PINE

PINE TECHNOLOGY HOLDINGS LIMITED
松景科技控股有限公司*

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

Stock Code 股份代號：1079

ANNUAL REPORT 年度報告 2022

* For identification purpose only
僅供識別

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FINANCIAL HIGHLIGHTS

Key Financial Figures and Ratios

	Audited results for the year ended 30 June		
	2022 US$,000	2021 US$,000	Changes in %
Performance indicators			
Revenue	**7,817**	12,219	-36%
Gross profit margin	**22%**	36%	-38%
Loss for the year	**(8,443)**	(2,091)	304%
Loss attributable to owners of the Company	**(8,220)**	(2,524)	226%
Loss per share-basic and diluted (US cents)	**(0.62)**	(0.19)	226%
Financial health indicators			
Total assets	**29,989**	39,616	-24%
Net current assets	**14,621**	16,525	-12%
Cash and cash equivalents	**14,313**	4,784	199%
Net cash	**13,560**	3,287	313%
Liquidity and gearing			
Current ratio (times)	**4.83**	5.17	-7%
Gearing ratio (%)	**17**	16	6%

CORPORATE INFORMATION

Board of Directors
Executive Directors
Mr. Zhang Sanhuo
(Chairman and Chief Executive Officer)
Mr. Chan Cheuk Ho (Resigned with effect from 31 May 2022)

Independent Non-executive Directors
Mr. So Stephen Hon Cheung
Mr. Zhou Chunsheng
Mr. Tian Hong

Company Secretary
Mr. Chan Cheuk Ho

Authorised Representatives
Mr. Zhang Sanhuo
Mr. Chan Cheuk Ho

Audit Committee
Mr. So Stephen Hon Cheung *(Chairman)*
Mr. Zhou Chunsheng
Mr. Tian Hong

Remuneration Committee
Mr. So Stephen Hon Cheung *(Chairman)*
Mr. Zhang Sanhuo
Mr. Zhou Chunsheng
Mr. Tian Hong

Nomination Committee
Mr. Zhang Sanhuo *(Chairman)*
Mr. So Stephen Hon Cheung
Mr. Zhou Chunsheng
Mr. Tian Hong

Registered Office
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business
Unit B, 12/F., Central 88
88–98 Des Voeux Road Central
Central
Hong Kong

Principal Bankers
Bank of Communications (Hong Kong) Limited
Bank of China Guangdong Branch
Industrial and Commercial Bank of China (Guangdong Provincial Branch)

Principal Share Registrar and Transfer Agent
Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Hong Kong Branch Share Registrar and Transfer Office
Tricor Secretaries Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

Independent Auditor
ZHONGHUI ANDA CPA Limited
Certified Public Accountants

Legal Adviser
As to Hong Kong Law:
Michael Li & Co Solicitors

Stock Code
1079

Website of the Company
https://www.irasia.com/listco/hk/pine

CHAIRMAN'S STATEMENT

On behalf of the board (the "**Board**") of directors (the "**Director(s)**") of PINE Technology Holdings Limited (the "**Company**"), I hereby present the annual report of the Company and its subsidiaries (collectively referred to as the "**Group**") for the year ended 30 June 2022 (the "**Year**"). For the Year, the Group's revenue was approximately US$7,817,000, representing an approximately 36% decrease compared to that of last year. Gross profit of the Group for the Year was approximately US$1,750,000, represented a drop by approximately 60% as compared to that of last year to approximately US$4,392,000. Loss for the Company of approximately US$8,443,000 in the Year, compare with loss of approximately US$2,091,000 in last year.

The Year under review was full of uncertainty and turbulence, ignited by the 2019 novel coronavirus disease (the "**COVID-19**") outbreak and severed by geopolitical upheavals between the People's Republic of China (the "**PRC**") and the United States (the "**US**"). Business activities and many aspects of life are affected by lockdowns and social distancing, travel restrictions and other measures to contain the pandemic. The rising US-China confrontation and outbreak of Russo-Ukrainian War has cast obstacles to the continue free flows of capital, technology, and business. The COVID-19 pandemic has brought a negative impact in overall market sentiment and the Group's financial performance of the Year.

The Board expects that the global economy and business environment will continue to remain uncertain and full of challenges in the coming year. The Group has been closely monitoring the development of the COVID-19 outbreak and will take a prudent approach and adjust its business strategies to face the challenges when appropriate. The Group will also continue to evaluate the impact of the COVID-19 outbreak on its financial position and operating results from time to time. The Group will try to maintain its competitiveness in the coming year through introduction of new products and services, further broadening of client base and implementation of various cost control policies. The Group will put the best effort on the Group's growth opportunities and increasing its competitive advantage to facilitate the long-term business development of the Group.

Appreciation

On behalf of the Board, I would like to express my sincere gratitude to all of our business partners, customers, suppliers and the shareholders (the "**Shareholder(s)**") of the Company for their continuous support. I would also like to express my sincere appreciation to the Group's management and staff for their commitment and dedication.

Zhang Sanhuo
CHAIRMAN

Hong Kong, 30 September 2022

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Revenue

During the Year, the Group's revenue principally derived from the provision of computer software and hardware and system development service and interest income derived from money lending services.

The Group's revenue was approximately US$7,817,000 for the Year, representing an approximate 36% decrease compared to that of approximately US$12,219,000 last year. The decrease was mainly due to the impact of the recurring COVID-19 pandemic and the Group proactively adjusts its business through strengthening the selection of customers to ensure that quality customers are best served.

Cost of Sales and Gross Profit

Cost of sales mainly represents costs incurred from the provision of computer software and hardware and system development services for the Year.

The Group's cost of sales amounted to approximately US$6,067,000 for the Year, representing an approximate 22% decrease as compared to that of approximately US$7,827,000 last year.

The gross profit margin of approximately 22% for the Year was lower comparing to the gross profit margin of approximately 36% last year. The drop is mainly due to a decrease in the sales of self-developed products which have a higher gross profit margin and an increase in the provision of software maintenance services which have a lower gross profit margin compared to the self-developed products.

Other Income

Other income mainly represents income incidental to our business, principally including sundry income, bank interest income and government subsidy.

Other income, amounted to approximately US$62,000 for the Year, represents approximately a 75% decrease when compared with approximately US$250,000 last year.

Other Losses or Gains, net

Other losses of the Group were approximately US$169,000 for the Year as compared to other gains of approximately US$967,000 last year. The change was mainly due to foreign exchange loss incurred and decrease in the reversal of impairment loss on trade and other receivables for the Year.

Impairment Loss on Goodwill

The impairment loss on goodwill of approximately US$5,640,000 recorded for the Year (2021: Nil) was mainly related to the impairment loss on goodwill of a PRC subsidiary, which provides computer software and hardware and system development services (the "**Impaired Operations**"). The Impaired Operations were acquired by the Group in 2018. However, the business of the said PRC subsidiary was heavily affected by the on-going pandemic and was unable to achieve the growth rate forecast for the Year. Hence, based on the valuation carried out by an independent professional valuer, the recoverable amount of the Impaired Operations has been adjusted and resulted in the impairment loss on goodwill for the Year.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review *(Continued)*

Selling and Distribution Expenses

Selling and distribution expenses comprise mainly payroll expenses. The selling and distribution expenses for the Year and last year were approximately US$286,000 and approximately US$285,000 respectively.

General and Administrative Expenses

General and administrative expenses comprised mainly payroll expenses, depreciation of right-of-use assets, amortisation of intangible assets and other office administrative expenses. General and administrative expenses decreased from approximately US$7,287,000 last year to approximately US$4,259,000 for the Year, representing a decrease of approximately 42%. The lower general and administrative expenses for the Year were recorded mainly due to tightened cost controls over payroll expenses throughout the Year.

Finance Costs

Finance costs decreased from approximately US$162,000 last year, to approximately US$95,000 for the Year, primarily due to a decrease in interest payment on the interest-bearing loan from a non-controlling Shareholder for the Year.

Loss for the Year

The Group recorded a loss attributable to the owners of the Company for the Year of approximately US$8,220,000 as compared to approximately US$2,524,000 for last year.

Liquidity and Financial Resources

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the costs of funds, the Group's treasury activities are centralised and cash is generally deposited with banks in Hong Kong and the PRC.

The Group has maintained its funds at a sound and healthy financial resource level. The Group's net current assets and equity attributable to owners of the Company as of 30 June 2022 were approximately US$14,621,000 and approximately US$18,194,000 respectively (2021: approximately US$16,525,000 and approximately US$26,534,000). As of 30 June 2022, net current assets included bank balances and cash totalling approximately US$14,313,000 (30 June 2021: approximately US$4,784,000).

The Group's outstanding bank borrowings as of 30 June 2022 amounted to approximately US$753,000 (30 June 2021: approximately US$1,497,000), with a great decrease of approximately 50% as compared with that of last year.

The Group has maintained a healthy balance sheet with net cash and bank balances (total cash and bank balances less total bank borrowings) of approximately US$13,560,000 (2021: approximately US$3,287,000) as of 30 June 2022.

The current ratio, being the ratio of current assets to current liabilities, was approximately 4.83 times as of 30 June 2022 (2021: approximately 5.17 times).

Financial Review *(Continued)*

Liquidity and Financial Resources *(Continued)*

The Group continued to maintain a healthy financial and cash position. The Company did not carry out any fund raising activities by issuing new shares of the Company during the Year.

Pledge of Group's assets

The Group did not have any charge on assets for the Year (2021: trade receivables with carrying amount of approximately US$185,000 were pledged to secure general banking facilities granted to the Group).

Share Capital and Capital Structure of the Company

As at 30 June 2022, the Company had 1,326,701,739 ordinary shares of HK$0.10 each in issue (2021: 1,326,701,739 Shares).

Gearing Ratio

As at 30 June 2022, the gearing ratio of the Group based on total liabilities over total assets was approximately 17% (2021: approximately 16%).

Foreign Exchange Exposure

The Group's monetary assets, liabilities and transactions are mainly denominated in United States dollars, Hong Kong dollars and Renminbi. The Group is mainly exposed to foreign exchange risk with respect to Renminbi which may affect the Group's performance. The Group regularly reviews the balances of assets and liabilities and the currencies in which the transactions are denominated so as to minimise the Group's exposure to foreign currency risk. During the Year, no financial instruments had been used for hedging purpose. The Directors are of the view that the transactional exposure of the Group in currencies other than the functional currencies is maintained at an acceptable level.

Business Review

During the Year, the COVID-19 pandemic was still raging, and the global spread of COVID-19 coronavirus variants has deeply affected consumer and business behavior. As a results, the Group's business recorded a slowdown for the Year. Moreover, trade and political relationship between the US and the PRC has been intensified, slowing down the economic growth of many countries, including the PRC. These factors brought a negative impact in overall market sentiment and the Group's financial performance of the Year was adversely affected.

Group's brand products

During the Year, there was no segment revenue from the Group's brand products as compared to that of approximately US$2,000 last year. The segment's loss was reduced to approximately US$424,000, compared to that of approximately US$2,314,000 last year.

Other brand products

During the Year, there was no segment revenue from other brand products as compared to that of approximately US$4,294,000 last year. There was no segment loss as compared to a loss of approximately US$1,010,000 last year.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review *(Continued)*

Money lending service

For the Year, the Group conducted its money lending business in Hong Kong through the provision of loan financing to corporate and private retail customers. Customers in the money lending service segment were mainly solicited by our in-house business management and through referrals.

For the Year, the money lending service segment's revenue was approximately US$1,179,000, representing an approximate 1% increase compared to approximately US$1,163,000 last year. The segment's profit was approximately US$1,140,000, representing an approximate 15% increase, compared to last year's profit of approximately US$993,000.

The major terms of the loans receivable and estimate impairment of loan receivable are set out in Note 19 and Note 4 to the consolidated financial statements respectively.

The Group has credit policies, guidelines, procedures, and a credit risk management committee in place which cover key internal controls of a loan transaction, including (i) background check, (ii) credit assessment, (iii) proper execution of documentations, (iv) continuous monitoring of the credit risk exposure, and (v) recovery and collection of loan.

The following is a summary of the key internal controls of the Group's money lending operation:

Background check	Loan applicant shall first complete the "know-your-client" procedure, during which various identification documents shall be provided by the loan applicant, which shall be reviewed and assessed. For individual applicants, a copy of the applicant's Hong Kong/PRC identity card or passport and address proof shall be provided. For corporate applicants, a copy of their certificate of incorporation, business registration certificate, register of members, register of directors, certificate of good standing and certificate of incumbency (where applicable) shall be provided. Each loan applicant shall complete and sign a loan application form with us, setting out its/his basic identification information, the proposed principal amount, term and purpose of the loan as well as the proposed collateral/security to be offered (if any).
Credit assessment	In assessing the creditworthiness of the loan applicants, the loan applicant's background, including factors such as occupation, financial condition, reputation, asset proof and credit history will be taken into consideration; and if necessary, credit search with external credit check agencies to obtain further background information and credit history of the loan applicant will be conducted. For corporate applicant, company and director searches will also be conducted.

Financial Review *(Continued)*

Money lending service *(Continued)*

Proper execution of documentations	Loans are only granted where the credit risk management committee (i) has reviewed and verified all the information/documents and summary report submitted by the loan manager(s); and (ii) is satisfied with the recoverability of the loan by reference to the evaluation on the financial strength and credibility of the loan applicant as well as the principal amount of the loan involved, in accordance with the internal credit policy and guidelines. All loan applications must be approved by majority members of the credit risk management committee. Where the loan application is duly approved by the designed approval in the approval hierarchy of the Group's money-lending subsidiary, the responsible loan officer will arrange for the proper execution of the loan documentations under the supervision of the responsible loan manager, and with the support of professional advisers.
Continuous monitoring	There will be continuous monitoring on the repayments from borrower, regular communication with the borrower of its updated financial position, and regular review on credit limit of the loan granted and market value of the collateral pledged performed by the responsible loan officer and manager.
Collection and recovery	Formal reminder and legal demand letter will be issued to the borrower if there is an overdue payment. Where appropriate, legal action will be commenced against the borrower for recovery of the amount due and taking possession of the collateral pledged.

As disclosed in the Company's announcement dated 9 September 2022, due to the negative impact of the COVID-19 pandemic on the global economic environment, the management of the Group anticipates an increasing threat of a rise in loan defaults and delinquent payments which enhances credit risk, and thus had not been confident in providing money lending service. Since September 2021, the Group has not entered into any new loan agreement and/or arrangement with its customers. Having considered (i) the Group being exposed to greater credit risk under the adverse economic environment; (ii) all loan receivables as of 30 June 2022 having been fully settled; and (iii) opportunities for other more profitable businesses, the Board has decided not to renew the money lender's licence (the "**Licence**") held by one of its subsidiaries, which expired on 29 September 2022, and has resolved to discontinue the provision of the money lending service segment.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review *(Continued)*

Trading business

There was no revenue generated from the trading business segment during the Year and last year. The segment's loss was approximately US$2,000, representing an approximate 99% decrease, compared to last year's loss of approximately US$268,000.

Computer software and hardware and system development service

Due to the on-going pandemic, business in the computer software and hardware and system development service segment slowed down and was unable to achieve the growth rate forecast for the Year. Based on the valuation carried out by an independent professional valuer, the recoverable amount of this segment has been adjusted and resulted in the impairment loss on goodwill for the Year.

For the Year, the computer software and hardware and system development service segment's revenue was approximately US$6,638,000, representing an approximate 2% decrease compared to approximately US$6,760,000 last year. The gross profit margin decreased from approximately 45% last year to approximately 9% for the Year. As a result, a segment profit of approximately US$1,153,000 last year turned into a segment loss of approximately US$7,502,000 for the Year. The segment loss mainly represents the net effect of loss arising from this segment of approximately US$389,000 and other loss arising from business combination including amortisation of intangible assets of approximately US$1,473,000 and recognition of impairment loss on goodwill of approximately US$5,640,000.

The COVID-19 pandemic affected the performance of the computer software and hardware and system development service segment. In light of the poor economic sentiments in the PRC, which is our major market, our customers prefer to keep their budget for maintaining their normal operation instead of using that on new development or upgrade of their software system. Thus, the number and project amount of new projects were reduced. Except those necessary maintenance contracts, customers have less motivation to commence new program, upgrade existing system or acquire new hardware. From time to time, the lock down and social distancing measures in different cities in the PRC has also affected the progress of the programs on hand. The staff has to take much longer time to complete certain workdone than that of usual which in turn increased the cost incurred.

Business Outlook

Looking ahead to the coming year, the continuous outbreak of the COVID-19 pandemic around the world, together with the upward trend of the global interest rate, and with many uncertainties created by the outbreak of Russo-Ukrainian War, it would be very challenging to both the PRC and the overseas economic and market environment.

The Board believes that although the impact of the pandemic has caused great disturbance, the Company will be able to cope with such challenges by consolidating our resources and making efforts to adjust.

Under the trade and political conflicts between the US and the PRC, the performance of our sales of the Group's brand products and other brand products was not satisfactory in the past two years. Even though no revenue was made for these two segments during the Year, the Board considered that the downturn is temporary only. The Group will continue to review its existing business from time to time and take appropriate measures to tackle any possible impacts, and will also explore the opportunities in developing other computer products and/or different markets.

Taking into consideration that there are a lot of political and economical uncertainties, we will run the business on a prudent way in the coming year. Moreover, the Group will also continuously seek potential opportunities to expand and develop our business further to other markets by seeking partners which can potentially assist the Group in various aspects to achieve this goal.

Significant Investments and Material Acquisitions and/or Disposals

There was no significant investment held by the Group, nor were there any material acquisitions and/or disposals of subsidiaries, associates and joint ventures during the Year.

Future Plan for Material Investments or Capital Assets

As at 30 June 2022, the Group did not have any plan for material investments or capital assets in the coming year.

MANAGEMENT DISCUSSION AND ANALYSIS

Employees and Remuneration Policy

The Group ensured that its employees are remunerated according to the prevailing manpower market conditions, individual performance, qualification, experience and the remuneration policies, which are reviewed on a regular basis.

As at 30 June 2022, the Group had 111 employees, including 1 executive Director and 3 independent non-executive Directors, at market remuneration with employee benefits such as medical coverage, insurance plan, retirement benefits schemes, discretionary bonus and employee share option scheme. Staff costs, including directors' emoluments, were approximately US$3,926,000 for the Year as compared with that of approximately US$5,981,000 last year.

Capital Commitment and Contingent Liabilities

The Group had no material capital commitment and contingent liabilities as at 30 June 2022 (2021: Nil).

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the Directors' knowledge as at the date of this report, the Company has maintained a sufficient public float throughout the Year and as at the date of this report.

Donations

During the Year, the Group did not make any charitable donations (2021: Nil).

Events After the Reporting Period

As disclosed above, due to the negative impact of the COVID-19 on the global economic environment, the management of the Group anticipates an increasing threat of a rise in loan defaults and delinquent payments which enhances credit risk, and thus had not been confident in providing the money lending service. Having considered (i) the Group being exposed to greater credit risk under the adverse economic environment; (ii) all loan receivables as of 30 June 2022 having been fully settled; and (iii) opportunities for other more profitable businesses, the Board has decided not to renew the Licence, which expired on 29 September 2022, and has resolved to discontinue the provision of the money lending service segment.

Save as disclosed above, the Group did not have any other material event subsequent to the reporting period and up to the date of this report.

DIRECTORS' BIOGRAPHIES

BOARD OF DIRECTORS

Executive Directors

Mr. Zhang Sanhuo ("**Mr. Zhang**"), aged 56, joined the Company on 8 June 2017 and is now an executive Director, the chairman (the "**Chairman**") and chief executive officer (the "**Chief Executive Officer**") of the Company, the chairman of the nomination committee (the "**Nomination Committee**") and a member of the remuneration committee (the "**Remuneration Committee**") of the Company. He is responsible for overall strategic planning and formulation of corporate strategy of the Company.

Mr. Zhang graduated from 山西財經大學 (Shanxi University of Finance and Economics) with a bachelor's degree in accounting and obtained a master's degree in business administration from 長江商學院 (Cheung Kong Graduate School of Business*). He has over 20 years of experience in corporate management in mining, investment, finance and other industries.

Save for abovementioned, Mr. Zhang is also an executive director of Green Leader Holdings Group Limited ("**Green Leader**"), the shares of which are listed on the Main Board (stock code: 61) of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Independent Non-executive Directors

Mr. So Stephen Hon Cheung ("**Mr. So**"), aged 66, was appointed as an independent non-executive Director on 13 September 2002. He is the chairman of the audit committee (the "**Audit Committee**") of the Company and the Remuneration Committee and a member of the Nomination Committee. Mr. So is a director of the accounting firm T.M Ho, So & Leung CPA Limited, and is a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of the Chartered Professional Accountants of Canada and a member of the Society of Certified Management Accountants of Canada. He holds a bachelor's degree in commerce from the University of British Columbia, Canada and was a visiting professor of various universities and colleges in Beijing, Liaoning, Sichuan, Xinjiang, Qinghai and Guangdong of the PRC. He has extensive experience in the commercial sector of manufacturing, wholesale and trading and in public practice working for various companies in Hong Kong, the PRC and Canada.

Mr. So is an independent non-executive director of Pinestone Capital Limited (stock code: 804), the shares of which are listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of YGM Trading Limited (stock code: 375) and Yangtzekiang Garment Limited (stock code: 294) since 20 September 2017, the shares of both companies are listed on the Main Board of the Stock Exchange. From March 2000 to December 2014, Mr. So was an independent non-executive director of Skyworth Digital Holdings Limited (stock code: 751) and from April 2011 to February 2017, Mr. So was an independent non-executive director of Milan Station Holdings Limited (stock code:1150), the shares of both companies are listed on the Main Board of the Stock Exchange. From August 2017 to June 2019, Mr. So was also an independent non-executive director of Teamway International Group Holdings Limited (stock code: 1239), the shares of which are listed on the Main Board of the Stock Exchange.

* For identification purpose only

DIRECTORS' BIOGRAPHIES

BOARD OF DIRECTORS *(Continued)*

Independent Non-executive Directors *(Continued)*

Mr. Zhou Chunsheng ("**Mr. Zhou**"), aged 56, joined the Company on 4 July 2017 and is now an independent non-executive Director and member of each of the Audit Committee, Nomination Committee and Remuneration Committee. Mr. Zhou is currently a professor-in-residence of 長江商學院 (Cheung Kong Graduate School of Business*). He was an assistant dean, director of the executive education program and a professor of finance of 光華管理學院 (Guanghua School of Management) of 北京大學 (Peking University). He is a distinguished economist and a winner of the National Excellent Young Researcher Grant. He was an honorary professor at the University of Hong Kong, a visiting professor at the City University of Hong Kong and a member of the 1st and 2nd Listing Committee of the Shenzhen Stock Exchange. Mr. Zhou obtained a master's degree in mathematics from Peking University and a doctoral degree in economics (finance) from Princeton University in the United States. From 1994 to 1995, he was awarded an honorary doctoral scholarship excellence (Harold Dodds Fellowship) from Princeton University. During 1997 to 2001, Mr. Zhou worked for the University of California and the school of business of the University of Hong Kong. From April 2001 to December 2001, at the invitation of China Securities Regulatory Commission ("**CSRC**"), Mr. Zhou acted as a member (deputy level) of the planning and development committee of CSRC. He also became the head of the finance department of 光華管理學院 (Guanghua School of Management). Mr. Zhou is an expert in analyzing financial investment, securities markets, capital operation and financial derivatives.

Mr. Zhou is currently an independent non-executive director of Central Holding Group Co. Ltd. (stock code: 1735), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Zhou was an independent director of Kunwu Jiuding Investment Holdings Co., Limited ("**Kunwu Holdings**") (a company listed on the Shanghai Stock Exchange) (stock code: 600053) from July 2017 to January 2022 and the director of Nanda Automation Technology Jiangsu Co., Ltd (a company which was delisted from The National Equities Exchange and Quotations System Co., Ltd with stock code: 834876) from January 2011 to May 2022. He was also an independent non-executive director of each of China Information Technology Development Limited (stock code: 8178), the shares of which are listed on GEM of the Stock Exchange, from September 2007 to June 2011, Zhuguang Holdings Group Limited (stock code: 1176), the shares of which are listed on the Main Board of the Stock Exchange, from October 2009 to October 2011, China ITS (Holdings) Co., Ltd. (stock code: 1900), the shares of which are listed on the Main Board of the Stock Exchange, from September 2008 to June 2018 and Green Leader (stock code: 61), the shares of which are listed on the Main Board of the Stock Exchange, from June 2013 to August 2019. Mr. Zhou was also an independent non-executive director of Zhonghong Holdings Co., Limited ("**Zhonghong Holdings**") (a company delisted on the Shenzhen Stock Exchange) (stock code: 000979), from May 2008 to April 2020. He was also an independent non-executive director of Guosheng Financial Holding Inc. (stock code: 002670) and Transfar Zhilian Co., Ltd. (stock code: 002010), the shares of both companies are listed on the Shenzhen Stock Exchange, from July 2015 to April 2020 and from June 2015 to May 2020, respectively.

* For identification purpose only

BOARD OF DIRECTORS *(Continued)*

Independent Non-executive Directors *(Continued)*

As confirmed by Mr. Zhou as an independent non-executive director of Zhonghong Holdings, Zhonghong Holdings received an Investigation Notice (《調查通知書》) from the CSRC on 14 August 2018 that the financial reports of Zhonghong Holdings in 2017 were alleged to contain certain false information. Pursuant to the relevant requirements of the Securities Law of the PRC, investigation had been carried out by the CSRC in respect of the allegation. A decision of administrative punishment (《行政處罰決定書》) and a decision on prohibition from access to market (《市場禁入決定書》) were issued by the CSRC in December 2019 and Mr. Zhou was given a warning and was fined RMB30,000. A decision on disciplinary actions against Zhonghong Holdings and parties concerned (《關於對中弘控股股份有限公司及相關當事人給予紀律處分的決定》) (the "**SZSE Decision**") was issued by the Shenzhen Stock Exchange on 4 September 2018.

Pursuant to the SZSE Decision, the Shenzhen Stock Exchange imposed (i) a public sanction on Zhonghong Holdings; (ii) a public sanction on each of the then actual controller, chairman of the board of directors, and director and chief financial officer of Zhonghong Holdings; and (iii) a notice of criticism on certain then directors and supervisors of Zhonghong Holdings, in which Mr. Zhou was not involved. To the best knowledge, information and belief of the Board, Mr. Zhou was not involved in the day-to-day management of Zhonghong Holdings at the material time, and, save as disclosed above, Mr. Zhou has not been subject to any sanction, administrative penalty or criticism by the Shenzhen Stock Exchange and the CSRC. For further details, please refer to the announcement of the Company dated 23 October 2019.

An announcement was made by Kunwu Holdings on 25 September 2021 in relation to, among other things, the receipt of a decision on administrative supervision measures (《中國證券監督管理委員會江西監管局行政監管措施決定書》) (the "**Decision**") from Jiangxi Regulatory Bureau of CSRC by Kunwu Holdings and the secretary to the board of directors of Kunwu Holdings.

Pursuant to the Decision, investigations had been carried out and there was an incident of irregularity (the "**Incident**") on the part of Kunwu Holdings.

To the Directors' best knowledge, information and belief, Mr. Zhou is not involved in the day-to-day management of Kunwu Holdings, and has not been subject to any sanction, administrative penalty or criticism by the CSRC and the Shanghai Stock Exchange. For further details, please refer to the announcement of the Company dated 7 October 2021.

Mr. Tian Hong ("**Mr. Tian**"), aged 57, joined the Company on 4 July 2017 and is now an independent non-executive Director and member of each of the Audit Committee, Nomination Committee and Remuneration Committee. Mr. Tian has been the chief investment advisor of 至正實業有限公司 (Windus Enterprises Inc.*) since 2016. Mr. Tian obtained a master's degree in business administration from 山西財經大學 (Shanxi University of Finance and Economics) in 2009 and qualified as senior economist of The Bank of China in 1998. Mr. Tian worked for Industrial and Commercial Bank of China from 1984 to 1989. From 1990 to 2015, Mr. Tian worked for The Bank of China as operation deputy president, president, department head, and other senior management positions in charge of corporate finance, retail finance, investment banking, financial market and other core banking businesses.

Mr. Tian is also an independent non-executive director of Green Leader since 10 August 2020, the shares of which are listed on the Main Board (stock code: 61) of the Stock Exchange.

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CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining high standards of corporate governance practices.

The Board believes that good corporate governance and business ethics are essential in providing a framework for the Company to safeguard the interests of the Shareholders and to enhance corporate value and accountability.

The Company has applied the principles set out with the code provisions in the Corporate Governance Code (the "**Old CG Code**") previously contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). On 1 January 2022, the amendments to the Corporate Governance Code (the "**New CG Code**") came into effect and the requirements under the New CG Code will apply to corporate governance reports for financial year commencing on or after 1 January 2022. The Board will continue to review and enhance its corporate governance practice of the Company to ensure compliance with the New CG Code and align with the latest developments.

The Board is of the view that throughout the Year, the Company has complied with all the code provisions as set out in the Old CG Code, save and except for code provisions A.2.1 and A.4.2 of the Old CG Code (equivalent to C.2.1 and B.2.2 of the New CG Code), details of which will be explained to sections "Chairman and Chief Executive Officer" and "Appointment and Re-election of Directors" below.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors by the Company, all Directors confirmed that they had complied with the required standards set out in the Model Code and its code of conduct regarding directors' securities transactions during the Year.

Pursuant to paragraph A.3 of Appendix 10 to the Listing Rules, the Directors are prohibited from dealing in any securities of the Company on any day on which its financial results are published and during the period of 60 days immediately preceding the publication date of the annual results (the "**Black-out Period**").

The Company has also established written guidelines on no less exacting terms than the Model Code for securities transactions by employees (the "**Employees Written Guidelines**") who are likely to be in possession of unpublished price-sensitive information of the Company.

No incident of non-compliance with the Employees Written Guidelines by the employees was noted by the Board.

BOARD OF DIRECTORS

The Board comprises the following Directors:

Executive Directors:
Mr. Zhang Sanhuo *(Chairman and Chief Executive Officer)*
Mr. Chan Cheuk Ho (Resigned with effect from 31 May 2022)

Independent Non-executive Directors:
Mr. So Stephen Hon Cheung
Mr. Zhou Chunsheng
Mr. Tian Hong

The biographical information of the Directors is set out in the Directors' biographies on pages 13 to 15 of this annual report.

There is no relationship (including financial, business, family or other materials/relevant relationship(s)) between the Board members.

Chairman and Chief Executive Officer

Pursuant to the code provision A.2.1 of the Old CG Code (equivalent to C.2.1 of the New CG Code), the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

As Mr. Zhang Sanhuo is the Chairman and the Chief Executive Officer of the Company with effect from 3 January 2018, it constituted a deviation from code provision A.2.1 of the Old CG Code (equivalent to C.2.1 of the New CG Code) since 3 January 2018. The positions of the Chairman and Chief Executive Officer are held by Mr. Zhang Sanhuo who has extensive knowledge about the management. The Company believes that this structure is conducive to strong and consistent leadership, enabling the Company to formulate and implement strategies efficiently and effectively. Under the supervision of the Board and its independent non-executive Directors, a balancing mechanism exists so that the interests of the Shareholders are adequately and fairly represented. The Company considers that there is no imminent need to change this structure.

Independent Non-executive Directors

During the Year, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing at least one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

CORPORATE GOVERNANCE REPORT

BOARD OF DIRECTORS *(Continued)*

Independent Non-executive Directors *(Continued)*

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. Mr. So has served as an independent non-executive Director for more than nine years. Pursuant to provision A.4.3 of the Old CG Code (equivalent to B.2.3 of the New CG Code), his further appointment shall be subject to a separate resolution to be approved by the Shareholders. The Board considered that Mr. So has exercised judgment in the best interest of the Company when discharging his duties as an independent non-executive Director. Despite his length of service, there is no evidence that the independence of Mr. So, especially in terms of exercising independent judgment and objective challenges to the management, has been or will be in any way compromised or affected. Mr. So has also provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is therefore satisfied that Mr. So meets the independence guidelines set out in Rule 3.13 of the Listing Rules and continues to be independent. The Company considers that all independent non-executive Directors are independent.

Appointment and Re-election of Directors

A Director may be appointed either by the Shareholders in a general meeting or by the Board upon the recommendation from the Nomination Committee. The Nomination Committee will take into consideration criteria such as expertise, experience, integrity and commitment in appointment of new Directors. All candidates must also meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules.

During the Year, the Company had complied with Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules regarding the appointment of a sufficient number of independent non-executive Directors and at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise.

All Directors, including the independent non-executive Directors, are appointed for a fixed term of two years. Under code provision A.4.2 of the Old CG Code (equivalent to B.2.2 of the New CG Code), every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Under the Bye-laws 111 and 114 of the Company, one-third of the Directors, with the exception of Chairman or Deputy Chairman, Managing Director or joint Managing Director, are subject to retirement by rotation and re-election at annual general meeting of the Company. New Directors appointed by the Board to fill a casual vacancy during any year are required to retire and submit themselves for election at the first general meeting immediately following their appointments. Notwithstanding the provisions of the bye-laws of the Company (the "**Bye-laws**"), the Company intends to comply with the code provision A.4.2 of the Old CG Code (equivalent to B.2.2 of the New CG Code) by way of having one-third of all the Directors, including those appointed for a specific term, subject to retirement by rotation at each annual general meeting at least once every three years.

BOARD OF DIRECTORS *(Continued)*

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. Members of the Board take decisions objectively in the interests of the Company.

All Directors, including the independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

All Directors have full and timely access to all the information of the Company as well as the service and advice from the company secretary (the "**Company Secretary**") and senior management of the Company with a view to ensuring that all required procedures, and all applicable rules and regulations are followed. They are also entitled to have full access to Board papers and related materials so that they are able to make an informed decision and to discharge their duties and responsibilities. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors will disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his responsibilities to the Company.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

The Board adopts a board diversity policy which aims to build and maintain diversity of the Board in terms of skills, professional experience, cultural and educational background, gender, age, and other attributes and strengths that are required for the Company's business from time to time. The policy stipulates that the Board appointments will be made on a merit basis and candidates will be considered against objective selection criteria, with due regard for the benefits of diversity on the Board. The Nomination Committee is delegated by the Board to review the Board Diversity Policy on a regular basis, make recommendations to the Board on measurable objectives for achieving diversity of the Board as appropriate and monitor the progress on achieving the objectives.

Continuous Professional Development

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

CORPORATE GOVERNANCE REPORT

BOARD OF DIRECTORS *(Continued)*

Continuous Professional Development *(Continued)*

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for the Directors will be arranged where necessary.

Directors are requested to provide the Company with their respective training record pursuant to code provision A.6.5 of the CG Code (equivalent to C.1.4 of the New CG Code). According to the records maintained by the Company, during the Year, each of the Directors namely, Mr. Zhang Sanhuo, Mr. Chan Cheuk Ho (who resigned with effect from 31 May 2022), Mr. So Stephen Hon Cheung, Mr. Zhou Chunsheng and Mr. Tian Hong participated in continuous professional development by (i) attending external seminars, training courses, conferences and programs; or (ii) reading relevant materials and updates, relating to corporate governance practices, directors' duties, Listing Rules, relevant laws and regulations, and business development of the IT industry. The Company Secretary has taken not less than 15 hours of relevant professional training.

BOARD COMMITTEES

The Board has established three committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the respective websites of the Company and the Stock Exchange and are available to the Shareholders upon request.

The majority of the members of each Board committee are independent non-executive Directors and the list of the chairman and members of each Board committee is set out under "Corporate Information" on page 3 of this annual report.

Audit Committee

The Audit Committee consists of three independent non-executive Directors, namely, Mr. So Stephen Hon Cheung (chairman of the committee), Mr. Zhou Chunsheng and Mr. Tian Hong.

The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, internal control procedures, risk management system, audit plan and relationship with external auditors, and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

During the Year, the Audit Committee held two meetings to review the annual financial results and report in respect of the Year, the interim results and report for the six months ended 31 December 2021 and significant issues on the financial reporting and compliance procedures, internal control and risk management systems, effectiveness of the internal audit function, scope of work and appointment of external auditor, and arrangements for employees to raise concerns about possible improprieties.

BOARD COMMITTEES *(Continued)*

Audit Committee *(Continued)*

The Audit Committee also met with the Company's auditors twice during the Year for the purpose of reviewing the Company's financial reports and accounts.

Remuneration Committee

The Remuneration Committee consists of one executive Director, namely Mr. Zhang Sanhuo and three independent non-executive Directors, namely, Mr. So Stephen Hon Cheung (chairman of the committee), Mr. Zhou Chunsheng and Mr. Tian Hong.

The primary functions of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages of individual executive Directors and senior management, the remuneration policy and structure for all Directors and senior management; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his associates will participate in deciding his own remuneration.

During the Year, the Remuneration Committee met once to review and make recommendation to the Board on the remuneration policy and structure of the Company, and the remuneration packages of the executive Directors and senior management and other related matters.

Nomination Committee

The Nomination Committee consists of one executive Director, namely Mr. Zhang Sanhuo (chairman of the committee) and three independent non-executive Directors, namely, Mr. So Stephen Hon Cheung, Mr. Zhou Chunsheng and Mr. Tian Hong.

The principal duties of the Nomination Committee include reviewing the Board's composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of independent non-executive Directors.

During the Year, the Nomination Committee met once to review the structure, size and composition of the Board and the independence of the independent non-executive Directors, and to consider the qualifications of the retiring Directors standing for election at the relevant annual general meeting. Additional meetings may be held as and when required.

Corporate Governance Functions

The Audit Committee is responsible for performing the functions set out in code provision D.3.1 of the Old CG Code (equivalent to A.2.1 of the New CG Code).

The Audit Committee meets to review the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the Written Employee Guidelines, and the Company's compliance with the Old CG Code.

CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES *(Continued)*

Corporate Governance Functions *(Continued)*

The Board holds meetings from time to time whenever necessary. At least 14 days' notice of regular Board meetings is given to all Directors and they can include matters for discussion in the agenda as they think fit. The agenda accompanying the Board papers are sent to all Directors at least 3 days before the date of every Board meeting in order to allow sufficient time for the Directors to review the documents. Minutes of every Board meeting are circulated to all Directors for their perusal and comments prior to confirmation of the minutes. The Company Secretary is responsible for keeping the minutes of all meetings of the Board and the Board committees.

ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

The attendance record of each Director at meetings of the Board and the Board committees and the general meeting of the Company held during the Year is set out in the table below:

	Number of meetings attended/total number of meetings held				
Name of Director	Board	Remuneration Committee	Audit Committee	Nomination Committee	2021 Annual General Meeting
Executive Directors					
Mr. Zhang Sanhuo	5/5	1/1	–	1/1	1/1
Mr. Chan Cheuk Ho (Resigned with effect from 31 May 2022)	4/4	–	–	–	1/1
Independent non-executive Directors					
Mr. So Stephen Hon Cheung	5/5	1/1	2/2	1/1	1/1
Mr. Zhou Chunsheng	5/5	1/1	2/2	1/1	1/1
Mr. Tian Hong	5/5	1/1	2/2	1/1	1/1

Apart from regular Board meetings, the Chairman also held a meeting with all the non-executive Directors (including independent non-executive Directors) without the presence of any other executive Director during the Year.

COMPANY SECRETARY

The Company Secretary reports to the Chairman and is responsible for advising the Board on corporate governance matters. During the Year, the Company Secretary had complied with the professional training requirements under the Rule 3.29 of the Listing Rules.

EXTERNAL AUDITORS

The fees paid/payable to the external auditors for audit and non-audit services for the Year (and the comparative figures for the year ended 30 June 2021) are as follows:

	2022 US$'000	2021 US$'000
Audit services	**162**	221
Non-audit services	**–**	–
– Tax services for the Group		
– Agreed upon on procedures on Group's annual results announcement		
	162	221

EXTERNAL AUDITORS *(Continued)*

The Audit Committee is responsible for approving the remuneration and terms of engagement of the external auditor and ensuring the continuing objectivity and independence of the external auditor. The Audit Committee has resolved to recommend the re-appointment of ZHONGHUI ANDA CPA Limited as external auditor of the Company. This resolution has been endorsed by the Board and is subject to final approval and authorization by the Shareholders at the 2022 Annual General Meeting.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibility for the risk management and internal control systems of the Group on an ongoing basis, and for reviewing its effectiveness. The Board is also responsible for establishing and maintaining appropriate and effective risk management and internal control systems with regard to the objectives of the Group. The established systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

During the Year, the Board, through the Audit Committee, had conducted an annual review on the effectiveness of the risk management and internal control systems of the Group, covering financial, operational, compliance (including environmental, social and governance performance, risks and reporting) and risk management aspects. The systems were considered effective and adequate.

The Group adopts a complete process style of risk management in a functional bottom up manner, including risk identification, assessment, evaluation and treatment. The functional areas across the Group provide input of risks with treatments, which are appraised and maintained. The risk management system, as well as the internal control system, are continuous, proactive and systematic processes. With the implementation of internal audit function, the effectiveness of the risk management and internal control systems is reviewed by conducting internal audit assignments. Recommendations for major observations of control weaknesses from the audits will be provided, so as to resolve material internal control defects.

Inside information policy is in place, which aims to set out guidelines to ensure inside information of the Group is to be disseminated to the public in equal and timely manner.

SHAREHOLDERS’ RIGHTS

To safeguard Shareholders’ interests and rights, a separate resolution is proposed for each substantially separate issue at Shareholders’ meetings, including the election of individual Directors. All resolutions put forward at Shareholders’ meetings are voted by poll pursuant to the Listing Rules and poll results are posted on the respective websites of the Company and the Stock Exchange after each Shareholders’ meeting.

CORPORATE GOVERNANCE REPORT

SHAREHOLDERS' RIGHTS *(Continued)*

1. Convening a Special General Meeting by Shareholders

1.1 Shareholders holding not less than one-tenth of the paid-up capital of the Company as at the date of the deposit of the requisition carrying the right of voting at general meetings of the Company may by written requisition deposit at the Company's registered office at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda for the attention of the Board, to require a special general meeting to be called by the Board.

1.2 The requisition must state the purposes of the meeting, and must be signed by the requisitionist(s) and may consist of several documents in like form, each signed by one or more requisitionist(s).

1.3 The signature(s) and the requisition will be verified by the Company's share registrars. The Board will proceed to convene a special general meeting for the transaction of any business specified in the requisition within 21 days from the date of deposit of such requisition if it has been validly raised.

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

2. Putting Forward Proposals at General Meetings

2.1 On the requisition in writing of (i) either any number of Shareholders representing not less than one-twentieth of the total voting rights of all the Shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates, or (ii) not less than 100 Shareholders, the Company shall be under a duty to:

(a) give to the Shareholders entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and

(b) circulate to the Shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

SHAREHOLDERS' RIGHTS *(Continued)*

2. Putting Forward Proposals at General Meetings *(Continued)*

2.2 The requisition must be signed by the requisitionists and deposited at the registered office of the Company at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda for the attention of the Board and

(i) in the case of requisition requiring notice of a resolution, not less than six weeks before the meeting; and in the case of any other requisition, not less than one week before the meeting.

(ii) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expenses in giving effect thereto.

2.3 The signatures and the requisition will be verified by the Company's share registrars. Upon confirming that the requisition is proper and in order, notice of any such intended resolution shall be given, and any such statement shall be circulated, to the Shareholders entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each of such Shareholders in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other Shareholders by giving notice of the general effect of the resolution in any manner permitted for giving him/her/it notice of meetings of the Company, provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.

3. Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company.

Note: The Company will not normally deal with verbal or anonymous enquiries.

4. Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address:
Unit B, 12/F, Central 88, 88–98 Des Voeux Road Central, Central, Hong Kong (For the attention of the Board of Directors)

For the avoidance of doubt, Shareholder(s) must provide their full name, contact details and identification in order for the Company to reply to them. Shareholders' information may be disclosed as required by law.

CORPORATE GOVERNANCE REPORT

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS/INVESTOR RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings.

The Company endeavors to maintain a high level of transparency in communicating with the Shareholders and investors of the Company. The Company's policy of shareholder's communication is aiming at providing the Shareholders and potential investors of the Company with ready and timely access to balanced and understandable information of the Company.

The Board and the Company maintain an on-going dialogue with the Shareholders and the investment community mainly through the Company's financial reports, annual general meetings and other general meetings that may be convened, as well as by making available all the disclosures submitted to the Stock Exchange and its corporate communications and other corporate publications on the Company's website.

The Shareholders should direct their questions about their shareholdings to the Company's branch share registrar and transfer office in Hong Kong. The Shareholders may at any time make a request for the Company's information to the extent such information is publicly available. The Shareholders may also make enquiries to the Board by writing to the Company Secretary at the Company's principal place of business in Hong Kong.

CONSTITUTIONAL DOCUMENTS

During the Year, the Company has not made any changes to its Memorandum of Association and Bye-laws. The latest version of the Company's Memorandum of Association and Bye-laws are available on the respective websites of the Company and the Stock Exchange.

DIRECTORS' REPORT

DIRECTORS' REPORT

The Directors have pleasure in presenting their annual report and the audited consolidated financial statements of the Company for the Year.

Principal Activities

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in Note 30 to the consolidated financial statements.

Financial Results

The results of the Group for the Year and the state of affairs of the Company and the Group as at 30 June 2022 are set out on pages 44 to 99 of this annual report.

Business Review

An analysis of the Group's performance for the year ended 30 June 2022 by operating segment is set out in Note 6 to the consolidated financial statements.

A fair review of the business of the Group as well as discussion and analysis of the Group's performance during the Year and the material factors underlying its financial performance and financial position can be found in the "Chairman's Statement" and "Management Discussion and Analysis" set out on page 4 and pages 5 to 12 of this annual report respectively.

Principal Risks and Uncertainties

There are several factors affecting the results and business operations of the Group.

It would be a risk to the Group if the outbreak of COVID-19 pandemic continues for a much more extended period or worsens during the upcoming winter. The risk would lead to damage to the supply chain, productivity, and consumer and corporate demands.

A further trade restriction and tariff imposed on import and/or export technology and products between the PRC and the US would increase the cost of products and affect confidence in terms of consumer spending, corporate capital expenditure, and growth globally.

The Group is not aware of any other particular or essential event that has occurred which would trigger a risk and uncertainty as at 30 June 2022.

Certain financial risk and uncertainties are also set out in Note 5 to the consolidated financial statements in this annual report.

DIRECTORS' REPORT

DIRECTORS' REPORT *(Continued)*

Dividend Policy

The Board has approved and adopted a dividend policy with effect from 5 July 2019 (the "**Dividend Policy**"). The payment of dividend is subject to the compliance with related laws and regulations, including the laws of Bermuda, Company's Bye-laws, the Listing Rules, and the financial reporting standards that the Group has adopted. The Board will continually review the Dividend Policy from time to time and reserves the right to amend or modify the Dividend Policy as and when the Board may deem necessary. There can be no assurance that dividends will be paid in any particular amount for any given period.

The Company intends to create long term value for the Shareholders through maintaining a balance between dividend distribution, preserving adequate liquidity and reserve to meet its working capital requirements and capturing future growth opportunities. When considering the declaration and payment of dividends, the Board shall take into account the following factors of the Group:

– the Group's overall results of operation, financial condition, expected working capital requirements and capital expenditure requirements, liquidity position and future expansions plans;

– the amount of retained profits and distributable reserves of the Company;

– general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and

– any other factors that the Board deems relevant.

Depending on the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period as:

1. interim dividend;

2. final dividend;

3. special dividend; and

4. any distribution of net profits that the Board may deem appropriate.

DIRECTORS' REPORT *(Continued)*

Dividend Policy *(Continued)*

Any final dividend for a financial year will be subject to the Shareholders' approval. The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate. Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance to the Bye-laws.

The Company does not have any pre-determined dividend distribution ratio and the Company's dividend distribution record in the past, if any, may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Company in future. The Dividend Policy shall in no way constitute a legally binding commitment by the Group in respect of its future dividend and/or in no way obligate the Group to declare a dividend at any time or from time to time.

Final Dividend

The Directors do not recommend a dividend for the Year (2021: Nil) pursuant to the Dividend Policy.

Environmental Policies and Compliance with Laws and Regulations

As a responsible corporation, the Group is committed to maintaining higher environmental and social standards to ensure sustainable development of its business. The Group has complied with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. The Group understands a better future depends on everyone's participation and contribution. It has encouraged employees, customers, suppliers and other stakeholders to participate in environmental and social activities which benefit the community as a whole. The Group maintains strong relationships with its employees, has enhanced cooperation with its suppliers and has provided high quality products and services to its customers so as to ensure sustainable development.

The Environmental, Social and Governance Report conducted by a professional third party for the Year will be published separately on the website of the Company and the website of the Stock Exchange.

Compliance with the Relevant Laws and Regulations

As far as the Board is aware, the Group has complied with the relevant laws and regulations in material respects that have a significant impact on the business and operation of the Group.

During the Year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

DIRECTORS' REPORT

DIRECTORS' REPORT *(Continued)*

Relationship with Suppliers, Customers and Other Stakeholders

The Group understands the importance of maintaining a good relationship with its suppliers, customers and other stakeholders to meet its immediate and long-term goals.

During the Year, there was no material and significant dispute between the Group and its suppliers, customers and/or other stakeholders.

Permitted Indemnity Provision

The Bye-law 194 provides that the Directors shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their offices, provided that this indemnity shall not extend to any matter incur or sustain through their own fraud or dishonesty. A Directors' liability insurance is in place to protect the Directors against potential costs and liabilities arising from claims brought against the Directors.

Five Years Financial Summary

A summary of the results and the assets and liabilities of the Group for the past five financial years is set out on page 100 of this annual report.

Property, Plant and Equipment

During the Year, the Group acquired additional property, plant and equipment at a cost of approximately US$8,000 (2021: approximately US$3,000).

Details of these and other movements during the Year in the property, plant and equipment of the Group are set out in Note 14 to the consolidated financial statements.

Share Capital and Share Option Schemes

Details of the Company's share capital and share option schemes are set out in Notes 27 and 28 to the consolidated financial statements, respectively.

Distributable Reserves of the Company

Details of the movements in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity on page 47 of this annual report and the Company's reserves available for distribution to Shareholders as at 30 June 2022 were as follows:

	2022 **US$'000**	2021 US$'000
Contributed surplus	**9,036**	9,036
Accumulated losses	**(61,985)**	(53,430)
	(52,949)	(44,394)

Under the Companies Act 1981 at Bermuda (as amended), the contributed surplus account of a company is available for distribution.

DIRECTORS' REPORT *(Continued)*

Distributable Reserves of the Company *(Continued)*

However, a company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

(a) it is, or would after the payment be, unable to pay its liabilities as they become due; or

(b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

Purchase, Sale or Redemption of the Company's Listed Securities

During the Year, the Company did not redeem any of its shares listed on the Stock Exchange nor did the Company or any of its subsidiaries purchase or sell any of such shares.

Directors

The Directors during the Year and up to the latest practicable date prior to the issue of this annual report are:

Executive Directors:

Mr. Zhang Sanhuo – *Chairman and Chief Executive Officer*
Mr. Chan Cheuk Ho (Resigned with effect from 31 May 2022)

Independent Non-executive Directors:

Mr. So Stephen Hon Cheung
Mr. Zhou Chunsheng
Mr. Tian Hong

Bye-law 111 provides that one-third of the Directors, with the exception of Chairman, Deputy Chairman, Managing Director and Joint Managing Director, shall retire from office by rotation at each annual general meeting. In order to put in place good corporate governance practice, notwithstanding the provisions of the Company's Bye-laws, the Company intends to have one-third of all the Directors subject to retirement by rotation at each annual general meeting. At the forthcoming 2022 annual general meeting, each of Mr. Zhang Sanhuo and Mr. Zhou Chunsheng will retire from office and, being eligible, shall offer himself for re-election pursuant to Bye-law 111 as an executive Director and an independent non-executive Director, respectively.

Directors' Service Contracts

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

DIRECTORS' REPORT

DIRECTORS' REPORT *(Continued)*

Directors' and Chief Executive's Interests and Short Position in Shares, Underlying Shares and Debentures

As at 30 June 2022, the interests and short positions of the Directors and the Company's chief executive in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "**SFO**")) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules were as follows:

Long positions:
Ordinary shares of HK$0.10 each (the "Share(s)") of the Company

Name of company	Name of Director	Nature of Interest	Number of issued Shares held	Approximate percentage of the issued share capital of the Company
PINE Technology Holdings Limited	Zhang Sanhuo	Controlled corporation	714,163,680 (Note 1)	53.83%

Note:

1. These underlying Shares are beneficially owned by and registered in the name of Sage Global Holdings Limited ("**Sage Global**"), which is a company incorporated in the British Virgin Islands ("**BVI**") and its entire issued share capital is wholly and beneficially owned by South Pearl Ventures Limited ("**South Pearl**"), and South Pearl is in turn wholly and beneficially owned by Mr. Zhang Sanhuo, an executive Director, the chairman and chief executive officer of the Company. As at 30 June 2022, all the Shares held by Sage Global were pledged as security for facilities granted to Sage Global.

Long positions in the underlying Shares:

Name of Director	Nature of Interest	Number of underlying Shares held	Approximate percentage of the issued share capital of the Company
Mr. Zhang Sanhuo	Beneficial owner	16,860,000 (Note 1)	1.27%
Mr. Chan Cheuk Ho	Beneficial owner	19,260,000 (Note 2)	1.45%

DIRECTORS' REPORT *(Continued)*

Directors' and Chief Executive's Interests and Short Position in Shares, Underlying Shares and Debentures *(Continued)*

Notes:

1. These underlying Shares are held by Mr. Zhang Sanhuo, an executive Director, the Chairman and Chief Executive Officer, as share options of the Company which entitle him to subscribe for 6,000,000 Shares at an exercise price of HK$0.83 per Share and 10,860,000 Shares at an exercise price of HK$0.46 per Share.

2. These underlying Shares are held by Mr. Chan Cheuk Ho, an executive Director, as share options of the Company which entitle him to subscribe for 6,000,000 Shares at an exercise price of HK$0.83 per Share and 13,260,000 Shares at an exercise price of HK$0.46 per Share. Mr. Chan Cheuk Ho has resigned as an executive Director with effect from 31 May 2022. Mr. Chan Cheuk Ho remains as the Company Secretary and authorised representative of the Company.

Save as disclosed above, as at 30 June 2022, none of the Directors or the Company's chief executive or their respective associates, had any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Share Options

Particulars of the Company's share option schemes are set out in Note 28 to the consolidated financial statements.

The Company's share option scheme (the "**Scheme**") was adopted pursuant to the ordinary resolution passed by the Shareholders on 22 November 2013 for the purpose of providing incentives or reward to the Directors, eligible employees or any person who have contributed or may contribute to the Group. The Scheme was amended pursuant to the ordinary resolution passed by the Shareholders on 15 November 2018 and the Directors considered that the amendment to the Scheme was in line with Rule 17.04(1) of the Listing Rules. Please refer to the circular of the Company dated 16 October 2018 and the announcement of the Company dated 15 November 2018 for further information in relation to the amendment to the Scheme. Unless otherwise cancelled or amended, the Scheme will expire on 21 November 2023.

Share options granted must be taken up within 21 days from the date of grant, upon payment of HK$1 per share option. A share option may be exercised in accordance with the terms of the Scheme at any time during the respective effective period of the Scheme to be notified by the Board which shall not be later than 10 years from the date of grant.

DIRECTORS' REPORT

DIRECTORS' REPORT *(Continued)*

Share Options *(Continued)*

As disclosed in the announcement of the Company dated 12 December 2018, there were 80,140,000 share options granted to certain grantees (the "**Grantees**") which included the Directors with an exercise price HK$0.46 per share pursuant to the Scheme (the "**Share Options 2018**"). The exercise price of HK$0.46 per share was the highest of: (i) the closing price of HK$0.45 per share as quoted in the Stock Exchange's daily quotation sheet on the date of grant; (ii) the average closing price of approximately HK$0.46 per share as quoted in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of grant; and (iii) the nominal value of HK$0.10 per share.

Unless approved by the Shareholders, the total number of Shares issued and to be issued upon exercise of the share options granted to each eligible participant (including both exercised and outstanding share options) in any 12-month period must not exceed 1 per cent of the Shares in issue.

The subscription price shall be determined by the Board at its absolute discretion, provided that it shall be not less than the highest of:

(1) the closing price of the Shares on the Stock Exchange (as stated in the Stock Exchange's daily quotations sheet) on the Offer Date, which must be a Business Day;

(2) the average closing price of the Shares on the Stock Exchange (as stated in the Stock Exchange's daily quotations sheets) for the five Business Days immediately preceding the offer date; and

(3) the nominal value of a Share on the offer date.

On 28 November 2019, an ordinary resolution was duly passed by the Shareholders at an annual general meeting of the Company, approving, inter alia, the refreshment of the scheme mandate limit under the Share Option Scheme. Upon the refreshment of the scheme mandate limit, the Company may grant share options entitling holders thereof to subscribe for up to a maximum number of 132,670,173 Shares, representing approximately 10% of the number of issued Shares as at the date of the annual general meeting (the "**Refreshed Scheme Mandate Limit**"). Please refer to the circular of the Company dated 29 October 2019 and the announcement of the Company dated 28 November 2019 for further details of the refreshment of the scheme mandate limit.

DIRECTORS' REPORT *(Continued)*

Share Options *(Continued)*

Details of the share options outstanding under the Scheme as at 30 June 2022 to subscribe for the Shares in the Company are as follows:

						Number of share options					
Granted to	Position(s) held in the Company	Date of grant	Validity period (both dates inclusive)	Exercisable period (both dates inclusive)	Exercise price HK$	Balance as at 1 July 2021	Granted during the Year	Exercised during the Year	Cancelled during the Year	Lapsed during the Year	Balance as at 30 June 2022
Mr. Zhang Sanhuo	Chairman and Chief Executive Officer	22.9.2017	22.9.2017 to 21.9.2027	33.33% 22.9.2017 to 21.9.2027; 33.33% 22.9.2018 to 21.9.2027; and 33.34% 22.9.2019 to 21.9.2027	0.83	6,000,000	–	–	–	–	6,000,000
		12.12.2018	12.12.2018 to 11.12.2028	50% 12.12.2018 to 11.12.2028; and 50% 12.12.2019 to 11.12.2028	0.46	10,860,000	–	–	–	–	10,860,000
Sub-total						16,860,000	–	–	–	–	16,860,000
Mr. Chan Cheuk Ho	Employee (Note 1)	22.9.2017	22.9.2017 to 21.9.2027	33.33% 22.9.2017 to 21.9.2027; 33.33% 22.9.2018 to 21.9.2027; and 33.34% 22.9.2019 to 21.9.2027	0.83	6,000,000	–	–	–	–	6,000,000
		12.12.2018	12.12.2018 to 11.12.2028	50% 12.12.2018 to 11.12.2028; and 50% 12.12.2019 to 11.12.2028	0.46	13,260,000	–	–	–	–	13,260,000
Sub-total						19,260,000	–	–	–	–	19,260,000

DIRECTORS' REPORT

DIRECTORS' REPORT *(Continued)*
Share Options *(Continued)*

Granted to	Position(s) held in the Company	Date of grant	Validity period (both dates inclusive)	Exercisable period (both dates inclusive)	Exercise price HK$	Number of share options: Balance as at 1 July 2021	Granted during the Year	Exercised during the Year	Cancelled during the Year	Lapsed during the Year	Balance as at 30 June 2022
Other grantees	Consultants	12.12.2018	12.12.2018 to 11.12.2028	50% 12.12.2018 to 11.12.2028; and 50% 12.12.2019 to 11.12.2028	0.46	36,520,000	–	–	–	–	36,520,000
Grand total						72,640,000	–	–	–	–	72,640,000

Note:

1. Mr. Chan Cheuk Ho has resigned as an executive Director with effect from 31 May 2022. Mr. Chan Cheuk Ho remains as the Company Secretary and authorised representative of the Company.

The total number of Shares available for issue under the Refreshed Scheme Mandate Limit of the Scheme is 132,670,173 representing approximately 10% of the Company's issued share capital as at the date of this annual report.

Save as disclosed above, no share option was granted, exercised, cancelled or lapsed under the Scheme during the Year.

During the Year, the Group has not recognised any share-based payment expense in the consolidated statement of profit or loss and other comprehensive income (30 June 2021: Nil).

Arrangement to Acquire Shares or Debentures

Other than the share option schemes disclosed above, at no time during the Year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

Directors' Interests in Transactions, Arrangements or Contracts of Significance

There was no transaction, arrangement or contract of significance, to which the Company or its subsidiaries was a party and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisting during or at the end of the Year.

Directors' Interest in Competing Business

None of the Directors and their respective associates had any competing interests which were required to be disclosed pursuant to Rule 8.10 (2)(b) and (c) of the Listing Rules during the Year.

DIRECTORS' REPORT *(Continued)*

Substantial Shareholders' Interests in Securities

Save as the interests of certain Directors disclosed under the section headed "Directors' and Chief Executive's Interests and Short Position in Shares, Underlying Shares and Debentures", according to the register of interests maintained by the Company pursuant to section 336 of the SFO and as far as the Directors are aware, as at 30 June 2022, the following persons or corporations (other than a Director or chief executive of the Company) had an interest or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any member of the Group or in any options in respect of such capital:

Name of company	Name of substantial shareholder	Capacity	Number of issued shares held	Position	Approximate percentage of the issued share capital of the company
PINE Technology Holdings Limited	Sage Global	Beneficial owner	714,163,680 (Note 1)	Long	53.83%
			714,163,680 (Note 1)	Short	53.83%
	South Pearl	Controlled corporation	714,163,680 (Note 1)	Long	53.83%
			714,163,680 (Note 1)	Short	53.83%
	Mr. Zhang Sanhuo	Controlled corporation	714,163,680 (Note 1)	Long	53.83%
			714,163,680 (Note 1)	Short	53.83%
		Beneficial owner	16,860,000 (Note 2)		
	RG Strategy Fund VCC (for the account of RG Asset-Backed Investment Fund I)	Person having a security interest in shares	714,163,680 (Note 3)	Long	53.83%
	First Degree Global Asset Management Pte. Ltd.	Investment manager	714,163,680 (Note 3)	Long	53.83%
	Mr. Stephen John Fisher	Controlled corporation	714,163,680 (Note 3)	Long	53.83%
PINE Technology (BVI) Limited (Note 4)	Simply Perfect Group Limited ("**Simply Perfect**")	Beneficial owner	1,725 (Note 5)	Long	15%
	Chiu Hang Tai (Note 6)	Controlled corporation	1,725 (Note 5)	Long	15%

DIRECTORS' REPORT

DIRECTORS' REPORT *(Continued)*

Substantial Shareholders' Interests in Securities *(Continued)*

Notes:

1. Sage Global beneficially owns 714,163,680 Shares. Sage Global is wholly and beneficially owned by South Pearl. South Pearl is in turn wholly and beneficially owned by Mr. Zhang Sanhuo, the chairman of the Board and executive Director.

2. This represents the Shares to be allotted and issued by the Company upon exercise of the share options granted under the Scheme on 22 September 2017 and 12 December 2018 respectively.

3. First Degree Global Asset Management Pte. Ltd., a company incorporated in Singapore with limited liability and owned as to 60% by Mr. Stephen John Fisher, is the investment manager of RG Strategy Fund VCC (for the account of RG Asset-Backed Investment Fund I), a variable capital company incorporated in Singapore with limited liability.

4. PINE Technology (BVI) Limited is a subsidiary of the Company and is owned as to 85% by the Company and 15% by Simply Perfect.

5. The shares are beneficially owned by and registered in the name of Simply Perfect which was incorporated in the BVI and 74% of its share capital is beneficially owned by Mr. Chiu Hang Tai, a former executive Director. Mr. Chiu Hang Tai is deemed to be interested in the shares held by Simply Perfect by virtue of the SFO. Mr. Chiu Hang Tai has resigned as an executive Director with effect from 2 December 2020.

6. Mr. Chiu Hang Tai and Madam Leung Sin Mei, the wife of Mr. Chiu Hang Tai, both beneficially owned 600,000 non-voting deferred shares in Pineview Industries Limited ("**Pineview Industries**"), a subsidiary of the Company as at 30 June 2022. The non-voting deferred shares practically carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of Pineview Industries. In the event of winding up of Pineview Industries, the holders of the deferred shares are entitled to distribution out of the remaining assets of Pineview Industries only after the distribution of HK$1,000 million, as specified in the articles of association of Pineview Industries, to holders of the ordinary shares.

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 30 June 2022.

Convertible Securities, Options, Warrants or Similar Rights

Other than the share options as set out in Note 28 to the consolidated financial statements, the Company had no other outstanding convertible securities, options, warrants or other similar rights as at 30 June 2022.

Major Customers and Suppliers

For the Year, the top five suppliers of the Group together accounted for approximately 45% of the Group's total purchases and the largest supplier accounted for approximately 27% of the Group's total purchases.

For the Year, the top five customers of the Group together accounted for approximately 67% of the Group's total sales and the largest customers accounted for approximately 30% of the Group's total sales.

None of the Directors, their respective close associates or any Shareholder who owns more than 5% of the issued share capital of the Company had any interests in the Group's five largest customers and suppliers during the Year.

DIRECTORS' REPORT *(Continued)*

Emolument Policy

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

The emoluments of the Directors and senior management of the Company are determined by the Board. The Remuneration Committee reviewed and made recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management, having regard to the Company's operating results, individual performance and comparable market statistics.

As mentioned above, the Company has adopted a share option scheme as an incentive to the Directors and eligible employees.

Details of Directors' emolument and individuals with highest emoluments are set out in Note 11 to the consolidated financial statements.

Profit Guarantee

Pursuant to the sale and purchase agreement dated 9 July 2018 (as amended and supplemented by a supplemental agreement thereto dated 13 July 2018) entered into amongst Talent Crest Limited, a wholly-owned subsidiary of the Company, as purchaser, Harmonious Miles Limited, as vendor, and Mr. Wu Chung Man Ronnie, as guarantor, in relation to the acquisition of the entire equity interest of Eternal Abundant Limited (together with its subsidiaries, the "**Eternal Abundant Group**"), the vendor has warranted and guaranteed to the purchaser that the audited consolidated profit after tax as shown in the audited consolidated accounts of the Eternal Abundant Group for the 12-month period commencing from the date falling on the second anniversary of the completion date of the said acquisition (i.e. 23 July 2018) (the "**3rd Profit Guarantee Period**") shall not be less than HK$16.5 million (the "**3rd Guaranteed Profit**").

As disclosed in the announcement of the Company dated 12 November 2021, the audited consolidated profit after tax of the Eternal Abundant Group for the 3rd Profit Guarantee Period was not less than HK$16.5 million. Therefore, the 3rd Guaranteed Profit has been met.

Pre-emptive Rights

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

Review of the Final Results by Audit Committee

The Audit Committee has reviewed with the management and the Company's independent auditor the accounting principles and practices adopted by the Group and has discussed auditing, internal control and financial reporting matters including the review of the consolidated financial statements of the Group for the Year.

DIRECTORS' REPORT *(Continued)*

Independent Auditor

Messrs. Deloitte Touche Tohmatsu has resigned as the auditor of the Company with effect from 21 June 2019. The Board has resolved to appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company with effect from 21 June 2019. The consolidated financial statements for the year ended 30 June 2022 have been audited by ZHONGHUI ANDA CPA Limited, who will retire at the forthcoming annual general meeting. A resolution will be proposed at the forthcoming annual general meeting to re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company. Save as disclosed above, the Company has not changed its external auditor in any of the preceding three years.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

Directors are responsible for preparation of the consolidated financial statements which give a true and fair view in accordance with accounting principles generally accepted in Hong Kong. The statement by the auditor of the Company about their responsibilities for the consolidated financial statements is set out in the Independent Auditor's Report contained in this annual report. There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

On behalf of the Board

Zhang Sanhuo
EXECUTIVE DIRECTOR & CHAIRMAN

Hong Kong, 30 September 2022

中汇
ZHONGHUI

TO THE SHAREHOLDERS OF PINE TECHNOLOGY HOLDINGS LIMITED
松景科技控股有限公司
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of PINE Technology Holdings Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") set out on pages 44 to 99, which comprise the consolidated statement of financial position as at 30 June 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS *(Continued)*

Goodwill and intangible assets

Refer to Note 16 and Note 17 to the consolidated financial statements.

The Group tested the amount of goodwill and intangible assets for impairment. This impairment test is significant to our audit because (1) the balance of goodwill and intangible assets of approximately US$2,345,000 and approximately US$8,907,000, respectively, as at 30 June 2022 and (2) the impairment loss on goodwill of approximately US$5,640,000 charged to profit or loss during the year ended 30 June 2022 are material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

– Assessing the identification of the related cash generating units;

– Assessing the competence, independence and integrity of the external valuer engaged by client;

– Obtaining the external valuation reports and communicating with the external valuer to discuss the valuation process, methodologies used and market evidence to support significant judgements and assumptions applied in the valuation model;

– Assessing the arithmetical accuracy of the value-in-use calculations;

– Assessing the reasonableness of the key assumptions (including revenue growth, profit margins, terminal growth rates and discount rates); and

– Checking input data to supporting evidence.

We consider that the Group's impairment test for goodwill and intangible assets are supported by the available evidence.

OTHER INFORMATION

The directors of the Company (the "**Directors**") are responsible for the other information. The other information comprises all the information in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:

http://www.hkicpa.org.hk/en/standards-setting/standards/Our-views/auditre

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited
Certified Public Accountants
Pang Hon Chung
Audit Engagement Director
Practising Certificate Number P05988

Hong Kong, 30 September 2022

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2022

	NOTES	2022 US$'000	2021 US$'000
Revenue	6	7,817	12,219
Cost of sales		(6,067)	(7,827)
Gross profit		1,750	4,392
Other income		62	250
Other (losses)/gains, net	7	(169)	967
Impairment loss on goodwill	16	(5,640)	–
Selling and distribution expenses		(286)	(285)
General and administrative expenses		(4,259)	(7,287)
Operating loss		(8,542)	(1,963)
Finance costs	8	(95)	(162)
Loss before income tax		(8,637)	(2,125)
Income tax credit	9	194	34
Loss for the year	10	(8,443)	(2,091)
Other comprehensive (loss)/income:			
Item that may be reclassified to profit or loss:			
Exchange differences on translating foreign operations		(125)	385
Foreign currency translation reserve reclassified to profit or loss upon dissolution of subsidiaries		13	(136)
Total other comprehensive (loss)/income for the year		(112)	249
Total comprehensive loss for the year		(8,555)	(1,842)
Loss for the year attributable to:			
Owners of the Company		(8,220)	(2,524)
Non-controlling interests		(223)	433
		(8,443)	(2,091)
Total comprehensive loss for the year attributable to:			
Owners of the Company		(8,340)	(2,298)
Non-controlling interests		(215)	456
		(8,555)	(1,842)
Loss per share	13		
Basic and diluted (US cents)		(0.62)	(0.19)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2022

	NOTES	2022 US$'000	2021 US$'000
Non-current assets			
Property, plant and equipment	14	215	391
Right-of-use assets	15	86	282
Goodwill	16	2,345	7,985
Intangible assets	17	8,907	10,380
Rental deposits	18	–	94
		11,553	19,132
Current assets			
Trade and other receivables	18	762	4,729
Loan receivables	19	2,436	10,539
Contract assets and contract costs	20	925	431
Tax recoverable		–	1
Bank balances and cash	21	14,313	4,784
		18,436	20,484
Current liabilities			
Trade and other payables	22	2,467	1,852
Contract liabilities	20	86	677
Loan from a director	23	218	–
Tax payable		200	349
Lease liabilities	24	91	200
Bank borrowings	25	753	881
		3,815	3,959
Net current assets		14,621	16,525
Total assets less current liabilities		26,174	35,657
Non-current liabilities			
Lease liabilities	24	–	91
Bank borrowings	25	–	616
Deferred tax liabilities	26	1,336	1,557
		1,336	2,264
NET ASSETS		24,838	33,393

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2022

	NOTE	2022 US$'000	2021 US$'000
Capital and reserves			
Share capital	27	**17,045**	17,045
Reserves		**1,149**	9,489
Equity attributable to owners of the Company		**18,194**	26,534
Non-controlling interests		**6,644**	6,859
TOTAL EQUITY		**24,838**	33,393

The consolidated financial statements on pages 44 to 99 were approved and authorised for issue by the board of directors on 30 September 2022 and are signed on its behalf by:

Zhang Sanhuo
DIRECTOR

So Stephen Hon Cheung
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Year ended 30 June 2022

	Attributable to owners of the Company								
	Share capital US$'000	Share premium US$'000	Surplus account US$'000 (Note)	Exchange reserve US$'000	Share options reserve US$'000	Accumulated losses US$'000	Sub-total US$'000	Non-controlling interests US$'000	Total equity US$'000
Balance at 1 July 2020	17,045	58,306	2,954	(27)	2,436	(51,882)	28,832	6,403	35,235
(Loss)/profit for the year	–	–	–	–	–	(2,524)	(2,524)	433	(2,091)
Other comprehensive income for the year	–	–	–	226	–	–	226	23	249
Total comprehensive income/(loss) for the year	–	–	–	226	–	(2,524)	(2,298)	456	(1,842)
Balance at 30 June 2021	17,045	58,306	2,954	199	2,436	(54,406)	26,534	6,859	33,393
Balance at 1 July 2021	**17,045**	**58,306**	**2,954**	**199**	**2,436**	**(54,406)**	**26,534**	**6,859**	**33,393**
Loss for the year	**–**	**–**	**–**	**–**	**–**	**(8,220)**	**(8,220)**	**(223)**	**(8,443)**
Other comprehensive loss for the year	**–**	**–**	**–**	**(120)**	**–**	**–**	**(120)**	**8**	**(112)**
Total comprehensive loss for the year	**–**	**–**	**–**	**(120)**	**–**	**(8,220)**	**(8,340)**	**(215)**	**(8,555)**
Balance at 30 June 2022	**17,045**	**58,306**	**2,954**	**79**	**2,436**	**(62,626)**	**18,194**	**6,644**	**24,838**

Note: Surplus account of the Group represents the difference between the nominal amount of the share capital issued by the Company and the aggregate of the nominal amount of the issued share capital and other reserve accounts of Pine Technology (BVI) Limited, the subsidiary which was acquired by the Company pursuant to the group reorganisation in previous years.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Year ended 30 June 2022

	2022 US$'000	2021 US$'000
Cash flows from operating activities		
Loss before income tax	(8,637)	(2,125)
Adjustments for:		
Depreciation of property, plant and equipment	181	181
Depreciation of right-of-use assets	196	349
Reversal of impairment loss on prepayment, trade and other receivables, net	(24)	(201)
Amortisation of intangible assets	1,473	1,474
Finance costs	95	162
Interest income	(3)	(10)
Impairment losses on goodwill	5,640	–
Fair value change on contingent consideration	–	208
Operating (loss)/income before working capital changes	(1,079)	38
Change in inventories	–	335
Change in trade and other receivables and rental deposits	4,514	3,063
Change in loan receivables	8,103	(651)
Change in contract assets and contract costs	(505)	(315)
Change in contract liabilities	(573)	511
Change in trade and other payables	498	(2,086)
Net cash generated from operations	10,958	895
Interest paid on lease liabilities	(18)	(29)
Income tax paid	(196)	(217)
Net cash generated from operating activities	10,744	649
Cash flows from investing activities		
Interest received	3	10
Purchases of property, plant and equipment	(8)	(3)
Net cash (used in)/generated from investing activities	(5)	7

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Year ended 30 June 2022

	2022 US$'000	2021 US$'000
Cash flows from financing activities		
Interest paid	(71)	(113)
Repayment on lease liabilities	(200)	(440)
New bank borrowings raised	728	2,259
Repayment of bank borrowings	(1,455)	(1,549)
New loan from non-controlling shareholder	–	4,800
Repayments to non-controlling shareholder	–	(4,800)
Loan from a director	218	–
Repayments to directors	–	(391)
Net cash used in financing activities	(780)	(234)
Net increase in cash and cash equivalents	9,959	422
Cash and cash equivalents at beginning of the year	4,784	4,252
Effect of foreign exchange rate changes	(430)	110
Cash and cash equivalents at end of reporting period, Represented by bank and cash balances	14,313	4,784
Analysis of cash and cash equivalents		
Bank and cash balances	14,313	4,784

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

1. GENERAL INFORMATION

PINE Technology Holdings Limited (the "**Company**") is incorporated in Bermuda as an exempted company with limited liability under the Companies Law of Bermuda and its shares are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The Company and its subsidiaries are together referred to as the "**Group**". The address of the registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The address of the Company's principal place of business in Unit B, 12/F., Central 88, 88–98 Des Voeux Road Central, Central, Hong Kong.

The principal activities of the Group are the manufacture and sales of market video graphics cards and other computer components under the Group's brand name, distribution of other manufacturers' computer components and, consumer electronic products and others, provision of money lending service, trading business and computer software and hardware and system development service. The Company is an investment holding company. The principal activities of its subsidiaries are set out in Note 30 to the consolidated financial statements.

The Company's functional currency had been changed from United States dollars ("**US$**") to Hong Kong dollars ("**HK$**") during the year ended 30 June 2022, following by the downscale of manufacturing and sales of market video graphic cards and other computer components under the Group's brand name and distribution of other manufacturers' computer components and customer electronic products and other businesses (businesses denominated in US$) during the year and the Company's activities are mainly denominated in HK$. The directors of the Company (the "**Directors**") are of the view that no material effect on the consolidated financial statements for the year ended 30 June 2022 arised from changes of functional currency of the Company. The consolidated financial statements are presented in United States dollars ("**US$**") and all values are rounded to the nearest thousand except when otherwise indicated.

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 July 2021. HKFRSs comprise Hong Kong Financial Reporting Standards ("**HKFRS**"); Hong Kong Accounting Standards ("**HKAS**"); 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 consolidated financial statements and amounts reported for the current year and prior years.

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

3. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs issued by 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 and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under historical cost convention. The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the Directors to exercise its judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in Note 4 to the consolidated financial statements.

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

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 de-consolidated 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.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Consolidation *(Continued)*

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

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

Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The Company's functional currency had been changed from US$ to HK$ during the year ended 30 June 2022, following by the downscale of manufacturing and sales of market video graphic cards and other computer components under the Group's brand name and distribution of other manufacturers' computer components and customer electronic products and other businesses (businesses denominated in US$) during the year and the Company's activities are mainly denominated in HK$. The Directors are of the view that no material effect on the consolidated financial statements for the year ended 30 June 2022 arised from changes of functional currency of the Company. The consolidated financial statements are presented in US$, which is the Company's presentation currency. The functional currency of the Company is HK$. The Directors consider that choosing US$ as the presentation currency best suits the needs of the Shareholders and investors of the Company.

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

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

(iii) 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:

– Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

– Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and

– All resulting exchange differences are recognised in the foreign currency translation reserve.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Foreign currency translation *(Continued)*

(iii) Translation on consolidation *(Continued)*

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.

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

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.

Property, plant and equipment are depreciated on a straight-line basis over the following estimated useful lives:

	Estimated useful lives
Motor vehicles	4 to 6 years
Furniture, fixtures and equipment	4 to 6 years
Computer equipment	4 to 5 years

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.

Trademarks

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and 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 with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses/revalued amounts, being their fair value at the date of the revaluation less subsequent accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Leases

The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

Office premises	1 – 2 years

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US$5,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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 is recognised in 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.

Financial assets

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

Financial assets of the Group are classified under financial assets at amortised cost.

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

– the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

– the contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost and contract assets. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument ("**lifetime expected credit losses**") for trade receivables and contract assets, or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables and contract assets) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 30 June 2022

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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.

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

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

Trade and other payables
Trade and other payables are initially recognised 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 from contracts with customers
Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue from contracts with customers *(Continued)*

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

– the customer simultaneously receives and consumes the benefits provided by the Group's performance;

– the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or

– the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

Other revenue

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

Employee benefits

(i) Employee leave entitlements

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

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

(ii) Pension obligations

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

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Employee benefits *(Continued)*

(iii) Termination benefits

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

Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

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

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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.

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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.

(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).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Segment reporting

Operating segments and the amounts of each segment item reported in the financial statements are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources and assessing the performance of the Group's various lines of business.

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

Impairment of assets

Intangible assets that have an indefinite useful life or not yet available for use are reviewed annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and other intangible assets except goodwill, investments 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.

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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.

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 financial statements when material.

4. 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) Impairment of goodwill and intangible assets

Determining whether goodwill and intangible assets is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated and intangible assets. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. The carrying amount of goodwill and intangible assets at the end of the reporting period were approximately US$2,345,000 and approximately US$8,907,000 respectively. Impairment losses on goodwill of approximately US$5,640,000 (2021: Nil) had been recognised during the year ended 30 June 2022. Details of the impairment loss calculation are provided in Note 16 and Note 17 to consolidated financial statements.

4. KEY ESTIMATES *(Continued)*

Key sources of estimation uncertainty *(Continued)*

(b) Estimate impairment of loan receivables

The Group has designed controls over the grant of new loans to borrowers and performed annual review of existing loan receivables with reference to the credit quality of the borrowers. In determining the recoverability of unsecured loan receivables, the Group considers the credit quality of the unsecured loan receivables with reference to the credit history of the borrowers including default or delay in payment, historical settlements and settlements of loan interests of the unsecured loan receivables subsequent to the end of the reporting period, the financial background of the borrowers and the available financial information of the borrowers at the end of each reporting period. When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. Where the actual outcome or expectation of the recoverability of loan receivables is different from the original estimate, such difference will impact the carrying value of loan receivables and allowance for doubtful debts or write-back in the period in which such estimate has changed. As at 30 June 2022, the carrying amount of unsecured loan receivables is approximately US$2,436,000 (2021: approximately US$10,539,000). There is no allowance or impairment loss recognised for both years.

5. FINANCIAL RISK MANAGEMENT

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

(a) Foreign exchange risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the group entities. 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.

5. FINANCIAL RISK MANAGEMENT *(Continued)*

(b) Credit risk

The carrying amount of the bank balances and cash, trade and other receivables and loan receivables included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group's credit risk is primarily attributable to its trade receivables and loan receivables. The Group is exposed to concentration of credit risk as a substantial portion of its trade receivables is generated from a limited number of customers. The top five customers of the Group accounted for about 79% (2021: 61%) of the Group's trade receivables as at 30 June 2022. For money lending services segment, the top three borrowers of the Group accounted for about 79% (2021: 36%) of the Group's loan receivables as at 30 June 2022. The Group manages its credit risk by closely monitoring the granting of credit period and credit limit and follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt and individual debts at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The credit risk on bank balances and cash is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group's maximum exposure to credit risk in the event that counterparties fail to perform their obligations at the end of the reporting period in relation to each class of recognised financial assets is the carrying amounts of those assets as stated in the consolidated statement of financial position. The Group's credit risk is primarily attributable to its trade and other receivables. In order to minimise credit risk, the Directors review the recoverable amount of each individual receivable regularly to ensure that adequate impairment losses are recognised for irrecoverable receivable. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used:

– internal credit rating;

– external credit rating;

5. FINANCIAL RISK MANAGEMENT *(Continued)*

(b) Credit risk *(Continued)*

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;

- actual or expected significant changes in the operating results of the borrower;

- significant increases in credit risk on other financial instruments of the same borrower; and

- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers.

A significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 60 days of when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group normally categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 360 days past due. Where loans or receivables have been written off, the Group, if practicable and economical, continues to engage in enforcement activity to attempt to recover the receivable due.

The Group uses two categories for non-trade loan receivables which reflect their credit risk and how the loan loss provision is determined for each of the categories. In calculating the expected credit loss rates, the Group considers historical loss rates for each category and adjusts for forward looking data.

Category	Definition	Loss Provision
Performing	Low risk of default and strong capacity to pay	12 month expected losses
Non-performing	Significant increase in credit risk	Lifetime expected losses

All of these loans are considered to have low risk and under the 'Performing' category because they have a low risk of default and have strong ability to meet their obligations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

5. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Liquidity risk

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

The maturity analysis of the Group's financial liabilities is as follow:

	Within 12 months or on demand US$'000	Total contractual undiscounted cash flow US$'000	Carrying amounts US$'000
At 30 June 2022			
Trade and other payables	**2,467**	**2,467**	**2,467**
Loan from a director	**218**	**218**	**218**
Bank borrowings	**761**	**761**	**753**
	3,446	**3,446**	**3,438**

	Within 12 months or on demand US$'000	More than 1 year US$'000	Total contractual undiscounted cash flow US$'000	Carrying amounts US$'000
At 30 June 2021				
Trade and other payables	1,852	–	1,852	1,852
Bank borrowings	930	624	1,554	1,497
	2,782	624	3,406	3,349

(d) Interest rate risk

The Group exposed to cash flow interest rate risk in relation to bank balances and bank borrowings. The management will consider hedging significant interest rate exposure should the need arise.

The management considered that the exposure to cash flow interest rate risk in relation to bank balances and bank borrowings is minimal, accordingly, no sensitivity analysis is presented for both years.

5. FINANCIAL RISK MANAGEMENT *(Continued)*

(e) 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.

(f) Categories of financial instruments at 30 June

	2022 US$'000	2021 US$'000
Financial assets:		
Financial assets at amortised cost (including cash and cash equivalents)	**17,467**	19,862
Financial liabilities:		
Financial liabilities at amortised cost	**3,438**	3,349

6. REVENUE AND SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker ("**CODM**"), for the purpose of resources allocation and assessment of segment performance focuses on the sales of brands of products provided by the Group's operating divisions. The Group is currently organized into five operating divisions, which are the sales of Group's brand products; sales of other brand products; money lending service; trading business and provision of computer software and hardware and system development service. These five operating divisions form the basis of internal reports about components of the Group that are regularly reviewed by the CODM for the purpose of resources allocation and performance assessment. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group. Specifically, the Group's reportable and operating segments under HKFRS 8 Operating Segments are as follows:

Group's brand products	–	manufacture and sales of market video graphic cards and other computer components under the Group's brand name
Other brand products	–	distribution of other manufacturers' computer components and consumer electronic products and others
Money lending service	–	money lending service in Hong Kong (ceased business after the reporting period)
Trading business	–	trading business in the People's Republic of China (the "**PRC**")
Computer software and hardware and system development service	–	provision of computer software and hardware and system development service in the PRC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

6. REVENUE AND SEGMENT INFORMATION *(Continued)*

The Group's revenue is analysed as follows:

	2022 US$'000	2021 US$'000
Sales of Group's brand products	–	2
Sales of other brand products	–	4,294
Provision for computer software and hardware and system development service	6,638	6,760
Revenue from contracts with customers	6,638	11,056
Interest income from money lending service	1,179	1,163
Total revenue	7,817	12,219

Disaggregation of revenue from contracts with customers:

For the year ended 30 June 2022

	Computer software and hardware and system development service US$'000	Consolidated US$'000
Major products/services		
Provision for computer software and hardware and system development service	6,638	6,638
Total	6,638	6,638
Timing of revenue recognition		
Over time	6,638	6,638
Total	6,638	6,638

6. REVENUE AND SEGMENT INFORMATION *(Continued)*

Disaggregation of revenue from contracts with customers: *(Continued)*

For the year ended 30 June 2021

	Group's brand products US$'000	Other brand products US$'000	Computer software and hardware and system development service US$'000	Consolidated US$'000
Major products/services				
Sales of market video graphics cards	2	–	–	2
Sales of other computer components	–	4,294	–	4,294
Provision for computer software and hardware and system development service	–	–	6,760	6,760
Total	2	4,294	6,760	11,056
Timing of revenue recognition				
At a point in time	2	4,294	1,859	6,155
Over time	–	–	4,901	4,901
Total	2	4,294	6,760	11,056

Sales of Group's brand products and other brand products

The Group manufactures and sells market video graphics cards, other computer components, consumer electronic products and other products under the Group's brand products and other brand products. Sales are recognised when control of the products is transferred, being when the products are delivered to a customer, and there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

The products are sold with volume discounts based on aggregate sales over a 12-month period, if any. Revenue from these sales is recognised based on the prices specified in the contracts, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the volume discounts, using the expected value method. A contract liability is recognised for the expected volume discounts payable to customers in relation to the sales made.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

6. REVENUE AND SEGMENT INFORMATION *(Continued)*

Sales of Group's brand products and other brand products *(Continued)*

Sales to customers are normally made with credit terms from 90 to 180 days. For new customers, deposits or cash on delivery may be required. Deposits received are recognised as a contract liability.

A receivable is recognised when the products are delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Provision for computer software and hardware and system development service

The Group provides computer software and hardware and system development service to the customers. When the progress towards complete satisfaction of the performance obligations of computer software and hardware and system development service contract can be measured reasonably, revenue from the contract and the contract costs are recognised using the percentage of completion method, measured by reference to the surveys of work performed. This method provides the most reliable estimate of the percentage of completion.

When the progress towards complete satisfaction of the performance obligations of computer software and hardware and system development service contract cannot be measured reasonably, revenue is recognised only to the extent of contract costs incurred that is expected to be recoverable.

The customers pay the contract prices to the Group according to the payment schedules as stipulated in the contracts. If the service rendered by the Group exceeds the payments, a contract asset is recognised. If the payments exceed the service rendered, a contract liability is recognised.

Some system integration contracts include multiple deliverables, such as the installation of hardware and software. If the installation is simple, does not include an integration service and could be performed by another party, it is accounted for as a separate performance obligation.

If a contract includes the installation of hardware, revenue for the hardware is recognised at a point in time when the hardware is delivered, the legal title has passed and the customer has accepted the hardware.

The contract price is allocated to the performance obligations based on the relative stand-alone selling prices of the performance obligations. The stand-alone selling prices are determined by applying the expected cost plus a margin approach.

6. REVENUE AND SEGMENT INFORMATION *(Continued)*

The following is an analysis of the Group's revenue and results by operating and reportable segment:

For the year ended 30 June 2022

	Group's brand products US$'000	Other brand products US$'000	Money lending service US$'000	Trading business US$'000	Computer software and hardware and system development service US$'000	Consolidated US$'000
REVENUE						
External sales	–	–	–	–	6,638	6,638
Loan interest income	–	–	1,179	–	–	1,179
	–	–	1,179	–	6,638	7,817
SEGMENT RESULT	(424)	–	1,140	(2)	(7,502)	(6,788)
Interest income						3
Unallocated corporate expenses						(1,757)
Finance costs						(95)
Loss before income tax						(8,637)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

6. REVENUE AND SEGMENT INFORMATION *(Continued)*

For the year ended 30 June 2021

	Group's brand products US$'000	Other brand products US$'000	Money lending service US$'000	Trading business US$'000	Computer software and hardware and system development service US$'000	Consolidated US$'000
REVENUE						
External sales	2	4,294	–	–	6,760	11,056
Loan interest income	–	–	1,163	–	–	1,163
	2	4,294	1,163	–	6,760	12,219
SEGMENT RESULT	(2,314)	(1,010)	993	(268)	1,153	(1,446)
Interest income						10
Unallocated corporate expenses						(527)
Finance costs						(162)
Loss before income tax						(2,125)

The accounting policies of the operating segments are the same as the Group' s accounting policies. Segment result represents gross loss incurred by or gross profit generated from each segment, net of selling and distribution costs and administration costs directly attributable to each segment without allocation of interest income, corporate expenses and finance costs. This is the measure reported to the CODM for the purposes of resources allocation and performance assessment.

No segment assets and liabilities in the measure of the Group's reporting are presented as the information is not reported to the CODM for the purposes of resources allocation and performance assessment.

6. REVENUE AND SEGMENT INFORMATION *(Continued)*

For the year ended 30 June 2022

	Group's brand products US$'000	Computer software and hardware and system development service US$'000	Consolidated US$'000
Reversal of impairment loss on trade and other receivables, net	–	(24)	(24)
Impairment loss on goodwill	–	5,640	5,640
Amortisation of intangible assets	–	1,473	1,473
Depreciation of right-of-use assets	65	–	65
Depreciation of property, plant and equipment	–	22	22

For the year ended 30 June 2021

	Group's brand products US$'000	Trading business US$'000	Computer software and hardware and system development service US$'000	Consolidated US$'000
Impairment loss/(reversal of impairment loss) on prepayment, trade and other receivables, net	–	256	(457)	(201)
Amortisation of intangible assets	1	–	1,473	1,474
Depreciation of right-of-use assets	117	–	–	117
Depreciation of property, plant and equipment	–	–	21	21
Fair value change in contingent consideration	–	–	208	208

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

6. REVENUE AND SEGMENT INFORMATION *(Continued)*

Geographical information

The Group' s revenue from external customers mainly derives from customers located in Canada, the United States and Asia, and information about its non-current assets (excluded deposit) by geographical location of the assets are detailed as below:

	Revenue by external customers		Non-current assets	
	2022 US$'000	2021 US$'000	**2022 US$'000**	2021 US$'000
Canada	**–**	14	**–**	–
The United States	**–**	4,282	**–**	–
Asia	**7,817**	7,923	**11,553**	19,038
	7,817	12,219	**11,553**	19,038

Information about major customers

	2022 US$'000	2021 US$'000
Sales of other brand products		
Customer A	**–**	4,143
Provision for computer software and hardware and system development service		
Customer B	**394**	1,520
Customer C	**2,242**	1,443
	2,636	7,106

* Customer A and Customer B did not contribute over 10% of the Group' s revenue for the year ended 30 June 2022, the figures shown above were for comparative purpose only.

7. OTHER (LOSSES)/GAINS, NET

	2022 US$'000	2021 US$'000
Reversal of impairment loss on trade and other receivables, net	**24**	201
Foreign exchange (loss)/gain, net	**(203)**	838
Fair value change in contingent consideration	**–**	(208)
Gain on dissolution of subsidiaries	**10**	136
	(169)	967

8. FINANCE COSTS

	2022 US$'000	2021 US$'000
Interest on:		
Bank borrowings	**71**	69
Loans from non-controlling shareholder	**–**	44
Other borrowings	**6**	20
Lease liabilities	**18**	29
	95	162

9. INCOME TAX CREDIT

	2022 US$'000	2021 US$'000
Current tax		
Hong Kong Profits Tax	**27**	5
The PRC enterprise income tax	**–**	160
Withholding tax on PRC dividend income	**–**	188
	27	353
Deferred tax (Note 26)	**(221)**	(387)
Income tax credit	**(194)**	(34)

For the years ended 30 June 2021 and 2022, Hong Kong Profits Tax is calculated under two-tier profit tax rate regime. First HK$2 millions of estimated assessable profits is taxed at a rate of 8.25% and the remaining estimated assessable profits is taxed at 16.5%. The Group have selected one of the Hong Kong subsidiaries to apply the two-tier profits tax rate.

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

Under the Law of the PRC on Enterprise Income Tax (the "**EIT Law**") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

9. INCOME TAX CREDIT *(Continued)*

The reconciliation between the income tax (credit)/expense and loss before income tax is as follows:

	2022 US$'000	2021 US$'000
Loss before income tax	**(8,637)**	(2,125)
Tax at the applicable tax rate of 16.5% (2021: 30%) (Note)	**(1,425)**	(638)
Tax effect of expenses not deductible for tax purpose	**508**	931
Tax effect of income not taxable for tax purpose	**(12)**	(655)
Utilisation of tax losses previously not recognised	**(12)**	(312)
Tax effect of tax losses not recognised	**730**	1,063
Tax effect of deductible temporary differences not recognised	**22**	38
Effect of different tax rates of subsidiaries operating in other jurisdictions	**(5)**	(461)
Income tax credit	**(194)**	(34)

Note: The tax rate in the jurisdiction where the operation of the Group substantially based is used as the applicable tax rate.

10. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging/(crediting) the following:

	2022 US$'000	2021 US$'000
Amortisation on intangible assets:		
Trademarks	**–**	1
Customer relationship	**1,473**	1,473
Auditor's remuneration	**162**	221
Cost of inventories sold	**–**	4,313
Depreciation of property, plant and equipment	**181**	181
Depreciation of right-of-use assets	**196**	349
Staff costs (including directors' remuneration – Note 11)		
Salaries, bonus and allowances	**3,774**	5,778
Retirement benefits scheme contributions	**152**	203
	3,926	5,981
Interest income on bank deposits	**(3)**	(10)
Short-term lease expenses	**171**	373

11. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS

The remuneration of each director for the year ended 30 June 2022 is set out below:

	Fee US$'000	Salaries, allowances and benefits in kind US$'000	Retirement benefits scheme contributions US$'000	Total US$'000
Executive Directors				
Mr. Zhang Sanhuo	167	–	–	167
Mr. Chan Cheuk Ho (resigned on 31 May 2022)	167	–	–	167
Independent Non-executive Directors				
Mr. Zhou Chunsheng	18	–	–	18
Mr. So Hon Cheung	18	–	–	18
Mr. Tian Hong	18	–	–	18
Total	388	–	–	388

The remuneration of each director for the year ended 30 June 2021 is set out below:

	Fee US$'000	Salaries, allowances and benefits in kind US$'000	Retirement benefits scheme contributions US$'000	Total US$'000
Executive Directors				
Mr. Zhang Sanhuo	167	–	–	167
Mr. Chiu Hang Tai (resigned on 2 December 2020)	6	52	1	59
Mr. Chan Cheuk Ho	167	–	–	167
Independent Non-executive Directors				
Mr. Zhou Chunsheng	18	–	–	18
Mr. So Hon Cheung	18	–	–	18
Mr. Tian Hong	18	–	–	18
Total	394	52	1	447

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

11. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS *(Continued)*

Five highest paid individuals

The five highest paid individuals in the Group during the year included two (2021: three) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining three (2021: two) individuals are set out below:

	2022 US$'000	2021 US$'000
Basic salaries and allowances	535	364
	535	364

The emoluments fell within the following band:

	Number of individuals 2022	2021
HK$500,001 to HK$1,000,000	2	–
HK$1,000,001 to HK$1,500,000	–	1
HK$1,500,001 to HK$2,000,000	1	1
	3	2

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.

12. DIVIDEND

No dividend had been paid or proposed for both years presented. The Directors do not recommend a dividend in respect of the year ended 30 June 2022 (2021: Nil).

13. 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 US$8,220,000 (2021: approximately US$2,524,000) and the weighted average number of ordinary shares of 1,326,702,000 (2021: 1,326,702,000) in issue during the Year.

Diluted loss per share

The effects of all potential ordinary shares are anti-dilutive for the years ended 30 June 2021 and 2022.

14. PROPERTY, PLANT AND EQUIPMENT

	Motor vehicles US$'000	Furniture, fixtures and equipment US$'000	Computer equipment US$'000	Total US$'000
Cost				
At 1 July 2020	1,002	455	682	2,139
Exchange adjustments	5	1	72	78
Additions	–	–	3	3
Write-off	–	–	(3)	(3)
At 30 June 2021 and 1 July 2021	**1,007**	**456**	**754**	**2,217**
Exchange adjustments	**(2)**	**(1)**	**(21)**	**(24)**
Additions	**–**	**–**	**8**	**8**
Write-off	**–**	**–**	**(1)**	**(1)**
At 30 June 2022	**1,005**	**455**	**740**	**2,200**
Accumulated depreciation				
At 1 July 2020	546	453	584	1,583
Exchange adjustments	2	1	62	65
Provided for the year	169	1	11	181
Eliminated upon write-off	–	–	(3)	(3)
At 30 June 2021 and 1 July 2021	**717**	**455**	**654**	**1,826**
Exchange adjustments	**(1)**	**(1)**	**(19)**	**(21)**
Provided for the year	**169**	**1**	**11**	**181**
Eliminated upon write-off	**–**	**–**	**(1)**	**(1)**
At 30 June 2022	**885**	**455**	**645**	**1,985**
Carrying amount				
At 30 June 2022	**120**	**–**	**95**	**215**
At 30 June 2021	290	1	100	391

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

15. RIGHT-OF-USE ASSETS

Disclosures of lease-related items:

	2022 US$'000	2021 US$'000
At 30 June: Right-of-use assets – Office premises	**86**	282

The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:

	2022 US$'000	2021 US$'000
– Less than 1 year	**96**	218
– Between 1 and 2 years	**–**	96
	96	314
Year ended 30 June: Depreciation charge of right-of-use assets – Office premises	**196**	349
Lease interests	**18**	29
Expenses related to short-term leases	**171**	373
Total cash outflow for leases	**218**	469
Additions to right-of-use assets	**–**	391

The Group leases various office premises. Lease agreements are typically made for fixed periods of 1 to 2 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

16. GOODWILL

	US$'000
Cost	
At 1 July 2020, 30 June 2021, 1 July 2021 and 30 June 2022	**11,830**
Accumulated impairment losses	
At 1 July 2020, 30 June 2021 and 1 July 2021	**3,845**
Impairment loss recognised in the current year	**5,640**
At 30 June 2022	**9,485**
Carrying amount	
At 30 June 2022	**2,345**
At 30 June 2021	7,985

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units ("**CGUs**") that are expected to benefit from that business combination. The carrying amount of goodwill arised from the acquisition of Eternal Abundant Limited and its subsidiaries (the "**Eternal Abundant Group**") during the year ended 30 June 2019 and had been allocated to computer software and hardware and system development segment.

The Group carried out reviews of the recoverable amount of CGUs in 2022 as a result of the deterioration of the markets of the computer software and hardware and system development business.

For the year ended 30 June 2022, the recoverable amounts of the CGUs of approximately US$11,474,000 (2021: approximately US$30,337,000) are determined on the basis of their value in use using discounted cash flow method. For the year ended 30 June 2022, the headroom between the recoverable amounts of the CGU and carrying amounts of the CGUs were US$Nil (2021: approximately US$1,512,000). The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and revenue during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on long-term average economic growth rate of the geographical area in which the businesses of the CGUs operate. Budgeted gross margin and revenue are based on past practices and expectations on market development.

Gross margin from approximately 30% to 46% was adopted for the projected years from 2023 to 2027 (2021: gross margin from approximately 46% to 47% were adopted for the projected years from 2022 to 2026) and net margin from 10% to 33% were adopted for the projected years from 2023 to 2027 (2021: net margin from 31% to 36% were adopted for the projected years from 2022 to 2026).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

16. GOODWILL *(Continued)*

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the Directors for the next five years with the residual period using the growth rate of 3% (2021: 3%). This rate does not exceed the average long-term growth rate for the relevant markets.

The rate used to discount the forecast cash flows from the Group' s computer software and hardware and system development business is 19.31% (2021: 21.24%).

The recoverable amount of the CGUs are based on the valuation carried out by Greater China Appraisal Limited, an independent professional valuer not connected with the Group.

The management had considered the key assumptions adopted in the valuation and had based its determination of the CGUs' recoverable amount would cause an impairment loss of goodwill of approximately US$5,640,000 for the year ended 30 June 2022 (2021: Nil).

17. INTANGIBLE ASSETS

	Trademarks US$'000	**Customer Relationship** US$'000 (Note a)	**Total** US$'000
Cost			
At 1 July 2020, 30 June 2021, 1 July 2021 and 30 June 2022	**281**	**14,707**	**14,988**
Amortisation and impairment			
At 1 July 2020	279	2,854	3,133
Exchange adjustments	1	–	1
Provided for the year	1	1,473	1,474
At 30 June 2021 and 1 July 2021	**281**	**4,327**	**4,608**
Provided for the year	**–**	**1,473**	**1,473**
At 30 June 2022	**281**	**5,800**	**6,081**
Carrying amount			
At 30 June 2022	**–**	**8,907**	**8,907**
At 30 June 2021	–	10,380	10,380

Notes:

(a) The customer relationship of the Group arised from the acquisition of Eternal Abundant Group during the year ended 30 June 2019. The remaining useful lives of the customer relationship is 7 years (2021: 8 years).

18. TRADE AND OTHER RECEIVABLES

	2022 US$'000	2021 US$'000
Current		
Trade receivables	230	3,081
Less: allowance for doubtful debts	(30)	(54)
Trade receivables, net	200	3,027
Deposits, prepayments and other receivables	562	1,702
	762	4,729
Non-current		
Deposits	–	94
	762	4,823

The Group allows a credit period of 1 to 180 days (2021: 1 to 180 days) to its trade customers. The following is an aged analysis of trade receivables, net of allowances for doubtful debt, presented based on invoice date:

	2022 US$'000	2021 US$'000
1 to 30 days	30	1,515
31 to 60 days	–	20
61 to 90 days	–	56
Over 90 days	170	1,436
	200	3,027

Reconciliation of loss allowance for trade receivables:

	2022 US$'000	2021 US$'000
At beginning of year	54	496
Increase in loss allowance for the year	30	–
Reversal of loss allowance for the year	(54)	(457)
Amount written-off	–	(20)
Exchange adjustments	–	35
At end of year	30	54

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

18. TRADE AND OTHER RECEIVABLES *(Continued)*

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

	Current	Over 30 days past due	Over 60 days past due	Over 90 days past due	Total
As at 30 June 2022					
Weighted average expected loss rate	**–**	**–**	**–**	**15%**	
Receivable amount (US$'000)	**30**	**–**	**–**	**200**	**230**
Loss allowance (US$'000)	**–**	**–**	**–**	**30**	**30**
As at 30 June 2021					
Weighted average expected loss rate	–	–	–	4%	
Receivable amount (US$'000)	1,515	20	56	1,490	3,081
Loss allowance (US$'000)	–	–	–	54	54

Trade receivables with carrying amount of approximately US$Nil (2021: approximately US$185,000) are pledged to secure general banking facilities granted to the Group.

19. LOAN RECEIVABLES

	2022 US$'000	2021 US$'000
Fixed-rate loan receivables	**2,436**	10,539

Unsecured loan receivables carry fixed-rate interest of 8% per annum (2021: 12% per annum) and with maturity of one year (2021: one year). All amounts of principal will be receivable on respective maturity dates.

As at 30 June 2022, the amount of loans receivables due from the largest borrower was approximately US$658,000 (2021: approximately US$988,000), representing approximately 27% of the total loan receivables of the Group.

As at 30 June 2022, there were only four borrowers in total with an aggregate amount of loan receivables due from these borrowers of approximately US$2,436,000 (2021: loan receivables due from the five largest borrowers was approximately US$4,728,000), representing 100% of loans receivables (2021: the five largest borrowers accounted for 45% of the entire loan receivables amount).

The Group has credit policies, guidelines, procedures, and a credit risk management committee in place which cover key internal controls of a loan transaction, including (i) background check, (ii) credit assessment, (iii) proper execution of documentations, (iv) continuous monitoring of the credit risk exposure, and (v) recovery and collection of loan.

19. LOAN RECEIVABLES *(Continued)*

Before granting any loan, the Group carries out background check on the new borrower and assesses the potential customer's creditworthiness and defines loan terms with borrower. After loans are granted, there will be continuous monitoring on the repayments from borrowers and regular review on credit limit of the loan granted and market value of the collateral pledged.

There were no loan receivables past due at the end of the reporting period. The Group reviews the recoverable amount of each individual loan receivable at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amount. Accordingly, the directors of the Company believe that there is no allowance or impairment required.

Up to the date of this report, all loan receivables as at 30 June 2022 were fully settled from the borrowers.

20. CONTRACT ASSETS, CONTRACT COSTS AND CONTRACT LIABILITIES

The contract assets and contract costs of the Group are under the computer software and hardware and system development segment.

	2022 US$'000	2021 US$'000
Contract assets	714	378
Contract costs – pre-contract costs	211	53
Total contract assets and contract costs	925	431
Contract receivables (included in trade receivables)	200	3,027
Contract liabilities	86	677

Transaction prices allocated to performance obligations unsatisfied at end of year and expected to be recognised as revenue in:

– 2022	–	2,793
– 2023	86	215
– 2024	–	117
	86	3,125

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

20. CONTRACT ASSETS, CONTRACT COSTS AND CONTRACT LIABILITIES *(Continued)*

Significant changes in contract assets during the year:

	Contract assets 2022 US$'000	**Contract liabilities 2022 US$'000**	Contract assets 2021 US$'000	Contract liabilities 2021 US$'000
Increase due to operations in the year	**3,506**	**(640)**	3,703	(2,618)
Transfer of contract liabilities to revenue	**–**	**1,213**	–	2,107
Transfer of contract assets to receivables	**(3,159)**	**–**	(3,422)	–
Exchange adjustments	**(11)**	**18**	14	(26)

21. BANK BALANCES AND CASH

Bank balances and cash comprise certain short-term bank deposits at interest rates ranging from 0.01% to 0.3% (2021: 0.01% to 0.3%) per annum with an original maturity of three months or less.

As at 30 June 2022, the bank balances and cash of the Group denominated in Renminbi ("**RMB**") amounted to approximately US$14,095,000 (2021: approximately US$4,045,000). Conversion of RMB into foreign currencies subject to the PRC's Foreign Exchange Control Regulations.

22. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period, and other payables:

	2022 US$'000	2021 US$'000
1 to 30 days	**32**	239
61 to 90 days	**180**	–
Over 90 days	**1,659**	455
Trade payables	**1,871**	694
Accruals and other payables	**596**	1,158
	2,467	1,852

The average credit period on purchases of goods is 30 to 60 days (2021: 30 to 60 days).

23. LOAN FROM A DIRECTOR

The amounts are unsecured, interest-free and repayable on demand.

24. LEASE LIABILITIES

	Lease payments		Present value of lease payments	
	As at 30 June 2022 US$'000	As at 30 June 2021 US$'000	**As at 30 June 2022 US$'000**	As at 30 June 2021 US$'000
Within one year	**96**	218	**91**	200
In the second to fifth year, inclusive	**–**	96	**–**	91
	96	314		
Less: Future finance charges	**(5)**	(23)		
Present value of lease liabilities	**91**	291	**91**	291
Less: Amount due for settlement within 12 months (shown under current liabilities)			**(91)**	(200)
Amount due for settlement after 12 months			**–**	91

At 30 June 2022, the average effective borrowing rate was 4.80% (2021: 4.80%). Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk.

25. BANK BORROWINGS

	2022 US$'000	2021 US$'000
Secured bank borrowings	**753**	1,497
Less: Amount due for settlement within 12 months (shown under current liabilities)	**(753)**	(881)
Amount due for settlement after 12 months	**–**	616

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's fixed-rate bank borrowings are 3.85% to 4.50% (2021: 3.85% to 4.85%) per annum.

As at 30 June 2021, the amount of US$1,497,000 were secured by the trade receivables (note 18) and personal guarantee.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

26. DEFERRED TAX LIABILITIES

The movements in deferred tax liabilities during the year are as follows:

	Withholding tax on income derived in the PRC US$'000	Intangible assets US$'000	Total US$'000
At 1 July 2020	166	1,778	1,944
Charged to profit or loss	–	(221)	(221)
Dissolution of subsidiaries	(166)	–	(166)
At 30 June 2021 and 1 July 2021	**–**	**1,557**	**1,557**
Charged to profit or loss	**–**	**(221)**	**(221)**
At 30 June 2022	**–**	**1,336**	**1,336**

At 30 June 2022, the Group has estimated tax losses of approximately US$5,718,000 (2021: approximately US$4,327,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profits streams. Included in unrecognised tax losses, all can be carried forward indefinitely for the year ended 30 June 2022 and 2021.

At 30 June 2022 and 2021, no deferred tax liability has been recognised in respect of temporary differences attributable to certain undistributed earnings of subsidiaries.

At 30 June 2022, the Group has deductible temporary differences of approximately US$29,000 (2021: approximately US$29,000). No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

27. SHARE CAPITAL

	Number of shares	Amounts HK$'000	US$ equivalent US$'000
Ordinary shares of HK$0.1 each:			
Authorised			
As at 1 July 2020, 30 June 2021 and 30 June 2022	2,000,000,000	200,000	25,747
Issued and fully paid			
As at 1 July 2020, 30 June 2021 and 30 June 2022	1,326,701,739	132,670	17,045

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

The capital structure of the Group consists of net debts, which includes bank borrowings, net of cash and cash equivalents, and equity attributable to the owners of the Company, comprising issued share capital, share premium and reserves.

The Directors review the capital structure periodically taking into account the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, 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 debt or the repayment of existing debt.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

28. SHARE OPTIONS

Pursuant to a resolution passed on 22 November 2013, the Company has adopted a new share option scheme (the "**New Scheme**"), for the purpose of providing incentives to directors and eligible employees and, unless otherwise cancelled or amended, expired on 21 November 2023. No further options can be granted under the share option scheme which was adopted on 16 April 2003 (the "**Old Scheme**") which expired on 15 April 2013.

The New Scheme and the Old Scheme shall be valid and effective until the respective expiry dates, after which period no further share options will be granted but the provisions of these schemes shall remain in force to the extent necessary to give effect to the exercise of any options granted or exercised prior thereto. Under the New Scheme and the Old Scheme, the Board of Directors may grant options to eligible employees, including executive Directors, any of its subsidiaries, or any persons who have contributed or will contribute to the Group, to subscribe for shares in the Company.

The total number of shares in respect of which options may be granted under the New Scheme and the Old Scheme and any other schemes is not permitted to exceed 10% of the shares of the Company in issue at the respective date of Shareholders' approval of each scheme (the "**Scheme Mandate Limit**") or, if such 10% limit is refreshed, at the date of Shareholders' approval of the renewal of the Scheme Mandate Limit. The maximum aggregate number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the New Scheme and the Old Scheme and any other share option schemes, must not exceed 30% of the total number of shares of the Company in issue from time to time. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company then in issue, without prior approval from the Company's shareholders. Each grant of options to any director, chief executive or substantial shareholder must be approved by independent non-executive directors. Where any grant of options to a substantial shareholder or an independent non-executive director or any of their respective associates would result in the shares of the Company issued and to be issued upon exercise of options already granted and to be granted in excess of 0.1% of the Company's issued share capital and with a value in excess of HK$5,000,000 in the 12-month period up to the date of grant, then the grant must be approved in advance by the Shareholders.

Options granted must be taken up within 21 days from the date of grant, upon payment of HK$1 per option. An option may be exercised in accordance with the terms of the New Scheme and the Old Scheme at any time during the respective effective period of each scheme to be notified by the Board of Directors which shall not be later than 10 years from the date of grant. The exercise price is determined by the Directors, and will not be less than the highest of the closing price of the Company's share on the date of grant, the average closing price of the share on the Stock Exchange for the five business days immediately preceding the date of grant, and the nominal value.

28. SHARE OPTIONS *(Continued)*

Details of the share options outstanding under the New Scheme during the year ended 30 June 2022 to subscribe for the shares in the Company are as follows:

The following tables disclose the movements in the Company's number of share options during the years:

For the year ended 30 June 2022 and 2021

	Positions held in the Company	Outstanding at 30 June 2021 and 1 July 2021	Cancelled during the year	Outstanding at 30 June 2022	Grant date	Validity period (both dates inclusive)	Exercisable period (both dates inclusive)	Exercise price HK$
Mr. Zhang Sanhuo	Chairman and Executive Director	1,999,800	–	1,999,800	22.9.2017	22.9.2017 to 21.9.2027	22.9.2017 to 21.9.2027	0.83
		1,999,800	–	1,999,800	22.9.2017	22.9.2017 to 21.9.2027	22.9.2018 to 21.9.2027	0.83
		2,000,400	–	2,000,400	22.9.2017	22.9.2017 to 21.9.2027	22.9.2019 to 21.9.2027	0.83
		5,430,000	–	5,430,000	12.12.2018	12.12.2018 to 11.12.2028	12.12.2018 to 11.12.2028	0.46
		5,430,000	–	5,430,000	12.12.2018	12.12.2018 to 11.12.2028	12.12.2019 to 11.12.2028	0.46
Mr. Chan Cheuk Ho	Employee (Note 1)	1,999,800	–	1,999,800	22.9.2017	22.9.2017 to 21.9.2027	22.9.2017 to 21.9.2027	0.83
		1,999,800	–	1,999,800	22.9.2017	22.9.2017 to 21.9.2027	22.9.2018 to 21.9.2027	0.83
		2,000,400	–	2,000,400	22.9.2017	22.9.2017 to 21.9.2027	22.9.2019 to 21.9.2027	0.83
		6,630,000	–	6,630,000	12.12.2018	12.12.2018 to 11.12.2028	12.12.2018 to 11.12.2028	0.46
		6,630,000	–	6,630,000	12.12.2018	12.12.2018 to 11.12.2028	12.12.2019 to 11.12.2028	0.46
Sub-total for directors		36,120,000	–	36,120,000				
Consultants		18,260,000	–	18,260,000	12.12.2018	12.12.2018 to 11.12.2028	12.12.2018 to 11.12.2028	0.46
		18,260,000	–	18,260,000	12.12.2018	12.12.2018 to 11.12.2028	12.12.2019 to 11.12.2028	0.46
		36,520,000	–	36,520,000				
Total		72,640,000	–	72,640,000				
Exercisable at the end of the year				72,640,000				
Weighted average exercise price (HK$)				0.52				

Note:

1. Mr. Chan Cheuk Ho has resigned as an executive Director with effect from 31 May 2022. Mr. Chan Cheuk Ho remains as the Company Secretary and authorised representative of the Company.

Share options granted to consultants were incentives for helping the Group to provide professional advice in relation to the business and the operation of the Group. The fair value of such benefit could not be estimated reliably and as a result, the fair value is measured by reference to the fair value of share options granted.

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For the year ended 30 June 2022

28. SHARE OPTIONS *(Continued)*

The Black-Scholes pricing model was developed for use in estimating the fair value of traded options and requires input of highly subjective assumptions, including the expected life and stock price volatility. Since the Company's share options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimates, the Black-Scholes pricing model does not necessarily provide a reliable measure of the fair value of the share options.

29. STATEMENT OF FINANCIAL POSITION OF THE COMPANY AND RESERVES OF THE COMPANY

	2022 US$'000	2021 US$'000
Non-current assets		
Investments in subsidiaries	188	188
Current assets		
Other receivables	24	23
Loans to subsidiaries	9,359	9,359
Amounts due from subsidiaries	15,661	23,967
Bank balances and cash	15	49
	25,059	33,398
Current liabilities		
Other payables	181	193
Loan from a director	228	–
	409	193
Net current assets	24,650	33,205
Net assets	24,838	33,393
Capital and reserves		
Share capital	17,045	17,045
Reserve	7,793	16,348
Total equity	24,838	33,393

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

The followings are the movements of the Company's reserve:

	Share premium US$'000	Surplus account US$'000	Share option reserve US$'000	Accumulated losses US$'000	Total US$'000
At 1 July 2020	58,306	9,036	2,436	(51,588)	18,190
Loss and total comprehensive loss for the year	–	–	–	(1,842)	(1,842)
At 30 June 2021 and 1 July 2021	**58,306**	**9,036**	**2,436**	**(53,430)**	**16,348**
Loss and total comprehensive loss for the year	**–**	**–**	**–**	**(8,555)**	**(8,555)**
At 30 June 2022	**58,306**	**9,036**	**2,436**	**(61,985)**	**7,793**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2022

30. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Particulars of the Company's principal subsidiaries at the end of the reporting period are as follow:

Name of subsidiary	Place of incorporation/ principal country of operation	Issued and paid-up capital	Percentage of ownership interest/voting power 2022	2021	Principal activities
Advance Always Limited	British Virgin Islands ("**BVI**")/ BVI	US$1	**85%**	85%	Investment holding
All Advance Limited	BVI/BVI	US$1	**85%**	85%	Investment holding
Best Standard Investment Limited	Hong Kong/ Hong Kong	HK$10,000	**100%**	100%	Investment holding
City Moon Limited	Samoa/Samoa	US$100	**100%**	100%	Investment holding
Colour Stream Holdings Limited	Samoa/Samoa	US$100	**100%**	100%	Investment holding
Elite View Development Ltd.	Hong Kong/ Hong Kong	HK$1	**85%**	85%	Provision of services to group companies
Lizan Development Co., Limited	Hong Kong/ Hong Kong	HK$10,000	**100%**	100%	Investment holding
Pan Eagle Limited	BVI/BVI	US$100	**85%**	85%	Investment holding
Pine Group Hong Kong Limited	Hong Kong/ Hong Kong	HK$2	**85%**	85%	Investment holding
Pine Group Limited	BVI/BVI	US$10,000 Common shares and US$2,995,729 Class A shares	**85%**	85%	Investment holding
Pine Technology Limited	Hong Kong/ Hong Kong	HK$3	**85%**	85%	Wholesale and distribution of computer components
PINE Technology (BVI) Limited (Note (a))	BVI/BVI	US$11,500	**85%**	85%	Investment holding

30. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY *(Continued)*

Name of subsidiary	Place of incorporation/ principal country of operation	Issued and paid-up capital	Percentage of ownership interest/voting power 2022	Percentage of ownership interest/voting power 2021	Principal activities
Pineview Industries Limited (Note (b))	Hong Kong/ Hong Kong	HK$1,000 Ordinary shares and HK$2,400,000 Non-voting 5% deferred shares	**85%**	85%	Provision of products and other facilities to group companies
Rong Xin Finance Limited	Hong Kong/ Hong Kong	HK$10,000	**100%**	100%	Money lending business
Talent Crest Limited	Samoa/Samoa	US$100	**100%**	100%	Investment holding
Eternal Abundant Limited	BVI/BVI	RMB63,831	**100%**	100%	Investment holding
Soaring Eagle Technology Limited	BVI/BVI	RMB2,191,576	**60%**	60%	Investment holding
China UIP Information Technology Co., Limited (Note (c))	PRC/PRC	RMB14,898,780	**60%**	60%	Computer software and hardware and system development

Notes:

(a) The Company directly holds 85% (2021: 85%) of equity interest in PINE Technology (BVI) Limited and 100% (2021: 100%) of equity interest in Colour Stream Holdings Limited. The interests of all other companies are indirectly held by the Company.

(b) Deferred shares of Pineview Industries Limited amounting to HK$1,800,000 are not held by the Group. The deferred shares practically carry no right to dividend or to receive notice of or to attend or vote at any general meeting of the company. On winding up, the holders of the deferred shares are entitled to distribution out of the remaining assets of the company only after the distribution of HK$1,000 million, as specified in the Articles of Association, to holders of ordinary shares.

(c) The subsidiary is wholly foreign-owned enterprise registered in the PRC.

The Directors are of the opinion that a complete list of the particulars of all subsidiaries of the Company will be excessive length and therefore the above list contains only the particulars of subsidiaries which principally affect the result of the Group.

None of the subsidiaries had any debt securities outstanding at 30 June 2022 and 30 June 2021 or at any time during the year.

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For the year ended 30 June 2022

30. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY *(Continued)*

The table below shows details of non-wholly-owned subsidiaries of the Company that has material non-controlling interest:

Summarised financial information in respect of the Group's subsidiaries that has material non-controlling interest is set out below. The summarised financial information below represents amounts before intragroup eliminations.

Name	PINE Technology (BVI) Limited	Soaring Eagle Technology Limited
Principal place of business/ country of incorporation	BVI/BVI	BVI/BVI
% of ownership interests/ voting rights held by NCI	85%/15%	60%/40%

	2022 US$'000	2021 US$'000	2022 US$'000	2021 US$'000
As at 30 June				
Current assets	**141**	588	**12,236**	11,956
Non-current assets	**27**	115	**9,186**	10,672
Current liabilities	**(50)**	(145)	**(3,522)**	(3,503)
Non-current liabilities	**–**	(30)	**(1,337)**	(2,174)
	118	528	**16,563**	16,951
Accumulated NCI	**18**	79	**6,625**	6,780
Year ended 30 June				
Revenue and other income	**–**	4,411	**6,739**	6,842
(Loss)/profit for the year	**(424)**	(3,396)	**(383)**	2,688
Total comprehensive (loss)/income for the year	**(410)**	(3,443)	**(388)**	2,713
(Loss)/profit attributable to NCI	**(61)**	(517)	**(155)**	1,075
Net cash (outflow)/inflow from operating activities	**(455)**	(3,223)	**(4,394)**	3,135
Net cash outflow from investing activities	**–**	–	**(8)**	(3)
Net cash inflow from financing activities	**–**	–	**744**	641
Net cash (outflow)/inflow	**(455)**	(3,223)	**(3,658)**	3,773

31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Changes in liabilities arising from financing activities

The following table shows the Group's changes in liabilities arising from financing activities during the years:

	Loans from directors US$'000	Loan from a non-controlling shareholder of a subsidiary US$'000	Lease liabilities US$'000	Bank borrowings US$'000	Other borrowings US$'000	Total US$'000
At 1 July 2020	391	–	340	702	–	1,433
Change in cash flows						
– Operating activities	–	–	(29)	–	(20)	(49)
– Financing activities	(391)	(44)	(440)	641	–	(234)
Non-cash transaction						
– Addition of right-of-use assets	–	–	391	–	–	391
– Interest expenses (Note 8)	–	44	29	69	20	162
– Exchange adjustments	–	–	–	85	–	85
At 30 June 2021 and 1 July 2021	**–**	**–**	**291**	**1,497**	**–**	**1,788**
Change in cash flows						
– Operating activities	**–**	**–**	**(18)**	**–**	**(6)**	**(24)**
– Financing activities	**218**	**–**	**(200)**	**(798)**	**–**	**(780)**
Non-cash transaction						
– Interest expenses (Note 8)	**–**	**–**	**18**	**71**	**6**	**95**
– Exchange adjustments	**–**	**–**	**–**	**(17)**	**–**	**(17)**
At 30 June 2022	**218**	**–**	**91**	**753**	**–**	**1,062**

32. EVENT AFTER THE REPORTING PERIOD

Reference to the announcement of the Company dated on 9 September 2022, the Board has decided not to renew the money lender's license, which expired on 29 September 2022, and has resolved to discontinue the money lending business.

33. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 30 September 2022.

FIVE YEARS FINANCIAL SUMMARY

	Year ended 30 June				
	2018 US$'000	2019 US$'000	2020 US$'000	2021 US$'000	**2022** **US$'000**
RESULTS					
Revenue	282,235	167,070	109,386	12,219	**7,817**
Cost of sales	(273,124)	(183,514)	(110,650)	(7,827)	**(6,067)**
Gross profit/(loss)	9,111	(16,444)	(1,264)	4,392	**1,750**
Other income	588	239	301	250	**62**
Selling and distribution expenses	(3,756)	(3,198)	(2,806)	(285)	**(286)**
General and administrative expenses	(12,540)	(14,712)	(11,796)	(7,287)	**(4,259)**
Other gains and losses	(1,626)	(9,154)	(3,228)	967	**(5,809)**
Finance costs	(625)	(509)	(347)	(162)	**(95)**
Loss before income tax	(8,848)	(43,778)	(19,140)	(2,125)	**(8,637)**
Income tax credit/(expense)	(441)	279	(113)	34	**194**
Loss for the year	(9,289)	(43,499)	(19,253)	(2,091)	**(8,443)**

	As at 30 June				
	2018 US$'000	2019 US$'000	2020 US$'000	2021 US$'000	**2022** **US$'000**
ASSETS, LIABILITIES AND EQUITY					
Total assets	132,394	92,905	42,689	39,616	**29,989**
Total liabilities	(69,788)	(40,772)	(7,454)	(6,223)	**(5,151)**
	62,606	52,133	35,235	33,393	**24,838**
Equity attributable to owners of the Company	61,575	46,000	28,832	26,534	**18,194**

PINE TECHNOLOGY HOLDINGS LIMITED
松景科技控股有限公司 *
(INCORPORATED IN BERMUDA WITH LIMITED LIABILITY)
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