



S.A.S. Dragon Holdings Limited

(Incorporated in Bermuda with limited liability)
(Stock Code: 1184)

Annual Report 2022



This Annual Report is printed on environmentally friendly paper





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Company Profile

Established since 1981 and listed on the Hong Kong Stock Exchange in 1994, **S.A.S. GROUP** is a leading ELECTRONIC SUPPLY CHAIN SERVICES PROVIDER in the Greater China region. The Group specialises in design, development, sourcing, quality assurance and logistics management of global proprietary electronic components and semiconductor products including chipset solutions, display panels, memory chips, power supply system solutions, multimedia system solutions, PEMCO, IoT home automation solutions, light-emitting diode (“LED”) lighting solutions and other premier solutions for a wide range of applications for mobile, consumer electronic, computer and networking, telecommunication and LED lighting and display products. S.A.S. Group serves more than 100 famous semiconductor suppliers and over 10,000 customers such as electronics manufacturing services (“EMS”) providers, original equipment manufacturers, original design manufacturers, valued-added resellers, retailers and end customers and has more than 20 sales offices in the Greater China region. According to Gartner’s data, in terms of revenue, the Group is ranked as top 9 global semiconductor distributor and the top China cum Hong Kong based semiconductor distributor in 2021.

The Group is also a distributor of innovative environmental-friendly lifestyle enhancement finished products under SHARP **SHARP** and our owned brands of Light in Motion  and LIM InfraSystems  in the Asia Pacific region.

DIRECTORS

Executive Directors

Dr. Yim Yuk Lun, Stanley *BBS JP*
(*Chairman and Managing Director*)
Mr. Wong Sui Chuen
Mr. Yim Tsz Kit, Jacky
Mr. Wong Wai Tai
Mr. Tsui Chi Wing, Eric

Non-Executive Director

Ms. Yim Kei Man, Carmen
(*appointed on 25 March 2022*)

Independent Non-Executive Directors

Mr. Wong Tak Yuen, Adrian
Mr. Liu Chun Ning, Wilfred
Mr. Cheung Chi Kwan
Mr. Wong Wai Kin

AUDIT COMMITTEE

Mr. Wong Tak Yuen, Adrian (*Chairman*)
Mr. Cheung Chi Kwan
Mr. Wong Wai Kin

REMUNERATION COMMITTEE

Mr. Wong Tak Yuen, Adrian (*Chairman*)
Mr. Wong Sui Chuen
Mr. Wong Wai Kin

NOMINATION COMMITTEE

Mr. Wong Tak Yuen, Adrian (*Chairman*)
Mr. Wong Sui Chuen
Mr. Cheung Chi Kwan

COMPANY SECRETARY

Mr. Wong Wai Tai

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL OFFICE

19th Floor, S.A.S. Tower
55 Lei Muk Road
Kwai Chung, N.T.
Hong Kong

SHARE REGISTRARS AND TRANSFER OFFICE

Tricor Secretaries Limited
17/F., Far East Finance Centre
16 Harcourt Road
Hong Kong

PRINCIPAL BANKERS

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

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditor
35/F., One Pacific Place
88 Queensway
Hong Kong

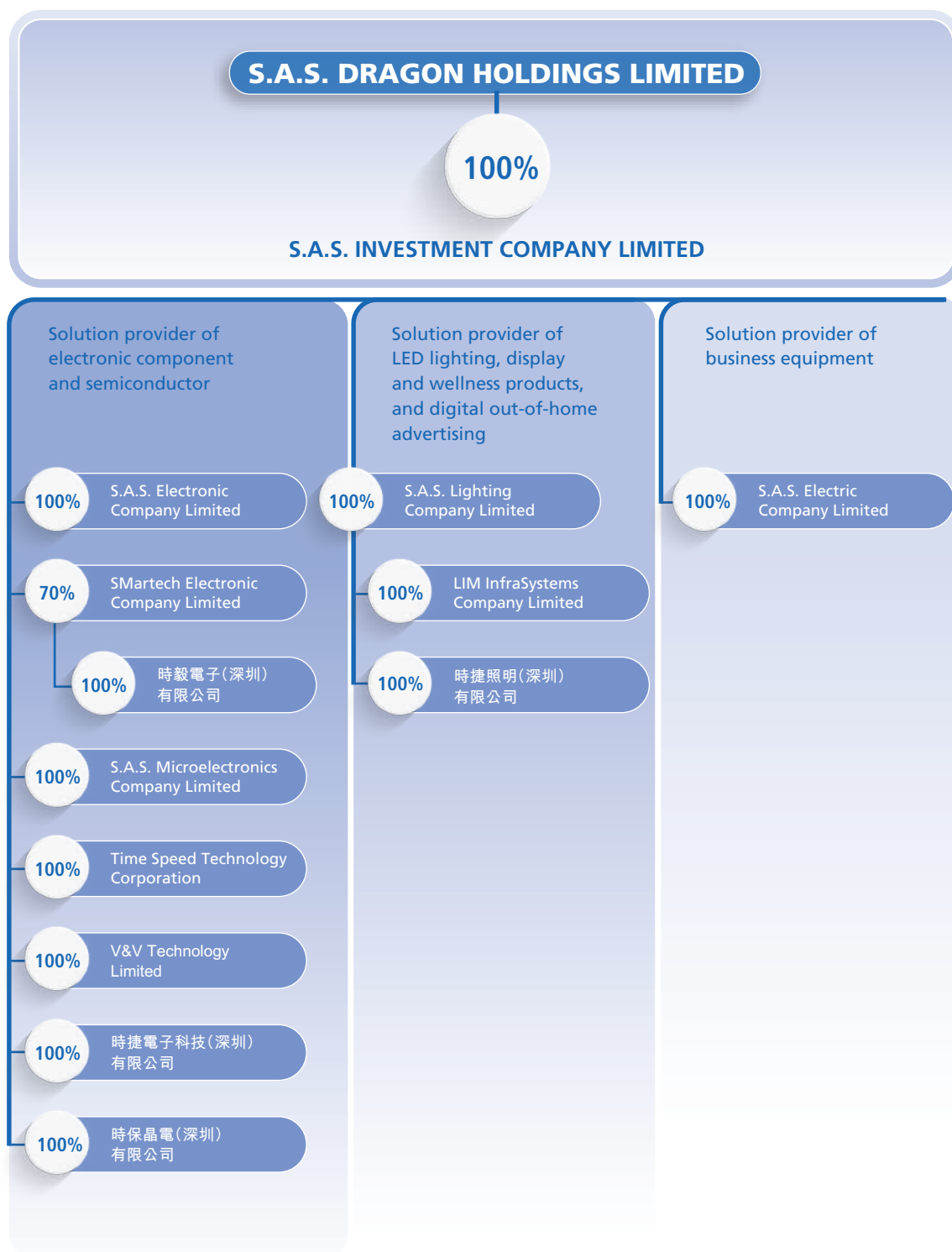
STOCK CODE

The Stock Exchange of Hong Kong Limited: 1184

WEBSITE

<http://www.sasdragon.com.hk>

Group Structure

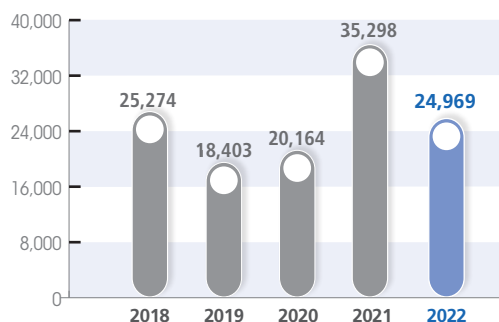


Financial Highlights

	2022	2021	Change
Revenue (HK\$ million)	24,969	35,298	-29.3%
Profit attributable to owners of the Company (HK\$ million)	400	713	-43.9%
Basic earnings per share (HK cents)	63.97	113.96	-43.9%
Dividend per share (HK cents)			
– Final proposed	25.00	30.00	
– Interim paid	10.00	15.00	
– Total	35.00	45.00	-22.2%

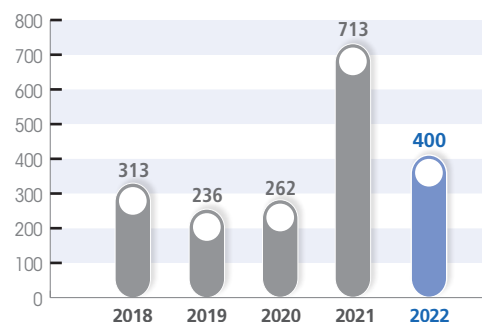
Revenue

(HK\$'million)



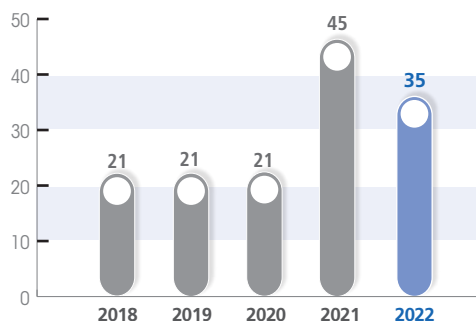
Profit attributable to owners of the Company

(HK\$' million)



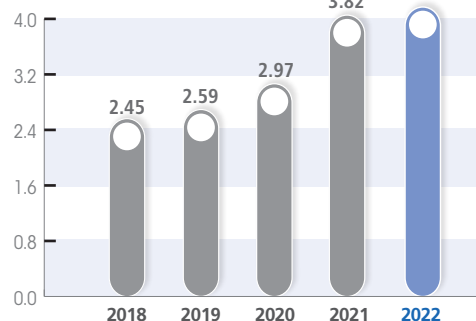
Dividend per share

(HK cents)



Net asset value per share

(HK\$)



Chairman's Statement

On behalf of the Board, I am pleased to present the consolidated results of S.A.S. Dragon Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2022.

FINANCIAL REVIEW

For the year ended 31 December 2022, the Group recorded revenue of HK\$24,968,652,000, decreased by 29.3% from HK\$35,297,778,000 recorded last year. The Group's gross profit was HK\$1,285,327,000 decreased by 19.0% from HK\$1,587,248,000 recorded last year and gross profit margin was 5.1%, compared with 4.5% recorded last year. Profit attributable to the shareholders of the Company for the year ended 31 December 2022 was HK\$400,337,000, decreased by 43.9% compared with HK\$713,191,000 recorded last year. Basic earnings per share was HK63.97 cents (2021: HK 113.96 cents).

DIVIDENDS

The Board has recommended a final dividend of HK25.00 cents per share for the year ended 31 December 2022 subject to approval by the shareholders at the forthcoming annual general meeting. Together with an interim dividend of HK10.00 cents per share already paid, total dividend for the year will amount to HK35.00 cents (2021: HK45.00 cents per share).

BUSINESS REVIEW

Distribution of Electronic Components and Semiconductor

During the year under review, unfavorable factors such as geopolitics conflict, rising international trade protectionism, high inflation, high interest cost and currency fluctuations persist, weakening consumption confidence for consumer end products that put downside pressures on the global semiconductor industry. Facing above mentioned challenges, the Group managed to control our inventory level, operating costs and improve our cash and working capital management in 2022.

The Group's component team recorded sales revenue of HK\$24.82 billion in 2022, decreased 29% from HK\$35.14 billion recorded last year. During the year under review, amid weak demand for consumer end products, the Group keep focusing on our strategy to provide comprehensive portfolio of design and supply chain services to our target customers in the Greater China region by broadening our world's leading semiconductor supplier base as well as expending our geographical sales network.

Mobile Phone

According to IDC, worldwide smartphone shipped a total of 1.21 billion units in 2022, being the lowest volume since 2013. During the year under review, certain top China branded mobile customers of the Group adopted a conservative production plan and aggressively reducing their inventories. As a results, the Group recorded decreased revenue in mobile phone segment.

Consumer Electronic

During the year under review, sluggish demand of TV and PC, 5G networking equipment and data centers in China led the Group recorded decreased revenue in consumer electronic segment.

LED technology solution provider

Our LED team specializing in providing customized order fulfilments including sales and contract work of LED lighting, display products and digital out-of-home advertising solutions (including LED display rental solutions)

under our owned brand of Light in Motion  and LIM InfraSystems  for global market.

During the year under review, our LED lighting team benefitted from the gradual business recovery in Hong Kong, PRC and overseas markets and completed a number of sizeable LED lighting and display projects with HSBC (rooftop display), Hong Kong MTR (lighting), Hong Kong Disneyland (lighting), Singapore Marina Bay Sands (display), Shangri La hotel group (lighting), Hong Kong Police station (display), other government departments and local property developers and achieved revenue growth when compared with 2021.



Please scan the QR code for more information.

Sales of business equipment and provision of related ancillary services

During the year under review, our SHARP B2B team achieved satisfactory performance by offering competitive business solutions to enterprises after the COVID-19 being controlled and commercial sector spending returned.

Properties investment

As of 31 December 2022, the Group carried the 18 units of investment properties (31 December 2021: 18 units) for commercial and industrial uses in Hong Kong and the PRC. The aggregate carrying value of investment properties amounted to HK\$706 million (31 December 2021: HK\$810 million).

The above investment properties altogether generated rental income of HK\$20.1 million (2021: HK\$24.2 million) with an annualized return of 2.8% (2021: 3.0%).

Chairman's Statement

OUTLOOK

Looking forward to 2023, the Group will continue to face severe headwinds such as slow recovery of the global economy, low demand visibility, high inflation and high interest cost. However, the development direction of the global semiconductor industry towards digital economy and green economy will not change.

We believe we are in a much better position than before against challenges and have confidence that the Group will maintain competitive in the Greater China region by virtue of our economies of scales, solid long-term customer relations supported by our strong financial strength, localized sales and engineers, competent inventory management and other value added services. By leveraging on our over 42 years of experience, industry expertise and market recognition, we are confident to pursue a healthy and sustainable business growth and generate more returns to our shareholders.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

The Group has always been proactively implementing the concept of sustainable development, taking environmental, social and governance issues as one of the basic consideration of business operation.

In 2022, the Group donated HK\$3,513,000 to charitable and other non-profit organisations in Hong Kong and China.

Also, to enhance our Board Diversity Policy, Ms Carmen Yim joins our group as non-executive Director in 2022.

APPRECIATION

On behalf of the Board of Directors, I would like to thank all our employees for their contribution and commitments. I also wish to extend my sincere gratitude to our shareholders, customers, suppliers and other business partners for their long-term supports and dedication.

Dr. Yim Yuk Lun, Stanley *BBS JP*
Chairman

Hong Kong, 27 March 2023

Management Discussion and Analysis

LIQUIDITY AND FINANCIAL RESOURCES

As of 31 December 2022, the Group's current ratio was 139% (31 December 2021: 126%). The Group's net gearing ratio was 1% (31 December 2021: 21%), defined as the Group's net borrowings (calculated as total bank and other borrowings minus total cash and bank balances minus financial assets at fair value through profit or loss) of approximately HK\$15,775,000 (31 December 2021: HK\$596,662,000) over total equity of HK\$3,010,446,000 (31 December 2021: HK\$2,843,287,000).

The Group recorded debtors turnover of approximately 40 days for the year under review (2021: 31 days) based on the amount of trade receivable as at 31 December 2022 divided by sales for the same year and multiplied by 365 days (2021: 365 days).

The Group recorded inventory turnover and average payable year of approximately 37 days and 42 days respectively for the year under review (2021: approximately 29 days and 35 days respectively) based on the amount of inventory and trade and bills payables as at 31 December 2022, divided by cost of sales for the same year and multiplied by 365 days (2021: 365 days).

In 2022, the Group recorded net operating cash inflow of HK\$993,590,000 compared with net operating cash inflow of HK\$348,299,000 in 2021.

FOREIGN EXCHANGE RISK MANAGEMENT

The Group has foreign currency sales and purchases, bank deposits and borrowings primary in United States dollars and Renminbi which expose the Group to foreign currency risk.

The Group entered into foreign currency forward contracts to hedge the currency risk related to its payable denominated in foreign currencies.

EMPLOYEE AND REMUNERATION POLICY

At 31 December 2022, the Group employed approximately 450 employees in the Greater China region. The Group ensures that their employees are offered competitive remuneration packages. Other staff benefits include provident fund schemes and medical insurance. Also, discretionary bonus was granted to eligible employees based on the Group's financial results and individual performance.

Directors and Senior Management Profiles

DIRECTORS

Executive Directors

Dr. Yim Yuk Lun, Stanley *BBS JP* (“Dr. Yim”), aged 63, is the founder and the Chairman and Managing Director of the Group. He is responsible for the formulation of corporate strategies and the overall direction for the Group. Dr. Yim is appointed as chairman and executive director of Hi-Level Technology Holdings Limited (stock code: 8113), a company listed on the GEM Board of the Stock Exchange in 2015. Dr. Yim is appointed as independent non-executive director of Asia Allied Infrastructure Holdings Limited (stock code: 711), a company listed on the Main Board of the Stock Exchange in 2020 and has been re-designated from independent non-executive director to a non-executive director on 15 September 2021 and remain as a member of the audit committee and the nomination committee. Dr. Yim is currently the president of the Hong Kong Justice of the Peace Association, a member of HKSAR Fight Crime Committee, a non-official member of Correctional Services Department Complaints Appeal Board, a member of Development Bureau Appeal Tribunal Panel, the honorary vice chairman of the Hong Kong Electronic Industries Association, a member of Yan Chai Hospital Advisory Board, the vice chairman of Federation of Hong Kong-Shanghai Associations, the chairman of the Tsuen Wan District Civic Education Committee, the vice chairman of Tsuen Wan District JPC Honorary President Council and the honorary permanent president of Hong Kong Baptist University Foundation. Dr. Yim is the father of Mr. Jacky Yim and Ms. Carmen Yim and is the brother-in-law of Mr. Tsui.

Mr. Wong Sui Chuen, aged 69, is appointed as an Executive Director of the Company in 2003. He is mainly responsible for overall administration operations in the PRC. Mr. Wong has over twenty years experience in the PRC business affairs. He is currently appointed as the vice president of Shenzhen Association of Enterprises with Foreign Investment, the consultant of the Greater Bay Area Cultural Volunteer Group and the consultant of Shenzhen Association for the Promotion of International Economy & Culture.

Mr. Yim Tsz Kit, Jacky (“Mr. Jacky Yim”), aged 38, is appointed as an Executive Director of the Company in 2013. He is the founder and chief executive officer of S.A.S. Lighting Company Limited. He joins the Group in 2009 and leads a working team to develop the LED lighting business in the Group. He has received the Young Entrepreneur Award of the Guangdong-HK-Macao Greater Bay Area in 2020, the Directors of the Year Awards from The Hong Kong Institute of Directors in 2019 and he has also received the Young Industrialist Awards of Hong Kong from The Federation of Hong Kong Industries in 2017. He holds a Bachelor’s degree from Central Saint Martins in United Kingdom and a Master’s degree in Business Administration from the University of Wales. Before joining the Group, he was working in banking industry. Mr. Jacky Yim is currently a member of the Chinese People’s Political Consultative Conference Shanghai Committee, the vice chairman of Shenzhen Association of Enterprises with Foreign Investment (深圳市外商投資企業協會), a member of Yau Tsim Mong South Area Committee, a member of the executive committee of Hong Kong Electronic Industries Association, a member of the Hong Kong Trade Development Council (HKTDC) Electronics/Electrical Appliances Industries Advisory Committee, a member of the Hong Kong Electrical Appliance Industries Association and a member of Hong Kong Young Industrialists Council. He is the son of Dr. Yim and the nephew of Mr. Tsui and elder brother of Ms. Carmen Yim.

Directors and Senior Management Profiles

Mr. Wong Wai Tai, Peter, aged 51, is appointed as Executive Director of the Company in 2016. He joined the Group in 2005 as the Company Secretary and Chief Financial Officer of the Group. He holds a Bachelor's degree of Business Administration from Hong Kong Baptist University and a Master of Laws from Renmin University of China. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants. He has over twenty years experience in accounting, auditing, taxation and financial management. Mr. Wong is appointed as non-executive director of Hi-Level Technology Holdings Limited (stock code: 8113), a company listed on the GEM Board of the Stock Exchange, in 2016.

Mr. Tsui Chi Wing ("Mr. Tsui"), aged 59, is appointed as Executive Director of the Company in 2021. He joined the group in 2012 as President of Time Speed Technology Corporation incorporated in Taiwan, a wholly-owned subsidiary of the Company. He has more than thirty years in the operation and management in the electronic industry. He is currently a member of Rotary Club of Taipei Chung Cheng and the High Tech Charity Association of Taiwan. He is the brother-in-law of Dr. Yim and is the uncle of Mr. Jacky Yim and Ms. Carmen Yim.

Non-Executive Director

Ms. Yim Kei Man, Carmen, aged 34, is appointed as the Non-Executive Director of the Company on 25 March 2022. She holds a Bachelor's degree in Sociology from the London School of Economics. She has over 9 years' experience in property investment industry. She has been acting as the board of directors of Yan Chai Hospital since 2018. She is currently the manager of Yan Chai Hospital Yim Tsui Yuk Shan Kindergarten, Yan Chai Hospital Ho Sik Nam Primary School as well as Yan Chai Hospital Lan Chi Pat Memorial Secondary School. She is also the honorary career advisor of Hong Kong Baptist University and a member of Young Entrepreneur Committee of Hong Kong Baptist University Foundation. She is the daughter of Dr. Yim, nephew of Mr. Eric Tsui and younger sister of Mr. Jacky Yim.

Independent Non-Executive Directors

Mr. Wong Tak Yuen, Adrian, aged 68, is appointed as Independent Non-Executive Director of the Company in 1999. Mr. Wong holds a Bachelor's degree in Economics and Mathematics from the University of Western Ontario, London, Canada. Mr. Wong has over twenty years experience in the financial industry.

Mr. Liu Chun Ning, Wilfred, aged 61, is appointed as Independent Non-Executive Director of the Company in 2001. He is currently an independent non-executive director of Victory Securities (Holdings) Company Limited (stock code: 8540), a company listed on the GEM Board of the Stock Exchange. He holds a Bachelor's degree in economics from the University of Newcastle-upon-Tyne (UK).

Mr. Cheung Chi Kwan, aged 63, is appointed as Independent Non-Executive Director of the Company in 2004. Mr. Cheung has over twenty years of accounting experience. Mr. Cheung holds a Bachelor's Degree in Laws from University of Wolverhampton, United Kingdom. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants.

Mr. Wong Wai Kin, aged 77, is appointed as Independent Non-Executive Director of the Company in 2018. Mr. Wong holds a Honor degree in Geography and Geology from University of Hong Kong. He has extensive experience in the government of the HKSAR and hospital management. He held the directorate posts of Controller and Student Financial Assistant Agency and Secretary General of Independent Police Complaints Committee. He is currently a member of the School Management Committee of Yan Chai Hospital Tung Chi Ying Secondary School and Yan Chai Hospital Chan Lu Sing Primary School.

Directors and Senior Management Profiles

SENIOR MANAGEMENT

Mr. Chin Kan Tak, Danny, aged 66, joined the Group in 1990 as the Chief Treasury Officer of the Group. He has more than twenty years experience in the operation and management in the electronic industry.

Mr. Wang Yi, Michael, aged 55, joined the Group in 2002 as the Sales Director of SMartech Electronic Company Limited. He graduated from Shanghai University of Technology, with a Bachelor's degree in Electronic engineering. He has several years experience as Field Application Engineer in Philips Semiconductor Shanghai and ten years experience as Sales & Marketing Manager of Samsung Semiconductor in the PRC.

Mr. Cao Lei, Benny, aged 55, joined the Group in 2005 as the General Manager of SMartech Electronic Company Limited. He graduated from Shanghai Railway Technology Institute with a college degree in Reliability Engineering. He has more than twenty years management experience in electronics field on sales and marketing.

Corporate Governance Report

The Group continues to achieve high standards of corporate governance which, it believes, is crucial to the development of the Group and to safeguard the interests of the Company's shareholders.

The Company complied with the applicable code provisions in the Corporate Governance Code (the "Code") as contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the year ended 31 December 2022, except for the deviations from code provisions C.1.8, C.2.1 and B.2.2 which are explained in the relevant paragraphs below.

BOARD OF DIRECTORS

The Board currently consists of 5 executive directors, namely, Dr. Yim Yuk Lun, Stanley *BBS JP* ("Dr. Yim"), Mr. Wong Sui Chuen, Mr. Yim Tsz Kit, Jacky, Mr. Wong Wai Tai and Mr. Tsui Chi Wing, Eric and 1 non-executive director, namely Ms. Yim Kei Man, Carmen and 4 independent non-executive directors ("INEDs"), namely, Mr. Wong Tak Yuen, Adrian, Mr. Liu Chun Ning, Wilfred, Mr. Cheung Chi Kwan and Mr. Wong Wai Kin (collectively the "Directors"). Dr. Yim (the Chairman and Managing Director of the Group and a substantial shareholder of the Company) is the father of Mr. Yim Tsz Kit, Jacky and Ms. Yim Kei Man, Carmen and is the brother-in-law of Mr. Tsui Chi Wing, Eric.

Details of remuneration paid to members of key management (including all Directors and senior management) for the year ended 31 December 2022 fell within the following bands:

	Number of individual 2022
Below HK\$1,000,000	5
HK\$1,000,001 – HK\$2,000,000	5
HK\$2,000,001 – HK\$3,000,000	1
HK\$24,000,000 – HK\$27,000,000	1
HK\$40,000,000 – HK\$41,000,000	1

The Board is responsible for the formulation of corporate strategies, the setting of appropriate strategic policies and internal control and the oversight of the operation and financial performance of the Group. The Board are individually and collectively accountable to the shareholders for the success and sustainable development of the Group.

Day-to-day management of the Group is delegated to the executive directors or senior management. Executive Directors and senior management meet regularly to review the performance of the businesses of the Group as a whole, co-ordinate overall resources and make financial and operational decisions. The Board also gives clear directions as to their powers of management including circumstances where management should report back and will review the delegation arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group.

The Company has received annual confirmation of independence from the four INEDs pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the INEDs are independent within the definition of the Listing Rules.

During the year, all Directors have received regular updates on the changes and developments in the relevant laws and regulations applicable to the Directors. Additionally, trainings have been attended by all Directors covering the updates on the Companies Ordinance, the Listing Rules and/or accounting reporting standards.

Corporate Governance Report

Under the code provision C.1.8 of the Code, an issuer should arrange appropriate insurance cover in respect of legal action against its Directors. With regular and timely communications among the Directors and the management of the Group, the management of the Group believes that all potential claims and legal actions against the Directors can be handled effectively and the possibility of actual litigation against the Directors is low. The Company will consider to make such an arrangement as and when it thinks necessary.

Under the code provision C.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Having considered the current business operation and the size of the Group, the Board is of the view that Dr. Yim acting as both the Chairman and the Managing Director of the Group is acceptable and in the best interest of the Group. Dr. Yim is responsible for the formulation of corporate strategies and the overall direction for the Group's management team. The Company believes that the supervision of the Board and its INEDs of the Company can provide an effective check and balance of power to protect the interest of the Group and its shareholders.

Under the code provision B.2.2 of the Code, non-executive directors should be appointed for a specific term and subject to re-election. The non-executive directors of the Company have not been appointed for a specific term. However, according to the Bye-laws of the Company, one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are similar to those in the Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies contained in Appendix 10 of the Listing Rules (the "Model Code") as the code of conduct regarding directors' securities transactions.

Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Model Code throughout the year under review.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to prepare financial statements for each half and full financial year which give a true and fair view of the state of affairs of the Group.

AUDIT COMMITTEE

The Audit Committee currently consists of 3 INEDs, namely, Mr. Wong Tak Yuen, Adrian, Mr. Cheung Chi Kwan and Mr. Wong Wai Kin. Mr. Wong Tak Yuen, Adrian is the Chairman of the Audit Committee. In accordance with the terms of reference of the Audit Committee, the Audit Committee met twice in 2022 to review the interim and final results and reports, financial reporting and compliance procedures and effectiveness of risk management systems and internal controls of the Group for the year ended 31 December 2022. The terms of reference of the Committee are aligned with the recommendations set out in "A Guide For Effective Audit Committee" issued by the Hong Kong Institute of Certified Public Accountants and the code provisions set out in the Code.

The principal duties of the Audit Committee includes the review and supervision of the Group's financial reporting system, risk management systems and internal controls procedures, review of the Group's financial information and the relationship with the Auditors of the Company.

Corporate Governance Report

During the financial year ended 31 December 2022, the Group has engaged the external auditors, Deloitte Touche Tohmatsu, to provide the following services and their respective fees charged are set out as below:

Type of Services	Amount HK\$'000
Audit fee	2,428
Non-audit and tax related services	214

REMUNERATION COMMITTEE

The Remuneration Committee currently comprises 3 members, namely, Mr. Wong Sui Chuen, Mr. Wong Tak Yuen, Adrian and Mr. Wong Wai Kin, majority of whom are INEDs, and is chaired by Mr. Wong Tak Yuen, Adrian. The remuneration committee held 2 meetings during the year, to review and discuss with the management of the Company the policy and structure of the remuneration of Directors, the senior management of the Group and the recommendations of salary for the newly appointed director.

The principal responsibilities of the Remuneration Committee are to make recommendations to the Board on the Company's policies and structure for all remuneration of Directors and senior management and to review the specific remuneration packages of Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

The emoluments of the directors of the Company are recommended by the Remuneration Committee and are decided by the Board, having regard to the Company's operating results, individual performance and comparable market statistics.

NOMINATION COMMITTEE

The Nomination Committee comprises 3 members, namely, Mr. Wong Sui Chuen, Mr. Wong Tak Yuen, Adrian and Mr. Cheung Chi Kwan, majority of whom are INEDs and is chaired by Mr. Wong Tak Yuen, Adrian.

The nomination committee held 1 meeting during the year to recommend the re-appointment of the Directors standing for re-election at the annual general meeting, to review and discuss the composition of the Board of the Company, to assess the independency of INEDs and the recommendations of appointment of newly director.

The principal responsibilities of the Nomination Committee are to determine the policy for the nomination of Directors, to set out the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship, to review the structure, size and composition of the Board and to assess the independence of the independent non-executive directors.

When making recommendations regarding the appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board, the Nomination Committee shall consider a variety of factors including without limitation the following in assessing the suitability of the proposed candidate:

- Reputation for integrity
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy

Corporate Governance Report

- Commitment in respect of available time and relevant interest
- The number of existing directorships and other commitments that may demand the attention of the candidate
- Requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules
- Diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service
- Such other perspectives appropriate to the Company's business

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy (the "Board Diversity Policy") on 27 August 2013. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. The Board Diversity Policy aimed to set out the approach to achieve diversity on the Board.

In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As at the date of this annual report, the Board comprises 10 Directors, including 5 executive directors, 1 non-executive director and 4 INEDs, thereby promoting critical review and control of the management process. The following tables further illustrate the diversity of the Board members as of the date of this annual report:

Name of Director	Age Group			
	30–39	50 to 59	60 to 69	70 or above
Dr. Yim Yuk Lun, Stanley <i>BBS JP</i>			✓	
Mr. Wong Sui Chuen			✓	
Mr. Yim Tsz Kit, Jacky	✓			
Mr. Wong Wai Tai		✓		
Mr. Tsui Chi Wing, Eric		✓		
Ms. Yim Kei Man, Carmen	✓			
Mr. Wong Tak Yuen, Adrian			✓	
Mr. Liu Chun Ning, Wilfred			✓	
Mr. Cheung Chi Kwan			✓	
Mr. Wong Wai Kin				✓

Corporate Governance Report

Name of Director	Electronics	LED lighting and display	Accounting	Finance and banking	Hospital management	Property investment
Dr. Yim Yuk Lun, Stanley <i>BBS JP</i>	✓					
Mr. Wong Sui Chuen	✓					
Mr. Yim Tsz Kit, Jacky		✓				
Mr. Wong Wai Tai			✓			
Mr. Tsui Chi Wing, Eric	✓					
Ms. Yim Kei Man, Carmen						✓
Mr. Wong Tak Yuen, Adrian				✓		
Mr. Liu Chun Ning, Wilfred				✓		
Mr. Cheung Chi Kwan			✓			
Mr. Wong Wai Kin					✓	

For the purpose of implementation of the Board Diversity Policy, the following measurable objectives were adopted:

1. at least one-third of the members of the Board shall be INEDs;
2. at least one of the members of the Board shall have obtained accounting or other professional qualifications; and
3. gender diversity of the Board.

The Board has achieved the measurable objectives in the Board Diversity Policy.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties including:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) to review the Company's compliance with Appendix 14 to the Listing Rules (Corporate Governance Code and Corporate Governance Report).

Corporate Governance Report

BOARD AND COMMITTEE ATTENDANCE

Details of the attendance of each of the Directors at board meeting, committees meetings, annual general meeting (the “AGM”) and special general meeting (the “SGM”) during the year are set out in the table below:

	Board	Audit Committee	Remuneration Committee	Nomination Committee	AGM	SGM
Number of Meeting(s)	5	2	2	1	1	1
Executive Directors						
Dr. Yim Yuk Lun, Stanley <i>BBS JP</i>	5/5	N/A	N/A	N/A	1/1	1/1
Mr. Wong Sui Chuen	5/5	N/A	2/2	1/1	1/1	1/1
Mr. Yim Tsz Kit, Jacky	5/5	N/A	N/A	N/A	1/1	1/1
Mr. Wong Wai Tai	5/5	N/A	N/A	N/A	1/1	1/1
Mr. Tsui Chi Wing, Eric	5/5	N/A	N/A	N/A	1/1	1/1
Non-Executive Director						
Ms. Yim Kei Man, Carmen (appointed on 25 March 2022)	4/5	N/A	N/A	N/A	1/1	N/A
Independent Non-Executive Directors						
Mr. Wong Tak Yuen, Adrian	5/5	2/2	2/2	1/1	1/1	1/1
Mr. Liu Chun Ning, Wilfred	5/5	N/A	N/A	N/A	0/1	1/1
Mr. Cheung Chi Kwan	5/5	2/2	N/A	1/1	1/1	1/1
Mr. Wong Wai Kin	5/5	2/2	2/2	N/A	1/1	1/1

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibilities for maintaining good and effective risk management and internal controls of the Group.

During the year, the Board, with the assistance of the audit committee, conducted a review of the effectiveness and adequacy of the Group’s risk management and internal control systems, covering financial, operational, compliance control and risk management functions. To assist the audit committee to fulfill its responsibilities, the senior management has to identify, update and report the key risk areas which covered all aspects of corporate strategies, operation and finance to the Board.

The Group risk management and internal control system includes the setting up of a management structure with limits of authority and is designed to help the Group achieve its business objectives, protects its assets against unauthorised use or disposition, ensures the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication and ensures compliance with relevant laws and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage rather than eliminate all risks of failure in the Group’s operational systems and in the achievement of the Group’s business objectives.

Risk management report and internal control report are submitted to the audit committee and the Board at least once a year. After reviewing the Group's risk management and internal control systems, the Board considers that the systems are effective and adequate for the Group as a whole. The Board further considers that (i) there was no material issue relating to the Group's risk management and internal controls, including financial, operational and compliance controls and risk management functions of the Group; and (ii) that there were adequate staff with appropriate and adequate qualifications and experience, resources for accounting, internal audit and financial reporting functions, and adequate training programmes had been provided during the year under review.

PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group complies with requirements of Securities and Futures Ordinance ("SFO") and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements or circulars are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

SHAREHOLDERS' RIGHT

(i) Procedures by which shareholders can convene a Special General Meetings ("SGM")

The Board shall, on the requisition in writing of the shareholders of not less than one-tenth of the paid-up capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene a SGM.

If within 21 days of such deposit the Board fails to proceed to convene the SGM, the requisitionists or any of them representing more than one half of the total voting rights of all of them, may themselves convene a SGM, but any meeting so convened shall not be held after three months from the date of the original deposit.

(ii) Procedures for putting forward proposals at General Meetings ("GM")

Shareholders can submit a written requisition to move a resolution at GM. The number of shareholders shall represent not less than one-twentieth of the total voting rights of all shareholders having at the date of the requisition a right to vote at the GM, or who are no less than 100 shareholders.

The written requisition must state the resolution, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at the GM. It must also be signed by all of the shareholders concerned and be deposited to the Company Secretary at the Company's office in Hong Kong at 19/F., S.A.S. Tower, 55 Lei Muk Road, Kwai Chung, NT, Hong Kong not less than 6 weeks before the GM in case of a requisition requiring notice of a resolution and not less than one week before the GM in case of any other requisition.

Corporate Governance Report

The request will be verified with the Company's Share Registrars and upon its confirmation that the request is proper and in order, the Company Secretary will ask the Board of Directors to include the resolution in the agenda for the meeting provided that the shareholders concerned have deposited a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement submitted by the shareholders concerned in accordance with the statutory requirements to all the registered shareholders.

(iii) Shareholders' Enquiries

Shareholders may at any time send their enquiries and concerns to the Board in writing with contact information of the requisitionists and deposited to the Company Secretary at the Company's office in Hong Kong at 19th Floor, S.A.S. Tower, 55 Lei Muk Road, Kwai Chung, N.T., Hong Kong.

COMMUNICATION WITH SHAREHOLDERS

To foster effective communications with its shareholders, the Company provides extensive information in its annual report and press release. Also the Group disseminates information relating to its business electronically through its website at www.sasdragon.com.hk. The Company regards the annual general meeting as an important event as it provides an important opportunity for direct communications between the Board and the Company's shareholders. All Directors and senior management will make an effort to attend. All shareholders will be given at least 20 clear business days' notice of the annual general meeting and are encouraged to attend the annual general meeting and other shareholders' meetings.

The directors present their annual report and the audited consolidated financial statements of S.A.S. Dragon Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and the activities of its principal subsidiaries are set out in note 38 to the consolidated financial statements. There were no significant changes to the Group's principal activities during the current year.

DIVIDENDS

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 pages 35 and 38.

The directors recommend the payment of a final dividend of HK25 cents per share to the shareholders on the register of members on 31 May 2023. Dividend warrants will be dispatched on 7 June 2023.

DIVIDEND POLICY

The Company has adopted a dividend policy, pursuant to which the Company gives priority to distributing dividend in cash and shares its profits with its shareholders. According to the dividend policy, subject to compliance with applicable rules and statutory regulations (including Bermuda laws) and the Bye-Laws of the Company, the Company will pay dividend to the shareholders.

The recommendation of the payment of any dividend is subject to the absolute discretion of the Board, and any declaration of final dividend will be subject to the approval of the shareholders. In proposing any dividend payout, the Board shall also take into account, inter alia:

- overall business conditions and strategies;
- our financial results;
- our retained earnings and distributable reserves;
- our capital requirements;
- taxation considerations; and
- any other factors our Board may deem relevant.

In addition to cash, dividends may be distributed in the form of shares. The dividend policy will continue to be reviewed from time to time and there can be no assurance that dividends will be paid in any particular amount for any given period.

BUSINESS REVIEW

Business review of the Group for the year ended 31 December 2022 has been stated in the Chairman's Statement and Management Discussion and Analysis on pages 6 to 9 of this annual report.

Directors' Report

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate purchases attributable to the Group's largest supplier and five largest suppliers taken together accounted for 64.2% and 75.5%, respectively, of the Group's total purchases for the year.

The aggregate sales attributable to the Group's largest customer and five largest customers taken together accounted for 41.6% and 58.7%, respectively, of the Group's total sales for the year.

Hon Hai Precision Industry Co., Ltd. ("Hon Hai"), a shareholder holding more than 5% of the Company's share capital, was one of the Group's five largest suppliers. Save for this company, none of the directors, their associates or any shareholders (which to the knowledge of the directors owns more than 5% of the Company's share capital) has any interest in the Group's five largest suppliers and customers.

SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in note 29 to the consolidated financial statements.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders as at 31 December 2022, calculated in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, is represented by the contributed surplus and the retained profits in the aggregate amount of HK\$229,951,000 (2021: HK\$225,446,000) as disclosed in note 37 to the consolidated financial statements.

ANALYSIS OF KEY FINANCIAL PERFORMANCE INDICATORS

For details of the key financial performance indicators to the performance the Group's business, please refer to "Management Discussion and Analysis" on page 9 of this report.

ENVIRONMENTAL PROTECTION

The Group is committed to acting in an environmentally responsible manner. Using LED lighting and display for offices and warehouse premises, environmentally friendly paper to print annual and interim reports, recycling and use of eco-friendly stationery, plus a series of measures to save paper and energy, resulted in more efficient use of resources, as well as reduction of waste.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A separate ESG report for 2022 will be published on the websites of the Company and Hong Kong Exchanges and Clearing Limited in due course in compliance with the ESG Reporting Guide as set out in Appendix 27 to the Listing Rules.

COMPLIANCE WITH REGULATIONS

There was no material breach of or non-compliance with the applicable laws and regulations such as the Hong Kong Companies Ordinance (Cap. 622), the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and other applicable local laws and regulations in various jurisdictions.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Remuneration packages are generally structured with reference to prevailing market terms and individual qualifications. Salaries and wages are normally reviewed on an annual basis based on performance appraisals and other relevant factors. Apart from salary payments, there are other staff benefits including mandatory provident fund, medical insurance and performance related bonus.

Relationship is the fundamentals of business. The Group fully understand this principal and thus maintain close relationship with the customers to fulfil their immediate and long-term need.

The Group encompasses working relationships with suppliers to meet our customer's needs in an effective and efficient manner. The Group work closely and well-communicated to suppliers before the commencement of a project.

PRINCIPAL RISK AND UNCERTAINTIES FACING THE COMPANY

The business operation of the Group is subject to government policy, relevant regulations and guidelines established by the regulatory authorities. Failure to comply with the rules and requirements may lead to penalties, amendments or suspension of the business operation by the authorities. The Group closely monitors changes in government policies, regulations and markets as well as conducting studies to assess the impact of such changes.

Save for the above, the Company is exposed to a variety of main risks including currency risk, interest rate risk, credit risk and liquidity risk. Details of the above main risks and measures for risk reduction are set out in note 35(b) to the consolidated financial statements.

DIRECTORS

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

Executive Directors

Dr. Yim Yuk Lun, Stanley *BBS JP* (*Chairman and Managing Director*)

Mr. Wong Sui Chuen

Mr. Yim Tsz Kit, Jacky

Mr. Wong Wai Tai

Mr. Tsui Chi Wing, Eric

Non-Executive Director

Ms. Yim Kei Man, Carmen (*appointed on 25 March 2022*)

Directors' Report

Independent Non-Executive Directors

Mr. Wong Tak Yuen, Adrian
Mr. Liu Chun Ning, Wilfred
Mr. Cheung Chi Kwan
Mr. Wong Wai Kin

In accordance with 87 of the Company's Bye-Laws, Mr. Wong Sui Chuen, Mr. Cheung Chi Kwan and Mr. Wong Wai Kin retire and, being eligible, offer themselves for re-election at the coming annual general meeting.

The term of office for all remaining directors is the period up to his retirement by rotation in accordance with the above Bye-Laws.

DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

PERMITTED INDEMNITY PROVISION

At no time during the year and up to the date of this report was any permitted indemnity provision being in force for the benefit of any of the directors of the Company.

MANAGEMENT CONTRACT

There were no contracts concerning the management and administration of the whole or any substantial part of the business of the Company or any of its subsidiaries or fellow subsidiaries, entered into or existed during the year.

DIRECTORS' INTEREST IN A TRANSACTION, ARRANGEMENT AND CONTRACTS OF SIGNIFICANCE

No transaction, arrangement and contract of significance to which the Company, its holding companies, fellow subsidiaries or subsidiaries was a party and in which a director or a connected entity of a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 31 December 2022, the interests of the directors of the Company in the shares and underlying shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Future Ordinance ("SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

Long positions

(a) Ordinary shares of HK\$0.10 each of the Company

Name of directors	Capacity	Number of issued ordinary shares held	Percentage of issued share capital of the Company
Dr. Yim Yuk Lun, Stanley <i>BBS JP</i>	Beneficial owner Held by controlled corporation (Note 1)	114,800,000	18.34%
		227,542,800	36.36%
		<u>342,342,800</u>	<u>54.70%</u>
Mr. Wong Sui Chuen	Beneficial owner	1,824,000	0.29%
Mr. Tsui Chi Wing, Eric	Beneficial owner	714,800	0.11%

(b) Ordinary shares of HK\$0.01 each of Hi-Level Technology Holdings Limited ("Hi-Level shares")

Name of directors	Capacity	Number of issued ordinary shares held	Percentage of issued share capital of Hi-Level
Dr. Yim Yuk Lun, Stanley <i>BBS JP</i>	Beneficial owner (Note 2) Held by controlled corporation (Note 2)	43,122,861	6.61%
		224,423,000	34.38%
		<u>267,545,861</u>	<u>40.99%</u>
Mr. Wong Wai Tai	Beneficial owner	3,300,000	0.51%
Mr. Tsui Chi Wing, Eric	Beneficial owner	3,233,753	0.50%
Mr. Wong Sui Chuen	Beneficial owner	2,531,328	0.39%
Mr. Yim Tsz Kit, Jacky	Beneficial owner	300,000	0.05%

Notes:

- These shares are held by Unimicro Limited, a company incorporated in the British Virgin Islands, which is beneficially owned by Dr. Yim Yuk Lun, Stanley *BBS JP*.
- Dr. Yim Yuk Lun, Stanley *BBS JP* beneficially owns 43,122,861 Hi-Level shares and is the controlling shareholder of the Company; he is therefore under the SFO deemed to be interested in 224,423,000 Hi-Level shares held by S.A.S. Investment Company Limited ("S.A.S. Investment") which is a wholly-owned subsidiary of the Company.

Save as disclosed above, other than certain nominee shares in subsidiaries held by certain directors in trust for the Company, none of the directors or chief executives or their associates had any interests or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations at 31 December 2022.

Directors' Report

EQUITY-LINKED AGREEMENTS

No equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the directors or their spouses or children under the age of eighteen had right to subscribe for the securities of the Company, or had exercised any such right during the year.

SUBSTANTIAL SHAREHOLDERS

At 31 December 2022, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain directors, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

Long positions:

Ordinary shares of HK\$0.10 each of the Company

Name of shareholders	Capacity	Number of issued ordinary shares held	Percentage of issued share capital of the Company
Hon Hai	Held by controlled corporation (<i>Note</i>)	124,000,000	19.81%
Foxconn Holding Limited ("Foxconn")	Beneficial owner	124,000,000	19.81%

Note: Hon Hai owns 100% interest in Foxconn and is accordingly deemed to be interested in those ordinary shares of the Company beneficially owned by Foxconn.

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company at 31 December 2022.

TAX RELIEF

The Company is not aware of any relief on taxation available to the shareholders by reason of their holdings of the shares. If the shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or exercising of any rights in relation to the shares, they are advised to consult their professional advisers.

CONNECTED TRANSACTIONS AND DIRECTORS' INTERESTS IN CONTRACTS

During the year ended 31 December 2022, the Group entered into a number of connected transactions and continuing connected transactions with Hon Hai (being the substantial shareholder of the Company) and its subsidiaries (which are regarded as connected persons as defined in the Listing Rules).

The Group carried out the following continuing connected transactions (other than continuing connected transactions that are exempted under Rule 14A.73 of the Listing Rules) during the year ended 31 December 2022:

Pursuant to the conditional master agreement entered into among the Company and Hon Hai on 28 December 2018 which governs the sales and purchases of electronic components to be made for the next 3 financial years during the period between 1 January 2019 and 31 December 2021 (as amended by the respective agreement dated 23 November 2006, 18 November 2009, 9 April 2010, 12 November 2012 and 9 November 2015).

The current conditional master agreement (2021 renewal) was entered into on 2 December 2021 which governs the sales and purchases of electronic components and sale of other products by the Group to Hon Hai Group and distribution of SHARP's products and distribution of other brand products under the Hon Hai Group to be made for the next 3 financial years commencing from 1 January 2022 to 31 December 2024. Further details of the said agreement were set out in the announcement of the Company dated 2 December 2021 and the circular of the Company dated 14 February 2022.

The said agreement and the proposed sale and purchase caps were duly approved by the shareholders of the Company on 9 March 2022.

During the year under review, the value of connected continuing transactions for the year ended 31 December 2022 as below:

Nature of transactions	2022 <i>HK\$'000</i>
Purchase of electronic products by the Group	1,502,422
Sales of electronic products by the Group	2,764,831

Save as disclosed above:

- (i) no contracts of significance subsisted at any time during the year to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly; and
- (ii) there were no other transactions which need to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.

Directors' Report

In accordance with the conditions agreed with the Stock Exchange with respect to the connected transactions, the independent non-executive directors have reviewed the connected transactions and, in their opinion, these transactions were entered into by the Group:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms; and
- (iii) 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 Company's auditor was engaged to report on the above continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

PRE-EMPTIVE RIGHTS

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

EMOLUMENT POLICY

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

The emoluments of the directors of the Company are recommended by the Remuneration Committee and are decided by the Board, having regard to the Company's operating results, individual performance and comparable market statistics.

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained a sufficient public float throughout the year ended 31 December 2022.

DONATIONS

During the year, the Group made charitable and other donations amounting to approximately HK\$3,513,000.

AUDITOR

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

Signed on behalf of the Board

Dr. YIM YUK LUN, STANLEY *BBS JP*
CHAIRMAN AND MANAGING DIRECTOR

Hong Kong, 27 March 2023



TO THE MEMBERS OF S.A.S. DRAGON HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of S.A.S. Dragon Holdings Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 35 to 139, 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, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 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 ("HKSA") issued by 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 judgment, 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.

KEY AUDIT MATTERS (Continued)

Key audit matter	How our audit addressed the key audit matter
<p>Allowance for inventories</p> <p>We identified the allowance for inventories as a key audit matter due to significant judgement exercised by the management of the Group in estimating the net realisable values of obsolete and slow-moving inventory.</p> <p>As at 31 December 2022, the carrying value of inventories was HK\$2,398,330,000 (net of allowance of HK\$193,194,000), representing 29.5% of the Group's total assets.</p> <p>As disclosed in note 4 to the consolidated financial statements, the management reviews inventories on a product-by-product basis at the end of each reporting period to identify obsolete and slow-moving inventory items based on the inventories aging analysis. Net realisable value of inventories is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale. The management estimates the net realisable value of inventories based primarily on latest selling prices and expected future market conditions and sales.</p>	<p>Our procedures in relation to the allowance for inventories included:</p> <ul style="list-style-type: none">• Understanding how the management of the Group identifies obsolete and slow-moving inventory items, and estimates the allowance for inventories as at 31 December 2022 and their basis of estimating the net realisable value, in particular, the future selling prices;• Testing the accuracy of the inventories aging analysis as at 31 December 2022 by checking to the dates of the goods receipt notes, on a sample basis;• Assessing the reasonableness of the estimated future selling prices, on a sample basis, by comparing them with the actual selling prices achieved subsequent to year end, where available, or during the current year of the respective inventories; and• Challenging the appropriateness of the key assumptions and estimates made by management in making allowance for inventories by evaluating the historical accuracy of these estimates, on a sample basis, and discussing any significant variances with the management.

Independent Auditor's Report

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE 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 are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Independent Auditor's Report

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 solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

Independent Auditor's Report

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

We communicate with those charged with governance 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 those charged with governance 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 those charged with governance, 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 the independent auditor's report is Man Ka-Lai.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

27 March 2023

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2022

	NOTES	2022 HK\$'000	2021 HK\$'000
Revenue	5	24,968,652	35,297,778
Cost of sales		(23,683,325)	(33,710,530)
Gross profit		1,285,327	1,587,248
Other income	8(b)	30,191	23,057
Other gains and losses, net	8(c)	(16,638)	75,877
Reversal of impairment losses under expected credit loss model, net		2,669	420
Distribution and selling expenses		(222,991)	(229,209)
Administrative expenses		(207,817)	(228,786)
Change in fair value of investment properties	13	(65,606)	(40,608)
Share of loss of an associate		(23,641)	(16,175)
Share of profit of a joint venture		335	710
Finance costs	6	(56,278)	(34,130)
Loss from derecognition of trade receivables at fair value through other comprehensive income		(46,686)	(29,386)
Profit before tax		678,865	1,109,018
Income tax expense	7	(114,958)	(183,884)
Profit for the year	8(a)	563,907	925,134
Other comprehensive (expense) income			
Items that may be reclassified subsequently to profit or loss:			
Change in fair value on trade receivables at fair value through other comprehensive income		(55,837)	(27,387)
Reclassification adjustment for cumulative loss included in profit or loss upon disposal of trade receivable measured at fair value through other comprehensive income		46,686	29,386
Exchange differences arising on translation of foreign operations of subsidiaries		(72,096)	17,196
Share of other comprehensive (expense) income of an associate and a joint venture		(2,666)	615
Other comprehensive (expense) income for the year		(83,913)	19,810
Total comprehensive income for the year		479,994	944,944

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2022

	NOTE	2022 HK\$'000	2021 HK\$'000
Profit for the year attributable to:			
Owners of the Company		400,337	713,191
Non-controlling interests		163,570	211,943
		563,907	925,134
Total comprehensive income attributable to:			
Owners of the Company		317,206	732,716
Non-controlling interests		162,788	212,228
		479,994	944,944
Basic earnings per share (HK cents)	12	63.97	113.96

Consolidated Statement of Financial Position

At 31 December 2022

	NOTES	2022 HK\$'000	2021 HK\$'000
Non-current Assets			
Investment properties	13	706,440	810,300
Property, plant and equipment	14	381,540	408,208
Intangible assets	15	14,477	14,477
Right-of-use assets	16	171,761	178,207
Interest in an associate	17	27,731	51,958
Interest in a joint venture	18	10,977	11,571
Financial assets at fair value through profit or loss	22	2,998	2,998
Finance lease receivables	21	2,941	9,986
Deferred tax assets	30	9,481	9,602
		1,328,346	1,497,307
Current Assets			
Inventories	19	2,398,330	2,654,073
Trade and other receivables	20(a)	1,113,014	2,125,160
Trade receivables at fair value through other comprehensive income	20(b)	1,702,299	1,127,877
Finance lease receivables	21	9,499	12,848
Amount due from an associate	36	345	132
Derivative financial instruments	27	77	876
Financial assets at fair value through profit or loss	22	109,230	130,439
Tax recoverable		6,477	894
Pledged bank deposits	23	39,222	25,366
Bank balances and cash	23	1,432,029	1,758,977
		6,810,522	7,836,642
Current Liabilities			
Trade and other payables	24	3,086,560	3,428,943
Contract liabilities	25	209,306	366,996
Lease liabilities due within one year	26	234	584
Tax liabilities		206,991	139,055
Bank and other borrowings due within one year	28	1,383,029	2,280,502
		4,886,120	6,216,080
Net Current Assets		1,924,402	1,620,562
Total Assets less Current Liabilities		3,252,748	3,117,869

Consolidated Statement of Financial Position

At 31 December 2022

	NOTES	2022 HK\$'000	2021 HK\$'000
Non-current Liabilities			
Deferred tax liabilities	30	25,130	40,428
Lease liabilities due after one year	26	947	214
Bank and other borrowings due after one year	28	216,225	233,940
		242,302	274,582
Net Assets			
		3,010,446	2,843,287
Capital and Reserves			
Share capital	29	62,584	62,584
Share premium and reserves		2,394,633	2,327,762
Equity attributable to owners of the Company		2,457,217	2,390,346
Non-controlling interests		553,229	452,941
Total Equity			
		3,010,446	2,843,287

The consolidated financial statements on pages 35 to 139 were approved and authorised for issue by the Board of Directors on 27 March 2023 and are signed on its behalf by:

Dr. Yim Yuk Lun, Stanley *BBS JP*
DIRECTOR

Mr. Wong Sui Chuen
DIRECTOR

Consolidated Statement of Changes in Equity

For the year ended 31 December 2022

	Attributable to owners of the Company											Non-controlling interests HK\$'000	Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Capital redemption reserve HK\$'000	Capital reserve HK\$'000 (note i)	Other reserve HK\$'000 (note iv)	Contributed surplus HK\$'000 (note ii)	Property revaluation reserve HK\$'000 (note iii)	Translation reserve HK\$'000	FVTOCI reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000		
At 1 January 2021	62,584	6,521	1,109	11,145	(11,756)	13,519	206,934	(470)	(4,124)	1,570,295	1,855,757	268,467	2,124,224
Profit for the year	-	-	-	-	-	-	-	-	-	713,191	713,191	211,943	925,134
Change in fair value on trade receivables at fair value through other comprehensive income	-	-	-	-	-	-	-	-	(20,563)	-	(20,563)	(6,824)	(27,387)
Reclassification adjustment for cumulative loss included in profit or loss upon disposal of trade receivables measured at fair value through other comprehensive income	-	-	-	-	-	-	-	-	22,294	-	22,294	7,092	29,386
Exchange differences arising on translation of foreign operations of subsidiaries	-	-	-	-	-	-	-	17,179	-	-	17,179	17	17,196
Share of other comprehensive income of an associate and a joint venture	-	-	-	-	-	-	-	615	-	-	615	-	615
Total comprehensive income for the year	-	-	-	-	-	-	-	17,794	1,731	713,191	732,716	212,228	944,944
Disposal of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	3,758	3,758
Partial disposal of a subsidiary without loss of control	-	-	-	-	(988)	-	-	-	-	-	(988)	988	-
Dividends paid (note 11)	-	-	-	-	-	-	-	-	-	(197,139)	(197,139)	-	(197,139)
Dividend paid to non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(32,500)	(32,500)
At 31 December 2021	62,584	6,521	1,109	11,145	(12,744)	13,519	206,934	17,324	(2,393)	2,086,347	2,390,346	452,941	2,843,287
Profit for the year	-	-	-	-	-	-	-	-	-	400,337	400,337	163,570	563,907
Change in fair value on trade receivables at fair value through other comprehensive income	-	-	-	-	-	-	-	-	(46,102)	-	(46,102)	(9,735)	(55,837)
Reclassification adjustment for cumulative loss included in profit or loss upon disposal of trade receivables measured at fair value through other comprehensive income	-	-	-	-	-	-	-	-	37,579	-	37,579	9,107	46,686
Exchange differences arising on translation of foreign operations of subsidiaries	-	-	-	-	-	-	-	(71,942)	-	-	(71,942)	(154)	(72,096)
Share of other comprehensive expense of an associate and a joint venture	-	-	-	-	-	-	-	(2,666)	-	-	(2,666)	-	(2,666)
Total comprehensive (expense) income for the year	-	-	-	-	-	-	-	(74,608)	(8,523)	400,337	317,206	162,788	479,994
Dividends paid (note 11)	-	-	-	-	-	-	-	-	-	(250,335)	(250,335)	-	(250,335)
Dividend paid to non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(62,500)	(62,500)
At 31 December 2022	62,584	6,521	1,109	11,145	(12,744)	13,519	206,934	(57,284)	(10,916)	2,236,349	2,457,217	553,229	3,010,446

Consolidated Statement of Changes in Equity

For the year ended 31 December 2022

Notes:

- (i) The capital reserve of the Group represents the aggregate of:
 - (a) the reserve of HK\$10,445,000 arising on the acquisition of shares in subsidiaries from non-controlling shareholders pursuant to a previous group reorganisation; and
 - (b) the differences between the nominal value of the aggregate share capital of the subsidiaries acquired pursuant to a previous group reorganisation, and the nominal value of the Company's shares issued in exchange of HK\$700,000.
- (ii) The contributed surplus of the Group represents the net aggregate of:
 - (a) the credit arising from the reduction of the nominal value of the consolidated shares from HK\$1.00 each to HK\$0.10 each by cancelling HK\$0.90 paid up on each issued share, after a transfer of HK\$10,565,000 towards the elimination of the accumulated losses of the Company as at 31 December 1997, of HK\$70,510,000;
 - (b) the credit arising from cancellation of the share premium account of HK\$237,881,000, after a transfer of HK\$180,003,000 towards the elimination of the accumulated losses of the Company as at 31 December 2002, of HK\$57,878,000; and
 - (c) the distribution to shareholders from 2003 to 2010 of HK\$114,869,000.
- (iii) The property revaluation reserve includes an amount of HK\$193,367,000 relating to properties previously held as property, plant and equipment and reclassified as investment properties in 2020. The remaining balance of HK\$13,567,000 (2021: HK\$13,567,000) represents revaluation surplus arising from certain of the Group's land and building carried at revalued amount prior to 30 September 1995. On the disposal or retirement of the asset, the revaluation reserve will be transferred directly to retained profits.
- (iv) The other reserve of the Group represents the net aggregate of:
 - (a) the difference of HK\$19,238,000 between the fair value of acquisition cost and the attributable additional interest in the carrying amount of net assets acquired in acquisition of additional interests in subsidiaries;
 - (b) the difference of HK\$9,002,000 between the fair value of net assets acquired from a substantial shareholder and consideration paid which was deemed as contribution from a substantial shareholder and credited to equity of the Company; and
 - (c) the difference of HK\$1,520,000 between the fair value of acquisition cost and the attributable additional interest in the carrying amount of net assets acquired in acquisition of additional interests in subsidiaries in 2019.
 - (d) the increase of non-controlling interests of HK\$988,000 upon partial disposal of a subsidiary without loss of control in 2021.

Consolidated Statement of Cash Flows

For the year ended 31 December 2022

	2022 HK\$'000	2021 HK\$'000
OPERATING ACTIVITIES		
Profit before tax	678,865	1,109,018
Adjustments for:		
Net allowance of inventories	62,414	66,266
Reversal of impairment losses under expected credit loss model, net	(2,669)	(420)
Change in fair value of financial assets at fair value through profit or loss	30,471	(54,875)
Depreciation of property, plant and equipment	39,017	38,942
Depreciation of right-of-use assets	7,241	7,511
Amortisation of intangible assets	–	844
Dividend income from equity investments	(12,695)	(7,033)
Finance costs	56,278	34,130
(Gain) loss on disposal of property, plant and equipment, net	(621)	14
Gain on modification of a finance sublease in respect of lease liabilities	–	(339)
Gain on disposal of financial assets at FVTPL	(7,461)	–
Interest income on bank deposits	(2,421)	(1,383)
Interest income on finance leases	(1,533)	(2,337)
Changes in fair value of derivative financial instruments	799	(14,673)
Changes in fair value of investment properties	65,606	40,608
Share of loss of an associate	23,641	16,175
Share of profit of a joint venture	(335)	(710)
Gain on disposal of a subsidiary	–	(1,232)
Operating cash flows before movements in working capital	936,597	1,230,506
Decrease (increase) in inventories	193,329	(911,676)
Decrease (increase) in trade and other receivables	1,014,815	(861,279)
(Increase) decrease in trade receivables at fair value through other comprehensive income	(583,573)	283,256
Increase in amount due from an associate	(213)	(39)
Increase in financial assets at held for trading	(1,801)	(43,895)
(Decrease) increase in trade and other payables	(342,383)	421,824
(Decrease) increase in contract liabilities	(157,690)	318,448
Cash generated from operation	1,059,081	437,145
Hong Kong Profits Tax paid	(54,047)	(81,441)
The People's Republic of China Enterprise Income Tax ("EIT") paid	(1,353)	(1,979)
Taiwan Corporate Income Tax paid	(10,091)	(5,426)
NET CASH GENERATED FROM OPERATING ACTIVITIES	993,590	348,299

Consolidated Statement of Cash Flows

For the year ended 31 December 2022

	2022 HK\$'000	2021 HK\$'000
INVESTING ACTIVITIES		
Placement of pledged bank deposits	(39,222)	(16,554)
Payment for additions to property, plant and equipment	(16,132)	(10,509)
Payment for additions to investment properties and investment properties under development	(2,546)	(10,808)
Acquisition of additional in interest in an associate	(1,153)	(3,064)
Proceeds on disposal of property, plant and equipment	847	21
Interest received on bank deposits	2,421	1,383
Repayment in finance lease receivables	11,927	26,057
Dividend received from equity investments	12,695	7,033
Release of pledged bank deposits	25,366	16,784
Dividend received from an associate	–	7,485
NET CASH (USED IN) FROM INVESTING ACTIVITIES	(5,797)	17,828
FINANCING ACTIVITIES		
Repayment of bank and other borrowings	(34,878,683)	(37,557,274)
Dividends paid	(250,335)	(197,139)
Dividend paid to non-controlling shareholders	(62,500)	(32,500)
Interest paid	(56,278)	(34,130)
Repayment of lease liabilities	(412)	(1,117)
Bank and other borrowings raised	33,963,495	38,042,297
Proceeds on disposal of equity interest in a subsidiary	–	3,758
NET CASH (USED IN) FROM FINANCING ACTIVITIES	(1,284,713)	223,895
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(296,920)	590,022
CASH AND CASH EQUIVALENTS AT 1 JANUARY	1,758,977	1,166,982
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	(30,028)	1,973
CASH AND CASH EQUIVALENTS AT 31 DECEMBER, represented by bank balances and cash	1,432,029	1,758,977

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The ultimate controlling shareholder of the Company is Dr. Yim Yuk Lun, Stanley *BBS JP*. The addresses of the registered office and principal place of business of the Company are disclosed in the "Corporate Information" section to the annual report.

The Company acts as an investment holding company and the activities of its principal subsidiaries are set out in note 38.

The consolidated financial statements are presented in Hong Kong dollars ("HKD"), which is also the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018 – 2020

The application of the amendments to HKFRSs in the current year has had no material impact on the Group's consolidated financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related Amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1	Non-current Liabilities with Covenants ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

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

² Effective for annual periods beginning on or after a date to be determined.

³ Effective for annual periods beginning on or 1 January 2024.

Except for the amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. 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.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies (Continued)

HKFRS Practice Statement 2 *Making Materiality Judgements* (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment* (“HKFRS 2”), leasing transactions that are accounted for in accordance with HKFRS 16 *Leases* (“HKFRS 16”), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets* (“HKAS 36”).

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.1 Basis of preparation of consolidated financial statements *(Continued)*

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.

For financial instruments and investment properties which are transferred at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3.2 Significant accounting policies

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved where the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

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 listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Basis of consolidation *(Continued)*

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

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Change in the Group's interest in existing subsidiary

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 *Financial Instruments* ("HKFRS 9") or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Business combination

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred 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. Acquisition-related costs are generally recognised in profit or loss as incurred.

For business combinations in which the acquisition date is on or after 1 January 2022, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the Conceptual Framework for Financial Reporting 2018 issued in June 2018 (the "Conceptual Framework") except for transactions and events within the scope of HKAS 37 or HK(IFRIC) - Int 21, in which the Group applies HKAS 37 or HK(IFRIC) - Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Business combination *(Continued)*

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which the lease term ends within 12 months of the acquisition date. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Investments in an associate and a joint venture

An associate is an entity over which the Group has 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 joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associate and a joint venture are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of an associate and a joint venture used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associates or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associates or joint venture.

An investment in an associate or joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Investments in an associate and a joint venture *(Continued)*

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Changes in the Group's interests in associates and joint ventures

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group’s right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9 *Financial Instruments* (“HKFRS 9”). In contrast, a receivable represents the Group’s unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group’s obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Revenue from contracts with customers *(Continued)*

Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligations, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Leases

Definition of 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.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Leases *(Continued)*

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases

The Group applies the short-term lease recognition exemption to leases of certain properties that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Leases (Continued)

The Group as a lessee *(Continued)*

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Leases *(Continued)*

The Group as a lessee *(Continued)*

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for a change in the lease payments of a finance lease as a lease modification, that is not accounted for as a separate lease, in accordance with the requirements of HKFRS 9. If the change represents a substantial modification, the finance lease receivables of the original lease are derecognised and a derecognition gain or loss calculated using the revised lease payments discounted at the rate used for the head lease is recognised in profit or loss on the date of the modification. If the change does not represent substantial modification, the Group shall continue to recognise the finance lease receivables.

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases and the exercise price of a purchase option which the lessee is reasonably certain to exercise are recognised as receivables at commencement date at amounts equal to net investments in the leases, measured using the interest rate implicit in the respective leases. Initial direct costs for leases in which the Group is the dealer lessor lessors are recognised in costs of sales at the commencement date of the finance leases. Initial direct costs for other leases are included in the initial measurement of the net investments in the leases. Interest income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Leases (Continued)

The Group as a lessee *(Continued)*

Classification and measurement of leases (Continued)

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value.

Rental income which is derived from the Group's ordinary course of business is presented as revenue.

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components in relation to business equipment under finance lease arrangements, replacement of consumables and repair and maintenance services, the Group applies HKFRS 15 *Revenue from Contract with Customers* ("HKFRS 15") to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

For finance leases in which the Group acts as dealer lessor, the Group recognises:

- (a) Revenue being the fair value of the underlying asset, or, if lower, the present value of the lease payments discounted using a market rate of interest;
- (b) The cost of sale being the cost, or carrying amount if different, of the underlying amount; and
- (c) Selling profit or loss (being difference between revenue and the cost of sale) in accordance with the Group's pricing for outright sales to which HKFRS 15 Revenue from contracts with customers applies.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Leases *(Continued)*

The Group as a lessee *(Continued)*

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

The Group uses the discount rate used for the head lease (adjusted for any initial direct costs associated with the sublease) to measure the net investment in the sublease if the interest rate implicit in the sublease cannot be readily determined.

Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

(i) Operating leases

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

(ii) Finance leases

The Group accounts for a change in the lease payments of a finance lease as a lease modification, that is not accounted for as a separate lease, in accordance with the requirements of HKFRS 9. If the change represents a substantial modification, the finance lease receivables of the original lease are derecognised and a derecognition gain or loss calculated using the revised lease payments discounted at the revised discount rate is recognised in profit or loss on the date of the modification. If the change does not represent a substantial modification, the Group continues to recognise the finance lease receivables in which such carrying amount will be calculated at the present value of the modified contractual cash flows discounted at the related receivables' original discount rate. Any adjustment to the carrying amount is recognised in profit or loss at the effective date of modification.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Leases *(Continued)*

The Group as a lessee *(Continued)*

Changes in the basis for determining the future lease payments as a result of interest rate benchmark reform

For changes in the basis for determining the future lease payments as a result of interest rate benchmark reform for a finance lease that is not accounted for as a separate lease, the Group applies the same accounting policies as those applicable to financial instruments (see accounting policy below).

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in associates/joint ventures.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefits plans/state-managed retirement benefit schemes/the Mandatory Provident Fund Scheme are recognised as expenses when employees have rendered service entitling them to the contributions.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Employee benefits *(Continued)*

Termination benefits

A liability for a termination benefit is recognised at the earlier of when the Group entity can no longer withdraw the offer of the termination benefit and when it recognises any related restructuring costs.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries and annual leave), after deducting any amount already paid.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Taxation *(Continued)*

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

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

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

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Taxation *(Continued)*

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment

Property, plant and equipment including land and buildings held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Certain of the Group's leasehold land and buildings were revalued at 31 December 1994. The surplus arising on revaluation of these properties was credited to the property revaluation reserve. Advantage has been taken of the transitional relief provided by paragraph 80A of HKAS 16 *Property, Plant and Equipment* from the requirement to make regular revaluations of the Group's land and buildings which had been carried at revalued amounts prior to 30 September 1995, and accordingly no further revaluation of land and buildings is carried out. Prior to 30 September 1995, the revaluation increase arising on the revaluation of these assets was credited to the property revaluation reserve. Any future decreases in value of these assets will be dealt with as an expense to the extent that they exceed the balance, if any, on the revaluation reserve relating to a previous revaluation of the same asset. On the subsequent sale or retirement of a revalued asset, the corresponding revaluation surplus is transferred to retained profits.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Property, plant and equipment *(Continued)*

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

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amounts and the fair value of that item (including the relevant leasehold land classified as right-of-use assets) at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

Depreciation is recognised so as to write off the cost of assets other than properties under construction over their estimated useful lives, using the straight-line method. The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under development for such purpose).

Investment properties also include leased properties which are being recognised as right-of-use assets and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values, adjusted to exclude any prepaid or accrued operating lease income. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Investment properties *(Continued)*

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

Intangible assets

Intangible assets acquired separately

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

Impairment on property, plant and equipment, right-of-use assets and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property, plant and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Impairment on property, plant and equipment, right-of-use assets and intangible assets *(Continued)*

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

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

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Cash and cash equivalents

Bank balances and cash presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of bank balances and cash as defined above.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method for electronic products, semiconductors and LED lighting and display products and a weighted average cost method for business equipment. Net realisable value represents the estimated selling price for inventories less all estimated costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Trade receivables classified as at FVTOCI

Subsequent fair value changes in the carrying amounts for trade receivables arising from contracts with customers without a significant financing component classified as at FVTOCI are recognised in other comprehensive income ("OCI") and accumulated under the heading of FVTOCI reserve. Impairment allowances are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these trade receivables. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these trade receivables had been measured at amortised cost. When these trade receivables are derecognised, the cumulative gains or losses previously recognised in OCI are reclassified to profit or loss.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables, trade receivables at FVTOCI, amount due from an associate, pledged bank deposits and bank balances) and other items (finance lease receivables) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables, trade receivables at FVTOCI, finance lease receivables and contract assets. The internal credit rating on these assets are assessed individually. Except for those which had been determined as credit impaired under HKFRS 9 the ECL of which are assessed individually, trade receivables, finance lease receivables and contract assets are grouped based on internal credit rating and the ECL on these assets are assessed collectively.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, 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. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk *(Continued)*

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

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

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

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk *(Continued)*

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

(iii) Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(iv) Write-off policy

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, or in the case of trade receivables, finance lease receivables and contract assets, when the amounts are over two years past due, whichever occurs sooner. 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.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

The ECL is measured individually for all bank balances, other receivables and amount due from an associate. For trade receivables, finance lease receivables and contract assets, except for those which had been determined as credit impaired under HKFRS 9 the ECL of which are assessed individually, trade receivables, finance lease receivables and contract assets are assessed individually and given an internal credit rating and the ECL on these assets with the same internal credit rating are assessed in collective basis.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(v) Measurement and recognition of ECL *(Continued)*

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Except for trade receivables at FVTOCI, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables measured at amortised cost, finance lease receivables and contract assets, where the corresponding adjustment is recognised through a loss allowance account. For trade receivables at FVTOCI, the loss allowance is recognised in OCI and accumulated in the FVTOCI reserve without reducing the carrying amounts of these trade receivables.

Derecognition/modification of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of trade receivables FVTOCI, the cumulative gain or loss previously accumulated in the FVTOCI reserve is reclassified to profit or loss.

A modification of a financial asset occurs if the contractual cash flows are renegotiated or otherwise modified.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3 to the consolidated financial statements, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that:

- (i) the Group's investment properties in Hong Kong are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in measuring the Group's deferred taxation on investment properties in Hong Kong, the directors of the Company have determined the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has not recognised any deferred tax on changes in fair value of investment properties in Hong Kong as the Group is not subject to any income taxes on the fair value changes of the investment properties in Hong Kong upon disposal.
- (ii) the Group's investment properties in the People's Republic of China (the "PRC") are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time and the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. As a result, the Group is subject to income taxes on the rental income of its investment properties in the PRC and deferred taxes are recognised based on the expected future rental income, which is estimated to be the changes in fair value of the investment properties.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Key sources of estimation uncertainty

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

Allowance for inventories

The management of the Group reviews the inventories on a product-by-product basis at the end of each reporting period to identify obsolete and slow-moving inventory items based on the inventories ageing analysis and determines allowance for inventories by reference to net realisable value of the inventories. Net realisable value of inventories is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale. Management estimates the net realisable value of inventories based primarily on latest selling prices and expected future market conditions and sales. As at 31 December 2022, the carrying values of inventories were HK\$2,398,330,000 (2021: HK\$2,654,073,000) (net of allowance for inventories of approximately HK\$193,194,000 (2021: HK\$132,155,000)).

Fair values of investment properties

As at 31 December 2022, the carrying amount of the Group's investment properties was HK\$706,440,000 (2021: HK\$810,300,000). The valuation of investment properties was based on valuation on these properties conducted by an independent professional valuer using property valuation techniques which involve certain assumptions of market conditions as disclosed in note 13. Favourable or unfavourable changes to these assumptions would result in changes in the valuation of the Group's investment properties and corresponding adjustments to the fair value changes reported in the consolidated statement of profit or loss and other comprehensive income.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

5. REVENUE AND SEGMENT INFORMATION

Revenue

(i) Disaggregation of revenue from contracts with customers

	For the year ended 31 December	
	2022 HK\$'000	2021 HK\$'000
Type of goods or services		
Sales of electronic components and semiconductors	24,818,008	35,140,829
Sales of business equipment and provision of related ancillary services	69,144	72,594
Contract works of LED lighting and display products	32,077	32,822
Sales of LED lighting and display products	26,949	25,030
Revenue from contracts with customers	24,946,178	35,271,275
<u>Income from leasing activities</u>		
For operating leases - lease payments that are fixed:		
– Rental income from investment properties	20,061	24,185
– Rental income from LED lighting and display products	2,413	2,318
	22,474	26,503
Total revenue	24,968,652	35,297,778

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

5. REVENUE AND SEGMENT INFORMATION (Continued)

Revenue (Continued)

(i) Disaggregation of revenue from contracts with customers (Continued)

	For the year ended 31 December 2022				
	Sales of electronic components and semiconductors HK\$'000	Sales of business equipment and provision of related ancillary services HK\$'000	Sales of LED lighting and display products HK\$'000	Contract works of LED lighting and display products HK\$'000	Total HK\$'000
Geographical markets					
Hong Kong	16,758,054	67,420	9,425	25,349	16,860,248
Mainland China	6,356,363	2	15,536	–	6,371,901
Taiwan	1,007,691	–	19	–	1,007,710
Singapore	260,583	6	16	–	260,605
United States of America	137,783	–	–	–	137,783
Vietnam	94,845	3	–	–	94,848
Macao Special Administrative Region of the PRC	67,083	1,713	16	6,728	75,540
Others	135,606	–	1,937	–	137,543
	24,818,008	69,144	26,949	32,077	24,946,178
Revenue from contracts with customers					
Rental income from investment properties					20,061
Rental income from LED lighting and display products					2,413
Total revenue					24,968,652

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

5. REVENUE AND SEGMENT INFORMATION (Continued)

Revenue (Continued)

(i) Disaggregation of revenue from contracts with customers (Continued)

	For the year ended 31 December 2021				
	Sales of electronic components and semiconductors <i>HK\$'000</i>	Sales of business equipment and provision of related ancillary services <i>HK\$'000</i>	Sales of LED lighting and display products <i>HK\$'000</i>	Contract works of LED lighting and display products <i>HK\$'000</i>	Total <i>HK\$'000</i>
Geographical markets					
Hong Kong	26,233,531	70,692	6,362	23,911	26,334,496
Mainland China	6,958,452	–	17,381	–	6,975,833
Taiwan	1,020,617	–	45	–	1,020,662
Singapore	286,206	–	359	–	286,565
United States of America	283,813	–	–	–	283,813
Vietnam	143,888	39	–	–	143,927
Macao Special Administrative Region of the PRC	119,526	1,759	379	8,911	130,575
Others	94,796	104	504	–	95,404
	35,140,829	72,594	25,030	32,822	35,271,275
Revenue from contracts with customers					
Rental income from investment properties					24,185
Rental income from LED lighting and display products					2,318
Total revenue					35,297,778

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

5. REVENUE AND SEGMENT INFORMATION (Continued)

Revenue (Continued)

(i) Disaggregation of revenue from contracts with customers (Continued)

	For the year ended 31 December	
	2022	2021
	HK\$'000	HK\$'000
Timing of revenue recognition		
A point in time	24,908,439	35,232,603
Overtime (Note)	37,739	38,672
Revenue from contracts with customers	24,946,178	35,271,275
Rental income from investment properties	20,061	24,185
Rental income from LED lighting and display products	2,413	2,318
Total revenue	24,968,652	35,297,778

Note: The amounts include repair and maintenance services to business equipment and contract works of LED lighting and display products.

(ii) Performance obligations for contracts with customers

Sales of electronic components and semiconductors and LED lighting and display products (revenue recognised at a point in time)

Revenue is recognised when control of the goods has transferred, being when the goods have been delivered to the customers' specific location (delivery). The normal credit term is 30 to 120 days upon delivery.

Under the Group's standard contract terms, customers have a right to exchange defective products for similar products within 7 days.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

5. REVENUE AND SEGMENT INFORMATION *(Continued)*

Revenue *(Continued)*

(ii) Performance obligations for contracts with customers *(Continued)*

Sales of business equipment and related ancillary services

For sales of business equipment, revenue is recognised at a point in time when control of the goods has transferred, being when the goods have been delivered to the customers' specific location (delivery). The normal credit term is 7 to 30 days upon delivery.

Under the Group's standard contract terms, customers have a right to exchange defective products for similar products within 7 days.

Sales-related warranties associated with business equipment cannot be purchased separately and they serve as an assurance that the products sold comply with agreed-upon specifications. Accordingly, the Group accounts for warranties in accordance with HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* consistent with its previous accounting treatment.

For related ancillary services, the Group provides repair and maintenance services over the contract period, in which the revenue is recognised when the customer simultaneously received the services and consumed the benefits using output method, i.e. to recognise revenue using a time-based method over the period of service resulting in straight-line revenue recognition. The Group normally bills monthly to the customers and the customers are required to settle the bills before commencement of the contract period.

Certain sales of business equipment is under finance lease arrangements in which the contracts contain three performance obligations including sales of business equipment, replacement of consumables and repair and maintenance services. Under these arrangements, the Group acts as dealer lessors and corresponding revenue of the sales of business equipment is recognised at a point in time at the commencement date of the finance leases and is measured at the present value of the lease payments discounted using a market rate of interest. During the lease terms, the Group provides ancillary services to customers including replacement of consumables and repair and maintenance services. Under these finance lease arrangements, the Group receives monthly fixed lease payments and allocates the transaction prices to each performance obligation of sales of business equipment, replacement of consumables and repair and maintenance services on a relative stand-alone selling price basis.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

5. REVENUE AND SEGMENT INFORMATION (Continued)

Revenue (Continued)

(ii) Performance obligations for contracts with customers (Continued)

Contract works of LED lighting and display products (revenue recognised over time)

The Group provides construction of LED lighting and display products services to customers. Such services are recognised as a performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. Revenue is recognised for these construction services based on the stage of completion to date by using output method.

The payment of the Group's construction contracts is based on the stage of completion certified by qualified surveyors or estimated by the Group's project managers. In some circumstances, the Group would require for down payments from customers.

Retention receivables, prior to expiration of defect liability period, are classified as contract assets, which ranges from 12 months to 18 months from the date of the practical completion of the construction.

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

All the revenue from contracts with customers are for periods of one year or less. As permitted under HKFRS 15, the relevant transaction price allocated to these unsatisfied contracts is not disclosed.

Segment information

The Group is engaged in the distribution of electronic components and semiconductor products that can be used in mobile phone products, consumer electronic products, computer and networking products, telecommunication products, sales of LED lighting and display products, sales of business equipment and provision of related ancillary services, contract works of LED lighting and display products and properties investments.

Information reported to chairman and managing director of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses only on revenue analysis by geographical location of customers. As no other discrete financial information is available for the assessment of different business activities, no segment information is presented other than entity-wide disclosures.

Geographical information

The Group's operations are located in different places of domicile, including the Mainland China, Hong Kong and Taiwan.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

5. REVENUE AND SEGMENT INFORMATION (Continued)

Segment information (Continued)

Geographical information (Continued)

The following is an analysis of the Group's revenue by the geographical locations of customers based on billing address of products or services, or location of properties or products for rental income for the year:

	Sales revenue by geographical market	
	2022 HK\$'000	2021 HK\$'000
Hong Kong	16,872,681	26,347,932
Mainland China	6,381,942	6,988,900
Taiwan	1,007,710	1,020,662
Singapore	260,605	286,565
United States of America	137,783	283,813
Vietnam	94,848	143,927
Macao Special Administrative Region of the PRC	75,540	130,575
Others	137,543	95,404
	24,968,652	35,297,778

The following is an analysis of the carrying amount of non-current assets excluding financial assets at FVTPL, finance lease receivables and deferred tax assets by geographical area in which the assets are located:

	Carrying amount of non-current assets	
	2022 HK\$'000	2021 HK\$'000
Hong Kong	911,360	977,432
Mainland China	386,511	481,431
Taiwan	14,126	14,929
Others	929	929
	1,312,926	1,474,721

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

5. REVENUE AND SEGMENT INFORMATION *(Continued)*

Segment information *(Continued)*

Information about major customers

Revenue from a customer of the corresponding years contributing over 10% of the total sales of the Group is as follows:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Customer A	10,385,712	14,519,001

6. FINANCE COSTS

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Interest expenses on:		
Bank borrowings	54,999	32,000
Lease liabilities	7	31
Other borrowings	1,272	2,099
	56,278	34,130

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

7. INCOME TAX EXPENSE

	2022 HK\$'000	2021 HK\$'000
The charge comprises:		
Hong Kong Profits Tax		
– current year	117,925	186,154
– overprovision in prior years	(57)	(509)
PRC EIT		
– current year	1,711	1,511
– underprovision in prior years	408	–
Taiwan corporate income tax		
– current year	9,199	8,576
– overprovision in prior years	(1,343)	(1,227)
	127,843	194,505
Deferred tax credit (<i>note 30</i>)	(12,885)	(10,621)
	114,958	183,884

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “Bill”) which introduces the two-tiered Profits Tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Under the Law of EIT (the “EIT Law”) and Implementation Regulation of the EIT Law in the PRC, the applicable tax rate of the PRC subsidiaries is 25% for both years.

Corporate income tax in Taiwan is charged at 20% for both years.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

7. INCOME TAX EXPENSE (Continued)

The tax charge for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Profit before tax	678,865	1,109,018
Tax at Hong Kong Profits Tax rate of 16.5%	112,013	182,988
Tax effect of expenses not deductible for tax purpose	12,234	3,895
Tax effect of income not taxable for tax purpose	(5,319)	(4,082)
Overprovision in prior years	(992)	(1,736)
Tax effect of share of loss of an associate	3,900	2,669
Tax effect of share of profit of a joint venture	(55)	(117)
Tax effect of tax losses/deductible temporary differences not recognised	5,348	5,543
Utilisation of tax losses/deductible temporary differences previously not recognised	(8,854)	(6,383)
Effect of different tax rates of subsidiaries operating in other jurisdictions	(3,317)	1,107
Tax charge for the year	114,958	183,884

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

8. PROFIT FOR THE YEAR/OTHER INCOME/OTHER GAINS AND LOSSES

(a) Profit for the year

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Profit for the year has been arrived at after charging:		
Staff costs, including directors' and chief executives' remuneration		
– salaries and other benefits	112,453	113,904
– performance related incentive payments (<i>note</i>)	74,014	77,638
– retirement benefits scheme contributions	13,895	13,035
	200,362	204,577
Auditor's remuneration	2,428	2,434
Depreciation of property, plant and equipment	39,017	38,942
Depreciation of right-of-use assets	7,241	7,511
Amortisation of intangible assets (included in administrative expenses)	–	844
Cost of inventories recognised as an expense (including net allowance for inventories of HK\$62,414,000 (2021: HK\$66,266,000))	23,667,899	33,694,550

Note: Performance related incentive payments were determined with reference to the Group's operating results and individual performance.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

8. PROFIT FOR THE YEAR/OTHER INCOME/OTHER GAINS AND LOSSES (Continued)

(b) Other income

	2022 HK\$'000	2021 HK\$'000
Dividend income from equity investments	12,695	7,033
Government subsidies (note)	4,960	–
Interest income on bank deposits	2,421	1,383
Interest income on finance leases	1,533	2,337
Others	8,582	12,304
	30,191	23,057

Note: The government subsidies represented the subsidies of the Employment Support Scheme launched by The Government of the Hong Kong Special Administrative Region.

(c) Other gains and losses, net

	2022 HK\$'000	2021 HK\$'000
Gain on disposal of financial assets at FVTPL	7,461	–
Net foreign exchange gains	6,550	4,772
Gain (loss) on disposal of property, plant and equipment, net	621	(14)
Gain on disposal of a subsidiary	–	1,232
Gain on modification of a finance sublease in respect of lease liabilities	–	339
Change in fair value of derivative financial instruments	(799)	14,673
Change in fair value of financial assets at FVTPL	(30,471)	54,875
	(16,638)	75,877

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, is as follows:

2022

	Executive Directors					Independent Non-Executive Directors				Non-Executive Director	Total HK\$'000
	Dr. Yim Yuk Lun, Stanley BBS JP HK\$'000	Yim Tsz Kit, Jacky HK\$'000	Wong Sui Chuen HK\$'000	Wong Wai Tai HK\$'000	Tsui Chi Wing HK\$'000	Wong Tak Yuen, Adrian HK\$'000	Liu Chun Ning, Wilfred HK\$'000	Cheung Chi Kwan HK\$'000	Wong Wai Kin HK\$'000	Yim Kei Man Carmen HK\$'000 (note ii)	
Fees	-	-	-	-	-	150	-	150	150	180	630
Other emoluments											
Salaries and other benefits	4,560	1,500	1,091	1,824	1,143	-	-	-	-	-	10,118
Retirement benefits scheme contributions	228	18	-	18	33	-	-	-	-	-	297
Performance related incentive payments (note i)	20,000	250	455	760	66	-	-	-	-	-	21,531
Total emoluments	24,788	1,768	1,546	2,602	1,242	150	-	150	150	180	32,576

2021

	Executive Directors					Independent Non-Executive Directors				Total HK\$'000
	Dr. Yim Yuk Lun, Stanley BBS JP HK\$'000	Yim Tsz Kit, Jacky HK\$'000	Wong Sui Chuen HK\$'000	Wong Wai Tai HK\$'000	Tsui Chi Wing HK\$'000	Wong Tak Yuen, Adrian HK\$'000	Liu Chun Ning, Wilfred HK\$'000	Cheung Chi Kwan HK\$'000	Wong Wai Kin HK\$'000	
Fees	-	-	-	-	-	100	-	150	100	350
Other emoluments										
Salaries and other benefits	4,560	1,500	1,081	1,800	1,111	-	-	-	-	10,052
Retirement benefits scheme contributions	228	18	5	18	29	-	-	-	-	298
Performance related incentive payments (note i)	35,000	250	450	750	77	-	-	-	-	36,527
Total emoluments	39,788	1,768	1,536	2,568	1,217	100	-	150	100	47,227

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

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

Notes:

- (i) Performance related incentive payments were determined with reference to the Group's operating results and individual performance.
- (ii) Ms. Yim Kei Man Carmen was appointed as non-executive director on 25 March 2022.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

Dr. Yim Yuk Lun, Stanley *BBS JP* is also the Chief Executive Officer of the Company and his emoluments disclosed above included those for services rendered by him as Chief Executive Officer.

During the years ended 31 December 2022 and 2021, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office. Mr. Liu Chun Ning, Wilfred suspended his fee voluntarily with effect from August 2001. Mr. Liu had not drawn any remuneration since then and for the years ended 31 December 2022 and 2021. During the years ended 31 December 2022 and 2021, no other directors waived or agreed to waive any emoluments.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

10. EMPLOYEES' REMUNERATIONS

Of the five highest paid individuals in the Group, three (2021: three) were directors of the Company whose remunerations are set out in note 9 above. The remuneration of two (2021: two) individuals is as follows:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Salaries and other benefits	2,906	2,866
Performance related incentive payments (<i>note</i>)	39,455	25,450
Retirement benefits scheme contributions	169	169
	42,530	28,485

Note: Performance related incentive payments were determined with reference to the Group's operating results and individual performance.

Their remunerations were within the following band:

	2022 No. of employees	2021 No. of employees
HK\$40,000,000 to HK\$41,000,000	1	–
HK\$26,000,000 to HK\$27,000,000	–	1
HK\$1,000,001 to HK\$2,000,000	1	1

During the years ended 31 December 2022 and 2021, no emoluments were paid by the Group to these individuals as an inducement to join or upon joining the Group.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

11. DIVIDENDS

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Dividends recognised as distribution during the year:		
2022 interim dividend of HK10 cents (2021: 2021 interim dividend of HK15.0 cents) per share	62,584	93,876
2021 final dividend of HK30 cents (2021: 2020 final dividend of HK16.5 cents) per share	187,751	103,263
	250,335	197,139

Subsequent to the end of the reporting period, a final dividend of HK25 cents per share in respect of the year ended 31 December 2022 (2021: final dividend of HK30 cents per share in respect of the year ended 31 December 2021) has been proposed by the directors and are subject to approval by the shareholders in the forthcoming annual general meeting.

12. BASIC EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to the owners of the Company is based on the following data:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Earnings:		
Profit for the year attributable to owners of the Company, for the purpose of basic earnings per share	400,337	713,191
	2022 '000	2021 '000
Number of shares:		
Number of ordinary shares for the purpose of basic earnings per share	625,837	625,837

No diluted earnings per share for both 2022 and 2021 were presented as there were no potential ordinary shares in issue for both 2022 and 2021.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

13. INVESTMENT PROPERTIES

	Completed investment properties <i>HK\$'000</i>
FAIR VALUE	
At 1 January 2021	832,740
Additions	10,808
Decrease in fair value recognised in profit or loss	(40,608)
Exchange realignment	7,360
At 31 December 2021	810,300
Additions	2,546
Decrease in fair value recognised in profit or loss	(65,606)
Exchange realignment	(40,800)
At 31 December 2022	706,440

The Group leases out various offices and warehouses in Hong Kong and the PRC under operating leases with rentals payable monthly. The leases typically run for an initial period of 2 to 5 years.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee or lessee's option to purchase the property.

All of the Group's property interests held to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The fair values of the Group's investment properties as at 31 December 2022 and 2021 have been arrived at on the basis of a valuation carried out by B.I. Appraisals Limited ("B.I."), an independent qualified professional valuer not connected to the Group. B.I. is a member of the Institute of Valuers. In respect of the completed investment properties as at 31 December 2022 and 2021, the valuation assessed by B.I. was arrived at using the results calculated by (i) the income capitalisation method by adopting appropriate capitalisation rates after the current rental and the market rents potential of tenancies and (ii) the direct comparison method based on comparable market transactions of similar properties.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

13. INVESTMENT PROPERTIES (Continued)

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2022 and 2021 are as follows:

Category	Fair value hierarchy	Fair value		Unrealised (loss) gain on property revaluation included in profit or loss for the year ended		Valuation techniques	Key unobservable inputs	Range (weighted average)	Relationship of unobservable inputs to fair value
		31.12.2022 HK\$'000	31.12.2021 HK\$'000	31.12.2022 HK\$'000	31.12.2021 HK\$'000				
Completed investment properties									
Commercial properties in Hong Kong	Level 3	305,900	320,300	(8,900)	(7,685)	Income capitalisation method	Reversionary rate	1.7% – 4.3% (2021: 2.9% – 4.4%)	The higher the reversionary yield, the lower the fair value
							Market rent	HK\$14 – HK\$41 per square feet per month (2021: HK\$13 – HK\$45 per square feet per month)	The higher the market rent, the higher the fair value
Commercial properties in the PRC	Level 3	120,960	164,400	(27,000)	(15,600)	Income capitalisation method	Reversionary rate	2.5% – 4.1% (2021: 2.4% – 4.4%)	The higher the reversionary yield, the lower the fair value
							Market rent	RMB126 – RMB169 per square meter per month (2021: RMB144 – RMB180 per square meter per month)	The higher the market rent, the higher the fair value
Industrial properties in Hong Kong	Level 3	78,600	82,000	(3,400)	5,000	Income capitalisation method	Reversionary rate	2.6% – 3.4% (2021: 3.0% – 3.6%)	The higher the reversionary yield, the lower the fair value
							Market rent	HK\$13 – HK\$15 per square feet per month (2021: HK\$14 – HK\$16)	The higher the market rent, the higher the fair value
Industrial properties in the PRC	Level 3	194,400	243,600	(26,306)	(22,323)	Income capitalisation method	Reversionary rate	4.0% – 5.7% (2021: 4.2% – 5.9%)	The higher the reversionary yield, the lower the fair value
							Market rent	RMB19 – RMB23 per square meter per month (2021: RMB21 – RMB23 per square meter per month)	The higher the market rent, the higher the fair value

In addition, the fair values of the investment properties amounting to HK\$6,580,000 have been arrived by the direct comparison method as at 31 December 2022.

There were no transfers into or out of Level 3 during the years ended 31 December 2022 and 2021.

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14. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and buildings HK\$'000	Leasehold improvements HK\$'000	Machinery HK\$'000	Furniture and fixtures HK\$'000	Office equipment HK\$'000	Motor vehicles and vessels HK\$'000	Total HK\$'000
COST OR VALUATION							
At 1 January 2021	367,790	53,190	6,196	56,287	65,461	84,867	633,791
Exchange realignment	1,160	113	-	30	106	67	1,476
Additions	-	1,068	-	1,615	6,143	1,683	10,509
Disposals	-	-	-	-	-	(344)	(344)
Written off	-	-	(3)	(138)	(2,103)	-	(2,244)
Derecognition (Note)	-	-	(1,312)	-	-	-	(1,312)
At 31 December 2021	368,950	54,371	4,881	57,794	69,607	86,273	641,876
Exchange realignment	(4,004)	(611)	-	(129)	(294)	(242)	(5,280)
Additions	-	95	-	1,894	217	13,926	16,132
Disposals	-	-	(75)	-	(120)	(2,751)	(2,946)
At 31 December 2022	364,946	53,855	4,806	59,559	69,410	97,206	649,782
Comprising:							
At cost	319,596	53,855	4,806	59,559	69,410	97,206	604,432
At valuation - 1994	45,350	-	-	-	-	-	45,350
	364,946	53,855	4,806	59,559	69,410	97,206	649,782
DEPRECIATION							
At 1 January 2021	63,419	28,162	2,896	39,342	27,006	36,758	197,583
Exchange realignment	117	111	-	17	44	29	318
Provided for the year	10,800	8,500	897	4,903	5,312	8,530	38,942
Eliminated on disposals	-	-	-	-	-	(309)	(309)
Written off	-	-	(3)	(138)	(2,103)	-	(2,244)
Eliminated on derecognition (Note)	-	-	(622)	-	-	-	(622)
At 31 December 2021	74,336	36,773	3,168	44,124	30,259	45,008	233,668
Exchange realignment	(692)	(609)	-	(105)	(215)	(102)	(1,723)
Provided for the year	10,794	8,421	737	5,115	4,957	8,993	39,017
Eliminated on disposals	-	-	(24)	-	(98)	(2,598)	(2,720)
At 31 December 2022	84,438	44,585	3,881	49,134	34,903	51,301	268,242
CARRYING VALUES							
At 31 December 2022	280,508	9,270	925	10,425	34,507	45,905	381,540
At 31 December 2021	294,614	17,598	1,713	13,670	39,348	41,265	408,208

Note: During the year ended 31 December 2021, LED advertising billboards were leased out under finance lease arrangements and the related machinery was derecognised.

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For the year ended 31 December 2022

14. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold land and buildings	2% or over the term of the relevant lease, whichever is shorter
Leasehold improvements	Over the term of the relevant lease
Motor vehicles and vessels	10% – 20%
Others	4% – 20%

Certain owner-occupied leasehold land is included in property, plant and equipment, as in the opinion of the directors, allocations between the land and buildings elements could not be made reliably for some of the properties. For the properties which allocation between the land and buildings elements could be made reliably, the leasehold land element is presented as right-of-use assets.

15. INTANGIBLE ASSETS

	Club memberships <i>HK\$'000</i> <i>(Note)</i>	Customer relationship <i>HK\$'000</i>	Total <i>HK\$'000</i>
COST			
At 31 December 2020, 2021 and 2022	14,477	5,628	20,105
AMORTISATION			
At 1 January 2021	–	4,784	4,784
Provided for the year	–	844	844
At 31 December 2021 and 2022	–	5,628	5,628
CARRYING VALUES			
At 31 December 2022	14,477	–	14,477
At 31 December 2021	14,477	–	14,477

The customer relationship is amortised over its estimated useful lives, using the straight-line method, at the rate of 20% per annum.

Note: As at 31 December 2022 and 2021, the club memberships have indefinite useful lives were tested for impairment by comparing their carrying amounts with their recoverable amounts. The directors of the Company determined that no impairment loss was necessary and were of the opinion that the club memberships are worth at least their carrying amounts.

Notes to the Consolidated Financial Statements

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16. RIGHT-OF-USE ASSETS

	Leasehold land <i>HK\$'000</i>	Leased properties <i>HK\$'000</i>	Total <i>HK\$'000</i>
As at 31 December 2022			
Carrying amount	170,581	1,179	171,761
As at 31 December 2021			
Carrying amount	177,544	663	178,207
For the year ended 31 December 2022			
Depreciation charge	6,963	278	7,241
For the year ended 31 December 2021			
Depreciation charge	6,963	548	7,511
		31.12.2022	31.12.2021
		<i>HK\$'000</i>	<i>HK\$'000</i>
Expense relating to short-term leases		878	893
Total cash outflow for leases		1,297	2,058
Additions to right-of-use assets		1,220	425
Termination of lease arrangement		425	–

For the years ended 31 December 2022 and 2021, the Group leases various offices, warehouses and office equipment. Lease contracts are entered into for fixed term of 1 year to 5 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group owns an office building. The Group is the registered owner of the property interest, including the underlying leasehold land. Lump sum payments were made upfront to acquire the property interest. The leasehold land components of the owned property is presented separately only if the payments made can be allocated reliably.

The Group regularly entered into short-term leases for office equipment. As at 31 December 2022, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed is HK\$878,000 (2021: HK\$893,000) during the year ended 31 December 2022.

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17. INTEREST IN AN ASSOCIATE

	2022 HK\$'000	2021 HK\$'000
Cost of an investment in associate listed in Hong Kong	72,430	71,277
Share of post-acquisition losses and other comprehensive expense, net of dividends received	(28,428)	(3,048)
Impairment loss	(16,271)	(16,271)
	27,731	51,958
Fair value of listed investment, Hi-Level Technology Holdings Limited ("Hi-Level Holdings")	31,419	77,938

As at 31 December 2022 and 2021, the Group had interests in the following associates:

Name of associate	Form of business structure	Place of incorporation/ establishment/ operations	Class of shares held	Proportion of issued share/ registered capital held by the Group		Principal activity
				31.12.2022 %	31.12.2021 %	
Hi-Level Holdings	Incorporated	Cayman Islands	Ordinary	34.4	33.6	Distribution of electronic products with provision of independent design house services

The associate is accounted for using the equity method in these consolidated financial statements.

Summarised financial information in respect of the Group's associate is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs.

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17. INTEREST IN AN ASSOCIATE (Continued)

Hi-Level Holdings

	31.12.2022 HK\$'000	31.12.2021 HK\$'000
Current assets	409,143	745,050
Non-current assets	3,986	9,131
Current liabilities	385,870	647,795
Non-current liabilities	56	2,901
	31.12.2022 HK\$'000	31.12.2021 HK\$'000
Revenue	1,732,213	2,847,359
Loss for the year	(68,545)	(46,954)
Other comprehensive (expense) income for the year	(7,737)	4,567
Total comprehensive expense for the year	(76,282)	(42,387)
Dividends received from the associate during the year	–	7,483

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

	31.12.2022 HK\$'000	31.12.2021 HK\$'000
Net assets of Hi-Level Holdings	27,203	103,485
Proportion of the Group's ownership interest in Hi-Level Holdings	34.4%	33.6%
Goodwill	9,358	34,771
Others	17,327	16,141
	1,046	1,046
Carrying amount of the Group's interest in Hi-Level Holdings	27,731	51,958

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18. INTEREST IN A JOINT VENTURE

	31.12.2022 HK\$'000	31.12.2021 HK\$'000
Cost of unlisted investment in a joint venture	17,300	17,300
Share of post-acquisition losses and other comprehensive expenses	(6,323)	(5,729)
	10,977	11,571

As at 31 December 2022 and 2021, the Group had interest in the following joint venture:

Name of joint venture	Form of business structure	Place of incorporation/ operations	Class of shares held	Proportion of issued share capital held by the Group		Proportion of voting rights held by the Group		Principal activity
				31.12.2022	31.12.2021	31.12.2022	31.12.2021	
				%	%	%	%	
Kitronix Limited ("Kitronix")	Incorporated	Hong Kong	Ordinary	50 (note)	50 (note)	40 (note)	40 (note)	Manufacturing of liquid crystal display modules

note: The Group is able to exercise joint control over the financing and operating decision of Kitronix as major decision regarding the relevant activities of Kitronix requires unanimous consent of all the directors of Kitronix according to the shareholders' agreement.

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19. INVENTORIES

	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
Trading goods	2,398,330	2,654,073

20. TRADE AND OTHER RECEIVABLES/TRADE RECEIVABLES AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

(a) Trade and other receivables

	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
Trade receivables at amortised cost	1,012,079	1,861,771
Less: allowance for credit losses	(7,576)	(10,775)
	1,004,503	1,850,996
Other receivables	82,963	73,853
Prepayment and deposits paid	25,548	200,311
Total trade and other receivables	1,113,014	2,125,160

As at 1 January 2021, trade receivables from contracts with customers measured at amortised cost amounted to HK\$1,188,367,000.

The Group allows a credit period ranging from 30 days to 120 days to its trade customers.

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20. TRADE AND OTHER RECEIVABLES/TRADE RECEIVABLES AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME *(Continued)*

(a) Trade and other receivables *(Continued)*

The following is an aging analysis of trade receivables measured at amortised cost net of allowance for credit losses presented based on the due date at the end of the reporting period:

	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
Not past due	628,088	1,397,994
Overdue by:		
1 – 30 days	169,910	316,151
31 – 60 days	97,359	76,179
61 – 90 days	74,504	6,781
Over 90 days	34,642	53,891
	1,004,503	1,850,996

Before accepting a new customer, the Group assesses the potential customer's credit quality by investigating their historical credit record and then sets a credit limit for that customer. Limits attributed to customers are reviewed periodically. The majority of the trade receivables that are neither past due nor impaired have no history of defaults on payments.

Other than value added tax recoverable of HK\$22,987,000 (2021: HK\$20,101,000), other receivables are unsecured, interest-free, repayable on demand and expected to be settled within twelve months from the reporting date.

As at 31 December 2022, included in the Group's trade receivables at amortised cost are debtors with aggregate carrying amount of HK\$376,415,000 (2021: HK\$453,002,000) which are past due as at the reporting date. Out of the past due balances, HK\$34,642,000 (2021: HK\$53,891,000) has been past due 90 days or more and is not considered as in default as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

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20. TRADE AND OTHER RECEIVABLES/TRADE RECEIVABLES AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Continued)

(a) Trade and other receivables (Continued)

The Group's trade and other receivables that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
United States Dollar ("USD")	133,900	245,515
Renminbi ("RMB")	137	6,630
	134,037	252,145

Details of impairment assessment of trade and other receivables are set out in note 35.

(b) Trade receivables at fair value through other comprehensive income

	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
Trade receivables held for collecting contractual cash flows or factoring to banks	1,702,299	1,127,877

As at 1 January 2021, trade receivables at fair value through other comprehensive income from contracts with customers amounted to HK\$1,406,049,000.

These trade receivables are held within a business model whose objective is achieved by both collecting contractual cash flows and factoring trade receivables to the banks without recourse and hence these trade receivables are measured at FVTOCI.

In the opinion of the directors, when the trade receivables are factored to banks, the Group transfers substantially all the risks and rewards of ownership to banks, and accordingly the related trade receivables are derecognised. During the year ended 31 December 2022, the loss from derecognition of trade receivables at FVTOCI was HK\$46,686,000 (2021: HK\$29,386,000).

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20. TRADE AND OTHER RECEIVABLES/TRADE RECEIVABLES AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME *(Continued)*

(b) Trade receivables at fair value through other comprehensive income *(Continued)*

The following is an aging analysis of trade receivables at FVTOCI presented based on the due date at the end of the reporting period:

	31.12.2022 HK\$'000	31.12.2021 <i>HK\$'000</i>
Not past due	1,586,091	1,020,326
Overdue by:		
1 – 30 days	98,471	98,467
31 – 60 days	7,360	1,707
61 – 90 days	9,076	6,106
Over 90 days	1,301	1,271
	1,702,299	1,127,877

As at 31 December 2022, included in the Group's trade receivables at FVTOCI are debtors with aggregate carrying amount of HK\$116,208,000 (2021: HK\$107,551,000) which are past due as at the reporting date. Out of the past due balances, HK\$1,301,000 (2021: HK\$1,271,000) has been past due 90 days or more and is not considered as in default as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

Details of impairment assessment are set out in note 35.

21. FINANCE LEASE RECEIVABLES

The Group entered into finance lease arrangements as a lessor for (a) business equipment, (b) advertising billboards and (c) LED display boards. Details of each type of finance lease arrangements are set out below.

The risk arising from unguaranteed residual value on the assets under lease is not significant, because of the existence of a secondary market of these assets.

For the year ended 31 December 2022, the finance lease receivables decreased mainly because of the expiry of finance leases in respect of business equipment.

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21. FINANCE LEASE RECEIVABLES (Continued)

	Minimum lease payments 31.12.2022 <i>HK\$'000</i>	Present value of minimum lease payments 31.12.2022 <i>HK\$'000</i>	Minimum lease payments 31.12.2021 <i>HK\$'000</i>	Present value of minimum lease payments 31.12.2021 <i>HK\$'000</i>
Finance lease receivables comprise:				
Within one year	9,974	9,499	13,690	12,848
In the second year	3,122	2,941	7,939	7,308
In the third year	–	–	3,000	2,678
	13,096	12,440	24,629	22,834
Less: Unearned finance income	(656)	N/A	(1,795)	N/A
Present value of minimum lease payment receivables	12,440	12,440	22,834	22,834
Analysed as:				
Current		9,499		12,848
Non-current		2,941		9,986
		12,440		22,834
Business equipment		10,032		19,872
Advertising billboard		–		179
LED display boards		2,408		2,783
		12,440		22,834

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21. FINANCE LEASE RECEIVABLES *(Continued)*

- (a) The Group has entered into sales contracts with its customers pursuant to which legal ownership is transferred to the customers upon full payment of the contract sum (the “Contracts”) plus a nominal amount of HK\$500 for each business equipment at the option of customers. The payment of contract sum under the Contracts depends on the utilisation of the business equipment by the customers during the contract period, subject to monthly minimum instalment payments during the terms of the Contracts. As the feature of these contracts is such that substantially all the risks and rewards incidental to the ownership of the business equipment have been transferred to the customers upon the inception of the contract, notwithstanding that the titles to the equipment may only be transferred to the customers upon full payment of the contract sum plus a nominal amount of HK\$500 for each equipment which occur at the end of the contract period, the sales of the business equipment under such Contracts have been accounted for as finance lease under HKFRS 16 and finance lease receivables have been recognised accordingly. Distributor profit was also recognised in the profit or loss resulting from an outright sale of the business equipment being leased, at normal selling prices, under the Contracts.

The discount rate used for the finance lease receivable of the business equipment approximated 9% (2021: 9%) for the year ended 31 December 2022.

- (b) The Group had entered into a sublease of an advertising billboard. As at 31 December 2021, the carrying amount of the related finance lease receivables was HK\$179,000 (2022: nil).

The discount rate used for the finance lease receivable of the advertising billboard approximated 4.28% for the year ended 31 December 2021.

- (c) During the year ended 31 December 2022, the Group has entered three (2021: three) lease arrangements of LED display boards. The carrying amount of the related finance lease receivables was HK\$2,408,000 (2021: HK\$2,783,000) as at 31 December 2022.

The discount rate used for the finance lease receivable of the LED display boards approximated 4.28% (2021: 4.28%) for the year ended 31 December 2022.

Details of impairment assessment of finance lease receivables are set out in note 35.

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22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	31.12.2022 HK\$'000	31.12.2021 HK\$'000
Investments held-for-trading:		
Unlisted bond fund (<i>note</i>)	6,411	7,991
Equity securities listed in Hong Kong	102,819	122,448
Other investments	2,998	2,998
	112,228	133,437

Analysed for reporting purpose as:

	31.12.2022 HK\$'000	31.12.2021 HK\$'000
Current assets	109,230	130,439
Non-current assets	2,998	2,998
	112,228	133,437

Note: The amount represents an unlisted bond fund which is quoted in an active market. The fair value of the investment is determined by reference to the quoted prices as at 31 December 2022 and 2021. The amount is denominated in USD.

23. PLEDGED BANK DEPOSITS/BANK BALANCES AND CASH

At 31 December 2022, the pledged bank deposits represent deposits pledged to banks to secure short-term banking facilities granted to the Group and are therefore classified as current assets. The pledged bank deposits will be released upon the settlement of the relevant bank borrowings.

The bank balances and pledged bank deposits carry fixed interest at rates which range from 0.01% to 4.4% (2021: from 0.01% to 1.0%) per annum and variable interest at rates which range from 0.4% to 3.9% (2021: from 0.2% to 0.85%) per annum, respectively.

The Group's bank balances and cash and pledged bank deposits that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

	31.12.2022 HK\$'000	31.12.2021 HK\$'000
USD	54,241	582,041
RMB	52,896	23,464
	107,137	605,505

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24. TRADE AND OTHER PAYABLES

	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
Trade payables (<i>note i</i>)	2,695,849	3,188,807
Other payables (<i>note ii</i>)	283,094	149,019
Accruals and deposits received	107,617	91,117
Total trade and other payables	3,086,560	3,428,943

Notes:

- (i) As at 31 December 2022, the balance of trade payables included bills presented by the Group of HK\$13,521,000 (2021: HK\$95,367,000), which the Group issued letter of credit to suppliers but the related facilities were not drawn.
- (ii) As at 31 December 2022, included in other payable of HK\$89,523,000 (2021: HK\$107,563,000) arising from retrospective sales discount.

The credit period on purchase of goods ranged from 30 days to 120 days.

Included in the Group's trade and other payables with aggregate amount of approximately HK\$87,284,000 (2021: HK\$63,874,000) are denominated in USD which is other than the functional currency of the relevant group entities.

The following is an aging analysis of trade payables presented based on the due date at the end of the reporting period:

	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
Current	2,333,875	2,873,644
Within 30 days	198,586	137,034
More than 30 days and within 60 days	40,699	54,076
More than 60 days and within 90 days	30,782	44,183
More than 90 days	91,907	79,870
	2,695,849	3,188,807

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25. CONTRACT LIABILITIES

	31.12.2022 HK\$'000	31.12.2021 HK\$'000
Sales of goods	207,257	364,849
Contract works	2,049	2,147
	209,306	366,996

At 1 January 2021, contract liabilities amounted to HK\$48,548,000.

The entire contract liabilities balances at the beginning of the year were recognised as revenue in respective years.

26. LEASE LIABILITIES

	31.12.2022 HK\$'000	31.12.2021 HK\$'000
Lease liabilities payable:		
Within one year	234	584
Within a period of more than one year but not more than two years	240	214
Within a period of more than two years but not more than five years	707	–
	1,181	798
Less: Amount due for settlement within 12 months and shown under current liabilities	(234)	(584)
Amount due for settlement after 12 months and shown under non-current liabilities	947	214

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27. DERIVATIVE FINANCIAL INSTRUMENTS

Derivative not under hedge accounting:

	ASSETS	
	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
Fair value of derivatives not under hedge accounting:		
Foreign currency forward contracts	77	876

Major terms of the outstanding foreign exchange forward contracts with monthly net-settlement to which the Group is committed are as follows:

As at 31 December 2022

Maximum aggregate notional amount (monthly-settled)	Maturity	Fixed forward exchange rates
Two contracts to buy USD in total notional amount USD6,000,000	Ranging from 27 January 2023 to 30 April 2024	HKD/USD at 7.749

As at 31 December 2021

Maximum aggregate notional amount (monthly-settled)	Maturity	Fixed forward exchange rates
Two contracts to buy USD in total notional amount USD10,000,000	Ranging from 16 January 2022 to 20 January 2023	HKD/USD at 7.749

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28. BANK AND OTHER BORROWINGS

	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
Invoice financing and import loans	1,249,529	2,009,547
Other bank loans	339,608	485,440
Total bank borrowings	1,589,137	2,494,987
Other borrowings	10,117	19,455
	1,599,254	2,514,442
Analysed as:		
Current	1,383,029	2,280,502
Non-current	216,225	233,940
	1,599,254	2,514,442
Secured	481,892	1,054,149
Unsecured	1,117,362	1,460,293
	1,599,254	2,514,442
	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
Carrying amount of bank borrowings contain a repayment on demand clause are repayable as follows:		
– within one year	1,275,067	2,260,246
Carrying amount of bank borrowings not contain a repayment on demand clause are repayable as follows:		
– within one year	100,670	10,670
– more than one year, but not exceeding two years	213,400	21,340
– more than two years, but not exceeding five years	–	202,731
	314,070	234,741

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28. BANK AND OTHER BORROWINGS (Continued)

Carrying amounts of other borrowings are repayable*:

	31.12.2022 HK\$'000	31.12.2021 <i>HK\$'000</i>
Within one year	7,292	9,586
Within a period of more than one year but not exceeding two years	2,825	7,308
Within a period of more than two years but not exceeding five years	–	2,561
	10,117	19,455

* The amounts due are based on scheduled repayment dates (which does not contain repayment on demand clause) as set out in the agreements.

At 31 December 2022, all of the bank borrowings bear interest at SOFR plus a margin per annum or HIBOR plus a margin per annum with the average effective interest rate of 1.92%.

At 31 December 2021, all of the bank borrowings bear interest at LIBOR plus a margin per annum or HIBOR plus a margin per annum with the average effective interest rate of 1.12%.

Included in the Group's bank borrowings with aggregate amount of HK\$40,668,000 (2021: HK\$56,783,000) denominated in USD which is other than the functional currency of the relevant group entities.

Effective interest rates per annum of other borrowings for the year are fixed at respective contract dates as follows:

	31.12.2022	31.12.2021
Effective interest rates	8% to 10%	8% to 10%

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29. SHARE CAPITAL

	Number of ordinary shares	Amount HK\$'000
Ordinary shares of HK\$0.10 each		
Authorised:		
At 1 January 2021, 31 December 2021 and 2022	1,454,000,000	145,400
Issued and fully paid:		
At 1 January 2021, 31 December 2021 and 2022	625,837,440	62,584
	Number of non-redeemable convertible preference shares	Amount HK\$'000
Non-redeemable convertible preference shares of HK\$0.10 each		
Authorised:		
At 1 January 2021, 31 December 2021 and 2022	46,000,000	4,600
Issued and fully paid:		
At 1 January 2021, 31 December 2021 and 2022	–	–

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30. DEFERRED TAXATION

The following are the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior years:

	Revaluation of investment properties <i>HK\$'000</i>	Accelerated tax depreciation <i>HK\$'000</i>	Tax losses <i>HK\$'000</i>	Others <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2021	42,452	5,646	(3,493)	(3,623)	40,982
(Credit) charge to profit or loss	(9,481)	233	–	(1,373)	(10,621)
Exchange realignment	465	–	–	–	465
At 31 December 2021	33,436	5,879	(3,493)	(4,996)	30,826
(Credit) charge to profit or loss	(13,310)	347	–	78	(12,885)
Exchange realignment	(2,292)	–	–	–	(2,292)
At 31 December 2022	17,834	6,226	(3,493)	(4,918)	15,649

The following is the analysis of the deferred tax balances for financial reporting purposes:

	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
Deferred tax assets	9,481	9,602
Deferred tax liabilities	(25,130)	(40,428)
	(15,649)	(30,826)

As at 31 December 2022, the Group had unused tax losses of approximately HK\$81,077,000 (2021: HK\$59,632,000) available to offset future taxable profits. As at 31 December 2022, a deferred tax asset of HK\$3,493,000 (2021: HK\$3,493,000) was recognised for tax losses of approximately HK\$21,173,000 (2021: HK\$21,173,000) and no deferred tax asset was recognised in respect of the remaining tax losses of approximately HK\$59,904,000 (2021: HK\$38,459,000) due to unpredictability of future profit streams. Included in unused tax losses are tax losses of HK\$54,794,000 (2021: HK\$33,995,000) which may be carried forward indefinitely under current tax regulation in Hong Kong and the remaining unused tax losses of HK\$5,051,000 and HK\$59,000 (2021: HK\$4,405,000 and HK\$59,000) will expire from 2023 to 2027 and 2023 to 2032 (2021: 2022 to 2026 and 2022 to 2031), respectively.

At the end of the reporting period, the Group has deductible temporary differences of HK\$28,768,000 (2021: HK\$13,929,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised. The deductible temporary differences may be carried forward indefinitely under current tax regulation in Hong Kong.

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30. DEFERRED TAXATION *(Continued)*

At 31 December 2022, a deferred tax liability of investment properties has been reversed in respect of the reversal of fair value gain previously recognised of HK\$66,406,000. At 31 December 2021, a deferred tax liability of investment properties has been reversed in respect of the reversal of fair value gain previously recognised of HK\$37,924,000.

Under the EIT Law, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements for the profits amounting to approximately RMB89,829,434 (31 December 2021: RMB93,227,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Under the Law of the Taiwan Corporate income tax, withholding tax is imposed on dividends declared in respect of profits earned by the Taiwan subsidiaries from 25 January 2012 onwards. Deferred taxation has not been provided for in the consolidated financial statements for the profits amounting to approximately HK\$183,598,000 (31 December 2021: HK\$134,485,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

31. RETIREMENT BENEFITS SCHEME

The Group participates in both a defined contribution retirement benefits scheme which is registered under the Occupational Retirement Scheme Ordinance (the "ORSO Scheme") and a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme, or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1 December 2000 are required to join the MPF Scheme.

Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

Under the MPF Scheme, no forfeited contributions are available to reduce the contributions payable in future years.

The employees employed by the Group's Mainland China subsidiaries are members of the state-managed retirement benefits schemes operated by the Mainland China government. The Group's Mainland China subsidiaries are required to contribute a certain percentage of their basic payroll to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes is to make the specified contributions.

The total expense recognised in profit or loss of HK\$13,895,000 (2021: HK\$13,035,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

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32. PLEDGE OF ASSETS

At the end of reporting period, the following assets of the Group were pledged to banks in order to secure general banking facilities granted by these banks to the Group:

	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
Trade receivables	111,612	456,877
Bank deposits	39,222	25,366
Leasehold land and building	224,091	233,434
Rights-of-use assets	170,581	177,544
Investment properties	78,600	82,000
	624,106	975,221

33. OPERATING LEASES ARRANGEMENTS

The Group as lessor

During the year ended 31 December 2022, property rental income net of outgoings of HK\$12,000 (2021: HK\$12,000) earned during the year was HK\$20,049,000 (2021: HK\$24,173,000). The properties held have committed tenants for the next four years.

Minimum lease payment receivables on leases are as follows:

	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
Within one year	20,245	21,297
In the second year	9,625	7,906
In the third year	7,465	6,171
In the fourth year	4,275	4,752
	41,610	40,126

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34. CAPITAL RISK MANAGEMENT

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

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

The directors of the Company review the capital structure regularly. As part of this review, the directors of the Company consider the cost of capital and the risks associates with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

35. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
Financial assets		
Financial assets at amortised cost	2,536,075	3,689,223
Trade receivables at FVTOCI	1,702,299	1,127,877
Financial assets at FVTPL	112,228	133,437
Derivative financial instruments	77	876
Financial liabilities		
Amortised cost	4,578,197	5,852,268

(b) Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, trade and other receivables, trade receivables at FVTOCI, amount due from an associate, derivative financial instruments, pledged bank deposits, bank balances, trade and other payables, bank borrowings and other borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

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35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk

(i) Currency risk

Several subsidiaries of the Company have foreign currency sales and purchases and foreign currency trade and other receivables, financial assets at fair value through profit or loss, pledged bank deposits, bank balances, trade and other payables and bank borrowings, which expose the Group to foreign currency risk.

The carrying amounts of the Group's foreign currency denominated monetary liabilities (including intercompany balances within the Group) and monetary assets at the end of reporting period are as follows:

	Liabilities		Assets	
	31.12.2022 HK\$'000	31.12.2021 HK\$'000	31.12.2022 HK\$'000	31.12.2021 HK\$'000
USD	136,489	114,486	275,569	827,557
RMB	156	2,058	7,627	30,093

Included in above are the Group's foreign currency denominated monetary assets at FVTPL at the reporting date which are as follows:

	Assets	
	31.12.2022 HK\$'000	31.12.2021 HK\$'000
USD	6,411	15,926

The Group currently does not have a foreign currency hedging policy. However, management will monitor foreign exchange exposure closely and consider for further usage of hedging instruments when the need arise.

No sensitivity analysis is presented for USD denominated financial assets and liabilities in which the functional currency of the respective group entities is HK\$ as HK\$ is currently pegged to USD. Management considers that the exposure to exchange fluctuation in respect of USD is limited.

The Group is mainly exposed to the fluctuation in HK\$ against RMB.

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35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

The following table details the Group's sensitivity to a 10% increase and decrease in RMB against HK\$ (excluding financial assets at fair value through profit or loss). 10% (2021: 10%) represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding RMB denominated monetary items and adjusts their translation at the year end for a 10% (2021: 10%) change in foreign currency rates. The sensitivity analysis includes mainly foreign currency trade and other receivables, bank balances and cash and trade and other payables (including intercompany balances within the Group) 10% (2021: 10%) strengthening of RMB against HK\$ will increase the Group's profit for the year by the following amount. For 10% (2021: 10%) weakening of RMB against HK\$, there would be an equal and opposite impact on the profit and the balance below would be negative.

	RMB impact	
	2022	2021
	HK\$'000	HK\$'000
Increase in profit	624	2,341

(ii) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances and bank borrowings (see notes 23 and 28 for details). Management will monitor interest rate risk exposure closely. By management's discretion, the Group keeps its borrowings at floating rates and may enter into interest rate swaps to balance the fair value interest rate risk and cash flow interest rate risk exposure of the Group.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of SOFR and HIBOR (2021: LIBOR and HIBOR) arising from the Group's variable-rate bank borrowings.

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35. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Market risk *(Continued)*

(ii) Interest rate risk *(Continued)*

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for its variable-rate bank balances and bank borrowings. The analysis is prepared assuming the variable-rate bank balances and bank borrowings at the end of reporting period were outstanding for the whole year. For variable-rate bank balances, 5 basis points increase and 5 basis points decrease (2021: 5 basis points increase and 5 basis points decrease) are used. For variable-rate bank borrowings, 20 basis points (2021: 20 basis points) increase or decrease is used.

If interest rates had been 5 basis points higher for variable-rate bank balances and 20 basis point higher for variable-rate bank borrowings/5 basis points lower for variable-rate bank balances and 20 basis points lower for variable-rate bank borrowings and all other variables were held constant, the Group's profit for the year ended 31 December 2022 would decrease by approximately HK\$2,053,400 if interest rate is higher; would increase by approximately HK\$2,053,400 if interest rate is lower (2021: decrease by approximately HK\$4,167,000 if interest rate is higher, would increase by approximately HK\$4,167,000 if interest rate is lower).

(iii) Other price risk

The Group is exposed to other price risk through its investments in listed equity securities, unlisted bond fund and other investments classified as FVTPL investments. The management manages the other price risk exposure in relation to listed equity securities by maintaining a portfolio of investments with different risks.

Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to equity price risks at the reporting date.

If the market prices of the respective listed equity instruments and the quoted price of the equity funds had been 5% (2021: 5%) higher/lower and all other variables were held constant: post-tax profit for the year would increase/decrease by approximately HK\$4,686,000 (2021: HK\$5,571,000) as a result of the changes in fair value of financial assets through profit or loss.

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35. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, contract assets, other receivables, amount due from an associate, pledged bank deposits, bank balances and finance lease receivables. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets and other items.

The Group performed impairment assessment for financial assets and other items under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In this regard, the directors consider that the Group's credit risk is significantly reduced. In addition, the Group performs impairment assessment under ECL model under application of HKFRS 9 on trade debtors by assigning each of them to the Group's internal credit rating scale individually. Except for those which had been determined as credit impaired under HKFRS 9 the ECL of which are assigned individually, trade receivables and contract assets are grouped by an internal credit ratings and the ECL on these assets with the same internal credit rating are assessed in a collective basis.

The management of the Group considers the amounts of trade receivables at FVTOCI and contract assets within lifetime ECL as at 31 December 2022 and 2021 was insignificant and accordingly no allowance for credit losses is provided.

The Group has concentration of credit risk as 46% (2021: 76%) and 52% (2021: 80%) of the total trade receivables and trade receivables at FVTOCI was due from the Group's largest customer and the five largest customers, respectively.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

35. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Credit risk and impairment assessment *(Continued)*

Other receivables/amount due from an associate

The Group assessed the impairment for its other receivables and amount due from an associate individually. In the opinion of the directors of the Company, there has been no significant increase in credit risk since initial recognition of these balances. ECL is estimated based on historical observed default rates over the expected life of debtors and is adjusted for forward-looking information that is available without undue cost or effort. Based on the impairment assessment performed by the Group, the management of the Group considers the loss allowance for other receivables and amount due from an associate within 12-month ECL as at 31 December 2022 and 2021 was insignificant and accordingly no allowance for credit losses is provided.

Pledged bank deposits/bank balances

The credit risks on pledged bank deposits and bank balances are limited because the counterparties are banks with good reputation. Based on the impairment assessment performed by the Group, the management of the Group considers the loss allowance for pledged bank deposits and bank balances within 12m ECL as at 31 December 2022 and 2021 was insignificant and accordingly no allowance for credit losses is provided.

Finance lease receivables

For the finance lease receivables of business equipment, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. The Group performs impairment assessment under ECL model under application of HKFRS 9 by assigning each of them to the Group's internal credit rating scale individually, giving an internal credit rating and the ECL on these assets with the same internal credit rating are assessed in a collective basis.

The management of the Group considers the loss allowance for these finance lease receivables within lifetime ECL as at 31 December 2022 and 2021 was insignificant and accordingly no allowance for credit losses is provided.

For the finance lease receivable of the leased advertising billboard and LED display boards, the management of the Group considers the credit risk is limited because the counterparty is an industry leader with good financial background.

As finance lease receivables consists of a large number of customers, spread across diverse industries, the Group does not have significant concentration of credit risk on finance lease receivables.

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35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables/ finance lease receivables	Other financial assets
Performing	The counterparty has a low risk of default	Lifetime ECL – not credit-impaired	12-month ECL
Watch list	Debtor frequently repays after due dates but usually settle in full	Lifetime ECL – not credit-impaired	12-month ECL
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

Notes to the Consolidated Financial Statements

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35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's trade and other receivables, amount due from an associate, pledged bank deposits, bank balances, finance lease receivables and contract assets which are subject to ECL assessment:

	Notes	Internal credit rating	12-month or lifetime ECL	Gross carrying amount	
				31.12.2022 HK\$'000	31.12.2021 HK\$'000
Trade receivables at FVTOCI	20(b)	Performing	Lifetime ECL – not credit-impaired	1,702,299	1,127,877
Financial assets at amortised costs					
Trade receivables at amortised cost	20(a)	Performing	Lifetime ECL – not credit-impaired	974,541	1,803,739
		Watch list	Lifetime ECL – not credit-impaired	34,642	54,301
		Loss	Lifetime ECL – credit-impaired	2,896	3,731
				1,012,079	1,861,771
Other receivables	20(a)	Performing	12-month ECL	59,976	53,752
Amount due from an associate	36	Performing	12-month ECL	345	132
Pledged bank deposits	23	Performing	12-month ECL	39,222	25,366
Bank balances	23	Performing	12-month ECL	1,430,816	1,757,733
Other items					
Finance lease receivables	21	Performing	Lifetime ECL – not credit-impaired	12,440	22,834

As part of the Group's credit risk management, the Group applies internal credit rating for its customers individually. The following table provides information about the exposure to credit risk for trade receivables at amortised costs as at 31 December 2022 and 2021 within lifetime ECL (not credit impaired).

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35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Gross carrying amount

Internal credit rating	Average loss rate		Trade receivables	
	31.12.2022	31.12.2021	31.12.2022 HK\$'000	31.12.2021 HK\$'000
Performing	0.4%	0.4%	974,541	1,803,739
Watch list	2.3%	1.3%	34,642	54,301
			1,009,183	1,858,040

The following table shows the movement in lifetime ECL that has been recognised for trade receivables at amortised cost under the simplified approach.

	Lifetime ECL (not credit – impaired) HK\$'000	Lifetime ECL (credit – impaired) HK\$'000	Total HK\$'000
As at 1 January 2021	8,488	3,356	11,844
Changes due to financial instruments recognised as at 1 January:			
– Impairment losses reversed	(7,949)	(530)	(8,479)
– Transfer to credit-impaired	(928)	928	–
– Impairment losses recognised	–	626	626
– Write-offs	–	(649)	(649)
New financial assets originated	7,433	–	7,433
As at 31 December 2021	7,044	3,731	10,775
Changes due to financial instruments recognised as at 1 January:			
– Impairment losses reversed	(5,182)	(2,902)	(8,084)
– Transfer to credit-impaired	(1,862)	1,862	–
– Impairment losses recognised	–	735	735
– Write-offs	–	(530)	(530)
New financial assets originated	4,680	–	4,680
As at 31 December 2022	4,680	2,896	7,576

The ECL on credit-impaired trade receivables are provided for in full.

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35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Changes in the loss allowance for trade receivables at amortised cost are mainly due to:

	31.12.2022 Increase/(decrease) in lifetime ECL		31.12.2021 Increase/(decrease) in lifetime ECL	
	Not credit – impaired HK\$'000	Credit – impaired HK\$'000	Not credit – impaired HK\$'000	Credit – impaired HK\$'000
Non-credit impaired ECL recognised for trade receivables originated during the year ended 31 December 2022 with a gross amount of HK\$1,009,178 (2021: HK\$1,858,040,000)	4,680	–	7,433	–
Transfer to credit-impaired upon reaching default and increase in allowance of trade receivables with gross amount of HK\$3,930,000 (2021: HK\$1,559,000)	(1,862)	1,862	(928)	928
Credit impaired ECL recognised for trade receivables transferred from non-credit impaired ECL with gross amount of HK\$3,930,000 (2021: HK\$1,554,000)	–	735	–	626
Written off in trade receivables with gross amount of HK\$530,000 (2021: HK\$649,000)	–	(530)	–	(649)
Settlement in full of trade receivables with a gross carrying amount of HK\$1,857,012,000 (2021: HK\$1,195,831,000)	(5,182)	(2,902)	(7,949)	(530)

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier.

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35. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The following tables detail the Group's remaining contractual maturity for its non-derivative and derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

In addition, the liquidity analysis for the Group's derivative financial instruments is prepared based on the expected settlement date as the management considers that such basis is essential for an understanding of the timing of the expected cash flows of the contracts.

Notes to the Consolidated Financial Statements

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35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity tables

	Weighted average effective interest rate %	On demand or less than 1 month HK\$'000	1 - 3 months HK\$'000	3 months to 1 year HK\$'000	1 - 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at 31.12.2022 HK\$'000
31.12.2022							
Non-derivative financial liabilities							
Trade and other payables	-	2,978,943	-	-	-	2,978,943	2,978,943
Bank and other borrowings	1.92*	801,521	475,483	111,499	220,543	1,609,046	1,599,254
Lease liabilities	5.63	21	43	193	1,006	1,263	1,181
		3,780,485	475,526	111,692	221,549	4,589,252	4,579,378

* Weighted average effective interest rate determined based on the variable interest rate of outstanding bank borrowings at the end of the reporting period.

	Weighted average effective interest rate %	On demand or less than 1 month HK\$'000	1 - 3 months HK\$'000	3 months to 1 year HK\$'000	1 - 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at 31.12.2021 HK\$'000
31.12.2021							
Non-derivative financial liabilities							
Trade and other payables	-	3,155,883	102,073	79,870	-	3,337,826	3,337,826
Bank and other borrowings	1.25*	2,263,486	4,505	15,744	237,568	2,521,303	2,514,442
Lease liabilities	4.06	52	143	356	266	817	798
		5,419,421	106,721	95,970	237,834	5,859,946	5,853,066

* Weighted average effective interest rate determined based on the variable interest rate of outstanding bank borrowings and fixed interest rate of other borrowings at the end of the reporting period.

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35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity tables (Continued)

Bank loans with a repayment on demand clause are included in the “on demand or less than 1 month” time band in the above maturity analysis. As at 31 December 2022, the aggregate carrying amounts of these bank loans amounted to approximately HK\$1,275,067,000 (2021: HK\$2,260,246,000). Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. However, in accordance with Hong Kong Interpretation 5 Presentation of Financial Statements Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause, all such bank loans have been classified as current liabilities.

	Weighted average effective interest rate %	Less than 1 month HK\$'000	1 - 3 months HK\$'000	3 months to 1 year HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
As at 31 December 2022						
Bank borrowings - variable rate	1.92	670,079	555,077	66,396	1,291,552	1,275,067
As at 31 December 2021						
Bank borrowings - variable rate	1.25	1,175,578	973,820	116,485	2,265,883	2,260,246

The amount included above for variable interest rate non-derivative financial liabilities is subject to change if changes in variable interest rate differ to those estimates of interest rates determined at the end of the reporting period.

(c) Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

Some of the Group’s financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

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For the year ended 31 December 2022

35. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments (Continued)

Financial assets/ financial liabilities	Fair value as at		Fair value hierarchy	Valuation technique and key input	Significant unobservable input
	31.12.2022 HK\$'000	31.12.2021 HK\$'000			
Financial assets at fair value through profit or loss					
Listed equity securities	102,819	122,448	Level 1	Quoted bid prices in an active market	N/A
Unlisted bond funds	6,411	7,991	Level 2	By quoted prices in market at the end of the reporting period	N/A
Other investments	2,998	2,998	Level 2	By quoted prices in market at the end of the reporting period from different sources	N/A
Debt instruments at FVTOCI					
Trade receivables held for collecting contractual cash flows or factoring to banks	1,702,299	1,127,877	Level 3	Discounted cash flow - with reference to the discount rate quoted by the bank. The management considers the fluctuation in the discount rate would not result in a significant change in the fair value.	Discount rate and collection or factoring period
Derivative financial instruments					
Foreign currency forward contracts	Assets 77	Assets 876	Level 2	Discounted cash flow - Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of various counterparties.	N/A

There were no transfers between Levels 1, 2 and 3 in both years.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities measured at amortised cost, using the discounted cash flows analysis with the most significant inputs being the discount rate that reflects the credit risk of counterparties, recognised in the consolidated financial statements approximate their fair values.

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36. RELATED PARTY TRANSACTIONS AND BALANCES

The significant transactions with related parties during the year, and significant balances with them at the end of the reporting period, are as follows:

(a) Transactions

Name of party	Nature of transactions	2022 HK\$'000	2021 HK\$'000
Associate: Hi-Level Holdings (Note)	Purchases of electronic products	1,183	–
	Rental income received	2,977	2,923

(b) Balances

Name of party	Nature of balances	31.12.2022 HK\$'000	31.12.2021 HK\$'000
Associate: Hi-Level Holdings (Note)	Trade receivables	345	132

Note: The amounts represent trading balances which are unsecured, non-interest bearing and repayable with an average credit period of 60 days.

(c) Compensation of key management personnel

The directors are the key management personnel of the Company and their compensation for both years is set out in note 9.

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37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

A summary of the statement of financial position of the Company at 31 December 2022 and 31 December 2021 are as follows:

	31.12.2022 <i>HK\$'000</i>	31.12.2021 <i>HK\$'000</i>
Non-current assets		
Amounts due from subsidiaries	958,800	718,136
Investment in subsidiaries	73,179	73,179
Intangible assets	10,000	10,000
	1,041,979	801,315
Current assets		
Prepayment and other receivables	319	316
Bank balances	1,458	719
	1,777	1,035
Current liabilities		
Other payables	866	744
Amounts due to subsidiaries	652,501	504,446
Tax payable	224	1,500
Bank borrowings	90,000	–
	743,591	506,690
Net current liabilities	(741,814)	(505,655)
Net assets	300,165	295,660
Capital and reserves		
Share capital	62,584	62,584
Share premium and reserves (<i>Note</i>)	237,581	233,076
Total equity	300,165	295,660

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37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

	Share premium <i>HK\$'000</i>	Capital redemption reserve <i>HK\$'000</i>	Contributed surplus <i>HK\$'000</i>	Retained profits <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2021	6,521	1,109	105,796	295,154	408,580
Profit and total comprehensive income for the year	–	–	–	21,635	21,635
Dividend paid	–	–	–	(197,139)	(197,139)
At 31 December 2021	6,521	1,109	105,796	119,650	233,076
Profit and total comprehensive income for the year	–	–	–	254,840	254,840
Dividend paid	–	–	–	(250,335)	(250,335)
At 31 December 2022	6,521	1,109	105,796	124,155	237,581

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries at 31 December 2022 and 31 December 2021 are as follows:

Name of subsidiary	Place of incorporation/ establishment/ operations	Nominal value of issued and paid up share capital/ registered capital	Proportion of issued share/ registered capital held by the Company		Principal activities
			31.12.2022 %	31.12.2021 %	
Dragon Trading Limited	British Virgin Islands/Hong Kong	Ordinary USD40,000	100	100	Investment holding
S.A.S. Microelectronics Company Limited (Formerly known as RSL Microelectronics Company Limited)	Hong Kong	Ordinary HK\$500,000	100	100	Distribution of electronic products
S.A.S. Electric Company Limited	Hong Kong	Ordinary HK\$1,000,000	100	100	Sale of business equipment and provision of related ancillary services
S.A.S. Electronic Company Limited	Hong Kong	Ordinary HK\$1,000,000	100	100	Distribution of electronic products
S.A.S. Enterprises Company Limited	Hong Kong	Ordinary HK\$100	100	100	Distribution of electronic products
		Non-voting deferred* HK\$1,000,000	100	100	

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation/ establishment/ operations	Nominal value of issued and paid up share capital/ registered capital	Proportion of issued share/ registered capital held by the Company		Principal activities
			31.12.2022 %	31.12.2021 %	
S.A.S. Investment Company Limited	Hong Kong	Ordinary HK\$100	100	100	Property and investment holding
		Non-voting deferred* HK\$1,000,000	100	100	
S.A.S. Lighting Company Limited	Hong Kong	Ordinary HK\$2	100	100	Sales and contract work of LED lighting products
LIM InfraSystems Company Limited	Hong Kong	Ordinary HK\$1	100	100	Sales and contract work of LED display products
SMartech Electronic Company Limited	Hong Kong	Ordinary HK\$1,000,000	70	70	Distribution of electronic products
時捷電子科技(深圳)有限公司**	The PRC	Registered capital HK\$200,000,000	100	100	Distribution of electronic products
時捷照明(深圳)有限公司**	The PRC	Registered capital HK\$5,000,000	100	100	Sales and contract work of LED lighting products
Time Speed Technology Corporation 時擘科技股份有限公司	Taiwan	Registered capital TWD50,000,000	100	100	Distribution of electronic products

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

** Foreign wholly-owned enterprise.

With the exception of Dragon Trading Limited and S.A.S. Investment Company Limited, all the subsidiaries are indirectly held by the Company.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

At the end of the reporting period, the Company had other subsidiaries that were not material to the Group. A majority of these subsidiaries operate in Hong Kong. The principal activities of these subsidiaries are summarised as follows:

Principal activities	Principal place of business	Number of subsidiaries	
		31.12.2022	31.12.2021
Distribution of electronic components/ LED lighting and display products	Hong Kong	11	11
	PRC	4	4
	Taiwan	1	1
Investment holding	Hong Kong	2	2
	British Virgin Islands	6	6
	Cayman Islands	1	1
Others	Hong Kong	13	13
	PRC	2	2
	Others	3	3

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests

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

Name of subsidiary	Place of incorporation/ establishment/ operations	Proportion of ownership interests and voting rights held by non-controlling interests		Profit allocated to non-controlling interests		Accumulated non-controlling interests	
		31.12.2022	31.12.2021	2022	2021	31.12.2022	31.12.2021
		%	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000
SMartech Electronic Company Limited	Hong Kong	30	30	162,150	210,419	549,034	447,513
Individually immaterial subsidiaries with non-controlling interests				1,420	1,524	4,195	3,435
				163,570	211,943	553,229	450,948

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

	SMartech Electronic Company Limited	
	31.12.2022 HK\$'000	31.12.2021 HK\$'000
Current assets	4,804,941	4,273,177
Non-current assets	6,342	6,609
Current liabilities	(2,980,864)	(2,787,982)
Non-current liabilities	(306)	(94)
Equity attributable to owners of the Company	1,281,079	1,044,197
Non-controlling interests	549,034	447,513

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests
(Continued)

	2022 HK\$'000	2021 HK\$'000
Revenue	16,566,515	25,354,901
Profit for the year	540,498	701,397
Profit attributable to owners of the Company	378,348	490,978
Profit attributable to the non-controlling interests	162,150	210,419
Profit for the year	540,498	701,397
Other comprehensive (expense) income attributable to owners of the Company	(1,465)	626
Other comprehensive (expense) income attributable to the non-controlling interests	(628)	268
Other comprehensive (expense) income for the year	(2,093)	894
Total comprehensive income attributable to owners of the Company	376,883	491,604
Total comprehensive income attributable to the non-controlling interests	161,522	210,687
Total comprehensive income for the year	538,405	702,291
Dividends paid to non-controlling interests	60,000	30,000
Net cash inflow from operating activities	377,624	93,532
Net cash outflow from investing activities	(6,189)	(17,838)
Net cash outflow from financing activities	(224,888)	(237,517)
Net cash inflow (outflow)	146,547	(161,823)

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Lease liabilities <i>HK\$'000</i>	Dividend payable <i>HK\$'000</i>	Bank and other borrowings <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2021	1,485	–	2,029,370	2,030,855
Financing cash flows (<i>note</i>)	(1,148)	(197,139)	450,924	252,637
Dividend declared	–	197,139	–	197,139
Interest expenses	31	–	34,099	34,130
New leases entered	425	–	–	425
Exchange realignment	5	–	49	54
At 31 December 2021	798	–	2,514,442	2,515,240
Financing cash flows (<i>note</i>)	(419)	(250,335)	(971,459)	(1,222,213)
Dividend declared	–	250,335	–	250,335
Interest expenses	7	–	56,271	56,278
New leases entered	1,220	–	–	1,220
Termination of lease arrangement	(425)	–	–	(425)
At 31 December 2022	1,181	–	1,599,254	1,600,435

Note: The cash flows represent the proceeds from and repayment of bank and other borrowings, dividend paid, lease payment and the interests paid in the consolidated statement of cash flows.

40. COMPARATIVE FIGURES

During the current year, comparative figures of certain expenses have been re-presented to conform with current year.

Financial Summary

Extracted from Respective Annual Report

RESULTS

	For the year ended 31 December				2022 HK\$'000
	2018 HK\$'000	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	
Revenue	25,273,864	18,402,901	20,164,341	35,297,778	24,968,652
Profit before tax	459,987	404,403	419,454	1,109,018	678,865
Income tax expense	(90,165)	(87,406)	(69,571)	(183,884)	(114,958)
Profit for the year	369,822	316,997	349,883	925,134	563,907
Profit for the year attributable to:					
Owners of the Company	313,095	236,435	261,897	713,191	400,337
Non-controlling interests	56,727	80,562	87,986	211,943	163,570
	369,822	316,997	349,883	925,134	563,907

ASSETS AND LIABILITIES

	At 31 December				2022 HK\$'000
	2018 HK\$'000	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	
Total Assets	6,608,436	5,612,771	7,282,482	9,333,949	8,138,868
Total Liabilities	(4,918,093)	(3,778,217)	(5,158,258)	(6,490,662)	(5,128,422)
Net Assets	1,690,343	1,834,554	2,124,224	2,843,287	3,010,446
Equity attributable to:					
Owners of the Company	1,534,005	1,622,350	1,855,757	2,390,346	2,457,217
Non-controlling interests	156,338	212,204	268,467	452,941	553,229
Total Equity	1,690,343	1,834,554	2,124,224	2,843,287	3,010,446

Note: The Group has retrospectively applied HKFRS 9 and HKFRS 15 at 1 January 2018 and HKFRS 16 at 1 January 2019 without restatement of comparative figures.

Particulars of Investment Properties

Location	Lot No.	Use
Units 1 and 2 on Ground Floor and Carparking spaces Nos. B20, B21 and B22 on Basement Floor, Peninsula Square, Sung On Street, Hunghom, Kowloon, Hong Kong	11743/588444 share of Kowloon Inland Lot No. 10985	Commercial
Unit No. 1 on 6th Floor of Tower B, Hunghom Commercial Centre, No. 37 Ma Tau Wai Road, Kowloon, Hong Kong	30/12841 share of the remaining portion of section O of Kowloon Marine Lot No.40	Commercial
Unit No. 2 on 6th Floor of Tower B, Hunghom Commercial Centre, No. 37 Ma Tau Wai Road, Kowloon, Hong Kong	29/12841 share of the remaining portion of section O of Kowloon Marine Lot No.40	Commercial
Unit No. 3 on 6th Floor of Tower B, Hunghom Commercial Centre, No. 37 Ma Tau Wai Road, Kowloon, Hong Kong	29/12841 share of the remaining portion of section O of Kowloon Marine Lot No.40	Commercial
Unit No. 4 on 6th Floor of Tower B, Hunghom Commercial Centre, No. 37 Ma Tau Wai Road, Kowloon, Hong Kong	29/12841 share of the remaining portion of section O of Kowloon Marine Lot No.40	Commercial
Unit No. 5 on 6th Floor of Tower B, Hunghom Commercial Centre, No. 37 Ma Tau Wai Road, Kowloon, Hong Kong	21/12841 share of the remaining portion of section O of Kowloon Marine Lot No. 40	Commercial
Unit No. 6 on 6th Floor of Tower B, Hunghom Commercial Centre, No. 37 Ma Tau Wai Road, Kowloon, Hong Kong	14/12841 share of the remaining portion of section O of Kowloon Marine Lot No. 40	Commercial
Unit No. 7 on 6th Floor of Tower B, Hunghom Commercial Centre, No. 37 Ma Tau Wai Road, Kowloon, Hong Kong	14/12841 share of the remaining portion of section O of Kowloon Marine Lot No. 40	Commercial
Unit No. 12 on 6th Floor of Tower B, Hunghom Commercial Centre, No. 37 Ma Tau Wai Road, Kowloon, Hong Kong	14/12841 share of the remaining portion of section O of Kowloon Marine Lot No. 40	Commercial

Particulars of Investment Properties

Location	Lot No.	Use
Unit No. 13 on 6th Floor of Tower B, Hunghom Commercial Centre, No. 37 Ma Tau Wai Road, Kowloon, Hong Kong	13/12841 share of the remaining portion of section O of Kowloon Marine Lot No. 40	Commercial
Unit No.14 on 6th Floor of Tower B, Hunghom Commercial Centre, No. 37 Ma Tau Wai Road, Kowloon, Hong Kong	26/12841 share of the remaining position of section O of Kowloon Marine Lot No. 40	Commercial
Unit No.15 on 6th Floor of Tower B, Hunghom Commercial Centre, No. 37 Ma Tau Wai Road, Kowloon, Hong Kong	20/12841 share of the remaining position of section O of Kowloon Marine Lot No. 40	Commercial
Unit No.9-10 on 11th Floor of Tower B, Hunghom Commercial Centre, No. 37 Ma Tau Wai Road, Kowloon, Hong Kong	36/12841 share of the remaining position of section O of Kowloon Marine Lot No. 40	Commercial
Unit No.8 on 11th Floor of Tower A, Hunghom Commercial Centre, No. 39 Ma Tau Wai Road, Kowloon, Hong Kong	25/12841 share of the remaining portion of section O of Kowloon Marine Lot No. 40	Commercial
Unit 1212 on 12th Floor, Harbour Crystal Centre, No. 100 Granville Road, Kowloon, Hong Kong	12/3100 share of Kowloon Inland Lot No. 10600	Commercial
Yuquan Industrial Estate, Xingye Road, Fenggang Town, Dongguan, the PRC	Dong Fu Guo Yung (2010) De Te No. 361	Industrial
Unit No.1, 2, 3, 5, 6 and 7 on 29th Floor of Tower 1, Phase 2 of KK One North, Binhe Road, Futian Shenzhen, the PRC	Yue (2021) Shenzhen Real Estate Right No. 0132937	Commercial
5F, G&H, Gemstar Tower No. 23 Man Lok Street, Kowloon, Hong Kong	4836/691680 share of Hunghom Island Lot No. 45	Commercial

The Group has 100% interest in the above properties.