

# PALADIN LIMITED

(incorporated in Bermuda with limited liability)  
Stock Code : 495

## 2024

Annual Report



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# Corporate Information

## DIRECTORS

### Executive Director:

Oung Shih Hua, James (*Chairman*)

### Non-executive Directors:

Chan Chi Ho

Yuen Chi Wah

### Independent Non-executive Directors:

Au Chik Lam Alexander

Liu Man Kin Dickson

Luo Rongxuan

## COMPANY SECRETARY

Chan Chi Ho

## AUDITOR

RSM Hong Kong

*Certified Public Accountants*

*Registered Public Interest Entity Auditor*

## PRINCIPAL BANKERS

China CITIC Bank International Limited

Industrial and Commercial Bank of China (Asia)  
Limited

## SOLICITOR

David Norman & Co.

## PRINCIPAL REGISTRAR

Estera Management (Bermuda) Limited

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM10

Bermuda

## REGISTRAR IN HONG KONG

Computershare Hong Kong Investor Services Limited

17th Floor, Hopewell Centre

183 Queen's Road East

Hong Kong

## PRINCIPAL OFFICE

Suite 2100, 21st Floor

Capital Centre

151 Gloucester Road

Wan Chai

Hong Kong

## REGISTERED OFFICE

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM10

Bermuda

## AUDIT COMMITTEE

Liu Man Kin Dickson (*Chairman*)

Au Chik Lam Alexander

Chan Chi Ho

Luo Rongxuan

## NOMINATION COMMITTEE

Oung Shih Hua, James (*Chairman*)

Au Chik Lam Alexander

Luo Rongxuan

Liu Man Kin Dickson

## REMUNERATION COMMITTEE

Liu Man Kin Dickson (*Chairman*)

Au Chik Lam Alexander

Luo Rongxuan

Oung Shih Hua, James

# Chairman's Statement

## MANAGEMENT DISCUSSION AND ANALYSIS

The principal activities of the Group are property investment and research and development of high technology system and applications.

## BUSINESS REVIEW AND PROSPECTS

The Group recorded a loss of approximately HK\$133 million as compared to a loss of approximately HK\$42 million for the corresponding period in 2023. Such increase in loss is mainly due to fair value losses on the Group's investment properties of approximately HK\$100 million in 2024 as compared to fair value losses on investment properties of approximately HK\$9 million for the corresponding period in 2023.

### Property investment

Turnover of the Group for the year ended 30 June 2024 comprising rental income from its investment properties amounted to approximately HK\$9 million (2023: HK\$7 million).

The Group will continue to seek and explore investment opportunities to strengthen its investment portfolios.

### Development of high technology products

Now that Covid-19 is finally behind us, we find ourselves faced with new challenges and difficulties. Looking back over the past few years with other companies here in Hong Kong, we are also not unscathed. As the economy continue to slump with all the economic data trending downward, we have adjusted into a more conservative strategy for the time being. We try our best to achieve our forecasts, but at the same time we must manage our expectations. The future is uncertain to say the least as 2024 is a year with elections in many countries in which the result will have direct effects on our operations. We will continue to watch the economy unfold and how world geopolitics play out carefully. The chips and technology sanctions enacted last year continue to escalate but we are still moving forward and making small progress during the period under review. The Group's development of next generation technology applications involve imaging, surveillance, navigation and advanced semi-conductor processing. The technology division of the Group now comprises five operations in four countries employing about 23 research and development engineers. To date, the Group working together with the Finnish Funding Agency for Technology and Innovation, have invested around HK\$160 million and further substantial investment is anticipated in the coming years. It is expected that as we mature, the sales of a number of technological products or systems developed by the Group will continue or will commence soon and we are aiming that by the calendar year 2029, our technology division will generate a revenue of US\$29 million. We are encouraged that governments around the world are incentivizing and supporting technological innovations through new policies and grants. We are hopeful for a semi-conductor and A.I. boom in the coming years.

The five subsidiaries of the Company in our technology division are engaged in the following areas of technological development:

## Chairman's Statement (Cont'd)

Pexray Oy – a non-wholly owned subsidiary, based in Espoo, Finland is engaged in the development of portable, digital x-ray inspection devices for industrial and security applications. Industrial business area focuses on non-destructive testing (NDT) of critical structures. Most typical applications being weld inspection, corrosion inspection and other structural inspections.

Security business are consists of EOD and IED operations and to some extend counterintelligence applications in such areas on the detection of explosive devices, baggage scanning, border control and customs, forensic investigation and security at large scale sporting and other events.

The total sales for the year ended 30 June 2024 was approximately HK\$14 million.

The major products are focusing on portable x-ray devices intended for security and NDT applications as follows:

- Security product line:

The first sales was in August 2019. Pexray Oy has released multiple enhancements to increase product quality and customer satisfaction.

- NDT product line:

The first sales was in September 2020. Multiple new products, accessories and SW features have been released to support products and to meet customer demand.

Pexray released a novel battery operated, portable X-ray source in 2022. First shipments were made in April 2022. The new generator is a complimentary product for both Security and NDT markets. The generator is sold as a stand-alone product in NDT market and is one of the company's growth drivers.

Overall NDT sales dominate over security sales. Growth in fiscal year 2023-2024 and 2024-2025 was and will be strongly driven by NDT sales.

Navigs Oy – a non-wholly owned subsidiary, based in Espoo, Finland. Navigs Oy is at the forefront of R&D in state-of-the-art GNSS and image-based positioning. While these solutions are integral for autonomous, semi-automated agricultural machinery and advanced driver-assist systems to optimize precision farming, their applications extend far beyond agriculture. They are also engineered to be compatible with a variety of off-highway industrial vehicles and have uses in marine navigation systems as well as drones. The product portfolio includes IPESSA Tiny, IPESSA Base Station, IPESSA Nano, IPESSA Yaw Bar, and IPESSA RTK-VINS. Owing to presence in select exhibitions, the company has become well-known in the agricultural market, but also in other sectors, such as construction and marine.

- IPESSA Tiny is a cost-efficient positioning solution ideal for various autonomous applications like precision farming and heavy working machines. It operates on a dual-antenna satellite receiver coupled with inertial sensing and is equipped with a global narrowband cellular modem. Prototyping wrapped up in early 2021. Customer pilots faced delays due to chip shortages but were finalized in first half of 2022 across Finland, Europe, and Turkey.

## Chairman's Statement (Cont'd)

- IPESSA Base Station is based on IPESSA Tiny but features the capability of providing RTK correction data to moving vehicles (rovers). The RTK correction data is an essential enabler for achieving centimeter-level positioning accuracy. IPESSA Base Station also includes a UHF radio for sending the data to the rovers. The first base station was delivered in December 2023.
- IPESSA Nano is a compact positioning module, perfect for size-sensitive applications like drones and compact AGVs. It runs on a dual-antenna satellite receiver and an inertial measurement unit (IMU). However, Nano comes with a more limited feature set compared to Tiny. Hardware and mechanical prototypes rolled out in late 2021, but software development encountered delays attributable to resource constraints. First IPESSA Nano units were shipped to customers during the fiscal year 2023-24.
- IPESSA Yaw Bar is a high-end positioning device, fine-tuned for marine use-cases. It features an optional fiber optic gyroscope (FOG) for top-tier orientation sensing, essential for GNSS-independent North Finding in certain marine scenarios. Like Tiny and Nano, Yaw Bar utilizes similar GNSS receivers and inertial sensors. The IMO (International Maritime Organization) hasn't approved RTK corrections for marine vessels, so the initial market focus is on non-SOLAS ships like fishing boats and utility vessels. The sales of the entry-level version of the IPESSA Yaw Bar with MEMS-based inertial sensors have commenced.
- IPESSA RTK-VINS leverages the core tech of both Tiny and Nano, augmented with a visual inertial navigation system (VINS). This hybrid approach enhances positioning accuracy and robustness in GNSS-challenged environments, making it highly applicable for various UGV, AGV and drone contexts. The development project experienced delays as a result of transitioning to a more efficient processing platform. Prototypes and customer pilots are on the agenda for late 2024, with mass production tentatively scheduled for 2025. The RTK-VINS system is a joint venture with Dynim and Techvico.

Dynim Oy, a non-wholly owned subsidiary, based in Espoo Finland has been dormant for the past year due to cost saving measures in which the bulk of the R&D team was laid off. Since then, Dynim has pivoted slightly in our business model and operation structure. At present, Dynim's main project focus is in launching the RTK Vins product series with sister company Kindhelm. The product series will be developed within our consortium, leveraging our APAC sister companies to develop the hardware and application software; whilst Dynim and Kindhelm will be focusing on sales and marketing efforts. The RTK Vins product series are segmented as follows:

- RTK Vins Quectel (Android/Ubuntu version): The RTK Vins Quectel board is designed and developed by Crearo, our Chinese counterpart. Dynim was responsible for project management to bridge the gap between Kindhelm's technical requirements and Crearo's development process. Currently, the RTK Vins Quectel Android board has been delivered and is in testing phase conducted by Spectacular AI, Kindhelm Turkish team and Techvico Hanoi. It is expected to have the Ubuntu board developed by September. Next iteration of both boards should be delivered in Q4, and we expect pilot demo and sales to begin mid-end Q4. This product line is expected to be sold to robotics, precision agriculture, mapping dashcam, drones, e-bike etc. applications.



## Chairman's Statement (Cont'd)

- RTK Vins Nvidia: The RTK Vins Nvidia board is designed and developed by Pixon, our Taiwanese counterpart. The board is expected to be delivered by September 2024. The workflow will be similar to the RTK Vins Quectel, in which the platform will be tested internally for the next iteration, followed by pilot demos and sales. We expect the first sales of the board to be at the end of Q4. The target application and use case of this product line is for robotics, precision agriculture, drones, machine intelligence etc.
- RTK Vins STM: The RTK Vins STM board is designed and developed by Pixon, our Taiwanese counterpart. The board is expected to be delivered by September 2024. Our workflow is similar to the Nvidia and Quectel version. This board is categorized as the cost efficient version of our product series and is suitable for robotics, drone, e-bike and other applications.

The RTK Vins product line will be sold under the Dynim/Kindhelm brand name in Europe. Our business model includes platform sales, prototyping, customizations and application software development.

Imagica Technology Inc. – a non-wholly owned subsidiary, based in Vancouver, Canada. The company has developed a series of linear array image sensors for spectroscopy and document scanners. It develops sensors for several security and machine vision applications using advanced 3D semiconductor processes.

The company faced significant difficulties in achieving profitability due to design and manufacturing delays caused by the impact of Covid-19 several years ago. As a result, the company is now dormant.

In light of this, it is essential for management to thoroughly assess the company's financial health, market demand for its products, the competitive environment, and its potential for future growth and profitability. Given the current situation, we are now considering whether further capital investment in the company would be a prudent decision.

Skyin Technology Limited – a non-wholly owned subsidiary, based in Shanghai, the PRC. The company has developed various 3D industrial cameras, 3D industrial vision software, and AI-based industrial vision applications.

However, the launch of Simpletec 3D industrial camera software and hardware into the market still requires a significant financial investment. Changes in market conditions have led to a pause in the development of our 3D industrial vision products. As a result, the company is now dormant.

In light of this, it is essential for management to thoroughly assess the company's financial health, market demand for its products, the competitive environment, and its potential for future growth and profitability. Given the current situation, we are now considering whether further capital investment in the company would be a prudent decision.

# Chairman's Statement (Cont'd)

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 June 2024, net current liabilities of the Group were approximately HK\$95 million. The current ratio, current assets divided by current liabilities, was 0.33. The bank balances and cash were approximately HK\$36 million.

As at 30 June 2024, the Group has outstanding liabilities of approximately HK\$162 million comprising (i) trade and other payables of approximately HK\$14 million, (ii) amounts due to related parties of approximately HK\$13 million, (iii) secured bank borrowings of approximately HK\$104 million, (iv) convertible notes of approximately HK\$7 million and other borrowings and liabilities of approximately HK\$24 million. Secured bank borrowings are on floating interest rates basis.

The majority of the Group's assets and borrowings are denominated in Hong Kong dollars. The directors consider that the Group has no significant exposure to exchange fluctuation and does not hedge against foreign exchange risk.

The Group's bank borrowings were secured by investment properties and leasehold land and buildings of approximately HK\$226 million and HK\$174 million respectively.

The Group's gearing ratio, total debts divided by total assets, was approximately 22.97%.

## SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

During the year ended 30 June 2024, the Group had no material acquisitions and disposals of subsidiaries except for the dissolution of certain inactive subsidiaries.

As at 30 June 2024, the Group had no material investment.

## EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2024, the Group employed total of 47 employees. They were remunerated according to market conditions.

## CONTINGENT LIABILITIES

As at 30 June 2024, the Group did not have any significant contingent liabilities.

## DIVIDEND

The Directors of the Company do not recommend the payment of a final dividend (2023: nil).



# Chairman's Statement (Cont'd)

## ACKNOWLEDGEMENT

On behalf of my fellow directors, I wish to thank all staff and employees for their diligence and loyal during the year under review.

By order of the Board  
**Oung Shih Hua, James**  
*Chairman*

Hong Kong  
27 September 2024

# Biography of Directors

## EXECUTIVE DIRECTOR

**Dr. Oung Shih Hua, James**, aged 49, joined the Group in 1995. He holds a Bachelor of Science degree in finance and international business from New York University, a master's degree in psychology, and a Doctorate of Philosophy in applied psychology from East China Normal University. Dr. Oung is also a designated Fellow at Life Management Institute (FLMI). He is currently the chairman of a private technology company.

## NON-EXECUTIVE DIRECTORS

**Mr. Yuen Chi Wah**, aged 64, joined the Group as the financial controller in 2007 and was appointed as non-executive director on 1 August 2014. He has over 45 years of working experience in corporate finance, financial management, auditing, accounting, and acquisitions gained from certain senior related positions in an audit firm in Hong Kong, and possesses extensive experience in management in the field of garments, electronic industrial and property development.

**Mr. Chan Chi Ho**, aged 53, first joined the Group as company secretary in 2003 and was appointed as non-executive director on 1 August 2014. Prior to joining to the Group, Mr. Chan worked in an international accounting firm and served as its audit manager. He has over 29 years of experience in accounting and financial management. Mr. Chan holds a Bachelor of Arts degree in business studies and a master's degree in corporate governance from The Hong Kong Polytechnic University. He is a fellow member of both The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. He also is a member of both The Chartered Governance Institute in the United Kingdom and The Hong Kong Chartered Governance Institute.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Dr. Au Chik Lam Alexander**, aged 80, joined the Group in 2015. Dr. Au holds a Bachelor of Science degree in electrical engineering from The University of California, Los Angeles, a Master of Science degree and a Doctor of Philosophy in electrical engineering from Stanford University. Dr. Au has worked in technology industries in the United States and Taiwan for many years. He currently is a founder and Chief Executive Officer of a private company.

**Mr. Liu Man Kin Dickson**, aged 51, joined the Group in 2015 as an independent non-executive director. He has over 29 years of experience in auditing, tax planning, management consulting and company restructuring. He is currently a sole proprietor of an audit firm and a practicing member of the Hong Kong Institute of Certified Public Accountants.

**Mr. Luo Rongxuan**, aged 69, joined the Group in 2017 as an independent non-executive director. He graduated from Radio Department of Anhui University. Mr. Luo has over 35 years of experience in radio management. He was an engineer in Office of Radio Regulation Committee in Anhui Province and the head of the radio monitoring station, and then he was a director of the infrastructure division of Anhui Economic and Information Technology Commission. He worked at Anhui Economic and Information Technology Commission as a director of the private enterprise division before his retirement in 2014.

# Corporate Governance Report

The board of directors of the Company (the “Board”) believes that corporate governance is essential to the success of the Company. During the year ended 30 June 2024, the Company has complied with all the code provisions in the Corporate Governance Code (the “Code”) set out in Appendix C1 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) except for certain deviations disclosed herein.

The Company periodically reviews its corporate governance practices to ensure that they continuous meeting the requirements of the Code.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix C3 of the Listing Rules as its code of conduct regarding directors’ securities transactions. Having made specific enquiry of all directors, the directors have confirmed compliance with the required standard set out in the Model Code as provided in Appendix 10 of the Listing Rules for the year ended 30 June 2024.

## BOARD OF DIRECTORS

The Board comprises one executive director, two non-executive directors and three independent non-executive directors. The names and biographical details of the directors of the Company and the relationship amongst them, if any, are set out in the section “Biography of Directors” of this annual report.

The composition of the Board represents a mixture of expertise specializing in management, property market industry, electronics industry, accounts and finance and corporate development. All of the Directors have comprehensive qualifications and experience in and exposure to diversified businesses which is beneficial to the business development of the Company.

The Board is responsible for setting the strategic direction and policies of the Group and supervising the management. Some functions including, inter alia, the monitoring and approval of material transactions, matters involving a conflict of interest for a substantial shareholder or director of the Company, the approval of the interim and final results, other disclosures to the public or regulators and the internal control system are reserved by the Board and the decisions relating to such matter shall be subject to the decision of the Board. Matters not specifically reserved to the Board and necessary for the daily operations of the Company are delegated to the management under the supervision of the respective directors.

The Board is also entrusted with the overall responsibility of developing, maintaining and reviewing sound and effective corporate governance policies within the Group and is committed to ensuring that an effective corporate governance is put in place to continuously review and improve the corporate governance practices within the Group.

There are agreed procedures for the directors, upon reasonable request, to seek independent professional advice at the Company’s expense in appropriate circumstances.

# Corporate Governance Report (Cont'd)

Independent non-executive directors are selected with the necessary skills and experience to provide strong independent element on the Board and to exercise independent judgment. At least one of the independent non-executive directors has appropriate professional qualifications or accounting or related financial management expertise as provided under Rule 3.10 of the Listing Rules. The Board has received from each independent non-executive director a written annual confirmation of independence. All the independent non-executive directors meet the independence criteria set out in Rule 3.13 of the Listing Rules.

Regular Board meetings are held periodically at least four times a year to approve annual and interim results, and to review the business operation and the internal control system of the Group. Apart from these regular meetings, Board meetings are also held to approve major or special issues.

During the year ended 30 June 2024, four Board meetings and the annual general meeting for the year 2023 (“AGM”) were held with details of the directors’ attendance set out below:

	Attendance/ Number of meetings	
	Board meetings	AGM
<b>Executive director</b>		
Oung Shih Hua, James	4/4	0/1
<b>Non-executive directors</b>		
Chan Chi Ho	4/4	1/1
Yuen Chi Wah	4/4	1/1
<b>Independent non-executive directors</b>		
Au Chik Lam Alexander	3/4	0/1
Liu Man Kin Dickson	3/4	1/1
Luo Rongxuan	2/4	0/1

Code provision C.1.6 requires that the independent non-executive director and the non-executive director should attend the general meetings of the Company. However, due to other business commitments, certain independent non-executive directors were unable to attend the AGM.

# Corporate Governance Report (Cont'd)

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under the Code provision C.2.1, the roles of the chairman and chief executive officer should be separated and should not be performed by the same individual.

Dr. Oung Shih Hua, James is the Chairman of the Company and the Company currently does not appoint any new Chief Executive Officer. In the opinion of the Board, Dr. Oung temporarily acts as the role of the Chief Executive Officer. The Board considers that the present structure provides the Group with strong and consistent leadership and allows for efficient and effective business planning and execution. However, the Company will review the current structure as and when it becomes appropriate in future.

## APPOINTMENT AND RE-ELECTION OF DIRECTORS

The Board has established a nomination committee to review the structure, size and composition of the Board, identify suitable candidates to the Board, and to make recommendations on any matters in relation to the appointment or re-appointment of members of the Board. Appointment of new directors is reserved for the Board's approval.

The nomination committee ensures that the Board comprises members with mixed skills and experience with appropriate knowledge necessary to accomplish the Group's business development, strategies, operation, challenges and opportunities. The nomination committee takes into account of that person's skill, qualifications and expected contributions to the Company before making any recommendations to the Board in relation to the appointment or re-appointment of members of the Board.

According to the Bye-Laws of the Company, a newly appointed director shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at that general meeting.

In addition, at each annual general meeting one-third of the Directors (those appointed in that year shall not be counted in determining the number of directors), for the time being or if their number is not a multiple of three, the number nearest to one-third, shall retire from office by rotation provided that every director shall be subject to retirement at least once every three years.

The Company has arranged appropriate insurance cover in respect of legal action against the directors and senior officers.

## NOMINATION COMMITTEE

Nomination committee currently consists of the Chairman of the Company, Dr. Oung Shih Hua, James, and three independent non-executive directors, being Dr. Au Chik Lam Alexander and Mr. Liu Man Kin Dickson and Mr. Luo Rongxuan. Dr. Oung Shih Hua, James is the chairman of the nomination committee. The terms of reference of the nomination committee are available on the respective websites of the Company and the Stock Exchange.

# Corporate Governance Report (Cont'd)

The main duties and responsibilities of the nomination committee are to review the structure, size and composition of the Board and make recommendations on any proposed changes to the Board, identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, assess the independence of independent non-executive directors and make recommendations to the Board on the appointment or re-appointment of Directors.

One nomination committee meeting was held during the year ended 30 June 2024 to, inter alia, review the structure, size and composition of the Board; assessed the independence of the independent non-executive directors; and reviewed and made recommendation to the Board on re-election of retiring directors. The attendance of each member (either in person or by phone) during the year are set out as follows:

	<b>Number of meetings attended/ Number of meetings held</b>
Oung Shih Hua, James ( <i>Chairman</i> )	1/1
Au Chik Lam Alexander	1/1
Liu Man Kin Dickson	1/1
Luo Rongxuan	1/1

The Board has adopted a nomination policy (the “Nomination Policy”) which sets out the nomination criteria and procedures for the Company to select candidate(s) for possible inclusion in the Board. The nomination Policy could assist the Company to achieve board diversity in the Company and enhance the effectiveness of the Board and its corporate governance standard.

When assessing the suitability of a candidate, factors such as the qualifications, skills, integrity and experience will be taken into consideration as a whole. In the case of independent non-executive directors, they must further satisfy the independence criteria set out within Rule 3.13 of the Listing Rules. Since the selection of candidates should ensure that diversity remains a central feature of the Board, a range of diverse perspectives, including but not limited to gender, age, cultural and educational background, or professional experience would be considered. The process to identify potential candidates for the Board would be as follows:

- (1) identifying potential candidates, including recommendations from the Board members and the shareholders of the Company;
- (2) evaluating the candidates based on the approved selection criteria through methods such as reviewing the resume and conducting the background checks;
- (3) reviewing the profiles of the shortlisted candidates and interview them; and
- (4) making recommendations to the Board on the selected candidates.

The Nomination Policy also includes the Board succession plan to assess whether vacancies on the Board would be created or expected due to the directors’ resignation, retirement, death and other circumstances and to identify candidates in advance if necessary. The Nomination Policy will be reviewed on a regular basis.

# Corporate Governance Report (Cont'd)

## REMUNERATION COMMITTEE

The Remuneration Committee currently consists of three independent non-executive directors namely Mr. Liu Man Kin Dickson, Dr. Au Chik Lam Alexander and Mr. Luo Rongxuan and one executive director namely Dr. Oung Shih Hua, James. Mr. Liu Man Kin Dickson is the Chairman of the remuneration committee. The Remuneration Committee is responsible for making recommendations to the Board on, among other things, the Company's policy and structure for the remuneration of all directors and senior management of the Company. The terms of reference of the remuneration committee are available on the respective websites of the Company and the Stock Exchange.

No remuneration committee meeting was held during the year ended 30 June 2024.

## AUDIT COMMITTEE

An audit committee currently consists of three independent non-executive directors, being Mr. Liu Man Kin Dickson, Dr. Au Chik Lam Alexander, Mr. Luo Rongxuan and one non-executive director, Mr. Chan Chi Ho. Mr. Liu Man Kin Dickson is the chairman of the audit committee. Amongst the audit committee members, Mr. Liu has the appropriate professional qualification and experience in financial matters as required by Rule 3.21 of the Listing Rules.

The main duties and responsibilities of the audit committee are to review the Company's financial information such as the interim and annual results, financial reporting principles and practices; to recommend the appointment and reappointment or removal of the external auditor; to determine their independence and objectivity as well as to review the scope of audit and the reporting obligation of the external auditor; to oversee the financial reporting system and the internal control and risk management system of the Company. The terms of reference of the audit committee are available on the respective websites of the Company and the Stock Exchange.

Two audit committee meetings were held during the year ended 30 June 2024. The attendance of each member (either in person or by phone) during the year are set out as follows:

	<b>Number of meetings attended/ Number of meetings held</b>
Liu Man Kin Dickson ( <i>Chairman</i> )	2/2
Au Chik Lam Alexander	0/2
Chan Chi Ho	2/2
Luo Rongxuan	0/2

During the year ended 30 June 2024, the Audit Committee met mainly to review the Company's annual report for the year ended 30 June 2023, the Company's interim report for the six months ended 31 December 2023, the adequacy of resources, accounting staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function and the internal control system and related issues.



# Corporate Governance Report (Cont'd)

## DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR ACCOUNTS

The Directors acknowledge their responsibility for preparing the financial statements for each financial period to give a true and fair view of the state of affairs of the Company. In preparing the financial statements for the year ended 30 June 2024, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis.

The statement of the external auditors of the Company regarding their reporting responsibilities on the financial statements of the Company is set out in the Independent Auditor's Report of this annual report.

## DIVIDEND POLICY

The Board adopted a dividend policy of the Company (the "Dividend Policy") as follows:

The Board will meet semi-annually to consider and declare interim/final dividends, if any. The Board may also declare special dividends from time to time in addition to the interim/final dividends.

On consideration of any dividend, the Board will take into account the Company's distributable reserves, the Group's performance, liquidity position, expected working capital requirements, future prospects and other factors that the Board deems relevant, provided that payment of proposed dividend will not affect operations of the Group. The declaration and payment of dividend is subject to any applicable restrictions under the laws of Bermuda, the Bye-laws of the Company, the Listing Rules and any applicable laws, rules and regulations.

The Board will review the dividend policy from time to time and may exercise at its sole and absolute discretion to update, amend and/or modify the policy at any time as it deems fit and necessary.

There is no assurance that any particular amount of dividend will be paid for any given period.

## INDUCTION AND PROFESSIONAL DEVELOPMENT

Every newly appointed Director receives a comprehensive, formal and tailored induction on the first occasion of his appointment to make sure that he has a proper understanding of the operations and business of the Company and that he is fully aware of his responsibilities in the Company.

During the year under review, directors received regular updates and presentations on changes and developments to the Group's business and on the latest developments in the laws, rules and regulations relating to Directors' duties and responsibilities. Respective seminars provided by Tang Tso & Lau, Solicitors, on the topics relating to the roles, functions and duties of the directors were organized so as to update and develop the Board members' expertise.

Directors' training is an ongoing process. All Directors are encouraged to attend relevant training courses at the Company's expenses. Directors are requested to provide their records of training they received to the company secretary for record.

# Corporate Governance Report (Cont'd)

Below is a summary of training received by Directors for the year ended 30 June 2024:

**Attending seminars/  
in-house training on regulatory  
development or directors' duties**

## **Executive Director**

Oung Shih Hua, James ✓

## **Non-executive directors**

Chan Chi Ho ✓

Yuen Chi Wah ✓

## **Independent Non-executive Directors**

Au Chik Lam Alexander ✓

Liu Man Kin Dickson ✓

Luo Rongxuan ✓

## **COMPANY SECRETARY**

The Company Secretary is responsible to the Board for ensuring that the Board procedures are followed and the Board activities are efficiently and effectively conducted. He is also responsible for ensuring that the Board is fully appraised of the relevant legislative, regulatory and corporate governance developments relating to the Group and facilitating the induction training and professional development of directors.

During the year under review, the Company Secretary has attended relevant professional seminars to update his skills and knowledge. He met the training requirement set out in Rule 3.29 of the Listing Rules.

## **EXTERNAL AUDITOR AND THEIR REMUNERATION**

The Company's external auditor is RSM Hong Kong. The responsibilities of the auditor with respect to the financial statements are set out in the Independent Auditor's Report of this Annual Report. The independence of the external auditor is monitored by the audit committee which is also responsible for making recommendations to the Board on the appointment of the external auditor as well as approving their terms of engagement and remuneration.

# Corporate Governance Report (Cont'd)

For the year ended 30 June 2024, the fees payable by the Group to the external auditor in respect of audit and non-audit services provided by them were as follows:

	<b><i>HK\$'000</i></b>
Audit services	<b>610</b>
Non-audit services	<b>150</b>
	<hr/>
Total	<b>760</b>
	<hr/> <hr/>

## **INTERNAL CONTROL**

The Board is of the opinion that a sound internal control system will help achieving the Group's business objectives, safeguarding the Group's assets, contribute to the effectiveness and efficiency of operations, the reliability of financial reporting and the Group's compliance with applicable laws and regulations.

The Group's internal control procedures include a comprehensive budgeting, information reporting and performance monitoring system.

Business plans and budgets are prepared annually by the management of each business unit and are subject to review and approval by the Executive Directors. During the processes, management identifies, evaluates and reports on the likelihood and potential financial impact of significant business risks. Various guidelines and procedures have been established for the approval and control of operating expenses, capital expenditures, project investments, unbudgeted items and acquisitions.

The executive directors review monthly management reports and hold periodical meetings with the senior operational and finance management to discuss business performance, budget variances, forecasts, market outlooks, and to address any accounting and finance related matters.

The Board acknowledges its responsibility for the Group's system of internal controls and for reviewing its effectiveness through the audit committee. The Group has also engaged an independent advisor to conduct various agreed reviews over the Group's internal control system in order to assist the Board in reviewing the effectiveness of the internal control system of the Group. The reviews are aimed to cover all material controls, including financial, operational and compliance controls and risk management functions of the Group. The report from the independent advisor has been presented to and reviewed by the Audit Committee and the Board. Appropriate recommendations for further enhancing the internal control system have been adopted.

# Corporate Governance Report (Cont'd)

## SHAREHOLDERS' RIGHTS

### (I) Convene a Special General Meeting

Pursuant to Section 74 of the Bermuda Companies Act 1981, shareholder(s) holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall have the right to submit a written requisition requiring a special general meeting ("SGM") to be called by the Board. The written requisition (i) must state the purposes of the SGM, and (ii) must be signed by the requisitionists and deposited at the registered office of the Company for attention of the company secretary of the Company, and may consist of several documents in like form, each signed by one or more requisitionists. Such requisitions will be verified with the Company's share registrars and upon their confirmation that the requisition is proper and in order, the company secretary will ask the Board to convene a SGM by serving sufficient notice to all shareholders. On the contrary, if the requisition has been verified as not in order, the requisitionists will be advised of this outcome and accordingly, the SGM will not be convened as requested.

If the Board does not within 21 days from the date of the deposit of the requisition proceed duly to convene a SGM, the requisitionists or any of them representing more than one-half of the total voting rights of all of them may convene a SGM, but any SGM so convened shall not be held after expiration of three months from the said date of deposit of the requisition. A SGM convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in any SGM to be convened by the Board.

### (II) Send Enquiries to the Board

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

## INVESTOR RELATIONS

During the year ended 30 June 2024, there has not been any change in the Company's constitutional documents.

# Environmental, Social and Governance Report

In accordance with the requirements set forth in Appendix C2 Environmental, Social and Governance Reporting Guide (the “ESG Guide”) of the Listing Rules, the Group hereby presents the Environmental, Social and Governance report for the period from 1 July 2023 to 30 June 2024 (the “Reporting Period”).

The Board is responsible for the Group’s Environmental, Social and Governance (“ESG”) strategy and reporting including evaluating and determining ESG-related risks and ensuring that appropriate and effective ESG risk management and internal control systems are in place. The Group has engaged the management and staff of the Group across the Group’s key subsidiaries and functions to review their operations to identify relevant ESG issues to the Group. ESG issues which are considered as material to the Group’ as well as to the internal key stakeholders are included in this ESG report.

## SCOPE OF THIS REPORT

The scope of this report primarily covers the Group’s core business, including the office based in Hong Kong, as well as technology division of operating in China, Canada, Finland, United States of America and Vietnam.

## REPORTING PRINCIPLES

The Group has adhered to the following reporting principles in its preparation of this ESG Report.

**Materiality:** The Group has identified material ESG topics relevant to its development and operation through internal review and communication with stakeholders to understand their concerns and expectations.

**Quantitative:** The Group accounts for and discloses KPIs in quantitative terms for proper evaluation of the effectiveness of ESG policies and actions.

**Balance:** This ESG Report aims to disclose data in an objective way, which aims to provide stakeholders with a balanced overview of the Group’s overall ESG performances.

**Consistency:** Unless otherwise stated, this ESG report adopted consistent methodologies to allow for a fair comparison of the Group’s ESG performance from time to time.

## STAKEHOLDERS ENGAGEMENT

The Group recognises the importance of engagement with its stakeholders, both internal and external, and considers their input key to the sustainable development of the Group. The Group believes that the feedback from the stakeholders not only facilitates a comprehensive assessment of its ESG performance, but also helps improving the Group’s performance accordingly. Engagement with our key stakeholders (including our Shareholders, business partners, suppliers, employees, customers and the community, etc.) on an ongoing basis provides an opportunity for the Group to understand their concerns. This will in turn drive our business development initiatives in the right direction and make our operations sustainable. The Group considers our key stakeholders as valued partners and has set up strategic and collaborative business relationships to better understand their respective needs. Accordingly, the Group has maintained effective communication and interaction with our stakeholders in an open, efficient and positive manner in areas of common goals or concerns through various channels, and will continue to maintain its communications with the stakeholders for the purpose of improving its ESG approaches and strategies.

# Environmental, Social and Governance Report (Cont'd)

## MATERIALITY ASSESSMENT

To prioritise relevant sustainability areas that would have a material impact on the Group's operations and reputation, the Group has adopted a three-step process to conduct materiality assessment as more described below.

### Step 1: Identification

Through industry research and with reference to the ESG Reporting Guide, the Group has identified a list of sustainability issues as relevant to the Group's business operations for the Reporting Period.

### Step 2: Prioritisation

Ranking the identified topics by reference to the respective level of interest, risk and importance to the Group and generating a list of prioritised material topics based on the Group's understanding of the stakeholders' concerns and requirements.

### Step 3: Validation

The Board has regularly reviewed, validated and endorsed the list of material sustainability topics to ensure that they are relevant and material to the Group for further action and disclosure as appropriate.

The material ESG issues have been discussed in the ESG Report. Looking forward, the Board will also review the Group's strategic planning and performance from time to time. The Board also sets out (and where necessary revises) ESG goals and targets based on relevant KPIs, reviews the ESG performance on a regular or at least yearly basis, strives to provide a supportive environment, and incorporates ESG initiatives into the Group's strategy in order to reduce the adverse impact of its activities on the environment.

## A. ENVIRONMENTAL

The Group has established environmental policies for the Group's employees which covered the material environmental issues including emissions, use of resources and other environmental impact as described in the sections below. The Group also comply with relevant environmental laws and regulations and did not note any cases of material non-compliance during the Reporting Period.

### A1 Emissions

#### A1.1 Air Emissions

##### *Emissions Data from Gaseous Fuel Consumption*

As the Group is principally engaged in property investment and high technology system and its application, town gas and liquefied petroleum gas consumed in the office are considered insignificant. Accordingly, emission data in this respect is not disclosed after assessment of materiality.

# Environmental, Social and Governance Report (Cont'd)

## *Emissions Data from Vehicles*

Emissions from operations are mainly generated from vehicles of the Group. For the purpose of complying with the disclosure requirements under the ESG Guide, details of air emissions data during the Reporting Period are shown as follows:

Type of emissions	Unit	2024	2023
Nitrogen oxides (NO <sub>x</sub> )	Kg	3.5	4.1
Sulphur oxides (SO <sub>x</sub> )	Kg	0.1	0.1
Particulate matter (PM)	Kg	0.3	0.3
Total emissions	Kg	3.9	4.5
Intensity per employee	Kg/employee	0.083	0.067

### **A1.2 Greenhouse Gas Emissions**

With reference to HKEX Guidance Document, greenhouse gas (“GHG”) emissions (direct and indirect) can be broadly classified into the following separate scopes:

- Scope 1 – Direct emissions from operations that are owned or controlled by the Group. The main source of direct emission is consumption of gasoline by vehicles controlled by the Group;
- Scope 2 – Energy indirect emissions resulting from the electricity purchased; and
- Scope 3 – Other indirect emissions that occur outside the reporting entity, including upstream and downstream emissions.

The main source of the GHG emissions, measured in terms of carbon dioxide equivalent (“CO<sub>2</sub>e”), arising from our business activities during the Report Period is mainly the consumption of gasoline and electricity purchased from power companies. Other indirect emissions under Scope 3 that occur outside the Group are not significant and accordingly such emission data are not produced in this report.



# Environmental, Social and Governance Report (Cont'd)

GHG emissions data for the Report Period are as follows:

		Unit	CO <sub>2</sub> e emissions	
			2024	2023
Scope 1	Gasoline consumed by vehicles	Ton	14	17
Scope 2	Electricity purchased	Ton	<u>135</u>	<u>143</u>
	Total		<u>149</u>	<u>160</u>
	Emissions per employee	Ton/employee	<u>3.17</u>	<u>2.39</u>

The Group adopted green office practices to reduce the impact on the environment and internet meeting are encouraged to avoid unnecessary travel. As total emissions are considered insignificant, we target to maintain the same level of emissions for the year ending 30 June 2024.

### ***A1.3 Hazardous Waste***

No significant hazardous wastes and pollutants such as hazardous chemicals are discharged due to its business nature and accordingly such emissions data are not produced in this report.

### ***A1.4 Non-hazardous Waste***

In view of the business nature of the Group and also the measures being taken by the Group to mitigate non-hazardous as more described in Section A1.6 below, non-hazardous wastes produced such as paper waste and water waste are insignificant.

### ***A1.5 Measures to Mitigate Emissions***

The main source of emissions of the Group is the use of energy. The Group has developed various energy-saving initiatives to reduce its emissions. Please refer to the Section A2 “Use of Resources” below for details.

### ***A1.6 Measures to Mitigate Non-hazardous Waste***

The Group, has managed to keep their level of non-hazardous waste low as a result of the Group’s policy in reducing wastes. In order to reduce paper waste, the Group advocates the policy “Reduce, Reuse and Recycle”, and encourages its staff to reduce paper usage and recycle paper waste where possible.

# Environmental, Social and Governance Report (Cont'd)

## A2 Use of Resources

### A2.1 Energy Consumption

Direct and/or indirect energy consumed during the Report Period are as follows:

Type	Unit	Total consumption		Intensity per employee	
		2024	2023	2024	2023
Gasoline	Litre	<b>5,835</b>	6,777	<b>124</b>	101
Electricity purchased	Kwh	<b>134,543</b>	245,043	<b>1,790</b>	3,657

### A2.2 Water Consumption

The Group operated in a leased office premises of which both of the water supply and discharge are solely controlled by the respective building management which considered that provision of water withdrawal and discharge data for individual occupant is not feasible. In addition, no significant water consumed by the Group due to its business nature and accordingly such data is not produced in this report.

### A2.3 & A2.4 Energy and Water Efficiency Target

To reduce the Group’s negative impact on the environment, the Group sets out policy for effective use of resources in order to protect the environment and make its business operations more cost-efficient. The Group has implemented green office practices in order to minimise the use of resources like paper, electricity and water, wherever possible.

The Group’s green measures include double-sided printing, the use of energy-saving lightings such as light-emitting diode lightings, and reducing energy consumption by switching off idle lightings, computers and electrical appliances, etc.

In order to reduce consumption of paper, collection boxes have been put in place to collect single-side used papers for reuse as draft papers and other scrap papers for recycling.

To avoid unnecessary water consumption from daily operation, we promote staff behavior by employees to always turn taps off tightly and give priority to effective water-saving products.

As the total consumption of energy and water are considered insignificant, we target to maintain same level of consumption of energy and water for the year ending 30 June 2025.

### A2.5 Packaging Material

In view of our business nature, the packaging material used is not significant and therefore disclosure relating to data on these aspects is not made in this report.

# Environmental, Social and Governance Report (Cont'd)

## A3 The Environment and Natural Resources

The Group recognises the responsibility in managing the Group's impact on the environment. For this reason, the Group has adopted series of initiatives as set out above in order to minimise emissions and consumption of energy and resources. The Group closely monitors the utilisation of resources and shall take appropriate actions to seek opportunities for increasing operating efficiency in order to reduce the consumption on non-renewable resources where possible. The Group shall assess the environmental risks of the Group's operations and ensure the Group's compliance with relevant laws and regulations from time to time. During the Reporting Period, the Group did not recognise any significant impact of its activities on the environment and natural resources.

## A4 Climate Change

The Group recognises the importance of managing the impacts brought by climate change. During the Reporting Period, we started to identify and assess climate-related risks which can impact the long-term interests of our business and other stakeholders. However, after our assessment, climate change is not considered to be the most material issues comparatively given the Group's business nature.

In addition, we have developed emergency protocols to handle extreme weather such as typhoons and black rainstorm events, including guidelines of work arrangements, which are in line with the Code of Practice in Times of Typhoons and Rainstorms published by the Labour Department.

## B. SOCIAL

### B1 Employment

Employees are the greatest asset of the Group. The Group strives to attract, recruit, retain and train its employees. The Group is in compliance with the relevant labour laws and regulations in Hong Kong.

The Group recognises the importance of maintaining a stable staff force for its continued success. Staff remuneration is determined by reference to personal qualifications, performance, relevant experience, responsibilities and market trends. Our benefits including share options, subsidised medical care, pension funds and sponsorship for external education and training programmes are offered to employees.

The Group respects cultural diversity and is committed to providing a working environment which is free from all forms of discrimination (i.e. age, religion, gender, pregnancy, marital status, disability, family status and race). Therefore, any employee dismissal due to discrimination or unlawful reasons is forbidden in the Group. Besides, opportunities for hiring, training and promotion are equal and open to all qualified candidates or employees and the Group has developed a systematic and objective evaluation mechanism to assess their performance based on qualifications, work experience, skills and abilities.

# Environmental, Social and Governance Report (Cont'd)

The Group strives to maintain the work-life balance of its employees by establishing fair and reasonable working hours and leave policy to ensure employees have sufficient time for rest and leisure.

The Group did not note any cases of material non-compliance regarding the Group's labour practices during the Reporting Period.

During the Report Period, the Group had an aggregate of 47 employees. The details are as follows:

## Existing employee

By gender:

Male	40
Female	7

By employment type:

Full time	44
Part-time/Contract	3

By age group:

Below 30	10
30 – 50	31
Above 50	6

By geographical region:

Asia	31
Europe	16
North America	0

## Employee turnover rate

By gender:

Male	40%
Female	14%

By age group:

Below 30	12%
30 – 50	39%
Above 50	40%

By geographical region:

Asia	19%
Europe	26%
North America	9%

# Environmental, Social and Governance Report (Cont'd)

## B2 Health and Safety

Although our operation is predominantly office-based, we adhere to Occupational Safety and Health Ordinance (Chapter 509 of the laws of Hong Kong) and other applicable laws and regulations to provide a safe and healthy workplace in order to protect our employees from occupational hazards. The Group is not aware of any material non-compliance with the relevant laws and regulations that have significant impact to the Group in providing a safe working environment and protecting employees from occupational hazards during the Reporting Period.

As employees are our most important asset and resource, the primary goal is to provide a safe and healthy working environment for the employees under reasonable and practicable conditions. We committed to achieve this goal by implementing the following key measures:

- Providing and maintaining in all workplaces under the Group's control a working environment which is safe and poses no threat to health
- Carry out inspection for any unsafe condition and fix it immediately
- Smoking is prohibited in all enclosed areas within the offices

During the past three years including the Reporting Period, the Group had no work-related safety incidents.

## B3 Development and Training

The Group strives to improve employee's knowledge and skills for discharging their duties at work and to make them valuable assets to the Group. For this reason, vocational training courses are provided to the employees. The Group also sponsors the employees for external training courses.

During the Report Period, the details of development and training-related matters of the Group are set out below:

- The percentage of employees trained by gender and employee category during the Reporting Period:

By gender:

Male	18%
Female	2%

By employee category:

Senior management	12%
General staff	5%

# Environmental, Social and Governance Report (Cont'd)

– The average training hours completed per employee by gender and employee category:

By gender:	
Male	1 hrs
Female	1 hrs
By employee category:	
Senior management	1 hrs
General staff	0.5 hrs

## **B4 Labour Standards**

### ***Anti-Child and Forced Labour***

The Group strictly prohibits the use of child and forced labour in the Group’s operations or activities. The Group’s operations strictly comply with local labour laws and regulations. Forcing labour to work by means of physical punishment, abuse, involuntary servitude, peonage or trafficking is strictly forbidden. Employment of any person who is under the age as set forth by the local labour law is prohibited. The Group formally requires all job applicants to present their identity cards when they attend recruitment interviews. In case of any violation of relevant regulations, the Group will immediately terminate the employment contract to prevent child labour.

The Group did not note any cases of material non-compliance with laws and regulations in relation to labour standards during the Reporting Period.

## **B5 Supply Chain Management**

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

To ensure the services and products quality provided by suppliers, we evaluate our existing suppliers on a regular basis and remove those found to be in serious non-compliance or whose quality fails to meet the requirements, thereby reducing the risks associated with the supply chain. New suppliers will also be introduced according to our selection criteria to maintain the Group’s sustainable development.

# Environmental, Social and Governance Report (Cont'd)

The number of suppliers by geographical region is presented below:

By geographical region:

Asia	47
Europe	232
North America	7

## **B6 Product Responsibility**

### *Services*

The Group strives to provide its customers with high-quality services, treating customers with a sincere and respectful attitude. Professional teams proactively collect and listen to the opinions of tenants and users, responding properly and providing support services. In addition, customer service performance is reviewed periodically to improve service quality.

During the Reporting Period, the Group did not receive any complaint from the tenants.

### *Products*

Maintaining high quality and standards are crucial to the Group's sustainable development. Reliability and quality of products are crucial to the Group's success. Therefore, maintaining consistency in quality and precision of its products are the Group's major priorities. The Group complied with all relevant laws and regulations relating to health and safety, advertising, labelling and privacy issue and which have significant impact on the Company throughout the Reporting Period.

The Group's products have undergone internal production control and quality assurance examination and rigorous testing, and have met the necessary requirements for entering the respective markets of different countries. Such qualifications enhance customer confidence in the quality of the Group's products.

In relation to recall procedures, when goods are delivered and quality abnormality is discovered, the quality control department would inform sales department which will report to customers, and discuss with customers the handling methods of those products, including recall arrangements if necessary.

During the Reporting Period, the Group had no products sold or shipped subject to recalls for safety and health reasons or customer complaints and receiving any complaint regarding product quality.



# Environmental, Social and Governance Report (Cont'd)

## ***Data Privacy***

The Group understands the importance of data privacy. The Group is committed to protecting the privacy of its customers in the collection, processing and use of their personal data. The Group has adopted policies on consumer data protection in compliance with relevant laws and regulations. Training courses on data privacy and protection of data have been conducted. The Group did not note any cases of material non-compliance in relation to data privacy during the Reporting Period.

## **B7 Anti-corruption**

We commit to stringent compliance with the Prevention of Bribery Ordinance (“POBO”) enforced by the Independent Commission Against Corruption (“ICAC”) in order to maintain a fair and just society. As the cornerstone of our corporate culture, we attach great emphasis to maintaining the highest standards of integrity and honesty. The Group encourages its staff to attend relevant course and training. We adopt our zero-tolerance policy for misconduct. We have no hesitation to adopt disciplinary actions upon any proven misconduct case. We did not receive any whistleblowing disclosures during the Reporting Period. There was no significant risks relating to corruption have been identified.

The Group is not aware of any material non-compliance with the relevant laws and regulations that have significant impact on the Group relating to bribery, extortion, fraud and money laundering during the Reporting Period.

## **B8 Community Investment**

Being a responsible corporate citizen, we are constantly aware of the community needs and take up our corporate responsibility with best efforts to make contribution to the community by encouraging our employees to contribute their time and efforts in various local community projects in the regions.

# Directors' Report

The directors present their annual report and the audited consolidated financial statements for the year ended 30 June 2024.

## PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 43 to the consolidated financial statements.

## BUSINESS REVIEW

A fair review of the Group's business and the analysis of the Group's performance for the year ended 30 June 2024 as well as prospects of the Group's business are provided in the "Chairman's Statement" of this Annual Report.

### Principal risks and uncertainties

There are a number of factors affecting the results and business operations of the Group, some of which are inherent in the market and some are due to external environment. Major risks and uncertainties are summarised as follows:

– Business Risk

The prospects of the Group's property business depend on the performance of the property market in Hong Kong. Any real estate market downturn in Hong Kong may materially and adversely affect the financial position, operations, businesses and prospects of the Group and may lead to fair value loss of the Group's investment properties. The real estate market in Hong Kong is affected by many factors, including but not limited to, changes in Hong Kong's economic, political, social and legal environment and changes in Hong Kong's fiscal and monetary policy, all of which are beyond the control of the Group.

The Group makes significant investment in high technology products. The market of high technology is characterised by changing technologies and periodic new products introductions. The Group's research and development efforts may not be successful or yield the anticipated level of economic benefits. Even if the Group's research and development efforts are successful, the Group may not be able to apply these newly developed technologies to products that will be accepted by the market or apply them in a timely manner to take advantage of the opportunities presented in the market.

# Directors' Report (Cont'd)

## – Market Risk

The Group's property investment business is operating in a rather competitive environment as rental rate of properties are transparent in property leasing markets in Hong Kong. The transparency of the leasing markets put pressure on the revenue and profitability of the Group's property investment business.

The market of high technology products is highly competitive with relatively short product cycles. The Group needs to continue exploring opportunities in technology innovation and keep investing in products research and development. In addition, the operations Group's technology division in different countries may also be exposed to the risks of policy changes, currency fluctuation, interest rate changes, demand supply imbalance, changes in the overall economic conditions, which may pose an adverse impact on the Group's business, financial condition or results of operations. The Group may face challenges in implementing its business strategies, and its ability to achieve its goals may be adversely affected by the above factors, some of which are beyond its control.

The Group's other financial risks and uncertainties are set out in notes 5 and 6 to the consolidated financial statements respectively.

### **Financial key performance indicators**

Certain financial key performance indicators which complement and supplement the financial disclosures are set out in the "Chairman's Statement" of this Annual Report.

### **Environmental policies and performance**

The details of social responsibilities and environmental policies are set out in the "Environmental, Social and Governance Report" of this annual report.

### **Compliance with the relevant laws and regulations**

As far as the Board and management are aware, the Group has complied in all material respects with the relevant laws and regulations that have a significant impact on the businesses and operations of the Group. During the year under review, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

### **Relationship with employees and customers**

The Group understands the importance of maintaining a good relationship with its employees and customers to meet its immediate, medium and long term business goals. During the year under review, there was no significant dispute between the Group and its employees and customers.

# Directors' Report (Cont'd)

## RESULTS

The results of the Group for the year ended 30 June 2024 are set out in the consolidated statement of profit or loss and other comprehensive income on page 45.

## SHARE CAPITAL

Details of movements in the Company's issued share capital and share options during the year are set out in notes 34 and 37 to the consolidated financial statements.

## INVESTMENT PROPERTIES

Details of movements in investment properties of the Group during the year are set out in note 19 to the consolidated financial statements.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in property and equipment of the Group during the year are set out in note 20 to the consolidated financial statements.

## DISTRIBUTABLE RESERVES

The Company's reserve available for distribution to Shareholders as at 30 June 2024 was the accumulated profits of HK\$26,561,000.

## MAJOR SUPPLIERS AND CUSTOMERS

For the year ended 30 June 2024, aggregate revenue attributable to the Group's largest and five largest customers accounted for 38% and 64% of the Group's total revenue respectively. For the year ended 30 June 2024, purchases from the Group's largest and five largest suppliers accounted for 36% and 54% of the Group's total cost of sales respectively.

None of the Directors or any of their associates or any shareholders of the Company (which to the best of the knowledge of the Directors own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or five largest suppliers for the year ended 30 June 2024.

# Directors' Report (Cont'd)

## DIRECTORS

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

### Executive director:

Oung Shih Hua, James

### Non-executive directors:

Chan Chi Ho

Yuen Chi Wah

### Independent non-executive directors:

Au Chik Lam Alexander

Liu Man Kin Dickson

Luo Rongxuan

In accordance with the provisions of the Company's Bye-laws, Messrs. Chan Chi Ho and Yuen Chi Wah retire and, being eligible, offer themselves for re-election.

The term of office for each non-executive director or independent non-executive director, is the period up to his/her retirement by rotation in accordance with the Company's Bye-laws.

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

The Company has received annual confirmation from each of the independent non-executive directors as regards their independence to the Company and considers that each of the independent non-executive directors is independent to the Company.

## DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 June 2024, the interests and short positions of the directors of the Company and their associates in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), pursuant to the Model Code for Securities Transactions by Directors of the Listed Issuers (the "Model Code") were as follows:

## Directors' Report (Cont'd)

Long positions in the shares and underlying shares of the Company:

Name of director	Capacity	Number of ordinary shares held	Number of underlying shares – share options*	Total	Percentage of interest
Oung Shih Hua, James	Beneficial owner	15,724,999	39,772,190	55,497,189	3.96%
Chan Chi Ho	Beneficial owner	–	39,772,190	39,772,190	2.84%
Yuen Chi Wah	Beneficial owner	–	39,772,190	39,772,190	2.84%

\* These represent the shares to be issued and allotted by the Company upon exercise of the options granted under the Share Option Scheme.

Other than as disclosed above, as at 30 June 2024, none of the directors, chief executive of the Company nor their associates had any interests or short positions in the shares or underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had been recorded in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### SUBSTANTIAL SHAREHOLDERS

As at 30 June 2024, the persons (other than the directors of the Company) who had interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

## Directors' Report (Cont'd)

Long position in the shares and underlying shares of the Company:

Name of Shareholder	Capacity	Number of Ordinary Shares held	Number of underlying shares – share options	Number of underlying shares – convertible notes	Total	Percentage of interest
Basurto Holdings Limited <sup>(Note a)</sup>	Interest of a controlled corporation	508,848,531	–	–	508,848,531	36.31%
Cityguard Holdings Limited <sup>(Note b)</sup>	Beneficial owner	508,848,531	–	–	508,848,531	36.31%
Five Star Investments Limited <sup>(Note c)</sup>	Interest of a controlled corporation	508,848,531	–	–	508,848,531	36.31%
Gold Seal Holdings Limited <sup>(Note d)</sup>	Beneficial owner	309,388,211	–	228,605,681	537,993,892	38.39%
Next Level Corporate Limited <sup>(Note e)</sup>	Other <sup>(Note e)</sup>	508,848,531	–	–	508,848,531	36.31%
Mr. Oung Da Ming	Beneficial owner	75,000,000	39,772,190	15,000,000	129,772,190	9.26%
	Interest of a controlled corporation <sup>(Note a)</sup>	508,848,531	–	–	508,848,531	36.31%
	Interest of a controlled corporation <sup>(Note d)</sup>	309,388,211	–	228,605,681	537,993,892	38.39%
		893,236,742	39,772,190	243,605,681	1,176,614,613	83.96%
Ms. Hsu Ong Hsiao Ling	Beneficial owner	–	39,772,190	–	39,772,190	2.84%
	Interest of a controlled corporation <sup>(Note d)</sup>	309,388,211	–	228,605,681	537,993,892	38.39%
		309,388,211	39,772,190	228,605,681	577,766,082	41.23%

### Notes:

- (a) Basurto Holdings Limited is held by Mr. Oung Da Ming on trust for the estate of his deceased mother, Ms. Oung Chin Liang Fung (as to 67%) and his sister, Ms. Lilian Oung (as to 33%).
- (b) Cityguard Holdings Limited, is a wholly-owned subsidiary of Five Star Investments Limited.
- (c) Five Star Investments Limited is directly and indivisibly (through Basurto Holdings Limited) owned as to 67% by the estate of Ms. Oung Chin Liang Fung, grandmother of Dr. Oung Shih Hua, James, and 33% by Ms. Lilian Oung, his aunt. See note (a) above.
- (d) Gold Seal Holdings Limited is owned as to 50% by Mr. Oung Da Ming and 50% by his sister, Ms. Hsu Ong Hsiao Ling.
- (e) Next Level Corporate Limited is owned as to 25% by Mr. Oung Da Ming, 25% by his son, Mr. Oung Shih How, 25% by Dr. Oung Shih Hua, James, and 25% by Anglo Chinese Nominees, Limited which holds its shares in Next Level Corporate Limited as bare trustee for Basurto Holdings Limited. Next Level Corporate Limited is the owner of equity derivatives relating to Ordinary Shares and a chargee of Ordinary Shares.



## Directors' Report (Cont'd)

Other than as disclosed above, as at 30 June 2024, the Company had not been notified of any interests or short positions in the shares and underlying shares of the Company which were required to be recorded in the register kept by the Company under Section 336 of the SFO.

### SHARE OPTIONS AND DIRECTORS' RIGHTS TO ACQUIRE SHARES

#### Share Option Scheme

The Share Option Scheme was adopted by the Company on 8 December 2015 for the purpose of providing incentives or rewards to selected participants for their contributions to the Group. Details of the Share Option Scheme are set out in note 37 to the consolidated financial statements.

As at 1 July 2023 and 30 June 2024, share options comprising a total of 397,721,900 underlying Shares (the "Options") were granted under the Share Option Scheme to certain employees of the Group and Directors on 30 May 2016, 23 June 2017 and 9 November 2018 respectively. The percentage of the issued shares (excluding treasury shares) that it represents as at the date of this annual report is 397,721,900 shares, representing approximately 28.38% of the Company's issued share capital as at the date of this annual report. Details of the movements of the share options during the year are as follows:

Grantees	Number of Options					Outstanding as at 30.6.2024	Exercise price per Share HK\$	Grant Date	Exercise period
	Outstanding as at 01.07.2023	Granted during the year	Cancelled during the year	Lapsed during the year	Exercise during the year				
<b>Directors</b>									
Oung Shih Hua, James	13,676,400	-	-	-	-	13,676,400	0.321 <sup>(1)</sup>	30 May 2016	30 May 2016 – 29 May 2026
	13,495,790	-	-	-	-	13,495,790	0.296 <sup>(2)</sup>	23 June 2017	23 June 2017 – 22 June 2027
	12,600,000	-	-	-	-	12,600,000	0.179 <sup>(3)</sup>	9 November 2018	9 November 2018 – 8 November 2028
Chan Chi Ho	13,676,400	-	-	-	-	13,676,400	0.321 <sup>(1)</sup>	30 May 2016	30 May 2016 – 29 May 2026
	13,495,790	-	-	-	-	13,495,790	0.296 <sup>(2)</sup>	23 June 2017	23 June 2017 – 22 June 2027
	12,600,000	-	-	-	-	12,600,000	0.179 <sup>(3)</sup>	9 November 2018	9 November 2018 – 8 November 2028
Yuen Chi Wah	13,676,400	-	-	-	-	13,676,400	0.321 <sup>(1)</sup>	30 May 2016	30 May 2016 – 29 May 2026
	13,495,790	-	-	-	-	13,495,790	0.296 <sup>(2)</sup>	23 June 2017	23 June 2017 – 22 June 2027
	12,600,000	-	-	-	-	12,600,000	0.179 <sup>(3)</sup>	9 November 2018	9 November 2018 – 8 November 2028

## Directors' Report (Cont'd)

Grantees	Number of Options					Outstanding as at 30.6.2024	Exercise price per Share HK\$	Grant Date	Exercise period
	Outstanding as at 01.07.2023	Granted during the year	Cancelled during the year	Lapsed during the year	Exercise during the year				
<b>Substantial shareholders</b>									
Oung Da Ming	13,676,400	-	-	-	-	<b>13,676,400</b>	0.321 <sup>(1)</sup>	30 May 2016	30 May 2016 – 29 May 2026
	13,495,790	-	-	-	-	<b>13,495,790</b>	0.296 <sup>(2)</sup>	23 June 2017	23 June 2017 – 22 June 2027
	12,600,000	-	-	-	-	<b>12,600,000</b>	0.179 <sup>(3)</sup>	9 November 2018	9 November 2018 – 8 November 2028
Hsu Ong Hsiao Ling	13,676,400	-	-	-	-	<b>13,676,400</b>	0.321 <sup>(1)</sup>	30 May 2016	30 May 2016 – 29 May 2026
	13,495,790	-	-	-	-	<b>13,495,790</b>	0.296 <sup>(2)</sup>	23 June 2017	23 June 2017 – 22 June 2027
	12,600,000	-	-	-	-	<b>12,600,000</b>	0.179 <sup>(3)</sup>	9 November 2018	9 November 2018 – 8 November 2028
Associates of substantial shareholders <sup>(4)</sup>	41,029,200	-	-	-	-	<b>41,029,200</b>	0.321 <sup>(1)</sup>	30 May 2016	30 May 2016 – 29 May 2026
	40,487,370	-	-	-	-	<b>40,487,370</b>	0.296 <sup>(2)</sup>	23 June 2017	23 June 2017 – 22 June 2027
	37,800,000	-	-	-	-	<b>37,800,000</b>	0.179 <sup>(3)</sup>	9 November 2018	9 November 2018 – 8 November 2028
Employees	27,352,800	-	-	-	-	<b>27,352,800</b>	0.321 <sup>(1)</sup>	30 May 2016	30 May 2016 – 29 May 2026
	26,991,580	-	-	-	-	<b>26,991,580</b>	0.296 <sup>(2)</sup>	23 June 2017	23 June 2017 – 22 June 2027
	25,200,000	-	-	-	-	<b>25,200,000</b>	0.179 <sup>(3)</sup>	9 November 2018	9 November 2018 – 8 November 2028

**Note:**

- (1) The closing price of the Company's share immediately before the date (30 May 2016) on which the share options were granted was HK\$0.334 per share.
- (2) The closing price of the Company's share immediately before the date (23 June 2017) on which the share options were granted was HK\$0.299 per share.
- (3) The closing price of the Company's share immediately before the date (9 November 2018) on which the share options were granted was HK\$0.173 per share.
- (4) Being share options held by Oung Shih How, Zee Alfred and King, Camille V.

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors or chief executives of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate. None of the spouses or children under the age of 18 of the directors had any right to subscribe for the securities of the Company or had exercised such rights during the year.

# Directors' Report (Cont'd)

## DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

Details of the directors' interest in contracts of significance are set out in note 42 to the consolidated financial statements.

Save as disclosed above, there was no other contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## RELATED PARTY TRANSACTIONS

Details of the related party transactions entered into during the year are set out in note 42 to the consolidated financial statements.

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

## PERMITTED INDEMNITY PROVISION

The Bye-laws provides that each Director or other officers of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto. In addition, the Company has maintained appropriate directors' and officers' liability insurance in respect of relevant legal actions against the Directors.

## EQUITY-LINKED AGREEMENTS

Save for convertible notes and share option scheme of the Company as disclosed in notes 32 and 37 respectively to the consolidated financial statements, no equity-linked agreements were entered into by the Group, or existed during the year.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws although there are no restrictions against such rights under the laws in Bermuda.

## CORPORATE GOVERNANCE

Details of the Company's corporate governance practice are set out in the "Corporate Governance Report" section to the annual report.

## PURCHASE, SALE AND REDEMPTION OF SHARES

During the year ended 30 June 2024, neither the Company nor any of its subsidiaries purchased, sold or redeemed interest in any of the Company's listed shares.

# Directors' Report (Cont'd)

## AUDIT COMMITTEE

The audit committee comprises one non-executive director and three independent non-executive directors and reports to the board of the directors. The audit committee meets with the Group's senior management regularly to review the effectiveness of the internal control systems and the interim and annual reports of the Company.

## EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the executive directors of the Company on the basis of their merit, qualifications and competence.

The emolument of the directors of the Company is determined by the board of directors of the Company after recommendation from the Remuneration Committee, having regard to the responsibilities of the directors, the Company's operating results, individual performance and comparable market statistics.

Details of directors' emolument during the year are set out in note 16 to the consolidated financial statements.

## PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company, the Company has maintained a sufficient public float throughout the year ended 30 June 2024 as required under the Listing Rules.

## AUDITOR

The consolidated financial statements for the year ended 30 June 2024 have been audited by RSM Hong Kong.

RSM Hong Kong will retire at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of RSM Hong Kong as auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board  
**Oung Shih Hua, James**  
*Chairman*

Hong Kong  
27 September 2024

# INDEPENDENT AUDITOR'S REPORT



## RSM Hong Kong

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## TO THE SHAREHOLDERS OF PALADIN LIMITED

*(Incorporated in Bermuda with limited liability)*

### OPINION

We have audited the consolidated financial statements of Paladin Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 45 to 120, which comprise the consolidated statement of financial position as at 30 June 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (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.

### MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2 in the consolidated financial statements, which indicates that the Group incurred a loss of approximately HK\$133,409,000 during the year ended 30 June 2024 and, as of that date, the Group had net current liabilities of approximately HK\$94,878,000. As stated in note 2, these conditions indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

# INDEPENDENT AUDITOR’S REPORT (Cont’d)

## 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. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the valuation of investment properties to be the key audit matter to be communicated in our report.

### Key Audit Matter

#### *Valuation of investment properties*

Refer to notes 4(f), 5(d), 7 and 19 to the consolidated financial statements.

Management has estimated the fair value of the Group’s investment properties to be approximately HK\$417,700,000 as at 30 June 2024 and a fair value loss on investment properties of approximately HK\$100,300,000 was recorded in the consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2024. An independent external valuation was obtained in order to support management’s estimate.

The valuation of the investment properties involved significant unobservable inputs which require significant management judgement.

### How our audit addressed the Key Audit Matter

Our procedures in relation to this matter included:

- Evaluating the independent external valuer’s competence, capabilities and objectivity;
- Assessing the appropriateness of the valuation methodology used;
- Engaging an auditor’s expert to assist us in assessing the reasonableness of the key assumptions based on their knowledge of the property market and the characteristics of the properties;
- Checking on a sample basis, the accuracy and relevance of the input data used; and
- Assessing the adequacy of the disclosures in relation to the fair value measurement of the investment properties.

# **INDEPENDENT AUDITOR'S REPORT** (Cont'd)

## **OTHER INFORMATION**

The directors are responsible for the other information. The other information comprises all of 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 AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the 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 Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

# INDEPENDENT AUDITOR'S REPORT (Cont'd)

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

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

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

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

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



# INDEPENDENT AUDITOR'S REPORT (Cont'd)

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with 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.

The engagement partner on the audit resulting in this independent auditor's report is Ms. Ng Wai Kwun.

**RSM Hong Kong**

*Certified Public Accountants*

27 September 2024

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2024

	Note	2024 HK\$'000	2023 HK\$'000
<b>Revenue</b>	8	<b>22,733</b>	18,386
Cost of sales and service		<u>(9,142)</u>	<u>(8,293)</u>
<b>Gross profit</b>		<b>13,591</b>	10,093
Other income	9	314	404
Other gains and losses	10	(96,558)	4,782
Administrative and other operating expenses		<u>(44,800)</u>	<u>(52,846)</u>
<b>Loss from operations</b>		<b>(127,453)</b>	(37,567)
Finance costs	12	<u>(5,577)</u>	<u>(4,180)</u>
<b>Loss before tax</b>		<b>(133,030)</b>	(41,747)
Income tax expense	13	<u>(379)</u>	<u>(17)</u>
<b>Loss for the year</b>	14	<b><u>(133,409)</u></b>	<u>(41,764)</u>
<b>Other comprehensive income:</b>			
<i>Items that reclassified or may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations		(493)	(405)
Release of exchange reserve upon dissolution of subsidiaries		<u>(1,965)</u>	<u>–</u>
<b>Other comprehensive income for the year, net of tax</b>		<b><u>(2,458)</u></b>	<u>(405)</u>
<b>Total comprehensive income for the year</b>		<b><u><u>(135,867)</u></u></b>	<u><u>(42,169)</u></u>
<b>Loss for the year attributable to:</b>			
Owners of the Company		(130,130)	(37,221)
Non-controlling interests		<u>(3,279)</u>	<u>(4,543)</u>
		<b><u><u>(133,409)</u></u></b>	<u><u>(41,764)</u></u>
<b>Total comprehensive income for the year attributable to:</b>			
Owners of the Company		(132,419)	(37,216)
Non-controlling interests		<u>(3,448)</u>	<u>(4,953)</u>
		<b><u><u>(135,867)</u></u></b>	<u><u>(42,169)</u></u>
<b>Loss per share</b>	18		
Basic (HK cents per share)		<u>(9.29)</u>	<u>(2.66)</u>
Diluted (HK cents per share)		<u><u>(9.29)</u></u>	<u><u>(3.08)</u></u>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2024

	Note	2024 HK\$'000	2023 HK\$'000
<b>Non-current assets</b>			
Investment properties	19	417,700	518,000
Property, plant and equipment	20	204,037	216,935
Right-of-use assets	21	–	–
Goodwill	22	–	–
Other intangible assets	23	–	–
Financial assets at fair value through profit or loss ("FVTPL")	24	37,255	36,518
<b>Total non-current assets</b>		<b>658,992</b>	<b>771,453</b>
<b>Current assets</b>			
Inventories	25	4,281	4,708
Trade and other receivables	26	5,945	5,055
Bank and cash balances	27	36,250	44,709
<b>Total current assets</b>		<b>46,476</b>	<b>54,472</b>
<b>Current liabilities</b>			
Trade and other payables	28	14,078	14,330
Contract liabilities	29	85	31
Due to related parties	30	13,480	17,051
Secured bank borrowings	31	104,489	81,209
Convertible notes	32	7,279	11,110
Other borrowings	33	1,707	–
Current tax liabilities		236	75
<b>Total current liabilities</b>		<b>141,354</b>	<b>123,806</b>
<b>Net current liabilities</b>		<b>(94,878)</b>	<b>(69,334)</b>
<b>Total assets less current liabilities</b>		<b>564,114</b>	<b>702,119</b>
<b>Non-current liabilities</b>			
Other borrowings	33	20,705	22,843
<b>NET ASSETS</b>		<b>543,409</b>	<b>679,276</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Cont'd)

At 30 June 2024

	Note	2024 HK\$'000	2023 HK\$'000
<b>CAPITAL AND RESERVES</b>			
Share capital	34	14,013	14,014
Reserves	36	<u>562,490</u>	<u>696,918</u>
Equity attributable to owners of the Company		576,503	710,932
Non-controlling interests		<u>(33,094)</u>	<u>(31,656)</u>
<b>TOTAL EQUITY</b>		<u><b>543,409</b></u>	<u><b>679,276</b></u>

Approved by the Board of Directors on 27 September 2024 and are signed on its behalf by:

Oung Shih Hua, James

Yuen Chi Wah

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2024

	Attributable to owners of the Company								Non-controlling interests	Total equity	
	Share capital	Share premium	Treasury share reserve	Other reserve	Translation reserve	Convertible notes reserve	Share option reserve	Accumulated profits			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1 July 2022	14,014	188,767	(16)	21,766	(1,066)	9,722	58,312	457,578	749,077	(27,632)	721,445
Capital contribution to a non-wholly owned subsidiary	-	-	-	-	-	-	-	(929)	(929)	929	-
Total comprehensive income for the year	-	-	-	-	5	-	-	(37,221)	(37,216)	(4,953)	(42,169)
Changes in equity for the year	-	-	-	-	5	-	-	(38,150)	(38,145)	(4,024)	(42,169)
At 30 June 2023 and 1 July 2023	14,014	188,767	(16)	21,766	(1,061)	9,722	58,312	419,428	710,932	(31,656)	679,276
Cancellation of shares (note 34)	(1)	(15)	16	-	-	-	-	-	-	-	-
Capital contribution to non-wholly owned subsidiaries	-	-	-	-	-	-	-	(2,010)	(2,010)	2,010	-
Total comprehensive income for the year	-	-	-	-	(2,289)	-	-	(130,130)	(132,419)	(3,448)	(135,867)
Changes in equity for the year	(1)	(15)	16	-	(2,289)	-	-	(132,140)	(134,429)	(1,438)	(135,867)
At 30 June 2024	14,013	188,752	-	21,766	(3,350)	9,722	58,312	287,288	576,503	(33,094)	543,409

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2024

	Note	2024 HK\$'000	2023 HK\$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Loss before tax		(133,030)	(41,747)
Adjustments for:			
Depreciation of property, plant and equipment	20	6,634	7,628
Depreciation of right-of-use assets	21	–	496
Fair value gains on convertible notes	32(a)	(3,831)	(11,877)
Fair value losses on investment properties	19	100,300	9,400
Fair value gains on financial assets at FVTPL	10	(737)	(1,809)
Gain on dissolution of subsidiaries	10	(4,934)	–
Impairment on property, plant and equipment	20	6,398	–
Interest expense	12	5,577	4,180
Interest income	9	(244)	(106)
Loss/(gain) on disposal of property, plant and equipment	10	38	(1)
		<u>(23,829)</u>	<u>(33,836)</u>
Operating loss before working capital changes		(23,829)	(33,836)
(Increase)/decrease in trade and other receivables		(1,058)	570
Decrease in inventories		427	167
Increase in trade and other payables		2,956	660
Increase/(decrease) in contract liabilities		55	(21)
		<u>(21,449)</u>	<u>(32,460)</u>
Net cash used in operations		(21,449)	(32,460)
Interest on lease liabilities		–	(55)
Income taxes paid		(218)	(34)
		<u>(21,667)</u>	<u>(32,549)</u>
Net cash used in operating activities		(21,667)	(32,549)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Bank interest received		244	106
Purchases of property, plant and equipment	20	(245)	(624)
Proceeds from disposal of property, plant and equipment		–	24
		<u>(1)</u>	<u>(494)</u>
Net cash used in investing activities		(1)	(494)

# CONSOLIDATED STATEMENT OF CASH FLOWS (Cont'd)

For the year ended 30 June 2024

	<b>2024</b>	2023
	<b>HK\$'000</b>	HK\$'000
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment to related parties	(3,555)	(2,794)
Repayment of bank and other borrowings	(1,720)	(2,021)
Bank borrowings raised	25,000	–
Interest paid	(5,654)	(3,960)
Principal elements of lease payments	–	(650)
	<u>14,071</u>	<u>(9,425)</u>
Net cash generated from/(used in) financing activities		
	<b>14,071</b>	(9,425)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>		
	(7,597)	(42,468)
Effect of foreign exchange rate changes	(862)	504
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>		
	<u>44,709</u>	<u>86,673</u>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		
	<u><u>36,250</u></u>	<u><u>44,709</u></u>
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b>		
Bank and cash balances	<u><u>36,250</u></u>	<u><u>44,709</u></u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2024

## 1. GENERAL INFORMATION

Paladin Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability. The address of its registered office is Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda. The address of its principal place of business is Suite 2100, 21st Floor, Capital Centre, 151 Gloucester Road, Wan Chai, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The principal activities of its principal subsidiaries are set out in note 43 to the consolidated financial statements. The Company and its subsidiaries are collectively referred to as the “Group”.

In the opinion of the directors of the Company, Cityguard Holdings Limited, a company incorporated in the British Virgin Islands (“BVI”), is the immediate parent; Basurto Holdings Limited, a company incorporated in the BVI, is the ultimate parent of the Company.

## 2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and with the disclosure requirements of the Companies Ordinance (Cap. 622).

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

The Group incurred a loss of approximately HK\$133,409,000 during the year ended 30 June 2024 and, as of that date, the Group had net current liabilities of approximately HK\$94,878,000. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The directors of the Company have estimated the Group’s cash requirements by preparing a Group cashflow forecast for the 18 months ending 31 December 2025. The directors of the Company are of the opinion that the Group has sufficient working capital for its present requirements, that is for 18 months ending 31 December 2025.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 2. BASIS OF PREPARATION (Cont'd)

Notwithstanding the above conditions, the consolidated financial statements have been prepared on a going concern basis as the directors have given careful consideration to their impact on the current and anticipated future liquidity of the Group by taking into consideration the mitigating factors which include, but not limited to, the following:

- (i) The secured bank loans of approximately HK\$104,489,000 with a repayment on demand clause will be repaid in accordance with the scheduled repayment dates as disclosed in vote 6(c) and the banks will not exercise their discretionary rights to demand immediate repayment;
- (ii) Gold Seal Holdings Limited, a shareholder of the Company, has agreed not to demand for repayment of the balance of approximately HK\$12,960,000 due from the Group as at 30 June 2024 until it is in a financial position to do so;
- (iii) The Group has undrawn available banking facilities of approximately HK\$83,011,000 as at 30 June 2024 as disclosed in note 31; and
- (iv) The Group has implemented and will continue to implement various strategies to enhance the Group's revenue and profitability including adopting various of measures to control costs.

Having taken into account the above, the directors consider that the Group will have sufficient financial resources to meet in full its working capital requirements and financial obligations as and when they fall due in the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

## 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

### (a) Application of new and revised HKFRSs

The Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 July 2023 for the preparation of the consolidated financial statements.

Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

### (b) New and revised HKFRSs in issue but not yet effective

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

	<b>Effective for accounting periods beginning on or after</b>
Amendments to HKAS 1 – Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to HKAS 1 – Non-current Liabilities with Covenants	1 January 2024
Hong Kong Interpretation 5 (Revised) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2024
Amendments to HKAS 7 and HKFRS 7 – Supplier Finance Arrangements	1 January 2024
Amendments to HKAS 21 – Lack of Exchangeability	1 January 2025
Annual Improvements to HKFRS Accounting Standards – Volume 11	1 January 2026
HKFRS 18 – Presentation and Disclosure in Financial Statements	1 January 2027
HKFRS 19 – Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined by the HKICPA

Except for the new standard mentioned below, the directors of the Company anticipate that the application of all amendments to HKFRSs will not have material impact on the consolidated financial statements in the foreseeable future.

### ***HKFRS 18 – Presentation and Disclosure in Financial Statements***

In July 2024, HKICPA issued HKFRS 18 which is effective for annual reporting periods beginning on or after 1 January 2027, with early application permitted. HKFRS 18 introduces significant changes to the presentation of financial statements, with a focus on information about financial performance present in the statement of profit or loss, which will affect how the Group present and disclose financial performance in the financial statements. The key changes introduced in HKFRS 18 relate to (i) the structure of the statement of profit or loss, (ii) required disclosures for management-defined performance measures (which are referred to alternative or non-GAAP performance measures), and (iii) enhanced requirements for aggregation and disaggregation of information. The management is currently assessing the impact of applying HKFRS 18 on the presentation and the disclosures of the consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

*For the year ended 30 June 2024*

## 4. MATERIAL ACCOUNTING POLICY INFORMATION

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. investment properties and certain financial instruments that are measured at fair value).

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The area involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

The material accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### (a) Consolidation

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

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

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

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill and any accumulated translation reserve relating to that subsidiary.

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

*For the year ended 30 June 2024*

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (a) Consolidation (Cont'd)

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

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

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

### (b) Separate financial statements

In the Company’s statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale). Cost includes direct attributable costs of investments. The results of subsidiaries are accounted for by the Company on the basis of dividend received or receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee’s net assets including goodwill.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (c) Goodwill

Goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (“CGUs”) or groups of CGUs that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the Group at which the goodwill is monitored for internal management purposes. Goodwill impairment reviews are undertaken annually, or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to its recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

### (d) Foreign currency translation

#### (i) *Functional and presentation currency*

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the Company’s functional and presentation currency.

#### (ii) *Transactions and balances in each entity’s financial statements*

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

Non-monetary assets and liabilities that are 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 entity initially recognises such non-monetary assets or liabilities. Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (d) Foreign currency translation (Cont'd)

#### (iii) Translation on consolidation

The results and financial position of all foreign operations (none of which has the currency of hyperinflationary economy) that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

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

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (e) Property, plant and equipment

Property, plant and equipment, including leasehold land and buildings, held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as “right-of-use assets” in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

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

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

Leasehold land and buildings	Over the term of the lease
Leasehold improvements	15%
Office equipment, furniture and fixtures	10% – 33%
Motor vehicles	15%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (f) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest to earn rentals and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time.

Gains or losses arising from changes in the fair value of investment properties are recognised in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is withdrawn from use. Any gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 4(t).

### (g) Leases

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.

#### (i) *The Group as a lessor*

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying asset to the lessee. If this is not the case, the lease is classified as an operating lease.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (h) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods comprises raw materials and assembled components for high technology products. 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.

### (i) Contract assets and contract liabilities

Contract asset is recognised when the Group recognises revenue before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses ("ECL") in accordance with the policy set out in Note 4(y) and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method.

### (j) Recognition and derecognition of financial instruments

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (j) Recognition and derecognition of financial instruments (Cont'd)

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.

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, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

### (k) Financial assets

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 marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

#### *Debt investments*

Debt investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.
- FVTPL, if the investment does not meet the criteria for being measured at amortised cost or fair value through other comprehensive income (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (l) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method less allowance for credit losses.

### (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 that are 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 ECL.

### (n) Financial liabilities and equity instruments

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

### (o) Borrowings

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (p) Trade and other payables

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

### (q) Equity instruments

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

### (r) Convertible notes

#### (i) 2014 Convertible Notes

The component parts of the convertible loan notes are classified separately as financial liability and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component (including any embedded non-equity derivatives features) is estimated by measuring the fair value of similar liability that does not have an associated equity component.

A conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to accumulated profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible loan notes using the effective interest method.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (r) Convertible notes (Cont'd)

#### (ii) 2017 Convertible Notes

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognised at fair value and the convertible notes are designated as at FVTPL in accordance with paragraph 4.3.5 of HKFRS 9. In subsequent period, changes in fair value are recognised in profit or loss as fair value gain or loss except for changes in the fair value that is attributable to changes in the credit risk (excluding changes in fair value of the derivatives component) is recognised in other comprehensive income, unless the recognition of the effects of changes in the credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to the credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss, they are transferred to accumulated profits upon derecognition.

Transaction costs relating to the issue of the convertible notes are charged to profit or loss immediately.

### (s) Revenue and other income

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

Revenue from the sale of goods is recognised when control of the goods has transferred, being when the goods have been shipped to the customer's specific location (delivery) and accepted by the customer. Following delivery and acceptance, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to and accepted by the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (s) Revenue and other income (Cont'd)

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

Interest income is recognised as it accrues using the effective interest method. 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.

### (t) Employee benefits

#### (i) Employee leave entitlements

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

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

#### (ii) Pension obligations

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

#### (iii) Termination benefits

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

*For the year ended 30 June 2024*

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (u) Share-based payments

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

### (v) Borrowing costs

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

### (w) Taxation

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

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

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (w) Taxation (Cont'd)

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

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

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

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

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



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

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

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss and other comprehensive income to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the CGU to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the CGU.

Value in use is the present value of the estimated future cash flows of the asset/CGU. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/CGU whose impairment is being measured.

Impairment losses for CGUs are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the CGU. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

### (y) Impairment of financial assets

The Group recognises a loss allowance for ECL on investments in debt instruments that are measured at amortised cost, trade and other receivables and bank and cash balances. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The ECL on these financial assets are estimated using a provision matrix 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 as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (y) Impairment of financial assets (Cont'd)

#### *Significant increase in credit risk*

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (y) Impairment of financial assets (Cont'd)

#### *Significant increase in credit risk (Cont'd)*

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) the financial instrument has a low risk of default,
- (ii) the debtor 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 financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there are no past due amounts.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

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.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (y) Impairment of financial assets (Cont'd)

#### *Definition of default*

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

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

#### *Credit-impaired financial assets*

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (y) Impairment of financial assets (Cont'd)

#### *Write-off policy*

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor 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. Any recoveries made are recognised in profit or loss.

#### *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 as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

### (z) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

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

### (aa) Events after the reporting period

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

## 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

In applying the Group's accounting policies, which are described in note 4, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an 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.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Cont'd)

### Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgement that has the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

### Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the ongoing availability of financing to the Group and enhancement of the Group's profitability. Details are explained in note 2 to the consolidated financial statements.

### Key sources of estimation uncertainty

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

#### (a) *Impairment of property, plant and equipment*

Property, plant and equipment is stated at cost less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs. Changing the assumptions and estimates, could materially affect the recoverable amounts.

The carrying amount of property, plant and equipment as at 30 June 2024 was approximately HK\$204,037,000 (2023: HK\$216,935,000).

#### (b) *Deferred tax asset*

As at 30 June 2024, no deferred tax asset has been recognised on the tax losses of approximately HK\$208,982,000 (2023: HK\$170,033,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future, which is a key source of estimation uncertainty especially the uncertainty on how volatility or disruptions in financial, foreign currency or commodity markets may progress and evolve. In cases where the actual future taxable profits generated are less or more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, a material reversal or further recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Cont'd)

### Key sources of estimation uncertainty (Cont'd)

#### (c) Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the expected future consumption of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed. No allowance for slow-moving inventories was made for the year ended 30 June 2024 (2023: Nil).

#### (d) Fair value of investment properties

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

The carrying amount of investment properties as at 30 June 2024 was approximately HK\$417,700,000 (2023: HK\$518,000,000).

## 6. FINANCIAL RISK MANAGEMENT

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

### (a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities including HK\$, United States dollars ("USD"), Euro ("EUR"), Renminbi ("RMB"), Japanese dollars ("JPY"), Turkish Lira ("TRY"), Vietnamese Dong and Canadian dollars. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 6. FINANCIAL RISK MANAGEMENT (Cont'd)

### (b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group's exposure to credit risk arising from bank balances is limited because the counterparties are banks balances with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

#### *Trade receivables*

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 days from the date of billing. Debtors with balances that are more than 90 days past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases. As at 30 June 2024 and 2023, the loss allowance for these balances was not material.

The Group has concentration of credit risk as 37% (2023: 26%) and 87% (2023: 88%) of total trade receivables was due from the Group's largest trade receivables and the five largest trade receivables respectively.

It has policies in place to ensure that sales are made to customers with an appropriate credit history.

#### *Financial assets at amortised cost*

All of the Group's financial assets at amortised cost are considered to have low credit risk, and the loss allowance recognised during the period was therefore limited to 12-month expected losses. These instruments are considered to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 6. FINANCIAL RISK MANAGEMENT (Cont'd)

### (c) Liquidity risk

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

The maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is as follows:

	On demand or less than 1 year HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Over 5 years HK\$'000	Total HK\$'000
<b>At 30 June 2024</b>					
Secured bank borrowings (note)	104,489	–	–	–	104,489
Other borrowings	1,957	4,862	11,496	4,929	23,244
Trade and other payables	9,499	–	–	–	9,499
Due to related parties	13,480	–	–	–	13,480
Convertible notes	7,279	–	–	–	7,279
<b>At 30 June 2023</b>					
Secured bank borrowings (note)	81,209	–	–	–	81,209
Other borrowings	228	2,958	11,776	8,809	23,771
Trade and other payables	9,641	–	–	–	9,641
Due to related parties	17,051	–	–	–	17,051
Convertible notes	11,110	–	–	–	11,110

Note:

Secured bank borrowings with a repayment on demand clause are included in the 'on demand or less than 1 year' time band in the above maturity analysis. Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such secured bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 6. FINANCIAL RISK MANAGEMENT (Cont'd)

### (c) Liquidity risk (Cont'd)

The maturity analysis of secured bank borrowings subject to a repayment on demand clause based on scheduled repayments is as follows:

	Less than 1 year HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Over 5 years HK\$'000	Total HK\$'000
<b>At 30 June 2024</b>					
Secured bank borrowings	10,118	10,118	42,739	114,202	177,177
<b>At 30 June 2023</b>					
Secured bank borrowings	6,933	6,933	20,800	124,388	159,054

### (d) Interest rate risk

The Group's cash flow interest rate risk primarily relates to variable-rate bank loans. It is the Group's policy to keep its borrowing at floating rate of interest so as to minimise the fair value interest rate risk. The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure closely and will consider other necessary action when significant interest rate exposure is anticipated.

The effect of changes in interest rates is not significant to the consolidated financial statements. The Group has no other significant interest-bearing assets and liabilities except for bank deposits and bank and other borrowings, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

### (e) Categories of financial instruments at 30 June 2024

	2024 HK\$'000	2023 HK\$'000
<b>Financial assets:</b>		
Financial assets at FVTPL	37,255	36,518
Financial assets measured at amortised cost	41,506	49,406
<b>Financial liabilities:</b>		
Financial liabilities at amortised cost	149,965	130,885
Financial liabilities at FVTPL	7,279	11,110

### (f) Fair values

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 7. FAIR VALUE MEASUREMENTS

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

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

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

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

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

### (a) Disclosures of level in fair value hierarchy at 30 June 2024:

Description	Fair value measurements using:			Total
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	2024 HK\$'000
<b>Recurring fair value measurements:</b>				
Financial assets at FVTPL				
– Golf club membership	–	–	11,084	11,084
– Deposit placed for a life insurance policy	–	26,171	–	26,171
	–	26,171	11,084	37,255
Investment properties				
– Tenant occupied office premises/car parking spaces located in Hong Kong	–	–	191,800	191,800
– Vacant office premises/car parking spaces located in Hong Kong	–	–	225,900	225,900
	–	–	417,700	417,700
Total	–	26,171	428,784	454,955
Financial liabilities at FVTPL				
2017 Convertible Notes	–	7,279	–	7,279

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 7. FAIR VALUE MEASUREMENTS (Cont'd)

### (a) Disclosures of level in fair value hierarchy at 30 June 2024: (Cont'd)

Description	Fair value measurements using:			Total 2023 HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
<b>Recurring fair value measurements:</b>				
Financial assets at FVTPL				
– Golf club membership	–	–	11,084	11,084
– Deposit placed for a life insurance policy	–	25,434	–	25,434
	–	25,434	11,084	36,518
Investment properties				
– Tenant occupied office premises/car parking spaces located in Hong Kong	–	–	279,100	279,100
– Vacant office premises/car parking spaces located in Hong Kong	–	–	238,900	238,900
	–	–	518,000	518,000
Total	–	25,434	529,084	554,518
Financial liabilities at FVTPL				
2017 Convertible Notes	–	11,110	–	11,110

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

	Golf club membership		Investment properties	
	2024 HK\$'000	2023 HK\$'000	2024 HK\$'000	2023 HK\$'000
At beginning of year	11,084	9,984	518,000	527,400
Total gains/(losses) recognised				
– in profit or loss	–	1,100	(100,300)	(9,400)
At end of year	11,084	11,084	417,700	518,000

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 7. FAIR VALUE MEASUREMENTS (Cont'd)

### (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 30 June 2024:

The Group's Board of Directors is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including Level 3 fair value measurements. For Level 3 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

#### Level 3 fair value measurements

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs
Golf club membership	Direct comparison method	Market price of similar golf club membership	N/a	Increase
Investment properties				
– Tenant occupied office premises/car parking spaces located in Hong Kong	Direct comparison method	Market unit rate of similar properties and applied adjustment rate on difference in location, view, floor area, lot size, age and condition of the properties under review	HK\$19,000 to HK\$19,100 (2023: HK\$23,606 to HK\$24,007) per sq. ft. on saleable area basis	Increase
– Vacant office premises/car parking spaces located in Hong Kong	Direct comparison method	Market unit rate of similar properties and applied adjustment rate on difference in location, view, floor area, lot size, age and condition of the properties under review	HK\$19,000 to HK\$19,100 (2023: HK\$23,606 to HK\$24,007) per sq. ft. on saleable area basis	Increase

There were no changes in the valuation techniques used during the years ended 30 June 2024 and 2023.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 7. FAIR VALUE MEASUREMENTS (Cont'd)

- (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 30 June 2024: (Cont'd)

*Level 2 fair value measurements*

Description	Valuation technique	Inputs
Deposit placed for a life insurance policy	Expected cash flows	Cash value quoted by the insurance company
2017 Convertible Notes	Discounted cash flows	Expected cash flows are estimated based on underlying share prices (from observable market share price at the end of the reporting period)

## 8. REVENUE

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
<b>Revenue from contracts with customers</b>		
– recognised at a point in time		
Sales of goods	14,052	11,007
<b>Revenue from other sources</b>		
Rental income	8,681	7,379
	<u>22,733</u>	<u>18,386</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 9. OTHER INCOME

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Government grants received ( <i>note</i> )	43	277
Bank interest income	244	106
Others	27	21
	<u>314</u>	<u>404</u>

*Note:* During the year, the Group recognised government grants of approximately HK\$43,000 (2023: HK\$277,000), of which approximately HK\$Nil (2023: HK\$128,000) relates to Employment Support Scheme provided by the Hong Kong Special Administrative Region Government. Government grants of approximately HK\$43,000 (2023: HK\$149,000) represented immediate financial support granted by the local government to certain subsidiary operating in Finland.

## 10. OTHER GAINS AND LOSSES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Fair value losses on investment properties ( <i>note 19</i> )	(100,300)	(9,400)
Fair value gains on financial assets at FVTPL ( <i>note 24</i> )	737	1,809
Fair value gains on convertible notes ( <i>note 32(a)</i> )	3,831	11,877
Gain on dissolution of subsidiaries	4,934	–
Impairment on property, plant and equipment	(6,398)	–
(Loss)/gain on disposal of property, plant and equipment	(38)	1
Net foreign exchange gains	676	495
	<u>(96,558)</u>	<u>4,782</u>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 11. SEGMENT INFORMATION

The Group has two operating segments as follows:

- Property investment: rental income from leasing out of investment properties; and
- Research and development: conducting research and development, software and hardware design for the manufacture and sale of a range of high technology products such as portable x-ray systems, advanced algorithm and software solutions, image sensors etc.

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

During the year, the Group's chief operating decision maker revisited the reportable segment of property investment and considered that one of the operating segments, which mainly engaged in the property holding business in Hong Kong, no longer met the definition of operating segment in accordance with HKFRS 8. As a result, those results have now been included in unallocated expenses in the segment information. The comparative figures of segment information for the year ended 30 June 2023 have been re-presented to follow the current year's presentation accordingly.

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include certain other income, certain other gains and losses and unallocated corporate expenses.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 11. SEGMENT INFORMATION (Cont'd)

Information about operating segment profit or loss:

	<b>Property investment HK\$'000</b>	<b>Research and development HK\$'000</b>	<b>Total HK\$'000</b>
Year ended 30 June 2024:			
Revenue from external customers	<u>8,681</u>	<u>14,052</u>	<u>22,733</u>
Segment loss	<u>(95,458)</u>	<u>(13,800)</u>	<u>(109,258)</u>
Unallocated expenses			(22,718)
Unallocated income			<u>(1,054)</u>
Consolidated loss before tax			<u>(133,030)</u>
Interest expense	136	148	284
Depreciation and amortisation	–	523	523
Other material non-cash items:			
Fair value losses on investment properties	100,300	–	100,300

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 11. SEGMENT INFORMATION (Cont'd)

	Property investment <i>HK\$'000</i> (Re-presented)	Research and development <i>HK\$'000</i>	Total <i>HK\$'000</i> (Re-presented)
Year ended 30 June 2023:			
Revenue from external customers	<u>7,379</u>	<u>11,007</u>	<u>18,386</u>
Segment loss	<u>(3,393)</u>	<u>(27,319)</u>	(30,712)
Unallocated expenses			(25,089)
Unallocated income			<u>14,054</u>
Consolidated loss before tax			<u>(41,747)</u>
Interest expense	–	320	320
Depreciation and amortisation	–	972	972
Other material non-cash items:			
Fair value losses on investment properties	9,400	–	9,400

Information about operating segment assets and liabilities is not provided to the Chief Executive Officer, being the chief operating decision maker, therefore, segment assets and liabilities are not presented.

### Reconciliation of segment loss from operations:

	<b>2024</b> <b><i>HK\$'000</i></b>	2023 <i>HK\$'000</i> (Re-presented)
Total loss of reportable segments	<b>(109,258)</b>	(30,712)
Unallocated amounts:		
Other income	<b>100</b>	352
Other gains and losses	<b>(1,154)</b>	13,702
Administrative and other operating expenses	<u><b>(22,718)</b></u>	<u>(25,089)</u>
Consolidated loss before tax	<u><b>(133,030)</b></u>	<u>(41,747)</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 11. SEGMENT INFORMATION (Cont'd)

### Geographical information:

The Group's revenue from external customers by location of operations is detailed below:

	Revenue	
	2024	2023
	HK\$'000	HK\$'000
Hong Kong	8,681	7,379
Finland	13,147	10,330
Others	905	677
	<u>22,733</u>	<u>18,386</u>
Consolidated total	<u>22,733</u>	<u>18,386</u>

The Group's non-current assets (other than certain property, plant and equipment) are mainly located in Hong Kong.

### Revenue from major customers:

	2024	2023
	HK\$'000	HK\$'000
Property investment segment		
Customer a	8,681	7,379
Research and development segment		
Customer b	2,046	1,108
Customer c	1,768	2,682
	<u>1,768</u>	<u>2,682</u>

## 12. FINANCE COSTS

	2024	2023
	HK\$'000	HK\$'000
Interest expense on lease liabilities (note 21)	–	55
Interest on bank borrowings	5,429	3,859
Interest on other borrowings	148	259
Interest on bank overdrafts	–	7
	<u>5,577</u>	<u>4,180</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 13. INCOME TAX EXPENSE

	<b>2024</b>	2023
	<b>HK\$'000</b>	HK\$'000
Current tax – Hong Kong Profits Tax		
Provision for the year	<b>319</b>	13
Underprovision in prior year	<b>60</b>	4
	<u><b>379</b></u>	<u>17</u>

Under the two-tiered Profits Tax regime, the first HK\$2 million of profits of the qualifying Group entity established in Hong Kong will be taxed at 8.25% (2023: 8.25%), and profits above that amount will be subject to the tax rate of 16.5% (2023: 16.5%). The profits of the Group entities not qualifying for the two-tiered Profits Tax rate regime will continue to be taxed at a rate of 16.5% (2023: 16.5%).

The People's Republic of China (the "PRC") Enterprise Income Tax has been provided at a rate of 25% (2023: 25%).

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

The reconciliation between the income tax expense and the product of loss before tax multiplied by the Hong Kong Profits Tax rate is as follows:

	<b>2024</b>	2023
	<b>HK\$'000</b>	HK\$'000
Loss before tax	<u><b>(133,030)</b></u>	<u>(41,747)</u>
Tax at the Hong Kong Profits Tax rate of 16.5% (2023: 16.5%)	<b>(21,950)</b>	(6,888)
Tax effect of income that is not taxable	<b>(2,582)</b>	(2,472)
Tax effect of expenses that are not deductible	<b>13,201</b>	7,403
Tax effect of tax losses not recognised	<b>2,537</b>	3,265
Tax effect of other temporary differences not recognised	<b>10,214</b>	(429)
Underprovision in prior year	<b>60</b>	4
Effect of different tax rates of subsidiaries	<b>(936)</b>	(847)
Tax effect of two-tiered Profits Tax regime	<u><b>(165)</b></u>	<u>(19)</u>
Income tax expense	<u><b>379</b></u>	<u>17</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 13. INCOME TAX EXPENSE (Cont'd)

At the end of the reporting period, the Group has unused tax losses of HK\$208,982,000 (2023: HK\$170,033,000) available for offset against future profits. No deferred tax asset has been recognised in respect of all the unused tax losses due to the unpredictability of future profits streams. Included in unrecognised tax losses are losses of HK\$84,332,000 (2023: HK\$67,040,000) that will expire on various dates up to 2034 (2023: 2033). Other tax losses may be carried forward indefinitely.

At the end of the reporting period, the Group has deductible temporary differences of approximately HK\$150,113,000 (2023: HK\$157,640,000). No deferred tax asset was recognised as it was not probable that sufficient taxable profit will be available against which the deductible temporary differences can be utilised.

## 14. LOSS FOR THE YEAR

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

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Auditors' remuneration		
– Audit services	610	610
– Non-audit services	150	150
Cost of inventories sold	7,905	7,081
Direct operating expenses of investment properties that generate rental income	8	25
Direct operating expenses of investment properties that did not generate rental income	1,229	1,187
Research and development expenses	10,433	11,253
Depreciation of property, plant and equipment	6,634	7,628
Depreciation on right-of-use assets	–	496
Impairment on property, plant and equipment (included in other gains and losses)	6,398	–
	<u>6,398</u>	<u>–</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 15. EMPLOYEE BENEFITS EXPENSE

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Employee benefits expense (excluding directors' emoluments):		
Salaries, bonuses and allowances	14,188	16,808
Retirement benefit scheme contributions	<u>1,237</u>	<u>1,531</u>
	<u><u>15,425</u></u>	<u><u>18,339</u></u>

The five highest paid individuals in the Group during the year included two (2023: two) directors whose emoluments are reflected in the analysis presented in note 16. The emoluments of the remaining three (2023: three) individuals are set out below:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Basic salaries and allowances	2,156	1,743
Retirement benefit scheme contributions	<u>312</u>	<u>145</u>
	<u><u>2,468</u></u>	<u><u>1,888</u></u>

The emoluments fell within the following bands:

	Number of individuals	
	2024	2023
Nil to HK\$1,000,000	3	2
HK\$1,000,001 to HK\$1,500,000	<u>–</u>	<u>1</u>
	<u><u>3</u></u>	<u><u>3</u></u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 16. BENEFITS AND INTERESTS OF DIRECTORS

### (a) Directors' emoluments

The remuneration of every director is set out below:

	Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking							
	Fees		Salaries		Employer's contribution to a retirement benefit scheme		Total	
	2024 HK\$'000	2023 HK\$'000	2024 HK\$'000	2023 HK\$'000	2024 HK\$'000	2023 HK\$'000	2024 HK\$'000	2023 HK\$'000
<b>Executive director</b>								
Oung Shih Hua James ("Mr. Oung")	<u>1,404</u>	<u>1,404</u>	<u>1,130</u>	<u>1,887</u>	<u>18</u>	<u>18</u>	<u>2,552</u>	<u>3,309</u>
<b>Non-executive directors</b>								
Chan Chi Ho	<u>48</u>	<u>52</u>	<u>-</u>	<u>-</u>	<u>12</u>	<u>12</u>	<u>60</u>	<u>64</u>
Yuen Chi Wah	<u>130</u>	<u>130</u>	<u>533</u>	<u>533</u>	<u>18</u>	<u>18</u>	<u>681</u>	<u>681</u>
	<u>178</u>	<u>182</u>	<u>533</u>	<u>533</u>	<u>30</u>	<u>30</u>	<u>741</u>	<u>745</u>
<b>Independent non-executive directors</b>								
Liu Man Kin Dickson	<u>240</u>	<u>240</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>240</u>	<u>240</u>
Au Chik Lam Alexander	<u>240</u>	<u>240</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>240</u>	<u>240</u>
Luo Rongxuan	<u>120</u>	<u>120</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>120</u>	<u>120</u>
	<u>600</u>	<u>600</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>600</u>	<u>600</u>
	<u>2,182</u>	<u>2,186</u>	<u>1,663</u>	<u>2,420</u>	<u>48</u>	<u>48</u>	<u>3,893</u>	<u>4,654</u>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

*For the year ended 30 June 2024*

## 16. BENEFITS AND INTERESTS OF DIRECTORS (Cont'd)

### (a) Directors' emoluments (Cont'd)

Mr. Oung is also the chief executive of the Company and his emoluments disclosed above included those for services rendered by him as the chief executive.

No emoluments were paid by the Group to the chief executive or any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office (2023: Nil).

Neither the chief executive nor any of the directors waived any emoluments during the year (2023: Nil).

### (b) Directors' termination benefits

None of the directors of the Company received any termination benefits during the year ended 30 June 2024 (2023: Nil).

### (c) Consideration provided to third parties for making available directors' services

During the year ended 30 June 2024, the Company did not pay considerations to any third parties for making available directors' services (2023: Nil).

### (d) Information about loans, quasi-loans and other dealings in favour of directors, bodies corporate controlled by and entities connected with such directors

As at 30 June 2024, there are no loans, quasi-loans or other dealings in favour of the directors, their controlled bodies corporate and the directors' connected entities (2023: Nil).

### (e) Directors' material interests in transactions, arrangements and contracts

Save as disclosed in note 42 to the consolidated financial statements, no other significant transactions, arrangements and contracts to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2023: Nil).

## 17. DIVIDEND

No dividend was paid or proposed by the Company during the year ended 30 June 2024 (2023: Nil), nor has any dividend been proposed since the end of the reporting period.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 18. LOSS PER SHARE

The calculation of basic and diluted loss per share is based on the following:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
<b>Loss</b>		
Loss for the purpose of calculating basic loss per share	(130,130)	(37,221)
Fair value gains on convertible notes	<u>–</u>	<u>(11,877)</u>
Loss for the purpose of calculating diluted loss per share	<u>(130,130)</u>	<u>(49,098)</u>
	2024	2023
<b>Number of shares</b>		
Weighted average number of ordinary shares used in basic loss per share calculation	1,401,371,757	1,401,437,549
Effect of dilutive potential ordinary shares arising from 2017 Convertible Notes outstanding	<u>–</u>	<u>191,557,498</u>
Weighted average number of ordinary shares used in diluted loss per share calculation	<u>1,401,371,757</u>	<u>1,592,995,047</u>

The conversion of the Company's outstanding Convertible Notes would be anti-dilutive during the year ended 30 June 2024. The computation of diluted loss per share also did not assume the exercise of the Company's outstanding share options as the exercise prices of those share options were higher than the average market price for shares for the year ended 30 June 2024. Diluted loss per share was same as the basic loss per share for the years ended 30 June 2024.

The conversion of the Company's outstanding 2014 Convertible Notes would be anti-dilutive during the year ended 30 June 2023. The computation of diluted loss per share also did not assume the exercise of the Company's outstanding share options as the exercise prices of those share options were higher than the average market price for shares for the year ended 30 June 2023.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 19. INVESTMENT PROPERTIES

	<b>2024</b>	2023
	<b>HK\$'000</b>	HK\$'000
At 1 July	<b>518,000</b>	527,400
Fair value losses	<b>(100,300)</b>	(9,400)
At 30 June	<b>417,700</b>	518,000

The fair value at all investment properties has been arrived at on the basis of a valuation carried out by Messrs. Ravia Global Appraisal Advisory Limited, an independent qualified professional valuer which is not connected to the Group.

The fair value of the investment properties was arrived by using direct comparison method based on market unit rate of similar properties and adjusted to reflect the conditions of the subject properties including property size and property floor level. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

Fair value losses on property revaluation of approximately HK\$100,300,000 (2023: HK\$9,400,000) were recognised in profit or loss for the year ended 30 June 2024.

At 30 June 2024, the carrying amount of investment properties pledged as security for the Group's bank loans amounted to HK\$225,900,000 (2023: HK\$Nil).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 20. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and buildings <i>HK\$'000</i>	Leasehold improvements <i>HK\$'000</i>	Office equipment, furniture and fixtures <i>HK\$'000</i>	Motor vehicles <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>Cost</b>					
At 1 July 2022	244,000	11,858	10,271	1,679	267,808
Additions	–	–	624	–	624
Disposal	–	–	(24)	–	(24)
Exchange differences	–	–	(116)	–	(116)
At 30 June 2023 and 1 July 2023	244,000	11,858	10,755	1,679	268,292
Additions	–	–	245	–	245
Disposal	–	–	(363)	–	(363)
Exchange differences	–	–	(188)	–	(188)
At 30 June 2024	244,000	11,858	10,449	1,679	267,986
<b>Accumulated depreciation and impairment</b>					
At 1 July 2022	24,107	9,245	9,291	1,118	43,761
Charge for the year	5,157	1,751	488	232	7,628
Disposal	–	–	(1)	–	(1)
Exchange differences	–	–	(31)	–	(31)
At 30 June 2023 and 1 July 2023	29,264	10,996	9,747	1,350	51,357
Charge for the year	5,157	862	483	132	6,634
Disposal	–	–	(325)	–	(325)
Impairment losses	6,398	–	–	–	6,398
Exchange differences	–	–	(115)	–	(115)
At 30 June 2024	40,819	11,858	9,790	1,482	63,949
<b>Carrying amount</b>					
<b>At 30 June 2024</b>	<b>203,181</b>	<b>–</b>	<b>659</b>	<b>197</b>	<b>204,037</b>
At 30 June 2023	214,736	862	1,008	329	216,935

At 30 June 2024, the carrying amount of leasehold land and buildings pledged as security for the Group's bank loans amounted to HK\$173,681,000 (2023: HK\$177,951,000).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 20. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

During the year ended 30 June 2024, in view of the operating loss of the Group and the decline in the general property prices in Hong Kong, the directors of the Company concluded there were indicators of impairment and have assessed the recoverable amount of the Group's leasehold land and buildings based on their fair value less costs of disposal, by using direct comparison method based on market unit rate of similar properties within Level 3 of the fair value hierarchy. As a result, the Group recognised impairment losses of HK\$6,398,000 (2023: HK\$Nil) in respect of leasehold land and buildings.

## 21. RIGHT-OF-USE ASSETS

	<b>Leased properties HK\$'000</b>
At 1 July 2022	496
Depreciation	<u>(496)</u>
At 30 June 2023	<u><u>–</u></u>

The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

	<b>2024 HK\$'000</b>	2023 HK\$'000
Depreciation expenses on right-of-use assets	–	496
Interest expense on lease liabilities (included in finance costs)	–	55
Expenses relating to short-term lease (included in administrative and other operating expenses)	<u><b>1,497</b></u>	<u>2,330</u>

Details of total cash outflow for leases is set out in note 40(b).

The Group leased an office for its operations. Lease contract is entered into for a fixed term of 7 years and have been expired without renewed during the year ended 30 June 2023.

## 22. GOODWILL

The goodwill represents the excess of the consideration on acquisition of Imagica Technology Incorporation during the year ended 30 June 2020. The goodwill allocated to the Imagica Technology Incorporation within the research and development segment of approximately HK\$2,179,000 was fully impaired during the year ended 30 June 2021.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 23. OTHER INTANGIBLE ASSETS

	<b>Technical know-how HK\$'000</b>
<b>Cost</b>	
At 1 July 2022	3,043
Exchange differences	<u>(86)</u>
At 30 June 2023 and 1 July 2023	2,957
Exchange differences	<u>(103)</u>
At 30 June 2024	<u>2,854</u>
<b>Accumulated amortisation and impairment loss</b>	
At 1 July 2022	3,043
Exchange differences	<u>(86)</u>
At 30 June 2023 and 1 July 2023	2,957
Exchange differences	<u>(103)</u>
At 30 June 2024	<u>2,854</u>
<b>Carrying amount</b>	
At 30 June 2024	<u><u>–</u></u>
At 30 June 2023	<u><u>–</u></u>

As at 30 June 2023, the average remaining amortisation period of the technical know-how is 0.5 year.

Due to changes in market condition, the recoverable amount of the other intangible assets was determined to be below its carrying value and was fully impaired during the year ended 30 June 2021.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 24. FINANCIAL ASSETS AT FVTPL

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Golf club membership ( <i>note (a)</i> )	11,084	11,084
Deposit placed for a life insurance policy ( <i>note (b)</i> )	<u>26,171</u>	<u>25,434</u>
	<u><u>37,255</u></u>	<u><u>36,518</u></u>

*Notes:*

(a) Golf club membership

During the year ended 30 June 2024, the fair value gain of approximately HK\$Nil (2023: HK\$1,100,000) was credited to profit or loss.

(b) Deposit placed for a life insurance policy

In March 2012, the Group entered into a life insurance policy with an insurance company to insure an executive director. Under the policy, the beneficiary and policy holder is World Modern International Limited, a former subsidiary of the Company, and changed to Master Era Limited, a subsidiary of the Company in 2016, and the total insured sum is US\$10,000,000 (approximately HK\$78,000,000). Master Era Limited was required to pay an upfront deposit of US\$2,806,000 (approximately HK\$21,887,000) including a premium charge at inception of the policy amounting to US\$168,000 (approximately HK\$1,310,000). Master Era Limited can terminate the policy at any time and receive cash value of the policy at the date of withdrawal, which is determined by the upfront payment of US\$2,806,000 plus accumulated interest earned and minus the accumulated insurance charge and policy expense charge ("Cash Value"). In addition, if withdrawal is made between the 1<sup>st</sup> to 18<sup>th</sup> policy year, there is a specified amount of surrender charge. The insurance company will pay Master Era Limited an interest of 4.65% per annum on the outstanding Cash Value of the policy for the first year. Commencing on the 2<sup>nd</sup> year, the interest will be a variable return with minimum guaranteed interest rate of 2% per annum by the insurance company on an annual basis.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 25. INVENTORIES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Raw materials	3,437	4,273
Finished goods	<u>844</u>	<u>435</u>
	<u><b>4,281</b></u>	<u><b>4,708</b></u>

## 26. TRADE AND OTHER RECEIVABLES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade receivables	2,618	1,887
Other receivables	1,582	1,862
Deposits	1,108	948
Prepayments	<u>637</u>	<u>358</u>
	<u><b>5,945</b></u>	<u><b>5,055</b></u>

The Group's trading terms with customers are mainly on credit. The credit terms generally range from 30 to 90 days from the invoice date. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

The ageing analysis of trade receivables, based on the invoice date, is as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
0 – 90 days	2,183	1,134
91 – 180 days	286	311
181 – 365 days	–	442
Over 365 days	<u>149</u>	<u>–</u>
	<u><b>2,618</b></u>	<u><b>1,887</b></u>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 26. TRADE AND OTHER RECEIVABLES (Cont'd)

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
HK\$	723	–
EUR	<u>1,895</u>	<u>1,887</u>
	<u><u>2,618</u></u>	<u><u>1,887</u></u>

## 27. BANK AND CASH BALANCES

As at 30 June 2024, the bank and cash balances of the Group denominated in RMB amounted to approximately HK\$199,000 (2023: HK\$1,490,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

## 28. TRADE AND OTHER PAYABLES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade payables	598	757
Accruals	3,182	6,588
Rental deposits received	3,969	3,969
Other payables	<u>6,329</u>	<u>3,016</u>
	<u><u>14,078</u></u>	<u><u>14,330</u></u>

The ageing analysis of trade payables, based on the date of receipt of goods, is as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
0 – 90 days	<u>598</u>	<u>757</u>

The carrying amounts of the Group's trade payables are denominated in EUR.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 29. CONTRACT LIABILITIES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Billings in advance of performance obligation		
– sales of goods	<u>85</u>	<u>31</u>

Contract liabilities relating to sales of goods under contracts with customers are advance payments made by customers.

Movements in contract liabilities:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
At beginning of year	31	52
Decrease in contract liabilities as a result of recognising revenue during the year was included in the contract liabilities at the beginning of the year	(31)	(52)
Increase in contract liabilities as a result of billing in advance of sales of goods	86	30
Exchange differences	<u>(1)</u>	<u>1</u>
At end of year	<u>85</u>	<u>31</u>

The amount of billings in advance of performance received that is expected to be recognised as income within one year is approximately HK\$85,000 (2023: HK\$31,000).

## 30. DUE TO RELATED PARTIES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Gold Seal Holdings Limited	12,960	16,313
Cityguard Holdings Limited	437	437
Oung Da Ming	<u>83</u>	<u>301</u>
	<u>13,480</u>	<u>17,051</u>

The related parties are immediate shareholders of the Company. The amounts due are unsecured, interest-free and repayable on demand.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 31. SECURED BANK BORROWINGS

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Mortgage loans	79,635	81,209
Term loan	24,854	–
	<u>104,489</u>	<u>81,209</u>

The secured bank borrowings are repayable as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Within one year	3,515	1,537
More than one year, but not exceeding two years	3,745	1,658
More than two years, but not more than five years	27,434	5,678
More than five years	69,795	72,336
	<u>104,489</u>	<u>81,209</u>
Portion of bank loans that are due for repayment after one year but contain a repayment on demand clause (shown under current liabilities)	<u>(100,974)</u>	<u>(79,672)</u>
	3,515	1,537
Less: Amount due for settlement within 12 months (shown under current liabilities)	<u>(3,515)</u>	<u>(1,537)</u>
	–	–
Amount due for settlement after 12 months	<u>–</u>	<u>–</u>

At 30 June 2024, the secured bank borrowings are comprised of:

- (i) mortgage loans with an outstanding amount of approximately HK\$79,635,000 (2023: HK\$81,209,000) shall be repayable by remaining 263 (2023: 275) monthly instalments and carries interest at a rate of 1.75% (2023: 1.75%) per annum over Hong Kong Interbank Offer Rate; and
- (ii) a 3-year term loan that carries interest at the rate of 0.5% per annum below Hong Kong Dollar Prime Rate.

At 30 June 2024, the Group had available undrawn borrowing facilities of approximately HK\$83,011,000 (2023: HK\$16,291,000).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 32. CONVERTIBLE NOTES

### (a) 2017 Convertible Notes

On 31 October 2017, the Company announced a proposed open offer of unsecured zero coupon participating convertible notes due 2024 in denominations of HK\$0.25 principal amount each, to be issued at face value, on the basis of assured allotments of one convertible note, with the share alternative of one new ordinary share, at a subscription price of HK\$0.25, for every five existing ordinary shares held (the “2017 Convertible Notes”). In December 2017, the Company issued an aggregate of 181,313,569 convertible notes and 25,774,298 ordinary shares in assured allotments for which valid applications were received and a further 12,894,970 convertible notes and 51,731,337 ordinary shares for which valid applications were received. In total, 194,208,539 unsecured zero coupon participating convertible notes and 77,505,635 ordinary shares were issued in the open offer and gross proceeds of approximately HK\$48,552,000 and HK\$19,376,000 were received, respectively.

2017 Convertible Notes bears no interest and matures on 23 November 2024. The convertible notes are convertible into ordinary shares of the Company at the option of the noteholders at any time from the issue date up to the close of business on the tenth last day preceding the maturity date at an initial conversion price of HK\$0.25 each, subject to anti-dilutive adjustments. These convertible notes are denominated in Hong Kong dollars. Please refer to the Company’s offering document dated 28 November 2017 for the details of these terms of the 2017 Convertible Notes. Below is a summary of principal terms of convertible notes.

#### (i) *Conversion option exercisable by the noteholders*

At any time from issue date up to the close of business on the tenth last day preceding the maturity date of the convertible notes, the Company will be issuing a fixed number of the Company’s ordinary shares (subject to anti-dilutive adjustments) upon such conversion.

#### (ii) *Distributions*

The convertible notes entitle the noteholders to participate in dividends and/or distributions made to ordinary shareholders.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

*For the year ended 30 June 2024*

## **32. CONVERTIBLE NOTES (Cont'd)**

### **(a) 2017 Convertible Notes (Cont'd)**

#### *(iii) Cash settlement option*

Notwithstanding the conversion right of each noteholder in respect of each convertible note, at any time when the delivery of shares deliverable upon conversion of notes is required to satisfy the conversion right, the Company has the option to settle the conversion option in cash at the cash settlement amount (as defined below). If and to the extent that the issue of new ordinary shares upon conversion of the convertible notes will cause the public float of the ordinary shares to fall below the minimum prescribed percentage required under the Listing Rules, the Company shall pay to the relevant noteholder an amount of cash equal to the cash settlement amount in order to satisfy such conversion right.

The cash settlement amount is the product of (i) the number of ordinary shares otherwise deliverable upon exercise of the conversion right in respect of those convertible notes for which the Company has elected the cash settlement option and (ii) the arithmetic average of the volume weighted average price of the ordinary shares for each business day during the five business days last preceding the date of the relevant notice of conversion.

#### *(iv) Redemption at the option of the Company*

At any time after issue and prior to the day that is five business days prior to the maturity date, the Company may redeem all the 2017 Convertible Notes at the early redemption amount (as defined below).

The early redemption amount is the product of (i) the number of ordinary shares deliverable upon exercise of the conversion rights in respect of those convertible notes then outstanding and (ii) the arithmetic average of the volume weighted average price of the ordinary shares for each business day during the sixty business days ending on date of the notice from the Company electing to redeem all the 2017 Convertible Notes on the redemption date specified therein.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 32. CONVERTIBLE NOTES (Cont'd)

### (a) 2017 Convertible Notes (Cont'd)

#### (v) Automatic conversion on maturity

On the maturity date, all the outstanding 2017 Convertible Notes will automatically be converted into ordinary shares (subject to anti-dilutive adjustments). Notwithstanding the automatic conversion of all outstanding convertible notes on the maturity date, in the event that automatic conversion of all outstanding 2017 Convertible Notes on the maturity date will cause the public float of the ordinary shares to fall below the minimum prescribed percentage required under the Listing Rules, the Company shall redeem the 2017 Convertible Notes by paying to the relevant noteholders an amount of cash at the redemption amount (as defined below).

The redemption amount is the product of (i) the number of ordinary shares deliverable upon exercise of the conversion rights in respect of the 2017 Convertible Notes then outstanding and (ii) HK\$0.25.

Since the Company has contractual obligation to deliver cash to the noteholders in the event of breach of public float requirement under the Listing Rules upon conversion of convertible notes, it results in the classification as financial liabilities and classified as current liabilities as the event of the above said breach is out of the Company's control. Accordingly, the directors designated the entire 2017 Convertible Notes as FVTPL with subsequent changes in fair value recognise in profit or loss.

The fair values of the 2017 Convertible Notes were determined by management, which approximate the cash settlement amount as calculated based on the formula as described in section (iii) above. Key inputs are as follows:

	2024	2023
Share price (per share)	<b>HK\$0.038</b>	HK\$0.058
No. of shares convertible	<b><u>191,557,498</u></b>	<u>191,557,498</u>

Change in fair value of approximately HK\$3,831,000 (2023: HK11,877,000) was credited to "other gains and losses" in profit or loss during the year ended 30 June 2024.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 32. CONVERTIBLE NOTES (Cont'd)

### (b) 2014 Convertible Notes

On 26 September 2014, the Company announced a proposed open offer of unsecured zero coupon participating convertible notes due 2024 in denominations of HK\$0.25 principal amount each, to be issued at face value, on the basis of assured allotments of one convertible note, with the share alternative of one new ordinary share at an open offer of HK\$0.25, for every two existing ordinary shares held (“2014 Convertible Notes”). In November 2014, the Company issued an aggregate of 275,934,673 convertible notes and 41,236,560 ordinary shares in assured allotments for which valid applications were received. In December 2014, the Company issued a further 33,051,228 convertible notes and 117,839,783 ordinary shares for which valid applications were received on excess application forms. In total, 308,985,901 unsecured zero coupon participating convertible notes and 159,076,343 ordinary shares were issued in the open offer.

Details of major terms and conditions of the convertible notes are set out in the announcement in respect of the open offer of convertible notes with an ordinary share alternative dated 28 October 2014.

The conversion price of the 2014 Convertible Notes was adjusted to HK\$0.24 with effective from 13 November 2017 as a result of the issuance of 2017 Convertible Notes.

As at 30 June 2024, the outstanding number of 2014 Convertible Notes is 52,104,172 (2023: 52,104,172).

## 33. OTHER BORROWINGS

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Unsecured loans	22,412	22,843
Less: Amount due for settlement within 12 months (shown under current liabilities)	<u>(1,707)</u>	<u>—</u>
Amount due for settlement after 12 months	<u><u>20,705</u></u>	<u><u>22,843</u></u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 33. OTHER BORROWINGS (Cont'd)

The carrying amounts of the Group's other borrowings are denominated in EUR.

Other borrowings are arranged at fixed interest rates, thus exposing the Group to fair value interest rate risk.

Other borrowings of approximately HK\$20,705,000 (2023: HK\$22,843,000) are repayable by instalments from 2026 to 2031 (2023: 2025 to 2028) and carry interest at a rate of 1% (2023: 1%) per annum set by the Finland Finance Ministry.

## 34. SHARE CAPITAL

	Number of shares	Amount HK\$'000
Ordinary shares of HK\$0.01 each		
Authorised:		
At 1 July 2022, 30 June 2023, 1 July 2023 and 30 June 2024	<u>50,000,000,000</u>	<u>500,000</u>
Issued and fully paid:		
At 1 July 2022, 30 June 2023, 1 July 2023	1,401,437,549	14,014
Cancellation of shares repurchased ( <i>note</i> )	<u>(140,000)</u>	<u>(1)</u>
At 30 June 2024	<u>1,401,297,549</u>	<u>14,013</u>

*Note:* During the year ended 30 June 2024, 140,000 ordinary shares were cancelled in January 2024.

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debts, which include amounts due to related parties, lease liabilities, other borrowings, secured bank borrowings (net of cash and cash equivalents), convertible notes and equity attributable to owners of the Company, comprising issued share capital and reserves as disclosed in the consolidated statement of changes in equity.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associate with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 35. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

### (a) Statement of financial position of the Company

	At 30 June	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Non-current assets		
Investments in subsidiaries	–	–
Financial assets at FVTPL	<u>11,084</u>	<u>11,084</u>
Total non-current assets	<u>11,084</u>	<u>11,084</u>
Current assets		
Due from subsidiaries	3,597	31,620
Loan receivables from subsidiaries	388,568	516,798
Other receivables, deposits and prepayments	44	44
Bank balances	<u>7,645</u>	<u>24,866</u>
Total current assets	<u>399,854</u>	<u>573,328</u>
Current liabilities		
Other payables and accruals	2,319	2,357
Due to a related party	12,960	16,313
Due to subsidiaries	69,254	59,604
Convertible notes	<u>7,279</u>	<u>11,110</u>
Total current liabilities	<u>91,812</u>	<u>89,384</u>
Net current assets	<u>308,042</u>	<u>483,944</u>
NET ASSETS	<u><u>319,126</u></u>	<u><u>495,028</u></u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 35. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Cont'd)

### (a) Statement of financial position of the Company (Cont'd)

		At 30 June	
		2024	2023
	Note	HK\$'000	HK\$'000
Capital and reserves			
Equity attributable to owners of the Company			
Share capital	34	14,013	14,014
Reserves	36	305,113	481,014
<b>TOTAL EQUITY</b>		<b>319,126</b>	<b>495,028</b>

Approved by the Board of Directors on 27 September 2024 and signed on its behalf by:

Oung Shih Hua, James

Yuen Chi Wah

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 35. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Cont'd)

### (b) Reserve movement of the Company

	Share premium <i>HK\$'000</i>	Treasury share reserve <i>HK\$'000</i>	Other reserve <i>HK\$'000</i>	Convertible notes reserve <i>HK\$'000</i>	Share option reserve <i>HK\$'000</i>	Accumulated profits <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 July 2022	188,767	(16)	21,766	9,722	58,312	221,701	500,252
Total comprehensive income and changes in equity for the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(19,238)</u>	<u>(19,238)</u>
At 30 June 2023 and 1 July 2023	<u>188,767</u>	<u>(16)</u>	<u>21,766</u>	<u>9,722</u>	<u>58,312</u>	<u>202,463</u>	<u>481,014</u>
Cancellation of shares	(15)	16	-	-	-	-	1
Total comprehensive income for the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(175,902)</u>	<u>(175,902)</u>
Changes in equity for the year	<u>(15)</u>	<u>16</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(175,902)</u>	<u>(175,901)</u>
At 30 June 2024	<u>188,752</u>	<u>-</u>	<u>21,766</u>	<u>9,722</u>	<u>58,312</u>	<u>26,561</u>	<u>305,113</u>

## 36. RESERVES

### (a) Group

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

### (b) Nature and purpose of reserves

#### (i) Share premium

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and is not distributable but may be utilised in paying up unissued shares of the Company to be issued to the shareholders of the Company as fully paid bonus shares or in providing for the premiums payable on repurchase of shares. The application of the share premium is governed by the Companies Act of Bermuda.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 36. RESERVES (Cont'd)

### (b) Nature and purpose of reserves (Cont'd)

#### (ii) Treasury share reserve

Treasury share reserve represents the shares repurchased but not yet cancelled.

#### (iii) Other reserve

Other reserve represents deemed contribution arising from relieve of paying cumulative preference dividends upon the alteration of the terms of the convertible redeemable preference shares during the year ended 30 June 2008. The convertible redeemable preferences shares were fully redeemed in 2018.

#### (iv) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 4(d)(iii) to the consolidated financial statements.

#### (v) Convertible notes reserve

Convertible notes reserve represents the value of the unexercised equity component of the 2014 Convertible Notes issued by the Company.

#### (vi) Share option reserve

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to directors and employees of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 4(u) to the consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

*For the year ended 30 June 2024*

## **37. SHARE-BASED PAYMENTS**

Pursuant to a resolution passed in the Company's general meeting, the Company approved and adopted a share option scheme (the "Scheme") for a period of 10 years commencing from 8 December 2015 for the grant of options over ordinary shares as incentive or reward for the grantees for their contribution or potential contribution to the Group.

Under the Scheme, the Company may grant options to eligible participants, who include amongst others full-time or part-time employees, chief executive, directors (including executive, non-executive and independent non-executive directors), substantial shareholders, and consultants, professional advisors of the Company or any of its subsidiaries or any investee, who, in the opinion of the directors, will contribute or has contributed to the Group.

The number of ordinary shares in respect of which options remained outstanding as at 30 June 2024 was 397,721,900 (2023: 397,721,900). The total number of ordinary shares in respect of which options may be granted under the Scheme is not permitted to exceed 30% of the ordinary shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of ordinary shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the ordinary shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.

Any grant of options to any director, chief executive or substantial shareholder of the Company, or their associates, is subject to the prior approval of the independent non-executive directors. Any grant to a substantial shareholder or independent non-executive director of the Company, or their associates, that would result in the ordinary shares issued and to be issued on exercise of options granted and to be granted to such person in the 12 months to the date of such grant representing in aggregate over 0.1% of the ordinary shares in issue on the date of grant, and having an aggregate value, based on the closing price of the ordinary shares, in excess of HK\$5 million, is subject to prior approval of shareholders.

Options granted must be taken up within 28 days of the date of grant, upon payment of HK\$1 in aggregate for all options in the relevant grant. Options may be exercised at any time in the period notified to the grantee at the time of offer of the relevant options, which shall not expire later than 10 years from the date of grant. The exercise price is determined by the directors of the Company, and must not be less than the higher of (i) the closing price of the Company's ordinary shares on the date of grant; (ii) the average closing price of the ordinary shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's ordinary shares.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 37. SHARE-BASED PAYMENTS (Cont'd)

Details of the specific categories of options are as follows:

<b>Date of grant</b>	<b>Exercisable period</b>	<b>Exercise price per share at date of grant HK\$</b>	<b>Adjusted exercise price per share HK\$</b>
30.05.2016	30.05.2016 to 29.05.2026	0.335	0.321
23.06.2017	23.06.2017 to 22.06.2027	0.305	0.296
09.11.2018	09.11.2018 to 08.11.2028	0.179	N/a

Options were granted on 30 May 2016, 23 June 2017 and 9 November 2018 and the estimated fair values of the options granted on those dates were HK\$25,476,000, HK\$21,206,000 and HK\$11,630,000 respectively, which were calculated using the binomial option pricing model based on following data:

<b>Date of grant</b>	<b>9 November 2018</b>	<b>23 June 2017</b>	<b>30 May 2016</b>
No. of options granted			
– Directors	37,800,000	39,270,000	39,300,000
– Employees and others	88,200,000	91,630,000	91,700,000
Share price at grant date	HK\$0.173	HK\$0.300	HK\$0.335
Exercise price	HK\$0.179	HK\$0.305	HK\$0.335
Expected volatility	67.59%	73.07%	74.61%
Expected life	10 years	10 years	10 years
Risk-free rate	2.423%	1.259%	1.257%
Expected dividend yield	0%	0%	0%
Early exercise multiples			
– Directors	2.8x	2.8x	3.0x
– Employees and others	2.2x	2.2x	2.5x

Expected volatility was determined by using the historical volatility of the Company's ordinary share price over the previous years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 37. SHARE-BASED PAYMENTS (Cont'd)

Details of the movement of share options during the years are as follows:

	2024	2023		
	Number of share options	Weighted average exercise price <i>HK\$</i>	Number of share options	Weighted average exercise price <i>HK\$</i>
Outstanding at beginning and end of year	<u>392,721,900</u>	<u>0.268</u>	<u>397,721,900</u>	<u>0.268</u>
Exercisable at end of year	<u>397,721,900</u>	<u>0.268</u>	<u>397,721,900</u>	<u>0.268</u>

The options outstanding at the end of the year have a weighted average remaining contractual life of 3.06 years (2023: 4.06 years) and the exercise prices range from HK\$0.179 to HK\$0.321 (2023: HK\$0.179 to HK\$0.321).

## 38. PLEDGE OF ASSETS

At the end of the reporting period, the following assets of the Group were pledged to secure credit facilities granted to the Group:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Investment properties	225,900	–
Leasehold land and buildings	<u>173,681</u>	<u>177,951</u>
	<u>399,581</u>	<u>177,951</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 39. RETIREMENT BENEFIT SCHEMES

### Hong Kong retirement scheme

With effect from 1 December 2000, the Group joined the mandatory provident fund scheme (the “MPF Scheme”) for all the eligible employees of the Group in Hong Kong.

Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries up to a maximum of HK\$1,500 and they can choose to make additional contributions. The employer’s monthly contributions are calculated at 5% of the employee’s monthly salaries up to a maximum of HK\$1,500. The employees are entitled to 100% of the employer’s mandatory contribution upon their retirement at the age of 65, death or total incapacity.

### PRC retirement scheme

The employees of the Group’s subsidiary which operates in the PRC are required to participate in a retirement scheme or other similar defined contribution provident fund operated by the respective local municipal government. The PRC subsidiary is required to contribute 7% to 16% (2023: 7% to 16%) of its basic payroll costs to the scheme/fund. The contributions are charged to profit or loss as they become payable in accordance with the rules of the scheme/fund.

### Finland retirement scheme

The employees of the Group’s subsidiaries which operate in the Finland are required to participate in a retirement scheme, TyEL insurance (“TyEL”). These Finland subsidiaries are required to contribute 25.4% – 25.7% (2023: 25.3% – 25.9%) of its basic payroll costs to the scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the scheme.

The aggregate employer’s contributions during the year ended 30 June 2024 recognised in profit or loss amounted to HK\$1,201,000 (2023: HK\$1,449,000).

As at 30 June 2024, the Group had no forfeited contributions available to reduce its contribution to the pension schemes in future years (2023: Nil).



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 40. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### (a) Reconciliation of liabilities arising from financing activities

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

	At 1 July 2023 HK\$'000	Cash flows HK\$'000	Interest expense HK\$'000	Fair value change HK\$'000	Exchange differences HK\$'000	At 30 June 2024 HK\$'000
Interest payables (included in trade and other payables)	315	(5,654)	5,577	-	(2)	236
Secured bank borrowings (note 31)	81,209	23,280	-	-	-	104,489
Convertible notes (note 32(a))	11,110	-	-	(3,831)	-	7,279
Other borrowings (note 33)	22,843	-	-	-	(431)	22,412
Due to related parties (note 30)	17,051	(3,555)	-	-	(16)	13,480
	<u>132,528</u>	<u>14,071</u>	<u>5,577</u>	<u>(3,831)</u>	<u>(449)</u>	<u>147,896</u>
	At 1 July 2022 HK\$'000	Cash flows HK\$'000	Interest expense HK\$'000	Fair value change HK\$'000	Exchange differences HK\$'000	At 30 June 2023 HK\$'000
Interest payables (included in trade and other payables)	144	(3,960)	4,125	-	6	315
Secured bank borrowings (note 31)	83,230	(2,021)	-	-	-	81,209
Convertible notes (note 32(a))	22,987	-	-	(11,877)	-	11,110
Other borrowings (note 33)	21,959	-	-	-	884	22,843
Due to related parties (note 30)	19,849	(2,794)	-	-	(4)	17,051
Lease liabilities	651	(650)	-	-	(1)	-
	<u>148,820</u>	<u>(9,425)</u>	<u>4,125</u>	<u>(11,877)</u>	<u>885</u>	<u>132,528</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 40. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Cont'd)

### (b) Total cash outflow for leases

Amounts included in the consolidated statement of cash flows for leases comprise the following:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Within operating cash flows	1,497	2,385
Within financing cash flows	—	650
	<u>1,497</u>	<u>3,035</u>

These amounts relate to the following:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Lease rental paid	<u>1,497</u>	<u>3,035</u>

## 41. OPERATING LEASE ARRANGEMENTS

### (a) The Group as lessee

The Group regularly entered into short-term leases for various offices. As at 30 June 2024, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expenses disclosed in note 21.

As at 30 June 2024, the outstanding lease commitments relating to these offices are approximately HK\$272,000 (2023: HK\$744,000).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 41. OPERATING LEASE ARRANGEMENTS (Cont'd)

### (b) The Group as lessor

Operating leases relate to investment properties owned by the Group with lease term of 3 years. The lessee does not have an option to purchase the property at the expiry of the lease period.

Minimum lease payments receivable on leases are as follows:

	<b>2024</b>	2023
	<b>HK\$'000</b>	HK\$'000
Within year 1	<b>8,681</b>	8,681
In the second year	<b>1,447</b>	8,681
In the third year	–	1,447
	<u><b>10,128</b></u>	<u>18,809</u>

The following table presents the amounts reported in profit or loss:

	<b>2024</b>	2023
	<b>HK\$'000</b>	HK\$'000
Lease income on operating leases	<u><b>8,681</b></u>	<u>7,379</u>

## 42. RELATED PARTY TRANSACTIONS

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

	<b>2024</b>	2023
	<b>HK\$'000</b>	HK\$'000
Service fee paid to a related company (note (a))	<u><b>608</b></u>	<u>604</u>

Notes:

- (a) One of the directors of the Company and his close family member have beneficial and controlling interests in the related company.
- (b) Key management personnel of the Company are comprised of the directors of the Company. Details of their emoluments are set out in note 16 to the consolidated financial statements.

The remuneration of directors are determined by the board of directors after recommendation from the remuneration committee, having regard to the responsibilities of the directors, the operating results, individual performance and comparable market statistics.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 43. SUBSIDIARIES

Particulars of the principal subsidiaries as at 30 June 2024 and 2023 are as follows:

Name	Place of incorporation/ registration and operation/Kind of legal entity	Particular of issued share capital	Percentage of ownership interest/ voting power/profit sharing				Principal activities
			Direct		Indirect		
			2024	2023	2024	2023	
Banhart Company Limited	Hong Kong/Limited liability company	Ordinary HK\$9,998 Non-voting deferred HK\$2*	-	-	100%	100%	Investment holding
Sensors Integration Technology Limited	Hong Kong/Limited liability company	Ordinary HK\$2,597,634	-	-	100%	100%	Investment holding
Magetta Company Limited	Hong Kong/Limited liability company	Ordinary HK\$2	100%	100%	-	-	Investment holding
Master Era Limited	Hong Kong/Limited liability company	Ordinary HK\$1	-	-	100%	100%	Management and operating
Acme Elite Limited	BVI/Limited liability company	USD1	100%	100%	-	-	Property investment
Afar Success Limited	BVI/Limited liability company	USD1	100%	100%	-	-	Property investment
Prime Supreme Corporation	BVI/Limited liability company	USD1	100%	100%	-	-	Investment holding
Upwill Limited	Hong Kong/Limited liability company	Ordinary HK\$1	-	-	100%	100%	Property investment
Legacy One Asia Limited	BVI/Limited liability company	USD1	100%	100%	-	-	Investment holding
East Top (Hong Kong) Limited	Hong Kong/Limited liability company	Ordinary HK\$1	-	-	100%	100%	Property investment
Next Level A.I. Solution System LLC	USA/Limited liability company	USD2,000,000	-	-	100%	100%	Research and development
Next Level Security System LLC	USA/Limited liability company	USD1,000,000	-	-	-	100%	Dissolved
Next Level Medical System LLC	USA/Limited liability company	USD1,000,000	-	-	-	100%	Dissolved
百利鼎有限公司	Taiwan/Limited liability company	Taiwan dollars 29,800,000	-	-	-	100%	Dissolved

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the year ended 30 June 2024

## 43. SUBSIDIARIES (Cont'd)

Name	Place of incorporation/ registration and operation/Kind of legal entity	Particular of issued share capital	Percentage of ownership interest/ voting power/profit sharing				Principal activities
			Direct		Indirect		
			2024	2023	2024	2023	
Navigs Oy	Finland/Limited liability company	EUR3,861,071	-	-	81.8%	81.8%	Research and development
Pexray Oy	Finland/Limited liability company	EUR4,970,471	-	-	74.1%	72.3%	Research and development
Dynim Oy	Finland/Limited liability company	EUR2,328,571	-	-	76%	73%	Research and development
OneFab Finland Oy <sup>^</sup>	Finland/Limited liability company	EUR75,000	-	-	30.1%	30.1%	Research and development
Able Trend International Limited	Hong Kong/Limited liability company	Ordinary HK\$1	100%	100%	-	-	Investment holding
Skyin Technology Limited	Hong Kong/Limited liability company	HK\$11,750,140	70%	70%	-	-	Investment holding
上海簡慈信息科技有限公司	PRC/Wholly foreign-owned entity	USD1,500,000	-	-	70%	70%	Research and development
Able A.I. Technology Company Limited	Japan/Limited liability company	JPY85,000,000	-	-	100%	100%	Research and development
Imagica Technology Incorporation	Canada/Corporation	4,000,000 Class A shares of USD1 each, 1,000 Class A shares of USD0.01 each and 2,081,633 Class B shares of USD0.01 each	-	-	65.8%	65.8%	Research and development
Navigs Turkey Teknoloji A.S.	Turkey/Joint stock company	TRY10,000,000	-	-	81.8%	81.8%	Research and development
Able Power Turkey Teknoloji A.S.	Turkey/Joint stock company	TRY800,000	100%	100%	-	-	Research and development

\* The non-voting deferred shares practically carry no rights to dividends or to receive notice of or to attend or to vote at any general meetings of the subsidiary or to participate in any distribution on winding up.

<sup>^</sup> Although the Group owns less than 50% of the equity interest in OneFab Finland Oy, OneFab Finland Oy is treated as a subsidiary because the Group is able to control the relevant activities of OneFab Finland Oy.

The above list contains the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

# FINANCIAL SUMMARY

For the year ended 30 June 2024

## RESULTS

	Year ended 30 June				
	2020	2021	2022	2023	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue	<u>11,742</u>	<u>18,272</u>	<u>28,783</u>	<u>18,386</u>	<u>22,733</u>
Loss before tax	(135,670)	(53,888)	(89,374)	(41,747)	(133,030)
Income tax (expense)/credit	<u>(439)</u>	<u>715</u>	<u>(92)</u>	<u>(17)</u>	<u>(379)</u>
Loss for the year attributable to:					
– Owners of the Company	(128,591)	(44,535)	(81,849)	(37,221)	(130,130)
– Non-controlling interests	<u>(7,518)</u>	<u>(8,638)</u>	<u>(7,617)</u>	<u>(4,543)</u>	<u>(3,279)</u>

## ASSETS AND LIABILITIES

	At 30 June				
	2020	2021	2022	2023	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Total assets	1,066,665	999,000	883,716	825,925	705,468
Total liabilities	<u>(203,420)</u>	<u>(189,039)</u>	<u>(162,271)</u>	<u>(146,649)</u>	<u>(162,059)</u>
Total equity	<u>863,245</u>	<u>809,961</u>	<u>721,445</u>	<u>679,276</u>	<u>543,409</u>

# SCHEDULE OF PROPERTY INTERESTS

For the year ended 30 June 2024

Particulars of the properties held by the Group as at 30 June 2024 are as follows:

**(a) Investment properties**

Address	Purpose	Approximate saleable area (Sq.ft.)	Lease term
20/F., Capital Centre No. 151 Gloucester Road Hong Kong	Commercial	11,569	Long
21/F., (excluding Suite 2100) Capital Centre No. 151 Gloucester Road Hong Kong	Commercial	9,618	Long
Car parking spaces Nos. 414-420 Capital Centre No. 151 Gloucester Road Hong Kong	Commercial	–	Long

**(b) Owner-occupied properties**

Unit 3A, Cluny Park No. 53 Conduit Road Hong Kong	Residential	2,551	Medium
Unit 3B, Cluny Park No. 53 Conduit Road Hong Kong	Residential	2,384	Medium
Car parking spaces Nos. P12 and P16 Cluny Park No. 53 Conduit Road Hong Kong	Residential	–	Medium
Suite 2100, 21/F., Capital Centre No. 151 Gloucester Road Hong Kong	Commercial	1,540	Long