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APAC RESOURCES

# APAC Resources Limited 亞太資源有限公司\*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 1104

## 2020 ANNUAL REPORT 年報





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# 公司資料

## 董事會

### 執行董事

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

### 非執行董事

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

### 獨立非執行董事

王永權博士  
鄭鑄輝先生  
王宏前先生

## 審核委員會

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

## 薪酬委員會

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

## 提名委員會

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

## 公司秘書

劉冬妮女士

## 核數師

國富浩華(香港)會計師事務所有限公司

## 股份代號

1104

## 法律顧問

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

## 主要往來銀行

中國銀行(香港)有限公司  
交通銀行股份有限公司香港支行  
星展銀行(香港)有限公司  
中國工商銀行(亞洲)有限公司  
華僑永亨銀行有限公司

## 總辦事處及主要營業地點

香港  
灣仔  
告士打道138號  
聯合鹿島大廈  
23樓2304室  
電話：+852 2541 0338  
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## 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

## 主要股份登記及過戶處

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

## 香港股份登記及過戶分處

卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心54樓

## 網站

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

### 親愛的股東：

圍繞中美「貿易戰」的憂慮使二零一九年動盪不穩，其後第一階段貿易協定於二零二零年初簽定，我們曾預期可減低報復式關稅加劇的風險及令前景增長更為穩定。然而，眾所周知，二零二零年的焦點是冠狀病毒疫情，其於一月份爆發及於二月份和三月份廣泛傳播，導致全球大規模封鎖。

2019冠狀病毒疫情顯著拖累增長，於二零二零年三月份及四月份經濟嚴重放緩時，全球製造業採購經理人指數下跌至三十多點及主要經濟體的國內生產總值數字按季下跌30%至40%。全球經濟已從低谷反彈，但於撰寫本文時，失業率仍然高企及全球各國繼續實施不同程度的社交距離措施。

中央銀行及政府採取實質行動，結合資產購買計劃、低利率及多項財政措施(包括稅收減免、企業補助及現金派發)以支持經濟。美國聯邦儲備局已積極購買政府證券、按揭抵押證券及公司債券，估計於二零二零年年底金額達3.5萬億美元。中國的衡量式財政措施估計達人民幣4.6萬億元(或約0.7萬億美元)，其中包括專注於以發行政府專項債券撥資的基建投資。同樣，歐洲央行的緊急債券購買計劃容許購買高達1.35萬億歐元(或約1.7萬億美元)的債券。於二零二零年六月，惠譽估計全球財政寬鬆措施耗資合計達5萬億美元，相當於二零一九年全球國內生產總值逾7%。近期，美國聯邦儲備局將通脹目標調整為平均2%，並確認市場對低利率可能無限期持續的預測。

疫情導致的封鎖措施及全球經濟活動減少使大部份商品價格下挫，尤其是二零二零年三月份至四月份期間，但電力需求、運輸及個人消費有所上升，可見我們已從低谷反彈。商品範疇方面，貴金屬的表現突出，尤其是黃金及白銀，在龐大的財政及貨幣寬鬆下，其為避險及保值之選。

地緣政治局勢緊張不容忽視，加上2019冠狀病毒疫情帶來不確定因素，我們預期前景將顛簸不平。中美關係似乎再次惡化及兩大經濟體角力加劇無助全球發展。於宏觀方面，世界逐漸偏離全球化，現時似乎因政治分歧而各行其是。我們仍然堅信消費及增長將帶動商品需求，但會更加注意須靈活變通及慎選我們的投資。

## 行政總裁致辭(續)

於較小型及靈活的資源投資分部，我們從選定商品(尤其是貴金屬)中覓得機遇，於截至二零二零年六月三十日止十二個月(「二零二零財政年度」)該整體分部錄得溢利63,356,000港元。另外，主要投資及金融服務分部亦錄得穩健盈利57,851,000港元。然而，整體盈利不幸受到於一間聯營公司之權益之減值虧損580,014,000港元的影響，此乃我們於Mount Gibson Iron Limited(「**Mount Gibson**」)投資的未變現虧損所致。務請注意，此乃非現金減值。如同後文論述，Mount Gibson的股價受到若干營運困難影響，但亦涉及時機因素。於二零二零財政年度初期，鐵礦石價格於近期高位每噸120美元徘徊。鐵礦石價格於二零二零財政年度大部份時間疲弱，直至二零二零年六月底才開始恢復。該商品價格變動顯然對Mount Gibson這類純鐵礦石生產商造成影響。

讓股東得到回報是我們一直秉持的信念，雖然我們於二零二零財政年度錄得虧損淨額429,401,000港元，但我們重申此乃非現金減值所致。因此，我們欣然宣派二零二零財政年度的中期股息每股10港仙。一如既往，本人謹此感謝閣下對亞太資源一直以來的信心。

行政總裁

**Andrew Ferguson**

二零二零年九月二十五日

## 財務業績

亞太資源有限公司(「**亞太資源**」或「**本公司**」)及其附屬公司(統稱為「**本集團**」)於截至二零二零年六月三十日止年度(「**二零二零財政年度**」)錄得本公司股東應佔虧損淨額429,401,000港元，而截至二零一九年六月三十日止年度(「**二零一九財政年度**」)則錄得本公司股東應佔純利608,432,000港元。於過去十二個月，我們的資源投資以及主要投資及金融服務分部錄得合併溢利121,207,000港元。然而，其因Mount Gibson Iron Limited(「**Mount Gibson**」)股價疲弱導致我們於Mount Gibson的股權非現金減值虧損580,014,000港元而抵銷。

## 主要策略性投資

我們的主要策略性投資為於澳洲上市及營運的Mount Gibson及我們於截至二零一八年六月三十日止年度收購於Tanami Gold NL(「**Tanami Gold**」)之一項投資。於二零二零財政年度來自我們的主要策略性投資的應佔純利為145,377,000港元(二零一九財政年度：純利271,659,000港元)。Mount Gibson於二零二零財政年度錄得除稅後純利84,000,000澳元。

## Mount Gibson

Mount Gibson為澳洲直運品位鐵礦石產品生產商。Mount Gibson擁有西澳洲西北角Kimberley海岸附近的Koolan Island礦場(其生產一種澳洲最高品位的鐵礦石產品)，及Geraldton東南部Mount Gibson山地的Extension Hill/ Iron Hill業務。其Mid West礦場已於截至二零一九年六月三十日止年度停止直接付運礦石開採，儘管來自Extension Hill的低品位礦石銷售持續時間較預測更長，而最新預測為於二零二零年曆年結束銷售。

重要的是，Koolan Island重啟項目已於二零一九年四月份開始銷售礦石，並於二零一九年六月季度實現商業投產。該重啟項目擁有2,100萬噸65.5%品位的鐵礦石儲量，及現正處於計劃提升廢棄採礦階段，於截至二零二二年六月三十日止年度(「**二零二二財政年度**」)往後應能提高產量。

於二零二零財政年度，Mount Gibson銷售量為490萬噸，錄得除稅後純利84,000,000澳元。

Mount Gibson的經營成本於二零二零財政年度較高及將維持高位，直至廢棄採礦階段完成。此外，Koolan Island的營運受傳送帶損壞及替換(現已完成)的影響。該公司於二零二零財政年度錄得現金總成本為每噸72澳元，而就截至二零二一年六月三十日止年度(「**二零二一財政年度**」)公佈的目標現金總成本為每噸60至65澳元。由於Mount Gibson在未來十八個月完成Koolan Island的廢棄採礦階段，成本將維持較高水平。

儘管於二零一九年九月派付股息，Mount Gibson仍然有可觀的現金儲備(包括定期存款及可買賣投資)，於二零二零財政年度止達423,000,000澳元或相等於每股0.36澳元。

Mount Gibson於二零二一財政年度的銷售目標為280萬噸至330萬噸，組別現金總成本為離岸價每濕噸(「**濕噸**」)60至65澳元。

普氏指數(Platts IODEX 62% CFR China index)於二零二零財政年度年初高位時售清及於年內大部份時間介於每乾噸(「**乾噸**」)80至90美元的範圍。於二零二零年五月，隨著中國建築業重啟釋放需求，中國鋼鐵存貨因而減少，鐵礦石價格開始走強。全球鐵礦石供應仍受Vale產量減少的影響。鐵礦石價格呈上升趨勢，於撰寫本文時已超過每乾噸120美元。考慮到中國以外地區鋼鐵需求疲弱及巴西供應持續增長，我們仍預期鐵礦石平均價格上升空間於中期仍然受限。

### Tanami Gold

我們現時擁有Tanami Gold的46.3%權益。

Tanami Gold之主要業務為黃金勘探。於二零一八年七月行使其首份認沽期權以現金20,000,000澳元出售項目15%權益予Northern Star Resources Limited(「**Northern Star**」)後，其持有Central Tanami項目的60%權益及有現金餘額29,000,000澳元。餘下40%權益由Northern Star擁有。根據合資條款，Northern Star將獨家支付所有開支，直至Central Tanami項目開始商業投產。於開始商業投產後，Northern Star可獲得Central Tanami項目的額外35%權益，而Tanami Gold有第二份認沽期權，可以32,000,000澳元向Northern Star出售其於項目的餘下25%權益。Northern Star繼續對Central Tanami項目進行勘探，惟自三月以來，由於2019冠狀病毒的限制，並無進行地上勘探。

### 按公平值於損益賬處理之金融資產

按公平值於損益賬處理之金融資產包括本集團於Metals X Limited(「**Metals X**」)的投資以及資源投資。於二零二零年六月三十日，該等投資概無佔本集團總資產5%或以上。

### Metals X

於二零二零年六月三十日，Metals X之賬面值為58,398,000港元(於二零一九年六月三十日：87,748,000港元)，佔本集團總資產約1.7%(於二零一九年六月三十日：2.2%)。於二零二零財政年度，我們於Metals X之投資產生未變現虧損約95,631,000港元(二零一九財政年度：虧損195,693,000港元)，有關虧損計入損益賬中。

於二零二零年六月，亞太資源向Metals X發出通知，要求Metals X董事召開Metals X股東大會以替換三名董事，因其未能出售Nifty資產及其後計劃將Nifty重新發展為露天礦場。Metals X亦公佈Renison礦場的經更新採礦計劃，於二零二一財政年度至二零二二財政年度產生重大資本支出，導致Metals X違反與花旗銀行的債務融資內的契約。

於二零二零年七月，該三名Metals X董事自董事會辭任，本公司副主席兼執行董事Brett Robert Smith先生由最初獲委任為董事會非執行董事，其後獲委任為Metals X的執行董事，而Metals X重申其出售銅資產組合的承諾。亞太資源提供26,000,000澳元的貸款融資以償還花旗銀行貸款。Metals X現時專注於實施其於Renison礦場的礦場壽命規劃。

於二零二零財政年度，Renison礦場產出3,591噸錫(按含量50%基準計算)，按年上升1%，而平均變現錫價為每噸21,466澳元，則按年下降13%。Metals X預期將於二零二零年曆年下半年開始自較高品位的第五區開採。

由於半導體行業低迷，錫價格於二零二零財政年度年初走弱，加上對2019冠狀病毒疫情的憂慮，跌至每噸14,000美元以下。其後，錫價格回升，最高達到每噸18,000美元。鑒於錫供應並無大幅增長，以及電動車及儲能行業發展對錫的新需求，我們依然看好錫的中期前景。



## 資源投資

此分部的投資主要包括多家在主要證券交易所(包括澳洲、加拿大、香港、英國及美國)上市的自然資源公司的少量股權。我們著重投資於能源、大宗商品、賤金屬及貴金屬等多個商品分部的選定商品。我們所持部份公司均處於勘探或開發階段，而此市場分部對風險規避、商品價格下降及融資困難等情況尤其敏感。

於二零二零財政年度，資源投資錄得公平值收益42,317,000港元(二零一九財政年度：虧損89,953,000港元)，經計及分部相關股息及其他投資收益及開支後錄得分部溢利63,356,000港元(二零一九財政年度：虧損86,646,000港元)。

我們的資源投資分部包括於二零一六年八月公佈的兩大資源投資組合之業績。雖然資源行業於截至二零一九年十二月三十一日止六個月(「二零二零財政年度上半年」)因貿易戰相關憂慮而低迷，二零二零年二月份及三月份2019冠狀病毒的擴散導致大部份商品價格急挫，惟大多數金屬價格已回升至2019冠狀病毒疫情前的水平，且就鐵礦石及黃金而言，已經超越2019冠狀病毒疫情前的水平。於二零二零財政年度，若干小盤資源股指數(包括FTSE AIM Basic Resources Index、ASX Small Resources Index及TSX Venture Composite Index等)之平均表現為6%。於二零二零財政年度上半年，布倫特原油交易價格介乎每桶55美元至每桶65美元，但當俄羅斯及沙特阿拉伯在2019冠狀病毒擴散至中國以外國家而退出油組減產時，卻出現大量拋售。雖然油價已從三月份的谷底反彈，但交易價格仍遠低於2019冠狀病毒疫情前的水平。於二零二零財政年度，若干中小盤油氣股指數(包括S&P TSX Small Cap Energy Index及S&P 500 Energy Sector等)之平均表現下降51%。

## 貴價商品

金價上升28%，貴金屬(主要為黃金持倉)於二零二零財政年度錄得公平值收益淨額92,981,000港元。於二零二零年六月三十日，貴金屬分部之賬面值為314,449,000港元(於二零一九年六月三十日：80,468,000港元)。我們資源投資分部最大的黃金投資乃於Northern Star(澳交所股份代號：NST)，其錄得公平值收益14,326,000港元及於二零二零年六月三十日之賬面值為104,165,000港元。我們亦持有Westgold Resources(澳交所股份代號：WGX)，其錄得公平值收益18,332,000港元及於二零二零年六月三十日之賬面值為68,444,000港元。其他可觀之公平值收益包括我們於Skeena Resources(多倫多證券交易所股份代號：SKE)之投資所錄得12,618,000港元。

Northern Star在西澳洲及阿拉斯加擁有高品位的地下礦井。於二零二零財政年度，其出產905,000盎司黃金，並錄得相關自由現金流量423,000,000澳元。於二零二一財政年度，其目標產量為100萬盎司黃金，相當於按年增長10%。

Westgold Resources於二零二零財政年度出產235,150盎司黃金，按年減少8%，未達到其目標27.5萬至30萬盎司。Westgold Resources目前於二零二一財政年度的目標產量為27萬至30萬盎司，可持續總成本為每盎司1,460澳元至1,560澳元，因其預測Big Bell於年內將增加產量。

金價在美國聯儲局於二零一九年七月下調基準利率25個基點後開始上揚。此後，除二零二零年三月份因疫情擴散令市場大幅拋售而略為回落外，金價一路飆升。金價繼續獲得中央政府的刺激計劃支持，包括美國聯邦儲備局繼續承諾購買政府證券。於二零二零財政年度年底，其交易價格為每盎司1,770美元，而於撰寫本文時，其交易價格為每盎司約1,950美元。最近，美國聯邦儲備局公佈最新的通脹目標平均為2%，意味著通脹可能有一段時間超出該水平，而據目前預測，利率會於低位維持多一段時間，這亦為金價提供有力支撐。

### 大宗商品

於二零二零財政年度，由於鐵礦石為表現最好的商品之一，大宗商品錄得公平值收益9,519,000港元。於二零二零年六月三十日，此分部之賬面值為189,224,000港元(於二零一九年六月三十日：72,784,000港元)。我們於此分部之最大投資為首鋼福山(港交所股份代號：639)，帶來的公平值收益為1,395,000港元，而二零二零年六月三十日的賬面值為174,487,000港元。

首鋼福山為於香港聯交所上市之焦煤生產商。其主要業務為在中國開採焦煤、生產及銷售焦煤產品。其於中國擁有三座礦場，於二零一九年十二月三十一日之原焦煤儲量為7,900萬噸，而於截至二零二零年六月三十日止六個月，首鋼福山生產230萬噸原焦煤。首鋼福山於二零二零年九月初的市值約為94億港元，而其於二零二零年六月三十日所報營運資金為48億港元及於截至二零二零年六月三十日止六個月錄得息稅折舊及攤銷前利潤(EBITDA)為10億港元。二零二零年的目標為480萬噸原焦煤，意味著較二零二零年上半年有所增長，而二零二零年上半年受2019冠狀病毒疫情影響導致臨時礦井停產。其宣佈派發中期股息每股7.5港仙。短期內，中國的財政刺激政策支持基礎設施開支的增長，促進鋼鐵增長，從而刺激焦煤需求，而對海運進口的限制預計目前仍將存在。

### 賤金屬

於二零二零財政年度，由於銅和鎳價格分別上升1%及4%，而鋅價格下跌19%，賤金屬分部(包括銅、鎳及鋅公司)錄得公平值虧損26,923,000港元。賤金屬分部包括於洛陽鋁業(港交所股份代號：3993)之投資，其於二零二零財政年度錄得公平值收益540,000港元及股息收入424,000港元，以及於二零二零年六月三十日之賬面值為22,761,000港元(於二零一九年六月三十日：22,221,000港元)。

### 能源

於二零二零財政年度，能源分部(主要是石油及鈾持倉)錄得公平值虧損20,835,000港元。我們的重大能源投資包括Woodside Petroleum(澳交所股份代號：WPL)，其錄得公平值收益1,165,000港元及於二零二零年六月三十日之賬面值為11,522,000港元(於二零一九年六月三十日：零)，以及Kazatomprom(倫敦證券交易所股份代號：KAP)，其錄得公平值虧損18,000港元及於二零二零年六月三十日之賬面值為7,514,000港元(於二零一九年六月三十日：零)。

### 其他

於二零二零財政年度，我們亦從其他商品(鑽石、錳及礦砂等)及非商品相關投資錄得公平值虧損12,425,000港元，其於二零二零年六月三十日之賬面值為21,921,000港元(於二零一九年六月三十日：28,556,000港元)。

### 商品業務

我們於Koolan Island的鐵礦石承購因礦場重啟營運而重新開始，且我們繼續於一系列商品中尋找新的承購機會。於二零二零財政年度，我們從事鐵礦石貿易的商品業務錄得虧損5,912,000港元(二零一九財政年度：虧損3,808,000港元)。

### 主要投資及金融服務

主要投資及金融服務分部涵蓋應收貸款、貸款票據、可換股票據及其他金融資產產生的收入。於二零二零財政年度，此分部錄得溢利57,851,000港元(二零一九財政年度：溢利47,371,000港元)。

## 放債

本集團根據香港放債人條例從事放債活動。於二零二零財政年度，放債業務的收益及溢利計入主要投資及金融服務分部的業績。

## 流動資金、財務資源及資本結構

於二零二零年六月三十日，本集團的非流動資產為1,930,522,000港元(於二零一九年六月三十日：2,264,877,000港元)，而流動資產淨值為1,506,047,000港元(於二零一九年六月三十日：1,749,610,000港元)，流動比率為17.7倍(於二零一九年六月三十日：135.2倍)，乃按其流動資產除以流動負債計算。計入非流動資產及流動資產包括貸款票據3,916,000港元(於二零一九年六月三十日：51,168,000港元)及應收貸款468,876,000港元(於二零一九年六月三十日：401,418,000港元)。

於二零二零年六月三十日，本集團並無借貸(於二零一九年六月三十日：零)，而未動用銀行融資金額為298,084,000港元，以本集團的若干定期存款作抵押。於二零二零年六月三十日，本集團的資本負債比率為零(於二零一九年六月三十日：零)，該比率乃按借貸總額除以本公司擁有人應佔權益計算。

誠如二零一九年三月十一日所公佈，本公司決定按每兩股現有已發行股份獲發一股供股股份的基準，按每股供股股份1.10港元的認購價發行406,297,971股供股股份(總面值為406,297,971港元)進行供股(「供股」)，籌集所得款項總額約447,000,000港元及所得款項淨額約438,000,000港元(約每股1.08港元)。供股已於二零一九年四月完成。認購價較股份於二零一九年三月十一日在香港聯合交易所有限公司所報之收市價每股1.29港元折讓約14.73%。本公司董事認為供股將為本公司提供集資的機會，同時亦可增強本公司的資本基礎及改善其財務狀況。二零一九年六月三十日仍未動用並建議於二零一九年六月三十日起計六個月期間用於投資資源界別的約237,200,000港元已於二零二零財政年度上半年動用以用作進一步投資從事資源界別的公司。於二零二零年六月三十日，所有供股所得款項已獲動用，所得款項用途詳情如下：

擬定所得款項用途	實際所得款項用途
(i) 約244,000,000港元將用作提升本集團實力以進一步投資從事資源界別的公司	已動用約244,000,000港元
(ii) 約150,000,000港元將用作償還本集團結欠一間銀行及一間關連公司的現有未償還貸款及其他相關開支	已動用約150,000,000港元
(iii) 約44,000,000港元作為本集團的一般營運資金	已動用約44,000,000港元
(iv) 約9,000,000港元將用作供股的開支	已動用約8,300,000港元。未動用金額約700,000港元已用作本集團的一般營運資金

### 外匯風險

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

### 資產抵押

於二零二零年六月三十日，本集團將88,611,000港元(於二零一九年六月三十日：74,711,000港元)的銀行存款抵押予銀行，作為本集團獲授各項貿易及銀行融資的抵押。

### 僱員及薪酬政策

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

於二零二零年六月三十日，本集團(包括其附屬公司，但不包括聯營公司)共有14名(於二零一九年六月三十日：14名)僱員。二零二零財政年度之總薪酬及退休金供款金額為12,868,000港元(二零一九財政年度：11,333,000港元)。

### 主要風險

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

### 金融風險

金融風險包括市場風險、信貸風險及流動資金風險。市場風險涉及投資價值因市場因素變動而改變，其可進一步細分為外匯風險、利率風險及其他價格風險。信貸風險乃客戶或交易對手方不遵守承諾支付款項而引致損失的風險。流動資金風險則涉及指定證券或資產未能及時在市場上買賣以防止損失或賺取所需溢利的風險。金融風險管理之詳細論述於綜合財務報表附註32內概述。

## 營運風險

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

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

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

除本報告所披露者外，於截至二零二零年六月三十日止年度，本集團並無持有任何其他重大投資，亦無進行任何重大收購或出售附屬公司、聯營公司及合營公司。除本報告所披露者外，於二零二零年六月三十日，本集團並無任何重大投資或資本資產之計劃。

## 資本承諾

於二零二零年六月三十日及二零一九年六月三十日，本集團並無任何已訂約但未備抵之重大資本承諾。

## 或然負債

於本報告日期及於二零二零年六月三十日，董事會並不知悉任何重大或然負債。

## 財政年度末後影響本集團之重大事項

於財政年度末後及直至本報告日期，概無發生影響本集團之重大事項。

## 公司策略

商品市場於年內持續震蕩。展望未來，董事會認為，按公平值於損益賬處理之股本投資表現將取決於市場氣氛，而市場氣氛受商品價格、利率變動、地緣政治狀況及宏觀經濟表現等因素所影響。為盡量降低相關風險，本集團將定期審閱其投資策略，並於必要時採取適當措施應對市況變動。此外，本集團亦將物色潛在投資機會，從而為股東帶來最大化價值。

### 前景展望

於二零二零年三月，世界衛生組織宣佈2019冠狀病毒疫情為大流行。自二零二零年一月起，本集團已實施下列對策，以保護我們的員工、彼等的家人、當地供應商及鄰近社區的健康及安全，同時確保營運環境安全，使其能照常進行：

- 在辦公室內實施盡量擴大社交距離及保障員工的措施；
- 所需會議盡可能在場外或通過電話會議舉行；
- 取消所有非必要差旅；
- 為員工制定彈性及遙距工作計劃；
- 進入辦公室限制及體溫篩查；
- 外出差旅、出現症狀或與2019冠狀病毒確診者接觸後自我隔離，必要時可做冠狀病毒檢測，費用由公司承擔；
- 增加口罩、洗手液及衛生用品的庫存；及
- 加強注重清潔及衛生。

短期內，全球經濟前景將主要取決於疫情的發展。於撰寫本文時，疫情的影響仍然持續，惟社交距離措施已為感染率在某程度受控發揮一定的作用，使輕度重啟得以實現。若干國家及公司專注於疫苗研發，有望推動更大範圍的重啟，及支持全球經濟增長及更廣泛的商品綜合體進一步改善。我們預計中央銀行及政府會繼續通過財政及貨幣措施支持企業及家庭。

在如此艱難的環境下，我們於短期內將繼續採取防守型及審慎的投資方針，並繼續物色將於長期產生可觀回報的優質投資機會。我們的礦產及能源投資組合是未來礦產及能源投資的平台。Mount Gibson是我們最大的投資，其擁有大量現金儲備，而其Koolan Island礦場目前正在進行大型廢物清理項目，一旦完成，將為其帶來強勁的自由現金流。

### 執行董事

**Brett Robert Smith**先生，59歲，於二零一六年五月十八日獲委任為本公司之副主席及執行董事。Smith先生畢業於澳洲墨爾本大學，並取得化學工程榮譽學士學位。彼亦獲英國Henley Management College頒發工商管理碩士學位及獲澳洲Macquarie University頒發研究方法學碩士學位。Smith先生曾參與開發若干採礦及礦物加工項目，包括煤、鐵礦、基本及貴金屬。彼亦曾管理澳洲及國際的工程及建築公司。Smith先生曾任職於私營採礦及勘探公司董事會，且在工程、建築及礦物加工業務方面擁有逾34年國際經驗。彼現為龍資源有限公司(「**龍資源**」)(股份代號：1712)之執行董事，以及Prodigy Gold NL(「**Prodigy Gold**」，前稱ABM Resources NL)(股份代號：PRX)及Tanami Gold NL(「**Tanami Gold**」)(股份代號：TAM)之非執行董事。彼於二零二零年七月十日由Metals X Limited(「**Metals X**」)(股份代號：MLX)之非執行董事調任為執行董事，並於二零二零年一月二十四日獲委任為Elementos Limited(「**Elementos**」)(股份代號：ELT)之非執行董事。龍資源為香港聯合交易所有限公司主板上市公司。Elementos、Metals X、Prodigy Gold及Tanami Gold均為於澳洲證券交易所上市之公司。

**Andrew Charles Ferguson**先生，47歲，於二零一零年一月十二日獲委任為本公司執行董事及行政總裁。Ferguson先生出任本公司多間附屬公司之董事。Ferguson先生持有天然資源開發理學士學位，並於九十年代中期在西澳洲擔任採礦工程師。於二零零三年，Ferguson先生於英國聯合創辦New City Investment Managers。彼於資金管理方面有卓越業績記錄，曾為City Natural Resources High Yield Trust(於二零零六年獲選為「最佳英國投資基金」)的前聯席基金經理。此外，彼曾管理New City High Yield Trust Ltd.及Geiger Counter Ltd.。彼曾於香港之New City Investment Managers CQS任職，該公司是一間為不同類型的投資者提供投資管理服務的財務機構。彼於金融行業的全球天然資源專業擁有25年的經驗。彼曾在倫敦及香港擔任資產基金經理，負責每日之投資組合管理、風險管理、業務發展、關係管理，並與獨立董事會、保管人及核數師一同工作以確保所有股東資金獲妥善管理。彼現為李成輝先生於Mount Gibson Iron Limited(「**Mount Gibson**」)(股份代號：MGX)之替任董事，該公司於澳洲證券交易所上市。

### 非執行董事

**Arthur George Dew**先生，78歲，於二零一六年三月一日獲委任為本公司之主席及非執行董事。Dew先生畢業於澳洲雪梨大學法律系，並取得澳洲新南威爾斯最高法院之律師資格，其後更取得大律師資格。彼現為非執業大律師。彼於企業及商業方面具豐富經驗，曾於澳洲、香港及各地多間上市公司擔任董事，並出任若干公司之董事會主席。彼現為聯合集團有限公司(「**聯合集團**」)(股份代號：373)及聯合地產(香港)有限公司(「**聯合地產**」)(股份代號：56)(兩者均為本公司主要股東)，及龍資源(股份代號：1712)之主席及非執行董事；新工投資有限公司(「**新工投資**」)(股份代號：666)之非執行董事；Tian An Australia Limited(「**Tian An Australia**」)(股份代號：TIA)之非執行董事；及Tanami Gold(股份代號：TAM)之非執行主席及非執行董事。聯合集團、聯合地產、龍資源及新工投資均為香港聯合交易所有限公司主板上市公司。Tanami Gold及Tian An Australia均為於澳洲證券交易所上市之公司。

## 董事及管理層履歷(續)

**李成輝先生**，51歲，於二零零九年十月二日獲委任為本公司非執行董事。李先生畢業於澳洲雪梨大學法律系，並取得榮譽學位。彼之前曾於麥堅時律師行及羅富齊父子(香港)有限公司工作。李先生現為聯合集團(股份代號：373)及聯合地產(股份代號：56)(兩者均為本公司主要股東)之行政總裁及執行董事，以及天安中國投資有限公司(「天安」)(股份代號：28)之主席及非執行董事。聯合集團、聯合地產及天安均為香港聯合交易所有限公司主板上市公司。彼亦為Mount Gibson(股份代號：MGX)之非執行主席，該公司於澳洲證券交易所上市。彼於二零一六年至二零一八年一月期間曾為亞證地產有限公司(股份代號：271)之主席及非執行董事，該公司於香港聯合交易所有限公司主板上市。

**林蓮珠女士**，49歲，於二零二零年五月二十一日獲委任為本公司非執行董事。林女士畢業於香港大學，持有工商管理學士學位，主修會計及金融。彼為香港會計師公會、英國特許公認會計師公會和英格蘭及威爾斯特許會計師公會的資深會員。林女士現為香港執業會計師。彼獲香港聯合交易所有限公司頒授通過第十五屆證券經紀考試證書。林女士於會計與財務、管理上市公司、以及收購合併等方面均具有豐富經驗。林女士現為本公司主要股東首鋼福山資源集團有限公司(股份代號：639)之財務總監，該公司於香港聯合交易所有限公司主板上市，並曾擔任該公司的公司秘書超過5年。彼亦曾在香港另一間上市公司金朝陽集團有限公司(股份代號：878)擔任企業融資經理並曾於畢馬威會計師事務所工作超過5年。

### 獨立非執行董事

**王永權博士**，69歲，於二零零四年七月六日獲委任為本公司獨立非執行董事。王博士持有菲律賓比立勤國立大學(Bulacan State University)工商管理哲學博士學位。彼為英國特許公司治理公會、香港特許秘書公會、香港稅務學會、國際會計師公會及註冊財務策劃師協會資深會員。彼為香港證券專業學會、英國特許仲裁員公會及蘇格蘭特許銀行家學會會員，以及澳門會計師公會會員。王博士現為冠泓會計師行有限公司的首席顧問。彼亦為陽光能源控股有限公司(股份代號：757)、招商局置地有限公司(股份代號：978)、中國宏泰產業市鎮發展有限公司(股份代號：6166)、中國醫療網絡有限公司(股份代號：383)、中國萬桐園(控股)有限公司(股份代號：6966)(先前於GEM上市(股份代號：8199))及德信中國控股有限公司(股份代號：2019)之獨立非執行董事。該六家公司均於香港聯合交易所有限公司主板上市。彼亦為首都金融控股有限公司(股份代號：8239)之獨立非執行董事，該公司於香港聯合交易所有限公司GEM上市。

**鄭鑄輝先生**，66歲，於二零零七年七月六日獲委任為本公司之獨立非執行董事。鄭先生於一九七六年取得加拿大蒙特利爾孔科爾迪亞大學(Concordia University)的商學學士學位，並於一九七七年於加拿大多倫多約克大學(York University)取得工商管理碩士學位。彼擁有逾42年銀行、企業融資、投資行業及企業管理之經驗，曾出任多間金融機構之不同行政職位，並於多間上市公司擔任董事。鄭先生現為天安(股份代號：28)之獨立非執行董事，該公司於香港聯合交易所有限公司主板上市。



**王宏前先生**，61歲，於二零一九年五月二十四日獲委任為本公司獨立非執行董事。王先生於一九八二年畢業於西安冶金建築學院(現稱西安建築科技大學)，取得建築系總圖運輸設計學士學位，並持有香港中文大學金融財務工商管理碩士學位。彼現為教授級高級工程師及國家一級註冊建築師。王先生現為清華大學經濟管理學院金融碩士兼職導師(行業導師)以及中國國際工程諮詢協會專家委員會副主任委員兼對外投資委員會主任委員。王先生曾擔任煤炭部規劃設計研究總院團委書記、總運處專業組長、副處長、處長及副院長，中煤國際工程設計研究總院(現稱北京華宇工程有限公司)副總經理，中色建設房地產開發公司董事長兼總經理，以及中國有色礦業集團有限公司總工程師。彼於二零零二年十一月至二零一八年十月期間曾為中國有色金屬建設股份有限公司(股份代號：758)之董事兼總經理，該公司於深圳證券交易所上市。

### **Arthur George Dew先生之替任董事**

**王大鈞先生**，56歲，於二零一六年三月一日獲委任為Arthur George Dew先生之替任董事。王先生出任本公司多間附屬公司之董事。王先生持有工商管理碩士學位，亦為香港會計師公會及英國特許公認會計師公會之資深會員，以及英國特許公司治理公會及香港特許秘書公會之資深會士。王先生曾任香港其他上市公司之財務總監。彼現為本公司主要股東聯合地產(股份代號：56)及新工投資(股份代號：666)之執行董事、本公司主要股東聯合集團(股份代號：373)之投資總監，以及為Arthur George Dew先生於龍資源(股份代號：1712)、Tanami Gold(股份代號：TAM)及Tian An Australia(股份代號：TIA)之替任董事。聯合地產、新工投資、聯合集團及龍資源均為香港聯合交易所有限公司主板上市公司。Tanami Gold及Tian An Australia均為於澳洲證券交易所上市之公司。

### 高級管理層

#### 香港

##### **Brett Robert Smith**先生

副主席

Brett Robert Smith先生的履歷詳情載列於本年報第59頁。

##### **Andrew Ferguson**先生

行政總裁

Andrew Ferguson先生的履歷詳情載列於本年報第59頁。

##### **譚潔玲**女士

首席財務官

譚潔玲女士，54歲，於二零一六年七月加盟本公司，出任首席財務官。譚女士亦為本公司若干附屬公司之監事。彼於國際企業及香港上市公司之財務及會計方面擁有逾30年經驗。譚女士持有法律學士學位，並為香港會計師公會及英國特許公認會計師公會之會員。

### 其他管理層

#### 香港

##### **John Ellis**先生

投資經理

Ellis先生於二零一零年七月加盟本公司，出任投資經理。於加盟亞太資源之前，他曾擔任Colonial First State悉尼分公司的全球資源投資組合經理，以及加拿大皇家銀行悉尼及倫敦分行的採礦研究及銷售總監。Ellis先生於資源投資方面擁有逾20年經驗，並持有文學士學位及多項行業認證，包括加拿大證券課程、澳交所／澳洲結算所專責行政人員及澳洲金融服務協會應用金融及投資研究生證書。

##### **黃靜琳**女士

企業與投資副總裁

黃女士於二零一二年二月加盟本公司，出任企業與投資副總裁。於加盟亞太資源之前，他曾擔任晉新資本(香港)之石油及天然氣研究分析師，而此前於瑞士信貸(墨爾本)擔任石油及天然氣分析師超過4年。黃女士為特許金融分析師，並於墨爾本大學完成商務學士及資訊系統學士學位。

**杜容根先生**

*財務總監*

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

**中國上海**

**周魯勇先生**

*上海商品貿易業務總經理*

周先生於二零零七年七月加盟本公司，現擔任上海商品貿易業務總經理。周先生在天然資源行業(包括商品貿易及散貨船租賃)擁有逾27年經驗。於加盟亞太資源之前，周先生曾為寶鋼的多家海外附屬公司(位於香港及歐洲)業務經理，並自二零零二年起擔任上海寶鋼國際經濟貿易有限公司煤炭貿易部總經理，負責為寶鋼集團採購及銷售煤炭及焦炭。彼亦組建寶鋼集團附屬公司上海寶頂能源有限公司。

# 董事會報告

本公司董事(「董事」)謹此提呈截至二零二零年六月三十日止年度本集團的董事會報告及綜合財務報表。

## 主要業務

本公司為一間投資控股公司，其附屬公司的主要業務載列於綜合財務報表附註30。

## 業績

本集團截至二零二零年六月三十日止年度的業績載列於第101頁的綜合損益表內。

## 股息

董事會(「董事會」)已宣佈派發截至二零二零年六月三十日止年度之中期股息每股10港仙(代替末期股息)(二零一九年中期股息(代替末期股息)：每股10港仙)，將於二零二零年十二月十日(星期四)或前後派付予於二零二零年十一月二十五日(星期三)營業時間結束時名列本公司股東名冊內之本公司股東。

本公司股東為符合獲享中期股息(代替末期股息)的資格，所有股權轉讓文件連同有關股票必須於二零二零年十一月二十五日(星期三)下午四時三十分前交往本公司之香港股份過戶登記分處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心54樓。

## 暫停辦理股份過戶登記

### 釐定出席本公司即將舉行之股東週年大會並於會上投票的資格

本公司之股東週年大會(「股東週年大會」)預訂於二零二零年十一月二十日(星期五)舉行。為釐定股東出席二零二零年股東週年大會並於會上投票的資格，本公司將由二零二零年十一月十七日(星期二)至二零二零年十一月二十日(星期五)(包括首尾兩天)暫停辦理本公司股份過戶登記，在此期間本公司股份之轉讓手續將不予辦理。為符合資格出席二零二零年股東週年大會並於會上投票，所有股權轉讓文件連同有關股票必須於二零二零年十一月十六日(星期一)下午四時三十分前交往本公司之香港股份過戶登記分處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心54樓。

## 業務回顧

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

- |                      |            |
|----------------------|------------|
| 1. 本集團業務之中肯審視        | 本年報第51至58頁 |
| 2. 本集團所面臨的主要風險及不明朗因素 | 本年報第49至58頁 |
| 3. 揭示本集團之潛在發展        | 本年報第57至58頁 |
| 4. 與股東之重要關係          | 本年報第86頁    |

本公司環境政策及表現、本公司與對本集團有重大影響之其他持份者(包括社區及我們的員工)的關係論述載於「環境、社會及管治報告」。

## 對法律及法規之遵守

本集團高度重視遵守不時規管旗下業務的適用法律及法規。作為香港一間上市公司，本公司須遵守香港聯合交易所有限公司證券上市規則(「**上市規則**」)。我們的放債業務分部乃受香港放債人條例規管。

## 分部資料

本集團於截至二零二零年六月三十日止年度業務活動之收益及業績貢獻分析分別載列於綜合財務報表附註6及5。

## 股本及已發行股份

本公司於截至二零二零年六月三十日止年度之股本變動詳情載列於綜合財務報表附註29(b)。

## 債權證

於截至二零二零年六月三十日止年度，本集團並無發行任何債權證。

## 股權掛鈎協議

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

### 儲備

本公司及本集團於截至二零二零年六月三十日止年度之儲備變動詳情，分別載列於綜合財務報表附註29(a)及第105頁之綜合權益變動表內。

### 物業、廠房及設備

物業、廠房及設備於截至二零二零年六月三十日止年度之變動詳情載列於綜合財務報表附註15。

### 董事

於截至二零二零年六月三十日止年度及直至本報告日期止期間之董事如下：

#### 執行董事

Brett Robert Smith先生(副主席)

Andrew Ferguson先生(行政總裁)

#### 非執行董事

Arthur George Dew先生(主席)

王大鈞先生(Arthur George Dew先生之替任董事)

李成輝先生

林蓮珠女士(於二零二零年五月二十一日獲委任)

蘇國豪先生(於二零二零年五月二十一日辭任)

#### 獨立非執行董事

王永權博士

鄭鑄輝先生

王宏前先生

Robert Moyse Willcocks先生(於二零一九年十一月二十二日退任)

根據本公司之公司細則(「**公司細則**」)第87條，李成輝先生、王永權博士及鄭鑄輝先生將於應屆股東週年大會上輪值退任，並符合資格及願意膺選連任。

根據公司細則第86(2)條，林蓮珠女士之任期僅至應屆股東週年大會為止，並符合資格及願意膺選連任。

根據上市規則附錄十四所載企業管治守則及企業管治報告之守則條文A.4.3，倘獨立非執行董事在任已超過9年，其是否獲續任應以獨立決議案形式由股東審議通過。王永權博士及鄭鑄輝先生已擔任獨立非執行董事(「**獨立非執行董事**」)超過9年，並符合資格及願意於股東週年大會上膺選連任。

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

## 董事於股份、相關股份及債權證之權益

於二零二零年六月三十日，本公司各董事及最高行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債權證中持有須記錄於本公司根據證券及期貨條例第352條規定所存置之登記冊內，或根據上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)須另行知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉如下：

### 於本公司股份及相關股份的好倉

董事姓名	權益持有者身份	持有之股份／相關股份數目		概約持股百分比
		股份權益	總權益	
林蓮珠女士	實益擁有人	75,000	75,000	0.00%
李成輝先生	其他權益	462,157,630 (附註1)	462,157,630	37.91%

附註：

1. 李成輝先生連同李淑慧女士及李成煌先生均為Lee and Lee Trust(全權信託)之信託人。Lee and Lee Trust控制聯合集團有限公司(「聯合集團」)已發行股份總數約74.95%(包括李成輝先生之個人權益)，故被視為擁有聯合集團透過其擁有74.99%權益之附屬公司聯合地產(香港)有限公司(「聯合地產」)之全資附屬公司而被視為擁有本公司462,157,630股股份之權益。

除上文所披露者外，於二零二零年六月三十日，概無本公司董事或最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有須記錄於本公司根據證券及期貨條例第352條規定所存置之登記冊內，或根據標準守則須另行知會本公司及聯交所之任何權益或淡倉。

## 購買股份或債權證之安排

本公司或其任何附屬公司於截至二零二零年六月三十日止年度內任何時間概無參與任何安排，致使董事、其各自之配偶或未滿18歲之子女能透過購入本公司或任何其他法人團體之股份或債權證而獲得利益。

### 董事在構成競爭業務中之權益

於年內及截至本報告日期止，根據上市規則，以下董事被視為於下列與本集團業務競爭或有可能競爭的業務中持有權益：

- (i) Arthur George Dew先生為聯合集團及聯合地產各自之董事，Arthur George Dew先生之替任董事王大鈞先生為聯合地產之董事。聯合集團及聯合地產透過彼等之附屬公司部份從事借貸業務及部份參與投資及買賣資源和相關行業之證券及金融工具；
- (ii) 李成輝先生為聯合集團、聯合地產、天安中國投資有限公司(「**天安**」)及新鴻基有限公司(「**新鴻基**」)一間非全資附屬公司各自之董事，並為Lee and Lee Trust之其中一名信託人，Lee and Lee Trust被視為聯合集團、聯合地產、新鴻基、新工投資有限公司(「**新工投資**」)、天安、亞證地產有限公司(「**亞證**」)及龍資源有限公司(「**龍資源**」)各自之主要股東，該等公司透過彼等之附屬公司部份從事下列業務：
  - 聯合集團及聯合地產透過彼等之附屬公司部份從事借貸業務及部份參與投資及買賣資源和相關行業之證券及金融工具；
  - 新鴻基透過其若干附屬公司部份從事借貸業務；
  - 新工投資透過其若干附屬公司部份從事買賣上市證券及投資債券；
  - 天安及亞證透過彼等之若干附屬公司部份從事借貸業務；及
  - 龍資源透過其若干附屬公司參與金礦石勘探、開採及加工及部份參與投資及買賣資源和相關行業之上市證券；
- (iii) 李成輝先生為Mount Gibson Iron Limited(「**Mount Gibson**」)之董事，Andrew Ferguson先生為李成輝先生於Mount Gibson之替任董事，Mount Gibson透過其若干附屬公司部份參與投資及買賣資源和相關行業之上市證券；
- (iv) Arthur George Dew先生及王大鈞先生均為新工投資之董事，新工投資透過其若干附屬公司部份從事買賣上市證券及投資債券；及
- (v) Arthur George Dew先生及Brett Robert Smith先生為Tanami Gold NL(「**Tanami Gold**」)及龍資源各自之董事。王大鈞先生為Arthur George Dew先生於Tanami Gold及龍資源各自之替任董事。Tanami Gold及龍資源透過彼等之若干附屬公司參與金礦石勘探、開採及加工及部份參與投資及買賣資源和相關行業之上市證券。

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



## 董事於重大交易、安排或合約中之權益

1. 誠如本公司日期為二零一六年五月二十四日之公告所披露，於二零一六年五月二十四日，亞太資源財資管理有限公司(「**亞太資源財資管理**」，本公司之全資附屬公司)認購由Sun Hung Kai & Co. (BVI) Limited(「**SHK BVI**」)發行並由新鴻基擔保之於二零二一年五月三十一日到期的4,000,000美元之五年期具擔保4.75%票據(「**新鴻基貸款票據一**」)。SHK BVI為新鴻基之全資附屬公司。於截至二零二零年六月三十日止年度，SHK BVI提議按新鴻基貸款票據一本金額每1,000美元作價1,000美元之價格，加累計利息，購回未行使貸款票據。亞太資源財資管理就全部結餘接受該要約，新鴻基貸款票據一已於本財政年度結束前獲悉數贖回。
2. 誠如本公司日期為二零一七年九月一日之公告所披露，於二零一七年九月一日，亞太資源財資管理認購由SHK BVI發行並由新鴻基擔保之於二零二二年九月八日到期的2,500,000美元之五年期具擔保4.65%票據(「**新鴻基貸款票據二**」)。於截至二零二零年六月三十日止年度，SHK BVI提議按新鴻基貸款票據二本金額每1,000美元作價1,000美元之價格，加累計利息，購回未行使貸款票據。亞太資源財資管理就全部結餘接受該要約，其中80%新鴻基貸款票據二已於財政年度結束前贖回。
3. 誠如本公司日期為二零一九年五月二十三日、二零一九年六月十四日及二零一九年七月九日之公告以及本公司日期為二零一九年六月二十日之通函所披露，於二零一九年五月二十三日，Ultra Effort Limited(「**Ultra Effort**」，本公司之全資附屬公司)(作為貸款人)與Best Advantage Limited(「**Best Advantage**」)(作為借款人)及天安(作為擔保人)訂立貸款協議(「**貸款協議**」)，據此，Ultra Effort同意(其中包括)於貸款協議日期起及截至償款日期前一個月止之可提供期間向Best Advantage提供金額不超過235,000,000港元(或Ultra Effort接納及同意與235,000,000港元等值之其他貨幣金額)之循環貸款(「**貸款融資**」)，年利率為5.5厘，由天安提供之擔保及彌償作抵押並須於首次提取日期起計24個月償還。Best Advantage為天安之全資附屬公司。

於二零二零年六月三十日，非執行董事李成輝先生為天安之主席及非執行董事，亦為Lee and Lee Trust(全權信託)之其中一名信託人，連同其個人權益，控制聯合集團已發行股份總數約74.95%權益，聯合集團則擁有聯合地產已發行股份總數約74.99%，而聯合地產則間接擁有本公司已發行股份總數約37.91%。由於聯合地產於二零二零年六月三十日分別間接擁有新鴻基及天安已發行股份總數約62.54%及48.86%權益，李先生被視為於(i)認購新鴻基貸款票據一及新鴻基貸款票據二；及(ii)貸款協議項下擬進行之交易中擁有權益。

獨立非執行董事鄭鑄輝先生亦為天安之獨立非執行董事，亦已以其個人身份認購新鴻基貸款票據一計劃項下之若干票據，因此，彼於(i)認購新鴻基貸款票據一；及(ii)貸款協議項下擬進行之交易中擁有權益。

除上文所披露者外，於本年度結算日或截至二零二零年六月三十日止年度內任何時間，本公司或其任何附屬公司概無訂立董事或與董事關連之實體直接或間接擁有重大權益之任何其他重大交易、安排或合約。

### 管理合約

除僱傭合約及「持續關連交易」項下所述之行政服務及管理服務分攤協議以及管理服務分攤協議外，於截至二零二零年六月三十日止年度概無訂立或存在其他有關本公司全部或任何重大部份業務之管理及／或行政合約。

### 獲准許的彌償條文

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

### 主要股東

於二零二零年六月三十日，按本公司根據證券及期貨條例第336條規定所存置之登記冊所載，下列人士(除本公司之董事或最高行政人員外)擁有本公司之股份或相關股份之5%以上權益或淡倉：

#### 於本公司股份及相關股份之好倉

股東名稱	權益持有者身份	持有之股份／相關股份數目		概約持股百分比
		股份權益	總權益	
Old Peak Asia Fund Ltd.	受控法團權益(附註1)	61,240,000	61,240,000	5.02%
OPG Holdings LLC	受控法團權益(附註1)	61,240,000	61,240,000	5.02%
首鋼福山資源集團有限公司	受控法團權益(附註2)	143,400,000	143,400,000	17.64%
聯合地產	受控法團權益(附註3)	462,157,630	462,157,630	37.91%
聯合集團	受控法團權益(附註5)	462,157,630	462,157,630 (附註4)	37.91%
Lee and Lee Trust	受控法團權益(附註6)	462,157,630	462,157,630 (附註4)	37.91%

附註：

1. 該等股份乃由Old Peak Asia Fund Ltd.之全資附屬公司OP Master Fund Ltd.([**OP Master**])及Old Peak Group Ltd.之全資附屬公司Old Peak Ltd.([**Old Peak**])持有，而Old Peak Group Ltd.則為OPG Holdings LLC的全資附屬公司。因此，Old Peak Asia Fund Ltd.及OPG Holdings LLC被視為擁有OP Master及Old Peak所持股份之權益。
2. 該等股份由首鋼福山資源集團有限公司([**首鋼福山**])之全資附屬公司Benefit Rich Limited([**Benefit Rich**])持有。因此，首鋼福山被視為擁有Benefit Rich所持股份之權益。
3. 該等權益包括Allied Properties Investments (1) Company Limited([**API(1)**])持有之462,157,630股本公司股份，API(1)為Allied Properties Overseas Limited之全資附屬公司，而Allied Properties Overseas Limited為聯合地產之全資附屬公司。因此，聯合地產被視為擁有API(1)所持股份之權益。
4. 該權益指聯合地產於462,157,630股股份中之相同權益。
5. 聯合地產為聯合集團之非全資附屬公司。因此，聯合集團被視為擁有聯合地產所持股份之權益。
6. 董事李成輝先生連同李淑慧女士及李成煌先生均為Lee and Lee Trust(全權信託)之信託人。Lee and Lee Trust控制聯合集團已發行股份總數約74.95%(包括李成輝先生之個人權益)，因此，彼等被視為擁有聯合集團透過聯合地產所持股份之權益。

除上文以及「董事於股份、相關股份及債權證之權益」一節所披露者外，於二零二零年六月三十日，本公司並無獲知會有任何其他人士於本公司之股份或相關股份中持有須記錄於本公司根據證券及期貨條例第336條規定所存置之登記冊內之任何權益或淡倉。

## 購回、出售或贖回本公司上市證券

本公司或其任何附屬公司概無於截至二零二零年六月三十日止年度內購回、出售或贖回本公司任何上市證券。

## 主要客戶及供應商

截至二零二零年六月三十日止年度，本集團五大客戶共佔本集團營業額86%，而最大客戶佔本集團總營業額約44%。

截至二零二零年六月三十日止年度，唯一供應商佔本集團全部採購額。

本公司主要股東首鋼福山被視為於本集團之唯一供應商中擁有權益。

除上文所披露者外及據董事所知，概無董事、董事之緊密聯繫人或本公司股東(據董事所知擁有本公司已發行股份總數的5%以上)於截至二零二零年六月三十日止年度內任何時間擁有任何本集團五大客戶及唯一供應商之實益權益。

### 薪酬政策

本集團的僱員乃按其學歷、資格及能力挑選、支薪及晉升。

本公司已採納上市規則附錄十四所載之守則條文B.1.2(c)(ii)之模式作為其薪酬模式，以釐定董事之薪酬待遇。該模式規定薪酬委員會須就個別執行董事及高級管理層之薪酬待遇向董事會提出建議。當釐定董事及高級管理層之薪酬時，本公司薪酬委員會會按(其中包括)彼等之職務、職責及現行市況作出考慮。

### 關聯方交易

於截至二零二零年六月三十日止年度，本集團與關聯方進行了交易，詳情載列於綜合財務報表附註33。若干該等關聯方交易構成上市規則第14A章所定義及所規定須予披露的本集團關連交易或持續關連交易且本公司已遵守上市規則第14A章項下的披露規定。

### 持續關連交易

1. 誠如本公司日期為二零一七年二月七日之公告及本公司二零一九年年報所披露，本公司訂立以下協議：

- (i) 於二零一七年二月七日與聯合集團訂立重訂行政服務及管理服務分攤協議(「**服務協議一**」)，據此，本公司同意重訂及延長本公司與聯合集團訂立之日期為二零一六年六月三十日之行政服務及管理服務分攤協議之年期，由二零一七年一月一日起至二零一九年十二月三十一日止為期三年，並委聘聯合集團提供(i)行政服務，包括聯合集團向本集團提供之公司秘書服務、提供註冊辦事處地址、水電供應服務、電話(包括國際長途電話服務)及互聯網、影印、郵寄、速遞、送遞及有關本集團日常行政及營運之其他配套服務(「**行政服務**」)並支付聯合集團所產生的實際成本；及(ii)管理服務，包括聯合集團之高級管理層及選定的僱員(「**管理人員一**」)向本集團提供管理、顧問、策略、內部審核、管理資訊系統顧問及業務建議服務(「**管理服務一**」)，並將按提供管理服務一之管理人員一薪酬的指定百分比支付聯合集團所產生的部份實際服務成本。

於二零二零年一月二日，本公司與聯合集團訂立經重訂行政服務及管理服務分攤協議(「**經重訂服務協議一**」)，以重訂及延長服務協議一的年期，由二零二零年一月一日起至二零二二年十二月三十一日止為期三年。

截至二零一九年十二月三十一日止三個年度各年之服務協議一項下管理服務一之年度上限分別設為2,400,000港元、2,650,000港元及2,900,000港元。截至二零一九年十二月三十一日止年度本集團就服務協議一項下管理服務一應付予聯合集團的費用總額為1,926,000港元，並無超過截至二零一九年十二月三十一日止年度之年度上限2,900,000港元。

- (ii) 於二零一七年二月七日與聯合地產訂立重訂管理服務分攤協議(「服務協議二」)，據此，本公司同意重訂及延長本公司與聯合地產訂立之日期為二零一六年六月三十日之管理服務分攤協議之年期，由二零一七年一月一日起至二零一九年十二月三十一日止為期三年，並委聘聯合地產就聯合地產及其全資附屬公司之高級管理層及選定的僱員(「管理人員二」)按服務協議二之規定向本集團提供管理服務(「管理服務二」)，並將按提供管理服務二之管理人員二薪酬的指定百分比支付聯合地產所產生的部份實際服務成本。

截至二零一九年十二月三十一日止三個年度各年之服務協議二項下管理服務二之年度上限分別設為330,000港元、360,000港元及396,000港元。截至二零一九年十二月三十一日止年度本集團就服務協議二項下管理服務二應付予聯合地產的費用總額為362,000港元，並無超過截至二零一九年十二月三十一日止年度之年度上限396,000港元。

由於(i)李成輝先生作為非執行董事，亦為Lee and Lee Trust(全權信託)之其中一名信託人，連同其個人權益，於二零二零年六月三十日控制聯合集團已發行股份總數約74.95%權益，聯合集團則直接及間接合共擁有聯合地產已發行股份總數約74.99%權益；(ii)Arthur George Dew先生作為主席兼非執行董事及根據服務協議一及經重訂服務協議一提供管理服務一之管理人員一之成員；及(iii)王大鈞先生作為Arthur George Dew先生之替任董事及根據服務協議一及經重訂服務協議一提供管理服務一之管理人員一之成員，故彼等均被視為於服務協議一、經重訂服務協議一及/或服務協議二中擁有利益。

2. 誠如本公司日期為二零一九年五月二十三日、二零一九年六月十四日及二零一九年七月九日之公告以及本公司日期為二零一九年六月二十日之通函所披露，於二零一九年五月二十三日，Ultra Effort(作為貸款人)與Best Advantage(天安之全資附屬公司)(作為借款人)及天安(其時聯合地產擁有48.66%之公司)(作為擔保人)訂立貸款協議，據此，Ultra Effort同意(其中包括)向Best Advantage提供貸款融資。貸款協議下擬進行的交易其後於本公司在二零一九年七月九日舉行的股東特別大會上獲本公司股東批准。

截至二零二二年六月三十日止三個財政年度各年之貸款協議項下貸款融資之年度上限分別設為249,900,000港元、249,900,000港元及236,300,000港元。於截至二零二零年六月三十日止年度，Best Advantage根據貸款協議應付予Ultra Effort之未償還貸款本金額及利息總額為208,053,000港元，不超過截至二零二零年六月三十日止財政年度的年度上限249,900,000港元。

## 董事會報告(續)

由於聯合地產為本公司之主要股東，而聯合集團、天安及Best Advantage均為聯合地產之聯繫人，聯合集團、聯合地產、天安及Best Advantage均為本公司之關連人士，因此根據上市規則第14A.31條，服務協議一(分攤行政服務除外)、經重訂服務協議一(分攤行政服務除外)、服務協議二及貸款協議項下擬進行之交易構成本公司之持續關連交易。服務協議一(分攤行政服務除外)及服務協議二項下擬進行之交易須遵守根據上市規則有關申報、年度審閱及公告規定惟獲豁免遵守獨立股東批准規定。而貸款協議項下擬進行之交易(連同服務協議一及服務協議二項下擬進行之交易，統稱為「持續關連交易」)須遵守根據上市規則有關申報、年度審閱、公告及獨立股東批准規定。然而，經重訂服務協議一項下擬進行之交易(分攤行政服務除外)構成符合最低豁免水平的交易，根據上市規則第14A.76條獲全面豁免遵守上市規則下之申報、年度審閱、公告及獨立股東批准規定。本段所披露資料僅供參考。

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

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

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

## 捐款

截至二零二零年六月三十日止年度，本集團共捐款41,000港元。

## 優先購買權

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

## 公眾持股量

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

## 核數師

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

本集團截至二零二零年六月三十日止年度的綜合財務報表已經由國富浩華(香港)會計師事務所有限公司審核。國富浩華(香港)會計師事務所有限公司將會退任，而一項有關重新委任國富浩華(香港)會計師事務所有限公司為本公司核數師之決議案將在應屆股東週年大會上提呈。

除上文所披露者外，於過去三年本公司核數師概無其他變動。

## 審核委員會審閱業績

本集團截至二零二零年六月三十日止年度之末期業績已經由本公司審核委員會審閱。

承董事會命

主席

**Arthur George Dew**

香港，二零二零年九月二十五日

# 企業管治報告

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

## 企業管治守則及企業管治報告

根據上市規則附錄十四所載之企業管治守則及企業管治報告(「**企業管治守則**」)，董事會已審閱本公司之企業管治常規，並已採納多項經改進之程序，詳情載於本報告內。於截至二零二零年六月三十日止年度，本公司已應用企業管治守則之原則及全面遵守適用之守則條文。董事會將至少每年檢討現行之常規一次，並在其認為需要時作出適當更改。

## 董事會

董事會目前共由八名董事組成，其中兩名為執行董事、三名為非執行董事(「**非執行董事**」)及三名為獨立非執行董事(「**獨立非執行董事**」)。於截至二零二零年六月三十日止年度及截至本報告日期為止，董事會成員載列如下：

### 執行董事：

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

### 非執行董事：

Arthur George Dew先生(主席)  
王大鈞先生(Arthur George Dew先生之替任董事)  
李成輝先生  
林蓮珠女士(於二零二零年五月二十一日獲委任)  
蘇國豪先生(於二零二零年五月二十一日辭任)

### 獨立非執行董事：

王永權博士  
鄭鑄輝先生  
王宏前先生  
Robert Moyse Willcocks先生(於二零一九年十一月二十二日退任)

董事之履歷詳情載於本年報第59頁至第63頁之董事及管理層履歷內。

## 董事會程序

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

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



董事會定期舉行會議，討論本集團之整體策略以及營運及財政表現，並審閱及批准本集團之全年及中期業績及其他須處理之個別事項。於年內，已舉行了四次董事會會議，而各董事於截至二零二零年六月三十日止年度內於董事會、薪酬委員會、審核委員會之會議及股東大會的個別出席記錄載列如下：

董事姓名	出席／舉行會議的次數			
	董事會	薪酬委員會	審核委員會	股東大會
<b>執行董事：</b>				
Brett Robert Smith先生(副主席)	4/4	-	-	2/2
Andrew Ferguson先生(行政總裁)	4/4	-	-	1/2
<b>非執行董事：</b>				
Arthur George Dew先生(主席) (王大鈞先生為其替任董事)	4/4 (附註1)	1/1 (附註1)	2/2 (附註1)	2/2 (附註1)
李成輝先生	3/4	-	-	0/2
林蓮珠女士(於二零二零年五月二十一日獲委任)	-	-	-	-
蘇國豪先生(於二零二零年五月二十一日辭任)	4/4	-	-	1/2
<b>獨立非執行董事：</b>				
王永權博士	4/4	1/1	2/2	2/2
鄭鑄輝先生	4/4	1/1	2/2	2/2
王宏前先生	4/4	1/1	2/2	0/2
Robert Moyse Willcocks先生 (於二零一九年十一月二十二日退任)	1/1	-	1/1	0/2

附註：

- 除一次股東大會是由其替任董事出席外，所有其他會議均由其本人出席。

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

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

## 企業管治報告(續)

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

每位董事均有權查閱董事會文件及相關資料，並可向公司秘書尋求意見及服務。董事會及各董事亦可個別及獨立地接觸本公司之高級管理層。董事將獲持續提供上市規則及其他適用監管規定之最新重大發展之資料，以確保彼等遵守及維持良好的企業管治常規。此外，書面程序已制定，讓各董事在履行其職務時，可在適當之情況下尋求獨立專業意見，有關合理費用由本公司承擔。

### 董事之持續專業發展

在持續專業發展方面，董事除出席會議及審閱由本公司管理層發出之文件及通函外，董事參與之活動包括如下：

#### 參與持續專業發展活動

董事姓名	閱讀法規更新	出席與董事職責有關的 培訓／簡報會／ 座談會／研討會
<b>執行董事：</b>		
Brett Robert Smith先生(副主席)	✓	✓
Andrew Ferguson先生(行政總裁)	✓	✓
<b>非執行董事：</b>		
Arthur George Dew先生(主席)	✓	✓
王大鈞先生(Arthur George Dew先生之替任董事)	✓	✓
李成輝先生	✓	✓
林蓮珠女士(於二零二零年五月二十一日獲委任)	✓	✓
蘇國豪先生(於二零二零年五月二十一日辭任)	✓	✓
<b>獨立非執行董事：</b>		
王永權博士	✓	✓
鄭鑄輝先生	✓	✓
王宏前先生	✓	✓
Robert Moyse Willcocks先生(於二零一九年十一月二十二日退任)	✓	✓

## 董事會成員多元化

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

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

## 主席及行政總裁之角色

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

## 董事之委任及重選

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

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

所有本公司之非執行董事(包括獨立非執行董事)已按不超過3年之特定任期獲委任，任期將至二零二一年五月三十一日，惟須根據公司細則之有關條文或任何其他適用法例之規定離任或退任，但可膺選連任。

根據公司細則，於本公司每屆股東週年大會(「股東週年大會」)上，三分之一當時在任之董事(或倘人數並非三之倍數，則最接近但不少於三分之一之數目)須輪值退任。此外，任何填補臨時空缺而獲董事會委任之董事僅可任職至本公司下屆股東大會為止，而獲委任為董事會新增之成員可任職至下屆股東週年大會為止，在該兩種情況下，該等董事應可於相關會議上膺選連任。每名董事須至少每三年輪值退任一次。

### 企業管治職能

董事會負責履行企業管治責任，並已就其企業管治職能採納書面職權範圍。

董事會在企業管治職能方面之責任包括：

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

於截至二零二零年六月三十日止年度及截至本報告日期為止，董事會已根據其職權範圍履行企業管治責任。

### 董事委員會

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

#### 提名委員會

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

提名委員會已於其職權範圍內制訂並載列提名政策(「**提名政策**」)。提名政策旨在確保董事會按照本公司業務而具備適當所需技能、經驗及多樣的觀點與角度。為確保董事會組成人員的變動不會帶來不適當的干擾，本公司應設有正式、經審慎考慮並具透明度的董事甄選、委任及重新委任程序，並設定有秩序的董事繼任計劃(如認為有需要)，包括定期檢討此類計劃。委任新董事(作為新增董事或填補所出現的臨時空缺)或重新委任任何董事乃經提名委員會推薦候選人後由董事會作出決定。

用於考慮候選人是否符合資格的標準，應視乎候選人是否能投入足夠時間及精神以處理本公司事務，並促進董事會成員多元化，使董事會能有效履行其職責。更多甄選標準及程序的詳情載於提名委員會職權範圍，該職權範圍已於聯交所及本公司網站內登載。

根據其職權範圍，提名委員會將於有需要時舉行會議，亦可透過傳閱文件方式處理事宜。於截至二零二零年六月三十日止年度，提名委員會並無舉行會議，提名委員會乃透過傳閱文件方式處理事宜。於截至二零二零年六月三十日止年度及截至本報告日期為止，提名委員會已履行之工作概述如下：

- (i) 檢討並建議董事會批准就重選退任董事提呈於二零一九年股東週年大會及二零二零年股東週年大會之決議案；
- (ii) 檢討董事會的架構、人數、組成及多元化，以及評核各獨立非執行董事的獨立性；及
- (iii) 建議董事會批准委任一名新非執行董事。

### 薪酬委員會

薪酬委員會已成立逾10年，目前由四名成員組成，包括獨立非執行董事王永權博士(薪酬委員會主席)、鄭鑄輝先生及王宏前先生，以及非執行董事Arthur George Dew先生(王大鈞先生為其替任董事)。薪酬委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。薪酬委員會之主要角色及職能已包含於其職權範圍內，該職權範圍已於聯交所及本公司網站內登載。

根據其職權範圍，薪酬委員會每年須最少舉行一次會議。於截至二零二零年六月三十日止年度已舉行一次薪酬委員會會議，而各成員之出席情況載於本報告「董事會」一節內。

除舉行薪酬委員會會議外，薪酬委員會亦於截至二零二零年六月三十日止年度透過傳閱文件方式處理事宜。於截至二零二零年六月三十日止年度及截至本報告日期為止，薪酬委員會已履行之工作概述如下：

- (i) 檢討董事及高級管理層之現時薪酬政策及架構；
- (ii) 檢討執行董事及高級管理層現時之薪酬待遇；
- (iii) 檢討非執行董事(包括獨立非執行董事)現時之薪酬；
- (iv) 檢討及建議董事會批准截至二零一八年十二月三十一日止年度主席、執行董事及高級管理層之花紅及二零一九年薪酬之增幅；及
- (v) 建議董事會批准一名新非執行董事之薪酬。

應付董事之薪酬乃按彼等各自之僱傭合約或服務合約內之條款，在薪酬委員會向董事會提出建議並獲批准後而釐定。董事薪酬之詳情載於綜合財務報表附註11，而於中期期間及截至中期報告日期止之若干董事酬金之變更詳情亦已披露於本公司日期為二零二零年二月二十七日之中期報告內。本集團薪酬政策之詳情亦已載於董事會報告第72頁之「薪酬政策」一節內。

### 審核委員會

審核委員會已成立逾10年，目前由四名非執行董事組成，其中三名為獨立非執行董事。為保持獨立性及客觀性，審核委員會由一名具備合適專業資格、會計或相關財務管理專業知識之獨立非執行董事擔任主席。審核委員會之現任成員為獨立非執行董事王永權博士(審核委員會主席)、鄭鑄輝先生及王宏前先生，以及非執行董事Arthur George Dew先生(王大鈞先生為其替任董事)。審核委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。審核委員會之主要角色及職能已包含於其職權範圍內，該職權範圍已於聯交所及本公司網站內登載。

根據其職權範圍，審核委員會每年須最少舉行兩次會議。於截至二零二零年六月三十日止年度已舉行兩次審核委員會會議，而各成員之出席情況載於本報告「董事會」一節內。

除舉行審核委員會會議外，審核委員會亦於截至二零二零年六月三十日止年度透過傳閱文件方式處理事宜。於截至二零二零年六月三十日止年度及截至本報告日期為止，審核委員會已履行之工作概述如下：

- (i) 審閱及批准外聘核數師建議之審核範圍及費用；
- (ii) 審閱外聘核數師就有關本集團截至二零一九年六月三十日止年度之年終審核、截至二零一九年十二月三十一日止六個月之中期業績審閱及截至二零二零年六月三十日止年度之年終審核結果之報告／獨立審閱報告及管理層之回應；
- (iii) 審閱及建議董事會批准截至二零一九年六月三十日止年度、截至二零一九年十二月三十一日止六個月及截至二零二零年六月三十日止年度之財務報告及相關之管理層聲明函件及公告；
- (iv) 審閱及建議董事會就本集團之風險管理及內部監控系統作年度檢討；
- (v) 審閱由內部審計部(「內部審計部」)編製之內部審計報告；
- (vi) 審閱及建議董事會批准就本集團會計、內部審計及財務匯報職能方面的資源、員工資歷及經驗以及有關員工所接受的培訓課程及預算之更新報告；

(vii) 審閱及建議董事會就財務匯報、內部監控或其他事宜潛在不當行為之經修訂舉報程序、關聯方交易政策及程序、識別及監察關連交易之程序、內幕消息披露政策、經更新內部監控手冊以及風險管理、合規及內部監控程序之政策作年度檢討；及

(viii) 建議董事會批准委任新外聘核數師。

### 執行委員會

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

### 公司秘書

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

劉女士為英國特許公司治理公會及香港特許秘書公會資深會員。於截至二零二零年六月三十日止年度，劉女士接受超過15小時之相關專業培訓以更新其技能及知識。

### 董事及相關僱員進行證券交易之守則

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

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

### 問責性及審核

#### 財務匯報

董事確認彼等編製本集團綜合財務報表(在會計部之協助下)之責任。於編製截至二零二零年六月三十日止年度之綜合財務報表時，本公司已採納香港公認會計原則，並遵守香港會計師公會頒佈之香港財務報告準則(當中亦包括香港會計準則及詮釋)之規定以及香港公司條例之披露規定。董事認為所選擇之會計政策適當並且貫徹應用，而所作判斷及估計審慎合理，亦已確保按持續經營基準編製綜合財務報表。

外聘核數師在財務匯報方面的責任載列於本年報獨立核數師報告內。

#### 風險管理及內部監控

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

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

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

有關本集團面對各主要類別風險之管理政策及程序之論述，載於綜合財務報表附註32及本年報「管理層討論及分析」一節內。

#### 內部審計

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

審核委員會及董事會已審閱由內部審計部編製之內部審計報告。



### 內幕消息披露政策

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

### 外聘核數師酬金

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

於截至二零二零年六月三十日止年度，本公司已付或應付其核數師的酬金載列如下：

已提供服務	已付或 應付費用 千港元
<hr/>	
國富浩華(香港)會計師事務所有限公司	
—核數服務	750
—非核數服務：關於持續關連交易之核證工作	30
德勤•關黃陳方會計師行	
—非核數服務：	
—審閱中期財務資料	250
—其他專業服務	27
	<hr/>
	1,057
	<hr/>

### 與股東之溝通

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

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

於截至二零二零年六月三十日止年度，本公司於二零一九年七月九日舉行一次股東特別大會及於二零一九年十一月二十二日舉行二零一九年股東週年大會。董事於股東大會的出席記錄載於本報告「董事會」一節內。

每項重大事項(包括重選退任董事)均於股東大會提呈獨立決議案。

就股東週年大會而言，股東通告將於大會舉行前至少足20個營業日發送，而就所有其他股東大會而言，股東通告將於大會舉行前至少足10個營業日發送。以股數投票方式進行表決之詳細程序會於大會開始時向股東解釋。主席會解答股東有關以股數投票方式表決之任何問題。股數投票結果將根據上市規則規定之方式刊發。

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

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

## 股息政策

董事會已採納於二零一八年十一月二十二日起生效的股息政策。本公司之股息政策旨在為其股東提供合理及可持續回報，同時維持財務狀況穩定，使本公司得以把握任何不時之投資及擴張機遇。

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

董事會將定期檢討股息政策並在必要時修訂及／或修改股息政策。

## 提升企業管治水平

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

# 環境、社會及管治報告

## 方針及策略

亞太資源有限公司堅信為股東帶來長期及可持續的價值。於此過程中，我們明白到，我們所作的選擇將對業務營運地的社區構成影響，而我們應為此作出積極貢獻。本公司於二零一七年九月採納一項可持續發展政策，涵蓋我們應用於僱傭及勞工實務、商業誠信、環境及社區等領域之原則，且我們致力將該等原則納入我們常規及管治的一部份，藉以對社會及環境的可持續發展作出貢獻。

董事會整體負責本公司環境、社會及管治(「**環境、社會及管治**」)議題相關的策略及報告，並已檢討本集團風險管理及內部監控系統的效能，設立該等系統旨在識別、評估及管理不同業務及活動的風險，包括環境、社會及管治相關的風險。根據本公司高級管理層、管理人員及外聘核數師作出的評估後，董事會認為該等系統屬有效且足夠。

本報告概述本集團截至二零二零年六月三十日止年度對本集團及其持份者就環境、社會及管治議題方面具有重要意義之可持續發展舉措及選定的關鍵績效指標(「**關鍵績效指標**」)。本報告用作補充本年報內另有披露之資料。

## 報告範圍

所涉範疇及層面乃根據香港聯合交易所有限公司所頒佈的上市發行人「**環境、社會及管治報告指引**」(「**環境、社會及管治報告指引**」)而編製。

## 重要性評估及持份者參與

根據環境、社會及管治報告指引所提出的可持續發展範疇內多個環境及社會議題中，以下為被認為對本集團而言屬重大及相關的議題清單。依照管理層的意見以及持份者參與的若干結論設定先後順序。根據管理層的意見，本報告披露的相關層面及關鍵績效指標載列如下：

### 重大相關議題：

供應鏈管理(層面B5)一般披露，關鍵績效指標B5.1、B5.2  
反貪污(層面B7)一般披露，關鍵績效指標B7.2

### 其他相關議題：

排放物(層面A1)一般披露  
資源使用(層面A2)一般披露，關鍵績效指標A2.1  
環境及天然資源(層面A3)一般披露，關鍵績效指標A3.1  
僱傭(層面B1)一般披露，關鍵績效指標B1.1、B1.2  
健康與安全(層面B2)一般披露  
發展及培訓(層面B3)一般披露  
勞工準則(層面B4)一般披露  
產品責任(層面B6)一般披露，關鍵績效指標B6.5  
社區投資(層面B8)一般披露，關鍵績效指標B8.1、B8.2

上文未提及的所有其他關鍵績效指標被認為無需詳細披露。

以下環境、社會及管治議題乃根據環境、社會及管治報告指引的分類條文呈列。

## A. 環境議題

本集團的可持續發展政策包括我們對環境議題的一貫方針。我們致力：

- 遵守相關法律及法規並致力超越最低要求；
- 防止／盡量減少廢氣及溫室氣體排放，向水土排污，以及產生有害及無害廢棄物；
- 有效利用資源，包括能源、水及其他原材料；
- 盡量減少本集團活動對環境及天然資源造成的影響；及
- 邀請我們的員工、客戶及合作夥伴宣揚環境可持續營商常規，定期重新評估我們的流程，以盡量減少對環境的影響。

本報告並不包括所有環境關鍵績效指標之披露，因為有關披露被認為不屬重大或相關。我們反而討論在各層面減少本集團環境足跡的整體取態及付出的努力。

### 排放物(層面A1)

本集團並無參與任何製造業活動。本集團直接產生的排放物與於香港及中國內地的兩台行政車輛有關。該等車輛僅用作高層員工於當地的往返，此等排放量及使用量均微不足道。本集團在偶爾出差期間所產生的其他排放物基本上屬於「次要的」影響。

因應我們盡量減少廢氣及溫室氣體排放的政策，大多數經營場地均設有語音會議設備，以盡量減少直接會面需要，使差旅保持在最低水平。

在這方面並無適用於我們業務的相關法律及法規。

### 資源使用(層面A2)及環境及天然資源(層面A3)

我們高度重視資源的有效使用。本集團內只有14名員工，對電力及紙張的消耗有限。耗水量僅限於與員工個人衛生消耗有關，故對我們的業務不屬重大。

我們已制定關於能源節約、物料循環再用及減少紙張消耗的環保指引。例如，我們鼓勵員工雙面打印內部文件，將已使用的打印機墨粉盒及咖啡膠囊返還相關供應商，及備有廢紙回收設施及程序。提醒員工在工作後、午休時間或在辦公室外工作的時間內，盡可能關閉燈源及設備。提倡電子通訊與存儲，在決定購置設備時考慮節能辦公設備。於截至二零二零年六月三十日止年度，本集團的總用電量低於35,000千瓦時，與去年相若。

本集團於可能情況下盡量貫徹實施以下業務過程，以提高效率及減少用紙：

- 銀行及經紀商電子報表；
- 辦公室設備及用品之回收計劃；及
- 內部電子行政管理及溝通平台。

除上文所述外，本集團業務對環境及天然資源並無直接影響。

### B. 社會議題

#### *僱傭、健康與安全及勞工準則(層面B1、B2、B4)*

本集團為一間具規模的天然資源投資基金及商品貿易公司，於天然資源公司擁有策略性權益，其主要業務包括專注於金屬、採礦及能源的主要策略投資、資源投資及商品貿易業務，以及金融資產投資。員工是我們最重要的資產，是推動本集團長期發展的動力。本集團關於僱傭方面的政策如下：

- 遵守相關法律及法規；
- 作為一個平等機會的僱主，我們在員工補償及解僱、招聘與晉升、工時與假期、平等機會、多元化、反歧視以及其他待遇和福利方面實施公平的做法；
- 提供安全、健康及優質的工作場所，保護員工免受職業性危害；
- 提倡員工工作與生活的適當平衡；
- 為提升員工履行工作職責的知識及技能，投放資源於員工培訓及其專業發展；
- 與我們的員工公開對話，促進透明而雙向的溝通；及
- 禁止童工及強制勞工。

在香港，本集團聘用員工需受《僱傭條例》、《最低工資條例》及《僱員補償條例》所規限。在中國內地，聘用員工需受《中華人民共和國勞動法及勞動合同法》所規限。本集團並不知悉任何不遵守上述有關法規的情況。本集團確保我們的薪酬及福利(包括工時、假期、福利)符合現行勞工市場狀況及個人表現。鑒於我們的業務性質，工傷、職業健康問題及發生僱用童工的情況並非重大風險因素。

本集團致力為員工提供安全舒適的工作環境。除此之外，為服務社會，本集團亦鼓勵員工參與慈善及社會活動。

有關本集團薪酬政策的其他資料亦載於本年報的管理層討論及分析一節內。

於二零二零年六月三十日，本集團共有14名全職員工，8名在香港及6名在中國內地。按性別劃分，50%為男性，而50%為女性。按年齡劃分，36%、21%、29%及14%分別為30歲至39歲、40歲至49歲、50歲至59歲及60歲以上。

年內並無僱員離職。

### 發展及培訓(層面B3)

本集團致力建立持續學習文化，極力提倡為員工提供合適培訓，使他們擁有與工作相關的所需知識及技能，同時培養人才。我們的董事須參與培訓以提升知識，使其能更有效地履行其職責及責任。管理層已參加反洗黑錢座談會，以及有關上市規則及企業管治守則最新資訊的座談會。本集團亦為員工的持續專業發展提供支持。

本集團員工培訓共計40小時。

### 供應鏈管理(層面B5)

本集團已審閱我們於澳洲商品貿易的唯一供應商有關其對環境及社會責任的意識及承諾的可持續發展報告。作為投資基金，本集團之一般業務供應商包括財務資料提供商、律師事務所及證券經紀商。該等供應商不被認為對我們的業務構成重大社會風險，且我們的採購決策乃根據供應商的定價、合適程度及聲譽而作出。

### 產品責任(層面B6)

本集團致力於提供優質及符合客戶規格的產品。商品貿易客戶獲提供質量證書以證明產品質量。本集團嚴格遵守有關產品健康及安全、廣告、標籤及私隱事宜的所有相關法律及法規。本集團根據《放債人條例》經營放債業務。除此之外，概無任何法律及法規對本集團產生重大影響。

我們已實施全面的政策及程序，以推動負責任及有效的投資程序。投資機會須由投資團隊(由經驗豐富的專業人才組成)根據我們的程序嚴格篩選，以確保我們的投資決策乃謹慎、一致及公平。

我們對非公開重要資料嚴格保密。所有員工須知悉保密本公司業務任何方面的重要性及遵守保密規定的需要。於適當時候，我們會與對手方簽署不披露協議，避免洩露及遺失保密資料。

### 反貪污(層面B7)

本集團致力遵守適用的反貪污法律及法規。本集團已設立舉報欺詐及貪污的舉報者政策，鼓勵舉報疑似業務違規情況，並就此提供清晰的舉報渠道。此政策會定期傳達給僱員，以便僱員使用及進行報告。截至二零二零年六月三十日止年度，概無識別任何與貪污有關的重大風險。

### 社區投資(層面B8)

亞太資源透過鼓勵員工參加社區及慈善活動並提供贊助及捐贈，承擔作為良好企業公民貢獻社區的責任。

亞太資源持續關注貧困、飢餓、健康及不公平等全球性問題。年內，我們的員工繼續參與由世界宣明會舉辦的「饑饉一餐」(Skip a Meal)籌款活動。於年內，本集團向香港癌症基金會捐款，以幫助建設更健康的社區。



# INDEPENDENT AUDITOR'S REPORT

# 獨立核數師報告



國富浩華（香港）會計師事務所有限公司  
**Crowe (HK) CPA Limited**  
香港 銅鑼灣 禮頓道77號 禮頓中心9樓  
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77 Leighton Road,  
Causeway Bay, Hong Kong

## TO THE SHAREHOLDERS OF APAC RESOURCES LIMITED

(Incorporated in Bermuda with limited liability)

致：亞太資源有限公司股東

(於百慕達註冊成立之有限公司)

## OPINION

We have audited the consolidated financial statements of APAC Resources Limited (the “**Company**”) and its subsidiaries (together the “**Group**”) set out on pages 101 to 243 which comprise the consolidated statement of financial position as at 30 June 2020, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by HKICPA. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“**the Code**”) and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## 意見

本核數師已審核載於第101頁至243頁亞太資源有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)之綜合財務報表，當中包括於二零二零年六月三十日之綜合財務狀況表、截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註(包括主要會計政策概要)。

本核數師認為，綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈之香港財務報告準則(「**香港財務報告準則**」)真實而公平地反映 貴集團於二零二零年六月三十日之綜合財務狀況以及其截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

## 意見之基礎

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

## KEY AUDIT MATTERS

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

### A. Impairment assessment of the Group's interest in an associate listed on the Australian Securities Exchange ("ASX")

Refer to accounting policy note 2(d) and disclosure in note 16 to the consolidated financial statements.

#### The Key Audit Matter

##### 關鍵審核事項

We identified the impairment loss of the Group's interest in an associate in Australia, namely Mount Gibson Iron Limited ("**MGX**"), as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the significant estimation and judgement involved by the management of the Group in determining the recoverable amount of MGX. 本核數師把 貴集團於澳洲聯營公司(即Mount Gibson Iron Limited(「**MGX**」))之權益之減值虧損列為關鍵審核事項，原因為有關結餘對綜合財務報表整體而言屬重大，且 貴集團管理層於釐定MGX可收回金額時涉及重大估計及判斷。

As set out in note 3 to the consolidated financial statements, the recoverable amount of MGX are determined by the management of the Group with reference to the higher of its value in use and fair value less costs of disposal. The value in use calculation requires the management of the Group to estimate the present value of the future cash flows expected to arise from dividends of MGX which is estimated based on the cash flows from the operations of MGX and the proceeds on the ultimate disposal of MGX. The estimation takes into account the estimated future prices and production volume of hematite iron ores of MGX, a suitable discount rate and historical dividend payout ratio of MGX. The fair value less costs of disposal of MGX is determined by reference to the closing price of its shares listed on the ASX as at 30 June 2020. 誠如綜合財務報表附註3所載，MGX之可收回金額乃由 貴集團管理層經參考其使用價值及公平值減出售成本中之較高者而釐定。計算使用價值時，貴集團管理層需要估計MGX股息預期將產生之未來現金流量之現值，有關估計乃根據MGX經營所得現金流量以及最終出售MGX之所得款項而得出，當中計及MGX赤鐵礦石之估計未來價格及估計產量、合適折現率以及MGX之過往派息率。MGX之公平值減出售成本乃參考其於澳交所上市股份於二零二零年六月三十日之收市價釐定。

## 關鍵審核事項

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

### A. 貴集團於澳洲證券交易所(「澳交所」)上市聯營公司之權益之減值評估

請參閱綜合財務報表附註2(d)的會計政策及附註16的披露資料。

#### How the matter was addressed in our audit

##### 本核數師在審核中處理該事項之方法

Our procedures in relation to the impairment assessment of the Group's interest in MGX included:

本核數師有關 貴集團於MGX權益之減值評估之審核程序包括：

- Understanding the impairment assessment of the Group's interest in MGX performed by the management of the Group, including the valuation model adopted and key assumptions used; 了解 貴集團管理層就於MGX之權益進行之減值評估，包括所採用之估值模型及所使用之主要假設；
- Evaluating the key assumptions and inputs used by the management of the Group in the value in use calculation, including the future cash flows expected to arise from dividends of MGX which is estimated based on the cash flows from the operations of MGX and the proceeds on the ultimate disposal of MGX and the discount rate used, with reference to historical performance and publicly available information; 評估 貴集團管理層於計算使用價值時所採用之主要假設及輸入數據，包括基於MGX經營所得現金流量及最終出售MGX之所得款項以及經參考過往表現及公開可得資料而得出所採用之折現率估計之MGX股息預期將產生之未來現金流量；
- Checking the closing price of the shares of MGX which are listed on the ASX as at 30 June 2020; 核查MGX於澳交所上市股份於二零二零年六月三十日之收市價；

**KEY AUDIT MATTERS** (Continued)

**關鍵審核事項**(續)

**A. Impairment assessment of the Group's interest in an associate listed on the Australian Securities Exchange ("ASX")** (Continued)

**A. 貴集團於澳洲證券交易所(「澳交所」)上市聯營公司之權益之減值評估**(續)

**The Key Audit Matter**

**關鍵審核事項**

**How the matter was addressed in our audit**

**本核數師在審核中處理該事項之方法**

As disclosed in note 16 to the consolidated financial statements, the recoverable amount of the Group's interest in MGX, which represents the fair value less costs of disposal, is lower than its carrying amount. Accordingly, an impairment loss of HK\$580,014,000 in respect of the Group's interest in MGX is recognised in the consolidated statement of profit or loss for the year and it results in the carrying amount of the Group's interest in MGX of HK\$1,320,852,000 as at 30 June 2020.

誠如綜合財務報表附註16所披露，貴集團於MGX之權益之可收回金額(指公平值減出售成本)低於其賬面值。因此，於年度綜合損益表就貴集團於MGX之權益確認減值虧損580,014,000港元，導致貴集團於MGX之權益於二零二零年六月三十日之賬面值為1,320,852,000港元。

- Comparing the result of the value in use calculation with the fair value less costs of disposal of the Group's interest in MGX, which is determined by reference to the closing price of shares of MGX as at 30 June 2020, when determining the recoverable amount of the Group's interest in MGX;  
於釐定貴集團於MGX之權益之可收回金額時，比較使用價值計算結果與參考MGX股份於二零二零年六月三十日之收市價釐定的貴集團於MGX之權益之公平值減出售成本；
- Comparing the recoverable amount of the Group's interest in MGX with its carrying amount; and  
比較貴集團於MGX之權益之可收回金額與其賬面值；及
- Recalculating the impairment loss of the Group's interest in MGX.  
重新計算貴集團於MGX之權益之減值虧損金額。

## KEY AUDIT MATTERS (Continued)

### B. Impairment assessment of loan receivables

Refer to accounting policy note 2(i) and disclosure in notes 19 and 32(a) to the consolidated financial statements.

#### The Key Audit Matter 關鍵審核事項

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

預期信貸虧損(「預期信貸虧損」)的計量要求應用重大判斷，包括識別信貸質素顯著惡化的風險，以及預期信貸虧損模型中使用的假設，例如違約概率、違約損失率、預期的未來現金流量和前瞻性的宏觀經濟因素。

Due to the subjectivity inherent in the estimation of ECL allowances, we considered this as a key audit matter.

由於估計預期信貸虧損撥備時固有的主觀性，本核數師認為此乃一項關鍵審核事項。

## 關鍵審核事項(續)

### B. 應收貸款的減值評估

請參閱綜合財務報表附註2(i)的會計政策及附註19和32(a)的披露資料。

#### How the matter was addressed in our audit 本核數師在審核中處理該事項之方法

Our audit procedures included the following:  
本核數師的審核程序如下：

- Assessing controls over the origination, segmentation, ongoing internal credit quality assessments, recording and monitoring of loan receivables;  
評估對應收貸款的產生、分類、持續內部信貸質量評估、記錄及監督的控制；
- Assessing the effectiveness of key controls over the application of the impairment methodology, the governance for the ECL models, inputs and assumptions used by the Group in calculating the ECL and the mathematical accuracy of the ECL calculations;  
評估主要控制對減值方法的應用、預期信貸虧損模型管治、貴集團計算預期信貸虧損所用的輸入數據及假設及預期信貸虧損計算的數學準確度的有效性；
- Assessing the reasonableness of the Group's ECL models, including the model input, model design, model performance and calculation;  
評估 貴集團預期信貸虧損模型的合理性，包括模型輸入數據、模型設計、模型表現及計算；
- Assessing the reasonableness of the Group's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a lifetime ECL basis and the qualitative assessment;  
評估 貴集團評估信貸風險是否已顯著增加致使金融資產的撥備應按全期預期信貸虧損基準計量及定性評估的標準的合理性；
- Challenging whether historical experience is representative of current circumstances and of the recent losses incurred in the portfolios and assessing the reasonableness of the forward-looking adjustments;  
質疑歷史經驗是否代表當前情況以及投資組合中產生的近期虧損，並評估前瞻性調整的合理性；
- Reviewing the Group's assumptions on the expected future cash flows, including the value of realisable collateral based on available market information; and  
檢討 貴集團對預期未來現金流量的假設，包括基於市場可得資料的可變現抵押品價值；及
- Assessing the financial statement disclosures relating to the Group's exposure to credit risk.  
評估 貴集團信貸風險敞口相關的財務報表披露。

## INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

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

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

## RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

## 綜合財務報表及核數師報告以外之資料

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

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

就本核數師審核綜合財務報表而言，本核數師之責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或本核數師在審核過程中獲悉之資料存在重大不符，或似乎存在重大錯誤陳述。

倘若本核數師基於已進行之工作認為其他資料出現重大錯誤陳述，本核數師須報告有關事實。本核數師就此並無須報告事項。

## 董事就綜合財務報表須承擔之責任

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

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

審核委員會協助董事履行彼等監督貴集團財務申報流程的責任。

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

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

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

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

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

## 核數師就審核綜合財務報表須承 擔之責任

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

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

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

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險、設計及執行審核程序以應對該等風險，以及獲取充足和適當之審核憑證，作為本核數師意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控之情況，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 了解與審核相關之內部監控，以設計適當之審核程序，惟並非旨在對貴集團內部監控之有效性發表意見。
- 評估董事所採用會計政策之恰當性及所作出會計估計和相關披露之合理性。

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

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

**核數師就審核綜合財務報表須承  
擔之責任(續)**

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

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

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

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

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

**Crowe (HK) CPA Limited**  
Certified Public Accountants  
Hong Kong, 25 September 2020

Chan Wai Dune, Charles  
Practising Certificate Number P00712

**核數師就審核綜合財務報表須承  
擔之責任(續)**

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

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

從與審核委員會溝通之事項中，本核數師釐定對本期綜合財務報表之審核至關重要之事項，因而構成關鍵審核事項。本核數師在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見之情況下，倘合理預期在本核數師報告中溝通某事項造成之負面後果超出產生之公眾利益，則本核數師決定不應在報告中傳達該事項。

**國富浩華(香港)會計師事務所有限公司**  
執業會計師  
香港，二零二零年九月二十五日

陳維端  
執業證書編號 P00712



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 30 June 2020

# 綜合損益表

截至二零二零年六月三十日止年度

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益			
Trading of goods	商品貿易		<b>367,690</b>	51,099
Interest income	利息收入		<b>68,837</b>	58,128
Total revenue	收益總額	6	<b>436,527</b>	109,227
Cost of sales	銷售成本		<b>(386,639)</b>	(51,818)
Gross profit	毛利		<b>49,888</b>	57,409
Other gains and losses	其他收益及虧損	7	<b>(56,684)</b>	(341,250)
Other income	其他收入	8	<b>25,735</b>	16,803
(Impairment loss)/reversal of impairment loss on interests in associates, net	於聯營公司之權益之(減值虧損)/回撥減值虧損淨額	16	<b>(549,614)</b>	643,439
Administrative expenses	行政費用		<b>(45,032)</b>	(38,871)
Finance costs	融資成本	9(a)	<b>(240)</b>	(2,020)
Share of results of associates	分佔聯營公司業績	16	<b>146,545</b>	273,750
(Loss)/profit before taxation	除稅前(虧損)/溢利	9	<b>(429,402)</b>	609,260
Income tax credit/(expense)	所得稅抵免/(開支)	10	<b>1</b>	(828)
(Loss)/profit for the year attributable to owners of the Company	本公司擁有人應佔年度(虧損)/溢利		<b>(429,401)</b>	608,432
(Loss)/earnings per share (expressed in HK cents)	每股(虧損)/盈利(以港仙列示)			
- basic	- 基本	14	<b>(35.23)</b>	68.04

The notes on pages 109 to 243 form part of these consolidated financial statements.

第109至243頁的附註為該等綜合財務報表之一部份。

Details of dividends paid or payable to owners of the Company are set out in Note 13.

已付或應付本公司擁有人之股息之詳情載於附註13。

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2020

# 綜合損益及 其他全面收益表

截至二零二零年六月三十日止年度

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
(Loss)/profit for the year	年內(虧損)/溢利	<b>(429,401)</b>	608,432
Other comprehensive (expense)/ income, net of tax	其他全面(支出)/收益 (扣除稅項)		
Items that may be reclassified subsequently to profit or loss:	可能於其後重新分類至 損益之項目：		
Exchange differences on translation of associates	換算聯營公司時產生 之匯兌差額	<b>(30,625)</b>	(55,017)
Exchange differences on translation of other foreign operations	換算其他海外業務時 產生之匯兌差額	<b>(2,047)</b>	(4,731)
Share of other comprehensive income of an associate, net of related income tax	分佔一間聯營公司之 其他全面收益(扣除 相關所得稅)	<b>180</b>	669
		<b>(32,492)</b>	(59,079)
Item that will not be reclassified to profit or loss:	將不會重新分類至損益 之項目：		
Share of other comprehensive income of an associate, net of related income tax	分佔一間聯營公司之 其他全面收益 (扣除相關所得稅)	<b>5,104</b>	3,375
Other comprehensive expense for the year, net of income tax	年內其他全面支出 (扣除所得稅)	<b>(27,388)</b>	(55,704)
Total comprehensive (expense)/ income for the year attributable to owners of the Company	本公司擁有人應佔年內 (支出)/收益	<b>(456,789)</b>	552,728

The notes on pages 109 to 243 form part of these consolidated financial statements.

第109至243頁的附註構成該等綜合財務報表之一部份。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2020

# 綜合財務狀況表

於二零二零年六月三十日

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	5,653	1,368
Interests in associates	於聯營公司之權益	16	1,525,576	1,904,461
Financial assets at fair value through profit or loss ("FVTPL")	按公平值於損益賬處理 (「按公平值於損益賬處理」) 之金融資產	18	76,379	307,880
Loan receivables	應收貸款	19	317,813	–
Loan notes	貸款票據	20	3,916	51,168
Rental deposits	租賃按金	21	539	–
Deferred tax assets	遞延稅項資產	25(a)	646	–
			<b>1,930,522</b>	<b>2,264,877</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	17	108,356	53,802
Trade and other receivables	貿易及其他應收賬款	21	43,568	26,072
Financial assets at FVTPL	按公平值於損益賬處理之金融資產	18	640,472	392,102
Loan receivables	應收貸款	19	151,063	401,418
Pledged bank deposits	已抵押銀行存款	22	88,611	74,711
Bank balances and cash	銀行結餘及現金	22	564,039	814,547
			<b>1,596,109</b>	<b>1,762,652</b>
<b>Total assets</b>	<b>資產總值</b>		<b>3,526,631</b>	<b>4,027,529</b>

CONSOLIDATED STATEMENT  
OF FINANCIAL POSITION (CONTINUED)

At 30 June 2020

綜合財務狀況表(續)

於二零二零年六月三十日

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>EQUITY AND LIABILITIES</b>	<b>股權及負債</b>			
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	29(b)	1,218,894	1,218,894
Other reserves	其他儲備		251,991	287,231
Accumulated profits	累計溢利		1,964,923	2,508,362
			<b>3,435,808</b>	4,014,487
<b>Non-current liability</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	24	761	–
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付賬款	23	85,443	12,811
Tax payable	應付稅項		876	231
Lease liabilities	租賃負債	24	3,743	–
			<b>90,062</b>	13,042
<b>Total liabilities</b>	<b>負債總額</b>		<b>90,823</b>	13,042
<b>Total equity and liabilities</b>	<b>股權及負債總額</b>		<b>3,526,631</b>	4,027,529
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,506,047</b>	1,749,610
<b>Total assets less total liabilities</b>	<b>資產總值減負債總額</b>		<b>3,435,808</b>	4,014,487

Approved and authorised for issue by the board of directors on 25 September 2020.

由董事會於二零二零年九月二十五日批准及授權發表。

**Arthur George Dew**

Director  
董事

**Andrew Ferguson**

Director  
董事

The notes on pages 109 to 243 form part of these consolidated financial statements.

第109至243頁的附註構成該等綜合財務報表之一部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2020

# 綜合權益變動表

截至二零二零年六月三十日止年度

		Share capital	Share premium	Special reserve	Investment revaluation reserve	Exchange reserve	Capital redemption reserve	Accumulated profits	Total equity
		股本	股份溢價	特別儲備	投資重估儲備	匯兌儲備	資本贖回儲備	累計溢利	股權總額
		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
				(note (i)) (附註(i))			(note (ii)) (附註(ii))		
At 1 July 2018	於二零一八年七月一日	795,277	172,082	(14,980)	14,900	56,885	79,436	1,947,647	3,051,247
Profit for the year	年度溢利	-	-	-	-	-	-	608,432	608,432
Other comprehensive income/(expense) for the year	年度其他全面收益/(支出)	-	-	-	4,044	(59,748)	-	-	(55,704)
Total comprehensive income/(expense) for the year	年度全面收益/(支出)總額	-	-	-	4,044	(59,748)	-	608,432	552,728
Shares issued under rights issue (Note 29(b))	根據供股發行股份(附註29(b))	406,298	40,630	-	-	-	-	-	446,928
Transaction costs attributable to the rights issue	供股應佔交易成本	-	(8,344)	-	-	-	-	-	(8,344)
Dividends recognised as distribution (Note 13)	確認為分派的股息(附註13)	17,319	2,326	-	-	-	-	(47,717)	(28,072)
At 30 June 2019 and 1 July 2019	於二零一九年六月三十日及二零一九年七月一日	1,218,894	206,694	(14,980)	18,944	(2,863)	79,436	2,508,362	4,014,487
Loss for the year	年度虧損	-	-	-	-	-	-	(429,401)	(429,401)
Other comprehensive income/(expense) for the year	年度其他全面收益/(支出)	-	-	-	5,284	(32,672)	-	-	(27,388)
Total comprehensive expense for the year	年度全面支出總額	-	-	-	5,284	(32,672)	-	(429,401)	(456,789)
Share of reserve movements of an associate	分佔一間聯營公司之儲備變動	-	-	-	(7,852)	-	-	7,852	-
Dividends recognised as distribution (Note 13)	確認為分派的股息(附註13)	-	-	-	-	-	-	(121,890)	(121,890)
At 30 June 2020	於二零二零年六月三十日	1,218,894	206,694	(14,980)	16,376	(35,535)	79,436	1,964,923	3,435,808

## Notes:

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

## 附註：

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

The notes on pages 109 to 243 form part of these consolidated financial statements.

第109至243頁的附註為該等綜合財務報表之一部份。

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2020

# 綜合現金流量表

截至二零二零年六月三十日止年度

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Notes 附註			
<b>Operating activities</b>	<b>經營業務</b>			
(Loss)/profit before taxation	除稅前(虧損)/溢利		<b>(429,402)</b>	609,260
Adjustments for:	就下列項目作出調整：			
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	9(c)	<b>419</b>	316
Depreciation of right-of-use assets	使用權資產之折舊	9(c)	<b>3,908</b>	-
Loss arising from changes in fair value of financial assets at FVTPL, net	按公平值於損益賬處理之金融資產公平值變動而產生之虧損淨額	7	<b>61,824</b>	319,356
Loss arising from deemed disposal of partial interest in an associate	視作出售於一間聯營公司部份權益而產生之虧損	7	<b>1,679</b>	3,762
Impairment loss/(reversal of impairment loss) on loan receivables, net	應收貸款之減值虧損/(減值虧損回撥)淨額	7	<b>4,048</b>	(602)
Interest income	利息收入		<b>(73,973)</b>	(65,068)
Interest expenses	利息支出	9(a)	<b>240</b>	2,020
Write down of inventories	撇減存貨		<b>5,833</b>	3,147
Share of results of associates	分佔聯營公司業績		<b>(146,545)</b>	(273,750)
Impairment loss/(reversal of impairment loss) on interests in associates, net	於聯營公司之權益之減值虧損/(減值虧損回撥)淨額		<b>549,614</b>	(643,439)
Gain arising from modification of loan receivables	調整應收貸款而產生之收益	7	<b>(5,934)</b>	-
Fair value (gain)/loss on trade receivables designated at FVTPL	指定為按公平值於損益賬處理之貿易應收賬款公平值(收益)/虧損		<b>(1,749)</b>	652
Fair value gain on trade payables designated at FVTPL	指定為按公平值於損益賬處理之貿易應付賬款公平值收益		<b>(19,549)</b>	(4,706)
Gain arising from changes in fair value of derivative financial instruments – warrants	衍生金融工具公平值變動而產生之收益 – 認股權證	7	<b>(11,414)</b>	-
Foreign exchange loss, net	匯兌虧損淨額		<b>13,681</b>	11,410
Dividend income from financial assets at FVTPL	按公平值於損益賬處理之金融資產所得股息收入		<b>(15,630)</b>	(9,132)
Others	其他		<b>(18)</b>	-
			<b>(62,968)</b>	(46,774)

CONSOLIDATED STATEMENT  
OF CASH FLOWS (CONTINUED)

For the year ended 30 June 2020

綜合現金流量表(續)

截至二零二零年六月三十日止年度

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Changes in working capital</b>	<b>營運資金變動</b>		
Increase in inventories	存貨增加	(66,311)	(61,770)
(Increase)/decrease in trade and other receivables	貿易及其他應收賬款(增加)/減少	(16,286)	1,396
Increase in trade and other payables	貿易及其他應付賬款增加	92,181	1,296
Increase in financial assets at FVTPL held for trading	按公平值於損益賬處理之持作買賣之金融資產增加	(33,809)	(26,192)
<b>Cash used in operations</b>	<b>經營所用現金</b>	<b>(87,193)</b>	<b>(132,044)</b>
Income tax paid	已付所得稅	-	(597)
<b>Net cash used in operating activities</b>	<b>經營業務所用現金淨額</b>	<b>(87,193)</b>	<b>(132,641)</b>
<b>Investing activities</b>	<b>投資活動</b>		
Purchase of property, plant and equipment	購買物業、廠房及設備	(186)	(917)
Purchase of listed equity securities not held within the trading portfolios	購買並非於買賣組合內持有之上市股本證券	(67,141)	(16,961)
Purchase of unlisted equity securities not held within the trading portfolios	購買並非於買賣組合內持有之非上市股本證券	(1,361)	-
Proceeds from disposal of listed equity securities not held within the trading portfolios	出售並非於買賣組合內持有之上市股本證券所得款項	36,132	85,950
Proceeds from disposal of unlisted equity securities	出售非上市股本證券所得款項	-	3,732
Proceed from redemption of convertible notes	贖回可換股票據所得款項	-	100,000
Proceed from redemption of loan notes	贖回貸款票據所得款項	46,997	-
New grant of loan receivables	新增應收貸款	(347,981)	(229,627)
Repayments of loan receivables	獲償還應收貸款	278,527	229,602
Placement of pledged bank deposits	存放已抵押銀行存款	(351,175)	(173,392)
Withdrawal of pledged bank deposits	提取已抵押銀行存款	335,747	128,153
Investments in associates	投資於聯營公司	(45,613)	(13,443)
Interest received	已收利息	64,856	55,465
Dividend received from investments in securities	來自證券投資之已收股息	15,630	9,132
<b>Net cash (used in)/generated from investing activities</b>	<b>投資活動(所用)/產生現金淨額</b>	<b>(35,568)</b>	<b>177,694</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

For the year ended 30 June 2020

# 綜合現金流量表(續)

截至二零二零年六月三十日止年度

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Financing activities</b>	<b>融資活動</b>			
Capital element of lease rentals paid	已付租賃租金的資本部份	22(b)	(3,905)	–
Interest element of lease rentals paid	已付租賃租金的利息部份	22(b)	(240)	–
Dividend paid	已付股息	22(b)	(121,890)	(27,459)
Other interest paid	已付其他利息		–	(2,083)
Proceeds from rights issue	供股所得款項		–	446,928
Transactions costs in relation to rights issue	供股相關交易成本		–	(8,344)
Proceeds from new bank and other borrowings raised	新增銀行及其他借貸之所得款項		–	167,000
Repayments of bank and other borrowings	償還銀行及其他借貸		–	(210,500)
<b>Net cash (used in)/generated from financing activities</b>	<b>融資活動(所用)/產生現金淨額</b>		<b>(126,035)</b>	365,542
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及等值現金(減少)/增加淨額</b>		<b>(248,796)</b>	410,595
<b>Cash and cash equivalents at beginning of the year</b>	<b>於年初之現金及等值現金</b>		<b>814,547</b>	408,683
<b>Effect of foreign exchange rate changes, net</b>	<b>匯率變動之影響淨額</b>		<b>(1,712)</b>	(4,731)
<b>Cash and cash equivalents at end of the year, represented by bank balances and cash</b>	<b>於年終之現金及等值現金，代表銀行結餘及現金</b>	22(a)	<b>564,039</b>	814,547

The notes on pages 109 to 243 form part of these consolidated financial statements.

第109至243頁的附註構成該等綜合財務報表的一部份。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

# 綜合財務報表附註

截至二零二零年六月三十日止年度

## 1. GENERAL INFORMATION

APAC Resources Limited (the “**Company**”) is incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda (as amended) and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report.

The Company is an investment holding company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in primary strategic investments, resource investment, commodity business, and principal investment and financial services.

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

## 2. SIGNIFICANT ACCOUNTING POLICIES

### (a) Statement of compliance

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

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

## 1. 一般資料

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

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

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

## 2. 主要會計政策

### (a) 遵例聲明

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

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

The consolidated financial statements for the year ended 30 June 2020 comprise Group and the Group's interests in associates.

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

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

- Financial assets at fair value through profit or loss ("**FVTPL**") (note 2 (h))
- Trade receivables designated at FVTPL (note 2 (h))
- Trade payables designated at FVTPL (note 2 (i))

### 2. 主要會計政策(續)

#### (b) 財務報表編製基準

截至二零二零年六月三十日止年度之綜合財務報表涵蓋本集團及本集團於聯營公司的權益。

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

在編製財務報表時所使用的計量基準為歷史成本基準，惟下列按其公平值呈列之資產及負債除外，有關會計政策解釋如下：

- 按公平值於損益賬處理(「**按公平值於損益賬處理**」)之金融資產(附註2(h))
- 指定按公平值於損益賬處理之貿易應收賬款(附註2(h))
- 指定按公平值於損益賬處理之貿易應付賬款(附註2(i))

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

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

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

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

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

## 2. 主要會計政策(續)

### (b) 財務報表編製基準(續)

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

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

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

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

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Subsidiaries

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

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

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

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

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

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

### 2. 主要會計政策(續)

#### (c) 附屬公司

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

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

#### 本集團於現有附屬公司之權益變動

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

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

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

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (d) Associates

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

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

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

## 2. 主要會計政策(續)

### (d) 聯營公司

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

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

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Associates (Continued)

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

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

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

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

### 2. 主要會計政策(續)

#### (d) 聯營公司(續)

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

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

於所有其他情況下，倘本集團不再對聯營公司有重大影響力，其乃被視作出售於該被投資公司之全部權益，而其盈虧將於損益中確認。任何在喪失重大影響力之日期仍保留在該前被投資公司之權益按公平值確認，而此金額被視為初步確認金融資產之公平值。

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

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (d) Associates (Continued)

#### *Acquisition of additional interests in associates*

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

#### *Disposal of partial interests in associates*

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

## 2. 主要會計政策(續)

### (d) 聯營公司(續)

#### *收購於聯營公司之額外權益*

倘已付代價超逾分佔所收購聯營公司額外權益應佔淨資產賬面值之部分，商譽會於收購日確認。倘分佔所收購聯營公司額外權益應佔淨資產賬面值之部分超逾已付代價，則超逾部分於收購額外權益期間在損益中確認。

#### *出售聯營公司之部分權益*

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (e) Property, plant and equipment

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

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

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

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

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

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

## 2. 主要會計政策(續)

### (e) 物業、廠房及設備

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

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

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

租賃物業裝修、傢俬及固定裝置	按租賃期
辦公室裝備	五年
電腦	五年
汽車	五年

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

歷史成本包括收購該等項目直接應佔的開支。成本亦可包括來自因外幣購買物業、廠房及設備之合資格現金流量對沖而產生之任何盈利或虧損自權益轉出之部份。



## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (e) Property, plant and equipment (Continued)

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

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

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

### (f) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

#### As a lessee

*Policy applicable from 1 July 2019*

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

## 2. 主要會計政策(續)

### (e) 物業、廠房及設備(續)

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

倘資產的賬面值高於其估計可回收金額，則該資產之賬面值金額即時撇減至其可收回金額。

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

### (f) 租賃資產

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

#### 作為承租人

*自二零一九年七月一日起適用的政策*

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Leased assets (Continued)

##### As a lessee (Continued)

Policy applicable from 1 July 2019 (Continued)

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

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

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

### 2. 主要會計政策(續)

#### (f) 租賃資產(續)

##### 作為承租人(續)

自二零一九年七月一日起適用的政策(續)

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

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

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

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (f) Leased assets (Continued)

#### As a lessee (Continued)

*Policy applicable from 1 July 2019 (Continued)*

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

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

*Policy applicable prior to 1 July 2019*

In the comparative period, as a lessee the Group classified leases as finance leases if the leases transferred substantially all the risks and rewards of ownership to the Group. Leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property was classified as investment property on a property-by-property basis and, if classified as investment property, was accounted for as if held under a finance lease; and
- land held for own use under an operating lease, the fair value of which could not be measured separately from the fair value of a building situated thereon at the inception of the lease, was accounted for as being held under a finance lease, unless the building was also clearly held under an operating lease. For these purposes, the inception of the lease was the time that the lease was first entered into by the Group, or taken over from the previous lessee.

## 2. 主要會計政策(續)

### (f) 租賃資產(續)

#### 作為承租人(續)

*自二零一九年七月一日起適用的政策(續)*

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

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

*二零一九年七月一日之前適用的政策*

於比較期間，作為承租人，倘租賃將擁有權之絕大部份風險及回報轉移至本集團，本集團將其分類為融資租賃。擁有權的絕大部份風險及回報並未轉移至本集團的租賃則分類為經營租賃，惟以下情況除外：

- 根據經營租賃持有的物業若符合投資物業的定義，則按逐個基準分類為投資物業，及倘分類為投資物業，則視作根據融資租賃持有而入賬；及
- 根據經營租賃持有作自用的土地(其公平值無法與租賃開始時其上樓宇之公平值分開計量)入賬列作根據融資租賃所持土地，惟倘樓宇明確根據經營租賃持有則除外。因此，本集團之租賃自首次訂立租賃或自前任承租人接管時開始。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Leased assets (Continued)

##### As a lessee (Continued)

Policy applicable prior to 1 July 2019 (Continued)

Where the Group acquired the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets were recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, were recorded as obligations under finance leases. Depreciation was provided at rates which wrote off the cost of the assets over the term of the relevant lease or, where it was likely the Group would obtain ownership of the asset, the life of the asset, as set out in note 2(e). Impairment losses were accounted for in accordance with the accounting policy as set out in note 2(j). Finance charges implicit in the lease payments were charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

Where the Group had the use of assets held under operating leases, payments made under the leases were charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis was more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received were recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

#### (g) Financial instruments

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

### 2. 主要會計政策(續)

#### (f) 租賃資產(續)

##### 作為承租人(續)

二零一九年七月一日之前適用的政策(續)

倘本集團根據融資租賃獲得資產的使用權，則相當於租賃資產公平值或該等資產最低租賃付款之現值(以較低者為準)的金額獲確認為物業、廠房及設備，而相應負債(不計融資費用)列為融資租賃責任。折舊在相關租期或資產的可用年限(載於附註2(e))(倘本集團很可能取得資產之擁有權)內，按撇銷資產成本之比率計提。減值虧損已根據附註2(j)所載會計政策列賬。租賃付款之融資費用會於租期內計入損益，以計算各會計期間大致穩定的負債餘額的融資費用定期計費比率。或然租金於產生之會計期間自損益扣除。

倘本集團根據經營租賃使用資產，則根據租約之付款將於租期所涵蓋之會計期間按均等分期金額計入損益，惟倘有其他方法可更清晰反映自租賃資產所得利益之情況，則另當別論。已收租賃津貼於損益確認為合共已付租賃付款淨額之組成部份。或然租金於產生之會計期間自損益扣除。

#### (g) 金融工具

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

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (g) Financial instruments (Continued)

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. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

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

### (h) 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.

## 2. 主要會計政策(續)

### (g) 金融工具(續)

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

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

本集團日常業務過程中產生的利息呈列為收益。

### (h) 金融資產

#### 金融資產的分類和其後計量

符合以下條件的金融資產其後按攤銷成本計量：

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (h) Financial assets (Continued)

#### Classification and subsequent measurement of financial assets (Continued)

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

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

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

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.

## 2. 主要會計政策(續)

### (h) 金融資產(續)

#### 金融資產的分類和其後計量(續)

符合以下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：

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

所有其他金融資產其後按公平值計入損益計量，惟於首次應用香港財務報告準則第9號日期／初次確認金融資產之日，倘股權投資並非持作買賣用途或收購方於香港財務報告準則第3號「業務合併」適用的業務合併確認的或然代價，則本集團可不可撤銷地選擇於其他全面收益中呈列有關股權投資公平值的其後變動。

倘符合下列條件，金融資產則持作買賣：

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

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

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

##### (ii) Financial assets at FVTPL

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

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

## 2. 主要會計政策(續)

### (h) 金融資產(續)

#### 金融資產的分類和其後計量(續)

##### (i) 攤銷成本及利息收入

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

##### (ii) 按公平值計入損益的金融資產

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標準的金融資產，按公平值計入損益計量。

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (h) Financial assets (Continued)

##### Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including pledged bank deposits, receivable from security brokers, other receivables, deposits, loan receivables, loan notes and bank balances) 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. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

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

### 2. 主要會計政策(續)

#### (h) 金融資產(續)

##### 金融資產減值

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

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

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



## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (h) 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;
- 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.

## 2. 主要會計政策(續)

### (h) 金融資產(續)

#### 金融資產減值(續)

##### (i) 信貸風險顯著上升

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

具體而言，評估信貸風險是否顯著上升時會考慮以下資料：

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (h) Financial assets (Continued)

##### Impairment of financial assets (Continued)

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

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

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

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

### 2. 主要會計政策(續)

#### (h) 金融資產(續)

##### 金融資產減值(續)

###### (i) 信貸風險顯著上升(續)

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

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

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

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

**(h) 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 90 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:

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

**2. 主要會計政策(續)**

**(h) 金融資產(續)**

**金融資產減值(續)**

*(ii) 違約之定義*

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

儘管上文所述，倘金融資產逾期超過90天，則本集團視為違約已經發生，惟本集團擁有合理及有依據資料顯示一項更滯後的違約標準更為合適，則另作別論。

*(iii) 信貸減值金融資產*

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

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (h) Financial assets (Continued)

##### Impairment of financial assets (Continued)

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

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

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

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

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

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount.

### 2. 主要會計政策(續)

#### (h) 金融資產(續)

##### 金融資產減值(續)

###### (iv) 撇銷政策

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

###### (v) 計量及確認預期信貸虧損

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

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

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

本集團通過調整賬面值於益損中就所有金融工具確認減值收益或虧損。

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (h) Financial assets (Continued)

#### 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.

### (i) Financial liabilities and equity

#### Classification as debt or equity

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

#### Equity instruments

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

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.

## 2. 主要會計政策(續)

### (h) 金融資產(續)

#### 取消確認金融資產

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

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

### (i) 金融負債及股本

#### 分類為債務或股本

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

#### 股本工具

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

購回本公司自有股本工具已直接於權益確認及扣除。概無收益或虧損於購買、出售、發行或註銷本公司自有股本工具時在損益中確認。

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

A financial liability is held for trading if:

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

## 2. 主要會計政策(續)

### (i) 金融負債及股本(續)

#### 金融負債

所有金融負債隨後以實際利息法按攤銷成本或按公平值計入損益計量。

#### 按公平值於損益賬處理之金融負債

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

若符合以下條件，則金融負債為持作買賣：

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

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

#### Financial liabilities at FVTPL (Continued)

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

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

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

## 2. 主要會計政策(續)

### (i) 金融負債及股本(續)

#### 按公平值於損益賬處理之金融負債(續)

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

- 該指定消除或大幅減少可能出現之計量或確認方面之不一致性；或
- 該金融負債為一組金融資產或金融負債或兩者兼備之組合之一部分，而根據本集團制定之風險管理或投資策略，該項資產之管理及表現評估乃按公平值為基礎進行，而有關分組之資料乃按此基礎向內部提供；或
- 其構成包含一項或多項嵌入衍生工具之合約之一部分，而香港財務報告準則第9號允許將整個組合合約指定為按公平值於損益賬處理。

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

##### Financial liabilities at amortised cost

Financial liabilities including other payables 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.

#### (j) Impairment of non-financial assets

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

- property, plant and equipment, including right-of-use assets;
- interests in associates;
- prepayments; and
- investments in subsidiaries in the Company's statement of financial position.

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

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

### 2. 主要會計政策(續)

#### (i) 金融負債及股本(續)

##### 按攤銷成本計量的金融負債

金融負債(包括其他應付賬款以及租賃負債)隨後以實際利息法按攤銷成本計量。

##### 取消確認金融負債

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

#### (j) 非金融資產減值

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

- 物業、廠房及設備，包括使用權資產；
- 於聯營公司之權益；
- 預付款項；及
- 本公司財務狀況表內附屬公司之投資。

如果發現有減值跡象，則會估計該資產之可收回數額。

- 計算可收回數額

資產之可收回數額以公平值減出售成本和使用價值兩者中之較高數額為準。在評估使用價值時，會使用除稅前折讓率將估計未來現金流量折讓至現值。該折讓率反映市場當時所評估之貨幣時間價值和該資產之獨有風險。如果資產未能以大致獨立於其他資產之方式產生現金流入，則以可獨立產生現金流入之最小組別資產(即現金產生單位)來釐定可收回數額。



## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (j) Impairment of non-financial assets (Continued)

- Recognition of impairment losses

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

- Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

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

## 2. 主要會計政策(續)

### (j) 非金融資產減值(續)

- 確認減值虧損

當資產或其所屬現金產生單位之賬面值超過其可收回數額，則減值虧損於損益確認。有關現金產生單位確認之減值虧損按比例減少該單位(或一組單位)內資產的賬面金額，惟資產之賬面值不會減至低於其個別公平值減去出售成本(如可計量)或使用價值(如可釐定)。

- 減值虧損轉回

倘用以釐定可收回數額之估計出現有利轉變，則轉回減值虧損。

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

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (k) Derivative financial instruments

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

#### Embedded derivatives

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

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

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

### (l) Inventories

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

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

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

## 2. 主要會計政策(續)

### (k) 衍生金融工具

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

#### 嵌入衍生工具

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

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

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

### (l) 存貨

存貨為於日常業務過程中持有以供銷售的資產。

存貨以成本及可變現淨值兩者中之較低數額入賬。

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

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (l) Inventories (Continued)

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

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

### (m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for expected credit losses ("ECLs") in accordance with the policy set out in note 2(h).

## 2. 主要會計政策(續)

### (l) 存貨(續)

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

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

### (m) 現金及現金等價物

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Employee benefits

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

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

##### (ii) Termination benefits

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

#### (o) Income tax

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

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

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

### 2. 主要會計政策(續)

#### (n) 僱員福利

##### (i) 短期僱員福利及定額供款退休計劃供款

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

##### (ii) 終止福利

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

#### (o) 所得稅

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

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

遞延所得稅資產和負債分別由可抵扣和應課稅暫時差異產生。暫時差異是指資產和負債在財務報表上的賬面金額與這些資產和負債的計稅基礎的差異。遞延所得稅資產也可以由未利用所得稅虧損和未利用所得稅抵免產生。

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (o) Income tax (Continued)

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

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

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

## 2. 主要會計政策(續)

### (o) 所得稅(續)

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

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

已確認的遞延所得稅金額是按照預期變現或清償資產和負債賬面金額之方式，按報告期末有效或基本上有效之稅率計算。遞延所得稅資產和負債均不貼現計算。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Income tax (Continued)

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

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

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

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

### 2. 主要會計政策(續)

#### (o) 所得稅(續)

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

分派股息所產生的額外所得稅於支付相關股息的負債確認時確認。

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

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

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

#### (i) Provision and contingent liabilities

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

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

#### (ii) Onerous contracts

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

### (q) Revenue and other income

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

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

## 2. 主要會計政策(續)

### (p) 撥備、或然負債及虧損性合約

#### (i) 撥備及或然負債

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

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

#### (ii) 虧損性合約

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

### (q) 收益及其他收入

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

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

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

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

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

#### Principal versus agent

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

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

### 2. 主要會計政策(續)

#### (q) 收益及其他收入(續)

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

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

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

否則，收益於客戶獲得明確貨品或服務之控制權時確認。

#### 委託人相對代理人

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

倘本集團在向客戶轉讓商品或服務之前控制指定商品或服務，則本集團為委託人。



## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

#### Principal versus agent (Continued)

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

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

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

#### (i) Sale of goods

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

## 2. 主要會計政策(續)

### (q) 收益及其他收入(續)

#### 委託人相對代理人(續)

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

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

有關本集團收益及其他收入確認政策的進一步詳情如下：

#### (i) 銷售貨品

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

#### (i) Sale of goods (Continued)

Provisional pricing arrangements in relation to trading of commodities

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

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

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

## 2. 主要會計政策(續)

### (q) 收益及其他收入(續)

#### (i) 銷售貨品(續)

有關商品貿易臨時定價安排

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

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

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

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

**(q) Revenue and other income (Continued)**

*(ii) Interest income*

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost that are not credit impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(h)).

*(iii) Dividend income*

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

**2. 主要會計政策(續)**

**(q) 收益及其他收入(續)**

*(ii) 利息收入*

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

*(iii) 股息收入*

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Translation of foreign currencies

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

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

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

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

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

### 2. 主要會計政策(續)

#### (r) 外幣換算

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

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

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

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

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

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (r) Translation of foreign currencies (Continued)

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

### (s) Borrowing costs

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

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

### (t) Related parties

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

## 2. 主要會計政策(續)

### (r) 外幣換算(續)

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

### (s) 借貸成本

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

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

### (t) 關聯方

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (t) Related parties (Continued)

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

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.

### 2. 主要會計政策(續)

#### (t) 關聯方(續)

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

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

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (u) Segment reporting

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

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

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

## 2. 主要會計政策(續)

### (u) 分部報告

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

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

## 3. 主要會計判斷及估計

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

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

#### (a) Critical accounting judgements

##### Impairment of financial assets

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

#### (b) Key sources of estimation uncertainty

##### (i) Estimated impairment loss of the Group's interest in MGX (as defined in note 16)

Determining whether impairment loss should be recognised in relation to interest in MGX requires an estimation of the recoverable amount of the interest in MGX which is the higher of value in use and fair value less costs of disposal. The value in use calculation requires the management of the Group to estimate the present value of the future cash flows expected to arise from dividends of MGX which is estimated based on the cash flows from the operations of MGX and the proceeds on the ultimate disposal of MGX taking into account the estimated future prices and production volume of hematite iron ores of MGX, a suitable discount rate and historical dividend payout ratio of MGX. The fair value less costs of disposal of MGX has been determined based on the closing price of shares of MGX listed on the Australian Securities Exchange ("ASX"). Where the actual cash flows are less or more than expected or upon the management's revision of estimated cash flows for the purpose of determining the value in use due to changes in conditions, facts and circumstances, the recoverable amount may change and a material reversal or further recognition of impairment loss may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognised takes place.

### 3. 主要會計判斷及估計(續)

#### (a) 關鍵會計判斷

##### 金融資產減值

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

#### (b) 估計不明朗因素的主要來源

##### (i) 本集團於MGX(定義見附註16)之權益之估計減值虧損

在釐定應否就於MGX之權益確認減值虧損時，需要估計於MGX之權益之可收回金額(即使用價值及公平值減出售成本中之較高者)。計算使用價值時，本集團管理層需要估計預期將自MGX股息產生之未來現金流量之現值，有關估計乃根據MGX經營所得現金流量以及最終出售MGX之所得款項而得出，當中計及MGX赤鐵礦石的估計未來價格及產量以及合適折現率及MGX之過往派息率。MGX之公平值減出售成本乃根據MGX於澳洲證券交易所(「澳交所」)上市股份之收市價釐定。當實際現金流量少於或多於預期，或管理層因環境、事實及情況轉變而就釐定使用價值修改估計現金流量，則可收回金額或會改變，及可能會產生重大撥備或進一步確認減值虧損，其將於該撥回或進一步確認發生期間在損益確認。



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

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

##### (ii) Impairment allowances on loan receivables

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

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

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

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

### 3. 主要會計判斷及估計(續)

#### (b) 估計不明朗因素的主要來源(續)

##### (ii) 應收貸款之減值撥備

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

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

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

本集團的政策為在實際虧損經驗的情況下定期審閱其模型及於必要時作出調整。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

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

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

##### (iii) Fair value measurement of financial instruments

As at 30 June 2020, certain of the Group's financial assets, including unlisted equity investments, investments in convertible notes and trade receivables designated at FVTPL amounting to HK\$24,254,000 (2019: HK\$32,242,000), and certain of the Group's financial liabilities, including trade payables designated at FVTPL amounting to HK\$61,852,000 (2019: HK\$5,415,000) are measured at fair value with fair value being determined based on unobservable inputs using valuation techniques. Judgment and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these instruments. See note 32(h) for further disclosures.

##### (iv) Current tax

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

### 3. 主要會計判斷及估計(續)

#### (b) 估計不明朗因素的主要來源(續)

##### (iii) 金融工具之公平值計量

於二零二零年六月三十日，本集團若干金融資產(包括非上市股本投資、可換股票據投資及指定為按公平值於損益賬處理之貿易應收賬款)為數24,254,000港元(二零一九年：32,242,000港元)及本集團若干金融負債(包括指定為按公平值於損益賬處理之貿易應付賬款)為數61,852,000港元(二零一九年：5,415,000港元)按公平值計量，其公平值使用估值技巧基於不可觀察輸入數據釐定。確定相關估值技巧及相關輸入數據時需要作出判斷及估計。與該等因素有關的假設變動可能會導致須對該等工具的公平值作出重大調整。有關進一步披露請見附註32(h)。

##### (iv) 即期稅項

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

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

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

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

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

##### (vi) Determining the lease term

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

### 3. 主要會計判斷及估計(續)

#### (b) 估計不明朗因素的主要來源(續)

##### (v) 將存貨撇減至可變現淨值

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

##### (vi) 確定租賃期

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

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

The Group has applied the following new and amendments to HKFRSs issued by HKICPA for the first time in the current year:

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle

Except for HKFRS 16 “Leases”, none of the developments have had a material effect on how the Group’s results and financial position for the current or prior year have been prepared or presented in these consolidated financial statements. The Group has not applied any new standard or interpretation that is not yet effective for the current year.

#### HKFRS 16 “Leases”

HKFRS 16 replaces HKAS 17 “Leases” and the related interpretations, HK(IFRIC) 4 “Determining whether an arrangement contains a lease”, HK(SIC) 15 “Operating leases – incentives” and HK(SIC) 27 “Evaluating the substance of transactions involving the legal form of a lease”. It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less (“**short-term leases**”) and leases of low-value assets. The lessor accounting requirements brought forward from HKAS 17 substantially unchanged.

### 4. 應用新訂及經修訂香港財務報告準則

本集團已於本年度首次應用以下由香港會計師公會頒佈的新訂香港財務報告準則及其修訂本：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理之不確定性
香港財務報告準則第9號(修訂本)	具有負賠償之提前還款特性
香港會計準則第19號(修訂本)	計劃修訂、縮減或結算
香港會計準則第28號(修訂本)	於聯營公司及合營公司之長期權益
香港財務報告準則之修訂	香港財務報告準則二零一五年至二零一七年週期之年度改進

除香港財務報告準則第16號「租賃」外，概無任何發展對該等綜合財務報表所編製或呈列本集團於本年度或過往年度的業績及財務狀況有重大影響。本集團並無應用任何於本年度尚未生效的新訂準則或詮釋。

#### 香港財務報告準則第16號「租賃」

香港財務報告準則第16號取代香港會計準則第17號「租賃」及相關詮釋、香港(國際財務報告詮釋委員會)詮釋第4號「釐定安排是否包含租賃」、香港(詮釋常務委員會)詮釋第15號「經營租賃－獎勵」及香港(詮釋常務委員會)詮釋第27號「評估涉及租賃法律形式的交易本質」。其為承租人引入一項單一會計模式，規定承租人就所有租賃確認使用權資產及租賃負債(除租期為十二個月或以下的租賃(「**短期租賃**」)及低價值資產的租賃外)。出租人的會計處理要求大致承接香港會計準則第17號的要求不變。

#### 4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

##### HKFRS 16 “Leases” (Continued)

HKFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

The Group has initially applied HKFRS 16 as from 1 July 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 July 2019. Comparative information has not been restated and continues to be reported under HKAS 17.

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

##### (a) New definition of a lease

The change in the definition of a lease mainly relates to the concept of control. HKFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group applies the new definition of a lease in HKFRS 16 only to contracts that were entered into or changed on or after 1 July 2019. For contracts entered into before 1 July 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases. Accordingly, contracts that were previously assessed as leases under HKAS 17 continue to be accounted for as leases under HKFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

#### 4. 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第16號「租賃」(續)

香港財務報告準則第16號亦引入額外的定性及定量披露要求，目的是讓財務報表使用者評估租賃對實體之財務狀況、財務表現及現金流量的影響。

本集團已於二零一九年七月一日首次應用香港財務報告準則第16號。本集團已選用經修訂追溯法及因此將首次應用的累計影響確認為二零一九年七月一日的權益年初結餘的調整。比較資料未被重列且繼續根據香港會計準則第17號呈報。

有關過往會計政策變動的性質和影響及所採用的過渡性選擇的進一步詳情列載如下：

##### (a) 租賃的新定義

租賃定義的變動主要與控制權的概念有關。香港財務報告準則第16號根據客戶是否在某一時段內控制已識別資產的使用(其可由指定使用量釐定)來定義租賃。當客戶有權指示可識別資產的用途及從使用中獲得絕大部份經濟利益時，即表示擁有控制權。

香港財務報告準則第16號內租賃的新定義僅適用於本集團於二零一九年七月一日或之後訂立或變更的合約。就於二零一九年七月一日前訂立的合約而言，本集團已採用過渡性可行權宜方法沿用此前對現有安排是否為租賃或包含租賃的評估結果。因此，對於以往根據香港會計準則第17號評估為租賃的合約繼續根據香港財務報告準則第16號入賬列為租賃，而以往評估為非租賃服務安排的合約則繼續入賬列為待執行合約。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### HKFRS 16 “Leases” (Continued)

#### (b) Lessee accounting and transitional impact

HKFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by HKAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 17, other than those short-term leases and leases of low-value assets which are exempt. As far as the Group is concerned, these newly capitalised leases are primarily in relation to property, plant and equipment as disclosed in note 15. For an explanation of how the Group applies lessee accounting, see note 2(f).

At the date of transition to HKFRS 16 (i.e. 1 July 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 July 2019.

The weighted average of the incremental borrowing rates used for determination of the present value of the remaining lease payments was 5.1%.

To ease the transition to HKFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of HKFRS 16:

- (i) the Group elected not to apply the requirements of HKFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of HKFRS 16, i.e. where the lease term ends on or before 30 June 2020;

### 4. 應用新訂及經修訂香港財務報告準則(續)

#### 香港財務報告準則第16號「租賃」(續)

#### (b) 承租人會計處理方法及過渡影響

香港財務報告準則第16號剔除以往香港會計準則第17號規定承租人將租賃分類為經營租賃或融資租賃的要求。反之，當本集團作為承租人，其須將所有租賃資本化，包括以往根據香港會計準則第17號分類為經營租賃的租賃(短期租賃及低價值資產租賃因獲豁免除外)。就本集團而言，此等新資本化租賃主要涉及物業、廠房及設備(披露於附註15)。就本集團如何執行承租人會計處理方法之解釋，見附註2(f)。

於過渡至香港財務報告準則第16號當日(即二零一九年七月一日)，本集團釐定剩餘租賃期的長短，並以剩餘租賃付款按二零一九年七月一日的相關遞增借款利率貼現的現值，對先前分類為經營租賃的租賃的租賃負債進行計量。

用作釐定剩餘租賃付款現值的加權平均遞增借款利率為5.1%。

為方便香港財務報告準則第16號的過渡安排，本集團於首次應用香港財務報告準則第16號當日採用下列確認豁免及可行權宜方法：

- (i) 對於在首次應用香港財務報告準則第16號當日起計剩餘租賃期在十二個月內終止，即租賃期於二零二零年六月三十日或之前結束的租賃，本集團選擇不應用香港財務報告準則第16號對確認租賃負債和使用權資產的要求；

**4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (Continued)**

**HKFRS 16 “Leases” (Continued)**

**(b) Lessee accounting and transitional impact (Continued)**

- (ii) when measuring the lease liabilities at the date of initial application of HKFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment); and
- (iii) when measuring the right-of-use assets at the date of initial application of HKFRS 16, the Group relied on the previous assessment for onerous contract provisions as at 30 June 2019 as an alternative to performing an impairment review.

The following table reconciles the operating lease commitments as disclosed in note 27 as at 30 June 2019 to the opening balance for lease liabilities recognised as at 1 July 2019:

		HK\$'000 千港元
Operating lease commitments at 30 June 2019	於二零一九年六月三十日之經營租賃承擔	5,114
Less: Short-term leases and other leases with remaining lease term ending on or before 30 June 2020	減：短期租賃及剩餘租賃期於二零二零年六月三十日或之前結束的其他租賃	(32)
Total future interest expenses	未來利息開支合計	(219)
Present value of remaining lease payments, discounted using the incremental borrowing rate and total lease liabilities recognised at 1 July 2019	以遞增借款利率貼現的剩餘租賃付款現值及於二零一九年七月一日確認的租賃負債總額	4,863

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the consolidated statement of financial position at 30 June 2019.

**4. 應用新訂及經修訂香港財務報告準則(續)**

**香港財務報告準則第16號「租賃」(續)**

**(b) 承租人會計處理方法及過渡影響(續)**

- (ii) 於計量首次應用香港財務報告準則第16號當日的租賃負債時，本集團就具有合理類似特徵的租賃組合應用單一貼現率（例如在類似經濟環境下就類似分類的相關資產具有類似剩餘租賃期的租賃）；及
- (iii) 於計量首次應用香港財務報告準則第16號當日的使用權資產時，本集團依據之前於二零一九年六月三十日對虧損性合約撥備作出的評估，以替代進行減值審閱。

下表為於二零一九年六月三十日的經營租賃承擔(披露於附註27)與於二零一九年七月一日確認的租賃負債年初結餘的對賬：

與先前分類為經營租賃的租賃相關的使用權資產已按等同於剩餘租賃負債的已確認金額進行確認，並根據於二零一九年六月三十日的綜合財務狀況表中已確認該租賃相關的任何預付或應計租賃付款金額進行調整。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### HKFRS 16 “Leases” (Continued)

#### (b) Lessee accounting and transitional impact (Continued)

The following table summarises the impacts of the adoption of HKFRS 16 on the Group’s consolidated statement of financial position:

### 4. 應用新訂及經修訂香港財務報告準則(續)

#### 香港財務報告準則第16號「租賃」(續)

#### (b) 承租人會計處理方法及過渡影響(續)

下表概述本集團就採納香港財務報告準則第16號對綜合財務狀況表的影響：

Line items in the consolidated statement of financial position impacted by the adoption of HKFRS 16:	受採納香港財務報告準則第16號影響的綜合財務狀況表中單列項目：	Carrying amount at 30 June 2019 於二零一九年六月三十日的賬面值 HK\$'000 千港元	Capitalisation of operating lease contracts 經營租賃合約資本化 HK\$'000 千港元	Carrying amount at 1 July 2019 於二零一九年七月一日的賬面值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,368	4,863	6,231
<b>Total non-current assets</b>	<b>非流動資產總值</b>	<b>2,264,877</b>	<b>4,863</b>	<b>2,269,740</b>
<b>Total assets</b>	<b>資產總值</b>	<b>4,027,529</b>	<b>4,863</b>	<b>4,032,392</b>
Lease liabilities (non-current)	租賃負債(非流動)	–	(1,848)	(1,848)
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>	<b>–</b>	<b>(1,848)</b>	<b>(1,848)</b>
Lease liabilities (current)	租賃負債(流動)	–	(3,015)	(3,015)
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>(13,042)</b>	<b>(3,015)</b>	<b>(16,057)</b>
<b>Total liabilities</b>	<b>負債總額</b>	<b>(13,042)</b>	<b>(4,863)</b>	<b>(17,905)</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>	<b>(4,027,529)</b>	<b>(4,863)</b>	<b>(4,032,392)</b>
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>1,749,610</b>	<b>(3,015)</b>	<b>1,746,595</b>
<b>Total assets less total liabilities</b>	<b>資產總值減負債總額</b>	<b>4,014,487</b>	<b>–</b>	<b>4,014,487</b>



#### 4. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

##### HKFRS 16 “Leases” (Continued)

##### (c) Impact on the financial result, segment results and cash flows of the Group

After the initial recognition of right-of-use assets and lease liabilities as at 1 July 2019, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a positive impact on the reported profit from operations in the Group’s consolidated statement of profit or loss, as compared to the results if HKAS 17 had been applied during the year.

In the consolidated statement of cash flows, the Group as a lessee is required to split rentals paid under capitalised leases into their capital element and interest element (see Notes 22(b) and 24). These elements are classified as financing cash outflows, similar to how leases previously classified as finance leases under HKAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under HKAS 17. Although total cash flows are unaffected, the adoption of HKFRS 16 therefore results in a significant change in presentation of cash flows within the consolidated statement of cash flow.

#### 4. 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第16號「租賃」(續)

##### (c) 對本集團財務業績、分部業績及現金流量的影響

於二零一九年七月一日初步確認使用權資產及租賃負債後，本集團(作為承租人)須確認租賃負債尚未償還結餘應計的利息開支及使用權資產的折舊，而非根據先前政策於租賃期內以直線法確認經營租賃產生的租金開支。與年內倘應用香港會計準則第17號所得出的結果相比，此舉對本集團綜合損益表中所呈報的經營溢利產生正面影響。

於綜合現金流量表中，本集團(作為承租人)須將資本化租賃項下已付租金分為資本部份及利息部份(見附註22(b)及24)。該等部份分類為融資現金流出(與先前根據香港會計準則第17號分類為融資租賃的租賃的處理方式相似)，而非如同香港會計準則第17號項下的經營租賃一般分類為經營現金流出。因此，儘管不會影響現金流量總額，但採納香港財務報告準則第16號導致綜合現金流量表中現金流量的呈列方式出現重大變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 5. SEGMENT INFORMATION

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

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

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

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

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

The measure used for reporting segment profit/(loss) is earnings and loss of each segment without allocation of share of results of associates, net impairment loss on interests in associates, loss arising from deemed disposal of partial interest in an associate, net loss arising from changes in fair value of certain financial assets at FVTPL (i.e. unlisted equity investments, listed equity securities not held within the trading portfolios and convertible notes), other corporate income and gain, central administrative expenses and other corporate losses, and central finance costs.

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 5. 分部資料

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

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

### (a) 分部業績、資產及負債

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

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

計量報告分部溢利/(虧損)時使用未分配分佔聯營公司業績、聯營公司權益減值虧損淨額、視作出售於一間聯營公司部份權益而產生之虧損、按公平值於損益賬處理之若干金融資產(即非上市股本投資、並非於買賣組合內持有之上市股本證券及可換股票據)公平值變動而產生之虧損淨額、其他企業收入及收益、中央行政開支及其他企業虧損及中央財務成本的各個分部的收益及虧損。

## 5. SEGMENT INFORMATION (Continued)

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

Segment assets include all assets of operating and reportable segments other than interests in associates, certain property, plant and equipment, certain loan notes and certain financial assets at FVTPL (i.e. convertible notes) not managed under principal investment and financial services segment, certain financial assets at FVTPL (i.e. unlisted equity investments and listed equity securities not held within the trading portfolios) not managed under resource investment segment, certain other receivables and certain bank balances and cash.

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

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

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

## 5. 分部資料(續)

### (a) 分部業績、資產及負債(續)

除於聯營公司之權益、若干物業、廠房及設備、並非按主要投資及金融服務分部管理之若干貸款票據及按公平值於損益賬處理之若干金融資產(即可換股票據)、並非按資源投資分部管理之按公平值於損益賬處理之若干金融資產(即非上市股本投資及並非持作買賣組合之上市股本證券)、若干其他應收賬款以及若干銀行結餘及現金外,分部資產計入經營及可報告分部所有資產。

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

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

經營分部的會計政策與本集團的會計政策相同。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 5. SEGMENT INFORMATION (Continued)

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

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Group's executive directors for the purposes of resource allocation and assessment of segment performance for the years ended 30 June 2020 and 2019 is set out below.

## 5. 分部資料(續)

### (a) 分部業績、資產及負債(續)

以下載列按收益確認時間劃分之客戶合約收益分拆，連同截至二零二零年及二零一九年六月三十日止年度向本集團執行董事所提供(以作資源分配及評估分部表現)與本集團可報告分部相關之資料。

		Year ended 30 June 2020 截至二零二零年六月三十日止年度			
		Commodity business	Resource investment	Principal investment and financial services	Total
		商品業務 HK\$'000 千港元	資源投資 HK\$'000 千港元	主要投資及 金融服務 HK\$'000 千港元	合計 HK\$'000 千港元
<b>Segment revenue:</b>	<b>分部收益：</b>				
Disaggregated by timing of revenue recognition	按收益確認時間劃分				
- Point in time	- 於某一時間點	367,690	-	-	367,690
- Revenue from other sources:	- 其他來源之收益：	-	-	68,837	68,837
Interest income	利息收入				
Revenue from external customers	來自外部客戶之收益	367,690	-	68,837	436,527
Gross sales proceeds from resource investment	出售資源投資所得款項總額	-	977,887	-	977,887
<b>Segment results</b>	<b>分部業績</b>	<b>(5,912)</b>	<b>63,356</b>	<b>57,851</b>	<b>115,295</b>
Share of results of associates	分佔聯營公司業績				146,545
Impairment loss on interests in associates, net	於聯營公司之權益之減值虧損淨額				(549,614)
Loss arising from deemed disposal of partial interest in an associate	視作出售於一間聯營公司部份權益而產生之虧損				(1,679)
Loss arising from changes in fair value of certain financial assets at FVTPL, net	按公平值於損益賬處理之若干金融資產公平值變動而產生之虧損淨額				(104,141)
Other corporate income and gains	其他企業收入及收益				7,538
Central administrative expenses and other corporate losses	中央行政開支及其他企業虧損				(43,161)
Central finance costs	中央財務成本				(185)
Consolidated loss before taxation	綜合除稅前虧損				(429,402)
<b>Segment assets</b>	<b>分部資產</b>	<b>403,136</b>	<b>824,292</b>	<b>505,796</b>	<b>1,733,224</b>
Interests in associates	於聯營公司之權益				1,525,576
Unallocated head office and corporate assets	未分配總部及企業資產				
- Certain financial assets at FVTPL	- 按公平值於損益賬處理之若干金融資產				76,379
- Bank balances and cash	- 銀行結餘及現金				185,665
- Other unallocated corporate assets	- 其他未分配企業資產				5,787
Consolidated total assets	綜合資產總值				3,526,631

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

綜合財務報表附註(續)

截至二零二零年六月三十日止年度

5. SEGMENT INFORMATION (Continued)

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

		Year ended 30 June 2020 截至二零二零年六月三十日止年度			
		Commodity business	Resource investment	Principal investment and financial services	Total
		商品業務 HK\$'000 千港元	資源投資 HK\$'000 千港元	主要投資及 金融服務 HK\$'000 千港元	合計 HK\$'000 千港元
<b>Segment liabilities</b>	<b>分部負債</b>	<b>72,579</b>	<b>9,410</b>	<b>1,023</b>	<b>83,012</b>
Unallocated corporate liabilities	未分配企業負債				7,811
Consolidated total liabilities	綜合負債總額				90,823
<b>Other segment information</b>	<b>其他分部資料</b>				
Interest income (included in other income)	利息收入(計入其他收入)	1,457	7	-	1,464
Unallocated	未分配				3,672
					5,136
Dividend income from financial assets at FVTPL	按公平值於損益賬處理之金融資產之股息收入	-	15,630	-	15,630
Gain/(loss) arising from changes in fair value of financial assets mandatorily measured at FVTPL, net	強制性按公平值於損益賬處理之金融資產公平值變動而產生之收益/(虧損)淨額	-	53,731	-	53,731
Unallocated	未分配				(104,141)
					(50,410)
Impairment loss on loan receivables, net	應收貸款之減值虧損淨額	-	-	(4,048)	(4,048)
Gain arising from changes in fair value of provisional pricing arrangements in relation to trading of commodities, net	有關商品貿易臨時定價安排公平值變動而產生之收益淨額	21,298	-	-	21,298
Net foreign exchange loss	外匯虧損淨額	(5,241)	(1,271)	(12,175)	(18,687)
Unallocated	未分配				(9,110)
					(27,797)
Additions to non-current assets	非流動資產添置	-	-	-	-
Unallocated	未分配				2,794
					2,794
Depreciation	折舊	(1,074)	-	-	(1,074)
Unallocated	未分配				(3,253)
					(4,327)
Finance costs	融資成本	(55)	-	-	(55)
Unallocated	未分配				(185)
					(240)
Income tax (expenses)/credit	所得稅(開支)/抵免	(1)	-	2	1
Unallocated	未分配				-
					1

5. 分部資料(續)

(a) 分部業績、資產及負債(續)

Year ended 30 June 2020  
截至二零二零年六月三十日止年度

		Commodity business	Resource investment	Principal investment and financial services	Total
		商品業務 HK\$'000 千港元	資源投資 HK\$'000 千港元	主要投資及 金融服務 HK\$'000 千港元	合計 HK\$'000 千港元
<b>Segment liabilities</b>	<b>分部負債</b>	<b>72,579</b>	<b>9,410</b>	<b>1,023</b>	<b>83,012</b>
Unallocated corporate liabilities	未分配企業負債				7,811
Consolidated total liabilities	綜合負債總額				90,823
<b>Other segment information</b>	<b>其他分部資料</b>				
Interest income (included in other income)	利息收入(計入其他收入)	1,457	7	-	1,464
Unallocated	未分配				3,672
					5,136
Dividend income from financial assets at FVTPL	按公平值於損益賬處理之金融資產之股息收入	-	15,630	-	15,630
Gain/(loss) arising from changes in fair value of financial assets mandatorily measured at FVTPL, net	強制性按公平值於損益賬處理之金融資產公平值變動而產生之收益/(虧損)淨額	-	53,731	-	53,731
Unallocated	未分配				(104,141)
					(50,410)
Impairment loss on loan receivables, net	應收貸款之減值虧損淨額	-	-	(4,048)	(4,048)
Gain arising from changes in fair value of provisional pricing arrangements in relation to trading of commodities, net	有關商品貿易臨時定價安排公平值變動而產生之收益淨額	21,298	-	-	21,298
Net foreign exchange loss	外匯虧損淨額	(5,241)	(1,271)	(12,175)	(18,687)
Unallocated	未分配				(9,110)
					(27,797)
Additions to non-current assets	非流動資產添置	-	-	-	-
Unallocated	未分配				2,794
					2,794
Depreciation	折舊	(1,074)	-	-	(1,074)
Unallocated	未分配				(3,253)
					(4,327)
Finance costs	融資成本	(55)	-	-	(55)
Unallocated	未分配				(185)
					(240)
Income tax (expenses)/credit	所得稅(開支)/抵免	(1)	-	2	1
Unallocated	未分配				-
					1

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 5. SEGMENT INFORMATION (Continued)

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

## 5. 分部資料(續)

### (a) 分部業績、資產及負債(續)

		Year ended 30 June 2019 截至二零一九年六月三十日止年度			
		Commodity business	Resource investment	Principal investment and financial services	Total
		商品業務 HK\$'000 千港元	資源投資 HK\$'000 千港元	主要投資及 金融服務 HK\$'000 千港元	合計 HK\$'000 千港元
<b>Segment revenue:</b>	<b>分部收益：</b>				
Disaggregated by timing of revenue recognition	按收益確認時間劃分				
- Point in time	- 於某一時間點	51,099	-	-	51,099
- Revenue from other sources:	- 其他來源之收益：	-	-	58,128	58,128
Interest income	利息收入				
Revenue from external customers	來自外部客戶之收益	51,099	-	58,128	109,227
Gross sales proceeds from resource investment	出售資源投資所得款項總額	-	343,030	-	343,030
<b>Segment results</b>	<b>分部業績</b>	(3,808)	(86,646)	47,371	(43,083)
Share of results of associates	分佔聯營公司業績				273,750
Reversal of impairment loss on interests in associates, net	回撥於聯營公司之權益之減值虧損淨額				643,439
Loss arising from deemed disposal of partial interest in an associate	視作出售於一間聯營公司部份權益而產生之虧損				(3,762)
Loss arising from changes in fair value of certain financial assets at FVTPL, net	按公平值於損益賬處理之若干金融資產公平值變動而產生之虧損淨額				(229,936)
Other corporate income and gains	其他企業收入及收益				4,063
Central administrative expenses and other corporate losses	中央行政開支及其他企業虧損				(33,191)
Central finance costs	中央財務成本				(2,020)
Consolidated profit before taxation	綜合除稅前溢利				609,260
<b>Segment assets</b>	<b>分部資產</b>	541,765	477,278	422,619	1,441,662
Interests in associates	於聯營公司之權益				1,904,461
Unallocated head office and corporate assets	未分配總部及企業資產				
- Certain financial assets at FVTPL	- 按公平值於損益賬處理之若干金融資產				307,880
- Loan notes	- 貸款票據				31,360
- Bank balances and cash	- 銀行結餘及現金				339,505
- Other unallocated corporate assets	- 其他未分配企業資產				2,661
Consolidated total assets	綜合資產總值				4,027,529

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 30 June 2020

截至二零二零年六月三十日止年度

5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

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

(a) 分部業績、資產及負債(續)

		Year ended 30 June 2019 截至二零一九年六月三十日止年度			
		Commodity business	Resource investment	Principal investment and financial services	Total
		商品業務 HK\$'000 千港元	資源投資 HK\$'000 千港元	主要投資及 金融服務 HK\$'000 千港元	合計 HK\$'000 千港元
<b>Segment liabilities</b>	<b>分部負債</b>				
Unallocated corporate liabilities	未分配企業負債	6,675	609	231	7,515 5,527
Consolidated total liabilities	綜合負債總額				13,042
<b>Other segment information</b>	<b>其他分部資料</b>				
Interest income (included in other income)	利息收入(計入其他收入)	2,986	9	1	2,996
Unallocated	未分配				3,944
					6,940
Dividend income from financial assets at FVTPL	按公平值於損益賬處理之金融資產之股息收入	-	9,132	-	9,132
(Loss)/gain arising from changes in fair value of financial assets mandatorily measured at FVTPL, net	強制性按公平值於損益賬處理之金融資產公平值變動而產生之(虧損)/收益淨額	-	(89,953)	533	(89,420)
Unallocated	未分配				(229,936)
					(319,356)
Reversal of impairment loss on loan receivables, net	回撥應收貸款之減值虧損淨額	-	-	602	602
Gain arising from changes in fair value of provisional pricing arrangements in relation to trading of commodities, net	有關商品貿易臨時定價安排公平值變動而產生之收益淨額	4,054	-	-	4,054
Net foreign exchange loss	外匯虧損淨額	(5,422)	(4,365)	(11,561)	(21,348)
Unallocated	未分配				(1,440)
					(22,788)
Additions to non-current assets	非流動資產添置	-	-	-	-
Unallocated	未分配				917
					917
Depreciation	折舊	-	-	-	-
Unallocated	未分配				(316)
					(316)
Finance costs	融資成本	-	-	-	-
Unallocated	未分配				(2,020)
					(2,020)
Income tax expense	所得稅開支	-	-	-	-
Unallocated	未分配				(828)
					(828)

There are no inter-segment revenue during the years ended 30 June 2020 and 2019.

截至二零二零年及二零一九年六月三十日止年度並無分部間收益。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 5. SEGMENT INFORMATION (Continued)

#### (b) Geographical information

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

### 5. 分部資料(續)

#### (b) 地區資料

下文為(i)本集團來自外部客戶之收益及(ii)本集團物業、廠房及設備及於聯營公司之權益按地理位置的分析。客戶的地理位置乃基於貨品運送的所在地；本集團來自主要投資及金融服務相關應收貸款之利息收入乃按提供貸款融資所在地分析；及本集團來自主要投資及金融服務相關貸款票據之利息收入乃按本集團管理該等投資所在地分析。非流動資產(不包括金融資產及遞延稅項資產)之資料乃根據資產所在地(物業、廠房及設備所在地及聯營公司註冊成立/上市地點)呈列。

		Revenue from external customers 來自外部客戶之收益		Non-current assets 非流動資產	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Hong Kong (place of domicile)	香港(註冊所在地)	16,023	11,916	4,339	1,338
The PRC	中國	385,726	70,378	40,772	39,719
Australia	澳洲	2,850	2,016	1,486,118	1,864,772
Southeast Asia region	東南亞地區	31,928	24,917	-	-
		<b>436,527</b>	109,227	<b>1,531,229</b>	1,905,829



**5. SEGMENT INFORMATION (Continued)**

**(c) Information about major customers**

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

		<b>2020</b>	2019
		<b>二零二零年</b>	二零一九年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Commodity business	商品業務		
Customer A	客戶甲	<b>194,469</b>	50,839
Customer B	客戶乙	<b>70,104</b>	–
Customer C	客戶丙	<b>54,620</b>	–
Principal investment and financial services	主要投資及金融服務		
Customer D	客戶丁	<b>N/A*</b>	24,917
Customer E	客戶戊	<b>N/A*</b>	14,967

\* The corresponding revenue did not contribute 10% or more of the Group's total revenue during the corresponding year.

**5. 分部資料(續)**

**(c) 主要客戶之資料**

為本集團收益貢獻10%或以上之客戶如下：

		<b>2020</b>	2019
		<b>二零二零年</b>	二零一九年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Commodity business	商品業務		
Customer A	客戶甲	<b>194,469</b>	50,839
Customer B	客戶乙	<b>70,104</b>	–
Customer C	客戶丙	<b>54,620</b>	–
Principal investment and financial services	主要投資及金融服務		
Customer D	客戶丁	<b>N/A*</b>	24,917
Customer E	客戶戊	<b>N/A*</b>	14,967

\* 相關收益並無為本集團於相關年度的總收益貢獻10%或以上。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 6. REVENUE

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

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15	在香港財務報告準則第15號範圍內之客戶合約收益		
Trading of goods	商品貿易		
– Commodities (Iron ore)	– 商品(鐵礦石)	367,690	51,099
Revenue from other sources	其他來源的收益		
Interest income under effective interest method	以實際利率法計算的利息收入		
– Loan receivables	– 應收貸款	68,385	56,011
– Loan notes	– 貸款票據	452	911
– Convertible notes	– 可換股票據	–	1,206
		68,837	58,128
Total revenue	收益總額	436,527	109,227

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

- (b) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

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

- (a) 按主要產品或服務類別劃分之客戶合約收益分拆如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
--	----------------------------------	----------------------------------

按收入確認時間及按區域市場劃分之來自客戶合約之收入分別於附註5(a)及5(b)披露。

- (b) 於報告日期存續之客戶合約所產生而預期日後確認之收益

香港財務報告準則第15號範圍內所有客戶銷售合約之期限均為一年或以下。如香港財務報告準則第15號所允許，就餘下未達成履約責任分配至該等合約之交易價格並未披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 7. OTHER GAINS AND LOSSES

## 7. 其他收益及虧損

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Gain/(loss) arising from changes in fair value of financial assets mandatorily measured at FVTPL, net:	強制性按公平值於損益賬處理之金融資產公平值變動而產生之收益／(虧損)淨額：		
– listed equity securities held-for-trading	– 持作買賣之上市股本證券	42,317	(89,953)
– listed equity securities not held within the trading portfolios	– 並非持作買賣組合之上市股本證券	(87,419)	(214,912)
– convertible notes	– 可換股票據	(2,283)	(999)
– unlisted equity investments	– 非上市股本投資	(14,439)	(13,492)
– derivative financial instruments	– 衍生金融工具	11,414	–
– warrants	– 認股權證		
(Impairment loss)/reversal of impairment loss on loan receivables, net	應收貸款之(減值虧損)／回撥減值虧損淨額	(4,048)	602
Loss arising from deemed disposal of partial interest in an associate	視作出售於一間聯營公司部份權益而產生之虧損	(1,679)	(3,762)
Gain/(loss) arising from changes in fair value of provisional pricing arrangements in relation to trading of commodities:	有關商品貿易臨時定價安排公平值變動而產生之收益／(虧損)：		
– fair value gain/ (loss) on trade receivables designated at FVTPL	– 指定按公平值於損益賬處理之貿易應收賬款之公平值收益／(虧損)	1,749	(652)
– fair value gain on trade payables designated at FVTPL	– 指定按公平值於損益賬處理之貿易應付賬款之公平值收益	19,549	4,706
Gain arising from modification of loan receivables	調整應收貸款而產生之收益	5,934	–
Net foreign exchange loss	外匯虧損淨額	(27,797)	(22,788)
Others	其他	18	–
		<b>(56,684)</b>	<b>(341,250)</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 8. OTHER INCOME

### 8. 其他收入

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest income on financial assets measured at amortised cost:	按攤銷成本計量之金融資產之利息收入：		
– bank deposits	– 銀行存款	3,478	4,308
– loan notes	– 貸款票據	558	1,490
		4,036	5,798
Interest income from convertible notes	可換股票據之利息收入	1,100	1,142
Interest income	利息收入	5,136	6,940
Dividend income from financial assets at FVTPL:	按公平值於損益賬處理之金融資產之股息收入：		
– listed equity securities held-for-trading	– 持作買賣之上市股本證券	15,630	9,132
Others	其他	4,969	731
		<b>25,735</b>	<b>16,803</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 9. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation is arrived at after charging/(crediting) the following:

## 9. 除稅前(虧損)/溢利

除稅前(虧損)/溢利經扣除/(計入)下列各項:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>(a) Finance costs:</b>	<b>(a) 融資成本:</b>		
Interest on lease liabilities (Note 22(b))	租賃負債利息 (附註22(b))	240	-
Interest on other borrowings (Note 22(b))	其他借貸利息 (附註22(b))	-	1,174
Interest on a bank borrowing (Note 22(b))	銀行借貸利息 (附註22(b))	-	846
		<b>240</b>	<b>2,020</b>
Total interest expense on financial liabilities not at fair value through profit or loss	並非按公平值於損益賬處理之金融負債之利息開支總額		
<b>(b) Staff costs (including directors' emoluments):</b>	<b>(b) 員工成本 (包括董事酬金):</b>		
Salaries and allowance	薪金及津貼	19,781	18,953
Director's quarter recognised as lease expense (note (iii))	確認為租賃開支的董事宿舍(附註(iii))	-	1,080
Contributions to defined contribution retirement plans	界定供款退休計劃供款	317	312
		<b>20,098</b>	<b>20,345</b>
<b>(c) Other items:</b>	<b>(c) 其他項目:</b>		
Cost of goods recognised as an expenses (note (i))	確認為開支之商品成本(附註(i))	384,605	51,818
Auditors' remuneration – audit services	核數師酬金 – 核數服務	750	940
– non-audit services	– 非核數服務	307	661
Depreciation charges (Note 15)	折舊支出(附註15)		
– owned property, plant and equipment	– 自有物業、廠房及設備	419	316
– right-of-use assets (note (iii))	– 使用權資產(附註(iii))	3,908	-
Total minimum lease payments for lease previously classified as operating leases under HKAS 17 (notes (ii) and (iii))	先前根據香港會計準則第17號分類為經營租賃之租賃最低租賃付款總額(附註(ii)及(iii))	-	3,422
Short-term lease expense	短期租賃開支	89	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 9. (LOSS)/PROFIT BEFORE TAXATION (Continued)

Notes:

- (i) The amount for the year ended 30 June 2020 includes write down of inventories of HK\$5,833,000 (2019: HK\$3,147,000).
- (ii) Staff costs included HK\$nil (2019: HK\$1,080,000), being lease payments for leasing a property as director's quarter for Mr. Andrew Ferguson, an executive director of the Company. During the year ended 30 June 2020, with the application of HKFRS 16, the lease of the director's quarter was recognised as right-of-use asset and lease liability upon the initial application of HKFRS 16 on 1 July 2019. For the year ended 30 June 2019, the amount was included in the total amount of operating lease charges as disclosed above.
- (iii) The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 July 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under HKAS 17. After initial recognition of right-of-use assets at 1 July 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated, see Note 4.

### 9. 除稅前(虧損)/溢利(續)

附註：

- (i) 截至二零二零年六月三十日止年度之金額包括存貨撇減5,833,000港元(二零一九年：3,147,000港元)。
- (ii) 員工成本包括零港元(二零一九年：1,080,000港元)，即為本公司執行董事 Andrew Ferguson 先生租賃物業作為董事宿舍的租賃付款。於截至二零二零年六月三十日止年度，由於應用香港財務報告準則第16號，董事宿舍的租賃已於二零一九年七月一日初步應用香港財務報告準則第16號後確認為使用權資產及租賃負債。於截至二零一九年六月三十日止年度，該金額乃計入上文所披露的經營租賃開支總額。
- (iii) 本集團已採用經修訂追溯法首次應用香港財務報告準則第16號，並調整於二零一九年七月一日的年初結餘，以確認與先前根據香港會計準則第17號分類為經營租賃的租賃相關的使用權資產。於二零一九年七月一日初次確認使用權資產後，本集團(作為承租人)須確認使用權資產的折舊，而非過往以直線基準法確認租期內經營租賃產生的租賃費用。按此方法，比較資料不予重列。見附註4。

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

#### (a) Amounts recognised in profit or loss:

	即期稅項		
Current tax	即期稅項		
– Hong Kong Profits Tax for the year (note (i))	– 一年內香港利得稅 (附註(i))	644	231
– PRC Enterprise Income Tax (“EIT”) for the year (note (iii))	– 一年內中國企業所得稅 (「企業所得稅」) (附註(ii))	–	597
– Under-provision of EIT for the prior year	– 過往年度之企業所得稅撥備不足	1	–
Deferred tax	遞延稅項		
– Origination and reversal of temporary differences (Note 25(a))	– 暫時差額之產生及回撥(附註25(a))	(646)	–
Income tax (credit)/expense	所得稅(抵免)/開支	(1)	828

### 10. 所得稅(抵免)/開支

#### (a) 於損益賬確認之金額：

2020	2019
二零二零年	二零一九年
HK\$'000	HK\$'000
千港元	千港元

Current tax	即期稅項		
– Hong Kong Profits Tax for the year (note (i))	– 一年內香港利得稅 (附註(i))	644	231
– PRC Enterprise Income Tax (“EIT”) for the year (note (iii))	– 一年內中國企業所得稅 (「企業所得稅」) (附註(ii))	–	597
– Under-provision of EIT for the prior year	– 過往年度之企業所得稅撥備不足	1	–
Deferred tax	遞延稅項		
– Origination and reversal of temporary differences (Note 25(a))	– 暫時差額之產生及回撥(附註25(a))	(646)	–
Income tax (credit)/expense	所得稅(抵免)/開支	(1)	828

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

### (a) Amounts recognised in profit or loss: (Continued)

Notes:

- (i) The provision for Hong Kong Profits Tax for 2020 and 2019 were calculated at 16.5% of the estimated assessable profits for the year.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime (the “**Two-tiered Profits Tax Rate Regime**”). The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

Under the Two-tiered Profits Tax Rate Regime, the first HK\$2 million of the assessable profits of the qualifying group entity is taxed at 8.25% and the assessable profits above HK\$2 million is taxed at 16.5%. The profits of group entities not qualifying for the Two-tiered Profits Tax Rate Regime continue to be taxed at a flat rate of 16.5%.

- (ii) The Group’s subsidiaries established in China is subject to the PRC EIT at 25% (2019: 25%).
- (iii) The Group is not subject to any taxation under the jurisdiction of Bermuda and the British Virgin Islands for the years ended 30 June 2020 and 2019.

## 10. 所得稅(抵免)/開支(續)

### (a) 於損益賬確認之金額：(續)

附註：

- (i) 二零二零年及二零一九年的香港利得稅乃按年內估計應課稅利潤以稅率16.5%計提撥備。

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「**條例草案**」)，其引入利得稅兩級制(「**利得稅兩級制**」)。該條例草案於二零一八年三月二十八日獲簽署成為法律且於翌日在憲報刊登。

根據利得稅兩級制，合資格集團實體的首筆2百萬港元應課稅利潤以8.25%的稅率徵稅，而超過2百萬港元之應課稅利潤以16.5%的稅率徵稅。不符合利得稅兩級制資格的集團實體的溢利繼續按16.5%的統一稅率徵稅。

- (ii) 本集團於中國成立的附屬公司須按25%的稅率繳納中國企業所得稅(二零一九年：25%)。
- (iii) 本集團於截至二零二零年及二零一九年六月三十日止年度毋須繳納百慕達及英屬處女群島司法轄區的任何稅項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

綜合財務報表附註(續)

截至二零二零年六月三十日止年度

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

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

10. 所得稅(抵免)/開支(續)

(b) 稅項(抵免)/開支與會計(虧損)/溢利之間按適用稅率之對賬:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(429,402)</b>	609,260
Notional tax on (loss)/profit before taxation, calculated at Hong Kong Profits tax rate of 16.5%	按16.5%的香港利得稅稅率計算之除稅前(虧損)/溢利之名義稅項	<b>(70,851)</b>	100,528
Effect of different tax rates arising from other tax jurisdictions	其他稅務司法權區所產生不同稅率之影響	<b>(124)</b>	-
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	<b>107,840</b>	60,513
Tax effect of non-taxable income	毋須課稅收入之稅務影響	<b>(17,438)</b>	(117,825)
Tax effect of share of results of associates	分佔聯營公司業績之稅務影響	<b>(24,180)</b>	(45,169)
Statutory tax concession	法定稅項減免	<b>(165)</b>	(165)
Tax effect of tax losses/deductible temporary differences not recognised	並無確認之稅項虧損/可扣除暫時性差異之稅務影響	<b>4,855</b>	3,058
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	-	(140)
Under-provision in prior years	過往年度撥備不足	<b>1</b>	-
Others	其他	<b>61</b>	28
Income tax (credit)/expense for the year	年內所得稅(抵免)/開支	<b>(1)</b>	828



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 11. DIRECTORS' EMOLUMENTS

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

Year ended 30 June 2020

## 11. 董事酬金

根據香港《公司條例》第383(1)條及《公司(披露董事利益資料)規例》第2部披露之董事酬金如下：

截至二零二零年六月三十日止年度

		Salaries, allowances and other benefits	Discretionary bonus	Retirement benefit schemes	Total
	Fee	benefits	bonus	contributions	
	袍金	薪金、津貼及其他福利	酌情花紅	退休福利計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Executive directors:	執行董事：				
Mr. Andrew Ferguson (note (a))	Andrew Ferguson先生 (附註(a))	-	4,769	18	4,787
Mr. Brett Robert Smith	Brett Robert Smith先生	-	1,380	126	1,506
Non-executive directors:	非執行董事：				
Mr. Lee Seng Hui	李成輝先生	127	-	-	127
Ms. Lam Lin Chu (note (b))	林蓮珠女士(附註(b))	14	-	-	14
Mr. So Kwok Hoo (note (c))	蘇國豪先生(附註(c))	113	-	-	113
Mr. Arthur George Dew (note (d))	Arthur George Dew先生 (附註(d))	-	301	401	702
Mr. Wong Tai Chun, Mark, alternate director of Mr. Arthur George Dew (note (d))	王大鈞先生 (Arthur George Dew先生 之替任董事)(附註(d))	-	146	156	309
Independent non-executive directors:	獨立非執行董事：				
Dr. Wong Wing Kuen, Albert	王永權博士	201	-	-	201
Mr. Chang Chu Fai, Johnson Francis	鄭鑄輝先生	201	-	-	201
Mr. Wang Hongqian (note (e))	王宏前先生(附註(e))	201	-	-	201
Mr. Robert Moyse Willcocks (note (f))	Robert Moyse Willcocks先生 (附註(f))	80	-	-	80
		937	6,596	557	8,241

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 11. DIRECTORS' EMOLUMENTS (Continued)

Year ended 30 June 2019

		Fee	Salaries, allowances and other benefits	Discretionary bonus	Retirement benefit schemes contributions	Total
		袍金	薪金、津貼及其他福利	酌情花紅	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Executive directors:	執行董事：					
Mr. Andrew Ferguson (note (a))	Andrew Ferguson先生 (附註(a))	-	4,586	602	18	5,206
Mr. Brett Robert Smith	Brett Robert Smith先生	-	1,348	1,500	122	2,970
Non-executive directors:	非執行董事：					
Mr. Lee Seng Hui	李成輝先生	121	-	-	-	121
Mr. So Kwok Hoo (note (c))	蘇國豪先生(附註(c))	121	-	-	-	121
Mr. Arthur George Dew (note (d))	Arthur George Dew先生 (附註(d))	-	292	387	-	679
Mr. Wong Tai Chun, Mark, alternate director of Mr. Arthur George Dew (note (d))	王大鈞先生 (Arthur George Dew先生 之替任董事)(附註(d))	-	142	126	7	275
Independent non-executive directors:	獨立非執行董事：					
Dr. Wong Wing Kuen, Albert	王永權博士	191	-	-	-	191
Mr. Chang Chu Fai, Johnson Francis	鄭鑄輝先生	191	-	-	-	191
Mr. Robert Moyses Willcocks (note (f))	Robert Moyses Willcocks先生 (附註(f))	191	-	-	-	191
Mr. Wang Hongqian (note (e))	王宏前先生(附註(e))	21	-	-	-	21
		836	6,368	2,615	147	9,966

### 11. 董事酬金(續)

截至二零一九年六月三十日止年度

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 11. DIRECTORS' EMOLUMENTS (Continued)

Notes:

- (a) Mr. Andrew Ferguson is also the chief executive officer of the Company and his emoluments disclosed above include those for services rendered by him as a chief executive officer.

Included in salaries, allowances and other benefit, there is payment of HK\$1,279,000 (2019: HK\$1,080,000) being the payment made by the Group for Mr. Andrew Ferguson's use as the director's quarter which the Group is the lessee for the year ended 30 June 2020 and 2019. Of the payment of HK\$1,279,000 (2019: HK\$1,080,000), HK\$nil (2019: HK\$1,080,000) is charged to profit or loss as lease expenses, and HK\$1,279,000 (2019: HK\$nil) represent the repayment of capital and interest for capitalised lease payments payable under tenancy agreement during the year ended 30 June 2020 with the application of HKFRS 16.

- (b) Ms. Lam Lin Chu was appointed as a non-executive director of the Company on 21 May 2020.
- (c) Mr. So Kwok Hoo resigned as a non-executive director of the Company on 21 May 2020.
- (d) These directors of the Company received certain remuneration from the parent company of the substantial shareholder of the Company which provided management services to the Group and charged the Group a management service fee for services provided by these directors as well as other management personnel who are not the directors of the Company. Details of these management services and the related expenses are set out in Note 33. The amounts disclosed above represented the emoluments paid or payable to these directors by the parent company of the substantial shareholder of the Company which is included in the amounts disclosed in Note 33(b).
- (e) Mr. Wang Hongqian was appointed as an independent non-executive director of the Company on 24 May 2019.
- (f) Mr. Robert Moyse Willcocks retired as an independent non-executive director of the Company on 22 November 2019.

The executive directors' emoluments shown above are mainly for their services in connection with the management of the affairs of the Company and of the Group.

The non-executive directors' and independent non-executive directors' emoluments shown above are mainly for their services as directors of the Company.

The bonus was determined in accordance with the performance of the Group and of the individual.

There was no arrangement under which directors and chief executive of the Company have waived or agreed to waive any emoluments during the years ended 30 June 2020 and 2019.

No emoluments were paid by the Group to any of the directors of the Company or the five highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office during the years ended 30 June 2020 and 2019.

## 11. 董事酬金(續)

附註:

- (a) Andrew Ferguson先生亦為本公司之行政總裁，上述所披露之酬金包括彼擔任行政總裁提供服務之酬金。

薪金、津貼及其他福利包括付款1,279,000港元(二零一九年:1,080,000港元)，為本集團讓Andrew Ferguson先生作為董事之宿舍使用而支付的款項，本集團於截至二零二零年及二零一九年六月三十日止年度為承租人。付款1,279,000港元(二零一九年:1,080,000港元)中，零港元(二零一九年:1,080,000港元)於損益扣除作為租賃開支，而1,279,000港元(二零一九年:零港元)為應用香港財務報告準則第16號後於截至二零二零年六月三十日止年度償還根據租賃協議應付的資本化租賃付款資金及利息。

- (b) 林蓮珠女士於二零二零年五月二十一日獲委任為本公司非執行董事。
- (c) 蘇國豪先生於二零二零年五月二十一日辭任本公司非執行董事。
- (d) 該等本公司董事向本公司主要股東(其向本集團提供管理服務)之母公司收取若干薪酬，該母公司就該等董事以及並非本公司董事之其他管理人員所提供之服務向本集團收取管理服務費。有關該等管理服務及相關費用的詳情載於附註33。上文披露的金額僅指本公司主要股東之母公司已付或應付該等董事的酬金(計入附註33(b)披露的金額內)。
- (e) 王宏前先生於二零一九年五月二十四日獲委任為本公司獨立非執行董事。
- (f) Robert Moyse Willcocks先生於二零一九年十一月二十二日退任本公司獨立非執行董事。

上文所示執行董事之酬金主要就彼等所提供與管理本公司及本集團事務有關之服務而支付。

上文所示非執行董事及獨立非執行董事之酬金主要就彼等擔任本公司董事之職務而支付。

花紅乃根據本集團表現及個人表現釐定。

於截至二零二零年及二零一九年六月三十日止年度，本公司概無任何董事及最高行政人員放棄或同意放棄任何酬金之安排。

於截至二零二零年及二零一九年六月三十日止年度，本集團並無向任何本公司董事或本集團五名最高薪人士支付任何酬金，作為吸引其加入或將加入本集團時之獎勵，或作為離職賠償。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 12. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (2019: two) are directors of the Company whose emoluments are disclosed in Note 11. The aggregate of the emoluments in respect of the other three (2019: three) individuals were as follows:

		<b>2020</b> 二零二零年 <b>HK\$'000</b> 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, allowances and other benefits	薪金、津貼及其他福利	<b>5,577</b>	5,468
Discretionary bonus	酌情花紅	<b>4,505</b>	1,904
Retirement benefits schemes contributions	退休福利計劃供款	<b>54</b>	54
		<b>10,136</b>	7,426

The emoluments of the three (2019: three) individuals with the highest emoluments are within the following bands:

		<b>2020</b> 二零二零年 <b>Number of individuals</b> 僱員人數	2019 二零一九年 Number of individuals 僱員人數
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	<b>1</b>	2
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	<b>1</b>	-
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	<b>-</b>	1
HK\$6,000,001 to HK\$6,500,000	6,000,001港元至6,500,000港元	<b>1</b>	-
		<b>3</b>	3

### 12. 最高酬金人士

本集團最高酬金之五名人士中，兩名(二零一九年：兩名)為本公司董事，其酬金已披露於附註11。有關餘下三名(二零一九年：三名)人士之酬金總額載列如下：

	<b>2020</b> 二零二零年 <b>HK\$'000</b> 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, allowances and other benefits	<b>5,577</b>	5,468
Discretionary bonus	<b>4,505</b>	1,904
Retirement benefits schemes contributions	<b>54</b>	54
	<b>10,136</b>	7,426

最高酬金之三名(二零一九年：三名)人士的酬金介乎以下範圍：

		<b>2020</b> 二零二零年 <b>Number of individuals</b> 僱員人數	2019 二零一九年 Number of individuals 僱員人數
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	<b>1</b>	2
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	<b>1</b>	-
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	<b>-</b>	1
HK\$6,000,001 to HK\$6,500,000	6,000,001港元至6,500,000港元	<b>1</b>	-
		<b>3</b>	3

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 13. DIVIDENDS

Dividends recognised as distribution to owners of the Company during the year:

2019 interim dividend declared – HK10 cents (2019: 2018 interim dividend declared – HK6 cents with a scrip dividend option)	已宣派二零一九年中期股息 – 10港仙(二零一九年：已宣派二零一八年中期股息 – 6港仙，可選擇以股代息)
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During the year ended 30 June 2020, an interim dividend of HK10 cents (2019: HK6 cents) per ordinary share, in an aggregate amount of HK\$121,890,000 (2019: HK\$47,717,000), was declared in respect of the year ended 30 June 2019 (2019: year ended 30 June 2018) and an amount of HK\$121,890,000 is paid or payable in cash (2019: an amount of HK\$28,072,000 was selected to be settled by cash and the remaining amount of HK\$19,645,000 was selected to be settled by the issue of 17,318,628 new ordinary shares of the Company).

Subsequent to the end of the reporting period, the directors of the Company declared an interim dividend of HK10 cents per ordinary share (in lieu of a final dividend) for the year ended 30 June 2020 (2019: interim dividend (in lieu of a final dividend) of HK10 cents).

### 13. 股息

年內確認為向本公司擁有人分派的股息：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
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121,890	47,717
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截至二零二零年六月三十日止年度，本公司已就截至二零一九年六月三十日止年度(二零一九年：截至二零一八年六月三十日止年度)宣派中期股息每股普通股10港仙(二零一九年：6港仙)，總額為121,890,000港元(二零一九年：47,717,000港元)，而金額121,890,000港元以現金支付或應付(二零一九年：金額28,072,000港元選擇以現金結付，而餘額19,645,000港元選擇透過發行17,318,628股本公司新普通股結付)。

於報告期末後，本公司董事已就截至二零二零年六月三十日止年度宣派中期股息每股普通股10港仙(代替末期股息)(二零一九年：中期股息(代替末期股息)10港仙)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

### 14. (LOSS)/EARNINGS PER SHARE

#### (a) Basic (loss)/earnings per share

The calculation of the basic (loss)/earnings per share is based on the loss attributable to the owners of the Company of HK\$429,401,000 (2019: profit of HK\$608,432,000) and the weighted average number of 1,218,893,914 (2019: 894,232,466) ordinary shares in issue during the year.

#### (b) Diluted (loss)/earnings per share

There were no dilutive potential ordinary shares in issue during the years ended 30 June 2020 and 2019. The diluted (loss)/earnings per share is the same as the basic (loss)/earnings per share for the year ended 30 June 2020 and 2019.

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 14. 每股(虧損)/盈利

#### (a) 每股基本(虧損)/盈利

每股基本(虧損)/盈利乃根據年內本公司擁有人應佔虧損429,401,000港元(二零一九年:溢利608,432,000港元)及已發行普通股之加權平均數1,218,893,914股(二零一九年:894,232,466股)計算。

#### (b) 每股攤薄(虧損)/盈利

於截至二零二零年及二零一九年六月三十日止年度概無已發行攤薄潛在普通股。截至二零二零年及二零一九年六月三十日止年度,每股攤薄(虧損)/盈利與每股基本(虧損)/盈利相同。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 30 June 2020

截至二零二零年六月三十日止年度

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Right-of-use assets 使用權資產 HK\$'000 千港元	Leasehold improvements, furniture and fixtures 租賃物業裝修、傢具及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Computers 電腦 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>						
At 1 July 2018	於二零一八年七月一日	-	3,339	116	1,436	1,789	6,680
Additions	添置	-	-	10	907	-	917
At 30 June 2019	於二零一九年六月三十日	-	3,339	126	2,343	1,789	7,597
Impact on initial application of HKFRS 16 (Note (j))	首次應用香港財務報告準則第16號的影響(附註(j))	4,863	-	-	-	-	4,863
At 1 July 2019	於二零一九年七月一日	4,863	3,339	126	2,343	1,789	12,460
Additions	添置	2,608	-	-	186	-	2,794
Lease modification	租賃修訂	957	-	-	-	-	957
Exchange adjustments	匯兌調整	(12)	-	-	-	-	(12)
At 30 June 2020	於二零二零年六月三十日	8,416	3,339	126	2,529	1,789	16,199
<b>Accumulated depreciation</b>	<b>累計折舊</b>						
At 1 July 2018	於二零一八年七月一日	-	2,723	104	1,326	1,760	5,913
Charge for the year	年內支出	-	222	3	89	2	316
At 30 June 2019 and 1 July 2019	於二零一九年六月三十日及二零一九年七月一日	-	2,945	107	1,415	1,762	6,229
Charge for the year	年內支出	3,908	182	4	233	-	4,327
Exchange adjustments	匯兌調整	(10)	-	-	-	-	(10)
At 30 June 2020	於二零二零年六月三十日	3,898	3,127	111	1,648	1,762	10,546
<b>Carrying amounts</b>	<b>賬面值</b>						
At 30 June 2020	於二零二零年六月三十日	4,518	212	15	881	27	5,653
At 30 June 2019	於二零一九年六月三十日	-	394	19	928	27	1,368

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

### Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

		<b>30 June 2020</b>	1 July 2019
		二零二零年 六月三十日	二零一九年 七月一日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Properties leased for own use, carried at depreciated cost (note (ii))	按折舊成本列賬的自用租賃物業(附註(ii))	<b>4,331</b>	4,604
Equipment leased for own use, carried at depreciated cost (note (iii))	按折舊成本列賬的自用租賃設備(附註(iii))	<b>187</b>	259
		<b>4,518</b>	4,863

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

		<b>30 June 2020</b>	1 July 2019
		二零二零年 六月三十日	二零一九年 七月一日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元 (note (i)) (附註(i))
Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產類別劃分的使用權資產折舊費用：		
– Properties leased for own use	– 自用租賃物業	<b>3,827</b>	–
– Equipment	– 設備	<b>81</b>	–
		<b>3,908</b>	–
Interest on lease liabilities (Note 9(a))	租賃負債利息(附註9(a))	<b>240</b>	–
Expense relating to short-term leases and other leases with remaining lease term ending on or before 30 June 2020	剩餘租期於二零二零年六月三十日或之前完結之短期租賃及其他租賃相關支出	<b>89</b>	–
Total minimum lease payments for leases previously classified as operating leases under HKAS 17	先前根據香港會計準則第17號分類為經營租賃的租賃的最低租賃付款總額	–	3,422

## 15. 物業、廠房及設備(續)

### 使用權資產

按相關資產類別劃分的使用權資產賬面淨值分析如下：

	<b>30 June 2020</b>	1 July 2019
	二零二零年 六月三十日	二零一九年 七月一日
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
Properties leased for own use, carried at depreciated cost (note (ii))	<b>4,331</b>	4,604
Equipment leased for own use, carried at depreciated cost (note (iii))	<b>187</b>	259
	<b>4,518</b>	4,863

於損益確認的與租賃有關的支出項目分析如下：

	<b>30 June 2020</b>	1 July 2019
	二零二零年 六月三十日	二零一九年 七月一日
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元 (note (i)) (附註(i))
Depreciation charge of right-of-use assets by class of underlying asset:		
– Properties leased for own use	<b>3,827</b>	–
– Equipment	<b>81</b>	–
	<b>3,908</b>	–
Interest on lease liabilities (Note 9(a))	<b>240</b>	–
Expense relating to short-term leases and other leases with remaining lease term ending on or before 30 June 2020	<b>89</b>	–
Total minimum lease payments for leases previously classified as operating leases under HKAS 17	–	3,422



15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Right-of-use assets (Continued)

Notes:

- (i) The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 July 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under HKAS 17. After initial recognition of right-of-use assets at 1 July 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated. See Note 4.

- (ii) Properties leased for own use

The Group has obtained the right to use properties as its offices and staff quarters through tenancy agreements. The leases typically run for an initial period of 2 years.

Some leases include an option to renew the lease for an additional period after the end of the contract term. Where practicable, the Group seeks to include such extension options exercisable by the Group to provide operational flexibility. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. If the Group is not reasonably certain to exercise the extension options, the future lease payments during the extension periods are not included in the measurement of lease liabilities.

- (iii) Other leases

The Group leases office equipment under leases expiring in 5 years. Some leases include an option to renew the lease when all terms are renegotiated, while some include an option to purchase the leased equipment at the end of the lease term at a price deemed to be a bargain purchase option. None of the leases includes variable lease payments.

During the year, additions to right-of-use assets were HK\$2,608,000, which is related to the capitalised lease payments payable under new tenancy agreements.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in Note 24.

As at 30 June 2020, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

15. 物業、廠房及設備(續)

使用權資產(續)

附註：

- (i) 本集團已採用經修訂追溯法首次應用香港財務報告準則第16號，並調整於二零一九年七月一日的年初結餘，以確認與先前根據香港會計準則第17號分類為經營租賃的租賃相關的使用權資產。於二零一九年七月一日初次確認使用權資產後，本集團(作為承租人)須確認使用權資產的折舊，而非過往以直線法確認租期內經營租賃下所產生租賃費用的政策。按此方法，比較資料不予重列。見附註4。

- (ii) 自用租賃物業

本集團根據租賃協議取得將物業用作其辦事處及員工宿舍的權利。該等租賃的初始租期通常為兩年。

若干租賃包括合約屆滿後將租賃重續額外期間的選擇權。倘實際可行，本集團尋求加入本集團可行使的有關續期選擇權，以提供營運靈活度。本集團於租賃開始日期評估其是否可合理確定將行使續期選擇權。倘本集團無法合理確定將行使續期選擇權，則延長期內的未來租賃付款不計入租賃負債的計量。

- (iii) 其他租賃

本集團根據於五年內屆滿的租約租賃辦公室設備。若干租約包括續期時可重新磋商所有條款的選擇權，而另一些租約包括於租期屆滿時按視作議價購買選擇權的作價購買租賃設備的選擇權。該等租約概不包括可變租賃付款。

年內，使用權資產添置為2,608,000港元，與根據新租賃協議應付的資本化租賃付款有關。

有關租賃的總現金流出以及租賃負債到期日的分析的詳情載於附註24。

於二零二零年六月三十日，短期租賃組合類似上文所披露的短期租賃開支所涉及的短期租賃組合。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 16. INTERESTS IN ASSOCIATES

## 16. 於聯營公司之權益

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interests in associates before impairment (note (i))	於聯營公司之權益 (減值前)(附註(i))	2,105,590	1,934,861
Impairment losses recognised (note (ii))	已確認減值虧損(附註(ii))	(580,014)	(30,400)
		<b>1,525,576</b>	1,904,461
Fair value of listed investments	上市投資之公平值	<b>1,500,361</b>	1,864,772

Notes:

附註：

- (i) The balance includes cost of interests in associates, after adjustment for sharing of the post-acquisition results and other comprehensive income of associates, dividend received and exchange differences.
- (ii) The movement of the impairment losses recognised is as below:

- (i) 結餘包括於聯營公司之權益成本、調整後的分佔聯營公司收購後業績及其他全面收益、已收取股息及匯兌差額。
- (ii) 已確認減值虧損變動如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At beginning of the year	於年初	(30,400)	(673,839)
Impairment loss recognised	已確認減值虧損	(580,014)	(12,951)
Reversal of impairment loss	回撥減值虧損	30,400	656,390
At end of the year	於年末	<b>(580,014)</b>	(30,400)

At the end of the reporting period, the management of the Group carried out review on impairment loss on the carrying amounts of its interests in Mount Gibson Iron Limited ("MGX") and Tanami Gold NL ("Tanami") by comparing their recoverable amounts (higher of value in use and fair value less costs of disposal) with its respective carrying amounts. The (impairment loss)/reversal of impairment loss on interests in associates recognised in the consolidated statement of profit or loss for the year ended 30 June 2020, net, are as follows:

於報告期末，本集團管理層審視其於 Mount Gibson Iron Limited (「MGX」) 及 Tanami Gold NL (「Tanami」) 之權益之賬面值減值虧損，方法為將其可收回金額(使用價值與公平值減出售成本兩者中較高者)與其各自的賬面值比較。於截至二零二零年六月三十日止年度之綜合損益表確認之於聯營公司之權益之(減值虧損)/回撥減值虧損淨額如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
MGX		(580,014)	656,390
Tanami		30,400	(12,951)
		<b>(549,614)</b>	643,439

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截至二零二零年六月三十日止年度

16. INTERESTS IN ASSOCIATES (Continued)

Details of the Group's interests in associates, which are accounted for using the equity method in the consolidated financial statements, are as follows:

16. 於聯營公司之權益(續)

本集團於聯營公司之權益(按權益法於綜合財務報表入賬)詳情如下:

Name of company 公司名稱	Listed/ unlisted 上市/ 非上市	Place of establishment/ operation 成立/ 經營地點	Issued and paid up registered capital 已發行及繳足 註冊股本	Proportion of ownership interest 擁有權益比例			Principal activities 主要業務
				Group's effective interest 本集團之 實際權益	Held by the Company 本公司 持有	Held by subsidiaries 附屬公司 持有	
平港(上海)貿易有限公司	Unlisted	The PRC/The PRC	Paid-up capital of RMB50,000,000 out of registered capital of RMB50,000,000	40% (2019: 40%)	40% (2019: 40%)	- (2019: Nil)	Wholesales, import and export, agency service and relevant service for coal, coke, material for metallurgy, mineral products, chemical engineering products, mechanical and electrical equipment and spare parts, steel and steel products, construction material and related products and technology. 批發、進出口、經紀服務及有關煤、焦煤、冶金料、礦物產品、化學工程產品、機械及電機器材及零件、鋼及鋼產品、建築材料及相關產品及技術之服務。
	非上市	中國/中國	註冊股本人民幣50,000,000元 中繳足股本人民幣50,000,000元	40% (二零一九年: 40%)	40% (二零一九年: 40%)	- (二零一九年: 無)	
Mount Gibson Iron Limited ("MGX") (note 附註 (a))	Listed	Australia/Australia	1,157,682,542 ordinary shares (2019: 1,128,369,730 ordinary shares)	35.14% (2019: 33.23%)	- (2019: Nil)	35.14% (2019: 33.23%)	Mining of hematite iron ore in Western Australia. 於西澳洲開採赤鐵礦石。
	上市	澳洲/澳洲	1,157,682,542股 普通股(二零一九年: 1,128,369,730股 普通股)	35.14% (二零一九年: 33.23%)	- (二零一九年: 無)	35.14% (二零一九年: 33.23%)	
Tanami Gold NL ("Tanami") (note 附註 (b))	Listed	Australia/Australia	1,175,097,046 ordinary shares (2019: 1,175,097,046 ordinary shares)	46.30% (2019: 43.55%)	- (2019: Nil)	46.30% (2019: 43.55%)	Gold exploration in Tanami Desert straddling the Western Australian and Northern Territory border. 於Tanami Desert(橫跨西澳洲及北領地邊界)進行黃金勘探。
	上市	澳洲/澳洲	1,175,097,046股 普通股(二零一九年: 1,175,097,046股 普通股)	46.30% (二零一九年: 43.55%)	- (二零一九年: 無)	46.30% (二零一九年: 43.55%)	

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

### 16. INTERESTS IN ASSOCIATES (Continued)

Notes:

- (a) During the year ended 30 June 2020, the Group's shareholdings in MGX increased from 33.23% as at 30 June 2019 to 35.14% as at 30 June 2020. Such increase is mainly due to the combined effects of MGX's issuance of 1,705,800 restricted shares to senior management, acquisition of 9,716,569 shares in MGX and the Group's reinvestment of its dividends entitled from MGX in exchange of MGX's 22,217,842 new ordinary shares. The Group recognised a loss of HK\$1,679,000 from the deemed disposal of its partial interest in MGX upon MGX's issuance of the restricted shares and the Group recognised a goodwill of HK\$22,641,000, which is included in the Group's interest in MGX, from the acquisition of additional shares in MGX and reinvestment of its entitled dividends into MGX.

During the year ended 30 June 2019, the Group's shareholdings in MGX increased from 32.20% as at 30 June 2018 to 33.23% as at 30 June 2019. Such increase was mainly due to the combined effects of MGX's issuance of 2,998,351 restricted shares to senior management and the Group's reinvestment of its dividends entitled from MGX in exchange of MGX's 21,882,844 new ordinary shares. The Group recognised a loss of HK\$3,762,000 from the deemed disposal of its partial interest in MGX upon MGX's issuance of the restricted shares and the Group recognised a goodwill of HK\$1,076,000, which was included in the Group's interest in MGX, from the reinvestment of its entitled dividends into MGX.

- (b) During the year ended 30 June 2020, the Group's shareholdings in Tanami increased from 43.55% to 46.30% due to acquisition of 32,238,736 shares in Tanami. The cash consideration for the acquisition was A\$1,454,000 (equivalent to approximately HK\$7,684,000). The Group recognised a goodwill of HK\$745,000, which is included in the Group's interest in Tanami, from its acquisition of additional interest in Tanami.

During the year ended 30 June 2019, the Group's shareholdings in Tanami increased from 38.09% to 43.55% due to acquisition of 64,169,922 shares in Tanami. The cash consideration for the acquisition was A\$2,394,000 (equivalent to approximately HK\$13,443,000). The Group recognised a goodwill of HK\$1,424,000, which is included in the Group's interest in Tanami, from its acquisition of additional interest in Tanami.

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 16. 於聯營公司之權益(續)

附註:

- (a) 於截至二零二零年六月三十日止年度，本集團於MGX之股權由二零一九年六月三十日之33.23%增加至二零二零年六月三十日之35.14%。有關增加乃主要由於MGX向高級管理層發行1,705,800股受限制股份、收購MGX的9,716,569股股份及本集團有權自MGX收取的股息再投資以換取MGX發行的22,217,842股新普通股的合併影響。本集團於MGX發行受限制股份後確認視作出售其於MGX之部份權益產生之虧損1,679,000港元及本集團確認增購MGX股份及將其所享股息再投資於MGX產生之商譽22,641,000港元(計入本集團於MGX之權益)。

於截至二零一九年六月三十日止年度，本集團於MGX之股權由二零一八年六月三十日之32.20%增加至二零一九年六月三十日之33.23%。有關增加乃主要由於MGX向高級管理層發行2,998,351股受限制股份及本集團有權自MGX收取的股息再投資以換取MGX發行的21,882,844股新普通股的合併影響。本集團於MGX發行受限制股份後確認視作出售其於MGX之部份權益產生之虧損3,762,000港元及本集團確認將其所享股息再投資於MGX產生之商譽1,076,000港元(計入本集團於MGX之權益)。

- (b) 於截至二零二零年六月三十日止年度，由於收購Tanami的32,238,736股股份，本集團於Tanami之股權由43.55%增加至46.30%。該收購的現金代價為1,454,000澳元(相當於約7,684,000港元)。本集團確認其收購Tanami額外權益產生之商譽745,000港元(計入本集團於Tanami之權益)。

於截至二零一九年六月三十日止年度，由於收購Tanami的64,169,922股股份，本集團於Tanami之股權由38.09%增加至43.55%。該收購的現金代價為2,394,000澳元(相當於約13,443,000港元)。本集團確認其收購Tanami額外權益產生之商譽1,424,000港元(計入本集團於Tanami之權益)。

## 16. INTERESTS IN ASSOCIATES (Continued)

### Impairment assessment on the Group's interest in MGX

At the end of the reporting period, in view of decrease (2019: increase) in share price of MGX, the management of the Group carried out review on impairment loss (2019: reversal of impairment loss) on the carrying amount of its interest in MGX by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. In determining the value in use of MGX, the Group estimated the present value of the future cash flows expected to arise from dividends of MGX which is estimated based on the cash flows from the operations of MGX and the proceeds on the ultimate disposal of MGX. The estimation takes into account the estimated future prices and production volume of hematite iron ores of MGX, a discount rate of 9.4% (2019: 9.4%) and historical dividend payout ratio of MGX. The fair value less costs of disposal of MGX was determined based on the closing price of the shares of MGX listed on the ASX at the end of each reporting period. As at 30 June 2020, the recoverable amount of the Group's interest in MGX, which represents the fair value less costs of disposal of HK\$1,320,852,000 (2019: HK\$1,738,665,000), is lower (2019: higher) than its carrying amount. Accordingly, an impairment loss of HK\$580,014,000 (2019: a reversal of impairment loss of HK\$656,390,000) is recognised in profit or loss during the year ended 30 June 2020.

### Impairment assessment on the Group's interest in Tanami

At the end of the reporting period, in view of increase in carrying amount of the Group's interest in Tanami during the year ended 30 June 2020, the management of the Group carried out impairment review on the carrying amount of its interest in Tanami by comparing its recoverable amount with its carrying amount. In view of the material uncertainty associated with the exploration for and evaluation of the mineral resources possessed by Tanami, no sufficient information is available for the management of the Group to estimate future cash flows used in the value in use calculation. Therefore, the recoverable amount of the Group's interest in Tanami is based on its fair value less costs of disposal, which has been determined based on the closing price of the shares of Tanami listed on the ASX at the end of the reporting period. As at 30 June 2020, the recoverable amount of the Group's interest in Tanami, which represents the fair value less costs of disposal of HK\$179,150,000 (2019: HK\$126,107,000), is higher (2019: lower) than its carrying amount. Accordingly, a reversal of impairment loss of HK\$30,400,000 (2019: impairment loss of HK\$12,951,000) is recognised in profit or loss during the year ended 30 June 2020.

## 16. 於聯營公司之權益(續)

### 本集團於MGX之權益之減值評估

於報告期末，鑒於MGX的股價下跌(二零一九年：上升)，本集團管理層將其於MGX之權益之可收回金額(使用價值與公平值減出售成本中之較高者)與其賬面值作比較，對該權益之賬面值進行減值虧損檢討(二零一九年：回撥減值虧損)。在釐定MGX之使用價值時，本集團估計MGX股息預期將產生之未來現金流量之現值，此乃根據MGX經營所得現金流量以及最終出售MGX之所得款項而估計。有關估計計及MGX赤鐵礦石之估計未來價格及產量、折現率9.4%(二零一九年：9.4%)以及MGX之過往派息率。MGX之公平值減出售成本乃根據各報告期末MGX於澳交所上市股份之收市價釐定。於二零二零年六月三十日，本集團於MGX之權益之可收回金額(即公平值減出售成本)1,320,852,000港元(二零一九年：1,738,665,000港元)低(二零一九年：高)於其賬面值。因此，於截至二零二零年六月三十日止年度之損益賬確認減值虧損580,014,000港元(二零一九年：回撥減值虧損656,390,000港元)。

### 本集團於Tanami之權益之減值評估

於報告期末，鑒於截至二零二零年六月三十日止年度，本集團於Tanami的權益賬面值有所上升，本集團管理層將其於Tanami之權益之可收回金額與其賬面值作比較，對該權益之賬面值進行減值檢討。鑒於勘探及評估Tanami擁有的礦產資源存在重大不確定性，故本集團管理層並無充足資料可用於估計使用價值計算所用的未來現金流量。因此，本集團於Tanami權益之可收回金額乃基於其公平值減出售成本，根據報告期末Tanami於澳交所上市股份之收市價釐定。於二零二零年六月三十日，本集團於Tanami之權益之可收回金額(即公平值減出售成本)179,150,000港元(二零一九年：126,107,000港元)高(二零一九年：低)於其賬面值。因此，於截至二零二零年六月三十日止年度之損益賬確認回撥減值虧損30,400,000港元(二零一九年：減值虧損12,951,000港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 16. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of the material associates, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

### MGX

Gross amounts of MGX	MGX之總額
Non-current assets	非流動資產
Current assets	流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債
Equity	權益
Revenue	收益
Profit from continuing operations	持續經營業務所得溢利
Post-tax loss from discontinued operations	已終止經營業務之除稅後虧損
Other comprehensive (expense)/income	其他全面(支出)/收益
Total comprehensive income	全面收益總額
Dividend paid by MGX	MGX支付之股息
The Group's share of profit of MGX (note (i))	本集團分佔MGX之溢利(附註(i))
The Group's share of other comprehensive income of MGX	本集團分佔MGX之其他全面收益
The Group's share of total comprehensive income for the year	本集團分佔之年內全面收益總額
Dividend declared by MGX attributable to the Group (note (ii))	本集團應佔MGX所宣派之股息(附註(ii))
Reconciled to the Group's interest in MGX:	與本集團於MGX之權益對賬:
Net assets of MGX	MGX之資產淨值
Proportion of the Group's ownership interest	本集團擁有權之權益比例
The Group's share of net assets of MGX	本集團分佔MGX之資產淨值
Goodwill	商譽
Impairment loss recognised	已確認減值虧損
Carrying amount of the Group's interest in MGX	本集團於MGX之權益之賬面值

### Notes:

- (i) The Group's share of profit of MGX for the year ended 30 June 2020 is after adjustment of the unrealised profit of HK\$5,591,000 (2019: 4,821,000) arising from the upstream sales of MGX.
- (ii) The Group reinvested dividend of HK\$79,715,000 (2019: HK\$60,674,000) into MGX in return for its ordinary shares.

## 16. 於聯營公司之權益(續)

主要聯營公司之財務資料概要(已就會計政策之任何差異作出調整,並與綜合財務報表內之賬面值對賬)披露如下:

### MGX

	2020	2019
	二零二零年	二零一九年
	HK\$'000	HK\$'000
	千港元	千港元

1,692,683	1,541,667
2,590,380	2,451,438
(431,629)	(400,509)
(281,803)	(237,021)
3,569,631	3,355,575
2,373,949	1,623,077
443,254	747,090
441,926	747,786
(1,811)	320
440,115	748,106
240,115	188,973
147,195	241,167
180	669
147,375	241,836
79,715	60,674
3,569,631	3,355,575
35.14%	33.23%
1,254,525	1,114,965
646,341	623,700
(580,014)	-
1,320,852	1,738,665

### 附註:

- (i) 截至二零二零年六月三十日止年度,本集團分佔MGX溢利乃經調整MGX上游銷售產生之未變現溢利5,591,000港元(二零一九年:4,821,000港元)。
- (ii) 本集團將股息79,715,000港元(二零一九年:60,674,000港元)再投資於MGX以換取其普通股。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 16. INTERESTS IN ASSOCIATES (Continued)

## 16. 於聯營公司之權益(續)

Tanami		Tanami	
		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
Gross amounts of Tanami	Tanami之總額		
Non-current assets	非流動資產	<b>172,163</b>	174,984
Current assets	流動資產	<b>189,667</b>	187,302
Current liabilities	流動負債	<b>(431)</b>	(372)
Non-current liabilities	非流動負債	<b>(9,106)</b>	(5,810)
Equity	權益	<b>352,293</b>	356,104
Revenue	收益	-	-
(Loss)/profit from continuing operations	持續經營業務所得 (虧損)/溢利	<b>(3,957)</b>	96,405
Other comprehensive income	其他全面收益	<b>11,003</b>	8,360
Total comprehensive income	全面收益總額	<b>7,046</b>	104,765
Dividend paid by Tanami	Tanami支付之股息	-	-
The Group's share of (loss)/profit of Tanami	本集團分佔Tanami之 (虧損)/溢利	<b>(1,818)</b>	30,491
The Group's share of other comprehensive income of Tanami	本集團分佔Tanami之其他 全面收益	<b>5,104</b>	3,375
The Group's share of total comprehensive income for the year	本集團分佔之年內全面 收益總額	<b>3,286</b>	33,866
Dividend declared by Tanami attributable to the Group	本集團應佔Tanami 所宣派之股息	-	-
Reconciled to the Group's interest in Tanami:	與本集團於Tanami之 權益對賬:		
Net assets of Tanami	Tanami之資產淨值	<b>352,293</b>	356,104
Proportion of the Group's ownership interest	本集團擁有權之權益比例	<b>46.30%</b>	43.55%
The Group's share of net assets of Tanami	本集團分佔Tanami之 資產淨值	<b>163,097</b>	155,083
Goodwill	商譽	<b>2,169</b>	1,424
Impairment loss recognised	已確認減值虧損	-	(30,400)
Carrying amount of the Group's interest in Tanami	本集團於Tanami之 權益之賬面值	<b>165,266</b>	126,107

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 16. INTERESTS IN ASSOCIATES (Continued)

### An associate that is not individually material

The Group's share of this associate's:  
Profit from continuing operations  
Other comprehensive income  
Total comprehensive income for the year

本集團分佔該聯營公司：  
持續經營業務所得溢利  
其他全面收益  
年內全面收益總額

### 個別並非屬重大之一間聯營公司

2020  
二零二零年  
HK\$'000  
千港元

2019  
二零一九年  
HK\$'000  
千港元

		1,168	2,092
		-	-
		1,168	2,092
Reconciled to the Group's interest in this associate:	與本集團於該聯營公司之權益對賬：		
Net assets of this associate	該聯營公司之資產淨值	98,645	99,223
Proportion of the Group's ownership interest	本集團擁有權之權益比例	40%	40%
Carrying amount of the Group's interest in this associate	本集團於該聯營公司之權益之賬面值	39,458	39,689

The associates have initially applied HKFRS 16 using the modified retrospective approach. Under this approach, the comparative information is not restated.

### Contingent liabilities of MGX

As disclosed in the annual report of MGX for the year ended 30 June 2020, there is contingent liabilities, details of which are extracted below:

- "1. The Group has a Performance Bonding facility drawn to a total of A\$6,587,000 as at balance date (2019: A\$7,087,000). The performance bonds secure the Group's obligations relating primarily to environmental matters and infrastructure assets.
2. Certain claims arising with customers, employees, consultants, and contractors have been made by or against certain controlled entities in the ordinary course of business, some of which involve litigation or arbitration. The Directors do not consider the outcome of any of these claims will have a material adverse impact on the financial position of the consolidated entity."

聯營公司已採用經修訂追溯法首次應用香港財務報告準則第16號。按此方法，比較資料不予重列。

### MGX之或然負債

誠如MGX截至二零二零年六月三十日止年度之年報所披露，存在或然負債，詳情摘錄如下：

- 「1. 本集團於結算日提取履約保證融資合共6,587,000澳元(二零一九年：7,087,000澳元)。履約保證作為本集團主要有關環境事宜及基建資產的責任抵押。
2. 若干受控制實體於一般業務過程中提出或遭針對提出與客戶、僱員、顧問及承包商產生的若干申索，部分涉及訴訟或仲裁。董事並不認為任何該等申索將會對綜合入賬實體的財務狀況造成重大不利影響。」



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

綜合財務報表附註(續)

截至二零二零年六月三十日止年度

17. INVENTORIES

17. 存貨

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Iron ores	鐵礦石	108,356	53,802

18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (“FVTPL”)

18. 按公平值於損益賬處理(「按公平值於損益賬處理」)之金融資產

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
(a) Listed securities held-for-trading:	(a) 持作買賣之上市證券：		
– Equity securities listed in Hong Kong	– 於香港上市之股本證券	213,948	130,690
– Equity securities listed in the United Kingdom	– 於英國上市之股本證券	18,607	27,785
– Equity securities listed in Australia	– 於澳洲上市之股本證券	300,298	86,986
– Equity securities listed in Canada	– 於加拿大上市之股本證券	86,667	120,725
– Equity securities listed in the United States of America	– 於美國上市之股本證券	9,538	25,916
		<b>629,058</b>	392,102
(b) Unlisted equity investments (note (i))	(b) 非上市股本投資(附註(i))	8,291	21,369
(c) Listed securities not held within the trading portfolios:	(c) 並非持作買賣組合之上市證券：		
– Equity securities listed in Australia	– 於澳洲上市之股本證券	58,398	275,638
(d) Derivative financial instruments:	(d) 衍生金融工具：	11,414	–
– Warrants	– 認股權證		
(e) Convertible notes (note (ii))	(e) 可換股票據(附註(ii))	9,690	10,873
		<b>716,851</b>	699,982

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (“FVTPL”) (Continued)

### 18. 按公平值於損益賬處理(「按公平值於損益賬處理」)之金融資產(續)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
The carrying amount of the financial assets at FVTPL is presented as:	按公平值於損益賬處理之金融資產之賬面值呈列為：		
– Non-current assets	– 非流動資產	76,379	307,880
– Current assets	– 流動資產	640,472	392,102
		<b>716,851</b>	<b>699,982</b>

#### Notes:

- (i) These unlisted equity investments primarily represent investments in unlisted equity securities issued by two private entities incorporated in Bailiwick of Guernsey (the “**Private Entity I**”) and Australia (the “**Private Entity II**”), respectively. These unlisted equity investments are measured at fair values and the details of the fair value measurement are set out in Note 32(h).

The fair value measurement was carried out by GW Financial Advisory Services Limited (“**GW Financial**”) (2019: Vigers Appraisal & Consulting Limited), an independent qualified professional valuer not connected to the Group.

- (ii) In previous year, the Group subscribed convertible notes with a nominal value of US\$1,200,895 from the Private Entity I, which carry 12% coupon interest per annum and will mature on 30 November 2022. The interests, at the Private Entity I's option, are payable in cash quarterly or on the maturity date of the convertible notes or settled by the allotment and issue of the conversion shares. The convertible notes are guaranteed by the Private Entity I and certain of its related companies. The Group is entitled to convert the convertible notes into preference shares of the Private Entity I at a conversion price of US\$0.145 per preference share at any time from the subscription date to the maturity date.

The fair values of these convertible notes as at 30 June 2020 are estimated by GW Financial (2019: Vigers Appraisal & Consulting Limited) using valuation techniques and key inputs as disclosed in Note 32(h).

#### 附註：

- (i) 該等非上市股本投資主要指投資於兩間分別於根西島行政區(「私人實體一」)及澳洲(「私人實體二」)註冊成立之私人實體所發行之非上市股本證券。該等非上市股本投資按公平值計量，而公平值計量之詳情載於附註32(h)。

公平值計量乃由與本集團並無關連的獨立合資格專業估值師盛德財務諮詢服務有限公司(「盛德財務」)(二零一九年：威格斯資產評估顧問有限公司)進行。

- (ii) 於過往年度，本集團向私人實體一認購面值為1,200,895美元之可換股票據，票面年利率為12%，並將二零二二年十一月三十日到期。私人實體一可選擇利息按季或於可換股票據到期日以現金支付，或透過配發及發行轉換股份結付。可換股票據由私人實體一及其若干關連公司擔保。本集團有權於認購日至到期日之任何時間按兌換價每股優先股0.145美元將可換股票據轉換為私人實體一之優先股。

於二零二零年六月三十日，該等可換股票據之公平值乃由盛德財務(二零一九年：威格斯資產評估顧問有限公司)採用估值技術及關鍵輸入數據(如附註32(h)披露)估計。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 30 June 2020

截至二零二零年六月三十日止年度

19. LOAN RECEIVABLES

19. 應收貸款

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Fixed rate loan receivables:	應收定息貸款：		
– unsecured	– 無抵押	349,343	210,515
– secured	– 有抵押	124,139	191,461
		<b>473,482</b>	401,976
Less: loss allowance (Note 32(a))	減：虧損撥備(附註32(a))	<b>(4,606)</b>	(558)
		<b>468,876</b>	401,418
The carrying amount of the loan receivables is presented as:	應收貸款之賬面值，呈列為：		
– Non-current assets	– 非流動資產	317,813	–
– Current assets	– 流動資產	151,063	401,418
		<b>468,876</b>	401,418

(a) Fixed rate loan receivables, net of loss allowance as at 30 June 2020 and 2019 comprises:

(a) 於二零二零年及二零一九年六月三十日的應收定息貸款(扣除虧損撥備)包括：

Principal amount 本金額	Maturity date 到期日	Security 抵押品	Guarantee 擔保	Effective interest rate 實際利率 (per annum) (每年)	Carrying amount 賬面值	
					2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
RMB180,000,000 (note (i)) 人民幣180,000,000元 (附註(i))	12 July 2021 (2019: N/A)	No	Yes	5.5% (2019: N/A)	197,764	–
	二零二一年七月十二日 (二零一九年：不適用)	無	有	5.5% (二零一九年： 不適用)		
HK\$10,000,000 (note (ii)) 10,000,000港元 (附註(ii))	27 July 2023 (2019: N/A)	No	No	12% (2019: N/A)	8,602	–
	二零二三年七月二十七日 (二零一九年：不適用)	無	無	12% (二零一九年： 不適用)		

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 19. LOAN RECEIVABLES (Continued)

(a) (Continued)

Principal amount 本金額	Maturity date 到期日	Security 抵押品	Guarantee 擔保	Effective interest rate 實際利率 (per annum) (每年)	Carrying amount 賬面值	
					2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
HK\$17,170,000 (note (iii)) 17,170,000港元 (附註(iii))	26 July 2021 (2019: N/A) 二零二一年七月二十六日 (二零一九年：不適用)	No 無	No 無	7% (2019: N/A) 7% (二零一九年： 不適用)	17,125	-
HK\$40,000,000 (note (iv)) 40,000,000港元 (附註(iv))	14 September 2020 (2019: N/A) 二零二零年九月十四日 (二零一九年：不適用)	Yes 有	Yes 有	18% (2019: N/A) 18% (二零一九年： 不適用)	38,644	-
RMB109,000,000 (2019: RMB109,000,000) (note (v)) 人民幣109,000,000元 (二零一九年：人民幣 109,000,000元)(附註(v))	31 December 2021 (2019: 31 March 2020) 二零二一年十二月三十一日 (二零一九年： 二零二零年三月三十一日)	No 無	Yes 有	5.8% (2019: 8.0%) 5.8% (二零一九年：8.0%)	123,046	123,652
HK\$81,469,000 (2019: HK\$174,000,000) (note (vi)) 81,469,000港元 (二零一九年： 174,000,000港元)(附註(vi))	5 September 2020 (2019: 3 October 2019) 二零二零年九月五日 (二零一九年： 二零一九年十月三日)	Yes 有	No 無	17.5% (2019: 23%) 17.5% (二零一九年：23%)	83,695	191,461
AS\$10,000,000 (note (vii)) 10,000,000澳元 (附註(vii))	30 September 2019 二零一九年九月三十日	Yes 有	Yes 有	N/A (2019: 11.25%) 不適用 (二零一九年： 11.25%)	-	55,267
HK\$31,000,000 (note (viii)) 31,000,000港元 (附註(viii))	N/A (2019: 28 June 2019) 不適用 (二零一九年： 二零一九年六月二十八日)	No 無	No 無	N/A (2019: 15.0%) 不適用 (二零一九年： 15.0%)	-	31,038
					<b>468,876</b>	<b>401,418</b>

## 19. 應收貸款(續)

(a) (續)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 19. LOAN RECEIVABLES (Continued)

Notes:

- (i) As disclosed in the announcements of the Company dated 23 May 2019, 14 June 2019 and 9 July 2019, and the circular of the Company dated 20 June 2019, on 23 May 2019, Ultra Effort Limited (“**Ultra Effort**”, a wholly-owned subsidiary of the Company) as the lender entered into the loan agreement (the “**Loan Agreement**”) with Best Advantage Limited (“**Best Advantage**”) as the borrower and Tian An China Investments Company Limited (“**Tian An**”) as the guarantor, pursuant to which, Ultra Effort agreed to, among other things, make available to Best Advantage a revolving loan (the “**Loan Facility**”) in the amount not exceeding HK\$235,000,000 (or an amount equivalent to HK\$235,000,000 in such alternative currency as acceptable to and agreed by Ultra Effort) at an interest rate of 5.5% per annum, secured by a guarantee and indemnity provided by Tian An and repayable on 24 months from the date of first drawdown. Best Advantage is a wholly-owned subsidiary of Tian An, a company incorporated in Hong Kong and its shares are listed on the Stock Exchange.

The principal amount of RMB180,000,000 is equivalent to approximately HK\$197,361,000 out of the revolving loan limit of HK\$235,000,000.

The contractual interest charged at 5.5% per annum is payable monthly by Best Advantage.

- (ii) On 14 July 2020, the maturity date of this loan was extended from 16 March 2020 to 27 July 2023.

The contractual interest charged at 12% per annum is payable quarterly by the borrower.

- (iii) On 21 August 2020, the Group has entered into the supplemental loan agreement with the borrower. Pursuant to the supplemental loan agreement, the maturity date of the loan has been extended from 24 July 2020 to 26 July 2021.

The contractual interest charged at 7% per annum is payable monthly by the borrower.

- (iv) The loan is guaranteed by shareholder and director of the borrower, and also guaranteed by certain individuals related to the borrower. The loan is secured by a share mortgage over the entire issued capital of the borrower.

On 8 September 2020, the Group has entered into the supplemental loan agreement with the borrower. Pursuant to the supplemental loan agreement, the maturity date of the loan has been extended from 14 August 2020 to 14 September 2020. On 23 September 2020, the borrower proposed to further extend the loan repayment date to March 2021 and the directors of the Company intend to extend the loan repayment date to March 2021. The negotiation of the other terms of the supplemental loan agreement is still in progress at the date of this report.

The contractual interest charged at 18% per annum is payable monthly by the borrower.

## 19. 應收貸款(續)

附註:

- (i) 誠如本公司日期為二零一九年五月二十三日、二零一九年六月十四日及二零一九年七月九日之公告以及本公司日期為二零一九年六月二十日之通函所披露，於二零一九年五月二十三日，Ultra Effort Limited(「**Ultra Effort**」，本公司之全資附屬公司)(作為貸款人)與Best Advantage Limited(「**Best Advantage**」)(作為借款人)及天安中國投資有限公司(「**天安**」)(作為擔保人)訂立貸款協議(「**貸款協議**」)。據此，Ultra Effort同意(其中包括)向Best Advantage提供金額不超過235,000,000港元(或Ultra Effort接納及同意與235,000,000港元等值之其他貨幣金額)之循環貸款(「**貸款融資**」)，年利率為5.5厘，由天安提供之擔保及彌償作抵押並須於首次提取日期起計24個月償還。Best Advantage為天安(於香港註冊成立的公司，其股份於聯交所上市)之全資附屬公司。

本金額為人民幣180,000,000元，相當於循環貸款上限235,000,000港元中的約197,361,000港元。

合約利息按年利率5.5%計算，須由Best Advantage每月支付。

- (ii) 於二零二零年七月十四日，此貸款之到期日由二零二零年三月十六日延長至二零二三年七月二十七日。

合約利息按年利率12%計算，須由借款人每季支付。

- (iii) 於二零二零年八月二十一日，本集團與借款人訂立補充貸款協議。根據補充貸款協議，貸款之到期日已由二零二零年七月二十四日延長至二零二一年七月二十六日。

合約利息按年利率7%計算，須由借款人每月支付。

- (iv) 貸款由借款人的股東及董事擔保，亦由若干與借款人有關連的人士擔保。貸款由借款人全部已發行股本的股份按揭作抵押。

於二零二零年九月八日，本集團與借款人訂立補充貸款協議。根據補充貸款協議，貸款之到期日已由二零二零年八月十四日延長至二零二零年九月十四日。於二零二零年九月二十三日，借款人建議進一步延長貸款還款日期至二零二一年三月，本公司董事有意將貸款還款日期延長至二零二一年三月。於本報告日期，補充貸款協議其他條款的磋商仍在進行中。

合約利息按年利率18%計算，須由借款人每月支付。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 19. LOAN RECEIVABLES (Continued)

Notes: (Continued)

- (v) The loan is guaranteed by the ultimate holding company of the borrower which is a company incorporated in Bermuda and its shares are listed on the Stock Exchange.

The maturity date of this loan was extended from 30 September 2019 to 31 March 2020 during the year ended 30 June 2019. On 13 September 2019, the Group has entered into the loan agreement with the borrower and its guarantor. Pursuant to the loan agreement, the maturity date of the loan has been further extended to 31 December 2021. Details of the loan agreement are set out in the Company's announcement on 13 September 2019.

The principal amount of RMB109,000,000 is equivalent to HK\$119,513,000 (2019: HK\$123,851,000) out of the loan limit of HK\$125,000,000 (2019: HK\$225,000,000).

The contractual interest charged at 8% per annum is payable quarterly by the borrower.

- (vi) Details of the securities are set out in the Company's announcements dated 29 September 2018 and 19 July 2019.

At 30 June 2020, the effective interest rate comprises fixed interest rate of 17.5% per annum.

At 30 June 2019, the effective interest rate comprised fixed interest rate of 8% per annum, default interest rate of 6% per annum since 3 April 2019 and participation fee of 9% per annum.

On 19 July 2019, the Group and other lenders entered into the supplemental facility agreement with the borrower. Pursuant to the supplemental facility agreement, among other terms of the loan, the limit of loan has been raised to HK\$204,000,000 and the maturity date of the loan has been extended to 12 months after the second utilisation date of the loan (i.e. 5 August 2020). Details of the supplemental facility agreement are set out in the Company's announcement dated 19 July 2019.

The loan was fully settled on 3 September 2020.

- (vii) The loan was guaranteed by a director of the borrower and secured by a general security deed over the borrower. The effective interest rate at 30 June 2019 comprised fixed interest rate of 7.25% and default interest rate of 4.0% per annum. The loan was fully settled during the year ended 30 June 2020.
- (viii) On 9 July 2019, the Group entered into the supplemental loan agreement with the borrower. Pursuant to the supplemental loan agreement, the maturity date of the loan was further extended to 26 June 2020. The loan was fully settled on that date.

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 19. 應收貸款(續)

附註：(續)

- (v) 貸款由借款人的最終控股公司(一間於百慕達註冊成立之公司，其股份於聯交所上市)擔保。

截至二零一九年六月三十日止年度，貸款之到期日由二零一九年九月三十日延長至二零二零年三月三十一日。於二零一九年九月十三日，本集團與借款人及其擔保人訂立貸款協議。根據貸款協議，貸款之到期日已進一步延長至二零二一年十二月三十一日。有關貸款協議之詳情載於本公司日期為二零一九年九月十三日之公告。

本金額為人民幣109,000,000元，相當於貸款上限125,000,000港元(二零一九年：225,000,000港元)中的119,513,000港元(二零一九年：123,851,000港元)。

合約利息按年利率8%計算，須由借款人每季支付。

- (vi) 抵押品之詳情載於本公司日期為二零一八年九月二十九日及二零一九年七月十九日之公告。

於二零二零年六月三十日，實際利率包括固定利率每年17.5%。

於二零一九年六月三十日，實際利率包括固定利率每年8%、違約利率每年6%(自二零一九年四月三日起)及參與費每年9%。

於二零一九年七月十九日，本集團及其他貸款人與借款人訂立補充融資協議。根據補充融資協議，除其他貸款條款外，貸款上限已提升至204,000,000港元及貸款到期日已延長至自該貸款第二次動用日期起計十二個月(即二零二零年八月五日)。有關補充融資協議之詳情載於本公司日期為二零一九年七月十九日之公告。

貸款已於二零二零年九月三日悉數償還。

- (vii) 貸款由借款人一名董事作擔保及借款人的一般抵押契據作抵押。於二零一九年六月三十日，實際利率包括固定利率每年7.25%及違約利率每年4.0%。貸款已於截至二零二零年六月三十日止年度悉數償還。
- (viii) 於二零一九年七月九日，本集團與借款人訂立補充貸款協議。根據補充貸款協議，貸款之到期日已進一步延長至二零二零年六月二十六日。貸款已於當日悉數償還。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 19. LOAN RECEIVABLES (Continued)

(b) The movements of loan receivables during the year are set out as follows:

		HK\$'000 千港元
At 1 July 2018	於二零一八年七月一日	398,116
Interest income	利息收入	56,011
Interest received	已收利息	(42,033)
New grant of loans	新增貸款	229,627
Repayment of loans	償還貸款	(229,602)
Reversal of impairment loss, net	回撥減值虧損淨額	602
Exchange difference	匯兌差額	(11,303)
At 30 June 2019 and 1 July 2019	於二零一九年六月三十日及 二零一九年七月一日	401,418
Interest income	利息收入	68,385
Interest received	已收利息	(60,015)
New grant of loans	新增貸款	347,981
Repayment of loans	償還貸款	(278,527)
Modification	修改	5,934
Impairment loss, net	減值虧損淨額	(4,048)
Exchange adjustments	匯兌調整	(12,252)
At 30 June 2020	於二零二零年六月三十日	468,876

(c) Further details on the Group's credit policy and credit risk arising from loan receivables are set out in Note 32(a).

### 19. 應收貸款(續)

(b) 年內應收貸款之變動載列如下：

(c) 有關本集團信貸政策及由應收貸款產生之信貸風險之進一步詳情載於附註32(a)。

### 20. LOAN NOTES

Loan notes issued by Sun Hung Kai & Co. (BVI) Limited ("SHK BVI")

### 20. 貸款票據

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loan notes issued by Sun Hung Kai & Co. (BVI) Limited ("SHK BVI")	<b>3,916</b>	51,168

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 20. LOAN NOTES (Continued)

The movements of loan notes during the year are set out as follows:

		HK\$'000 千港元
At 1 July 2018	於二零一八年七月一日	51,420
Interest income	利息收入	2,401
Interest received	已收利息	(2,399)
Exchange difference	匯兌差額	(254)
At 30 June 2019 and 1 July 2019	於二零一九年六月三十日及 二零一九年七月一日	51,168
Interest income	利息收入	1,010
Interest received	已收利息	(1,363)
Redemption of loan notes	贖回貸款票據	(46,997)
Exchange adjustments	匯兌調整	98
At 30 June 2020	於二零二零年六月三十日	3,916

On 24 May 2016, the Group subscribed loan notes with a nominal value of US\$4,000,000 from SHK BVI, a limited liability company incorporated in the British Virgin Islands ("BVI"), which carry 4.75% coupon interest per annum and originally mature on 31 May 2021. SHK BVI early redeemed the loan note on 15 November 2019.

On 1 September 2017, the Group subscribed loan notes with a nominal value of US\$2,500,000 from SHK BVI, which carry 4.65% coupon interest per annum and will mature on 8 September 2022. SHK BVI early redeemed 80.1% of loan note on 15 November 2019.

Loan notes issued by SHK BVI are guaranteed by Sun Hung Kai & Co. Limited ("SHK"), a limited liability company incorporated in Hong Kong whose shares are listed on the Stock Exchange. SHK BVI is a wholly-owned subsidiary of SHK.

Further details on the Group's credit policy and credit risk arising from loan notes are set out in Note 32(a).

### 20. 貸款票據(續)

年內貸款票據之變動載列如下：

		HK\$'000 千港元
At 1 July 2018	於二零一八年七月一日	51,420
Interest income	利息收入	2,401
Interest received	已收利息	(2,399)
Exchange difference	匯兌差額	(254)
At 30 June 2019 and 1 July 2019	於二零一九年六月三十日及 二零一九年七月一日	51,168
Interest income	利息收入	1,010
Interest received	已收利息	(1,363)
Redemption of loan notes	贖回貸款票據	(46,997)
Exchange adjustments	匯兌調整	98
At 30 June 2020	於二零二零年六月三十日	3,916

於二零一六年五月二十四日，本集團向 SHK BVI (一間於英屬處女群島(「英屬處女群島」)註冊成立之有限公司)認購面值為4,000,000美元之貸款票據，其票面年利率為4.75%及原本於二零二一年五月三十一日到期。SHK BVI於二零一九年十一月十五日提早贖回貸款票據。

於二零一七年九月一日，本集團向 SHK BVI認購面值為2,500,000美元之貸款票據，其票面年利率為4.65%，並將於二零二二年九月八日到期。SHK BVI於二零一九年十一月十五日提早贖回80.1%貸款票據。

SHK BVI發行之貸款票據由新鴻基有限公司(「新鴻基」)，一間於香港註冊成立之有限公司，其股份於聯交所上市)擔保。SHK BVI為新鴻基之全資附屬公司。

有關本集團信貸政策及由貸款票據產生之信貸風險之進一步詳情載於附註32(a)。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

綜合財務報表附註(續)

截至二零二零年六月三十日止年度

21. TRADE AND OTHER RECEIVABLES AND RENTAL DEPOSITS

21. 貿易及其他應收賬款以及租賃按金

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables designated at FVTPL (note (i))	指定按公平值於損益賬處理之貿易應收賬款(附註(i))	6,273	-
Other receivables and deposits	其他應收賬款及按金	32,090	14,983
Rental deposits	租賃按金	546	512
Receivable from securities brokers	應收證券經紀款項	4,485	9,341
Prepayments	預付款項	713	1,236
		<b>44,107</b>	26,072
Representing:	呈列為：		
Current assets	流動資產	43,568	26,072
Non-current assets	非流動資產	539	-
		<b>44,107</b>	26,072

Except for the non-current rental deposits, all of the trade and other receivables are expected to be recovered or recognised as expense within one year.

除非流動租賃按金外，預期全部貿易及其他應收賬款將於一年內收回或確認為開支。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 21. TRADE AND OTHER RECEIVABLES AND RENTAL DEPOSITS (Continued)

#### (i) Aging analysis

As of the end of the reporting period, the ageing analysis of trade receivables designed at FVTPL based on invoice date, which approximates the revenue recognition date, is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-30 days	0-30日	-	-
31-60 days	31-60日	6,273	-
		6,273	-

The Group sells iron ore commodities under provisional pricing arrangements where final prices are based on prevailing spot prices over a quotation period after shipment to the customers. These trade receivables are designated at FVTPL on contract by contract basis.

The Group allows an average credit period of 90 days to its trade customers from commodity business. Before accepting any new customers, the Group assesses the potential customer's credit quality and defines credit limits to it. The credit limits attributed to customers are reviewed regularly. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in Note 32(a).

#### (i) 賬齡分析

截至報告期末，指定按公平值於損益賬處理之貿易應收賬款按發票日期(與收益確認日期相若)之賬齡分析如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
--	----------------------------------	----------------------------------

本集團根據臨時定價安排銷售鐵礦石商品，最終價格於付運予客戶後基於在報價期內通行現貨價格設定。該等貿易應收賬款按個別合約基準指定為按公平值於損益賬處理。

本集團授予其商品業務之貿易客戶90日的平均信貸期。接受任何新客戶前，本集團會評估潛在客戶的信貸質素並釐定客戶信貸限額。本集團亦會定期檢討客戶的信貸限額。有關本集團信貸政策及由貿易應收賬款產生之信貸風險之進一步詳情載於附註32(a)。

### 22. BANK BALANCES AND CASH, PLEDGED BANK DEPOSITS AND OTHER CASH FLOW INFORMATION

#### (a) Cash and cash equivalents and pledged bank deposits:

Cash at banks earns interest at floating rates based on daily bank deposit rates, ranging from 0.001% to 2.08% (2019: 0.01% to 3.28%) per annum.

Pledged bank deposits represent deposits pledged to banks to secure the Group's trade and banking facilities and carry variable interest rates ranging from 0.15% to 3.62% (2019: 0.30% to 3.00%) per annum.

### 22. 銀行結餘及現金、已抵押銀行存款和其他現金流量資料

#### (a) 現金及等值現金以及已抵押銀行存款：

銀行現金按每日銀行存款利率之浮動利率賺取利息，年利率介乎0.001%至2.08%(二零一九年：0.01%至3.28%)。

已抵押銀行存款指本集團為獲得貿易及銀行融資而抵押予銀行之存款，其按0.15%至3.62%(二零一九年：0.30%至3.00%)之浮動年利率計息。

For the year ended 30 June 2020

截至二零二零年六月三十日止年度

**22. BANK BALANCES AND CASH, PLEDGED BANK DEPOSITS AND OTHER CASH FLOW INFORMATION (Continued)**

**22. 銀行結餘及現金、已抵押銀行存款和其他現金流量資料 (續)**

**(b) Reconciliation of liabilities arising from financing activities**

**(b) 融資活動所產生負債之對賬**

		<b>Bank and other borrowings</b>	<b>Dividend payables</b>	<b>Lease liabilities</b>	<b>Total</b>
		銀行及其他借貸 HK\$'000 千港元	應付股息 HK\$'000 千港元 (note (i)) (附註(i))	租賃負債 HK\$'000 千港元 (Note 24) (附註24)	總計 HK\$'000 千港元
At 1 July 2018	於二零一八年七月一日	43,500	154	-	43,654
Changes from financing cash flows	融資現金流變動	(45,520)	(27,459)	-	(72,979)
Cash dividend declared (Note 13)	已宣派現金股息 (附註13)	-	28,072	-	28,072
Interest expenses (Note 9(a))	利息開支 (附註9(a))	2,020	-	-	2,020
At 30 June 2019	於二零一九年六月三十日	-	767	-	767
Impact on initial application of HKFRS 16	首次應用香港財務報告準則第16號的影響	-	-	4,863	4,863
At 1 July 2019	於二零一九年七月一日	-	767	4,863	5,630
New lease entered	訂立新租賃	-	-	2,608	2,608
Changes from financing cash flows	融資現金流變動	-	(121,890)	(4,145)	(126,035)
Lease modification	租賃修改	-	-	939	939
Cash dividend declared (Note 13)	已宣派現金股息 (附註13)	-	121,890	-	121,890
Interest expenses (Note 9(a))	利息開支 (附註9(a))	-	-	240	240
Exchange adjustments	匯兌調整	-	-	(1)	(1)
At 30 June 2020	於二零二零年六月三十日	-	767	4,504	5,271

Note:

(i) The closing balance is included in other payables (Note 23).

附註：

(i) 期末結餘計入其他應付賬款(附註23)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 23. TRADE AND OTHER PAYABLES

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade payables designated at FVTPL (note (i))	指定按公平值於損益賬處理之貿易應付賬款(附註(i))	61,852	5,415
Other payables measured at amortised cost	按攤銷成本計量的其他應付賬款	23,591	7,396
		<b>85,443</b>	12,811

#### (i) Aging analysis

As of the end of the reporting period, the aging analysis of trade payables designated at FVTPL based on invoice date is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-30 days	0-30日	56,529	5,415
31-60 days	31-60日	5,323	-
		<b>61,852</b>	5,415

The Group purchases iron ore commodities under provisional pricing arrangements where final prices are based on prevailing spot prices over a quotation period after shipment by the supplier, MGX. These trade payables are designated at FVTPL on contract by contract basis.

All of the trade and other payables are expected to be settled within one year or are repayable on demand.

### 23. 貿易及其他應付賬款

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade payables designated at FVTPL (note (i))	指定按公平值於損益賬處理之貿易應付賬款(附註(i))	61,852	5,415
Other payables measured at amortised cost	按攤銷成本計量的其他應付賬款	23,591	7,396
		<b>85,443</b>	12,811

#### (i) 賬齡分析

截至報告期末，指定按公平值於損益賬處理之貿易應付賬款按發票日期之賬齡分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-30 days	0-30日	56,529	5,415
31-60 days	31-60日	5,323	-
		<b>61,852</b>	5,415

本集團根據臨時定價安排採購鐵礦石商品，最終價格於供應商MGX裝運後基於在報價期內通行現貨價格設定。該等貿易應付賬款按個別合約基準指定為按公平值於損益賬處理。

預期全部貿易及其他應付賬款將於一年內結付或應要求償還。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 24. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to HKFRS 16:

		At 30 June 2020 於二零二零年六月三十日		At 1 July 2019 (Note) 於二零一九年七月一日(附註)		At 30 June 2019 (Note) 於二零一九年六月三十日(附註)	
		Present		Present		Present	
		value of the minimum lease payments 最低租金 的現值 HK\$'000 千港元	Total lease payments 最低租金 總額 HK\$'000 千港元	value of the minimum lease payments 最低租金 的現值 HK\$'000 千港元	Total lease payments 最低租金 總額 HK\$'000 千港元	value of the minimum lease payments 最低租金 的現值 HK\$'000 千港元	Total lease payments 最低租金 總額 HK\$'000 千港元
Within 1 year	一年內	3,743	3,838	3,015	3,092	-	-
After 1 year but within 2 years	一年後但兩年內	664	707	1,706	1,821	-	-
After 2 years but within 5 years	兩年後但五年內	97	112	142	169	-	-
		761	819	1,848	1,990	-	-
		4,504	4,657	4,863	5,082	-	-
Less: total future interest expenses	減：未來利息開支總額		(153)		(219)		-
Present value of lease liabilities	租賃負債現值		4,504		4,863		-

Note:

The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 July 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. Comparative information as at 30 June 2019 has not been restated. Further details on the impact of the transition to HKFRS 16 are set out in Note 4.

### 24. 租賃負債

下表載列本集團於當前及上一報告期間結束時以及於過渡至香港財務報告準則第16號當日的租賃負債尚餘合約期限：

		At 30 June 2020 於二零二零年六月三十日		At 1 July 2019 (Note) 於二零一九年七月一日(附註)		At 30 June 2019 (Note) 於二零一九年六月三十日(附註)	
		Present		Present		Present	
		value of the minimum lease payments 最低租金 的現值 HK\$'000 千港元	Total lease payments 最低租金 總額 HK\$'000 千港元	value of the minimum lease payments 最低租金 的現值 HK\$'000 千港元	Total lease payments 最低租金 總額 HK\$'000 千港元	value of the minimum lease payments 最低租金 的現值 HK\$'000 千港元	Total lease payments 最低租金 總額 HK\$'000 千港元
Within 1 year	一年內	3,743	3,838	3,015	3,092	-	-
After 1 year but within 2 years	一年後但兩年內	664	707	1,706	1,821	-	-
After 2 years but within 5 years	兩年後但五年內	97	112	142	169	-	-
		761	819	1,848	1,990	-	-
		4,504	4,657	4,863	5,082	-	-
Less: total future interest expenses	減：未來利息開支總額		(153)		(219)		-
Present value of lease liabilities	租賃負債現值		4,504		4,863		-

附註：

本集團已採用經修訂追溯法首次應用香港財務報告準則第16號，並且調整於二零一九年七月一日的年初結餘，以確認與先前根據香港會計準則第17號分類為經營租賃的租賃相關的租賃負債。於二零一九年六月三十日的比較資料並無重列。有關過渡至香港財務報告準則第16號的影響的進一步詳情載於附註4。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 24. LEASE LIABILITIES (Continued)

#### Total cash outflow for leases

Amount included in the consolidated statement of cash flow for leases comprise the following:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within operating cash flows	經營現金流量內	89	3,422
Within financing cash flows	融資現金流量內	4,145	-

### 25. DEFERRED TAX

#### (a) Deferred tax assets recognised

At 1 July 2018, 30 June 2019 and 1 July 2019	於二零一八年七月一日、二零一九年 六月三十日及二零一九年七月一日	-
Credited to profit or loss (Note 10(a))	計入損益(附註10(a))	646
At 30 June 2020	於二零二零年六月三十日	646

#### (b) Deferred tax assets not recognised

As at 30 June 2020, the Group has unused tax losses of approximately HK\$198,526,000 (2019: HK\$170,051,000) available for offset against future taxable profits. No deferred tax asset was recognised in the consolidated statement of financial position as at 30 June 2020 (2019: nil) since it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

Except for tax loss of HK\$1,846,000 (2019: HK\$nil) which will expire in 2025, the remaining tax losses may be carried forward indefinitely.

### 24. 租賃負債(續)

#### 租賃現金流出總額

就租賃而計入綜合現金流量表的金額如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within operating cash flows	經營現金流量內	89	3,422
Within financing cash flows	融資現金流量內	4,145	-

### 25. 遞延稅項

#### (a) 已確認遞延稅項資產

**Credit loss allowance of loan receivables**  
應收貸款的  
信貸虧損撥備  
HK\$'000  
千港元

At 1 July 2018, 30 June 2019 and 1 July 2019	於二零一八年七月一日、二零一九年 六月三十日及二零一九年七月一日	-
Credited to profit or loss (Note 10(a))	計入損益(附註10(a))	646
At 30 June 2020	於二零二零年六月三十日	646

#### (b) 並無確認的遞延稅項資產

於二零二零年六月三十日，本集團有未動用稅項虧損約198,526,000港元(二零一九年：170,051,000港元)可用於抵銷未來應課稅溢利。由於在有關稅務司法權區及有關實體不大可能有可供用於抵銷虧損的未來應課稅溢利，故二零二零年六月三十日的綜合財務狀況表並無確認遞延稅項資產(二零一九年：零)。

除稅項虧損1,846,000港元(二零一九年：零港元)將於二零二五年屆滿外，其餘稅項虧損可無限期結轉。

## 25. DEFERRED TAX (Continued)

### (c) Deferred tax liabilities not recognised

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards.

At 30 June 2020, temporary differences relating to the undistributed profits of subsidiaries in PRC amounted to HK\$14,275,000 (2019: HK\$16,122,000). Deferred tax liability has not been recognised for taxes that would be payable on these unremitted earnings as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

## 26. EMPLOYEE RETIREMENT BENEFITS

### Defined contribution retirement plans

The Group operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefits scheme operated by the government of the PRC. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions.

The total cost charged to profit or loss of HK\$317,000 (2019: HK\$312,000) represents contributions paid or payable to the schemes by the Group at rates specified in the rules of the respective schemes.

## 25. 遞延稅項(續)

### (c) 並無確認的遞延稅項負債

根據中國企業所得稅法，自二零零八年一月一日起，中國附屬公司須就其賺取之溢利所宣派之股息繳納預扣稅。

於二零二零年六月三十日，與中國附屬公司的未分派溢利有關的暫時差異為14,275,000港元(二零一九年：16,122,000港元)。尚未就該等未匯出盈利應付的稅項確認遞延稅項負債，因為本公司控制該等附屬公司的股息政策，並已判定該等溢利在可預見未來可能不會分派。

## 26. 員工退休福利

### 定額供款退休計劃

本集團根據香港強制性公積金計劃條例為受香港僱傭條例管轄之司法權區之受聘僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃是由獨立受託人管理之定額供款退休計劃。根據強積金計劃，僱主及僱員各自均須按僱員有關收入之5%向計劃作出供款，而每月有關收入之上限為30,000港元。計劃供款即時歸屬。

本集團之中國附屬公司之僱員均為中國政府管理之國營退休福利計劃之成員。該等附屬公司須按薪酬成本之指定百分比向退休福利計劃供款，以撥付有關福利。本集團對有關退休福利計劃之責任僅為作出規定之供款。

於損益扣除的總成本317,000港元(二零一九年：312,000港元)指本集團已付或須按個別計劃規則所指定比率向計劃支付之供款。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 27. OPERATING LEASES

#### The Group as lessee

At 30 June 2019, the total future minimum lease payments under non-cancellable operating leases were payable as follows:

		2019 二零一九年 HK\$'000 千港元
Within 1 year	一年內	3,124
After 1 year but within 5 years	一年後但五年內	1,990
		5,114

The Group is the lessee in respect of a number of properties and items of equipment held under leases which were previously classified as operating leases under HKAS 17. The Group has initially applied HKFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at 1 July 2019 to recognise lease liabilities relating to these leases (see Note 4). From 1 July 2019 onwards, future lease payments are recognised as lease liabilities in the consolidated statement of financial position in accordance with the policies set out in Note 2(f), and the details regarding the Group's future lease payments are disclosed in Note 24.

### 27. 經營租賃

#### 本集團作為承租人

於二零一九年六月三十日，根據不可撤銷經營租賃應付的未來最低租金總額如下：

	2019 二零一九年 HK\$'000 千港元
Within 1 year	3,124
After 1 year but within 5 years	1,990
	5,114

本集團為根據租賃持有的多項物業及設備項目的承租人，該等租賃先前根據香港會計準則第17號確認為經營租賃。本集團已採用經修訂追溯法首次應用香港財務報告準則第16號。按此方法，本集團已調整於二零一九年七月一日的年初結餘，以確認與該等租賃相關的租賃負債(見附註4)。自二零一九年七月一日以來，未來租賃付款根據附註2(f)載列之政策於綜合財務狀況表中確認為租賃負債，有關本集團未來租賃付款之詳情於附註24中披露。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 30 June 2020

截至二零二零年六月三十日止年度

28. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION 28. 公司層面的財務狀況表

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment in an associate	於一間聯營公司之投資		22,716	22,716
Investments in subsidiaries	於附屬公司之投資		5,383	5,383
Amounts due from subsidiaries	應收附屬公司款項		1,206,683	1,039,902
			<b>1,234,782</b>	1,068,001
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from subsidiaries	應收附屬公司款項		1,310,754	979,711
Other receivables and prepayments	其他應收賬款及預付款項		864	697
Bank balances	銀行結餘		184,698	338,868
			<b>1,496,316</b>	1,319,276
<b>Total assets</b>	<b>資產總值</b>		<b>2,731,098</b>	2,387,277
<b>EQUITY AND LIABILITIES</b>	<b>股權及負債</b>			
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	29(b)	1,218,894	1,218,894
Share premium and other reserves	股份溢價及其他儲備	29(a)	346,271	346,271
Accumulated profits	累計溢利	29(a)	928,777	756,454
			<b>2,493,942</b>	2,321,619
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals and other payables	應計費用及其他應付賬款		3,989	4,876
Amounts due to subsidiaries	應付附屬公司款項		233,167	60,782
<b>Total liabilities</b>	<b>負債總額</b>		<b>237,156</b>	65,658
<b>Total equity and liabilities</b>	<b>股權及負債總額</b>		<b>2,731,098</b>	2,387,277
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,259,160</b>	1,253,618
<b>Total assets less total liabilities</b>	<b>資產總值減負債總額</b>		<b>2,493,942</b>	2,321,619

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 29. CAPITAL AND RESERVES

- (a) The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity (other than share capital as disclosed in Note 29(b)) between the beginning and the end of the year are set out below:

#### The Company

		Share premium 股份溢價 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Accumulated profits 累計溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 July 2018	於二零一八年七月一日	172,082	139,577	800,029	1,111,688
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	4,142	4,142
Shares issued under rights issue	根據供股發行股份	40,630	-	-	40,630
Transaction cost attributed to rights issue	供股應佔交易成本	(8,344)	-	-	(8,344)
Dividends recognised as distribution (Note 13)	確認為分派的股息 (附註13)	2,326	-	(47,717)	(45,391)
At 30 June 2019 and 1 July 2019	於二零一九年六月三十日及二零一九年七月一日	206,694	139,577	756,454	1,102,725
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	294,213	294,213
Dividends recognised as distribution (Note 13)	確認為分派的股息 (附註13)	-	-	(121,890)	(121,890)
At 30 June 2020	於二零二零年六月三十日	206,694	139,577	928,777	1,275,048

### 29. 股本及儲備

- (a) 本集團綜合權益各部份的年初與年末結餘的對賬載於綜合權益變動表。本公司個別權益部份(附註29(b)披露的股本除外)由年初至年末的變動詳情載列如下：

#### 本公司

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 29. CAPITAL AND RESERVES (Continued)

#### (b) Share capital

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
At 1 July 2018, 30 June 2019, 1 July 2019 and 30 June 2020, ordinary shares of HK\$1.00 each	於二零一八年七月一日、 二零一九年六月三十日、 二零一九年七月一日及 二零二零年六月三十日、 每股面值1.00港元之 普通股	2,000,000,000	2,000,000
<b>Issued and fully paid, ordinary shares of HK\$1.00 each</b>	<b>已發行及繳足，每股面值 1.00港元之普通股</b>		
At 1 July 2018	於二零一八年七月一日	795,277,315	795,277
Issue of shares in lieu of cash dividend (Note 13)	發行股份以代替現金股息 (附註13)	17,318,628	17,319
Issue of shares under rights issue (note)	根據供股發行股份 (附註)	406,297,971	406,298
At 30 June 2019, 1 July 2019 and 30 June 2020	於二零一九年六月三十日、 二零一九年七月一日及 二零二零年六月三十日	1,218,893,914	1,218,894

Note: On 11 March 2019, the Company announced a fund raising proposal comprising a rights issue on the basis of one new ordinary share of the Company ("Rights Share") for every two existing shares then held at the subscription price of HK\$1.10 per Rights Share (the "Rights Issue"). On 25 April 2019, the Company completed the Rights Issue and a total number of 406,297,971 Rights Shares were issued for gross proceeds of HK\$446,928,000 (net proceeds of HK\$438,584,000 after deduction of the direct costs in relation to the Rights Issue).

The owners of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

附註：於二零一九年三月十一日，本公司宣佈集資建議，包括以當時每持有兩股現有股份獲發一股本公司新普通股(「供股股份」)為基準，按認購價每股供股股份1.10港元進行供股(「供股」)。於二零一九年四月二十五日，本公司完成供股及合共406,297,971股供股股份已獲發行，所得款項總額為446,928,000港元(經扣除與供股相關的直接成本後所得款項淨額為438,584,000港元)。

普通股擁有人有權收取不時宣派的股息及於本公司大會擁有每股一票的投票權。所有普通股與本公司的剩餘資產擁有同等地位。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 29. CAPITAL AND RESERVES (Continued)

#### (c) Nature and purpose of reserves

##### (i) Share premium

Share premium arose from the issuance of shares by the Company at prices in excess of their par value, and may be distributed in the form of fully paid bonus shares. The application of the share premium is governed by section 40 of the Bermuda Companies Act 1981 of Bermuda.

##### (ii) Investment revaluation reserve

The investment revaluation reserve comprises the sharing of cumulative net change in the fair value of equity instruments designated at FVOCI under HKFRS 9 that are held by the associates at the end of the reporting period.

##### (iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in Note 2(r).

#### (d) Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that they can continue to provide returns for Shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

### 29. 股本及儲備(續)

#### (c) 儲備的性質及目的

##### (i) 股份溢價

股份溢價於本公司按高於股份面值的價格發行股份時產生，並可以繳足紅股的形式分派。股份溢價的應用受百慕達的《百慕達一九八一年公司法》第40條規管。

##### (ii) 投資重估儲備

投資重估儲備包括攤分根據香港財務報告準則第9條，指定按公平值計入其他全面收益的股本工具(於報告期末由聯營公司持有)累計公平值變動淨額。

##### (iii) 匯兌儲備

匯兌儲備包括換算海外業務財務報表而產生的所有外匯差額。該儲備乃按照附註2(r)載述的會計政策處理。

#### (d) 資本管理

本集團管理資本的目的是保障本集團的持續經營能力，務求繼續為股東帶來回報，以及為其他持份者帶來利益，並且維持最佳資本結構以減少資本成本。

本集團按風險比例釐定資本金額。本集團因應經濟狀況變動及相關資產的風險特性管理及調整資本結構。為維持或調整資本結構，本集團或會調整所派付股息、發行新股、回購股份、新增債務、贖回現有債務或出售資產以減少債務。

本公司或其附屬公司概無受外部施加的資本規定所限。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

# 綜合財務報表附註(續)

For the year ended 30 June 2020

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## 30. SUBSIDIARIES

The Group's principal subsidiaries as at 30 June 2020 and 2019 are as follows:

## 30. 附屬公司

於二零二零年及二零一九年六月三十日，本集團的主要附屬公司如下：

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/成立 地點	Particulars of issued and paid up capital 已發行及 繳足股本詳情	As at 30 June 2020 Proportion of ownership interest 於二零二零年六月三十日 擁有權益比例			As at 30 June 2019 Proportion of ownership interest 於二零一九年六月三十日 擁有權益比例			Principal activities 主要業務
			Group's effective interest 本集團之 實際權益	Held by the Company 本公司 持有	Held by subsidiaries 附屬公司 持有	Group's effective interest 本集團之 實際權益	Held by the Company 本公司 持有	Held by subsidiaries 附屬公司 持有	
Accardo Investments Limited 英屬處女群島	BVI	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Principal investment and financial services 主要投資及金融服務
APAC Resources Asia Limited 亞太資源亞洲有限公司	Hong Kong 香港	HK\$1 ordinary share 1港元普通股	100%	100%	-	100%	100%	-	Resource investment 資源投資
APAC Resources Assets Limited 亞太資源資產有限公司	BVI 英屬處女群島	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Investment holding 投資控股
APAC Resources Beijing Limited 亞太資源北京有限公司	Hong Kong 香港	HK\$1 ordinary share 1港元普通股	100%	100%	-	100%	100%	-	Principal investment and financial services 主要投資及金融服務
APAC Resources Commodity Trading Limited 亞太資源商品貿易有限公司	BVI 英屬處女群島	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Resource investment 資源投資
APAC Resources Investment Holding Limited 亞太資源投資控股有限公司	BVI 英屬處女群島	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Principal investment and financial services 主要投資及金融服務
APAC Resources Investments Limited 亞太資源投資有限公司	BVI 英屬處女群島	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Investment holding 投資控股
APAC Resources Management Limited 亞太資源管理有限公司	Hong Kong 香港	HK\$1 ordinary share 1港元普通股	100%	100%	-	100%	100%	-	Provision of management services 提供管理服務
APAC Resources Mining Limited 亞太資源礦業有限公司	BVI 英屬處女群島	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Investment holding 投資控股
APAC Resources Shanghai Limited 亞太資源上海有限公司	Hong Kong 香港	HK\$1 ordinary share 1港元普通股	100%	100%	-	100%	100%	-	Principal investment and financial services 主要投資及金融服務
APAC Resources Strategic Holdings Limited 亞太資源策略控股有限公司	BVI 英屬處女群島	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Investment holding 投資控股
APAC Resources Treasury Management Limited 亞太資源財資管理有限公司	BVI 英屬處女群島	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Principal investment and financial services 主要投資及金融服務

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

# 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

## 30. SUBSIDIARIES (Continued)

## 30. 附屬公司(續)

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/成立 地點	Particulars of issued and paid up capital 已發行及 繳足股本詳情	As at 30 June 2020 Proportion of ownership interest 於二零二零年六月三十日 擁有權權益比例			As at 30 June 2019 Proportion of ownership interest 於二零一九年六月三十日 擁有權權益比例			Principal activities 主要業務
			Group's effective interest 本集團之 實際權益	Held by the Company 本公司 持有	Held by subsidiaries 附屬公司 持有	Group's effective interest 本集團之 實際權益	Held by the Company 本公司 持有	Held by subsidiaries 附屬公司 持有	
Asia Cheer Trading Limited 喜亞貿易有限公司	Hong Kong 香港	HK\$1 ordinary share 1港元普通股	100%	100%	-	100%	100%	-	Investment holding 投資控股
Fortune Arm Limited	BVI 英屬處女群島	US\$1 ordinary share 1美元普通股	100%	-	100%	100%	-	100%	Principal investment and financial services 主要投資及金融服務
Fortune Desire Investments Limited	BVI 英屬處女群島	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Investment holding 投資控股
Mount Sun Investments Limited 昇辰投資有限公司	BVI 英屬處女群島	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Investment holding 投資控股
Sino Chance Trading Limited 凱機貿易有限公司	Hong Kong 香港	HK\$1 ordinary share 1港元普通股	100%	100%	-	100%	100%	-	Trading of commodities 商品貿易
Ultra Effort Limited	BVI 英屬處女群島	US\$1 ordinary share 1美元普通股	100%	100%	-	100%	100%	-	Principal investment and financial services 主要投資及金融服務
亞太資源(青島)有限公司*	The PRC 中國	Registered capital of US\$29,800,000 註冊資本 29,800,000美元	100%	-	100%	100%	-	100%	Trading of commodities 商品貿易
瑞域(上海)投資諮詢 有限公司*	The PRC 中國	Registered capital of US\$3,600,000 註冊資本 3,600,000美元	100%	100%	-	100%	100%	-	Provision of consultancy service in corporate management, metallurgy technology, investment and development in mineral resources 提供公司管理、冶金技 術及礦產資源投資開 發方面之諮詢服務

\* This subsidiary is registered as a wholly-foreign-owned enterprise under the PRC law.

\* 此附屬公司根據中國法律註冊為外商獨資企業。

The above list contains only the particulars of subsidiaries which, in the opinion of the directors of the Company, principally affected the results, assets or liabilities of the Group.

本公司董事認為，上表僅包含主要影響本集團業績、資產或負債之附屬公司資料。

None of the subsidiaries had issued any debt securities at the end of both years or at any time during both years.

概無附屬公司於兩個年度末或兩個年度內任何時間發行任何債務證券。

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綜合財務報表附註(續)

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31. CATEGORIES OF FINANCIAL INSTRUMENTS

31. 金融工具之類別

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Trade and other receivables	貿易及其他應收賬款	31,086	24,836
Loan notes	貸款票據	3,916	51,168
Loan receivables	應收貸款	468,876	401,418
Pledged bank deposits	已抵押銀行存款	88,611	74,711
Bank balances and cash	銀行結餘及現金	564,039	814,547
Financial assets at amortised cost	按攤銷成本列賬的金融資產	1,156,528	1,366,680
Financial assets at FVTPL, mandatorily measured at FVTPL	按公平值於損益賬處理之 金融資產，強制性按 公平值於損益賬處理		
– Listed equity securities held-for-trading	– 持作買賣之 上市股本證券	629,058	392,102
– Listed equity securities not held within the trading portfolios	– 並非於買賣組合內 持有之上市股本證券	58,398	275,638
– Convertible notes	– 可換股票據	9,690	10,873
– Derivative financial instruments: – Warrants	– 衍生金融工具： – 認股權證	11,414	–
– Unlisted equity investments	– 非上市股本投資	8,291	21,369
Trade receivables designated at FVTPL	指定按公平值於損益賬處理之 貿易應收賬款	716,851 6,273	699,982 –
		723,124	699,982
<b>Financial liabilities</b>	<b>金融負債</b>		
Other payables	其他應付賬款	23,591	7,396
Lease liabilities	租賃負債	4,504	–
Financial liabilities at amortised cost	按攤銷成本列賬的金融負債	28,095	7,396
Financial liabilities at FVTPL	按公平值於損益賬處理之 金融負債		
Trade payables designated at FVTPL	指定按公平值於損益賬處理之 貿易應付賬款	61,852	5,415

## 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

The main risks arising from the Group's financial instruments are credit risk, liquidity risk, interest rate risk, currency risk and other price risk. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

### (a) Credit risk

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, loan receivables, other receivables, loan notes, convertible notes, pledged bank deposits and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risks associated with certain loan receivables is mitigated as they are secured (Note 19).

#### Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

As at 30 June 2020, the Group had concentration of credit risk in respect of trade receivables of HK\$6,273,000 (2019: HK\$nil) in to a customer. Taking into account the historical settlement record of this customer, the directors of the Company considered that the Group's credit risk in respect of this trade receivable was insignificant.

Except for trade receivables designated at FVTPL and convertible notes measured at FVTPL, the Group performed impairment assessment for financial assets under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment are summarized as below.

## 32. 財務風險管理及金融工具之公平值

本集團金融工具所產生的主要風險為信貸風險、流動性風險、利率風險、貨幣風險及其他價格風險。下文載述本集團承受的該等風險及本集團使用以管理該等風險的金融風險管理政策及慣例。

### (a) 信貸風險

信貸風險指本集團的交易對方違反其合約責任而導致本集團蒙受財務虧損的風險。本集團的信貸風險主要源自貿易應收賬款、應收貸款、其他應收款項、貸款票據、可換股票據、已抵押銀行存款及銀行結餘。本集團並無持有任何抵押品或其他信貸增強措施以為其金融資產相關信貸風險提供保障，惟若干與應收貸款有關的信貸風險因有抵押而有所緩解(附註19)。

#### 貿易應收賬款

本集團的信貸風險主要受各客戶的個別特徵，而非受客戶經營所在的行業或國家所影響，因此當本集團因個別客戶而承受重大風險時，就會產生重大信貸集中風險。

於二零二零年六月三十日，本集團就一位客戶的貿易應收賬款6,273,000港元(二零一九年：零港元)承擔信貸集中風險。考慮到該客戶的過往結算記錄，本公司董事認為本集團就該貿易應收賬款的信貸風險屬不重大。

除指定按公平值於損益賬處理之貿易應收賬款及可換股票據按公平值於損益賬處理計量外，本集團根據預期信貸虧損模式對金融資產進行減值評估。有關本集團信貸風險管理、最高信貸風險及相關減值評估的資料概述如下。



## 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

### (a) Credit risk (Continued)

#### Financial assets at amortised costs

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the management of the Group reviews the recoverable amount of each individual debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. The Group applies general approach on loan receivables to assess for ECL prescribed by HKFRS 9. To measure ECL of loan receivables, the Group applies internal credit rating for its borrowers and they are assessed individually by reference to their past default records, their current past due exposure and an analysis of their current financial position. The ECL rates are estimated based on historical observed default rates over the expected life of the loan receivables and are adjusted for forward-looking information (for example, the current and forecasted global economy and the general economic conditions of the industry in which the borrowers operate) that is available without undue cost or effort. Such forward-looking information is used by the management of the Group to assess both the current conditions and the forecasted direction at the reporting date.

#### Pledged bank deposits and bank balances

The bank balances are placed in various authorised financial institutions either with high credit ratings or good financial background and the directors of the Company consider the credit risk of such authorised financial institutions is low.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each debtor. As at 30 June 2020, the Group had concentration of credit risk on pledged bank deposits of HK\$61,771,000 (2019: HK\$62,500,000) in a bank in Hong Kong and on bank balances of HK\$194,968,000 (2019: HK\$120,729,000) in a bank in Hong Kong. In the opinion of directors of the Company, the credit risks on pledged bank deposits and bank balances are limited because the counterparties are banks with high credit ratings.

## 32. 財務風險管理及金融工具之公平值(續)

### (a) 信貸風險(續)

#### 按攤銷成本列賬的金融資產

為盡量降低信貸風險，本集團管理層已委任一支負責釐定信貸額度、信貸審批及其他監察程序之團隊，以確保採取跟進行動收回逾期債務。此外，本集團管理層於各報告期末評估各個別債務之可收回金額，以確保對不可收回之金額計提充足之減值虧損。本集團就應收貸款應用一般方法以按香港財務報告準則第9號的規定評估預期信貸虧損。為計量應收貸款的預期信貸虧損，本集團就其借款人應用內部信貸評級並參考彼等的過往違約記錄、彼等的當前逾期風險及彼等的當前財務狀況分析對彼等進行個別評估。預期信貸虧損率乃於應收貸款預期年內根據過往已觀察違約率進行估計並就無須花費過多成本或精力即可獲得的前瞻性資料(例如，當前及預測全球經濟以及借款人經營所在行業的整體經濟狀況)作出調整。本集團管理層於報告日期採用該等前瞻性資料評估當前狀況及所預測方向。

#### 已抵押銀行存款以及銀行結餘

銀行結餘存放於多家擁有高信貸評級或良好財務背景的授權金融機構且本公司董事認為該等授權金融機構的信貸風險較低。

本集團之信貸風險主要受各債務人之個別特性影響。於二零二零年六月三十日，本集團於香港一間銀行之已抵押銀行存款61,771,000港元(二零一九年：62,500,000港元)及於香港一間銀行之銀行結餘194,968,000港元(二零一九年：120,729,000港元)存在集中信貸風險。本公司董事認為，由於交易對手方為高信貸評級之銀行，該等已抵押銀行存款及銀行結餘之信貸風險有限。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (a) Credit risk (Continued)

##### Loan receivables

As at 30 June 2020, the Group had concentration of credit risk in respect of certain loan receivables of HK\$320,810,000 (2019: HK\$315,113,000) from two borrowers. The management of the Group reviewed the public announcements and financial information of the guarantors of these loans receivable, the records of continuous settlements of interests and the value of the underlying securities, if any, in order to assess their credit quality. In this regards, the directors of the Company considered the Group's concentration of credit risk in respect of the certain material loan receivables as at 30 June 2020 was significantly reduced.

The directors of the Company estimate the estimated loss rates of loan receivables based on historical credit loss experience of the debtors as well as the fair value of the collateral pledged by the customers to the loan receivables. Based on assessment by the directors of the Company, the amount of impairment made and movement in the loss allowance account in respect of loan receivables during the year is as follows:

		12m ECL (not credit impaired) 12個月預期 信貸虧損 (未發生 信貸減值) HK\$'000 千港元	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (未發生 信貸減值) HK\$'000 千港元	Total 合計 HK\$'000 千港元
Balance at 1 July 2018	於二零一八年七月一日 之結餘	1,160	–	1,160
Changes due to financial instruments recognised as at 1 July 2018:	於二零一八年七月一日 確認財務工具之變動：			
– Impairment losses reversed	– 已回撥減值虧損	(771)	–	(771)
New financial assets originated	新產生之新金融資產	169		169
At 30 June 2019 and 1 July 2019	於二零一九年六月三十日 及二零一九年七月一日	558	–	558
Changes due to financial instruments recognised as at 1 July 2019:	於二零一九年七月一日 確認財務工具之變動：			
– Impairment losses recognised	– 已確認減值虧損	79	–	79
– Impairment loss reversed	– 已回撥減值虧損	(169)	–	(169)
New financial assets originated	新產生之新金融資產	2,089	2,049	4,138
At 30 June 2020	二零二零年六月三十日	2,557	2,049	4,606

### 32. 財務風險管理及金融工具之公平值(續)

#### (a) 信貸風險(續)

##### 應收貸款

於二零二零年六月三十日，本集團來自兩名借款人之若干應收貸款320,810,000港元(二零一九年：315,113,000港元)存在信貸集中風險。本集團管理層審閱應收貸款擔保人的公開公告及財務資料、利息持續償付的記錄以及相關證券的價值(如有)以評估其信貸風險。就此而言，本公司董事認為，本集團於二零二零年六月三十日有關若干重大應收貸款的信貸集中風險已大幅降低。

本公司董事根據債務人之過往信貸虧損經驗以及客戶就應收貸款所質押之抵押品之公平值，估計應收貸款之估計虧損率。根據本公司董事之評估，年內減值計提撥備及應收貸款之虧損撥備賬之變動如下：

For the year ended 30 June 2020

截至二零二零年六月三十日止年度

## 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

## 32. 財務風險管理及金融工具之公平值(續)

### (a) Credit risk (Continued)

### (a) 信貸風險(續)

#### Loan receivables (Continued)

#### 應收貸款(續)

Changes in the loss allowance for loan receivables are mainly due to:

應收貸款之虧損撥備變動主要由於：

	2020 二零二零年		2019 二零一九年	
	Increase/ (decrease) in 12m ECL 增加/(減少) HK\$'000 千港元	Increase/ (decrease) in lifetime ECL (note credit- impaired) 全期預期信貸 虧損(未發生 信貸減值) 增加/(減少) HK\$'000 千港元	Increase/ (decrease) in 12m ECL 增加/(減少) HK\$'000 千港元	Increase/ (decrease) in lifetime ECL (note credit- impaired) 全期預期信貸 虧損(未發生 信貸減值) 增加/(減少) HK\$'000 千港元
Advance of new loan receivables		2,089	2,049	-
Settlement in full of loan receivables		-	-	(513)

#### Other receivables

#### 其他應收賬款

For other receivables and deposits, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12-month ECL. For the year ended 30 June 2020 and 2019, the Group assessed the ECL for other receivables and deposits were insignificant and thus no loss allowance was recognised.

就其他應收賬款及按金而言，本公司董事根據過往償付記錄、過往經驗以及合理且有依據的前瞻性定量及定性資料，對其他應收賬款及按金的可收回性進行定期個別評估。本公司董事認為自初次確認以來該等款項的信貸風險並無顯著增加且本集團根據12個月預期信貸虧損撥備減值。截至二零二零年及二零一九年六月三十日止年度，本集團評估其他應收賬款及按金的預期信貸虧損並不重大，因此並無確認虧損撥備。

#### Loan notes

#### 貸款票據

As at 30 June 2020, the Group had concentration of credit risk in respect of loan notes of HK\$3,916,000 (2019: HK\$51,168,000) into one entity. The management of the Group reviewed the public announcements and financial information of the guarantor of these loan notes as well as subsequent settlements of interests in order to assess their credit quality. In this regard, the directors of the Company considered that the Group's credit risk in respect of these loan notes was significantly reduced.

於二零二零年六月三十日，本集團來自一個實體的貸款票據3,916,000港元(二零一九年：51,168,000港元)存在信貸集中風險。本集團管理層審閱該等貸款票據的擔保人的公開公告及財務資料以及其後利息償付情況以評估其信貸質素。就此而言，本公司董事認為，本集團有關該等貸款票據的信貸風險已大幅降低。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (a) Credit risk (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 說明	Financial assets at amortised cost 按攤銷成本列賬的金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易對手方的違約風險較低，且並無任何逾期款項	12m ECL 12個月預期信貸虧損
Medium risk 中風險	Debtor frequently repays after due dates but usually settle in full 債務人經常於逾期日後還款，但通常悉數結算	12m ECL 12個月預期信貸虧損
High risk 高風險	There have been significant increases in credit risk since initial recognition through information developed internally or external sources 根據內部或外部來源得到的資料，信貸風險自首次確認以來大幅增加	Lifetime ECL – not credit-impaired 全期預期信貸虧損－未發生信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產已發生信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損－已發生信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重的財務困難且本集團不認為日後可收回有關款項	Amount is written off 有關款項獲撇銷

### 32. 財務風險管理及金融工具之公平值(續)

#### (a) 信貸風險(續)

本集團之內部信貸風險評級評估包括以下類別：

**32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

**(a) Credit risk (Continued)**

The tables below detail the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

**32. 財務風險管理及金融工具之公平值(續)**

**(a) 信貸風險(續)**

下表詳列本集團金融資產面臨的信貸風險，該等金融資產須進行預期信貸虧損評估：

	Notes	External credit rating 外部 信貸評級	Internal credit rating 內部 信貸評級	12m ECL or lifetime ECL 12個月或全期 預期信貸虧損	2020 Gross carrying amount 二零二零年 賬面總值 HK\$'000 千港元	2019 Gross carrying amount 二零一九年 賬面總值 HK\$'000 千港元
<b>Financial assets at amortised cost</b>						
<b>按攤銷成本列賬的金融資產</b>						
Loan receivables (note (i)) 應收貸款(附註(i))	19	N/A 不適用	Low risk 低風險	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未發生信貸減值及進行個別評估)	<b>379,136</b>	210,515
			High risk 高風險	Lifetime ECL (not credit impaired and assessed individually) 全期預期信貸虧損(未發生信貸減值及進行個別評估)	<b>94,346</b>	191,461
Loan notes 貸款票據	20	N/A 不適用	Low risk 低風險	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未發生信貸減值及進行個別評估)	<b>3,916</b>	51,168

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

綜合財務報表附註(續)

截至二零二零年六月三十日止年度

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

	Notes	External credit rating 外部 信貸評級	Internal credit rating 內部 信貸評級	12m ECL or lifetime ECL 12個月或全期 預期信貸虧損	2020 Gross carrying amount 二零二零年 賬面總值 HK\$'000 千港元	2019 Gross carrying amount 二零一九年 賬面總值 HK\$'000 千港元
Other receivables and deposits (note (ii)) 其他應收賬款及按金(附註(ii))	21	N/A 不適用	Low risk 低風險	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未發生信貸減值及進行個別評估)	31,086	24,836
Pledged bank deposits 已抵押銀行存款	22	A1	N/A 不適用	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未發生信貸減值及進行個別評估)	88,611	74,711
Bank balances 銀行結餘	22	Baa1 to Aa1 Baa1至Aa1	N/A 不適用	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未發生信貸減值及進行個別評估)	564,001	814,487
					<b>1,161,096</b>	1,367,178

32. 財務風險管理及金融工具之公平值(續)

(a) 信貸風險(續)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (a) Credit risk (Continued)

Notes:

- (i) At 30 June 2019, no loss allowance has been recognised for the loan receivables falling into high risk category in the internal credit rating because the carrying amount of this loan receivables can be recovered by realisation of the underlying security.
- (ii) For the purpose of internal credit risk management, the Group uses past due information to assess whether credit risk has been increased significantly since initial recognition.

### 32. 財務風險管理及金融工具之公平值(續)

#### (a) 信貸風險(續)

附註：

- (i) 於二零一九年六月三十日，概無就內部信貸評級中屬於高風險類別的應收貸款確認虧損撥備，原因是該應收貸款的賬面值可透過變現相關抵押品予以收回。
- (ii) 就內部信貸風險管理而言，本集團採用逾期資料以評估信貸風險自初次確認後是否顯著增加。

	2020 二零二零年			2019 二零一九年		
	Past due 逾期 HK\$'000 千港元	Not past due/no fixed terms 未逾期/ 無固定還款期 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Past due 逾期 HK\$'000 千港元	Not past due/no fixed terms 未逾期/ 無固定還款期 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Other receivables and deposits 其他應收賬款及按金	-	31,086	31,086	-	24,836	24,836

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For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to the parent company's board approval. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The following tables set out the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

For trade payables under provisional pricing arrangements and are designated at FVTPL, the amount is derived from the estimated future cash payments with reference to the Platts Iron Ore Index Price at the end of the reporting periods.

### 32. 財務風險管理及金融工具之公平值(續)

#### (b) 流動資金風險

本集團內個別經營實體負責其自身現金管理事宜，包括現金盈餘之短期投資及籌集貸款應付預期現金需求，惟須待母公司董事會批准方可作實。本集團之政策為定期監察其流動資金需求，以確保其維持充足現金儲備，以應付長短期之流動資金需要。

下表列載本集團之非衍生金融負債於報告期末之餘下合約期限，基準為合約未貼現現金流量(包括按合約利率，或如屬浮息，則按報告期末當時利率計算之利息付款)及本集團須予支付之最早日期。

就有臨時定價安排之貿易應付款項而言，有關金額乃經參考於報告期末之倫金所未來商品價格所估計之未來現金付款計算得出。

		2020 二零二零年				Carrying amount at 30 June 2020 於二零二零年 六月三十日 的賬面值
		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual undiscounted cash flows	HK\$'000 千港元
Non-derivative financial liabilities	非衍生金融負債					
Other payables	其他應付賬款	23,591	-	-	23,591	23,591
Lease liabilities (note)	租賃負債(附註)	3,838	707	112	4,657	4,504
		27,429	707	112	28,248	28,095
Trade payables designated at FVTPL	指定按公平值於損益賬處 理之貿易應付賬款	61,852	-	-	61,852	61,852
		89,281	707	112	90,100	89,947



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截至二零二零年六月三十日止年度

**32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

**32. 財務風險管理及金融工具之公平值(續)**

**(b) Liquidity risk (Continued)**

**(b) 流動資金風險(續)**

		2019 二零一九年				
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual undiscounted cash flows	Carrying amount at 30 June 2019	
		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Contractual undiscounted cash flows	Carrying amount at 30 June 2019
		一年內 或按要求	一年以上 但兩年以內	兩年以上 但五年以內	未折現合約 現金流量總額	於二零一九年 六月三十日 的賬面值
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Non-derivative financial liabilities	非衍生金融負責					
Other payables	其他應付賬款	7,396	-	-	7,396	7,396
Trade payables designated at FVTPL	指定按公平值於損益賬處 理之貿易應付賬款	5,415	-	-	5,415	5,415
		12,811	-	-	12,811	12,811

Note:

The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 July 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17, and capitalised amounts relating to new leases entered into during the year. Under this approach, the comparative information is not restated. See Note 4.

附註：

本集團已採用經修訂追溯法首次應用香港財務報告準則第16號，並調整於二零一九年七月一日的年初結餘，以確認與先前根據香港會計準則第17號分類為經營租賃的租賃相關的租賃負債及與年內新訂立租賃有關之資本化款項。按此方法，比較資料不予重列。見附註4。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group is exposed to cash flow interest rate risk in relation to variable-rate pledged bank deposits and bank balances as at 30 June 2020 and 2019. The Group is exposed to fair value interest rate risk in relation to fixed-rate loan receivables, convertible notes, loan notes and lease liabilities as at 30 June 2020 and 2019. The Group currently does not have any interest rate hedging policy. The directors of the Company monitor the interest rate exposure and will consider necessary actions when significant interest rate exposure is anticipated.

No interest rate sensitivity analysis is disclosed, as in the opinion of the directors of the Company, the interest rate sensitivity does not give additional value in view of insignificant exposure of interest bearing pledged bank deposits and bank balances as at the end of the reporting period.

The Group's exposure to interest rates on financial liabilities is detailed in the liquidity risk management section of this note.

#### (d) Currency risk

##### (i) Exposure to currency risk

The Group is exposed to currency risk primarily through sales and purchases and provision of loan financing which give rise to receivables, payables and bank balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily Renminbi ("RMB"), United States dollars ("US\$"), Australian dollars ("A\$"), Canadian dollars ("CAD") and British Pound ("GBP"). The Group ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

### 32. 財務風險管理及金融工具之公平值(續)

#### (c) 利率風險

利率風險指金融工具的公平值或未來現金流量將因市場利率改變而波動的風險。

於二零二零年及二零一九年六月三十日，本集團所承受之現金流量利率風險與浮動利率已抵押銀行存款及銀行結餘有關。於二零二零年及二零一九年六月三十日，本集團就定息應收貸款、可換股票據、貸款票據及租賃負債面臨公平值利率風險。本集團當前未採取任何利率對沖政策。本公司董事監控利率風險狀況，並將於預期出現重大利率風險時考慮其他必要措施。

由於本公司董事認為，於報告期末之計息已抵押銀行存款及銀行結餘風險不大，利率敏感度不會帶來額外價值，故並無披露利率敏感度分析。

本集團因金融負債而承受之利率風險於本附註流動資金風險管理一節詳述。

#### (d) 外幣風險

##### (i) 外幣風險

本集團承受的外幣風險主要來自以外幣(即有關交易的營運的功能貨幣以外之貨幣)計值的銷售及採購及提供貸款融資所產生的應收賬款、應付賬款及銀行結餘。產生該風險之貨幣主要為人民幣(「人民幣」)、美元(「美元」)、澳元(「澳元」)、加元(「加元」)及英鎊(「英鎊」)。本集團確保透過於必要時以即期匯率買入或出售外幣以解決短期失衡情況，從而將淨風險承擔保持於可接受之水平。

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截至二零二零年六月三十日止年度

**32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

**32. 財務風險管理及金融工具之公平值(續)**

**(d) Currency risk (Continued)**

**(d) 外幣風險(續)**

**(i) Exposure to currency risk (Continued)**

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised monetary financial assets and monetary financial liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Hong Kong dollars, translated using the spot rate at the year end date.

**(i) 外幣風險(續)**

下表詳述本集團於報告期末因已確認貨幣金融資產及貨幣金融負債(以資產及負債相關實體功能貨幣以外貨幣計值)而產生的貨幣風險。就呈列而言，有關風險金額乃以港元列示，使用年度結算日的即期匯率換算。

		2020 二零二零年				
		US\$ 美元 HK\$'000 千港元	RMB 人民幣 HK\$'000 千港元	A\$ 澳元 HK\$'000 千港元	CAD 加元 HK\$'000 千港元	GBP 英鎊 HK\$'000 千港元
Other receivables and rental deposits	其他應收賬款及租賃按金	2,196	-	5,735	3,688	678
Loan receivables	應收貸款	-	320,810	-	-	-
Loan notes	貸款票據	3,916	-	-	-	-
Bank balances	銀行結餘	21,893	786	225,995	55,319	21,056
Other payables	其他應付賬款	-	-	(1,091)	(7,435)	-
Net exposure arising from recognised assets and liabilities	已確認資產及負債產生之風險淨額	28,005	321,596	230,639	51,572	21,734

  

		2019 二零一九年				
		US\$ 美元 HK\$'000 千港元	RMB 人民幣 HK\$'000 千港元	A\$ 澳元 HK\$'000 千港元	CAD 加元 HK\$'000 千港元	GBP 英鎊 HK\$'000 千港元
Other receivables and rental deposits	其他應收賬款及租賃按金	77	8,775	1,792	408	350
Loan receivables	應收貸款	-	123,652	55,267	-	-
Loan notes	貸款票據	51,168	-	-	-	-
Bank balances	銀行結餘	7,684	812	229,115	35,171	7,011
Other payables	其他應付賬款	-	-	-	-	-
Net exposure arising from recognised assets and liabilities	已確認資產及負債產生之風險淨額	58,929	133,239	286,174	35,579	7,361

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (d) Currency risk (Continued)

##### (ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's loss/profit after tax (and accumulated profits) that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies.

### 32. 財務風險管理及金融工具之公平值(續)

#### (d) 外幣風險(續)

##### (ii) 敏感度分析

下表顯示本集團除稅後虧損／溢利(及累計溢利)因本集團所承受重大風險的匯率已於報告期末轉變(假設所有其他風險變數維持不變)而即時出現的變化。就此而言,假設港元與美元之掛鈎匯率在很大程度上將不受美元兌其他貨幣之價值之任何變動影響。

		2020 二零二零年		2019 二零一九年	
		Increase/ (decrease) in foreign exchange rate	Decrease/ (increase) in loss after income tax	Increase/ (decrease) in foreign exchange rate	Increase/ (decrease) in profit after income tax
		匯率增加/ (減少) %	虧損減少/ (增加) HK\$' 000 千港元	匯率增加/ (減少) %	溢利增加/ (減少) HK\$' 000 千港元
RMB	人民幣	10 (10)	32,160 (32,160)	10 (10)	13,324 (13,324)
A\$	澳元	10 (10)	23,064 (23,064)	10 (10)	28,617 (28,617)
CAD	加元	10 (10)	5,157 (5,157)	10 (10)	3,558 (3,558)
GBP	英鎊	10 (10)	2,173 (2,173)	10 (10)	736 (736)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' profit or loss after tax and equity measured in the respective functional currencies, translated into HK\$ at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those monetary financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis is performed on the same basis for 2019.

上表所載分析結果指為呈列目的而將以相關功能貨幣計量的各集團實體除稅後溢利或虧損及權益按報告期末現行匯率兌換為港元的綜合即時影響。

敏感度分析假設外匯匯率變動已應用於重新計量本集團於報告期末面臨外匯風險的貨幣金融工具。分析按與二零一九年相同的基準進行。

**32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

**(e) Foreign currency price risk**

The Group is engaged in equity securities trading and investments which are denominated in foreign currencies and is therefore exposed to foreign currency price risk. 69% (2019: 78%) of the Group's equity investments, including listed securities held-for-trading, listed securities not held within the trading portfolios and unlisted equity investments, and derivative financial instruments are denominated in currencies other than the functional currency of the group entities.

The carrying amounts of the Group's foreign currency denominated equity investments and derivative financial instruments at the end of the reporting period are set out as follows:

**32. 財務風險管理及金融工具之公平值(續)**

**(e) 外幣價格風險**

本集團從事股本證券買賣及投資，其主要貨幣單位為外幣，因此須承受外幣價格風險。本集團69%(二零一九年：78%)之股本投資(包括持作買賣上市證券、並非於買賣組合內持有之上市證券及非上市股本投資及衍生金融工具)之貨幣單位並非集團實體之功能貨幣。

於報告期末，本集團以外幣計值之股本投資及衍生金融工具之賬面值載列如下：

		<b>2020</b>	2019
		<b>二零二零年</b>	二零一九年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
US\$	美元	<b>17,052</b>	29,156
A\$	澳元	<b>359,920</b>	362,776
Pound Sterling	英鎊	<b>11,092</b>	23,569
CAD	加拿大元	<b>98,081</b>	121,702

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For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (e) Foreign currency price risk (Continued)

##### Sensitivity analysis

The following table details the Group's sensitivity to a 10% (2019: 10%) increase and decrease in HK\$ against foreign currencies and all other variables are held constant. US\$ is not included in sensitivity analysis, as HK\$ is pegged to US\$, the Group does not expect any significant movements in the US\$/HK\$ exchange rate. 10% (2019: 10%) is the sensitivity rate used by the management in the assessment of the reasonably possible change in foreign exchange rates. A positive number below indicates a decrease in post-tax loss (2019: increase in post-tax profit) for the year where foreign currencies strengthen 10% (2019: 10%) against HK\$. For a 10% (2019: 10%) weakening of foreign currencies against HK\$, there would be an equal and opposite impact on the post-tax loss (2019: post-tax profit) for the year.

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Decrease in post-tax loss (2019: increase in post-tax profit) for the year	年度除稅後虧損減少 (二零一九年：除稅後 溢利增加)	<b>46,909</b>	50,804

#### (f) Equity price risk

The Group is exposed to equity price risk through its investments, including listed securities held-for-trading, unlisted equity investments and listed securities not held within the trading portfolios. The management of the Group manages this exposure by maintaining a portfolio of investments with different risk and return profiles.

### 32. 財務風險管理及金融工具之公平值(續)

#### (e) 外幣價格風險(續)

##### 敏感度分析

下表詳列本集團對港元兌外幣匯率上升及下跌10%(二零一九年：10%)之敏感度，而其他所有變量維持不變。美元並未計入此敏感度分析，因港元與美元掛鈎，本集團預期美元兌港元之匯率不會有任何重大變動。10%(二零一九年：10%)乃管理層評估外幣匯率之合理可能變動所使用之敏感度比率。下列正數表示外幣兌港元升值10%(二零一九年：10%)時年度除稅後虧損(二零一九年：除稅後溢利增加)的減幅。若外幣兌港元貶值10%(二零一九年：10%)，則會對年度除稅後虧損(二零一九年：除稅後溢利)造成等額相反影響。

#### (f) 股價風險

本集團因其投資(包括持作買賣之上市證券、非上市股本投資及並非持作買賣組合之上市證券)而承受股價風險。本集團管理層透過持有風險及回報情況不同之投資組合而管理有關風險。

## 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

### (f) Equity price risk (Continued)

#### Sensitivity analysis

The sensitivity analyses below have been determined based on the listed equity securities exposure to price risk at the end of the reporting period. If equity price (in the relevant currencies in which the investments are denominated) had been 30% higher/lower (2019: 30% higher/lower) and all other variables are held constant, post-tax loss for the year ended 30 June 2020 would decrease/increase by HK\$206,237,000 (2019: post-tax profit would increase/decrease by HK\$200,322,000). This is mainly due to the changes in fair value of listed securities held-for-trading and listed securities not held within the trading portfolios.

The sensitivity analyses below have been determined based on the unlisted equity investments at FVTPL exposure to price risk at the end of the reporting period. If equity price (in the relevant currencies in which the investments are denominated) had been 30% higher/lower (2019: 30% higher/lower) and all other variables are held constant:

- post-tax loss for the year ended 30 June 2020 would decrease/increase by HK\$2,487,000 (2019: post-tax profit would increase/decrease by HK\$6,411,000) as a result of changes in fair value of unlisted equity investments at FVTPL of HK\$8,291,000 (2019: HK\$21,369,000).

## 32. 財務風險管理及金融工具之公平值(續)

### (f) 股價風險(續)

#### 敏感度分析

以下敏感度分析乃按報告期末上市股本證券之價格風險釐定。假設股本價格(以該等投資之相關計值貨幣計值)上升/下降30%(二零一九年:上升/下降30%)而所有其他變量保持不變,截至二零二零年六月三十日止年度之除稅後虧損將減少/增加206,237,000港元(二零一九年:除稅後溢利將增加/減少200,322,000港元)。這主要由持作買賣之上市證券及並非於買賣組合內持有之上市證券之公平值變動而引起;及

以下敏感度分析乃按報告期末按公平值於損益賬處理之非上市股本投資之價格風險釐定。假設股本價格(以該等投資之相關計值貨幣計值)升高/下降30%(二零一九年:升高/下降30%)而所有其他變量保持不變:

- 由於按公平值於損益賬處理之非上市股本投資之公平值8,291,000港元(二零一九年:21,369,000港元)發生變動,截至二零二零年六月三十日止年度之除稅後虧損將減少/增加2,487,000港元(二零一九年:除稅後溢利將增加/減少6,411,000港元)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (g) Other price risk

The Group is exposed to other price risk through its convertible notes at FVTPL, which were issued by the Private Entity I, and derivative financial instruments (the warrants) at the end of the reporting period with changes in fair value to be recognized in the profit or loss. The fair value adjustment of these financial instruments would be affected positively or negatively, among others, by changes in equity price of the issuers.

#### Sensitivity analysis

As at 30 June 2020, if the equity price of the unlisted convertible notes at FVTPL and the underlying equity securities of the warrants had been 30% (2019: 30%) higher/lower and all other variables were held constant, the fair values of the unlisted convertible notes at FVTPL and the warrants will increase/decrease and the Group's post-tax loss would decrease/increase by HK\$6,331,000 (2019: the Group's post-tax profit would increase/decrease by HK\$3,261,000).

#### Commodity price risk

The Group is also exposed to commodity price risk as the Group's sales and purchases are subject to provisional pricing arrangements, predominantly iron ores prices. The Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

#### (h) Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

### 32. 財務風險管理及金融工具之公平值(續)

#### (g) 其他價格風險

於報告期末，本集團因其按公平值於損益賬處理的私人實體一所發行的可換股票據及衍生金融工具(認股權證)而面臨其他價格風險，有關公平值變動於損益內確認。該等金融工具的公平值調整可能因(其中包括)發行人所收取股價的變動而受到正面或負面影響。

#### 敏感度分析

於二零二零年六月三十日，假設按公平值於損益賬處理的非上市可換股票據及認股權證的相關股本證券的股本價格上升/下降30%(二零一九年：30%)而所有其他變量保持不變，則按公平值於損益賬處理的非上市可換股票據及認股權證的公平值將增加/減少及本集團的除稅後虧損將減少/增加6,331,000港元(二零一九年：本集團除稅後溢利將增加/減少3,261,000港元)。

#### 商品價格風險

本集團亦承受商品價格風險，因為本集團須按臨時定價安排作出買賣(主要為銅及鈷價)。本集團已委任特別團隊以監控價格風險，並於必要時將考慮對沖風險。

#### (h) 金融工具之公平值計量

本附註提供資料以展示本集團如何釐定不同金融資產及金融負債之公平值。



**32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

**(h) Fair value measurements of financial instruments (Continued)**

**Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis**

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial instruments are determined (in particular, the valuation technique(s) and inputs used).

Financial instruments 金融工具	Fair value as at 30 June 2020 於二零二零年六月三十日 之公平值 HK\$'000 千港元	Fair value as at 30 June 2019 於二零一九年六月三十日 之公平值 HK\$'000 千港元	Fair value hierarchy 公平值 層級	Valuation technique(s) and key input(s) 估值技術及 關鍵輸入數據
(1) Listed equity securities held-for-trading 持作買賣之上市股本證券	629,058	392,102	Level 1 第一級	Quoted bid prices in active markets 於活躍市場所報的買入價
(2) Convertible notes 可換股票據				
– Issued by the Private Entity I – 由私人實體一發行	9,690	10,873	Level 3 第三級	Binomial model with an expected volatility of 20% (2019: 19%) (note (ii)) 二項式模型及預期波幅率為20% (二零一九年：19%) (附註 (ii))
(3) Equity securities not held within the trading portfolios 並非於買賣組合內持有之股本證券				
– Unlisted equity securities – 非上市股本證券	7,067	21,216	Level 3 第三級	Discounted cash flow and a discount rate of 27.9% (2019: 33.7%) for business valuation (note (i)) 對於業務估值，採用貼現現金流量，貼現率為27.9% (二零一九年：33.7%) (附註 (i))  Black Scholes Option Pricing model and an expected volatility of 20% (2019: 19%) for equity allocation 對於權益分配，採用布萊克-舒爾斯期權定價模型，預期波動率為20% (二零一九年：19%)

**32. 財務風險管理及金融工具之公平值(續)**

**(h) 金融工具之公平值計量(續)**

**以經常基準按公平值計量之本集團金融資產及金融負債之公平值**

本集團之部份金融資產及金融負債於各個報告期末按公平值計量。下表載列關於如何釐定該等金融工具之公平值的資料(特別是所採用的估值技術及輸入數據)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (h) Fair value measurements of financial instruments (Continued)

**Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)**

Financial instruments	Fair value as at 30 June 2020 於二零二零年六月三十日之公平值 HK\$'000 千港元	Fair value as at 30 June 2019 於二零一九年六月三十日之公平值 HK\$'000 千港元	Fair value hierarchy 公平值層級	Valuation technique(s) and key input(s) 估值技術及關鍵輸入數據
- Unlisted equity securities - 非上市股本證券	1,224	153	Level 3 第三級	Price to book multiples with reference to the market price of companies comparable to the investee and the investee's net asset value and a discount rate of 13% (2019: 47%) (note (i)) 賬面值乘以經參考可資比較被投資公司市價及被投資公司資產淨值及貼現率的13% (二零一九年: 47%)(附註 (i))
- Listed equity securities - 上市股本證券	58,398	275,638	Level 1 第一級	Quoted bid prices in active markets 於活躍市場所報的買入價
(4) Derivative financial instruments - Warrants 衍生金融工具 - 認股權證	11,414	N/A 不適用	Level 2 第二級	Black Scholes Model with references to the quoted prices in active markets and volatility of underlying shares 採用布萊克-舒爾斯模型並參考活躍市場報價和相關股份波幅
(5) Trade receivables designated at FVTPL 指定按公平值於損益賬處理之貿易應收賬款	6,273	N/A 不適用	Level 2 第二級	Derived from quoted prices in active markets after considering credit risk of the assets 來源於考慮資產之信貸風險後之活躍市場報價
(6) Trade payables designated at FVTPL 指定按公平值於損益賬處理之貿易應付賬款	61,852	5,415	Level 2 第二級	Derived from quoted prices in active markets after considering credit risk of the liabilities 來源於考慮負債之信貸風險後之活躍市場報價

Notes:

- (i) The fair value measurement is negatively correlated to the discount rate.
- (ii) The fair value measurement is positive correlated to the volatility.

There were no transfers among Level 1, 2 and 3 during both years.

### 32. 財務風險管理及金融工具之公平值(續)

#### (h) 金融工具之公平值計量(續)

以經常基準按公平值計量之本集團金融資產及金融負債之公平值(續)

Financial instruments	Fair value as at 30 June 2020 於二零二零年六月三十日之公平值 HK\$'000 千港元	Fair value as at 30 June 2019 於二零一九年六月三十日之公平值 HK\$'000 千港元	Fair value hierarchy 公平值層級	Valuation technique(s) and key input(s) 估值技術及關鍵輸入數據
- Unlisted equity securities - 非上市股本證券	1,224	153	Level 3 第三級	Price to book multiples with reference to the market price of companies comparable to the investee and the investee's net asset value and a discount rate of 13% (2019: 47%) (note (i)) 賬面值乘以經參考可資比較被投資公司市價及被投資公司資產淨值及貼現率的13% (二零一九年: 47%)(附註 (i))
- Listed equity securities - 上市股本證券	58,398	275,638	Level 1 第一級	Quoted bid prices in active markets 於活躍市場所報的買入價
(4) Derivative financial instruments - Warrants 衍生金融工具 - 認股權證	11,414	N/A 不適用	Level 2 第二級	Black Scholes Model with references to the quoted prices in active markets and volatility of underlying shares 採用布萊克-舒爾斯模型並參考活躍市場報價和相關股份波幅
(5) Trade receivables designated at FVTPL 指定按公平值於損益賬處理之貿易應收賬款	6,273	N/A 不適用	Level 2 第二級	Derived from quoted prices in active markets after considering credit risk of the assets 來源於考慮資產之信貸風險後之活躍市場報價
(6) Trade payables designated at FVTPL 指定按公平值於損益賬處理之貿易應付賬款	61,852	5,415	Level 2 第二級	Derived from quoted prices in active markets after considering credit risk of the liabilities 來源於考慮負債之信貸風險後之活躍市場報價

附註:

- (i) 公平值計量與貼現率成反比關係。
- (ii) 公平值計量與波幅成正比關係。

於兩個年度內，第一級、第二級及第三級之間並無轉撥。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 30 June 2020

截至二零二零年六月三十日止年度

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

32. 財務風險管理及金融工具之公平值(續)

(h) Fair value measurements of financial instruments (Continued)

(h) 金融工具之公平值計量(續)

Reconciliation of Level 3 fair value measurements of financial assets

金融資產之第三級公平值計量之對賬

		Convertible notes at FVTPL 按公平值於損益賬處理之可換股票據 HK\$'000 千港元	Unlisted equity securities at FVTPL 按公平值於損益賬處理之非上市股本證券 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 July 2018	於二零一八年七月一日	116,249	38,593	154,842
Redemption	贖回	(100,000)	–	(100,000)
Interest income (Notes 6 and 8)	利息收入(附註6及8)	2,348	–	2,348
Interest received	已收利息	(6,725)	–	(6,725)
Disposal	出售	–	(3,732)	(3,732)
Loss arising from changes in fair value recognised in profit or loss (Note 7)	於損益確認之公平值變動產生之虧損(附註7)	(999)	(13,492)	(14,491)
At 30 June 2019 and 1 July 2019	於二零一九年六月三十日及二零一九年七月一日	10,873	21,369	32,242
Interest income (Note 8)	利息收入(附註8)	1,100	–	1,100
Addition	添置	–	1,361	1,361
Loss arising from changes in fair value recognised in profit or loss (Note 7)	於損益確認之公平值變動產生之虧損(附註7)	(2,283)	(14,439)	(16,722)
At 30 June 2020	於二零二零年六月三十日	9,690	8,291	17,981

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (h) Fair value measurements of financial instruments (Continued)

##### Reconciliation of Level 3 fair value measurements of financial assets (Continued)

The unrealised loss during the year ended 30 June 2020 relating to financial assets that are held at the end of the reporting period which are measured at fair value and are in level 3 in the fair value hierarchy is HK\$16,722,000 (2019: HK\$16,090,000). Such fair value loss is included in "other gains and losses" line item in the consolidated statement of profit or loss.

##### Fair value of the Group's financial assets and financial liabilities carried at other than fair value

The management of the Group estimates the fair value of its financial assets and financial liabilities measured at amortised cost using the discounted cash flows analysis and considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their fair values.

##### Fair value measurement and valuation process

The chief financial officer of the Company is responsible to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset, the Group uses market observable data to the extent it is available. Where level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The chief financial officer of the Company works closely with these valuers to establish the appropriate valuation techniques and inputs to the model.

Information about the valuation techniques and inputs used in determining the fair value of various assets are disclosed above.

### 32. 財務風險管理及金融工具之公平值(續)

#### (h) 金融工具之公平值計量(續)

##### 金融資產之第三級公平值計量之對賬(續)

截至二零二零年六月三十日止年度，於報告期末持有按公平值計量且屬於第三級公平值層級之金融資產的相關未變現虧損為16,722,000港元(二零一九年：16,090,000港元)。該公平值虧損計入該綜合損益表「其他收益及虧損」一項。

##### 並非按公平值列賬之本集團金融資產及金融負債之公平值

本集團管理層估計其以貼現現金流量分析按攤銷成本計量之金融資產及金融負債之公平值，且認為綜合財務狀況表內按攤銷成本記錄之金融資產及金融負債之賬面值與其公平值相若。

##### 公平值計量及估值過程

本公司首席財務官負責就公平值計量釐定適當的估值技術及輸入數據。

於估計一項資產的公平值時，本集團採用可得的市場可觀察數據。倘第一級輸入數據不可得，本集團委聘第三方合資格估值師進行估值。本公司首席財務官與該等估值師密切合作以就模式建立適當的估值技術及輸入數據。

有關釐定各項資產公平值所採用估值技術及輸入數據的資料於上文披露。

### 33. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year and balances with related parties at the end of the reporting period:

#### (a) Transactions and balances with subsidiaries of an associate, MGX:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Purchase of commodities	購買商品	398,350	103,738
Trade payables designated at FVTPL (Note 23)	指定按公平值於損益賬處理之貿易應付賬款(附註23)	61,852	5,415
Other receivables (Note 21)	其他應收賬款(附註21)	4,769	1,326

The Group entered into several commodity contracts with MGX to purchase certain quantities of iron ores from MGX for which the prices were based on the respective lump and fines Platts Iron Ore Price. The Group is required to take physical delivery of the iron ores from MGX in accordance with terms of the commodity contracts.

The trade payables due to subsidiaries of MGX is unsecured, interest free and repayable in cash within 90 days of invoices.

The other receivables due from subsidiaries of MGX is unsecured, interest free, repayable on demand and will be settled in cash. No provision for doubtful debts for the other receivables was recognised during the year ended 30 June 2020 (2019: HK\$ nil).

### 33. 重大關聯方交易

除本財務報表其他部份所詳述之交易外，本集團於年內與關聯方有以下交易及於報告期末有以下與關聯方之結餘：

#### (a) 與聯營公司MGX之附屬公司之交易及結餘：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
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Purchase of commodities 購買商品 398,350 103,738

Trade payables designated at FVTPL (Note 23) 指定按公平值於損益賬處理之貿易應付賬款(附註23) 61,852 5,415

Other receivables (Note 21) 其他應收賬款(附註21) 4,769 1,326

本集團與MGX訂立若干商品合約以向MGX購買一定數量的鐵礦石，其價格乃根據塊礦及粉礦各自的普氏鐵礦石價而釐定。根據商品合約條款，本集團須自MGX實物交收鐵礦石。

應付MGX附屬公司的貿易應付賬款乃無抵押、免息及須於發票的90日內以現金支付。

應收MGX其他附屬公司的貿易應收賬款乃無抵押、免息及須應要求以現金結付。於截至二零二零年六月三十日止年度，概無就其他應收賬款確認呆賬撥備(二零一九年：零港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

綜合財務報表附註(續)

截至二零二零年六月三十日止年度

33. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions and balances with Allied Properties (H.K.) Limited (“APL”) and Allied Group Limited (“AGL”), the holding company of APL, both are substantial shareholders of the Company exercising significant influence over the Company:

33. 重大關聯方交易(續)

(b) 與聯合地產(香港)有限公司(「聯合地產」)及聯合集團有限公司(「聯合集團」, 聯合地產之控股公司)(兩者均為本公司主要股東, 可對本公司行使重大影響力)之交易及結餘:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Reimbursement to AGL the actual costs incurred in respect of administrative services and a portion of actual costs incurred in respect of management, consultancy, strategic, internal audit, management information system consultancy and business advice services provided by senior management and selected staff of AGL to the Group in accordance with the relevant sharing of administrative services and management services agreements:	根據相關行政服務及管理服務分攤協議, 就聯合集團之高級管理層及選定的僱員向本集團提供行政服務所產生之實際成本及提供管理、顧問、策略、內部審核、管理資訊系統顧問及業務建議服務所產生之部份實際成本向聯合集團作出償付:	2,078	1,952
Reimbursement to APL a portion of actual costs incurred in respect of management services provided by senior management and selected staff of APL to the Group in accordance with the relevant sharing of management services agreement:	根據相關管理服務分攤協議, 就聯合地產之高級管理層及選定的僱員向本集團提供管理服務所產生之部份實際成本向聯合地產作出償付:	164	355
Rental and building management expenses payable to AGL (note (i))	應付聯合集團租金及樓宇管理費(附註(i))	1,609	1,116
Amount due to AGL (included in other payables) (note (ii))	應付聯合集團款項(計入其他應付賬款)(附註(ii))	725	510
Future minimum lease payments payable to AGL (note (i))	應付聯合集團未來最低租賃付款(附註(i))		
– within one year	– 一年以內	1,207	1,609
– after one year but not more than five years	– 一年後但不超過五年	–	1,207
		1,207	2,816
Present value of lease liabilities payable to AGL (note (i))	應付聯合集團租賃負債現值(附註(i))		
– within one year	– 一年以內	1,182	–

### 33. MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

**(b) Transactions and balances with Allied Properties (H.K.) Limited (“APL”) and Allied Group Limited (“AGL”), the holding company of APL, both are substantial shareholders of the Company exercising significant influence over the Company: (Continued)**

Notes:

- (i) The Group entered into a two-year lease in respect of a leasehold property from AGL for use as office. The amount of rent payable by the Group under the lease is approximately HK\$134,000 per month. With the initial application of HKFRS 16 on 1 July 2019, the Group recognised a right-of-use asset and a lease liability of HK\$2,702,000. The Group has initially applied HKFRS 16 using the modified retrospective approach, and the comparative information is not restated under this approach.

At 30 June 2020, the total future minimum lease payments and present value of lease liabilities in respect of the leased property payable to AGL, which is included in lease liabilities as set out in Note 24 (2019: operating lease commitments as set out in Note 27), are disclosed above.

During the year ended 30 June 2020, the lease rentals and building management expenses paid or payable to AGL is HK\$1,609,000 (2019: HK\$1,116,000) as disclosed above.

- (ii) The amount due to AGL is unsecured, interest free and repayable in cash on a monthly cost basis.

### 33. 重大關聯方交易(續)

**(b) 與聯合地產(香港)有限公司(「聯合地產」)及聯合集團有限公司(「聯合集團」, 聯合地產之控股公司)(兩者均為本公司主要股東, 可對本公司行使重大影響力)之交易及結餘:(續)**

附註:

- (i) 本集團就向聯合集團租用租賃物業作為辦公室, 訂立兩年租約。本集團根據租約的應付租金每月約134,000港元。於二零一九年七月一日首次應用香港財務報告準則第16號後, 本集團確認使用權資產及租賃負債2,702,000港元。本集團已採用經修訂追溯法首次應用香港財務報告準則第16號, 按此方法, 比較資料不予重列。

於二零二零年六月三十日, 就租賃物業應付聯合集團的未來最低租賃付款總額及租賃負債現值, 計入附註24列載的租賃負債(二零一九年: 附註27列載的經營租賃承擔), 並已於上文披露。

於截至二零二零年六月三十日止年度, 已付或應付予聯合集團的租賃租金及樓宇管理費為1,609,000港元(二零一九年: 1,116,000港元), 已於上文披露。

- (ii) 應付聯合集團的款項為無抵押、免息及須按每月費用基準以現金償還。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 33. MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

#### (c) Transactions and balances with Best Advantage, an associate of APL:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest income from loan receivable	應收貸款之利息收入	10,692	-
Loan receivable (Note 19)	應收貸款(附註19)	197,764	-

On 23 May 2019, the Group entered into a revolving loan agreement with Best Advantage to make a revolving loan in the amount not exceeding HK\$235,000,000 available to Best Advantage. Details of this revolving loan agreement are set out in the Company's announcement dated 23 May 2019. This transaction is a continuing connected transaction and is approved by shareholders of the Company in the special general meeting held on 9 July 2019.

At 30 June 2020, an expected credit loss of HK\$221,000 (2019: nil) was recognised for the outstanding loan receivable due from Best Advantage.

於二零一九年五月二十三日，本集團與Best Advantage訂立循環貸款協議，以向Best Advantage提供不超過235,000,000港元的循環貸款。有關該循環貸款協議的詳情載於本公司日期為二零一九年五月二十三日之公告。該項交易為持續關連交易，並於二零一九年七月九日舉行的股東特別大會上獲本公司股東批准。

於二零二零年六月三十日，就應收Best Advantage的未償還貸款確認預期信貸虧損221,000港元(二零一九年：零)。

#### (d) Transactions and balances with SHK BVI, an indirect non-wholly-owned subsidiary of APL:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest income from loan notes (Notes 6(a) and 8)	貸款票據之利息收入 (附註6(a)及8)	1,010	2,401
Loan notes (Note 20)	貸款票據(附註20)	3,916	51,168

#### (d) 與聯合地產間接非全資擁有之附屬公司SHK BVI之交易及結餘：



### 33. MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

#### (e) Transactions with AP Finance Limited, a subsidiary of APL:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Finance costs	融資成本	-	1,174

During the year ended 30 June 2019, the Group obtained new other borrowings of HK\$62,000,000 from AP Finance Limited, and the Group repaid the entire loan of HK\$62,000,000 during the year ended 30 June 2019. The other borrowing carried variable interest at HIBOR plus 3% per annum and was unsecured.

#### (f) Compensation of key management personnel

The remuneration of key management who are directors of the Company and members of the senior management of the Group during the year, including amounts paid to the Company's directors as disclosed in Note 11 is set out as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	8,479	10,169
Post-employment benefits	離職後福利	158	152
		<b>8,637</b>	<b>10,321</b>

The remuneration of key management is determined by the remuneration committee having regard to the position, experience, qualification and performance of the individuals and market trends.

Certain key management personnel of the Group received remuneration from AGL and APL which provided management services to the Group and charged the Group a fee for services provided by these personnel. Details of the management services and the related expenses are set out in Note 33(b) and such key management personnel related expenses are included in the amounts disclosed above.

### 33. 重大關聯方交易(續)

#### (e) 與聯合地產之附屬公司AP Finance Limited之交易：

於截至二零一九年六月三十日止年度，本集團從AP Finance Limited取得62,000,000港元的新增其他借貸，及本集團於截至二零一九年六月三十日止年度償還全部貸款62,000,000港元。其他借貸按香港銀行同業拆息加3%的浮動年利率計息及為無抵押。

#### (f) 主要管理人員報酬

主要管理人員(為本公司董事及本集團高級管理層成員)於年內之薪酬(包括如附註11所披露之已付本公司董事款項)載列如下：

主要管理人員之薪酬乃由薪酬委員會經考慮個別人士之職位、經驗、資質及表現以及市場趨勢釐定。

本集團若干名主要管理人員向為本集團提供管理服務之聯合集團及聯合地產收取薪酬，而聯合集團及聯合地產就該等人員提供之服務向本集團收取費用。有關管理服務及相關開支之詳情載於附註33(b)及有關主要管理人員相關開支計入上文所披露金額中。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 33. MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

#### (g) Compensation of senior management personnel

Included in the key management personnel of the Group are three (2019: three) senior management personnel of which two (2019: two) are also directors of the Company. An analysis of remuneration paid and payable to the senior management personnel of the Group during the year is set out as follows:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short-term employee benefits 短期僱員福利	6,538	8,387
Post-employment benefits 離職後福利	151	145
	<b>6,689</b>	<b>8,532</b>

The emoluments were within the following bands:

	2020 二零二零年 Number of individuals 人數	2019 二零一九年 Number of individuals 人數
Nil to HK\$1,000,000 零至1,000,000港元	1	1
HK\$1,500,001 to HK\$2,000,000 1,500,001港元至2,000,000港元	1	-
HK\$2,500,001 to HK\$3,000,000 2,500,001港元至3,000,000港元	-	1
HK\$4,500,001 to HK\$5,000,000 4,500,001港元至5,000,000港元	1	-
HK\$5,000,001 to HK\$5,500,000 5,000,001港元至5,500,000港元	-	1

### 33. 重大關聯方交易(續)

#### (g) 高級管理人員報酬

本集團主要管理人員包括三名(二零一九年: 三名)高級管理人員, 其中兩名(二零一九年: 兩名)亦為本公司董事。年內已付及應付本集團高級管理人員之薪酬分析如下:

酬金介乎以下範圍:

### 34. EVENTS AFTER THE END OF THE REPORTING PERIOD

- (i) On 27 July 2020, the Group as the lender entered into a facility agreement with Metals X Limited (“**MLX**”) as the borrower and certain subsidiaries of MLX as guarantors. Pursuant to the facility agreement, the Group agreed to, among other things, make available to MLX the loan in the amount up to A\$26,000,000, which will be matured on 31 January 2021.

MLX is a company incorporated in Australia with limited liability and the shares of which are listed on the ASX. On 27 July 2020, the Group held approximately 15.31% of the issued share capital of MLX.

- (ii) The coronavirus (COVID-19) pandemic continues after the end of the reporting period and may impact the Group’s operations and financial position. The Group has been closely monitoring the impact of the pandemic on the Group’s business. Based on the information currently available, the directors of the Company confirm that there has been no material adverse change in the financial or trading position of the Group from the end of the reporting period up to the date of this report.

### 34. 報告期後事項

- (i) 於二零二零年七月二十七日，本集團(作為貸款人)與Metals X Limited(「**MLX**」)(作為借款人)及MLX的若干附屬公司(作為擔保人)訂立融資協議。根據融資協議，本集團同意(其中包括)向MLX提供金額最多26,000,000澳元的貸款，將於二零二一年一月三十一日到期。

MLX為於澳洲註冊成立的有限公司，其股份於澳交所上市。於二零二零年七月二十七日，本集團持有MLX已發行股本約15.31%。

- (ii) 冠狀病毒(2019冠狀病毒病)大流行於報告期末後持續，可能影響本集團的營運及財務狀況。本集團一直密切監察疫情對本集團業務的影響。根據現時可得資料，本公司董事確認自報告期末至本報告日期本集團的財務或貿易狀況並無重大不利變動。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 35. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 30 JUNE 2020

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

HKFRS 17 Amendments to HKFRS 3	Insurance Contracts <sup>1</sup> Definition of a Business <sup>2</sup>
Amendments to HKFRS 3	Reference to the Conceptual Framework <sup>6</sup>
Amendments to HKFRS 16	COVID-19-Related Rent Concessions <sup>5</sup>
Amendments to HKFRS 9 HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform <sup>4</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current <sup>7</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>4</sup>
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended use <sup>6</sup>
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract <sup>6</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 <sup>6</sup>

### 35. 已頒佈但截至二零二零年六月三十日止年度尚未生效的修訂、新訂準則及詮釋的可能影響

本集團並無提早應用以下已頒佈但尚未生效的新訂香港財務報告準則及其修訂本：

香港財務報告準則第17號 香港財務報告準則 第3號(修訂本)	保險合約 <sup>1</sup> 業務的定義 <sup>2</sup>
香港財務報告準則 第3號(修訂本)	提述概念框架 <sup>6</sup>
香港財務報告準則 第16號(修訂本)	2019冠狀病毒相關的 租金優惠 <sup>5</sup>
香港財務報告準則第9號、 香港會計準則第39號及 香港財務報告準則 第7號(修訂本)	利率基準改革 <sup>4</sup>
香港財務報告準則 第10號及香港會計準則 第28號(修訂本)	投資者與其聯營公司或 合營企業之間的資產 出售或注資 <sup>3</sup>
香港會計準則第1號 (修訂本)	將負債分類為流動或非 流動 <sup>7</sup>
香港會計準則第1號及 香港會計準則第8號 (修訂本)	重大的定義 <sup>4</sup>
香港會計準則第16號 (修訂本)	物業、廠房及設備—擬 定用途前的所得款項 <sup>6</sup>
香港會計準則第37號 (修訂本)	虧損性合約—履行合約 成本 <sup>6</sup>
香港財務報告準則 (修訂本)	香港財務報告準則 二零一八年至二零二 零年的年度改進 <sup>6</sup>

**35. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 30 JUNE 2020 (Continued)**

- 1 Effective for annual periods beginning on or after 1 January 2021
- 2 Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.
- 3 Effective for annual periods beginning on or after a date to be determined
- 4 Effective for annual periods beginning on or after 1 January 2020
- 5 Effective for annual periods beginning on or after 1 June 2020
- 6 Effective for annual periods beginning on or after 1 January 2022
- 7 Effective for annual periods beginning on or after 1 January 2023

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the Amendments to References to the Conceptual Framework in HKFRS Standards, will be effective for annual periods beginning on or after 1 January 2020.

Except for the new and amendments to HKFRS 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.

**Amendments to HKFRS 3 “Definition of a Business”**

The amendments:

- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis;
- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs; and
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs.

The amendments are applied prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after the first annual reporting period beginning on or after 1 January 2020, with early application permitted.

**35. 已頒佈但截至二零二零年六月三十日止年度尚未生效的修訂、新訂準則及詮釋的可能影響(續)**

- 1 於二零二一年一月一日或以後開始的年度期間生效
- 2 就收購日期為二零二零年一月一日或之後開始的首個年度期間開始或之後的業務合併及資產收購生效
- 3 於待釐定日期或以後開始的年度期間生效
- 4 於二零二零年一月一日或以後開始的年度期間生效
- 5 於二零二零年六月一日或以後開始的年度期間生效
- 6 於二零二二年一月一日或以後開始的年度期間生效
- 7 於二零二三年一月一日或以後開始的年度期間生效

除上述新訂香港財務報告準則及其修訂本外，經修訂財務報告概念框架已於二零一八年頒佈。其相應修訂——提述香港財務報告準則概念框架的修訂，將於二零二零年一月一日或以後開始的年度期間生效。

除下述新訂香港財務報告準則及其修訂本外，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本於可見未來對綜合財務報表並無重大影響。

**香港財務報告準則第3號(修訂本)「業務的定義」**

該等修訂本：

- 加入一項選擇性集中度測試，容許簡化評估所收購的活動及資產組別是否不屬業務。可按個別交易基準選擇是否應用選擇性集中度測試；
- 澄清若要被視為業務，所收購的活動及資產組別必須最低限度包括共同對創造產出能力有莫大貢獻的投入及實質性流程；及
- 專注於向客戶提供的貨品及服務，並不再提及對降低成本的能力，從而收窄業務及產出的定義。

該等修訂本日後將提前應用於收購日期為二零二零年一月一日或之後開始的首個年度報告期間或之後的所有業務合併及資產收購，並允許提早應用。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 30 June 2020

## 綜合財務報表附註(續)

截至二零二零年六月三十日止年度

### 35. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 30 JUNE 2020 (Continued)

#### Amendments to HKFRS 10 and HKAS 28 “Sale or Contribution of Assets between an Investor and its Associate or Joint Venture”

The amendments to HKFRS 10 “*Consolidated Financial Statements*” and HKAS 28 “*Investments in Associates and Joint Ventures*” deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent’s profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent’s profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

#### Amendments to HKAS 1 and HKAS 8 “Definition of Material”

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and
- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 July 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

### 35. 已頒佈但截至二零二零年六月三十日止年度尚未生效的修訂、新訂準則及詮釋的可能影響(續)

#### 香港財務報告準則第10號及香港會計準則第28號(修訂本)「投資者與其聯營公司或合營企業之間的資產出售或注資」

香港財務報告準則第10號(修訂本)「綜合財務報表」及香港會計準則第28號(修訂本)「於聯營公司及合營企業之投資」處理當投資者與其聯營公司或合營企業之間有銷售或注資的情況。具體而言，修訂本規定與以權益法入賬的一間聯營公司或一間合營企業，就失去一間並無包含業務的附屬公司的控制權的交易所帶來收益或虧損，於母公司之損益內確認，並僅以非相關投資者之於該聯營公司或合營企業之權益為限。同樣地，於成為聯營公司或合營企業(以權益法列賬)之任何前附屬公司所保留之投資的重新計量至公平價值所帶來的收益及虧損，於母公司之損益內確認，並僅以非相關投資者之於新聯營公司或合營企業之權益為限。

#### 香港會計準則第1號及香港會計準則第8號(修訂本)「重大的定義」

該等修訂本透過作出重大性判斷時納入額外指引及解釋，對重大的定義加以完善。具體而言，該等修訂本：

- 包含「掩蓋」重要資料的概念，其影響與遺漏或錯誤陳述資料類似；
- 將影響使用者的重要性範圍以「可合理預期影響」取代「可能影響」；及
- 加入使用「主要使用者」一詞，而非僅提及「使用者」；在決定於財務報表披露何等資料時，後者被視為過於廣義。

該等修訂本亦符合所有香港財務報告準則的定義，並將於本集團於二零二零年一月一日開始的年度期間強制生效。預期該等修訂本的應用不會對本集團的財務狀況及表現產生重大影響，惟可能會影響綜合財務報表內的呈列及披露。

### 35. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 30 JUNE 2020 (Continued)

#### Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in HKFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain HKFRSs have been updated to the New Framework, whilst some HKFRSs are still referred to the previous versions of the framework. These amendments are effective for annual periods beginning on or after 1 January 2020, with earlier application permitted. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

### 36. COMPARATIVE FIGURES

The Group has initially applied HKFRS 16 at 1 July 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 4.

### 35. 已頒佈但截至二零二零年六月三十日止年度尚未生效的修訂、新訂準則及詮釋的可能影響(續)

#### 二零一八年財務報告概念框架(「新框架」)及提述香港財務報告準則概念框架的修訂

新框架：

- 重新引入管理及審慎此等術語；
- 引入著重權利的新資產定義以及很可能較所取代定義更廣的新負債定義，惟並不改變負債與權益工具之間的區別；
- 討論歷史成本及現值計量，並就如何為某一資產或負債選擇計量基準提供額外指引；
- 指出財務表現的主要計量標準為損益，且於特殊情況下會使用其他全面收益，且僅用於由資產或負債現值變動產生的收入或開支；及
- 討論不確定因素、終止確認、會計單位、報告實體及合併財務報表。

相應修訂已作出，致使若干香港財務報告準則中的提述已更新至符合新框架，惟部份香港財務報告準則仍參考該框架的先前版本。該等修訂本於二零二零年一月一日或以後開始的年度期間生效，並允許提早應用。除仍參考該框架先前版本的特定準則外，本集團將於其生效日期按照新框架釐定會計政策，尤其是會計準則未有處理的交易、事件或條件。

### 36. 比較數字

本集團已於二零一九年七月一日採用經修訂追溯法首次應用香港財務報告準則第16號。按此方法，比較資料不予重列。有關會計政策變動的進一步詳情於附註4披露。

# FINANCIAL SUMMARY

# 財務概要

The results and the assets and liabilities of the Group for the past five financial years, as extracted from the Group's published consolidated financial statements are set out below:

以下為本集團過往五個財政年度之業績及資產和負債，乃摘錄自本集團已公佈之綜合財務報表：

## RESULTS

## 業績

		Year ended 30 June 截至六月三十日止年度				
		2020 二零二零年 HK\$'000 千港元 (notes (a) and (b)) (附註(a) 及(b))	2019 二零一九年 HK\$'000 千港元 (note (b)) (附註(b))	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Revenue	收益	436,527	109,227	156,200	100,476	123,103
(Loss)/profit before taxation Income tax credit/(expense)	除稅前(虧損)/溢利 所得稅抵免/(開支)	(429,402) 1	609,260 (828)	321,145 6,970	617,373 (68,778)	(15,705) (1,140)
(Loss)/profit for the year attributable to owners of the Company	本公司擁有人應佔 年度(虧損)/溢利	(429,401)	608,432	328,115	548,595	(16,845)

## ASSETS AND LIABILITIES

## 資產及負債

		As at 30 June 於六月三十日				
		2020 二零二零年 HK\$'000 千港元 (notes (a) and (b)) (附註(a) 及(b))	2019 二零一九年 HK\$'000 千港元 (note (b)) (附註(b))	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Total assets	資產總值	3,526,631	4,027,529	3,111,495	2,916,650	2,228,979
Total liabilities	負債總額	(90,823)	(13,042)	(59,171)	(28,300)	(20,613)
Equity attributable to owners of the Company	本公司擁有人應佔 權益	3,435,808	4,014,487	3,052,324	2,888,350	2,208,366

Notes:

- (a) The results of the Group for the year ended 30 June 2020 and the assets and the liabilities of the Group as at 30 June 2020 are figures after application of Hong Kong Financial Reporting Standard ("HKFRS") 16. Therefore, the financial information for year 2020 may not be comparable to that of the previous years.
- (b) The results of the Group for the years ended 30 June 2020 and 2019 and the assets and the liabilities of the Group as at 30 June 2020 and 2019 are figures after application of HKFRS 9 and HKFRS 15. Therefore, the financial information for years 2020 and 2019 may not be comparable to that of the previous years.

附註：

- (a) 本集團截至二零二零年六月三十日止年度之業績以及本集團於二零二零年六月三十日之資產和負債為應用香港財務報告準則(「香港財務報告準則」)第16號後之數字。因此，二零二零年之財務資料可能無法與過往年度之財務資料比較。
- (b) 本集團截至二零二零年及二零一九年六月三十日止年度之業績以及本集團於二零二零年及二零一九年六月三十日之資產和負債為應用香港財務報告準則第9號及香港財務報告準則第15號後之數字。因此，二零二零年及二零一九年之財務資料可能無法與過往年度之財務資料比較。







APAC RESOURCES

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