



SiS International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00529)

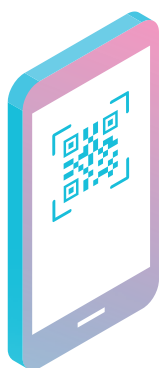


ANNUAL REPORT

2022

Contents

2	Corporate Information
3	Financial Highlights
4	History and Milestones
6	Message from the Chairman and CEO
8	Management Discussion and Analysis
10	Corporate Governance Report
19	Environmental, Social and Governance Report
25	Directors' Profiles
27	Directors' Report
40	Independent Auditor's Report
46	Consolidated Statement of Profit or Loss
47	Consolidated Statement of Profit or Loss and Other Comprehensive Income
48	Consolidated Statement of Financial Position
50	Consolidated Statement of Changes in Equity
51	Consolidated Statement of Cash Flows
53	Notes to the Consolidated Financial Statements
153	Financial Summary
154	Particulars of Investment Properties



Corporate Information

DIRECTORS

Executive Directors:

Lim Kia Hong
(Chairman and Chief Executive Officer)
Lim Kiah Meng *(Vice chairman)*
Lim Hwee Hai
Lim Hwee Noi

Independent Non-executive Directors:

Lee Hiok Chuan (resigned on 31.12.2022)
Ong Wui Leng
Ma Shiu Sun, Michael
Ng See Wai Rowena (appointed on 31.3.2023)

COMPANY SECRETARY

Chiu Lai Chun, Rhoda

REGISTERED OFFICE

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

PRINCIPAL PLACE OF BUSINESS

803
Nine Queen's Road Central
Hong Kong
Telephone: (852) 2138 3938
Fax: (852) 2138 3928

STOCK CODE

00529

AUDITORS

Deloitte Touche Tohmatsu
(Registered Public Interest Entity Auditors)

PRINCIPAL BANKERS

DBS Bank Ltd.
Hang Seng Bank Limited
The Hongkong and Shanghai Banking
Corporation Limited
MUFG Bank, Ltd.
OCBC Bank
Sumitomo Mitsui Banking Corporation
The Tokyo Star Bank, Limited
United Overseas Bank Limited

PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
4th Floor North, Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

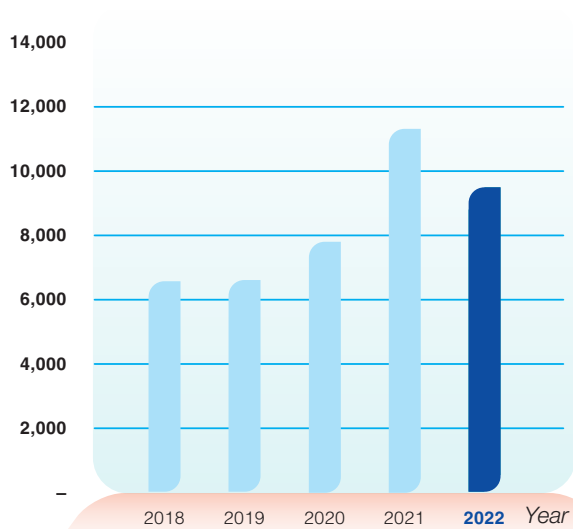
INVESTOR RELATIONS

www.sisinternational.com.hk
enquiry@sis.com.hk

Financial Highlights

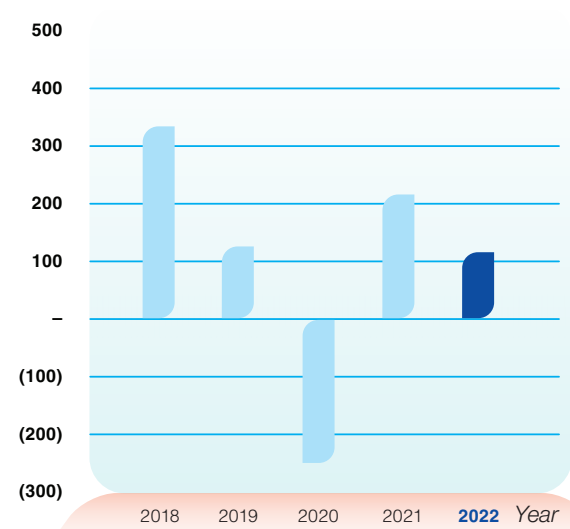
Revenue

HKD'M



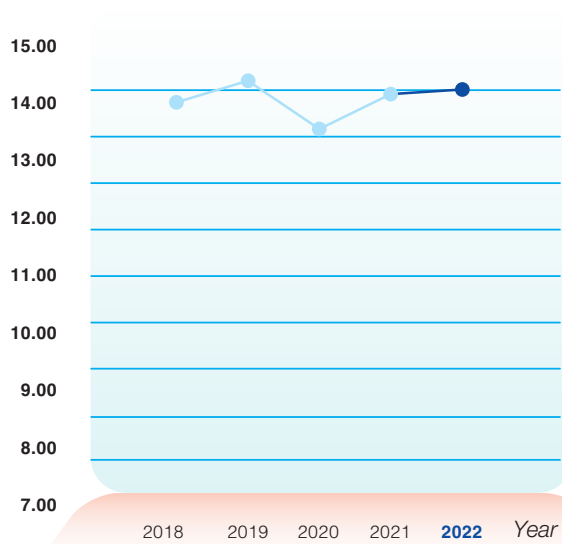
Net Profit

HKD'M



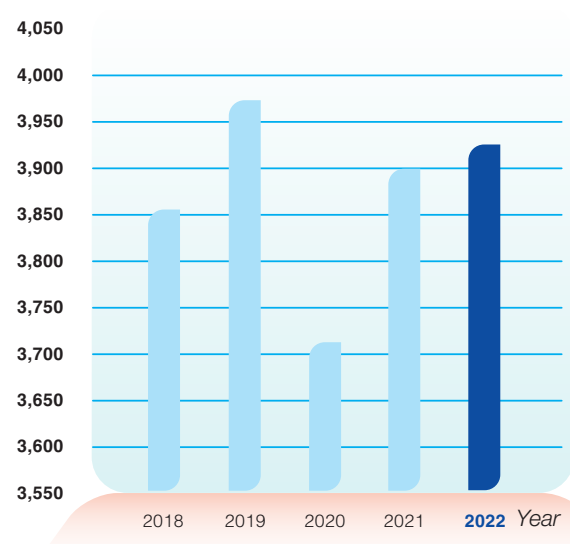
Net Asset Value Per Share

HKD

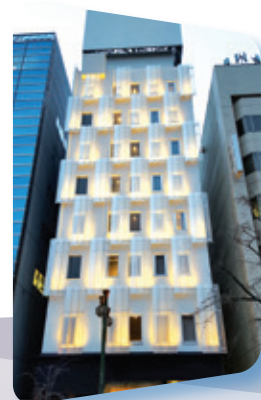
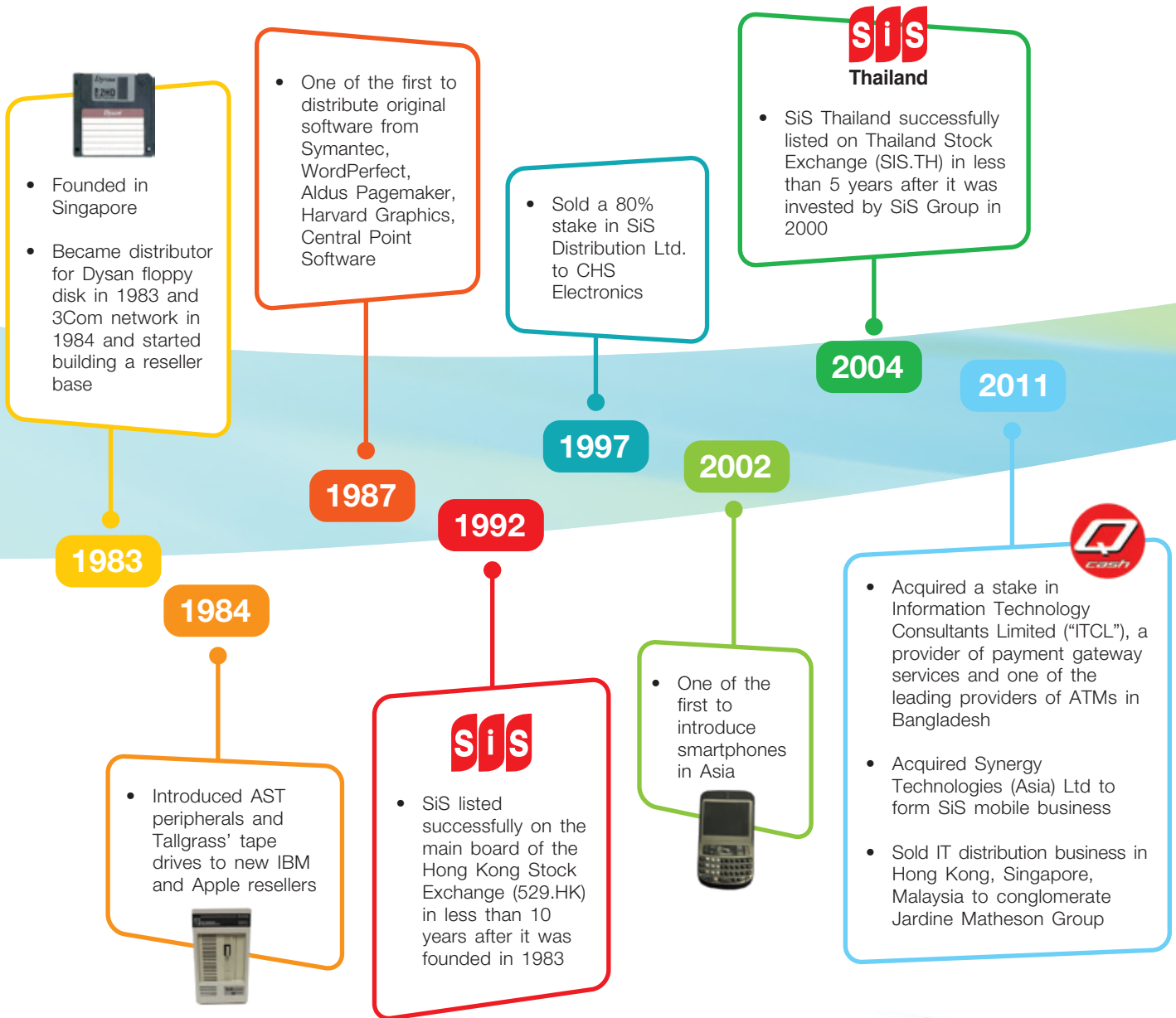


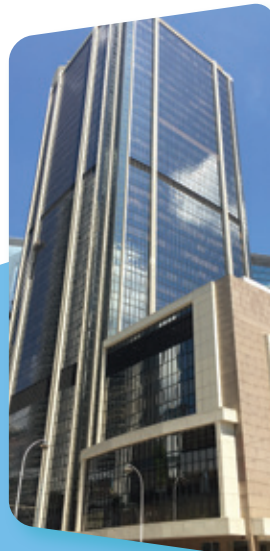
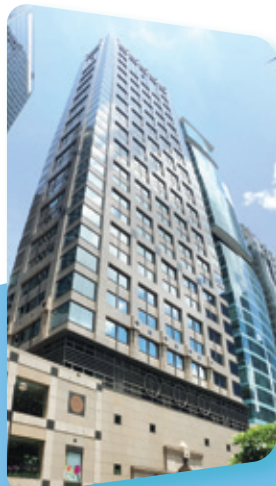
Shareholders' Equity

HKD'M



History & Milestones





* based on encyclopedia Wikipedia on 23 November 2012.

Message from the Chairman and CEO

Dear Shareholders,

I'm pleased to share the results of the Group with our shareholders for the year ended 31 December 2022. Revenue for the year ended 31 December 2022 decreased to HK\$9,228,000,000. Net profit for the year reduced to HK\$111,000,000 mainly due to the fall in demand of smartphones, lower fair value of our holding in securities investments and weakening of foreign currency exchanges.

Net assets value per share increased from HK\$14.0 to HK\$14.1.

BUSINESS REVIEW

Distribution Business

Revenue from distribution business reduced as a whole as demand in smartphones reduced despite revenue increase in IT products and value-added services. Total revenue from distribution for the year ended 31 December 2022 decreased from HK\$10,728,610,000 to HK\$8,978,287,000 when compared to same period last year.

During the year ended 31 December 2022, revenue from distribution business in Thailand decreased 17% mainly due to the weakening of Thai Baht and slower demand of smartphones. SiS Thailand contributed HK\$206,976,000 to the segment profit of the Group. Similarly, demand for smartphones in Hong Kong continued to reduce for both entry and higher end models resulting in revenue decrease for IT and mobile distribution from HK\$2,950,624,000 to HK\$2,522,828,000 as compared to same period last year.

Real Estate Investments Business

Real estate portfolio posted an improved valuation gain of HK\$21,232,000 as compared to valuation loss of HK\$21,639,000 in the corresponding period last year. In which Japan hospitality properties had a fair valuation gain HK\$61,484,000 for the year 2022 versus a fair value loss HK\$31,789,000 recorded in 2021. Without taking into account the foreign exchange difference, Japan hospitality properties would have achieved a much higher fair valuation gain.

Rental lease and hotel operation revenue from hospitality property in Japan grew during the year. However, after taking the impact of weakening of Japanese Yen by about 15% into consideration, when converting to HK\$, revenue decreased by 3%

Rental lease revenue in other regions reduced due to poor rental marketing conditions in Hong Kong for office space.

Looking forward, the lifting of restrictions in both Japan and Hong Kong would bring about a rebound in both travelers and business.



Message from the Chairman and CEO

Investment in IT, Securities and other Businesses

Our associate company in Bangladesh, Information Technology Consultants Limited (“ITCL”) is a leading consultant and provider of financial services, payment gateway, ATM, mobile payments & banking solutions in the rapidly evolving area of electronic payments, mobile payment, e-commerce, m-commerce and internet banking continued to perform well and contributed HK\$5,717,000 to the Group.

The Group narrowed its segment loss in securities investments when compared to the fair value loss for half year ended 2022. The stock market continued to be volatile; the Group will continue to exercise prudence, review and seek to divest or invest in promising securities when opportunity arises.

Asset Management

SiS Cloud Global Tech Fund 8 — a new technology fund established by asset management arm of the Group began its investments in promising technology companies in cloud computing, SaaS and cyber security companies in USA, China and Asia. A separate fund — SiS SPAC investment fund invested in the SPAC listed companies on the Singapore Stock Exchange.

PROSPECT

The directors are moving ahead cautiously. With its portfolio of hotels and hospitality spread across various parts of Japan, the Group is well positioned to capture the increasing demand from the return of both corporate and leisure travelers to Japan which remained as one of the top tourist destinations.

The global economic outlook remains challenging with the ongoing geopolitical tensions, persistent inflationary pressures, rising interest rates and spiraling cost of living. Challenging times also opened-up new horizon and many opportunities for investment; the directors are moving ahead in exploring investment opportunity when it presents. Our asset management funds will have better opportunities to invest in start-up technology and growth companies in reduced valuation posing significant opportunities.

The Group remains resilient, agile and nimble and will continue to adapt, manage and calibrate to emerge stronger amidst the challenges.

APPRECIATION

On behalf of the Board, I want to thank and say how grateful I am to the commitments and the dedication of our staff, customers, vendors, business partners, banks, shareholders and those who have stood behind us especially during the Covid-19 period. It is to their credit and that of the senior management team that we have been able to conduct our business effectively in light of this challenging environment.

Lim Kia Hong

Chairman and Chief Executive Officer

Hong Kong, 30 March 2023

Management Discuss and Analysis

FINANCIAL REVIEW AND ANALYSIS

Liquidity and Financial Resources

As at 31 December 2022, the Group had total assets of HK\$8,840,451,000 which were financed by total equity of HK\$3,924,834,000 and total liabilities of HK\$4,915,617,000. The Group had a current ratio of approximately 1.06 compared to that of approximately 1.07 at 31 December 2021.

As at year end 2022 the Group had HK\$1,170,102,000 (2021: HK\$1,317,212,000) bank deposits balances and cash of which HK\$308,016,000 (2021: HK\$340,702,000) was pledged to banks to secure bank borrowings. The Group's working capital requirements were mainly financed by internal resources, bank borrowings and bonds. As at 31 December 2022, the Group had short term borrowings and bonds of HK\$2,609,124,000 (2021: HK\$2,736,121,000) and long term borrowings and bonds of HK\$1,016,412,000 (2021: HK\$1,423,118,000). The borrowings were mainly denominated in Japanese Yen, Thai Baht, United States Dollar and Hong Kong Dollar, and were charged by banks at floating interest rates.

At the end of December 2022, the Group had a net cash deficit (total bank borrowings and bonds, less bank balances and cash and pledged deposits) of HK\$2,455,434,000 (2021: HK\$2,842,027,000).

Gearing ratio, as defined by total bank borrowings and bonds to total equity as at 31 December 2022 was 92% (2021: 107%).

Charges on Group Assets

At the balance sheet date, the Group's had pledged deposits of HK\$308,016,000 (2021: HK\$340,702,000), investment properties with carrying value of HK\$3,656,586,000 (2021: HK\$4,009,163,000) and property, plant and equipment with carrying value of HK\$444,104,000 (2021: HK\$432,137,000) were pledged to banks to secure general banking facilities granted to the Group and for purchase of real estates and working capital. Certain shares of subsidiaries have been pledged to the banks as at 31 December 2021 and 2022 to secure several banking facilities available to the Group.

Number and Remuneration of Employees, Remuneration Policies, Bonus and Share Option Schemes

The number of staff of the Group as at 31 December 2022 was 1,022 (2021: 838) and the salaries and other benefits paid and payable to employees, excluding Directors' emoluments and share option expenses, amounted to HK\$189,550,000 (2021: HK\$203,173,000) for the year ended 31 December 2022. In addition to the contributory provident fund and medical insurance, the Company adopts share option scheme and may grant shares to eligible employees of the Group. The Directors believe that the Company's share option schemes could create more incentives and benefits for the employees and therefore increase employees' productivity and contribution to the Group. During the year ended 31 December 2022, no share options have been exercised. The Group's remuneration policy is to relate performance with compensation. The Group's salary and discretionary bonus system is reviewed annually. There are no significant changes in staff remuneration policies from last year.

Management Discuss and Analysis

Currency Risk Management

Certain purchase of goods of the Group are dominated in United States dollar. Certain bank balances are dominated in United States Dollar, Australian Dollar, Singapore Dollar, Japanese Yen and Renminbi, while certain bank borrowings are dominated in United States Dollar and Japanese Yen. These currencies are other functional currencies of the relevant group entities. The Group currently does not have comprehensive currency hedging policy. However, the management monitors the currency fluctuation exposure and has entered into foreign currency forward contracts. At 31 December 2022 the Group had outstanding forward contracts of notional amount HK\$193,307,000 (2021: HK\$111,657,000) which were measured at fair value at the reporting date.

Contingent Liabilities

At 31 December 2022, the Group did not have any contingent liabilities or guarantees (31 December 2021: Nil).

Corporate Governance Report

CODE ON CORPORATE GOVERNANCE PRACTICES

On 23 September 2005, the Company has adopted its own corporate governance code (with subsequent amendments) which is substantially similar or in exceeds as the Code on Corporate Governance Practices (the “Code”) as set out in the Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”). Material deviations from the Code are explained in the report below.

BOARD OF DIRECTORS, CHAIRMAN AND CHIEF EXECUTIVE

The Board is responsible for formulating business strategies, and monitoring the performance of the business of the Group. Other than the daily operational decisions which are delegated to the management of the Group, most of the decisions are taken by the Board. All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The Board currently comprised of four Executive Directors, namely Messrs. Lim Kia Hong (Chairman and Chief Executive Officer), Lim Kiah Meng, Lim Hwee Hai, and Madam Lim Hwee Noi, and three Independent Non-Executive Directors (the “INED”), namely, Mr. Lee Hiok Chuan (resigned on 31.12.2022), Ms. Ong Wui Leng, Mr. Ma Shiu Sun, Michael and Ms. Ng See Wai, Rowena (appointed on 31.3.2023). Messrs. Lim Kia Hong and Lim Kiah Meng, and Madam Lim Hwee Noi are brother and sister. Mr. Lim Hwee Hai is spouse of Madam Lim Hwee Noi. Biographical details of each Director and relationship between board members are set out on page 25 and 26 of the annual report.

Each of the INED has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all INEDs meet the independent guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. One of the INED has more than twenty years experience in corporate banking, corporate finance and management.

The INED Ms. Ong Wui Leng is not appointed with a specific term as required by Code B.2.2, but are subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Company’s Bye-Laws 99(B). As such, the Directors consider that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less than exacting than those in the Code.

According to the Bye-Laws of the Company, at each annual general meeting one-third (or the number nearest to one-third) of the Directors at the time being shall retire from office provided that notwithstanding anything therein, the Chairman of the Board and Managing Directors of the Company shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. This deviates from the provision in Code B.2.2 which requires every Director to be subject to retirement by rotation at least once every three years. The Directors consider the deviation acceptable as the position of chairman shall be elected after the next Annual General Meeting. Also in view of the small number of the total Directors of the Company, the deviation is not material.

Corporate Governance Report

The positions of the Chairman and Chief Executive Officer are held by the same individual, Mr. Lim Kia Hong who is responsible for the charting of corporate strategies and direction of the Group. As Chairman of the Board, Mr. Lim provides leadership and plays a pivotal role fostering constructive dialogue between the Board, shareholders and management. As the Vice Chairman of the Board, Mr. Lim Kiah Meng plays a key role in developing operating policies and business development and ensures the effectiveness and efficiency of the business operations of the Group. According to the Bye-Laws of the Company, the position of chairman and vice-chairman shall be elected after next Annual General Meeting to be held on 7 June 2023. The deviation from the Code C.2.1 is considered acceptable.

DIRECTORS NOMINATION POLICY

The nomination, appointment and removal of Directors are considered by the Nomination Committee. The Nomination Committee shall made recommendation to the Board whenever they consider appropriate.

The Company consolidated its nomination procedures and selection criteria of directors into the nomination policy of the Company (the “Directors Nomination Policy”), which was approved and adopted by the Company, and was effective on 1 January 2019. The summary of the Nomination Policy is as follows:

When considering a candidate nominated for directorship or a director’s proposed re-appointment, the Board will take into account the following factors as a reference:

- the candidate’s character and honesty;
- whether the qualification, skills, experience, industry knowledge of the candidate meet the business needs or are in line with the long term development of the Company;
- effect on the board’s composition and diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and the compliance with the board diversity policy of the Company;
- commitment of the candidate to devote sufficient time to effectively discharge his/her duties. In this regard, the number and nature of offices held by the candidate in public companies or organizations, and other executive appointments or significant commitments will be considered;
- the requirement of appointing independence non-executive directors to the board under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the independence of a candidate pursuant to Rule 3.13 of the Listing Rules;
- any potential/actual conflicts of interest that may arise if the candidate is selected;
- for the appointment or re-appointment of independent non-executive directors, the independence of the candidate and his/her immediate family from the Company; and
- in the case of a proposed re-appointment of an independent non-executive director, the number of years he/she has already served.

the above factors are for reference only, and not meant to be exhaustive and decisive.

Corporate Governance Report

Subject to the provisions in the Company's Articles of Association, if the Board recognizes the need to appoint an additional director, the following procedures should be adopted:

- the Board shall call a meeting and invite nominations of candidates from the Nomination Committee of the Company for consideration by the Board prior to its meeting;
- the Board may use any process it deems appropriate to assess the suitability of and the potential contribution to the Board by the candidates based on (but not limited to) the criteria set out above, which may include personal interviews, background checks, presentations or written submissions by the candidates and third party references;
- the Board shall hold a physical or electronic meeting to consider the matter and avoid the making of decisions by written resolutions unless it is impractical that a physical or electronic meeting be held; and
- the Board shall provide to the Shareholders for its consideration with all the information required, including information set out in Rule 13.51(2) of the Listing Rules in relation to the candidates.

In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, and to invite nominations from shareholders, a circular accompanying the notice of the relevant general meeting will be sent to shareholders of the Company. The circular will set out the lodgment period for shareholders to make the nominations. The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the notice to shareholders of the Company in due course.

BOARD DIVERSITY

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

As at year end 2022, two out of the seven board members are female. The Company considers that the current composition of the Board is characterised by diversity after taking into account its own business model and specific needs, and professional background, skills and gender of the Directors.

Corporate Governance Report

BOARD COMMITTEES

The Board has established three Committees. The table below provides membership information of these Committees on which certain Board members serve:

Directors	Audit Committee	Nomination Committee	Remuneration Committee
Mr. Lim Kia Hong	—	C	M
Mr. Lim Kiah Meng	—	M	M
Mr. Lee Hiok Chuan (resigned on 31.12.2022)	M	M	M
Ms. Ong Wui Leng	C	M	C
Mr. Ma Shiu Sun, Michael	M	M	M
Ms. Ng See Wai, Rowena (appointed on 31.3.2023)	M	M	M

Notes:

C — Chairman of the relevant Committee

M — Member of the relevant Committee

AUDIT COMMITTEE

The Audit Committee is comprised of all INED. Ms. Ong Wui Leng was appointed as the Chairlady of the Audit Committee.

The main duties of the Audit Committee include:

- to consider the appointment, reappointment and removal of the external auditors, the audit fee and terms of engagements, and any questions of resignation or dismissal of that auditors;
- to monitor integrity of half-year and annual financial statements before submission to the Board;
- to review the Company's financial controls, internal control and risk management systems; and
- to review the Group's financial and accounting policies and practices.

The Audit Committee has met four times during the year ended 31 December 2022 and has reviewed the managements accounts, half-year, and annual financial results of the Group and its subsidiaries. Certain recommendations have been made to the internal control of the Company and its subsidiaries. Audit Committee had met the external auditors without the present of Executive Directors on reviewing the half year and annual financial results.

Corporate Governance Report

NOMINATION COMMITTEE

The Nomination Committee was set up with written terms of reference with effect from 28 March 2012 and is comprised of all INED and two Executive Directors, namely Messrs. Lim Kia Hong and Lim Kiah Meng. Mr. Lim Kia Hong is the Chairman of the Nomination Committee.

The duties of the Nomination Committee shall be:

- review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- assess the independency of independent non-executive directors; and
- make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.

A meeting was held during the year ended 2022 to review and discuss the composition of the Board of the Company, and to assess the independency of independent non-executive directors. The Nomination Committee considered that the experience, expertise, leadership and qualification of the existing Directors are sufficient to maintain corporate governance of the Company and manage the operations of the Group.

REMUNERATION COMMITTEE

The Remuneration Committee was set up on 23 September 2005 and is comprised of all INED, and two Executive Directors, namely Messrs. Lim Kia Hong and Lim Kiah Meng, with Ms. Ong Wui Leng as Chairlady from 27 March 2012 onwards.

The Committee is mainly responsible for making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management, and reviewing and approving the compensation payable to Executive Directors and senior management. A meeting was held during the year ended 31 December 2022, and the members had reviewed the remuneration policy and determined remuneration of Directors.

Corporate Governance Report

Pursuant to Code Provision E.1.5 of the Code, details of the annual remuneration of the directors and senior management by band for the year ended 31 December 2022 are as follows:

Remuneration band	Number of individuals
HK\$1 to HK\$1,000,000	3
HK\$1,000,000.01 to HK\$3,000,000	1
HK\$3,000,000.01 to HK\$5,000,000	3

Details of the remuneration of each director for the year ended 31 December 2022 are set out in note 12 to the consolidated financial statements.

CORPORATE GOVERNANCE FUNCTIONS

The Board is collectively responsible for performing the corporate governance duties which have been formalised into the terms of reference of the Board, a summary of which are as follows:

- develop and review the Company's policies and practices on corporate governance and make recommendation to the Board;
- review and monitor the training and continuous professional development of Directors and senior management;
- review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees; and
- review the Company's compliance with the code and disclosure in the Corporate Governance Report.

The Board performed its corporate governance duties. The Board has reviewed the code of corporate governance of the Company for adoption of amendments to the Listing Rules, approval of the Dividend Policy, Directors Nomination Policy, Board Diversity Policy and the procedures for shareholders to propose a person for election as director (which has been disclosed in the Company's website). Corporate Governance Report contained in this Annual Report has approved by the Board.

DIRECTORS' SECURITIES TRANSACTION

The Company adopted its own code of conduct regarding Directors' dealing in securities on 23 September 2005 (the "Code of Conduct") with subsequent amendments thereafter. The term of the Code of Conduct are no less exacting than the required standard set out in the Model Code set out in Appendix 10 of the Listing Rules. Having made specific enquiry of all Directors, the Directors of the Company have complied with the Model Code and the Company's Code of Conduct.

Corporate Governance Report

DIRECTORS' AND AUDITORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledged their responsibility for preparing the financial statements which give a true and fair view of the state of affair of the Group. The statement of the external auditors of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 40 to 45.

AUDITORS' REMUNERATION

During the year ended 31 December 2022, the Group had engaged external auditors, Deloitte Touche Tohmatsu, to provide the following services.

	Service fee HK\$'000
Audit services	4,741
Tax advisory	170
Other services	538
	<u>5,449</u>

ATTENDANCE OF MEETINGS

The following table shows the attendance of each Director at general meeting, meetings of the Board and the above committees during the year 2022:

	General Meeting	Board	Audit Committee	Nomination Committee	Remuneration Committee
Number of meeting during the year	(1)	(5)	(4)	(1)	(1)
Executive Directors					
Lim Kia Hong	1	5	N/A	1	1
Lim Kiah Meng	1	5	N/A	1	1
Lim Hwee Hai	1	5	N/A	N/A	N/A
Lim Hwee Noi	1	5	N/A	N/A	N/A
Independent Non-Executive Directors					
Lee Hiok Chuan	—	5	4	1	1
Ong Wui Leng	1	5	4	1	1
Ma Shiu Sun, Michael	1	5	4	1	1

Corporate Governance Report

RISK MANAGEMENT AND INTERNAL CONTROLS

System of internal controls is defined as a system of internal controls procedures which is used to help the achievement of business objectives, and safeguard the Group's assets; to ensure proper maintenance of accounting records and compliance with relevant legislation and regulations.

The management of the Group would evaluate the risk management and internal control system periodically and enhance the system when necessary. The Company has internal audit functions. The internal auditors reviewed the risk management and internal controls system on an ongoing basis covering all major operations of the Group on a rotational basis, and reported directly to the Audit Committee and Board on a regular basis.

Through the internal control functions of the Group, the Directors conduct four reviews of the effectiveness of the system of the internal control and risk management of the Group during the year. The Directors considered that the systems are adequate and effective.

DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

The Company is responsible for arranging and funding suitable training for its directors. During the year 2022, the Company had organised a seminar regarding the latest developments in listing rules and other applicable regulatory requirement for the directors, to ensure compliance and enhance their awareness of good corporate governance practices. In addition, individual directors also participated in other courses relating to the roles, functions and duties of a listed company director or further enhancement of their professional development by way of attending training courses or reading relevant materials. The Company Secretary reports from time to time the latest changes and development of the Listing Rules, corporate governance practices and other regulatory regime to the Directors with written materials. The Company has devised a training record to assist the Directors to record the training they have undertaken.

During the year, the Directors participated in continuous professional development activities as set out below:

	Attending trainings/ briefings/seminars
Executive Directors	
Lim Kia Hong	√
Lim Kiah Meng	√
Lim Hwee Hai	√
Lim Hwee Noi	√
Independent Non-Executive Directors	
Lee Hiok Chuan	√
Ong Wui Leng	√
Ma Shiu Sun, Michael	√

Corporate Governance Report

COMPANY SECRETARY

Ms. Chiu Lai Chun, Rhoda has been appointed as company secretary of the Company since 2004. She is a Certified Public Accountant in Hong Kong. She has fulfilled the 15 hours of relevant professional training requirements under the Rule 3.29 of the Listing Rules for the year ended 31 December 2022.

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

To enhance the communication with investors, or shareholders, the Company has established several communication channels, including (a) the annual and extraordinary general meetings which provide a forum for shareholders to communicate directly with the Board; (b) printed corporate documents mailing to shareholders; (c) announcement disseminating the latest activities of the Group on the web-sites of the Company and the Stock Exchange of Hong Kong; (d) meeting with investment fund manager and investors; and (e) the Company's web-site providing an electronic means of communication.

The shareholders' meeting in 2022 was the annual general meeting held on 27 May 2022 at 23/F Club Lusitano, 16 Ice house Street, Central, Hong Kong to receive and consider the audited financial statements for the year ended 31 December 2021; to re-elect directors; and approve the general mandates for the issue and repurchase of the Company's share.

During the year under review, the Company has not made any changes to its Bye-Laws. An up to date version of the Company's Bye-Laws is available on web-sites of the Company and the Stock Exchange of Hong Kong. Shareholders may refer to the Company's Bye-Laws for further details of their rights.

SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting. Besides, pursuant to the Company's Bye-Laws, a special general meeting shall be convened on the written requisition of any two or more shareholders holding at the date of the deposit of the requisition in aggregate not less than one-tenth of such of the paid up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company. Such requisition must state the objects of the meeting and must be signed by the shareholders and deposited at the Company's office.

For avoidance of doubt, a general meeting other than an annual general meeting or a meeting for the passing of special resolutions shall be called by notice in writing of not less than a period which is the longer of fourteen days and ten clear business days.

Shareholders may send written enquiries to the Company for putting forward any enquiries or proposals to the Board. Contact details are as follows:

803 Nine Queen's Road Central, Hong Kong
Fax: (852) 2138 3928
Email: enquiry@sis.com.hk

All resolutions put forward at general meetings will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the web-sites of the Company (www.sisinternational.com.hk) and the Stock Exchange of Hong Kong (www.hkexnews.hk) immediately after the relevant general meetings.

Environmental, Social and Governance Reporting

ENVIRONMENTAL

Unless otherwise specified, the environmental data covers the Group's operation in Hong Kong, Singapore and Japan. The Group's operation in Thailand, as a subsidiary, is listed in Thailand with its own EGS report, the data of Thailand was excluded from this report.

During the year, the Group has made its best endeavours to protect the environment from its business activities and workplace. The Group also educates its employees on their awareness of promoting a green environment. The Group seeks to identify and manage environmental impacts attributable to its operation, in order to minimise these impacts if possible.

A1. Emissions

The Group invests in income generating properties or properties with the potential to appreciate in value. Most of the properties are for office and hospitality usage purposes. Properties are leased to tenants/hotel operators for stable lease income. Therefore the hospitality operation attributes greenhouse emission for the Group. The Group has taken steps to closely monitor and minimize environmental impacts in its hospitality operation.

For our 56-storey iconic building involving hospitality, office and conventional centre located in Japan, an energy system was installed by an Energy Service Company ("ESCO") in 2015 for energy saving purpose. The ESCO is engaged to monitor the effectiveness of new heat source system regularly. Electricity, heating & gas ("Energies") was saved continuously.

In 2022, the number of hospitality buildings in Japan running by the Group has increased from two to three. There was short-term suspension of hotel business in Japan caused by outbreak of COVID-19 during 2020 to 2022. However, the suspension time in 2022 was significantly less than previous years when Japan has relaxing travel restriction. As a result the CO₂ emission was increased.

We are also the pioneer in technology product distribution in Asia with an extensive reseller channel network representing many world renowned vendors. No generation on hazardous waste as we are not manufacturers.

Emissions of greenhouse gases by the Group were mainly contributed by the consumption of purchased electricity, heating and gas consumption in hospitality business.

CO₂ Emission (Tonnes)	2022	2021
Energy indirect emission	7,459	4,795
Other indirect emission	19	15
	7,478	4,810

Indirect emission is mainly from paper usage in offices and senior management's air travel. It amounted to 19 tones CO₂ for the year ended 31 December 2022 (2021: 15 tones CO₂). Indirect emission increased as the senior management started travel after releasing of cross borders travel restriction by most countries, including the PRC.

Non-hazardous waste produced (paper waste, printer cartridges, tonner bottle) was 2,978 kg for 2022 (2021: 3,215kg).

Environmental, Social and Governance Reporting

A2. Use of Resources

Electricity consumption and water consumption were mainly attributable to its hospitality business. For 2022, total Energies consumption was 15,707,000 kWh (2021: 10,817,000 kWh), whereas the water usage was 171,674 cubic metre (2021: 39,872 cubic metre). Following recovering of hospitality activities in Japan, the consumption of electricity rise.

For distribution business, most of the goods were delivered to our resellers at original packaging. No material additional packaging materials were required.

Air conditioners, computers and office lights are switched off during non-business hours, to minimize light pollution and reduce energy consumption.

A3. The Environment and Natural Resources

To create a green workplace, we encourage reducing, reusing and recycling of materials to minimizing wastage in daily operations. For energy saving and greenhouse emission reduction, energy system was installed in our iconic building in Japan for energies saving, recycling bins are provided at our offices with waste paper and used toner cartridges collected for recycling. The Group encourages its employees to handle documents electronically. When the use of paper is required, documents are required to use double-sided printing. In addition, we arranged conference calls or video conference instead of face-to-face meetings where possible.

The Producer Responsibility Scheme (PRS) on waste electrical and electronic equipment (WEEE), also known as WPRS, aims to promote recycling and proper disposal of WEEE generated in Hong Kong. With effect from 1 August 2018, our products, including mobile phones, tables, monitors and laptops are covered in the “Regulated Electrical Equipment” or REE. As a distributor or reseller, when we sell REE and if requested by customers, we should arrange for the customer a free removal service to dispose of the same class of equipment abandoned by the customer in accordance with the endorsed plan. We must also provide recycling labels to customers purchasing REE, and a receipt containing the prescribed wording on the recycling levies. We have removal service plan endorsed by the Environmental Protection Department for selling REE. During the period, the Group has complied relevant statutory requirement when selling REE.

SOCIAL

B1. Employment and Labour Practices

Employment, Remuneration and Benefits, Recruitment and promotion

The Group is always complying with the labour regulations and associated guidelines. Our full-time staffs are entitled to paternity and compassionate leaves, healthcare and mandatory provident fund in respective jurisdiction. We apply equal opportunity and non-discrimination in recruitment, promotion and all other aspects of our employment practices. We encourage a healthy work-life balance among staffs. As at 31 December 2022, the Group had a total of 268 (2021: 231) permanent staffs. 55% and 43% (2021: 50% and 49%) are located in Japan and Hong Kong respectively. To attract, motivate and retain experience staffs, we reviewed their pay packages annually with prevailing market conditions to ensure they are competitive under volatile and severe market. To create incentives for directors and senior staffs to work with commitment toward enhancing the value of the Group and its shareholders, the Company adopted share option scheme and grant share options to eligible staffs of the Group.

Environmental, Social and Governance Reporting

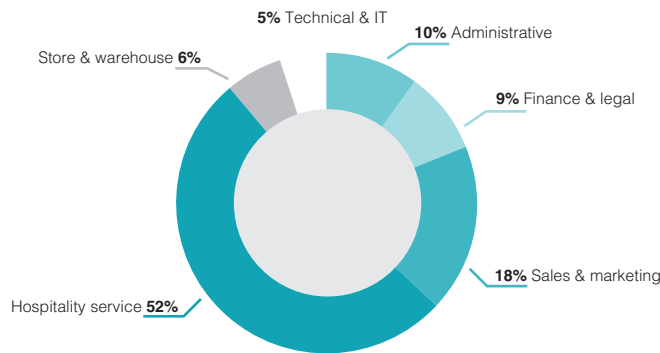
Workforce by gender:

	Hong Kong	Singapore	Japan	Total
Male	51%	50%	50%	50%
Female	49%	50%	50%	50%

Workforce by age group:

	Hong Kong	Singapore	Japan	Total
Below 30	16	0	43	59
Age 31–50	75	0	59	134
Over 50	24	6	45	75
Number of staffs	115	6	147	268

Workforce by Function



Diversity and Equal Opportunities

The diversity of our employees provides us with a valuable mix of perspectives, skills, experience and knowledge for addressing contemporary business issues. At a senior management level, our board diversity policy guides the Group’s approach to selection of candidates taking into account an extensive range of characteristics, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service.

Environmental, Social and Governance Reporting

B2. Health and Safety

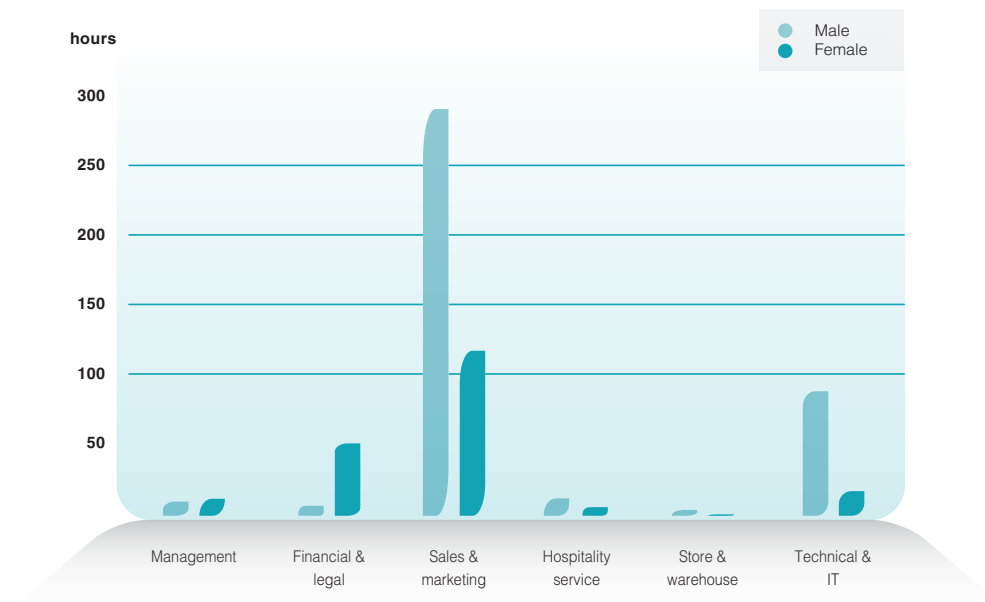
In early 2020, in order to ensure the safety of our staffs in response to the coronavirus (COVID-19), we are vigilantly monitoring the COVID-19 situation around the clock and have precautions in place to ensure a healthy and safe working environment. Wearing masks, using cleaning gel, temperature measurement, encourage wash hand frequently, etc. The measurement was lifting gradually near end of 2022 following governments' latest policy.

The Group provided a safe and healthy environment in the work places for all staffs. However, the staff turnover rate raised sharply to 25% in Hong Kong during the year, as a result of lost of labour force in Hong Kong over the past two years. Labour force participation rate in Hong Kong is reaching an all time high in 2022. Replacement process was slow, causing pressure to the operation. We look forward of improvement when the government has taking steps to improve the economic and labour force situation actively. There was no reported lost days caused by injury in those reporting entities.

B3. Development and Training

As a distributor of renowned brands information technology products, mobile phones and related products, our sales force and technical staffs processes broad knowledge of networking, storage, and mobility products in order to provide the best services to our resellers. We worked closely with suppliers to keep our sales teams updating to the latest technology and features of new products. The Group understands training and development is one of the keys to success. We offer both internal and external training to our key staffs. Total training hours offered in 2022 was 600 hours (2021: 530 hours) for 31% (2021: 54%) staffs, average 7 hours (2021: 4 hours) per trained staff. Those training were focusing on product knowledge, customer services, food and beverage, accounting and regulatory compliance update.

% and hours per employee by gender and function



Environmental, Social and Governance Reporting

The Group also encourages and provides subsidies to employees to pursue educational or training opportunities that achieve personal growth and professional development.

B4. Labour Standards

The Group has complied with relevant labour regulations, government regulations in Hong Kong, Singapore and Japan. The Group does not employ staffs who are below 18 years of age. No employee is paid less than the minimum wage specified by the government regulations. Monthly salary payments, the Mandatory Provident Fund Scheme or Central Provident Fund Scheme payment are made on time.

During recruitment process, verification of applicant's identity information is required and recruitment of child labour is strictly prohibited. Applicant is also required to provide document proofs of academic qualifications and working experience for verifications, applicant who is suspected to have false academic qualifications and working experience would not be employed. The Group enters employment contract with each of its employee in accordance with relevant laws and regulations in its operating jurisdiction and also prohibits forced labour.

B5. Supply chain management

Sound supply chain management ensures the Group to sustain its business operations and development. As well as leveraging our extensive network of information technology distribution, we have maintained strong relationships with our suppliers. When selecting suppliers, the Group takes factors into account such as quality of products and functionality, price, reliability and anticipated market acceptance. The Group expects suppliers to observe the environmental, social, health and safety and governance considerations in their operations.

Currently we procured over 50 internationally renowned brands from our suppliers 92% (2021: 93%) of the top 5 supply was supplied domestically, the remaining was supplies from the PRC and others.

For hospitality, our hotel operators have many year of experience in hotel business. We have built strong relationships with our property assets managers, lenders, as well as accounting and tax advisors.

B6. Product responsibility

The marketing of information technology, mobility and related products to general public are usually devised by suppliers and the Group is also providing marketing services to our suppliers. During holidays and festivals, we work with our suppliers to offer products at promotional prices through print and media advertising campaigns.

Environmental, Social and Governance Reporting

Suppliers provide warranty on the products they supplied to the Group for distribution. Suppliers are responsible for providing or procuring the provision of in-warranty service to the end users. Generally the warranty provided by the suppliers has a term from one to three years. The Group also adopts following quality control policies on the products to be sold:

- Inventory management team performs a series of inspection upon the receipt of the products in our warehouse regarding, among others, their appearance, packaging, specification and brand logo, etc. on a sampling basis; and
- If any defects are identified, the relevant product will be returned to the supplier for replacement.

End users safety is always in the top priority. The Group takes speedy action together with our suppliers for any quality issues at all time.

The Group is committed to abide by the laws and regulations in relation to intellectual property protection. During the year, we have not received any cases of infringement of intellectual property rights. We are also not aware of any suspected cases of infringement of intellectual property rights of the products that we were distributed in 2022.

The Group is also committed to abide by the Personal Data (Privacy) Ordinance. Personal data shall be highly protected. Privacy policy and personal information collection statements in our websites demonstrate a commitment to safeguarding each personal data privacy. Employees are committed not to disclose confidential information, including information related to suppliers and customers whether orally or in writing or in any other media which are not publicly known.

B7: Anti-corruption

In our Code of Conduct and Whistle-blowing Policy, which defines the Group's stance on conflicts of interest, intellectual property rights, privacy and confidentiality of information, bribery, corruption and non-competition. All employees are required to adhere.

In addition, seminar had been held to remind new staff on regulations and to refresh their knowledge on aspects of ethical practices when applicable during the year.

During the year, there were no incidents of corruption reported within the Group.

B8: Community

In view of the work force and size of the Group, serving the community by way of cash and in-kind donations are considered most direct and effective.

In 2022, donation of HK\$9,000 (2021: HK\$5,000) was made to charitable organization in Hong Kong.

Directors' Profiles

EXECUTIVE DIRECTORS

LIM Kia Hong, aged 66, brother of Mr. Lim Kiah Meng and Madam Lim Hwee Noi, and brother-in-law of Mr. Lim Hwee Hai, is one of the co-founders of the Group. Mr. Lim graduated from University of Washington, US with a Bachelor's Degree in Business Administration. Together with a team of committed management and staff, Mr. Lim is credited with the success of transforming the Group from a small privately-owned family business in Singapore to one of most dynamic business groups involving in distribution, ventures, investments and real estate businesses, Mr. Lim is involved in all phases of SiS Group's developments, he is responsible for the corporate planning, development and public relations of the Group.

Mr. Lim is also the chairman and non-executive director of SiS Mobile Holdings Limited ("SiS Mobile"), a company whose shares are listed on Stock Exchange on 15 January 2015. Since 2004, he has also been a non-executive director of SiS Distribution (Thailand) Public Co., Ltd. ("SiS Thai"), a company whose shares are listed on the Stock Exchange of Thailand. Mr. Lim is also a director of Information Technology Consultants Limited ("ITCL"), a company whose shares are listed on The Dhaka Stock Exchange and The Chittagong Stock Exchange on 10 January 2016. He is also a director of Gold Sceptre Limited which holds approximately 51% shareholdings in the Company as at 31 December 2022.

LIM Kiah Meng, aged 69, brother of Mr. Lim Kia Hong and Madam Lim Hwee Noi, and brother-in-law of Mr. Lim Hwee Hai, joined the Group in 1986. He has over thirty years' experience in the I.T. industry, and is responsible for the Group's operations in Hong Kong, Singapore and Japan. Mr. Lim holds a Bachelor's Degree in Commerce from Nanyang University, Singapore and a Master's Degree in International Management from the American Graduate School of International Management, US. Prior to joining the Group, Mr. Lim had six years' experience in finance and banking.

Mr. Lim is also an executive director of SiS Mobile, a company whose shares are listed on Stock Exchange of Hong Kong on 15 January 2015. Since 2013, he has also been a non-executive director of SiS Thai, a company whose shares are listed on the Stock Exchange of Thailand. Mr. Lim is also a director of ITCL, a company whose shares are listed on The Dhaka Stock Exchange and The Chittagong Stock Exchange on 10 January 2016. He is also a director of Gold Sceptre Limited which holds approximately 51% shareholdings in the Company as at 31 December 2022.

LIM Hwee Hai, aged 73, the spouse of Madam Lim Hwee Noi, and brother-in-law of Mr. Lim Kia Hong and Mr. Lim Kiah Meng, is one of the co-founders of the Group. Mr. Lim holds a Bachelor's Degree in Commerce from Nanyang University, Singapore and a Master's Degree in Business Administration from the National University of Singapore. Prior to joining the Group, Mr. Lim had six years' experience in finance and banking. He has forty years' experience in the I.T. industry and is responsible for the Group's operations in Thailand and the Asia-Pacific region.

Mr. Lim is also a non-executive director of SiS Mobile, a company whose shares are listed on Stock Exchange of Hong Kong on 15 January 2015. Since 2004, he has been a non-executive director of SiS Thai, a company whose shares are listed on the Stock Exchange of Thailand. Mr. Lim is also a director of ITCL, a company whose shares are listed on The Dhaka Stock Exchange and The Chittagong Stock Exchange on 10 January 2016. During September 2013 to May 2018, Mr. Lim was an independent non-executive director of Valuemax Group Limited, a company whose shares are listed on the Stock Exchange of Singapore. He is also a director of Gold Sceptre Limited which holds approximately 51% shareholdings in the Company as at 31 December 2022.

Directors' Profiles

LIM Hwee Noi, aged 72, the sister of Mr. Lim Kiah Meng and Mr. Lim Kia Hong, and spouse of Mr. Lim Hwee Hai, joined the Group in 1983 and is the Finance Director of the Group. Madam Lim holds a Bachelor's Degree in Commerce from Nanyang University, Singapore. She has been a Chartered Accountant in Singapore for more than thirty years. Madam Lim is also a director of ITCL, a company whose shares are listed on The Dhaka Stock Exchange and The Chittagong Stock Exchange on 10 January 2016. Since December 2017, she has been a non-executive director of SiS Thai, a company whose shares are listed on the Stock Exchange of Thailand. She is also a director of Gold Sceptre Limited which holds approximately 51% shareholdings in the Company as at 31 December 2022.

INDEPENDENT NON-EXECUTIVE DIRECTORS

LEE Hiok Chuan, aged 88, joined the Group in 1992 and resigned on 31 December 2022. He is an investment consultant in Hong Kong. Mr. Lee has over forty years' experience in finance and banking in Hong Kong.

ONG Wui Leng, aged 62, joined the Group in 2004 and has more than ten years of experience in corporate banking. She also has many years of experience in corporate finance and management. Ms. Ong graduated from the University of London, United Kingdom with a Bachelor of Science (Economics) in Management Studies and completed her Master of Practising Accounting from Monash University, Australia. During April 2013 to May 2020, Ms. Ong is an independent non-executive director of Hwa Hong Corporation Limited, a company whose shares are listed on the Stock Exchange of Singapore. During 1 January 2017 to 30 April 2021, Ms. Ong is an independent non-executive director of QAF Limited, a company whose shares are listed on the Stock Exchange of Singapore. From 1 May 2021, Ms. Ong is an executive director and group finance director of QAF Limited and its related companies.

MA Shiu Sun, Michael, aged 54, joined the Group in 2012 and holds a Bachelor of Science (Economics) from London School of Economics, University of London, a Bachelor of Laws from University of Sydney and a Postgraduate Certificate of Laws (P.C.LL) from University of Hong Kong. Mr. Ma has been a practicing lawyer for over twenty years and is practicing as a partner and notary public in a Hong Kong law firm in the areas of commercial and corporate matters.

NG See Wai Rowena, aged 60, is an independent non-executive Director of the Company from 31 March 2023. Ms. Ng has over twenty years of experience in corporate finance and investment banking. From July 1999 to May 2001, Ms. Ng served as an executive director of Lai Fung Holdings Limited, a company listed in Hong Kong. From June 2001 to April 2004, Ms. Ng worked at BOCI Asia Limited where she served as a managing director of the corporate finance department. From May 2004 to January 2007, Ms. Ng acted as a director in Cazenove Asia Limited, responsible for deal origination and transaction execution. From August 2011 to December 2013, Ms. Ng served as an executive director and deputy CEO of China Nickel Resources Holdings Co., Ltd., a company listed in Hong Kong. From February 2014 to February 2015, Ms. Ng was an independent non-executive director of GreaterChina Professional Services Ltd., a company listed in Hong Kong. From August 2015 to February 2023, Ms. Ng was a managing director and the head of Financial Solution Specialists Team of BOCI Asia Limited. She was an independent non-executive director of SiS Mobile from 16 December 2014 to 31 December 2022.

Ms. Ng has been an ordinary member of the Hong Kong Securities and Investment Institute since 1999. She obtained a bachelor's degree in science from the Victoria University of Manchester, U.K. in July 1984 and a master's degree in Investment & Finance from the University of Hull, U.K. in July 1998.

Directors' Report

The directors present their annual report and the audited financial statements for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Company acts as an investment trading and investment holding company and provides corporate management services. The principal activities of its subsidiaries and associates are set out in notes 45 and 19 respectively, to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statement of profit or loss on page 46.

The Board now recommends the payment of final dividend of 2.0 HK cents per share to the shareholders on the register of members on 4 July 2023, amounting to totally HK\$5,559,000.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2022 is set out on pages 6 to 9 of this Annual Report.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five financial years, as extracted from the audited consolidated financial statements, is set out on page 153. The summary does not form part of the audited consolidated financial statements.

INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

During the year, the Group spent HK\$11,176,000 and HK\$14,602,000 on acquisition of investment properties and property, plant and equipment respectively.

The Group has revalued all its investment properties at the year ended date. The gain from change in fair value amounted to HK\$21,232,000, which had been credited to the consolidated statement of profit or loss directly.

Particulars of investment properties and properties held for hotel operation of the Group at 31 December 2022 are set out on pages 154 to 158.

Details of the movements during the year in the investment properties and property, plant and equipment of the Group are set out in notes 15 and 16 respectively to the consolidated financial statements.

SHARE CAPITAL

Details of the share capital of the Company are set out in note 36 to the consolidated financial statements.

Directors' Report

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders as at 31 December 2022 were as follows:

	2022 HK\$'000	2021 HK\$'000
Contributed surplus	29,186	29,186
Retained profits	985,996	1,025,844
	1,015,182	1,055,030

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if there are reasonable grounds for believing that:

- (a) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

DIVIDEND POLICY

The Board of the Company may declare and distribute dividends to the shareholders of the Company, provided that the Company records a profit and that the declaration and distribution of dividends do not affect the normal operations of the Company and its subsidiaries (the "Group"). The Board may, subject to the Company's Bye-Laws, make recommendation to the shareholders on the distribution of final dividends and may from time to time pay to the shareholders interim dividends based on the financial position of the Company. The Company's ability to declare dividends will depend on, among others, the operating results and earnings, capital requirements, general financial condition, prevailing economic environment and other factors of the Company which the Board then consider relevant, and the interest of the shareholders and the Company as a whole.

DIRECTORS

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

Executive directors:

Mr. Lim Kia Hong
 Mr. Lim Kiah Meng
 Mr. Lim Hwee Hai
 Madam Lim Hwee Noi

Independent non-executive directors:

Mr. Lee Hiok Chuan (resigned on 31.12.2022)
 Ms. Ong Wui Leng
 Mr. Ma Shiu Sun, Michael
 Ms. Ng See Wai Rowena (appointed on 31.3.2023)

Directors' Report

In accordance with the provisions of the Company's Bye-Laws 99(B), Ms. Ong Wui Leng and Mr. Ma Shiu Sun, Michael will retire by rotation and, being eligible for re-election. Mr. Ma has offered himself for re-election. Ms. Ong Wui Leng will not offer herself for re-election so as to allow for renewal of the Company's Board member.

In accordance with the Company's Bye-laws 91, Ms. Ng See Wai, Rowena is newly appointed director and she will retired and eligible for re-election in the coming annual general meeting in 2023.

The term of office of Ms. Ong Wui Leng as the independent non-executive director is the period up to her retirement by rotation in accordance with the Company's Bye-Laws. Mr. Ma Shiu Sun, Michael, is appointed as an independent non-executive director for an additional period of three years to 31 March 2024. Ms. Ng See Wai, Rowena is appointed as an independent non-executive director for a period of two years from 31 March 2023 to 31 March 2025. Both Mr. Ma and Ms. Ng are also subject to the retirement by rotation in accordance with the Company's Bye-laws.

DIRECTORS' SERVICE CONTRACTS

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

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the year ended 31 December 2022.

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Bye-Laws and subject to the provisions of and so far as may be permitted by the Companies' Act of Bermuda, every Director, auditor, secretary or other officer of the Company and every agent or employee of the Company shall be entitled to be indemnified by the Company out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceeding, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any law for relief from liability in respect of any such act or omission in which relief is granted to him by any court of competent jurisdiction.

The Company has put in place appropriate insurance cover in respect of Directors and officers' liability throughout the year.

Directors' Report

DIRECTORS' INTERESTS IN SHARES

At 31 December 2022, the interests of the directors and their associates, in the 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 Futures Ordinance ("SFO"), or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited ("HKEX") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

(i) Long positions in ordinary shares of HK\$0.10 each of the Company

Name of Director	Personal interests	Family interests	Joint interests (Note 1)	Corporate interests (Note 2)	Total number of issued ordinary shares held	Percentage of the issued share capital of the Company
Lim Kia Hong	6,933,108	400,000	—	178,640,000	185,973,108	66.90%
Lim Kiah Meng	5,403,200	250,000	534,000	178,640,000	184,827,200	66.49%
Lim Hwee Hai (Note 3)	4,493,200	4,751,158	—	—	9,244,358	3.33%
Lim Hwee Noi (Note 3)	4,751,158	4,493,200	—	—	9,244,358	3.33%
Lee Hiok Chuan	250,000	—	—	—	250,000	0.09%
Ong Wui Leng	250,000	—	—	—	250,000	0.09%

Notes:

- (1) 534,000 shares are jointly held by Mr. Lim Kiah Meng and his spouse.
- (2) Gold Sceptre Limited holds 140,360,000 shares and Kelderman Limited, Valley Tiger Limited and Swan River Limited each holds 12,760,000 shares in the issued share capital of the Company. Mr. Lim Kiah Meng and his spouse and Mr. Lim Kia Hong and his spouse together own 40.50% and 39.50%, respectively of the issued share capital of Summertown Limited which owns the entire issued share capital of each of the above-mentioned companies.
- (3) 4,493,200 shares and 4,751,158 shares are beneficially owned by Mr. Lim Hwee Hai and Madam Lim Hwee Noi respectively. Mr. Lim and Madam Lim are spouse, so they have deemed interest in their spouse's shares under the SFO.

(ii) Share Options

Directors of the Company and their associates had interest in share options under the Company's share option scheme, detail of which are set out in "Share Options" below.

Directors' Report

(iii) Long positions in the shares and underlying shares of subsidiaries of the Company

- (a) Ordinary share of HK\$0.10 each of SiS Mobile Holdings Limited ("SiS Mobile"), which is listed on the Main Board of the HKEX (Stock Code: 1362)

Name of Director	Personal interests	Family interests	Joint interests (Note 1)	Corporate Interests (Notes 2 and 3)	Total number of issued ordinary shares held	Percentage of the issued share capital of SiS Mobile
Lim Kia Hong	1,846,754	128,000	—	203,607,467	205,582,221	73.42%
Lim Kiah Meng	1,729,024	80,000	170,880	203,607,467	205,587,371	73.42%
Lim Hwee Hai (Note 4)	1,065,984	1,145,330	—	—	2,211,314	0.79%
Lim Hwee Noi (Note 4)	1,145,330	1,065,984	—	—	2,211,314	0.79%
Lee Hiok Chuan	64,000	—	—	—	64,000	0.02%
Ong Wui Leng	64,000	—	—	—	64,000	0.02%

Notes:

- (1) Shares are jointly held by Mr. Lim Kiah Meng and his spouse.
- (2) 146,442,667 shares are registered in the name of SiS International Holdings Ltd. It is owned as to approximately 50.50% by Gold Sceptre Limited.
- (3) Gold Sceptre Limited holds 44,915,200 shares and Kelderman Limited, Valley Tiger Limited and Swan River Limited each holds 4,083,200 shares in the issued share capital of SiS Mobile. Mr. Lim Kiah Meng and his spouse and Mr. Lim Kia Hong and his spouse together own 40.50% and 39.50%, respectively of the issued share capital of Summertown Limited which owns the entire issued share capital of each of the above-mentioned companies.
- (4) 1,065,984 shares and 1,145,330 shares are beneficially owned by Mr. Lim Hwee Hai and Madam Lim Hwee Noi respectively. Mr. Lim and Madam Lim are spouse, so they have deemed interest in their spouse's shares under the SFO.

Directors' Report

- (b) Ordinary share of Baht 1 each of SiS Distribution (Thailand) Public Company Limited ("SiS Thai"), which is listed in the Stock Exchange of Thailand

Name of Director	Personal interests	Corporate Interests <i>(Note)</i>	Total number of issued ordinary shares held in SiS Thai	Approximate % of issued share capital of SiS Thai
Lim Kia Hong	241,875	214,510,470	214,752,345	60.84%

Note:

The Company indirectly holds 214,510,470 ordinary shares of the issued capital of SiS Thai. As disclosed in (i) above, Mr. Lim Kia Hong and his family has total interest of 66.90% in the Company, therefore Mr. Lim has deemed corporate interest in SiS Thai under the SFO.

(iv) Share options of SiS Mobile, a subsidiary of the Company

On 16 December 2014 by written resolution, SiS Mobile adopted a share option scheme ("Scheme") pursuant to which selected participants may be granted options to subscribe for shares as incentive or rewards for their service rendered to the SiS Mobile group and any entity in which any member of the group holds any equity interest.

The purpose of the Scheme is to provide an incentive for any director, employee and qualified participant to work with commitment towards enhancing the value of SiS Mobile and its shares for the benefit of its shareholders, and to maintain or attract business relationship with the qualified participants whose contributions are or may be beneficial to the growth of the group. Directors believe that Scheme adopted by SiS Mobile enables the group to recruit and retain high caliber executives and employees.

The terms of the Scheme comply with the provisions of Chapter 17 of the Listing Rules.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of SiS Mobile in issue at the date when the Scheme was adopted. SiS Mobile may seek approval by its shareholders in general meeting to refresh the limit on the number of shares to be issued upon exercise of all outstanding options granted and yet to be exercised to not exceeding such number of shares as shall represent 30% of the shares in issue from time to time. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of SiS Mobile in issue at any point in time, without prior approval from its shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of SiS Mobile's share capital or with a value in excess of HK\$5 million must be approved in advance by its shareholders.

Directors' Report

Options granted must be taken up within thirty business days from the offer letter together with a payment of HK\$100 as consideration of grant. Options may be exercised in a period of time as set out in the offer letter to each grantee. The exercise price is determined by the directors of SiS Mobile, and will not be less than the higher of the closing price of its shares on the date of grant, and the average closing price of the shares for the five business days immediately preceding the date of grant.

Date of grant	Vesting period	Exercisable period	Exercise price HK\$	Outstanding at 31 December 2022
Directors and their associates:				
Lim Kia Hong				
25.06.2015	26.06.2015–31.12.2015	01.01.2016–30.06.2023	2.36	400,000
25.06.2015	26.06.2015–31.12.2016	01.01.2017–30.06.2023	2.36	400,000
25.06.2015	26.06.2015–31.12.2017	01.01.2018–30.06.2023	2.36	400,000
Lim Kiah Meng				
25.06.2015	26.06.2015–31.12.2015	01.01.2016–30.06.2023	2.36	400,000
25.06.2015	26.06.2015–31.12.2016	01.01.2017–30.06.2023	2.36	400,000
25.06.2015	26.06.2015–31.12.2017	01.01.2018–30.06.2023	2.36	400,000
Lim Hwee Hai				
25.06.2015	26.06.2015–31.12.2015	01.01.2016–30.06.2023	2.36	400,000
25.06.2015	26.06.2015–31.12.2016	01.01.2017–30.06.2023	2.36	400,000
25.06.2015	26.06.2015–31.12.2017	01.01.2018–30.06.2023	2.36	400,000
Lim Hwee Noi				
25.06.2015	26.06.2015–31.12.2015	01.01.2016–30.06.2023	2.36	200,000
25.06.2015	26.06.2015–31.12.2016	01.01.2017–30.06.2023	2.36	200,000
25.06.2015	26.06.2015–31.12.2017	01.01.2018–30.06.2023	2.36	200,000
				<u>4,200,000</u>

Directors' Report

(v) Long positions in the shares and underlying shares of an associated corporation of the Company

Ordinary share of 10 Taka each of Information Technology Consultants Ltd. ("ITCL"), which is incorporated in Bangladesh, and is listed in The Dhaka Stock Exchange and The Chittagong Stock Exchange.

Name of Director	Corporate Interests (Note)	Approximate % of issued share capital of ITCL
Lim Kiah Meng	59,210,840	46.05%

Note:

A related corporation which is jointly owned by Mr. Lim Kiah Meng and his spouse hold 10,863,862 ordinary shares in ITCL, while the Company indirectly holds 48,346,978 ordinary shares. As disclosed in (i) above, Mr. Lim Kiah Meng and his family has total interest of 66.49% in the Company, therefore Mr. Lim has deemed corporate interest of 48,346,978 in ITCL under the SFO.

Other than as disclosed above, none of the directors, nor their associates, had any interests or short positions in any shares and underlying shares or debentures of the Company or any of its associated corporations at 31 December 2022.

SHARE OPTIONS

A new share option scheme was adopted by the Company on 26 May 2017 (the "New Scheme"), while the old share option scheme adopted by the Company on 21 May 2007 had expired on 20 May 2017 (the "Old Scheme"). The Old Scheme and New Scheme are collectively referred as SiS International Share Option Scheme (the "SiS International Share Option Scheme"). Pursuant to the SiS International Share Option Scheme, the Company may grant options to qualified persons, including employees and directors of the Company, its subsidiaries and associates, and third parties with a view to maintain business relationship with such persons to subscribe for shares of the Company.

The total number of shares in respect of which options may be granted under the New Scheme is not permitted to exceed 10% of the shares of the Company in issue at the date when the New Scheme was adopted. The Company may seek approval by its shareholders in general meeting to refresh the limit on the number of shares to be issued upon exercise of all outstanding options granted and yet to be exercised to not exceeding such number of shares as shall represent 30% of the shares in issue from time to time. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

Directors' Report

Options granted must be taken up within ten business days from the offer letter together with a payment of HK\$100 as consideration of grant. Options may be exercised in a period of time as set out in the offer letter to each grantee. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing price of the Company's shares on the date of grant, and the average closing price of the shares for the five business days immediately preceding the date of grant.

The following table discloses movements in the Company's share options during the year:

Date of grant	Vesting period	Exercisable period	Exercise price HK\$	Outstanding number of share options at 1 January and 31 December 2022
Directors and their associates:				
Lim Kia Hong				
26.06.2015	27.06.2015–31.12.2015	01.01.2016–26.06.2025	4.47	50,000
26.06.2015	27.06.2015–31.12.2016	01.01.2017–26.06.2025	4.47	50,000
26.06.2015	27.06.2015–31.12.2017	01.01.2018–26.06.2025	4.47	50,000
Lim Kiah Meng				
26.06.2015	27.06.2015–31.12.2015	01.01.2016–26.06.2025	4.47	50,000
26.06.2015	27.06.2015–31.12.2016	01.01.2017–26.06.2025	4.47	50,000
26.06.2015	27.06.2015–31.12.2017	01.01.2018–26.06.2025	4.47	50,000
Lim Hwee Hai				
26.06.2015	27.06.2015–31.12.2015	01.01.2016–26.06.2025	4.47	50,000
26.06.2015	27.06.2015–31.12.2016	01.01.2017–26.06.2025	4.47	50,000
26.06.2015	27.06.2015–31.12.2017	01.01.2018–26.06.2025	4.47	50,000
Lim Hwee Noi				
26.06.2015	27.06.2015–31.12.2015	01.01.2016–26.06.2025	4.47	50,000
26.06.2015	27.06.2015–31.12.2016	01.01.2017–26.06.2025	4.47	50,000
26.06.2015	27.06.2015–31.12.2017	01.01.2018–26.06.2025	4.47	50,000
Lee Hiok Chuan				
26.06.2015	27.06.2015–31.12.2015	01.01.2016–26.06.2025	4.47	40,000
26.06.2015	27.06.2015–31.12.2016	01.01.2017–26.06.2025	4.47	40,000
26.06.2015	27.06.2015–31.12.2017	01.01.2018–26.06.2025	4.47	40,000
Ong Wui Leng				
26.06.2015	27.06.2015–31.12.2015	01.01.2016–26.06.2025	4.47	40,000
26.06.2015	27.06.2015–31.12.2016	01.01.2017–26.06.2025	4.47	40,000
26.06.2015	27.06.2015–31.12.2017	01.01.2018–26.06.2025	4.47	40,000

Directors' Report

Date of grant	Vesting period	Exercisable period	Exercise price HK\$	Outstanding number of share options at 1 January and 31 December 2022
Directors and their associates: (continued)				
Ma Shiu Sun, Michael				
26.06.2015	27.06.2015–31.12.2015	01.01.2016–26.06.2025	4.47	50,000
26.06.2015	27.06.2015–31.12.2016	01.01.2017–26.06.2025	4.47	50,000
26.06.2015	27.06.2015–31.12.2017	01.01.2018–26.06.2025	4.47	50,000
Total directors and their associates				<u>990,000</u>
Employees and other qualified persons:				
26.06.2015	27.06.2015–31.12.2015	01.01.2016–26.06.2025	4.47	420,000
26.06.2015	27.06.2015–31.12.2016	01.01.2017–26.06.2025	4.47	420,000
26.06.2015	27.06.2015–31.12.2017	01.01.2018–26.06.2025	4.47	420,000
Total employees and other qualified persons				<u>1,260,000</u>
Total number of share options				<u>2,250,000</u>

No share options were granted, exercised, lapsed or forfeited during the financial year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the option holdings disclosed above, at no time during the year was the Company, its ultimate holding 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.

Directors' Report

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE AND CONNECTED TRANSACTIONS

During the year 2022, a subsidiary of the Company borrowed a short-term unsecured loan of HK\$40,000,000 from a connected party at interest rate of 3.29% and 3.65% per annum. Directors Mr. Lim Kia Hong, Mr. Lim Kiah Meng and his spouse have total 80% equity interest in the entity. The interest rate was reference to prevailing market rates offered by banks in Hong Kong. Loan amount and interest expense of total HK\$40,099,000 were fully repaid during the year. This transaction constitutes a connected transaction as defined in Chapter 14A of the Listing Rules. However, the transaction is exempt from announcement requirement and shareholders' approval as it was fully exempt financial assistance received by the Group under Listing Rule 14A.90.

Other than disclosed above, no transaction, arrangement and/or contracts of significance to which the Company, its ultimate holding company or any of its subsidiaries or fellow subsidiaries was a party and in which 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.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2022, other than the interests disclosed above in respect of Directors and chief executives, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows and the following shareholders had notified the Company of relevant interests and long positions in the issued share capital of the Company.

Long positions in ordinary shares of HK\$0.10 each of the Company

Name of Shareholder	Personal interests	Family Interests <i>(Note 1)</i>	Corporate interests <i>(Note 2)</i>	Total number of issued ordinary shares held	Percentage of the issued share capital of the Company
Yeo Seng Chong	1,248,000	1,220,000	12,146,000	14,614,000	5.26%
Lim Mee Hwa	1,220,000	1,248,000	12,146,000	14,614,000	5.26%

Notes:

(1) Mr. Yeo Seng Chong and Madam Lim Mee Hwa are spouse so they have deemed interest in their spouse's shares under the SFO.

(2) Mr. Yeo Seng Chong and Madam Lim Mee Hwa each have 50% direct interest in a corporation which holds the shares of the Company as an investment manager.

Other than 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.

Directors' Report

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate revenue attributable to the Group's five largest customers was less than 30%. The five largest suppliers of the Group comprised approximately 45% by value of the Group's total purchases during the year, with the largest supplier accounted for 12%.

At no time during the year did a director, an associate of a director or a shareholder (which to the knowledge of the directors owns more than 5% of the Company's issued share capital) has an interest in any of the Group's five largest customers and suppliers.

EMOLUMENT POLICY AND DIRECTORS' REMUNERATION

The Company has established the Remuneration Committee in September 2005.

The emoluments of the directors of the Company are reviewed and approved by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market trends.

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme is set out in note 37 to the consolidated financial statements.

CHARITABLE DONATIONS

During the year, the Group made charitable cash and donations amounting to total HK\$94,000.

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.

CORPORATE GOVERNANCE AND MODEL CODE

The Company has complied with the Code of Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Listing Rules throughout the year ended 31 December 2022, except for the Code B.2.2 and C.2.1 as disclosed in the Corporate Governance Report of the Company.

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in Appendix 10 to the Listing Rules (the "Model Code"). Having made specific enquiry of all directors, all directors confirmed they have complied with the required standard set out in the Model Code and the code of conduct adopted by the Company during the year.

The Company has received, from each of the independent non-executive directors, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

COMPLIANCE WITH RELEVANT LAWS AND REGULATION

The Company has complied with relevant laws and regulations that have significant impact on the Company including the laws in Bermuda, the Hong Kong Companies Ordinance, SFO, and the Listing Rules.

Directors' Report

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2022.

AUDITORS

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

On behalf of the Board

SiS International Holdings Limited

LIM Kiah Meng

DIRECTOR

Hong Kong, 30 March 2023

Independent Auditor's Report

Deloitte.

德勤

TO THE SHAREHOLDERS OF SIS INTERNATIONAL HOLDINGS LIMITED

新龍國際集團有限公司

(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of SiS International Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 46 to 152, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss, 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 the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

Independent Auditor's Report

KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How our audit addressed the key audit matter
<i>Valuation of investment properties</i>	
<p>We identified valuation of investment properties as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the significant judgements associated with determining the fair values.</p> <p>The investment properties are located in Hong Kong, Japan, Singapore and Thailand with carrying amounts of HK\$3,764,871,000 as at 31 December 2022 and represents approximately 43% of total assets of the Group as at 31 December 2022. Net gain from changes in fair value of the investment properties of HK\$21,232,000 was recognised in the consolidated statement of profit or loss for the year then ended.</p> <p>As disclosed in note 15 to the consolidated financial statements, other than the investment properties in Thailand held at fair value based on the valuation performed by the management, the Group's investment properties are held at fair value based on the valuations performed by independent qualified professional valuers (the "Valuers"). The valuations of investment properties are dependent on certain key inputs that require significant judgements and estimates, including market unit rate and capitalisation rate.</p>	<p>Our procedures in relation to valuation of the investment properties included:</p> <ul style="list-style-type: none"> • Evaluating the competence, capabilities and objectivity of the Valuers and obtaining an understanding of their scope of work and their terms of engagement; • Assessing the reasonableness of the valuation techniques used by the management and the Valuers based on the relevant accounting requirements and industry norms; • Evaluating the reasonableness of the key inputs, including market unit rate and capitalisation rate adopted by the management and the Valuers by comparing the key inputs to relevant market data based on our knowledge of the property markets; and • Assessing the accuracy of the rental income provided by the management to the Valuers by agreeing the rental income to the respective underlying tenancy agreements or comparing to historical records, on a sampling basis.

Independent Auditor's Report

KEY AUDIT MATTERS (CONTINUED)**Key audit matter****How our audit addressed the key audit matter*****Revenue recognition from sales of goods***

We identified revenue recognition from sales of goods as a key audit matter due to its significance to the consolidated financial statements as a whole. The Group's revenue for the year ended 31 December 2022 in respect of sales of goods amounted to approximately HK\$8,962,082,000.

As disclosed in note 5 to the consolidated financial statements, for sales of goods (including mobile phones and IT products), revenue is recognised when control of the goods has transferred. We focused on this area because the Group transacts with a large volume of transactions.

Our procedures in relation to revenue recognition from sales of goods included:

- Obtaining an understanding of the revenue recognition processes and testing the Group's key controls over revenue recognition;
- Inspecting sales contracts with key customers, on a sample basis, to understand the agreed trade terms and assess whether the related revenue was properly recognised in accordance with respective sales contracts and with reference to the requirements of the prevailing accounting standards; and
- Testing recorded sales transactions on a sample basis against corresponding goods delivery notes and acceptance confirmations from customers that evidenced control of the goods have been passed.

Write-down for inventories

We identified assessment of write-down of inventories as a key audit matter due to the use of judgements in identifying obsolete and slow moving inventories and determining the net realisable value ("NRV") which are based on the ageing, conditions and marketability of the inventories.

NRV represents the estimated selling price for inventories less all estimated costs necessary to make the sale. The Group carried out the inventory review at the end of the reporting period and made the necessary allowance on obsolete and slow moving items so as to write off or write down inventories to their NRVs. As disclosed in the consolidated statement of financial position and note 23 to the consolidated financial statements, the carrying amount of inventories is HK\$1,062,338,000 as at 31 December 2022. During the year ended 31 December 2022, write-down of inventories of HK\$10,711,000 was recognised in the consolidated statement of profit or loss for the year then ended.

Our procedures in relation to assessing the write-down for inventories included:

- Obtaining an understanding of how allowance on obsolete and slow moving inventories is estimated by the management;
- Testing the accuracy of the ageing of the inventories listed in the system generated report to the goods receipt notes on a sampling basis;
- Discussing with the management on the basis of determining the NRV and evaluate and assess the condition and marketability of the inventories, on a sampling basis; and
- Assessing the sufficiency of allowance on obsolete and slow moving inventories made by management where the estimated NRV is lower than the cost with reference to the latest selling price, on a sampling basis.

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.

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 HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Independent Auditor's Report

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

As part of an audit in accordance with HKSAs, we exercise professional judgement 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.

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.

Independent Auditor's Report

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

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 Chan, Alan.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong
30 March 2023

Consolidated Statement of Profit or Loss

FOR THE YEAR ENDED 31 DECEMBER 2022

	<i>NOTES</i>	2022 HK\$'000	2021 HK\$'000
Revenue	5	9,227,729	10,999,242
Cost of sales		(8,609,309)	(10,316,437)
Gross profit		618,420	682,805
Other income	7	31,430	38,120
Other gains and losses, net	8	(73,117)	17,867
Selling and distribution expenses		(205,741)	(225,254)
Administrative expenses		(138,699)	(153,186)
Net gain (loss) from changes in fair value of investment properties	15	21,232	(21,639)
Impairment loss under expected credit loss model, net of reversal		(23,401)	(19,878)
Share of results of associates		5,717	7,751
Finance costs	9	(56,960)	(52,281)
Profit before tax		178,881	274,305
Income tax expense	10	(68,026)	(62,984)
Profit for the year	11	110,855	211,321
Profit for the year attributable to:			
Owners of the Company		44,460	115,106
Non-controlling interests		66,395	96,215
		110,855	211,321
		HK Cents	HK Cents
Earnings per share	14		
Basic		16.0	41.4
Diluted		16.0	41.4

Consolidated Statement of Profit or Loss and Other Comprehensive Income

FOR THE YEAR ENDED 31 DECEMBER 2022

	2022 HK\$'000	2021 HK\$'000
Profit for the year	<u>110,855</u>	<u>211,321</u>
Other comprehensive income (expense):		
Items that will not be reclassified to profit or loss		
Fair value gain (loss) on equity instruments at fair value through other comprehensive income ("FVTOCI")	<u>13,272</u>	(31,666)
Adjustment on actuarial assumptions on retirement benefits obligations	<u>2,809</u>	—
	<u>16,081</u>	<u>(31,666)</u>
Items that may be subsequently reclassified to profit or loss		
Exchange differences arising on translation of foreign operations		
— Subsidiaries	<u>(71,179)</u>	(119,892)
— Associates	<u>(13,588)</u>	(980)
	<u>(84,767)</u>	<u>(120,872)</u>
Other comprehensive expense for the year	<u>(68,686)</u>	<u>(152,538)</u>
Total comprehensive income for the year	<u>42,169</u>	<u>58,783</u>
Total comprehensive (expense) income for the year attributable to:		
Owners of the Company	<u>(7,625)</u>	(2,334)
Non-controlling interests	<u>49,794</u>	<u>61,117</u>
	<u>42,169</u>	<u>58,783</u>

Consolidated Statement of Financial Position

AT 31 DECEMBER 2022

	<i>NOTES</i>	2022 HK\$'000	2021 HK\$'000
Non-current Assets			
Investment properties	15	3,764,871	4,110,724
Property, plant and equipment	16	673,004	649,142
Right-of-use assets	17	29,310	31,675
Goodwill	18	126,406	126,406
Interests in associates	19	94,788	105,092
Equity instruments at fair value through profit or loss ("FVTPL")	20	188,412	187,609
Equity instruments at FVTOCI	21	47,296	48,082
Deferred tax assets	34	80,753	89,382
Other financial assets	22	4,577	10,064
Other assets		2,500	2,500
		5,011,917	5,360,676
Current Assets			
Inventories	23	1,062,338	1,359,475
Trade and other receivables, deposits and prepayments	24	1,504,190	1,575,970
Amount due from an associate	25	292	355
Derivative financial instruments	30	—	394
Tax recoverable		5,193	519
Equity instruments at FVTPL	20	86,419	23,369
Pledged deposits	26	308,016	340,702
Cash and cash equivalents	26	862,086	976,510
		3,828,534	4,277,294
Current Liabilities			
Trade payables, other payables and accruals	27	929,323	1,180,060
Contract liabilities	28	17,480	13,005
Lease liabilities	29	15,651	16,235
Advance lease payments		1,482	1,693
Amount due to an associate	25	19	20
Derivative financial instruments	30	11,817	—
Tax payable		24,483	51,644
Bank borrowings	31	2,549,538	2,736,121
Bonds	32	59,586	—
Rental deposits	33	12,835	16,515
		3,622,214	4,015,293
Net Current Assets		206,320	262,001
Total Assets less Current Liabilities		5,218,237	5,622,677

Consolidated Statement of Financial Position

AT 31 DECEMBER 2022

	<i>NOTES</i>	2022 HK\$'000	2021 HK\$'000
Non-current Liabilities			
Lease liabilities	29	38,767	48,708
Advance lease payments		24,065	31,522
Bank borrowings	31	844,315	1,160,335
Bonds	32	172,097	262,783
Rental deposits	33	83,527	91,362
Deferred tax liabilities	34	111,805	108,642
Retirement benefits obligations	35	18,827	20,415
		1,293,403	1,723,767
Net Assets			
		3,924,834	3,898,910
Capital and Reserves			
Share capital	36	27,797	27,797
Share premium		73,400	73,400
Other reserves		(100,109)	(39,983)
Retained profits		3,355,559	3,300,943
Equity attributable to owners of the Company		3,356,647	3,362,157
Non-controlling interests		568,187	536,753
Total Equity			
		3,924,834	3,898,910

The consolidated financial statements on pages 46 to 152 were approved and authorised for issue by the Board of Directors on 30 March 2023 and are signed on its behalf by:

LIM KIA HONG
DIRECTOR

LIM KIAH MENG
DIRECTOR

Consolidated Statement of Changes in Equity

FOR THE YEAR ENDED 31 DECEMBER 2022

	Attributable to the owners of the Company										Non-controlling interests HK\$'000	Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Investments reserve HK\$'000	Translation reserve HK\$'000	Property revaluation reserve HK\$'000	Contributed surplus HK\$'000 (Note 1)	Share options reserve HK\$'000	Other reserve HK\$'000 (Note 2)	Retained profits HK\$'000	Total HK\$'000		
At 1 January 2021	27,797	73,400	(11,533)	43,099	933	2,860	3,695	(17,558)	3,185,837	3,308,530	402,547	3,711,077
Profit for the year	–	–	–	–	–	–	–	–	115,106	115,106	96,215	211,321
Other comprehensive expense for the year	–	–	(31,391)	(86,049)	–	–	–	–	–	(117,440)	(35,098)	(152,538)
Total comprehensive (expense) income for the year	–	–	(31,391)	(86,049)	–	–	–	–	115,106	(2,334)	61,117	58,783
Partial disposal of interest in a subsidiary (Note 2)	–	–	–	(96)	–	–	–	56,057	–	55,961	19,088	75,049
Contribution from non-controlling interests	–	–	–	–	–	–	–	–	–	–	92,320	92,320
Redemption of preference shares	–	–	–	–	–	–	–	–	–	–	(2,991)	(2,991)
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	–	–	(35,328)	(35,328)
At 31 December 2021	27,797	73,400	(42,924)	(43,046)	933	2,860	3,695	38,499	3,300,943	3,362,157	536,753	3,898,910
Profit for the year	–	–	–	–	–	–	–	–	44,460	44,460	66,395	110,855
Other comprehensive income (expense) for the year	–	–	13,540	(68,434)	–	–	–	–	2,809	(52,085)	(16,601)	(68,686)
Total comprehensive income (expense) for the year	–	–	13,540	(68,434)	–	–	–	–	47,269	(7,625)	49,794	42,169
Acquisition of interest in a subsidiary (Note 2)	–	–	–	37	–	–	–	7,637	–	7,674	(57,246)	(49,572)
Contribution from non-controlling interests	–	–	–	–	–	–	–	–	–	–	78,959	78,959
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	–	–	(40,073)	(40,073)
Dividend recognised as distribution	–	–	–	–	–	–	–	–	(5,559)	(5,559)	–	(5,559)
Reclassification upon disposal of equity instruments at FVTOCI	–	–	(12,906)	–	–	–	–	–	12,906	–	–	–
At 31 December 2022	27,797	73,400	(42,290)	(111,443)	933	2,860	3,695	46,136	3,355,559	3,356,647	568,187	3,924,834

Notes:

- Contributed surplus represents the excess of the nominal value of the shares of the acquired subsidiaries over the nominal value of the Company's shares issued for the acquisition upon the Group reorganisation in preparation for the listing of the Company's shares in the year 1992.
- Other reserve represents a) the difference between the fair value of the consideration (net of transaction costs) and the carrying amount of the reduction in the Company's interest in SiS Mobile Holdings Limited ("SiS Mobile"), arising from the listing of SiS Mobile's shares on The Stock Exchange of Hong Kong Limited on 15 January 2015, amounted to a debit of HK\$17,558,000, b) the difference by which the non-controlling interests were adjusted and the consideration (net of transaction costs and capital gain tax) in relation to the disposal of partial interest of the Company's interest in SiS Distribution (Thailand) Public Company Limited ("SiS Thai"), whose shares are listed on The Stock Exchange of Thailand, amounted to a credit of HK\$56,057,000. On 25 June 2021, the Group disposed 10,000,000 ordinary shares of SiS Thai, its non-wholly owned subsidiary, to independent third parties, at a consideration of HK\$89,583,000. The percentage of shareholding in such subsidiary decreased from 63.5% to 60.8% as a consequence. The difference between the consideration received (net of capital gain tax of HK\$14,534,000), the non-controlling interests adjusted of HK\$19,088,000 and the adjustment to translation reserve of HK\$96,000 (debit), amounted to HK\$56,057,000, has been credited and accumulated under "other reserve"; and c) the difference between the fair value of the consideration (net of transaction costs) and the carrying amount of the increment in the Company's interest in Tokutei Mokuteki Kaisha SSG23 on 21 December 2022, amounted to a credit of HK\$7,637,000.

Consolidated Statement of Cash Flows

FOR THE YEAR ENDED 31 DECEMBER 2022

	NOTE	2022 HK\$'000	2021 HK\$'000
OPERATING ACTIVITIES			
Profit before tax		178,881	274,305
Adjustments for:			
Depreciation of property, plant and equipment		30,816	32,338
Depreciation of right-of-use assets		12,508	12,164
Dividend income from equity instruments at FVTOCI		(979)	(1,309)
Dividend income from equity instruments at FVTPL		(872)	(1,507)
Finance costs		56,960	52,281
(Gain) loss from changes in fair value of investment properties		(21,232)	21,639
Gain on disposal of property, plant and equipment		(33)	(76)
(Loss) gain from changes in fair value of derivative financial instruments		12,090	(2,351)
Loss on disposal of investments in an associate		—	37
Loss (gain) from changes in fair value of equity instruments at FVTPL		46,451	(11,487)
Impairment losses under expected credit loss model, net of reversal		23,401	19,878
Interest income		(7,493)	(2,395)
(Reversal of) provision for retirement benefits obligations	35	(883)	3,425
Share of results of associates		(5,717)	(7,751)
Write-down of inventories		10,711	13,604
Operating cash flows before movements in working capital		334,609	402,795
Decrease (increase) in inventories		242,080	(797,581)
Decrease (increase) in amounts due from (to) associates		126	(37)
Decrease (increase) in trade and other receivables, deposits and prepayments		19,860	(331,269)
Decrease in rental deposits and advance lease payment		(4,942)	(6,015)
(Decrease) increase in trade payables, other payables and accruals		(213,036)	293,130
Increase (decrease) in contract liabilities		4,475	(20,649)
CASH GENERATED FROM (USED IN) OPERATIONS		383,172	(459,626)
Tax paid		(78,623)	(56,954)
NET CASH FROM (USED IN) OPERATING ACTIVITIES		304,549	(516,580)

Consolidated Statement of Cash Flows
FOR THE YEAR ENDED 31 DECEMBER 2022

	2022 HK\$'000	2021 HK\$'000
INVESTING ACTIVITIES		
Acquisition of investment properties	(11,176)	(7,423)
Dividend received from an associate	2,433	2,212
Dividend received from equity instruments at FVTPL	872	1,507
Dividend received from equity instruments at FVTOCI	979	1,309
Interest received	7,493	2,395
Withdrawal of pledged deposits	32,686	110,903
Purchase of property, plant and equipment	(14,602)	(17,941)
Proceeds from disposal of property, plant and equipment	74	756
Refund of rental deposits	113	425
Purchase of equity instruments at FVTPL	(142,128)	(39)
Purchase of equity instruments at FVTOCI	(2,730)	(1,404)
Proceeds from disposal of equity instruments at FVTPL	33,898	—
Proceeds from disposal of equity instruments at FVTOCI	5,060	—
Proceeds on disposal of an interest in an associate	—	13,284
Proceeds from disposal of investment properties	—	50,574
NET CASH (USED IN) FROM INVESTING ACTIVITIES	(87,028)	156,558
FINANCING ACTIVITIES		
Acquisition of additional interest in a subsidiary	(47,539)	—
Dividends paid to ordinary shareholders	(5,559)	—
Dividends paid to non-controlling interests	(40,073)	(35,328)
Proceeds from disposal of partial interest in a subsidiary	—	75,705
Redemption of preference shares	—	(2,991)
Repayments of lease liabilities	(18,066)	(16,581)
Interest paid	(54,952)	(48,915)
Contribution from non-controlling interests	78,959	92,320
New bank borrowings raised	4,383,807	4,940,355
Repayments of bank borrowings	(4,586,006)	(4,409,658)
New bonds raised	—	70,500
Repayments of bonds	—	(70,500)
New loan raised from a related company	40,000	—
Repayment of loan from a related company	(40,000)	—
NET CASH (USED IN) FROM FINANCING ACTIVITIES	(289,429)	594,907
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(71,908)	234,885
CASH AND CASH EQUIVALENTS AT 1 JANUARY	976,510	795,110
Effect of foreign exchange rate changes	(42,516)	(53,485)
CASH AND CASH EQUIVALENTS AT 31 DECEMBER, represented by bank balances and cash	862,086	976,510

Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2022

1. GENERAL INFORMATION

SiS International Holdings Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “HKEX”). Its immediate parent is Gold Sceptre Limited and its ultimate parent is Summertown Limited, a company with ultimate controlling shareholders are Mr. Lim Kiah Meng, Mr. Lim Kia Hong and their respective spouses. Mr. Lim Kiah Meng and Mr. Lim Kia Hong are also the directors of the Company. Both holding companies are incorporated in the British Virgin Islands. The addresses of the registered office and principal place of business of the Company are disclosed in the “Corporate information” section of the annual report.

The Company acts as an investment securities trading and investment holding company and provides corporate management services. The principal activities of its principal subsidiaries are set out in note 45.

The consolidated financial statements are presented in Hong Kong Dollar (“HK\$”), 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 Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual periods beginning on 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
Amendment 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 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 *Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)* (the “2020 Amendments”) and Amendments to HKAS 1 *Non-current Liabilities with Covenants* (the “2022 Amendments”)

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.
- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

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 *Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)* (the “2020 Amendments”) and Amendments to HKAS 1 *Non-current Liabilities with Covenants* (the “2022 Amendments”) (Continued)

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity’s right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if the entity classify liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

Based on the Group’s outstanding liabilities as at 31 December 2022, the application of the 2020 and 2022 Amendments will not result in reclassification of the Group’s liabilities.

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.

Amendments to HKAS 8 *Definition of Accounting Estimates*

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty — that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

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

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 on the HKEX and by the Hong Kong Companies Ordinance.

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis, except for investment properties and certain financial instruments that are measured at 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 of 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 is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with 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*.

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 transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

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)

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 when 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.

When the Group is an investor of a fund in which the Group also acts as a fund manager, the Group will determine whether it is a principal or an agent for the purpose of assessing whether the Group controls the relevant fund.

An agent is a party primarily engaged to act on behalf and for the benefit of another party or parties (the principal(s)) and therefore does not control the investee when it exercises its decision-making authority. In determining whether the Group is an agent to the fund, the Group would assess:

- the scope of its decision-making authority over the investee;
- the rights held by other parties;
- the remuneration to which it is entitled in accordance with the remuneration agreements; and
- the decision maker's exposure to variability of returns from other interests that it holds in the investee.

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)

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 from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item 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.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the 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 interest in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interest entitling their holders to a proportionate share of net asset of the relevant subsidiaries upon liquidation.

Changes in the Group's interests in existing subsidiaries

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.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

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)

Goodwill (Continued)

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

Investments in associates

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.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates 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 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. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), 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 that associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, 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.

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 associates (Continued)

The Group assesses whether there is an objective evidence that the interests in associates 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.

When the Group ceases to have significant influence over an associate, 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 of the Group (such as a sale), profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of the interests in the associate that are not related to the Group.

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.

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)

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

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.

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.

Variable consideration

For contracts that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using the most likely amount, which better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

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)

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

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 on or after the date of initial application of HKFRS 16 or arising from business combinations, 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. As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

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, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

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.

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)

Short-term leases

The Group applies the short-term lease recognition exemption to leases 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 and leases of low-value assets 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, unless those costs are incurred to produce inventories.

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 other than adjustments to lease liabilities resulting from Covid-19-related rent concessions in which the Group applied the practical expedient.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, 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 that do not meet the definition of investment property as a separate line item on the consolidated statement of financial position. Right-of-use assets that meet the definition of investment property are presented within “investment properties”.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 *Financial Instruments* 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.

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 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;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; 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; or
- the lease payments change due to changes in expected payment under a guaranteed residual value, 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 the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified 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.

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, the Group applies the practical expedient to remeasure the lease liabilities by discounting the revised lease payments using the unchanged discount rate and makes a corresponding adjustment to the related right-of-use assets. A lease modification is required by interest rate benchmark reform if, and only if, both of these conditions are met:

- the modification is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the lease payments is economically equivalent to the previous basis (i.e. the basis immediately preceding the 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)

Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

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.

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 model. Variable lease payments that do not depend on an index or a rate are recognised as income when they arise.

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

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 lessor (Continued)

Refundable rental deposits

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

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.

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.

For rent concession under which the Group legally releases the lessee from its obligation to make specifically identified lease payment, of which some of these lease payments are contractually due but not paid and some of them are not yet contractually due, the Group accounts for the portions which have been recognised as operating lease receivables (i.e. the lease payments which are contractually due but not paid) by applying the expected credit loss ("ECL") and derecognition requirements under HKFRS 9 and applies lease modification requirements for the forgiven lease payments that the Group has not recognised (i.e. the lease payments which are not yet contractually due) as at the effective date of modification.

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 exchange prevailing on the dates of the transactions. At the end of the 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.

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)

Foreign currencies (Continued)

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.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of 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, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest becomes a financial asset), 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.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange differences is reclassified to profit or loss. Settlements of monetary items which formed part of net investment in foreign operations without changes in the Group's ownership interests is not considered as partial disposals.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

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.

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

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)

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. Such grants are presented under “other income”.

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefit plans and the Mandatory Provident Fund (“MPF”) Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

Contributions to the MPF Scheme vest fully and immediately with the employees. Accordingly, there was no forfeited contribution under the MPF Scheme which may be used by the Group to reduce its existing level of contributions during the years ended 31 December 2022 and 2021.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. In determining the present value of the Group’s defined benefit obligations and the related current service cost and, where applicable, past service cost, the Group attributes benefit to periods of service under the plan’s benefit formula. However, if an employee’s service in later years will lead to a materially higher level of benefit than earlier years, the Group attributes the benefit on a straight-line basis from:

- (a) the date when service by the employee first leads to benefits under the plan (whether or not the benefits are conditional on further service) until
- (b) the date when further service by the employee will lead to no material amount of further benefits under the plan, other than from further salary 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)

Employee benefits (Continued)

Retirement benefit costs (Continued)

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the consolidated statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained profits and will not be reclassified to profit or loss.

Past service cost is recognised in profit or loss in the period of a plan amendment or curtailment and a gain or loss on settlement is recognised when settlement occurs. When determining past service cost, or a gain or loss on settlement, an entity shall remeasure the net defined benefit liability or asset using the current fair value of plan assets and current actuarial assumptions, reflecting the benefits offered under the plan and the plan assets before and after the plan amendment, curtailment or settlement, without considering the effect of asset ceiling (i.e. the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan).

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. However, if the Group remeasures the net defined benefit liability or asset before plan amendment, curtailment or settlement, the Group determines net interest for the remainder of the annual reporting period after the plan amendment, curtailment or settlement using the benefits offered under the plan and the plan assets after the plan amendment, curtailment or settlement and the discount rate used to remeasure such net defined benefit liability or asset, taking into account any changes in the net defined benefit liability or asset during the period resulting from contributions or benefit payments.

Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

The retirement benefit obligation recognised in the consolidated statement of financial position represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

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)

Short-term and other long-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, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

Share-based payments

Equity-settled share-based payment transactions

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding adjustment to the in equity (share options reserve). At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained profits.

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

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” because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on the temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. 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 deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary differences 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 and interests 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 the 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 when 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.

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)**

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, except for freehold land, which is always presumed to be recovered entirely 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 *Income Taxes* 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.

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.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

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

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Freehold lands are not depreciated and are measured at cost less subsequent accumulated impairment losses.

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 is presented as "right-of-use assets" in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. 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.

Depreciation is recognised so as to write off the cost of assets other than freehold land less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values 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.

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 measured initially 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.

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)

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

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 the disposal. A leased property which is recognised as a right-of-use asset is derecognised if the Group as intermediate lessor classifies the sublease as a finance lease. 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.

The Group transfer a property from investment properties to property, plant and equipment where there is a change in use, evidenced by commencement of owner-occupation.

Impairment losses on property, plant and equipment, right-of-use assets and other assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and other assets, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment, right-of-use assets and other 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.

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.

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 losses on property, plant and equipment, right-of-use assets and other assets other than goodwill (Continued)

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 a 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.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a 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 a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Cash and cash equivalents

Cash and cash equivalents 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 purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

Bank balances for which use by the Group is subject to third party contractual restrictions are included as part of cash unless the restrictions result in a bank balance no longer meeting the definition of cash. Contractual restrictions affecting use of bank balances are disclosed in note 26.

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)****Inventories**

Inventories are stated at the lower of cost and net realisable value ("NRV"). Cost of inventories are determined on a weighted average method. 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.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

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 *Revenue from Contracts with Customers*. 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 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 FVTPL are recognised immediately in profit or loss.

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.

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

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, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

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. 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. 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) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investments reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as 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 subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under ECL model on financial assets (including trade and other receivables, lease receivables, amount due from an associate, deposits paid, loan receivables, pledged deposits and bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at the end of each reporting period 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 and lease receivables. The ECL on trade and lease receivables are assessed collectively using a provision matrix with appropriate groupings and individually for credit impaired balances.

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 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.

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.

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 subject to impairment assessment under HKFRS 9 (Continued)

(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.

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.

(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, when the amounts are over one year 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.

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 subject to impairment assessment under HKFRS 9 (Continued)

(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 and 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. The Group uses a practical expedient in estimating ECL on trade and lease receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

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.

Lifetime ECL for trade and lease receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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 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.

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 and lease receivables, where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

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 an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments reserve is not reclassified to profit or loss, but is transferred to retained profits.

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 equity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

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 liabilities and equity (Continued)

Financial liabilities

Financial liabilities (including trade and other payables, rental deposits, amount due to an associate, bonds and bank borrowings) 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.

Changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform

For changes in the basis for determining the contractual cash flows of a financial asset or financial liability to which the amortised cost measurement applies as a result of interest rate benchmark reform, the Group applies the practical expedient to account for these changes by updating the effective interest rate, such change in effective interest rate normally has no significant effect on the carrying amount of the relevant financial asset or financial liability.

A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if and only if, both these conditions are met:

- the change is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis (i.e. the basis immediately preceding the change).

Derivative financial instruments

Derivative 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 JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, 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 associated 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 ongoing 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 for investment properties

For the purposes of measuring deferred tax liabilities or assets 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 directors of the Company have reviewed the Group's investment properties located in Japan and concluded that these properties are held under 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 except for the investment properties which the land under freehold. Such properties are presumed to be recovered entirely through sale.

The directors of the Company have also reviewed the Group's investment properties located in Hong Kong, Singapore and Thailand and concluded that the carrying amounts of these properties are to be recovered entirely through sale.

Accordingly, deferred taxation for these investment properties is measured based on the expected manner as to how the properties will be recovered.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical judgements in applying accounting policies (Continued)

Determination of consolidation of investment funds

The Group set up certain investment funds in which the Group is an investor and also the fund manager. The Group has decision-making authority and power over the relevant activities of the fund because the Group, acting as the fund manager, can decide which investments the fund should acquire or dispose of. All facts and circumstances are taken into consideration in the assessment of whether the Group, as an investor, controls the investment funds. The principle of control sets out the following three elements of control: (a) power over the investment funds; (b) exposure, or rights, to variable returns from involvement with the investment funds; and (c) the ability to use power over the investment funds to affect the amount of the investor's returns. The Group's initial assessment of control or its status as a principal or an agent would not change simply because of a change in market conditions (e.g. a change in the investee's returns driven by market conditions), unless the change in market conditions changes one or more of the three elements of control listed above or changes the overall relationship between a principal and an agent. For these investment funds, the Group assesses whether (i) there are any other holders in these investment funds which have practical ability to remove the Group, and prevent the Group to direct the relevant activities of the investment funds; and (ii) the combination of investments it held together with its remuneration creates exposure to variability of returns from the activities of the investment funds.

As at 31 December 2022, the directors of the Company concluded that the Group had control over these investments funds.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key source 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 within the next financial year.

Net realisable value of inventories

The cost of inventories is written down to NRV when the cost of inventories is not recoverable. The cost of inventories may not be recoverable if those inventories are damaged, if they have become wholly or partially obsolete, or if their selling prices have declined. When the NRV of an item of inventory is less than the carrying amount, the excess is written off immediately in the profit or loss. The management's review and estimation of the NRV is primarily based on the ageing, conditions and marketability of the inventories. The Group carried out the inventory review at the end of the reporting period and made the necessary allowance on obsolete and slow moving items so as to write off or write down inventories to their NRVs. The carrying amount of inventories is HK\$1,062,338,000 (2021: HK\$1,359,475,000). During the year ended 31 December 2022, write-down of inventories of HK\$10,711,000 (2021: HK\$13,604,000) was recognised in profit or loss.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (Continued)

Fair values of investment properties

Investment properties are stated at fair value based on the valuation performed by independent professional valuers. The determination of the fair value involves certain assumptions of market conditions which are set out in note 15.

In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions. As at 31 December 2022, the carrying amount of the Group's investment properties is HK\$3,764,871,000 (2021: HK\$4,110,724,000).

Fair value measurement of financial instruments

Certain of the Group's unquoted equity instruments amounting to HK\$12,327,000 (2021: HK\$24,240,000) as at 31 December 2022 are stated at fair values as determined based on valuation techniques which involves unobservable inputs.

Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could affect the reported fair values of these instruments. See note 39(c) for further disclosures.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

5. REVENUE

(i) Disaggregation of revenue from contracts with customers

	2022			2021		
	Distribution of mobile and IT products HK\$'000	Hotels operations HK\$'000	Total HK\$'000	Distribution of mobile and IT products HK\$'000	Hotels operations HK\$'000	Total HK\$'000
Types of goods or service						
Distribution of mobile and IT products						
Mobile products	3,080,408	—	3,080,408	4,395,363	—	4,395,363
IT products	5,881,674	—	5,881,674	6,291,686	—	6,291,686
	<u>8,962,082</u>	<u>—</u>	<u>8,962,082</u>	<u>10,687,049</u>	<u>—</u>	<u>10,687,049</u>
Commission income	16,205	—	16,205	41,561	—	41,561
Hotel Operations						
Room revenue	—	47,508	47,508	—	25,577	25,577
Food and beverage	—	31,810	31,810	—	23,081	23,081
	<u>—</u>	<u>79,318</u>	<u>79,318</u>	<u>—</u>	<u>48,658</u>	<u>48,658</u>
Revenue from contracts with customers	<u>8,978,287</u>	<u>79,318</u>	<u>9,057,605</u>	<u>10,728,610</u>	<u>48,658</u>	<u>10,777,268</u>
Leasing of investment properties			<u>170,124</u>			<u>221,974</u>
Total revenue			<u>9,227,729</u>			<u>10,999,242</u>
Geographical market						
Hong Kong	2,522,828	—	2,522,828	2,950,624	—	2,950,624
Thailand	6,455,459	—	6,455,459	7,777,986	—	7,777,986
Japan	—	79,318	79,318	—	48,658	48,658
Total before leasing of investment properties	<u>8,978,287</u>	<u>79,318</u>	<u>9,057,605</u>	<u>10,728,610</u>	<u>48,658</u>	<u>10,777,268</u>
Timing of revenue recognition						
At a point in time	8,978,287	31,810	9,010,097	10,728,610	23,081	10,751,691
Over time	—	47,508	47,508	—	25,577	25,577
Total before leasing of investment properties	<u>8,978,287</u>	<u>79,318</u>	<u>9,057,605</u>	<u>10,728,610</u>	<u>48,658</u>	<u>10,777,268</u>

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

5. REVENUE (CONTINUED)

(ii) Performance obligations for contracts with customers

Revenue from distribution of mobile and IT products

For distribution of mobile and IT products, the Group is acting as a principal as the Group and the customers control the specified good before that good is further transferred. The revenue is recognised at a point in time when control of the goods has transferred, being when (i) the goods have been picked up by the customers in warehouse; or (ii) the goods have been delivered to the customers' specific location and the Group received acceptance confirmations from customers. Upon the relevant goods are picked up by the customers or delivered to the customers' specific location, the customers have full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The Group allows credit period from 30 day to 90 days to certain trade customers. Sale return and warranty on defect items are borne by the suppliers. Rebate to customers are settled on monthly basis.

In addition, the Group also earned commission income from its customers for the purchase of warranty services for IT products provided by the Group's suppliers in which the Group acted as an agent. The commission income is recognised at a point of time.

Revenue from hotel operations

Hotel room revenue is recognised over the contract period when the relevant services are provided by the Group and the customers simultaneously receive and consume the benefits provided by the Group's performance.

The Group receives deposit from customers when the hotel room reservation is made. The deposits received from the contracts prior to meeting the above criteria for revenue recognition are recognised as deposits.

For food and beverage for which the control of services is transferred at a point in time, revenue is recognised when the related services have been rendered to customers.

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

As at 31 December 2022 and 2021, contracts with customers with unsatisfied performance obligations for the distribution of mobile and IT products and hotel operations have original expected duration of one year or less. As permitted under HKFRS 15, the aggregate amount of transaction price allocated to these unsatisfied performance obligations is not disclosed.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

5. REVENUE (CONTINUED)

(iv) Leases

	2022 HK\$000	2021 HK\$000
For operating leases:		
Lease payments	168,474	220,086
Variable lease payments	1,650	1,888
	<u>170,124</u>	<u>221,974</u>

6. SEGMENT INFORMATION

Information reported to the executive directors, being the chief operating decision makers (“CODM”), for the purpose of resource allocation and assessment of segment performance focuses on the distribution of mobile and IT products (Hong Kong and Thailand), property investment and hotel operations (Japan and other regions) and securities investment. Segment liabilities have not been presented as these are not presented to the CODM.

Segment revenue and results

The following is an analysis of the Group’s revenue and results by reportable and operating segments for the year:

	2022					Consolidated HK\$'000
	Distribution of mobile and IT products		Property investment and hotel operations		Securities investment	
	Hong Kong HK\$'000	Thailand HK\$'000	Japan HK\$'000	Other regions HK\$'000	HK\$'000	
Segment revenue						
– Revenue from contracts with customers	2,522,828	6,455,459	79,318	–	–	9,057,605
– Leasing of investment properties	–	–	142,063	28,061	–	170,124
External sales	<u>2,522,828</u>	<u>6,455,459</u>	<u>221,381</u>	<u>28,061</u>	–	<u>9,227,729</u>
Segment profit	<u>45,891</u>	<u>206,976</u>	<u>83,805</u>	<u>(14,295)</u>	<u>(44,600)</u>	277,777
Share of results of associates						5,717
Finance costs						(56,960)
Other unallocated income						8,472
Unallocated corporate expenses						<u>(56,125)</u>
Profit before taxation						<u>178,881</u>

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

6. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (Continued)

	2021					
	Distribution of mobile and IT products		Property investment and hotel operations		Securities investment	Consolidated
	Hong Kong HK\$'000	Thailand HK\$'000	Japan HK\$'000	Other regions HK\$'000	HK\$'000	HK\$'000
Segment revenue						
– Revenue from contracts with customers	2,950,624	7,777,986	48,658	–	–	10,777,268
– Leasing of investment properties	–	–	180,563	41,411	–	221,974
External sales	2,950,624	7,777,986	229,221	41,411	–	10,999,242
Segment profit	48,825	251,200	5,891	50,273	14,302	370,491
Share of results of associates						7,751
Finance costs						(52,281)
Other unallocated income						565
Unallocated corporate expenses						(52,221)
Profit before taxation						274,305

Segment profit reported to the CODM for the purposes of resource allocation and performance assessment does not include share of results of associates, finance costs, other unallocated income and unallocated corporate expenses.

Segment assets

The following is an analysis of the Group's assets by reportable segment:

	2022					
	Distribution of mobile and IT products		Property investment and hotel operations		Securities investment	Consolidated
	Hong Kong HK\$'000	Thailand HK\$'000	Japan HK\$'000	Other regions HK\$'000	HK\$'000	HK\$'000
Segment assets	390,988	2,504,340	2,970,242	1,847,795	324,627	8,037,992
Interests in associates						94,788
Unallocated corporate assets						707,671
Consolidated total assets						8,840,451

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

6. SEGMENT INFORMATION (CONTINUED)

Segment assets (Continued)

	2021					Consolidated HK\$'000
	Distribution of mobile and IT products		Property investment and hotel operations		Securities investment	
	Hong Kong HK\$'000	Thailand HK\$'000	Japan HK\$'000	Other regions HK\$'000	HK\$'000	
Segment assets	345,623	2,831,762	2,866,225	1,894,531	261,560	8,199,701
Interests in associates						105,092
Unallocated corporate assets						1,333,177
Consolidated total assets						9,637,970

For the purposes of monitoring segment performances and allocating resources between segments, all assets are allocated to operating segments other than interests in associates and unallocated corporate assets.

Other segment information

Segment results and segment assets presented above includes the following:

	2022						Consolidated HK\$'000
	Distribution of mobile and IT products		Property investment and hotel operations		Securities investment	Unallocated	
	Hong Kong HK\$'000	Thailand HK\$'000	Japan HK\$'000	Other regions HK\$'000	HK\$'000	HK\$'000	
Capital additions	322	13,280	946	54	—	—	14,602
Depreciation of property, plant and equipment	1,642	13,815	8,707	6,637	—	15	30,816
Depreciation of right-of- use assets	2,158	10,350	—	—	—	—	12,508
Impairment losses under expected credit loss model, net of reversal	888	4,292	18,221	—	—	—	23,401
(Gain) loss from changes in fair value of investment properties	—	—	(61,484)	40,252	—	—	(21,232)
Loss from changes in fair value of equity instruments at FVTPL	—	—	—	—	46,451	—	46,451
Loss from changes in fair value of derivative financial instruments	—	12,090	—	—	—	—	12,090
Gain on disposal of property, plant and equipment	—	(33)	—	—	—	—	(33)
(Write-back) write-down of inventories	(3,660)	14,371	—	—	—	—	10,711

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

6. SEGMENT INFORMATION (CONTINUED)

Other segment information (Continued)

	2021						
	Distribution of mobile and IT products		Property investment and hotel operations		Securities investment	Unallocated	Consolidated
	Hong Kong HK\$'000	Thailand HK\$'000	Japan HK\$'000	Other regions HK\$'000	HK\$'000	HK\$'000	HK\$'000
Capital additions	259	15,410	2,193	79	—	—	17,941
Depreciation of property, plant and equipment	2,289	14,186	9,486	6,369	—	8	32,338
Depreciation of right-of-use assets	2,018	10,146	—	—	—	—	12,164
Impairment losses under expected credit loss model, net of reversal	406	(8,947)	28,419	—	—	—	19,878
Loss (gain) from changes in fair value of investment properties	—	—	31,789	(10,150)	—	—	21,639
Gain from changes in fair value of equity instruments at FVTPL	—	—	—	—	(11,487)	—	(11,487)
Gain from changes in fair value of derivative financial instruments	—	(2,351)	—	—	—	—	(2,351)
Loss (gain) on disposal of property, plant and equipment	2	(78)	—	—	—	—	(76)
Loss on disposal of investments in an associate	—	—	—	—	—	37	37
(Write-back) write-down of inventories	(483)	14,087	—	—	—	—	13,604

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

6. SEGMENT INFORMATION (CONTINUED)

Geographical information

The Group's revenue from external customers by geographical location of the customers are attributed to the group entities' countries of domicile (i.e. Hong Kong, Japan, Singapore and Thailand).

Information about the Group's revenue by geographical location of the customers and non-current assets by geographical location of assets are set out below:

	Revenue		Non-current assets	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
Hong Kong	2,550,438	2,990,210	1,832,245	1,876,892
Japan	221,381	229,221	2,533,046	2,811,379
Singapore	451	1,825	23,417	22,454
Thailand	6,455,459	7,777,986	78,477	80,816
	9,227,729	10,999,242	4,467,185	4,791,541

Non-current assets excluded goodwill, interests in associates, equity instruments, deferred tax assets, other financial assets and other assets.

Major customer information

During the year ended 31 December 2022 and 2021, no customer contributed over 10% of the total revenue of the Group.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

7. OTHER INCOME

	2022 HK\$000	2021 HK\$000
Dividend income	1,851	2,816
Government subsidy (<i>Note 1</i>)	4,649	12,479
Interest income from banks deposits	7,493	2,395
Maintenance income	10,489	8,716
Utility income (<i>Note 2</i>)	—	4,492
Others	6,948	7,222
	31,430	38,120

Notes:

1. In current year, the government subsidies represent the wage subsidy provided by the Government of Japan and the HKSAR Government under the employment support scheme (2021: wage subsidy provided by the Government of Japan) to help businesses tide over financial difficulties during the COVID-19 epidemic, which are recognised as income at the time the Group fulfilled the relevant granting criteria.
2. The Group earned utility income by charging a price for utilities used by tenants net of direct costs incurred by the Group.

8. OTHER GAINS AND LOSSES, NET

	2022 HK\$000	2021 HK\$000
Exchange (loss) gain, net	(14,609)	3,953
Gain on disposal of property, plant and equipment	33	76
(Loss) gain from changes in fair value of equity instruments at FVTPL	(46,451)	11,487
(Loss) gain from changes in fair value of derivative financial instruments	(12,090)	2,351
	(73,117)	17,867

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

9. FINANCE COSTS

	2022 HK\$000	2021 HK\$000
Interest on bank borrowings	51,050	45,225
Interest on bonds	3,044	3,676
Interest on lease liabilities	1,311	1,671
Interest on rental deposits	1,456	1,709
Interest on loan from a related company	99	—
	<u>56,960</u>	<u>52,281</u>

10. INCOME TAX EXPENSE

	2022 HK\$000	2021 HK\$000
Hong Kong Profits Tax		
Current	4,179	9,287
Underprovision in prior years	66	—
	<u>4,245</u>	<u>9,287</u>
Overseas Tax		
Current year	43,467	65,763
Under(over)provision in prior years	78	(136)
Withholding tax on declared dividend income	3,040	1,222
	<u>46,585</u>	<u>66,849</u>
Deferred taxation (<i>note 34</i>)	<u>17,196</u>	<u>(13,152)</u>
	<u>68,026</u>	<u>62,984</u>

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No.7) Bill 2018 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 25 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, 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%. Accordingly, the Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

10. INCOME TAX EXPENSE (CONTINUED)

Overseas taxation is calculated at the rates prevailing in the respective jurisdictions.

Corporate Tax in Japan is calculated at 23.2% (2021: 23.2%) on the estimated assessable profit for the year. Pursuant to relevant laws and regulations in Japan, withholding tax is imposed at 20.42% and 5% on dividends declared to local investors and foreign investors, respectively, in respect of profit earned by Japanese subsidiaries.

Corporate Tax in Thailand is calculated at 20% (2021: 20%) on the estimated assessable profit for the year.

The income tax expense for the year can be reconciled from the profit before taxation per the consolidated statement of profit or loss as follows:

	2022 HK\$000	2021 HK\$000
Profit before tax	178,881	274,305
Tax at the domestic income tax rate of 16.5% (<i>Note 1</i>)	29,515	45,260
Tax effect of share of results of associates	(943)	(1,279)
Tax effect of expenses not deductible for tax purposes	29,091	27,576
Tax effect of income not taxable for tax purposes	(4,029)	(11,505)
Tax effect of tax benefit of subsidiaries (<i>Note 2</i>)	(7,643)	(7,664)
Tax effect of tax losses and other deductible temporary differences not recognised	10,797	252
Utilisation of tax losses and other deductible temporary differences previously not recognised	(3,227)	(1,563)
Under(over)provision in prior years	144	(136)
Effect of different tax rates of subsidiaries	7,835	3,068
Deferred tax on undistributed earnings of subsidiaries	4,018	7,082
Income tax at concessionary rate at 8.25%	(165)	(165)
Withholding tax on declared dividend income	3,040	1,222
Others	(407)	836
Income tax expense for the year	68,026	62,984

Notes:

1. *Hong Kong Profits Tax rate is used as the domestic tax rate as Hong Kong is the place where the operations of the Group are substantially based.*
2. *Certain of the Group's subsidiaries were incorporated as Tokutei Mokuteki Kaisha ("TMK"), a special purpose entity in Japan for real estate transactions. In accordance with the Act on Special Measures Concerning Taxation, a TMK is permitted to deduct from its taxable income the amount of dividends it declared provided that a TMK is distributing at least 90 per cent of its profits in each financial year.*

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

11. PROFIT FOR THE YEAR

	2022 HK\$000	2021 HK\$000
Profit for the year has been arrived at after charging:		
Auditors' remuneration	6,466	6,690
Cost of inventories recognised as an expense (including write-down of inventories of HK\$10,711,000 (2021: HK\$13,604,000))	8,452,651	10,158,467
Depreciation of property, plant and equipment	30,816	32,338
Depreciation of right-of-use assets	12,508	12,164
Staff costs (<i>Note</i>)	209,755	222,705
Share of tax of associates (included in share of results of associates)	473	(6)
Expense related to short-term lease	775	814
and after crediting:		
Gross rental income from investment properties	170,124	221,974
Less: direct operating expenses	(57,204)	(71,813)
Net rental income	112,920	150,161
Dividend income from equity instruments at FVTOCI	979	1,309
Dividend income from equity instruments at FVTPL	872	1,507
Interest income from bank deposits	7,493	2,395

Note: Staff costs include emoluments to directors as set out in note 12.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

12. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS

Emoluments paid or payable to each of the directors and chief executive officer of the Company during the year are as follows:

	Fees HK\$'000	Salaries and other benefits HK\$'000	Performance bonus HK\$'000	Contributions to retirement benefit scheme HK\$'000	Total HK\$'000
2022					
Executive directors:					
Mr. Lim Kia Hong (Chief executive officer)	418	3,740	336	38	4,532
Mr. Lim Kiah Meng	387	3,769	434	36	4,626
Mr. Lim Hwee Hai	393	3,066	334	35	3,828
Madam Lim Hwee Noi	204	1,839	45	34	2,122
	<u>1,402</u>	<u>12,414</u>	<u>1,149</u>	<u>143</u>	<u>15,108</u>
Independent non-executive directors:					
Mr. Lee Hiok Chuan	280	—	—	—	280
Ms. Ong Wui Leng	280	—	—	—	280
Mr. Ma Shiu Sun Michael	280	—	—	—	280
	<u>840</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>840</u>
	<u>2,242</u>	<u>12,414</u>	<u>1,149</u>	<u>143</u>	<u>15,948</u>
	Fees HK\$'000	Salaries and other benefits HK\$'000	Performance bonus HK\$'000	Contributions to retirement benefit scheme HK\$'000	Total HK\$'000
2021					
Executive directors:					
Mr. Lim Kia Hong (Chief executive officer)	420	3,752	337	43	4,552
Mr. Lim Kiah Meng	391	3,777	336	34	4,538
Mr. Lim Hwee Hai	387	3,078	335	36	3,836
Madam Lim Hwee Noi	205	1,849	46	35	2,135
	<u>1,403</u>	<u>12,456</u>	<u>1,054</u>	<u>148</u>	<u>15,061</u>
Independent non-executive directors:					
Mr. Lee Hiok Chuan	280	—	—	—	280
Ms. Ong Wui Leng	280	—	—	—	280
Mr. Ma Shiu Sun Michael	280	—	—	—	280
	<u>840</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>840</u>
	<u>2,243</u>	<u>12,456</u>	<u>1,054</u>	<u>148</u>	<u>15,901</u>

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

12. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (CONTINUED)

Mr. Lim Kia Hong is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive for both years.

The performance bonus is determined by reference to the performance and resources of the group companies and the performance of the individual directors for both years.

The salaries and other benefits, performance bonus and contribution to retirement benefit scheme paid or payable to executive directors shown above were for the services in connection with the management of the affairs of the Company and the Group for both years.

The fee paid or payable to executive directors and independent non-executive directors' emoluments shown above were for their services as directors of the Company and its subsidiaries for both years.

There was no arrangement under which directors waived or agreed to waive any remuneration for both years.

Of the five individuals with the highest emoluments in the Group, three (2021: three) were directors whose emoluments are disclosed above. The emoluments of the remaining two (2021: two) individual are as follows:

	2022 HK\$000	2021 HK\$000
Salaries and other benefits	8,233	9,330
Contributions to retirement benefit scheme	200	214
	8,433	9,544
	2022	2021
The emoluments are within the following bands		
HK\$2,000,001 to HK\$3,000,000	1	1
HK\$5,000,001 to HK\$6,000,000	—	1
HK\$6,000,001 to HK\$7,000,000	1	—
	2	2

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

13. DIVIDENDS

	2022 HK\$000	2021 HK\$000
Dividend recognised as distribution during the year ended		
Final dividend, paid in respect of the year ended 31 December 2021 of 2.0 HK cents per share (2021: No final dividend paid in respect of the year ended 31 December 2020)	5,559	—

A final dividend of 2.0 HK cents per share amounting to HK\$5,559,000 for the year ended 31 December 2022 have been proposed by the directors of the Company and are subject to approval by the shareholders in the forthcoming annual general meeting.

14. EARNINGS PER SHARE

The calculation of both basic and diluted earnings per share is based on the Group's profit attributable to owners of the Company of HK\$44,460,000 (2021: HK\$115,106,000) and the weighted average number of ordinary shares calculated below.

	2022	2021
Weighted average number of ordinary shares for the purpose of diluted earnings per share	277,966,666	277,966,666

The computation of diluted earnings per share for the year ended 31 December 2022 and 2021 did not assume the exercise of all share options of the Company and share options of SiS Mobile as the exercise prices of those options are higher than the average market prices of the Company and SiS Mobile for both years.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

15. INVESTMENT PROPERTIES

	2022 HK\$000	2021 HK\$000
Completed properties	3,764,871	4,110,724
		HK\$'000
FAIR VALUE		
At 1 January 2021		4,452,242
Exchange realignment		(276,728)
Additions		7,423
Net loss from changes in fair value recognised in profit or loss		(21,639)
Disposal		(50,574)
At 31 December 2021		4,110,724
Exchange realignment		(299,193)
Additions		11,176
Net gain from changes in fair value recognised in profit or loss		21,232
Transfer to property, plant and equipment		(79,068)
At 31 December 2022		3,764,871

An analysis of the investment properties, which are stated at fair value, by geographical location is as follows:

	2022 HK\$000	2021 HK\$000
Hong Kong	1,536,200	1,577,500
Japan	2,188,142	2,500,193
Singapore	23,396	22,157
Thailand	17,133	10,874
	3,764,871	4,110,724

All of the Group's property interests which are held to earn rentals or for capital appreciation purposes (including those that are held under operating leases), are classified and accounted for as investment properties and are measured using the fair value model.

In determining the fair value of the relevant properties, the management has exercised their judgement to determine the appropriate valuation technique and inputs for the fair value measurements.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

15. INVESTMENT PROPERTIES (CONTINUED)

The fair values of the investment properties in Hong Kong, Japan and Singapore, which falls under level 3 of the fair value hierarchy, as at 31 December 2022 and 2021, have been arrived at on the basis of valuations carried out on that date by Cushman & Wakefield Limited, CBRE K.K. and Knight Frank Pte. Ltd. respectively, who are independent qualified professional valuers not connected with the Group. As at 31 December 2022, the valuations were arrived at using the income approach by capitalising the net income from the existing tenancies and reversionary income potential at appropriate capitalisation rates for Hong Kong and Japan investment properties. For Singapore investment properties, the valuations were arrived at reference to comparable market transactions as available in the relevant market. Appropriate adjustment have been made to reflect the difference in market conditions and characteristics of each property such as location, size, view, age and etc., and were appropriate by capitalisation of the net income with due allowance for outgoings and provision for reversionary income potential.

The change of the valuation technique for Hong Kong investment properties is adopted in order to align with the industry practice. The management of the Group considers that the change in valuation technique with respect to those investment properties in Hong Kong as at 31 December 2022 is appropriate as the income approach used in current year is based on adjusted market rentals and capitalisation rate, and shall equally reflect the property value as compared to the valuation technique used in the prior year which was based on market price of similar properties and locations.

The fair values of the investment properties in Thailand which falls under level 3 of the fair value hierarchy, as at 31 December 2022 and 2021, were fair valued by the management by reference to comparable market transactions as available in the relevant market.

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

The valuation obtained for an investment property situated in Japan has been adjusted to avoid double-counting of liabilities that are recognised as separate lease liabilities. A reconciliation between the valuation amount and the adjusted valuation is provided below.

	2022 HK\$000	2021 HK\$000
Valuation of the investment property	616,860	694,602
Recognised lease liabilities	<u>24,821</u>	<u>32,980</u>
Fair value of the investment property	<u>641,681</u>	<u>727,582</u>

Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2022

15. INVESTMENT PROPERTIES (CONTINUED)

During the year ended 31 December 2022, the Group transferred certain hotel properties from investment property to property, plant and equipment at a carrying amount of HK\$79,068,000 upon commencement of owner-occupation.

2022

Investment properties	Fair value	Valuation technique	Significant unobservable input(s)	Sensitivity
Commercial properties in Hong Kong	HK\$1,499,200,000	Income approach	Capitalisation rate, taking into account of capitalisation of rental income potential, nature of the property and prevailing market condition, of 2.375%-3.25%.	A significant increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa.
Residential properties in Hong Kong	HK\$10,000,000	Income approach	Capitalisation rate, taking into account of capitalisation of rental income potential, nature of the property and prevailing market condition, of 2.5%.	A significant increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa.
Carparks in Hong Kong	HK\$27,000,000	Income approach	Capitalisation rate, taking into account of capitalisation of rental income potential, nature of the property and prevailing market condition, of 2.5%.	A significant increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa.
Residential properties in Singapore	HK\$23,396,000	Direct comparison approach	Market unit rate, taking into account the recent transaction prices for similar properties adjusted location, size, view, age and etc., which ranged from SGD1,850 to SGD1,930 per square feet.	A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa.
Office, warehouse and land in Thailand	HK\$17,133,000	Direct comparison approach	Market unit rate, taking into account the recent transaction prices for similar land and properties adjusted location, size, usage, which ranged from THB23 to THB6,900 per square feet.	A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa.
Hotels in Japan	HK\$2,188,142,000	Income approach	Capitalisation rate, taking into account the capitalisation of rental income potential, nature of the property, and prevailing market condition, of 4.3%-7.2%.	A slight increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa.
Total	HK\$3,764,871,000			

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

15. INVESTMENT PROPERTIES (CONTINUED)

2021

Investment properties	Fair value	Valuation technique	Significant unobservable input(s)	Sensitivity
Commercial properties in Hong Kong	HK\$1,539,200,000	Direct comparison approach	Market unit rate, taking into account the recent transaction prices for similar properties adjusted location, size, view, age and etc., which ranged from HK\$6,000 to HK\$30,400 per square feet.	A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa.
Residential properties in Hong Kong	HK\$11,300,000	Direct comparison approach	Market unit rate, taking into account the recent transaction prices for similar properties adjusted location, size, view, age and etc., at HK\$16,700 per square feet.	A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa.
Carparks in Hong Kong	HK\$27,000,000	Direct comparison approach	Market unit rate, taking into account the recent transaction prices for similar properties adjusted location, accessibility and no. of carparking spaces etc., at HK\$4,500,000.	A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa.
Residential properties in Singapore	HK\$22,157,000	Direct comparison approach	Market unit rate, taking into account the recent transaction prices for similar properties adjusted location, size, view, age and etc., which ranged from SGD1,770 to SGD1,850 per square feet.	A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa.
Warehouse and land in Thailand	HK\$10,874,000	Direct comparison approach	Market unit rate, taking into account the recent transaction prices for similar land and properties adjusted location, size, usage, which ranged from THB23 to THB1,300 per square feet.	A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa.
Hotels in Japan	HK\$2,500,193,000	Income approach	Capitalisation rate, taking into account the capitalisation of rental income potential, nature of the property, and prevailing market condition, of 4.3%-7.3%.	A slight increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa
Total	<u>HK\$4,110,724,000</u>			

Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2022

15. INVESTMENT PROPERTIES (CONTINUED)

Details of the Group's investment properties and information about the fair value hierarchy as at the end of the reporting period are as follows:

	Fair value at Level 3 hierarchy	
	2022	2021
	HK\$000	HK\$000
Commercial properties in Hong Kong	1,499,200	1,539,200
Residential properties in Hong Kong	10,000	11,300
Carparks in Hong Kong	27,000	27,000
Residential properties in Singapore	23,396	22,157
Office, warehouse and land in Thailand	17,133	10,874
Hotels in Japan	2,188,142	2,500,193
	3,764,871	4,110,724
Fair value of the investment property		

There were no transfers into or out of level 3 during both years.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

16. PROPERTY, PLANT AND EQUIPMENT

	Freehold land HK\$'000	Hotel properties HK\$'000	Leasehold land and building in Hong Kong HK\$'000	Leasehold improvements HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
COST							
At 1 January 2021	93,240	320,061	320,888	23,694	64,924	3,232	826,039
Exchange realignment	(9,187)	(31,732)	—	(810)	(6,489)	(174)	(48,392)
Additions	—	—	—	203	16,161	1,577	17,941
Disposals	—	—	—	—	(1,523)	(922)	(2,445)
At 31 December 2021	84,053	288,329	320,888	23,087	73,073	3,713	793,143
Exchange realignment	(10,057)	(35,130)	—	(234)	(2,542)	(32)	(47,995)
Additions	—	—	—	233	14,163	206	14,602
Disposals	—	—	—	—	(11,445)	—	(11,445)
Transfer from investment properties (note 15)	—	79,068	—	—	—	—	79,068
At 31 December 2022	73,996	332,267	320,888	23,086	73,249	3,887	827,373
DEPRECIATION AND IMPAIRMENT							
At 1 January 2021	—	60,973	21,104	14,512	25,007	1,367	122,963
Exchange realignment	—	(6,587)	—	(442)	(2,450)	(56)	(9,535)
Provided for the year	—	8,995	6,160	2,938	13,573	672	32,338
Eliminated on disposals	—	—	—	—	(1,467)	(298)	(1,765)
At 31 December 2021	—	63,381	27,264	17,008	34,663	1,685	144,001
Exchange realignment	—	(7,861)	—	(142)	(1,067)	26	(9,044)
Provided for the year	—	8,151	6,160	2,402	13,340	763	30,816
Eliminated on disposals	—	—	—	—	(11,404)	—	(11,404)
At 31 December 2022	—	63,671	33,424	19,268	35,532	2,474	154,369
CARRYING VALUES							
At 31 December 2022	73,996	268,596	287,464	3,818	37,717	1,413	673,004
At 31 December 2021	84,053	224,948	293,624	6,079	38,410	2,028	649,142

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

Hotel properties	2%–3%
Leasehold land and building	2%, or over the term of the lease, whichever is shorter
Leasehold improvements	15% or the term of the lease, whichever is shorter
Furniture, fixtures and equipment	10%–33%
Motor vehicles	20%

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

17. RIGHT-OF-USE ASSETS

	Leased properties	
	2022 HK\$000	2021 HK\$000
As at 1 January		
Carrying amount	31,675	47,153
As at 31 December		
Carrying amount	29,310	31,675
For the year ended		
Depreciation charge	12,508	12,164
Expense relating to short-term leases	775	814
Total cash outflow for leases	20,152	19,066
Additions to right-of-use assets	11,253	989

For both years, the Group leases various offices and warehouses, for its operations. Lease contracts are entered into for fixed term of 3 to 6 years (2021: 3 to 6 years). The Group has extension options in a number of leases for offices and warehouses. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The extension options held are exercisable only by the Group and not by the respective lessors. The Group assessed that it is reasonably certain to exercise all the extension option at the date of initial application. 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.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

18. GOODWILL

	HK\$'000
COST AND CARRYING VALUES	
At 1 January 2021, 31 December 2021 and 31 December 2022	126,406

Goodwill arose from the acquisition of equity interest in a group which engaged in distribution of mobile and IT products in Thailand.

For the purposes of impairment testing, goodwill has been allocated to a group of cash-generating units, in relation to distribution of mobile and IT products in Thailand, which represent the lowest level at which the goodwill is monitored internally for management purpose.

At both 31 December 2022 and 2021, management of the Group determines that there is no impairment on the goodwill, since the recoverable amount which determined with reference to the market capitalisation of such cash-generating units is above the carrying amount.

19. INTERESTS IN ASSOCIATES

	2022 HK\$000	2021 HK\$000
Cost of investment in associates		
Listed overseas	87,224	87,224
Share of post-acquisition profits and reserves, net of dividend received	7,564	17,868
	94,788	105,092
Fair value of listed associates (<i>Note</i>)	123,540	145,733

Note: The fair value of the listed investments is determined based on the quoted market bid price multiplied by the quantity of shares held by the Group.

Name of company	Form of business structure	Country of incorporation/operation	Class of shares held	Proportion of nominal value of issued capital held indirectly by the Company		Proportion of voting rights held indirectly by the Company		Principal activities
				2022	2021	2022	2021	
Information Technology Consultants Limited ("ITCL")	Limited company	Bangladesh	Ordinary	37.6%	37.6%	37.6%	37.6%	Provision of financial services and mobile banking solutions

During the year ended 31 December 2021, the Group disposed its 28.6% equity interest in Wiko Mobile (Thailand) Co., Ltd. to an independent third party and a loss of disposal amounted to HK\$37,000 has been recognised in profit or loss.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

19. INTERESTS IN ASSOCIATES (CONTINUED)

Summarised financial information of material associate

The following are the summarised financial information of ITCL. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs. Such associate is accounted for using equity method in the consolidated financial statements.

	2022 HK\$000	2021 HK\$000
Current assets	151,236	161,574
Non-current assets	83,688	108,318
Current liabilities	(59,398)	(62,799)
Non-current liabilities	(4,038)	(8,196)
	<u>171,488</u>	<u>198,897</u>
Revenue	<u>88,680</u>	<u>87,719</u>
Profit for the year	15,206	19,085
Other comprehensive expense for the year	—	—
Total comprehensive income for the year	<u>15,206</u>	<u>19,085</u>
Group's share of the total profit for the year	<u>5,717</u>	<u>7,175</u>

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

	2022 HK\$000	2021 HK\$000
Net assets of ITCL	171,488	198,897
Proportion of the Group's ownership interest in ITCL	<u>37.6%</u>	<u>37.6%</u>
The Group's share of net assets of ITCL	64,475	74,779
Goodwill (Note)	<u>30,313</u>	<u>30,313</u>
Carrying amount of the Group's interest in ITCL	<u>94,788</u>	<u>105,092</u>

Note: ITCL was listed on the stock exchange in Bangladesh in 2016. The amount represented the fair value of retained interest over the share of diluted interest of net assets of ITCL.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

19. INTERESTS IN ASSOCIATES (CONTINUED)

Aggregate information of associate that is not individually material

	2022 HK\$000	2021 HK\$000
The Group's share of profit for the year	—	576

The Group has discontinued recognising its share of losses of certain associates. The amounts of unrecognised share of losses of these associates, extracted from the management accounts of the relevant associates, both for the year and cumulatively, are as follows:

	2022 HK\$000	2021 HK\$000
Unrecognised share of loss of associates for the year	—	—
Accumulated unrecognised share of losses of associates	(392)	(526)

20. EQUITY INSTRUMENTS AT FVTPL

	2022 HK\$000	2021 HK\$000
Listed securities designated at FVTPL:		
Equity securities listed in Hong Kong	14,752	14,363
Equity securities listed overseas	121,923	173,246
	136,675	187,609
Unlisted securities designated at FVTPL:		
Equity securities established at overseas	51,737	—
Listed securities held for trading		
Equity securities listed overseas	86,419	23,369
Analysed for reporting purposes as:		
Current assets	86,419	23,369
Non-current assets	188,412	187,609
	274,831	210,978

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

21. EQUITY INSTRUMENTS AT FVTOCI

	2022 HK\$000	2021 HK\$000
Listed investments:		
Equity securities listed in Hong Kong	8,395	8,564
Equity securities listed overseas	7,717	15,278
	<u>16,112</u>	<u>23,842</u>
Unlisted investments:		
Equity securities established in Hong Kong	3,651	3,880
Equity securities established overseas	27,533	20,360
	<u>31,184</u>	<u>24,240</u>
	<u>47,296</u>	<u>48,082</u>

The above listed and unlisted equity investments are not held for trading, instead, they are held for long-term strategic purposes. The unlisted equity securities represent investment in entities involve in IT related business and development of hospitality business are held for strategic and capital appreciation purposes. The directors of the Company have elected to designate these investments as equity instruments at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investment for long-term purposes and realising their performance potential in the long run.

22. OTHER FINANCIAL ASSETS

The other financial assets are analysed as follow:

	2022 HK\$000	2021 HK\$000
Rental deposits paid	2,580	2,693
Other receivables (Note)	1,997	7,371
	<u>4,577</u>	<u>10,064</u>

Note: At 31 December 2022, out of HK\$1,997,000 (2021: HK\$7,371,000), there are outstanding balances from two independent third parties with aggregate carrying amount of HK\$1,957,000 (2021: HK\$7,850,000) which were past due over three months. The terms of the receivables have been modified on which fixed interests are charged at 3.00% to 6.00% per annum (2021: 3.00% to 6.00% per annum) respectively and the final maturity dates are August 2024 and August 2026 (2021: August 2024 and August 2026) in which HK\$370,000 (2021: HK\$1,023,000) is to be repaid within twelve months from the date of the reporting period and has been included in trade and other receivables, deposits and prepayments. The receivables are secured by the properties and land title deed.

Details of impairment assessment are set out in note 39.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

23. INVENTORIES

	2022 HK\$000	2021 HK\$000
Finished goods	1,062,338	1,359,475

During the year, write-down of obsolete and slow moving inventories of HK\$10,711,000 (2021: HK\$13,604,000) has been recognised in the profit or loss.

24. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2022 HK\$000	2021 HK\$000
Trade receivables from sales of goods	1,302,849	1,346,123
Lease receivables	28,023	15,781
Less: allowance for credit losses	(25,358)	(14,295)
	1,305,514	1,347,609
Consumption tax receivable	140	3,151
Value added tax receivable	24,997	44,612
Rebate and claims receivable	61,307	15,023
Trade deposits for mobile and IT products	40,630	100,719
Effective rental receivables	23,201	30,006
Prepayments	26,674	15,852
Deposits and others	21,727	18,998
	1,504,190	1,575,970

At 1 January 2021, trade receivables from contracts with customers amounted to HK\$1,153,175,000.

The Group maintains a defined credit policy. Before accepting any new customers, the Group assesses the potential customer's credit quality and defines credit limits by customers. Limits granted to customers are reviewed periodically. For sales of goods, the Group allows credit period range from 30 to 90 days to its trade customers. No credit period is granted to the customers for renting of properties. Rent is payable on presentation of a demand note. No interest is charged on overdue debts.

Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2022

24. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONTINUED)

The following is an analysis of trade receivables and lease receivables by age, net of allowance for credit losses, presented based on the invoice date for trade receivables and demand note date for lease receivables at the end of the reporting period.

	2022	2021
	HK\$000	HK\$000
Within 30 days	568,092	1,218,277
31 to 90 days	509,510	87,131
91 to 120 days	60,638	20,429
Over 120 days	167,274	21,772
	1,305,514	1,347,609

As at 31 December 2022, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$243,689,000 (2021: HK\$240,888,000) which are past due as at the reporting date. Out of the past due balances, HK\$26,753,000 (2021: HK\$23,584,000) has been past due 90 days or more and is not considered as in default after considering the creditworthiness and past payment history of these debtors. The Group does not hold any collateral over these balances.

Details of impairment assessment are set out in note 39.

25. AMOUNTS DUE FROM (TO) AN ASSOCIATE

The amounts due from/to an associate are in trade nature which are unsecured, interest-free with credit period range from 30 to 90 days.

Details of impairment assessment are set out in note 39.

26. PLEDGED DEPOSITS/CASH AND CASH EQUIVALENTS

Pledged deposits and bank balances comprise of short-term bank deposits which carry interest at market rates ranging from 0.0001% to 3.48% (2021: 0.0001% to 0.32%) per annum.

Pledged deposits that are denominated in foreign currencies, currencies other than the functional currencies of the relevant group entities, amounted to HK\$234,543,000 (2021: HK\$231,611,000).

Details of impairment assessment are set out in note 39.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

27. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

	2022 HK\$000	2021 HK\$000
Trade payables	578,198	787,905
Accrued marketing expenses	171,350	195,010
Receipt in advance for leasing of investment properties	11,395	12,992
Accrued staff costs	62,001	70,093
Other tax payable	14,361	15,523
Interest payable	5,385	4,130
Accruals and other payables	86,633	94,407
	929,323	1,180,060

The average credit period on purchase of goods is 30 to 60 days. The Group has policies in place to ensure that all payables are paid within the credit time frame.

Trade payables that are denominated in United States Dollar ("US\$"), currency other than the functional currencies of the relevant group entities amounted to HK\$124,978,000 (2021: HK\$97,967,000).

The following is an aged analysis of the trade payables, based on the invoice date, at the end of the reporting period.

	2022 HK\$000	2021 HK\$000
Within 30 days	437,838	601,228
31 to 90 days	122,268	165,334
91 to 120 days	5,352	3,156
Over 120 days	12,740	18,187
	578,198	787,905

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

28. CONTRACT LIABILITIES

	2022 HK\$000	2021 HK\$000
Distribution of mobile and IT products	<u>17,480</u>	<u>13,005</u>

As at 1 January 2021, contract liabilities amounted to HK\$33,654,000.

The following table shows how much of the revenue recognised in the current year related to carried-forward contract liabilities:

	Receipts in advance from customers	
	2022 HK\$000	2021 HK\$000
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	<u>13,005</u>	<u>33,654</u>

The Group receives deposits from certain customers when they issues purchase order. This results in contract liabilities being recognised until the control of the mobile and IT products is passed to the customers.

29. LEASE LIABILITIES

	2022 HK\$000	2021 HK\$000
Lease liabilities payable:		
Within one year	15,651	16,235
Within a period of more than one year but not more than two years	14,067	14,022
Within a period of more than two years but not more than five years	10,362	18,173
Within a period of more than five years	<u>14,338</u>	<u>16,513</u>
	54,418	64,943
Less: Amount due for settlement with 12 months shown under current liabilities	<u>(15,651)</u>	<u>(16,235)</u>
Amount due for settlement after 12 months shown under non-current liabilities	<u>38,767</u>	<u>48,708</u>

The weighted average incremental borrowing rates applied to lease liabilities was 3.6% (2021: 3.6%).

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

30. DERIVATIVE FINANCIAL INSTRUMENTS

	2022 HK\$000	2021 HK\$000
Foreign currency forward contracts	<u>11,817</u>	<u>(394)</u>

The terms of the foreign currency forward contracts are listed out as below:

Buy	Sell	Maturity	Contract rates
2022 US\$24,783,000	THB900,388,000	4 January 2023 to 27 June 2023	US\$1:THB34.00 to US\$1:THB37.82
2021 US\$14,315,000	THB475,797,000	10 January 2022 to 5 July 2022	US\$1:THB32.61 to US\$1:THB33.79

31. BANK BORROWINGS

	2022 HK\$000	2021 HK\$000
Bank loans	2,523,083	2,900,088
Trust receipt loans	<u>870,770</u>	<u>996,368</u>
	<u>3,393,853</u>	<u>3,896,456</u>
Secured	2,447,176	2,767,065
Unsecured	<u>946,677</u>	<u>1,129,391</u>
	<u>3,393,853</u>	<u>3,896,456</u>

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

31. BANK BORROWINGS (CONTINUED)

The Group's bank borrowings were repayable as follows:

	2022 HK\$000	2021 HK\$000
Carrying amount of bank borrowings based on scheduled repayment dates sets out in the loan agreements:		
Within one year	2,239,335	2,346,230
Within a period of more than one year but not more than two years	328,943	202,091
Within a period of more than two year but not more than five years	504,727	943,155
More than five years	10,645	15,089
	<u>3,083,650</u>	<u>3,506,565</u>
Carrying amount of bank borrowings that contains a repayment on demand clause (show under current liabilities):		
– repayable within one year	7,438	7,438
– repayable more than one year, but not exceeding two years	246,188	7,438
– repayable more than two year, but not exceeding five years	56,577	375,015
	<u>310,203</u>	<u>389,891</u>
	<u>3,393,853</u>	3,896,456
Less: Amount due within one year shown under current liabilities	<u>(2,549,538)</u>	<u>(2,736,121)</u>
Amount shown under non-current liabilities	<u>844,315</u>	<u>1,160,335</u>

The bank loans bear interest at variable market interest rates, which are based on London Interbank Offer Rate (“LIBOR”) and JPY LIBOR plus a margin, ranging from 0.4% to 1.83% per annum (2021: LIBOR, Singapore Interbank Offer Rate or JPY LIBOR plus 0.4% to 1.75% per annum).

Trust receipt bears floating interest rates from 1.39% to 2.13% per annum (2021: 0.9% to 1.1%).

Bank loans that are denominated in Japanese Yen (“JPY”) and US\$, amounted to JPY15,499,250,000 (equivalent to HK\$923,755,000) (2021: JPY14,329,250,000 (equivalent to HK\$970,090,000)) and US\$Nil (2021: US\$6,000,000 (equivalent to HK\$46,800,000)) respectively. All other bank loans are denominated in functional currency of the respective group entities.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

32. BONDS

Bonds with aggregate principal amount of JPY3,887,304,000 (equivalent to HK\$231,683,000) (2021: JPY3,881,577,000 (equivalent to HK\$262,783,000)) will mature on 29 October 2026 (2021: 29 October 2026). The bonds are all denominated and settled in JPY, bear interest at rates ranging from JPY LIBOR plus 1.0% to 1.9% (2021: JPY LIBOR plus 1.0% to 1.9%) per annum, payable quarterly and non-recourse in nature.

	2022 HK\$000	2021 HK\$000
Carrying amount of bond repayable based on contractual repayment dates:		
Within one year	59,586	—
More than one year but not more than two years	39,242	67,587
More than two years but not more than five years	<u>132,855</u>	<u>195,196</u>
	231,683	262,783
Less: Amount due within one year shown under current liabilities	<u>(59,586)</u>	—
Amount shown under non-current liabilities	<u>172,097</u>	<u>262,783</u>

33. RENTAL DEPOSITS

The amount recognised represents the rental deposits received under operating leases.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

34. DEFERRED TAXATION

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

	Accelerated tax depreciation HK\$'000	Actuarial gain from financial assumptions changes for employee benefit HK\$'000	Allowances for credit losses/ inventories/ accrual HK\$'000	Tax losses HK\$'000	Undistributed earnings of subsidiaries HK\$'000	Revaluation of properties/ impairment of property, plant and equipment HK\$'000	Total HK\$'000
At 1 January 2021	(15,817)	—	77,310	6,947	(69,254)	(33,717)	(34,531)
(Charge) credit to profit or loss	(358)	—	13,454	(237)	(7,082)	7,375	13,152
Exchange realignment	—	—	(8,092)	—	9,735	476	2,119
At 31 December 2021	(16,175)	—	82,672	6,710	(66,601)	(25,866)	(19,260)
(Charge) credit to profit or loss	(909)	(695)	2,892	(202)	(4,018)	(14,264)	(17,196)
Exchange realignment	—	(7)	(2,475)	—	4,791	3,095	5,404
At 31 December 2022	(17,084)	(702)	83,089	6,508	(65,828)	(37,035)	(31,052)

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

	2022 HK\$000	2021 HK\$000
Deferred tax assets	80,753	89,382
Deferred tax liabilities	(111,805)	(108,642)
	(31,052)	(19,260)

At the end of the reporting period, the Group has unutilised tax losses of HK\$246,165,000 (2021: HK\$200,497,000) and other deductible temporary differences of HK\$464,871,000 (2021: HK\$457,560,000). A deferred tax asset has been recognised in respect of the tax losses of HK\$39,450,000 (2021: HK\$40,670,000) and other deductible temporary differences of HK\$415,332,000 (2021: HK\$413,358,000). No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$206,715,000 (2021: HK\$159,827,000) and the other deductible temporary differences of HK\$49,539,000 (2021: HK\$44,202,000) due to the unpredictability of future assessable profit streams. All tax losses can be carried forward indefinitely.

Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2022

35. RETIREMENT BENEFIT SCHEMES

Defined contribution plans

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the Scheme, which contribution is matched by employees.

The total expense recognised in profit or loss of HK\$10,570,000 (2021: HK\$9,234,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

Employees of the Group's subsidiaries incorporated in Singapore are members of pension schemes operated by the local government. The subsidiaries contributions to the pension schemes ranges from 6.5% to 16% of the employees' monthly salaries.

Defined benefit plan

Pursuant to the Employment Ordinance, Chapter 57, the Group has the obligation to pay Long Service Payment ("LSP") to qualifying employees in Hong Kong upon retirement, subject to a minimum of 5 years employment period, based on the following formula:

Last monthly wages (before termination of employment) \times 2/3 \times Years of service

Last monthly wages are capped at HK\$22,500 while the amount of long service payment shall not exceed HK\$390,000. This obligation is accounted for as a post-employment defined benefit plan.

Furthermore, the Mandatory Provident Fund Schemes Ordinance passed in 1995 permits the Group to utilise the Group's mandatory MPF contributions, plus/minus any positive/negative returns thereof (collectively, the "Eligible Offset Amount"), for the purpose of offsetting LSP payable to an employee (the "Offsetting Arrangement"). The LSP obligation, if any, is presented on a net basis.

The Employment & Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 was gazetted on 17 June 2022, which will eventually abolish the Offsetting Arrangement. The Amendment will come into effect prospectively from a date to be determined by the Hong Kong SAR Government, which is expected to be in 2025 (the "Transition Date"). Under the amended Ordinance, the Eligible Offset Amount after the Transition Date can only be applied to offset the pre-Transition Date LSP obligation but no longer eligible to offset the post-Transition Date LSP obligation. Furthermore, the LSP obligations before the Transition Date will be grandfathered and calculated based on the Last monthly wages immediately preceding the Transition Date.

The Group also operates defined benefit plans (the "Plan") for qualifying employees of its subsidiaries in Thailand based on the requirement of Thai Labour Protection Act B.E. 2541(1998) to provide retirement benefits to employees based on pensionable remuneration and length of service.

The actuarial valuations of the present value of the defined benefit obligation were carried out at 31 December 2022 by independent actuary, NIDA Consulting Center. The present value of the defined benefit obligations and the related current service cost were measured using the Projected Unit Credit Method.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

35. RETIREMENT BENEFIT SCHEMES (CONTINUED)

Defined benefit plan (Continued)

The principal assumptions used for the purposes of the actuarial valuation were as follows:

	2022	2021
Discount rate	2.90%	1.60%
Expected rate of salary increase	6% p.a.	6% p.a.
Employee turnover rate	0–20%	0–20%

The amount included in the consolidated statement of financial position arising from the Group's obligations in respect of the plan is as follows:

	2022 HK\$000	2021 HK\$000
Present value of defined benefit obligation	<u>18,827</u>	<u>20,415</u>

Movements of the present value of defined obligation are as follows:

	2022 HK\$000	2021 HK\$000
At beginning of the year	20,415	19,018
Exchange realignment	(705)	(2,028)
Current services costs	3,814	3,631
Interest on obligation	315	284
Past service costs	442	—
Actuarial loss	(3,480)	—
Benefits paid during the year	<u>(1,974)</u>	<u>(490)</u>
At end of the year	<u>18,827</u>	<u>20,415</u>

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

35. RETIREMENT BENEFIT SCHEMES (CONTINUED)

Defined benefit plan (Continued)

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and employee turnover rate. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

- If the discount rate is 1% higher or lower, the defined benefit obligation would decrease by HK\$2,350,000 or increase by HK\$2,802,000 (2021: decrease by HK\$2,480,000 or increase by HK\$2,972,000).
- If the expected salary growth increases or decreases by 1%, the defined benefit obligation would increase by HK\$3,051,000 or decrease by HK\$2,599,000 (2021: increase by HK\$3,019,000 or decrease by HK\$2,574,000).
- If the life employee turnover rate increases or decreases by 1%, the defined benefit obligation would decrease by HK\$2,509,000 or increase by HK\$1,153,000 (2021: decrease by HK\$2,644,000 or increase by HK\$1,240,000).

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the consolidated statement of financial position.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

36. SHARE CAPITAL

	Number of ordinary shares of HK\$0.10 each		Nominal value	
	2022	2021	2022 HK\$'000	2021 HK\$'000
Authorised	<u>350,000,000</u>	<u>350,000,000</u>	<u>35,000</u>	<u>35,000</u>
Issued and fully paid At beginning and end of year	<u>277,966,666</u>	<u>277,966,666</u>	<u>27,797</u>	<u>27,797</u>

37. SHARE OPTION SCHEME

(a) SiS International Holdings Limited

A new share option scheme was adopted by the Company on 26 May 2017 (the “New Scheme”), while the old share option scheme adopted by the Company on 21 May 2007 had expired on 20 May 2017 (the “Old Scheme”). The Old Scheme and New Scheme are collectively referred as SiS International Share Option Scheme (the “SiS International Share Option Scheme”). Pursuant to the SiS International Share Option Scheme, the Company may grant options to qualified persons, including employees and directors of the Company, its subsidiaries and associates, and third parties with a view to maintain business relationship with such persons to subscribe for shares of the Company.

The total number of shares in respect of which options may be granted under the New Scheme is not permitted to exceed 10% of shares of the Company in issue, without prior approval from the Company’s shareholders. The number of shares issued and to be issued in respect of which option granted and may be granted to any individual in aggregate within any 12-month period is not permitted to exceed 1% of the Company’s issued share capital, without prior approval from the Company’s shareholders. HK\$100 is payable by each eligible participant to the Company on acceptance of an offer of options.

During the year ended 31 December 2015, share options were granted by the Company on 26 June 2015 to certain directors of the Company and employees of the Group and third parties at an exercise price of HK\$4.47 per share and at a cash consideration of HK\$10 per grantee.

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors’ best estimate. Changes in variables and assumptions may result in changes in the fair value of the options.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

37. SHARE OPTION SCHEME (CONTINUED)

(a) SiS International Holdings Limited (Continued)

Details of the share options outstanding as at 31 December 2022 are as follows:

Number of share options	Vesting period	Exercise period	Exercise price
750,000	27 June 2015–31 December 2015	1 January 2016–26 June 2025	HK\$4.47
750,000	27 June 2015–31 December 2016	1 January 2017–26 June 2025	HK\$4.47
750,000	27 June 2015–31 December 2017	1 January 2018–26 June 2025	HK\$4.47

The movements in the shares options during the two years ended 31 December 2021 and 31 December 2022 are as follows:

Grantee	Outstanding at 1 January 2021, 31 December 2021 and 2022
Directors	990,000
Employees and others	1,260,000
	<u>2,250,000</u>
Exercisable	<u>2,250,000</u>
Weighted average exercise price	<u>4.47</u>

No options were granted, exercised, lapsed or forfeited during the years ended 31 December 2022 and 31 December 2021.

At 31 December 2022, the number of options which remained outstanding under the Scheme was 2,250,000 (2021: 2,250,000) which, if exercised in full, represents 0.8% (2021: 0.8%) of the enlarged capital of the Company.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

37. SHARE OPTION SCHEME (CONTINUED)

(b) SiS Mobile Holdings Limited

Pursuant to the share option scheme adopted by the SiS Mobile on 16 December 2014 (the “SiS Mobile Share Option Scheme”), SiS Mobile may grant options to qualified persons, including employees and directors of SiS Mobile, its subsidiaries and associates, and third parties with a view to maintain business relationship with such persons to subscribe for shares of SiS Mobile.

During the year ended 31 December 2015, share options were granted by SiS Mobile on 25 June 2015 to directors, certain employees and eligible persons of the SiS Mobile group. The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of shares of SiS Mobile in issue, without prior approval from SiS Mobile shareholders. The number of shares issued and to be issued in respect of which option granted and may be granted to any individual in aggregate within any 12-month period is not permitted to exceed 1% of SiS Mobile issued share capital, without prior approval from SiS Mobile shareholders. HK\$100 is payable by each eligible participant to SiS Mobile on acceptance of an offer of options.

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors’ best estimate. Changes in variables and assumptions may result in changes in the fair value of the options.

Details of the share options outstanding as at 31 December 2022 are as follows:

No. of share options	Vesting period	Exercise period	Exercise price
2,530,000	26.6.2015–31.12.2015	1.1.2016–30.6.2023	HK\$2.36
2,530,000	26.6.2015–31.12.2016	1.1.2017–30.6.2023	HK\$2.36
2,530,000	26.6.2015–31.12.2017	1.1.2018–30.6.2023	HK\$2.36

The movements in the shares options during the year ended 31 December 2022 and 2021 are as follows:

Grantee	Outstanding at 1 January 2021, 31 December 2021 and 31 December 2022
Directors	6,390,000
Employees	1,200,000
	<u>7,590,000</u>
Exercisable	<u>7,590,000</u>
Weighted average exercise price	<u>2.36</u>

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

38. 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 for both years.

The capital structure of the Group consists of borrowings, lease liabilities, bonds and equity, comprising issued share capital, reserves and retained profits.

The management of the Group reviews the capital structure on an annual basis. As part of this review, the management of the Group considers the cost of capital and the risks associated with the capital, and takes appropriate actions to adjust the Group's capital structure. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as raising new debt or repayment of existing debt.

39. FINANCIAL INSTRUMENTS

a. Categories of financial instruments

	2022 HK\$000	2021 HK\$000
Financial assets		
Equity instruments at FVTPL	274,831	210,978
Equity instruments at FVTOCI	47,296	48,082
Derivative financial instruments	—	394
Financial assets at amortised cost	<u>2,560,258</u>	<u>2,814,350</u>
	<u>2,882,385</u>	<u>3,073,804</u>
Financial liabilities		
Derivative financial instruments	11,817	—
Financial liabilities at amortised cost	<u>4,474,456</u>	<u>5,250,051</u>
	<u>4,486,273</u>	<u>5,250,051</u>

b. Financial risk management objectives and policies

The Group's major financial instruments and details of the financial instruments are disclosed in the 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 on a timely and effective manner.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Market risk

The Group's activities expose it primarily to the risks of changes in foreign currency rates and equity prices.

(i) Currency risk

Certain purchase of goods of the Group are denominated in US\$. Certain bank balances are denominated in US\$, Australian Dollar, Singapore Dollar, Malaysian Ringgit, JPY, Renminbi and British Pound Sterling, the currencies other than the functional currencies of the relevant group entities.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	Assets		Liabilities	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
US\$	557,711	560,810	246,044	321,021
Australian Dollar	24,307	25,315	—	—
Singapore Dollar	82,285	81,652	9,328	12,971
Malaysian Ringgit	—	—	919	971
JPY	31,537	4,182	930,210	977,219
Renminbi	3,190	3,446	564	2,571
British Pound Sterling	1,520	—	—	—

The Group currently does not have comprehensive hedging policy. However, the management monitors the currency fluctuation exposure and will consider hedging significant currency risk exposure should need arise.

Sensitivity analysis

The following analysis indicates the change in the Group's post-tax profit in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of the reporting period.

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to each of the group entities' exposure to currency risk at that date, and all other variables are held constant.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

	2022		2021	
	Increase (decrease) in foreign exchange rates %	Increase (decrease) in post-tax profit HK\$'000	Increase (decrease) in foreign exchange rates %	Increase (decrease) in post-tax profit HK\$'000
Non-derivative financial instruments				
US\$	1.5 (1.5)	4,163 (4,163)	1.5 (1.5)	3,003 (3,003)
Australian Dollar	10.0 (10.0)	2,030 (2,030)	10.0 (10.0)	2,114 (2,114)
Singapore Dollar	5.0 (5.0)	2,959 (2,959)	5.0 (5.0)	2,867 (2,867)
Malaysian Ringgit	5.0 (5.0)	(46) 46	5.0 (5.0)	(41) 41
JPY	10.0 (10.0)	(75,039) 75,039	10.0 (10.0)	(81,249) 81,249
Renminbi	10.0 (10.0)	221 (221)	10.0 (10.0)	73 (73)
British Pound Sterling	5.0 (5.0)	63 (63)	— —	— —
Derivative financial instruments				
US\$	1.5 (1.5)	2,857 (3,177)	1.5 (1.5)	1,639 (1,698)

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the reporting period exposure does not reflect the exposure during the year.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Price risk

The Group is exposed to equity price risk through its investment in equity securities measured at FVTPL and FVTOCI. The management closely keeps watch of the price changes and takes appropriate action when necessary.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to listed and unlisted equity securities at the end of the reporting period.

If the price of the respective equity instruments of FVTPL had been 10% (2021: 10%) higher/lower, the Group's post-tax profit for the year ended 31 December 2022 would increase/decrease by HK\$27,483,000 (2021: HK\$21,098,000) as a result of the changes in fair value of equity instruments at FVTPL.

If the price of the respective equity instruments at FVTOCI had been 10% (2021: 10%) higher/lower, the Group's investments reserve would increase/decrease by HK\$4,730,000 (2021: HK\$4,808,000) as result of the changes in fair value of equity instruments at FVTOCI.

(iii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to other receivables and lease liabilities (see notes 22 and 29 for details).

The balances comprising pledged deposits, cash and cash equivalents, bonds and bank borrowings carry interests at floating rate, thus exposing the Group to cash flow interest rate risk. The Group currently does not have any policy to hedge against interest rate risk and will consider hedging exposure such should the needs arise.

Sensitivity analysis

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2022 would decrease/increase by approximately HK\$13,297,000 (2021: HK\$11,865,000). The analysis is prepared assuming the amounts of pledged deposits, cash and cash equivalents, bank loans and bonds outstanding at the end of the reporting period were outstanding for the whole year.

A 50 basis points increase or decrease was used when reporting interest rate risk internally to key management personnel and represented management's assessment of the reasonably possible change in interest rates.

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rates risk as the year end exposure does not reflect the exposure during the year.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

Lease receivables and trade receivables arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In this regard, the directors of the Company consider that the Group credit risk is significantly reduced.

In addition, the Group performs impairment assessment under ECL model on the receivables collectively with appropriate groupings and individually for credit-impaired balances.

Other receivables and deposits

The other receivables mainly represents rebate and claims receivables from suppliers as well as advance to suppliers, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the year ended 31 December 2022 and 2021, the Group assessed the ECL for deposits were insignificant and thus no loss allowance was recognised.

For other receivables, the directors of the Company consider the exposure of the credit risk, historical settlement and other forward-looking information and allowance of credit loss of HK\$7,786,000 (2021: HK\$22,936,000) was recognised. For the year ended 31 December 2022, allowance of credit loss recognised in prior years of HK\$13,057,000 (2021: nil) is written off.

Pledged deposits and cash and cash equivalents

The credit risks on pledged bank deposits and cash and cash equivalents are limited because the counterparties are financial institutions with high credit ratings assigned by international credit-rating agencies. The Group assessed 12m ECL for pledged bank deposits and bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on pledged bank deposits and bank balances is considered to be insignificant.

Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONTINUED)**b. Financial risk management objectives and policies (Continued)****Credit risk and impairment assessment (Continued)***Other receivables included in other financial assets*

The directors of the Company estimated the loss rates of other receivables based on the fair value of the collateral pledged by the debtors to the loan receivables. Based on assessment by the directors of the Company, the loss given default is low in view of the estimated realised amount of ultimate disposal of the collaterals and the directors of the Company considers the ECL for loan receivables is insignificant.

Amount due from an associate

The Group regularly monitors the business performance of the associate. The Group's credit risks in the balance is mitigated through the value of the assets held by the associate and the power to participate the relevant activities of this entity. The directors of the Company believe that there is no significant increase in credit risk and the Group's credit risk is not significant and thus no allowance was recognised.

The Group has no significant concentration of credit risk over its trade receivables, with exposure spread over a number of counterparties and customers. The Group's concentration of credit risk by geographical location of customers are mainly in Hong Kong and Thailand which accounted for majority of the trade receivables at 31 December 2022 and 2021.

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

Internal credit rating	Description	Trade and lease receivables	Other financial assets/other items
Low risk	The counterparty has a low risk of default, does not have any past due or overdue with 30 days	Lifetime ECL — not credit-impaired	12m ECL
Watch list	Debtor frequently repays after due dates over 30 days but usually settle in full	Lifetime ECL — not credit-impaired	12m 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
FOR THE YEAR ENDED 31 DECEMBER 2022

39. 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 major financial assets which are subject to ECL assessment:

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	2022 Gross carrying amount HK\$'000	2021 Gross carrying amount HK\$'000
Financial assets at amortised cost						
Trade receivables	24	N/A	Low risk/watch list	Lifetime ECL – not credit-impaired	1,298,029	1,343,385
			Loss (Note)	Lifetime ECL – credit-impaired	4,820	2,738
Lease receivables	24	N/A	Low risk	Lifetime ECL – not credit-impaired	14,339	9,620
			Loss (Note)	Lifetime ECL – credit-impaired	13,684	6,161
Pledged deposits	26	Above A-	N/A	12m ECL	308,016	340,702
Bank balances	26	Above A-	N/A	12m ECL	862,024	976,444
Other receivables	24	N/A	Low risk	12m ECL	87,621	139,176
Amount due from an associate	25	N/A	Low risk	12m ECL	292	355
Deposit paid	22	N/A	Low risk	12m ECL	2,580	2,693
Loan receivables	22	N/A	Low risk	12m ECL	1,997	7,371

Note: For trade and lease receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with credit-impaired due to the receivables aged over 90 days, the Group determines the ECL on these items by internal credit rating status with appropriate grouping with reference to historical credit loss experience. Debtors that are large scale and/or with long business relationship with good repayment history are considered as low risk and a minimal default rate is assigned, while debtors which usually settle one to three months after due dates are considered as watch list and a low default rate is assigned.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following table shows the movement in life time ECL that has been recognised for trade and lease receivables under simplified approach.

	Not credit- impaired HK\$'000	Credit- impaired HK\$'000	Total HK\$'000
As at 1 January 2021	10,398	14,783	25,181
Impairment loss	787	22,114	22,901
Reversal	—	(25,959)	(25,959)
Write-off	—	(5,610)	(5,610)
Transfer	(5,776)	5,776	—
Exchange adjustment	(13)	(2,205)	(2,218)
As at 31 December 2021	5,396	8,899	14,295
Impairment loss	1,597	14,875	16,472
Reversal	(319)	(538)	(857)
Write-off	—	(2,289)	(2,289)
Exchange adjustment	180	(2,443)	(2,263)
As at 31 December 2022	6,854	18,504	25,358

The following table provides information about the exposure to credit risk for trade and lease receivables, which are assessed based on provision matrix as at 31 December 2022 within lifetime ECL (not credit-impaired).

Internal credit rating

	2022		2021	
	Loss rates	Trade and lease receivables HK\$'000	Loss rates	Trade and lease receivables HK\$'000
Low risk	0.06%–3%	1,223,795	0.3%–0.6%	1,069,223
Watch list	0.44%–8%	88,573	1%–12%	283,782
		1,312,368		1,353,005

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of 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 directors of the Company believe that the existing loan facilities will continue to be made available to the Group and will not be withdrawn by the banks within the next twelve months from the end of the reporting period. In the opinion of the directors of the Company, the Group has a number of sources of funds available to enable its obligation and commitments to be settled on a timely manner. In addition, the Group will be able to withdraw the unutilised bank facilities or obtain additional financing from financial institutions by taking into account the carrying amount of the Group's assets which have not been pledged. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

The following table details the Group's remaining contractual maturity for its financial liabilities. For non-derivative financial liabilities, the table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group is required to pay. The table includes both interest and principal cash flows.

	Weighted average interest rate %	On demand or within 3 months HK\$'000	3-12 months HK\$'000	1-2 years HK\$'000	2-5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at 31 December HK\$'000
2022								
Non-derivative financial liabilities								
Trade and other payables	N/A	578,189	174,350	–	–	–	752,539	752,539
Bank borrowings	1.14	2,539,779	22,697	345,664	508,710	10,879	3,427,729	3,393,853
Bonds	1.28	60,297	1,817	41,520	136,069	–	239,703	231,683
Amount due to an associate	N/A	19	–	–	–	–	19	19
Rental deposits	1.48	3,168	8,966	11,986	26,786	61,699	112,605	96,362
		<u>3,181,452</u>	<u>207,830</u>	<u>399,170</u>	<u>671,565</u>	<u>72,578</u>	<u>4,532,595</u>	<u>4,474,456</u>
Sub-total								
Lease liabilities	3.60	4,243	12,730	14,462	15,261	23,298	69,994	54,418
		<u>3,185,695</u>	<u>220,560</u>	<u>413,632</u>	<u>686,826</u>	<u>95,876</u>	<u>4,602,589</u>	<u>4,528,874</u>
Derivative financial instruments								
Foreign currency forward contracts		11,817	–	–	–	–	11,817	11,817

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

	Weighted average interest rate %	On demand or within 3 months HK\$'000	3-12 months HK\$'000	1-2 years HK\$'000	2-5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at 31 December HK\$'000
2021								
Non-derivative financial liabilities								
Trade and other payables	N/A	787,905	195,010	—	—	—	982,915	982,915
Bank borrowings	1.07	2,729,563	26,607	214,795	967,346	15,502	3,953,813	3,896,456
Bonds	1.14	844	2,533	70,299	201,387	—	275,063	262,783
Amount due to an associate	N/A	20	—	—	—	—	20	20
Rental deposits	1.48	6,636	8,473	13,708	13,237	106,530	148,584	107,877
Sub-total		3,524,968	232,623	298,802	1,181,970	122,032	5,360,395	5,250,051
Lease liabilities	3.60	6,066	17,157	14,963	20,443	27,996	86,625	64,943
		3,531,034	249,780	313,765	1,202,413	150,028	5,447,020	5,314,994
Derivative financial instruments								
Foreign currency forward contracts		(394)	—	—	—	—	(394)	(394)

Bank borrowings with a repayment on demand clause are included in the “on demand or within 3 months” time band in the above maturity analysis. As at 31 December 2022, the aggregate amounts of these bank borrowings amounted to HK\$310,203,000 (2021: HK\$389,891,000). The directors of the Company believe that these loan facilities will continue to be made available to the Group and will not be withdrawn by the banks within the next twelve months from the end of the reporting period.

For the purpose of managing liquidity risk, management reviews the expected cash flow information of the Group’s bank borrowings with a repayment on demand clause based on the scheduled repayment dates set out in the agreement as set out in the table below:

	On demand or within 3 months HK\$'000	3-12 months HK\$'000	1-2 years HK\$'000	2-5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amounts HK\$'000
2022							
Bank borrowings with a repayment on demand clause	368	15,989	254,902	56,966	—	328,225	310,203

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

	On demand or within 3 months HK\$'000	3-12 months HK\$'000	1-2 years HK\$'000	2-5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amounts HK\$'000
2021							
Bank borrowings with a repayment on demand clause	919	11,466	12,300	377,431	—	402,116	389,891

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

Interest rate benchmark reform

As listed in notes 31 and 32, several of the Group's LIBOR bank borrowings and bonds will be subject to the interest rate benchmark reform. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators.

As at 31 December 2022, all LIBOR settings have been either ceased to be provided by any administrator or no longer be representative.

Progress towards implementation of alternative benchmark interest rates

As part of the Group's risk management for transition, new contracts entered into by the Group are linked to interest rates which are not subject to reform to the extent feasible. Otherwise, the Group ensured the relevant contracts include detailed fallback clauses clearly referencing the alternative benchmark rate and the specific triggering event on which the clause is activated.

The Group is planning to transition the IBOR-linked contracts through introduction of, or amendments to, fallback clauses into the contracts which will change the basis for determining the interest cash flows from IBOR to alternative reference rate at an agreed point in time.

The following table shows the total amounts of outstanding contracts and the progress in completing the transition to alternative benchmark rates. The amounts of financial liabilities are shown at their carrying amounts are shown at their notional amounts.

Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONTINUED)**b. Financial risk management objectives and policies (Continued)****Liquidity risk (Continued)***Progress towards implementation of alternative benchmark interest rates (Continued)*

As at 31 December 2022:

Financial instruments prior to transition	Maturing in	Carrying amounts/ notional amounts HK\$'000	Transition progress for financial instruments
Non-derivative financial liabilities			
Debt instruments linked to USD LIBOR	No maturity date	596,170	Expected to transition latest by H1 2023 Detailed fallback clauses were incorporated in Q4 2022.
Debt instruments linked to 3-month JPY LIBOR	2024/2025/2026	1,243,051	Expected to transition latest by H1 2023. Detailed fallback clauses were incorporated in Q4 2022.

c. Fair value**(i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis**

Certain of the Group's financial assets are measured at fair value at the end of each reporting period. The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable. These financial assets are determined (in particular, the valuation techniques and inputs used), as well as the level of fair value hierarchy into which fair value measurements are categorised (Level 1 to 3) based on the degree to which the inputs to the fair value measurement is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONTINUED)

c. Fair value (Continued)

(i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

Fair value measurements recognised in the consolidated statement of financial position

Financial assets (liabilities)	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)
	31.12.2022 HK\$'000	31.12.2021 HK\$'000		
1. Listed equity securities classified as equity instruments at FVTPL	223,094	210,978	Level 1	Quoted bid prices in active markets.
2. Unquoted equity investments classified as equity instruments at FVTPL	51,737	—	Level 2	Recent transaction prices of the investments.
3. Listed equity securities classified as equity instruments at FVTOCI	16,112	23,842	Level 1	Quoted bid prices in active markets.
4. Unquoted equity investments classified as equity instruments at FVTOCI	18,857	12,330	Level 2 (2021: Level 3)	Recent transaction price of the investment. (2021: The discounted cash flows method and discount rate of 9.7% was used to capture the present value of the expected future economic benefit to be derived from the ownership of these investees. (Note 1)
	12,327	11,910	Level 3	Discount of 30% for lack of marketability and by reference to the share price of listed entities in similar industries. (Note 2) The fair value is measured based on the sharing percentage of net assets value. Discount of 25% for lack of marketability and by reference to the share price of listed entities in similar industries. (Note 2)
5. Foreign currency forward contracts classified as derivative financial instruments	Liabilities 11,817	Assets 394	Level 2	Discounted cash flows: Future cash flows are estimated based on quoted forward exchange rates, which is observable at the end of period.

Notes:

1. A slight increase in the discount rate used in isolation would result in a significant decrease in the fair value measurement of the private equity investments, and vice versa.
2. An increase in the discount for lack of marketability or discount rate would result in a decrease in the fair value measurement of unquoted equity investment, and vice versa.

Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONTINUED)**c. Fair value (Continued)****(i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)***Reconciliation of Level 3 fair value measurements*

	Financial assets at FVTOCI HK\$'000
At 1 January 2021	65,386
Loss in other comprehensive income	(36,962)
Purchased	1,404
Transfers out of level 3 (unlisted equity upon being listed)	(5,588)
At 31 December 2021	24,240
Loss in other comprehensive income	(363)
Purchased	2,730
Disposal	(1,950)
Transfers out of level 3 (<i>Note</i>)	(12,330)
At 31 December 2022	12,327

Note: The valuation of unquoted equity is based on recent transaction price of the investment.

There were no other transfers between Level 1, 2 and 3 during both years.

(ii) Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The fair value of other financial assets and financial liabilities is determined in accordance with generally accepted pricing models based on discounted cash flow analysis. The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their fair value.

The directors of the Company consider that the carrying amounts of long-term borrowing and bonds are approximate to their fair value as they are carried at variable market interest rates.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

40. 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 flow were, or future cash flows will be classified in the Group's consolidated statement of cash flows from financing activities.

	Bank borrowings	Bonds	Dividend payable	Lease liabilities	Interest payables	Loan from a related party	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(note 31)	(note 32)	(note 13)	(note 29)	(note 27)		
At 1 January 2021	3,683,250	291,809	—	89,158	6,385	—	4,070,602
Dividends declared	—	—	—	—	—	—	—
Dividends accrued to non-controlling interests	—	—	35,328	—	—	—	35,328
Interest accrued	42,802	3,676	—	1,671	4,132	—	52,281
Exchange realignment	(317,491)	(29,026)	—	(8,606)	—	—	(355,123)
Financing inflows (outflows)	487,895	(3,676)	(35,328)	(18,252)	(4,678)	—	425,961
Interest transferred to rental deposit	—	—	—	—	(1,709)	—	(1,709)
Lease terminated	—	—	—	(17)	—	—	(17)
New lease entered	—	—	—	989	—	—	989
At 31 December 2021	3,896,456	262,783	—	64,943	4,130	—	4,228,312
Dividends declared	—	—	5,559	—	—	—	5,559
Dividends accrued to non-controlling interests	—	—	40,073	—	—	—	40,073
Interest accrued	47,121	3,044	—	1,311	5,385	99	56,960
Exchange realignment	(299,701)	(31,100)	—	(3,712)	—	—	(334,513)
Financing inflows (outflows)	(250,023)	(3,044)	(45,632)	(19,377)	(2,674)	(99)	(320,849)
Interest transferred to rental deposit	—	—	—	—	(1,456)	—	(1,456)
New lease entered	—	—	—	11,253	—	—	11,253
At 31 December 2022	3,393,853	231,683	—	54,418	5,385	—	3,685,339

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

41. OPERATING LEASES

The Group as lessor

Certain properties held for rental purposes have committed leases for the next 1 month to 16.5 years (2021: 1 month to 17.5 years).

As at 31 December 2022 and 2021, minimum lease payments receivable on leases are as follows:

	2022 HK\$000	2021 HK\$000
Within one year	177,759	189,003
In the second year	149,738	155,480
In the third year	130,898	145,938
In the fourth year	113,031	134,027
In the fifth year	100,223	115,964
After five year	648,717	806,554
	1,320,366	1,546,966

The Group leases out the hotel properties of which the land is under operating leases with fixed rentals payable monthly. The leases typically run for an initial period of 50 years.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as the lease is denominated in the functional currencies of group entities. The lease contract do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

42. CAPITAL COMMITMENTS

	2022 HK\$000	2021 HK\$000
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:		
Refurbishment of investment properties	2,782	465

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

43. PLEDGE OF ASSETS

At the end of the reporting period,

- (a) the Group's investment properties with carrying values of HK\$3,656,586,000 (2021: HK\$4,009,163,000) and property, plant and equipment of carrying values of HK\$444,104,000 (2021: HK\$432,137,000) were under legal charge to secure general banking facilities and the obligation under finance leases available to the Group;
- (b) bank deposits of HK\$308,016,000 (2021: HK\$340,702,000) were pledged to secure bank loans drawn during the year; and
- (c) certain shares of subsidiaries have been pledged to the banks as at 31 December 2022 and 2021 to secure several banking facilities available to the Group.

Restrictions on assets

Included in lease liabilities, there were HK\$54,418,000 (2021: HK\$64,943,000) which are recognised with related right-of-use assets of HK\$29,310,000 (2021: HK\$31,675,000) as at 31 December 2022. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor and the relevant leased assets may not be used as security for borrowing purposes.

44. RELATED PARTY TRANSACTIONS

During the year ended 31 December 2022 and 2021, the Group had the following transactions with associates.

Nature of transactions	2022 HK\$000	2021 HK\$000
Service expenses	5,610	7,279

During the year ended 31 December 2022, the Group borrowed two short-term loans of total HK\$40,000,000 from a related company at interest rate from 3.29% to 3.65% per annum. The interest rate was reference to prevailing market rates offered by banks in Hong Kong. Loan amount and interest expense of total HK\$40,099,000 were fully repaid during the year ended 31 December 2022. The related party is under the control of ultimate controlling shareholders of the Company.

Apart from the above, remunerations paid and payable to the executive directors of the Company who are considered to be the key management personnels are disclosed in note 12. The remuneration of directors are determined by the Remuneration Committee having regard to the Group's operating result, performance of individuals and market trends.

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

45. PRINCIPAL SUBSIDIARIES

General information of subsidiaries

Details of the Company's principal subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Place of incorporation or registration/operation	Issued and fully paid ordinary share capital/registered capital	Proportion of nominal value of issued capital/registered capital held by the Company		Principal activities
			2022 %	2021 %	
Direct subsidiaries:					
SIS Distribution Limited	British Virgin Islands	US\$45,001	100	100	Investment holding
SIS Hospitality Holdings Limited	Cayman Islands	HK\$0.0001	100	100	Investment holding
SIS Investment Holdings Limited	British Virgin Islands	US\$1	100	100	Investment holding
SIS Mobile Holdings Limited	Cayman Islands	HK\$28,000,000	52.3	52.3	Investment holding
SIS Tech Ventures Corp.	British Virgin Islands	US\$1	100	100	Investment holding
Indirect subsidiaries:					
Computer Zone Limited	Hong Kong	HK\$2	100	100	Property investment
Charmax Enterprises Limited	Hong Kong	HK\$10	100	100	Property investment
Ever Wealthy Limited	Hong Kong	HK\$1	100	100	Investment holding
Faith Prosper Limited	British Virgin Islands	US\$1	100	100	Investment holding
Gain Best Limited	Hong Kong	HK\$1	100	100	Property investment
Gold Kite Limited	Hong Kong	HK\$1	100	100	Investment holding
JP Hotel Management Limited	Hong Kong	HK\$2	100	100	Investment holding
Qool Bangladesh Limited	Bangladesh	TK1,000,000	99	99	Investment holding
Qool Distribution (Thailand) Co., Ltd.	Thailand	THB200,000	60.8	60.8	Trading of mobile and IT products
Qool Labs Pte. Ltd.	Singapore	S\$2	100	100	Distribution of IT and communication products
Qool International Limited	Hong Kong	HK\$1	52.3	52.3	Distribution of mobile phone products and IT products
QR Capital Limited	Hong Kong	HK\$1	100	100	Property investment
SIS Asia Pte. Ltd.	Singapore	S\$2	100	100	Investment holding, provision of hardware, software and corporate management services
SIS Assets Pte. Ltd.	Singapore	S\$1	100	100	Investment holding
SIS Asset Management Pte. Ltd.	Singapore	S\$1,070,000	100	100	Fund management activities
SIS Capital Limited	Hong Kong	HK\$1	100	100	Investment holding
SIS Global Fund VCC	Singapore	US\$1	100	100	Investment fund
SIS Capital (Bangladesh) Pte Ltd.	Singapore	S\$2	100	100	Investment holding
SIS Distribution (Thailand) Public Company, Ltd.	Thailand	THB350,198,665	60.8	60.8	Distribution of mobile and IT products and provision of services
SIS Hotel Management Co., Ltd.	Japan	JPY50,000,000	100	100	Investment holding
SIS HK Limited	Hong Kong	HK\$400,000	100	100	Investment holding
SIS International Limited	Hong Kong	HK\$1	100	100	Distribution of IT products and provision of services
SIS Japan Inn TMK	Japan	JPY150,000	100	100	Property investment
SIS Nentrepreneur Ventures Corp.	British Virgin Islands	US\$1	100	100	Investment holding
SIS SPAC Investment Fund Pte Ltd	Singapore	S\$1	100	100	Investment fund
SIS Stargate Hotel Co., Ltd.	Japan	JPY10,000,000	100	100	Hotel operation
SIS Technologies (Thailand) Pte. Ltd.	Singapore	S\$2	100	100	Investment holding

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

45. PRINCIPAL SUBSIDIARIES (CONTINUED)

General information of subsidiaries (Continued)

Name of subsidiary	Place of incorporation or registration/operation	Issued and fully paid ordinary share capital/registered capital	Proportion of nominal value of issued capital/registered capital held by the Company		Principal activities
			2022	2021	
			%	%	
Indirect subsidiaries: – continued					
SISJP9 Tokutei Mokuteki Kaisha	Japan	JPY198,250,000	100	100	Property investment
SISJP10 Tokutei Mokuteki Kaisha	Japan	JPY302,500,000	100	100	Property investment
Synergy Technologies (Asia) Limited	Hong Kong	HK\$5,000,000	52.3	52.3	Distribution of mobile phone and related products
Thai Alliance Co., Ltd.	Thailand	THB4,800,000	96.6	96.6	Investment holding
Thai Hero Co., Ltd.	Thailand	THB2,600,000	93.2	93.2	Investment holding
Thai Joyful Co., Ltd.	Thailand	THB1,500,000	86.7	86.7	Investment holding
Thai Prosperity Co., Ltd.	Thailand	THB900,000	74.0	74.0	Investment holding
Thai Success Co., Ltd.	Thailand	THB60,000	49.0	49.0	Investment holding
Thai Investment Holdings Pte. Ltd.	Singapore	S\$1	100	100	Investment holding
Tokutei Mokuteki Kaisha SSG8	Japan	JPY470,000,000	100	100	Property investment
Tokutei Mokuteki Kaisha SSG13	Japan	JPY200,000	100	100	Property investment
Tokutei Mokuteki Kaisha SSG23	Japan	JPY200,000	100	70	Property investment
Tokutei Mokuteki Kaisha SSG11	Japan	JPY200,000	100	100	Property investment
Tokutei Mokuteki Kaisha SSG20	Japan	JPY200,000	100	100	Property investment
Tokutei Mokuteki Kaisha SSG21	Japan	JPY200,000	100	100	Property investment
Tokutei Mokuteki Kaisha SSG28	Japan	JPY200,000	100	100	Property investment
Odysis Suites Osaka Operations Co., Ltd.	Japan	JPY8,000,000	100	–	Hotel operation
Odysis Sapporo Operations Co., Ltd.	Japan	JPY3,000,000	100	–	Hotel operation

Except for the bonds stated in note 32, none of the subsidiaries had issued any debt securities during the year nor held at the end of the year.

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

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

45. PRINCIPAL SUBSIDIARIES (CONTINUED)

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

The table below shows details of a non-wholly owned subsidiary of the Group that has material non-controlling interests as at 31 December 2022 and 2021.

Name of subsidiary	Country of incorporation or registration/operation	Proportion of nominal value of issued capital held by the Company		Profit (loss) allocated to non-controlling interests		Accumulated non-controlling interests	
		2022 %	2021 %	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
SiS Mobile Holdings Limited	Hong Kong	52.3	52.3	10,233	15,877	79,294	69,329
SiS Distribution (Thailand) Public Co., Ltd.	Thailand	60.8	60.8	60,543	72,996	314,826	300,758
Individually immaterial subsidiaries with non-controlling interest				(4,381)	7,342	174,067	166,666
				66,395	96,215	568,187	536,753

SiS Mobile Holdings Limited

Summarised financial information in respect of SiS Mobile that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	2022 HK\$000	2021 HK\$000
Non-current assets	14,054	19,673
Current assets	191,921	175,492
Current liabilities	(47,412)	(55,912)
Non-current liabilities	—	(1,878)
	158,563	137,375
Equity attributable to owners of the Company	79,269	68,046
Non-controlling interests	79,294	69,329
	158,563	137,375
Revenue	1,837,386	2,275,455
Expenses	(1,815,934)	(2,242,169)
Profit for the year	21,452	33,286

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

45. PRINCIPAL SUBSIDIARIES (CONTINUED)

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

SiS Mobile Holdings Limited (Continued)

	2022 HK\$000	2021 HK\$000
Profit for the year attributable to:		
— owners of the Company	11,219	17,409
— non-controlling interests	<u>10,233</u>	<u>15,877</u>
Profit for the year	<u>21,452</u>	<u>33,286</u>
Other comprehensive expense	<u>(264)</u>	<u>(577)</u>
Total comprehensive income for the year attributable to:		
— owners of the Company	11,081	17,107
— non-controlling interests	<u>10,107</u>	<u>15,602</u>
Total comprehensive income for the year	<u>21,188</u>	<u>32,709</u>
Net cash from operating activities	30,739	749
Net cash from investing activities	2,095	303
Net cash used in financing activities	<u>(2,747)</u>	<u>(2,506)</u>

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

45. PRINCIPAL SUBSIDIARIES (CONTINUED)

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

SiS Distribution (Thailand) Public Co., Ltd.

Summarised financial information in respect of SiS Distribution (Thailand) Public Co., Ltd. that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	2022 HK\$000	2021 HK\$000
Non-current assets	163,148	171,649
Current assets	2,267,759	2,631,445
Current liabilities	(1,598,041)	(2,000,488)
Non-current liabilities	(34,596)	(41,757)
	<u>798,270</u>	<u>760,849</u>
Equity attributable to owners of the Company	483,444	460,091
Non-controlling interests	314,826	300,758
	<u>798,270</u>	<u>760,849</u>
Revenue	6,455,459	7,777,986
Other income	15,848	15,482
Expenses	(6,316,980)	(7,600,756)
Profit for the year	<u>154,327</u>	<u>192,712</u>
Profit for the year attributable to:		
– owners of the Company	93,784	119,716
– non-controlling interests	60,543	72,996
Profit for the year	<u>154,327</u>	<u>192,712</u>
Total comprehensive income for the year attributable to:		
– owners of the Company	78,292	69,023
– non-controlling interests	50,542	44,558
Total comprehensive income for the year	<u>128,834</u>	<u>113,581</u>
Dividends paid to non-controlling interests	<u>36,473</u>	<u>31,035</u>
Net cash from (used in) operating activities	209,648	(564,324)
Net cash (used in) from investing activities	(179)	12,406
Net cash (used in) from financing activities	(250,420)	590,101

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

46. FINANCIAL POSITION OF THE COMPANY

Below is a summary of the financial position of the Company at the end of the reporting period:

	2022 HK\$000	2021 HK\$000
Non-current Assets		
Interests in subsidiaries	13,163	13,163
Amounts due from subsidiaries	955,010	1,518,300
Equity instruments at FVTPL	45,985	82,145
	<u>1,014,158</u>	<u>1,613,608</u>
Current Assets		
Amounts due from subsidiaries	839,043	299,118
Other assets	893	713
Equity instruments at FVTPL	257	238
Bank balances and cash	99,241	103,701
	<u>939,434</u>	<u>403,770</u>
Current Liabilities		
Other payables and accruals	23,876	21,053
Bank borrowings	240,148	301,374
Amounts due to subsidiaries	569,494	535,029
	<u>833,518</u>	<u>857,456</u>
Net Current Assets (Liabilities)	<u>105,916</u>	<u>(453,686)</u>
Net Assets	<u>1,120,074</u>	<u>1,159,922</u>
Capital and Reserves		
Share capital	27,797	27,797
Share premium	73,400	73,400
Other reserves (<i>Note below</i>)	1,018,877	1,058,725
Total Equity	<u>1,120,074</u>	<u>1,159,922</u>

Notes to the Consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2022

46. FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note: The movement in other reserves are presented below:

	Share options reserve HK\$'000	Contributed surplus HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2021	3,695	29,186	1,037,478	1,070,359
Loss and total comprehensive expense for the year	—	—	(11,634)	(11,634)
At 31 December 2021	3,695	29,186	1,025,844	1,058,725
Loss and total comprehensive expense for the year	—	—	(39,848)	(39,848)
At 31 December 2022	3,695	29,186	985,996	1,018,877

47. EVENTS AFTER THE REPORTING PERIOD

On 3 February 2023, the Group has become the preferential purchaser for proposed acquisition of target property in Japan upon the receipt of notification from potential seller, at a consideration of JPY800,000,000 (equivalent to HK\$48,000,000). As at 30 March 2023, signing date and detailed terms and conditions of sale and purchase agreement is subject to further discussion and negotiation with the seller's bankruptcy trustee.

Financial Summary

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last four financial years, as extracted from the published audited financial statements is set out below.

The amounts for each year in 2018 financial summary have not been adjusted for the effects of the adoption of the HKFRS 16.

RESULTS

	For the year ended 31 December				2022 HK\$'000
	2018 HK\$'000	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	
Revenue	6,379,157	6,415,933	7,576,117	10,999,242	9,227,729
Profit (loss) before taxation	390,356	157,777	(297,943)	274,305	178,881
Income tax (expense) credit	(60,880)	(36,565)	44,092	(62,984)	(68,026)
Profit (loss) for the year	329,476	121,212	(253,851)	211,321	110,855
Attributable to:					
Owners of the Company	282,999	78,781	(310,035)	115,106	44,460
Non-controlling interests	46,477	42,431	56,184	96,215	66,395
	329,476	121,212	(253,851)	211,321	110,855

ASSETS AND LIABILITIES

	At 31 December				2022 HK\$'000
	2018 HK\$'000	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	
Total assets	8,369,132	9,329,183	9,119,715	9,637,970	8,840,451
Total liabilities	(4,513,968)	(5,355,963)	(5,408,638)	(5,739,060)	(4,915,617)
Net assets	3,855,164	3,973,220	3,711,077	3,898,910	3,924,834
Attributable to:					
Owners of the Company	3,523,876	3,610,212	3,308,530	3,362,157	3,356,647
Non-controlling interests	331,288	363,008	402,547	536,753	568,187
	3,855,164	3,973,220	3,711,077	3,898,910	3,924,834

Particulars of Investment Properties

AT 31 DECEMBER 2022

Name of property and location	Lease terms	Use
Singapore		
#01-08 23 Dalvey Estate Singapore	Freehold	Residential
#03-07 23 Dalvey Estate Singapore	Freehold	Residential
Hong Kong		
8th Floor Far East Finance Centre 16 Harcourt Road Hong Kong	Long-term lease	Commercial
8th Floor 9 Queen's Road Central Hong Kong	Long-term lease	Commercial
6 Carparking spaces and carport basement 9 Queen's Road Central Hong Kong	Long-term lease	Commercial
23rd Floor, United Centre 95 Queensway Hong Kong	Long-term lease	Commercial
33rd Floor, United Centre 95 Queensway Hong Kong	Long-term lease	Commercial
Unit 5, 17th Floor Eastern Harbour Centre 28 Hoi Chak Street Hong Kong	Medium-term lease	Industrial/Office

Particulars of Investment Properties

AT 31 DECEMBER 2022

Name of property and location	Lease terms	Use
Unit 5, 7th Floor New Treasure Centre 10 Ng Fong Street Hong Kong	Medium-term lease	Industrial/Office
Flat B, 7/F., Ming Kung Mansion Kam Din Terrence 22 Tai Koo Shing Road Hong Kong	Long-term lease	Residential
31st Floor, No. 1 Hung To Road Kwun Tong Hong Kong	Medium-term lease	Industrial/Office
Thailand		
74 Soi Terdrachan 11, Terdrachan Road, Sikan Sub-district Dong Mnang District, Bangkok 10210	Freehold	Commercial
Sai Banchalung Road — Banamtoktough Saihadyai — Tandiamuang (T.L. 4287) Tombon Chalung, Amphoe Hadyai Songkhla Province	Freehold	Land
Room No. 65/215–216 Floor 26 Chamnan Phenjati Business Center Building Rama 9 Road, Huay Kwang District Bangkok	Freehold	Office
Japan		
SiS Rinku Tower 1, Rinku Ourai Kita Izumisano City, Osaka Japan	Freehold	Commercial and hotel

Particulars of Investment Properties

AT 31 DECEMBER 2022

Name of property and location	Lease terms	Use
Toyoko Inn Naha Asahi-bashi Ekimae 1-20, 2 chome, Kume Naha City, Okinawa Japan	Freehold	Hotel
Toyoko Inn Kanazawa Kenrokuen Korinbo 2-4-28, Korinbo Kanazawa City, Ishikawa Japan	Freehold	Hotel
Toyoko Inn Shonan Hiratsuka-eki Kitaguchi No.1 1-1 Akashicho Hiratsuka City, Kanagawa Japan	Freehold and medium-term lease	Hotel
Toyoko Inn Niigata Furumachi 1168-2, 7-bancho, Kamiokawamaedori Chuo-ku Niigata City, Niigata, Japan	Freehold	Hotel
Toyoko Inn Tokushima Ekimae 1-5, Ryogokuhoncho Tokushima City, Tokushima Japan	Freehold	Hotel
Dormy Inn Premium Otaru 3-9-1, Inaho Otaru City, Hokkaido Japan	Freehold	Hotel
Hotel BRS Hakodate Goryokaku Tower Mae 35-3, Goryokaku-cho Hakodate City, Hokkaido Japan	Freehold	Hotel
11-10, 2-chome, Tsukiji Chuo-ku, Tokyo Japan	Freehold	Hotel

Particulars of Investment Properties

AT 31 DECEMBER 2022

Name of property and location	Lease terms	Use
49-1, Nichome, Sanjo-dori Ohashi-higashi, Higashiyama-ku Kyoto City, Kyoto Japan	Freehold	Hotel
SK Kashiwa Building 14-1, Suehirocho Kashiwa City, Chiba Japan	Freehold	Commercial and hotel
Unwind Hotel & Bar Otaru 8-25, 1-chome, Ironai Otaru City, Hokkaido Japan	Freehold	Hotel
Piece Hostel Kyoto 21-1, Higashisannocho, Higashikujo, Minami-ku Kyoto City, Kyoto Japan	Freehold	Hostel
Piece Hostel Sanjo West 531, Asakuracho, Tominokoji-dori Sanjo-Sagaru, Nakagyo-ku Kyoto City, Kyoto Japan	Freehold	Hostel
Best Western Sapporo-odorikoen 2-36, 8-chome, Odorinishi Chuo-ku Sapporo City, Hokkaido Japan	Freehold	Hotel
Unwind Hotel & Bar Sapporo 289-111, Nishi 5-chome Minami 8-jo, Chuoku Sapporo City, Hokkaido Japan	Freehold	Hotel

Particulars of Investment Properties

AT 31 DECEMBER 2022

Name of property and location	Lease terms	Use
Piece Hostel Sanjo East 530 Asakuracho, Tominokoji-dori Sanjo-Sagaru, Nakagyo-ku Kyoto City, Kyoto, Japan	Freehold	Hostel
Hotel Radiant 3876, Kamikijima Kijimadira Village Shimotakai City Nagono, Japan	Freehold	Hotel
1482-104, Shinwakawura Wakayana City, Wakayama Japan	Freehold	Hotel
Properties held for hotel operation		
Hotel Sun Plaza Sakai Annex 1-20, 1-cho, Ryujinbashi-cho Sakai-ku, Sakai City Osaka, Japan	Freehold	Hotel
Imano Tokyo Hostel 5-12-2, Shinjuku Shinjuku-ku Tokyo, Japan	Freehold	Hostel
Odysis Onna Resort Hotel 2620, Aza Nakawa, Onna Village Kunigami-gun, Okinawa, Japan	Freehold	Hotel