股權計劃授出之購股權變動詳情如下：

Category of Participants	Date of grant	Exercise price per share	Exercise period	Outstanding at 1 July 2023 '000 於二零二三年七月一日尚未行使 千股	Grant during the year '000 於本年度已授出 千股	Exercised '000 已行使 千股	Cancelled/Lapsed '000 已註銷/失效 千股 (Note b) (附註b)	Outstanding at 30 June 2024 '000 於二零二四年六月三十日尚未行使 千股
Executive director 執行董事								
Deng Zhonglin 鄧仲麟	1 June 2018 二零一八年六月一日	1.89	31 December 2018 to 31 May 2028 二零一八年十二月三十一日至二零二八年五月三十一日	12,000	-	-	-	12,000

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

36. SHARE OPTION SCHEME (Continued)

36. 購股權計劃(續)

Category of Participants	Date of grant	Exercise price per share	Exercise period	Outstanding at 1 July 2022 '000 於二零二二年七月一日 尚未行使 千份	Grant during the year '000 於本年度 已授出 千份	Exercised '000 已行使 千份	Cancelled/ Lapsed '000 已註銷/失效 千份 (Note b) (附註b)	Outstanding at 30 June 2023 '000 於二零二三年六月三十日 尚未行使 千份
			(Note a) (附註a)					
Executive director								
執行董事								
Deng Zhonglin	1 June 2018	1.89	31 December 2018 to 31 May 2028	12,000	-	-	-	12,000
鄧仲麟	二零一八年六月一日		二零一八年 十二月三十一日至 二零二八年 五月三十一日					
Employees	1 June 2018	1.89	31 December 2018 to 31 May 2028	14,630	-	-	(14,630)	-
僱員	二零一八年六月一日		二零一八年 十二月三十一日至 二零二八年 五月三十一日					
				26,630	-	-	(14,630)	12,000

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

36. SHARE OPTION SCHEME (Continued)

Notes:

- (a) The vesting of the options is conditional upon the fulfilment of certain performance targets relating to the Group. All the share options granted under the Share Option Scheme are subject to the following vesting period: 25% of the share options are exercisable from 31 December 2018 to 31 May 2028, 25% of the share options are exercisable from 30 June 2019 to 31 May 2028, 25% of the share options are exercisable from 31 December 2019 to 31 May 2028 and 25% of the share options are exercisable from 30 June 2020 to 31 May 2028.
- (b) The share options were cancelled due to resignation of employees during the years ended 30 June 2024 and 2023.

The assessed fair value at grant date of options granted was HK\$0.794 per option. The fair value of share options at grant date is assessed by Peak Vision using the Binomial Option Pricing model that takes into account the exercise price, the term of the option, the impact of dilution (where material), the share price at grant date and expected price volatility of the underlying shares, the expected dividend yield the risk free interest rate for the term of the option and the correlations and volatilities of the peer group companies.

The inputs used for the valuation of the options granted included:

Grant date	1 June 2018
Expiry date	31 May 2028
Spot stock price (HK\$ per share)	1.85
Exercise price	1.89
Expected price volatility (%)	33.02
Risk-free interest rate (%)	2.21
Expected life of options (year)	10

On 1 June 2018, the Company granted an aggregate of 100,000,000 share options under the Share Option Scheme, at an exercise price of HK\$1.89 per share. The share options granted to each grantee shall vest conditional upon the fulfilment of certain performance targets.

36. 購股權計劃(續)

附註：

- (a) 購股權須待有關本集團之若干表現目標達成後，方會歸屬。根據購股權計劃授出之全部購股權的歸屬期如下：25%的購股權於二零一八年十二月三十一日至二零二八年五月三十一日期間可予行使、25%的購股權於二零一九年六月三十日至二零二八年五月三十一日期間可予行使、25%的購股權於二零一九年十二月三十一日至二零二八年五月三十一日期間可予行使及25%的購股權於二零二零年六月三十日至二零二八年五月三十一日期間可予行使。
- (b) 於截至二零二四年及二零二三年六月三十日止年度，由於僱員辭任，購股權已被註銷。

已授出之購股權於授出日期的經評估公平值為每份購股權0.794港元。滙鋒使用二項式購股權定價模式評估購股權於授出日期的公平值，該模式考慮行使價、購股權的年限、攤薄的影響（倘屬重大）、授出日期的股價及相關股份的預期價格波動、預期股息收益率、購股權年限之內的無風險利率，以及同類集團公司的關連係數及波幅。

用於已授出之購股權之估值之輸入數據包括：

授出日期	二零一八年 六月一日
到期日	二零二八年 五月三十一日
即期股價 (每股港元)	1.85
行使價	1.89
預期價格波幅(%)	33.02
無風險利率(%)	2.21
購股權之預期年期 (年)	10

於二零一八年六月一日，本公司根據購股權計劃合共授出100,000,000份購股權，行使價為每股1.89港元。向各承授人授出之購股權須待若干表現目標達成後方可歸屬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

36. SHARE OPTION SCHEME (Continued)

The Binomial Option Pricing model requires input of subjective assumptions such as the expected volatility. Change in the subjective input may materially affect the fair value estimates. The expected volatility is determined by calculating the historical volatility of the share price of listed companies with similar business as the Group.

36. 購股權計劃(續)

二項式購股權定價模式須計入主觀假設(如預期波幅)。主觀輸入數據變動可能對公平值估計產生重大影響。預期波幅透過計算擁有本集團類似業務之上市公司之歷史股價波幅釐定。

37. RECONCILIATION OF LIABILITIES FROM FINANCING ACTIVITIES

37. 融資活動所產生負債之對賬

		Borrowings 借款 HK\$'000 千港元 (Note 33) (附註 33)	Lease liabilities 租賃負債 HK\$'000 千港元 (Note 31) (附註 31)	Corporate bonds 公司債券 HK\$'000 千港元 (Note 34) (附註 34)	Total 總計 HK\$'000 千港元
At 1 July 2023	於二零二三年七月一日	3,235	1,155	40,671	45,061
Financing cash inflows/ (outflows):	融資現金流入/(流出):				
Capital elements of lease rentals paid	已付租賃租金之 資本部分	-	(1,456)	-	(1,456)
Interest elements of lease rentals paid	已付租賃租金之 利息部分	-	(534)	-	(534)
Interest paid	已付利息	(365)	-	-	(365)
Proceeds from borrowings	借款所得款項	9,648	-	-	9,648
Repayment of a borrowing	償還一筆借款	(3,243)	-	-	(3,243)
Other changes:	其他變動:				
New lease entered	已訂立新租賃	-	7,147	-	7,147
Loss on non-substantial modification of corporate bond	公司債券非重大 修訂之虧損	-	-	3,567	3,567
Finance costs	財務成本	1,173	534	3,726	5,433
Exchange realignment	匯兌調整	1	-	-	1
At 30 June 2024	於二零二四年六月三十日	10,449	6,846	47,964	65,259

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

37. RECONCILIATION OF LIABILITIES FROM FINANCING ACTIVITIES (Continued)

37. 融資活動所產生負債之對賬(續)

		Borrowings	Lease liabilities	Corporate bonds	Total
		借款	租賃負債	公司債券	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Note 33)	(Note 31)	(Note 34)	
		(附註33)	(附註31)	(附註34)	
At 1 July 2022	於二零二二年七月一日	-	2,415	40,507	42,922
Financing cash (outflows)/inflows:	融資現金(流出)/流入:				
Capital elements of lease rentals paid	已付租賃租金之資本部分	-	(1,260)	-	(1,260)
Interest elements of lease rentals paid	已付租賃租金之利息部分	-	(180)	-	(180)
Interest paid	已付利息	(81)	-	(5,408)	(5,489)
Redemption of corporate bonds	贖回公司債券	-	-	(1,000)	(1,000)
Repayment of handling fee	償還手續費	-	-	(360)	(360)
Proceeds from a borrowing	借款所得款項	3,221	-	-	3,221
Other changes:	其他變動:				
Loss on non-substantial modification of corporate bond	公司債券非重大修訂之虧損	-	-	3,198	3,198
Finance costs	財務成本	95	180	3,734	4,009
At 30 June 2023	於二零二三年六月三十日	3,235	1,155	40,671	45,061

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

38. MATERIAL RELATED PARTIES TRANSACTIONS

Save as disclosed elsewhere to the consolidated financial statements, the Group had entered into the following related party transactions, which in the opinion of the directors of the Company, were carried out in accordance with terms negotiated between the parties and in the ordinary course of business of the Group.

(a) Transactions with a related party

The Group undertook the following transactions with a related party during the year ended 30 June 2024:

Relationship 關係	Nature of transactions 交易性質	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Non-controlling interest 非控股權益	Purchases of property, plant and equipment 購置物業、廠房及設備	2,500	-
Non-controlling interest 非控股權益	Purchases of goods 購置商品	1,492	-

(b) Balances with related parties

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Amount due to/(from) an executive director (Note a) 應付／(應收)一名執行董事之款項(附註a)		2,855	(2,039)
Amount due to a director (Note b) 應付一名董事之款項(附註b)		720	-
Amount due to non-controlling interest (Note c) 應付非控股權益之款項(附註c)		9,453	-

38. 重大關聯方交易

除綜合財務報表其他部分所披露者外，本集團訂立以下關聯方交易，而本公司董事認為，有關交易根據訂約方磋商之條款並在本集團之日常業務過程中進行。

(a) 與一名關聯方之交易

本集團於截至二零二四年六月三十日止年度與一名關聯方進行以下交易：

(b) 與關聯方之結餘

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

38. MATERIAL RELATED PARTIES TRANSACTIONS (Continued)

(b) Balances with related parties (Continued)

Notes:

- (a) Included in accruals and other payables as at 30 June 2024, is an amount due to Mr. Deng Zhonglin which is unsecured, interest free, and repayable on demand.

Included in prepayments, deposits and other receivables as at 30 June 2023, was an amount due to Mr. Deng Zhonglin included HK\$1,500,000 waived discretionary bonus and RMB500,000 (equivalents to approximately HK\$539,200) advanced payment which is unsecured, interest free, and repayable on demand.

- (b) Included in accruals and other payables as at 30 June 2024 is an amount due to a director of a non-wholly owned subsidiary of the Company which is unsecured, interest free, and repayable on demand.

- (c) Included in accruals and other payables as at 30 June 2024, is an amount due to non-controlling interest of a non-wholly owned subsidiary of the Company which is unsecured, interest-free, and repayable on demand.

(c) Compensation of key management personnel

Remuneration for key personnel management, including emoluments paid to the directors of the Company and certain employees of the Group, as disclosed in Note 13 to the consolidated financial statements, are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	4,092	3,962
Discretionary bonus	酌情花紅	191	1,070
Retirement benefits scheme contributions	退休福利計劃供款	78	93
Total compensation paid to key management personnel	向管理層要員支付之總薪酬	4,361	5,125

38. 重大關聯方交易(續)

(b) 與關聯方之結餘(續)

附註：

- (a) 於二零二四年六月三十日，應計費用及其他應付款項包括應付鄧仲麟先生之款項，為無抵押、免息及須按要求償還。

於二零二三年六月三十日，預付款項、按金及其他應收款項包括應付鄧仲麟先生之款項，當中包括1,500,000港元的已放棄酌情花紅及人民幣500,000元(相當於約539,200港元)的預付款項，為無抵押、免息及須按要求償還。

- (b) 於二零二四年六月三十日，應計費用及其他應付款項包括應付本公司一家非全資附屬公司之一名董事之款項，為無抵押、免息及須按要求償還。

- (c) 於二零二四年六月三十日，應計費用及其他應付款項包括應付本公司一家非全資附屬公司非控股權益之款項，為無抵押、免息及須按要求償還。

(c) 管理層要員之報酬

管理層要員之薪酬(包括支付予本公司董事及本集團若干僱員之酬金(誠如綜合財務報表附註13所披露))如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

39. 本公司之財務狀況表

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	-	65,966
Current assets	流動資產		
Prepayments and other receivables	預付款項及其他應收款項	1,604	1,829
Amounts due from subsidiaries	應收附屬公司款項	163	1,190
Cash and cash equivalents	現金及現金等值項目	17	213
		1,784	3,232
Current liabilities	流動負債		
Accruals and other payables	應計費用及其他應付款項	3,163	1,402
Amounts due to subsidiaries	應付附屬公司款項	140,286	138,579
Borrowing	借款	9,808	-
Corporate bonds	公司債券	10,125	40,671
		163,382	180,652
Net current liabilities	流動負債淨額	(161,598)	(177,420)
Total assets less current liabilities	總資產減流動負債	(161,598)	(111,454)
Non-current liabilities	非流動負債		
Corporate bonds	公司債券	37,839	-
NET LIABILITIES	負債淨額	(199,437)	(111,454)
Capital and reserve	資本及儲備		
Share capital	股本	4,108	4,108
Reserves (Note 40)	儲備(附註40)	(203,545)	(115,562)
CAPITAL DEFICIENCY	資本虧絀	(199,437)	(111,454)

The statement of financial position was approved and authorised for issue by the Board of Directors on 28 March 2025 and are signed on its behalf by:

財務狀況表由董事會於二零二五年三月二十八日批准及授權刊發，並由以下董事代為簽署：

Wong Ka Shing
黃嘉盛
Director
董事

Woo Lan Ying
胡蘭英
Director
董事

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 30 June 2024 截至二零二四年六月三十日止年度

40. RESERVE OF THE COMPANY

40. 本公司之儲備

		Share Premium 股份溢價 HK\$'000 千港元	Share option 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
As at 1 July 2022	於二零二二年七月一日	506,123	21,145	(178,373)	348,895
Loss and total comprehensive expense for the year	年度虧損及全面開支 總額	-	-	(477,663)	(477,663)
Placing of shares	配售股份	13,206	-	-	13,206
Share options lapsed during the year	年度已失效購股權	-	(11,617)	11,617	-
As at 30 June 2023 and 1 July 2023	於二零二三年六月三十日 及二零二三年七月一日	519,329	9,528	(644,419)	(115,562)
Loss and total comprehensive expenses for the year	年度虧損及全面開支總額	-	-	(87,983)	(87,983)
As at 30 June 2024	於二零二四年六月三十日	519,329	9,528	(732,402)	(203,545)

Note:

Distributable reserves

Under the Companies Law of Cayman Islands, the share premium account of the Company is distributable to its shareholder provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

The application of share premium is governed by the Companies Act 1981 of Bermuda (as amended).

附註：

可供分派儲備

根據開曼群島公司法，本公司股份溢價賬可分派予股東，惟緊隨擬派付分派或股息當日後，本公司須能支付於日常業務過程中到期之債務。

股份溢價之應用受百慕達一九八一年公司法(經修訂)規管。

41. APPROVAL FOR CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 28 March 2025.

42. EVENTS AFTER THE REPORTING PERIOD

There is no significant event affecting the Company that have occurred since the end of the year.

41. 批准綜合財務報表

董事會已於二零二五年三月二十八日批准及授權刊發綜合財務報表。

42. 報告期後事項

自本年度末以來，概無發生影響本公司的重大事件。

Five-Year Financial Summary 五年財務概要

		For the years ended 30 June 截至六月三十日止年度				
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue from continuing operations	來自持續經營業務之收益	31,561	41,219	112,161	227,947	504,815
(Loss)/profit before taxation from continuing operations	來自持續經營業務之除稅前(虧損)/溢利	(209,936)	(490,100)	(120,404)	66,925	214,833
Taxation	稅項	(102)	(16,009)	50	(41,286)	(59,728)
(Loss)/profit for the year from continuing operations	來自持續經營業務之年度(虧損)/溢利	(210,038)	(506,109)	(120,354)	25,639	155,105
(Loss)/profit for the year from a discontinued operation	來自已終止經營業務之年度(虧損)/溢利	-	(388)	(2,513)	(31,086)	(12,935)
(Loss)/profit for the year	年度(虧損)/溢利	(210,038)	(506,497)	(122,867)	(5,447)	142,170
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人					
- from continuing operations	- 來自持續經營業務	(200,549)	(506,109)	(120,354)	25,639	155,105
- from a discontinued operation	- 來自已終止經營業務	-	(388)	(2,513)	(26,461)	(18,008)
Non-controlling interests	非控股權益					
- from continuing operations	- 來自持續經營業務	(9,489)	-	-	-	-
- from a discontinued operation	- 來自已終止經營業務	-	-	-	(4,625)	5,073
(Loss)/profit for the year	年度(虧損)/溢利	(210,038)	(506,497)	(122,867)	(5,447)	142,170

Five-Year Financial Summary (Continued)

五年財務概要(續)

ASSETS AND LIABILITIES

資產及負債

		At 30 June				
		於六月三十日				
		2024	2023	2022	2021	2020
		二零二四年	二零二三年	二零二二年	二零二一年	二零二零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	29,599	183,121	703,583	882,122	1,157,370
Total liabilities	總負債	(115,839)	(58,121)	(57,665)	(99,205)	(459,717)
Non-controlling interests	非控股權益	9,489	-	-	-	(5,172)
(Deficit)/equity attributable to owners of the Company	本公司擁有人應佔(虧絀)/權益	(76,751)	125,000	645,918	782,917	692,481

