



China Environmental Resources Group Limited
中國環境資源集團有限公司

(於開曼群島註冊成立的有限公司)
股份代號：1130

年報

2014



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CORPORATE INFORMATION

公司資料



BOARD OF DIRECTORS

Executive Directors

Mr. Leung Kwong Choi
Mr. Kwok Wai, Wilfred
Mr. Wong Po Keung
Mr. Yeung Chi Hang
Mr. Chung Siu Wah

Independent Non-Executive Directors

Mr. Wong Kwai Sang
Mr. Chan Ka Yin
Mr. Ong Chi King

AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

Mr. Chan Ka Yin (*Chairman*)
Mr. Wong Kwai Sang
Mr. Ong Chi King

COMPANY SECRETARY

Mr. Lo Tai On

AUDITORS

ZHONGHUI ANDA CPA Limited

HONG KONG OFFICE

2/F., Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

REGISTERED OFFICE

Ugland House
South Church Street, P.O. Box 309
George Town, Grand Cayman
Cayman Islands
British West Indies

董事會

執行董事

梁廣才先生
郭威先生
黃保強先生
楊智恒先生
鍾少樺先生

獨立非執行董事

黃貴生先生
陳家賢先生
王子敬先生

審核委員會、薪酬委員會及提名委員會

陳家賢先生 (*主席*)
黃貴生先生
王子敬先生

公司秘書

羅泰安先生

核數師

中匯安達會計師事務所有限公司

香港辦事處

香港
灣仔
港灣道6-8號
瑞安中心2樓

註冊辦事處

Ugland House
South Church Street, P.O. Box 309
George Town, Grand Cayman
Cayman Islands
British West Indies

CORPORATE INFORMATION

公司資料



PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square, Grand Cayman
KY1-1102, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
18/F, Fook Lee Commercial Centre
Town Place, 33 Lockhart Road
Wanchai
Hong Kong

PRINCIPAL BANKERS

Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited
The Bank of East Asia Limited

HONG KONG STOCK CODE

1130

SINGAPORE TRADING SYMBOL

CHENV400: SP

WEBSITE

www.greencer.com

股份過戶登記總處

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square, Grand Cayman
KY1-1102, Cayman Islands

香港股份過戶登記分處

聯合證券登記有限公司
香港
灣仔
駱克道33號中央廣場
福利商業中心18樓

主要往來銀行

恒生銀行有限公司
香港上海滙豐銀行有限公司
東亞銀行有限公司

香港股份代號

1130

新加坡交易代號

CHENV400 : SP

網址

www.greencer.com

MANAGEMENT'S REPORT

管理層報告



On behalf of the board of directors (the “Board”) of China Environmental Resources Group Limited (the “Company”), I am pleased to present the Annual Report 2014 and the audited consolidated financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 30 June 2014.

BUSINESS AND OPERATION REVIEW

The Group was listed in 1997 with business focuses on garment and property businesses in the People’s Republic of China (“PRC”). Due to keen competition and rising cost of the garment and property businesses, the Group diversified into green business in late 2008 to maximize shareholders’ return.

The Group is currently engaged in the green businesses of research, development and application of technologies and solutions, manufacture, sale and trading of products, materials, systems and services for green market segments including the environmental markets, agricultural markets, organic markets and green technology markets in the PRC market and overseas. The Group has been continuing to explore new business opportunities for corporate development and dedicates to develop sustainable and viable green businesses serving both the mankind and the environment.

Most developed countries’ economies remained sluggish and drastic turbulences in global financial markets clouded the economic development of PRC. Due to global climate change, the weather will become unpredictable. The Group expected to face extreme uncertainties and risks in its business activities.

The PRC’s economic growth has declined steadily since 2010 as a slump in global demand battered its exporters and PRC government’s economic strategy of tightened lending and investment curbs. The PRC economy grew by 7.5% compared to Year 2012, down from 7.7% in Year 2013 and 7.5% in the first quarter of 2014. The number of natural disasters occurring in China has been significantly increasing, with earthquakes occurring much more frequently than anticipated.

本人謹此代表中國環境資源集團有限公司(「本公司」)董事會(「董事會」)向股東呈報二零一四年年報及本公司及其附屬公司(統稱「本集團」)截至二零一四年六月三十日止年度之經審核綜合財務報表。

業務及營運回顧

本集團於一九九七年上市，業務重點為於中華人民共和國(「中國」)經營服裝及物業業務。由於服裝及物業業務競爭激烈且成本不斷增加，本集團於二零零八年底擴展至綠色業務，以實現最大股東回報。

本集團目前從事中國及海外綠色市場(包括環保市場、農業市場、有機市場及綠色技術市場)技術與解決方案的研發及應用、生產、銷售及買賣相關產品、材料、系統及服務等綠色業務。本集團不斷為公司發展探尋新商機以及致力發展可持續及可行的綠色業務，造福人類及保護環境。

大部分發達國家的經濟仍疲弱，加上全球金融市場劇烈動盪，令中國的經濟發展蒙上陰影。由於全球氣候變化，天氣將變得難以預測。本集團預期其業務活動將面臨極端不明朗因素及風險。

由於出口商受到全球需求下降衝擊，加上中國政府實施緊縮貸款及削減投資的經濟策略，中國的經濟增長自二零一零年以來已穩步回落。中國的經濟增長較二零一二年同比上升7.5%，但與二零一三年的增長率7.7%及二零一四年首季的增長率7.5%比較，則有所下降。在中國發生的自然災害數目亦大幅增加，地震次數較預期頻密。

MANAGEMENT'S REPORT

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With specific to the Group's operating Plantation Land of approximately 30,000 mu (Chinese Mu) in Shihezi City. In 2013 and the first six months of 2014, the southern and northern parts of Xinjiang Region experienced frequent occurrence of heavy rains, floods, landslides, earthquakes and other natural disasters.

Expecting extreme uncertainties and risks in its plantation business activities affected by worsening economic conditions and unstable natural factors, the Group continued its protective business approach since the financial year ended 30 June 2013. The protective business approach included tight credit control and pricing measures to corporate clients, trading of plantation materials, transfer the operating right of new plantation activities and protection of existing biological assets.

For the financial year ended 30 June 2014, turnover of the Group decreased by 67.90% to approximately HK\$9.96 million with gross profit of approximately HK\$7.33 million (2013: turnover of approximately HK\$31.01 million with gross profit of approximately HK\$26.20 million). Loss for the year amounted to HK\$69.16 million (2013: Loss of approximately HK\$42.13 million), including mainly the decrease of approximately HK\$38.96 million in valuation of biological assets of which growth was affected by the shortage of underground water in the region. The Group considers that the decrease in valuation is non-cash in nature and will not have material adverse effect on the financial position of the Group.

PLANTATION MATERIAL

For the financial year ended 30 June 2014, the natural disasters affected the plantation activities of the Group's clients in the region. The sale of plantation materials decreased by 64.68% to approximately HK\$0.96 million from approximately HK\$2.70 million as compared to last year. Sale of plantation materials represented approximately 9.59% (2013: approximately 8.72%) of the Group's total turnover.

PLANTATION PRODUCT

Considering the risks and uncertainties involved with unprecedented varieties and scale of natural disasters in the world and in PRC, during the financial year ended 30 June 2013, the Group transfer the operating right of the "Unplanted Land" of 30,000 Chinese mu of land to avoid new plantation activities which are highly vulnerable to natural disasters.

There was no turnover on the sale of plantation products for the year (2013: approximately HK\$0.48 million accounting for about 1.53% of the Group's total turnover).

具體而言，本集團在新疆石河子市經營的種植園約為30,000畝(中國畝)。於二零一三年及二零一四年首六個月，新疆南部及北部地區曾發生多次暴雨、水災、塌方、地震及其他自然災害。

受日益惡化的經濟狀況及不穩定的自然因素所影響，預期種植園的業務活動將面臨極端不明朗因素及風險，故本集團由截至二零一三年六月三十日止財政年度繼續採取其保護性業務措施。保護性業務措施包括對企業客戶及種植材料貿易收緊信貸控制及定價措施、轉讓新種植活動的經營權及保護現有生物資產。

截至二零一四年六月三十日止財政年度，本集團的營業額減少67.90%至約9,960,000港元，毛利約為7,330,000港元(二零一三年：營業額約為31,010,000港元，毛利約為26,200,000港元)。年內虧損約達69,160,000港元(二零一三年：虧損約42,130,000港元)，主要包括因生物資產的增長受區內地下水短缺影響而導致其估值減少約38,960,000港元。本集團認為估值減少屬非現金性質，故此不會對本集團的財務狀況造成重大不利影響。

種植材料

於截至二零一四年六月三十日止財政年度，本集團區內客戶的種植活動受自然災害影響。種植材料的銷售額由去年的約2,700,000港元減少64.68%至約960,000港元。種植材料的銷售額佔本集團的總營業額約為9.59%(二零一三年：約8.72%)。

種植產品

考慮到全球及中國發生前所未有的自然災害種類及規模所引致的風險及不明朗因素，於截至二零一三年六月三十日止財政年度，本集團轉讓約30,000中國畝的「未種植土地」的經營權，以避免極易受自然災害影響的新種植活動。

銷售種植產品於本年度並無錄得營業額(二零一三年：約480,000港元，佔本集團的總營業額約1.53%)。

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For the annual audited financial year ended 30 June 2014, the growth and the volume of the biological assets was affected by the shortage of underground water in the region. The Group recorded the decrease by 5.38% to approximately HK\$710.25 million (2013: approximately HK\$750.67 million) in the fair value of the poplar trees of biological assets. The Group considers that the decreases are non-cash in nature and will not have material adverse effect on the financial position of the Group.

GREEN TECHNOLOGY

The green technology segment comprises the research and development, project establishment, application and sale of green and environmental product, technology, service and related products for sustainable development. The green technology segment commanded higher gross profit margin of 78.09% (2013: 76.29%) and contributed the major turnover and profit for the Group. For the financial year ended 30 June 2014, technology income recorded HK\$9 million with gross profit approximately HK\$7.20 million (2013: sales approximately HK\$27.84 million and gross profit approximately HK\$26.04 million), representing approximately 90.41% (2013: 89.75%) of the Group's total turnover.

PROSPECTS

China has a population of approximately 1.4 billion, which is accounted for 19% of the world's population. In contrast, the cultivable land in China is only 1.826 billion Chinese mu, which is accounted for 7% of world's total cultivable land. The PRC Government continuously placed strategic importance on the "Three Rural Issues". The <Twelfth Five-Year Plan for National Economic and Social Development>, formulating the next phase of economic growth for 2011–2015, reiterated the modernization of agriculture and accelerated establishment of modern agricultural village. The Chinese government would continue to commit to environmental improvements for energy saving and low-carbon economy. The <Twelfth Five-Year Plan for National Economic and Social Development> targeted to achieve 16% decrease in energy consumption of production by 2015 as compared to 2010.

Having based on the above sectors blessed by China's prioritized policies, the Group will continue to capitalize the green business opportunities stimulated by supportive government policies and uprising green markets. However, the sluggish economies of most developed countries' economies, global financial market turbulences and decreasing PRC economic growth rate will continue to cloud the economic development of PRC. In addition, the scale, intensity, frequency and related economic loss of natural disasters in the world as well as in PRC caused by the global climate change will continue to become extreme uncertainties and risks for the Group's operating activities.

截至二零一四年六月三十日止經審核財政年度，生物資產的增長及數量受區內地下水短缺影響。本集團的楊樹生物資產公允值減少5.38%至約710,250,000港元(二零一三年：約750,670,000港元)。本集團認為該減少屬非現金性質，故此不會對本集團的財務狀況造成重大不利影響。

綠色技術

綠色技術分部包括綠色及環保產品、技術、服務及有關可持續發展產品的研發、項目建立、應用及銷售。綠色技術分部錄得78.09% (二零一三年：76.29%)的較高毛利率，為本集團的營業額及溢利的主要來源。截至二零一四年六月三十日止財政年度，技術收入錄得9,000,000港元及毛利約為7,200,000港元(二零一三年：銷售額約27,840,000港元及毛利約26,040,000港元)，佔本集團總營業額約為90.41%(二零一三年：89.75%)。

前景

中國擁有約14億人口，佔全球人口的19%。但中國的可耕種土地僅18.26億中國畝，佔全球可耕種土地總面積的7%。中國政府持續將「三農問題」置於重中之重的戰略。在「國民經濟和社會發展第十二個五年計劃」內制訂下一個經濟增長階段(二零一一年至二零一五年)的發展計劃，重申農業現代化，提出加速建設現代農村。中國政府將繼續致力發展節能低碳經濟以改善環境。「國民經濟和社會發展第十二個五年計劃」的目標是在二零一五年前將生產能耗較二零一零年降低16%。

上述業務受惠於中國的優先政策，本集團將繼續把握政府扶持政策及綠色市場方興未艾帶來的綠色業務機遇。然而，大部分發達國家的經濟疲弱、全球金融市場動盪及中國經濟增長率持續下調，將繼續令中國的經濟增長蒙上陰影。此外，全球氣候變化對全球及中國造成的自然災害的規模、強度、頻率及相關經濟損失將繼續成為本集團經營活動的極端不明朗因素及風險。

MANAGEMENT'S REPORT

管理層報告



To maximize the return for shareholders, the Group will continue to edge on its green technology competence, forefront market experience, proactive business strategy and nationwide Chinese business network to continuously explore investment opportunity to diversify its business areas for higher return.

In view of the challenging economic and business environment, the management of the Group continued to review its existing businesses from time to time and strived to improve the business operation and financial position of the Group. It has been the business strategy of the Group to proactively seek potential investment opportunities in order to enhance value of the shareholders of the Company. The directors of the Company consider that it is beneficial for the Group to seek suitable investment opportunities from time to time to diversify its existing business portfolio into new line of business with growth potential and to broaden its source of income.

In this regards, the Company entered into a sale and purchase agreement and a supplemental agreement on 27 November 2013 and 16 December 2013, respectively, with an independent third party in relation to the acquisition of 100% equity interest of a target company and its subsidiaries which are mainly engaged in hotel operations in PRC (the "Hotel Acquisition"). The directors of the Company consider the Hotel Acquisition is in line with Group's business diversification strategy and represent an attractive investment opportunity for the Group to diversify and further expand its business portfolio into the PRC commercial property sector.

FINANCIAL REVIEW

For the year ended 30 June 2014, the Group recorded a consolidated turnover at approximately HK\$9.96 million (2013: approximately HK\$31.01 million), representing a decrease of 67.90% as compared with the year ended 30 June 2013 (the "Previous Year"). The Group's gross profit decreased by 72.01% to approximately HK\$7.33 million (2013: approximately HK\$26.19 million). The decrease in gross profit was mainly attributable to the decrease in green technology advisory fee income.

為使股東取得最大回報，本集團將繼續利用其綠色技術的優勢、前沿市場經驗、積極主動的業務策略及遍佈全國的中國業務網絡，不斷探索新投資機會，將其業務領域多元化，以取得更高回報。

鑑於經濟及營商環境充滿挑戰，本集團管理層持續不時檢討其現有業務，致力改善本集團之業務營運及財務狀況。本集團之業務策略為積極尋求潛在投資機會，以提升本公司對股東價值。本公司董事認為，本集團不時尋求合適投資機會，將其現有業務組合多元化拓展至具有增長潛力之新業務範圍及擴闊其收入來源，對本集團有利。

就此而言，本公司分別於二零一三年十一月二十七日及二零一三年十二月十六日與獨立第三方就收購目標公司及其附屬公司（主要於中國從事酒店業務）之100%股本權益訂立買賣協議及補充協議（「酒店收購事項」）。本公司董事認為，酒店收購事項符合本集團之業務多元化策略，並為本集團將業務組合多元化及進一步拓展至中國商用物業行業之一個具吸引力之投資機會。

財務回顧

截至二零一四年六月三十日止年度，本集團錄得綜合營業額約9,960,000港元（二零一三年：約31,010,000港元），較截至二零一三年六月三十日止年度（「上年度」）減少67.90%。本集團的毛利減少72.01%至約7,330,000港元（二零一三年：約26,190,000港元）。毛利減少主要由於綠色技術顧問費收入減少。

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The loss for the year significantly increased to approximately HK\$69.16 million from Previous Year's loss of approximately HK\$42.13 million, mainly attributable to the approximately HK\$38.96 million loss on changes in fair value less costs to sell of biological assets and the decrease in green technology advisory fee income. Its basic and diluted loss per share for the year was HK11 cents (2013: restated basic and diluted loss per share at HK23 cents).

In calculating the Group's consolidated net loss, the administrative and other operating expenses of approximately HK\$48.92 million (2013: approximately HK\$50.23 million) included major items, such as staff costs of approximately HK\$3.12 million, depreciation of approximately HK\$0.77 million, amortisation of intangible assets of approximately HK\$5.31 million, auditor's remuneration of approximately HK\$0.85 million, operating leases charges of approximately HK\$5.01 million and forestry maintenance fee of HK\$19.50 million charged by the Group's forestry manager.

Finance costs of HK\$6,000 which was recorded for finance lease interest (2013: HK\$11,000). Income tax credit was approximately HK\$9.91 million (2013: approximately HK\$5.67 million) mainly due to deferred tax credit of approximately HK\$11.07 million (2013: approximately HK\$9.18 million).

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2014, the total assets of the Group was approximately HK\$1,071 million (2013: approximately HK\$928.33 million), including cash and bank balances of approximately HK\$64.16 million (2013: approximately HK\$29.49 million). The directors of the Company are of the view that the Group has sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due in the foreseeable future.

CAPITAL RAISING AND EXPENDITURE

As at 30 June 2014, details of movements in the issued share capital of the Company is stated in note 27 to the consolidated statement of financial position.

BUSINESS ACQUISITION AND DISPOSAL

As at 30 June 2014, apart from those as in note 19 and 34 to the consolidated statement of financial position, there was no major acquisition or disposal undertaken by the Group.

年內虧損大幅增加至約69,160,000港元，而上年度虧損約為42,130,000港元，主要歸因於生物資產公允價值減出售成本變動虧損約38,960,000港元及綠色技術顧問費收入減少。年內每股基本及攤薄虧損為11港仙（二零一三年：經重列每股基本及攤薄虧損為23港仙）。

計算本集團綜合虧損淨額時，行政及其他經營開支約48,920,000港元（二零一三年：約50,230,000港元），主要項目，包括僱員成本約3,120,000港元、折舊約770,000港元、無形資產攤銷約5,310,000港元、核數師酬金約850,000港元、經營租賃費用約5,010,000港元及由本集團林木經理收取之林木維護費用19,500,000港元。

融資成本約6,000港元，為融資租賃利息（二零一三年：11,000港元）。所得稅抵免約為9,910,000港元（二零一三年：約5,670,000港元），主要由於遞延稅項抵免約11,070,000港元（二零一三年：約9,180,000港元）所致。

流動資金及財務資源

於二零一四年六月三十日，本集團總資產約為1,071,000,000港元（二零一三年：約928,330,000港元），其中包括現金及銀行結餘約64,160,000港元（二零一三年：約29,490,000港元）。本公司董事認為本集團有充足營運資金以支持其持續經營並有能力償還於可預見未來內到期之財務責任。

集資及資本開支

於二零一四年六月三十日，有關本公司已發行股本之變動詳情列載於綜合財務狀況表附註27。

業務收購及出售事項

於二零一四年六月三十日，除列載於綜合財務狀況表附註19及34外，本集團並無其他重大收購或出售事項。

MANAGEMENT'S REPORT

管理層報告



EMPLOYMENT AND REMUNERATION POLICY

As at 30 June 2014, the Group had 24 employees (2013: 22 employees) in both Hong Kong and the PRC. The Group implements remuneration policy, bonus and share options scheme to ensure that pay scales of its employees are rewarded on a performance-related basis within the general framework of the Group's remuneration.

CHARGES ON THE GROUP ASSETS

As at 30 June 2014, there was no charge on the Group's assets (2013: Nil).

DIVIDEND

The directors of the Company have not recommended the payment of any dividend in respect of the year ended 30 June 2014 (2013: Nil).

GEARING RATIO

As at 30 June 2014, the gearing ratio of the Group expressed in total borrowings divided by the total equity was 0.01% (2013: 0.02%).

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

Since most of the transactions, income and expenditure of the Group are denominated in Hong Kong dollar and Renminbi, no hedging or other arrangements to reduce the currency risk have been implemented.

CONTINGENT LIABILITIES

As at 30 June 2014, the directors of the Company are not aware of any material contingent liabilities.

Kwok Wai, Wilfred
Executive Director

Hong Kong, 25 September 2014

僱員及酬金政策

於二零一四年六月三十日，本集團於香港及中國共有24(二零一三年：22)名僱員。本集團實施薪酬政策、花紅及購股權計劃，以確保僱員之薪金數額乃於本集團薪酬一般架構內來釐定並以其表現為評核基準。

本集團資產抵押

於二零一四年六月三十日，並無就本集團資產作出任何抵押(二零一三年：無)。

股息

本公司董事並不建議就截至二零一四年六月三十日止年度派付任何股息(二零一三年：無)。

資產負債比率

於二零一四年六月三十日，本集團之資產負債比率按總借貸除以總權益列賬，為0.01%(二零一三年：0.02%)。

匯率波動風險

由於本集團大部分交易、收入及開支以港元及人民幣計值，因此並未進行對沖或其他安排以削減貨幣風險。

或然負債

於二零一四年六月三十日，本公司董事並不知悉有任何重大或然負債。

執行董事
郭威

香港，二零一四年九月二十五日

BIOGRAPHICAL DETAILS OF DIRECTORS

董事簡歷



EXECUTIVE DIRECTORS

Mr. Leung Kwong Choi, aged 58, was appointed as Executive Director on 6 October 2008. He is also the Chairman of the investment committee of the Company. Mr. Leung holds a Bachelor of Social Science Degree from the Chinese University of Hong Kong. He had been working for 10 years in the marketing department of Hang Lung Development Ltd. since graduation. Mr. Leung had also served the positions of executive director of Top Glory Holdings Ltd., China Food Ltd. and Cheung Tai Hong Holdings Ltd., all of which are companies with shares listed on The Stock Exchange of Hong Kong Limited. Mr. Leung has over 28 years of real estate and business experience in Hong Kong and the PRC concentrating in property investment and development, acquisition and merger, deal marking and investment projects arrangement.

Mr. Kwok Wai, Wilfred, aged 41, was appointed as Executive Director on 7 April 2009. Mr. Kwok possesses over 10-year frontier experiences in business and marketing in China. Mr. Kwok served the publicly listed Vertex group and introduced international media projects into China market in 2002. In 2003, Mr. Kwok partnered the publicly listed King Fook group to form exclusive Hong Kong company serving privileged airport ground services in major Chinese airports. Mr. Kwok has a decade of green business development. With strong connection in China, he specialises in project merge and acquisition and negotiation with central government, local governments and corporations.

Mr. Wong Po Keung, aged 43, was appointed as Executive Director on 30 September 2013. He is also the director of a subsidiary of the Company, the financial controller and a member of the investment committee of the Company. Mr. Wong holds a Master degree in business administration from the University of South Australia. He is a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He has ample experience in auditing, accounting, financial management and company secretarial practices in respect of listed companies.

Mr. Yeung Chi Hang, aged 35, was appointed as Executive Director on 16 January 2014. Mr. Yeung is also a substantial shareholder of the Company. Mr. Yeung studied at Camosun College, Canada. He has over 10 years of experience in investment, hotel management and in operating entertainment businesses.

執行董事

梁廣才先生，58歲，於二零零八年十月六日獲委任為執行董事。彼亦為本公司投資委員會主席。梁先生畢業於香港中文大學，持有社會科學學士學位。彼自畢業後於恒隆有限公司市場推廣部工作達10年。梁先生曾於鵬利國際集團有限公司、中國食品有限公司及祥泰行集團有限公司擔任執行董事職務，該等公司之股份均於香港聯合交易所有限公司上市。梁先生於香港及中國擁有逾28年房地產及商務經驗，專注物業投資及發展、併購、交易及投資項目安排。

郭威先生，41歲，於二零零九年四月七日獲委任為執行董事。郭先生在中國商務及市場領域擁有逾10年的前線開拓經驗。在二零零二年，郭先生於在香港上市的慧峰集團任職，成功引進國際專業媒體項目拓展中國市場。於二零零三年，郭先生與在香港上市的景福集團合組國內尊航服務，在國內主要機場獨家營運，向國外旅客提供專航服務。郭先生在綠色業務發展有逾十年的經驗，由於與國內中央政府、地方政府和商務機構的良好關係，郭先生專精於項目商談及收購合併。

黃保強先生，43歲，於二零一三年九月三十日獲委任為執行董事。彼亦為本公司一間附屬公司董事、本公司財務總監及投資委員會成員。黃先生持有澳洲南澳大學的工商管理碩士學位。彼為特許公認會計師公會及香港會計師公會資深會員。彼於上市公司之審核、會計、財務管理及公司秘書實務方面擁有豐富經驗。

楊智恒先生，35歲，於二零一四年一月十六日獲委任為執行董事。楊先生為本公司之主要股東。楊先生就讀於加拿大Camosun College。彼於投資、酒店管理及娛樂業務運營方面積逾10年經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事簡歷



Mr. Chung Siu Wah, aged 58, was appointed as Executive Director on 14 August 2014. Mr. Chung started his career in 1976 by joining the Hong Kong Government as a Customs Inspector. He obtained his law degree with honour at the University of London in 1986 and further obtained his Postgraduate Certificate of Laws at University of Hong Kong in 1987. He resigned from the Customs and Excise Department in 1987 and started his legal career. He has been a solicitor practicing in Hong Kong since 1989. He joined Messer. Tony Kan & Co. in 1987 and became a partner in 1992. He retired from the partnership in 2004 but continues to associate with the law firm as a consultant till now. Mr. Chung has over 8 year experience in the hotel, gaming and entertainment industry. Mr. Chung has also experience in the management of listed company at Hong Kong. He was appointed as an executive director of Daido Group Limited (stock code: 544) for the period from 9 September 2011 to 5 August 2013.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Kwai Sang, aged 62, was appointed as an Independent Non-executive Director on 2 March 2009. He is also a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Wong had been an Independent Non-executive Director, member of audit committee and member of remuneration committee of the Company since 3 July 2002. He resigned on 4 July 2008 as he himself had a long term personal assignment stationed in Shanghai. Mr. Wong had completed his assignment in Shanghai and returned to Hong Kong. He holds a Bachelor of Social Sciences degree from the University of Hong Kong. He is a property consultant and a fellow member of the Hong Kong Institute of Real Estate Administrators and the Australian Institute of Building respectively.

Mr. Chan Ka Yin, aged 40, was appointed as Independent Non-executive Director on 8 March 2013. He is also the chairman of audit committee, remuneration committee and nomination committee of the Company. Mr. Chan is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certificated Accountants. Mr. Chan received a bachelor's degree in Business Administration in Accounting and Finance from The University of Hong Kong. He has ample experience in auditing, accounting, financial management and company secretarial practices in respect of listed companies. Mr. Chan currently is the general manager of a corporate services company in Hong Kong.

鍾少樺先生，58歲，於二零一四年八月十四日獲委任為執行董事。鍾先生於一九七六年透過加入香港政府海關擔任督察開始其職業生涯。彼於一九八六年獲得英國倫敦大學法律榮譽學位，其後於一九八七年獲得香港大學法律專業證書。彼於一九八七年辭去香港海關職務並開始法律職業。彼自一九八九年以來一直為香港執業律師。彼於一九八七年加入簡松年律師行並於一九九二年成為一名合夥人。彼於二零零四年退出合夥關係，惟至今仍繼續與該律師事務所合作，擔任其顧問。鍾先生於酒店、博彩及娛樂行業擁有逾八年經驗。鍾先生亦擁有管理香港上市公司之經驗。彼於二零一一年九月九日至二零一三年八月五日期間獲委任為大同集團有限公司(股份代號：544)之執行董事。

獨立非執行董事

黃貴生先生，62歲，於二零零九年三月二日獲委任為獨立非執行董事。彼亦為本公司審核委員會、薪酬委員會及提名委員會成員。黃先生自二零零二年七月三日起曾為本公司獨立非執行董事、審核委員會成員及薪酬委員會成員。彼因需要長期身處上海處理個人事務而於二零零八年七月四日辭任。黃先生已完成其於上海之事務並已返回香港。黃先生持有香港大學社會科學學士學位，彼為物業顧問並分別為香港地產行政學會及澳洲特許建築協會資深會員。

陳家賢先生，40歲，於二零一三年三月八日獲委任為獨立非執行董事。彼亦為本公司審核委員會、薪酬委員會及提名委員會主席。陳先生為香港會計師公會及特許公認會計師公會資深會員。陳先生獲取香港大學工商管理學士學位(會計及財務)。彼於上市公司之審核、會計、財務管理及公司秘書實務方面擁有豐富經驗。陳先生現時為香港一家企業服務公司之總經理。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事簡歷



Mr. Ong Chi King, aged 41, was appointed as Independent Non-executive Director on 27 January 2014. He is also a member of audit committee, nomination committee and remuneration committee. Mr. Ong is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Ong received a bachelor's degree in business administration from The Hong Kong University of Science and Technology and a master's degree in corporate finance from The Hong Kong Polytechnic University. Mr. Ong has more than 18 years of experience in accounting, finance and company secretarial fields and held senior positions in finance and company secretarial departments in various listed companies listed on the Main Board of the Stock Exchange. Mr. Ong is currently an independent non-executive director of Capital VC Limited (stock code: 2324), Hong Kong Education (Int'l) Investments Limited (stock code: 1082) and King Force Security Holdings Limited (stock code: 8315); and the Company Secretary of Yue Da Mining Holdings Limited (stock code: 629).

Mr. Ong was a director of Fitness Concept International Holdings Limited prior to its dissolution. The said company was incorporated in the Cayman Islands and was dissolved on 30 June 2005 by striking off due to cessation of business.

王子敬先生，41歲，於二零一四年一月二十七日獲委任為獨立非執行董事。彼亦為審核委員會、提名委員會及薪酬委員會成員。現為香港會計師公會會員及特許公認會計師公會資深會員，持有香港科技大學工商管理學士學位和香港理工大學企業融資碩士學位。王先生擁有超過18年之會計、財務及公司秘書經驗，曾在多間聯交所主板上市公司之財務與公司秘書部門出任高職。王先生現為首都創投有限公司(股份代號：2324)、香港教育(國際)投資集團有限公司(股份代號：1082)及冠輝保安控股有限公司(股份代號：8315)之獨立非執行董事及悅達礦業控股有限公司(股份代號：629)之公司秘書。

於 Fitness Concept International Holdings Limited 清盤前，王子敬先生為其董事。上述公司於開曼群島註冊成立，並於二零零五年六月三十日因終止業務而除名解散。

REPORT OF THE DIRECTORS

董事會報告書



The Board has pleasure to present their annual report together with the audited consolidated financial statements of the Group for the year ended 30 June 2014.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in the business of research, development and application of technologies and solutions, manufacture, sale, trading and distribution of products, materials systems and services for green market segments including the environmental markets, agricultural markets, organic markets, green medical markets and green technology markets in the PRC market and overseas.

RESULTS

The results of the Group for the year ended 30 June 2014 are set out in the consolidated statement of profit or loss and other comprehensive income on page 40.

DIVIDEND

The Board does not recommend the payment of a dividend for the year ended 30 June 2014 (2013: Nil).

SEGMENTS INFORMATION

An analysis of the Group's revenue and contribution to results by operating segments for the financial year is set out in Note 8 to the consolidated financial statements.

SHARE CAPITAL

Pursuant to an ordinary resolution passed at the extraordinary general meeting on 18 October 2013 and upon the listing approval from the Listing Committee of The Stock Exchange of Hong Kong Limited, the Company allotted and issued 602,988,342 offer shares of HK\$0.02 each on 22 November 2013 by the way of open offer at the subscription price of HK\$0.27 per offer share to the qualifying shareholders of the Company on the basis of thirty-three offer shares for every ten ordinary shares of the Company held on 30 October 2013.

On 26 March 2014, the Company entered into a placing agreement with a placing agent whereby the Company conditionally agreed to place, through the placing agent, on a fully underwritten basis, a total of 157,142,418 placing shares of HK\$0.02 each to not less than 6 independent places at a price of HK\$0.375 per placing share.

董事會謹此欣然呈列本集團截至二零一四年六月三十日止年度的年報及經審核綜合財務報表。

主要業務

本公司主要業務為投資控股。本集團主要從事中國及海外綠色市場(包括環保市場、農業市場、有機市場、綠色醫藥市場及綠色技術市場)技術與解決方案的研發及應用、生產、銷售、買賣及分銷相關產品、材料、系統及服務等綠色業務。

業績

截至二零一四年六月三十日止年度本集團業績載於第40頁的綜合損益及其他全面收益表。

股息

董事會不建議宣派截至二零一四年六月三十日止年度的股息(二零一三年：零)。

分類資料

於本財政年度按業務分類劃分之本集團收益及業績貢獻分析載於綜合財務報表附註8。

股本

根據於二零一三年十月十八日在股東特別大會上通過的普通決議案並待香港聯合交易所有限公司上市委員會上市批准後，本公司於二零一三年十一月二十二日通過公開發售配發及發行每股面值0.02港元之602,988,342股發售股份予本公司合資格股東，認購價為每股發售股份0.27港元，基準為於二零一三年十月三十日每持有十股本公司普通股獲發三十三股發售股份。

於二零一四年三月二十六日，本公司與配售代理訂立配售協議，據此，本公司有條件同意透過配售代理按全數包銷基準配發合共每股面值0.02港元之157,142,418股配售股份予不少於六名獨立承配人，每股配售股份價格為0.375港元。

REPORT OF THE DIRECTORS

董事會報告書



Details of the share capital of the Company and its movement during the year ended 30 June 2014 are set out in Note 27 of the consolidated financial statements.

RESERVES

Details of movements in reserves of the Group during the year are set out in the consolidated statement of changes in equity on pages 43.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 30 June 2014 amounted to HK\$824.83 million. Under section 34 of the Companies Law (Revised) of the Cayman Islands, the share premium is available for distribution to the Shareholders subject to the provisions of the articles of association of the Company (the "Articles of Association"), and no distribution may be paid to the Shareholders out of the Company's share premium unless the Company shall be able to pay its debt as they fall due in the ordinary course of business.

PROPERTY, PLANT AND EQUIPMENT

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

本公司於截至二零一四年六月三十日止年度的股本詳情及其變動情況載於綜合財務報表附註27。

儲備

本集團年內儲備變動詳情載於第43頁的綜合權益變動表。

可分派儲備

本公司於二零一四年六月三十日的可分派儲備為824,830,000港元。根據開曼群島公司法(經修訂)第34章，股份溢價可分派予股東，惟須遵守本公司組織章程細則(「組織章程細則」)的條文，除非本公司可在日常業務過程中償還到期負債，否則不得自本公司股份溢價向股東作出分派。

物業、廠房及設備

年內物業、廠房及設備之變動詳情載於綜合財務報表附註16。

REPORT OF THE DIRECTORS

董事會報告書



DIRECTORS

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

Executive Directors

Mr. Leung Kwong Choi
Mr. Kwok Wai, Wilfred
Mr. Wong Po Keung (appointed on 30 September 2013)
Mr. Yeung Chi Hang (appointed on 16 January 2014)
Mr. Chung Siu Wah (appointed on 14 August 2014)
Mr. Zhou Hongbo (resigned on 30 September 2013)

Independent Non-executive Directors

Mr. Wong Kwai Sang
Mr. Chan Ka Yin
Mr. Ong Chi King (appointed on 27 January 2014)
Mr. Christopher David Thomas
(resigned on 27 January 2014)

In accordance with Article 99 of the Articles of Association, Mr. Yeung Chi Hang and Mr. Chung Siu Wah were appointed as Executive Director on 16 January 2014 and 14 August 2014 respectively and Mr. Ong Chi King was appointed as an Independent Non-executive Director on 27 January 2014. They will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

In additional, in accordance with Article 116 of the Articles of Association, Mr. Leung Kwong Choi, Mr. Kwok Wai, Wilfred and Mr. Wong Kwai Sang, will retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

No Director being proposed for re-election at the forthcoming annual general meeting of the Company has a service contract which is not determinable by the Company and its subsidiaries within one year without payment of compensation, other than statutory compensation.

The Company has received, from each of Independent Non-executive Director, a written annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange. The nomination committee of the Company and the Board considered that all Independent Non-executive Directors are independent.

董事

本財政年度及截至本報告書日期止的本公司董事如下：

執行董事

梁廣才先生
郭威先生
黃保強先生(於二零一三年九月三十日獲委任)
楊智恒先生(於二零一四年一月十六日獲委任)
鍾少樺先生(於二零一四年八月十四日獲委任)
周洪波先生(於二零一三年九月三十日辭任)

獨立非執行董事

黃貴生先生
陳家賢先生
王子敬先生(於二零一四年一月二十七日獲委任)
Christopher David Thomas先生
(於二零一四年一月二十七日辭任)

根據組織章程細則第99條，楊智恒先生及鍾少樺先生分別於二零一四年一月十六日及二零一四年八月十四日獲委任為執行董事，而王子敬先生則於二零一四年一月二十七日獲委任為獨立非執行董事，並將退任且符合資格並願意於本公司應屆股東週年大會上膺選連任。

此外，根據組織章程細則第116條，梁廣才先生、郭威先生及黃貴生先生須輪值退任，惟且合資格並願意於本公司應屆股東週年大會上膺選連任。

擬於本公司應屆股東週年大會上膺選連任的董事概無訂立於一年內本公司及其附屬公司不作賠償(法定補償除外)則不可終止的服務合約。

根據香港聯合交易所有限公司證券上市規則(「上市規則」)第3.13條，本公司已收到各獨立非執行董事向本公司發出有關其獨立身份的週年書面確認。本公司提名委員會及董事會認為所有獨立非執行董事均為獨立。

REPORT OF THE DIRECTORS

董事會報告書



DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2014, the interests and short positions held by each Director and chief executive of the Company and their associates in shares, underlying shares or debentures of the Company or any of its associated corporation, if any, (within the meaning of Part XV of the Securities and Futures Ordinance (The "SFO")), as recorded in the register required to be kept by the Company under Section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 of the Listing Rules were as follows:

Long Positions in shares and underlying shares of the Company

董事及最高行政人員於股份、相關股份及債券之權益

於二零一四年六月三十日，本公司各董事及最高行政人員和彼等之聯繫人於本公司或其任何相聯法團(如有)(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中擁有根據證券及期貨條例第352條本公司所存置登記冊記錄之權益及短倉；或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益及短倉如下：

於本公司股份及相關股份之長倉

Name of Director 董事名稱	Capacity in which interests are held 持有權益之身份	Number of shares/underlying shares held in the Company 所持本公司股份／ 相關股份數目			Total interests as to % to the issued share capital as at 30 June 2014 二零一四年六月三十日 權益總額 佔已發行股本之百分比 (Note) (附註)
		Interests in shares 股份權益	Interests under equity derivatives 根據股本衍生 工具之權益	Total interests 權益總額	
Mr. Yeung Chi Hong 楊智恒先生	Beneficial owner 實益擁有人	125,000,000	—	125,000,000	13.26%

Note:

The percentage of shareholding was calculated on the basis of the Company's issued share capital of 942,854,508 shares as at 30 June 2014.

Save as disclosed above, as at 30 June 2014, none of the Directors, chief executive of the Company or their respective associates had any other personal, family, corporate and other interests or short positions in shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SHARE OPTION SCHEME

The detailed disclosures relating to the Company's share option scheme and valuation of options are set out in Note 28 to the consolidated financial statements.

附註：

持股百分比按二零一四年六月三十日本公司已發行股本942,854,508股計算。

除上文所披露者外，於二零一四年六月三十日，本公司董事、最高行政人員或彼等各自之聯繫人概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中擁有根據證券及期貨條例第352條所存置登記冊記錄之其他個人、家族、公司及其他權益或短倉，或根據標準守則須知會本公司及聯交所的其他個人、家族、公司及其他權益或短倉。

購股權計劃

有關本公司購股權計劃及購股權估值的詳細披露載於綜合財務報表附註28。

REPORT OF THE DIRECTORS

董事會報告書



SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2014, the following persons, other than Directors or chief executive of the Company, were interested or had short positions in more than 5% of shares and underlying shares of the Company or its subsidiaries according to the register required to be kept under Section 336 of the SFO as follows:

Long positions in shares and underlying shares of the Company

主要股東於股份、相關股份及債券之權益

根據證券及期貨條例第336條所存置登記冊記錄，於二零一四年六月三十日，以下人士（並非董事或本公司最高行政人員）擁有5%或以上本公司或其附屬公司之股份及相關股份權益或短倉如下：

於本公司股份及相關股份之長倉

Name of Shareholders	Capacity in which interests are held	Number of shares/underlying shares held in the Company			Total interests	Total interests as to % to the issued share capital as at 30 June 2014
		Interests in shares	Interests under equity derivatives	Interests		
股東名稱	持有權益之身份	股份權益	根據股本衍生工具之權益	權益總額	股本之百分比	
Mr. Cheng Tun Nei 鄭盾尼先生	Beneficial owner 實益擁有人	80,378,816	—	80,378,816	8.53%	
Mr. Chu Ying Man 朱英文先生	Beneficial owner 實益擁有人	70,000,000	—	70,000,000	7.42%	

Note:

The percentage of shareholding was calculated on the basis of the Company's issued share capital of 942,854,508 shares as at 30 June 2014.

附註：

持股百分比按二零一四年六月三十日本公司已發行股本942,854,508股計算。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance, to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' SERVICE CONTRACTS

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

董事於重大合約中的權益

本公司或其任何附屬公司概無訂立於本年度結束時或年內任何時間仍然有效而董事直接或間接擁有重大權益的重大合約。

董事服務合約

擬於應屆股東週年大會上膺選連任之董事，概無與本公司訂立不可於一年內由本公司終止而毋須付出賠償（一般法定責任除外）之服務合約。

REPORT OF THE DIRECTORS

董事會報告書



CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significant, to which the Company or any its subsidiaries was a party in which a Shareholder had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

The Board is of the opinion that during the year ended 30 June 2014, the Directors did not have interests in any businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group.

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

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities on the Stock Exchange.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, the sales to the Group's five largest customers accounted for approximately 100% of the total sales for the year and the sales to the largest customer included therein amounted to 90%. Purchases from the Group's five largest suppliers accounted for approximately 100% of the total purchases for the year and the purchase from the largest supplier included therein amounted to approximately 54%.

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

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association, or the Companies Law of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

PUBLIC FLOAT

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

控股股東於重大合約之權益

本公司或其任何附屬公司概無訂立股東於其中擁有重大權益(不論直接或間接)且於本年度末或於年內任何時間存續的任何重大合約。

董事於競爭業務的權益

董事會認為，截至二零一四年六月三十日止年度，董事並無擁有與本集團業務直接或間接競爭或可能競爭的業務權益。

購買、出售及贖回本公司的上市證券

年內，本公司及其任何附屬公司概無購買、出售或贖回本公司於聯交所的任何上市證券。

主要客戶及供應商

於回顧年內，本集團向五大客戶的銷售額佔本年度總銷售額約100%，其中最大客戶佔90%。本集團自五大供應商的採購額佔本年度總採購額約100%，其中最大供應商佔約54%。

各董事、彼等的聯繫人或據董事所知擁有本公司5%以上已發行股本的主要股東，概無擁有本集團五大客戶或五大供應商任何實益權益。

優先購買權

組織章程細則或開曼群島公司法並無訂明優先購買權條文，規定本公司按比例向現有股東發售新股。

公眾持股量

於本報告日期，根據可供本公司索取的公開資料及就董事所知，本公司一直按上市規則規定維持充足公眾持股量。

REPORT OF THE DIRECTORS

董事會報告書



AUDITORS

On 28 June 2011, Zhonglei (HK) CPA Company Limited resigned as auditors of the Company and Lau & Au Yeung C.P.A. Limited was appointed as auditors of the Company. On 24 June 2014, Lau & Au Yeung C.P.A. Limited resigned as auditors of the Company and on 30 June 2014, ZHONGHUI ANDA CPA Limited was appointed as auditors of the Company.

The consolidated financial statements of the Group for the year ended 30 June 2014 were audited by ZHONGHUI ANDA CPA Limited as auditors of the Company. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint ZHONGHUI ANDA CPA Limited as auditors of the Company.

On behalf of the Board
China Environmental Resources Group Limited
Kwok Wai, Wilfred
Executive Director

Hong Kong, 25 September 2014

核數師

中磊(香港)會計師事務所有限公司於二零一一年六月二十八日辭任本公司核數師，劉歐陽會計師事務所有限公司同日獲委任為本公司核數師。劉歐陽會計師事務所有限公司於二零一四年六月二十四日辭任本公司核數師，中匯安達會計師事務所有限公司於二零一四年六月三十日獲委任為本公司核數師。

本集團截至二零一四年六月三十日止年度的綜合財務報表已由本公司核數師中匯安達會計師事務所有限公司審核。本公司將於應屆股東週年大會上提呈決議案，續聘中匯安達會計師事務所有限公司為本公司核數師。

代表董事會
中國環境資源集團有限公司
執行董事
郭威

香港，二零一四年九月二十五日

CORPORATE GOVERNANCE REPORT

企業管治報告



The Board is committed to maintain and ensure high standards of corporate governance practice. The Company stresses the importance of maintaining the quality of the Board by ensuring that the Directors possess a wide range of expertise and the effective implementation of an accountability system, so as to ensure that business activities and decision making processes are regulated in a proper manner.

The Company has complied with the code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rule Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) for the year ended 30 June 2014, except the followings.

Code provisions A.2.1 to A.2.9 of the CG Code provide that the roles of chairman of the board and chief executive should be separate and should not be performed by the same individual. These code provisions also stipulate, inter alia, the role and responsibility of the chairman of the board and the chief executive.

During the year, Mr. Zhou Hongbo acted as an Executive Director, the Chairman of the Board and the chief executive officer of the Company (the “Chief Executive Officer”) until 29 September 2013. On 30 September 2013, Mr. Zhou Hongbo resigned as an Executive Director, the Chairman of the Board and the Chief Executive Officer. Thereafter, the positions of the Chairman of the Board and the Chief Executive Officer have been vacant.

The Board has kept review of its current board structure from time to time. The Company will make necessary appointment to fill these positions, if any candidate with suitable skills and experiences is identified within or outside the Group.

Code provision A.2.7 of the CG Code stipulates that the chairman of the board should at least annually hold meetings with non-executive directors (including independent non-executive directors) without executive directors present. As the position of the Chairman of the Board has been vacant, meeting between the Chairman of the Board with Independent Non-executive Directors without Executive Directors present could not be held during the year.

Code provision E.1.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting. As the position of the Chairman of the Board has been vacant, Mr. Leung Kwong Choi, an Executive Director, was elected and acted as Chairman of the annual general meeting held on 27 November 2013.

Code provision F.1.3 of the CG Code stipulates that the company secretary should report to the chairman of the board and/or the chief executive. As the position of the Chairman of the Board and the Chief Executive Officer have been vacant, the company secretary reported to the Executive Directors.

本公司董事會致力維持及確保實施高水平之企業管治常規。本公司著重確保董事具備不同專長及實行有效問責制度，保持董事會的質素，確保業務運作及決策過程均受到適當規管。

截至二零一四年六月三十日止年度，除下文所載事項外，本公司一直遵守聯交所證券上市規則(「上市規則」)附錄14所載企業管治守則(「企業管治守則」)的守則條文。

企業管治守則第A.2.1至A.2.9條守則條文規定，董事會主席及行政總裁之角色應有所區分，且不應由同一人士擔任。該等條文亦規定(除其他方面之外)董事會主席及行政總裁之職能及責任。

於年度內，周洪波先生擔任本公司執行董事、董事會主席及行政總裁(「行政總裁」)，直至二零一三年九月二十九日。於二零一三年九月三十日，周洪波先生辭任執行董事、董事會主席及行政總裁職位。其後，董事會主席及行政總裁職位懸空。

董事會一直不時檢視其現行董事會架構。若然在本集團內外物色到具備合適技能及經驗之人選，本公司將作出必須委任，以填補有關空缺。

企業管治守則第A.2.7條守則條文規定，董事會主席應至少每年與非執行董事(包括獨立非執行董事)舉行一次沒有執行董事出席的會議。由於董事會主席一職懸空，董事會主席與獨立非執行董事未能於本年度舉行一次沒有執行董事出席的會議。

企業管治守則第E.1.2條守則條文規定，董事會主席須出席股東週年大會。由於董事會主席一職懸空，於二零一三年十一月二十七日舉行之股東週年大會上，執行董事梁廣才先生獲選擔任股東週年大會主席。

企業管治守則第F.1.3條守則條文規定，公司秘書須向董事會主席及／或行政總裁報告。由於董事會主席及行政總裁職位已懸空，公司秘書會向執行董事報告。

CORPORATE GOVERNANCE REPORT

企業管治報告



THE BOARD

The Board is charged with the responsibility of leadership and control of the Group. The Board promotes success of the Group and makes decisions objectively in the best interests of the Group. The Board's role is mainly to direct and supervise the affairs of the Group, establish its strategic directions and set objectives and business development plans. The Board authorizes the management to manage the day-to-day business operation of the Group. In addition, the Board has also delegated various responsibilities to the various Board committees and the Chief Executive Officer.

The Company has developed a schedule of matters reserved to the Board for decisions. The Board will review those arrangements on a regular basis to ensure that the arrangements meet the needs of the Company.

BOARD COMPOSITION

The Board currently comprises eight Directors with five Executive Directors, namely, Mr. Leung Kwong Choi, Mr. Kwok Wai, Wilfred, Mr. Wong Po Keung, Mr. Yeung Chi Hang and Mr. Chung Siu Wah and three Independent Non-executive Directors, namely, Mr. Wong Kwai Sang, Mr. Chan Ka Yin and Mr. Ong Chi King.

During the year, the Board held 8 meetings, including 4 regular meetings, and had also transacted its business by written resolutions. The Directors participated these meetings in person or through electronic means of communication. The attendance of Board meetings of each Director during the year is set out as below:

董事會

董事會負責領導及管理本集團，促進本集團成功，以對本集團最有利的方式客觀地作出各項決策。董事會的主要職責為指導及監督本集團事務，訂立策略方向、目標及業務發展計劃。董事會授權管理層管理本集團的日常業務營運。此外，董事會亦授權多個董事委員會及行政總裁負責處理若干職務。

本公司已訂立一份保留待董事會決定的事項表。董事會會定期檢討該等安排，以確保有關安排符合本公司的需要。

董事會之組成

董事會現時由八名董事組成，即五名執行董事梁廣才先生、郭威先生、黃保強先生、楊智恒先生及鍾少樺先生；及三名獨立非執行董事黃貴生先生、陳家賢先生及王子敬先生。

於年內，董事會共舉行八次會議，包括四次常規會議，並透過書面決議案處理其事務。董事親身或透過電子通訊方式參與會議。各董事於年度內出席董事會會議情況載列於下表：

Name of Directors 董事姓名		Number of Board meetings attended/ Number of Board meetings held 已出席董事會會議次數/ 已舉行董事會會議次數
Executive Directors 執行董事		
Mr. Leung Kwong Choi	梁廣才先生	8/8
Mr. Kwok Wai, Wilfred	郭威先生	4/8
Mr. Wong Po Keung (Note 2)	黃保強先生(附註2)	6/6
Mr. Yeung Chi Hang (Note 3)	楊智恒先生(附註3)	3/4
Mr. Chung Siu Wah (Note 6)	鍾少樺先生(附註6)	N/A不適用
Mr. Zhou Hongbo (Note 1)	周洪波先生(附註1)	2/2
Independent Non-executive Directors 獨立非執行董事		
Mr. Wong Kwai Sang	黃貴生先生	5/8
Mr. Chan Ka Yin	陳家賢先生	8/8
Mr. Ong Chi King (Note 5)	王子敬先生(附註5)	3/4
Mr. Christopher David Thomas (Note 4)	Christopher David Thomas先生 (附註4)	0/4

CORPORATE GOVERNANCE REPORT

企業管治報告



Notes:

1. Mr. Zhou Hongbo resigned as Executive Director, the Chairman of the Board and the Chief Executive Officer on 30 September 2013.
2. Mr. Wong Po Keung was appointed as Executive Director on 30 September 2013.
3. Mr. Yeung Chi Hang was appointed as Executive Director on 16 January 2014.
4. Mr. Christopher David Thomas resigned as Independent Non-executive Director on 27 January 2014.
5. Mr. Ong Chi King was appointed as Independent Non-executive Director on 27 January 2014.
6. Mr. Chung Siu Wah was appointed as Executive Director on 14 August 2014.

The Directors are provided with relevant information to make informed decisions. The Board and each Director have separate and independent access to the Company's senior management for information and making enquires if necessary. A Director, who considers there is necessary to seek independent professional advice in order to perform his duties as a Director, may convene, or request the company secretary of the Company (the "Company Secretary") to convene, a Board meeting to approve the consultation of independent legal or other professional adviser for advice at the Company's expenses.

For regular Board meeting, a notice of the meeting is sent to all Directors at least 14 days before the intended date of meeting and an agenda and accompanying board papers of the meeting are sent to all Directors at least three days before the intended date of meeting. For all other Board meeting, a notice of the meeting together with an agenda and accompanying board papers of the meeting are sent to all Directors in reasonable time. The Directors also from time to time transact the Board business by way of written resolutions.

Every Director is entitled to have access to the advice and service of the Company Secretary with a view to ensure that the Board procedures and applicable rules and regulations are complied with. All minutes are kept by the Company and are open for inspections by any Director during normal office hours by giving reasonable advance notice. Minutes of the Board meetings and the Board committee meetings record in sufficient details the matters considered in the meetings and decisions reached. Draft and final versions of minutes of the Board meetings and Board committee meetings have been sent to all Directors and relevant Board Committee members for their comments and records respectively within a reasonable time after the relevant meetings were held.

附註：

1. 周洪波先生於二零一三年九月三十日辭任執行董事、董事會主席及行政總裁。
2. 黃保強先生於二零一三年九月三十日獲委任為執行董事。
3. 楊智恒先生於二零一四年一月十六日獲委任為執行董事。
4. Christopher David Thomas先生於二零一四年一月二十七日辭任獨立非執行董事。
5. 王子敬先生於二零一四年一月二十七日獲委任為獨立非執行董事。
6. 鍾少樺先生於二零一四年八月十四日委任為執行董事。

董事獲提供作出知情決定所需的相關資料。董事會及各董事均可於有需要時個別獨立向本公司高級管理層獲取資料及作出查詢。董事如認為履行其董事職務時需要徵求獨立專業意見，可自行或要求本公司公司秘書（「公司秘書」）召開董事會會議批准諮詢獨立法律或其他專業顧問意見，費用由本公司承擔。

舉行常規董事會會議時，將於會議擬定日期前至少14日向全體董事寄發會議通告，及將不遲於擬定會議日期前三日向全體董事寄發會議議程及隨附會議文件。就所有其他董事會會議而言，會議通告連同會議議程及隨附會議文件將於合理時間內寄發於全體董事。董事亦不時透過書面決議案的方式處理董事會事務。

各董事均可要求公司秘書提供意見及服務，確保遵守董事會程序及適用規則與法規。本公司須保存所有會議紀錄，任何董事可於發出合理事先通知後於正常辦公時間內查閱會議紀錄。董事會會議及董事委員會會議的會議紀錄須記錄會議所討論事項的所有內容及決定。董事會會議及董事委員會會議紀錄的草稿及最後定稿均須於相關會議結束後的合理時間內分別向全體董事及相關董事委員會成員寄發，使彼等可提供意見及備存。

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If a Director has a conflict of interest in a matter before the Board, the matter will be dealt with in accordance with applicable rules and regulations and, if appropriate, an independent board committee will be set up to deal with the matter.

To the best knowledge of the Board, there is no financial, business, family or other material/relevant relationship(s) between the members of the Board.

Every director has sufficient time and attention to deal with the affairs of the Group. The Board considers the composition of Executive Directors and Independent Non-executive Directors is rational and appropriate and provides adequate checks and balances to safeguard the interests of shareholders and the Group.

The Independent Non-executive Directors provide the Group with diversified knowledge and expertise. Their suggestions, opinions and participation in the meetings of the Board and each Board committee bring independent opinions, suggestions and judgments on issues relating to the Group's strategy, development, operations, performance, risk control and conflicts of interest, to ensure that the interest of all shareholders are taken into account.

Information and responsibilities of all Directors are contained in this annual report on pages 32 to 33.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman of the Board and the Chief Executive Officer have different roles. The Chairman of the Board is responsible for the operation of the Board and the Chief Executive Officer is responsible for managing the operations and day-to-day management of the Group. Their functions have been clearly divided to ensure a balanced distribution of power and authority not concentrating on a single individual.

The Chairman of the Board is principally responsible for leading the Board and ensures the Board acts in the best interests of the Company. The Chairman of the Board shall ensure the Board operates effectively and performs its proper duties and discusses all important and proper matters in a timely manner. The Chairman of the Board is responsible for convening Board meetings, consulting, determining and approving the agenda of each Board meeting, and ensuring that Directors are provided sufficient information on current matters in a timely manner.

倘董事在董事會將討論事項涉及利益衝突，有關事項將根據適用規則及獨立法規處理，如有需要，並會成立獨立董事委員會處理。

據董事會所知，董事會成員之間概無任何財務、業務或家族或其他重大／相關關係。

每名董事均有足夠時間及精力處理本集團的事務。董事會認為執行董事及獨立非執行董事的組成屬合理及適當，並充分發揮制衡作用，以保障股東及本集團的利益。

獨立非執行董事為本集團帶來多元化的經驗及專業知識。彼等提出的建議及意見，以及透過彼等參與董事會及各董事委員會會議，為本集團的策略、發展、營運、表現、風險控制及利益衝突等事宜提供獨立意見、建議及判斷，以確保所有股東的權益均獲得考慮。

所有董事的資料及職責載於本年報第32至33頁。

主席及行政總裁

董事會主席及行政總裁的角色不同。董事會主席負責董事會運作，而行政總裁負責管理本集團的業務及日常管理，兩者之間的職務已清楚區分，以確保權力和授權分佈均衡，不致集中在一位人士。

董事會主席的主要職責包括領導董事會，確保董事會行事符合公司最佳利益。董事會主席須確保董事會有效地運作及履行應有職責，並及時就所有重要的及適當的事項進行討論；董事會主席負責召開董事會會議，諮詢、釐定及批准每次董事會會議的議程，並確保董事及時獲悉當前的事項及充分的資料。

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The Chief Executive Officer is principally responsible for the daily operation and management of the Group's overall operations and implementing the Board's operating strategy and policy and delegating tasks to all departments for implementation so as to realize the Board's objectives and decisions. In addition, the Chief Executive Officer is also responsible for coordinating close cooperation among all departments, uniting efforts of staff and encouraging the initiative of staff so as to ensure smooth and effective operation of the Company's operations and systems.

Code provisions A.2.1 to A.2.9 of the CG Code provide that the role of chairman of the board and chief executive should be separate and should not be performed by the same individual. These code provisions also stipulate, inter alia, the role and responsibility of the chairman of the board and the chief executive.

During the year, Mr. Zhou Hongbo acted as an Executive Director, the Chairman of the Board and the Chief Executive Officer until 29 September 2013. On 30 September 2013, Mr. Zhou Hongbo resigned as an Executive Director, the Chairman of the Board and the Chief Executive Officer. Thereafter, the position of the Chairman of the Board and the Chief Executive Officer have been vacant.

The Board has kept review of its current board structure from time to time. The Company will make necessary appointment to fill these positions, if any candidate with suitable skills and experiences is identified within or outside the Group.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

In accordance with the CG Code and the Articles of Association, all Directors, including Independent Non-executive Directors, are subject to retirement by rotation once every three years. Composition of the Board will be reviewed regularly by the Board and also by the nomination committee of the Company to ensure that it covers a balance of expertise, skills and experience appropriate for the requirements of the business of the Company.

In accordance with Article 99 of the Articles of Association, Mr. Yeung Chi Hang and Mr. Chung Siu Wah were appointed as Executive Directors on 16 January 2014 and 14 August 2014 respectively and Mr. Ong Chi King was appointed as an Independent Non-executive Director on 27 January 2014. They will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

In addition, in accordance with Article 116 of the Articles of Association, Mr. Leung Kwong Choi, Mr. Kwok Wai, Wilfred and Mr. Wong Kwai Sang will retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

行政總裁的主要職責包括負責集團整體業務日常運作的經營及管理，貫徹董事會的經營策略及方針，下達任務至各部門執行，以實現董事會的目標和決定。此外，行政總裁亦負責協調各部門的緊密合作關係，團結員工的力量，鼓勵員工積極性，確保公司業務及制度暢順而有效地運行。

企業管治守則第A.2.1至A.2.9條守則條文規定，董事會主席及行政總裁之角色應有所區分，且不應由同一人士擔任。該等條文亦規定（其中包括）董事會主席及行政總裁之職能及責任。

於年度內，周洪波先生擔任執行董事、董事會主席及行政總裁，直至二零一三年九月二十九日。於二零一三年九月三十日，周洪波先生辭任執行董事、董事會主席及行政總裁職位。其後，董事會主席及行政總裁職位懸空。

董事會一直不時檢視其現行董事會架構。若然在本集團內外物色到具備合適技能及經驗之人選，本公司將作出必須委任，以填補有關空缺。

董事之委任及重選

根據企業管治守則及組織章程細則，所有董事（包括獨立非執行董事）須每三年輪流退任一次。董事會及本公司提名委員會定期檢討董事會之組成，確保董事會具備本公司所需的各項專業知識、技能及適當經驗。

根據組織章程細則第99條，楊智恒先生及鍾少樺先生分別於二零一四年一月十六日及二零一四年八月十四日獲委任為執行董事，而王子敬先生則於二零一四年一月二十七日獲委任為獨立非執行董事，並將退任且符合資格並願意於本公司應屆股東週年大會上膺選連任。

此外，根據組織章程細則第116條，梁廣才先生、郭威先生及黃貴生先生須輪值退任，惟且合資格並願意於本公司應屆股東週年大會上膺選連任。

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Each Director had entered into an appointment letter with the Company setting out the key terms and conditions of his appointment. The Directors are required to refer to the relevant key terms and conditions as set out in the Articles and Association and the guidelines for Directors and Guide for Independent Non-executive Directors (if applicable) published by the Hong Kong Institute of Directors.

All Independent Non-executive Directors are appointed for a specific term, subject to retirement by rotation under the Articles of Association. The term of office of Mr. Wong Kwai Sang, Mr. Chan Ka Yin and Mr. Ong Chi King as Independent Non-executive Director is for three years until 1 March 2015, 8 March 2016 and 27 January 2017 respectively.

The Board has received from each Independent Non-executive Director a written annual confirmation of his independence and is satisfied with their independence in accordance with the Listing Rules. The Company considers that all Independent Non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent to the Company.

AUDIT COMMITTEE

The Board has established an audit committee (the "Audit Committee") with the term of references in accordance with the Listing Rules. The Audit Committee currently comprises three Independent Non-executive Directors, namely, Mr. Chan Ka Yin (Chairman), Mr. Wong Kwai Sang and Mr. Ong Chi King. Mr. Chan Ka Yin has appropriate accounting and related financial management expertise as required under Rule 3.10 of the Listing Rules.

The primary duties of the Audit Committee includes:

1. to recommend to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of such auditor;
2. to consider and discuss with the external auditor the nature and scope of audit for each year;
3. to review and monitor the external auditor's independence and objectivity;

各董事已與本公司訂立載列其委任之主要條款及條件之委任函件。董事須參考組織章程細則之相關主要條款及條件及由香港董事學會出版之董事指引及獨立非執行董事指南(如適用)。

所有獨立非執行董事有指定任期，並須根據組織章程細則輪流退任。黃貴生先生、陳家賢先生及王子敬先生擔任獨立非執行董事的任期為三年，分別至二零一五年三月一日、二零一六年三月八日及二零一七年一月二十七日為止。

董事會已收到各獨立非執行董事發出其獨立身份的週年書面確認書，並接納彼等符合上市規則規定的獨立性。本公司認為所有獨立非執行董事符合上市規則第3.13條所載的獨立指引，均為本公司獨立人士。

審核委員會

董事會已根據上市規則成立審核委員會(「審核委員會」)並制訂權責範圍。審核委員會現時由三名獨立非執行董事組成，即陳家賢先生(主席)、黃貴生先生及王子敬先生。陳家賢先生擁有上市規則第3.10條所規定的適當會計及相關財務管理專業知識。

審核委員會之主要職責包括：

1. 向董事會提供委任、續聘及辭退外聘核數師的建議，批准委任外聘核數師的酬金及條款，以及處理任何有關核數師辭任或罷免的問題；
2. 考慮並與外聘核數師討論每年度的審核性質與範圍；
3. 檢討及監察外聘核數師的獨立性及客觀性；

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|---|---|
| <p>4. to review the interim and annual financial statements before submission to the Board and to discuss any problem and reservation arising therefrom;</p> <p>5. to review the Group's financial controls, internal control and risk management systems; and</p> <p>6. to consider other topics, as defined by the Board.</p> | <p>4. 中期及年度財務報表遞交董事會前負責審閱有關報表，並討論任何相關問題及異議；</p> <p>5. 檢討本集團的財務監控、內部監控及風險管理制度；及</p> <p>6. 考慮其他董事界定的議題。</p> |
|---|---|

During the year, the Audit Committee had reviewed and discussed, in accordance with its terms of reference, the financial reporting matters with external auditor, including the review of the interim and annual consolidated financial statements, the internal control, the change of external auditor and the audit fee and made recommendation to the Board for appointment of new external auditor.

年內，審核委員會已根據其權責範圍與外聘核數師審閱及討論財務報告事宜，包括審閱中期及年度綜合財務報表、內部監控、更換外聘核數師及審核費並就委任新任外聘核數師向董事會提供建議。

During the year, the Audit Committee held 3 meetings and had transacted its business by written resolutions. The attendance of Audit Committee meetings of each member is set out below:

年內，審核委員會舉行三次會議，並透過書面決議案處理其事務。各成員出席審核委員會會議情況載列如下：

Name of the Audit Committee Members 審核委員會成員姓名	Number of Audit Committee meetings attended/Number of Audit Committee meetings held 已出席審核委員會會議次數/ 已舉行審核委員會會議次數
Mr. Chan Ka Yin 陳家賢先生	3/3
Mr. Wong Kwai Sang 黃貴生先生	3/3
Mr. Ong Chi King (Note 2) 王子敬先生(附註2)	2/2
Mr. Christopher David Thomas (Note 1) Christopher David Thomas先生 (附註1)	0/1

Notes:

- Mr. Christopher David Thomas resigned as member of the Audit Committee on 27 January 2014.
- Mr. Ong Chi King was appointed as member of the Audit Committee on 27 January 2014.

附註：

- Christopher David Thomas先生於二零一四年一月二十七日辭任審核委員會成員。
- 王子敬先生於二零一四年一月二十七日獲委任為審核委員會成員。

REMUNERATION COMMITTEE

The Board has established a remuneration committee (the "Remuneration Committee") with the term of references in accordance with the Listing Rules. The Remuneration Committee currently comprises three Independent Non-executive Directors, namely, Mr. Chan Ka Yin (Chairman), Mr. Wong Kwai Sang and Mr. Ong Chi King.

薪酬委員會

董事會已根據上市規則成立薪酬委員會(「薪酬委員會」)並制訂權責範圍。薪酬委員會現時由三名獨立非執行董事組成，即陳家賢先生(主席)、黃貴生先生及王子敬先生。

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The primary duties of the Remuneration Committee (as adopted pursuant to the terms of references of the Remuneration Committee) includes making recommendations to the Board on the Company's policy and structure of all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for development of remuneration policy.

薪酬委員會的主要職責(根據薪酬委員會的職權範圍獲採納)包括就本公司董事及高級管理層的整體薪酬政策及架構, 及就制定此等薪酬政策而設立正規且透明的政策程序, 向董事會提出建議。

Set out below is the summary of work of the Remuneration Committee done during the year:

以下載列薪酬委員會於年內完成的工作概要:

- | | |
|--|--|
| 1. to recommend the remuneration of Mr. Yeung Chi Hang as new Executive Director; | 1. 建議楊智恒先生擔任新執行董事之薪酬; |
| 2. to recommend the remuneration of Mr. Ong Chi King as new Independent Non-executive Director and member of the Audit Committee, the Remuneration Committee and the Nomination Committee; | 2. 建議王子敬先生擔任新獨立非執行董事及審核委員會、薪酬委員會及提名委員會成員之薪酬; |
| 3. to review the Company's emolument policy and structure for all Directors; | 3. 檢討本公司的薪酬政策及全體董事的架構; |
| 4. to review management's remuneration proposal with reference to the corporate goals and objective of the Board; and | 4. 參考企業目標及董事會宗旨檢討管理層的薪酬建議; 及 |
| 5. to recommend the remuneration of individual Executive Director and Independent Non-executive Director. | 5. 就個別執行董事及獨立非執行董事的薪酬提供建議。 |

During the year, the Remuneration Committee held 1 meeting and had also transacted its business by written resolutions. The attendance of Remuneration Committee meeting of each member is set out below:

年內, 薪酬委員會舉行一次會議, 並透過書面決議案處理其事務。各成員出席薪酬委員會會議情況載列如下:

Name of Remuneration Committee Members 薪酬委員會成員姓名		Number of Remuneration Committee meeting attended/ Number of Remuneration Committee meeting held 已出席薪酬委員會會議次數/ 已舉行薪酬委員會會議次數
Mr. Chan Ka Yin	陳家賢先生	1/1
Mr. Wong Kwai Sang	黃貴生先生	1/1
Mr. Ong Chi King (Note 2)	王子敬先生(附註2)	N/A不適用
Mr. Christopher David Thomas (Note 1)	Christopher David Thomas先生(附註1)	0/1

Notes:

附註:

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|--|---|
| 1. Mr. Christopher David Thomas resigned as member of the Remuneration Committee on 27 January 2014. | 1. Christopher David Thomas先生於二零一四年一月二十七日辭任薪酬委員會成員。 |
| 2. Mr. Ong Chi King was appointed as member of the Remuneration Committee on 27 January 2014. | 2. 王子敬先生於二零一四年一月二十七日獲委任為薪酬委員會成員。 |

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The Company's emolument policy is to ensure that the remuneration offered to employees, including Executive Directors and the senior management, is based on the skills, knowledge, responsibilities and involvement in the Company's affairs. The remuneration packages are also determined by reference to the Company's performance and profitability, remuneration level in the industry and the prevailing market conditions. The emolument policy for Independent Non-executive Directors, mainly comprising Directors' fees, is subject to annual assessment with reference to the market standard. Individual Director and the senior management would not be involved in deciding their own remuneration.

Details of emoluments of Directors and the five highest-paid employees of the Group during the year are set out in Note 13 to the consolidated financial statements.

NOMINATION COMMITTEE

The Board has established a nomination committee (the "Nomination Committee") with the term of references in accordance with the Listing Rules. The Nomination Committee currently comprises three Independent Non-executive Directors, namely, Mr. Chan Ka Yin (Chairman), Mr. Wong Kwai Sang and Mr. Ong Chi King.

The primary duties of the Nomination Committee includes review of the structure, size and composition of the Board and board diversity policy on a regular basis, assessing new candidates for appointment as Directors and the independence of Independent Non-executive Directors and considering the retirement and re-election of the Directors.

Set out below is the summary of work of the Nomination Committee done during the year:

1. to note the resignation of Mr. Zhong Hongbo as Executive Director, the Chairman of the Board and the Chief Executive Officer;
2. to consider the background and knowledge of Mr. Wong Po Keung and recommend to the Board for appointment of Mr. Wong Po Keung as Executive Director;
3. to consider the background and knowledge of Mr. Yeung Chi Hang and recommend to the Board for appointment of Mr. Yeung Chi Hang as Executive Director;
4. to note the resignation of Mr. Christopher David Thomas as Independent Non-executive Director and member of the Audit Committee, Remuneration Committee and Nomination Committee;

本公司的薪酬政策旨在確保提供予僱員(包括執行董事及高級管理層)的薪酬乃基於其技能、知識、職責及參與本公司事務而釐定。薪酬組合亦參照本公司的表現及盈利能力、行業薪酬水平以及當前市場狀況而釐定。獨立非執行董事的薪酬政策主要包括董事袍金，須參照市場標準每年進行評估。個別董事及高級管理層將不參與其各自薪酬的釐定。

年內，本集團董事及五名最高薪人士的酬金詳情載於綜合財務報表附註13。

提名委員會

董事會已根據上市規則成立提名委員會(「提名委員會」)並制訂權責範圍。提名委員會現時由三名獨立非執行董事組成，即陳家賢先生(主席)、黃貴生先生及王子敬先生。

提名委員會的主要職責包括定期檢討董事會的架構、人數及組成及董事會成員多元化政策、評估新候選人委任為董事及獨立非執行董事的獨立性以及考慮董事的退任與連任。

以下載列提名委員會於年內完成的工作概要：

1. 記錄周洪波先生辭任執行董事、董事會主席兼行政總裁；
2. 考慮黃保強先生之背景及知識及向董事會建議委任黃保強先生為執行董事；
3. 考慮楊智恒先生之背景及知識及向董事會建議委任楊智恒先生為執行董事；
4. 記錄Christopher David Thomas先生辭任獨立非執行董事及審核委員會、薪酬委員會及提名委員會成員；

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- | | |
|--|---|
| <p>5. to consider the background, knowledge and independence of Mr. Ong Chi King and recommend to the Board for appointment of Mr. Ong Chi King as Independent Non-executive Director and member of the Audit Committee, Remuneration Committee and Nomination Committee;</p> <p>6. to assess the independence of each Independent Non-executive Director;</p> <p>7. to review the structure, size and composition of the Board; and</p> <p>8. to make the recommendation of re-election of retiring Directors to the Board.</p> | <p>5. 考慮王子敬先生的背景、知識及獨立性後，推薦董事會委任王子敬先生擔任獨立非執行董事及審核委員會、薪酬委員會及提名委員會成員；</p> <p>6. 評估各獨立非執行董事的獨立性；</p> <p>7. 檢討董事會的架構、人數及組成；及</p> <p>8. 就重選退任董事向董事會提供建議。</p> |
|--|---|

During the year, the Nomination Committee held 2 meetings and had also transacted its business by written resolutions. The attendance of Nomination Committee meetings of each member is set out below:

年內，提名委員會舉行兩次會議，並透過書面決議案處理其事務。各成員出席提名委員會會議情況載列如下：

Name of Nomination Committee Members 提名委員會成員姓名	Number of Nomination Committee meetings attended/ Number of Nomination Committee meetings held 已出席提名委員會會議次數/ 已舉行提名委員會會議次數
Mr. Chan Ka Yin 陳家賢先生	2/2
Mr. Wong Kwai Sang 黃貴生先生	2/2
Mr. Ong Chi King (Note 2) 王子敬先生(附註2)	N/A不適用
Mr. Christopher David Thomas (Note 1) Christopher David Thomas先生 (附註1)	0/2

Notes:

- Mr. Christopher David Thomas resigned as member of the Nomination Committee on 27 January 2014.
- Mr. Ong Chi King was appointed as member of the Nomination Committee on 27 January 2014.

附註：

- Christopher David Thomas先生於二零一四年一月二十七日辭任提名委員會成員。
- 王子敬先生於二零一四年一月二十七日獲委任為提名委員會成員。

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OTHER INFORMATION

The Board has established an investment committee, which currently comprises two Executive Directors, namely, Mr. Leung Kwong Choi (Chairman) and Mr. Wong Po Keung. During the year, the investment committee of the Company had not held any meeting.

Code provision A.2.7 of the CG Code stipulates that the chairman of the board should at least annually hold meetings with non-executive directors (including independent non-executive directors) without executive directors present. As the position of the Chairman of the Board has been vacant, meeting between the Chairman of the Board with Independent Non-executive Directors without Executive Directors present could not be held during the year.

CORPORATE GOVERNANCE FUNCTIONS

The Board has from time to time considered its policy for corporate governance and its duties and duties of various board committees. The Board has not established a corporate governance committee but has performed the obligations regarding corporate governance, including:

1. to develop and review the Company's policies and practices on corporate governance;
2. to review and monitor the training and continuous professional development of directors and senior management;
3. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual applicable to employees and directors; and
5. to review the Company's compliance with Appendix 14 (Corporate Governance Code and Corporate Governance Report) of the Listing Rules.

The Directors have disclosed to the Board the number and nature of offices held in public companies or organizations and other significant commitments. The Board will regularly review the contribution required by each Director to perform his responsibilities to the Company and whether he is spending sufficient time performing his duties.

其他資料

董事會已成立投資委員會，其成員目前包括兩名執行董事，即梁廣才先生(主席)及黃保強先生。年內，本公司的投資委員會並無舉行任何會議。

企業管治守則第A.2.7條守則條文規定，董事會主席應至少每年與非執行董事(包括獨立非執行董事)舉行一次沒有執行董事出席的會議。由於董事會主席一職懸空，董事會主席與獨立非執行董事未能於本年度舉行一次沒有執行董事出席的會議。

企業管治職能

董事會不時考慮其企業管治政策及其職責以及各董事委員會職責。董事會並無成立企業管治委員會，但已履行下列企業管治責任，包括：

1. 制訂及審閱本公司的企業管治政策及常規；
2. 檢討及監察董事及高級管理層的培訓及持續專業發展；
3. 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
4. 制訂、檢討及監察適用於僱員及董事的操守準則及合規手冊；及
5. 檢討本公司遵守上市規則附錄十四(企業管治守則及企業管治報告)的情況。

董事已向董事會披露於公眾公司或組織擔任職務的數目與性質以及其他重大承擔。董事會將定期檢討各董事為履行其職能對本公司作出的貢獻及其是否花費足夠時間履行職責。

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BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy (“the Policy”) which sets out the approach to achieve and maintain diversity on the Board in order to maintain a competitive advantage of the Board. Pursuant to Policy, the Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to the talents, skills, regional and industry experience, background, gender and other qualities. The Board will from time to time consider to set measurable objectives to implement the Policy and review such objectives to ensure their appropriateness and ascertain the progress made towards achieving those objective. During the year, the Board has not set any measurable objectives to implement the Policy.

TRAINING OF DIRECTORS

Newly appointed Director is provided with necessary information to ensure that he has a proper understanding of the Company’s operations and businesses as well as his responsibilities under the relevant statutes, laws, rules and regulations. The Company Secretary and representative of auditor update the Directors on the latest development and changes regarding the Listing Rules, accounting standards and other relevant regulatory requirements from time to time.

In addition, the Directors are provided with monthly updates on the Company’s performance and position to enable the Board as a whole and each Director to discharge their duties.

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. According to the records provided by the existing Directors, all Directors have participated in continuous professional development during the year.

董事會成員多元化政策

本公司已採納了一份載列實現並保持董事會成員多元化途徑的董事會成員多元化政策(「本政策」)以保持董事會的競爭優勢。根據本政策，本公司透過考慮多項因素，包括但不限於才能、技能、地域及行業經驗、背景、性別及其他特質，以尋求實現董事會多元化。董事會將不時考慮制定可計量目標以推行本政策，並不時檢討該等目標以確保其合適度及確定達標的進度。年內，董事會並無制定任何可計量目標調整本政策。

董事培訓

新獲委任的董事獲提供必要的資料，以確保其對本公司的營運及業務以及其於相關法規、法律、規則及規例下的責任有適當了解。公司秘書及核數師代表不時為董事提供上市規則、會計準則及其他相關監管規定的最新發展及變動資料。

此外，董事亦獲提供本公司表現及狀況的每月最新資料，以便董事會整體及各董事履行其職務。

本公司鼓勵所有董事參與持續專業發展，以發展及更新彼等的知識及技能。根據現任董事提供的記錄，全體董事已於年內參與持續專業發展。

Name of Directors 董事名稱		Reading regulatory updates/ attending in house briefing 閱讀監管最新資料/ 參加內部簡報會	Attending expert briefing/seminars/ conference relevant to the business/ director’s duties 出席有關業務/董事職責的專家簡介會/ 研討會/會議
Mr. Leung Kwong Choi	梁廣才先生	✓	—
Mr. Kwok Wai, Wilfred	郭威先生	✓	—
Mr. Wong Po Keung	黃保強先生	✓	✓
Mr. Yeung Chi Hang	楊智恒先生	✓	—
Mr. Chung Siu Wah (Note)	鍾少樺先生(附註)	N/A不適用	N/A不適用
Mr. Wong Kwai Sang	黃貴生先生	✓	—
Mr. Chan Ka Yin	陳家賢先生	✓	✓
Mr. Ong Chi King	王子敬先生	✓	✓

Note: Mr. Chung Siu Wah was appointed as Executive Director on 14 August 2014.

附註：鍾少樺先生於二零一四年八月十四日獲委任為執行董事。

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DIRECTORS' AND OFFICERS' LIABILITIES INSURANCE

The Company has arranged directors' and officers' liabilities insurance for all Directors and the senior management of the Company. The insurance covers them against costs, charges, expenses and liabilities incurred arising out of the corporate activities.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the Code of Conduct regarding Director's securities transactions. Having made specific enquiry, all Directors confirmed that they have complied with the required standard set out in the Model Code throughout the year ended 30 June 2014.

INTERNAL CONTROLS

The Board, through the Audit Committee, has conducted review of the effectiveness of the internal control system of the Group. The internal control system is designed to provide reasonable but not absolute, assurance of no material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievements of the Group's objectives.

The Board also reviewed the adequacy of resources, staff qualifications and experience, their training programmes and budget of the Company's accounting and financial reporting function.

COMPANY SECRETARY

The Company Secretary is Mr. Lo Tai On who has been engaged and appointed by the Company from an external secretarial services provider.

The primary contact persons with the Company Secretary are Mr. Wong Po Keung, an Executive Director and the financial controller of the Company, and Ms. Christy Sung, an officer of the Company. The Company Secretary has duly complied with the relevant training requirement under Rule 3.29 of the Listing Rules.

Code provision F.1.3 of the CG Code stipulates that the company secretary should report to the chairman of the board and/or the chief executive. As the position of the Chairman of the Board and the Chief Executive officer have been vacant, the Company Secretary reported to the Executive Directors of the Company.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the consolidated financial statements for each financial year which give true and fair view of the state of affairs of the Group in presenting the interim and annual consolidated financial statements and announcements to the Shareholders. The Directors aim to present a clear and understandable assessment of the Group's position and prospects.

董事及高級職員的責任保險

本公司已為本公司的全體董事及高級管理層安排董事及高級職員的責任保險。該等保險涵蓋企業活動中所產生的成本、費用、開支及責任。

董事進行證券交易

本公司已採納標準守則作為董事進行證券交易之行為守則。經作出特定查詢後，所有董事已確認彼等於截至二零一四年六月三十日止年度一直遵守標準守則的規定。

內部監控

董事會已透過審核委員會檢討本集團內部監控系統之效率。內部監控系統旨在提供合理，惟非絕對之保證，以防出現嚴重誤報或損失情況，並管理，而非杜絕運作系統及達致集團目標出現失誤之風險。

董事會亦已審閱本公司會計及財務申報職能的資源充足度、員工資歷及經驗，以及彼等的培訓計劃及預算。

公司秘書

本公司向外聘秘書服務機構聘用及委任公司秘書羅泰安先生。

與公司秘書的主要聯絡人為黃保強先生(執行董事及本公司財務總監)及宋碧蘭女士(本公司高級職員)。公司秘書已適當遵守上市規則第3.29條有關培訓規定。

企業管治守則第F.1.3條守則條文規定，公司秘書須向董事會主席及/或行政總裁報告。由於董事會主席及行政總裁職位已懸空，公司秘書會向本公司執行董事報告。

問責及審核

董事確認彼等須負責於每個財政年度編製真實公平反映本集團經營狀況的綜合財務報表，並向股東呈報中期及年度綜合財務報表以及公佈。董事旨在提呈清晰易明的本集團現況及前景評估。

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The Board acknowledges its responsibility to present a clear and understandable assessment in the Company's annual and interim reports, other insider information announcements and other financial disclosures required under the Listing Rules and to report to the regulators.

The responsibility of the external auditor with respect to the financial reporting and its audit opinion are set out in the section "Independent Auditor's Report" on pages 38 to 39.

REMUNERATION OF THE AUDITOR

For the year, the remuneration in respect of audit services provided by auditor of the Company, ZHONGHUI ANDA CPA Limited, was HK\$670,000 and the remuneration in respect of non-audit service provided by former auditor of the Company, Lau & Au Yeung C.P.A. Limited, was HK\$162,000.

The non-audit service provided by former auditor of the Company is detailed as follows:

董事會確認彼等須負責在本公司年度及中期報告內提呈清晰易明的評估報告、發出其他內幕資料公佈及根據上市規則披露其他財務資料以及向監管機構呈交所需報告。

有關外聘核數師的財務匯報責任以及其核數意見載於第38至39頁的「獨立核數師報告」。

核數師酬金

就本年度，本公司核數師中匯安達會計師事務所有限公司提供審計服務的酬金為670,000港元及本公司前核數師劉歐陽會計師事務所有限公司提供非審計服務的酬金為162,000港元。

本公司前核數師提供的非審計服務的詳情如下：

		HK\$ 港元
Review service for the interim results for the six months ended 31 December 2013	就截至二零一三年十二月三十一日止六個月的中期業績的審閱服務	162,000

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Board recognises the importance of good communication with the Shareholders. Information in relation to the Group is disseminated to the Shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars.

The general meetings of the Company are valuable forum for the Board to communicate directly with the shareholders of the Company (the "Shareholders"). The Shareholders are encouraged to attend the general meetings of the Company.

An annual general meeting of the Company was held on 27 November 2013 (the "2013 AGM"). A notice convening the 2013 AGM contained in a circular of the Company dated 25 October 2013 was dispatched to the Shareholders together with the 2013 Annual Report.

股東通訊及投資者關係

董事會深明與股東保持良好溝通的重要性。本集團透過多個正式渠道，包括中期及年度報告、公佈及通函，及時向股東提供有關本集團的資訊。

本公司的股東大會為董事會與本公司股東（「股東」）直接溝通的寶貴平台，因此本公司鼓勵各股東踴躍出席本公司的股東大會。

本公司已於二零一三年十一月二十七日舉行股東週年大會（「二零一三年股東週年大會」）。本公司二零一三年十月二十五日的通函所含二零一三年股東週年大會通告已隨同二零一三年年報一併寄發予各股東。

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Code provision E.1.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting. As the position of the Chairman of the Board has been vacant, Mr. Leung Kwong Choi, an Executive Director, was elected and acted as Chairman of the 2013 AGM. He together with the board committees members attended the 2013 AGM to answer the questions from the Shareholders. The Chairman of the 2013 AGM explained detailed procedures for conducting a poll. All the resolutions proposed at the 2013 AGM were passed by the Shareholders by way of poll. The results of the poll were published on the websites of the Stock Exchange, the Singapore Stock Exchange and the Company on 27 November 2013.

In addition, an extraordinary general meeting of the Company was held on 18 October 2013 (the "EGM") to consider an ordinary resolution approving the open offer on the basis of 33 offer shares for every 10 shares held on the record date. A notice convening the EGM contained in the circular dated 30 September 2013 was dispatched to the Shareholders.

As the position of the Chairman of the Board was vacant at the date of EGM, Mr. Leung Kwong Choi, an Executive Director, was elected and acted as the Chairman of the EGM. He together with independent board committee members attended the EGM to answer the questions from the Shareholders. The Chairman of the EGM explained detailed procedures for conducting a poll. The resolution proposed at the EGM was passed by the Shareholders by way of poll. The result of the poll was published on the websites of the Stock Exchange, the Singapore Stock Exchange and the Company on 18 October 2013.

企業管治守則第E.1.2條守則條文規定，董事會主席須出席股東週年大會。由於董事會主席一職懸空，於二零一三年股東週年大會上，執行董事梁廣才先生獲選擔任二零一三年股東週年大會主席，彼與出席二零一三年股東週年大會的董事委員會成員共同回答股東問題。二零一三年股東週年大會主席解釋進行投票表決的詳細程序。二零一三年股東週年大會上提呈的所有決議案已由股東透過投票表決通過。投票表決結果已於二零一三年十一月二十七日刊登於聯交所、新加坡證券交易所及本公司網站。

此外，本公司亦於二零一三年十月十八日舉行股東特別大會（「股東特別大會」），考慮批准公開發售（基準為於記錄日期每持有10股股份獲發33股發售股份）的普通決議案。二零一三年九月三十日的通函所含股東特別大會通告已寄發予各股東。

由於董事會主席一職於股東特別大會日期仍然懸空，故執行董事梁廣才先生被選舉為及擔任股東特別大會主席。彼與出席股東特別大會的獨立董事委員會成員共同回答股東問題。股東特別大會主席解釋進行投票表決的詳細程序。股東特別大會上提呈的決議案已由股東透過投票表決通過。投票表決結果已於二零一三年十月十八日刊登於聯交所、新加坡證券交易所及本公司網站。

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The attendance of general meetings held during the year of each Director is set out below:

各董事出席年內舉行之股東大會的情況載列於下：

Name of Directors 董事姓名		Number of general meetings attended/Number of general meetings held 已出席股東大會次數/ 已召開股東大會次數
Executive Directors	執行董事	
Mr. Leung Kwong Choi	梁廣才先生	2/2
Mr. Kwok Wai, Wilfred	郭威先生	0/2
Mr. Wong Po Keung (Note 2)	黃保強先生(附註2)	2/2
Mr. Yeung Chi Hang (Note 3)	楊智恒先生(附註3)	N/A不適用
Mr. Chung Siu Wah (Note 6)	鍾少樺先生(附註6)	N/A不適用
Mr. Zhou Hongbo (Note 1)	周洪波先生(附註1)	N/A不適用
Independent Non-executive Directors	獨立非執行董事	
Mr. Wong Kwai Sang	黃貴生先生	2/2
Mr. Chan Ka Yin	陳家賢先生	2/2
Mr. Ong Chi King (Note 5)	王子敬先生(附註5)	N/A不適用
Mr. Christopher David Thomas (Note 4)	Christopher David Thomas先生(附註4)	0/2

Notes:

1. Mr. Zhou Hongbo resigned as Executive Director and the Chairman of the Board on 30 September 2013.
2. Mr. Wong Po Keung was appointed as Executive Director on 30 September 2013.
3. Mr. Yeung Chi Hang was appointed as Executive Director on 16 January 2014.
4. Mr. Christopher David Thomas resigned as Independent Non-executive Director on 27 January 2014.
5. Mr. Ong Chi King was appointed as Independent Non-executive Director on 27 January 2014.
6. Mr. Chung Siu Wah was appointed as Executive Director on 14 August 2014.

附註：

1. 周洪波先生於二零一三年九月三十日辭任執行董事及董事會主席。
2. 黃保強先生於二零一三年九月三十日獲委任為執行董事。
3. 楊智恒先生於二零一四年一月十六日獲委任為執行董事。
4. Christopher David Thomas先生於二零一四年一月二十七日辭任獨立非執行董事。
5. 王子敬先生於二零一四年一月二十七日獲委任為獨立非執行董事。
6. 鍾少樺先生於二零一四年八月十四日獲委任為執行董事。

The forthcoming annual general meeting of the Company will be held on 19 November 2014 (the "2014 AGM"). A notice convening 2014 AGM will be published on the websites of the Stock Exchange, the Singapore Stock Exchange and the Company and dispatched together with the 2014 Annual Report to the Shareholders as soon as practicable in accordance with the Article of Association and the CG Code.

本公司將於二零一四年十一月十九日舉行應屆股東週年大會(「二零一四年股東週年大會」)。二零一四年股東週年大會通告將根據組織章程細則及企業管治守則儘快刊登在聯交所、新加坡證券交易所及本公司網站以及隨同二零一四年年報一併寄發予股東。

During the year, there was no change in the memorandum and articles of association of the Company.

年內，本公司組織章程大綱及細則概無變動。

CORPORATE GOVERNANCE REPORT

企業管治報告



SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. An annual general meeting of the Company shall be held in each year at such place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting ("EGM"). Set out below are procedures by which Shareholders may (a) convene an EGM; (b) put forward enquires to the Board; and (c) put forward proposals at general meetings. The procedures are subject to the Articles of Association and applicable legislation and regulation.

— Procedures for Shareholders to convene EGM

Any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

The written requisition must state the business to be transacted at the meeting, signed by the requisitionist(s) and deposited at the Company's registered office (with a copy of the said written requisition deposited at the Company's Hong Kong office) for the attention of the Board or the Company Secretary, and may consist of several documents in like form, each signed by one or more requisitionists. The requisition will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the requisition is proper and in order, the Company Secretary will ask the Board to convene an EGM by serving sufficient notice in accordance with the requirements under the Articles of Association to all the registered Shareholders. On the contrary, if the requisition has been verified as invalid, the requisitionist(s) will be advised of this outcome and accordingly, an EGM will not be convened as requested.

If within twenty-one days from the date of the deposit of the requisition the Board fails to proceed to convene such meeting, the requisitionist(s), may convene a meeting in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

股東的權利

本公司股東大會為股東與董事會提供一個溝通的機會。本公司每年在董事會可能釐定的地點舉行股東週年大會。每次股東大會(股東週年大會除外)應稱之為股東特別大會(「股東特別大會」)。以下載列股東可能(a)召開股東特別大會; (b)向董事會提出查詢; 及(c)於股東大會上提出建議的程序。程序受組織章程細則及適用法律及法規所規限。

— 股東召開股東特別大會的程序

任何一位或以上於遞交要求當日持有不少於有權於本公司股東大會上投票之本公司繳足股本十分之一的股東, 有權隨時透過向董事會或公司秘書發出書面要求, 要求董事會召開股東特別大會以處理要求中列明的交易; 及相關會議將於遞交相關要求後兩個月內舉行。

書面要求必須述明會議上將予處理的事務, 並由請求人簽署及存放於本公司的註冊辦事處(或上述書面要求的副本存放於本公司的香港辦事處), 註明董事會或公司秘書收; 書面要求可包含數份同樣格式的文件, 而每份文件均由一名或多名請求人簽署。本公司的香港股份過戶登記分處會核實有關要求, 於其確認要求屬妥善及有效後, 公司秘書將請董事會藉根據組織章程細則向全體登記股東送達足夠通知而召開股東特別大會。相反, 倘若要求核實為無效, 則請求人將會獲通知此結果, 而股東特別大會亦因而不會按要求召開。

如董事會在該要求遞交日期起計二十一天內, 未有妥為安排會議, 則該等請求人可以同樣方式召開會議, 請求人因董事會未能安排會議產生的所有合理費用應由本公司請求人報銷。

CORPORATE GOVERNANCE REPORT

企業管治報告



The notice period to be given to all the registered Shareholders for consideration of the proposal raised by the requisitioner(s) concerned at the EGM varies according to the nature of the proposal, as follows:

- Not less than 14 clear days' and not less than 10 clear business days' notice in writing if the proposal constitutes an ordinary resolution of the Company; and
- Not less than 21 clear days' and not less than 10 clear business days' notice in writing if the proposal constitutes a special resolution of the Company.

— Procedures for putting enquiries to the Board

Shareholders may, at any time, direct enquiries to the Board. All enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong or by email to info@greencer.com for the attention of the Board.

— Procedures for putting forward proposals at general meetings

To put forward proposals at a general meeting of the Company, a Shareholder should lodge a written request, duly signed by the Shareholder concerned, setting out the proposals at the Company's registered office (with a copy of the said written request lodged at the Company's Hong Kong office) for the attention of the Board and the Company Secretary. The request will be verified with the Company's branch share registrar in Hong Kong and upon its confirmation that the request is proper and in order, the Company Secretary will pass the request to the Board. Whether a proposal will be put to a general meeting will be decided by the Board in its discretion, unless the proposal put forward by a Shareholder is (i) pursuant to a requisition by a Shareholder to convene an EGM referred to above or (ii) forms part of ordinary business to be considered at an annual general meeting as described in Article 75 of the Articles of Association.

The procedures for Shareholders to propose a person for election as Director is posted on the Company's website at <http://www.greencer.com/>.

股東特別大會供全體登記股東考慮有關請求人所提出建議須給予的通知期因建議性質而異，載列如下：

- 倘建議構成本公司一項普通決議案，則不少於14個足日及不足於10個足營業日書面通知；及
- 倘建議構成本公司一項特別決議案，則不少於21個足日及不足於10個足營業日書面通知。

— 向董事會提出查詢的程序

股東可隨時向董事會提出直接查詢。所有查詢須以書面作出，並郵寄往本公司的香港主要營業地點或以電郵發送至 info@greencer.com，註明董事會收。

— 在股東大會提出建議的程序

如欲在本公司股東大會提出建議，股東應送交書面要求，其由有關股東妥為簽署，載列有關建議，並交回本公司的註冊辦事處（或上述書面要求的副本存放於本公司的香港辦事處），註明董事會及公司秘書收。本公司的香港股份過戶登記分處會核實有關要求，於其確認要求屬妥善及有效後，公司秘書會將要求交給董事會。建議會否提呈股東大會，將由董事會酌情決定，除非股東提出的建議(i)乃根據上述股東請求召開股東特別大會而作出或(ii)構成組織章程細則第75條內所述在股東週年大會上考慮的普通事務的一部分，則作別論。

股東提名他人參選董事的程序載於本公司網站 <http://www.greencer.com/>。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



TO THE SHAREHOLDERS OF CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED

中國環境資源集團有限公司

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of China Environmental Resources Group Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 40 to 96, which comprise the consolidated statement of financial position as at 30 June 2014, 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 a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致中國環境資源集團有限公司股東

(於開曼群島註冊成立之有限公司)

吾等已審核第40至96頁所載中國環境資源集團有限公司(「貴公司」)及其附屬公司(合稱「貴集團」)的綜合財務報表，包括於二零一四年六月三十日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定，編製及真實公允地列報綜合財務報表，以及進行董事認為必要的內部監控，以確保所編製的綜合財務報表並無因欺詐或錯誤而引致的重大失實陳述。

核數師的責任

吾等的責任是根據審核結果對該等綜合財務報表作出意見，且僅向全體股東作出報告，除此以外，本報告概不可用作其他用途。吾等概不就本報告的內容，對任何其他人士負責或承擔任何責任。吾等已根據香港會計師公會頒佈的香港核數準則進行審核工作。該等準則規定吾等須遵守道德規定，有計劃地進行核數工作以合理確保綜合財務報表並無重大失實陳述。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 30 June 2014, and of the Group's results and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

ZHONGHUI ANDA CPA Limited
Certified Public Accountants
Sze Lin Tang
Practising Certificate Number P03614

Hong Kong,
25 September 2014

審核工作涉及執程序以取得有關綜合財務報表所載金額及披露事項的審核憑證。選取該等程序取決於核數師的判斷，包括評估綜合財務報表出現重大失實陳述(不論是否因欺詐或錯誤引起)的風險。作出該等風險評估時，核數師考慮與公司編製及真實而公允地列報綜合財務報表有關的內部監控，按情況設計適當審核程序，但並非就公司的內部監控是否有效表達意見。審核工作亦包括評價董事所採用的會計政策是否恰當及所作的會計估算是否合理，以及評價綜合財務報表的整體呈列方式。

吾等相信已取得充分恰當的審核憑證，為吾等的審核意見提供基礎。

意見

吾等認為，綜合財務報表真實中肯反映貴集團於二零一四年六月三十日的狀況，及貴集團截至二零一四年六月三十日止年度的業績及現金流量，綜合財務報表已根據香港財務報告準則妥為編製且符合香港《公司條例》的披露規定。

中匯安達會計師事務所有限公司
執業會計師
施連燈
執業牌照號碼P03614

香港，
二零一四年九月二十五日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

		Notes 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Revenue	收益	7	9,955	31,014
Cost of sales	銷售成本		(2,622)	(4,820)
Gross profit	毛利		7,333	26,194
Other income	其他收入	9	1,483	7,670
Selling and distribution costs	銷售及分銷成本		—	(11)
Administrative expenses	行政開支		(47,816)	(49,880)
Other operating losses	其他經營虧損		(1,102)	(350)
Loss arising from changes in fair value less costs to sell of biological assets	生物資產公允價值變動減出售成本產生之虧損		(38,962)	(31,416)
Loss from operations	經營虧損		(79,064)	(47,793)
Finance cost	融資成本	10	(6)	(11)
Loss before tax	除稅前虧損		(79,070)	(47,804)
Income tax credit	所得稅抵免	11	9,909	5,672
Loss for the year attributable to owners of the Company	本公司擁有人應佔年度虧損	12	(69,161)	(42,132)
Other comprehensive income after tax:	除稅後其他全面收入：			
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益之項目：</i>			
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額		(12,262)	14,918
Total comprehensive loss for the year attributable to owners of the Company	本公司擁有人應佔年度全面虧損總額		(81,423)	(27,214)
				(Restated) (重列)
Loss per share	每股虧損	14		
Basic (HK cents per share)	基本(每股港仙)		(11)	(23)
Diluted (HK cents per share)	攤薄(每股港仙)		(11)	(23)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 30 June 2014 於二零一四年六月三十日

		Notes 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Non-current assets				
	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	2,250	2,186
Biological assets	生物資產	17	710,248	750,671
Intangible assets	無形資產	18	129,421	120,949
Secured deposit for acquisition of subsidiaries	收購附屬公司之 有抵押按金	19	150,000	—
			991,919	873,806
Current assets				
	流動資產			
Inventories	存貨	20	—	227
Trade and other receivables	應收賬款及其他應收款項	21	11,036	24,804
Financial assets at fair value through profit or loss	按公允值計入損益之 金融資產	22	3,753	—
Bank and cash balances	銀行及現金結餘		64,157	29,492
			78,946	54,523
Current liabilities				
	流動負債			
Trade and other payables	應付賬款及其他應付款項	23	8,481	11,759
Amount due to a former director	應付前董事款項	24	—	1,799
Finance lease payables	應付融資租賃	25	47	46
Current tax liabilities	流動稅項負債		7,421	6,262
			15,949	19,866
Net current assets	流動資產淨額		62,997	34,657
Total assets less current liabilities	資產總額減流動負債		1,054,916	908,463

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 30 June 2014 於二零一四年六月三十日

		Notes 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Finance leases payables	應付融資租賃	25	49	96
Deferred tax liabilities	遞延稅項負債	26	211,178	197,659
			211,227	197,755
NET ASSETS	資產淨值		843,689	710,708
Capital and reserves	資本及儲備			
Share capital	股本	27	18,857	3,654
Reserves	儲備		824,832	707,054
TOTAL EQUITY	權益總額		843,689	710,708

The consolidated financial statements on pages 40 to 96 were approved and authorised for issue by the Board of Directors on 25 September 2014 and are signed on its behalf by:

第40至96頁所載綜合財務報表乃經董事會於二零一四年九月二十五日批准及授權發行，並由以下董事代表董事會簽署：

Kwok Wai, Wilfred
郭威
Director
董事

Leung Kwong Choi
梁廣才
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Share premium account	Shares held by escrow agent for settlement of acquisition consideration 託管代理為結算收購代價而持有的股份	Statutory reserve	Capital reserve	Share-based compensation reserve	Foreign currency translation reserve	Retained profits / (accumulated losses)	Total
		股本	股份溢價賬	而持有的股份	法定儲備	股本儲備	股份酬金儲備	外匯兌換儲備	保留溢利 / (累計虧損)	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 July 2012	二零一二年七月一日	128,270	759,395	(35,721)	5,407	76	16,382	77,573	(262,674)	688,708
Total comprehensive loss for the year	年度全面虧損總額	—	—	—	—	—	—	14,918	(42,132)	(27,214)
Lapsed of share options	購股權失效	—	—	—	—	—	(15,392)	—	15,392	—
Settlement of acquisition consideration	結付收購代價	—	—	35,721	—	—	—	—	1,043	36,764
Capital reduction	股本削減	(125,704)	—	—	—	—	—	—	125,704	—
Placement of new shares	配售新股	1,088	11,362	—	—	—	—	—	—	12,450
At 30 June 2013	二零一三年六月三十日	3,654	770,757	—	5,407	76	990	92,491	(162,667)	710,708
At 1 July 2013	於二零一三年七月一日	3,654	770,757	—	5,407	76	990	92,491	(162,667)	710,708
Total comprehensive loss for the year	年度全面虧損總額	—	—	—	—	—	—	(12,262)	(69,161)	(81,423)
Open offer (Note 27(i))	公开发售(附註27(i))	12,060	144,973	—	—	—	—	—	—	157,033
Placement of new shares (Note 27(ii))	配售新股(附註27(ii))	3,143	54,228	—	—	—	—	—	—	57,371
At 30 June 2014	於二零一四年六月三十日	18,857	969,958	—	5,407	76	990	80,229	(231,828)	843,689

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Cash flows from operating activities	經營活動所得現金流		
Loss before tax	除稅前虧損	(79,070)	(47,804)
Adjustments for:	已就下列各項調整：		
Depreciation	折舊	768	676
Finance cost	融資成本	6	11
Net loss on fair value changes on financial assets at fair value through profit or loss	按公允值計入損益之金融資產公允值變動之虧損淨額	1,102	—
Loss on disposals of property, plant and equipment	出售物業、廠房及設備之虧損	7	—
Impairment loss on patents	專利減值虧損	—	350
Amortisation of intangible assets	無形資產攤銷	5,312	4,937
Loss arising from changes in fair value less costs to sell of biological assets	生物資產公允值變動減銷售成本產生之虧損	38,962	31,416
Changes in fair value of purchase consideration payable	應付收購代價公允值變動	—	(4,217)
Reversal of impairment loss on interest in an associate	聯營公司權益減值虧損之撥回	—	(532)
Gain on disposal of interest in an associate	出售聯營公司權益之收益	—	(156)
Gain on transfer of intangible assets	轉讓無形資產之收益	—	(196)
Operating loss before working capital changes	營運資金變動前之經營虧損	(32,913)	(15,515)
Changes in financial assets at fair value through profit or loss	按公允值計入損益之金融資產變動	(4,855)	—
Change in inventories	存貨變動	227	108
Change in trade and other receivables	應收賬款及其他應收款項變動	13,768	22,612
Change in trade and other payables	應付賬款及其他應付款項變動	(3,278)	3,755
Change in amount due to a related party	應付一名關連人士款項變動	—	(4,842)
Change in amount due to a former director	應付一名前董事款項變動	(1,799)	1,799
Cash (used in)/generated from operations	經營(所用)/所得現金	(28,850)	7,917
Interest paid	已付利息	(6)	(11)
Net cash (used in)/generated from operating activities	經營活動(所用)/所得現金淨額	(28,856)	7,906

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Cash flows from investing activities	投資活動所得現金流		
Refund of deposit in relation to acquisition of long term assets	收購長期資產之退回按金	—	12,000
Net proceeds from transfer of intangible assets	轉讓無形資產所得款項淨額	—	616
Net proceeds from disposal of interest in an associate	出售於聯營公司之權益所得款項淨額	—	688
Payments for purchase consideration payable	應付購買代價款項	—	(4,740)
Purchase of property, plant and equipment	購買物業、廠房及設備	(840)	—
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	1	—
Deposit paid in relation to acquisition of a subsidiary	收購附屬公司已付按金	(150,000)	—
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額	(150,839)	8,564
Cash flows from financing activities	融資活動所得現金流		
Repayment of finance lease payables	償還應付融資租賃	(46)	(43)
Net proceeds from the placing of new shares	配售新股所得款項淨額	57,371	12,450
Net proceeds from the open offer	公開發售所得款項淨額	157,033	—
Net cash generated from financing activities	融資活動所得現金淨額	214,358	12,407
Net increase in cash and cash equivalents	現金及等同現金項目增加淨額	34,663	28,877
Effect of foreign exchange rate changes	外匯匯率變動的影響	2	(105)
Cash and cash equivalents at beginning of year	年初之現金及等同現金項目	29,492	720
Cash and cash equivalents at end of year	年終之現金及等同現金項目	64,157	29,492
Analysis of cash and cash equivalents	現金及等同現金項目分析		
Bank and cash balances	銀行及現金結餘	64,157	29,492

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

1. GENERAL INFORMATION

China Environmental Resources Group Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Uglan House, South Church Street, P.O. Box 309, George Town, Grand Cayman, Cayman Islands, British West Indies. The address of its principal place of business is 2/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Singapore Exchange Limited.

The principal activities of the Company and its subsidiaries (collectively known as the “Group”) are sales and distribution of plantation products, environmental system and plantation materials and the provision of green technology services.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 July 2013. HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standard, and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current year and prior years except as stated below.

HKFRS 13 “Fair Value Measurement”

HKFRS 13 “Fair Value Measurement” establishes a single source of guidance for all fair value measurements required or permitted by HKFRSs. It clarifies the definition of fair value as an exit price, which is defined as a price at which an orderly transaction to sell the asset or transfer the liability would take place between market participants at the measurement date under market conditions, and enhances disclosures about fair value measurements.

1. 一般資料

中國環境資源集團有限公司(「本公司」)是於開曼群島註冊成立的有限責任公司。註冊辦事處位於 Uglan House, South Church Street, P.O. Box 309, George Town, Grand Cayman, Cayman Islands, British West Indies，主要營業地點位於香港灣仔港灣道6-8號瑞安中心2樓。本公司股份於香港聯合交易所有限公司(「聯交所」)主板及新加坡證券交易所上市。

本公司與其附屬公司(統稱「本集團」)的主要業務為種植產品、環保系統及種植材料之銷售及分銷以及提供綠色科技服務。

2. 採納新訂及經修訂香港財務報告準則

於本年度，本集團已採納香港會計師公會(「香港會計師公會」)頒佈並與本集團之業務有關且於二零一三年七月一日開始之會計年度已生效之所有新訂及經修訂香港財務報告準則(「香港財務報告準則」)。香港財務報告準則包括香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則對本集團之會計政策、本集團財務報表之呈列及就本年度及過往年度所呈報之金額造成重大變動，惟下述者除外。

香港財務報告準則第13號「公允值計量」

香港財務報告準則第13號「公允值計量」為所有須就香港財務報告準則之要求或其容許時計量公允值建立單一指引來源。該準則釐清公允值之定義，即在市場參與者於計量日期進行之有序交易中，出售資產所收取或轉讓負債所支付之價格(即平倉價)，藉以增加公允值計量之披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

HKFRS 13 “Fair Value Measurement” (Continued)

The adoption of HKFRS 13 only affects disclosures on fair value measurements in the consolidated financial statements. HKFRS 13 has been applied prospectively.

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

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

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

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of biological assets which are carried at their fair values less costs to sell and financial assets at fair value through profit or loss which are carried at their fair values. These financial statements are presented in Hong Kong Dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

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

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

2. 採納新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第13號「公允值計量」(續)
香港財務報告準則第13號僅影響綜合財務報表之公允值計量披露。香港財務報告準則第13號已按未來適用基準應用。

本集團並無應用已頒布惟尚未生效之新香港財務報告準則。本集團已開始評估該等新香港財務報告準則之影響，惟尚未能斷定該等新香港財務報告準則是否會嚴重影響其經營及財務狀況。

3. 重大會計政策

合規聲明

此等財務報表乃根據香港會計師公會所頒佈之香港財務報告準則、香港公認會計原則及香港聯合交易所有限公司證券上市規則(「上市規則」)及香港公司條例所規定之適用披露。

此等財務報表乃根據歷史成本慣例編製，並經生物資產(按公允值減出售成本列值)及按公允值計入損益之金融資產(按公允值列值)之重新估值調整。此等財務報表乃按港元(「港元」)呈列，除另有指明外，所有數值均湊整至最接近千位數。

為遵守香港財務報告準則，編製財務報表時須使用若干主要假設及估計，亦要求董事於應用會計政策之過程中作出判斷。有關涉及關鍵判斷之範疇及假設及估計對此等財務報表而言屬重大之範疇，請參閱財務報表附註4之披露。

已於此等財務報表應用之重大會計政策列載如下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Consolidation

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

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

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

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

Foreign currency translation

(a) Functional and presentation currency

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

3. 重大會計政策(續)

綜合入賬

綜合財務報表包括本公司及其附屬公司截至六月三十日止之財務報表。附屬公司是指本集團對其擁有控制權的實體。當本集團承受或享有參與實體所得的可變回報，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。當本集團的現有權力賦予其目前掌控有關業務(即大幅影響實體回報的業務)時，則本集團對該實體行使權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有的潛在投票權，以釐定其是否擁有控制權。在持有人能實際行使潛在投票權的情況下，方會考慮其權利。

附屬公司在控制權轉移至本集團之日綜合入賬，而在控制權終止之日起停止綜合入賬。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易提供憑證顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。倘有需要，附屬公司之會計政策會作出調整，以確保符合本集團採納之政策。

外幣匯兌

(a) 功能及呈列貨幣

本集團各實體財務報表內之項目，均以實體經營業務之主要經濟環境之貨幣(「功能貨幣」)計算。綜合財務報表以港元列賬，其為本公司之功能和呈列貨幣。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currency translation (Continued)

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

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

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

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

(c) Translation on consolidation

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

- (i) 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;
- (ii) Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- (iii) All resulting exchange differences are recognised in the foreign currency translation reserve.

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

3. 重大會計政策(續)

外幣匯兌(續)

(b) 各實體財務報表內之交易及結餘

外幣交易於首次確認時按交易日之現行匯率折算為功能貨幣。以外幣計值之貨幣資產及負債按各呈報期末之匯率折算。該折算政策所產生之收益及虧損於收益表確認。

按公允值計量及以外幣計值之非貨幣項目乃按釐定公允值當日之匯率折算。

當非貨幣項目之盈虧於其他全面收支確認時，該盈虧之任何匯兌部份於其他全面收支確認。當非貨幣項目之盈虧於損益確認時，該盈虧之任何匯兌部份於損益確認。

(c) 於綜合賬目時兌換

功能貨幣有別於本公司呈列貨幣的所有集團實體的業績及財務狀況乃按下列方式兌換為本公司的呈列貨幣：

- (i) 所呈列財務狀況表內的資產及負債乃按該財務狀況表日期的收市匯率兌換；
- (ii) 收益及開支乃按平均匯率兌換(除非該平均值並非該等交易日期當時匯率的累計影響的合理約數，在此情況下收益及開支則按交易日期的匯率兌換)；及
- (iii) 所有導致的匯兌差額乃於外幣兌換儲備中確認。

於綜合賬目時，兌換海外實體的投資淨額及借款時產生的匯兌差額乃於外幣兌換儲備中確認。當出售海外業務時，有關匯兌差額乃於綜合損益表內確認為出售時的收益或虧益之一部份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment

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

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

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

Leasehold improvement	Over the shorter of 20%–33% or the remaining unexpired terms of the leases
Furniture, fixtures and office equipment	19%–33%
Motor vehicle	10%–20%

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

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.

3. 重大會計政策(續)

物業、機器及設備

物業、機器及設備乃按成本列值減累計折舊及減值虧損。

只有當與該項目相關的日後經濟利益可能流入本集團且該項目的成本可以可靠地計量時，往後的成本才計入該資產的賬面值或確認為獨立資產(視情況而定)。所有其他維修及保養乃於產生期間內於損益內列為開支。

物業、機器及設備的折舊乃按足以撇銷其成本的數值減其估計可使用年期內的剩餘價值以直線法計算。主要年度數值如下：

租賃裝修	20%–33%或租賃之餘下未屆滿期間(以較短者為準)
傢具、裝置及辦公室設備	19%–33%
汽車	10%–20%

於報告期末日，剩餘價值、可使用年期及折舊法均會檢討及調整(如適合)。

出售物業、機器及設備的收益或虧損乃銷售所得淨額及有關資產的賬面值之間的差額，並於損益表內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases

The Group as lessee

(i) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

(ii) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. At the commencement of the lease term, a finance lease is capitalised at the lower of the fair value of the leased asset and the present value of the minimum lease payments, each determined at the inception of the lease.

The corresponding liability to the lessor is included in the statement of financial position as finance lease payable. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Assets under finance leases are depreciated the same as owned assets.

The Group as lessor

(i) Operating leases

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

3. 重大會計政策(續)

租賃

本集團為承租人

(i) 經營租賃

並無將資產擁有權的所有風險及回報絕大部分轉移至本集團的租賃均視為經營租賃。租賃款項在扣除自出租人收取的任何獎勵金後，於租賃期內以直線法確認為開支。

(ii) 財務租賃

凡將資產所有權之絕大部份風險及回報轉讓予本集團之租約，均計為財務租賃。財務租賃於租期開始時按租賃資產之公平價值及最低租金現值(各自於租賃訂立時釐定)之較低者資本化。

出租人之相應債務於財務狀況表中列作應付財務租賃。租金按比例分配為融資費用及削減尚未償還債務。融資費用於各租期內分攤，以便就債務結餘計算一個固定之定期利率。

於財務租賃下之資產與自置資產按同樣方法計算折舊。

本集團為出租人

(i) 經營租賃

當租賃資產所有權的絕大部份風險及回報並無轉讓予承租人，該租賃合同以經營租賃入賬。經營租賃之租金收入於租賃期內按直線法確認。

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綜合財務報表附註

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately. Amortisation is calculated on a straight-line basis over their estimated useful lives of 30 years.

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Patents

Patents are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight line basis over their estimated useful life of 7 to 10 years.

Biological assets

A biological asset is defined as a living plant managed by an enterprise which is involved in the agricultural activity of the transformation of biological assets for sale, into agricultural produce, or into additional biological assets.

Biological assets comprise standing timber in the People's Republic of China (the "PRC"), which are stated at fair value less costs to sell at initial recognition and at the end of each reporting period. The gain or loss arising on initial recognition, and subsequent change in fair values less costs to sell of biological assets is recognised in profit or loss in the reporting period in which it arises. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance cost and taxes, standing timber is transferred to inventory at its fair value less costs to sell at the date of harvest.

3. 重大會計政策(續)

無形資產

業務合併所購無形資產

業務合併所購及於商譽以外另行確認之無形資產。於收購日期按公允值(被視為成本)初步確認。

初步確認後，業務合併所購無形資產按成本減累計攤銷及累計減值虧損(如有)後計量，基準與另行收購之無形資產相同。攤銷以直線基準按其估計可使用年期30年計算。

研發開支

研究活動開支於其產生期間確認為支出。

專利

專利按成本減累計攤銷及減值虧損列賬。攤銷以直線基準按預計可使用年期7至10年計算。

生物資產

生物資產指由參與將待售生物資產轉為農業生產或其他生物資產的農業活動之企業所管理的植物。

生物資產包括位於中華人民共和國(「中國」)的未採伐林木，以公允值減初步確認時及各報告期結算日之待售成本列賬。初步確認所產生的損益及公允值之其後變動減生物資產待售成本於所產生報告期內於損益確認。待售成本包括直接因出售資產而增加之成本，惟不包括融資成本及稅項以及將未採伐林木按公允值減採伐日期之待售成本轉為存貨。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. 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.

Recognition and derecognition of financial instruments

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

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

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

Investments

Investments are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs except in the case of financial assets at fair value through profit or loss.

Financial assets at fair value through profit or loss are either investments classified as held for trading or designated as at fair value through profit or loss upon initial recognition. These investments are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in profit or loss.

3. 重大會計政策(續)

存貨

存貨按成本與可變現淨值兩者中的較低者列賬。成本以先入先出法釐訂。製成品及在製品之成本包括原料、直接人工、適當比例之所有生產經常性開支及(如適用)分包費。可變現淨值乃日常業務過程中之估計銷售價格減估計完成成本及進行銷售所必要之估計成本。

確認及終止確認金融工具

倘本集團乃工具合約條款之訂約方，則金融資產及金融工具於財務狀況表確認。

於收取資產現金流量之已訂約權利屆滿；本集團轉讓資產擁有權之絕大部分風險及回報；或本集團既無轉讓亦不保留資產擁有權之絕大部分風險及回報；但不保留資產之控制權時，終止確認金融資產。終止確認一項金融資產時，資產賬面值與已直接於其他全面收入確認之已收代價以及累計損益之總和之間之差額於損益內確認。

倘相關合約訂明之責任解除、註銷或失效，則終止確認金融負債。已終止確認金融負債賬面值與已付代價之差額於損益內確認。

投資

對於購買和出售的投資合同，如果其要求在相關市場中的規則或慣例通常約定的時間內交付該項投資，則有關投資會按交易日會計方法進行確認及終止確認，並初始按公允值加直接應佔交易費用計量，按公允值計入損益之財務資產除外。

按公允值計入損益之財務資產乃持作買賣或於初步確認時指定按公允值計入損益之投資。該等投資其後按公允值計算。因該等投資之公允值變動所產生之收益或虧損乃於收支表內確認。

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綜合財務報表附註

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

Impairment losses are reversed in subsequent periods and recognised in profit or loss when an increase in the receivables' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

Cash and cash equivalents

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

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.

3. 重大會計政策(續)

貿易及其他應收款

貿易及其他應收款為附有固定或可釐訂支付款項，且未於活躍市場報價之非衍生金融資產，並於初始確認時按公允值入賬，其後使用實際利率法按攤銷成本減去減值撥備釐定。倘有客觀證據顯示本集團將不能根據應收款項的原有期限收取所有到期金額，將會就貿易及其他應收款作出減值撥備。撥備金額乃應收款賬面值與估計未來現金流量的現值的差額，按初始確認時計算之實際利率貼現。撥備金額於損益中確認入賬。

於往後期間，倘應收款之可收回金額增加與確認減值後所發生之事項客觀相連，則可撥回減值虧損並於損益內確認，惟於撥回減值日之應收款賬面值不得高於倘並無確認減值之攤銷成本。

現金及現金等價物

就現金流量表而言，現金及現金等價物指銀行及手頭上的現金、銀行及其他金融機構之活期存款、可轉為已知數量之現金及沒有明顯變值風險之短期高流動性投資。銀行透支應要求償還並構成本集團現金管理之主要部份，亦計入現金及現金等價物之內。

金融負債及權益工具

金融負債及權益工具乃根據所訂立合約安排之內容，及香港財務報告準則中金融負債和權益工具之定義予以分類。權益工具為可證明於本集團資產之餘額權益經扣除其所有負債後之任何合約。就特定金融負債及權益工具採納之會計政策載列如下。

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綜合財務報表附註

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 twelve months after the reporting period.

Trade and other payables

Trade and other payables are stated 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.

Equity instruments

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

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Revenue from the sales of plantation products and trading of plantation materials are recognised on transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.

Green technology advisory fee income is recognised when the service is rendered, provided that the costs involved can be measured reliably.

Interest income is recognised on a time-proportion basis using the effective interest method.

3. 重大會計政策(續)

借款

借款初始按公允值扣除所產生交易成本入賬，其後則採用實際利息法按攤銷成本入賬。

借款被分類為流動負債，惟本集團有權無條件地遞延清償負債至報告期間起計至少十二個月後則除外。

貿易及其他應付款

貿易及其他應付款初始按其公允值列賬，並於其後採用實際利息法按攤銷成本計算，除非貼現之影響輕微，則在此情況下按成本列賬。

權益工具

由本公司所發行的權益工具乃按收取的所得款項減直接發行成本記錄。

收益確認

收益乃按已收或應收代價之公允值計量，並於經濟利益可能流入本集團及收益金額可以可靠地計量時確認。

銷售種植產品及種植材料之收益於轉移擁有權之重大風險及回報時確認，此時間多數與貨品交付及擁有權轉移至客戶之時間一致。

綠色科技顧問費收入於提供服務時確認，前提為相關成本能準確計量。

利息收入乃採用實際利率法按時間比例基準確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Employee benefits

(a) Employee leave entitlements

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

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

(b) Pension obligations

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

(c) Termination benefits

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

Equity-settled share-based payment transactions

Share options granted to directors and employees

The fair value of services received is determined by reference to the fair value of the share options granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share-based compensation reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in profit or loss, with a corresponding adjustment to share-based compensation reserve.

At the time when the share options are exercised, the amount previously recognised in share-based compensation reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

3. 重大會計政策(續)

僱員福利

(a) 僱員應享有之假期

僱員應享有之年假及長期服務假期在僱員應享有時計入。就僱員於截至報告期間止所提供服務而應享有之年假及長期服務假期之估計負債作出撥備。

僱員享有之病假及產假於休假時始予確認。

(b) 退休金承擔

本集團向所有僱員均可參與之定額供款退休計劃作出供款。本集團與僱員對計劃之供款乃按僱員基本薪金之若干百分比供款。於損益內扣除之退休福利計劃費用乃指本集團應付基金之供款。

(c) 終止福利

終止福利於本集團不能再取消提供該等福利及本集團確認重組成本及計入終止福利付款時(以日期較早者為準)確認。

以權益結算及以股份為基礎付款的交易

授予董事及僱員的購股權

所獲服務的公允值乃參考購股權於授出日期的公允值釐定，於歸屬期按直線法支銷，並於權益(股份酬金儲備)作相應增加。

本集團於報告期結算日修訂預期最終會歸屬的購股權數目估計。歸屬期間修訂估計的影響(如有)於損益賬確認，並會相應調整股份酬金儲備。

購股權獲行使時，過往於股份酬金儲備確認的數額將轉撥至股份溢價。倘購股權於歸屬日後被沒收或於屆滿日仍未獲行使，則過往於購股權儲備確認的數額將轉至累計虧損。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity-settled share-based payment transactions

(Continued)

Share options granted to consultants

Share options issued in exchange for services provided by consultants are measured at the fair values of the services received, unless that fair value cannot be reliably measured, in which case services received are measured by reference to the fair value of the share options granted. The fair values of the services received are recognised as expenses, with a corresponding increase in equity (share-based compensation reserve), when the counterparties render services, unless the services qualify for recognition as assets.

Taxation

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

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

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

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.

3. 重大會計政策(續)

以權益結算及以股份為基礎付款的交易(續)

授予諮詢師的購股權

為換取顧問提供的服務而發行的購股權按所獲服務的公允值計量，除非公允值無法可靠計量，則所獲服務的公允值參考所授購股權的公允值計量。所獲服務的公允值於對手方提供服務時確認為開支，並相應增加權益(以股份為基礎的薪酬儲備)，惟有關服務合資格確認為資產則除外。

稅項

所得稅指現時應付稅項及遞延稅項總額。

現時應付稅項乃按年度應課稅溢利計算。應課稅溢利不包括其他年度之應課稅或應扣減之收入及開支項目，亦不包括可作免稅或不可作稅項扣減之項目，故與損益所確認溢利不同。本集團之當期稅項負債按其於報告期末前已訂立或大致上訂立之稅率計算。

遞延稅項就財務報表內資產及負債賬面值與計算應課稅溢利所採用相應稅基之差額予以確認。遞延稅項負債一般按所有應課稅暫時性差額確認，遞延稅項資產則於很可能對銷應課稅溢利應用可扣減暫時差額之情況下，未用稅項虧損及未用稅項抵免均可動用才予以確認。倘暫時差額由商譽或初次確認一項不影響稅項溢利或會計溢利之交易之其他資產及負債(業務合併除外)所產生，則有關資產及負債不予確認。

遞延稅項負債就於附屬公司之投資所產生應課稅暫時差額予以確認，若本集團有能力控制暫時差額還原，而暫時差額很可能不會於可見將來還原則除外。

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For the year ended 30 June 2014 截至二零一四年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

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

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.

Related parties

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

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

3. 重大會計政策(續)

稅項(續)

遞延稅項資產之賬面值乃於各報告期末進行檢討，並予以相應扣減，直至並無足夠應課稅溢利可供全部或部份遞延稅項資產可予應用為止。

遞延稅項根據於報告期末前已訂立或大致上訂立之稅率，按預期適用於負債清償或資產變現期間之稅率計算。遞延稅項於損益中確認，除非遞延稅項關乎於其他全面收入或直接於權益確認之項目，在該情況下遞延稅項亦於其他全面收入或權益中確認。

遞延稅項資產及負債之計量反映本集團預期於報告期末收回或結付該資產及負債賬面值之方式所致使之稅務後果。

當擁有按法例可強制執行權利以抵銷本期稅項資產與本期稅項負債，及當有關權利涉及由同一稅務當局徵收之所得稅，以及本集團計劃按淨額基準結算其本年度稅項資產及負債時，遞延稅項資產及負債則互相抵銷。

關連人士

關連人士為與本集團有關連的個人或實體。

- (A) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本公司或本公司母公司的主要管理層成員。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties (Continued)

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

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (A).
- (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Impairment of assets

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

3. 重大會計政策(續)

關連人士(續)

(B) 倘符合下列任何條件，即實體與本集團有關連：

- (i) 該實體與本公司屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方的合營企業。
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
- (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。倘本集團本身便是該計劃，提供資助的僱主亦與本集團有關連。
- (vi) 實體受(A)所識別人土控制或受共同控制。
- (vii) 於(A)(i)所識別人土對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

資產減值

於各報告期結算日，本集團對其有形及無形資產之賬面值作出評估(生物資產、透過損益按公允值列賬之財務資產、存貨及應收款項)，以釐定有否任何跡象顯示該等資產出現減值虧損。如果存在任何此類跡象，則會對資產的可收回金額作出估計，以確定任何減值虧損之程度。倘若不大可能估計個別資產的可收回金額，則本集團估計資產屬於的現金產生單位的可收回金額。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of assets (Continued)

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

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

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

Provisions and contingent liabilities

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

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

3. 重大會計政策(續)

資產減值(續)

可收回金額為公允值減去銷售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃以稅前貼現率貼現至現值，該貼現率能反映當前市場所評估之貨幣時間值及資產特定風險。

倘資產或現金產生單位之可收回金額估計將少於其賬面值，則資產或現金產生單位之賬面值會減少至其可收回金額。減值虧損會即時於損益確認為開支，除非相關資產按重估金額列賬，在該情況下減值虧損被視作重估減少處理。

倘減值虧損其後撥回，則增加資產或現金產生單位之賬面值至其可收回數額之修訂後估計金額，惟增加後之賬面值不能超過倘於過往年度並無確認該資產或現金產生單位之減值虧損而應確定之賬面值(扣除攤銷或折舊)。減值虧損之撥回會於損益內即時確認，惟在有關資產按重估金額列賬之情況下，減值虧損之撥回則被當作重估增值。

撥備及或然負債

當本集團因過去事項須承擔法定責任或推定責任，而履行該責任很可能需要付出經濟效益並能可靠估計其數額時，便為未確定時間或金額之負債確認撥備。倘金錢時間值屬重大，則按預期履行該責任所需支出之現值列報撥備。

當不大可能有需要付出經濟效益，或其數額未能可靠估計，除非付出經濟效益之可能性極小，否則披露該責任為或然負債。當潛在責任之存在僅能以一宗或數宗未來事項發生或不發生來證實，除非付出經濟效益之可能性極小，否則亦披露為或然負債。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Events after the reporting period

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

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

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) Fair values of biological assets

The Group appointed an independent professional valuer to assess the fair values of the biological assets. In determining the fair values, 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 is reflective of the current market conditions.

(b) Impairment of intangible assets

The Group assesses whether there are any indicators of impairment for all intangible assets at the end of each reporting period. Such assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an assets or a cash-generating unit exceeds its recoverable amount, which is higher of its fair value less costs to sell and its value in use. To calculate the fair value less costs to sell, the management estimates the expected future cash flows from the asset or cash-generating unit and chooses a suitable discount rate in order to derive the present value of those cash flows.

3. 重大會計政策(續)

報告期後事項

呈報本集團於報告期末狀況額外資料之報告期後事項或該等顯示持續經營假設為不適當之資料乃調整事項，並於財務報表內反映。屬非調整事項之報告期後事項如屬重大者，乃於綜合財務報表附註內披露。

4. 重要判斷及主要估計

估計不確定因素的主要來源

下文載述對下一個財政年度之資產及負債賬面值作出重大調整之重大風險之有關未來之主要假設及於呈報期末估計不明朗因素之其他主要來源：

(a) 生物資產之公允值

本集團委任獨立專業估值師評估生物資產的公允值。於釐定公允值時，估值師運用涉及若干估計的估值方法。董事經運用判斷後，認為估值方法能反映現時市況。

(b) 無形資產減值

本集團於各報告期末評估是否存在跡象表明所有無形資產減值。有關資產於存在跡象指示賬面值可能無法收回時進行減值測試。當資產或現金產生單位之賬面值超過其可收回金額(即其公允值減出售成本與其使用價值之較高者)時，則出現減值。計算公允值減出售成本時，管理層預估資產或現金產生單位之預期未來現金流量並選擇合適貼現率，從而得出該等現金流量之現值。

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4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONTINUED)

Key sources of estimation uncertainty (Continued)

(c) Property, plant and equipment and depreciation

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

(d) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed. If the financial conditions of the debtors were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

(e) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

4. 重要判斷及主要估計(續)

估計不確定因素的主要來源(續)

(c) 物業、廠房及設備及折舊

本集團就本集團的物業、廠房及設備釐定估計可使用年期、剩餘價值及相關的折舊開支。估計乃基於性質及用途類似的物業、廠房及設備的實際可使用年期及剩餘價值的歷史經驗。可使用年期及剩餘價值與原先估計不同時，本集團將重訂折舊開支，或撤銷或撤減技術過時或已報廢或出售之非戰略性資產。

(d) 呆壞賬減值虧損

本集團之呆壞賬減值虧損乃根據對貿易及其他應收款項可收回性之評估而確認，包括每名債務人目前之信譽及過往收款記錄。於發生顯示餘額可能無法收回之事件或情況變動下會出現減值。本集團需憑判斷及估計識別呆壞賬。倘實際結果有別於原來估計，則該等差額將於上述估計出現變動之年度影響貿易及其他應收款項及呆賬開支之賬面值。倘債務人之財務狀況變差而導致其付款能力出現減值，則可能需要做出額外撥備。

(e) 所得稅

本集團須於多個司法權區繳納所得稅。釐定所得稅撥備須作出重大估計。於業務一般過程中存在許多最終稅項並無確切釐定之交易及計算。倘該等事項之最終稅務結果與起初錄得之金額有差異，該等差異將影響有關釐定發生期間之所得稅及遞延稅項撥備。

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5. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, price 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 Hong Kong dollars and Renminbi which are the functional currencies of the principal operating entities of the Group. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(b) Price risk

The Group's financial assets at fair value through profit or loss are measured at fair value at the end of each reporting period. Therefore, the Group is exposed to equity price risk. The directors manage this exposure by maintaining a portfolio of investments with difference risk profiles. The Group's equity price risk is mainly concentrated on equity instruments quoted in the Stock Exchange.

At 30 June 2014, if the share prices of the investments increase/decrease by 10%, profit or loss for the year would have been HK\$375,000 higher/lower, arising as a result of the fair value gain/loss of the investment.

(c) Credit risk

The carrying amount of the bank and cash balances, trade and other receivables and financial assets at fair value through profit or loss included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

5. 金融風險管理

本集團的活動令其承受多種金融風險：外幣風險、價格風險、信貸風險、流動資金風險及利率風險。本集團整體風險管理計劃專注於金融市場的不可預測性，以減少對本集團財務表現的潛在不利影響。

(a) 外幣風險

由於大部分業務交易、資產及負債主要以本集團主要營運公司的功能貨幣港元及人民幣計值，故本集團的外匯風險甚微。本集團現時並無有關外匯交易、資產及負債的外匯對沖政策。本集團會密切監控外匯風險，並於有需要時考慮對沖重大外匯風險。

(b) 價格風險

本集團於損益賬按公允值處理之金融資產於報告期末按公允值計量，因此本集團承擔股本價格風險。董事透過維持不同風險的投資組合來管理風險。本集團之股本價格風險主要集中於在聯交所所報之股本工具。

於二零一四年六月三十日，如投資之股價增加／減少10%，則將因投資公允值收益／虧損而導致年內損益增加／減少375,000港元。

(c) 信貸風險

財務狀況表中銀行及現金結餘、應收賬款及其他應收款項及透過損益按公允值計量之金融資產的賬面值為本集團就本集團金融資產面臨的最高信貸風險。

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5. FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Credit risk (Continued)

At the end of the reporting period, the Group had certain concentration of credit risk as approximately 92% (2013: 96%) of the Group's trade receivables were due from the Group's largest trade debtor. The Group has policies in place to ensure that provision of services are made to customers with an appropriate credit history. The Group reviews the recoverable amount of the trade and other receivables on a regular basis and provision for doubtful debts is made in accordance with the Group's policies. In addition, the Management reviews the recoverable amount of each individual trade debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the Management consider that the Group's credit risk is significantly reduced.

(d) 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 of the Group's financial liabilities is as follows:

5. 金融風險管理(續)

(c) 信貸風險(續)

於報告期末，本集團承擔一定信貸集中風險，因為本集團之應收賬款中約92%（二零一三年：96%）來自本集團最大貿易債務人。本集團設有政策確保服務乃提供予擁有適宜信貸記錄之客戶。本集團定期審閱應收賬款及其他應收款項之可收回金額，並根據本集團政策就呆賬計提撥備。此外，管理層定期檢視各筆貿易債務，以確保已就不可收回債務確認足夠減值虧損。就此而言，管理層認為本集團之信貸風險大幅減低。

(d) 流動資金風險

本集團的政策是定期監察現時及預期流動資金需要，確保維持充足的現金儲備滿足短期及長期流動資金需要。

本集團金融負債之到期日分析如下：

		Within 1 year or on demand 一年以內 或應要求 HK\$'000 千港元	More than 1 year but less than 2 years 一年以上 兩年以內 HK\$'000 千港元	More than 2 years but less than 5 years 兩年以上 五年以內 HK\$'000 千港元	Total undiscounted cash flow 未貼現現金 流量總額 HK\$'000 千港元	Carrying amounts 賬面值 HK\$'000 千港元
At 30 June 2014	於二零一四年 六月三十日					
Trade and other payables	應收賬款及 其他應收款項	8,481	—	—	8,481	8,481
Obligation under finance lease	融資租賃債務	52	49	—	101	96
		8,533	49	—	8,582	8,577

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5. FINANCIAL RISK MANAGEMENT (CONTINUED)

5. 金融風險管理(續)

(d) Liquidity risk (Continued)

(d) 流動資金風險(續)

		Within 1 year or on demand 一年以內 或應要求 HK\$'000 千港元	More than 1 year but less than 2 years 一年以上 兩年以內 HK\$'000 千港元	More than 2 years but less than 5 years 兩年以上 五年以內 HK\$'000 千港元	Total undiscounted cash flow 未貼現現金 流量總額 HK\$'000 千港元	Carrying amounts 賬面值 HK\$'000 千港元
At 30 June 2013	於二零一三年 六月三十日					
Trade and other payables	應付賬項及其他應付 款項	11,759	—	—	11,759	11,759
Obligation under finance lease	融資租賃債務	54	54	49	157	142
Amount due to a former director	應付前董事款項	1,799	—	—	1,799	1,799
		13,612	54	49	13,715	13,700

(e) Interest rate risk

As the Group has no significant interest-bearing assets and liabilities, the Group's operating cash flows are substantially independent of changes in market interest rates.

(e) 利率風險

由於本集團並無重大計息資產及負債，本集團之經營現金流基本不受市場利率變動影響。

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5. FINANCIAL RISK MANAGEMENT (CONTINUED)

5. 金融風險管理(續)

(f) Categories of financial instruments at 30 June 2014

(f) 於二零一四年六月三十日之金融工具類別

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at fair value through profit or loss:	透過損益按公允值計量之金融資產：		
Held for trading	持作買賣	3,753	—
Loan and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及等同現金項目)		
Trade receivables, net of allowances	應收賬款(已扣除撥備)	4,912	3,007
Deposits and other receivables, net of allowances	按金及其他應收款項(已扣除撥備)	2,798	2,297
Cash and bank balances	現金及銀行結餘	64,157	29,492
		75,620	34,796
Financial liabilities	金融負債		
Other financial liabilities measured at amortised cost	按攤銷成本計量之其他金融負債		
Trade payables	應付賬款	—	208
Other payables and accruals	其他應付款項及應計款項	8,481	11,551
Amount due to a former director	應付前董事款項	—	1,799
		8,481	13,558

(g) 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.

(g) 公允值

綜合財務狀況表所示本集團金融資產及金融負債的賬面值與其各自的公允值相若。

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6. FAIR VALUE MEASUREMENTS

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

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

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

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

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

(a) Disclosures of level in fair value hierarchy at 30 June 2014:

6. 公允價值計量

公允價值之定義為市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格。以下公允價值計量披露使用之公允價值層級，將估值技術所用輸入數據分為三個等級，以計量公允價值：

第一級輸入數據：本集團於計量日期可取得相同資產或負債於活躍市場報價(未經調整)。

第二級輸入數據：資產或負債可直接或間接觀察之輸入數據，第一級包括之報價除外；

第三級輸入數據：資產或負債之不可觀察數據。

本集團之政策為確認截至於事項或狀況變動導致該轉移之日期止該等三個等級之任何轉入及轉出。

(a) 於二零一四年六月三十日之公允價值層級披露：

Description 概述		Fair value measurements using: 使用以下輸入數據之公允價值計量			Total 總計
		Level 1 第一級	Level 2 第二級	Level 3 第三級	2014 二零一四年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Recurring fair value measurements:	經常性公允價值計量：				
Biological assets	生物資產	—	710,248	—	710,248
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產				
Listed securities in Hong Kong	香港上市證券	3,753	—	—	3,753
Total recurring fair value measurements	經常性公允價值計量總額	3,753	710,248	—	714,001

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6. FAIR VALUE MEASUREMENTS (CONTINUED)

- (b) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 30 June 2014:

The Group's management is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The management reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the management and the Board of Directors annually.

Level 2 fair value measurements

Description 概述	Valuation technique 估值技術	Inputs 輸入數據	Fair value 公允值 2014 二零一四年 HK\$'000 千港元
Biological assets 生物資產	Market value approach 市場值	Market price per m ³ 每立方米市價	710,248

6. 公允值計量(續)

- (b) 於二零一四年六月三十日之本集團所用估值過程披露及公允值計量所用估值技術及輸入數據：

本集團管理層負責進行財務報告所規定之資產及負債公允值計量，包括第三級公允值計量。管理層直接向董事會報告該等公允值計量。董事會與管理層每年討論估值過程。

第二級公允值計量

7. REVENUE

The Group's revenue which represents sales of goods to customers and fees from advisory service are as follows:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Sales of plantation materials	銷售種植材料	955	2,704
Sales of plantation products	銷售種植產品	—	475
Green technology advisory fee income	綠色技術諮詢費收入	9,000	27,835
		9,955	31,014

7. 收益

本集團營業額指對客戶銷售貨品及顧問服務費用，現列載如下：

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8. SEGMENT INFORMATION

The Group has three reportable segments as follows:

- (i) Sales of plantation materials
- (ii) Sales of plantation products
- (iii) Green technology advisory services

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.

Segment profits or losses do not include interest income, finance costs and income tax expenses. Segment assets do not include deposit for acquisition of subsidiaries and financial assets at fair value through profit or loss. Segment liabilities do not include amount due to a former director and deferred tax liabilities.

Information about reportable segment profit or loss, assets and liabilities:

8. 分部資料

本集團三個可呈報分部如下：

- (i) 銷售種植材料
- (ii) 銷售種植產品
- (iii) 綠色技術諮詢服務

本集團之可呈報分部為提供不同產品及服務之策略業務單位。由於各業務需要不同技術及市場推廣策略，故分開管理各可呈報分部。

分部溢利或虧損不包括利息收入、融資成本及所得稅開支。分部資產不包括收購附屬公司之按金及透過損益按公允值計量的金融資產，而分部負債不包括應付一名前董事款項及遞延稅項負債。

有關可呈報分部的損益、資產及負債的資料如下：

		Green technology advisory fee income 綠色技術顧問費收入 HK\$'000 千港元	Sales of plantation materials 銷售種植材料 HK\$'000 千港元	Sales of plantation products 銷售種植產品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 30 June 2014	截至二零一四年六月三十日止年度				
Revenue from external customers	來自外界客戶的收益	9,000	955	—	9,955
Segment profit/(loss) comprising:	分部溢利/(虧損) 包括：	7,028	80	(63,833)	(56,725)
Loss arising from changes in fair value less costs to sell of biological assets	生物資產公允值變動減出售成本產生之虧損	—	—	(38,962)	(38,962)
Depreciation and amortisation	折舊及攤銷	(2)	—	(5,312)	(5,314)
At 30 June 2014	於二零一四年六月三十日				
Segment assets	分部資產	6,546	752	840,595	847,893
Segment liabilities	分部負債	3,706	548	1,176	5,430

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8. SEGMENT INFORMATION (CONTINUED)

8. 分部資料(續)

		Green technology advisory fee income 綠色技術 顧問費收入 HK\$'000 千港元	Sales of plantation materials 銷售種植材料 HK\$'000 千港元	Sales of plantation products 銷售種植產品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 30 June 2013	截至二零一三年 六月三十日止年度				
Revenue from external customers	來自外界客戶的收益	27,835	2,704	475	31,014
Segment profit/(loss) comprising:	分部溢利/(虧損) 包括：	21,234	16	(59,083)	(37,833)
Loss arising from changes in fair value less costs to sell of biological assets	生物資產公允價值變動減出售成本產生之虧損	—	—	(31,416)	(31,416)
Depreciation and amortisation	折舊及攤銷	(1)	(88)	(4,849)	(4,938)
Impairment loss of intangible assets	無形資產減值虧損	—	(350)	—	(350)
At 30 June 2013	於二零一三年 六月三十日				
Segment assets	分部資產	2,910	334	871,620	874,864
Segment liabilities	分部負債	—	867	935	1,802

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8. SEGMENT INFORMATION (CONTINUED)

8. 分部資料(續)

Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:

有關可呈報分部的收益、損益、資產及負債的對賬如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Revenue:	收益：		
Total revenue of reportable segments disclosed as consolidated revenue	可呈報分部總收益披露為綜合收益	9,955	31,014
Loss:	虧損：		
Total loss of reportable segments	可呈報分部總虧損	(56,725)	(37,833)
Other profit or loss:	其他損益：		
Finance costs	融資成本	(6)	(11)
Income tax credit	所得稅抵免	9,909	5,672
Corporate and unallocated loss	企業及未分配虧損	(22,339)	(9,960)
Consolidated loss for the year	年度綜合虧損	(69,161)	(42,132)
Assets:	資產：		
Total assets of reportable segments	可呈報分部總資產	847,893	874,864
Corporate and unallocated assets	企業及未分配資產	222,972	53,465
Consolidated total assets	綜合總資產	1,070,865	928,329
Liabilities:	負債：		
Total liabilities of reportable segments	可呈報分部總負債	5,430	1,802
Corporate and unallocated liabilities	企業及未分配負債	221,746	215,819
Consolidated total liabilities	綜合總負債	227,176	217,621

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8. SEGMENT INFORMATION (CONTINUED)

8. 分部資料(續)

Geographical information:

地區資料：

		Revenue 收益		Non-current assets 非流動資產	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Mainland China	中國內地	955	3,179	839,670	871,620
Hong Kong	香港	—	2,900	780	125
Macau and others	澳門及其他	9,000	24,935	151,470	2,061
		9,955	31,014	991,920	873,806

In presenting the geographical information, revenue is based on the locations of the customers.

於呈列地區資料時，收益乃根據客戶所在地計算。

Revenue from major customers:

來自主要客戶的收益：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Green technology advisory fees	綠色技術顧問費		
Customer A	客戶A	—	23,985
Customer B	客戶B	9,000	—
		9,000	23,985

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9. OTHER INCOME

9. 其他收入

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Consultancy fee income	諮詢費收入	171	1,105
Changes in fair value of purchase consideration payable	應付收購代價 公允值變動	—	4,217
Exchange gain, net	匯兌收益／(虧損)淨額	—	2
Gain on transfer of intangible assets	轉讓無形資產之收益	—	196
Gain on disposal of interest in an associate	出售聯營公司權益 之收益	—	156
Reversal of impairment loss on interest in an associate	聯營公司權益 減值虧損之撥回	—	532
Sub-letting income	分租收入	1,267	1,400
Others	其他	45	62
		1,483	7,670

10. FINANCE COST

10. 融資成本

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Finance lease interest	融資租賃利息	6	11

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11. INCOME TAX CREDIT

11. 所得稅減免

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Current tax — Hong Kong Profits Tax Provision for the year	即期稅項 — 香港利得稅 年度撥備	1,160	3,503
Current tax — the PRC Enterprise Income Tax Provision for the year	即期稅項 — 中國企業所得稅 年度撥備	—	—
Deferred tax (Note 26)	遞延稅項(附註26)	(11,069)	(9,175)
		(9,909)	(5,672)

Hong Kong Profits Tax has been provided at a rate of 16.5% (2013: 16.5%) on the estimated assessable profits for the year ended 30 June 2014. Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of subsidiaries of the Company in the PRC is 25% (2013: 25%).

Tax charge 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 and the product of profit before tax multiplied by the PRC enterprise income tax rate is as follows:

香港利得稅已按截至二零一四年六月三十日止年度之估計應課稅溢利之16.5%(二零一三年：16.5%)計提撥備。根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施規例，本公司之中國附屬公司稅率為25%(二零一三年：25%)。

其他地區之應課稅溢利稅項已按本集團經營所在國家之現行稅率，根本有關現行法例、詮釋及常規計算。

所得稅及除稅前溢利乘以中國企業所得款項率之積之對賬列載如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss before tax	除稅前虧損	(79,070)	(47,804)
Tax calculated at applicable PRC tax rate of 25% (2013: 25%)	按適用中國稅率25%(二零一三年：25%)計算之稅項	(19,768)	(11,951)
Tax effect of expenses that are not deductible	不可扣減開支之稅務影響	7,397	7,581
Tax effect of income that are not taxable	毋須課稅收入之稅務影響	(498)	(1,794)
Effect of different tax rates of subsidiaries	附屬公司稅率不一之影響	2,960	492
Income tax credit	所得稅減免	(9,909)	(5,672)

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12. LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

12. 本公司擁有人應佔年度虧損

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

本集團之年度虧損已扣除以下各項：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Amortisation of intangible assets	無形資產攤銷	5,312	4,937
Cost of inventories sold	已售存貨成本	822	3,019
Depreciation	折舊	768	676
Staff costs (including Directors' remuneration):	員工成本(包括董事酬金)		
— salaries, bonuses and allowances	— 薪金、花紅及津貼	3,054	4,584
— retirement benefits scheme contributions	— 退休福利計劃供款	62	13
		3,116	4,597
Net loss on fair value changes of financial assets at fair value through profit or loss*	按公允值計入損益之金融資產公允值變動之虧損淨額*	1,102	—
Impairment loss on patent*	專利減值虧損*	—	350
Loss on disposals of property, plant and equipment	出售物業、廠房及設備虧損	7	—
Auditor's remuneration	核數師薪酬		
Current	即期	773	780
Under-provision in prior year	過往年度撥備不足	78	—
		851	780
Operating lease charges on land and buildings	土地及樓宇經營租賃費用	5,005	1,606

* These items were included in other operating losses.

* 該等項目計入其他經營虧損。

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13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

(a) The emoluments of each director were as follows:

13. 董事及行政總裁酬金

(a) 各名董事酬金列載如下：

		2014 二零一四年				
		Fees	Salaries and allowances	Discretionary bonus	Retirement benefit scheme contributions	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	退休福利計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元
Chief executive	行政總裁					
Mr. Zhou Hongbo (a)	周洪波先生(a)	60	—	—	—	60
Executive directors	執行董事					
Mr. Leung Kwong Choi	梁廣才先生	180	—	—	—	180
Mr. Kwok Wai, Wilfred	郭威先生	180	—	—	—	180
Mr. Wong Po Keung (b)	黃保強先生(b)	225	278	—	13	516
Mr. Yeung Chi Hang (c)	楊智恒先生(c)	210	—	—	—	210
Mr. Chung Siu Wah (d)	鍾少樺先生(d)	—	—	—	—	—
Independent non-executive directors	獨立非執行董事					
Mr. Wong Kwai Sang	黃貴生先生	120	—	—	—	120
Mr. Christopher David Thomas (e)	Christopher David Thomas先生(e)	60	—	170	—	230
Mr. Chan Ka Yin	陳家賢先生	120	—	—	—	120
Mr. Ong Chi King (f)	王子敬先生(f)	52	—	—	—	52
Total for 2014	二零一四年總計	1,207	278	170	13	1,668

- (a) resigned on 30 September 2013
 (b) appointed on 30 September 2013
 (c) appointed on 16 January 2014
 (d) appointed on 14 August 2014
 (e) resigned on 27 January 2014
 (f) appointed on 27 January 2014

- (a) 於二零一三年九月三十日辭任
 (b) 於二零一三年九月三十日獲委任
 (c) 於二零一四年一月十六日獲委任
 (d) 於二零一四年八月十四日獲委任
 (e) 於二零一四年一月二十七日辭任
 (f) 於二零一四年一月二十七日獲委任

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13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

13. 董事及行政總裁酬金(續)

(a) The emoluments of each director were as follows:
(Continued)

(a) 各名董事酬金列載如下：(續)

		2013 二零一三年				
		Fees	Salaries and allowances	Share-based payments	Retirement benefit scheme contributions	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	退休福利計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元
Chief executive	行政總裁					
Mr. Zhou Hongbo	周洪波先生	240	—	—	—	240
Executive directors	執行董事					
Mr. Leung Kwong Choi	梁廣才先生	180	—	—	—	180
Ms. Kam Yuen (g)	金圓女士(g)	1,080	—	—	—	1,080
Mr. Kwok Wai, Wilfred	郭威先生	180	—	—	—	180
Independent non-executive directors	獨立非執行董事					
Mr. Wong Kwai Sang	黃貴生先生	120	—	—	—	120
Mr. Cheung Ngai Lam (h)	張毅林先生(h)	90	—	—	—	90
Mr. Christopher David Thomas	Christopher David Thomas先生	120	—	—	—	120
Mr. Chan Ka Yin (i)	陳家賢先生(i)	40	—	—	—	40
Total for 2013	二零一三年總計	2,050	—	—	—	2,050

(g) resigned on 21 November 2012

(h) resigned on 8 March 2013

(i) appointed on 8 March 2013

(g) 於二零一二年十一月二十一日辭任

(h) 於二零一三年三月八日辭任

(i) 於二零一三年三月八日獲委任

There was no arrangement under which a director and chief executive waived or agreed to waive any emoluments during the year.

年內，董事及行政總裁概無作出放棄或同意放棄任何酬金之安排。

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13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

(b) Five highest paid individuals

The five highest paid individuals in the Group during the year included three (2013: two) directors whose emoluments are reflected in the analysis presented in above Note (a). The emoluments of the remaining two (2013: three) individuals are set out below:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Basic salaries, allowances and benefits-in-kind	基本薪金、津貼及實物利益	528	2,103
Retirement benefit scheme contributions	退休福利計劃供款	22	13
		550	2,116

The emoluments fell within the following band:

酬金屬於以下組別：

		2014 二零一四年	2013 二零一三年
Nil – HK\$1,000,000	零至1,000,000港元	2	3

During the year, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

年內，本集團概無向任何董事或最高薪人士支付酬金，作為加入本集團或於加入本集團時之獎勵或離職補償。

14. LOSS PER SHARE

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of approximately HK\$69,161,000 (2013: HK\$42,132,000) and the weighted average number of ordinary shares of 611,306,562 (2013: 183,106,821) in issue during the year. The weighted average number of ordinary shares for the purpose of calculating the basic loss per share for both years has been adjusted and restated accordingly for the effect of the open offer of the Company during the year as disclosed in note 27(i).

Diluted loss per share

No diluted loss per share are presented as the Company did not have any dilutive potential ordinary sharing during the two years ended 30 June 2014 and 2013.

15. DIVIDENDS

The directors of the Company have not recommended or declared the payment of any dividend in respect of the years ended 30 June 2014 and 2013.

13. 董事及行政總裁酬金(續)

(b) 五名最高薪人士

年內，本集團五名最高薪人士包括三名(二零一三年：兩名)董事，其酬金呈列於上文附註(a)。餘下兩名(二零一三年：三名)人士之酬金列載如下：

14. 每股虧損

每股基本虧損

本公司擁有人應佔每股基本虧損之計算基準為本公司擁有人應佔年內虧損約69,161,000港元(二零一三年：42,132,000港元)及年內已發行普通股加權平均數611,306,562股(二零一三年：183,106,821股)。計算兩個年度每股基本虧損所用之普通股加權平均數，已根據附註27(i)內所披露本公司年內之公開發售影響而予以相應調整及重列。

每股攤薄虧損

概無呈列每股攤薄虧損，因為本公司於截至二零一四年及二零一三年六月三十日止兩個年度並無任何攤薄潛在普通股。

15. 股息

本公司董事並不建議或宣佈就截至二零一四年及二零一三年六月三十日止年度派付任何股息。

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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Leasehold improvements 租賃裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢具、裝置及設備 HK\$'000 千港元	Motor vehicle 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本				
At 1 July 2012, 30 June 2013 and 1 July 2013	於二零一二年七月一日、 二零一三年六月三十日 及二零一三年七月一日	—	3,033	236	3,269
Additions	添置	414	426	—	840
Disposals	出售	—	(9)	—	(9)
At 30 June 2014	於二零一四年六月三十日	414	3,450	236	4,100
Accumulated depreciation	累計折舊				
At 1 July 2012	於二零一二年七月一日	—	354	53	407
Charge for the year	於年內扣除	—	605	71	676
At 30 June 2013 and 1 July 2013	於二零一三年六月三十日 及二零一三年七月一日	—	959	124	1,083
Charge for the year	於年內扣除	48	649	71	768
Disposals	出售	—	(1)	—	(1)
At 30 June 2014	於二零一四年六月三十日	48	1,607	195	1,850
Carrying amount	賬面值				
At 30 June 2014	於二零一四年六月三十日	366	1,843	41	2,250
At 30 June 2013	於二零一三年六月三十日	—	2,074	112	2,186

At 30 June 2014 the carrying amount of motor vehicle held by the Group under finance leases amounted to approximately HK\$41,000 (2013: HK\$112,000).

於二零一四年六月三十日，本集團根據融資租賃持有之汽車賬面值約為41,000港元（二零一三年：112,000港元）。

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17. BIOLOGICAL ASSETS

17. 生物資產

		Standing timbers 未採伐林木 HK\$'000 千港元
At 1 July 2012	於二零一二年七月一日	767,064
Loss arising from changes in fair value less costs to sell of biological assets	生物資產公允值變動減出售成本 所產生之虧損	(31,416)
Exchange differences	匯兌差額	15,023
At 30 June 2013 and 1 July 2013	於二零一三年六月三十日及 二零一三年七月一日	750,671
Loss arising from changes in fair value less costs to sell of biological assets	生物資產公允值變動減出售成本 所產生之虧損	(38,962)
Exchange differences	匯兌差額	(1,461)
At 30 June 2014	於二零一四年六月三十日	710,248

The Group's biological assets represent standing timbers on plantation land of approximately 30,000 Chinese Mu with lease term of 30 years, expiring in 2038. The standing timbers comprise mostly poplar trees (accounting over 99% of the total standing timbers), mixed with a very small portion of other species of deciduous trees such as elm, willow. During the year, the Group did not harvest or sell any standing timber (2013: Nil).

The Group's standing timbers at 30 June 2014 were independently valued by Roma Appraisals Limited ("Roma"). Roma has adopted market value approach for the valuation of standing timbers. The method uses the present market value in terms of price per unit cubic meter of round logs and the total merchantable volume of timbers on the plantation land at 30 June 2014 as a basis for calculating the fair value less costs to sell of the biological assets. The principal assumptions adopted are as follows:

- no material changes in the existing political, legal, technological, fiscal, economic conditions, climate and any other natural condition;
- poplar trees can grow to certain size and can be legally cut in 8 years and in 5 years with organic fertilisers added; and
- the growth rate of the price of the timber, the setup fee and maintenance fee for tree plantation will increase as the price index of forestry product in China.

本集團之生物資產指位於約30,000畝種植土地上的未採伐林木，該種植土地的租期為30年，於二零三八年屆滿。未採伐林木主要為白楊樹（佔全部未採伐林木的99%），夾雜少數其他品種的落葉喬木，例如榆樹及柳樹。年內，本集團並無砍伐或銷售任何未採伐林木（二零一三年：無）。

本集團於二零一四年六月三十日未採伐林木的價值由羅馬國際評估有限公司（「羅馬國際」）按市值法獨立評估。每單位立方米原木價格按市值法估值，於二零一四年六月三十日種植土地的可銷售林木總量乃根據公允值減銷售生物資產成本的基準計算。所採用的主要假設如下：

- 現行政治、法律、技術、財政、經濟狀況、氣候及任何其他自然條件並無重大轉變；
- 白楊樹可於八年內成長至一定大小可合法採伐，而以有機肥料種植的白楊樹於五年內即可採伐；及
- 林業產品價格增長率、林業種植的設置費及維護費會隨中國林木產品的物價指數上升而增長。

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17. BIOLOGICAL ASSETS (CONTINUED)

Nature risk

The Group's revenue depends significantly on the ability to harvest wood at adequate levels. The ability to harvest on the plantation land and the growth of the trees on the plantation land may be affected by unfavorable local weather conditions and natural disasters. Weather conditions such as earthquakes, rainfall, underground water, fire, disease, insect infestation and pests are examples of such events. The occurrence of severe weather conditions or natural disasters may diminish the supply of trees available for harvesting on the plantation land, or otherwise impede the Group's logging operations or the growth of the trees on the plantation land, which in turn may have a material adverse effect on the Group's ability to produce the products in sufficient quantities and a timely manner.

18. INTANGIBLE ASSETS

17. 生物資產(續)

自然風險

本集團的收入主要取決於能否採伐足夠的林木。在種植土地內採伐林木及種植土地樹木的生長或會受當地惡劣天氣情況及自然災害的影響。自然災害涉及地震、降雨量、地下水、火災、疫症、昆蟲侵襲及害蟲等天氣情況。惡劣天氣情況或自然災害可能令種植土地可供採伐的林木減少，亦可能妨礙本集團的原木經營或種植園林木的生長，從而嚴重影響本集團及時生產足夠產品數量的能力。

18. 無形資產

		Operating rights 經營權 HK\$'000 千港元 (Note a) (附註a)	Patents 專利 HK\$'000 千港元 (Note b) (附註b)	Total 總計 HK\$'000 千港元
Cost	成本			
At 1 July 2012	於二零一二年七月一日	147,958	160,017	307,975
Disposals	出售	(4,986)	(2,313)	(7,299)
At 30 June 2013 and 1 July 2013	於二零一三年六月三十日及 二零一三年七月一日	142,972	157,704	300,676
Written off upon expiry	屆滿時撇銷	—	(157,704)	(157,704)
Exchange differences	匯兌差額	14,997	—	14,997
At 30 June 2014	於二零一四年六月三十日	157,969	—	157,969
Accumulated amortisation and impairment	累計攤銷及減值			
At 1 July 2012	於二零一二年七月一日	17,860	159,579	177,439
Amortisation for the year	年內攤銷	4,849	88	4,937
Impairment loss	減值虧損	—	350	350
Written back on disposals	出售時撥回	(686)	(2,313)	(2,999)
At 30 June 2013 and 1 July 2013	於二零一三年六月三十日及 二零一三年七月一日	22,023	157,704	179,727
Written off upon expiry	屆滿時撇銷	—	(157,704)	(157,704)
Amortisation for the year	年內攤銷	5,312	—	5,312
Exchange differences	匯兌差額	1,213	—	1,213
At 30 June 2014	於二零一四年六月三十日	28,548	—	28,548
Carrying amount	賬面值			
At 30 June 2014	於二零一四年六月三十日	129,421	—	129,421
At 30 June 2013	於二零一三年六月三十日	120,949	—	120,949

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18. INTANGIBLE ASSETS (CONTINUED)

Notes:

- (a) The operating right relate to the favorable aspect of the right to use and operate the plantation land of a subsidiary of the Company. The subsidiary was acquired in year ended 30 June 2009. The intangible asset is amortised using straight-line method over the remaining useful life of 24 years.

The operating right at 30 June 2014 were independently valued by Roma. No impairment loss was recognized as the recoverable amount of the operating right exceeds its carrying value.

- (b) The patents relate to the intellectual property rights to increasing crop yield, decreasing plantation cost and enhancing crop quality and were owned by a subsidiary acquired through an acquisition in the year ended 30 June 2010. The patents are amortized using straight-line method over the estimated lease term of 7 to 10 years. The patents had been expired since the year of 2012, the directors of the Company decided not to renew the patents after taking into consideration of the economic benefits inflows in relation to the patents.

19. SECURED DEPOSIT FOR ACQUISITION OF SUBSIDIARIES

The Group entered into a sale and purchase agreement and a supplemental agreement on 27 November 2013 and 16 December 2013, respectively, with an independent third party in relation to the acquisition of 100% equity interest of a target company and its subsidiaries (collectively refer to the "Target Group") which are mainly engaged in hotel operations in the PRC (the "Proposed Acquisition"). On 23 December 2013, an amount of HK\$150,000,000 was paid by the Group as refundable deposit. The refundable deposit is charged over the entire issued share capital of a Hong Kong subsidiary of the target company.

Subsequent to the announcements dated 30 December 2013, 21 January 2014, 28 February 2014, 25 April 2014, 28 May 2014, 31 July 2014 and 10 September 2014, respectively, and up to the issuance date of these financial statements, the Proposed Acquisition is not yet completed. The directors of the Company consider it is impracticable at this moment to disclose further information about the Proposed Acquisition.

20. INVENTORIES

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	
Finished goods – Organic fertilisers	製成品 – 有機肥料	—	227

18. 無形資產(續)

附註：

- (a) 經營權指本公司附屬公司使用及經營種植土地權利的有利內容。本公司於截至二零零九年六月三十日止年度收購附屬公司。無形資產使用直線法於剩餘24年租期內攤銷。

於二零一四年六月三十日之經營權由羅馬國際進行獨立估值。由於經營權之可收回金額超出其賬面值，故並無確認減值虧損。

- (b) 專利指截至二零一零年六月三十日止年度透過收購而收購的附屬公司所擁有提高農作物產量、降低種植成本及改善農作物質量的知識產權。專利使用直線法於7至10年的估計租期內攤銷。專利自二零一二年已屆滿，而經考慮該等專利所涉及之經濟利益流入後，本公司董事決定不重續專利。

19. 就收購附屬公司已抵押按金

本集團與一名獨立第三方於二零一三年十一月二十七日及二零一三年十二月十六日分別訂立買賣協議及補充協議，內容有關收購目標公司及其附屬公司(統稱為「目標集團」)之100%股本權益，目標集團主要於中國從事酒店業務(「建議收購事項」)。於二零一三年十二月二十三日，本集團支付150,000,000港元，作為可退還按金。該筆可退還按金已就目標公司一間香港附屬公司之全部已發行股本作抵押。

於日期為二零一三年十二月三十日、二零一四年一月二十一日、二零一四年二月二十八日、二零一四年四月二十五日、二零一四年五月二十八日、二零一四年七月三十一日及二零一四年九月十日之公佈分別發佈後及直至該等財務報表發行日期止，建議收購事項尚未完成。本公司董事認為此時未能披露建議收購事項之進一步資料。

20. 存貨

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21. TRADE AND OTHER RECEIVABLES

21. 應收賬款及其他應收款項

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Trade receivables	應收賬款	4,912	3,007
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	6,124	21,797
		11,036	24,804

The Group's trading terms with other customers are mainly on credit. The credit terms generally range from 30 to 60 days. Each customer has a maximum credit limit. For new customers, payment in advance is normally required. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

本集團主要以信貸方式與其他客戶訂立交易條款。信貸期一般介於30至60天不等。每位客戶均有信貸上限。新客戶通常須要提前付款。本集團力求對其尚未償還應收款項維持嚴格監控。董事定期檢閱逾期結餘。

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

應收賬項按發票日期之賬齡分析(已扣除撥備)如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
1 – 30 days	1至30天	4,500	2,900
31 – 60 days	31至60天	412	107
		4,912	3,007

All trade and other receivables are neither past due nor impaired.

所有應收賬項及其他應收款項均未逾期或減值。

The carrying amounts of trade and other receivables are denominated in the following currencies:

應收賬項及其他應收款項按下列貨幣計值：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
HK\$	港元	10,220	23,954
RMB	人民幣	816	850
		11,036	24,804

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22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

22. 透過損益按公允值計量之金融資產

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Equity securities, at fair value Listed in Hong Kong	股本證券，按公允值 於香港上市	3,753	—

23. TRADE AND OTHER PAYABLES

23. 應付賬款及其他應付款項

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Trade payables	應付賬款	—	208
Other payables and accruals	其他應付款項及應計費用	8,481	11,551
		8,481	11,759

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

應付賬款按收取貨品日期之賬齡分析如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
91–180 days	91至180天	—	208

The carrying amounts of trade and other payables are denominated in the following currencies:

應付賬款及其他應付款項之賬面值乃以下列貨幣計值：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
HK\$	港元	6,756	9,758
RMB	人民幣	1,725	2,001
		8,481	11,759

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24. AMOUNT DUE TO A FORMER DIRECTOR

The amount due to a former director was unsecured, non-interest bearing and repayable on demand. The amount was settled during the year.

24. 應付前董事款項

應付前董事款項為無抵押、免息及按要求償還。該款項於年內已償還。

25. FINANCE LEASE PAYABLES

25. 融資租賃應付款項

	Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款之現值	
	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Within one year 一年內	52	54	47	46
In the second to fifth years, inclusive 第二至五年 (包括首尾兩年)	49	103	49	96
	101	157	96	142
Less: Future finance charges 減：未來融資支出	(5)	(15)		
Present value of lease obligations 租賃承擔之現值	96	142	96	142
Less: Amount due for settlement within 12 months (shown under current liabilities) 減：十二個月內須償付款項 (於流動負債下呈列)			(47)	(46)
Amount due for settlement after 12 months 十二個月後須償付款項			49	96

It is the Group's policy to lease certain of its plant and machinery under finance leases. The average lease term is 5 years. At 30 June 2014, the average effective borrowing rate was 6.47% (2013: 6.47%). Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

本集團政策為根據融資租約出租其若干廠房及機械，平均租期為五年。於二零一四年六月三十日，平均實際借貸利率為6.47% (二零一三年：6.47%)。利率於合約日期已固定，本集團因此承擔公允值利率風險。所有租約均按固定償款基準，且並無就或然租金付款訂立安排。

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26. DEFERRED TAX

The following are the major deferred tax liabilities recognised by the Group.

26. 遞延稅項

下列為本集團已確認之主要遞延稅項負債。

		Fair value adjustment on biological assets 生物資產之公允值調整 HK\$'000 千港元	Operating right 經營權 HK\$'000 千港元	Patents 專利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 July 2012	於二零一二年七月一日	175,276	32,525	109	207,910
Credit to profit or loss for the year (note 11)	年內於損益計入 (附註11)	(7,854)	(1,212)	(109)	(9,175)
Disposals	出售	—	(1,076)	—	(1,076)
At 30 June 2013 and 1 July 2013	於二零一三年六月三十日及二零一三年七月一日	167,422	30,237	—	197,659
Credit to profit or loss for the year (note 11)	年內於損益計入 (附註11)	(9,741)	(1,328)	—	(11,069)
Exchange differences	匯兌差額	21,127	3,461	—	24,588
At 30 June 2014	於二零一四年六月三十日	178,808	32,370	—	211,178

At the end of the reporting period, the Group has no unused tax losses (2013: Nil).

於報告期末，本集團概無未動用稅項虧損 (二零一三年：無)。

27. SHARE CAPITAL

27. 股本

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Authorized: 15,000,000,000 ordinary shares of HK\$0.02 each	法定： 每股0.02港元之15,000,000,000股普通股	300,000	300,000
Issued and fully paid: 942,852,508 ordinary shares of HK\$0.02 each (30 June 2013: 182,723,748 ordinary shares of HK\$0.02 each))	已發行及繳足： 每股0.02港元之942,852,508股普通股 (二零一三年六月三十日：每股0.02港元之182,723,748股普通股)	18,857	3,654

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27. SHARE CAPITAL (CONTINUED)

A summary of the movements in the issued share capital of the Company is as follows:

27. 股本(續)

本公司已發行股本之變動概要如下：

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
At 1 July 2012	於二零一二年七月一日	2,565,395,800	128,270
Capital reorganisation and share consolidation	股本重組及 股份合併	(2,437,126,010)	(125,704)
Placement of new shares	配售新股份	54,453,958	1,088
At 30 June 2013 and 1 July 2013	於二零一三年六月三十日及 二零一三年七月一日	182,723,748	3,654
Open offer (Note (i))	公開發售(附註(i))	602,988,342	12,060
Placement of new shares (Note (ii))	配售新股份(附註(ii))	157,142,418	3,143
At 30 June 2014	於二零一四年六月三十日	942,854,508	18,857

Notes:

- (i) Open offer
On 22 November 2013, a total of 602,988,342 ordinary shares of HK\$0.02 each was allotted and issued to the qualifying shareholders of the Company on the basis of thirty-three offer shares for every ten shares held on 31 October 2013, at a subscription price of HK0.27 per share. Upon completion of the open offer, the premium on the issue of shares, amounting to approximately HK\$144,973,000, net of share issue expenses of approximately HK\$5,774,000, was credited to the Company's share premium account.
- (ii) Placement of new shares
On 26 March 2014, the Company entered into a placing agreement with a placing agent in respect of the placement of 157,142,418 ordinary shares of HK\$0.02 each to independent investors at a price of HK\$0.375 per share. The placement was completed on 4 April 2014 and the premium on the issue of shares amounting to approximately HK\$54,228,000, net of share issue expenses of approximately HK\$1,558,000, was credited to the Company's share premium account.

附註：

- (i) 公開發售
於二零一三年十一月二十二日，有602,988,342股每股面值0.02港元之普通股，已藉公開發售按每股0.27港元之認購價，配發及發行予本公司合資格股東，基準為於二零一三年十月三十一日每持有10股股份獲發33股發售股份。完成公開發售後，發行股份之溢價約為144,973,000港元(扣除股份發行開支約5,774,000港元)，已於本公司之股份溢價賬入賬。
- (ii) 配售新股份
本公司於二零一四年三月二十六日與配售代理訂立配售協議，以配售157,142,418股每股面值0.02港元的普通股予獨立投資者，配售價為每股股份0.375港元。配售於二零一四年四月四日完成。發行股份之溢價約為54,228,000港元(扣除股份發行開支約1,558,000港元)，已於本公司之股份溢價賬入賬。

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27. SHARE CAPITAL (CONTINUED)

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

The Group reviews the capital structure frequently by considering the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts, redemption of debts or selling assets to maintain sufficiency of working capital.

28. SHARE-BASED PAYMENTS

Equity-settled share option scheme

The existing share option scheme of the Company was approved on 16 December 2005 ("Share Option Scheme") (the 10% general limit under the said share option scheme has been refreshed pursuant to a resolution passed by the shareholders of the Company at the annual general meeting of the Company held on 6 December 2010. The purpose of the Share Option Scheme is to provide the Group with a flexible means of giving incentive to, rewarding, remunerating, and/or providing benefits to the participant and to provide the participant with the opportunity to acquire a personal stake in the Group and to build common objectives of the Group and the participant for the betterment of business and profitability of the Group and its shareholders as a whole.

The board of directors may, at their discretion, invite any participant to take up options. An option is deemed to have been granted and accepted by the grantee upon his or her signing the duplicate letter comprising acceptance of the option and paying HK\$1 by way of consideration for the grant thereof.

The subscription price for shares in the Company under the Share Option Scheme will be the highest of (i) the closing price of the shares in the Company as stated in the Stock Exchange's daily quotations sheet on the offer date (which date must be a business day), (ii) a price being the average of the closing prices of the shares in the Company as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the offer date, and (iii) the nominal value of a share of the Company.

27. 股本(續)

本集團管理資金的目標是維持本集團持續經營之能力，並透過優化債務及權益結餘盡量擴大股東的回報。

本集團透過考慮資本成本及與各類資本相關之風險，不時檢討資本架構。本集團將藉由派付股息、發行新股份及回購股份，以及發行新債務、贖回債務或出售資產平衡其整體資本架構，以維持充足的營運資金。

28. 以股份為基礎的付款

以股權結算之購股權計劃

本公司現行購股權計劃於二零零五年十二月十六日獲批准(「購股權計劃」)(本公司於二零一零年十二月六日舉行的股東週年大會獲股東通過決議案更新購股權計劃的10%一般上限)。購股權計劃旨在以靈活方式向參與者給予獎勵、獎賞、酬金及/或提供福利，以及給予參與者於本集團持有個人權益之機會，並讓本集團與參與者之間建立共同目標，以改善本集團之業務及盈利能力和提升股東整體價值。

董事會可酌情邀請任何參與者接納購股權。承授人簽署一式兩份表示接納購股權之函件及支付1港元作為接納購股權之代價後，購股權將被視為已授出及獲承授人接納。

根據購股權計劃，本公司股份認購價須為以下各項之最高者：(i) 提呈購股權當日(必須為營業日)在聯交所每日報價表所報本公司股份收市價；(ii) 緊接提呈購股權當日前五個營業日聯交所每日報價表所報本公司股份收市價的平均價；及(iii) 本公司股份面值。

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28. SHARE-BASED PAYMENTS (CONTINUED)

Equity-settled share option scheme (Continued)

The total number of shares in the Company which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of shares in the Company in issue as at the date of approval of the Share Option Scheme. An option may be exercised during a period to be determined by the directors in its absolute discretion and in any such period shall not be longer than 10 years from the date upon which the option is granted.

The maximum entitlement for any one participant is that the total number of shares issued and to be issued upon exercise of the options granted to each participant under the Share Option Scheme in any 12-month period shall not exceed 1% of the total number of shares in issue of the Company. Any further grant of options in excess of the 1% limit shall be subject to shareholders' approval in general meeting with such participant and his or her associates abstaining from voting. The Share Option Scheme will remain in force for a period of 10 years from 16 December 2005.

Details of the share options outstanding during the year are as follows:

28. 以股份為基礎的付款(續)

以股權結算之購股權計劃(續)

根據購股權計劃及本公司任何其他購股權計劃授出之全部購股權獲行使而可發行之本公司股份總數，合共不得超過於批准購股權計劃當日本公司已發行股份總數10%。購股權可於董事全權酌情釐定之期間內行使，惟在任何情況下，有關期間不得遲於購股權授出日期後10年。

根據購股權計劃，任何一名參與者在任何十二個月期間內因行使獲授購股權而發行或將發行之股份總數最高配額，不得超過本公司已發行股份總數1%。進一步授出超過1%限額之購股權，須經股東於股東大會批准，而該名參與者及其聯繫人不得就此投票。購股權計劃於二零零五年十二月十六日起計10年期間內有效。

年內未行使購股權之詳情如下：

Participants	Date of grant	Exercise period	Exercise price per share	Number of share options 購股權數目		
				Balance as at 1 July 2013 於二零一三年 七月一日之結餘	Granted/ Exercised/ Lapsed during the year 年內授出/ 行使/失效	Balance as at 30 June 2014 於二零一四年 六月三十日之結餘
Employees and others in aggregate	20/7/2011	20/7/2011 – 19/7/2014	2.317*	639,100*	—	639,100
僱員及其他人士合計	18/8/2011	18/8/2011 – 17/8/2014	1.938*	1,045,800*	—	1,045,800
Total 總計				1,684,900	—	1,684,900
Weighted average exercise price (HK\$) 加權平均行使價(港元)				2.08	—	2.08

* The number of share options and exercise prices are adjusted to align with the open offer of the Group completed on 22 November 2013.

* 購股權數目及行使價經已調整，以與本集團於二零一三年十一月二十二日完成之公開發售一致。

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29. STATEMENT OF FINANCIAL POSITION OF THE COMPANY AND RESERVES

29. 本公司之財務狀況表及儲備

(a) Statement of financial position of the Company

(a) 本公司之財務狀況表

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	15,720	15,720
Current assets	流動資產		
Trade and other receivables	應收賬款及其他應收款項	38	210
Due from subsidiaries	應收附屬公司款項	841,997	730,161
Bank balances	銀行結餘	38	5,736
		842,073	736,107
Current liabilities	流動負債		
Trade and other payables	應付賬款及其他應付款項	6,639	9,200
Due to subsidiaries	應付附屬公司款項	13,848	13,848
		20,487	23,048
Net current assets	流動資產淨額	821,586	713,059
Net assets	資產淨額	837,306	728,779
Capital and reserves	資本及儲備		
Share capital	股本	18,857	3,654
Reserves	儲備	818,449	725,125
TOTAL EQUITY	權益總額	837,306	728,779

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29. STATEMENT OF FINANCIAL POSITION OF THE COMPANY AND RESERVES (CONTINUED)

29. 本公司之財務狀況表及儲備(續)

(b) Reserves of the Company

(b) 本公司之儲備

		Share premium	Shares held by escrow agent for settlement of acquisition consideration 託管代理為結算收購代價而持有的股份	Share-based compensation reserve	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	HK\$'000 千港元	股份酬金儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 July 2012	於二零一二年七月一日	759,395	(35,721)	16,382	(187,361)	552,695
Loss for the year	年度虧損	—	—	—	(1,400)	(1,400)
Lapsed of share options	註銷購股權	—	—	(15,392)	15,392	—
Settlement of acquisition consideration	結算收購代價	—	35,721	—	1,043	36,764
Capital reduction	資本削減	—	—	—	125,704	125,704
Placement of new shares	配售新股	11,362	—	—	—	11,362
At 30 June 2013	於二零一三年六月三十日	770,757	—	990	(46,622)	725,125
At 1 July 2013	於二零一三年七月一日	770,757	—	990	(46,622)	725,125
Loss for the year	年度虧損	—	—	—	(105,877)	(105,877)
Open offer	公開發售	144,973	—	—	—	144,973
Placement of new shares	配售新股	54,228	—	—	—	54,228
At 30 June 2014	於二零一四年六月三十日	969,958	—	990	(152,499)	818,449

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29. STATEMENT OF FINANCIAL POSITION OF THE COMPANY AND RESERVES (CONTINUED)

(c) Nature and purpose of reserves of the Group

(i) Share premium account

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Statutory reserve

In accordance with the relevant regulations of the PRC, the subsidiaries of the Group established in the PRC are required to transfer a certain percentage of the profit after tax, if any, to a statutory reserve. Subject to certain restrictions as set out in the relevant regulations, the statutory reserve may be used to offset the accumulated losses, if any, of the subsidiaries.

(iii) Capital reserve

Capital reserve represents the difference between the capital injection made by the Company over the nominal value of the registered capital of the PRC subsidiaries.

(iv) Share-based compensation reserve

The share-based compensation reserve represents the fair value of the actual or estimated number of unexercised share options granted to consultants of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 4 to the financial statements.

(v) Foreign currency translation reserve

The foreign currency 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 policies set out in note 4 to the financial statements.

30. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities at 30 June 2014 and 2013.

29. 本公司之財務狀況表及儲備(續)

(c) 本集團儲備之性質及用途

(i) 股份溢價賬

根據開曼群島公司法，本公司股份溢價賬之資金可分派予本公司股東，惟前提是緊隨建議分派股息日期後，本公司將能夠在日常業務過程中償還到期債項。

(ii) 法定儲備

根據中國相關法規，本集團於中國成立之附屬公司須將若干比例之除稅後溢利(如有)轉撥至法定儲備。在遵守相關法規所載之若干限制的情況下，法定儲備可用作抵銷附屬公司之累計虧損(如有)。

(iii) 資本儲備

資本儲備指本公司注入之資金與中國附屬公司註冊資本面值之間的差額。

(iv) 股份酬金儲備

股份酬金儲備指已根據就以股權結算以股份支付的款項(見財務報表附註4)採納之會計政策，確認向本集團顧問授出之實際或估計數目之未行使購股權之公允值。

(v) 外匯儲備

外匯儲備包括換算海外業務財務報表所產生之所有匯兌差異。有關儲備根據財務報表附註4所載之會計政策處理。

30. 或然負債

本集團於二零一四年及二零一三年六月三十日並無任何重大或然負債。

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31. COMMITMENTS

As at 30 June 2014, the total future minimum lease payments of the Group under non-cancellable operating leases are payable as follows:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Within one year	一年內	5,337	2,251
In the second to fifth years inclusive	第二年至第五年(包括首尾兩年)	2,153	2,262
After five years	五年後	720	1,002
		8,210	5,515

Operating lease payments represent rentals payable by the Group for certain of its offices. Leases are negotiated for an average term of 2-3 years and rentals are fixed over the lease terms and do not include contingent rentals.

At 30 June 2014 the total future minimum sublease payments expected to be received under non-cancellable subleases amounted to approximately HK\$2,288,000 (2013: HK\$120,000).

In addition, one of the subsidiaries of the Company has contracted to use and operate certain plantation land with an initial lease term of thirty years with annual concession fee payable of RMB30,000.

32. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances detailed in the consolidated financial statements, the Group had the following significant transactions with related parties during the year:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Amount due to a former director, Kam Yuen	應付前董事金圓之 款項	—	1,799

Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and all of the highest paid employees, is disclosed in Note 13.

31. 承擔

於二零一四年六月三十日，本集團根據不可撤銷經營租賃未來應付之最低租金總額如下：

經營租賃付款指本集團就其若干辦事處須支付之租金。租賃經磋商，平均租期為2至3年，租期內之租金為固定，且不包括或然租金。

於二零一四年六月三十日，預期根據不可撤銷分租租賃收取之未來最低分租付款總額約為2,288,000港元(二零一三年：120,000港元)。

此外，本公司其中一間附屬公司已訂立合約使用及經營若干種植土地，初步租期為三十年，應付年度特許費用為人民幣30,000元。

32. 關連人士交易

除綜合財務報表所載之交易及結餘外，本集團於年內與關連人士有以下重大交易：

主要管理人員薪酬

本集團主要管理人員之薪酬包括支付予本公司董事及全體最高薪酬僱員之款項，於附註13披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

33. PARTICULARS OF THE SUBSIDIARIES OF THE COMPANY

33. 本公司附屬公司詳情

Name of the subsidiary 附屬公司名稱	Place of incorporation/ registration/ 註冊成立/ 註冊地點	Issued and paid-up/ registered capital 已發行及繳足/ 註冊資本	Percentage of ownership interest		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Bright Key Holdings Limited 啟耀集團有限公司	HK 香港	HK\$1 1港元	100%	—	Investment holding 投資控股
Bright Delight Group Limited 朗悅集團有限公司	British Virgin Islands 英屬處女群島	100 shares of US\$1 each 每股面值1美元的 100股股份	100%	—	Research and development 研發
Bright Delight Asia-Pacific Research Macao Commercial Offshore Co. Limited 朗悅亞太研究(澳門離岸 商業服務)有限公司	Macao 澳門	MOP100,000 100,000澳門幣	—	100%	Research and development 研發
Cai Jin Limited 財進有限公司	British Virgin Islands 英屬處女群島	1 share of US\$1 面值1美元的1股股份	100%	—	Investment holding 投資控股
CER Management Limited 中環管理有限公司	HK 香港	HK\$1 1港元	100%	—	Provision of management services 提供管理服務
Gold Vantage Forestry Limited 凱金林業有限公司	HK 香港	HK\$1 1港元	—	100%	Investment holding 投資控股
Grand Diamond Investment Limited 君鑽投資有限公司	HK 香港	HK\$1 1港元	100%	—	Inactive 暫無業務
Mega Choice Holdings Limited	British Virgin Islands 英屬處女群島	1 share of US\$1 面值1美元的1股股份	100%	—	Investment holding 投資控股

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2014 截至二零一四年六月三十日止年度

33. PARTICULARS OF THE SUBSIDIARIES OF THE COMPANY (CONTINUED)

33. 本公司附屬公司詳情(續)

Name of the subsidiary 附屬公司名稱	Place of incorporation/ registration/ 註冊成立/ 註冊地點	Issued and paid-up/ registered capital 已發行及繳足/ 註冊資本	Percentage of ownership interest		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Prima Choice Limited	British Virgin Islands 英屬處女群島	1 share of US\$1 面值1美元的1股股份	100%	—	Investment holding 投資控股
Star Asset Holdings Limited 星財集團有限公司	HK 香港	HK\$1 1港元	—	100%	Investment holding 投資控股
Triple Harvest Holdings Limited	British Virgin Islands 英屬處女群島	1 share of US\$1 面值1美元的1股股份	100%	—	Investment holding 投資控股
喀什普德士生物有限公司	The PRC 中國	RMB100,000 人民幣100,000元	—	100%	Plantation related business 種植相關業務
佛山凱金林業有限公司	The PRC 中國	RMB600,000 人民幣600,000元	—	100%	Plantation related business 種植相關業務
新疆普德士生物有限公司	The PRC 中國	RMB600,000 人民幣600,000元	—	100%	Research and development 研發

34. EVENTS AFTER THE REPORTING PERIOD

As set out in note 19, the Proposed Acquisition is not yet completed, it is impracticable at this moment to disclose further information about the Proposed Acquisition.

34. 報告期後事項

誠如附註19所載，建議收購事項尚未完成，故此時未能披露建議收購事項之進一步資料。

35. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation. The changes included the reclassification of subcontracting charges previously classified under cost of sales to administrative expenses and the certain direct cost in relation to Green technology advisory fee segment previously classified under administrative expenses to cost of sales. The new classification of the accounting items was considered to provide a more appropriate presentation of the state of affairs of the Group.

35. 比較數據

若干比較數據已重新分類以與本年度所呈列者一致。有關變動包括先前歸類於銷售成本之分包費用重新分類為行政開支，以及先前歸類於行政開支與綠色技術諮詢費分部相關之若干直接成本重新分類為銷售成本。會計項目之新分類被視為本集團之事務提供更適合的呈報方式。

36. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 25 September 2014.

36. 通過財務報表

財務報表於二零一四年九月二十五日獲董事會通過並授權發行。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

(Expressed in Hong Kong dollars) (以港元呈列)

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and reclassified as appropriate, is set out below.

本集團對上五個財政年度的業績及資產及負債之概要載於下文，內容乃摘錄自己刊發之經審核財務報表，並於適當情況下重新分類。

RESULTS

業績

		For the years ended 30 June 截至六月三十日止年度				
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Turnover	營業額	9,955	31,014	28,838	331,555	283,634
(Loss)/profit before tax	除稅前(虧損)/溢利	(79,070)	(47,804)	(334,688)	(37,277)	117,260
Income tax (expense)/credit	所得稅(開支)/抵免	9,909	5,672	64,945	(17,207)	(49,362)
(Loss)/profit for the year	年度(虧損)/溢利	(69,161)	(42,132)	(269,743)	(54,484)	67,898
Other comprehensive income	其他全面收入	(12,262)	14,918	17,160	49,250	—
Total comprehensive (loss)/income for the year	年度全面(虧損)/收入總額	(81,423)	(27,214)	(252,583)	(5,234)	67,898
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	(69,161)	(27,214)	(252,674)	(4,867)	68,102
Non-controlling interests	非控股權益	—	—	91	(367)	(204)
		(69,161)	(27,214)	(252,583)	(5,234)	67,898

ASSETS AND LIABILITIES

資產及負債

		As at 30 June 於六月三十日				
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Non-current assets	非流動資產	991,919	873,806	946,122	1,260,736	1,148,023
Current assets	流動資產	78,946	54,523	33,973	27,143	149,994
Current liabilities	流動負債	(15,949)	(19,866)	(78,493)	(91,985)	(139,609)
Non-current liabilities	非流動負債	(211,227)	(197,755)	(212,894)	(285,973)	(347,149)
Net assets	資產淨值	843,689	710,708	688,708	909,921	811,259
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	843,689	710,708	688,708	905,670	810,770
Non-controlling interests	非控股權益	—	—	—	4,251	489
Total equity	權益總額	843,689	710,708	688,708	909,921	811,259