



時代集團控股有限公司
SITOY GROUP HOLDINGS LTD.



ANNUAL REPORT 年報

2022



FSJ
— FASHION & JOY —

TUSCAN'S
Firenze

COLE HAAN



OUR VALUES 我們的價值

Sitoy Group Holdings Limited (the “Company” or “Sitoy Group”) and its subsidiaries (together, the “Group”) are one of the world’s leading manufacturers of branded high-end and luxury handbags, small leather goods, travel goods, footwear products and a brand distributor in Greater China. The Group is principally engaged in design, research, development, manufacturing, sales, retailing and wholesales of handbags, small leather goods, travel goods and footwear products, provision of advertising and marketing services, and property investment. Since 2011, the Group has entered the rapidly growing China handbag retailing market and become a vertically integrated handbags and small leather goods company. The Group currently owns two self-owned brands, namely Tuscan’s and Fashion & Joy. In addition, the Group owns the exclusive rights for distribution and operation in mainland China, Hong Kong, Macau and Taiwan of the major international brand, Cole Haan.

時代集團控股有限公司(「本公司」或「時代集團」)及其附屬公司(統稱「本集團」)為世界頂尖的高端品牌及奢侈手袋、小皮具、旅行用品、鞋履產品製造商之一，也是大中華區品牌分銷商。本集團主要從事手袋、小皮具、旅行用品及鞋履產品設計、研發、製造、銷售、零售及批發，提供廣告及營銷服務，以及物業投資。由二零一一年起，本集團已進駐增長迅速的中國手袋零售市場，成為垂直整合手袋及小型皮革產品公司。本集團目前擁有兩個自家品牌，即Tuscan’s及Fashion & Joy。除此之外，本集團擁有國際品牌Cole Haan於中國內地、香港、澳門及台灣的獨家分銷及經營權。

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ABOUT TUSCAN'S



Tuscan's Fall Winter 2022 Campaign

In 1974, Mr Antonio Perrotti and Mr Giovanni Starnini co-founded TUSCAN'S in a bid to set the trend with premium leather.

The Italian city of Florence in Tuscany is the cradle of traditional Italian leather craftsmanship. The city has been home to some of the shiniest names in fashion for centuries. Embodying the romantic atmosphere of the terroir, TUSCAN'S lays claim to the rich leatherwork heritage of Florence. Tuscan's entered the mainland China and Hong Kong market in 2011, with an aim to spark off a transformation in style that blends Italian style with Eastern fashion and puts personality and classic design to the fore.

ABOUT COLE HAAN

Cole Haan, with its Global headquarters in Greenland, New Hampshire and Creative Center in New York City, is an iconic American lifestyle accessories brand and retailer of premium men's and women's footwear and bags. Cole Haan stands for its commitment to craftsmanship, timeless style and innovative design.



Cole Haan Fall Winter 2022 Campaign

ABOUT FASHION & JOY

Fashion & Joy is a Hong Kong brand of travel luggage and business accessories, designed and expertly crafted for bold young trend-setters who aspire stylish sophistication.

Gearing to the needs of fashion-conscious consumers with a passion for travel, Fashion & Joy presents a collection of luggage and business accessories that juxtapose urban chic and functionality. We believe in travelling with style. Fashion & Joy offers trend lovers, particularly young fashionistas, a unique and pioneering travel experience.

Every Fashion & Joy product is a symbol of the brand's core values: uniqueness, excellent functionality and superb quality. Blending excellent design, functional features and individual character, Fashion & Joy travel goods are your dazzling Generation X statement. Travel is now a stage for your fashionable image.

Fashion & Joy Fall Winter 2022 Campaign



CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Yeung Michael Wah Keung (*Chairman*)
 Dr. Yeung Wo Fai (*Chief Executive Officer*)
 Mr. Yeung Andrew Kin (*Deputy General Manager*)

Non-executive Director

Dr. Lau Kin Shing, Charles

Independent Non-executive Directors

Mr. Yeung Chi Tat
 Mr. Kwan Po Chuen, Vincent
 Mr. Lung Hung Cheuk

AUTHORISED REPRESENTATIVES

Dr. Yeung Wo Fai
 Mr. Yeung Andrew Kin

COMPANY SECRETARY

Mr. Wong Yu Kit

REGISTERED OFFICE

Grand Pavilion, Hibiscus Way
 802 West Bay Road
 P.O. Box 31119
 Grand Cayman KY1-1205
 Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

9th Floor, Sitoy Tower
 164 Wai Yip Street, Kwun Tong
 Kowloon, Hong Kong

PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA

The Third Industrial District
 Qiaotou Village, Houjie Town
 Dongguan, Guangdong Province
 The People's Republic of China

BOARD COMMITTEES

Audit Committee

Mr. Yeung Chi Tat (*Chairman*)
 Mr. Kwan Po Chuen, Vincent
 Mr. Lung Hung Cheuk

Remuneration Committee

Mr. Lung Hung Cheuk (*Chairman*)
 Mr. Yeung Michael Wah Keung
 Mr. Yeung Chi Tat

Nomination Committee

Mr. Yeung Michael Wah Keung (*Chairman*)
 Mr. Kwan Po Chuen, Vincent
 Mr. Lung Hung Cheuk

Environmental, Social and Governance Committee

Dr. Yeung Wo Fai (*Chairman*)
 Dr. Lau Kin Shing, Charles
 Mr. Yeung Chi Tat
 Mr. Kwan Po Chuen, Vincent

LEGAL ADVISER AS TO HONG KONG LAWS

Woo Kwan Lee & Lo

PRINCIPAL BANKERS

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

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited
 Suite 3204, Unit 2A,
 Block 3, Building D,
 P.O. Box 1586, Gardenia Court,
 Camana Bay,
 Grand Cayman KY1-1110
 Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
 Suites 3301-04, 33/F.,
 Two Chinachem Exchange Square
 338 King's Road, North Point
 Hong Kong

AUDITORS

Ernst & Young

STOCK CODE

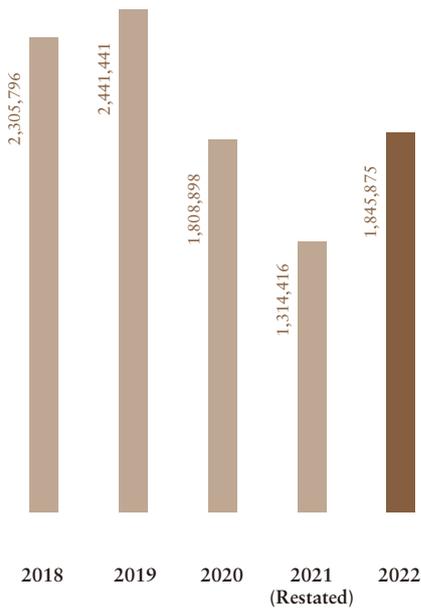
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COMPANY WEBSITE

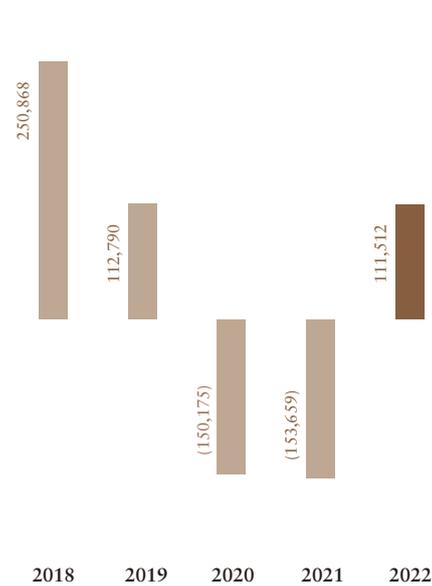
www.sitoy.com

FINANCIAL HIGHLIGHTS

REVENUE
HK\$'000

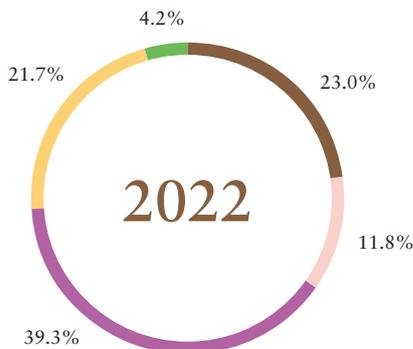


PROFIT/(LOSS) FOR THE YEAR
HK\$'000



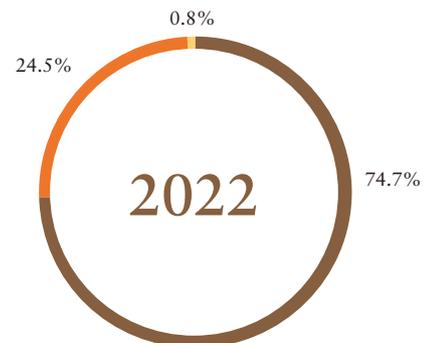
Consolidated revenue increased by 40.4% year-on-year to HK\$1,845.9 million

2022 REVENUE BY GEOGRAPHICAL SEGMENT



- North America
- Other Asian Countries
- Mainland China, Hong Kong, Macau and Taiwan
- Europe
- Others

2022 REVENUE BY OPERATING SEGMENT



- Manufacturing
- Retail
- Property investment

Geographically, mainland China, Hong Kong, Macau and Taiwan and North America were our two largest markets

FINANCIAL HIGHLIGHTS

Year ended 30 June

	2022 HK\$'000	2021 HK\$'000 (Restated)
Revenue	1,845,875	1,314,416
Gross profit	533,975	327,745
Profit/(loss) before tax from continuing operations	184,695	(82,171)
Profit/(loss) for the year	111,512	(153,659)
Net assets per share (note 1) (approximately)	HK\$1.83	HK\$1.81
Basic earnings/loss per share (note 2) (approximately) (HK cents)	11.60	(15.61)
Diluted earnings/loss per share (note 2) (approximately) (HK cents)	11.56	(15.61)
Dividends per share (note 3) (HK cents)	8	3
Total assets	2,216,066	2,318,277
Net assets	1,765,536	1,748,735
Current ratio	2.66 times	2.14 times
Quick ratio	1.97 times	1.58 times
Gearing ratio (note 4)	6.1%	3.5%
Return on equity	6.3%	(8.8%)
Return on total assets	5.0%	(6.6%)

Notes:

- The calculation of the net assets per share amount is based on the net assets as at 30 June 2022 to ordinary equity holders of the Company, and the number of ordinary shares of 965,430,000 in issue as at 30 June 2022 (30 June 2021: 965,430,000).
- The calculation of the basic earnings per share amount is based on the profit for the year ended 30 June 2022 attributable to ordinary equity holders of the Company of approximately HK\$111,629,000 (loss for the year ended 30 June 2021: HK\$150,249,000), and the weighted average number of ordinary shares of 965,430,000 (30 June 2021: 965,430,000) in issue during the year.

The calculation of the diluted earnings per share amount is based on the profit/loss for the years ended 30 June 2022 and 2021 attributable to ordinary equity holders of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the years ended 30 June 2022 and 2021, as used in the basic earnings/loss per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

- The Directors (as defined below) recommended the payment of a final dividend of HK4 cents per share for the year ended 30 June 2022 (30 June 2021: nil). The Directors recommended the payment of a special dividend of HK2 cents per share for the year ended 30 June 2022 (30 June 2021: HK1 cent). Together with the interim dividend of HK2 cents per share for the period ended 31 December 2021 (31 December 2020: HK2 cents), the annual dividends will amount to HK8 cents per share for the year ended 30 June 2022 (30 June 2021: HK3 cents). For more details, please refer to note 13 to the consolidated financial statements of the Group for FY2022.
- Gearing ratio is net debt divided by total capital plus net debt. The Group's net debt consists of interest-bearing bank borrowings, lease liabilities, trade and bills payables and other payables and accruals, less cash and cash equivalents.

CHAIRMAN'S STATEMENT

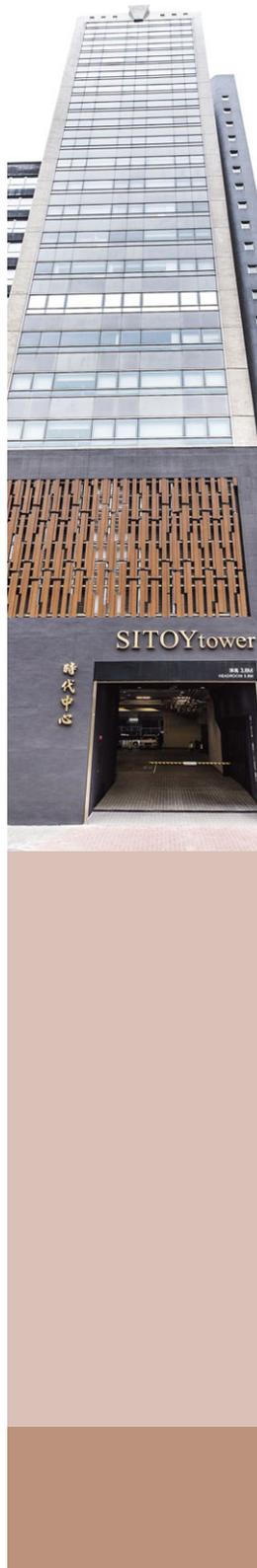
Dear Shareholders,

It is my pleasure to present the annual results for the year ended 30 June 2022 (“FY2022” or the “Year under Review”) of Sitoy Group Holdings Limited (the “Company” or “Sitoy Group”) and its subsidiaries (collectively referred to as the “Group”) to you.

OVERALL RESULTS

During the Year under Review, business operation and financial performance of Sitoy Group has successfully turnaround from the two years of successive operating loss to operating profit attributable to the owners of the Company. It is mainly due to the implementation of various COVID-19 policies by different countries or areas together with the growing global COVID-19 vaccine injection rate, which had stabilised the COVID-19 situation and reduce fear of COVID-19. During the Year under Review, both retail and manufacturing segments have shown significant growth in our continuing operations.

For FY2022, the Group recorded a revenue of approximately HK\$1,845.9 million, representing an increase of 40.4% as compared to the previous year, while gross profit increased by 62.9% to approximately HK\$534.0 million and gross profit margin amounted to 28.9%. Profit attributable to ordinary equity holders of the Company was approximately HK\$111.5 million. Basic earnings per share were HK11.60 cents. The directors (the “Directors”) of the board of the Company (the “Board”) proposed payment of a final dividend of HK4 cents and a special dividend of HK2 cents per share for FY2022.



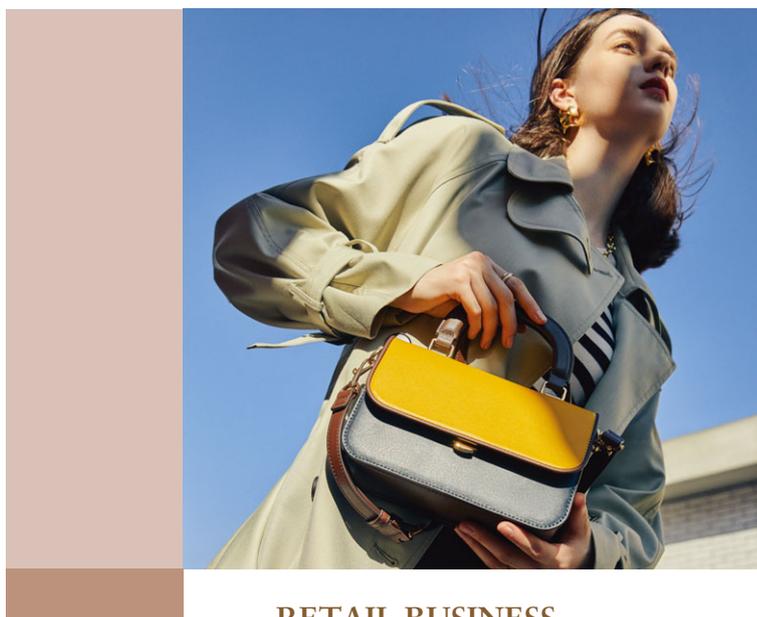
RETAIL BUSINESS

During the Year under Review, especially the first half year of FY2022, both Hong Kong and the PRC markets showed a strong rebound. Although various Asian and European countries or areas been welcoming tourists without quarantine, both Hong Kong and the PRC are still implementing quarantine policies on inbound travellers. People in Hong Kong and the PRC were willing to spend domestically, and together with different local governmental subsidies, such as consumption vouchers in Hong Kong, had benefited our retail segment.

However, due to the COVID-19 outbreak in the second half year of FY2022 in both Hong Kong and the PRC, the growth had been diluted to a certain extent. Thanks to the cost saving polices implemented by the Group during the past two years, we had successfully reallocated our main warehouse from Shanghai to Ying De, which had significantly reduced the operating cost and mitigated the impact of lockdown in Shanghai during the period from April to early June in 2022. The Ying De main warehouse has been operating smoothly in order to support the growing online sales.

In order to capture more online sales, the Group continued to strengthen its e-commerce development and most of its brands are already available on Tmall and JD.com or their own brand websites. It is expected that e-commerce platforms will become more and more popular globally. The Group not only worked with certain key opinion leaders and entered into the livestreaming sales channels in both Hong Kong and PRC, such as Facebook, Tiktok and Tmall, but also started its own-operated livestream channels. The Group had successfully built up its own livestream sales team with around 60 people, and achieved satisfactory results.

CHAIRMAN'S STATEMENT



RETAIL BUSINESS

The Group currently has two self-owned brands, TUSCAN'S and Fashion & Joy. We also own the exclusive rights for distribution and operation in mainland China, Hong Kong, Macau and Taiwan of an international brand, Cole Haan. These brands, each with its own brand history and characters and targeting at appetites of different customer groups, covering men's and women's bags, leather goods, shoes, clothing and accessories, have greatly enriched the differentiation of the Group's products.

The Group also made good use of its own product design and development resources. For example, we have set up design teams dedicated to supporting the development of handbags, shoes and other accessories for TUSCAN'S and Fashion & Joy.

Revenue from retail business segment (continuing operations) increased by 12.1% to approximately HK\$452.8 million as compared to the previous year. Segment profit before tax was approximately HK\$32.5 million, turnaround when compared to previous year of loss before tax of HK\$8.3 million.

MANUFACTURING BUSINESS

Regarding the manufacturing business, during the Year under Review, segment revenue recorded approximately HK\$1,379.4 million, with segment profit before tax of approximately HK\$150.3 million.

During FY2022, benefiting from the implementation of various COVID-19 policies in different countries and areas, brand customers were confident when placing orders and the volume of each order was much higher than the previous year. It was also due to the fact that brand customers reviewed their sourcing strategies and started to source their supplies directly from the PRC because of its stable supply chain and high quality production to support their growing business in the PRC market.

Apart from strengthening the relationships with existing customers, we eagerly explored new business opportunities with brand customers from Europe, Asia and mainland China, and we expect the orders from these customers will increase. We are also willing to invest in auto production systems, tools and machines in order to reduce the reliance on manual production, shorten the production lead time, deploy flexible production lines and further enhance our competitiveness. During the Year under Review, gross profit margin of the manufacturing business increased as brand customers were willing to pay a premium in order to guarantee the supplies and also due to the depreciation of Renminbi ("RMB") against United States Dollar which reduced the production costs. The Group believes that with our outstanding product quality and our prestige and reputation established among high-end European and US brand customers,

CHAIRMAN'S STATEMENT

we can maintain a solid position in the market segment of refined craftsmanship of handbags and leather goods.

Cost optimisation is one of the Group's key strategies to maintain considerable returns. Despite rising labour cost and keener competition, the Group continuously upgrades itself to meet the higher requirements of both existing and new customers, which include sourcing high quality raw materials at competitive prices, upgrading production facilities, continuing to optimise and streamline production procedures to boost competitiveness and satisfying brand customers' demands. The Group has made its best endeavours to tap into new opportunities under a challenging business environment.

PROPERTY INVESTMENT BUSINESS

The Group has maintained stable return for the property investment business. Currently, over 90% of the available-for-rent floors of Sitoy Tower have been leased out. In addition to leasing purpose, a portion of floors of Sitoy Tower was reserved for use as the head office and principal place of business of the Company and product showrooms in Hong Kong. On one hand, it generated a stable and long-term rental income to the Group. On the other hand, it facilitated the presentation of our latest and best product designs and crafts to customers, which helped propel the Group's manufacturing and retail business with contributions in different aspects. Furthermore, the office premises located at Hoi Yuen Road, Kwun Tong and Silvercord, Tsim Sha Tsui, which were originally for our own use, were transferred to investment properties in 2017 and in 2019 respectively,

and were fully rented out, continuing to bring a stable rental income to the Group. During the Year under Review, property investment segment has generated segment revenue of approximately HK\$13.7 million and incurred a segment profit before tax of approximately HK\$6.9 million.

PROSPECT

The global market for leather product business rebounded further as the global economies started to emerge from the downturn caused by the COVID-19 pandemic.

Based on our observation and manufacturing orders received so far, we are expecting steady growth in our manufacturing business in the next financial year. Labour shortage is one of the challenges faced, and in response we have budgeted to upgrade our production machineries, tools and reduce the reliance on labours.

In respect of the supply chain, in order to align with the Group's development needs under its core strategies, we continued to intensify our efforts in resource consolidation. Through consolidation and evaluation of our supply chain resources, the Group continued to work diligently on the establishment of its own supply chain system and committed to gradually instilling the core industrial capabilities, which has hence strengthened its own supply chain management. We will continue to focus on the efficiency of our sales channels and strive to increase the efficiency of our product and retail operation, and will continue to expand the stores with high efficiency and reinforce the online and offline integrated operation model by consolidating layout of sales channels and further enhancing our store operation standards.



CHAIRMAN'S STATEMENT

Regarding the retail business, PRC is an enormous market in which we expect growth in domestic demand will ride on the accelerated recovery of market activities. Thanks to our well established retail network in the PRC in the past ten years, not only offline stores, but also online channels, we expect our retail segment to achieve a satisfactory growth in the next few years. The restructuring of the brand portfolio by disposing of Amedeo Testoni (formerly known as "A. Testoni") allows the Group to reallocate resources into developing other retail brands especially in the Greater China market. The current operating brands can generate more synergy and share the resources because of their point of sales network, price range and product types.

As most countries and areas are actively reviving their economies from COVID-19, we are confident in the future business environment and believe it will steadily be back to normal. It is no doubt that the progress will be challenging, however, the Group is led by an experienced management team, guided by business improvement plans and combined with our product cost control measures that will optimise overall cost structure, and together with our competitive advantages and strong financial fundamentals, we are confident that we can maintain healthy and profitable results.

Finally, I would like to take this opportunity to express heartfelt thanks to the shareholders, clients, suppliers, customers and other parties for their steadfast support to the Group, and to my fellow Board members, management team and all staff members for their hard work during this tough period. Sitoy Group will aspire to higher achievements in order to bring greater returns to the shareholders.

Yeung Michael Wah Keung
Chairman

Hong Kong
26 September 2022

MANAGEMENT DISCUSSION & ANALYSIS

BUSINESS REVIEW

Retail business (continuing operations)

Revenue generated from this segment increased by approximately 12.1% year-on-year to approximately HK\$452.8 million for the year ended 30 June 2022 (“FY2022”) and recorded segment profit before tax of approximately HK\$32.5 million when compared to previous year which recorded a loss before tax of approximately HK\$8.3 million. It was mainly benefiting from the livestream sales especially in both Hong Kong and the PRC markets.

In order to capture the growing demand in the retail business, the Group has adopted various immediate measures, such as reviewing the current brand portfolio and point-of-sales network, improving organisation structure to achieve better resource allocation and setting up our own e-commerce team, thereby maintaining the Group’s strength for its long term development. The Group will also remain cautious and agile in business operation and preserve liquidity pending the stabilisation of the pandemic.

The Group operated three brands as at 30 June 2022. TUSCAN’S and Fashion & Joy are self-owned brands of the Group. TUSCAN’S is a brand of high quality handbags originated in Italy, while Fashion & Joy is a self-developed brand focusing on stylish travel luggage and business accessories designed and expertly crafted for bold and young trend-setters. In view of the growing demand for fashion goods, the Group took a bold move and started to enrich its brand portfolio by obtaining exclusive rights for distribution and operation of the global brand, Cole Haan, in mainland China, Hong Kong, Macau and Taiwan.

On the digital front, the Group continued to strengthen the development of its e-commerce platforms with most of its brands already available on Tmall and JD.com or their own brand websites and also our livestream channels. We have also co-operated with different key opinion leaders on Facebook and Tiktok. It is expected that e-commerce platforms will become more and more popular globally.

Manufacturing business

During FY2022, the Group’s purchase orders received from its external customers have increased by approximately 53.8% when compared to the previous year. Due to the implementation of various COVID-19 policies in America and other European and Asian countries and areas, brand customers were confident when placing orders and the volume of each order was much higher than before. The manufacturing business has generated segment revenue from external customers of approximately HK\$1,379.4 million with segment profit before tax of approximately HK\$150.3 million when compared to previous year of segment loss before tax of HK\$52.1 million.

In response to the impact of the global COVID-19 outbreak, the following strategies were adopted by the Group, which were well recognised:

- (1) **Market and Product Diversifications:** more than five years ago, we began to diversify our market reach. Currently, the proportion of revenue from North America, Europe and Asian markets are more evenly distributed. Our facilities produce handbags, small leather goods and traveling goods, which fulfills various needs of our customers;
- (2) **Maintaining Our Core Competitiveness:** with the lead by a capable and experienced management team, we are not only able to provide higher level of craftsmanship and reliable supply chain management, but also top quality products and credibility to our customers; and
- (3) **Production Flexibilities:** with our different product plants in the PRC, we are able to manage our production lines to fit various production requirements.

MANAGEMENT DISCUSSION & ANALYSIS

Property investment business

The Group expanded into the property investment market in 2016 by acquiring a 20-storey office building, now named as “Sitoy Tower”, located in East Kowloon at 164 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong (Kwun Tong Inland lot number 316). Prime office locations such as Central, Causeway Bay and nearby areas are occupied by enterprises and companies from the financial industry. Tenants from other industries, therefore, have to seek prime offices in other areas, such as East Kowloon, which are getting popular because of convenient locations, well-connected transportation options, and abundant lifestyle offerings such as shopping centres and entertainment facilities. In addition, the Company’s office premise located at 4-5th Floor, The Genplas Building, 56 Hoi Yuen Road, Kwun Tong ceased to be for own use and was transferred to investment properties for rental income and capital appreciation purpose in early 2017. In 2019, the Group transferred its self-use property located at No. 1011, 10th Floor, Tower 1, Silvercord, No. 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, to investment property for rental income and capital appreciation purpose. The property investment segment is expected to generate stable returns for the Group. The property investment business has generated revenue of approximately HK\$13.7 million with segment result of profit before tax of approximately HK\$6.9 million during FY2022 as a result of net fair value loss on the investment properties of approximately HK\$0.2 million.

PRODUCT RESEARCH, DEVELOPMENT AND DESIGN

The internal Creative Centre and R&D Centre of the Group offer customers one-stop design, research, development and manufacturing solutions, which help the Group serve its customers in response to fast changing consumer preferences and fashion trends as well as to develop and manufacture products with complex designs. By offering customers value-added services and high level of craftsmanship, the Group will strengthen its competitive edge in the industry, which in turn will attract and retain leading international and mainland Chinese brands of high-end and luxury products as our customers. In the future, the Group shall continue to source high quality raw materials at competitive prices, enhance the production machines, tools and systems and continue to optimise and streamline production procedures, ensure and stabilise the product qualities and reduce the reliance on labours to boost competitiveness of the Group and satisfy brand customers’ demands.

PROSPECT

Looking forward, the global COVID-19 pandemic is expected to continue to create unprecedented pulse and challenges to the Group. The global business environment has become very challenging, impacting various businesses and industries, especially our manufacturing and retail businesses. However, along with the increasing injection rate of COVID-19 vaccines globally and implementations of various COVID-19 policies by different countries or areas, we are optimistic about the business performance of the Group in the coming financial years.

MANAGEMENT DISCUSSION & ANALYSIS

FINANCIAL REVIEW

Revenue

The Group's revenue increased by approximately 40.4% to approximately HK\$1,845.9 million for FY2022 from approximately HK\$1,314.4 million for the year ended 30 June 2021 ("FY2021"). This increase was primarily due to more manufacturing orders received from customers in FY2022.

Cost of sales

Cost of sales of the Group increased by approximately 33.0% to approximately HK\$1,311.9 million for FY2022 from approximately HK\$986.7 million for FY2021. The increase in cost of sales was in line with the increase in revenue.

Gross profit and gross profit margin

Gross profit increased by approximately 62.9% to approximately HK\$534.0 million for FY2022 from approximately HK\$327.7 million for FY2021. The gross profit margin increased to approximately 28.9% for FY2022 from approximately 24.9% for FY2021. It was mainly benefiting from the tight production cost control policies implemented in the past few years and enhanced production efficiency, as well as the depreciation of Renminbi against United States dollar, which improved the gross profit margin to a certain extent.

Other income and gains

Other income and gains increased by approximately 23.7% to approximately HK\$37.6 million for FY2022 from approximately HK\$30.4 million for FY2021. It was mainly due to the depreciation of Renminbi against United States dollar, which recorded exchange gain of approximately HK\$15.6 million, while exchange loss was recorded for FY2021 and included in other expenses.

Selling and distribution expenses

Selling and distribution expenses increased by approximately 9.2% to approximately HK\$157.2 million for FY2022 from approximately HK\$144.0 million for FY2021. The increase was primarily attributable to the launch of certain marketing activities of the retail business.

Administrative expenses

Administrative expenses slightly increased by approximately 3.1% to approximately HK\$216.5 million for FY2022 from approximately HK\$210.0 million for FY2021.

Other expenses

Other expenses decreased by approximately 98.2% to approximately HK\$1.5 million for FY2022 from approximately HK\$79.5 million for FY2021. The decrease was mainly due to the net exchange loss of approximately HK\$59.8 million incurred in FY2021 while net exchange gain in FY2022 was recorded in other income and gains.

MANAGEMENT DISCUSSION & ANALYSIS

Income tax expense

Under the current laws of the Cayman Islands and the British Virgin Islands, the Group is not subject to tax on its income or capital gains in the Cayman Islands and the British Virgin Islands. In addition, any payments of dividends are not subject to withholding tax in the Cayman Islands or the British Virgin Islands.

Hong Kong profits tax as applicable to the Group was 16.5% for the years ended 30 June 2022 and 2021 on the estimated assessable profits arising in or derived from Hong Kong during the relevant year.

Macau Complementary Income Tax has not been provided for as the Group had no assessable profit arising in Macau during FY2022 (2021: nil).

Income taxes in Italy, Korea, Taiwan and Japan have not been provided for as the Group has no assessable profits arising in those jurisdictions during the year ended 30 June 2022.

The PRC corporate income tax was based on a statutory rate of 25% (2021: 25%) of the assessable profit of all the subsidiaries incorporated in the PRC as determined in accordance with the PRC Corporate Income Tax Law, which was approved and became effective on 1 January 2008.

Profit/(loss) for the year

The Group recorded net profit for the year of approximately HK\$111.5 million for FY2022 (profit from continuing operations of approximately HK\$150.4 million and loss from discontinued operation of approximately HK\$38.9 million) when compared to the loss for the year in 2021 of approximately HK\$153.7 million (loss from continuing operations of approximately HK\$83.4 million and loss from discontinued operation of approximately HK\$70.3 million). The turnaround is mainly due to 1) various COVID-19 strategies implemented by different countries or areas together with the growing global COVID-19 vaccine injection rate, which has stabilised the COVID-19 situation and reduced the fear of COVID-19, benefiting both our manufacturing and retail businesses; and 2) the stabilised Hong Kong commercial property market and lower fair value loss recorded in the property investment business.

Discontinued operation

With the disposal of the entire issued share capital of Viva China Premium Brands Limited (formerly known as “Sitoy AT Holdings Company Limited”) and its subsidiaries (the “Target Group”), as per accounting treatment, the Group has reclassified the Target Group as discontinued operation.

During the period from 1 July 2021 to date of disposal, the Target Group incurred loss of approximately HK\$38.9 million, as compared to the loss of approximately HK\$70.3 million for FY2021 and included in non-operating items.

Details of the disposal has been set out in the note 12 to the consolidated financial statements of the Group for FY2022.

MANAGEMENT DISCUSSION & ANALYSIS

Investment properties

Details of investment properties of the Group with carrying amounts of approximately HK\$699.8 million and HK\$700.0 million as at 30 June 2022 and 30 June 2021 respectively are as follows:

As at 30 June 2022 and 2021

Property	Address	Use	Lease term
Ground to 6th and 11th to 20th Floor, Sityo Tower	Ground to 6th and 11th to 20th Floor, Sityo Tower, No. 164 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong (Kwun Tong Inland lot number 316)	Commercial (for rental income and capital appreciation purposes)	Medium term lease
4th to 5th Floor, The Genplas Building	4th to 5th Floor, The Genplas Building, 56 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong (Kwun Tong Inland lot number 58)	Industrial (for rental income and capital appreciation purposes)	Medium term lease
No. 1011, 10th Floor, Tower 1, Silvercord	No. 1011, 10th Floor, Tower 1, Silvercord, No. 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong (Kowloon Inland lot number 10456)	Commercial (for rental income and capital appreciation purposes)	Medium term lease

On 13 May 2016, Sityo Property Investment Company Limited, a wholly-owned subsidiary of the Company, entered into an acquisition agreement to acquire the entire issued share capital of and the shareholder's loan owing by Harbour Century Limited at the consideration of HK\$560 million, subject to adjustments. Harbour Century Limited wholly owns Worldmax Enterprises Limited, which in turn owns a 20-storey office building located in East Kowloon at No. 164 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong (Kwun Tong Inland lot No. 316) (the "Property 1").

The Property 1 held by the Group is with a total gross floor area of approximately 70,000 square feet. The Property 1 was re-named as "Sityo Tower", 7th to 10th Floor are for the Group's own use as the Group's head office, showrooms for merchandise display and market week, and classified as "Property, Plant and Equipment" instead of investment properties in the financial statements of the Group. The remaining floors of Property 1 are held for rental income and capital appreciation purposes.

MANAGEMENT DISCUSSION & ANALYSIS

During the year ended 30 June 2017, the Company's offices located at 4th to 5th Floor, The Genplas Building, 56 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong (the "Property 2") ceased for the Group's own use and thus were transferred to as investment properties held by the Group. The Property 2 held by the Group has a total gross floor area of approximately 9,710 square feet and is held for rental income and capital appreciation purposes.

During the year ended 30 June 2019, the Company's office located at No. 1011, 10th Floor, Tower 1, Silvercord, No. 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong (the "Property 3") ceased for the Group's own use and thus were transferred to as investment property held by the Group. The Property 3 has a total gross floor area of approximately 2,060 square feet and is held for rental income and capital appreciation purposes.

Cash and cash equivalents

Cash and cash equivalents decreased by approximately 34.1% to approximately HK\$314.8 million as at 30 June 2022. The decrease was mainly due to 1) settlement of interest-bearing bank borrowings; and 2) payment to suppliers in order to support the growing businesses which was reflected in the increase in trade receivables of approximately 66.6%.

Capital expenditure

For FY2022, capital expenditure of the Group amounted to approximately HK\$12.0 million, primarily due to the upgrade of existing manufacturing facilities, as well as the expansion of retail business.

Significant investments

The Group had no significant investments held during FY2022.

Material acquisitions and disposals of subsidiaries, associates and joint ventures

On 3 November 2021, a sale and purchase agreement was entered into between, amongst others, Sitoiy International Limited (時代國際有限公司) (the "Vendor", a wholly-owned subsidiary of the Company) and Ample Fame Investments Limited (滿譽投資有限公司) (the "Purchaser", a wholly-owned subsidiary of Viva China Holdings Limited, a company whose shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (Stock Code: 8032)), pursuant to which (i) the Vendor agreed to sell and the Purchaser agreed to purchase the entire issued share capital of the Target Group at a consideration of HK\$1 and the post-closing payment of EUR2,538,000 (approximately HK\$22,413,000). Pursuant to the agreement, the inter-company loans due to the Company from the Target Group amounting to RMB41,137,000 (approximately HK\$50,382,000) will be repaid to the Group. The transaction was completed in January 2022. As at 30 June 2022, approximately HK\$9,911,000 (before the deduction of uncollectible cash consideration of approximately HK\$2,894,000) has not been received by the Group and such amount is expected to be received in January 2023 according to the agreement.

For further details, please refer to the announcements of the Company dated 3 November 2021 and 5 November 2021, and the section headed "Discontinued operation" and note 12 to the consolidated financial statements of the Group for FY2022.

Other than disclosed above, the Group had no other material acquisitions or disposals of subsidiaries, associates or joint ventures during FY2022.

MANAGEMENT DISCUSSION & ANALYSIS

Treasury policy

The Group adopts treasury policy that aims to better control its treasury operations and lower borrowing cost. As such, the Group endeavours to maintain an adequate level of cash and cash equivalents to address short term funding needs. The Board would also consider various funding sources depending on the Group's funding needs to ensure that the financial resources have been used in the most cost-effective and efficient way to meet the Group's financial obligations. The Board reviews and evaluates the Group's treasury policy from time to time to ensure its adequacy and effectiveness.

Liquidity and financial resources

The liquidity and financial resources position of the Group remains strong as it continues to adopt a prudent approach in managing its financial resources. The Group's cash and cash equivalents as at 30 June 2022 amounted to approximately HK\$314.8 million (2021: HK\$477.8 million), which are mainly denominated in Hong Kong dollars, Renminbi, Euro and US dollars. Based on the Group's steady cash inflow from operations coupled with sufficient cash and bank balances and readily available banking facilities, the Group has sufficient financial resources and a strong cash position to satisfy working capital requirements for business development, operations and capital expenditure. New investment opportunities, if any, would be funded by the Group's internal resources. The Group's gearing ratio is approximately 6.1% as at 30 June 2022 (2021: 3.5%), which is net debt divided by total capital plus net debt. The Group's net debt consists of interest-bearing bank borrowings, lease liabilities, trade and bills payables and other payables and accruals, less cash and cash equivalents.

Foreign exchange risk

The Group had transactional currency exposures for FY2022. Such exposures arose from sales or purchases by operating units in currencies other than the units' functional currency. During FY2022, 74.1% (2021: 61.9%) of the Group's sales were denominated in currencies other than the functional currency of the operating units making the sale, whilst approximately 83.3% (2021: 78.2%) of the costs were denominated in the units' functional currency.

Most of the transactions of the Group were denominated in Hong Kong dollars, US dollars, Euro and Renminbi. The Group is exposed to foreign exchange risk arising from exposure in the US dollars, Euro and Renminbi against Hong Kong dollars.

It is the Group's consistent policy to centralize foreign exchange management to monitor total foreign currency exposure, to net off affiliate positions, and, if necessary, to consolidate hedging transactions with banks. In addition, various bank facilities have been arranged in these currencies, to meet our daily operating expenses and capital investment requirements. Hence, in our operating business model, the Group's revenue is mostly matched to the currencies of the outlay. As far as possible, the Group aims to achieve natural hedging by investing and borrowing in the functional currencies. Where a natural hedge is not possible, the Group will mitigate foreign exchange risks via appropriate foreign exchange forward contracts.

As at 30 June 2022 and 2021, the Group did not have any outstanding foreign exchange forward contract.

Pledge of assets

As at 30 June 2022, approximately HK\$46.9 million of time deposits were pledged as security for banking facilities available to the Group (2021: HK\$25.2 million).

MANAGEMENT DISCUSSION & ANALYSIS

Inventory turnover days

Inventory turnover days decreased to 97 days for FY2022 from 144 days for FY2021. The decrease in inventory turnover days was due to the increase in cost of sales.

Trade receivables turnover days

Trade receivables turnover days decreased to 62 days for FY2022 from 64 days for FY2021. The Group did not experience any significant credit risks due to strict credit control policies.

Trade and bills payables turnover days

Trade and bills payables turnover days decreased to 78 days for FY2022 from 86 days for FY2021. Trade payables are non-interest bearing and are generally settled within 90 days.

Off-balance sheet commitments and arrangements and contingent liabilities

As at 30 June 2022, the Group did not have any material off-balance sheet commitments and arrangements and contingent liabilities.

EMPLOYEES

As at 30 June 2022, the Group had about 4,500 employees. In addition to the basic salaries, performance bonuses will be offered to those staff members with good performance. The PRC subsidiaries of the Company are subject to social insurance, provident housing fund and certain other employee benefits in accordance with PRC laws and regulations. The Group also adheres to statutory employment standards and those requested by customers, such as minimum wage levels and maximum working hours. Moreover, the Group provides staff quarters for most employees and, in the case of certain senior employees, family quarters. The Group also provides various amenities and recreation facilities such as canteens, sports grounds, library and internet center for its employees. The Group will continue to improve the working environment in the manufacturing facilities and the living qualities for its staff. The Directors believe that the remuneration packages and fringe benefits offered by the Group to its staff members are competitive in comparison with market standards and practices. Since human resource management is an important factor in maintaining and further enhancing the Group's strong expertise and know-how in the craftsmanship of handbags, small leather goods and travel goods, the in-house employee training center provides pre-job training programs to the new recruits before they are assigned to work at the manufacturing facilities of the Group. From time to time, different levels of on-the-job training will be provided to the employees to broaden their skills and enhance their productivity.

The Company also adopted a share option scheme approved on 15 November 2011 and a share award scheme approved on 12 July 2018 for the purpose of, among other things, recognition of employees' contribution. Details have been set out in the sections headed "Share Option Scheme" and "Share Award Scheme" below in the Directors' Report.

DIRECTORS' PROFILE

EXECUTIVE DIRECTORS

Mr. Yeung Michael Wah Keung, aged 73, is an executive Director, the Chairman, a member of remuneration committee and the chairman of nomination committee of the Company. He was appointed as a Director on 21 February 2008. He has been with the Group since its establishment in the 1970's and is one of the founders. He is responsible for the Group's overall business development, strategic planning and corporate management.

He has over 50 years of experience in the handbag and leather goods industry, and has focused on manufacturing luxury branded handbags and small leather goods for more than 20 years. He is currently a director of certain subsidiaries of the Group. He is the brother of Dr. Yeung Wo Fai, an executive Director, the chief executive officer and a substantial shareholder of the Company. He is also the father of Mr. Yeung Andrew Kin, an executive Director and deputy general manager of the Group. He is also a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO").

Dr. Yeung Wo Fai, aged 69, is an executive Director and the chief executive officer of the Company. He holds a Doctorate degree in Business Administration from the Lincoln University College of Malaysia. He was appointed as a Director on 21 February 2008 and is also one of the founders. He has been with the Group since 1974. He is responsible for the overall daily operations of the Group's business. He is also responsible for product development, marketing and administration of the Group.

He has over 44 years of experience in the handbag and leather goods industry, and has focused on manufacturing luxury branded handbags and small leather goods for more than 17 years. He is currently a director of certain subsidiaries of the Group. He is the brother of Mr. Yeung Michael Wah Keung, an executive Director, the Chairman and a controlling shareholder of the Company. He is also the uncle of Mr. Yeung Andrew Kin, an executive Director and deputy general manager of the Group. He is also a substantial shareholder of the Company within the meaning of Part XV of the SFO.

Mr. Yeung Andrew Kin, aged 48, is an executive Director of the Company, head of retail and deputy general manager of the Group. He is in charge of the retail business of the Group. He joined the Group in September 1999 and was appointed as a Director on 23 May 2011. He is responsible for the overall operations and strategic planning of the retail business of the Group. He is also responsible for the corporate management and business development of the retail business of the Group. He graduated from Simon Fraser University, British Columbia, Canada with a bachelor's degree of science in 1999.

He has over 23 years of experience in handbag and leather goods industry and has focused on strategic planning and business development for more than 16 years. Before he started focusing on the development of the Group's retail business, he had held various positions in the Group in relation to sales and marketing and merchandising. He is currently a director of certain subsidiaries of the Company. He is the son of Mr. Yeung Michael Wah Keung, an executive Director, the Chairman and a controlling shareholder of the Company. He is also the nephew of Dr. Yeung Wo Fai, an executive Director, the chief executive officer and a substantial shareholder of the Company.

DIRECTORS' PROFILE

NON-EXECUTIVE DIRECTOR

Dr. Lau Kin Shing, Charles, aged 66, is a non-executive Director of the Company. He was appointed as a Director on 1 June 2017. He was re-designated from an executive Director to a non-executive Director on 1 August 2021. He holds a Doctorate degree in Business Administration from the Newcastle University of Australia, Master degree in Information System Management from the National University of Ireland, and a Bachelor degree in Accounting from the Curtin University of Technology, Australia. He is a Chartered Accountant (New Zealand), Certified Internal Auditor (US), and also a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants and a fellow member of CPA Australia. He possesses about 30-year executive experiences in corporate control, financial management, risk management and internal control gained from international listed companies. Before joining the Group in 2015, he held key corporate executive position in various conglomerates, including: vice president of China Resources Beer (Holdings) Company Limited (Stock Code: 291, formerly known as China Resources Enterprise, Limited), deputy head of internal audit for Hutchison Whampoa Limited, and chief financial officer and company secretary of Miramar Hotel and Investment Company, Limited (Stock Code: 71). He was also the chief financial officer of the Group, company secretary and authorised representative of the Company before he resigned from the above positions with effect from 29 September 2020.

Dr. Lau has been appointed as an independent non-executive director of KOS International Holdings Limited (stock code: 8042), a company whose shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), with effect from 1 February 2021 and an independent director of Lingyi Itech (Guangdong) Company Limited* (廣東領益製造股份有限公司) (stock code: 002600), a company whose shares are listed on the Shenzhen Stock Exchange, with effect from 6 July 2021.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yeung Chi Tat, aged 52, is an independent non-executive Director, the chairman of audit committee and a member of remuneration committee of the Company. He was appointed as an independent non-executive Director on 15 November 2011.

He possesses extensive experience in auditing, corporate restructuring and corporate finance. He worked at a major international accounting firm for over 10 years and then worked for various Hong Kong listed companies as vice-president, chief financial officer, financial controller and/or company secretary. He is an independent non-executive director of Birmingham Sports Holdings Limited (stock code: 2309), which is listed on the Main Board of the Stock Exchange. He is an independent director of New Hope Dairy Co., Ltd. (stock code: 002946), a company whose shares are listed on the Shenzhen Stock Exchange. He was an independent non-executive director of ANTA Sports Products Limited (stock code: 2020) from 26 February 2007 to 1 June 2018, Boer Power Holdings Limited (stock code: 1685) from 30 September 2010 to 5 June 2020, both of which are listed on the Main Board of the Stock Exchange, and Guodian Technology & Environment Group Corporation Limited (stock code: 1296), a company formerly listed on the Main Board of the Stock Exchange, from 8 August 2017 to 28 June 2022.

He graduated from the University of Hong Kong with a bachelor's degree of business administration and obtained a master's degree in professional accounting with distinction from Hong Kong Polytechnic University. He is a fellow member of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, a Certified Public Accountant practicing in Hong Kong and a senior international finance manager of the International Financial Management Association. He is currently the President and Executive council member of the Hong Kong Independent Non-executive Director Association.

* The English company name is for identification purpose only.

DIRECTORS' PROFILE

Mr. Kwan Po Chuen, Vincent, aged 63, is an independent non-executive Director, a member of each of audit committee and nomination committee of the Company. He was appointed as an independent non-executive Director on 15 November 2011. He graduated from the University of Hong Kong with a bachelor's degree in social sciences in 1983, from the University of London with a bachelor's degree in laws in 1987, from the University of Hong Kong with a master's degree in laws in 1992, from the University of London with a master's degree of science in financial management in 1998 and from the University of South Australia with a master's degree in advanced business practice in 2006.

He has more than 30 years of experience in the legal and accounting profession with extensive experience in real estate, corporate finance and compliance matters. From 1983 to 1987, he worked as an accounting officer and later auditor of the Treasury and Audit Departments of the Hong Kong government and from 1988 to 1993, he worked as trainee solicitor and associate of Deacons. From 1993 to 1996, he was an executive director of Chuang's Consortium International Limited (stock code: 367), a company listed on the Main Board of the Stock Exchange. From 1997 to 2012, he was the general manager (legal and secretarial) of Sino Land Company Limited (stock code: 83), a company listed on the Main Board of the Stock Exchange. From 2012 to 2015, he was the consultant of the then Messrs. Gallant Y T Ho & Co (now known as Gallant). He is currently a consultant of Messrs. LCP Lawyers.

He is a solicitor qualified in Hong Kong since September 1990. He is also qualified to practise laws in England and Australia since 1991. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Institute of Chartered Accountants in England and Wales. He also served as a member of the board of review (Inland Revenue Ordinance) from 2003 to 2011 and as a member of the then insider dealing tribunal from 2005 to 2009 and as a member of the advisory group on company formation, registration, re-registration and company meeting and administration provisions of the rewrite of Companies Ordinance from 2006 to 2009 and has recently served as a member of the market misconduct tribunal. He is also a member of the revenue law committee of the Law Society of Hong Kong. In 2014, he was appointed as the Chairman of the Financial and Regulatory Affairs Committee of the Chamber of Hong Kong Listed Companies (now retired but remains as a member). He has also written many articles that were published in Momentum, the official magazine of the Chamber of Hong Kong Listed Companies. He is also a regular speaker on corporate finance and compliance matters. Mr. Kwan is also a council member of the Hong Kong Independent Non-executive Director Association.

Mr. Lung Hung Cheuk, aged 75, is an independent non-executive Director, the chairman of remuneration committee, a member of each of audit committee and nomination committee of the Company. He was appointed as an independent non-executive Director on 15 November 2011. He is a retired chief superintendent of the Hong Kong Police Force. He joined the Hong Kong Police Force in 1966 as a probationary inspector at the age of 19. He was promoted to the rank of chief inspector in 1980, superintendent in 1986, senior superintendent in 1993 and chief superintendent in 1997. He had served in various police posts, namely Special Branch, Police Tactical Unit, Police Public Relations Branch and in a number of police divisions at management level. Prior to his retirement in April 2002, he was the commander of Sham Shui Po Police District.

DIRECTORS' PROFILE

He was also the secretary of the Superintendents' Association of the Hong Kong Police Force from 1993 and later the chairman from 1998 to 2001. The membership of the Superintendents' Association comprises the top management of the Hong Kong Police Force from superintendents to chief superintendents of the Hong Kong Police Force. He was awarded the Police Meritorious Service Medal by the Chief Executive of Hong Kong in 2000.

He is currently an independent non-executive director of Winfull Group Holdings Limited (formerly known as Richfield Group Holdings Limited, stock code: 183), a company listed on the Main Board of the Stock Exchange. He was an independent non-executive director of Ascent International Holdings Limited (formerly known as Chanco International Group Limited, stock code: 264), a company listed on the Main Board of the Stock Exchange, from 21 September 2015 to 23 December 2015. He was an independent non-executive director of HJ Capital (International) Holdings Company Limited (stock code: 982, formerly known as iOne Holdings Limited), a company listed on the Main Board of the Stock Exchange, from 18 September 2009 to 21 July 2014.

SENIOR MANAGEMENT

Various businesses and functions of the Company are respectively under the direct responsibilities of the Executive Directors who are regarded as senior management of the Company.

CORPORATE GOVERNANCE REPORT

The Company is committed to the establishment of good corporate governance practices and procedures with a view to being a transparent and responsible organization which is open and accountable to the shareholders of the Company. The Board strives to adhere to the principles of corporate governance and has adopted sound corporate governance practices to meet the legal and commercial standards, focusing on areas such as risk management and internal control, fair disclosure and accountability to all shareholders of the Company to ensure the transparency and accountability of all operations of the Company. The Company believes that effective corporate governance is an essential factor to create more value for the shareholders of the Company. The Board will continue to review and improve the corporate governance practices of the Group from time to time to ensure that the Group is led by an effective Board in order to optimize return for the shareholders of the Company.

ADOPTION AND COMPLIANCE OF CORPORATE GOVERNANCE PRACTICES

The Board has adopted a set of corporate governance practices which aligns with or is more restrictive than the requirements set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The Board is of the view that the Company has complied with the code provisions set out in the CG Code for FY2022.

DIRECTORS’ AND RELEVANT EMPLOYEES’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its code of conduct governing securities transactions by the Directors.

Specific enquiry has been made of all Directors and all Directors have confirmed that they had fully complied with the required standard set out in the Model Code for FY2022.

Relevant employees who are likely to be in possession of inside information of the Group are also subject to compliance with written guidelines on no less exacting terms than those in the Model Code.

No incident of non-compliance with these guidelines by the relevant employees was noted by the Company during FY2022.

BOARD OF DIRECTORS

As at the date of this report, the Board comprises seven Directors, consisting of three executive Directors, one non-executive Director, and three independent non-executive Directors.

Biographical information of the Directors and the details of the composition of the Board are set out below and in the sections headed “Corporate Information”, “Directors’ Profile” and “Directors’ Report” respectively of this annual report.

The Board delegates day-to-day operations of the Group to the management. Both the Board and the management have clearly defined authorities and responsibilities under various internal control and check-and-balance mechanisms.

The Board monitors the development and financial performance and sets strategic directions of the Group’s business.

Matters including material investment decisions, approving financial statements, declaration of dividend, are reserved to the Board. The management implements the Board’s decisions, makes business proposals and reports to the Board on the overall performance of the Group. Daily operations and administration of the business are delegated to the executive Directors and the management of the Company.

CORPORATE GOVERNANCE REPORT

During the year, four regular Board meetings were held. Among others, the following key issues were discussed in the Board meetings:

- considered and approved the annual results and report of the Group for the year ended 30 June 2021;
- considered and discussed the quarterly results of the Group for three months ended 30 September 2021;
- considered and approved the interim results and report of the Group for the six months ended 31 December 2021;
- considered and discussed the quarterly results of the Group for nine months ended 31 March 2022; and
- considered and approved the appointment of a non-executive Director.

At least 14 days' notice of a regular Board meeting should be given to all Directors to provide them with an opportunity to attend and all Directors are given an opportunity to include matters in the agenda for a regular meeting. Board papers are dispatched to the Directors at least three days before the meeting to ensure that they have sufficient time to review the papers and be adequately prepared for the meeting.

The Chairman conducts the proceedings of the Board at all Board meetings. He ensures that sufficient time is allocated for discussion and consideration of each item on the agenda and that equal opportunities are given to the Directors to speak and express their views and share their concerns. All Directors have access to the Company Secretary, who is responsible for ensuring that the Board procedures are complied with and for advising the Board on compliance matters.

During the year, the respective attendances of the Directors at the above Board meetings and the annual general meeting held on 22 November 2021 are set out in the table below:

Name of Directors	Attendance	
	Board Meetings	Annual General Meeting
Executive Directors		
Mr. Yeung Michael Wah Keung	5/5	✓
Dr. Yeung Wo Fai	5/5	✓
Mr. Yeung Andrew Kin	5/5	✓
Non-executive Director		
Dr. Lau Kin Shing, Charles	5/5	✓
Independent Non-executive Directors		
Mr. Yeung Chi Tat	5/5	✓
Mr. Kwan Po Chuen, Vincent	5/5	✓
Mr. Lung Hung Cheuk	5/5	✓

The Company has received confirmations of independence from all independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules. All of them meet the independence criteria set out in Rule 3.13 of the Listing Rules. Thus, the Board considers that they are independent.

CORPORATE GOVERNANCE REPORT

The Company has also received confirmations from all Directors that they have given sufficient time and attention to the affairs of the Company for the year. Directors have disclosed to the Company the number and nature of offices held in Hong Kong or overseas listed public companies or organizations and other significant commitments, with the identity of the public companies or organizations and an indication of the time involved. The Board regularly reviews whether each Director has devoted sufficient time to the discharge of his or her duties and responsibilities and the contribution he or she has made to the Company.

Except for the family relationship between Mr. Yeung Michael Wah Keung, Dr. Yeung Wo Fai and Mr. Yeung Andrew Kin as disclosed in Directors' Profile on pages 20 to 23 of this annual report, there is no financial, business, family or other material or relevant relationship between Board members.

DIRECTORS' TRAINING

During the year, all Directors participated in continuous professional development to develop and refresh their knowledge and skills by attending in-house briefings, attending training, giving talks and reading materials on topics relevant to the business of the Company and the director's duties and responsibilities, etc. The Directors had provided to the Company their records of training received. The areas of training received by each Director are set out in the table below.

	Area of Training
Name of Directors	Corporate governance and listing rules update
Executive Directors	
Mr. Yeung Michael Wah Keung	✓
Dr. Yeung Wo Fai	✓
Mr. Yeung Andrew Kin	✓
Non-executive Director	
Dr. Lau Kin Shing, Charles	✓
Independent Non-executive Directors	
Mr. Yeung Chi Tat	✓
Mr. Kwan Po Chuen, Vincent	✓
Mr. Lung Hung Cheuk	✓

CORPORATE GOVERNANCE REPORT

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of Chairman and the Chief Executive Officer are held separately by Mr. Yeung Michael Wah Keung and Dr. Yeung Wo Fai. The Chairman is responsible for leading the Board in respect of the overall development strategy of the Group. The Chief Executive Officer is delegated with the authorities to manage the day-to-day operation of the Company.

NON-EXECUTIVE DIRECTORS

Each of the independent non-executive Directors and the non-executive Director have entered into an appointment letter with the Company pursuant to which each of them is appointed for service with the Company for a term of three years until 5 December 2023 and 31 July 2024, respectively. Their terms of appointment shall be subject to the rotational retirement provision of the articles of association of the Company.

Pursuant to code provision B.2.3 of the CG Code as set out in Appendix 14 of the Listing Rules, for an independent non-executive director who has served more than nine years, the recommendation for the re-appointment of such independent non-executive director by the nomination committee to the Board for such independent non-executive director to stand for election at a general meeting shall state why the nomination committee believes he or she is still independent and should be re-elected, including the factors considered, the process and the discussion of the nomination committee in arriving such determination.

Pursuant to code provision B.2.4 of the CG Code as set out in Appendix 14 of the Listing Rules, the Company should appoint a new independent non-executive Director, if all independent non-executive Directors on Board are long serving independent non-executive Directors for more than 9 years for the financial year commencing on or after 1 January 2023. As all the INED of the Company have been served on the Board for more than 9 years, the Company is in the process of identifying and seeking to recruit one or more independent non-executive Director(s) to meet such requirement in due course.

The Company has received annual confirmation in accordance to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors of the Company as regards their independence to the Company and considers that each of the independent non-executive Directors of the Company is independent of the Company.

The independent non-executive Directors bring a wide range of business and financial expertise, experiences and independent judgement to the Board. Through serving on Board committees and active participation in Board meetings, taking the lead in managing issues involving potential conflicts of interest, all independent non-executive Directors make various contributions to the effective direction of the Company.

BOARD COMMITTEES

To assist the Board in the execution of its duties and to facilitate effective management, certain functions of the Board have been delegated by the Board to various Board committees, which review and make recommendations to the Board on specific areas. The Board has established a total of four Board committees, details of which are set out below.

Each committee consists of Directors and has its terms of reference. The terms of reference of the Board committees setting out their roles and the authority delegated to them by the Board have been posted on the designated website of the Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company's website at www.sitoy.com.

CORPORATE GOVERNANCE REPORT

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with the CG Code. The primary duties of the audit committee are to review and supervise the financial reporting process, risk management over the financial reporting system and internal control systems of the Group. The audit committee comprises Mr. Yeung Chi Tat (chairman), Mr. Kwan Po Chuen, Vincent and Mr. Lung Hung Cheuk, all of whom are independent non-executive Directors. The audit committee has reviewed and discussed the annual report of the Group for FY2022.

During the year, the audit committee held two physical meetings. The respective attendances of the members of audit committee are presented as follows:

Members	Attendance
Mr. Yeung Chi Tat (<i>Chairman</i>)	2/2
Mr. Kwan Po Chuen, Vincent	2/2
Mr. Lung Hung Cheuk	2/2

During the year, the audit committee had performed the following duties:

- reviewed and commented on the annual results and report of the Group for the year ended 30 June 2021;
- reviewed and commented on the interim results and report of the Group for the six months ended 31 December 2021;
- discussed with the external auditors the financial matters of the Group, and reviewed their findings, recommendations and representations and the effectiveness of the Group's risk management and internal control systems;
- discussed with the independent internal control reviewer the internal control matters of the Group and reviewed the independent internal control reviewer's findings and recommendations;
- reviewed and recommended the re-appointment of the external auditors; and
- reviewed the arrangement for employees of the Group to raise concerns about possible impropriety in financial reporting, internal control and other matters.

CORPORATE GOVERNANCE REPORT

NOMINATION COMMITTEE

The Company has established a nomination committee with written terms of reference in compliance with the CG Code. The primary duties of the nomination committee are to make recommendations to the Board on the appointment of Directors.

A member of the nomination committee shall abstain from voting and shall not be counted in the quorum of a meeting in respect of a resolution in which he or any of his associates has any material interest, including the recommendation on nomination for appointment of such person as a Director. The nomination committee comprises the executive Director, Mr. Yeung Michael Wah Keung (chairman) and the independent non-executive Directors, Mr. Kwan Po Chuen, Vincent and Mr. Lung Hung Cheuk.

During the year, the nomination committee had held two physical meetings. The respective attendance of the members of nomination committee is presented as follows:

Members	Attendance
Mr. Yeung Michael Wah Keung (<i>Chairman</i>)	2/2
Mr. Kwan Po Chuen, Vincent	2/2
Mr. Lung Hung Cheuk	2/2

During the year, the nomination committee had performed the following duties:

- reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board and the board diversity policy, and made recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- assessed the independence of independent non-executive Directors;
- reviewed and made recommendation to the Board on re-election of retiring Directors;
- reviewed and made recommendation to the Board on the renewal of service contracts and appointments letters of Directors; and
- reviewed and made recommendation to the Board on re-designation of an executive Director to a non-executive Director.

NOMINATION POLICY

The Board has adopted the nomination policy (the "Nomination Policy") on 17 September 2018 which sets out the nomination criteria and procedures for the Company to select candidate(s) for possible inclusion in the Board. The Nomination Policy could assist the Company to achieve board diversity in the Company and enhance the effectiveness of the Board and its corporate governance standard.

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

CORPORATE GOVERNANCE REPORT

The process to identify potential candidates for the Board would be as follows:

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

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

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy (the "Board Diversity Policy") on 3 June 2013.

Below is the summary of the Board Diversity Policy:

The Company recognizes and embraces the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regions, industry experience, background, race, gender, culture, personality, work-style and other qualities of Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All Board appointments are made on merit, in the context of the skills and experience the Board as a whole requires to be effective.

The nomination committee discusses annually the measurable objectives for achieving diversity of the Board taking into account the Company's business model and specific needs. During the year, the nomination committee reviewed the existing composition of the Board and highlighted the importance of maintaining an appropriate balance around the Board table through a diverse mix of skills, experience, knowledge and background to complement the Company's corporate strategy. Gender diversity is a significant element of this. The Board is committed to ensuring that women have an equal chance with men of developing their careers with the Company.

As at the date of this annual report, the Board comprises 7 Directors, of whom all of them are male. According to Rule 13.92, the Stock Exchange will not consider diversity to be achieved for a single gender board. Henceforth, the Board is planning to improve the gender diversity at board level and across the workforce, and are in the process of seeking one or more suitable candidates of different gender to join the Board as Director(s) on or before 31 December 2024.

REMUNERATION COMMITTEE

The Company established a remuneration committee with written terms of reference in compliance with the CG Code.

The remuneration committee, with delegated responsibility, determines the remuneration package of individual executive Director and senior management of the Group and makes recommendations on the remuneration of non-executive Directors. The Board retains its power to determine the remuneration of non-executive Directors (including independent non-executive Directors).

CORPORATE GOVERNANCE REPORT

The primary duties of the remuneration committee are to make recommendations to the Board on the remuneration policies and structure of the remuneration for the Directors and senior management and to set up a formal and transparent procedure for determination of such remuneration policies. A member of the remuneration committee shall abstain from voting in respect of a resolution regarding the remuneration payable to him. The remuneration committee comprises the independent non-executive Directors, Mr. Lung Hung Cheuk (chairman) and Mr. Yeung Chi Tat, and the executive Director, Mr. Yeung Michael Wah Keung.

During the year, the remuneration committee had held two physical meetings. The respective attendances of the members of remuneration committee and set out in the table below:

Members	Attendance
Mr. Lung Hung Cheuk (<i>Chairman</i>)	2/2
Mr. Yeung Michael Wah Keung	2/2
Mr. Yeung Chi Tat	2/2

During the year, the remuneration committee had performed the following duties:

- reviewed and approved the remuneration package to certain executive Directors;
- reviewed and approved year end bonus to the executive Directors; and
- reviewed and approved the remuneration package to a non-executive Director.

REMUNERATION POLICY

The remuneration of the employees and the Directors holding offices of the Group were based on internal equity factors and external market conditions and will be reviewed from time to time.

The remuneration of the employees including executive Directors generally consists of:

- fixed salary/allowance – which is set according to the duties, responsibilities, skills, experiences and market influences;
- pension – which is based on the Mandatory Provident Fund Contribution Scheme or the local statutory pension scheme;
- short-term variable incentive – which may include commission, discretionary cash bonus depending on the achievement of short-term corporate objectives and/or personal targets;
- long-term variable incentive – which may include share options and/or award shares designed to encourage long-term commitment; and
- other benefits in kind – which may include accommodation, company car and related services.

The remuneration of independent non-executive Directors was fixed, payable on quarterly basis.

CORPORATE GOVERNANCE REPORT

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

On 28 February 2022, the Board resolved to establish the environmental, social and governance (the “ESG”) committee (the “ESG Committee”) with written terms of reference available on the company website (www.sitoy.com) and Stock Exchange website (www.hkexnews.hk).

The primary duties of the ESG Committee are to assist the Board in reviewing the policies and overseeing matters with respect to environmental, social and governance responsibility, including: a) workplace quality; b) environmental protection; c) operating practices; and d) community involvement and social responsibility. The ESG Committee comprises Dr. Yeung Wo Fai (Chairman), Dr. Lau Kin Shing, Charles, Mr. Yeung Chi Tat and Mr. Kwan Po Chuen, Vincent.

During the year, the ESG Committee had held one physical meeting. The respective attendances of the members of the ESG Committee are set out in the table below:

Members	Attendance
Dr. Yeung Wo Fai (<i>Chairman</i>)	1/1
Dr. Lau Kin Shing, Charles	1/1
Mr. Yeung Chi Tat	1/1
Mr. Kwan Po Chuen, Vincent	1/1

During the year, the ESG Committee had performed the following duties:

- reviewed the ESG events organized and potential ESG projects; and
- reviewed and made recommendation to the Board on the ESG projects.

ENVIRONMENTAL POLICY

The Group is committed to the development of sustainability of communities. An environmental policy has been adopted by the Group for implementation of environmentally friendly measures and practices in the operation of the Group’s businesses. The Group adheres to the principle of Recycling and Reducing and implements green office practices, e.g. using recycled paper, setting up recycling bins, and double-sided printing and copying.

The Group will review the environmental policy from time to time and consider implementing further environmentally friendly measures and practices in the operation of the Group’s businesses. A discussion and analysis of the Group’s environmental policy can be found in the Environmental, Social and Governance Report, which is available on the company website (www.sitoy.com) and the Stock Exchange website (www.hkexnews.hk).

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE FUNCTION

The Board is entrusted with the overall responsibility of developing and maintaining sound and effective corporate governance within the Group and is committed to ensuring that an effective governance structure is put in place to continuously review and improve the corporate governance practices within the Group in light of the evolving operating environment and regulatory requirements.

The Board has undertaken the day-to-day responsibility for all corporate governance functions of the Group. All members of the Board are responsible for performing the corporate governance duties set out in the written terms of reference adopted by the Board.

During the year, the Board had reviewed the training and continuous professional development of the Directors and senior management, the Company's policy and practices on compliance with legal and regulatory requirements, the compliance with the CG Code for FY2022 and disclosure in this corporate governance report, as well as the code of conduct and compliance manual (if any) applicable to employees and Directors.

On 26 September 2022, the Board had reviewed the Company's compliance with the CG Code for the year and disclosure in this Corporate Governance Report.

AUDITOR'S REMUNERATION

The remunerations in respect of audit and non-audit services for FY2022 provided by the Company's auditors, Ernst & Young, are as follows:

	HK\$'000
Audit services	2,200
Non-audit services	–

ACKNOWLEDGEMENT OF RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledged their responsibilities for preparing the consolidated financial statements of the Group. In preparing the consolidated financial statements for the Year under Review, the Directors have:

- based on a going concern basis;
- selected suitable accounting policies and applied them consistently; and
- made judgments and estimates that were prudent, fair and reasonable.

The report of the auditors of the Company on their reporting responsibilities for the consolidated financial statements is set out in the Independent Auditor's Report from pages 52 to 57 of this annual report.

CORPORATE GOVERNANCE REPORT

RISK MANAGEMENT AND INTERNAL CONTROL

During the year, the Group has complied with Principle C.2 of the CG Code by establishing appropriate and effective risk management and internal control systems. The Board is responsible for the design, implementation and monitoring of such systems, while the Board oversees management in performing its duties on an ongoing basis. Main features of the risk management and internal control systems are described in the sections below:

Risk Management System

The Group adopts a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

- *Identification:* Identify attribution of risks, business objectives and risks that could affect the achievement of objectives.
- *Evaluation:* Analyze the likelihood and impact of risks and evaluate the risk portfolio accordingly.
- *Management:* Consider the risk responses, ensure effective communication with the Board and on-going monitor the residual risks.

Based on the risk assessments conducted during the year, no significant risk was identified.

Internal Control System

The Group has in place an internal control system which is compatible with the Committee of Sponsoring Organizations of the Treadway Commission 2013 framework. The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follow:

- *Control Environment:* A set of standards, processes and structures that provide the basis for carrying out internal control across the Group.
- *Risk Assessment:* A dynamic and iterative process for identifying and analyzing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed.
- *Control Activities:* Action established by policies and procedures to help ensure that management's directives to mitigate risks to the achievement of objectives are carried out.
- *Information and Communication:* Internal and external communication to provide the Group with the information needed to carry out day-to-day controls.
- *Monitoring:* Ongoing and independent evaluations to ascertain whether each component of internal control is present and functioning normally.

CORPORATE GOVERNANCE REPORT

In order to enhance the Group's system of handling inside information, and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Group also adopts and implements an inside information policy and procedures. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include:

- The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality.
- Confidentiality agreements are in place when the Group enters into significant negotiations.
- The executive Directors are designated persons who speak on behalf of the Company when communicating with external parties such as the media, analysts or investors.

Based on the internal control reviews conducted during the year, no significant control deficiency was identified.

Effectiveness of the Risk Management and Internal Control Systems

The Board is responsible for the risk management and internal control systems of the Group and reviewing their effectiveness and ensuring review of the effectiveness of these systems has been conducted semi-annually. Several areas have been considered during the Board's review, which include but not limited to (i) the changes in the nature and extent of significant risks since the last annual review, and the Group's ability to respond to changes in its business and the external environment and (ii) the scope and quality of management's ongoing monitoring of risks and of the internal control systems.

During FY2022, the Board has conducted semi-annual reviews of the effectiveness of the risk management and internal control systems of the Group. The Board, through its reviews and the reviews made by the audit committee, concluded that the risk management and internal control systems were effective and adequate. Such systems, however, 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. It is also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

Internal Audit Function

The Company does not have an internal audit department. The Board has reviewed the need for an internal audit function and is of the view that in light of the size, nature and complexity of the business of the Group, as opposed to diverting resources to establish a separate internal audit department, it would be more cost effective to appoint external independent professionals to perform independent review of the adequacy and effectiveness of the risk management and internal control systems of the Group. Nevertheless, the Board will continue to review at least annually the need for an internal audit department.

SHAREHOLDERS' COMMUNICATION POLICY

The Board recognizes the importance of maintaining effective communication with the shareholders of the Company. The Company establishes various communication tools to ensure the shareholders of the Company are kept well informed of timely information of the Company. These include the annual general meeting, extraordinary general meetings, the annual and interim reports, announcements, circulars and notices. Such documents are accessible on the Company's website at (www.sitoy.com).

As part of its regular review, the Board has reviewed the Shareholders' Communication Policy during the year ended 30 June 2022 and is of the view that such policy is effective and adequately implemented.

CORPORATE GOVERNANCE REPORT

DIVIDEND POLICY

The Board has adopted the dividend policy (the “Dividend Policy”) on 17 September 2018 which sets out the appropriate procedure on declaring and recommending the dividend payment of the Company. The Company takes priority to distributing dividends in cash and shares its profits with the shareholders of the Company. The dividend distribution decision of the Company will depend on, among others, the financial results, the current and future operations, liquidity and capital requirements, financial condition and other factors as the Board may deem relevant. The Board may also declare special dividends from time to time. The Dividend Policy will be reviewed on a regular basis.

CONSTITUTIONAL DOCUMENTS

The Company has published its amended and restated memorandum and articles of association on the designated website of the Stock Exchange (www.hkexnews.hk) and the Company’s website (www.sitoy.com). During the year, there was no alteration of the constitutional documents of the Company.

SHAREHOLDERS’ RIGHTS

(a) Procedures for convening of an extraordinary general meeting and putting forward proposals at shareholders’ meeting

Shareholders are encouraged to attend all general meetings of the Company. Pursuant to the articles of association of the Company, (i) two or more shareholders who hold in aggregate not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company or (ii) any one shareholder which is a recognised clearing house (or its nominee(s)) and holds not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company, may deposit a written request (the “Written Requisition”) at the head office and principal place of business in Hong Kong of the Company (at 9th Floor, Sitoy Tower, 164 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong) for attention of The Board of Directors to request the Board to convene an extraordinary general meeting of the Company. The Written Requisition should state the full name of the requisitioner(s), the matter(s) and the proposed resolution(s) to be considered at the general meeting of the Company, and must be signed by all the requisitioner(s).

The Board shall consider the Written Requisition and, if thought fit, shall within 21 days from the date of deposit of the Written Requisition proceed to convene a general meeting to be held within such number of days in accordance with the articles of association of the Company and in compliance with the requirements of the Listing Rules. Pursuant to the articles of association of the Company, an annual general meeting of the Company and an extraordinary general meeting of the Company called for the passing of a special resolution shall be called by not less than 21 days’ notice in writing and any other extraordinary general meeting of the Company shall be called by not less than 14 days’ notice in writing. Pursuant to the CG Code, written notice of an annual general meeting of the Company and written notice of an extraordinary general meeting of the Company shall be sent by the Company to all shareholders of the Company at least 20 clear business days and 10 clear business days respectively before the meeting. Business day under the Listing Rules means any day on which the Stock Exchange is open for business of dealing in securities.

CORPORATE GOVERNANCE REPORT

If the Board does not proceed within 21 days from the date of deposit of the Written Requisition to convene a general meeting to be held within such number of days in accordance with the articles of association of the Company and in compliance with the Listing Rules, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the Written Requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board to convene a general meeting shall be reimbursed to them by the Company.

(b) Procedures for members to propose a person for election as a director of the Company

The procedures for the shareholders of the Company to propose a person for election as a Director of the Company are available and accessible on the Company's website at www.sitoy.com.

(c) Procedures for directing enquiries to the Company

To direct enquiries to the Board, the shareholders of the Company should submit his/her/its enquiries in writing with contact details (including, the registered name, address and telephone number, etc.) to the Board of Directors as follows:

By post to the head office and principal place of business in Hong Kong at 9th Floor, Sitoy Tower, 164 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong.

Fax: (852) 2343 2808

(d) Matters relating to share registration

For share registration related matters, such as share transfer and registration, change of name and address of shareholders of the Company, loss of share certificates or dividend warrants, the shareholders of the Company can contact the Hong Kong branch share registrar and transfer office at the following:

Union Registrars Limited

Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong

Tel: (852) 2849 3399

Fax: (852) 2849 3319

DIRECTORS' REPORT

The Board of the Company is pleased to present the annual report and the audited consolidated financial statements of the Group for FY2022.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and the principal activities of the Group are design, research, development, manufacturing, sales, retailing and wholesales of handbags, small leather goods, travel goods and footwear products, provision of advertising and marketing services and property investment. Particulars of the principal activities of the Company's major subsidiaries are set out in note 4 to the consolidated financial statements of the Group for FY2022.

RESULTS AND PROPOSED DIVIDENDS

The results of the Group for FY2022 are set out in the consolidated statement of profit or loss on page 58.

An interim dividend of HK2 cents per share was paid on 29 April 2022. The Directors proposed the payment of a final dividend of HK4 cents per share and a special dividend of HK2 cents per share for FY2022 (30 June 2021: a special dividend of HK1 cent per share) to the shareholders whose names appear on the register of members of the Company on Wednesday, 30 November 2022. The proposed dividends, subject to approval by the shareholders at the annual general meeting to be held on Monday, 21 November 2022 (the "2022 AGM"), will be paid on or before Thursday, 22 December 2022.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 14 November 2022 to Monday, 21 November 2022 (both days inclusive), during which period no share transfer will be registered. The record date for determining shareholders of the Company entitled to attend the 2022 AGM will be Monday, 21 November 2022. In order to be eligible to attend and vote at the 2022 AGM, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited (the "Hong Kong Branch Share Registrar"), at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Friday, 11 November 2022.

The register of members of the Company will be closed on Tuesday, 29 November 2022 and Wednesday, 30 November 2022, during which period no share transfer will be registered. The record date for determining shareholders of the Company entitled to receive the proposed dividends will be Wednesday, 30 November 2022. In order to qualify for the proposed dividends, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Hong Kong Branch Share Registrar at the address stated above, for registration not later than 4:00 p.m. on Monday, 28 November 2022.

SUMMARY FINANCIAL INFORMATION

A summary of the published results, assets and liabilities of the Group for the last five financial years is set out on page 156 of the annual report. This summary does not form part of the audited consolidated financial statements.

DIRECTORS' REPORT

SHARE CAPITAL

Details of the share capital of the Company for FY2022 are set out in note 28 to the consolidated financial statements of the Group for FY2022.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During FY2022, there was no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries.

RESERVES AND DISTRIBUTABLE RESERVES

Details of the movements in reserves of the Group and the Company during the year and distributable reserves of the Company as at 30 June 2022 are set out on page 61 in the consolidated statement of changes in equity and note 32 to the consolidated financial statements of the Group for FY2022 respectively.

PRE-EMPTIVE RIGHTS

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

PROPERTY, PLANT AND EQUIPMENT, INVESTMENT PROPERTIES AND PREPAID LAND LEASE PAYMENTS/RIGHT-OF-USE ASSETS

Details of movements during the year in property, plant and equipment, investment properties and prepaid land lease payments/right-of-use assets of the Group are set out in notes 15, 16 and 17 to the consolidated financial statements of the Group for FY2022 respectively.

MAJOR CUSTOMERS AND SUPPLIERS

The percentage of revenue attributable to the Group's five largest customers to the total revenue of the Group was 56.2% for FY2022. The percentage of revenue attributable to the Group's largest customer to the total revenue of the Group was 23.2% for FY2022.

The percentage of purchases attributable to the Group's five largest suppliers to the total purchases of the Group was 22.0% for FY2022. The percentage of purchases attributable to the Group's largest supplier to the total purchases of the Group was 6.0% for FY2022.

To the best of the Directors' knowledge, none of the Directors, their close associates or any shareholder who owns more than 5% of the Company's share capital had an interest in any of the major customers or suppliers above.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company or its subsidiaries, which are not contracts of service with any Director or any person engaged in the full-time employment of the Company, were entered into or existed during the year.

DIRECTORS' REPORT

DIRECTORS

The Directors of the Company during the year and up to the date of this report are as follows:

Executive Directors:

Mr. Yeung Michael Wah Keung (*Chairman*)
Dr. Yeung Wo Fai (*Chief Executive Officer*)
Mr. Yeung Andrew Kin (*Deputy General Manager*)

Non-executive Director:

Dr. Lau Kin Shing, Charles

Independent Non-executive Directors:

Mr. Yeung Chi Tat
Mr. Kwan Po Chuen, Vincent
Mr. Lung Hung Cheuk

In accordance with article 16.18(B) of the Company's articles of association, Dr. Yeung Wo Fai, Mr. Yeung Andrew Kin and Mr. Lung Hung Cheuk will retire by rotation at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election.

Pursuant to code provision B.2.3 of the CG Code as set out in Appendix 14 of the Listing Rules, for an independent non-executive director who has served more than nine years, the recommendation for the re-appointment of such independent non-executive director by the nomination committee to the Board for such independent non-executive director to stand for election at a general meeting shall state why the nomination committee believes he or she is still independent and should be re-elected, including the factors considered, the process and the discussion of the nomination committee in arriving such determination. As Mr. Lung Hung Cheuk has served as an independent non-executive Director for more than 9 years, his further appointment will be subject to a separate resolution to be approved by the shareholders at the 2022 AGM. With the expertise knowledge and experience of Mr. Lung Hung Cheuk, the nomination committee and the Board consider that the long service of Mr. Lung Hung Cheuk would not affect his exercise of independent judgement, and therefore recommend Mr. Lung Hung Cheuk for re-election.

The Company has received annual confirmation in accordance to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors of the Company as regards their independence to the Company and considers that each of the independent non-executive Directors of the Company is independent of the Company.

DIRECTORS' SERVICE CONTRACTS

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

ESG POLICIES AND PERFORMANCE

During the FY2022, the Group has complied with the 'comply or explain' provisions set out in the Environmental, Social and Governance ("ESG") Reporting Guide. Information about the Company's ESG policies and performance during the FY2022 which will be set out in the ESG section to be included in this report.

DIRECTORS' REPORT

ANTI-CORRUPTION AND WHISTLE-BLOWING POLICY

The Group strictly adheres to the rules and regulations relating to anti-corruption and fraudulent behaviors set out by the relevant authorities. At the same time, the Group maintains a high standard of business integrity throughout its operations. We require our employees to follow our employee manual and code of business conduct and ethics, which contains internal rules and guidelines regarding best commercial practice, work ethics, fraud prevention mechanisms, negligence and corruption. We also carry out regular on-the-job compliance training for our senior management and employees to maintain a healthy corporate culture and enhance their compliance perception and responsibility. Our staff can anonymously report any suspected corrupt incident to the Company.

The Group has established a whistle-blowing policy and communicated to its employees and those who deal with the Company (e.g. customers and suppliers) to raise concerns, in confidence and anonymity, about possible improprieties in any matter related to the Company.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2022, the interests and short positions of the directors and chief executive of the Company 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 ("SFO")), which had been notified to the Company and The Stock Exchange of Hong Kong Limited (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 as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

(a) Long positions

Name of Director	Capacity/ Nature of interest	Number of ordinary shares of the Company interested	Number of underlying shares of the Company interested pursuant to share options	Aggregate number of shares of the Company interested	Approximate percentage of the Company's issued shares
Mr. Yeung Michael Wah Keung	Beneficial owner/ personal interest	437,720,000	–	437,720,000	45.34%
Dr. Yeung Wo Fai	Beneficial owner/ personal interest	236,070,000	–	236,070,000	24.45%
Mr. Yeung Andrew Kin	Beneficial owner/ personal interest	10,500,000	–	10,500,000	1.09%
Dr. Lau Kin Shing, Charles	Beneficial owner/ personal interest	1,755,000 (Note)	1,544,000	3,299,000	0.44%
	Beneficiary of a trust	1,705,000 (Note)	–		

DIRECTORS' REPORT

Note: 2,646,000 award shares were granted to Dr. Lau Kin Shing, Charles (“Dr. Lau”) on 12 July 2018 (the “Grant Date”). Subject to the condition that Dr. Lau remains in employment with the Group, (i) 823,000 award shares were vested on 12 July 2019 being the first anniversary of the Grant Date; (ii) 882,000 award shares were vested on 12 July 2020 being the second anniversary of the Grant Date; and (iii) 941,000 award shares were lapsed on 12 July 2021 being the third anniversary of the Grant Date.

Details of the Directors' interests in share options and the award shares granted by the Company are set out below under the heading “Share Option Scheme” and “Share Award Scheme” below.

(b) Rights to acquire shares of the Company

Save as disclosed in the sections headed “Share Option Scheme” and “Share Award Scheme” below, at no time during the year, the Directors or chief executive of the Company (including their spouse and children under 18 years of age) had any interest in, or had been granted, or had exercised, any rights to subscribe for shares (warrants or debentures, if applicable) of the Company or any of its associated corporation required to be disclosed pursuant to the SFO.

Other than as disclosed herein, at no time during the year was the Company, its subsidiaries or holding companies or fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of acquisitions of shares in, or debentures of, the Company or any other body corporate.

Save as disclosed above, as at 30 June 2022, none of the Directors or chief executive of the Company had registered an interest or a short position in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As at 30 June 2022, so far as the Directors are aware, the persons or corporations (other than the Directors or chief executive of the Company as disclosed above) who had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name of substantial shareholders of the Company	Capacity/ Nature of interest	Number of ordinary shares of the Company interested	Approximate percentage of the Company's issued shares
SAMARANG UCITS	Beneficial Owner	48,543,000	5.03%

Save as disclosed above, as at 30 June 2022, the Directors are not aware of any other person or corporation (other than the Directors or chief executive of the Company) having an interest or short position in the shares and underlying shares which would require to be recorded in the register required to be kept by the Company under section 336 of the SFO.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 30 June 2022, none of the Directors had any interest in any business which competes or may compete with the business of the Group.

DIRECTORS' REPORT

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in this report, no Director or his connected entity has or had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company or any of its subsidiaries, fellow subsidiaries or its parent company was a party subsisting during FY2022.

PERMITTED INDEMNITY PROVISION

Pursuant to the articles of association of the Company, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the fullest extent permitted by the Companies Law of the Cayman Islands) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto. The Company has also arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group during FY2022.

UPDATE ON DIRECTOR'S INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, changes in the information of the Director of the Company since the date of the last interim report are set out as follows:

1. Dr. Yeung Wo Fai has obtained a Doctorate degree in Business Administration from the Lincoln University College of Malaysia.
2. Mr. Yeung Chi Tat has been appointed as the President of the Hong Kong Independent Non-executive Director Association with effective from 1 September 2022.

EQUITY-LINKED AGREEMENTS

Details of the equity-linked agreement entered into during the year or subsisting at the end of the year are set out below.

SHARE OPTION SCHEME

A share option scheme was approved and adopted on 15 November 2011 (the "Share Option Scheme") to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the participants of the scheme.

The Board may, at its discretion, invite any Directors (excluding independent non-executive Directors), any senior managers or any employees (whether full-time or part-time) of each member of the Group provided that the Board shall have absolute discretion to determine whether or not one falls within the above categories (together, the "Participants" and each a "Participant"), to take up options to subscribe for shares of the Company at a price determined. In determining the eligibility of each Participant, the Board would take into account such factors as the Board may at its discretion consider appropriate.

DIRECTORS' REPORT

The total number of shares, which may be issued upon exercise of all options granted or to be granted under the Share Option Scheme and any other share option scheme of the Company, shall not in aggregate exceed 10% of the total number of shares in issue immediately following completion of the IPO and the Capitalization Issue (as defined in the prospectus issued by the Company on 24 November 2011), unless the Company obtains a prior approval from its shareholders. The options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating such 10% limit.

The limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of total number of the shares in issue from time to time. No options may be granted under the Share Option Scheme and any other share option schemes of the Company (or its subsidiary) if this will result in such limit being exceeded.

As at 30 June 2022, the total number of shares available for issue under the Share Option Scheme is 95,340,000 (representing approximately 9.88% of the existing issued shares of the Company) and a total of 4,500,000 shares (representing approximately 0.47% of the existing issued shares of the Company) may be issued upon exercise of all options that have been granted but not yet lapsed or exercised under the Share Option Scheme.

Unless approved by shareholders of the Company in general meeting in the manner stipulated in the Listing Rules, the maximum entitlement for any one Participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue.

Where the Board proposes to grant any option to a Participant who is a substantial shareholder of the Company, or any of his/her/its respective associates, would result in the shares issued and to be issued upon exercise of all options already granted and to be granted under the Share Option Scheme and any other share option schemes of the Company (including options exercised, cancelled and outstanding) to him/her/it in the 12-month period up to and including the proposed offer date of such grant (the "Relevant Date"): (a) representing in aggregate more than 0.1% of the total number of shares in issue on the Relevant Date; and (b) having an aggregate value, based on the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the Relevant Date in excess of HK\$5,000,000, such proposed grant of options must be approved by the shareholders of the Company in general meeting.

The period under which an option must be exercised shall be such period as the Board may in its absolute discretion determine at the time of grant, save that such period shall not be longer than ten years from the date on which an offer is made to the Participant pursuant to the Share Option Scheme. The minimum period for which an option must be held before it can be exercised is determined by the Board upon the grant of an option. The amount payable upon acceptance of an offer of the grant of an option is HK\$1.00. The full amount of the exercise price for the subscription of shares must be paid upon exercise of an option.

The subscription price in respect of each share issued pursuant to the exercise of the options granted under the Share Option Scheme shall be a price solely determined by the Board and notified to a Participant and shall be at least the highest of: (a) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the offer date; (b) a price being the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the offer date; and (c) the nominal value of a share. The Share Option Scheme shall be valid and effective for a period of 10 years commencing on 15 November 2011. The Share Option Scheme had expired on 14 November 2021.

DIRECTORS' REPORT

During FY2022, no share options were conditionally or unconditionally (as the case may be) granted. Accordingly, share options to subscribe for 4,500,000 ordinary shares of HK\$0.10 each of the Company were outstanding as at 30 June 2022.

As at 30 June 2022, 4,500,000 share options have been vested and issuable for the outstanding share options granted under the Share Option Scheme.

Details of the movements of the share options under the Share Option Scheme during FY2022 are as follows:

Grantees	Date of Grant	Exercise Price	Exercise Period	Number of Share Options					Balance as at 30 June 2021
				Balance as at 1 July 2020	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year	
<i>Director:</i>									
Dr. Lau Kin Shing, Charles	21 September 2015	HK\$3.84	21 September 2016 to 20 September 2025 (ii)	1,544,000	-	-	-	-	1,544,000
Sub - total:				1,544,000	-	-	-	-	1,544,000
Eligible employees (i)	21 September 2015	HK\$3.84	21 September 2016 to 20 September 2025 (ii)	2,956,000	-	-	-	-	2,956,000
Grand Total:				4,500,000	-	-	-	-	4,500,000

Notes:

- (i) Share options were granted to certain eligible employees, all working under employment contracts that are regarded as "continuous contracts" for the purposes of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and are participants of the Share Option Scheme with share options not exceeding the respective individual limits.
- (ii) The share options granted to the above Director and eligible employees shall be vested in three equal tranches subject to certain vesting conditions as set out in their respective offer letters, including, among others, financial targets of the Group. The vesting periods of the share options are between the date of grant and the dates of commencement of exercise periods. The vesting and exercise periods of the share options are as follows:

Share options	Vesting period	Exercise period
One-third of share options (rounded up to the nearest 1,000 share options)	21 September 2015 to 20 September 2016	21 September 2016 to 20 September 2025
One-third of share options (rounded up to the nearest 1,000 share options)	21 September 2015 to 20 September 2017	21 September 2017 to 20 September 2025
Remaining share options	21 September 2015 to 20 September 2018	21 September 2018 to 20 September 2025

- (iii) The values of share options are subject to (i) subjectivity and uncertainty relating to the assumptions to which such values are subject; and (ii) limitation of the model used to estimate such values.

Except as disclosed above, no share option lapsed or was granted, exercised or cancelled under the Share Option Scheme during FY2022. Further details of the Share Option Scheme are disclosed in note 30 to the consolidated financial statements.

DIRECTORS' REPORT

SHARE AWARD SCHEME

On 12 July 2018, the Board adopted a share award scheme (the "Share Award Scheme") to provide the Company with a flexible means of giving incentives to the participants of the scheme in order to retain them for continual operation and development of the Group and to attract suitable personnel for further development of the Group.

The Board may, at its discretion, determine from time to time the vesting criteria and conditions or periods for the award shares to be vested.

The total number of shares to be granted under the Share Award Scheme shall not exceed 10% of the total number of issued shares of the Company from time to time. The maximum number of award shares which may be granted to a selected participant but unvested under the Share Award Scheme shall not exceed 1% of the total number of issued shares of the Company from time to time.

On 12 July 2018, 9,000,000 award shares had been granted to certain selected participants of the Group. Among the 9,000,000 award shares granted, a total of 2,646,000 award shares were granted to Dr. Lau, being the then executive Director of the Company. Subject to the condition that Dr. Lau remains in employment with the Group, 823,000 award shares were vested on 12 July 2019 and 882,000 award shares were vested on 12 July 2020. As Dr. Lau is the then executive Director, he is a connected person of the Company and accordingly, the granting of the award shares to Dr. Lau constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Dr. Lau is not required to pay any consideration for the acceptance of the award shares. Based on the closing price of HK\$2.00 per share as quoted on the Stock Exchange on 12 July 2018 (being the grant date of the 9,000,000 award shares), the market value of the award shares granted to Dr. Lau amounts to HK\$5,292,000.

Further details of the Share Award Scheme are disclosed in note 31 to the consolidated financial statements of the Group for FY2022.

RELATED PARTY TRANSACTIONS

On 1 June 2021, Sitoy (Hong Kong) Handbag Factory Limited (as tenant), an indirect wholly-owned subsidiary of the Company, entered into the renewal tenancy agreement with Maxon Properties Limited ("Maxon") (as landlord), a company incorporated in Hong Kong with limited liability which is directly wholly-owned by Mr. Yeung Michael Wah Keung ("Mr. Michael Yeung"), in relation to the lease of the residential unit situated at Kadoorie Avenue, Kowloon, Hong Kong for a term of three years commencing on 1 July 2021, at a monthly rental of HK\$200,000 per month (inclusive of government rent, government rates and management fees).

Mr. Michael Yeung is an executive Director, the Chairman and a controlling shareholder of the Company. Maxon being an associate of Mr. Michael Yeung, is therefore a connected person of the Company under Rule 14A.07 of the Listing Rules. Accordingly, the above constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. For further details, please refer to the announcement of the Company dated 1 June 2021.

The related party transactions of the Company for FY2022 are set out in note 36 to the consolidated financial statements of the Group for FY2022. Except for those disclosed in note 36 to the consolidated financial statements of the Group for FY2022, other related party transactions of the Company did not constitute connected transactions or continuing connected transactions of the Company under Chapter 14A of the Listing Rules which are required to comply with any of the reporting, announcement or independent shareholders' approval requirements under the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the connected transactions and the continuing connected transactions entered into by the Group during FY2022.

DIRECTORS' REPORT

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this report, the Company has maintained sufficient public float of not less than 25% of its shares in the hands of the public throughout the year and up to the date of this report.

EVENTS AFTER THE END OF THE REPORTING PERIOD

Details of the significant events after the end of the reporting period of the Group are set out in note 41 to the consolidated financial statements of the Group for FY2022.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 24 to 37 of this annual report.

BUSINESS REVIEW

A fair review of the business and outlook of the Company as well as a discussion and analysis of the Group's performance during FY2022 and the material factors underlying its results and financial position can be found in the Chairman's Statement on pages 8 to 11 and the Management Discussion & Analysis on pages 12 to 19 of this annual report. An analysis using financial key performance indicators can be found in the Financial Highlights on pages 6 to 7 of this annual report. These discussions and financial highlights form part of this Directors' Report.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

The Company complies with the requirements under the Companies Law of the Cayman Islands, the Listing Rules and the SFO for, among other things, the disclosure of information and corporate governance.

The PRC subsidiaries are governed by the laws and regulations relating to taxation, foreign exchange, product quality, trademarks, environmental protection, labor and social insurance. Any non-compliance will impose fines or other serious penalty actions against the PRC subsidiaries. We have implemented various measures to ensure compliance with such laws and regulations, including but not limited to consulting our PRC legal adviser and tax professional.

During FY2022, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that have a significant impact on the Group's business.

DIRECTORS' REPORT

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's activities involve retail business, manufacturing business as well as property investment business. The principal types of risk faced by each business segment are listed below.

Retail business

For the retail business, the risks and uncertainties include:

- Falling consumer spending leading to excess inventory in the retail channels and the need for aggressive discounting activity, and/or inventory obsolescence and discounting due to rapid changes in fashion trends.
- Changes in government policy that reduce customers' desire to buy fashion products.
- The Group faces risks associated with the reliance on/potential loss of key management personnel.
- Impact on sales, costs, profit and cash:
 - Economic conditions in China
 - Change in market trends
 - Cost of wages and salaries, rents, services and utilities
 - Competitor activity
- The Group's operations and interests in other areas are subject to the risk of adverse movements in foreign currency exchange rates as the HK\$ is used as the reporting currency.
- Failure or unavailability of operational and/or IT infrastructure.

Manufacturing business

For the manufacturing business, the risks and uncertainties include:

- The Group faces risks and challenges associated with managing different production line staff.
- The Group faces risks associated with the reliance on/potential loss of key management personnel.
- Changes in government policy that may create adversity for the manufacturing industry.
- Fluctuations in commodities and other production inputs could impact the profitability of the Group.
- Impact on sales, costs, profit and cash:
 - Economic conditions
 - Rising cost of wages and salaries, rents, services and utilities
 - Change in market trends

DIRECTORS' REPORT

- Competitor activity
- Failure or unavailability of operational and/or IT infrastructure.

Property investment business

For property investment business, the risks and uncertainties include:

- The Group faces risks and challenges associated with locating potential tenants with acceptable price and other terms.
- Changes in government policy that may create adversity for the real estate market.
- The Group faces risks associated with the reliance on/potential loss of key management personnel.
- Impact on sales, costs, profit and cash:
 - Global market fluctuation and economic conditions in Hong Kong
 - Macroeconomic environment of Hong Kong
 - Interest rate of Hong Kong
 - Real estate market in Hong Kong
 - Cost of agency fee
- The Group faces the risk of declining fair value of the investment properties in the future.
- Possibility of realization of the assumption used in valuation of the properties.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Employees

We believe that our employees are important assets of the Group. We use our best efforts to attract and retain appropriate and suitable personnel. We assess the available human resources on a continuous basis and will determine the need to recruit additional personnel to cope with our business development from time to time. We also emphasise continuing education and quality training of our staff to enhance their work performance. We offer training programmes to our employees, which are designed to develop their skills to meet our enterprise goals and our customers' requirements.

The Group also values the knowledge and skills of its employees, and continues to provide favourable career development opportunities for its employees.

The Group offers attractive remuneration packages to its employees, which include salary, discretionary bonuses and allowance. We determine the salaries of our employees mainly on the basis of their qualifications, experience, position and seniority.

DIRECTORS' REPORT

Customers

We maintain close and stable relationships with our major customers. However, due to the business nature, we do not have any long-term contracts with our major customers. To cope with this situation, we maintain our relationships with our customers by ensuring the quality of our products and services, on-time delivery and maintaining our reputation in the industry.

We strive to strengthen our market position and actively establish rapport with potential customers from time to time, introducing our expertise and experience in the industry.

We believe that our ability to maintain our retail services at a high standard would improve customer satisfaction and in turn enhance our capacity in the future.

The Group generally allows the credit terms from its manufacturing customers including telegraphic transfers before shipment, letters of credit at sight to 150 days and telegraphic transfers within 14 to 150 days. Please refer to the note 21 to the consolidated financial statements for more details of the trade receivables of the Group as at 30 June 2021.

During the year, the Group has not experienced any major disruption of business due to shipment delay or default of payment by our customers due to their financial difficulties. We did not have any major product dispute with our customers.

Suppliers

The Group has always paid great attention to and maintained a good working relationship with the upstream suppliers. We maintain a list of approved suppliers. We assess and evaluate the industry qualification, reference check, business scale, on-time delivery, financial stability and compliance history of the suppliers to determine whether a supplier is eligible for inclusion in the list of approved suppliers. We generally procure materials from suppliers in the list of approved suppliers to ensure the quality of the materials supplied.

We have not entered into long term agreements with our suppliers.

Close relationships with a stable list of reliable suppliers would enable us to obtain quotes in an efficient manner. It would also enable us to provide quality work in a timely manner, whereby we can procure the necessary materials and supplies as and when they are needed from time to time, reducing the risk of shortage or delay in delivery of materials causing disruption to our works. We believe that our reputation in the industry of on-time settlement of accounts payable helps us to build a stable network of quality suppliers. We have therefore cultivated long term and well-established relationships with the major suppliers.

The payment terms granted by suppliers were generally from telegraphic transfers before shipment to 120 days. The payables were usually settled within the credit period. Please refer to the note 25 to the consolidated financial statements for more details of the trade payables of the Group as at 30 June 2021.

The Group did not have any significant disputes with its major suppliers during the year.

The aforementioned suppliers and customers are good working partners creating value for the Group.

DIRECTORS' REPORT

AUDITORS

A resolution will be proposed at the forthcoming annual general meeting to re-appoint Ernst & Young as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.

On behalf of the Board
Sitoy Group Holdings Limited

Yeung Michael Wah Keung
Chairman
Hong Kong, 26 September 2022

INDEPENDENT AUDITOR'S REPORT



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To the shareholders of Sitoy Group Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Sitoy Group Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 58 to 155, which comprise the consolidated statement of financial position as at 30 June 2022, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”) 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 (“HKSA”) issued by the Hong Kong Institute of Certified Public Accountants (“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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor’s responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (continued)

Key audit matter	How our audit addressed the key audit matter
<p>Valuation of investment properties</p> <p>As at 30 June 2022, investment properties amounted to approximately HK\$699,756,000, and represented approximately 32% of the total consolidated assets of the Group, which was material to the consolidated financial statements. To support management's assessment of the fair value of the investment properties, it is the Group's policy that property valuations are performed by an external appraiser at least once a year. The valuation of the investment properties involved significant judgement, was highly dependent on estimates and was based on a number of assumptions, such as market rent, market yield and term yield.</p> <p>The related accounting policies, estimates and disclosures of the valuation of investment properties are included in notes 2.4, 3(iv) and 16 to the consolidated financial statements.</p>	<p>We considered the objectivity, independence and expertise of the external appraiser. We assessed the valuation approach and the key assumptions used, which included market rent, market yield and term yield which were used in developing the valuation through the income approach or market approach. Our internal valuation specialists were involved to assist us in evaluating the techniques and key assumptions used in the calculation against valuation guidelines and industry practice.</p>
<p>Provision for inventories</p> <p>As at 30 June 2022, the Group's inventories amounted to approximately HK\$286,719,000. Because of the rapidly changing market conditions, significant judgement and estimates made by management are involved in identifying inventories with net realisable values that are lower than their costs, and the obsolescence with reference to the selling prices and saleability of inventories, and prevailing sales trend.</p> <p>In the current year, the Group's operation has been still adversely affected by the continuing influence of the Covid-19 pandemic since late January 2020. Management's judgment is required for assessing the appropriate level of currently provision for inventories in light of the currently challenging retail environment.</p> <p>The related accounting policies, estimates and disclosures of provision for inventories are included in notes 2.4, 3(vii) and 21 to the consolidated financial statements.</p>	<p>Our procedures included, among others, selecting samples of inventories and reviewing their net realizable values with reference to their selling prices subsequent to the end of the reporting period and the Group's pricing strategy.</p> <p>We evaluated management's assessment of obsolescence of inventories with reference to their aging, the condition of inventories, and the historical and prevailing sales trend. We also evaluated sales forecasts prepared by management through benchmarking against market information and the historical sales trend of the Group.</p>

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (continued)

Key audit matter	How our audit addressed the key audit matter
<p><i>Impairment of non-financial assets</i></p> <p>Since January 2020, due to the impact of the Covid-19 pandemic, the Group has suffered a decline in both revenue and profit, which indicated an impairment of non-financial assets.</p> <p>Although the Group recovered from the normalization of the Covid-19, considering the uncertainty of the pandemic, management, assisted by an external valuation specialist, assessed the recoverable value of the related cash-generating units. As at 30 June 2022, the impairment of non-financial assets, including right-of-use assets and leasehold improvements (included in property, plant and equipment) is nil.</p> <p>The process for the valuation was complex and involved various management's assumptions and judgements.</p> <p>The related accounting policies, estimates and disclosures of the impairment of non-financial assets are included in notes 2.4, 3(iii), 15, 17 and 18 to the consolidated financial statements.</p>	<p>We considered the objectivity, independence and expertise of the external appraiser. We assessed the valuation approach and the key assumptions used which included discount rate and growth rate by comparing these assumptions to source data, market data and historical experience of the Group. Our internal valuation specialists were involved to assist us in evaluating the techniques and key assumptions used in the calculation against valuation guidelines and industry practice.</p>

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company (the "Directors") are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

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. Our report is made 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 HKASs 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.

INDEPENDENT AUDITOR'S REPORT

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

INDEPENDENT AUDITOR'S REPORT

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

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

The engagement partner on the audit resulting in this independent auditor's report is Ho Siu Fung, Terence.

Ernst & Young
Certified Public Accountants
Hong Kong

26 September 2022

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 30 June 2022

	Notes	Year ended 30 June	
		2022 HK\$'000	2021 HK\$'000 (restated)
CONTINUING OPERATIONS			
REVENUE	6	1,845,875	1,314,416
Cost of sales		(1,311,900)	(986,671)
Gross profit		533,975	327,745
Other income and gains	6	37,594	30,392
Selling and distribution expenses		(157,243)	(144,044)
Administrative expenses		(216,526)	(209,968)
Other expenses		(1,456)	(79,468)
Impairment losses on financial assets, net		(6,110)	(1,309)
Finance costs	8	(5,539)	(5,519)
PROFIT/(LOSS) BEFORE TAX FROM CONTINUING OPERATIONS	7	184,695	(82,171)
Income tax expense	11	(34,324)	(1,211)
PROFIT/(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS		150,371	(83,382)
DISCONTINUED OPERATION	12		
Loss for the year from a discontinued operation		(38,859)	(70,277)
PROFIT/(LOSS) FOR THE YEAR		111,512	(153,659)
Attributable to:			
Owners of the Company		111,629	(150,249)
Non-controlling interests		(117)	(3,410)
		111,512	(153,659)
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	14		
Basic			
– For profit/(loss) for the year (HK cents)		11.60	(15.61)
– For profit/(loss) from continuing operations (HK cents)		15.62	(8.37)
Diluted			
– For profit/(loss) for the year (HK cents)		11.56	(15.61)
– For profit/(loss) from continuing operations (HK cents)		15.58	(8.37)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 30 June 2022

	Year ended 30 June	
	2022 HK\$'000	2021 HK\$'000
PROFIT/(LOSS) FOR THE YEAR	111,512	(153,659)
OTHER COMPREHENSIVE INCOME/(LOSS)		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:		
Debt investments at fair value through other comprehensive income:		
Changes in fair value	–	1,107
Income tax effect	–	(266)
	–	841
Exchange differences:		
Exchange differences on translation of foreign operations	(57,668)	111,341
Net other comprehensive (loss)/profit that may be reclassified to profit or loss in subsequent periods	(57,668)	112,182
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR, NET OF TAX	(57,668)	112,182
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR	53,844	(41,477)
Attributable to:		
Owners of the Company	53,961	(38,067)
Non-controlling interests	(117)	(3,410)
	53,844	(41,477)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

30 June 2022

	Notes	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
NON-CURRENT ASSETS			
Property, plant and equipment	15	319,796	365,376
Investment properties	16	699,756	699,956
Right-of-use assets	17(a)	58,773	79,999
Other intangible assets	18	2,424	7,976
Debt investments at fair value through other comprehensive income	19	–	9,644
Deferred tax assets	20	20,835	38,939
Other non-current assets	23	554	12,366
Total non-current assets		1,102,138	1,214,256
CURRENT ASSETS			
Inventories	21	286,719	285,823
Trade receivables	22	382,874	229,792
Prepayments, other receivables and other assets	23	82,694	85,367
Pledged deposits	24	46,858	25,219
Cash and cash equivalents	24	314,783	477,820
Total current assets		1,113,928	1,104,021
CURRENT LIABILITIES			
Interest-bearing bank borrowings	25	62,544	126,599
Trade and bills payables	26	225,256	210,254
Other payables and accruals	27	96,282	119,426
Lease liabilities	17(b)	23,866	41,623
Tax payable		11,338	19,065
Total current liabilities		419,286	516,967
NET CURRENT ASSETS		694,642	587,054
TOTAL ASSETS LESS CURRENT LIABILITIES		1,796,780	1,801,310
NON-CURRENT LIABILITIES			
Lease liabilities	17(b)	22,186	42,563
Deferred tax liabilities	20	7,135	7,526
Deferred income	28	1,923	2,486
Total non-current liabilities		31,244	52,575
Net assets		1,765,536	1,748,735
EQUITY			
Share capital	29	96,543	96,543
Treasury shares		(6,375)	(6,375)
Reserves	32	1,675,368	1,651,780
Equity attributable to owners of the Company		1,765,536	1,741,948
Non-controlling interests		–	6,787
Total equity		1,765,536	1,748,735

Yeung Wo Fai
Director

Yeung Andrew Kin
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 30 June 2022

	Attributable to owners of the Company													Non-controlling interests	Total equity
	Share capital	Treasury shares	Share premium account*	Share option/award reserve*	Merger reserve*	Statutory reserve fund*	Asset re-valuation reserve*	Other reserve*	Fair value reserve of financial assets at fair value through other comprehensive income*	Exchange fluctuation reserve*	Retained profits*	Total			
	HKS'000 (note 29)	HKS'000	HKS'000 (note 32)	HKS'000 (notes 30, 31)	HKS'000 (note 32)	HKS'000 (note 32)	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	
At 1 July 2021	96,543	(6,375)	922,063	11,137	4,030	78,160	24,688	(29,050)	1,492	(40,189)	679,449	1,741,948	6,787	1,748,735	
Profit for the year	-	-	-	-	-	-	-	-	-	-	111,629	111,629	(117)	111,512	
Other comprehensive income for the year:															
Exchange differences related to foreign operations	-	-	-	-	-	-	-	-	-	(57,668)	-	(57,668)	-	(57,668)	
Total comprehensive income/(loss) for the year	-	-	-	-	-	-	-	-	-	(57,668)	111,629	53,961	(117)	53,844	
Disposal of a subsidiary	-	-	-	-	-	-	-	-	(1,492)	-	-	(1,492)	(6,670)	(8,162)	
2021 special dividend declared	-	-	-	-	-	-	-	-	-	-	(9,627)	(9,627)	-	(9,627)	
2022 interim dividend declared	-	-	-	-	-	-	-	-	-	-	(19,254)	(19,254)	-	(19,254)	
Transfer from retained profits	-	-	-	-	-	8,932	-	-	-	-	(8,932)	-	-	-	
At 30 June 2022	96,543	(6,375)	922,063	11,137	4,030	87,092	24,688	(29,050)	-	(97,857)	753,265	1,765,536	-	1,765,536	

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 30 June 2022

	Attributable to owners of the Company													Non-controlling interests	Total equity
	Share capital	Treasury shares	Share premium account*	Share option/ award reserve*	Merger reserve*	Statutory reserve fund*	Asset re-valuation reserve*	Other reserve*	Fair value reserve of financial assets at fair value through other comprehensive income*	Exchange fluctuation reserve*	Retained profits*	Total			
	HK\$'000 (note 29)	HK\$'000	HK\$'000 (note 32)	HK\$'000 (notes 30, 31)	HK\$'000 (note 32)	HK\$'000 (note 32)	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1 July 2020	96,543	(13,385)	923,073	14,999	4,030	76,169	24,688	-	651	(151,530)	879,824	1,855,062	(22,550)	1,832,512	
Loss for the year	-	-	-	-	-	-	-	-	-	-	(150,249)	(150,249)	(3,410)	(153,659)	
Other comprehensive income for the year:															
Change in fair value of debt investments at fair value through other comprehensive income, net of tax	-	-	-	-	-	-	-	-	841	-	-	841	-	841	
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	-	-	111,341	-	111,341	-	111,341	
Total comprehensive income/(loss) for the year	-	-	-	-	-	-	-	-	841	111,341	(150,249)	(38,067)	(3,410)	(41,477)	
Acquisition of a non-controlling interest	-	-	-	-	-	-	-	(29,050)	-	-	-	(29,050)	32,747	3,697	
2020 special dividend declared	-	-	-	-	-	-	-	-	-	-	(28,881)	(28,881)	-	(28,881)	
2021 interim dividend declared	-	-	-	-	-	-	-	-	-	-	(19,254)	(19,254)	-	(19,254)	
Equity-settled share award arrangement	-	-	-	2,138	-	-	-	-	-	-	-	2,138	-	2,138	
Equity-settled share award vested	-	7,010	(1,010)	(6,000)	-	-	-	-	-	-	-	-	-	-	
Transfer from retained profits	-	-	-	-	-	1,991	-	-	-	-	(1,991)	-	-	-	
At 30 June 2021	96,543	(6,375)	922,063	11,137	4,030	78,160	24,688	(29,050)	1,492	(40,189)	679,449	1,741,948	6,787	1,748,735	

* These reserve accounts comprise the consolidated reserves of HK\$1,675,368,000 (30 June 2021: HK\$1,651,780,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 30 June 2022

	Notes	Year ended 30 June	
		2022 HK\$'000	2021 HK\$'000 (restated)
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit/(loss) before tax:			
From continuing operations		184,695	(82,171)
From a discontinued operation		(44,357)	(53,095)
Adjustments for:			
Finance costs	8, 12	7,289	8,742
Loss on disposal of items of property, plant and equipment	7	497	1,279
Depreciation of property, plant and equipment	15	37,697	39,480
Depreciation of right-of-use assets	17	34,976	43,068
Amortisation of other intangible assets	18	253	253
Amortisation of deferred income	28	(423)	(423)
Covid-19-related rent concessions from lessors	17	(2,090)	(3,573)
Changes in fair value of investment properties	7	200	11,400
Equity-settled share award expense	31	–	2,138
Impairment of trade receivables and other receivables, net		6,037	1,395
Impairment of acquisition of non-controlling interests, net	7	–	4,520
Impairment of right-of-use assets		–	1,191
Impairment of property, plant and equipment		–	629
Loss on disposal of the discontinued operation	12	2,894	–
Reclassification to profit or loss in respect of debt investments at fair value through other comprehensive income upon disposal	12	(1,492)	–
Loss recognised on the remeasurement to fair value	12	9,165	–
Reversal of write-down of inventories to net realizable value		(21,037)	(54,307)
Increase in restricted cash	24	–	(2,922)
		214,304	(82,396)
(Increase)/decrease in trade receivables		(167,398)	49,350
Decrease in prepayments, other receivables and other assets		1,254	5,996
(Increase)/decrease in inventories		(48,927)	45,664
Increase in trade and bills payables		21,167	86,365
(Decrease)/increase in other payables and accruals		(28,262)	24,441
Cash (used in)/generated from operations		(7,862)	129,420
Hong Kong profits tax (paid)/refunded		(4,352)	545
PRC corporate income tax paid		(17,761)	(15,386)
Other regions tax paid		–	(1,067)
NET CASH FLOWS (USED IN)/FROM OPERATING ACTIVITIES		(29,975)	113,512

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 30 June 2022

	Note	Year ended 30 June	
		2022 HK\$'000	2021 HK\$'000 (restated)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment		(12,982)	(13,889)
Purchases of other intangible assets		–	(224)
Proceeds from disposal of items of property, plant and equipment		2,152	493
Acquisition of a non-controlling interest		–	(800)
Disposal of a subsidiary		42,442	–
Proceeds from disposal of debt investments designated at fair value through other comprehensive income		–	368
NET CASH FLOWS FROM/(USED IN) INVESTING ACTIVITIES		31,612	(14,052)
CASH FLOWS FROM FINANCING ACTIVITIES			
New interest-bearing bank borrowings raised		204,657	100,439
Repayment of interest-bearing bank borrowings		(266,506)	(179,877)
Dividends paid		(28,881)	(48,135)
Interest paid		(7,289)	(8,742)
Increase in pledged time deposits		(21,639)	–
Principal portion of lease payments		(37,132)	(42,233)
NET CASH FLOWS USED IN FINANCING ACTIVITIES		(156,790)	(178,548)
NET DECREASE IN CASH AND CASH EQUIVALENTS			
Cash and cash equivalents at beginning of year		477,820	517,822
Frozen deposit	24	–	2,922
Effect of foreign exchange rate changes, net		(7,884)	36,164
CASH AND CASH EQUIVALENTS AT END OF YEAR		314,783	477,820
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and cash equivalents as stated in the statement of financial position		314,783	477,820
CASH AND CASH EQUIVALENTS AS STATED IN THE STATEMENT OF FINANCIAL POSITION	24	314,783	477,820

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

1. CORPORATE AND GROUP INFORMATION

Sitoy Group Holdings Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands on 21 February 2008 under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered address of the Company is Grand Pavilion, Hibiscus Way, 802 West Bay Road, P.O. Box 31119, KY1-1205, Cayman Islands. In the opinion of the Directors, the Company’s controlling shareholders are Mr. Yeung Michael Wah Keung and Dr. Yeung Wo Fai.

The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are the design, research, development, manufacture, sale, retailing and wholesale of handbags, small leather goods, travel goods and footwear products, the provision of advertising and marketing services and property investment.

The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Hong Kong Exchange”) on 6 December 2011.

2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) (which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations) issued by the International Accounting Standards Board (“IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for debt investments at fair value through other comprehensive income and investment properties which have been measured at fair value. The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 30 June 2022. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date, on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 9, IAS 39, IFRS 7,
IFRS 4 and IFRS 16

Interest Rate Benchmark Reform – Phase 2

Amendment to IFRS 16

Covid-19-Related Rent Concessions beyond 30 June 2021
(early adopted)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

The nature and the impact of the revised IFRSs are described below:

- (a) Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative risk-free rate (“RFR”). The amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount of financial assets and liabilities when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of IFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity’s financial instruments and risk management strategy. The amendments did not have any impact on the financial position and performance of the Group as the Group does not have any interest rate hedging relationships.
- (b) Amendment to IFRS 16 issued in May 2020 extends the availability of the practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic by 12 months. Accordingly, the practical expedient applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2022, provided the other conditions for applying the practical expedient are met. The amendment is effective retrospectively for annual periods beginning on or after 1 June 2020 with any cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained profits at the beginning of the current accounting period. Earlier application is permitted. The amendments did not have any impact on the financial position and performance of the Group.

The Group has early adopted the amendment on 1 January 2021 and applied the practical expedient during the year ended 30 June 2022 to all rent concessions granted by the lessors that affected only payments originally due on or before 30 June 2022 as a direct consequence of the Covid-19 pandemic. Accordingly, a reduction in the lease payments arising from the rent concessions of HK\$2,090,000 has been accounted for as a variable lease payment by derecognising part of the lease liabilities and crediting to profit or loss for the year ended 30 June 2022.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to IFRS 3	<i>Reference to the Conceptual Framework</i> ¹
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
IFRS 17	<i>Insurance Contracts</i> ²
Amendments to IFRS 17	<i>Insurance Contracts</i> ^{2,4}
Amendments to IFRS 17	<i>Initial Application of IFRS 17 and IFRS 9 – Comparative Information</i> ²
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i> ²
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> ²
Amendments to IAS 8	<i>Definition of Accounting Estimates</i> ²
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> ²
Amendments to IAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i> ¹
Amendments to IAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i> ¹
<i>Annual Improvements to IFRS Standards 2018-2020</i>	Amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41 ¹

¹ Effective for annual periods beginning on or after 1 January 2022

² Effective for annual periods beginning on or after 1 January 2023

³ No mandatory effective date yet determined but available for adoption

⁴ As a consequence of the amendments to IFRS 17 issued in June 2020, IFRS 4 was amended to extend the temporary exemption that permits insurers to apply IAS 39 rather than IFRS 9 for annual periods beginning before 1 January 2023

Further information about those IFRSs that are expected to be applicable to the Group is described below.

Amendments to IFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in March 2018 without significantly changing its requirements. The amendments also add to IFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 if they were incurred separately rather than assumed in a business combination, an entity applying IFRS 3 should refer to IAS 37 or IFRIC 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 January 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB in December 2015 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to IAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to IAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to IFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently assessing the impact of the amendments on the Group's accounting policy disclosures.

Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Amendments to IAS 12 narrow the scope of the initial recognition exception so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted.

The Group has applied the initial recognition exception and did not recognise a deferred tax asset and a deferred tax liability for temporary differences for transactions related to leases. Upon initial application of these amendments, the Group will recognise a deferred tax asset and a deferred tax liability for deductible and taxable temporary differences associated with right-of-use assets and lease liabilities, and recognise the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained profits at the beginning of the earliest comparative period presented.

Amendments to IAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 37 clarify that for the purpose of assessing whether a contract is onerous under IAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Annual Improvements to IFRS Standards 2018-2020 sets out amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- IFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.
- IFRS 16 *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying IFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying IFRS 16.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 30 June. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement

The Group measures its financial instruments and equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, deferred tax assets, financial assets, investment properties and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditures incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset or as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	2% to 5%
Leasehold improvements	Over the shorter of the lease terms and estimated useful lives
Plant and machinery	10% to 33 $\frac{1}{3}$ %
Office equipment	10% to 25%
Motor vehicles	20%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognized in the consolidated statement of profit or loss in the year the asset is derecognized is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents buildings, plant, machinery and equipment under construction or installation, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs and capitalized borrowing costs on related borrowed funds. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under “Property, plant and equipment and depreciation” up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under “Property, plant and equipment and depreciation” above.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be finite. Intangible assets with finite lives are subsequently amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortized. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets (other than goodwill) (continued)

Patents and licences

Purchased patents and licences are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 10 to 15 years.

Research and development costs

All research costs are charged to the consolidated statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding five to seven years, commencing from the date when the products are put into commercial production.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

At inception or on reassessment of a contract that contains a lease component and non-lease component(s), the Group adopts the practical expedient not to separate non-lease component(s) and to account for the lease component and the associated non-lease component(s) (e.g., property management services for leases of properties) as a single lease component.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(a) *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Prepaid land lease payments	50 years
Plants	2 to 5 years
Retailing stores	2 to 10 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

When the right-of-use assets relate to interests in leasehold land held as inventories, they are subsequently measured at the lower of cost and net realisable value in accordance with the Group's policy for "inventories". When a right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's policy for "investment properties".

(b) *Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in interest-bearing bank and other borrowings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(c) *Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been no significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, or payables.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, and interest-bearing bank borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labor and an appropriate proportion of overheads. Net realizable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired.

For the purpose of presenting the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted to use.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

A provision is recognized when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

The Group provides for warranties in relation to the sale of certain products and the provision of construction services for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax assets are recognized for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognized to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

(a) Sale of leather products

Revenue from the sale of leather products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the leather products.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 30 and note 31 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute 13% to 14% of their payroll costs to the central pension scheme. The contributions are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Pension schemes (continued)

Employees employed by the Group's operations in the Macau Special Administrative Region ("Macau") are members of government-managed retirement benefit scheme operated by the Macau government. The Macau operations are required to pay a monthly fixed contribution to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes operated by the Macau government is to make the required contributions under the scheme.

The retirement benefit schemes of A. Testoni S.p.A. and its subsidiaries are based on legal obligations in each host country or region and on its subsidiaries' compensation policies. The main obligation of the Group with respect to the retirement benefit schemes operated by each host country's or region's government is to make the required contributions under the scheme.

Borrowing costs

All borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognized as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in note 13 to the consolidated financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the Directors the authority to declare interim dividends. Consequently, interim dividends are recognized immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries, joint ventures and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognized in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in the consolidated statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of presenting the consolidated statement of cash flows, the cash flows of these entities are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of these entities which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

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

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the consolidated financial statements:

Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Withholding taxes arising from the distributions of dividends

The Group's determination as to whether to accrue for withholding taxes from the distribution of dividends from subsidiaries in Mainland China according to the relevant tax jurisdictions is subject to judgment on the timing of the payment of the dividends. The Group considers that if it is probable that the profits of the subsidiaries in Mainland China will not be distributed in the foreseeable future, then no withholding taxes should be provided.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (continued)

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.

(i) *Provision for expected credit losses on trade receivables*

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 22 to the financial statements.

(ii) *Leases – Estimating the incremental borrowing rate*

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

(iii) Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The calculation of the fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

(iv) Estimation of fair value of investment properties

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The carrying amount of investment properties as at 30 June 2022 was approximately HK\$699,756,000 (2021: HK\$699,956,000). Further details, including the key assumptions used for fair value measurement, are included in note 16 to the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

(v) *Useful lives of property, plant and equipment*

The Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations, or competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

(vi) *Deferred tax assets*

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 30 June 2022 was HK\$4,047,000 (2021: HK\$23,263,000). The amount of unrecognised tax losses at 30 June 2022 was HK\$199,964,000 (2021: HK\$428,609,000). Further details are contained in note 20 to the consolidated financial statements.

(vii) *Net realizable value of inventories*

The net realizable value of an inventory is the estimated selling price in the ordinary course of business, less estimated costs to be incurred to completion and disposal. These estimates are based on the current market condition and the historical experience of selling products of a similar nature which could change significantly as a result of changes in customer taste or competitor actions in response to severe consumer product industry cycles. Management reassesses these estimates at the end of the reporting period.

(viii) *Income tax*

The Group is subject to income taxes in various regions. As a result of the fact that certain matters relating to the income taxes have not been confirmed by the local tax bureau, objective estimates and judgments based on currently enacted tax laws, regulations and other related policies are required in determining the provision for corporate income taxes. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact the corporate income tax and tax provisions in the period in which the differences are realized. Further details are contained in note 11 to the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

4. PARTICULARS OF THE COMPANY'S PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 30 June 2022 are set out below:

Name of company	Place and date of incorporation/ registration and place of operations	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct %	Indirect %	
Subsidiaries					
Sitoy International Limited	The British Virgin Islands ("BVI") 10 September 2010	US\$1	100	–	Investment holding
Sitoy Handbag Factory Limited	BVI 23 May 2011	US\$300	100	–	Investment holding
Sitoy Investment International Limited	BVI 23 May 2011	US\$300	100	–	Investment holding
Sitoy Property Investment (BVI) Limited	BVI 4 May 2016	US\$100	100	–	Investment holding
Harbour Century Limited	BVI 28 August 2013	US\$1	–	100	Investment holding
Sitoy (Hong Kong) Handbag Factory Limited	Hong Kong 9 July 1982	HK\$4,000,000	–	100	Investment holding, trading of handbags, small leather goods and travel goods
Sitoy Company Limited	Hong Kong 29 July 1986	HK\$30,000	–	100	Investment holding, trading of handbags, small leather goods and travel goods
Sitoy Retailing Limited	Hong Kong 21 September 2010	HK\$5,000,000	–	100	Investment holding, trading, retail and wholesale of handbags, small leather goods and travel goods
Sitoy Retailing (Macau) Limited	Macau 9 October 2015	MOP\$25,000	–	100	Trading and retail of handbags, small leather goods and travel goods
Sitoy K Retailing Company Limited	Hong Kong 18 May 2016	HK\$10,000	–	100	Trading, retail and wholesale of fashion products

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

4. PARTICULARS OF THE COMPANY'S PRINCIPAL SUBSIDIARIES (continued)

Name of company	Place and date of incorporation/ registration and place of operations	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct %	Indirect %	
Sitoy BM Retailing Company Limited	Hong Kong 28 April 2016	HK\$10,000	–	100	Trading, retail and wholesale of footwear products
Sitoy Property Investment Company Limited	Hong Kong 18 March 2016	HK\$10,000	–	100	Investment holding
Worldmax Enterprises Limited	Hong Kong 30 November 2010	HK\$10,000	–	100	Property investment
Sitoy CH Retailing Company Limited	Hong Kong 20 June 2017	HK\$40,000,000	–	100	Trading and retail of footwear products
Dongguan Shidai Leather Products Factory Co., Ltd.®	The People's Republic of China ("PRC")/Mainland China 13 July 1992	HK\$60,000,000	–	100	Manufacture and sale of handbags, small leather goods and travel goods
Sitoy (Yingde) Leather Products Co., Ltd.®	PRC/Mainland China 11 December 2006	HK\$270,000,000	–	100	Manufacture and sale of handbags, small leather goods and travel goods
Guangdong Sitoy Leather Goods Company Limited*® (formerly known as "Guangzhou" Sitoy Leather Goods Company Limited)	PRC/Mainland China 18 January 2011	HK\$100,000,000	–	100	Design, retail and wholesale of handbags, small leather goods and travel goods, and provision of advertising and marketing services
Brilliant Treasure Development Limited	Hong Kong 18 March 2017	HK\$1	100	–	Treasury management
Sitoy AT Investment Company Limited	Hong Kong 29 June 2018	HK\$10,000	–	100	Investment holding
Sitoy JKY Retailing Company Limited	Hong Kong 18 December 2017	HK\$1	–	100	Investment holding

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

4. PARTICULARS OF THE COMPANY'S PRINCIPAL SUBSIDIARIES (continued)

Name of company	Place and date of incorporation/ registration and place of operations	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct %	Indirect %	
Sitoy AT Retailing Company Limited	Hong Kong 18 July 2017	HK\$10,000	–	100	Trading, retail and wholesale of fashion products
Shanghai Shiwo Trading Company Limited* [@]	PRC/Mainland China 14 July 2017	RMB50,000,000	–	100	Trading, retail and wholesale of fashion products
Sitoy Brand Management Company Limited	Hong Kong 29 May 2017	HK\$40,000,000	–	100**	Investment holding
Sitoy Retailing Investment Company Limited	Hong Kong 6 October 2017	HK\$10,000	100	–	Investment holding
Meileshi (Shanghai) Trading Company Limited* [@]	PRC/Mainland China 4 August 2020	US\$5,000,000	–	100	Trading, retail and wholesale of fashion products
Si Fung Property Investment (Silvercord) Limited	Hong Kong 24 March 2021	HK\$10,000	–	100	Investment holding
Zhejiang Free Trade Zone Meishile Trading Company Limited* [@]	PRC/Mainland China 14 September 2018	RMB10,000,000	–	100	Design, retail and wholesale of handbags, small leather goods and travel goods, and provision of advertising and marketing services
Zhejiang Free Trade Zone Shiwo Trading Company Limited* [@]	PRC/Mainland China 5 September 2018	RMB10,000,000	–	100	International trade, entrepot trade, and trade agency, and online sales of leather goods, clothing and accessories, and goods for daily use

* The English names represent the translated Chinese names of these subsidiaries as no English names have been registered.

** On 21 December 2020, the Group had acquired the equity interests in Sitoy Brand Management Company Limited, which is a subsidiary of the Group with a consideration of HK\$800,000. The equity interests held by the Group increased from 75% to 100%.

[@] These subsidiaries are registered as companies with limited liability under PRC law.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

5. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) Retail: engages in the manufacture, retail and wholesale of handbags, small leather goods, travel goods and footwear products for the brands owned or licensed by the Group, designs handbag and accessories and provides advertising and marketing services;
- (b) Manufacturing: produces handbags, small leather goods and travel goods for branding and resale by others; and
- (c) Property investment: invests in office spaces for its rental income or capital appreciation purposes.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except corporate and unallocated expenses are excluded from this measurement.

Regarding the disposal of Viva China Premium Brands Limited (formerly known as "Sitory AT Holding Company Limited") and its subsidiaries, which was discontinued in the current year, the segment information reported in the following pages does not include any amounts for this discontinued operation, which are described in details in note 12. The corresponding items of consolidated statement of profit or loss, consolidated statement of cash flows, relevant disclosure notes and segment information for the year ended 30 June 2021 have been restated accordingly.

Segment assets exclude unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

5. OPERATING SEGMENT INFORMATION (continued)

	Year ended 30 June 2022			
	Retail HK\$'000	Manufacturing HK\$'000	Property investment HK\$'000	Total HK\$'000
Segment revenue (note 6):				
Sales to external customers	452,761	1,379,387	13,727	1,845,875
Intersegment sales	–	207,176	3,072	210,248
	452,761	1,586,563	16,799	2,056,123
<i>Reconciliation:</i>				
Elimination of intersegment sales	–	(207,176)	(3,072)	(210,248)
Revenue from continuing operations				1,845,875
Segment results	32,490	150,328	6,881	189,699
<i>Reconciliation:</i>				
Corporate and other unallocated expenses				(5,004)
Profit before tax				184,695
Segment assets	359,072	2,157,276	762,144	3,278,492
<i>Reconciliation:</i>				
Elimination of intersegment receivables				(1,191,311)
Corporate and other unallocated assets				128,885
Total assets				2,216,066
Segment liabilities	673,081	347,740	620,344	1,641,165
<i>Reconciliation:</i>				
Elimination of intersegment payables				(1,191,311)
Corporate and other unallocated liabilities				676
Total liabilities				450,530
Other segment information:				
Depreciation of items of property, plant and equipment	5,064	26,744	–	31,808
Unallocated depreciation of items of property, plant and equipment				2,529
				34,337
Depreciation of right-of-use assets	21,418	7,709	–	29,127
Write-down/(reversal of write-down of) inventories to net realizable value	552	(7,932)	–	(7,380)
Operating lease rentals	6,683	1,283	–	7,966
Capital expenditure*	5,657	6,324	–	11,981

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

5. OPERATING SEGMENT INFORMATION (continued)

	Year ended 30 June 2021 (restated)			
	Retail HK\$'000	Manufacturing HK\$'000	Property investment HK\$'000	Total HK\$'000
Segment revenue (note 6):				
Sales to external customers	403,817	897,062	13,537	1,314,416
Intersegment sales	–	195,680	3,072	198,752
	403,817	1,092,742	16,609	1,513,168
<i>Reconciliation:</i>				
Elimination of intersegment sales	–	(195,680)	(3,072)	(198,752)
Total revenue				1,314,416
Segment results	(8,257)	(52,109)	(2,640)	(63,006)
<i>Reconciliation:</i>				
Corporate and other unallocated expenses				(19,165)
Loss before tax				(82,171)
Segment assets	533,066	2,113,056	752,100	3,398,222
<i>Reconciliation:</i>				
Elimination of intersegment receivables				(1,211,201)
Corporate and other unallocated assets				131,256
Total assets				2,318,277
Segment liabilities	805,583	355,256	619,419	1,780,258
<i>Reconciliation:</i>				
Elimination of intersegment payables				(1,211,201)
Corporate and other unallocated liabilities				485
Total liabilities				569,542
Other segment information:				
Depreciation of items of property, plant and equipment	5,011	27,599	–	32,610
Unallocated depreciation of items of property, plant and equipment				2,528
				35,138
Depreciation of right-of-use assets	21,058	4,766	–	25,824
Reversal of write-down of inventories to net realizable value	(14,716)	(703)	–	(15,419)
Impairment of property, plant and equipment	28	–	–	28
Impairment of right-of-use assets	257	–	–	257
Operating lease rentals	7,429	2,385	–	9,814
Capital expenditure*	4,568	2,736	–	7,304

* Capital expenditure consists of additions to property, plant and equipment, other intangible assets, and investment properties during the year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

5. OPERATING SEGMENT INFORMATION (continued)

Geographical information

(a) Revenue from external customers

	Year ended 30 June	
	2022	2021
	HK\$'000	HK\$'000 (restated)
Revenue		
Mainland China, Hong Kong, Macau and Taiwan	725,061	593,232
North America	424,842	201,648
Europe	399,228	231,106
Other Asian countries	218,609	249,204
Other countries/regions	78,135	39,226
	1,845,875	1,314,416

The revenue information above is based on the location of the customers.

(b) Non-current assets

	As at	As at
	30 June	30 June
	2022	2021
	HK\$'000	HK\$'000
Mainland China, Hong Kong, Macau and Taiwan	1,081,303	1,145,490
Europe	–	18,371
Other Asian countries	–	11,456
	1,081,303	1,175,317

The non-current asset information above is based on the location of assets and excludes deferred tax assets.

Information about a major customer

For the year ended 30 June 2022, revenue derived from sales by the manufacturing segment to a major customer amounting to approximately HK\$428,744,000 had accounted for over 10% of the Group's revenue, including sales to a group of entities which are known to be under common control of these customers.

For the year ended 30 June 2021, revenue derived from sales by the manufacturing segment to a major customer amounting to approximately HK\$208,621,000 had accounted for over 10% of the Group's revenue, including sales to a group of entities which are known to be under common control of these customers.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

6. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

	Year ended 30 June	
	2022 HK\$'000	2021 HK\$'000 (restated)
<i>Revenue from contracts with customers</i>		
Sale of goods	1,832,148	1,300,879
<i>Revenue from other sources</i>		
Gross rental income	13,727	13,537
	1,845,875	1,314,416

Revenue from contracts with customers

(i) *Disaggregated revenue information*

For the year ended 30 June 2022

Segments	Retail HK\$'000	Manufacturing HK\$'000	Total HK\$'000
<i>Type of goods or services</i>			
Sale of goods	452,761	1,379,387	1,832,148
<i>Geographical markets</i>			
North America	–	424,842	424,842
Europe	–	399,228	399,228
Mainland China, Hong Kong, Macau and Taiwan	452,761	258,573	711,334
Other Asian countries	–	218,609	218,609
Others	–	78,135	78,135
Total revenue from contracts with customers	452,761	1,379,387	1,832,148

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

6. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers (continued)

(i) *Disaggregated revenue information* (continued)

For the year ended 30 June 2022

Segments	Retail HK\$'000	Manufacturing HK\$'000	Total HK\$'000
Timing of revenue recognition			
Goods transferred at a point in time	452,761	1,379,387	1,832,148

For the year ended 30 June 2021 (restated)

Segments	Retail HK\$'000	Manufacturing HK\$'000	Total HK\$'000
Type of goods or services			
Sale of goods	403,817	897,062	1,300,879
Geographical markets			
North America	–	201,648	201,648
Europe	–	231,106	231,106
Mainland China, Hong Kong, Macau and Taiwan	403,817	175,878	579,695
Other Asian countries	–	249,204	249,204
Others	–	39,226	39,226
Total revenue from contracts with customers	403,817	897,062	1,300,879
Timing of revenue recognition			
Goods transferred at a point in time	403,817	897,062	1,300,879

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

6. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers (continued)

(i) *Disaggregated revenue information* (continued)

Set out below is the reconciliation of the revenue from contracts with customers to the amounts disclosed in the segment information:

For the year ended 30 June 2022

Segments	Retail HK\$'000	Manufacturing HK\$'000	Total HK\$'000
Revenue from contracts with customers			
Sales to external customers	452,761	1,379,387	1,832,148
Intersegment sales	–	207,176	207,176
	452,761	1,586,563	2,039,324
Elimination of intersegment sales	–	(207,176)	(207,176)
Total revenue from contracts with customers	452,761	1,379,387	1,832,148

For the year ended 30 June 2021 (restated)

Segments	Retail HK\$'000	Manufacturing HK\$'000	Total HK\$'000
Revenue from contracts with customers			
Sales to external customers	403,817	897,062	1,300,879
Intersegment sales	–	195,680	195,680
	403,817	1,092,742	1,496,559
Elimination of intersegment sales	–	(195,680)	(195,680)
Total revenue from contracts with customers	403,817	897,062	1,300,879

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

	Year ended 30 June	
	2022 HK\$'000	2021 HK\$'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period		
Sale of goods	8,280	9,082

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

6. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers (continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of handbags, small leather goods, etc.

The performance obligation is satisfied upon delivery of handbags, small leather goods, etc. and payment is generally due within 14 to 150 days from delivery, except for new customers, where payment in advance is normally required.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 30 June are as follows:

	Year ended 30 June	
	2022 HK\$'000	2021 HK\$'000 (restated)
Amounts expected to be recognised as revenue:		
Within one year	8,920	8,280

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue in one year relate to the sale of handbags, small leather goods, etc., of which the performance obligations are to be satisfied within two years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

Other income and gains

	Year ended 30 June	
	2022 HK\$'000	2021 HK\$'000 (restated)
Government grants	6,963	16,055
Exchange gain, net	15,596	–
Interest income	7,153	7,150
Net sample and material income	5,929	5,329
Others	1,953	1,858
	37,594	30,392

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

7. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax from continuing operations is arrived at after charging/(crediting):

	Year ended 30 June	
	2022 HK\$'000	2021 HK\$'000 (restated)
Cost of inventories sold	1,311,900	986,671
Employee benefit expense (including Directors' and chief executive's remuneration as set out in note 9)		
– Wages and salaries	393,769	381,563
– Equity-settled share award expense	–	2,138
– Pension scheme contributions	29,958	24,865
	423,727	408,566
Depreciation of items of property, plant and equipment	34,337	35,138
Depreciation of right-of-use assets	29,127	25,824
Fair value loss on investment properties (included in other expenses) (note 16)	200	11,400
Impairment of trade receivables and other receivables, net (included in other expenses) (notes 22, 23)	6,110	1,309
Impairment of acquisition of non-controlling interests, net	–	4,520
Reversal of write-down of inventories to net realizable value	(7,380)	(15,419)
Impairment of right-of-use assets (included in other expenses)	–	257
Impairment of property, plant and equipment (included in other expenses)	–	28
Loss on disposal of items of property, plant and equipment (included in other expenses)	497	1,279
Lease payments not included in the measurement of lease liabilities (note 17(c))	7,966	9,814
Auditors' remuneration	2,200	2,000
Exchange (gain)/loss, net	(15,596)	59,799

8. FINANCE COSTS

An analysis of finance costs from continuing operations is as follows:

	Year ended 30 June	
	2022 HK\$'000	2021 HK\$'000 (restated)
Interest on bank borrowings	2,889	3,064
Interest on lease liabilities	2,650	2,455
	5,539	5,519

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1) (a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	Year ended 30 June	
	2022	2021
	HK\$'000	HK\$'000
Fees	860	860
Other emoluments:		
Salaries, allowances and benefits in kind	10,202	10,202
Discretionary bonuses	810	3,295
Equity-settled share award expense	–	1,511
Pension scheme contributions	117	204
	11,129	15,212
	11,989	16,072

Certain Directors were granted share options and share awards, in respect of their services to the Group, under the share option scheme and share award scheme of the Company, further details of which are set out in notes 30 and 31 to the consolidated financial statements, respectively. The fair value of such options and awards, which has been recognized in the consolidated statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the consolidated financial statements for the current year is included in the above Directors' and chief executive's remuneration disclosures.

(a) Independent non-executive Directors

The fees paid to independent non-executive Directors were as follows:

	Year ended 30 June	
	2022	2021
	HK\$'000	HK\$'000
Mr. Yeung Chi Tat	220	220
Mr. Kwan Po Chuen, Vincent	220	220
Mr. Lung Hung Cheuk	220	220
	660	660

As at 30 June 2022, there were no other emoluments payable to the independent non-executive Directors (30 June 2021: nil).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(b) Executive directors and the chief executive

	Fees HK\$'000	Salaries, allowances, and benefits in kind HK\$'000	Discretionary bonuses HK\$'000	Equity-settled share award expense HK\$'000	Pension scheme contributions HK\$'000	Total remuneration HK\$'000
Year ended 30 June 2022						
Mr. Yeung Michael Wah Keung	50	3,980	332	–	–	4,362
Dr. Yeung Wo Fai	50	3,582	299	–	–	3,931
Mr. Yeung Andrew Kin	50	2,160	180	–	117	2,507
Dr. Lau Kin Shing, Charles	50	480	–	–	–	530
	200	10,202	811	–	117	11,330

	Fees HK\$'000	Salaries, allowances, and benefits in kind HK\$'000	Discretionary bonuses HK\$'000	Equity-settled share award expense HK\$'000	Pension scheme contributions HK\$'000	Total remuneration HK\$'000
Year ended 30 June 2021						
Mr. Yeung Michael Wah Keung	50	3,980	721	–	–	4,751
Dr. Yeung Wo Fai	50	3,582	649	–	–	4,281
Mr. Yeung Andrew Kin	50	2,160	1,925	–	204	4,339
Dr. Lau Kin Shing, Charles	50	480	–	1,511	–	2,041
	200	10,202	3,295	1,511	204	15,412

Dr. Yeung Wo Fai is also the chief executive of the Group and his remuneration disclosed above includes the remuneration for the services rendered by him as the chief executive.

There was no arrangement under which a Director waived or agreed to waive any remuneration during the year ended 30 June 2022 (2021: nil).

As at 30 June 2022, there was no remuneration payable to the Directors (30 June 2021: nil).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four Directors (2021: four Directors, including the chief executive), details of whose remuneration are set out in note 9 above. Details of the remuneration for the remaining one (2021: one) highest paid employee who is neither a Director nor chief executive of the Company are as follows:

	Year ended 30 June	
	2022	2021
	HK\$'000	HK\$'000
Salaries, allowances and benefits in kind	1,019	1,632
Discretionary bonuses	405	136
Pension scheme contributions	18	18
	1,442	1,786

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	Year ended 30 June	
	2022	2021
HK\$1,000,001 to HK\$1,500,000	1	–
HK\$1,500,001 to HK\$2,500,000	–	1

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

11. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (BVI), the Group is not subject to any income tax in the Cayman Islands and the BVI.

Hong Kong profits tax has been provided at the rate of 16.5% for the year ended 30 June 2022 (2021: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

Macau Complementary Income Tax has not been provided for as the Group had no assessable profit arising in Macau during the year ended 30 June 2022 (2021: nil).

Income taxes in Italy, Korea, Taiwan and Japan have not been provided for as the Group has no assessable profits arising in those jurisdictions during the year ended 30 June 2022.

The provision for PRC corporate income tax is based on a statutory rate of 25% for the year ended 30 June 2022 (2021: 25%) of the assessable profits of the subsidiaries in Mainland China as determined in accordance with the PRC Corporate Income Tax Law which was approved and became effective on 1 January 2008.

The major components of income tax expense/(credit) are as follows:

	Year ended 30 June	
	2022 HK\$'000	2021 HK\$'000 (restated)
Current – Hong Kong		
Charge for the year	1,319	826
Adjustments in respect of current income tax of previous years	(362)	–
Current – Mainland China		
Charge for the year	15,691	20,010
Adjustments in respect of current income tax of previous years	11	(850)
Current – Other regions		
Charge for the year	118	249
Deferred tax (note 20)	17,547	(19,024)
Total tax charge for the year from continuing operations	34,324	1,211
Total tax (credit)/charge for the year from a discontinued operation	(5,498)	17,182
Total tax charge for the year	28,826	18,393

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

11. INCOME TAX (continued)

A reconciliation of the tax expense applicable to profit/(loss) before tax at the statutory rates for the jurisdictions in which the Company and the majority of the subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates to the effective tax rates, are as follows:

Year ended 30 June 2022

	Hong Kong		Macau		Mainland China		Cayman Islands*		Italy and others		Total	
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
Profit/(loss) before tax from continuing operations	153,334		(1,734)		42,414		(9,319)		-		184,695	
Loss before tax from a discontinued operation	-		-		-		-		(44,357)		(44,357)	
	153,334		(1,734)		42,414		(9,319)		(44,357)		140,338	
Tax at the statutory tax rate	25,302	16.5	(217)	12.5	10,603	25.0	(1,538)	16.5	(10,646)	24.0	23,504	16.7
Adjustments in respect of current tax of previous years	(362)	(0.2)	-	-	11	-	-	-	-	-	(351)	(0.3)
Tax losses utilised from previous periods	(521)	(0.3)	-	-	(1,137)	(2.7)	-	-	-	-	(1,658)	(1.2)
Income not subject to tax	(2,892)	(1.9)	-	-	(640)	(1.5)	(67)	0.7	-	-	(3,599)	(2.6)
Expenses not deductible for tax	3,524	2.3	-	-	1,218	2.9	1,723	(18.5)	-	-	6,465	4.7
Deductible temporary differences not recognized, net	(3,168)	(2.1)	-	-	-	-	-	-	-	-	(3,168)	(2.3)
Tax losses not recognized in current year	159	0.1	217	(12.5)	2,109	5.0	-	-	5,148	(11.6)	7,633	5.4
Tax charge at the Group's effective rate	22,042	14.4	-	-	12,164	28.7	118	(1.3)	(5,498)	12.4	28,826	20.5
Tax charge from continuing operations at the effective rate	22,042	14.4	-	-	12,164	28.7	118	(1.3)	-	-	34,324	18.6
Tax charge from a discontinued operation at the effective rate	-	-	-	-	-	-	-	-	(5,498)	12.4	(5,498)	12.4

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

11. INCOME TAX (continued)

Year ended 30 June 2021 (restated)

	Hong Kong		Macau		Mainland China		Cayman Islands*		Italy and others		Total	
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
Profit/(loss) before tax from continuing operations	(153,211)		(2,574)		45,981		27,633		-		(82,171)	
Loss before tax from a discontinued operation	(785)		-		-		-		(52,310)		(53,095)	
	(153,996)		(2,574)		45,981		27,633		(52,310)		(135,266)	
Tax at the statutory tax rate	(25,411)	16.5	(322)	12.5	11,495	25.0	4,559	16.5	(12,554)	24.0	(22,233)	16.4
Adjustments in respect of current tax of previous years	-	-	-	-	(870)	(1.9)	-	-	-	-	(870)	0.6
Income not subject to tax	(619)	0.4	-	-	-	-	(4,663)	(16.9)	-	-	(5,282)	3.9
Expenses not deductible for tax	8,439	(5.5)	-	-	489	1.1	353	1.3	656	(1.3)	9,937	(7.3)
Deductible temporary differences not recognized, net	(1,654)	1.1	-	-	(50)	(0.1)	-	-	-	-	(1,704)	1.3
Tax losses not recognized in current year	4,094	(2.7)	322	(12.5)	5,049	11.0	-	-	29,080	(55.6)	38,545	(28.5)
Tax charge at the Group's effective rate	(15,151)	9.8	-	-	16,113	35.1	249	0.9	17,182	(32.9)	18,393	(13.6)
Tax charge from continuing operations at the effective rate	(15,151)	9.8	-	-	16,113	35.1	249	0.9	-	-	1,211	(1.5)
Tax charge from a discontinued operation at the effective rate	-	-	-	-	-	-	-	-	17,182	(32.9)	17,182	(32.9)

* During the years ended 30 June 2022 and 2021, the Company generated revenue in Hong Kong and was therefore subject to Hong Kong profits tax.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

12. DISCONTINUED OPERATION

On 3 November 2021, Sitoy International Limited, a subsidiary of the Company, as seller, and Ample Fame Investments Limited (“Ample Fame”), as purchaser, entered into a sales and purchase agreement (“Agreement”) in relation to the disposal of (the “Disposal”) the entire issued share capital of Viva China Premium Brands Limited (formerly known as “Sitoy AT Holding Company Limited”) and its subsidiaries (the “Target Group”). The Disposal was completed on 3 January 2022, at the consideration of HK\$1 and the post-closing payment of EUR2,538,000 (approximately HK\$22,413,000). Pursuant to the Agreement, the inter-company loans due to the Company from the Target Group amounted to RMB41,137,000 (approximately HK\$50,382,000) will be repaid to the Group. As at 30 June 2022, approximately HK\$9,911,000 (before the deduction of the uncollectible cash consideration of approximately HK\$2,894,000) has not been received by the Group.

(a) The results of the Target Group for the years ended 30 June 2022 and 2021 are presented below:

	Year ended 30 June	
	2022 HK\$'000	2021 HK\$'000
Revenue	55,477	110,463
Cost of sales	(14,608)	(31,767)
Other income and expenses, net	(72,909)	(128,568)
Finance costs	(1,750)	(3,223)
Loss from the discontinued operation	(33,790)	(53,095)
Loss on disposal of the discontinued operation ((b) note)	(2,894)	–
Reclassification to profit or loss in respect of debt investments at fair value through other comprehensive income upon disposal	1,492	–
Loss recognised on the remeasurement to fair value (i)	(9,165)	–
Loss before tax from the discontinued operation	(44,357)	(53,095)
Income tax related to pre-tax profit	5,498	(17,182)
Loss for the year from the discontinued operation	(38,859)	(70,277)

(i) The Directors of the Company had assessed the recoverable amounts of the Target Group when preparing the interim condensed consolidated financial statements and recognized the impairment loss of approximately HK\$9,165,000, which was included in the loss before tax from the discontinued operation.

	Carrying amount HK\$'000	Impairment loss HK\$'000	Fair value HK\$'000
Property, plant and equipment	12,664	(3,450)	9,214
Right-of-use assets	16,770	(4,568)	12,202
Other intangible assets	4,211	(1,147)	3,064
	33,645	(9,165)	24,480

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

12. DISCONTINUED OPERATION (continued)

(b) The net assets of the Target Group at the date of disposal are as follows:

	HK\$'000
Net assets disposed of:	
Property, plant and equipment	9,214
Right-of-use assets	12,202
Other intangible assets	3,064
Other non-current assets	10,323
Debt investments designated at fair value through other comprehensive income	10,367
Inventories	66,810
Trade receivables	12,892
Prepayments, other receivables and other assets	12,672
Cash and short term deposits	23,336
Bank loan	(7,556)
Trade payables	(15,824)
Other payables and accruals	(25,643)
Tax payable	(2,711)
Lease liabilities	(29,212)
Deferred tax liabilities	(1,139)
Non-controlling interests	(6,670)
	72,125
Exchange fluctuation reserve	670
	72,795
Satisfied by:	
Cash	72,795

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

12. DISCONTINUED OPERATION (continued)

- (b) The net assets of the Target Group at the date of disposal are as follows:

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

	HK\$'000
Cash consideration	72,795
Deferred cash consideration	(9,911)
Uncollectible cash consideration (note)	2,894
Cash and bank balances disposed of	(23,336)
Net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	42,442

Note:

In April 2022, the Company had received an email notice from Ample Fame which mentioned a potential impairment of a receivable of approximately HK\$2,894,000 from a customer of the Target Group, which may overstate the guaranteed net asset value. The Directors of the Company reassessed the recoverability of such amount and considered it uncollectible, and therefore it is expected to be deducted from the deferred cash consideration and included in loss on disposal of the discontinued operation during the year ended 30 June 2022. Other than this, the Directors of the Company did not expect any other potential material adjustment to the deferred cash consideration to be received in January 2023.

- (c) The net cash flows for the period up to the date of disposal are presented below:

	1 July 2021 to date of disposal HK\$'000	Year ended 2021 HK\$'000
Operating activities	(22,486)	(73,372)
Investing activities	(9,130)	(9,662)
Financing activities	5,809	83,773
Effect of foreign exchange rate changes	473	3,020
Net cash (outflow)/inflow	(25,334)	3,759

- (d) Loss per share (HK cents)

	1 July 2021 to date of disposal	Year ended 2021
Basic and diluted, from the discontinued operation	(4.02)	(7.24)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

12. DISCONTINUED OPERATION (continued)

(d) Loss per share (HK cents) (continued)

The calculation of basic and diluted loss per share from the discontinued operation is based on:

	1 July 2021 to date of disposal	Year ended 2021
Loss attributable to ordinary equity holders of the parent from the discontinued operations (HK\$'000)	(38,742)	(69,694)
Weighted average number of ordinary shares in issue during the year used in the basic and diluted loss per share calculation	962,702,000	962,517,163

13. DIVIDENDS

	Year ended 30 June	
	2022 HK\$'000	2021 HK\$'000
Interim – 2022: HK2 cents per ordinary share (2021: HK2 cents per ordinary share)	19,309	19,309
Proposed final – 2022: HK4 cents per share (2021: nil) (i)	38,618	–
Proposed special – 2022: HK2 cents per share (2021: HK1 cent per share) (i)	19,309	9,654
	77,236	28,963

Note:

- (i) The Board proposed a final dividend of HK4 cents and a special dividend of HK2 cents per share for the year ended 30 June 2022 (2021: a special dividend of HK1 cent per share).

14. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings/(loss) per share amount is based on the profit/(loss) for the years ended 30 June 2022 and 2021 attributable to ordinary equity holders of the Company excluding cash dividend attributable to the awarded shares expected to be vested in the future as of the end of the reporting period, and the weighted average number of ordinary shares of 962,702,000 (2021: 962,517,163) in issue excluding awarded shares during the year.

The calculation of the diluted earnings/(loss) per share amount is based on the profit/(loss) for the years ended 30 June 2022 and 2021 attributable to ordinary equity holders of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the years ended 30 June 2022 and 2021, as used in the basic earnings/(loss) per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

14. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (continued)

For the year ended 30 June 2022, the exercise of the Company's outstanding share options was not assumed in the calculation of diluted earnings per share as the exercise price of those options was higher than the average market price of the shares of the Company.

For the year ended 30 June 2021, no adjustment has been made to the basic loss per share amounts in respect of a dilution as the impact of the outstanding share options had an anti-dilutive effect on the basic loss per share amounts presented.

The calculations of basic and diluted earnings/(loss) per share are based on:

	Year ended 30 June	
	2022	2021
	HK\$'000	HK\$'000
Earnings/(loss)		
Profit/(loss) attributable to ordinary equity holders of the Company used in the basic and diluted loss per share calculations		
From continuing operations	150,371	(80,555)
From a discontinued operation	(38,742)	(69,694)
	111,629	(150,249)
Number of shares		
Weighted average number of ordinary shares in issue during the year used in the basic earnings/(loss) per share calculation	962,702,000	962,517,163
Effect of dilution – weighted average number of ordinary shares	2,728,000	–
Weighted average number of ordinary shares in issue during the year used in the diluted earnings/(loss) per share calculation	965,430,000	962,517,163
Basic		
– For profit/(loss) for the year (HK cents)	11.60	(15.61)
– For profit/(loss) from continuing operations (HK cents)	15.62	(8.37)
Diluted		
– For profit/(loss) for the year (HK cents)	11.56	(15.61)
– For profit/(loss) from continuing operations (HK cents)	15.58	(8.37)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

15. PROPERTY, PLANT AND EQUIPMENT

	Buildings HK\$'000	Leasehold improvements HK\$'000	Plant and machinery HK\$'000	Office equipment HK\$'000	Motor vehicles HK\$'000	Construction in progress HK\$'000	Total HK\$'000
30 June 2022							
At 30 June 2021							
Cost	459,898	103,328	180,131	123,458	9,354	1,968	878,137
Accumulated depreciation and impairment	(174,301)	(92,461)	(140,297)	(97,656)	(8,046)	-	(512,761)
Net carrying amount	285,597	10,867	39,834	25,802	1,308	1,968	365,376
At 1 July 2021, net of accumulated depreciation							
Additions	-	5,901	4,051	3,774	149	-	13,875
Depreciation provided during the year	(17,331)	(6,811)	(7,419)	(5,597)	(539)	-	(37,697)
Disposals of a subsidiary (note 12)	(2,990)	-	(752)	(8,874)	(48)	-	(12,664)
Disposals	(462)	(127)	(1,716)	(326)	(46)	-	(2,677)
Exchange realignment	(2,516)	719	(2,619)	(1,901)	(47)	(53)	(6,417)
At 30 June 2022, net of accumulated depreciation and impairment	262,298	10,549	31,379	12,878	777	1,915	319,796
At 30 June 2022							
Cost	424,105	83,507	153,264	74,574	8,167	1,915	745,532
Accumulated depreciation and impairment	(161,807)	(72,958)	(121,885)	(61,696)	(7,390)	-	(425,736)
Net carrying amount	262,298	10,549	31,379	12,878	777	1,915	319,796

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

15. PROPERTY, PLANT AND EQUIPMENT (continued)

	Buildings HK\$'000	Leasehold improvements HK\$'000	Plant and machinery HK\$'000	Office equipment HK\$'000	Motor vehicles HK\$'000	Construction in progress HK\$'000	Total HK\$'000
30 June 2021							
At 30 June 2020							
Cost	432,529	98,554	177,745	109,619	9,563	1,793	829,803
Accumulated depreciation and impairment	(146,125)	(82,041)	(133,570)	(85,958)	(7,370)	-	(455,064)
Net carrying amount	286,404	16,513	44,175	23,661	2,193	1,793	374,739
At 1 July 2020, net of accumulated depreciation							
Additions	-	6,002	2,671	8,098	237	-	17,008
Depreciation provided during the year	(17,189)	(5,925)	(8,222)	(7,163)	(981)	-	(39,480)
Disposals	(261)	(5,277)	(2,625)	(175)	(242)	-	(8,580)
Impairment during the year	-	(629)	-	-	-	-	(629)
Exchange realignment	16,643	183	3,835	1,381	101	175	22,318
At 30 June 2021, net of accumulated depreciation and impairment	285,597	10,867	39,834	25,802	1,308	1,968	365,376
At 30 June 2021							
Cost	459,898	103,328	180,131	123,458	9,354	1,968	878,137
Accumulated depreciation and impairment	(174,301)	(92,461)	(140,297)	(97,656)	(8,046)	-	(512,761)
Net carrying amount	285,597	10,867	39,834	25,802	1,308	1,968	365,376

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

16. INVESTMENT PROPERTIES

	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
Carrying amount at beginning of year	699,956	711,356
Fair value loss on investment properties (note 7)	(200)	(11,400)
Carrying amount at end of year	699,756	699,956

The Group's investment properties consist of three commercial properties in Hong Kong. The Directors have determined that the investment properties are commercial based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 30 June 2022, based on valuations performed by Vincorn Consulting and Appraisal Limited, an independent professionally qualified valuer, at an aggregated amount of approximately HK\$699,756,000. Each year, the Directors decide to appoint an external valuer to be responsible for the valuations of the Group's investment properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Directors have discussions with the valuer on the valuation assumptions and valuation results every year when the valuation is performed for annual financial reporting.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

16. INVESTMENT PROPERTIES (continued)

Below is the information about these three commercial properties:

Property	Address	Existing use	Lease term
Ground to 6th and 11th to 20th floor, Sitoy Tower	No. 164 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong (Kwun Tong Inland lot number 316)	Commercial (for rental income and capital appreciation purposes)	Medium term lease
4th to 5th Floor, The Genplas Building	4th to 5th Floor, The Genplas Building, 56 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong (Kwun Tong Inland lot number 58)	Industrial (for rental income and capital appreciation purposes)	Medium term lease
No. 1011, 10th Floor, Tower 1, Silvercord	10th Floor, Tower 1, Silvercord, No. 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong (Kowloon Inland lot number 10456)	Commercial (for rental income and capital appreciation purposes)	Medium term lease

The investment properties are leased to third parties under operating leases.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

	Fair value measurement as at 30 June 2022 using			Total HK\$'000
	Quoted prices in active markets (Level 1) HK\$'000	Significant observable inputs (Level 2) HK\$'000	Significant unobservable inputs (Level 3) HK\$'000	
Recurring fair value measurement for:				
Commercial properties	–	–	699,756	699,756

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

16. INVESTMENT PROPERTIES (continued)

Fair value hierarchy (continued)

	Fair value measurement as at 30 June 2021 using			Total HK\$'000
	Quoted prices in active markets (Level 1) HK\$'000	Significant observable inputs (Level 2) HK\$'000	Significant unobservable inputs (Level 3) HK\$'000	

Recurring fair value measurement for:

Commercial properties	–	–	699,956	699,956
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During the year, there were no transfers into or out of Level 3 (2021: nil).

Reconciliation of fair value measurements categorized within Level 3 of the fair value hierarchy:

	HK\$'000
Carrying amount at 1 July 2020	711,356
Fair value loss on investment properties (note 7)	(11,400)
Carrying amount at 30 June 2021 and 1 July 2021	699,956
Fair value loss on investment properties (note 7)	(200)
Carrying amount at 30 June 2022	699,756

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

16. INVESTMENT PROPERTIES (continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

	Valuation technique	Significant unobservable inputs	Range or weighted average
Commercial property 1	Income approach – term and reversion analysis	Estimated rental value (per square foot and per month)	HK\$30.40
		Estimated price (per square foot)	HK\$10,862
		Market yield	2.5%
		Term yield	1.8%
Commercial property 2	Market approach	Estimated price (per square foot)	HK\$5,902
Commercial property 3	Market approach	Estimated price (per square foot)	HK\$21,748

For commercial property 1, a significant increase/(decrease) in the estimated market rent would result in a significant increase/(decrease) in the fair value of the investment properties. A significant increase/(decrease) in the term yield and market yield in isolation would result in a significant decrease/(increase) in the fair value of the investment properties.

The term and reversion analysis is used to estimate the value of the properties on an open market basis by capitalizing the rental income on a fully leased basis having regard to the current passing rental income from the existing tenancies and the potential future reversionary rental income in the market. No allowances have been made for vacancy or capital deductions of any nature.

In this valuation method, the total rental income is divided into current passing rental income over the existing lease term (the term income) and potential future reversionary rental income after the expiry of the existing lease term (the reversionary income). The term “value” is derived from the capitalisation of the term “income” over the existing lease term, while the reversionary value is derived from the capitalisation of the reversionary income on a fully leased basis, which is then discounted back to the valuation date.

For commercial property 2 and property 3, this valuation method provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available. By analysing such sales, which qualify as “arms-length” transactions, between willing buyers and sellers, adjustments are made for size, location, time, amenities and other relevant factors when comparing such sales prices to assess the value of the subject asset.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

17. LEASES

The Group as lessee

The Group has lease contracts for various items of plants, office and retail stores used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of plants generally have lease terms of 5 years, while retail offices and stores generally have lease terms of 1 to 6 years. Other equipment generally has lease terms of 12 months or less and is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) *Right-of-use assets*

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Prepaid land lease payments HK\$'000	Plants HK\$'000	Retailing stores HK\$'000	Total HK\$'000
As at 1 July 2021	15,952	6,173	57,874	79,999
Additions	–	8,069	27,697	35,766
Disposal	–	–	(1,035)	(1,035)
Depreciation charge	(430)	(7,279)	(27,267)	(34,976)
Disposal of a subsidiary (note 12)	–	–	(16,770)	(16,770)
Exchange realignment	(426)	(106)	(3,679)	(4,211)
As at 30 June 2022	15,096	6,857	36,820	58,773

	Prepaid land lease payments HK\$'000	Plants HK\$'000	Retailing stores HK\$'000	Total HK\$'000
As at 1 July 2020	14,929	9,236	102,611	126,776
Additions	–	548	38,424	38,972
Disposal	–	–	(37,074)	(37,074)
Depreciation charge	(437)	(4,329)	(38,302)	(43,068)
Impairment during the year	–	–	(1,191)	(1,191)
Exchange realignment	1,460	718	(6,594)	(4,416)
As at 30 June 2021	15,952	6,173	57,874	79,999

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

17. LEASES (continued)

The Group as lessee (continued)

(a) *Right-of-use assets* (continued)

Impairment testing

During the year ended 30 June 2022, no impairment loss (2021: HK\$1,191,000) was recognised in the consolidated statement of profit or loss as other expenses, in respect of the impairment of right-of-use assets. The impairment charge was driven by the lower cash flow generated from retail stores resulting from the global outbreak of the Covid-19 pandemic.

The Group regards each individual retail store as a separately identifiable cash-generating unit. Management carried out an impairment assessment for the retail store assets, including property, plant and equipment and right-of-use assets, which have an impairment indicator. Given the potential adverse impact on the performance of the Group's retail stores as a result of the Covid-19 pandemic, management performed impairment assessment for all the retail stores.

The carrying amount of the retail store assets is written down to their recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The estimates of the recoverable amounts were based on value-in-use calculations using discounted cash flow projections based on the financial forecasts approved by management covering the remaining tenure of the lease, with major assumptions such as percentage change in revenue, percentage change in running cost and gross profit margin.

As a result, no impairment loss on right-of-use assets and leasehold improvements (included in property, plant and equipment) was recognized during the year ended 30 June 2022 (2021: HK\$1,191,000).

Key assumptions used in the value-in-use calculations for the recoverable amount of retail store assets are as follows:

Percentage change in revenue:	based on the estimated timing of easing quarantine restrictions at the borders and the recovery of tourist arrivals and the consequential effect on the Group's retail stores
Percentage change in running cost:	based on the estimated change related to the Group's cost-saving plan and measures
Gross profit margin:	based on the historical data and change in product mix

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

17. LEASES (continued)

The Group as lessee (continued)

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

	2022 HK\$'000	2021 HK\$'000
Carrying amount at 1 July	84,186	144,917
New leases	35,766	38,972
Disposal	(1,063)	(38,591)
Disposal of a subsidiary (note 12)	(29,212)	–
Accretion of interest recognised during the year	2,650	3,631
Payments	(39,782)	(45,864)
Adjustment for Covid-19 related rent concessions	(2,090)	(3,573)
Exchange realignment	(4,403)	(15,306)
Carrying amount at 30 June	46,052	84,186
Analysed into:		
Current portion	23,866	41,623
Non-current portion	22,186	42,563
	46,052	84,186

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2022 HK\$'000	2021 HK\$'000 (restated)
Interest on lease liabilities	2,650	3,631
Depreciation charge of right-of-use assets	34,976	43,068
Expense relating to short-term leases and other leases		
with remaining lease terms ended on or before 30 June	6,486	6,273
Variable lease payments not included in the measurement of lease liabilities (included in selling and distribution expenses)	1,480	3,541
Total amount recognised in profit or loss	45,592	56,513

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

17. LEASES (continued)

The Group as lessee (continued)

(d) *Variable lease payments*

The Group leased a number of retail stores and units in a shopping mall which contain variable lease payment terms that are based on the Group's turnover generated from the retail stores and the units in the shopping mall. The amounts of the variable lease payments recognised in profit or loss for the current year for these leases are HK\$1,480,000 (2021: HK\$3,541,000).

(e) The total cash outflow for leases and future cash outflows relating to leases that have not yet commenced are disclosed in note 33 to the financial statements.

The Group as lessor

The Group leases its investment properties consisting of three commercial properties under operating lease arrangements. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the prevailing market conditions. Rental income recognised by the Group for the year ended 30 June 2022 was HK\$13,727,000 (2021: HK\$13,537,000), details of which are included in note 5 to the financial statements.

At 30 June 2022, the undiscounted minimum lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
Within one year	10,169	4,916
After one year but within two years	4,084	1,134
After two years but within three years	1,699	–
	15,952	6,050

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Year ended 30 June 2022

18. OTHER INTANGIBLE ASSETS

	Trademark HK\$'000
30 June 2022	
Cost and net carrying amount at 1 July 2021	7,976
Amortization provided during the year	(253)
Disposal of a subsidiary (note 12)	(4,211)
Exchange realignment	(1,088)
Cost and net carrying amount at 30 June 2022	2,424
30 June 2021	
Cost and net carrying amount at 1 July 2020	8,964
Addition	224
Amortization provided during the year	(253)
Exchange realignment	(959)
Cost and net carrying amount at 30 June 2021	7,976

19. DEBT INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
Debt investments at fair value through other comprehensive income	–	9,644

The above debt investments were irrevocably designated at fair value through other comprehensive income as the objective of the Group in holding these debt investments is to collect contractual cash flows and to sell the financial assets.

All of the above debt investments were disposed of through the disposal of a subsidiary.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

20. DEFERRED TAX

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

Deferred tax assets (restated)

	Unrealized gain/(loss) arising from intra-group transactions HK\$'000	Temporary differences on prepaid land lease payments HK\$'000	Accruals and provisions HK\$'000	Provision against inventories HK\$'000	Operating loss HK\$'000	Other temporary differences HK\$'000	Impairment of financial assets HK\$'000	Total HK\$'000
At 1 July 2020	–	5,975	2,959	18,237	1,343	455	–	28,969
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year								
– included in continuing operations (note 11)	3,159	(162)	(362)	(166)	21,739	(64)	–	24,144
– included in a discontinued operation	(610)	–	–	(15,916)	–	–	–	(16,526)
Exchange realignment	609	574	272	674	181	42	–	2,352
Gross deferred tax assets at 30 June 2021 and 1 July 2021	3,158	6,387	2,869	2,829	23,263	433	–	38,939
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year (note 11)	(1,703)	(169)	1,888	452	(19,107)	(426)	1,451	(17,614)
Exchange realignment	–	(171)	(103)	(81)	(109)	(7)	(19)	(490)
At 30 June 2022	1,455	6,047	4,654	3,200	4,047	–	1,432	20,835

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

20. DEFERRED TAX (continued)

Deferred tax liabilities (restated)

	Unrealized gain/(loss) arising from intra-group transactions HK\$'000	Accelerated tax depreciation HK\$'000	Total HK\$'000
At 1 July 2020	1,100	6,193	7,293
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (note 11)			
– included in continuing operations	(1,100)	6,220	5,120
Exchange realignment	–	(4,887)	(4,887)
Gross deferred tax liabilities at 30 June 2021 and 1 July 2021	–	7,526	7,526
Deferred tax credited to the consolidated statement of profit or loss during the year			
– included in continuing operations (note 11)	–	(67)	(67)
– included in a discontinued operation	–	825	825
Disposal of subsidiary (note 12)	–	(1,139)	(1,139)
Exchange realignment	–	(10)	(10)
At 30 June 2022	–	7,135	7,135

At 30 June 2022, no deferred tax liabilities had been recognized for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the Directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognized was approximately HK\$910,496,000 (30 June 2021: HK\$798,343,000).

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Year ended 30 June 2022

20. DEFERRED TAX (continued)

Deferred tax liabilities (restated) (continued)

Deferred tax assets have not been recognised in respect of the following item:

	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
Tax losses	199,964	428,609

Deferred tax assets have not been recognised in respect of the above item as it is not considered probable that taxable profits will be available against which the above items can be utilised.

21. INVENTORIES

	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
Raw materials	61,315	82,022
Work in progress	96,596	96,181
Finished goods	155,482	202,990
	313,393	381,193
Less: provision against inventories	(26,674)	(95,370)
	286,719	285,823

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

22. TRADE RECEIVABLES

	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
Trade receivables	389,331	233,510
Impairment	(6,457)	(3,718)
	382,874	229,792

The Group grants different credit periods to customers. The Group generally requires its customers to make payments at various stages of a sale transaction. The credit period of individual customers is considered on a case-by-case basis and set out in the sale contracts, as appropriate. Certain customers are required to make partial payments before or upon delivery. The Group seeks to maintain strict control over its outstanding receivables and closely monitors them to minimise credit risk. Overdue balances are reviewed regularly by senior management. Trade receivables are unsecured and non-interest-bearing.

An aging analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
Within 90 days	345,957	202,656
91 to 180 days	27,393	17,339
Over 180 days	9,524	9,797
	382,874	229,792

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

22. TRADE RECEIVABLES (continued)

The movements in the loss allowance for impairment of trade receivables are as follows:

	Year ended 30 June 2022 HK\$'000	Year ended 30 June 2021 HK\$'000
At beginning of year	3,718	2,323
Impairment losses, net (note 7)	3,728	1,395
Disposal of a subsidiary	(989)	–
At end of year	6,457	3,718

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 30 June 2022	Current HK\$'000	Past due			Total HK\$'000
		Less than 3 months HK\$'000	3 to 6 months HK\$'000	Over 6 months HK\$'000	
Expected credit loss rate	0.56%	1.41%	10.86%	27.27%	1.66%
Gross carrying amount (HK\$'000)	297,026	76,790	3,091	12,424	389,331
Expected credit loss (HK\$'000)	1,653	1,081	336	3,387	6,457

As at 30 June 2021	Current HK\$'000	Past due			Total HK\$'000
		Less than 3 months HK\$'000	3 to 6 months HK\$'000	Over 6 months HK\$'000	
Expected credit loss rate	0.18%	0.44%	5.27%	26.22%	1.59%
Gross carrying amount (HK\$'000)	157,284	62,184	2,467	11,575	233,510
Expected credit loss (HK\$'000)	279	274	130	3,035	3,718

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

23. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
Non-current portion:		
Rental deposits	–	10,006
Prepayments for items of property, plant and equipment	554	2,360
	554	12,366
Current portion:		
Prepayments	8,567	14,471
Deposits and other receivables	27,324	29,144
Value-added tax	46,803	41,752
	82,694	85,367
Total	83,248	97,733

Deposits and other receivables mainly represent rental deposits and deposits with suppliers.

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 30 June 2022 and 2021, the loss allowance was assessed to be minimal.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

24. CASH AND CASH EQUIVALENTS, PLEDGED AND TIME DEPOSITS

	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
Cash and bank balances	314,783	474,898
Frozen deposit	–	2,922
Time deposits	46,858	25,219
	361,641	503,039
Less: Time deposits pledged as security for banking facilities	(46,858)	(25,219)
Cash and cash equivalents	314,783	477,820

The cash and bank balances of the Group denominated in RMB are as follows:

	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
Denominated in RMB	288,525	342,307

The RMB is not freely convertible into other currencies in Mainland China, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorized to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

The carrying amounts of the cash and cash equivalents and pledged and time deposits approximate to their fair values.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

25. INTEREST-BEARING BANK BORROWINGS

	As at 30 June 2022			As at 30 June 2021		
	Effective interest rate (%)	Maturity	HK\$'000	Effective interest rate (%)	Maturity	HK\$'000
Current						
Lease liabilities (note 17(b))	0.78–5.00	2022	23,866	0.78–5.00	2021	41,623
Bank loans – secured	1.000-2.7410	On demand	62,544	1.000-2.400	On demand	126,599
			86,410			168,222
Non-current						
Lease liabilities (note 17(b))	0.78–5.00	2023-2026	22,186	0.78–5.00	2022-2026	42,563

The bank borrowing agreements contain clauses which the banks have the right at their sole discretion to demand immediate repayment at any time irrespective of whether the Group has met the scheduled repayment obligations.

Without considering the bank's sole discretion to demand immediate repayment, the repayment schedule of the interest-bearing bank borrowings, based on the loan agreements, is as follows:

	As at 30 June 2022		As at 30 June 2021	
	Maturity	HK\$'000	Maturity	HK\$'000
Bank borrowings – secured	2022-2023	62,544	2021-2022	126,599
		62,544		126,599
Analyzed into:				
Bank borrowings repayable:				
Within one year or on demand		62,544		126,599
		62,544		126,599

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

26. TRADE AND BILLS PAYABLES

An aging analysis of the outstanding trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
Within 90 days	208,080	199,380
91 to 180 days	13,856	7,747
181 to 365 days	2,739	1,534
Over 365 days	581	1,593
	225,256	210,254

The trade payables are non-interest-bearing and are normally to be settled within 90 days. The carrying amounts of the trade payables approximate to their fair values.

27. OTHER PAYABLES AND ACCRUALS

	Notes	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
Payroll payable		45,882	66,881
Contract liabilities	(a)	8,920	8,280
Accruals		8,979	7,581
Other payables	(b)	32,501	36,684
		96,282	119,426

The carrying amounts of other payables and accruals approximate to their fair values.

Notes:

- (a) Details of contract liabilities as at 30 June 2022 and 30 June 2021 are as follows:

	30 June 2022 HK\$'000	30 June 2021 HK\$'000
<i>Short-term advances received from customers</i>		
Sale of goods	8,920	8,280

Contract liabilities include short-term advances received to deliver leather products. The decrease in contract liabilities in the year ended 30 June 2022 was mainly due to the decrease in short-term advances received from customers in relation to the sales of goods at the end of the year.

- (b) Other payables are non-interest-bearing and have an average credit term of three months.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

28. DEFERRED INCOME

	Government grants HK\$'000
At 1 July 2020	2,729
Recognized during the year	(423)
Exchange realignment	180
At 30 June 2021 and 1 July 2021	2,486
Recognized during the year	(502)
Exchange realignment	(61)
At 30 June 2022	1,923

29. SHARE CAPITAL

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

Shares:

	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
Issued and fully paid:		
962,702,000 (30 June 2021: 962,702,000) ordinary shares	96,270	96,270
Treasury shares:		
2,728,000 (30 June 2021: 2,728,000) ordinary shares	273	273
	96,543	96,543

Share option scheme and share award scheme

Details of the Company's share option scheme and share award scheme are included in notes 30 and 31 to the consolidated financial statements, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

30. SHARE OPTION SCHEME

The Company operates a share option scheme (the “Share Option Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the Company’s directors (excluding the independent non-executive directors of the Company), senior managers and other employees of the Group. The Share Option Scheme shall be valid and effective for a period of 10 years commencing on 15 November 2011.

A total of 95,340,000 shares (representing approximately 9.88% of the existing issued share capital of the Company) may be issued upon the exercise of all options that may be granted and have been granted but not yet lapsed or exercised under the Share Option Scheme.

The maximum entitlement for any participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue.

The maximum number of unexercised share options currently permitted to be granted under the Share Option Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at the date of adoption of the Share Option Scheme. The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

Where the Board proposes to grant any option to a participant who is a substantial shareholder of the Company, or any of his/her/its respective associates, would result in the shares issued and to be issued upon exercise of all options already granted and to be granted under the Share Option Scheme and any other share option schemes of the Company (including options exercised, cancelled and outstanding) to him/her/it in the 12-month period up to and including the proposed offer date of such grant (the “Relevant Date”): (a) representing in aggregate more than 0.1% of the total number of shares in issue on the Relevant Date; and (b) having an aggregate value, based on the closing price of the shares as stated in the Hong Kong Exchange’s daily quotation sheet on the Relevant Date in excess of HK\$5,000,000, such proposed grant of options must be approved by the shareholders of the Company in general meeting.

The period under which an option must be exercised shall be such period as the Board may in its absolute discretion determine at the time of grant, save that such period shall not be longer than ten years from the date on which an offer is made to the participant pursuant to the Share Option Scheme. The minimum period for which an option must be held before it can be exercised is determined by the Board upon the grant of an option. The amount payable upon acceptance of an offer of the grant of an option is HK\$1.00. The full amount of the exercise price for the subscription of shares must be paid upon exercise of an option.

The subscription price in respect of each share issued pursuant to the exercise of the options granted under the Share Option Scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the highest of: (a) the closing price of the shares as stated in the Hong Kong Exchange’s daily quotation sheet on the offer date; (b) a price being the average of the closing prices of the shares as stated in the Hong Kong Exchange’s daily quotation sheets for the 5 business days immediately preceding the offer date; and (c) the nominal value of a share.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

30. SHARE OPTION SCHEME (continued)

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Share Option Scheme during the year:

	2022 Weighted average exercise price HK\$ per share	Number of options '000
At 1 July 2020 and 30 June 2021 and 2022	3.84	3.84

As at the end of the reporting period, no share options were exercised or cancelled.

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2022 Number of options '000	Exercise price* HK\$ per share	Exercise period
1,500	3.84	2016/9/21 to 2025/9/20
1,500	3.84	2016/9/21 to 2025/9/20
1,500	3.84	2016/9/21 to 2025/9/20
<u>4,500</u>		

* The exercise price of the share options is subject to adjustment in the case of the issues of rights or bonus, or other similar changes in the Company's share capital.

There were no share options granted during the year (2021: nil). The Group recognized no share option expense (2021: nil) during the year ended 30 June 2022.

At the date of approval of these consolidated financial statements, the Company had 4,500,000 share options outstanding under the Share Option Scheme, which represented approximately 0.47% of the Company's shares in issue as at that date.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

31. SHARE AWARD SCHEME

In July 2018, 9,000,000 treasury shares were promised to be granted to nine grantees including an executive director and other senior managers under a share award scheme. Vesting of the shares is conditional upon the fulfilment of certain vesting conditions. The fair value of each awarded share at the grant date was HK\$2.00, which was equal to the market price of the shares on the date of grant.

The share award scheme shall be valid for a term of three years, commencing from the date of grant of the share award on 12 July 2018 and ending on the date on which all the awarded shares have been granted or otherwise cancelled. As the vesting condition of the first tranche was fulfilled by the grantees, 2,792,000 treasury shares were vested to the grantees on 12 July 2019. As the vesting condition of the second tranche was fulfilled by the grantees, 3,000,000 treasury shares were vested to the grantees on 12 July 2020.

As the vesting condition of the third tranche was not fulfilled by the grantees, no treasury shares were vested to the grantees this year.

No expense was recognised by the Group for the year ended 30 June 2022 (for the year ended 30 June 2021: HK\$2,138,000).

At the date of approval of these consolidated financial statements, the Company had 2,728,000 treasury shares held under the share award scheme, which represented approximately 0.28% of the Company's shares in issue as at that date.

32. RESERVES

The amounts of the Group's reserves and the movements therein for the reporting period are presented in the consolidated statement of changes in equity in the consolidated financial statements.

Share premium

The application of the share premium account of the Company is governed by the Companies Law (Revised) of the Cayman Islands. Under the constitutional documents and the Companies Law (Revised) of the Cayman Islands, the share premium is distributable as a dividend on the condition that the Company is able to pay its debts when they fall due in the ordinary course of business at the time the proposed dividend is to be paid.

Merger reserve

The merger reserve represents the difference between the nominal value of shares of the subsidiaries acquired and the nominal value of the Company's shares issued in exchange therefor.

Statutory reserve fund

In accordance with the relevant PRC regulations applicable to wholly-foreign-owned companies, certain entities within the Group are required to allocate a certain portion (not less than 10%), as determined by their boards of directors, of their profit after tax in accordance with PRC GAAP to the statutory reserve fund (the "SRF") until this reserve reaches 50% of the registered capital.

The SRF is non-distributable other than in the event of liquidation and, subject to certain restrictions set out in the relevant PRC regulations, can be used to offset accumulated losses or be capitalized as issued capital.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$35,766,000 (2021: HK\$38,972,000) and HK\$35,766,000 (2021: HK\$38,972,000), respectively, in respect of lease arrangements for plants and equipment.

(b) Changes in liabilities arising from financing activities

	Interest-bearing bank borrowings HK\$'000	Dividends payable HK\$'000	Lease liabilities HK\$'000
At 1 July 2021	126,599	–	84,186
2021 final and 2022 interim dividends payable	–	28,881	–
New leases	–	–	35,766
Disposal of expired leases	–	–	(1,063)
Accretion of interest recognized during the year	–	–	2,650
Adjustment for Covid-19 rent concessions	–	–	(2,090)
Changes from financing cash flows	(61,424)	(28,881)	(39,782)
Disposal of a subsidiary	(425)	–	(29,212)
Foreign exchange movement	(2,206)	–	(4,403)
At 30 June 2022	62,544	–	46,052

34. CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at 30 June 2022 (30 June 2021: nil).

35. PLEDGE OF ASSETS

Details of the Group's assets pledged for banking facilities of the Group are included in note 24 to the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

36. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these consolidated financial statements, the Group had the following material transactions with related parties during the year:

	Year ended 30 June	
	2022 HK\$'000	2021 HK\$'000
<i>Property lease from a company in which a Director of the Company is a controlling shareholder</i>		
Maxon Properties Limited	–	2,400
<i>Purchase of a right-of-use asset</i>		
Maxon Properties Limited	6,739	–

On 1 June 2021, Sitoy (Hong Kong) Handbag Factory Limited (as tenant), an indirect wholly-owned subsidiary of the Company, entered into the renewal tenancy agreement with Maxon Properties Limited (as landlord), a company incorporated in Hong Kong with limited liability which is directly wholly-owned by Mr. Yeung Michael Wah Keung, an executive director of the Company, in relation to the lease of the residential unit for a term of three years commencing on 1 July 2021, at a monthly rental of HK\$200,000 per month (inclusive of government rent, government rates and management fees). In accordance with IFRS 16 Lease, the Company had recognised right-of-use assets of approximately HK\$6,739,000 during the year ended 30 June 2022.

In the opinion of the Directors, the above related party transactions were on normal commercial terms or better and in the ordinary and usual course of business of the Group.

The related party transactions in respect of the items above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

- (b) Compensation of key management personnel of the Group:

	Year ended 30 June	
	2022 HK\$'000	2021 HK\$'000
Short term employee benefits	11,012	13,698
Post-employment benefits	117	204
Equity-settled share award expense	–	1,511
Total compensation paid to key management personnel	11,129	15,413

Further details of the Directors' emoluments are included in note 9 to the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

37. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2022

Financial assets

	Financial assets at amortised cost HK\$'000
Trade receivables	382,874
Financial assets included in prepayments, other receivables and other assets	27,324
Pledged deposits	46,858
Cash and cash equivalents	314,783
	771,839

Financial liabilities

	Financial liabilities at amortised cost HK\$'000
Interest-bearing bank borrowings	62,544
Trade and bills payables	225,256
Financial liabilities included in other payables and accruals	37,110
	324,910

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

37. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

2021

Financial assets

	Financial assets at fair value through other comprehensive income – debt investments HK\$'000	Financial assets at amortised cost HK\$'000	Total HK\$'000
Debt investments at fair value through other comprehensive income	9,644	–	9,644
Trade receivables	–	229,792	229,792
Financial assets included in prepayments, other receivables and other assets	–	29,144	29,144
Pledged deposits	–	25,219	25,219
Cash and cash equivalents	–	477,820	477,820
	9,644	761,975	771,619

Financial liabilities

	Financial liabilities at amortised cost HK\$'000
Interest-bearing bank borrowings	126,599
Trade and bills payables	210,254
Financial liabilities included in other payables and accruals	36,966
	373,819

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
Financial assets				
Debt investments at fair value through other comprehensive income	–	9,644	–	9,644
	–	9,644	–	9,644

Management has assessed that the fair values of cash and cash equivalents, the current portion of pledged deposits, trade receivables, trade and bills payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals and interest-bearing bank borrowings approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group's finance department headed by the group financial controller is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the group financial controller and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the group financial controller. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the financial assets are based on quoted market prices. The directors believe that the fair values supported by observable market prices or rates, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

(continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

There is no asset measured at fair value as at 30 June 2022.

As at 30 June 2021

	Fair value measurement using			Total HK\$'000
	Quoted prices in active markets Level 1 HK\$'000	Significant observable inputs Level 2 HK\$'000	Significant unobservable inputs Level 3 HK\$'000	
Debt investments at fair value through other comprehensive income	9,644	–	–	9,644

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise bank borrowings and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various financial assets such as trade receivables and trade payables, which arise directly from its operations.

It is, and has been during the reporting period, the Group's policy that no trading in financial instruments should be undertaken.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The Board of Directors reviews and agrees policies for managing each of the risks which are summarised below:

Foreign currency risk

The Group has transactional currency exposures. These exposures arise from sales or purchases by operating units in currencies other than the units' functional currency. During the year ended 30 June 2022, 74.1% (2021: 61.9%) of the Group's sales were denominated in currencies other than the functional currency of the operating units making the sales, whilst approximately 83.3% (2021: 78.2%) of costs were denominated in the units' functional currency.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the US\$, EUR and RMB exchange rates, with all other variables held constant, of the Group's loss before tax (due to changes in the fair value of monetary assets and liabilities).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

	Increase/ (decrease) in US\$/EUR/RMB %	Increase/ (decrease) in profit before tax HK\$'000	Increase/ (decrease) in equity* HK\$'000
Year ended 30 June 2022			
If HK\$ weakens against US\$	5	(136)	–
If HK\$ strengthens against US\$	(5)	136	–
If HK\$ weakens against EUR	5	13,677	–
If HK\$ strengthens against EUR	(5)	(13,677)	–
If HK\$ weakens against RMB	5	(19,868)	68,701
If HK\$ strengthens against RMB	(5)	19,868	(60,583)
Year ended 30 June 2021			
If HK\$ weakens against US\$	5	(5,742)	–
If HK\$ strengthens against US\$	(5)	5,742	–
If HK\$ weakens against EUR	5	134,478	(2,351)
If HK\$ strengthens against EUR	(5)	(134,478)	2,359
If HK\$ weakens against RMB	5	(19,114)	78,316
If HK\$ strengthens against RMB	(5)	19,114	(65,543)

* Excluding retained profits

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 30 June 2022. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

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39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

As at 30 June 2022

	12-month ECLs		Lifetime ECLs	
	Stage 1	Stage 2	Stage 3	Simplified approach
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Trade receivables*	–	–	–	382,874
Financial assets included in prepayments, other receivables and other assets				
– Normal**	27,324	–	–	–
Pledged deposits				
– Not yet past due	46,858	–	–	–
Cash and cash equivalents				
– Not yet past due	314,783	–	–	–

As at 30 June 2021

	12-month ECLs		Lifetime ECLs	
	Stage 1	Stage 2	Stage 3	Simplified approach
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Debt investments at fair value through other comprehensive income	–	–	–	9,644
Trade receivables*	–	–	–	229,792
Financial assets included in prepayments, other receivables and other assets				
– Normal**	29,144	–	–	–
Pledged deposits				
– Not yet past due	25,219	–	–	–
Cash and cash equivalents				
– Not yet past due	477,820	–	–	–

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 22 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

Further quantitative data in respect of the Group’s exposure to credit risk arising from trade receivables are disclosed in note 22 to the financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank borrowings and lease liabilities. In addition, banking facilities have been put in place for contingency purposes.

The maturity profile of the Group's financial liabilities as at the end of the reporting period is as follows:

As at 30 June 2022	On demand HK\$'000	Less than 3 months HK\$'000	3 to 12 months HK\$'000	1 to 5 years HK\$'000	Over 5 years HK\$'000	Total HK\$'000
Lease liabilities	–	7,797	16,069	20,351	1,835	46,052
Interest-bearing bank borrowings	62,830	–	–	–	–	62,830
Trade and bills payables	59,519	165,737	–	–	–	225,256
Financial liabilities included in other payables and accruals	37,110	–	–	–	–	37,110
	159,459	173,534	16,069	20,351	1,835	371,248

As at 30 June 2021	On demand HK\$'000	Less than 3 months HK\$'000	3 to 12 months HK\$'000	1 to 5 years HK\$'000	Over 5 years HK\$'000	Total HK\$'000
Lease liabilities	–	11,265	33,793	36,441	2,687	84,186
Interest-bearing bank borrowings	145,081	–	–	–	–	145,081
Trade and bills payables	46,366	158,567	4,930	391	–	210,254
Financial liabilities included in other payables and accruals	36,966	–	–	–	–	36,966
	228,413	169,832	38,723	36,832	2,687	476,487

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 30 June 2022 and 2021.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's net debt consists of interest-bearing bank and other borrowings, trade and other payables and accruals, less cash and cash equivalents. Capital includes equity attributable to owners of the Company.

The gearing ratios as at the end of the reporting periods were as follows:

	30 June 2022 HK\$'000	30 June 2021 HK\$'000
Interest-bearing bank borrowings	62,544	126,599
Leased liabilities	46,052	84,186
Trade and bills payables	225,256	210,254
Other payables and accruals	96,282	119,426
Less: Cash and cash equivalents	(314,783)	(477,820)
Net debt	115,351	62,645
Equity attributable to owners of the Company	1,765,536	1,741,948
Capital and net debt	1,880,887	1,804,593
Gearing ratio	6.1%	3.5%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	Note	As at 30 June 2022 HK\$'000	As at 30 June 2021 HK\$'000
NON-CURRENT ASSETS			
Investments in subsidiaries		430,011	430,011
CURRENT ASSETS			
Prepayments, other receivables and other assets		1,772	1,686
Amounts due from subsidiaries		606,313	615,635
Pledged deposit		14,886	14,887
Cash and cash equivalents		1,046	973
Total current assets		624,017	633,181
CURRENT LIABILITIES			
Tax payable		165	47
Other payables and accruals		511	438
Total current liabilities		676	485
NET CURRENT ASSETS		623,341	632,696
TOTAL ASSETS LESS CURRENT LIABILITIES		1,053,352	1,062,707
Net assets		1,053,352	1,062,707
EQUITY			
Share capital	28	96,543	96,543
Treasury shares		(6,375)	(6,375)
Reserves (note)		963,184	972,539
Total equity		1,053,352	1,062,707

Yeung Wo Fai
Director

Yeung Andrew Kin
Director

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 June 2022

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

	Share premium Account HK\$'000 (note 32)	Share option reserve HK\$'000 (note 20)	Share award reserve HK\$'000 (note 31)	Retained profits/ (accumulated losses) HK\$'000	Total HK\$'000
At 1 July 2020	963,073	4,721	10,278	(28,182)	949,890
Profit for the year	–	–	–	75,656	75,656
2020 final dividend declared	–	–	–	(28,881)	(28,881)
2021 interim dividend declared	–	–	–	(19,254)	(19,254)
Equity-settled share award arrangement	–	–	2,138	–	2,138
Equity-settled share award vested	(1,010)	–	(6,000)	–	(7,010)
At 30 June 2021 and 1 July 2021	962,063	4,721	6,416	(661)	972,539
Profit for the year	–	–	–	19,526	19,526
2021 final dividend declared	–	–	–	(19,254)	(19,254)
2022 interim dividend declared	–	–	–	(9,627)	(9,627)
At 30 June 2022	962,063	4,721	6,416	(10,016)	963,184

41. EVENT AFTER THE REPORTING PERIOD

Assessment of the effect of the Novel Coronavirus disease outbreak

Since the outbreak of the Novel Coronavirus (COVID-19) disease in China, ongoing prevention and control measures have been carried out throughout the whole country. The epidemic has impacted business operations of certain industries as well as the overall economy. Therefore, the Company's operations and revenue may be affected to a certain extent depending on the effects of the prevention and control measures, duration of the COVID-19 outbreak and implementation of various policies.

The Company is closely monitoring the situation and assess the impacts on our financial position and operating results. As of the date of this report, such assessment is still ongoing.

42. APPROVAL OF THE FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorized for issue by the Board of Directors on 26 September 2022.

SUMMARY FINANCIAL INFORMATION

The following is a summary of the published results and assets and liabilities of the Group for the last five financial years prepared on the basis set out in the note below.

RESULTS:

	Year ended 30 June				
	2022	2021	2020	2019	2018
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(restated)			
Revenue	1,845,875	1,314,416	1,808,898	2,441,441	2,305,796
Profit/(loss) before tax	184,695	(82,171)	(122,490)	160,935	282,197
Income tax expense	(34,324)	(1,211)	(27,685)	(48,145)	(31,329)
Profit/(loss) for the year	111,512	(153,659)	(150,175)	112,790	250,868

ASSETS AND LIABILITIES:

	As at 30 June				
	2022	2021	2020	2019	2018
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Total assets	2,216,066	2,318,277	2,452,285	2,632,064	2,556,089
Total liabilities	(450,530)	(569,542)	(619,773)	(571,973)	(354,113)
Net assets	1,765,536	1,748,735	1,832,512	2,060,091	2,201,976

Note:

The consolidated results of the Group for the five years ended 30 June 2018, 2019, 2020, 2021 and 2022 and the consolidated assets and liabilities of the Group as at 30 June 2018, 2019, 2020, 2021 and 2022 have been extracted from the published audited consolidated financial statements.

The summary above does not form part of the audited consolidated financial statements.

ANNUAL REPORT

2022 年報



(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號:1023