

Stella International Holdings Limited
Stock Code: 1836

ANNUAL
REPORT
2022

MISSION STATEMENT

OUR CORE VALUES

Stella is dedicated to providing our customers with a wide range of top quality and high-end footwear and leather goods. We are customer-driven and passionate about our business, and conscious of providing the best quality in everything we present to our customers. In addition to promoting these core values, the management philosophy of the Company is care, respect and discovery.

OUR MISSION:

MAKING THE BEST SHOES

Always seeking to fulfill our promise of delivering outstanding and unique footwear and leather goods, we are guided at all times by our unwavering motto of “making the best shoes” and missions of:

- We wish, within our selected business segments, to be the preferred partner for leather products and associated services, contributing to an efficient and superior supply chain.
- By being close to our customers we fulfill their needs with innovative, cost effective and high quality solutions. Through empathy, responsiveness and dependability we seek to earn their loyalty.
- Our culture attracts and nourishes individuals who are energetic, committed and have a passion with a learning attitude for our business.
- By striving to be the best in our business, we will deliver growth and value for our customers, employees and shareholders.



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MANUFACTURING

BRANDING
Stella Luna

STELLA

is a leading developer and manufacturer of quality footwear and leather goods and was listed on The Stock Exchange of Hong Kong Limited on 6 July 2007. We offer our brand clients a one-stop shop that combines design, commercialisation and manufacturing.

Since 1982, Stella has developed strong working relationships with, and has produced quality shoes for, many global brand names. Our constantly expanding product range includes high-quality and best-in-class footwear products designed for the fashion, luxury, sports, athleisure and premium casual sectors. Our client base includes the world-leading sportswear and casual footwear brands, namely, *Nike*, *Saucony*, *Under Armour*, *Merrell*, *Timberland*, *UGG* and *Vionic*, as well as leading brands in fashion footwear, such as *Cole Haan*, *Kate Spade*, *Michael Kors* and *Tory Burch*.

We also design, develop and manufacture footwear for a number of high-fashion icons, such as *Amiri*, *Ambush*, *Alexander Wang*, *Balenciaga*, *Balmain*, *Chloé*, *Jimmy Choo*, *Lanvin*, *Moncler*, *Off-White* and *Prada*.

By leveraging our manufacturing expertise and the wide acceptance of Stella's products and industry recognition, we launched our branding business in 2006 under our own brands, *Stella Luna*, which have successfully expanded into China and Europe's footwear retail markets.



We have also started to penetrate into the handbag market and position ourselves as a total solution provider for leather products to premium customers. By leveraging our strong customer base, as well as our leather product experience, we are further investing in our design and development capability to provide a wide range of handbags and leather accessories to our customers.

MILESTONES

1982

Founded in Taiwan by Jimmy Chen, Jack Chiang and Eric Chao to produce fashion footwear for US retail customers



1991

Commenced China operations with the establishment of the Stella Footwear Factory in Changan, Dongguan, China



1995

Established Seville Footwear Factory in Changan, Dongguan for casual footwear of leading brands like Clarks, Rockport, Timberland and Wolverine



1998

Entered into an exclusive supply arrangement with Golden Star Company Limited for the manufacture of casual footwear in Vietnam



1999

Established Selena Footwear Factory in Dongguan, China for expansion into premium women's footwear



2004

Developed and manufactured footwear for high-end brands

2006

Launched *Stella Luna* flagship store in Shanghai



2007

6 July 2007: Listed on The Stock Exchange of Hong Kong Limited

July 2007: Expanded our branding capabilities with the launch of our contemporary lifestyle footwear brand *What For* in China



2010

Diversified into inland China

PRIVATE LABEL



CASUAL • FASHION



LUXURY • ATHLEISURE • SPORTS

COMPONENTS
MANUFACTURING

ASSEMBLY

DESIGN &
DEVELOPMENT

BRANDING/
RETAIL

2011



Retail network of *Stella Luna* exceeded 220 points of sales

2012



Expanded our casual footwear production lines in Indonesia



Opened *Stella Luna* Store in Paris

2014



Established footholds in the Philippines to expand our footprint in South East Asia

2015

Completion of inland China migration strategy - securing more stable labour supply and costs at Italian quality

2016

Retail brand *Stella Luna* entered new markets, including Hong Kong and the United States through renowned department stores such as Lane Crawford

2018



Factory dedicated to sports footwear in Vietnam commenced production

2019

Concluded smooth management succession with Lawrence Chen appointed Chairman and Chi Lo-Jen appointed CEO

2020



Consolidated R&D operations to enhance product design and development capabilities and innovation



Unveiled Phase II of the sports-footwear-dedicated factory in Vietnam

2021



New footwear factory in Solo, Indonesia, commenced operation

2022

Setting up the third factory in Indonesia

FINANCIAL HIGHLIGHTS

REVENUE AND PROFIT TREND

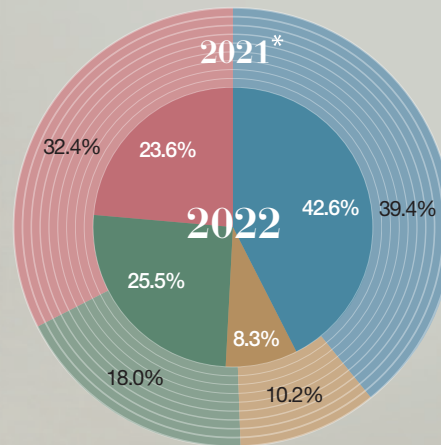
REVENUE

	US\$'000
2022	1,630,771
2021	1,540,608
2020	1,135,880
2019	1,544,830
2018	1,588,583

NET PROFIT ATTRIBUTABLE TO SHAREHOLDERS

	US\$'000
2022	118,033
2021	89,694
2020	1,685
2019	95,925
2018	65,455

MANUFACTURING REVENUE BY PRODUCT CATEGORIES FOR 2022 & 2021

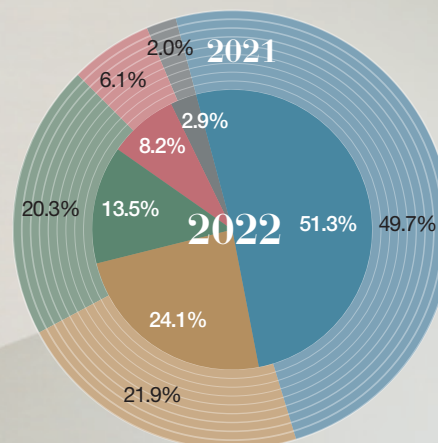


- Sports
- Luxury
- Fashion
- Casual

* Restated the product category mix in 2021 to reflect the current brand positioning of the Group's customer brands.

Excluding sales from samples and others.

GROUP REVENUE BY GEOGRAPHICAL SEGMENTS FOR 2022 & 2021



- North America
- Europe
- PRC (included Hong Kong)
- Asia (excluded the PRC)
- Other

A photograph of a person's legs from the knee down, wearing black trousers and white high-top sneakers with white laces. The person is standing on a dark surface. A thin white diagonal line runs from the bottom left towards the top right, passing behind the text.

CHAIRMAN'S STATEMENT





MISSION:

MAKING
THE BEST
SHOES

Dear shareholders,

2022 was more challenging than anticipated. Sudden geopolitical events compounded an already inflationary post-pandemic business environment, impacting consumer sentiment and catching some of our brand customers off guard.

Still, we navigated these challenges well as we continued to implement our growth strategies and improve our product and customer mix. We delivered higher gross and operating profit margins despite flat year-on-year volume growth and moderate revenue growth.

The success we have had in increasing our profitability is convincing proof that we are on the right path to secure future growth in profitability and returns for our shareholders. But there is scope for us to push these even further. We are moving forward with a new Three-Year Plan that will see us further enhance our product category mix to align with our unique strengths and capabilities, continue to diversify our manufacturing footprint, optimise our management effectiveness and efficiency, strengthen our cost efficiency, improve working capital, and increase operational efficiency.

During our Three-Year Plan (2023-2025), our goals are to achieve an operating margin of 10% and low-teens annualised growth rate on profit after tax.

We believe these are highly achievable targets even in the face of escalating headwinds in 2023. Consumer sentiment overall in North America and Europe may remain subdued while some of our Sports and Casual segments will continue to face inventory pressures. Yet, our strategic direction appears sound with our Luxury and high-end Fashion customers seeing expanded sales in 2022 when recession risk in western markets was even more acute. Our customers' prospects will be further supported by the recent re-opening of the Chinese border.

Although it will still take a little more time for the new customers we have recently added in our Luxury, high-end Fashion and Sports segments to ramp up their order, the expansion of our manufacturing base will be well-timed to cater for it. The development of our new manufacturing facility in Solo, Indonesia, remains on track and is contributing to our operational competitiveness. Together with a major brand name partner, we are preparing the way for our third manufacturing facility in Indonesia. We are also expanding capacity at our other manufacturing facilities, particularly in Bangladesh. Each of these steps will be integral for securing our cost base and diversifying away from China and Vietnam.

All in all, we are optimistic about our medium and long-term profitability growth, as well as our shorter-term ability to continue delivering strong margins and profitability in 2023 despite a likely full-year decline in volumes.

I am pleased to announce a final dividend of HK45 cents per ordinary share, bringing our full-year dividend to HK87 cents per ordinary share. This represents about 75% of dividend payout ratio, which is in line with our long-standing dividend policy.

On behalf of the Board, I would like to take this opportunity to thank our customers, business partners, employees and shareholders for their unflinching and valued support in 2022.

Chen Li-Ming, Lawrence
Chairman

Hong Kong, 16 March 2023



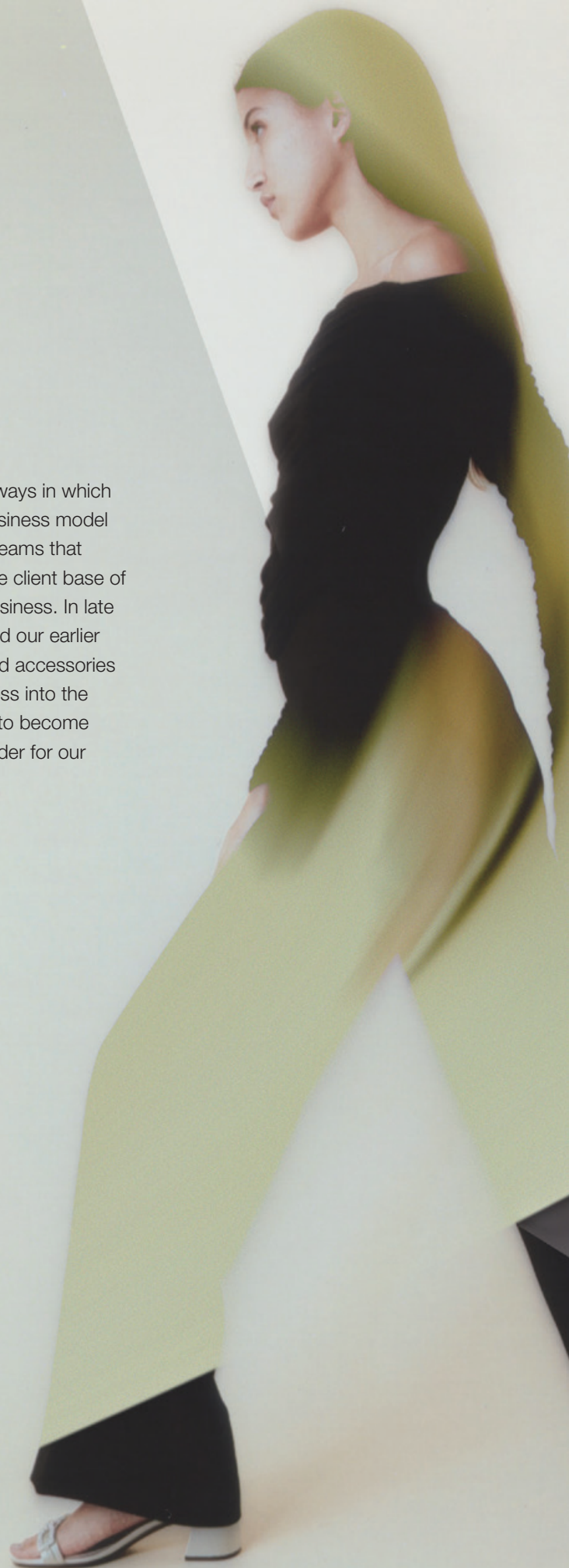
**MANAGEMENT
DISCUSSION
AND ANALYSIS**

The Board of Directors (the “Board”) of Stella International Holdings Limited (“Stella” or the “Company”) is pleased to present the annual report of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 December 2022.

BUSINESS STRATEGIES

We have adopted a margin-accretive business model within our footwear manufacturing business by being highly responsive to growth opportunities in the footwear market, particularly those arising from the booming ‘athleisure’ trend being led by major Sports brands and into which more and more Luxury and Fashion brands are seeking to enter.

We are also seeking ways in which to apply the same business model in similar business streams that synergise well with the client base of our manufacturing business. In late 2021, we incorporated our earlier acquired handbag and accessories manufacturing business into the Company as we aim to become a total solutions provider for our premium customers.



THREE-YEAR PLAN (2023-2025)

As part of our long term strategy, we are embarking on a Three-Year Plan with a focus on growth and margin expansion listed below:

Enhance our category mix to better align with our unique strengths and capabilities, including:

- Further deepening our relationships with major global sports brands, leveraging our capabilities in product development in differentiated and complex products to support and grow with them as they continue to expand and lead innovation in the athleisure and luxury-priced footwear categories
- Partner with additional Luxury and high-end Fashion brands that are seeking to introduce sports and athleisure into their collections, with Stella being a close collaborator at every stage including design, commercialisation and manufacturing
- Add more well-established but fast-growing boutique Sports and Fashion footwear brands that are leading athleisure fashion trends to our customer portfolio

Expand and diversify our manufacturing capacity to protect our cost base, including:

- Ramping up our new footwear factory in Solo, Indonesia that commenced production in 2022
- Announcing plans, together with a major brand partner, to jointly develop an exclusive Sports footwear factory in Indonesia
- Committing to increasing our production capacity in Bangladesh, starting in 2023

Optimise our management effectiveness and efficiency, including:

- Re-organising our organisational structure, centralising our account management teams to provide better customer service and refocusing our factory operational teams on day-to-day manufacturing excellence
- Combining our research and development teams to enhance our design and commercialisation capabilities, and better serve our customers
- Aligning manager incentive schemes with transparent short-term and long-term operational targets

Strengthen cost efficiency and improve working capital including:

- Enhancing our customer portfolio to reduce our overall risk
- Improving our inventory and cash flow management
- Further strengthening cost controls across divisions

Increasing operational efficiency, including:

- Encouraging the sharing of best practices among factories
- Pursuing operational excellence through process optimisation and by moving our supply chain closer to new production areas

TARGETS FOR THREE-YEAR PLAN

Operating Margin
10%

Profit After Tax
CAGR
Low-Teens

BUSINESS REVIEW

In the year ended 31 December 2022, we saw an expansion of our gross profit margin and operating profit margin as we successfully implemented our growth strategies and improved our product and customer mix, despite a weakening global economy and inventory challenges faced by some of our customers.

We continued to add new customers, particularly in our Luxury, high-end Fashion and Sports categories and committed to growing with them in anticipation of them making a significant contribution to our profitability in the coming years.

Our footwear manufacturing facilities across Asia, particularly those devoted to non-Sports customers, operated at close-to-full capacity for most of the year. Our long-term capacity expansion and diversification initiatives also remained on track as we continued to ramp up our new factory in Solo, Indonesia. After seeing a slowing macroeconomic environment and increasing inventory levels at selected customers from the end of the first half of the year, we quickly tightened cost controls and delayed planned capacity expansion projects at our other manufacturing facilities to safeguard our strong operational performance.

We continued to develop our handbag and accessories manufacturing business, integrating and standardising our production bases in Vietnam and Indonesia to meet 'European heritage brand' standards in terms of styles and product mix.

The key financial performance indicators of the Company include revenue, gross profit and operating profit. An analysis of these indicators during the year ended 31 December 2022 are as below:

Revenue

The Group's consolidated revenue for the year increased by 5.9% to US\$1,630.8 million (2021: US\$1,540.6 million), while shipment volumes for the year rose by 0.4% to 56.0 million pairs (2021: 55.8 million pairs), led by our Fashion and Sports segments.

The ASP of our footwear products for the year increased by 5.2% to US\$28.5 per pair (2021: US\$27.1 per pair), mostly driven by changes in our customer mix and product mix.

In terms of product category, demand for our Sports category, one of our main growth drivers, increased by 14.7% on a like-for-like basis and accounted for 42.6% of total manufacturing revenue (2021: 39.4%). Despite adding new customers in our Luxury category, revenue attributed to it declined by 14.4% year-on-year due to one customer pulling back orders on selected styles to better manage its product launch strategy. Our Luxury category accounted for 8.3% of total manufacturing revenue (2021: 10.2%).





Revenue attributed to our Fashion category increased by 50.3% year-on-year, accounting for 25.5% of our total manufacturing revenue (2021: 18%), as demand from our existing customers bounced back strongly and as we added new customers in this category that have similar ASPs to Luxury customers but are classified as Fashion customers due to their branding and style. Revenue attributed to our Casual category declined by 22.9%, accounting for 23.6% (2021: 32.4%) of total manufacturing revenue as we reallocated capacity to grow our other categories in line with our strategy.

Geographically, North America and Europe remain our two largest markets, accounting for 51.3% and 24.1% of our total revenue during the year under review. This was followed by the PRC (including Hong Kong), which accounted for 13.5%, Asia (other than the PRC), which accounted for 8.2% and other geographic regions, which accounted for 2.9%.

Revenue attributed to our branding business (which consists of our retail business in Europe and the wholesale business for our own retail footwear brand Stella Luna) decreased by 31.8% to US\$10.7 million during the year under review, mainly due to the weak performance of the wholesale business which was impacted by COVID restrictions in the PRC.

Gross profit

Our gross profit for the year under review increased by 11.1% to US\$352.1 million (2021: US\$316.8 million). Our gross profit margin was 21.6% (2021: 20.6%) with upward support from an improved customer and product mix as a result of our growth strategy although partially offset by higher raw material costs.

Operating profit

Our reported operating profit¹ for the year under review increased by 30.9% to US\$134.8 million (2021: US\$103.0 million) as a result of higher revenue, an improved customer mix, enhanced production efficiency and cost controls, partially affected by US\$6.8 million work stoppage loss associated with the impact of COVID-19 lockdowns at two of our factories in the PRC.

Net results

Due to the factors outlined above, the Group recorded a net profit of US\$117.2 million for the year ended 31 December 2022 (2021: US\$90.8 million), including a loss of US\$2.3 million on the net fair value loss on financial instruments related to its investment in Lanvin Group Holdings Limited following its listing on the New York Stock Exchange.

Notwithstanding the Group's investment in Lanvin Group Holdings Limited, the Group recorded an adjusted net profit of US\$119.5 million for the year ended 31 December 2022 (2021: US\$90.8 million)

Strong net cash position

As a result of our dedicated efforts in managing credit risk and cash flow, we posted a net cash position of US\$206.1 million as at 31 December 2022, compared to a net cash position of US\$127.5 million as at 31 December 2021. Therefore, the Group's net gearing ratio² was -20.3%, as at 31 December 2022 compared to -12.5% as at 31 December 2021.

¹ Reported operating profit is the Group's operating profit before changes in fair value of financial instruments.

² Net gearing ratio = net debt/shareholder equity.

OUTLOOK

We are facing stronger headwinds in 2023 compared to 2022 with weakening economies and global inflation crimping consumer sentiment in both North America and Europe. At the same time, some of our customers, particularly in the Sports and Casual segments, are grappling with inventory challenges which may impact our order book, especially in the first half of 2023.

However, the sudden removal of all COVID-19 restrictions in China at the end of 2022 caught many of our brand customers by surprise and this may positively influence ordering activity, particularly in the second half of 2023.

Notwithstanding the impact of China's reopening of the border and adopting a conservative approach, we expect overall full-year volume to decline in 2023 led by our Sports customers, although orders from newly-added Luxury and high-end Fashion customers are expected to grow robustly from a small base in line with our growth strategies. But with our endeavours to drive operational efficiency and control costs, together with the increasing benefits brought by an enhanced product and consumer mix, we still expect to maintain strong gross profit margin and operating profit margin levels.

Moving forward, ASP and volume guidance will become more difficult to guide on a like-for-like basis compared with previous years as we continue to adjust and reshape our customer and product mix as a result of our growth strategies. But we are cautiously optimistic that these adjustments will positively grow our margins and profitability.

We are committed to moving forward on our long-term capacity expansion projects. The ramp-up of our new manufacturing facility in Solo, Indonesia, remains on track and is performing very well operationally. We are set to acquire new land for a new manufacturing facility in another part of Indonesia for our major Sports customer, which will account for the majority of our capital expenditure in 2023. At the same time, we plan to implement smaller-scale capacity expansions at our existing production facilities that were delayed in 2022. We will also begin to build additional facility capacity in Bangladesh.

We will continue to develop our new handbag and accessories manufacturing business into another pillar of growth by continuing to enhance its product quality and production efficiency while introducing it to more of our high-end customer base.

As we implement our growth strategies, we will continue to create value and generate higher returns for our shareholders.

CASH RETURN TO SHAREHOLDERS

As we work towards implementing our strategies, we remain committed to returning profits and providing attractive returns to our shareholders. After considering the Group's free cash flow situation, the Board has resolved to declare a final dividend of HK45 cents per ordinary share, representing a full-year dividend of HK87 cents per ordinary share for the year ended 31 December 2022, representing a payout ratio of about 75%.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2022, the Group had cash and cash equivalents of approximately US\$213.3 million (31 December 2021: US\$135.2 million).

During the year under review, cash generated from operations was US\$240.1 million (2021: US\$120.3 million), representing an increase of 99.6%.

Net cash outflows used in investing activities were US\$53.8 million during the year under review (2021: US\$71.4 million), representing a decrease of 24.6%. Capital expenditure amounted to approximately US\$57.9 million during the year under review (2021: US\$55.9 million).

As at 31 December 2022, the Group had current assets of approximately US\$726.0 million (31 December 2021: US\$734.9 million) and current liabilities of approximately US\$219.9 million (31 December 2021: US\$257.6 million). The current ratio (which is calculated on the basis of current assets over current liabilities) was 3.3 as at 31 December 2022 (31 December 2021: 2.9), an indication of the Group's well-maintained liquidity and healthy financial position.

BANK BORROWINGS

The Group had bank borrowings of US\$7.2 million as at 31 December 2022 (31 December 2021: US\$7.7 million).

The Group maintained a net cash position of US\$206.1 million as at 31 December 2022 (31 December 2021: US\$127.5 million). Therefore, the Group's net gearing ratio which is calculated on the basis of net debt over shareholder equity was -20.3% as at 31 December 2022 compared to -12.5% as at 31 December 2021.

FOREIGN CURRENCY EXPOSURE

During the year under review, the Group's sales were mostly denominated in U.S. dollars, while the purchase of raw materials and operating expenses were mostly denominated in U.S. dollars and RMB. Currency exposures were mostly in RMB and Hong Kong dollars against US dollars, the functional currency of the Group.

PLEDGE OF ASSETS

As at 31 December 2022, the Group had pledged US\$10.8 million of its assets (31 December 2021: US\$11.4 million).

CONTINGENT LIABILITIES

As at 31 December 2022, the Group had no contingent liabilities (31 December 2021: Nil).

MAJOR CUSTOMERS AND SUPPLIERS

Customers and suppliers are our core stakeholders. We believe their successes are indispensable to our growth. Also, an effective alignment between them is the key to high-performing supply chain competitiveness. Our brand customers evaluate supply chain performance on product commercialisation, quality, on-time delivery and efficiency. The Company consistently places within the top 10 percentile of these vendors' evaluations.

We treasure our alliance with these long-term partners and we will continue to build strategic and fruitful relationships with them to enable continuous improvements in quality, craftsmanship, innovation, speed to market and small batch production.

EMPLOYEES

As at 31 December 2022, the Group had approximately 42,500 employees (31 December 2021: approximately 42,500). We cultivate a caring, sharing and learning culture among our employees and believe that human resources are significant assets to the Group's development and expansion. We actively seek to attract, develop and retain individuals who are proactive, positive, committed to and passionate about our business.

The Group has continued to build a strong management team internally through effective learning and promotion programs, including our "Leadership Programme" to identify potential high calibre colleagues, to assess the quality of senior management and ultimately to determine appropriate incentives and other human resources development measures. With a view to recognising and rewarding the contribution of employees, as well as providing incentives to employees in order to retain them for the continual operation and development of the Group and attract suitable personnel for the further development of the Group, the Company has adopted a long-term incentive scheme and a share award plan.





**CORPORATE
GOVERNANCE
REPORT**

CORPORATE GOVERNANCE REPORT

The board (the “Board”) of directors (the “Directors”) of Stella International Holdings Limited (the “Company”) and management of the Company and its subsidiaries (collectively, the “Group”) are committed to achieving high standards of corporate governance through increasing transparency, accountability and better risk assessment and mitigation. We believe that high standard of corporate governance practices will translate into long-term returns to the shareholders of the Company (the “Shareholders”).

CORPORATE GOVERNANCE MODEL

The Company advocates a governance model which combines both corporate governance and business governance in order to build long-term interests for the Group. Corporate governance emphasises on conformance with relevant laws and regulations while business governance focuses on business performance. We believe the combination of both will enhance accountability and assurance to the Shareholders which are the key drivers for value creation for the Group.

CORPORATE PURPOSE, STRATEGY AND GOVERNANCE

Corporate strategy, business model and culture

The Board assumes responsibility for its leadership and control and collectively responsible for promoting its success by directing and supervising its affairs, enabling the Directors making decisions objectively in the best interests of the Group.

The Board is the governing body of the Group. It establishes the Group’s mission, values and strategy, and ensure that the Group’s culture is aligned. We have adopted a business model and strategy (as disclosed under the “Management Discussion and Analysis” section in this annual report) upon which we would generate value in the long run.

Corporate Governance Functions – the 4 Rs

The Board has delegated the corporate governance functions to the Corporate Governance Committee. Focusing on the 4 Rs – regulatory compliance, risk management, investor relations and corporate social responsibilities, the principal role and function of the Corporate Governance Committee, which are set out in its terms of reference, include the following:

1. to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board;
2. to review the Company’s compliance with the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the relevant disclosure in the Company’s annual and interim reports;
3. to develop and review the Company’s policies and practices on environmental, social and governance (“ESG”) and make recommendations to the Board;
4. to review and monitor the evaluation and management of ESG-related issues;
5. to review and monitor the progress made against ESG-related goals and targets;
6. to review the Company’s compliance with the Listing Rules on disclosure of ESG-related issues in the ESG Report;
7. to review and monitor the training and continuous professional development of directors and senior management; and
8. to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements.

Note: For more details of the Group’s ESG vision, initiatives and performance, please refer to the Company’s 2022 Environmental, Social and Governance Report of the Company.

The terms of reference are posted on the Stock Exchange's website and the Company's website.

The Corporate Governance Committee currently has three members comprising three independent non-executive Directors, namely Bolliger Peter, Chan Fu Keung, William, *BBS* and Yue Chao-Tang, Thomas. The chairman of the Corporate Governance Committee is Bolliger Peter.

During the year, the following work has been performed by the Corporate Governance Committee:

- reviewed annual corporate governance report and ESG report and related disclosure in the annual and interim reports;
- reviewed corporate governance framework;
- reviewed ESG-related matters;
- reviewed the board evaluation program;
- reviewed corporate disclosure policy; and
- reviewed training and continuous professional development of Directors and senior management.

Corporate Governance Practices

The Company's governance practices are reflected in the Group's various policies and guidelines, including the following:

- Terms of reference of various Board committees (Audit Committee, Corporate Governance Committee, Executive Committee, Nomination Committee and Remuneration Committee)
- Compliance Manual
- Corporate Disclosure Policy
- Memorandum on Disclosure of (1) Inside Information and (2) Information Necessary to Avoid a False Market
- Board Diversity Policy
- Whistleblowing Policy
- Anti-Corruption and Anti-Bribery Code of Conduct

Compliance with CG Code

Throughout the year 2022, the Company has complied with all code provisions and, where appropriate, adopted the recommended best practices set out in the CG Code. Having regard to the individual circumstances and operations of the Group and the risks and challenges it faces, the Directors are of the view that effective application of the principles of good corporate governance set out in Part 2 of the CG Code and the underlying spirit has been achieved by such means.

BOARD COMPOSITION AND NOMINATION

Board composition, succession and evaluation

To ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the business of the Group, a policy of selection and nomination of Directors has been established and set out in writing in our board diversity policy which is articulated in more detail below.

The independent non-executive Directors constitute the majority of the Board so that there is a strong independent element on the Board, which serves as a mechanism to ensure that independent views and input are available to the Board and that the Board can effectively exercise independent judgment. The independent non-executive Directors are of diversified background and competencies, with appropriate professional qualifications and/or extensive knowledge and experience in their respective business undertakings. Board independence is also maintained through regularly review by the Nomination Committee of the independence of the independent non-executive Directors. In addition, independent professional advice is sought as and when required by individual Directors.

The composition of the Board, by category, is disclosed in all corporate communications.

The Company has maintained on its website and on the Stock Exchange's website an updated list of Directors identifying their roles and functions and whether they are independent non-executive Directors.

Board Diversity Policy

The board diversity policy of the Company is:

1. Policy Statement

Directors are selected and nominated based on a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, competencies, skills, geographical network capabilities and cross-border experiences in pursuit of maintaining a board of diversified background and competencies, in order to contribute to more effective board deliberations and business directions of the Group.

2. Nominations and Appointments

The Nomination Committee is responsible for:

- reviewing the structure, size and composition of the Board;
- identifying individuals suitably qualified to become board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorship; and
- making recommendations to the Board on the appointment or re-appointment of directors and succession for directors.

3. Measurable Objectives

The Nomination Committee shall develop measurable objectives for implementing this policy, taking into account the Group's strategic plan and business needs. Our measurable objectives include increasing diversity of functional experience, increasing understanding of operating markets and target customer segments.

4. Monitoring, Tracking and Reporting

The Nomination Committee shall review this policy and report the same to the Board on an annual basis.

The Nomination Committee shall also report annually, in the Corporate Governance Report a summary of this policy, the measurable objectives for implementing this Policy, and the progress made on achieving such measurable objectives.

5. Gender Diversity

The Directors consider that gender diversity of the Board has been achieved with Ms. Shi Nan Sun and Ms. Wan Sin Yee, Sindy on board as independent non-executive Directors. The Nomination Committee will continue to search for and identify suitably qualified candidates and make nomination recommendations to the Board as and when appropriate to ensure there will be successors to the Board from time to time to maintain gender diversity wherever necessary.

As at the date of approval of this annual report, the workforce (including members of the senior management as disclosed in the section headed "Biographies of Directors and Senior Management — Senior Management" on this annual report) are in the 4:1 ratio of women to men. For details of our hiring practices, please refer to our ESG Report. In order to pursue for gender diversity, similar considerations are taken into account when selecting and hiring people across the Group's operations.

Board Evaluation

- *Objectives*

The Board has adopted a board evaluation programme with the following objectives:

- (i) reviewing current Board and committee practices with the view to improving efficiency and effectiveness;
- (ii) providing a periodic opportunity for the Board to review the company's corporate governance framework;
- (iii) testing Directors' knowledge of the business and its strategic situation;
- (iv) assessing the balance of skills, knowledge and experience on the Board and its committees;
- (v) identifying weaknesses that can be remedied by training and development; and
- (vi) improving the Board composition.

The Board believes that board evaluation is an on-going process and shall continuously assess its performance on a regular basis.

- *Process*

We have engaged a third-party consultant to work with the Corporate Governance Committee in the board evaluation process to ensure independence and effectiveness. The Board evaluates its performance by completing a set of questionnaires focused on leadership and responsibilities, board composition, process, supply of and access to information, financial reporting and internal controls, complemented with interviews conducted with each Director separately to understand more accurately their feedback. A board evaluation report is then released and presented to the Corporate Governance Committee and the Board. Afterwards the management devises an action plan to implement the recommendations given.

Appointments, re-election and removal

The Company has maintained a formal, considered and transparent procedure for appointment of new directors. There are in place plans for orderly succession for appointments, selection and nomination of new Directors to the Board. The appointments of Directors are first reviewed by the Nomination Committee; the recommendations of the Nomination Committee are then proposed to the Board for approval.

All Directors (including non-executive Directors (if any) and independent non-executive Directors) are appointed for a specific term and are subject to retirement by rotation at least once every three years.

All executive Directors have in-depth industry knowledge and established track record, whose interests are aligned with that of the Company. Every Director has given sufficient time and attention to the Company's affairs. The independent non-executive Directors have brought a wide spectrum of their extensive knowledge and experience in their respective business undertakings to the Board for the fullest performance of its functions.

Where the Board proposes a resolution to elect an independent non-executive Director at general meeting, the circular to shareholders of the Company includes information on the process for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual is independent; and perspectives, skills and experience that the individual can bring to the Board and how the individual contributes to the diversity of the Board.

In cases where an independent non-executive Director has served more than nine years, his further appointment is subject to independence assessment by the Nomination Committee followed by the Board's determination and separate resolution to be approved by the shareholders of the Company. The papers to shareholders accompanying that resolution states why the Board believes that the director is still independent and should be re-elected.

Nomination Committee

The principal role and function of the Nomination Committee, which are set out in its terms of reference, include reviewing the structure, size and composition of the Board, identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorship, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors. The terms of reference of the Nomination Committee are posted on the Stock Exchange's website and the Company's website.

The Nomination Committee currently has five members comprising all independent non-executive Directors, namely, Chen Johnny, Chan Fu Keung, William, *BBS*, Yue Chao-Tang, Thomas, Bolliger Peter and Shi Nan Sun. The chairman of the Nomination Committee is Chen Johnny.

During the year, the following work has been performed by the Nomination Committee:

- reviewed the structure, size and composition of the Board;
- reviewed the board diversity policy;
- discussed succession planning;
- made recommendation as to which Directors shall retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election; and
- assessed the independence of independent non-executive Directors.

The Nomination Committee has been provided with sufficient resources to perform its duties. In particular, the Nomination Committee is empowered to obtain independent professional advice, and any expenses incurred shall be borne by the Company.

DIRECTORS' RESPONSIBILITIES, DELEGATION AND BOARD PROCEEDINGS

Responsibilities of Directors

Every Director knows his responsibilities as a Director and the conduct, business activities and development of the Group. Independent non-executive Directors understand they have the same duties of care and skill and fiduciary duties as executive Directors.

All newly appointed Directors receive an induction programme on their respective appointment, which are tailored to their background, experience and their role in the Group and are designed to enable them to better understand the operations and business of the Group. The programme includes an induction package given to newly appointed Directors, which comprises a brief introduction of the Group's business and the statutory and regulatory obligations of a director of a listed company. Independent non-executive Directors are invited to site visits of major operating units of the Group and briefed by the Company's executive Directors and senior management on the Group's business and governance practices.

Subsequently Directors receive monthly updates comprising the Group's financial information and business update. In addition, they also receive market intelligence materials (called Monthly Industry Tracker), for them to better appraise the industry in which the Group operates.

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 for dealing in securities of the Company by the Directors for the relevant employees of the Group.

CORPORATE GOVERNANCE REPORT

The persons occupying the following positions are regarded as the relevant employees of the Company who shall be subject to the restrictions on dealings in the Company's shares under the Model Code. This list is reviewed by the Corporate Governance Committee on annual basis:

Chief Executive Officer
 Chief Operating Officer
 Chief Financial Officer
 Company Secretary
 Head of Investor Relations
 Senior managers in various business divisions

All Directors are required to provide the Company with their training records. At the same time the Company is responsible for arranging and funding continuous professional development programmes for the Directors.

During the year, Directors participated in training sessions for update on changes to the business, legal and regulatory environments in which the Group operates, as follows:

Name of Directors	Kinds of Training
Executive Directors	
Chen Li-Ming, Lawrence (Chairman)	A, B, C
Chi Lo-Jen (Chief Executive Officer)	A, B, C
Gillman Charles Christopher <i>(Note 1)</i>	A, B, C
Chiang Yi-Min, Harvey <i>(Note 1)</i>	A, B, C
Non-Executive Directors	
Chiang Jeh-Chung, Jack <i>(Note 2)</i>	A, B, C
Chao Ming-Cheng, Eric <i>(Note 2)</i>	A, B, C
Independent Non-executive Directors	
Chen Johnny	A, B, C
Bolliger Peter	A, B, C
Chan Fu Keung, William, <i>BBS</i>	A, B, C
Yue Chao-Tang, Thomas	A, B, C
Lian Jie <i>(Note 3)</i>	A, B, C
Shi Nan Sun	A, B, C

A: Legal/regulatory
 B: Business
 C: Financial

Notes:

1. Appointed with effect from 17 March 2022
2. Retired on 12 May 2022 after the conclusion of the Annual General Meeting
3. Passed away on 28 March 2022

The Directors are required to confirm to the Company at the time of appointment, and subsequently on semi-annual basis any change, the number and nature of offices held in public companies or organisations and other significant commitments. These measures ensure that the Directors can devote sufficient time and make contributions to the Group that are commensurate with their roles and board responsibilities. The Board also ensures that changes to its composition can be managed without undue disruption.

The independent non-executive Directors contribute the benefit of their skills, expertise and varied background and qualifications through regular attendance and active participation in the Board and Board committee meetings on which they serve. They make positive contribution to the Group's business strategy and policies through exercising independent judgment on issues discussed and giving constructive and informed comments at such meetings. They also scrutinise the Company's performance by reviewing the business and financial performance updates at such meetings and follow up with any outstanding issues afterwards on regular basis.

Directors are entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by them in the execution of the duties of their office. A Directors and Officers Liability Insurance Policy is in place to cover the liability of the Company's Directors and officers.

Chairman and Chief Executive

There is a clear division of responsibilities between the Chairman and the Chief Executive Officer. Such division of responsibilities has been formalised and set out in writing. The respective responsibilities borne by the Chairman and the Chief Executive Officer are:

Chairman's responsibilities:

- Determines broad strategic direction
- Provides leadership of the Board
- Facilitates effective contribution from non-executive Directors
- Supports and advises, and manages the CEO's performance in terms of realisation of Group's objectives determined by the Board
- Ensures good corporate governance practices and procedures are established
- Maintains an effective communication between the Board, management of the Company and shareholders generally

Chief Executive Officer's responsibilities:

- Provides leadership for the management
- Oversees the realisation by the Group of the objectives determined by the Board
- Provides information to the Board as is necessary to enable the Board to monitor the performance of management

CORPORATE GOVERNANCE REPORT

- Leads the management of the Group's relationship with its stakeholders
- Puts in place programmes for management development and succession
- Establishes and maintains proper internal controls and internal audit systems
- Discharges such duties and authorities as may be delegated in writing to him/her by the Board

Management functions

The respective responsibilities of the Board and the management of the Company have been formalised and set out in writing. The scope of matters that are retained for the Board's decision are:

- Determination of future development directions
- Determination of overall strategies and policies
- Approval of annual business plan and budget
- Approval of dividend distribution proposals
- Approval of significant investments, merger/acquisition projects, major financing arrangements, connected transactions and material contracts
- Approval of any matters, if considered appropriate, following recommendations by various Board committees
- Approval of other matters that are of a material or substantial nature

The management of the day-to-day operations of the Group is delegated by the Board to the management. To ensure efficient day-to-day operations of the Group and handle such matters as delegated by the Board from time to time, an executive committee of the Board has been established with specific written terms of reference which deal clearly with the committee's authority and duties.

Board Committees

The Board has four corporate governance-related Board committees, namely the Audit Committee, Corporate Governance Committee, Remuneration Committee and Nomination Committee. These committees are formed with specific terms of reference which deal clearly with their authority and duties. The terms of reference of these Board committees require them to report back to the board on their decisions or recommendations.

Board process

Attendance records

The Directors' meetings attendance records for the year 2022 are set out below:

Board of Directors Meetings	Board of Directors Meetings	Audit Committee Meetings	Corporate Governance Committee Meetings	Nomination Committee Meetings	Remuneration Committee Meetings	Annual General Meeting
Number of Meetings	8	3	3	2	3	1
Executive Directors						
Chen Li-Ming, Lawrence (Chairman of the Board)	8/8					1/1
Chi Lo-Jen (Chief Executive Officer)	7/8					0/1
Gillman Charles Christopher ^(Note 1)	4/5					1/1
Chiang Yi-Min, Harvey ^(Note 1)	5/5					0/1
Non-executive Directors						
Chiang Jeh-Chung, Jack ^(Note 2)	1/4					0/1
Chao Ming-Cheng, Eric ^(Note 2)	3/4					0/1
Independent Non-executive Directors						
Chen Johnny	7/8	1/3		1/2	3/3	0/1
Bolliger Peter	8/8		3/3	2/2		1/1
Chan Fu Keung, William	8/8	3/3	3/3	2/2	3/3	1/1
Yue Chao-Tang, Thomas	8/8	3/3	2/3	1/2	3/3	1/1
Lian Jie ^(Note 3)	1/3	0/1		0/1		
Shi Nan Sun	8/8			2/2		1/1

Notes:

1. Appointed with effect from 17 March 2022.
2. Retired on 12 May 2022 after the conclusion of the Annual General Meeting
3. Passed away on 28 March 2022

Attendance of each Director is stated by reference to the number of board meetings, board committee meetings and annual general meeting held during his/her tenure. No meeting was attended by the alternate of any Director.

Apart from the formal Board meetings, the Chairman maintains open dialogue and interacts with the independent non-executive Directors, such as holding meetings with the independent non-executive Directors from time to time without the presence of other Directors, to ensure effective communication.

Relationships among the members of the Board

Chiang Jeh-Chung, Jack ^(Note) is the uncle of Chi Lo-Jen. Chiang Yi-Min, Harvey is the cousin of the executive director of Chi Lo-Jen. Save as aforementioned, there is no other family relationship between any of the Directors, nor are there any financial, business or other material or relevant relationships among the members of the Board during the year.

Meeting process

Draft agenda of regular Board meetings are made available to all Directors in advance so that they may include any additional matters they consider appropriate in the agenda.

At least 14 days formal notice has been given to all Directors for regular Board meetings.

Regular Board meetings in 2022 have already been scheduled to ensure compliance with the CG Code and to facilitate Directors' attendance.

The Company Secretary is responsible for preparing minutes of all Board meetings and Board committee meetings; the final versions of which are available for the Directors' inspection at the Company's principal place of business.

Minutes of Board meetings and Board committee meetings have recorded in sufficient detail all matters discussed and resolved at such meetings. Draft minutes are circulated to all Directors for comment within a reasonable time after each meeting and final versions of the minutes are circulated to all Directors for records.

Directors are entitled to seek external independent legal advice at the Company's expense.

Directors are required to declare their interest, if any, in matters before Board meetings, or if such matters are dealt with by written resolutions, in such resolutions.

In case the Director(s) concerned has a material conflict of interest, the Director(s) concerned has abstained from voting on the relevant board resolution and is not counted towards the quorum.

The Chairman ensures that all Directors are properly briefed on issues arising at Board meetings and he takes an active role in encouraging Directors to make full and active participation in Board meetings. Relevant members of the senior management attend the meetings to present the Group's business/financial performance updates. The information and/or analyses required for the Board's consideration and decision making are included in Board papers that are delivered to Directors for their review in a timely manner. The Directors have separate and independent access to the Company's senior management to obtain further information as required to make informed decisions.

Note: Retired on 12 May 2022 after the conclusion of the Annual General Meeting.

Company Secretary

The Company Secretary plays an important role in supporting the Board by ensuring good information flow within the Board and that Board policy and procedures are followed. The Company Secretary is responsible for advising the Board through the Chairman on governance matters and also facilitating induction and professional development of Directors. All Directors have access to the advice and services of the Company Secretary. The Company Secretary reports to the Chairman.

Kan Siu Yim, Katie, the company secretary of the Company, is an employee of the Company and she has day-to-day knowledge of the Company's affairs. During the year, she has attended no less than 15 hours of relevant professional training in accordance with the requirement under Rule 3.29 of the Listing Rules.

AUDIT, INTERNAL CONTROL AND RISK MANAGEMENT

Financial reporting

The Board endeavours to present a balanced, clear and comprehensive assessment of the Group's performance, position and prospects.

Before the commencement of a new financial year, annual business plan and budget are presented to the Board for approval. To evaluate the performance of the Group, presentation of business review and financial analysis of the Group is made to the Board by the management at relevant Board meetings to approve the financial results of the Group. The management provides all members of the Board with monthly updates giving a balanced and understandable assessment of the Group's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties. The monthly updates comprise internal financial information comparing to budget, industry peer comparison, as well as market intelligence.

Directors and auditor of the Company have stated their responsibilities on pages 43 and 75 respectively of this annual report. The Board is responsible for the preparation of financial statements of the Company and ensuring that they give a true and fair view of the state of affairs of the Company according to the relevant statutory requirements and accounting standards.

Risk management and internal control

The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems. Such risks would include, amongst others, material risks relating to Environmental, Social and Governance ("ESG"). The Board acknowledges that such systems are designed to manage the Group's risks within an acceptable risk profile, rather than to eliminate the risk of failure to achieve business objectives of the Group, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board oversees the Group's risk management and internal control systems on an ongoing basis, ensure that a review of the effectiveness of the Group's risk management and internal control systems has been conducted at least annually and report to shareholders that it has done so in its Corporate Governance Report. The review covers all material controls (including financial, operational and compliance controls). It including the scope and quality of management's ongoing monitoring of risks (including ESG risks) and of the internal control system, and the work of its internal audit function and other assurance providers, and the Group's ability to respond to changes in its business and the external environment. The Board also oversees management in the design, implementation and monitoring the risk management and internal control systems, and the Board has received confirmations from management on the effectiveness of the Group's risk management and internal control systems on an annual basis.

The Company has underlying procedures to handle significant control failings or weaknesses, which include material adverse event assessment, mitigation plan and follow up action. Significant control failings or weaknesses, also, the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Group's financial performance or condition are reported to senior management and the Audit Committee on a monthly basis. Such findings are reported subsequently at Board meetings to enable the Board or Board Committee(s) to assess control of the Group and the effectiveness of the risk management and internal control systems of the Group and impel them to timely resolve material internal control defects, which helps manage various risk factors and improve its risks mitigation. No significant control failings or weaknesses were identified during the year.

The Board reviews annually ensures the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit, financial reporting functions, as well as those relating to the Group's ESG performance and reporting. The Board had reached the conclusion that the Group's risk management and internal control systems in place are effective and adequate for financial reporting and Listing Rules compliance.

The Group's risk management and internal control systems and internal audit manual have been reviewed comprehensively and implemented according to internal operation flow and business environment changes and obtained affirmative assessment of a third-party professional body. This system, which is COSO-based, comprises 5 elements: control environment, risk assessment, control activities, information and communication, and monitoring.

The internal control procedures of the Group include strategic control, management control, compliance control and business process control. The internal control procedures are designed to safeguard the integrity of business processes (including financial and human assets, data/information and applicable systems), improve business effectiveness and efficiency, improve the quality of information for decision-making, as well as maintain a high standard of corporate governance.

The Group has an internal audit team which reports directly to the Audit Committee and the Chief Executive Officer of the Group. Ernst & Young, the Company's external auditor, reported on matters concerning internal control of the Group for the year ended 31 December 2022 in accordance with Hong Kong Standards on Auditing to the Audit Committee during its regular meetings.

For the handling and dissemination of inside information, a Memorandum on Disclosure of (1) Inside Information and (2) Information Necessary to Avoid a False Market (the "Inside Information Memorandum") has been adopted by the Board with an aim to give guidance on the managing, protection and disclosure of inside information as well as the disclosure of information necessary for avoidance of a false market. Under the Inside Information Memorandum, the control mechanism embodies (1) control structure; and (2) control process, which are articulated as below:

Control Structure

Monitors business and corporate developments to identify and escalate potential inside information to attention of the designated officers, committee or the Board.

Control Process

Control process comprises identification of control ownership, inside information assessment reporting and communication, as well as oversight to ensure proper segregation of duties and responsibilities.

Policies

The Group has established a whistleblowing policy and system for employees and major stakeholders to raise concerns, in confidence and anonymity, with the audit committee about possible improprieties in any matter related to the Group. The reported cases will be investigated in a confidential and timely manner.

The Group has also established an anti-corruption and anti-bribery code of conduct to promote and support anti-corruption laws and regulations. It outlines the Anti-Fraud and Counter-Corruption Control Framework as well as the Company's culture, expectations and requirements relating to the prevention, detection, reporting and investigation of any suspected or actual fraud, corruption and other irregularities.

Audit Committee

With the support of the Audit Committee, the Board has put in place formal and transparent arrangements to consider how it will apply financial reporting, risk management and internal control principles and maintain an appropriate relationship with the Company's auditor.

The principal role and function of the Audit Committee, which are set out in its terms of reference, include the review of the relationship with the Company's external auditor, review of the financial information of the Company, oversight of the Company's financial reporting system, risk management and internal control systems, review of the Company's compliance with any applicable laws and regulations, and review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action. The terms of reference are posted on the Stock Exchange's website and the Company's website.

The Audit Committee currently has three members comprising three independent non-executive Directors, namely Yue Chao-Tang, Thomas, Chen Johnny and Chan Fu Keung, William, *BBS*. The Chairman of the Audit Committee is Yue Chao-Tang, Thomas.

During the year, the following work has been performed by the Audit Committee:

- reviewed financial reporting system;
- reviewed the risk management and internal control systems;
- reviewed and discussed interim and annual results; and
- monitored the Group's tax matters.

The Audit Committee meets with the external auditor annually in the absence of the Company's management, to discuss matters relating to audit fees, any issues arising from the audit and any other matters the external auditor or the Audit Committee may wish to raise.

External Auditor and Auditor's Remuneration

The remuneration paid/payable to the external auditor of the Company in respect of audit services and non-audit services provided to the Group for the year ended 31 December 2022 was US\$607,000 and US\$120,000 respectively. The non-audit services related primarily to tax consulting services. The external auditor will not be engaged for non-audit services unless such services constitute permissible non-audit services which should be endorsed by the Audit Committee.

Process

The Company Secretary is responsible for preparing minutes of all Audit Committee meetings and such minutes have recorded in sufficient detail all matters discussed and resolved at such meetings. Draft minutes are circulated to all members for comment within a reasonable time after each meeting and final version of the minutes is circulated to all the Directors for records.

The Audit Committee has full access to the executive Directors, the senior management and internal audit team for any information relating to the Company's financial performance, financial reporting system, risk management and internal control systems to facilitate the process of making appropriate recommendations and proposals.

In addition, the Audit Committee may obtain advice from the external legal and other independent professional advice whenever they consider necessary.

REMUNERATION

A formal and transparent policy on directors' remuneration policy is in place, and the procedure for setting policy on executive directors' remuneration and all directors' remuneration packages are formal and transparent. Remuneration levels are well discussed at Remuneration Committee meetings. No Director has been involved in deciding his/her own remuneration.

Directors' remuneration policy

The Group endeavours to provide a fair market level of remuneration to attract, retain and motivate high quality executive Directors, senior management and employees.

Remuneration Committee

The principal role and function of the Remuneration Committee, which are set out in its terms of reference, are making recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration, reviewing and making recommendation to the Board the management's remuneration proposals for Directors and reviewing the Group's overall human resources strategy. The terms of reference of the Remuneration Committee are posted on the Stock Exchange's website and the Company's website.

The Remuneration Committee currently has three members comprising three independent non-executive Directors, Chan Fu Keung, William, *BBS*, Yue Chao-Tang, Thomas and Chen Johnny. The chairman of the Remuneration Committee is Chan Fu Keung, William, *BBS*.

During the year, the following work has been performed by the Remuneration Committee:

- reviewed the Group's human resources and remuneration strategies;
- reviewed major human resources projects;
- reviewed and determined the policy for the remuneration of executive Directors;
- made recommendations to the Board on the proposed remuneration packages of individual Directors and senior management; and
- reviewed and made recommendations to the Board on the grant of share options^(Note).

Note: Such grant of share options relates to the grant of 19,740,000 options to subscribe for shares in the Company (the “Share Options”) to 72 grantees, including 1,500,000 Share Options to be granted to Mr. Chi Lo-Jen, an executive Director and the Chief Executive Officer of the Group, 18,195,000 Shares Options in aggregate to be granted to a total of 70 other employees of the Group, and 45,000 Share Options to be granted to a consultant of the Group (the “Consultant”), under the share option scheme approved by an ordinary resolution of the Shareholders on 19 May 2017 (the “2017 Scheme”). Such Share Options were granted by the Company on 3 January 2022.

The Consultant was a third party independent of the Company and its connected persons (as defined in the Listing Rules) and has been engaged to provide logistics support consultancy services to the Group. Pursuant to the terms of the 2017 Scheme, the Directors may invite any person belonging to the specified classes to take up Share Options, including, among others, any advisor or consultant to any area of business or business development of any member of the Group. The Remuneration Committee considered that the grant of Share Options to the Consultant would constitute rewards for the services rendered by the Consultant and furnish him with a personal stake in the Company, which would in turn serve to achieve retention purpose and encourage him to contribute further to the development and growth of the Group for the benefit of the Shareholders.

Although no performance target was attached to the Share Options granted, the Remuneration Committee was of the view that the grant of the Share Options could serve to retain the Director and senior managers of the Group to whom the Share Options had been granted (the “Relevant Grantees”) and motivate them to contribute further to the development of the Group for the following reasons: (1) the grant was in itself a formal and official recognition of, and a show of appreciation for, the dedication and excellence the Relevant Grantees had all along demonstrated in their respective positions, and such rewards could help increase their loyalty to the Group; (2) as Directors or senior managers of the Group, the Relevant Grantees were in a direct position to drive the Group’s operational and financial performances; with the Share Options granted, the Relevant Grantees would have the opportunity to share the results achieved by the Group and thereby be rewarded for their effort at work, and they would therefore have added incentives to stay with the Group and work towards continuous improvements in business performance, sound corporate governance and sustainable growth of the Group; and (3) under the vesting conditions, the Share Options would be vested in tranches over a period of three years from the date of grant, and the Relevant Grantees would be incentivised to service the Group for a relatively long term. By aligning the interests of the Group, the Shareholders and the Relevant Grantees, the Grant could reinforce the Relevant Grantees’ commitment to the long-term development and growth of the Group, thereby achieving the objectives of the 2017 Scheme. For the above reasons, the Remuneration Committee had recommended that the Board should approve the grant of the Share Options to the Director and other relevant employees of the Group and the Consultant.

Process

The Remuneration Committee adopts the model of making recommendations to the Board on the remuneration packages of individual executive directors and senior management. The procedure for setting policy on executive Directors' remuneration is as follows:

- (i) The Company's management makes recommendations to the Remuneration Committee on the executive Directors' remuneration;
- (ii) the Remuneration Committee then reviews these recommendations (with access to professional advice if considered necessary and at the Company's expense) and proposes the final remuneration package to the Board for approval; and
- (iii) No Director or any of his or her associates is involved in deciding his or her own remuneration.

The Remuneration Committee has full access to the human resources personnel and senior management if required to obtain any information relating to the human resources structure of the Group so as to facilitate making appropriate remuneration-related recommendations and proposals. The Remuneration Committee also has access to independent professional advice at the Company's expense if considered necessary.

The remuneration of the senior management of the Company by band was set out in Note 11 to the financial statements.

SHAREHOLDERS ENGAGEMENT

Investor relations

The Board endeavours to maintain an on-going dialogue with the Shareholders and in particular, use annual general meetings or other general meetings, financial reports and corporate websites to communicate with the Shareholders. In addition, the Company's spokespersons meet with research analysts and the press on a regular basis, attend major investors' conferences and participate in international non-deal roadshows in order to maintain a continuing communication with the institutional analysts, investors and financial media.

During the financial year, in order to solicit and understand the views of Shareholders and other stakeholders, over 90 investor relations activities were conducted including investor group calls, one-on-one calls and teleconferences in which Shareholders and other participants are allowed to communicate their views on various matters affecting the Group. As affected by the COVID-19 pandemic, most of the investor relations activities were conducted via conference calls or video calls. The Company's spokespersons also actively participated in virtual conferences and roadshows as well as virtual meetings. Hence, the implementation and effectiveness of the Shareholders' communication policy had not been significantly affected by the COVID-19 pandemic during the year ended 31 December 2022. Effective communication was achieved between the investment community and the Company as the Company promptly, transparently, and effectively communicated the Company's operational and financial performance under the various waves of COVID-19 pandemic in different countries during the year under review.

The Company maintains a Corporate Disclosure Policy on which the framework of Shareholders' communication policy is built. In the Corporate Disclosure Policy, the following major aspects are dealt with:

- (a) to determine the authorised Company spokespersons and their responsibilities;
- (b) to give guidelines to employees;
- (c) to determine policy on communicating with media;
- (d) to determine policy on communicating with shareholders and investment community;
- (e) to determine policy on meetings with investment community;
- (f) to determine policy on commenting on analysts' earnings estimates;
- (g) to determine policy on responding to rumours/leaks/inadvertent disclosures; and
- (h) to determine policy on forward-looking statements.

The Corporate Governance Committee reviews this Corporate Disclosure Policy on an annual basis.

The Company has a dividend policy which is disclosed in the Directors' Report of this Annual Report.

Constitutional documents

During the year ended 31 December 2022, certain amendments of the Articles of Association have been made and approved at the annual general meeting of the Company held on 12 May 2022 (the "2022 AGM"). Such amendments were made pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 "Core Standards" for shareholder protections for issuers. As such, amendments to the Articles of Association have been made for the purposes of, among others, (i) bringing the Articles in line with amendments made to the Listing Rules and applicable laws and procedures of the Cayman Islands; and (ii) making certain minor housekeeping amendments to the Articles of Association for the purpose of clarifying existing practice and making consequential amendments in line with the proposed amendments.

Shareholders' rights

(a) How Shareholders can convene an extraordinary general meeting

In accordance with article 58 of the Company's articles of association, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

(b) The procedures for sending enquiries to the Board

Shareholders may put enquiries to the Board (i) in writing to the Company's registered office in Hong Kong (Flat C, 20/F, MG Tower, 133 Hoi Bun Road, Kowloon, Hong Kong) for attention to the Company Secretary or (ii) by email at stella@stella.com.hk or (iii) by attending the Company's annual general meeting or extraordinary general meeting.

(c) The procedures for putting forward proposals at Shareholders' meetings

(i) proposal relating to election of a person other than a Director as a Director

In accordance with article 88 of the Company's articles of association, if a Shareholder wishes to propose a person other than a Director for election as a Director at any general meeting, a notice signed respectively by that Shareholder giving his intention to propose such person for election and stating the full name of the person proposed for election as a Director, including the person's biographical details as required by Rule 13.51(2) of the Listing Rules, and also the person to be proposed of his willingness to be elected as Director, be lodged at the Company's registered office in Hong Kong (Flat C, 20/F, MG Tower, 133 Hoi Bun Road, Kowloon, Hong Kong) attention to the Company Secretary. The minimum length of the period, during which such notices are given, shall be at least seven days and that (if the notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such notices shall commence on the day after dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

The Company has published the above procedures relating to Shareholder's right to propose a person for election as a Director on the Company's website.

(ii) other proposals

If a Shareholder wishes to make other proposals at Shareholders' meeting, he may lodge a written request, duly signed, at the Company's registered office in Hong Kong (Flat C, 20/F, MG Tower, 133 Hoi Bun Road, Kowloon, Hong Kong) attention to the Company Secretary.

Annual General Meeting

In order to ensure that our shareholders are given sufficient notice of shareholders meetings and are familiar with the procedures for conducting a poll, notice of the 2022 AGM together with annual reports and financial statements are dispatched to the shareholders more than 30 days prior to the meeting. Comprehensive information is also given on each separate resolution to be proposed.

Chen Li-Ming, Lawrence, the chairman of the Board had attended the 2022 AGM and the chairman or member of the Audit Committee, the Corporate Governance Committee, the Remuneration Committee and the Nomination Committee attended the 2022 AGM to answer Shareholders' questions. In addition, members of the senior management, and Ernst & Young, the Company's external auditor, had attended the 2022 AGM to answer Shareholders' questions.

Detailed explanation regarding the procedures for demanding poll by Shareholders had been provided at the commencement of the 2022 AGM.

DIRECTORS' AND AUDITOR'S ACKNOWLEDGEMENT

The Directors acknowledge their responsibility for preparing the accounts for the year under review.

The Board has conducted a review of the effectiveness of the risk management and internal control systems of the Group for the year under review.

The statement of the external auditor about its reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on page 73.

**BIOGRAPHIES OF
DIRECTORS
AND SENIOR
MANAGEMENT**



BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

CHEN Li-Ming, Lawrence, aged 62, is the chairman of the Board, an executive Director of the Company and a member of the Executive Committee of the Board. Mr. Chen has been with the Group since 1985. He is responsible for the Group's corporate management. He has over 38 years of experience in technology development and management in the footwear industry. He holds a Bachelor of Electrophysics degree from the National Chiao Tung University, Taiwan. He is also a director of certain subsidiaries of the Company which are engaged in design and marketing activities, manufacturing and retail business. He is a director of Cordwalner Bonaventure Inc., the single largest shareholder of the Company. He is also indirectly interested in the issued share capital of Cordwalner Bonaventure Inc. He is the cousin of a member of the senior management of the Company, Yang Chen-Ning.

CHI Lo-Jen, aged 51, is an executive Director of the Company and the Chief Executive Officer of the Group and the chairman of the Executive Committee of the Board. Mr. Chi joined the Group in 1995 and has over 28 years of experience in the footwear industry, during which he gained brand exposure in all aspects of the Group's operations including the fashion, casual and fashion athletic businesses. He is currently responsible for supervising the daily operations and business development of the Group's fashion footwear division and branding division. Mr. Chi has been instrumental in expanding the high-fashion customer base for the Group. He also oversees product design and commercialisation. Mr. Chi also took the lead in developing the Group's new fashion athletic footwear business – its main growth driver. Mr. Chi studied mechanical engineering at Carnegie Mellon University in the United States. He is also a director of certain subsidiaries of the Company which are engaged in design and marketing activities, manufacturing and branding business. Mr. Chi is the cousin of the executive Director, Chiang Yi-Min, Harvey.

GILLMAN Charles Christopher, aged 61, is an executive Director of the Company and a member of the Executive Committee of the Board since March 2022. Mr. Gillman joined the Group in 2018 and has over 40 years of experience in the footwear industry. He is currently responsible for the Sports Footwear Division of the Group. Prior to joining the Group, he was the president (worldwide sourcing) at Caleres, Inc. (formerly known as Brown Shoe Company), with extensive exposure in business operations in various aspects such as product development, sales and marketing and logistics, until 2017 after 35 years of service. He holds a Bachelor of Science degree in Business Administration from the Indiana University, the United States.

CHIANG Yi-Min, Harvey, aged 39, is an executive Director of the Company and a member of the Executive Committee of the Board since March 2022. Mr. Chiang joined the Group since 2007 and has over 16 years of experience in the footwear industry. He is currently responsible for business development and product creation centre of the Group's brand customers. He holds a Bachelor of Sociology degree in Manhattan College, the United States. He is the cousin of the executive Director, Chi Lo-Jen.

INDEPENDENT NON-EXECUTIVE DIRECTORS

CHEN Johnny, aged 63, is an independent non-executive Director of the Company, and the chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Board. Mr. Chen joined Zurich Insurance Group (“Zurich”) in 2005. He worked in Zurich from March 2005 to February 2015 in multiple senior managerial roles in the Asia-Pacific region. His last position in Zurich was the chairman of the life and general insurance business in China. Prior to joining Zurich, Mr. Chen was an executive member of the Greater China Management Board and the Operating Committee of PricewaterhouseCoopers (“PwC”). He was also the managing partner of PwC’s Beijing office during the same period. Mr. Chen is an independent non-executive director of each of Uni-President China Holdings Ltd. (Stock Code: 220), Alibaba Pictures Group Limited (Stock Code: 1060) and China Travel International Investment Hong Kong Limited (Stock Code: 308) respectively, companies listed on the Main Board of the Stock Exchange. Mr. Chen was the Chairman of Convoy Global Holdings Limited (which was then listed on the Main Board of the Stock Exchange and was delisted in April 2021) from December 2017 to March 2021, during which he was also the executive director of Convoy from December 2017 to December 2020 and had been re-designated as a non-executive director in January 2021. From December 2015 to November 2018, Mr. Chen was an independent non-executive director of China Minsheng Financial Holding Corporation Limited (now known as China Vered Financial Holding Corporation Limited) (Stock Code: 245), a company listed on the Main Board of the Stock Exchange. From July 2017 to March 2019, Mr. Chen was an independent non-executive director of China Dongxiang (Group) Co., Ltd. (Stock Code: 3818), a company listed on the Main Board of the Stock Exchange. From June 2010 to February 2019, Mr. Chen was an independent non-executive director of Viva China Holdings Limited (Stock Code: 8032), a company listed on the GEM of the Stock Exchange. Mr. Chen holds a Master of Science Degree in Accounting from the University of Rhode Island and a Bachelor Degree of Accounting from the Johnson & Wales University and is a U.S. certified public accountant. Mr. Chen has been appointed as an independent non-executive Director of the Company since February 2009.

BOLLIGER Peter, aged 78, is an independent non-executive Director of the Company, the chairman of the Corporate Governance Committee and a member of the Nomination Committee of the Board. Mr. Bolliger had extensive experience in retail business with renowned department stores. From 1990 to 1994, he was the managing director of Harrods, London, the director of House of Fraser Plc and the chairman of Kurt Geiger, London (which is one of the leading luxury footwear retailers in Europe). Prior to these appointments, he had served at shoes companies, such as the managing director of A & D Spitz (Pty) Ltd., South Africa (1982 to 1990) and the managing director of Bally Shoes, Scandinavian Division, Denmark. In 1994, he joined Clarks and became the chief executive in 2002 until his retirement in May 2010. From February 2015 to June 2021, he was an independent non-executive director of GrandVision B.V., a company which was then listed on the Euronext N.V. In addition, he is the non-executive Chairman of Kurt Geiger, London. Mr. Bolliger has been appointed as independent non-executive Director of the Company since October 2010.

CHAN Fu Keung, William, BBS, aged 74, is an independent non-executive Director of the Company, and the chairman of the Remuneration Committee and a member of the Audit Committee, the Corporate Governance Committee and the Nomination Committee of the Board. Mr. Chan was a member of the Executive Directorate and the Human Resources Director of the MTR Corporation Limited (Stock Code: 66) (the “MTR Corporation”), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited since 1996 and 1998 respectively until July 2012 when he retired from the MTR Corporation after 23 years of service. As Human Resources Director of the MTR Corporation, he was responsible for overseeing human resources management, succession planning, organisation development, operations and management training, administration and security management of the MTR Corporation. Prior to joining the MTR Corporation, Mr. Chan held senior management positions in the commercial, utility and public sectors in Hong Kong, including the Hong Kong Government, the Hong Kong Productivity Council, Hutchison Whampoa Limited and Hong Kong Telecommunications Limited. He is a member of the Remuneration Committee of the West Kowloon Cultural District Authority and a non-executive director of the Urban Renewal Authority Board. He was a member of the Hospital Authority Board from December 2012 to November 2018. Currently he is a director of CU Medical Centre Limited and a member of the Hospital Governing Committee of the Grantham Hospital. Since August 2015, Mr. Chan has been appointed as an independent non-executive director of Analogue Holdings Ltd (Stock Code: 1977), which is a company listed on the Main Board of The Stock Exchange of Hong Kong Limited since July 2019. Mr. Chan received a Bachelor of Social Science degree from the University of Hong Kong in 1971. Mr. Chan has been appointed as an independent non-executive Director of the Company since September 2012.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

YUE Chao-Tang, Thomas, aged 69, is an independent non-executive Director of the Company, the chairman of the Audit Committee and a member of the Corporate Governance Committee, the Nomination Committee and the Remuneration Committee of the Board. Mr. Yue was a partner and director of the Global Advisory Council of Ernst & Young from 1998 to 2001, and became the deputy chairman and chairman of Ernst & Young from 2001 to 2004 and from 2004 to 2007 respectively. He has been in the accounting profession for over 40 years. Mr. Yue also holds various positions in the academic field. He is a visiting professor of both the Accounting Faculty of the National Chung Hsing University and the Accounting and Information Research Institute of the Asia University. From June 2008 to June 2014, Mr. Yue was an independent director of WPG Holdings Limited (Stock Code: 3702), the shares of which are listed on the Taiwan Stock Exchange. From June 2011 to June 2020, Mr. Yue was an independent director of O-Bank (Stock Code: 2897), the shares of which are listed on the Taiwan Stock Exchange. Mr. Yue is currently an independent director of Uni-President Enterprises Corp. (Stock Code: 1216), Johnson Health Tech. Co., Ltd. (Stock Code: 1736) and Feng Hsin Steel Co., Ltd. (Stock Code: 2015) respectively, which are companies listed on the Taiwan Stock Exchange. Mr. Yue received a master's degree and a bachelor's degree in accounting from the National Cheng-Chi University and the National Cheng-Kung University respectively. In addition, Mr. Yue received a master's degree in business administration from China Europe International Business School. Mr. Yue has been a certified public accountant of Taiwan since 1983. Mr. Yue has been appointed as an independent non-executive Director of the Company since January 2013.

SHI Nan Sun, aged 71, is an independent non-executive Director of the Company and a member of the Nomination Committee of the Board. Ms. Shi is the founder and the executive director of Film Workshop Co., Ltd. She has over 40 years of experience in the film industry and has produced or co-produced numerous Chinese-language movies, including serving as the executive producer of *Infernal Affairs* (which was remade into the Hollywood film, *The Departed*). In addition, Ms. Shi has held senior positions in several entertainment and media companies in Hong Kong, including Cinema City Company Ltd. from 1981 to 1987 as controller with overall responsibility for production, distribution and administration. From 1991 to 1996 she was with the CIM Group, where her responsibilities included the establishment of joint ventures in the PRC and the launch of Chinese Television Network. From 2006 to 2012, Ms. Shi served as a director of Bona Film Group Limited (a company listed on the NASDAQ Stock Market and privatised in May 2016). From 2001 to 2003, she served as an executive director of eSun Holdings Limited (Stock Code: 571), a company listed on the Main Board of the Stock Exchange. Ms. Shi was a member of the Hong Kong Tourism Board from April 2013 to March 2019. Ms. Shi is a vice chairman of the End Child Sexual Abuse Foundation. Ms. Shi holds a Bachelor's degree in Statistics and Computing from the Polytechnic of North London. Ms. Shi has been appointed as an independent non-executive Director of the Company since January 2019.

WAN Sin Yee, Sindy, aged 49, was a Managing Director at the investment banking division of Goldman Sachs Asia L.L.C., which she left in 2015 after spending 13 years at the firm. She worked at management consulting firm A.T. Kearney after earning a Bachelor's degree in Business Administration from The Chinese University of Hong Kong. She also holds a Master of Business Administration degree from the Wharton School and a Master of Arts degree in International Studies from the Lauder Institute from the University of Pennsylvania. Ms. Wan has been appointed as an independent non-executive Director of the Company since March 2023.

SENIOR MANAGEMENT

CHEN Tung-Jui, aged 61, is the General Manager of the Group. Mr. Chen has been with the Group since 1985. He has over 37 years of experience in the footwear industry. He is also a director of certain subsidiaries of the Company which are engaged in manufacturing business.

YANG Chen-Ning, aged 58, is the General Manager of the Group. Mr. Yang joined the Group in 1986. He has over 37 years of experience in the footwear industry. He is also a director of certain subsidiaries of the Company which are engaged in manufacturing business. Mr. Yang is the cousin of Chen Li-Ming, Lawrence, an executive Director.

CHAO Yi-Tang, aged 38, is the Vice President of the Group. Mr. Chao joined the Group since February 2011 and has over 10 years of experience in the footwear industry. He is currently in charge of business development and product creation of the Group's Sports Division. He holds a Bachelor of science degree in Chemical Engineering from the University of California-Berkeley, the United States. He is the son of Chao Ming-Cheng, Eric, one of the founders of the Group and the former non-executive Director.

CHEN Yu-Chiu, aged 49, is the Vice President of the Group. Mr. Chen joined the Group in May 1998 and has over 25 years of experience in the footwear industry. He is currently responsible for global production factory operations for the Group's Sports Division. He holds an Associate's degree in Electrical Engineering from Fortune Junior College of Technology and Commerce, Taiwan (now Fortune Institute of Technology (FIT)).

HUANG Lin-I, aged 49, is the Vice President of the Group. Mr. Huang joined the Group in August 1998, and has over 25 years of experience in the footwear industry. He is currently in charge of operations in the Group. He holds a Bachelor's degree in Applied Math from Chung Yuan Christian University in Taiwan.

CHENG Chun-Chuan, aged 49, is the Vice President of the Group. Mr. Cheng joined the Group in March 2000 and has over 20 years of experience in the footwear industry. He is currently in charge of production management of fashion, women's, and casual footwear of all factories in Vietnam. He holds a Bachelor's degree in commercial design from Chung Yuan Christian University in Taiwan.

CHANG Hao-Chueh, aged 50, is the Vice President of the Supply Chain Management Centre of the Group. Mr. Chang joined the Group in May 2000 and has over 20 years of experience in the footwear industry. He holds a Bachelor's degree in commercial design from Chung Yuan Christian University, Taiwan. He has rotated through various departments throughout his time with the Group, including research and development, production, factory management and procurement.

TAM Siu Ming, Andrew, aged 45, is the Chief Financial Officer of the Group. He joined the Group in April 2020. Mr. Tam has more than 20 years of experience in corporate finance advisory, investment banking and investment management. Prior to joining the Group, he was Executive Vice President at Li & Fung Limited, which was then listed on the Main Board of the Stock Exchange and privatised in May 2020, where he led the corporate finance, financial planning and analysis, treasury and investor relations functions. From 2007 to 2013, he was Assistant Portfolio Manager at Janus Capital, investing across emerging markets and various business sectors. From 2002 to 2005, he was a member of the Microsoft Corporate Strategy and Development team, where he worked on various investments, acquisitions and strategic projects. From 2000 to 2002, he was a member of the Technology mergers and acquisitions team in Credit Suisse First Boston in Palo Alto, California focusing on mergers and acquisitions advisory in the technology sector. Mr. Tam holds a Bachelor of Arts Degree, in Economics awarded by the University of California at Berkeley, the United States and a Master Degree of Business Administration awarded by Harvard Business School, Boston, United States.



A person is shown from the waist down, crouching on a dark surface. They are wearing black pants and bright yellow, multi-strap sandals with a thick, textured sole. The background is a gradient of purple and pink, with a thin white line extending diagonally across the scene. The text 'DIRECTORS' REPORT' is overlaid on the image, following the path of the white line.

DIRECTORS'
REPORT

DIRECTORS' REPORT

The board (the “Board”) of directors (the “Directors”) of Stella International Holdings Limited (the “Company”) is pleased to present the annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the principal activities of the Group are development, manufacturing and sales of footwear products. Particulars of the principal activities of the Company’s major subsidiaries are set out in note 1 to the consolidated financial statements of the Group for the year ended 31 December 2022.

BUSINESS REVIEW

For details of business review in relation to the development, performance or position of the Company’s business, please refer to the section headed “Management Discussion and Analysis” of this annual report and the 2022 Environmental, Social and Governance Report of the Company. The foregoing sections form parts of the business review as contained in this Directors’ Report.

DIVIDEND POLICY

The Company has adopted a dividend policy (“Dividend Policy”), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company. Our Dividend Policy aims to provide stable and consistent dividends with steady growth when supported by our earnings whilst ensuring that sufficient financial resources can be maintained to fund our business growth. The Board targets a 70% cash return to the shareholders of the Company in the form of dividends and share buyback.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statement of profit or loss and other comprehensive income on page 78.

The Board recommended the payment of a final dividend of HK45 cents per ordinary share to shareholders of the Company (the “Shareholders”) for the year ended 31 December 2022. The proposed final dividend amounting to approximately US\$45.5 million, will be paid to Shareholders whose names appear on the register of members of the Company on 18 May 2023, if the proposals are approved by the Shareholders at the forthcoming annual general meeting of the Company (the “AGM”) to be held on 11 May 2023. It is expected that the final dividend, if approved, will be paid on or about 9 June 2023.

In order to qualify for the proposed final dividend to be approved at the AGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 18 May 2023.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 8 May 2023 to 11 May 2023 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending and voting at the forthcoming AGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 5 May 2023.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year ended 31 December 2022 are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in share capital of the Company during the year ended 31 December 2022 are set out in note 28 to the consolidated financial statements.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the consolidated results of the Group for the last five financial years and its consolidated assets and liabilities as at the end of the last five financial years is set out on page 174.

BANK BORROWINGS

Details of bank borrowings for the year ended 31 December 2022 are set out in note 26 to the consolidated financial statements.

RESERVES

Details of movements in reserves of the Group and the Company during the year ended 31 December 2022 are set out in the consolidated statement of changes in equity and note 29 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution to Shareholders as at 31 December 2022 were US\$440.7 million (2021: US\$449.2 million).

DIRECTORS

As at the date of this annual report, the Directors of the Company comprises:

Executive Directors:

Chen Li-Ming, Lawrence

Chi Lo-Jen

Gillman Charles Christopher (appointed on 17 March 2022)

Chiang Yi-Min, Harvey (appointed on 17 March 2022)

Independent Non-executive Directors:

Chen Johnny

Bolliger Peter

Chan Fu Keung, William, *BBS*

Yue Chao-Tang, Thomas

Shi Nan Sun

Wan Sin Yee, Sindy (appointed on 16 March 2023)

In accordance with article 86(3) of the Company's articles of association, Ms. Wan Sin Yee, Sindy being the independent non-executive director appointed by the Board with effect from 16 March 2023, will hold office until the AGM and being eligible, offer herself for re-election.

In accordance with article 87(1) of the Company's articles of association, Mr. Chen Johnny, Mr. Yue Chao-Tang, Thomas and Mr. Chen Li-Ming, Lawrence will retire by rotation at the AGM. Mr. Chen Johnny will not offer himself for re-election at the AGM while all other retiring Directors, being eligible, offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming AGM of the Company has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

PERMITTED INDEMNITY PROVISION

The service agreements entered into by the Company with each of the executive Directors, which are currently in force and were in force during the year ended 31 December 2022, contain indemnity provisions which are permitted indemnity provisions under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) subject to the limitations specified in sections 468 and 469 thereof, for the benefit of the executive Directors. Pursuant to such provisions, the Company shall indemnify any executive Director against any liability, loss suffered and expenses incurred by the executive Director in connection with any legal proceedings in which he is involved by reason of being a Director, and in which the judgment is given in his favour or in which he is acquitted. The Company has also taken out and maintained appropriate insurance cover to indemnify the Directors for liabilities that may arise out of corporate activities. The insurance coverage is reviewed on an annual basis. During the year ended 31 December 2022, no claims were made against the Directors.

CONTRACTS OF SIGNIFICANCE AND RELATED PARTY TRANSACTIONS

None of the Directors had, at any time during or at the end of the year under review, whether directly or indirectly, a material interest in any contract of significance in relation to the Group's business to which the Company or any of its subsidiary was a party.

No contract of significance had been entered into between the Company or any of its subsidiaries, and the controlling shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules")) of the Company or any of its subsidiaries.

Save for the supply of footwear products to the CAH Group (as defined below) and the payment of compensation to the Directors and the chief executive of the Group pursuant to service contracts, none of the related party transactions disclosed in note 35 to the consolidated financial statements constitutes a connected transaction or continuing connected transaction of the Company as defined in Chapter 14A of the Listing Rules.

The supply of footwear products to the CAH Group is subject to the announcement, annual review and reporting requirements but exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules, and the Company has duly complied with the applicable requirements in respect thereof. Further details of the transaction are set out in the section headed "Continuing Connected Transactions" below. The other connected transactions or continuing connected transactions mentioned in the paragraph above are fully exempt from the shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group (other than contracts of service with any Director or any person engaged in full time employment of the Group) were entered into or existed during the year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares", "The 2007 Scheme" and "The 2017 Scheme" below, at no time during the year under review was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors. The Company considers all of the independent non-executive Directors of the Company independent taking into account the assessment guidelines set out in Rule 3.13 of the Listing Rules.

DISCLOSURE OF INTERESTS

Directors’ and Chief Executive’s Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2022, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”) (Cap.571 of the Laws of Hong Kong), 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 in which they were deemed or taken to have under such provisions of the SFO), or was required to be 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 (“Model Code”) contained in Appendix 10 to the Listing Rules were as follows:

Aggregate long positions in shares and underlying shares of the Company:

Director	Capacity/Nature of Interest	Number of Shares				Number of Underlying Shares	Total	Approximate Percentage of Shareholding (Note 1)
		Personal Interest	Spouse Interest	Corporate Interest				
Bolliger Peter	Beneficial owner	150,000	–	–	–	150,000	0.02%	
Chan Fu Keung	Beneficial owner	50,000	–	–	–	50,000	0.01%	
Chen Li-Ming, Lawrence	Beneficial owner and interest of controlled corporation	777,000	–	27,992,227 (Note 2)	–	28,769,227	3.62%	
Chi Lo-Jen	Beneficial owner	1,783,500	–	–	5,658,250 (Note 3)	7,441,750	0.94%	
Chiang Yi-Min, Harvey*	Interest of spouse and beneficial owner	–	2,753,149	–	3,214,500 (Note 4)	5,967,649	0.75%	
Gillman Christopher Charles*	Beneficial owner	–	–	–	1,579,500 (Note 5)	1,579,500	0.20%	

* appointed as Executive Director with effect from 17 March 2022

Notes:

1. The percentage represents the number of shares involved divided by the number of the Company's issued shares as at 31 December 2022 (i.e. 793,978,500 ordinary shares).
2. These interests were held by Blue Diamond Investment Corp, the entire issued share capital of which was held by Chen Li-Ming, Lawrence. Chen Li-Ming, Lawrence was deemed to be interested in the shares of the Company in which that company was interested by virtue of the SFO.
3. These interests are share options (as described under the sections headed "The 2007 Scheme" and "The 2017 Scheme" below), out of which 2,841,750 share options were vested but not yet exercised).
4. These interests are share options (as described under the sections headed "The 2007 Scheme" and "The 2017 Scheme" below), out of which 988,000 share options were vested but not yet exercised).
5. These interests are share options (as described under the sections headed "The 2017 Scheme" below), out of which 603,000 share options were vested but not yet exercised).

Save as disclosed above, as at 31 December 2022, none of the Directors or chief executive of the Company had an interest or short position in the shares, underlying shares or debentures of the Company or its associated corporation which had been 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 in which they were deemed or taken to have under such provisions of the SFO), or was required to be 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' Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2022, the interests and short positions of the then shareholders of the Company (other than a Director or chief executive of the Company) in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO or which would fall to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO were as follows:-

Long position in the shares of the Company:

Name	Capacity/Nature of Interest	Number of Shares	Approximate percentage of Shareholding (Note 1)
Cordwalner Bonaventure Inc.	Beneficial owner	173,508,593	21.85%
Chiang Jeh-Chung, Jack	Beneficial owner	47,627,418	6.00%
Merci Capital Limited	Beneficial owner	48,088,418	6.06%
		<i>(Note 2)</i>	

Notes:

1. The percentage represents the number of shares involved divided by the number of the Company's issued shares as at 31 December 2022 (i.e. 793,978,500 ordinary shares).
2. The entire issued share capital of Merci Capital Limited was held by Chiang Jeh-Chung, Jack,

Save as disclosed above, as at 31 December 2022, no person (other than a Director or chief executive of the Company whose interests are set out in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares" above), had an interest or short position in the shares or underlying shares of the Company that were required to be recorded in the register required to be kept by the Company under section 336 of the SFO or which would fall to be disclosed to the Company and the Stock Exchange pursuant to Division 2 and 3 of Part XV of the SFO.

CONTINUING CONNECTED TRANSACTIONS

Supply of Stella Branded Products to CAH Group

On 19 July 2017, 興記時尚(中國)有限公司 (Stella Fashion (China) Limited*) ("SFC") as supplier and Couture Accessories Holding Limited ("CAH"; collectively with its subsidiaries, the "CAH Group") as distributor entered into an exclusive distribution agreement (the "2017 Exclusive Distribution Agreement"), pursuant to which SFC shall grant the CAH Group the exclusive right to distribute the footwear products, leather goods and accessories bearing certain trademarks owned by the Group (the "Stella Branded Products") in the PRC. On 20 December 2019, SFC and CAH entered into an exclusive distribution agreement to renew the 2017 Exclusive Distribution Agreement on substantially the same terms for three years commencing on 1 January 2020 and ended on 31 December 2022 (the "2019 Exclusive Distribution Agreement"). On 23 December 2022, SFC and CAH entered into a new exclusive distribution agreement to renew the 2019 Exclusive Distribution Agreement on substantially the same terms for one year commencing on 1 January 2023 and ending on 31 December 2023 (the "2022 Exclusive Distribution Agreement", collectively with the 2017 Exclusive Distribution Agreement and the 2019 Exclusive Distribution Agreement, the "Exclusive Distribution Agreements").

Pursuant to the Exclusive Distribution Agreements, the CAH Group shall open points of sales, including mono brand stores, shops in shop, outlets, concessionary counters and corners bearing the relevant brand owned by the Group in the PRC, to market the Stella Branded Products. In addition, the CAH Group may distribute and market the Stella Branded Products in the PRC to franchisees and/or sub-distributors, and market and sell the Stella Branded Products through the internet provided that the destination for delivery of the Stella Branded Products sold shall be within the PRC. The CAH Group shall not practice any kind of active advertising of the Stella Branded Products outside the PRC.

The price for any particular Stella Branded Product to be supplied by SFC shall be calculated on the basis of the ex-factory price charged by the Group for the manufacture of such a product and multiplied by a fixed multiplier not exceeding two as specified in the 2022 Exclusive Distribution Agreement. CAH is a company incorporated in the British Virgin Islands with limited liability which is indirectly controlled as to 60% by Mr. Chiang Chih-Chung, the brother of Mr. Chiang Jeh-Chung, Jack. Mr. Chiang Jeh-Chung, Jack is a former non-executive Director who retired from office with effect from the conclusion of the annual general meeting of the Company held on 12 May 2022. Therefore, under Chapter 14A of the Listing Rules, CAH and its subsidiaries are associates of Mr. Chiang Jeh-Chung, Jack and connected persons of the Company at the times the Exclusive Distribution Agreements were entered into, and the transactions contemplated under the Exclusive Distribution Agreements between CAH and its subsidiaries and the Group constitute continuing connected transactions.

The Group supplied Stella Branded Products to CAH Group amounting to RMB55,289,000 (equivalent to approximately US\$8,216,000), which did not exceed the aggregate annual cap of RMB330,000,000 (equivalent to approximately US\$49,039,000) for the financial year ended 31 December 2022.

Compliance with the Reporting and Announcement Requirements

The continuing connected transaction described above require compliance with the announcement, annual review and reporting requirements under Chapter 14A of the Listing Rules.

The Company confirmed that it has complied with the disclosure requirements as applicable to the above continuing connected transaction under Chapter 14A of the Listing Rules.

Annual review by independent non-executive directors and auditors

The independent non-executive Directors have, for the purpose of Rule 14A.55 of the Listing Rules, reviewed the above continuing connected transactions and have confirmed that such continuing connected transactions have been entered into by the Group in the ordinary and usual course of its business, on normal commercial terms and according to the agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Pursuant to Rule 14A.56 of the Listing Rules, the Board has engaged the auditors of the Company to report on the above continuing connected transactions of the Group. The auditors of the Company have provided a letter to the Board confirming that nothing has come to their attention that causes them to believe that the continuing connected transactions:

- (1) have not been approved by the Board;
- (2) were not, in all material respects, in accordance with the pricing policies of the Group;
- (3) were not entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and
- (4) have exceeded the cap.

REMUNERATION POLICY

The Group cultivates a caring culture among the employees and believes that human resources are significant assets to the Group's development and expansion. The Group seeks to build the management team internally through effective training and development programs. The Group adopts a remuneration system based on employees' individual performance, skill and knowledge, together with reference to the Group's operating results and comparable market benchmarks.

The emoluments of the Directors are first reviewed by the remuneration committee of the Board and then approved by the Board, having regard to the Director's skill, knowledge, involvement in the Company's affairs and the performance of each Director, together with reference to the profitability of the Group, remuneration benchmarks in the industry, and prevailing market conditions.

THE 2007 SCHEME

A long term incentive scheme (the “2007 Scheme”) was conditionally approved by a written resolution of the Shareholders passed on 15 June 2007 and was adopted by a resolution of the Board on 15 June 2007 and as amended by a resolution of the duly authorised committee of the Board on 18 June 2007 and further amended by a resolution of the Shareholders passed on 6 May 2011. The 2007 Scheme had expired on 5 July 2017.

The purpose of the 2007 Scheme is to attract and retain the best available personnel, to provide additional incentive to employees, directors, shareholders of any member of the Group or any holder of any securities issued by any member of the Group, and to reward any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group who are potential contributors to the success, development and/or growth of the Group.

The eligible participants under the 2007 Scheme include employees, directors, shareholders of any member of the Group or holders of any securities issued by any member of the Group and advisers (professional or otherwise) or consultants to any area of business development of any member of the Group. The Board may, at its discretion and on such terms as it may think fit, grant to any eligible participant an award, either in the form of or a combination of (1) an option (“Option(s)”) to subscribe for shares of the Company (“Shares”), (2) an award of Shares held in the name of or for the benefit of a grantee in accordance with the restricted share award agreement to be entered into by such grantee and the Company or (3) a grant of a conditional right to acquire Shares (“Restricted Unit Award(s)”) as the Board may determine in accordance with the terms of the Scheme.

On 17 March 2017 (the “Date of Grant”), a total of 27,970,000 Options were granted to a total of 107 eligible participants (each of the eligible participants, the “Grantee”). Details are set out as below:

Subscription price of Options granted

HK\$11.48 to subscribe for one Share

Closing price of the Shares immediately before the Date of Grant

HK\$11.48 per Share

Vesting date and validity period of Options

The Options shall be valid for a term of six years from the Date of Grant, which shall be vested on the following date and shall be exercisable as follows:

- (a) subject to the vesting condition as mentioned below being fully or partly satisfied, up to 5,594,000 Options will be vested on the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2017 (“2018 Vesting Date”), which will be exercisable during the period commencing on the 2018 Vesting Date and expiring on 16 March 2023;
- (b) subject to the vesting condition as mentioned below being fully or partly satisfied, up to 5,594,000 Options will be vested on the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2018 (“2019 Vesting Date”), which will be exercisable during the period commencing on the 2019 Vesting Date and expiring on 16 March 2023;

- (c) subject to the vesting condition as mentioned below being fully or partly satisfied, up to 5,594,000 Options shall be vested on the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2019 (“2020 Vesting Date”), which is exercisable during the period commencing on the 2020 Vesting Date and expiring on 16 March 2023;
- (d) subject to the vesting condition as mentioned below being fully or partly satisfied, up to 5,594,000 Options shall be vested on the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2020 (“2021 Vesting Date”), which is exercisable during the period commencing on the 2021 Vesting Date and expiring on 16 March 2023; and
- (e) subject to the vesting condition as mentioned below being fully or partly satisfied, up to 5,594,000 Options shall be vested on the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2021 (“2022 Vesting Date”), which is exercisable during the period commencing on the 2022 Vesting Date and expiring on 16 March 2023.

Vesting of the Options on a particular vesting date is conditional upon both of the following conditions being satisfied:

- (1) Both the net profit ratio and the revenue growth ratio of the Group for the financial year immediately preceding the relevant vesting date shall meet the targets as prescribed by the Board for the relevant financial year. If either the net profit ratio or the revenue growth ratio of the Company for the relevant financial year fails to meet the prescribed target, 50% of the Options granted which are expected to vest in the relevant Grantee(s) on the relevant vesting date shall become vested in the relevant Grantee(s) on that date. If both the net profit ratio and the revenue growth ratio of the Company for the relevant financial year meet the prescribed targets, 100% of the Options granted which are expected to vest in the relevant Grantee(s) on the relevant vesting date shall become vested accordingly. However, if both the net profit ratio and the revenue growth ratio of the Company for the relevant financial year fall below the prescribed targets, all the Options granted which are expected to vest in the relevant Grantee(s) on the relevant vesting date shall automatically lapse on that date.
- (2) The relevant Grantee(s) shall obtain grade C or above in the appraisal conducted and completed by the management of the Company before the relevant vesting date in respect of the work performance of the relevant Grantee(s) in the financial year immediately preceding that vesting date. If the relevant Grantee(s) fails to achieve the results as described, all the Options granted which are expected to vest in the relevant Grantee(s) on the relevant vesting date shall automatically lapse on that date.

Out of these 27,970,000 Options, 3,417,500 Options were granted to Chi Lo-Jen, an executive director of the Company, and an aggregate of 24,552,500 Options were granted to the employees and other eligible participants of the Group.

During the year under review, a total of 989,500 Options lapsed in accordance with the terms of the 2007 Scheme. As at 31 December 2022, 8,967,750 Options were outstanding. Details are set out as below:

Category of participants	Outstanding as at 1 January 2022	Date of grant	Vesting date	Exercise period	Exercise price	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding as at 31 December 2022
Directors									
Chi Lo-Jen	341,750	17 March 2017	2019 Vesting Date	2019 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	341,750
	683,500	17 March 2017	2020 Vesting Date	2020 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	683,500
	683,500	17 March 2017	2022 Vesting Date	2022 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	683,500
Chiang Yi-Min, Harvey	27,000	17 March 2017	2019 Vesting Date	2019 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	27,000
	54,000	17 March 2017	2020 Vesting Date	2020 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	54,000
	54,000	17 March 2017	2022 Vesting Date	2022 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	54,000
	<u>1,843,750</u>					-	-	-	<u>1,843,750</u>
Employees									
Employees	1,336,250	17 March 2017	2019 Vesting Date	2019 Vesting Date to 16 March 2023	HK\$11.48	-	-	(93,000)	1,243,250
	3,291,750	17 March 2017	2020 Vesting Date	2020 Vesting Date to 16 March 2023	HK\$11.48	-	-	(466,000)	2,825,750
	3,283,000	17 March 2017	2022 Vesting Date	2022 Vesting Date to 16 March 2023	HK\$11.48	-	-	(430,500)	2,852,500
	<u>7,911,000</u>					-	-	(989,500)	<u>6,921,500</u>
Consultants providing consultancy services to the Group									
Consultants providing consultancy services to the Group	20,500	17 March 2017	2019 Vesting Date	2019 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	20,500
	91,000	17 March 2017	2020 Vesting Date	2020 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	91,000
	91,000	17 March 2017	2022 Vesting Date	2022 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	91,000
	<u>202,500</u>								<u>202,500</u>

Pursuant to the terms of the 2007 Scheme, the Company has entered into an engagement agreement (the “Engagement Agreement”) and a deed of settlement (the “Deed”) dated 2 June 2008 and 27 August 2008 respectively with a trustee (the “Trustee”) for the administration by the Trustee of the awards of Restricted Unit Awards under the Scheme. The Engagement Agreement and the Deed were subsequently terminated with effect from 15 July 2013.

As at 31 December 2022, the Trustee maintained a pool of 1,778,000 shares (the “Entrusted Shares”) (31 December 2021: 1,778,000 shares) on trust for the Company and it will, at the direction of the Company, (i) transfer, assign or otherwise deal with the Entrusted Shares (other than the Company); and (ii) account for all other incomes and sales proceeds to the Company.

As the 2007 Scheme had expired on 5 July 2017, no further options to subscribe for Shares, awards of Shares, or grants of Restricted Unit Awards may be granted or made under the 2007 Scheme from that date onwards, and no share options, awards of Shares or Restricted Unit Awards were available for grant under the 2007 Scheme at the beginning or the end of the year under review or had been granted under the 2007 Scheme during the year under review. As at the date of this annual report, 8,967,750 share options were outstanding under the 2007 Scheme. Accordingly, as at the date of this annual report, the number of Shares available for issue under the 2007 Scheme was 8,967,750 Shares, representing approximately 1.1% of the issued Shares. Subsequent to the year ended 31 December 2022, on 16 March 2023, the total outstanding 8,967,750 share options were lapsed,

THE 2017 SCHEME

A new share option scheme (the “2017 Scheme”) was approved by an ordinary resolution of the shareholders of the Company on 19 May 2017. The terms of the 2017 Scheme are in accordance with the applicable provisions of Chapter 17 of the Listing Rules, where appropriate.

Purpose

The purpose of the 2017 Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group. The Directors consider the 2017 Scheme, with its broadened basis of participation, will enable the Group to reward the employees, the Directors and other selected participants for their contributions to the Group. Given that the Directors are entitled to determine any performance targets to be achieved as well as the minimum period that an option must be held before an option can be exercised on a case by case basis, and that the exercise price of an option cannot in any event fall below the price stipulated in the Listing Rules or such higher price as may be fixed by the Directors, it is expected that grantees of an option will make an effort to contribute to the development of the Group so as to bring about an increased market price of the Shares in order to capitalise on the benefits of the options granted.

Participants

The Directors (which expression shall, for the purpose of this paragraph, include a duly authorised committee thereof) may, at its absolute discretion, invite any person belonging to any of the following classes of participants, to take up options to subscribe for Shares: (a) any employee (whether full-time or part-time including any executive director but excluding any non-executive director) of the Company, any of its subsidiaries or any entity (“Invested Entity”) in which the Group holds an equity interest (“Eligible Employee”); (b) any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity; (c) any supplier of goods or services to any member of the Group or any Invested Entity; (d) any customer of any member of the Group or any Invested Entity; (e) any person or entity that provides design, research, development or other technological support to any member of the Group or any Invested Entity; (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; (g) any advisor (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group, and, for the purposes of the 2017 Scheme, the options may be granted to any company wholly-owned by one or more persons belonging to any of the above classes of participants. The eligibility of any of the above class of participants to the grant of any option shall be determined by the Directors from time to time on the basis of the Directors’ opinion as to his contribution to the development and growth of the Group.

Pursuant to the transitional arrangements prescribed by the Stock Exchange, with effect from 1 January 2023, among the classes of participants mentioned above, the Company may continue to grant share options under the 2017 Scheme only to those participants who fall within the definition of “eligible participants” under Chapter 17 of the Listing Rules, i.e. (a) Directors and employees of the Company or any of its subsidiaries (including persons who are granted share options under the 2017 Scheme as an inducement to enter into employment contracts with these companies); (b) directors and employees of the associated companies of the Company; and (c) persons who provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group.

Maximum number of Shares

The total number of Shares which may be issued upon exercise of all options to be granted under the 2017 Scheme and any other share option scheme of the Group must not in aggregate exceed 79,437,950 Shares, representing 10% of the Shares in issue as at the effective date of the 2017 Scheme (“General Scheme Limit”).

The Company may issue a circular to its shareholders and seek approval of its shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be issued upon exercise of all options to be granted under the 2017 Scheme and any other share option scheme of the Group must not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit.

The Company may also seek separate shareholders’ approval in general meeting to grant options beyond the General Scheme Limit or, if applicable, the refreshed limit referred to above to participants specifically identified by the Company before such approval is sought.

The maximum number of Shares which may fall to be issued upon exercise of the options to be granted under the 2017 Scheme and the options granted under any other share option scheme of the Group (including both exercised and outstanding options) to be granted by the Company or any other member of the Group in any given financial year of the Company shall not exceed 2.5% of the Shares in issue as at the beginning of such financial year.

The total number of Shares which could be allotted and issued upon exercise of the options that remain available to be granted under the General Scheme Limit as at the beginning and end of the year under review, and at the date of this annual report are as below:

	As at 1 January 2022	As at 31 December 2022	As at the date of this annual report
Number of options granted	39,558,000	59,298,000	79,058,000
Number of options lapsed	2,409,000	7,818,000	7,818,000
Number of Shares which could be allotted and issued upon exercise of the options that remain available to be granted under the existing General Scheme Limit	42,288,950	27,957,950	8,197,950

Maximum entitlement of each participant

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the 2017 Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each participant in any 12-month period shall not exceed 1% of the Shares in issue for the time being (“Individual Limit”). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to separate Shareholders’ approval in general meeting of the Company with such participant and his close associates (or his associates if the participant is a connected person of the Company) abstaining from voting.

Grant of options to connected persons

Any grant of options under the 2017 Scheme to a director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by independent non-executive Directors of the Company (excluding any independent non-executive Director who or whose associate is the proposed grantee of the options). Where any grant of options to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant: (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million; such further grant of options must be approved by the Shareholders in general meeting. The Company must send a circular to the Shareholders. The proposed grantee, his associates and all core connected persons of the Company must abstain from voting in favour at such general meeting, except that any such person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular. Any vote taken at the meeting to approve the grant of such options must be taken on a poll. Any change in the terms of options granted to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates must be approved by the Shareholders in general meeting.

Time of acceptance and exercise of option

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option.

An option may be exercised in accordance with the terms of the 2017 Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day after the date upon which the offer for the grant of options is accepted or the date on which the share options granted become vested upon fulfillment of the specified vesting conditions (if any) but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. Unless otherwise determined by the Directors and stated in the offer of the grant of options to a grantee, there is no minimum period required under the 2017 Option Scheme for the holding of an option before it can be exercised.

Subscription price for Shares and consideration for the option

The subscription price for Shares under the 2017 Scheme will be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations sheet for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Shares. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option and shall be received by the Company within such time as may be specified in the offer of grant of the option, which shall not be later than 21 days from the offer date.

Period

The 2017 Scheme will remain in force for a period of 10 years commencing on 19 May 2017 and expire on 18 May 2027.

During the year under review, a total of 19,740,000 share options were granted and a total of 5,409,000 share options were lapsed under the 2017 scheme. As at 31 December 2022, 50,580,000 share options were outstanding.

On 15 April 2020, 26 November 2020, 19 March 2021 and 3 January 2022, a total of 2,700,000 share options (the “April 2020 Share Options”), a total of 17,163,000 share options (the “November 2020 Share Options”) a total of 19,695,000 share options (the “March 2021 Share Options”) and a total of 19,740,000 share options (the “January 2022 Share Options”) were granted, respectively under the 2017 Scheme.

Details of the share options under the 2017 Scheme during the year were as follows:

April 2020 Share Options (date of grant: 15 April 2020) (Note 1)

Category of participants	Outstanding as at 1 January 2022	Vesting date	Exercise period	Exercise price	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding as at 31 December 2022
Employee	900,000	2022 Vesting Date	2022 Vesting Date (Note 3) to 5 July 2027	HK\$8.71	–	–	–	900,000
	900,000	2023 Vesting Date	2023 Vesting Date (Note 4) to 5 July 2027	HK\$8.71	–	–	–	900,000
	<u>2,700,000</u>				<u>–</u>	<u>–</u>	<u>–</u>	<u>1,800,000</u>

Notes:

1. The closing price of the Shares on 14 April 2020, the trading day immediately before the date on which the April 2020 Share Options were granted, was HK\$8.60 per Share. The April 2020 Share Options were granted after the market closed on 15 April 2020 on which the closing price was HK\$8.71.
2. 2022 Vesting Date refers to the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2021, i.e. 18 March 2022.
3. 2023 Vesting Date refers to the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2022, i.e. 17 March 2023.

November 2020 Share Options (date of grant: 26 November 2020) (Note 4)

Category of participants	Outstanding as at 1 January 2022	Vesting date	Exercise period	Exercise price	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding as at 31 December 2022
Directors								
Chi Lo-Jen	316,500	26 November 2021	26 November 2021 to 25 November 2030	HK\$9.15	-	-	-	316,500
	316,500	26 November 2022	26 November 2022 to 25 November 2030	HK\$9.15	-	-	-	316,500
	316,500	26 November 2023	26 November 2023 to 25 November 2030	HK\$9.15	-	-	-	316,500
Chiang Yi-Min, Harvey	226,500	26 November 2021	26 November 2021 to 25 November 2030	HK\$9.15	-	-	-	226,500
	226,500	26 November 2022	26 November 2022 to 25 November 2030	HK\$9.15	-	-	-	226,500
	226,500	26 November 2023	26 November 2023 to 25 November 2030	HK\$9.15	-	-	-	226,500
Gillman Christopher Charles	226,500	26 November 2021	26 November 2021 to 25 November 2030	HK\$9.15	-	-	-	226,500
	226,500	26 November 2022	26 November 2022 to 25 November 2030	HK\$9.15	-	-	-	226,500
	226,500	26 November 2023	26 November 2023 to 25 November 2030	HK\$9.15	-	-	-	226,500
	<u>2,308,500</u>				-	-	-	<u>2,308,500</u>
Employees	4,418,500	26 November 2021	26 November 2021 to 25 November 2030	HK\$9.15	-	-	(623,000)	3,795,500
	4,418,500	26 November 2022	26 November 2022 to 25 November 2030	HK\$9.15	-	-	(623,000)	3,795,500
	4,418,500	26 November 2023	26 November 2023 to 25 November 2030	HK\$9.15	-	-	(623,000)	3,795,500
	<u>13,255,500</u>				-	-	(1,869,000)	<u>11,386,500</u>

Note:

4. The closing price of the Shares on 25 November 2020, the trading day immediately before the date on which the November 2020 Share Options were granted, was HK\$9.21 per Share. The November 2020 Share Options were granted after the market closed on 26 November 2020 on which the closing price was HK\$9.15.

March 2021 Share Options (date of grant: 19 March 2021) (Note 5)

Category of participants	Outstanding as at 1 January 2022	Vesting date	Exercise period	Exercise price	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding as at 31 December 2022
Directors								
Chi Lo-Jen	500,000	19 March 2022	19 March 2022 to 18 March 2031	HK\$9.46	-	-	-	500,000
	500,000	19 March 2023	19 March 2023 to 18 March 2031	HK\$9.46	-	-	-	500,000
	500,000	19 March 2024	19 March 2024 to 18 March 2031	HK\$9.46	-	-	-	500,000
Chiang Yi-Min, Harvey	400,000	19 March 2022	19 March 2022 to 18 March 2031	HK\$9.46	-	-	-	400,000
	400,000	19 March 2023	19 March 2023 to 18 March 2031	HK\$9.46	-	-	-	400,000
	400,000	19 March 2024	19 March 2024 to 18 March 2031	HK\$9.46	-	-	-	400,000
Gillman Christopher Charles	150,000	19 March 2022	19 March 2022 to 18 March 2031	HK\$9.46	-	-	-	150,000
	150,000	19 March 2023	19 March 2023 to 18 March 2031	HK\$9.46	-	-	-	150,000
	150,000	19 March 2024	19 March 2024 to 18 March 2031	HK\$9.46	-	-	-	150,000
	<u>3,150,000</u>				-	-	-	<u>3,150,000</u>
Employees								
	5,245,000	19 March 2022	19 March 2022 to 18 March 2031	HK\$9.46	-	-	(625,000)	4,620,000
	5,245,000	19 March 2023	19 March 2023 to 18 March 2031	HK\$9.46	-	-	(625,000)	4,620,000
	5,245,000	19 March 2024	19 March 2024 to 18 March 2031	HK\$9.46	-	-	(625,000)	4,620,000
	<u>15,735,000</u>				-	-	(1,875,000)	<u>13,860,000</u>

Note:

5. The closing price of the Shares on 18 March 2021, the trading day immediately before the date on which the March 2021 Share Options were granted, was HK\$9.54 per Share. The March 2021 Share Options were granted after the market closed on 19 March 2021 on which the closing price was HK\$9.46.

January 2022 Share Options (date of grant: 3 January 2022) (Note 6)

Category of participants	Outstanding as at 1 January 2022	Granted during the year	Vesting date	Exercise period	Exercise price	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding as at 31 December 2022
Directors									
Chi Lo-Jen	–	500,000	3 January 2023	3 January 2023 to 2 January 2032	HK\$9.10	–	–	–	500,000
	–	500,000	3 January 2024	3 January 2024 to 2 January 2032	HK\$9.10	–	–	–	500,000
	–	500,000	3 January 2025	3 January 2025 to 2 January 2032	HK\$9.10	–	–	–	500,000
Chiang Yi-Min, Harvey	–	400,000	3 January 2023	3 January 2023 to 2 January 2032	HK\$9.10	–	–	–	400,000
	–	400,000	3 January 2024	3 January 2024 to 2 January 2032	HK\$9.10	–	–	–	400,000
	–	400,000	3 January 2025	3 January 2025 to 2 January 2032	HK\$9.10	–	–	–	400,000
Gillman Christopher Charles	–	150,000	3 January 2023	3 January 2023 to 2 January 2032	HK\$9.10	–	–	–	150,000
	–	150,000	3 January 2024	3 January 2024 to 2 January 2032	HK\$9.10	–	–	–	150,000
	–	150,000	3 January 2025	3 January 2025 to 2 January 2032	HK\$9.10	–	–	–	150,000
	–	3,150,000				–	–	–	3,150,000
Employees									
	–	5,515,000	3 January 2023	3 January 2023 to 2 January 2032	HK\$9.10	–	–	(555,000)	4,960,000
	–	5,515,000	3 January 2024	3 January 2024 to 2 January 2032	HK\$9.10	–	–	(555,000)	4,960,000
	–	5,515,000	3 January 2025	3 January 2025 to 2 January 2032	HK\$9.10	–	–	(555,000)	4,960,000
	–	16,545,000						(1,665,000)	14,880,000
Consultant providing consultancy services to the Group (Note 7)									
	–	15,000	3 January 2023	3 January 2023 to 2 January 2032	HK\$9.10	–	–	–	15,000
	–	15,000	3 January 2024	3 January 2024 to 2 January 2032	HK\$9.10	–	–	–	15,000
	–	15,000	3 January 2025	3 January 2025 to 2 January 2032	HK\$9.10	–	–	–	15,000
	–	45,000				–	–	–	45,000

Notes:

- The closing price of the Shares on 31 December 2021, the trading day immediately before the date on which the January 2022 Share Options were granted, was HK\$9.43 per Share. The January 2022 Share Options were granted after the market closed on 3 January 2022 on which the closing price was HK\$9.46. The share options granted were not subject to satisfaction of any performance target. Please refer to note 30 and note 2.4 (share-based payments) to the consolidated financial statements of the Group for the year ended 31 December 2022 for the fair value of the January 2022 Share Options at the date of grant and the accounting standard and policy adopted.
- This represents a consultant of the Group, who is a third party independent of the Company and its connected persons (as defined in the Listing Rules) engaged to provide logistics support consultancy services to the Group. These share options were granted to the consultant in consideration of the contribution the consultant had made to the Group's business operations. The grant of the share options to the consultant constitutes rewards for the services rendered and will furnish the consultant with a personal stake in the Company, which the Directors believe will serve to achieve retention purpose and incentivize the consultant to contribute further to the development and growth of the Group for the benefit of the Shareholders.

All share options

Category of participants	Outstanding	Granted	Exercised	Cancelled	Lapsed	Outstanding
	as at					as at
	1 January	during the	during the	during the	during the	31 December
	2022	year	year	year	year	2022
Directors						
Chi Lo-Jen	2,449,500	1,500,000	–	–	–	3,949,500
Chiang Yi-Min, Harvey	1,879,500	1,200,000	–	–	–	3,079,500
Gillman Christopher Charles	1,129,500	450,000	–	–	–	1,579,500
Employees	30,790,500	16,545,000	–	–	(5,409,000)	41,926,500
Consultants providing consultancy services to the Group	–	45,000	–	–	–	45,000
	36,249,000	19,740,000	–	–	(5,409,000)	50,580,000

In total, 19,740,000 Shares may be issued upon exercise of all share options granted by the Company during the year under review, representing approximately 2.49% of the number of Shares in issue during the year under review.

Subsequent to the year ended 31 December 2022, on 17 March 2023, 19,760,000 share options were granted to a total of 56 eligible employees, including:

- 1,500,000 share options granted to Mr. Chi Lo-Jen, an executive Director;
- 450,000 share options granted to Mr. Gillman Charles Christopher, an executive Director;
- 1,200,000 share options granted to Mr. Chiang Yi- Min, Harvey, an executive Director; and
- 16,610,000 share options granted to the 53 other employees of the Group.

Pursuant to the terms of the 2017 Scheme, the total number of Shares which may be issued upon exercise of all share options (excluding, for this purpose, share options which have lapsed in accordance with the terms of the 2017 Scheme and any other share option scheme of the Group) to be granted under the 2017 Scheme and any other share option scheme of the Group must not in aggregate exceed 79,437,950 shares, representing 10% of the number of Shares in issue as at the date of approval of the 2017 Scheme, i.e. 19 May 2017. After deducting the number of share options granted under the 2017 Scheme that had already been exercised or cancelled (if any), as at the date of this annual report, the number of Shares available for issue under the 2017 Scheme was 78,537,950 Shares, representing approximately 9.9% of the issued Shares.

SHARE AWARD PLAN

On 16 March 2017, the Company adopted a share award plan (the “Plan”) pursuant to which shares of the Company (each a “Share”) may be awarded to selected participants, including, among others, any employee of, non-executive director of, supplier of goods or services to, customer of, person or entity providing design, research, development or other technological support to, shareholder of, holder of any security issued by, and adviser or consultant in respect of any area of business or business development of any member of the Group or any entity in which any member of the Group holds any equity interest, and any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group (collectively, the “Eligible Participants”). Pursuant to the transitional arrangements prescribed by the Stock Exchange, with effect from 1 January 2023, among the classes of participants mentioned above, the Company may continue to grant share awards under the Plan only to those participants who fall within the definition of “eligible participants” under Chapter 17 of the Listing Rules, i.e. (a) Directors and employees of the Company or any of its subsidiaries (including persons who are granted share options under the Plan as an inducement to enter into employment contracts with these companies); (b) directors and employees of the associated companies of the Company; and (c) persons who provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group. The Plan became effective on 16 March 2017 and, unless otherwise terminated or amended, shall remain in force for 10 years from that date and expire on 15 March 2027.

A trustee (the “Trustee”) shall from time to time be appointed by the Company for the purpose of implementation of the Plan pursuant to and in accordance with the terms of the trust deed entered into between the Company as settler and the Trustee as trustee. In order to satisfy any award of Shares to be granted under the Plan from time to time, the Trustee shall maintain a pool of Shares (the “Shares Pool”) which shall comprise the following: (a) such Shares as may be purchased by the Trustee on the Stock Exchange or off the market by utilising the funds allocated by the Board out of the Company’s resources; (b) such Shares as may be subscribed for by the Trustee by utilising the funds allocated by the Board out of the Company’s resources, subject to the Company having obtained the requisite Shareholders’ approval for the allotment and issue of new Shares, the grant of listing of and permission to deal in such Shares by the Stock Exchange, and compliance with the applicable requirements under the Listing Rules; (c) such Shares as may be (i) transferred to the Trustee from any person (other than the Group) by way of gift, or (ii) purchased by the Trustee on the Stock Exchange or off the market by utilising the funds received by the Trustee from any person (other than the Group) by way of gift; and (d) such Shares which remain unvested and revert to the Trustee due to the lapse of any award of Shares under the Plan. In the event that the Trustee effects any purchases by off-market transactions, such purchases shall not be made with any connected person of the Company, nor shall the purchase price for such purchases be higher than the lower of the following: (i) the closing market price on the date of such purchase; and (ii) the average closing market price for the five preceding trading days on which the Shares were traded on the Stock Exchange. Where any award of Shares is proposed to be satisfied by an allotment and issue of new Shares to the Trustee, the Company will, among others, obtain a separate Shareholders’ approval at general meeting to authorise the Directors to allot and issue such new Shares to the Trustee in accordance with the rules of the Plan as and when appropriate. In any given financial year of the Company, the maximum number of Shares to be subscribed for and/or purchased by the Trustee by utilising the funds to be allocated by the Board out of the Company’s resources for the purpose of the Plan shall not exceed 2.5% of the total number of issued Shares as at the beginning of such financial year. The Board shall not instruct the Trustee to subscribe for and/or purchase any Shares for the purpose of the Plan when such purchase and/or subscription will result in such threshold being exceeded.

The Board will make award of Shares only to the extent that there are unallocated Shares available in the Shares Pool. The Board shall notify the Trustee in writing upon the making of an award under the Plan by giving the Trustee an award notice. The Trustee shall then set aside such number of Shares awarded from the Shares Pool and hold the same on trust pending the vesting of the same to the Eligible Participant to whom Shares have been awarded in accordance with the Plan (the “Selected Participant”). The Board may from time to time, at its discretion, determine (i) the earliest date on which the legal and beneficial ownership of any awarded Shares are to be transferred to and vested in any Selected Participant, and (ii) any condition(s) or performance target(s) to be attained by the relevant Selected Participant subject to and upon which the awarded Shares held by the Trustee on trust referable to a Selected Participant shall vest in that Selected Participant. The Board shall notify the selected participant in writing after an award has been provisionally made to such selected participant, and the award shall be deemed to be irrevocably accepted by the selected participant unless he shall within five business days after receipt of the notice notify the Company in writing that he would decline to accept such Award.

Since the adoption date of the Plan and up to the date of this Annual Report, no award of shares had been made under the Plan.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's securities.

PRE-EMPTIVE RIGHTS

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

CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions amounted to approximately US\$43,000.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate revenue attributable to the Group's largest customer and five largest customers accounted for approximately 34.6% and 63.7% of the Group's total revenue for the year ended 31 December 2022 respectively.

The aggregate purchase attributable to the Group's five largest suppliers accounted for less than 30% of the Group's total purchases for the year ended 31 December 2022.

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

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as required under the Listing Rules as 7 April 2022, the latest practicable date of determining such information prior to the issue of this annual report.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the year ended 31 December 2022.

AUDITOR

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint Ernst & Young as auditor of the Company for the year ending 31 December 2023.

The financial statements of the Company for the year ended 31 December 2022 were audited by Ernst & Young.

On behalf of the Board

Chen Li-Ming, Lawrence
Chairman

16 March 2023



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To the shareholders of Stella International Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Stella International Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 78 to 173, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

Key audit matter

Provision for expected credit losses on trade and other receivables

As at 31 December 2022, the carrying amount of the Group's trade and other receivables was US\$317.5 million, representing approximately 25.2% of total assets. As at 31 December 2022, the expected credit losses ("ECLs") of trade and other receivables amounted to USD\$26.0 million.

The measurement of ECLs required the application of significant management judgement and involved complexity which included the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECL models (for exposures assessed individually or collectively), such as the expected future cash flows and forward-looking macroeconomic factors. Due to the significance of trade and other receivables and the corresponding uncertainties inherent in such estimates, we considered this as a key audit matter.

The significant accounting judgements and estimates and the disclosures of the ECL provision on trade and other receivables are included in notes 3, 21 and 22 to the financial statements.

Net realisable value of inventories

As at 31 December 2022, the carrying amount of the Group's inventories was US\$188.8 million, representing approximately 15.0% of total assets. As at 31 December 2022, the provision for inventory amounted to US\$12.1 million.

The measurement of inventory provision required significant management judgement in assessing if their net realisable values were lower than the carrying amounts of the inventories at the year end. There were also judgements required in determining inventory obsolescence provisions as these were based on forecasted inventory usage and sales. Due to the significance of inventories and the corresponding uncertainties inherent in such estimates, we considered this as a key audit matter.

The significant accounting judgements and estimates and the disclosures of inventories are included in notes 3 and 20 to the financial statements.

How our audit addressed the key audit matter

Our audit procedures included the assessment of the effectiveness of key controls over the application of the impairment methodology, inputs and assumptions used by the Group in calculating the ECLs.

We assessed the Group's ECL models, including the model input, model design and model performance. We assessed management's classification of internal credit rating and tested the model inputs against the historical customer payment records and the ageing of trade and other receivables, subsequent settlements after the year end, and other information relating to the creditworthiness of customers. We reviewed the forward-looking adjustments, including the economic variables and assumptions used. We also assessed and tested the sensitivity of the credit loss provisions to changes in modelling assumptions.

We also assessed the adequacy of disclosures in the consolidated financial statements relating to the Group's exposure to credit risk.

Our audit procedures included attending inventory counts to observe the physical condition of a sample of inventories selected as at the year end date.

We assessed the obsolescence provision policy and compared the provision with historical data and actual inventory usage. We also assessed the net realisable value by comparing the unit prices of subsequent sales with the unit costs on a sample basis.

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

In preparing the consolidated financial statements, the directors 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 HKSAAs 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

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.

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 Lam Wai Ming, Ada.

Ernst & Young
Certified Public Accountants
Hong Kong

16 March 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2022

	<i>Notes</i>	2022 US\$'000	2021 US\$'000
Revenue	5	1,630,771	1,540,608
Cost of sales		<u>(1,278,644)</u>	<u>(1,223,761)</u>
Gross profit		352,127	316,847
Other income	6	11,361	13,597
Other losses, net	6	(15,263)	(9,066)
Selling and distribution expenses		(44,743)	(41,997)
Administrative expenses		(157,174)	(167,407)
Impairment losses on financial assets, net	8	(16,022)	(15,679)
Share of profit of a joint venture		4,553	6,741
Share of losses of associates		<u>(84)</u>	<u>(60)</u>
Operating profit before changes in fair value of financial instruments		134,755	102,976
Net fair value loss on financial instruments	8	<u>(2,281)</u>	<u>(25)</u>
Operating profit after changes in fair value of financial instruments		132,474	102,951
Interest income	6	1,665	903
Interest expense	7	<u>(944)</u>	<u>(366)</u>
Profit before tax	8	133,195	103,488
Income tax expense	9	<u>(16,008)</u>	<u>(12,650)</u>
Profit for the year		<u>117,187</u>	<u>90,838</u>
OTHER COMPREHENSIVE (LOSS)/INCOME			
<i>Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:</i>			
Exchange differences on translation of foreign operations		(24,650)	1,409
Share of other comprehensive loss of an associate		<u>–</u>	<u>(4)</u>
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR, NET OF TAX		<u>(24,650)</u>	<u>1,405</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>92,537</u>	<u>92,243</u>

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2022

	<i>Notes</i>	2022 US\$'000	2021 US\$'000
Profit attributable to:			
Owners of the parent		118,033	89,694
Non-controlling interests		(846)	1,144
		<u>117,187</u>	<u>90,838</u>
Total comprehensive income attributable to:			
Owners of the parent		93,575	91,314
Non-controlling interests		(1,038)	929
		<u>92,537</u>	<u>92,243</u>
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	<i>13</i>		
– Basic (in HK dollar)		1.1667	0.8834
(equivalent to US dollar)		<u>0.1490</u>	<u>0.1133</u>
– Diluted (in HK dollar)		1.1667	0.8810
(equivalent to US dollar)		<u>0.1490</u>	<u>0.1130</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2022

	<i>Notes</i>	2022 US\$'000	2021 US\$'000
NON-CURRENT ASSETS			
Property, plant and equipment	14	379,098	410,258
Investment properties	15	3,265	4,455
Right-of-use assets	16(a)	79,684	90,398
Investment in a joint venture	17	42,449	37,896
Investments in associates	18	524	608
Financial assets at fair value through profit or loss	19	10,723	10,000
Deposits for acquisition of property, plant and equipment and leasehold land		16,367	4,241
Pledged deposits	23	–	5,467
Total non-current assets		<u>532,110</u>	<u>563,323</u>
CURRENT ASSETS			
Inventories	20	188,752	226,189
Trade receivables	21	264,532	328,544
Prepayments, deposits and other receivables	22	53,843	44,919
Financial assets at fair value through profit or loss	19	59	63
Pledged deposits	23	5,484	–
Cash and cash equivalents	23	213,303	135,170
Total current assets		<u>725,973</u>	<u>734,885</u>
CURRENT LIABILITIES			
Trade payables	24	66,463	88,624
Other payables and accruals	25	107,785	124,955
Interest-bearing bank borrowings	26	5,117	265
Lease liabilities	16(b)	4,337	4,809
Tax payable		36,167	38,909
Total current liabilities		<u>219,869</u>	<u>257,562</u>
NET CURRENT ASSETS		<u>506,104</u>	<u>477,323</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,038,214</u>	<u>1,040,646</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2022

	<i>Notes</i>	2022 US\$'000	2021 US\$'000
NON-CURRENT LIABILITIES			
Interest-bearing bank borrowings	<i>26</i>	2,110	7,449
Lease liabilities	<i>16(b)</i>	10,602	16,476
Deferred tax liabilities	<i>27</i>	9,553	–
Total non-current liabilities		<u>22,265</u>	<u>23,925</u>
Net assets		<u>1,015,949</u>	<u>1,016,721</u>
EQUITY			
Equity attributable to owners of the parent			
Share capital	<i>28</i>	10,155	10,155
Share premium and reserves	<i>29</i>	988,706	988,440
Non-controlling interests		<u>998,861</u>	<u>998,595</u>
		<u>17,088</u>	<u>18,126</u>
Total equity		<u>1,015,949</u>	<u>1,016,721</u>

Chen Li-Ming, Lawrence
Director

Chi Lo-Jen
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2022

Attributable to owners of the parent												
Notes	Share capital US\$'000	Share premium US\$'000	Merger reserve US\$'000 (Note 28(a))	Capital reserve US\$'000 (Note 28(b))	Exchange reserve US\$'000	Shares held for share award scheme US\$'000	Capital redemption reserve US\$'000 (Note 28(c))	Share option reserve US\$'000	Retained profits US\$'000	Sub-total US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
At 1 January 2022	10,155	156,252	38,841	1,146	8,994	(2,722)	190	6,109	779,630	998,595	18,126	1,016,721
Profit for the year	-	-	-	-	-	-	-	-	118,033	118,033	(846)	117,187
Other comprehensive loss for the year:												
Exchange differences on translation of foreign operations	-	-	-	-	(24,458)	-	-	-	-	(24,458)	(192)	(24,650)
Total comprehensive income for the year	-	-	-	-	(24,458)	-	-	-	118,033	93,575	(1,038)	92,537
Equity-settled share option arrangements	-	-	-	-	-	-	-	5,821	-	5,821	-	5,821
Final 2021 dividend	-	-	-	-	-	-	-	-	(56,646)	(56,646)	-	(56,646)
Interim 2022 dividend	-	-	-	-	-	-	-	-	(42,484)	(42,484)	-	(42,484)
At 31 December 2022	10,155	156,252*	38,841*	1,146*	(15,464)*	(2,722)*	190*	11,930*	798,533*	998,861	17,088	1,015,949

Attributable to owners of the parent													
Notes	Share capital US\$'000	Share premium US\$'000	Share repurchase reserve US\$'000	Merger reserve US\$'000 (Note 28(a))	Capital reserve US\$'000 (Note 28(b))	Exchange reserve US\$'000	Shares held for share award scheme US\$'000	Capital redemption reserve US\$'000 (Note 28(c))	Share option reserve US\$'000	Retained profits US\$'000	Sub-total US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
At 1 January 2021	10,165	155,156	(740)	38,841	1,146	7,374	(2,722)	190	1,813	713,364	924,567	(748)	923,839
Profit for the year	-	-	-	-	-	-	-	-	-	89,694	89,694	1,144	90,838
Other comprehensive income for the year:													
Exchange differences on translation of foreign operations	-	-	-	-	-	1,624	-	-	-	-	1,624	(215)	1,409
Share of other comprehensive income of an associate	-	-	-	-	-	(4)	-	-	-	-	(4)	-	(4)
Total comprehensive income for the year	-	-	-	-	-	1,620	-	-	-	89,694	91,314	929	92,243
Acquisition of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	18,000	18,000
Deregistration of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(55)	(55)
Equity-settled share option arrangements	-	-	-	-	-	-	-	-	4,398	-	4,398	-	4,398
Issue of shares	12	1,096	-	-	-	-	-	-	(102)	-	1,006	-	1,006
Shares repurchased	28(b)	-	(1,301)	-	-	-	-	-	-	-	(1,301)	-	(1,301)
Shares cancelled	28(b)	(22)	2,041	-	-	-	-	-	-	(2,019)	-	-	-
Interim 2021 dividend	12	-	-	-	-	-	-	-	-	(21,409)	(21,409)	-	(21,409)
At 31 December 2021	10,155	156,252*	-*	38,841*	1,146*	8,994*	(2,722)*	190*	6,109*	779,630*	998,595	18,126	1,016,721

* These reserve accounts comprise the consolidated share premium and reserves of US\$988,706,000 (2021: US\$988,440,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2022

	<i>Notes</i>	2022 US\$'000	2021 US\$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		133,195	103,488
Adjustments for:			
Finance costs	7	944	366
Share of profit of a joint venture		(4,553)	(6,741)
Share of losses of associates		84	60
Interest income	6	(1,665)	(903)
Loss on disposal of items of property, plant and equipment	8	10,572	6,914
Gain on early termination of leases	8	–	(118)
Fair value losses on financial assets at fair value through profit or loss, net	8	2,281	25
Depreciation of property, plant and equipment	8	45,279	48,360
Depreciation of investment properties	8	837	835
Depreciation of right-of-use assets	8	10,278	7,795
Impairment of trade receivables, net	8	15,072	9,619
Impairment of other receivables, net	8	950	6,060
Write-back of inventories, net	8	(460)	(3,169)
(Gain)/loss on deregistration of subsidiaries	8	(208)	2,167
Provision for equity-settled share option expense	30	5,821	4,398
		218,427	179,156
Decrease/(increase) in inventories		37,892	(39,130)
Decrease/(increase) in trade receivables		46,944	(73,156)
(Increase)/decrease in prepayments, deposits and other receivables		(24,153)	22,944
(Decrease)/increase in trade payables		(19,317)	4,970
(Decrease)/increase in other payables and accruals		(10,485)	38,524
Cash generated from operations		249,308	133,308
Interest paid		(693)	(190)
Taxes paid		(8,539)	(12,862)
Net cash flows from operating activities		240,076	120,256

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2022

	Notes	2022 US\$'000	2021 US\$'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received	6	1,665	903
Purchases of items of property, plant and equipment		(45,267)	(52,224)
Additions to investment properties		–	(170)
Acquisition of a subsidiary	31	–	(1,400)
Deposits paid for acquisition of property, plant and equipment and leasehold land		(12,665)	(3,483)
Proceeds from disposal of property, plant and equipment		5,510	490
Purchases of financial assets at fair value through profit or loss		(3,000)	(10,000)
Placement of pledged deposits		(17)	(5,467)
		<u>(53,774)</u>	<u>(71,351)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
New bank loans		92,237	38,659
Repayment of bank loans		(92,456)	(33,792)
Principal portion of lease payments		(6,812)	(5,609)
Dividends paid		(99,130)	(21,409)
Interest paid	7	(251)	(176)
Shares repurchased	28(b)	–	(1,301)
Proceeds from issue of shares	28(a)	–	1,006
		<u>(106,412)</u>	<u>(22,622)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS		79,890	26,283
Cash and cash equivalents at beginning of year		135,170	108,667
Effect of foreign exchange rate changes, net		(1,757)	220
CASH AND CASH EQUIVALENTS AT END OF YEAR		<u>213,303</u>	<u>135,170</u>
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	23	68,651	87,368
Non-pledged time deposits with original maturity of less than three months when acquired	23	144,652	47,802
Cash and cash equivalents as stated in the consolidated statement of financial position		<u>213,303</u>	<u>135,170</u>

1. CORPORATE AND GROUP INFORMATION

Stella International Holdings Limited (the "Company") is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (2010 Revision) of the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The principal place of business of the Company is located at Flat C, 20/F, MG Tower, 133 Hoi Bun Road, Kowloon, Hong Kong.

During the year, the Company and the subsidiaries (collectively referred to as the "Group") were involved in the following principal activities:

- development, manufacturing and sale of footwear and handbags
- investment holding

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
JW FDN Limited ("JW FDN")	British Virgin Islands ("BVI")	US\$100	–	60	Investment holding
P.T. Young Tree Industries	Indonesia	IDR106,842,000,000	–	100	Manufacturing of footwear
P.T. Tyfountex Indonesia	Indonesia	US\$20,800,000	–	56.4	Manufacturing of footwear
Stella Europe Trading Limited	Hong Kong	EUR100,000	–	100	Sourcing and distribution of footwear
Stella Fashion Group Limited	BVI	US\$4	–	100	Investment holding
Stella Fashion Italia S.R.L.	Italy	EUR10,000	–	100	Sale and distribution of footwear
Stella Fashion SAS	France	EUR1,000,000	–	100	Footwear retailing
Stella Footwear Inc.	BVI	US\$3,947	–	100	Investment holding

NOTES TO FINANCIAL STATEMENTS

31 December 2022

1. CORPORATE AND GROUP INFORMATION *(continued)*

Information about subsidiaries *(continued)*

Particulars of the Company's principal subsidiaries are as follows: *(continued)*

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Stella International Limited	Vanuatu	US\$1	100	–	Investment holding
Stella International Marketing Company Limited	Malaysia	US\$10,000	100	–	Marketing activities
Stella International Trading (Macao Commercial Offshore) Limited	Macao	MOP200,000	–	100	Sale of footwear
Stella Leather Goods (Ho Chi Minh) Co., Ltd.	Vietnam	US\$1,000,000	–	83.5	Manufacturing of handbags
Stella Luna Sol Limited	Hong Kong	HK\$1	–	100	Holding of intellectual property rights
Stella Romano Trading Limited	Taiwan	NTD1,000,000	–	100	Sale of footwear
Stella Services Limited	Hong Kong	HK\$300,000	100	–	Provision of secretary and accounting services
TY Foundation Limited	Liberia	US\$500	–	60	Investment holding
Vietnam Golden Victory Company Limited	Vietnam	US\$25,000,000	–	100	Manufacturing of footwear
洞口興雄鞋業有限公司 ("Dongkou Selena Upper Company Limited")*	The PRC/ Mainland China	US\$10,000,000	–	100	Manufacturing of footwear
東莞興昂鞋業有限公司 ("Dongguan Stella Footwear Company Limited")*	The PRC/ Mainland China	HK\$191,810,000	–	100	Manufacturing of footwear

1. CORPORATE AND GROUP INFORMATION *(continued)*

Information about subsidiaries *(continued)*

Particulars of the Company's principal subsidiaries are as follows: *(continued)*

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
東莞新創鞋業科技有限公司 ("Dongguan Stella Footwear Product Creation Company Limited")*	The PRC/ Mainland China	RMB12,000,000	–	100	Manufacturing of footwear
廣西容縣興雄鞋面有限公司 ("Guangxi Rong Yuan Selena Upper Company Limited")#*	The PRC/ Mainland China	US\$3,000,000	–	100	Manufacturing of footwear
廣西興鵬鞋業有限公司 ("Guangxi Shenandoah Footwear Company Limited")*	The PRC/ Mainland China	US\$10,000,000	–	100	Manufacturing of footwear
廣西興萊鞋業有限公司 ("Guangxi Simona Footwear Company Limited")*	The PRC/ Mainland China	US\$10,000,000	–	100	Manufacturing of footwear
龍川興萊鞋業有限公司 ("Long Chuan Simona Footwear Company Limited")*	The PRC/ Mainland China	HK\$220,000,000	–	100	Manufacturing of footwear
隆回興昂鞋業有限公司 ("Longhui Stella Footwear Company Limited")*	The PRC/ Mainland China	US\$25,000,000	–	100	Manufacturing of footwear
邵陽連泰鞋業有限公司 ("Shaoyang Liantai Footwear Company Limited")*	The PRC/ Mainland China	RMB163,800,000	–	100	Manufacturing of footwear

NOTES TO FINANCIAL STATEMENTS

31 December 2022

1. CORPORATE AND GROUP INFORMATION *(continued)*

Information about subsidiaries *(continued)*

Particulars of the Company's principal subsidiaries are as follows: *(continued)*

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
邵陽縣興昂鞋業有限公司 ("Shaoyang Yuan Stella Footwear Co., Ltd.")*	The PRC/ Mainland China	RMB30,000,000	–	100	Manufacturing of footwear
雙峰興昂鞋業有限公司 ("Shuangfeng Stella Footwear Company Limited")*	The PRC/ Mainland China	HK\$135,280,000	–	100	Manufacturing of footwear
興記時尚(中國)有限公司 ("Stella Fashion (China) Limited")*	The PRC/ Mainland China	RMB100,000,000	–	100	Footwear retailing
威縣遠達制鞋有限公司 ("Wei County Yuanta Footwear Company Limited")*	The PRC/ Mainland China	US\$10,000,000	–	100	Manufacturing of footwear
新寧興雄鞋業有限公司 ("Xinning Selena Footwear Company Limited")*	The PRC/ Mainland China	US\$2,000,000	–	100	Manufacturing of footwear

* Registered as a wholly-foreign-owned enterprise under PRC law.

Deregistered during the year.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in United States dollars ("US\$") 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 Group for the year ended 31 December 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).

Generally, there is a presumption that a majority of voting rights results in control. 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.

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 and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. 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.

NOTES TO FINANCIAL STATEMENTS

31 December 2022

2.1 BASIS OF PREPARATION *(continued)*

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 HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i>
Amendments to HKAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i>
<i>Annual Improvements to HKFRSs 2018-2020</i>	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

The nature and the impact of the revised HKFRSs that are applicable to the Group are described below:

- (a) Amendments to HKFRS 3 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 (the "Conceptual Framework") issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 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 HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 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 has applied the amendments prospectively to business combinations that occurred on or after 1 January 2022. As there were no business combinations during the year, the amendments did not have any impact on the financial position and performance of the Group.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(continued)*

- (b) Amendments to HKAS 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 as determined by HKAS 2 *Inventories*, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 January 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.
- (c) Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 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 Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 January 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.
- (d) *Annual Improvements to HKFRSs 2018-2020* sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendment that is applicable to the Group are as follows:
- HKFRS 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. The Group has applied the amendment prospectively from 1 January 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

NOTES TO FINANCIAL STATEMENTS

31 December 2022

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ²
HKFRS 17	<i>Insurance Contracts</i> ¹
Amendments to HKFRS 17	<i>Insurance Contracts</i> ^{1, 5}
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information</i> ⁶
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current (the "2020 Amendments")</i> ^{2, 4}
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants (the "2022 Amendments")</i> ²
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> ¹
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i> ¹
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> ¹

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

² Effective for annual periods beginning on or after 1 January 2024

³ No mandatory effective date yet determined but available for adoption

⁴ As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised to align the corresponding wording with no change in conclusion

⁵ As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

⁶ An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

Further information about those HKFRSs that are expected to be applicable to the Group is described below:

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) 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 HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 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 HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of HKFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. 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. In 2022, the HKICPA issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

Amendments to HKAS 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 HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 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 HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently revisiting the accounting policy disclosures to ensure consistency with the amendments.

Amendments to HKAS 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.

Amendments to HKAS 12 narrow the scope of the initial recognition exception in HKAS 12 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 (provided that sufficient taxable profit is available) 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 amendments are not expected to have any significant impact on the Group's financial statements.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates and a joint venture

An associate is an entity in which the Group has a long-term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and a joint venture are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates and a joint venture is included in profit or loss and other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associates or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint venture are eliminated to the extent of the Group's investments in the associates or joint venture, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or a joint venture is included as part of the Group's investments in associates or a joint venture.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Business combinations

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.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Business combinations (continued)

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.

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.

Fair value measurement

The Group measures its financial assets at fair value through profit or loss 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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Fair value measurement *(continued)*

For assets and liabilities that are recognised in the 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.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), 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 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 end of each reporting period as to whether there is an 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 any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

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 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.

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.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to 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 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.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Property, plant and equipment and depreciation *(continued)*

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:

Freehold land	Not depreciated
Buildings	Over the shorter of the lease terms of the relevant leasehold land and 5%
Plant and machinery	10% to 20%
Furniture, fixtures and equipment	20%
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 recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction and uninstalled equipment, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

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 cost less accumulated depreciation and any impairment losses.

Depreciation is calculated on the straight-line basis at 5% per annum to write off the cost of investment properties to its residual value over their estimated useful lives. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

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.

(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. 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:

	Over the shorter of the lease terms or useful life of 20 to 50 years
Leasehold land	
Offices and factories	3 to 10 years

(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).

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.

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 offices (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 factories and offices that are considered to be of low value. 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 an operating 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. Rental income is accounted for on a straight-line basis over the lease terms and is included in other income in profit or loss due to its non-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.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost 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 HKFRS 15 Revenue from Contracts with Customers in accordance with the policies set out for "Revenue recognition" below.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

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 rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

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.

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).

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of financial assets (continued)

General approach (continued)

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. The Group considers that there has been a 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 90 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.

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.

- 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

Write-off

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

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 probability of default, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial liabilities

Initial recognition and measurement

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

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.

Subsequent measurement of 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 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 profit or loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

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 profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated 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.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

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 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 realisable value. Cost is determined on weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable 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, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

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

Provisions

A provision is recognised 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 profit or loss.

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.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Income tax (continued)

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

- when 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, associates and a joint venture, 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.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised 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, associates and a joint venture, deferred tax assets are only recognised 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 utilised.

The carrying amount of deferred tax assets is reviewed at the end of the 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 of the 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.

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.

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 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 HKFRS 15.

Sale of goods

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

Other income

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

Rental income is recognised on a time proportion basis over the lease terms.

Refund liabilities

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from a customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

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 in exchange 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 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 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.

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.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Other employee benefits

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 in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to 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 a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Payments to state-managed retirement benefit schemes in jurisdictions other than Mainland China and Hong Kong are charged as expenses when employees have rendered service entitling them to the contributions.

Borrowing costs

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 recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in note 12 to the 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 recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in United States dollar, 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 profit or loss.

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 venture and associates are currencies other than the United States dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into United States dollar at the exchange rates prevailing at the end of the reporting period and their profit or loss is translated into United States dollar at the exchange rates that approximate to those prevailing at the dates of the transactions.

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

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into United States dollar at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into United States dollar at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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 described below.

Provision for expected credit losses on trade and other receivables

The measurement of expected credit losses under HKFRS 9 on trade and other receivables requires judgement, in particular, the estimation of the amount and timing of future cash flows when determining impairment losses, and the assessment of a significant increase in credit risk for other receivables. These estimates are affected by a number of factors, changes in which can result in different allowance amounts. As at 31 December 2022, the carrying amount of the Group's trade and other receivables was US\$317,509,000 (2021: US\$371,580,000) and the ECLs of trade and other receivables amounted to US\$25,954,000 (2021: US\$11,573,000).

The Group's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. The significant estimates involved in the determination of the inputs applied in the ECL models include: the Group's internal credit grading, which assigns probabilities of default to the individual grades; the segmentation of trade receivables based on risk characteristics of the customers and by geographical location when their ECLs are assessed on a collective basis; development of ECL models, including the various formulas and the choice of inputs over determination of loss given default of the credit exposures; determination of associations between macroeconomic scenarios and, economic inputs, such as nonfarm payroll, purchasing manager index and volatility index, and the effect on probabilities of default, exposures at default and losses given default; and selection of forward-looking macroeconomic scenarios and their probability weightings.

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

Write-down of inventories to net realisable value

Management reviews the condition of inventories of the Group and writes down the carrying amounts of obsolete and slow-moving inventories items which are identified as no longer suitable for sale or use to their respective net realisable values. The Group estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions at the end of the reporting period.

The identification of obsolete and slow-moving inventory items requires the use of judgements and estimates. Where the expectation is different from the original estimate, such difference will impact on the carrying values of inventories and the write-down of inventories recognised in the periods in which such estimates have been made. The carrying amount of inventories at 31 December 2022 was US\$188,752,000 (2021: US\$226,189,000).

4. OPERATING SEGMENT INFORMATION

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

- the manufacturing segment engages in the sale and manufacturing of footwear and handbag
- the retailing and wholesaling segment engages in the sale of products of self-developed brands

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/loss, which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit before tax except that interest income, fair value losses from the Group's financial instruments, share of profits/(losses) of a joint venture and associates as well as unallocated corporate income, expenses, gains and losses are excluded from such measurement.

Segment assets exclude financial assets at fair value through profit or loss, pledged deposits and other unallocated corporate assets as these assets are managed on a group basis.

Segment liabilities exclude unallocated interest-bearing bank borrowings, tax payable and other 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.

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31 December 2022

4. OPERATING SEGMENT INFORMATION *(continued)*

Year ended 31 December 2022

	Manufacturing US\$'000	Retailing and wholesaling US\$'000	Total US\$'000
Segment revenue (note 5)			
Sales to external customers	1,620,045	10,726	1,630,771
Intersegment sales	7,128	–	7,128
	<u>1,627,173</u>	<u>10,726</u>	<u>1,637,899</u>
<i>Reconciliation:</i>			
Elimination of intersegment sales			(7,128)
Revenue			<u>1,630,771</u>
Segment results	162,141	(20,973)	141,168
<i>Reconciliation:</i>			
Corporate and other unallocated income and gains			506
Corporate and other unallocated expenses and losses			(11,388)
Share of result of a joint venture			4,553
Share of result of associates			(84)
Operating profit before changes in fair value of financial instruments			134,755
Net fair value loss on financial instruments			(2,281)
Operating profit after changes in fair value of financial instruments			132,474
Interest income			1,665
Interest expense			(944)
Profit before tax			<u>133,195</u>
Segment assets	1,209,631	28,221	1,237,852
<i>Reconciliation:</i>			
Corporate and other unallocated assets			20,231
Total assets			<u>1,258,083</u>
Segment liabilities	237,843	269	238,112
<i>Reconciliation:</i>			
Corporate and other unallocated liabilities			4,022
Total liabilities			<u>242,134</u>
Other segment information			
Share of profit of a joint venture	4,553	–	4,553
Share of loss of associates	–	(84)	(84)
Impairment of trade receivables, net	2,905	12,167	15,072
Loss on disposal of items of property, plant and equipment	10,572	–	10,572
Impairment of other receivables, net	950	–	950
Depreciation of property, plant and equipment	44,860	419	45,279
Depreciation of right-of-use assets	10,118	160	10,278
Write-back of inventories, net	(443)	(17)	(460)
Income tax expense	15,488	520	16,008
Investment in a joint venture	42,449	–	42,449
Investments in associates	–	524	524
Capital expenditure*	57,821	111	57,932

* Capital expenditure consists of additions to property, plant and equipment and deposits for acquisition of property, plant and equipment and leasehold land.

4. OPERATING SEGMENT INFORMATION *(continued)*

Year ended 31 December 2021

	Manufacturing US\$'000	Retailing and wholesaling US\$'000	Total US\$'000
Segment revenue (note 5)			
Sales to external customers	1,524,908	15,700	1,540,608
Intersegment sales	11,040	–	11,040
	<u>1,535,948</u>	<u>15,700</u>	<u>1,551,648</u>
<i>Reconciliation:</i>			
Elimination of intersegment sales			<u>(11,040)</u>
Revenue			<u>1,540,608</u>
Segment results	118,314	(13,843)	104,471
<i>Reconciliation:</i>			
Corporate and other unallocated income and gains			13
Corporate and other unallocated expenses and losses			(8,189)
Share of result of a joint venture			6,741
Share of result of associates			<u>(60)</u>
Operating profit before changes in fair value of financial instruments			102,976
Net fair value loss on financial instruments			<u>(25)</u>
Operating profit after changes in fair value of financial instruments			102,951
Interest income			903
Interest expense			<u>(366)</u>
Profit before tax			<u>103,488</u>
Segment assets	1,213,401	32,031	1,245,432
<i>Reconciliation:</i>			
Corporate and other unallocated assets			<u>52,776</u>
Total assets			<u>1,298,208</u>
Segment liabilities	276,111	820	276,931
<i>Reconciliation:</i>			
Corporate and other unallocated liabilities			<u>4,556</u>
Total liabilities			<u>281,487</u>
Other segment information			
Share of profit of a joint venture	6,741	–	6,741
Share of loss of associates	–	(60)	(60)
Impairment of trade receivables, net	7,653	1,966	9,619
Loss on disposal of items of property, plant and equipment	6,914	–	6,914
Loss on deregistration of a subsidiary	–	2,167	2,167
Impairment of other receivables, net	6,059	1	6,060
Depreciation of property, plant and equipment	47,726	634	48,360
Depreciation of right-of-use assets	7,529	266	7,795
Write-back of inventories, net	(1,596)	(1,573)	(3,169)
Income tax expense	12,458	192	12,650
Investment in a joint venture	37,896	–	37,896
Investments in associates	–	608	608
Capital expenditure*	<u>55,769</u>	<u>108</u>	<u>55,877</u>

* Capital expenditure consists of additions to property, plant and equipment, investment properties and deposits for acquisition of property, plant and equipment.

NOTES TO FINANCIAL STATEMENTS

31 December 2022

4. OPERATING SEGMENT INFORMATION *(continued)*

Geographical information

(a) Revenue from external customers

	2022 US\$'000	2021 US\$'000
North America	836,053	765,257
Europe	393,771	336,866
The PRC	220,883	312,493
Asia, other than the PRC	133,963	94,830
Other countries	46,101	31,162
	<u>1,630,771</u>	<u>1,540,608</u>

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

(b) Non-current assets

	2022 US\$'000	2021 US\$'000
The PRC	187,194	226,258
Bangladesh	18,538	18,616
Vietnam	152,904	159,731
Indonesia	87,434	48,608
Other countries	75,317	94,643
	<u>521,387</u>	<u>547,856</u>

The non-current asset information above is based on the locations of the assets and excludes financial assets and pledged deposits.

Information about major customers

Revenue derived from sales of footwear to customers which individually accounted for 10% or more of the Group's revenue is set out below:

	2022 US\$'000	2021 US\$'000
Derived from the manufacturing segment:		
Customer A	563,618	523,463
Customer B	—*	217,352
	<u>—</u>	<u>—</u>

* Revenue from the customer did not exceed 10% of total revenue in this respective year.

5. REVENUE

An analysis of revenue from contracts with customers is as follows:

(i) *Disaggregated revenue information*

For the year ended 31 December 2022

Segments

	Manufacturing US\$'000	Retailing and wholesaling US\$'000	Total US\$'000
Types of goods			
Sales of footwear and handbag	1,620,045	10,726	1,630,771
Total revenue from contracts with customers	<u>1,620,045</u>	<u>10,726</u>	<u>1,630,771</u>
Geographical markets			
North America	836,053	–	836,053
Europe	391,326	2,445	393,771
The PRC	212,603	8,280	220,883
Asia, other than the PRC	133,963	–	133,963
Other countries	46,100	1	46,101
Total revenue from contracts with customers	<u>1,620,045</u>	<u>10,726</u>	<u>1,630,771</u>
Timing of revenue recognition			
Goods transferred at a point in time	1,620,045	10,726	1,630,771
Total revenue from contracts with customers	<u>1,620,045</u>	<u>10,726</u>	<u>1,630,771</u>

NOTES TO FINANCIAL STATEMENTS

31 December 2022

5. REVENUE *(continued)*

An analysis of revenue from contracts with customers is as follows: *(continued)*

(i) *Disaggregated revenue information (continued)*

For the year ended 31 December 2021

Segments

	Manufacturing US\$'000	Retailing and wholesaling US\$'000	Total US\$'000
Types of goods			
Sales of footwear and handbag	1,524,908	15,700	1,540,608
Total revenue from contracts with customers	<u>1,524,908</u>	<u>15,700</u>	<u>1,540,608</u>
Geographical markets			
North America	765,257	–	765,257
Europe	333,799	3,067	336,866
The PRC	299,997	12,496	312,493
Asia, other than the PRC	94,693	137	94,830
Other countries	31,162	–	31,162
Total revenue from contracts with customers	<u>1,524,908</u>	<u>15,700</u>	<u>1,540,608</u>
Timing of revenue recognition			
Goods transferred at a point in time	1,524,908	15,700	1,540,608
Total revenue from contracts with customers	<u>1,524,908</u>	<u>15,700</u>	<u>1,540,608</u>

5. REVENUE *(continued)*

An analysis of revenue from contracts with customers is as follows: *(continued)*

(ii) *Performance obligations*

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

Sale of goods

The performance obligation is satisfied upon delivery of the goods. Standard payment terms are generally 30 days and selected payment terms for customers are up to 90 days from delivery, except for new customers, where payment in advance is normally required.

6. OTHER INCOME AND OTHER LOSSES, NET AND INTEREST INCOME

	2022 US\$'000	2021 US\$'000
<u>Other income</u>		
Rental income	3,581	3,998
Sales of scrap	528	1,027
Government subsidies	3,423	4,085
Others	3,829	4,487
	<u>11,361</u>	<u>13,597</u>
<u>Other losses, net</u>		
Gain/(loss) on deregistration of subsidiaries	208	(2,167)
Loss on disposal of items of property, plant and equipment	(10,572)	(6,914)
Loss on work stoppage (note)	(6,758)	(197)
Gain on early termination of leases	–	118
Foreign exchange differences, net	1,859	94
	<u>(15,263)</u>	<u>(9,066)</u>
<u>Interest income</u>		
Bank interest income	1,198	376
Interest income from overdue trade receivables	235	338
Interest income from financial assets at fair value through profit or loss	232	189
	<u>1,665</u>	<u>903</u>

Note: An amount represented the direct costs incurred during the close-down of factories.

NOTES TO FINANCIAL STATEMENTS

31 December 2022

7. FINANCE COSTS

An analysis of finance costs is as follows:

	2022 US\$'000	2021 US\$'000
Interest on bank loans	251	176
Interest on lease liabilities	693	190
	<u>944</u>	<u>366</u>

8. PROFIT BEFORE TAX

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

	<i>Notes</i>	2022 US\$'000	2021 US\$'000
Cost of inventories sold		1,279,104	1,226,930
Depreciation of property, plant and equipment	14	45,279	48,360
Depreciation of investment properties	15	837	835
Depreciation of right-of-use assets	16(a), 16(c)	10,278	7,795
Research and development costs		40,252	42,381
Lease payments not included in the measurement of lease liabilities	16(c)	334	542
Auditors' remuneration		607	583
Employee benefit expenses (excluding directors' and chief executive's remuneration (note 10)):			
Wages and salaries		392,251	372,158
Provision for equity-settled share option expense		4,746	4,088
Pension scheme contributions*		120	122
Severance pay and other related costs		7,362	5,695
		<u>404,479</u>	<u>382,063</u>

* There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

8. PROFIT BEFORE TAX *(continued)*

The Group's profit before tax is arrived at after charging/(crediting): *(continued)*

	<i>Notes</i>	2022 US\$'000	2021 US\$'000
Impairment of financial assets:			
Provision for impairment of trade receivables, net	21	15,072	9,619
Provision for impairment of other receivables, net	22	950	6,060
		<u>16,022</u>	<u>15,679</u>
Fair value loss on financial assets at fair value through profit or loss, net			
		<u>2,281</u>	<u>25</u>
(Gain)/loss on deregistration of subsidiaries		(208)	2,167
Loss on disposal of items of property, plant and equipment		10,572	6,914
Write-back of provision against inventories, net		(460)	(3,169)
Gain on early termination of leases		–	(118)
Foreign exchange differences, net		<u>(1,859)</u>	<u>(94)</u>

9. INCOME TAX

Tax on profits assessable in Mainland China has been calculated at the applicable PRC corporate income tax ("CIT") rate of 25% (2021: 25%) during the year.

Hong Kong profits tax has been provided at the rate of 16.5% (2021: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2021: HK\$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% (2021: 8.25%) and the remaining assessable profits are taxed at 16.5% (2021: 16.5%).

Macau Complementary Tax has been provided at the rate of 12% (2021: 12%) on the assessable profits arising in Macau during the year.

As approved by the relevant tax authorities in Vietnam, certain subsidiaries of the Company are entitled to the exemption from income taxes for two to four years followed by four to nine years of a 50% tax reduction based on preferential income tax rates, commencing from the first profitable year. The applicable tax rates for the subsidiaries in Vietnam range from nil to 20% for the years ended 31 December 2021 and 2022.

NOTES TO FINANCIAL STATEMENTS

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9. INCOME TAX (continued)

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

	2022 US\$'000	2021 US\$'000
Current – PRC		
Charge for the year	11,974	8,266
(Overprovision)/underprovision in prior years	(12,126)	346
Current – Hong Kong		
Charge for the year	212	33
Current – Macau		
Charge for the year	5,792	3,621
Current – Elsewhere		
Charge for the year	603	384
	<u>6,455</u>	<u>12,650</u>
Deferred tax		
– Withholding tax on undistributed profits (note 27)	9,553	–
	<u>16,008</u>	<u>12,650</u>

A reconciliation of the tax expense applicable to profit before tax at the PRC statutory rate for the jurisdictions in which the majority of its subsidiaries are domiciled, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the income tax expense, as follows:

	2022 US\$'000	2021 US\$'000
Profit before tax	<u>133,195</u>	<u>103,488</u>
Tax at the statutory tax rate at 25% (2021: 25%)	33,299	25,872
Lower tax rates for subsidiaries operating in other jurisdictions	(14,832)	(5,838)
Adjustments in respect of current tax of previous periods	(12,126)	346
Profits and losses attributable to a joint venture and associates	(1,117)	(1,670)
Income not subject to tax	(1,819)	(7,960)
Expenses not deductible for tax	1,496	1,994
Tax losses utilised from previous periods	–	(95)
Tax losses not recognised	1,554	1
Effect of withholding tax at 10% on the distributable profits of the certain subsidiaries	<u>9,553</u>	<u>–</u>
Income tax expense	<u>16,008</u>	<u>12,650</u>

9. INCOME TAX *(continued)*

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

By the end of 31 December 2021, no deferred tax liabilities have been recognised for withholding taxes that would be payable on the unremitted earnings of approximately US\$84,719,000 that are subject to withholding taxes of certain subsidiaries of the Group. In the opinion of the directors of the Company, it was not probable that these subsidiaries will distribute earnings arising from 1 January 2008 to 31 December 2021 in the foreseeable future.

During the year ended 31 December 2022, in the opinion of the directors, a proposed change in business plan involved the probable distribution of the unremitted earnings from certain subsidiaries in the foreseeable future. As at 31 December 2022, deferred tax liabilities of US\$9,553,000 have been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of certain subsidiaries of the Group.

10. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange ("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:

	2022 US\$'000	2021 US\$'000
Fees	565	699
Other emoluments:		
Salaries, allowances and benefits in kind	846	490
Performance related bonuses*	2,958	1,900
Equity-settled share option expense	1,075	310
Pension scheme contributions	8	–
	4,887	2,700
	5,452	3,399

* Certain executive directors of the Company were entitled to bonus payments which are determined with reference to the financial performance of the Group and were first reviewed by the remuneration committee of the board of directors ("Board") and then approved by the Board for the years ended 31 December 2021 and 2022.

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31 December 2022

10. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION *(continued)*

Certain directors were granted share options, in respect of their services to the Group, under the share option schemes of the Company, further details of which are set out in note 30 to the financial statements. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2022 US\$'000	2021 US\$'000
Mr. Chen Johnny	65	66
Mr. Bolliger Peter	57	58
Mr. Chan Fu Keung, William	72	72
Mr. Yue Chao-Tang, Thomas	72	73
Mr. Lian Jie (passed away on 28 March 2022)	14	57
Ms. Shi Nan Sun	49	49
	<u>329</u>	<u>375</u>

There was no other emolument payable to the independent non-executive directors during the year (2021: Nil).

Subsequent to the year ended 31 December 2022, Ms. Wan Sin Yee, Cindy was appointed as an independent non-executive director of the Company on 16 March 2023 and on the same date, the Company announced that Mr. Chen Johnny will retire from his position as an independent non-executive director by rotation at the annual general meeting to be held on 11 May 2023 and will not offer himself for re-election.

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

(b) Executive directors, non-executive directors and the chief executive

	Fees US\$'000	Salaries, allowances and benefits in kind US\$'000	Performance related bonuses US\$'000	Equity-settled share option expense US\$'000	Pension scheme contributions US\$'000	Total remuneration US\$'000
2022						
Executive directors:						
Mr. Chen Li-Ming, Lawrence	42	77	460	-	-	579
Mr. Chiang Yi-Min, Harvey (appointed on 17 March 2022)	33	119	633	369	4	1,158
Mr. Gillman Christopher, Charles (appointed on 17 March 2022)	33	237	190	164	-	624
	<u>108</u>	<u>433</u>	<u>1,283</u>	<u>533</u>	<u>4</u>	<u>2,361</u>
Non-Executive directors:						
Mr. Chiang Jeh-Chung, Jack (retired on 12 May 2022)	43	-	-	-	-	43
Mr. Chao Ming-Cheng, Eric (retired on 12 May 2022)	43	-	-	-	-	43
	<u>86</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>86</u>
Chief executive:						
Mr. Chi Lo-Jen	42	413	1,675	542	4	2,676
	<u>236</u>	<u>846</u>	<u>2,958</u>	<u>1,075</u>	<u>8</u>	<u>5,123</u>
2021						
Executive director:						
Mr. Chen Li-Ming, Lawrence	42	77	400	-	-	519
Non-Executive directors:						
Mr. Chiang Jeh-Chung, Jack	120	-	-	-	-	120
Mr. Chao Ming-Cheng, Eric	120	-	-	-	-	120
	<u>240</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>240</u>
Chief executive:						
Mr. Chi Lo-Jen	42	413	1,500	310	-	2,265
	<u>324</u>	<u>490</u>	<u>1,900</u>	<u>310</u>	<u>-</u>	<u>3,024</u>

During the year, no remuneration was paid by the Group to any of these directors as an inducement to join or upon joining the Group, or as a compensation for loss of office (2021: Nil). There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2021: Nil).

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11. EMPLOYEES' EMOLUMENTS

The five highest paid employees during the year included two (2021: one) directors, details of whose remuneration are set out in note 10 above. Details of the remuneration for the year of the remaining three (2021: four) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2022 US\$'000	2021 US\$'000
Salaries, allowances and benefits in kind	746	768
Performance related bonuses	1,716	2,104
Pension scheme contributions	9	6
Equity-settled share option expense	1,150	110
	<u>3,621</u>	<u>2,988</u>

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	
	2022	2021
HK\$4,000,001 to HK\$4,500,000	–	1
HK\$5,500,001 to HK\$6,000,000	1	2
HK\$6,000,001 to HK\$6,500,000	1	–
HK\$7,000,001 to HK\$7,500,000	1	–
HK\$7,500,001 to HK\$8,000,000	–	1
	<u>3</u>	<u>4</u>

During the year, none (2021: none) of the senior management of the Group was a director of the Company and one (2021: one) of the senior management of the Group was a top five highest paid individuals. The emoluments of four (2021: five) individuals of senior management of the Group during the year, disclosed pursuant to the Listing Rules, were within the following bands:

11. EMPLOYEES' EMOLUMENTS *(continued)*

	Number of employees	
	2022	2021
HK\$2,000,001 to HK\$2,500,000	1	1
HK\$3,500,001 to HK\$4,000,000	–	1
HK\$4,500,001 to HK\$5,000,000	1	–
HK\$5,000,001 to HK\$5,500,000	1	2
HK\$7,000,001 to HK\$7,500,000	1	–
HK\$7,500,001 to HK\$8,000,000	–	1
	<u>4</u>	<u>5</u>

12. DIVIDENDS

	2022 US\$'000	2021 US\$'000
Final declared and paid – HK56 cents (2021: Nil) per ordinary share	56,646	–
Interim – HK42 cents (2021: HK21 cents) per ordinary share	42,484	21,409
	<u>99,130</u>	<u>21,409</u>

A final dividend of HK45 cents per share amounting to approximately HK\$357,290,000 (equivalent to US\$45,520,000) in respect of the year ended 31 December 2022 (2021: HK\$444,628,000 (equivalent to US\$56,646,000)) has been proposed by the directors and is subject to approval by the shareholders at the forthcoming annual general meeting.

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13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares, excluding a pool of shares maintained by a trustee as disclosed in note 30 to the financial statements, of 792,200,500 (2021: 791,946,897) in issue during the year.

The calculation of the diluted earnings per share amounts for the year ended 31 December 2021 is based on the profit for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares in issue during the year, as used in the calculation is the number of ordinary shares used in the basic earnings 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 share options granted to directors, employees and consultants as disclosed in note 30 to the financial statements had no dilutive effect during the year ended 31 December 2022 because the exercise price of the share options granted was higher than the average market price of the Company's shares during the year.

The calculations of basic and diluted earnings per share are based on:

	2022 US\$'000	2021 US\$'000
Profit attributable to ordinary equity holder of the parent, used in the basic and diluted earnings per share calculations	118,033	89,694
	Number of shares	
	2022	2021
<u>Shares</u>		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	792,200,500	791,946,897
Effect of dilution – weighted average number of ordinary shares:		
Share options	–	1,605,207
Weighted average number of ordinary shares, used in the diluted earnings per share calculation	792,200,500	793,552,104

14. PROPERTY, PLANT AND EQUIPMENT

	Freehold land US\$'000	Buildings US\$'000	Plant and machinery US\$'000	Furniture, fixtures and equipment US\$'000	Motor vehicles US\$'000	Construction in progress US\$'000	Total US\$'000
At 1 January 2021,							
net of accumulated depreciation	7,570	238,847	121,497	23,576	2,238	17,879	411,607
Additions	–	5,791	21,164	3,192	509	21,685	52,341
Depreciation provided during the year	–	(20,694)	(21,642)	(5,256)	(768)	–	(48,360)
Transfers	–	25,826	5,503	1,739	353	(33,421)	–
Disposals/write-off	–	(1,286)	(3,920)	(1,996)	(202)	–	(7,404)
Exchange realignment	173	12,627	(1,038)	(8,907)	(377)	(404)	2,074
At 31 December 2021 and 1 January 2022,							
net of accumulated depreciation	7,743	261,111	121,564	12,348	1,753	5,739	410,258
Additions	–	5,243	21,736	2,568	736	15,523	45,806
Depreciation provided during the year	–	(20,493)	(19,810)	(4,376)	(600)	–	(45,279)
Transfers	–	7,922	86	356	511	(8,875)	–
Disposals/write-off	–	(11,469)	(3,643)	(429)	(10)	(531)	(16,082)
Exchange realignment	(850)	(9,306)	(4,218)	(330)	(219)	(682)	(15,605)
At 31 December 2022, net of accumulated depreciation and impairment	<u>6,893</u>	<u>233,008</u>	<u>115,715</u>	<u>10,137</u>	<u>2,171</u>	<u>11,174</u>	<u>379,098</u>
At 1 January 2021:							
Cost	7,570	374,521	249,437	73,677	8,026	17,879	731,110
Accumulated depreciation	–	(135,674)	(127,940)	(50,101)	(5,788)	–	(319,503)
Net carrying amount	<u>7,570</u>	<u>238,847</u>	<u>121,497</u>	<u>23,576</u>	<u>2,238</u>	<u>17,879</u>	<u>411,607</u>
At 31 December 2021 and 1 January 2022:							
Cost	7,743	431,336	257,468	39,725	6,721	5,739	748,732
Accumulated depreciation	–	(170,225)	(135,904)	(27,377)	(4,968)	–	(338,474)
Net carrying amount	<u>7,743</u>	<u>261,111</u>	<u>121,564</u>	<u>12,348</u>	<u>1,753</u>	<u>5,739</u>	<u>410,258</u>
At 31 December 2022:							
Cost	6,893	403,211	247,619	36,215	7,092	11,174	712,204
Accumulated depreciation and impairment	–	(170,203)	(131,904)	(26,078)	(4,921)	–	(333,106)
Net carrying amount	<u>6,893</u>	<u>233,008</u>	<u>115,715</u>	<u>10,137</u>	<u>2,171</u>	<u>11,174</u>	<u>379,098</u>

At 31 December 2022, certain of the Group's freehold land and buildings with net carrying amounts of approximately US\$3,605,000 and US\$1,692,000 (2021: US\$4,002,000 and US\$1,919,000), respectively were pledged to secure general banking facilities granted to the Group (note 26).

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15. INVESTMENT PROPERTIES

	2022 US\$'000	2021 US\$'000
At 1 January, net of accumulated depreciation	4,455	5,009
Additions	–	170
Depreciation provided during the year	(837)	(835)
Exchange realignment	(353)	111
	<u>3,265</u>	<u>4,455</u>
At 31 December, net of accumulated depreciation		
At 1 January:		
Cost	17,073	16,505
Accumulated depreciation	(12,618)	(11,496)
	<u>4,455</u>	<u>5,009</u>
Net carrying amount		
At 31 December:		
Cost	15,615	17,073
Accumulated depreciation	(12,350)	(12,618)
	<u>3,265</u>	<u>4,455</u>
Net carrying amount		

The Group's investment properties consist of 10 (2021: 10) industrial properties in the PRC and are depreciated on a straight-line basis at 5% per annum. The Group's investment properties were valued at US\$44,093,000 (2021: US\$42,399,000) on 31 December 2022 based on valuations performed by Roma Appraisals Limited, an independent professionally qualified valuer. Each year, management decides to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Management has discussions with the valuer on the valuation assumptions and valuation results when the valuation is performed for annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 16 to the financial statements.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the fair value disclosed above:

	Fair value measurement as at 31 December 2022 using			Total US\$'000
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	
Industrial properties	–	–	44,093	44,093

15. INVESTMENT PROPERTIES *(continued)*

Fair value hierarchy *(continued)*

	Fair value measurement as at 31 December 2021 using			
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	Total US\$'000
	—	—	42,399	42,399
	—	—	42,399	42,399
Industrial properties	—	—	42,399	42,399

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2021: Nil).

The Group has determined that the highest and best use of the industrial properties at the measurement date is their current use.

The fair value was determined based on the discounted cash flow method. Under the discounted cash flow method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a property interest. A market-derived discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the assets. The exit yield is normally separately determined and differs from the discount rate.

16. LEASES

The Group as a lessee

The Group has lease contracts for offices and factories used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 24 years to 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of offices and factories generally have lease terms between 3 years and 10 years (2021: between 3 years and 10 years). Other equipment generally has lease terms of 12 months or less and/or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside of the Group.

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16. LEASES (continued)

The Group as a lessee (continued)

(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:

	Leasehold land US\$'000	Offices and factories US\$'000	Total US\$'000
As at 1 January 2021	26,161	19,412	45,573
Additions	–	8,930	8,930
Acquisition of a subsidiary	45,000	–	45,000
Early termination	–	(1,578)	(1,578)
Depreciation provided for the year	(2,186)	(5,609)	(7,795)
Exchange realignment	268	–	268
As at 31 December 2021 and 1 January 2022	69,243	21,155	90,398
Additions	–	466	466
Depreciation provided for the year	(3,466)	(6,812)	(10,278)
Exchange realignment	(902)	–	(902)
As at 31 December 2022	64,875	14,809	79,684

(b) Lease liabilities

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

	2022 US\$'000	2021 US\$'000
Carrying amount at 1 January	21,285	19,660
New leases	466	8,930
Accretion of interest recognised during the year	693	190
Early termination	–	(1,696)
Payments	(7,505)	(5,799)
Carrying amount at 31 December	14,939	21,285
Analysed into:		
Current portion	4,337	4,809
Non-current portion	10,602	16,476
Carrying amount at 31 December	14,939	21,285

16. LEASES (continued)

The Group as a lessee (continued)

(b) Lease liabilities (continued)

The maturity analysis of lease liabilities is as follows:

	2022 US\$'000	2021 US\$'000
Analysed into:		
Within one year or on demand	4,337	4,809
In the second year	4,032	4,726
In the third to fifth years, inclusive	6,570	10,318
Beyond five years	–	1,432
	<u>14,939</u>	<u>21,285</u>

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

	2022 US\$'000	2021 US\$'000
Interest on lease liabilities	693	190
Depreciation charge of right-of-use assets	10,278	7,795
Expense relating to short-term leases		
– cost of sales	314	479
Expense relating to leases of low-value assets		
– administrative expenses	20	63
Gain on early termination of leases	–	(118)
	<u>11,305</u>	<u>8,409</u>
Total amount recognised in profit or loss		

The Group as a lessor

The Group leases its investment properties (note 15) consisting of 10 (2021: 10) industrial properties in the PRC under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits. Rental income recognised by the Group during the year was US\$3,581,000 (2021: US\$3,998,000), details of which are included in note 6 to the financial statements.

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16. LEASES (continued)

The Group as a lessor (continued)

At the end of the reporting period, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	2022 US\$'000	2021 US\$'000
Within 1 year	3,144	3,567
After 1 year but within 2 years	3,093	3,415
After 2 years but within 3 years	3,087	3,623
After 3 years but within 4 years	3,180	3,375
After 4 years but within 5 years	3,180	2,498
After 5 years	3,710	8,232
	<u>19,394</u>	<u>24,710</u>

17. INVESTMENT IN A JOINT VENTURE

	2022 US\$'000	2021 US\$'000
Share of net assets	<u>42,449</u>	<u>37,896</u>

The Group's trade payable balance due to the joint venture is disclosed in note 24 to the financial statements.

Particulars of the Group's joint venture are as follows:

Name	Particulars of issued shares held	Place of registration and business	Percentage of			Principal activity
			Ownership interest	Voting power	Profit sharing	
Bay Footwear Limited ("Bay Footwear")	Registered capital of 219,924 shares	Bangladesh	49	50	49	Manufacturing of footwear

The Group's shareholding in the joint venture is held through a wholly-owned subsidiary of the Company.

Bay Footwear, which is considered a material joint venture of the Group, acts as the Group's manufacturer of quality footwear products in Bangladesh and is accounted for using the equity method.

17. INVESTMENT IN A JOINT VENTURE *(continued)*

The following table illustrates the summarised financial information in respect of Bay Footwear adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

	2022 US\$'000	2021 US\$'000
Cash and bank balances	22,960	12,647
Other current assets	140,195	144,809
Current assets	163,155	157,456
Non-current assets	17,796	19,112
Trade and other payables	(94,321)	(99,230)
Current liabilities	(94,321)	(99,230)
Net assets	86,630	77,338
Reconciliation to the Group's interest in the joint venture:		
Proportion of the Group's ownership	49%	49%
Carrying amount of the investment	42,449	37,896
Revenue	100,325	90,708
Depreciation and amortisation	(2,099)	(1,751)
Interest expenses	(232)	(342)
Profit for the year	9,292	13,757
Total comprehensive income for the year	9,292	13,757

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18. INVESTMENTS IN ASSOCIATES

	2022 US\$'000	2021 US\$'000
Share of net assets	524	608

The Group's trade receivable balances with the associates are disclosed in note 21 to the financial statements.

Particulars of the Group's associates are as follows:

Name	Particulars of issued shares held	Place of incorporation/ registration and business	Percentage of ownership interest attributable to the Group	Principal activities
Xinji Baodefu Leather Co., Ltd. ("Baodefu")	Ordinary shares	The PRC/ Mainland China	60	Manufacturing and sale of leather products and footwear
Couture Accessories Holding Limited ("CAH")	Ordinary shares	BVI	40	Footwear wholesaling
Couture Accessories Limited ("CAL")	Ordinary shares	Hong Kong	40	Footwear wholesaling

The Group's shareholdings in the associates are held through wholly-owned subsidiaries of the Company.

In prior years, the Group has 60% equity interest in Xinji Baodefu Leather Co., Ltd. ("Baodefu"), a company incorporated in PRC and engaged in manufacturing and sales of leather products, and the corresponding carrying amount was fully impaired previously. During the year, Baodefu was disposed to Baodefu's controlling shareholder without consideration and thus, no profit or loss on disposal of the associate was recognised.

The Group has discontinued the recognition of its share of losses of CAH because the share of losses of the associate exceeded the Group's interest in the associate and the Group has no obligation to take up further losses. The amount of the Group's unrecognised share of loss of this associate for the current year and cumulatively were US\$4,191,000 (2021: US\$821,000) and US\$6,315,000 (2021: US\$2,124,000), respectively.

18. INVESTMENTS IN ASSOCIATES *(continued)*

The following table illustrates the financial information of CAL that is not individually material:

	2022 US\$'000	2021 US\$'000
Share of the associate's loss for the year	(84)	(60)
Share of the associate's other comprehensive loss	–	(4)
Share of the associate's total comprehensive loss	(84)	(64)
Carrying amount of the Group's investment in the associate	524	608

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	<i>Notes</i>	2022 US\$'000	2021 US\$'000
Listed equity investments, at fair value	<i>(a)</i>	10,723	–
Unlisted preferred shares, at fair value	<i>(a)</i>	–	10,000
Listed debt investments, at fair value	<i>(b)</i>	59	63
		<u>10,782</u>	<u>10,063</u>
Non-current assets		10,723	10,000
Current assets		59	63
		<u>10,782</u>	<u>10,063</u>

Notes:

(a) On 30 September 2021, the Group purchased 3,252,561 series B preferred shares with conversion right of an unlisted Company A which was incorporated in the Cayman Islands with a principal activity of fashion development at a consideration of US\$10,000,000.

On 8 December 2022, the Group subscribed 300,000 shares of unlisted Company B which was incorporated in the Cayman Islands at a consideration of US\$3,000,000.

On 14 December 2022, unlisted Company A has completed the business combination with unlisted Company B. Upon the completion of the business combination, Company B became the holding company of Company A, and the 3,252,561 series B preferred shares had been converted into the 875,790 shares of Company B. On 15 December 2022, Company B was listed on the New York Stock Exchange ("NYSE").

As at 31 December 2022, the Group holds 1,175,790 shares of Company B, which was listed on the NYSE.

The investment was classified as financial assets at fair value through profit or loss and measured at fair value at initial recognition and at the end of each reporting period. During the year ended 31 December 2022, fair value loss of US\$2,277,000 was recognised in profit or loss.

(b) The above debt investments were classified as financial assets at fair value through profit or loss as they were held for trading. During the year ended 31 December 2022, fair value loss of US\$4,000 was recognised in profit or loss.

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20. INVENTORIES

	2022 US\$'000	2021 US\$'000
Raw materials	45,077	59,816
Work in progress	53,936	62,613
Finished goods	89,739	103,760
	<u>188,752</u>	<u>226,189</u>

21. TRADE RECEIVABLES

	2022 US\$'000	2021 US\$'000
Trade receivables	289,451	339,082
Impairment	(24,919)	(10,538)
	<u>264,532</u>	<u>328,544</u>

The Group's trading terms with its customers are mainly on credit. The standard payment terms are generally 30 days and selected customers up to 90 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of customers, there is no significant concentration of credit risk. The Group does not hold any collateral over its trade receivable balances. Trade receivables are non-interest-bearing except for certain overdue trade receivables on selected customers at annual interest rate of 5%.

Included in the Group's gross trade receivables are amounts due from the Group's associates of US\$37,274,000 (2021: US\$60,225,000), with provision of expected credit losses amounting to US\$23,928,000 (2021: US\$9,736,000), which are repayable on credit terms similar to those offered to the major customers of the Group.

21. TRADE RECEIVABLES *(continued)*

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

	2022 US\$'000	2021 US\$'000
Within 1 month	111,235	141,809
1 to 2 months	72,686	84,689
2 to 3 months	44,763	43,508
3 to 6 months	20,857	23,542
6 to 12 months	9,049	13,880
Over 1 year	5,942	21,116
	<u>264,532</u>	<u>328,544</u>

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

	2022 US\$'000	2021 US\$'000
At beginning of year	10,538	10,128
Impairment losses, net (note 8)	15,072	9,619
Amounts written off as uncollectible	(691)	(9,209)
At end of year	<u>24,919</u>	<u>10,538</u>

An impairment analysis is performed at each reporting date by assigning an internal credit rating with reference to the historical record of the Group and comparing it with comparable companies with published credit ratings to determine the probability of default. Loss given default is estimated based on market information and is adjusted to reflect the effect of credit enhancement and other information of the specific debtors. The loss rate is then adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. Generally, trade receivables are written off if past due for more than 1 year and are not subject to enforcement activity.

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21. TRADE RECEIVABLES *(continued)*

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

	Notes	Expected credit loss rate* %	Gross carrying amount US\$'000	Expected credit losses US\$'000
As at 31 December 2022				
<i>Class of credit rating</i>				
Class 1 to Class 3	(i) to (iii)	0.07-12.76	251,483	3,285
Class 4	(iv)	54.59-87.52	37,950	21,616
Class 5	(v)	100.00	18	18
Total			289,451	24,919
As at 31 December 2021				
<i>Class of credit rating</i>				
Class 1 to Class 3	(i) to (iii)	0.05-0.45	311,666	325
Class 4	(iv)	17.07-36.02	26,874	9,678
Class 5	(v)	92.22-100.00	542	535
Total			339,082	10,538

* The range of the expected credit loss rate is due to different geographical locations of the customers.

Notes:

- (i) Class 1 customers maintain active business with the Group and have a good repayment history. Receivables were not yet past due.
- (ii) Class 2 customers have no recent transactions with the Group but have a good repayment history. Receivables were not yet past due.
- (iii) Class 3 customers have past due receivables but the Group expects that the receivables can be recovered.
- (iv) Class 4 customers have past due receivables and the Group expects higher risk of irrecoverability for the receivables.
- (v) Class 5 customers have past due receivables and the Group has substantial evidence of irrecoverability for the receivables.

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2022 US\$'000	2021 US\$'000
Current		
Prepayments	580	1,429
Deposits	286	454
Other receivables	54,012	44,071
	54,878	45,954
Loss allowance	(1,035)	(1,035)
	53,843	44,919

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

	2022 US\$'000	2021 US\$'000
At beginning of year	1,035	4,765
Impairment losses, net (note 8)	950	6,060
Amounts written off as uncollectible	(950)	(9,790)
At end of year	1,035	1,035

Deposits and other receivables mainly represent rental deposits and receivables from third parties. Where applicable, an impairment analysis is performed at each reporting date by considering the probability of default based on the historical record of the Group and the loss given default based on geographical locations. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

Classes of credit rating are defined in note 21 to the financial statements, and the credit risk exposure on the Group's other receivables was as follows:

	Expected credit loss rate %	Gross carrying amount US\$'000	Expected credit losses US\$'000
As at 31 December 2022			
<i>Class of credit rating</i>			
Class 1 to Class 3	0.86	52,512	388
Class 5	60.91	1,500	647
Total		54,012	1,035

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22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES *(continued)*

	Expected credit loss rate %	Gross carrying amount US\$'000	Expected credit losses US\$'000
As at 31 December 2021			
<i>Class of credit rating</i>			
Class 1 to Class 3	2.48	44,060	1,029
Class 5	64.74	11	6
Total		44,071	1,035

23. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	Note	2022 US\$'000	2021 US\$'000
Cash and bank balances		74,135	92,835
Time deposits		144,652	47,802
		218,787	140,637
Less: Pledged time deposits:			
Pledged for long term bank loans	26(b)	(5,484)	(5,467)
Cash and cash equivalents		213,303	135,170

At the end of the reporting period, the Group's cash and bank balances denominated in Renminbi ("RMB") amounted to US\$20,615,000 (2021: US\$29,388,000). The RMB is not freely convertible into other currencies, however, under 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 authorised 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 1 day and 3 months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

24. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of each of the reporting period, based on the invoice date, is as follows:

	2022 US\$'000	2021 US\$'000
Within 1 month	55,463	67,771
1 to 2 months	5,817	12,213
Over 2 months	5,183	8,640
	<u>66,463</u>	<u>88,624</u>

Included in the trade payables are trade payables of US\$29,586,000 (2021: US\$25,924,000) due to a joint venture which are repayable within 90 days, which represents credit terms similar to those offered by the joint venture to its major customers.

Trade payables are non-interest-bearing and are normally settled on a credit term of 60 days.

25. OTHER PAYABLES AND ACCRUALS

	<i>Note</i>	2022 US\$'000	2021 US\$'000
Other payables	(a)	41,633	42,831
Accruals		66,152	82,124
		<u>107,785</u>	<u>124,955</u>

Note:

(a) Other payables are non-interest-bearing and have an average credit term of 3 months.

26. INTEREST-BEARING BANK BORROWINGS

	31 December 2022			31 December 2021		
	Effective interest rate (%)	Maturity	US\$'000	Effective interest rate (%)	Maturity	US\$'000
Current						
Bank loans – secured	0.88-2.85	2023	5,117	0.97	2022	265
Non-current						
Bank loans – secured	0.88	2024-2028	2,110	0.97-2.85	2023-2028	7,449
			<u>7,227</u>			<u>7,714</u>

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31 December 2022

26. INTEREST-BEARING BANK BORROWINGS (continued)

The maturity of the above bank borrowings is as follows:

	2022 US\$'000	2021 US\$'000
Analysed into:		
Bank loans:		
Within one year or on demand	5,117	265
In the second year	117	5,265
In the third to fifth years, inclusive	351	794
Beyond five years	1,642	1,390
	<u>7,227</u>	<u>7,714</u>

Notes:

- (a) As at 31 December 2022, bank borrowings of US\$2,227,000 (2021: US\$2,714,000) are denominated in New Taiwan dollars ("NTD") and US\$5,000,000 (2021: US\$5,000,000) are denominated in US\$.
- (b) The Group's bank borrowings are secured by mortgages over the Group's freehold land, buildings and pledged deposits, which had aggregate carrying values at the end of the reporting period of approximately US\$3,605,000, US\$1,692,000 and US\$5,484,000 (2021: US\$4,002,000, US\$1,919,000 and US\$5,467,000), respectively.
- (c) As at 31 December 2022, the Group had available and unutilised facilities from banks of US\$256,141,000 (2021: US\$270,648,000).

27. DEFERRED TAX LIABILITIES

	Withholding taxes US\$'000
At 1 January 2021, 31 December 2021 and 1 January 2022	–
Deferred tax charged to the statement of profit or loss during the year (note 9)	9,553
At 31 December 2022	<u>9,553</u>

The Group has tax losses arising in Hong Kong of US\$5,606,000 (2021: US\$2,536,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in Mainland China of US\$23,313,000 (2021: US\$19,403,000) that will expire in 1 to 5 years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

28. SHARE CAPITAL

	2022 US\$'000	2021 US\$'000
Authorised:		
5,000,000,000 ordinary shares of HK\$0.1 each	<u>63,975</u>	<u>63,975</u>
Issued and fully paid:		
793,978,500 (2021: 793,978,500) ordinary shares of HK\$0.1 each	<u>10,155</u>	<u>10,155</u>

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

	Number of shares in issue	Share capital US\$'000
At 1 January 2021	794,780,500	10,165
Share options exercised (Note (a))	900,000	12
Shares cancelled (Note (b))	<u>(1,702,000)</u>	<u>(22)</u>
At 31 December 2021, 1 January 2022 and 31 December 2022	<u>793,978,500</u>	<u>10,155</u>

Note:

- (a) During the year ended 31 December 2021, the subscription rights attaching to 900,000 share options were exercised at the subscription price of HK\$8.71 per share (note 30), resulting in the issue of 900,000 shares for a total cash consideration, before expenses of US\$1,006,000. An amount of US\$12,000 and US\$1,096,000 were transferred from the share option reserve to share capital and share premium upon the exercise of the share options.
- (b) During the year ended 31 December 2021, the Company repurchased its own shares through the Stock Exchange as follows:

	Number of shares	Highest price per share HK\$	Lowest price per share HK\$	Aggregate consideration paid US\$'000
5 January 2021	4,000	9.00	9.00	5
6 January 2021	4,500	9.00	9.00	5
3 May 2021	75,000	9.49	9.46	92
4 May 2021	380,500	9.49	9.48	466
5 May 2021	2,500	9.49	9.49	3
1 June 2021	23,500	9.49	9.49	30
10 June 2021	<u>574,500</u>	9.49	9.38	<u>700</u>
	<u>1,064,500</u>			<u>1,301</u>

During the year ended 31 December 2021, the Company has cancelled 1,702,000 shares, comprised of 1,064,500 shares repurchased in the year ended 31 December 2021 and 637,500 shares repurchased for US\$740,000 in year ended 31 December 2020. As at 31 December 2022 and 31 December 2021, there were no outstanding repurchased shares not yet cancelled.

29. SHARE PREMIUM AND 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 on page 82 of the financial statements.

- (a) The merger reserve represents the difference between the nominal value of the share capital issued by the Company and the share premium and the nominal value of the share capital of (i) Stella International Limited ("Stella International"), (ii) Stella International Marketing Company Limited and (iii) Stella Luna Sol Limited pursuant to a group reorganisation to rationalise the structure of the Group in preparation for the listing of the Company in 2007.
- (b) The capital reserve represents the contribution by certain shareholders related to equity-settled share-based payments to employees of the Group during the year ended 31 December 2017.
- (c) The capital redemption reserve represents the nominal value of repurchased shares which were cancelled during the year ended 31 December 2008.

30. SHARE-BASED PAYMENTS TRANSACTIONS

Long term incentive scheme

The Company's former long term incentive scheme (the "2007 Scheme") was conditionally approved by a written resolution of the shareholders passed on 15 June 2007 and was adopted by a resolution of the Board passed on 15 June 2007 for the primary purpose of providing incentives to, among other participants, directors and eligible employees, and expired on 5 July 2017. Under the 2007 Scheme, the Board might grant an award either by way of option, to subscribe shares of the Company, an award of shares or a grant of a conditional right to acquire shares, to eligible participants.

Pursuant to the terms of the 2007 Scheme, the Company appointed a trustee, Teeroy Limited (the "Trustee"), for the purpose of administering awards of Restricted Unit Awards under the 2007 Scheme. As at 31 December 2022, the Trustee maintained a pool of 1,778,000 (2021: 1,778,000) shares (the "Entrusted Shares") on trust for the Company and it will, at the direction of the Company, transfer, assign or otherwise deal with the Entrusted Shares, provided that no Entrusted Shares may be transferred to the Company unless in compliance with the applicable laws and regulations (including the Code of Share Repurchase) and that the Trustee is not required to exercise the voting rights attaching to the Entrusted Shares.

On 17 March 2017, a total of 27,970,000 share options were granted under the 2007 Scheme. Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The vesting of the share options on a particular vesting date is conditional upon satisfaction of certain conditions, including (1) the net profit ratio and the revenue growth ratio of the Group for the financial year immediately preceding the relevant vesting date shall meet the targets as prescribed by the Board for the relevant financial year; and (2) the relevant grantee shall obtain the grade prescribed in the performance appraisal to be conducted and completed by management before the relevant vesting date in respect of the work performance of the relevant grantee in the financial year immediately preceding that vesting date.

30. SHARE-BASED PAYMENTS TRANSACTIONS (continued)

Long term incentive scheme (continued)

Details of the share options granted and outstanding under the 2007 Scheme during the year were as follows:

	Share options	Date of grant	Exercise price HK\$	Vesting date	Exercise period	Outstanding as at 1.1.2021	Exercised during the year	Forfeited/ lapsed during the year	Outstanding as at 31.12.2021	Forfeited/ lapsed during the year	Outstanding as at 31.12.2022
Directors											
Mr. Chi Lo-Jen	2017-B	17.3.2017	11.48	22.3.2019	22.3.2019 to 16.3.2023	341,750	-	-	341,750	-	341,750
	2017-C	17.3.2017	11.48	20.3.2020	20.3.2020 to 16.3.2023	683,500	-	-	683,500	-	683,500
	2017-E	17.3.2017	11.48	18.3.2022	18.3.2022 to 16.3.2023	683,500	-	-	683,500	-	683,500
Mr. Chiang Yi-Min, Harvey (appointed on 17 March 2022)	2017-B	17.3.2017	11.48	22.3.2019	22.3.2019 to 16.3.2023	27,000	-	-	27,000	-	27,000
	2017-C	17.3.2017	11.48	20.3.2020	20.3.2020 to 16.3.2023	54,000	-	-	54,000	-	54,000
	2017-E	17.3.2017	11.48	18.3.2022	18.3.2022 to 16.3.2023	54,000	-	-	54,000	-	54,000
						<u>1,843,750</u>	<u>-</u>	<u>-</u>	<u>1,843,750</u>	<u>-</u>	<u>1,843,750</u>
Employees											
Employees	2017-B	17.3.2017	11.48	22.3.2019	22.3.2019 to 16.3.2023	1,487,500	-	(151,250)	1,336,250	(93,000)	1,243,250
	2017-C	17.3.2017	11.48	20.3.2020	20.3.2020 to 16.3.2023	3,636,000	-	(344,250)	3,291,750	(466,000)	2,825,750
	2017-E	17.3.2017	11.48	18.3.2022	18.3.2022 to 16.3.2023	3,654,500	-	(371,500)	3,283,000	(430,500)	2,852,500
						<u>8,778,000</u>	<u>-</u>	<u>(867,000)</u>	<u>7,911,000</u>	<u>(989,500)</u>	<u>6,921,500</u>
Consultants providing consultancy services to the Group											
Consultants providing consultancy services to the Group	2017-B	17.3.2017	11.48	22.3.2019	22.3.2019 to 16.3.2023	20,500	-	-	20,500	-	20,500
	2017-C	17.3.2017	11.48	20.3.2020	20.3.2020 to 16.3.2023	91,000	-	-	91,000	-	91,000
	2017-E	17.3.2017	11.48	18.3.2022	18.3.2022 to 16.3.2023	91,000	-	-	91,000	-	91,000
						<u>202,500</u>	<u>-</u>	<u>-</u>	<u>202,500</u>	<u>-</u>	<u>202,500</u>
Total						<u>10,824,250</u>	<u>-</u>	<u>(867,000)</u>	<u>9,957,250</u>	<u>(989,500)</u>	<u>8,967,750</u>
Exercisable at the end of the year/period									<u>9,957,250</u>		<u>8,967,750</u>
Weighted average exercise price (HK\$ per share)*						<u>11.48</u>	<u>-</u>	<u>11.48</u>	<u>11.48</u>	<u>11.48</u>	<u>11.48</u>

* The exercise price of the share options is subject to adjustment in the case of changes in the Company's share capital.

30. SHARE-BASED PAYMENTS TRANSACTIONS *(continued)*

Long term incentive scheme *(continued)*

During the year ended 31 December 2022, the Company recognised share option expenses of US\$41,000 (2021: US\$217,000).

No share option was exercised under the 2007 Scheme during the year (2021:Nil).

At the end of the reporting period, the Company had 8,967,750 share options outstanding under the 2007 Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 8,967,750 additional ordinary shares of the Company and additional share capital of US\$115,000 and share premium of US\$13,089,000 (before issue expenses).

Subsequent to the year ended 31 December 2022 and up to the date of approval of these financial statements, a total of 8,967,750 share options expired. At the date of approval of these financial statements, the Company had no share options outstanding under the 2007 Scheme.

Share award plan

On 16 March 2017, the Company adopted a new share award plan (the "Share Award Plan") pursuant to which shares of the Company may be awarded to selected eligible participants, including, among others, any employee of, non-executive director of, supplier of goods or services to, customer of, person or entity providing design, research, development or other technological support to, shareholder of, holder of any security issued by, and adviser or consultant in respect of any area of business or business development of any member of the Group or any entity in which any member of the Group holds any equity interest, and any other groups or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group. The Share Award Plan became effective immediately on 16 March 2017 and, unless otherwise terminated or amended, shall remain in force for 10 years from that date.

In any given financial year of the Company, the maximum number of shares to be subscribed for and/or purchased by the trustee by utilising the funds to be allocated by the Board out of the Company's resources for the purpose of the Share Award Plan shall not exceed 2.5% of the total number of issued shares as at the beginning of such financial year. Details of the Share Award Plan are set out in the announcement of the Company dated 16 March 2017.

During the year ended 31 December 2022, and up to the date of approval of these financial statements, no shares were purchased and granted under the Share Award Plan.

30. SHARE-BASED PAYMENTS TRANSACTIONS *(continued)*

Share option scheme

On 19 May 2017, the Company adopted a new share option scheme (the "2017 Scheme") pursuant to which options may be granted to selected participants, including, among others, any employee of, non-executive director of, supplier of goods or services to, customer of, person or entity providing design, research, development or other technological support to, shareholder of, holder of any security issued by, and adviser or consultant in respect of any area of business or business development of any member of the Group or any entity in which any member of the Group holds any equity interest, and any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group. The 2017 Scheme became effective immediately on 19 May 2017 and, unless otherwise terminated or amended, shall remain in force for 10 years from that date.

The total number of Shares which may be issued upon exercise of all options to be granted under the 2017 Scheme and any other share option scheme of the Group must not in aggregate exceed 79,437,950 shares, representing 10% of the shares in issue as at the effective date of the 2017 Scheme ("General Scheme Limit").

The maximum number of shares issuable under share options to each eligible participant in the 2017 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.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by all the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at the date of offer, with an aggregate value (based on the price of the Company's shares at the date of offer) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of offer. The exercise period of the share options granted is determinable by the directors, and commences after the date upon which the offer for the grant of options is accepted but not later than ten years from the date of offer of the share options.

The exercise price of share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (ii) the average Stock Exchange closing price of the Company's shares for the 5 trading days immediately preceding the date of offer; and (iii) the nominal value of the shares.

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

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31 December 2022

30. SHARE-BASED PAYMENTS TRANSACTIONS *(continued)*

Share option scheme *(continued)*

On 15 April 2020, 26 November 2020, 19 March 2021 and 3 January 2022, a total of 2,700,000 share options (the “April 2020 share options”), a total of 17,163,000 share options (the “November 2020 share options”), a total of 19,695,000 share options (the “March 2021 share options”) and a total of 19,740,000 share options (the “January 2022 share options”) were granted, respectively under the 2017 Scheme.

Details of the outstanding share options under the 2017 Scheme during the year were as follows:

April 2020 share options

	Share options	Date of grant	Exercise price HK\$	Vesting date	Exercise period	Outstanding as at 1.1.2021	Exercised during the year	Forfeited/ lapsed during the year	Outstanding as at 31.12.2021	Forfeited/ lapsed during the year	Outstanding as at 31.12.2022
Employee	2020-A	15.4.2020	8.71	19.3.2021	19.3.2021 to 5.7.2027	900,000	(900,000)	-	-	-	-
	2020-B	15.4.2020	8.71	18.3.2022	18.3.2022 to 5.7.2027	900,000	-	-	900,000	-	900,000
	2020-C	15.4.2020	8.71	2023 vesting date [#]	2023 vesting date [#] to 5.7.2027	900,000	-	-	900,000	-	900,000
Total						2,700,000	(900,000)	-	1,800,000	-	1,800,000
Exercisable at the end of the year									1,800,000		1,800,000
Weighted average exercise price (HK\$ per share)*						8.71	8.71	-	8.71	-	8.71

* The exercise price of the share options is subject to adjustment in the case of changes in the Company's share capital.

Vesting date represented the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2022

During the year ended 31 December 2022, the Company recognised a share option expense of US\$46,000 (2021: US\$39,000).

During the year ended 31 December 2022, no share option was exercised under the April 2020 share options. During the year ended 31 December 2021, 900,000 share options exercised during the year ended 31 December 2021 resulted in the issue of 900,000 ordinary shares of the Company and an increase in share capital of US\$12,000 (before issue expenses), as further detailed in note 28 to the financial statements and the weighted average share price at the date of exercise for share options exercised during the year ended 31 December 2021 was HK\$9.98 per share.

30. SHARE-BASED PAYMENTS TRANSACTIONS *(continued)*

Share option scheme *(continued)*

Subsequent to the year ended 31 December 2022 and up to the date of approval of these financial statements, no share option lapsed and exercised.

November 2020 share options

	Share options	Date of grant	Exercise price HK\$	Vesting date	Outstanding Exercise period	Lapsed as at 1.1.2021	Forfeited/ Outstanding during the year	Lapsed as at 31.12.2021	Forfeited/ Outstanding during the year	As at 31.12.2022
Directors										
Mr. Chi Lo-Jen	2020-A	26.11.2020	9.15	26.11.2021	26.11.2021 to 25.11.2030	316,500	-	316,500	-	316,500
	2020-B	26.11.2020	9.15	26.11.2022	26.11.2022 to 25.11.2030	316,500	-	316,500	-	316,500
	2020-C	26.11.2020	9.15	26.11.2023	26.11.2023 to 25.11.2030	316,500	-	316,500	-	316,500
Mr. Chiang Yi-Min, Harvey (appointed on 17 March 2022)	2020-A	26.11.2020	9.15	26.11.2021	26.11.2021 to 25.11.2030	226,500	-	226,500	-	226,500
	2020-B	26.11.2020	9.15	26.11.2022	26.11.2022 to 25.11.2030	226,500	-	226,500	-	226,500
	2020-C	26.11.2020	9.15	26.11.2023	26.11.2023 to 25.11.2030	226,500	-	226,500	-	226,500
Mr. Gillman Christopher Charles (appointed on 17 March 2022)	2020-A	26.11.2020	9.15	26.11.2021	26.11.2021 to 25.11.2030	226,500	-	226,500	-	226,500
	2020-B	26.11.2020	9.15	26.11.2022	26.11.2022 to 25.11.2030	226,500	-	226,500	-	226,500
	2020-C	26.11.2020	9.15	26.11.2023	26.11.2023 to 25.11.2030	226,500	-	226,500	-	226,500
						<u>2,308,500</u>	<u>-</u>	<u>2,308,500</u>	<u>-</u>	<u>2,308,500</u>
Employees	2020-A	26.11.2020	9.15	26.11.2021	26.11.2021 to 25.11.2030	4,951,500	(533,000)	4,418,500	(623,000)	3,795,500
	2020-B	26.11.2020	9.15	26.11.2022	26.11.2022 to 25.11.2030	4,951,500	(533,000)	4,418,500	(623,000)	3,795,500
	2020-C	26.11.2020	9.15	26.11.2023	26.11.2023 to 25.11.2030	4,951,500	(533,000)	4,418,500	(623,000)	3,795,500
						<u>14,854,500</u>	<u>(1,599,000)</u>	<u>13,255,500</u>	<u>(1,869,000)</u>	<u>11,386,500</u>
Total						<u>17,163,000</u>	<u>(1,599,000)</u>	<u>15,564,000</u>	<u>(1,869,000)</u>	<u>13,695,000</u>
Exercisable at the end of the year								<u>15,564,000</u>		<u>13,695,000</u>
Weighted average exercise price (HK\$ per share)*						<u>9.15</u>	<u>9.15</u>	<u>9.15</u>	<u>9.15</u>	<u>9.15</u>

* The exercise price of the share options is subject to adjustment in the case of changes in the Company's share capital.

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30. SHARE-BASED PAYMENTS TRANSACTIONS (continued)

Share option scheme (continued)

During the year ended 31 December 2022, the Company recognised a share option expense of US\$833,000 (2021: US\$2,037,000).

No share option was exercised under the November 2020 share options during the year (2021: Nil).

Subsequent to the year ended 31 December 2022 and up to the date of approval of these financial statements, no share options lapsed and exercised.

March 2021 share options

	Share options	Date of grant	Exercise price	Vesting date	Exercise period	Outstanding as at 1.1.2021	Granted during the year	Forfeited/ lapsed during the year	Outstanding as at 31.12.2021	Forfeited/ lapsed during the period	Outstanding as at 31.12.2022
Directors:											
Mr. Chi Lo-Jen	2021-A	19.3.2021	9.46	19.3.2022	19.3.2022 to 18.3.2031	-	500,000	-	500,000	-	500,000
	2021-B	19.3.2021	9.46	19.3.2023	19.3.2023 to 18.3.2031	-	500,000	-	500,000	-	500,000
	2021-C	19.3.2021	9.46	19.3.2024	19.3.2024 to 18.3.2031	-	500,000	-	500,000	-	500,000
Mr. Chiang Yi-Min, Harvey (appointed on 17 March 2022)	2021-A	19.3.2021	9.46	19.3.2022	19.3.2022 to 18.3.2031	-	400,000	-	400,000	-	400,000
	2021-B	19.3.2021	9.46	19.3.2023	19.3.2023 to 18.3.2031	-	400,000	-	400,000	-	400,000
	2021-C	19.3.2021	9.46	19.3.2024	19.3.2024 to 18.3.2031	-	400,000	-	400,000	-	400,000
Mr. Gillman Christopher Charles (appointed on 17 March 2022)	2021-A	19.3.2021	9.46	19.3.2022	19.3.2022 to 18.3.2031	-	150,000	-	150,000	-	150,000
	2021-B	19.3.2021	9.46	19.3.2023	19.3.2023 to 18.3.2031	-	150,000	-	150,000	-	150,000
	2021-C	19.3.2021	9.46	19.3.2024	19.3.2024 to 18.3.2031	-	150,000	-	150,000	-	150,000
						-	3,150,000	-	3,150,000	-	3,150,000
Employees											
	2021-A	19.3.2021	9.46	19.3.2022	19.3.2022 to 18.3.2031	-	5,515,000	(270,000)	5,245,000	(625,000)	4,620,000
	2021-B	19.3.2021	9.46	19.3.2023	19.3.2023 to 18.3.2031	-	5,515,000	(270,000)	5,245,000	(625,000)	4,620,000
	2021-C	19.3.2021	9.46	19.3.2024	19.3.2024 to 18.3.2031	-	5,515,000	(270,000)	5,245,000	(625,000)	4,620,000
						-	16,545,000	(810,000)	15,735,000	(1,875,000)	13,860,000
Total						-	19,695,000	(810,000)	18,885,000	(1,875,000)	17,010,000
Exercisable at the end of the year/period									18,885,000		17,010,000
Weighted average exercise price (HK\$ per share)*						-	9.46	9.46	9.46	9.46	9.46

* The exercise price of the share options is subject to adjustment in the case of changes in the Company's share capital.

30. SHARE-BASED PAYMENTS TRANSACTIONS *(continued)*

Share option scheme *(continued)*

The fair value of the share options for the March 2021 share options granted during the year ended 31 December 2021 was US\$4,613,000 (HK\$1.86 each). During the year ended 31 December 2022, the Company recognised a share option expense of US\$1,397,000 (2021: US\$2,105,000).

No share option was exercised under the March 2021 share options during the years (2021: Nil).

Subsequent to the year ended 31 December 2022 and up to the date of approval of these financial statements, no share options lapsed and exercised.

January 2022 share options

	Share options	Date of grant	Exercise price	Vesting date	Exercise period	Outstanding as at 1.1.2022	Granted during the year	Forfeited/lapsed during the year	Outstanding as at 31.12.2022
Directors:									
Mr. Chi Lo-Jen	2022-A	3.1.2022	9.10	3.1.2023	3.1.2023 to 2.1.2032	-	500,000	-	500,000
	2022-B	3.1.2022	9.10	3.1.2024	3.1.2024 to 2.1.2032	-	500,000	-	500,000
	2022-C	3.1.2022	9.10	3.1.2025	3.1.2025 to 2.1.2032	-	500,000	-	500,000
Mr. Chiang Yi-Min, Harvey (appointed on 17 March 2022)	2022-A	3.1.2022	9.10	3.1.2023	3.1.2023 to 2.1.2032	-	400,000	-	400,000
	2022-B	3.1.2022	9.10	3.1.2024	3.1.2024 to 2.1.2032	-	400,000	-	400,000
	2022-C	3.1.2022	9.10	3.1.2025	3.1.2025 to 2.1.2032	-	400,000	-	400,000
Mr. Gillman Christopher Charles (appointed on 17 March 2022)	2022-A	3.1.2022	9.10	3.1.2023	3.1.2023 to 2.1.2032	-	150,000	-	150,000
	2022-B	3.1.2022	9.10	3.1.2024	3.1.2024 to 2.1.2032	-	150,000	-	150,000
	2022-C	3.1.2022	9.10	3.1.2025	3.1.2025 to 2.1.2032	-	150,000	-	150,000
						-	3,150,000	-	3,150,000
Employees									
	2022-A	3.1.2022	9.10	3.1.2023	3.1.2023 to 2.1.2032	-	5,515,000	(555,000)	4,960,000
	2022-B	3.1.2022	9.10	3.1.2024	3.1.2024 to 2.1.2032	-	5,515,000	(555,000)	4,960,000
	2022-C	3.1.2022	9.10	3.1.2025	3.1.2025 to 2.1.2032	-	5,515,000	(555,000)	4,960,000
						-	16,545,000	(1,665,000)	14,880,000

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30. SHARE-BASED PAYMENTS TRANSACTIONS *(continued)*

Share option scheme *(continued)*

January 2022 share options *(continued)*

	Share options	Date of grant	Exercise price	Vesting date	Exercise period	Outstanding as at 1.1.2022	Granted during the year	Forfeited/lapsed during the year	Outstanding as at 31.12.2022
Consultant providing consultancy services to the Group	2022-A	3.1.2022	9.10	3.1.2023	3.1.2023 to 2.1.2032	-	15,000	-	15,000
	2022-B	3.1.2022	9.10	3.1.2024	3.1.2024 to 2.1.2032	-	15,000	-	15,000
	2022-C	3.1.2022	9.10	3.1.2025	3.1.2025 to 2.1.2032	-	15,000	-	15,000
						-	45,000	-	45,000
Total						-	19,740,000	(1,665,000)	18,075,000
Exercisable at the end of the period									18,075,000
Weighted average exercise price (HK\$ per share)*						-	9.10	9.10	9.10

* The exercise price of the share options is subject to adjustment in the case of changes in the Company's share capital.

The fair value of the share options for the January 2022 share options granted during the year was US\$6,380,000 (HK\$2.53 each). During the year, the Company recognised a share option expense of US\$3,504,000 (2021: Nil).

No share option was exercised under the January 2022 share options during year (2021: Nil).

Subsequent to the year ended 31 December 2022 and up to the date of approval of these financial statements, no share options lapsed and exercised.

The fair value of equity-settled share options granted during the years ended 31 December 2022 and 2021 was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

	January 2022 share options	March 2021 share options
Dividend yield (%)	2.28%	5.38%
Expected volatility (%)	33.27%	32.53%
Risk-free interest rate (%)	1.30%	1.28%
Life of options (year)	10 years	10 years
Weighted average share price (HK\$ per share)	9.10	9.46

30. SHARE-BASED PAYMENTS TRANSACTIONS *(continued)*

Share option scheme *(continued)*

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other feature of the options granted was incorporated into the measurement of fair value.

The summary of outstanding share options under the 2017 Scheme was as follows:

2022

	Exercise price	Outstanding as at 1.1.2022	Granted during the year	Lapsed during the year	Exercised during the year	Outstanding as at 31.12.2022 and at the date of approval of these financial statement
2017 Scheme						
– April 2020 share options	8.71	1,800,000	–	–	–	1,800,000
– November 2020 share options	9.15	15,564,000	–	(1,869,000)	–	13,695,000
– March 2021 share options	9.46	18,885,000	–	(1,875,000)	–	17,010,000
– January 2022 share options	9.10	–	19,740,000	(1,665,000)	–	18,075,000
		36,249,000	19,740,000	(5,409,000)	–	50,580,000

2021

	Exercise price	Outstanding as at 1.1.2021	Granted during the year	Lapsed during the year	Exercised during the year	Outstanding as at 31.12.2021
2017 Scheme						
– April 2020 share options	8.71	2,700,000	–	–	(900,000)	1,800,000
– November 2020 share options	9.15	17,163,000	–	(1,599,000)	–	15,564,000
– March 2021 share options	9.46	–	19,695,000	(810,000)	–	18,885,000
		19,863,000	19,695,000	(2,409,000)	(900,000)	36,249,500

At the end of the reporting period and date of approval of these financial statements, the Company had 50,580,000 share options outstanding under the 2017 Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 50,580,000 additional ordinary shares of the Company and additional share capital of US\$649,000 and share premium of US\$59,174,000 (before issue expenses).

NOTES TO FINANCIAL STATEMENTS

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31. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY

On 31 July 2021, the Group completed the acquisition of 60% of the issued share capital of JW FDN, a non-wholly-owned subsidiary of the Group, at a cash consideration of US\$27,000,000, of which deposits of US\$25,600,000 was paid as at 31 December 2020. JW FDN and its subsidiaries were engaged in the manufacturing of textiles and garments prior to the acquisition by the Group. The directors of the Company were of the opinion that the acquisition of JW FDN did not constitute a business combination as defined in HKFRS 3, and thus, the acquisition has been accounted for as an asset acquisition.

Details of the acquisition are summarised as follows:

	Year ended 31 December 2021 US\$'000
Net assets acquired:	
Prepaid land leases	45,000
Non-controlling interests	(18,000)
	<u>27,000</u>
Total cash consideration	27,000
Less: Deposit paid for acquisition of a subsidiary	(25,600)
	<u>1,400</u>

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group has non-cash additions to right-of-use assets and lease liabilities of US\$466,000 (2021: US\$8,930,000) and US\$466,000 (2021: US\$8,930,000), respectively, in respect of lease arrangements for offices and factories.

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(continued)*

(b) **Changes in liabilities arising from financing activities:**
2022

	Lease liabilities US\$'000	Bank loans US\$'000
At 1 January 2022	21,285	7,714
Changes from financing cash flows	(6,812)	(470)
New leases	466	–
Interest expense	693	251
Interest expense classified as operating cash flows	(693)	–
Foreign exchange movement	–	(268)
At 31 December 2022	<u>14,939</u>	<u>7,227</u>

2021

	Lease liabilities US\$'000	Bank loans US\$'000
At 1 January 2021	19,660	2,893
Changes from financing cash flows	(5,609)	4,691
New leases	8,930	–
Early termination	(1,696)	–
Interest expense	190	176
Interest expense classified as operating cash flows	(190)	–
Foreign exchange movement	–	(46)
At 31 December 2021	<u>21,285</u>	<u>7,714</u>

(c) **Total cash outflow for leases**

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

	2022 US\$'000	2021 US\$'000
Within operating activities	1,027	732
Within financing activities	<u>6,812</u>	<u>5,609</u>
	<u>7,839</u>	<u>6,341</u>

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31 December 2022

33. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's bank borrowings are included in note 14, 23 and 26 to the financial statements.

34. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

	2022 US\$'000	2021 US\$'000
Contracted, but not provided for:		
Plant and equipment	2,831	4,888
Leasehold land	1,023	–
	<u>3,854</u>	<u>4,888</u>

35. RELATED PARTY TRANSACTIONS

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

	<i>Notes</i>	2022 US\$'000	2021 US\$'000
Associates:			
Sales of products	<i>(i)</i>	<u>8,216</u>	<u>12,468</u>
Joint venture:			
Purchases of products	<i>(ii)</i>	<u>99,223</u>	<u>89,874</u>
Sales of footwear products to a company of which a close member of the director's family is a controlling shareholder	<i>(iii)</i>	<u>–</u>	<u>547</u>

35. RELATED PARTY TRANSACTIONS *(continued)*

(a) *(continued)*

Notes:

- (i) The sales to the associates were made according to the published prices and conditions offered to the major customers of the Group, except that a longer credit period of up to 6 months is normally granted. The sales to the CAH group amounting to US\$8,216,000 (2021: US\$12,468,000) also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.
- (ii) The purchases from the associates and the joint venture were made according to the published prices and conditions offered by the associates and the joint venture to their major customers.
- (iii) The sales constitute continuing connected transaction as defined in Chapter 14A of the Listing Rules.

(b) Outstanding balances with related parties

Details of the Group's trade balances with its joint venture and associates as at the end of the reporting period are disclosed in notes 21 and 24 to the financial statements.

(c) Compensation of key management personnel of the Group:

	2022 US\$'000	2021 US\$'000
Short term employee benefits	2,451	3,797
Post-employment benefits	9	3
Equity-settled share option expense	2,225	421
Total compensation paid to key management personnel	4,685	4,221

Further details of directors' and the chief executive's emoluments are included in note 10 to the financial statements.

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36. 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 fair value through profit or loss US\$'000	Financial assets at amortised cost US\$'000	Total US\$'000
Trade receivables	–	264,532	264,532
Financial assets included in prepayments, deposits and other receivables	–	46,473	46,473
Financial assets at fair value through profit or loss	10,782	–	10,782
Pledged deposits	–	5,484	5,484
Cash and cash equivalents	–	213,303	213,303
	<u>10,782</u>	<u>529,792</u>	<u>540,574</u>

Financial liabilities

	Financial liabilities at amortised cost US\$'000
Trade payables	66,463
Financial liabilities included in other payables and accruals	52,933
Lease liabilities	14,939
Interest-bearing bank borrowings	<u>7,227</u>
	<u>141,562</u>

36. FINANCIAL INSTRUMENTS BY CATEGORY *(continued)*

2021

Financial assets

	Financial assets at fair value through profit or loss US\$'000	Financial assets at amortised cost US\$'000	Total US\$'000
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Trade receivables	–	328,544	328,544
Financial assets included in prepayments, deposits and other receivables	–	43,036	43,036
Financial assets at fair value through profit or loss	10,063	–	10,063
Pledged deposits	–	5,467	5,467
Cash and cash equivalents	–	135,170	135,170
	<u>10,063</u>	<u>512,217</u>	<u>522,280</u>

Financial liabilities

	Financial liabilities at amortised cost US\$'000
	<u>US\$'000</u>
Trade payables	88,624
Financial liabilities included in other payables and accruals	42,831
Lease liabilities	21,285
Interest-bearing bank borrowings	<u>7,714</u>
	<u>160,454</u>

NOTES TO FINANCIAL STATEMENTS

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37. 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 US\$'000	2021 US\$'000	2022 US\$'000	2021 US\$'000
Financial assets				
Financial assets at fair value through profit or loss	10,782	10,063	10,782	10,063
Pledged deposits	5,484	5,467	5,484	5,048
	<u>16,266</u>	<u>15,530</u>	<u>16,266</u>	<u>15,111</u>
Financial liabilities				
Interest-bearing bank borrowings (note 26)	7,227	7,714	7,103	7,329

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

The Group's finance department headed by the chief financial officer is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer, executive directors 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 chief financial officer. 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 and liabilities 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 non-current portion of pledged deposits and interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank borrowings as at 31 December 2022 were assessed to be insignificant.

The fair values of the listed equity investments and listed debt investments are based on quoted market prices.

37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

The fair values of unlisted preferred shares have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. Below is a summary of significant unobservable input to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2021:

	Valuation technique	Significant unobservable input	Sensitivity of fair value to the input
Unlisted preferred shares	Market-based approach	IPO probability	10% increase/decrease in IPO probability would result in decrease/increase in fair value by US\$276,000

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

	Fair value measurement using			Total US\$'000
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	
As at 31 December 2022				
Financial assets at fair value through profit or loss	10,782	-	-	10,782

NOTES TO FINANCIAL STATEMENTS

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37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

Fair value hierarchy *(continued)*

As at 31 December 2021

Assets measured at fair value:

	Fair value measurement using			Total US\$'000
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	
Financial assets at fair value through profit or loss	63	–	10,000	10,063

The movements in fair value measurements within Level 3 during the year are as follows:

	2022 US\$'000
Unlisted preferred shares:	
At 1 January	10,000
Transferred to Level 1	<u>(10,000)</u>
At 31 December	<u>–</u>

The Group did not have any financial liabilities measured at fair value as at 31 December 2021 and 2022.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for financial liabilities (2021: Nil).

37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

Fair value hierarchy *(continued)*

Assets for which fair values are disclosed:

	Fair value measurement using			Total US\$'000
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	
As at 31 December 2022				
Pledged deposits	—	5,484	—	5,484
As at 31 December 2021				
Pledged deposits	—	5,048	—	5,048

Liabilities for which fair values are disclosed:

	Fair value measurement using			Total US\$'000
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	
As at 31 December 2022				
Interest-bearing bank borrowings	—	7,103	—	7,103
As at 31 December 2021				
Interest-bearing bank borrowings	—	7,329	—	7,329

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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instrument comprises cash and cash equivalents, pledged deposits and interest-bearing bank borrowings. The main purpose of this financial instrument is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, other receivables, trade payables and other payables which arise directly from its operations.

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

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with a floating interest rate.

The interest rates and terms of repayment of interest-bearing bank borrowings are disclosed in note 26 to the financial statements. Other financial assets and liabilities of the Group do not have material interest rate risk. Interest-bearing bank borrowings, cash and bank balances, and short-term deposits are stated at cost and are not revalued on a periodic basis. Floating-rate interest income and expenses are credited or charged to profit or loss as incurred.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings and cash and cash equivalents).

	Increase/(decrease) in basis points	Increase/(decrease) in profit before tax	
		2022 US\$'000	2021 US\$'000
RMB	25	52	73
HKD	25	2	2
EUR	25	19	9
IDR	25	1	3
VND	25	22	15
NTD	25	(5)	(6)
RMB	(5)	(10)	(15)
HKD	(5)	–	–
EUR	(5)	(4)	(2)
IDR	(5)	–	(1)
VND	(5)	(4)	(3)
NTD	(5)	1	1

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. Approximately 97% (2021: 96%) of the Group's sales were denominated in currencies other than the functional currencies of the operating units making the sale, while approximately 80% (2021: 82%) of costs were denominated in the units' functional currencies. The Group currently does not have a foreign exchange hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the foreign currency exchange rates, with all other variables held constant, of the Group's profit before tax.

	Change in foreign currency rate %	Increase/ (decrease) in profit before tax US\$'000
2022		
If US\$ weakens against RMB	5	1,813
If US\$ strengthens against RMB	(5)	(1,813)
If US\$ weakens against EUR	5	468
If US\$ strengthens against EUR	(5)	(468)
If US\$ weakens against MOP	5	271
If US\$ strengthens against MOP	(5)	(271)
If US\$ weakens against IDR	5	4
If US\$ strengthens against IDR	(5)	(4)
If US\$ weakens against VND	5	484
If US\$ strengthens against VND	(5)	(484)
2021		
If US\$ weakens against RMB	5	2,101
If US\$ strengthens against RMB	(5)	(2,101)
If US\$ weakens against EUR	5	332
If US\$ strengthens against EUR	(5)	(332)
If US\$ weakens against MOP	5	226
If US\$ strengthens against MOP	(5)	(226)
If US\$ weakens against IDR	5	10
If US\$ strengthens against IDR	(5)	(10)
If US\$ weakens against VND	5	343
If US\$ strengthens against VND	(5)	(343)

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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

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 finance department.

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 31 December. For listed debt investments, the Group also monitors them by using external credit ratings. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2022

	12-month	Lifetime ECLs			Total
	ECLs	ECLs			
	Stage 1	Stage 2	Stage 3	Simplified	
	US\$'000	US\$'000	US\$'000	approach	US\$'000
				US\$'000	
Trade receivables*	–	–	–	289,451	289,451
Financial assets included in prepayments, deposits and other receivables					
– Normal**	45,549	–	1,959	–	47,508
– Doubtful**	–	–	–	–	–
Pledged deposits					
– Not yet past due	5,484	–	–	–	5,484
Cash and cash equivalents					
– Not yet past due	213,303	–	–	–	213,303
	<u>264,336</u>	<u>–</u>	<u>1,959</u>	<u>289,451</u>	<u>555,746</u>

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Maximum exposure and year-end staging *(continued)*

As at 31 December 2021

	12-month	Lifetime ECLs			Total US\$'000
	ECLs	Stage 2	Stage 3	Simplified	
	Stage 1 US\$'000	Stage 2 US\$'000	Stage 3 US\$'000	approach US\$'000	
Trade receivables*	–	–	–	339,082	339,082
Financial assets included in prepayments, deposits and other receivables					
– Normal**	40,201	3,538	332	–	44,071
– Doubtful**	–	–	–	–	–
Pledged deposits					
– Not yet past due	5,467	–	–	–	5,467
Cash and cash equivalents					
– Not yet past due	135,170	–	–	–	135,170
	<u>180,838</u>	<u>3,538</u>	<u>332</u>	<u>339,082</u>	<u>523,790</u>

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 21 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”.

NOTES TO FINANCIAL STATEMENTS

31 December 2022

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	2022			Total US\$'000
	On demand or no later than 1 year US\$'000	1 to 5 years US\$'000	Over 5 years US\$'000	
Trade payables	66,463	–	–	66,463
Other payables	41,633	–	–	41,633
Interest-bearing bank borrowings	5,138	539	1,663	7,340
Lease liabilities	4,952	11,360	–	16,312
	<u>118,186</u>	<u>11,899</u>	<u>1,663</u>	<u>131,748</u>

	2021			Total US\$'000
	On demand or no later than 1 year US\$'000	1 to 5 years US\$'000	Over 5 years US\$'000	
Trade payables	88,624	–	–	88,624
Other payables	42,831	–	–	42,831
Interest-bearing bank borrowings	289	6,132	1,407	7,828
Lease liabilities	4,884	15,125	1,434	21,443
	<u>136,628</u>	<u>21,257</u>	<u>2,841</u>	<u>160,726</u>

38. 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 and the risk characteristics of the underlying assets. 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 31 December 2022 and 2021.

The Group monitors capital using a gearing ratio, which is net debt divided by equity. Net debt is calculated as interest-bearing bank borrowings (note 26) less cash and cash equivalents (note 23). Capital represents equity attributable to owners of the parent. As at 31 December 2022 and 2021, the Group had a net cash position. The gearing ratios as at the end of the reporting periods were as follows:

	2022 US\$'000	2021 US\$'000
Net cash over debt	206,076	127,456
Equity	998,861	998,595
Gearing ratio	N/A	N/A

NOTES TO FINANCIAL STATEMENTS

31 December 2022

39. STATEMENT OF THE 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:

	2022 US\$'000	2021 US\$'000
NON-CURRENT ASSETS		
Investments in subsidiaries	680,530	680,530
Total non-current assets	680,530	680,530
CURRENT ASSETS		
Due from subsidiaries	609,853	611,116
Deposits and other receivables	4	4
Cash and cash equivalents	33	32
Total current assets	609,890	611,152
CURRENT LIABILITIES		
Other payables	847	914
Due to subsidiaries	297,675	296,219
Total current liabilities	298,522	297,133
NET CURRENT ASSETS		
Net assets	991,898	994,549
EQUITY		
Share capital	10,155	10,155
Reserves (Note)	981,743	984,394
Total equity	991,898	994,549

Chen Li-Ming, Lawrence
Director

Chi Lo-Jen
Director

39. STATEMENT OF THE FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

	Share premium US\$'000	Share repurchase reserve US\$'000	Capital reserve US\$'000	Shares held for share award scheme US\$'000	Capital redemption reserve US\$'000	Share option reserve US\$'000	Contribution surplus US\$'000	Retained profits US\$'000	Total US\$'000
As at 1 January 2021	155,156	(740)	1,146	(2,722)	190	1,813	530,465	224,277	909,585
Total comprehensive income for the year	-	-	-	-	-	-	-	92,105	92,105
Equity-settled share option arrangements	-	-	-	-	-	4,398	-	-	4,398
Issue of shares	1,096	-	-	-	-	(102)	-	-	994
Shares repurchased	-	(1,301)	-	-	-	-	-	-	(1,301)
Share cancelled	-	2,041	-	-	-	-	-	(2,019)	22
Interim 2021 dividend	-	-	-	-	-	-	-	(21,409)	(21,409)
As at 31 December 2021 and 1 January 2022	156,252	-	1,146	(2,722)	190	6,109	530,465	292,954	984,394
Total comprehensive income for the year	-	-	-	-	-	-	-	90,658	90,658
Equity-settled share option arrangements	-	-	-	-	-	5,821	-	-	5,821
Issue of shares	-	-	-	-	-	-	-	-	-
Shares repurchased	-	-	-	-	-	-	-	-	-
Share cancelled	-	-	-	-	-	-	-	-	-
Final 2021 dividend	-	-	-	-	-	-	-	(56,646)	(56,646)
Interim 2022 dividend	-	-	-	-	-	-	-	(42,484)	(42,484)
As at 31 December 2022	156,252	-	1,146	(2,722)	190	11,930	530,465	284,482	981,743

40. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board on 16 March 2023.

FINANCIAL SUMMARY

	For the year ended 31 December				
	2018 US\$'000	2019 US\$'000	2020 US\$'000	2021 US\$'000	2022 US\$'000
RESULTS					
Revenue	1,588,583	1,544,830	1,135,880	1,540,608	1,630,771
Profit for the year	62,226	95,918	1,064	90,838	117,187
Attributable to:					
Equity owners of the Company	65,455	95,925	1,685	89,694	118,033
Non-controlling interests	(3,229)	(7)	(621)	1,144	(846)
	62,226	95,918	1,064	90,838	117,187
	As at 31 December				
	2018 US\$'000	2019 US\$'000	2020 US\$'000	2021 US\$'000	2022 US\$'000
ASSETS AND LIABILITIES					
Total assets	1,166,480	1,133,369	1,149,555	1,298,208	1,258,083
Total liabilities	(219,689)	(174,203)	(225,716)	(281,487)	(242,134)
Shareholders' funds	946,791	959,166	923,839	1,016,721	1,015,949

CORPORATE INFORMATION AND FINANCIAL CALENDAR 2022/2023

BOARD OF DIRECTORS

Executive Directors

CHEN Li-Ming, Lawrence, *Chairman*
CHI Lo-Jen, *Chief Executive Officer*
GILLMAN Charles Christopher
CHIANG Yi-Min, Harvey

Independent Non-Executive Directors

CHEN Johnny
BOLLIGER Peter
CHAN Fu Keung, William, *BBS*
YUE Chao-Tang, Thomas
SHI Nan Sun
WAN Sin Yee, Sindy

AUDIT COMMITTEE

YUE Chao-Tang, Thomas, *Chairman*
CHEN Johnny
CHAN Fu Keung, William, *BBS*
WAN Sin Yee, Sindy

CORPORATE GOVERNANCE COMMITTEE

BOLLIGER Peter, *Chairman*
CHAN Fu Keung, William, *BBS*
YUE Chao-Tang, Thomas

EXECUTIVE COMMITTEE

CHI Lo-Jen, *Chairman*
CHEN Li-Ming, Lawrence
GILLMAN Charles Christopher
CHIANG Yi-Min, Harvey

NOMINATION COMMITTEE

CHEN Johnny, *Chairman*
BOLLIGER Peter
CHAN Fu Keung, William, *BBS*
YUE Chao-Tang, Thomas
SHI Nan Sun
WAN Sin Yee, Sindy

REMUNERATION COMMITTEE

CHAN Fu Keung, William, *BBS, Chairman*
CHEN Johnny
YUE Chao-Tang, Thomas
WAN Sin Yee, Sindy

AUTHORISED REPRESENTATIVES

CHI Lo-Jen
KAN Siu Yim, Katie

CHIEF FINANCIAL OFFICER

TAM Siu Ming, Andrew

COMPANY SECRETARY

KAN Siu Yim, Katie

LEGAL ADVISER

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AUDITORS

Ernst & Young
Certified Public Accountant
Registered Public Interest Entity Auditor
27/F, One Taikoo Place,
979 King's Road,
Quarry Bay, Hong Kong

PRINCIPAL BANKERS

Chinatrust Commercial Bank, Ltd.
The Hongkong and Shanghai Banking
Corporation Limited
Citibank Taiwan Ltd.

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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Suite 3204, Unit 2A, Block 3, Building D
P.O. Box 1586, Gardenia Court, Camana Bay
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Cayman Islands

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STOCK CODE

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WEBSITE

www.stella.com.hk

CORPORATE INFORMATION AND FINANCIAL CALENDAR 2022/2023

FINANCIAL CALENDAR 2022/2023

2022 Annual Results Announcement	16 March 2023
Closure of Register of Members	8 May 2023 to 11 May 2023
Annual General Meeting	11 May 2023
Payment of Final Dividend	On or about 9 June 2023
2023 Interim Results Announcement	On or about 17 August 2023

In the event of inconsistency, the English version shall prevail over the Chinese version.

This Annual Report is printed on environmentally friendly paper from sustainably managed forests and controlled sources



Stella International Holdings Limited
九興控股有限公司*

Incorporated in the Cayman Islands with limited liability
於開曼群島註冊成立之有限公司

** for identification purpose only*