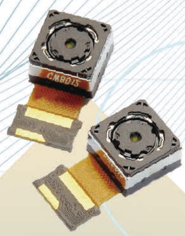
Cowell e Holdings Inc.
高偉電子控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1415

ANNUAL REPORT
2022



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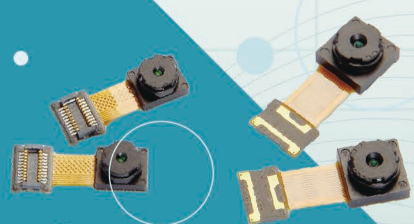


Corporate Information

COMPANY NAME

Cowell e Holdings Inc.

PLACE OF LISTING OF SHARES

The Stock Exchange of Hong Kong Limited

STOCK CODE

1415

STOCK NAME

Cowell

BOARD OF DIRECTORS

Executive Directors

Mr. Meng Yan *(Chairman)*
Mr. Wu Ying-Cheng

Non-Executive Directors

Mr. Chen Han-Yang
Mr. Yang Li

Independent Non-executive Directors

Ms. Su Yen-Hsueh
Mr. Tsai Chen-Lung
Ms. Liu Xia

COMPANY SECRETARY

Ms. Lam Wing Yan

AUTHORIZED REPRESENTATIVES

Mr. Chen Han-Yang
Ms. Lam Wing Yan

AUDIT COMMITTEE

Ms. Liu Xia *(Chairman)*
Ms. Su Yen-Hsueh
Mr. Tsai Chen-Lung

REMUNERATION COMMITTEE

Ms. Su Yen-Hsueh *(Chairman)*
Mr. Tsai Chen-Lung
Ms. Liu Xia

NOMINATION COMMITTEE

Mr. Tsai Chen-Lung *(Chairman)*
Ms. Su Yen-Hsueh
Ms. Liu Xia

REGISTERED OFFICE

PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 1 Songbai Road
Huanan Industrial Zone
Liaobu Town
Dongguan City
Guangdong Province
People's Republic of China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 1620
16/F, Ocean Centre
5 Canton Road
Tsimshatsui
Kowloon
Hong Kong

AUDITOR

KPMG
Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

LEGAL ADVISOR

Reed Smith Richards Butler LLP
17/F, One Island East
Taikoo Place, 18 Westlands Road
Quarry Bay, Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

Maples Fund Services (Cayman) Limited
PO Box 1093
Boundary Hall
Cricket Square
Grand Cayman
KY1-1102
Cayman Islands

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17/F, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

PRINCIPAL BANKERS

Hongkong and Shanghai Banking Corporation Limited

Australia and New Zealand Banking Group Limited

COMPANY WEBSITE

www.cowelleholdings.com

PUBLIC RELATIONS CONSULTANT

Strategic Public Relations Group Limited
24/F., Admiralty Centre I
18 Harcourt Road
Hong Kong

Chairman's Statement

Dear Shareholders,

I am pleased to present our key milestones and achievements for the financial year ended 31 December, 2022 on behalf of Cowell e Holdings Inc.

Looking back to 2022, the global economy was impacted by the COVID-19 pandemic, United States-China trade disputes, Russo-Ukrainian war as well as the sharp rise in inflation in Europe and the United States, which led to a decline in consumption sentiment, sluggish development of the real economy, and the crisis faced by the overall global economy has yet to be resolved. The pressure brought on the overall operation of the Company is even greater than that in 2021.

Under such extremely challenging market environment, the management team and all employees of the Company made every effort to achieve satisfactory results. For the year ended 31 December, 2022, our revenue increased to US$1,116.2 million, which we observed a positive growth, and we recorded a net profit of US$83.8 million in 2022, which represents a 69.27% increase as compared to 2021, once again delivering a pleasing result in 2022.

We are continuously optimistic of the development of the global delicate optical industry. In addition to the traditional 3C electronic products such as smartphones, laptops and tablets which have strong demand for optical components upgrades, new fields such as augmented reality ("AR"), virtual reality ("VR"), new generation wearable terminal, intelligent driving, micro-display and healthcare all have rapidly surging demand for the innovation, precision and quantity of optical components. Together with the popularization of 5G transmission technologies, these all will serve towards the realization of optical industry in every application scenarios, providing favourable conditions for the industrial development. According to the report by the research firm IMARC Group, the market size of camera modules was approximately US$39.7 billion in 2022 and is expected to reach US$64.1 billion by 2028 with a compound annual growth rate of 8%, exhibiting a strong industrial growth momentum and providing a favourable environment for future business expansion and sustainable growth.

The Company follows closely on significant global environmental and sustainable development issues in addition to continuously promoting technological innovation. According to the "State of the Global Climate" provisional report published by the World Meteorological Organization (WMO), due to the ever-rising greenhouse gas concentrations and accumulated heat, the global mean temperature in 2022 is about 1.15°C above the 1850–1900 pre-industrial average. Record high temperatures swept across many parts of the world, and the earth's environment is deteriorating at a worrying rate. The Company will take actions such as introducing green power and energy storage equipment to strive for corporate "carbon neutrality". At the same time, it will head towards the objective of "plastic reduction", developing a commercial model for recycling and reducing plastics consumption, in the hope to become a model for the practice of sustainable development and work together to protect the global environment.

Looking forward to 2023, the reduced impact of the COVID-19 pandemic on the global economy and the easing of tensions in the Middle East will help the global economy to stabilize and recover. However, the uncertainties in economic growth will remain as in 2022 as adverse factors such as the decoupling of the Chinese and US economies, high inflation, Russo-Ukrainian war and various ongoing economic sanctions, and the global economy may struggle and remain turbulent. In order to fulfil the added value of the Company, it needs to continuously enhance its core competitiveness, and refine, strengthen and expand its business in order to empower customers, provide differentiated services and surpass its industry peers, in the hope to become a leader in innovation in the field of delicate optics. Only in this way can the Company attains more positive results under challenging environment.

With the diversification of the Company's products and the expansion of the scale of operation, we are pleased to welcome new colleagues and new team members to join Cowell's family. Talents are the most important asset of the Company. We have been adhering to the people-oriented principle and provide a platform for employees to achieve their ambitions and dreams. In addition, our team is comprised of employees from different fields and countries, which incorporates the corporate cultural characteristics and advantages of an inclusive multinational company. Under the corporate culture of Cowell, we can definitely unleash employees' potentials, challenge their own limits and create win-win scenarios.

Last but not least, on behalf of the Board, I would like to express my gratitude to all our staff and the management team for their contribution to the Company. I would also like to thank all our Shareholders and stakeholders for their support to the Group. My sincere appreciation also goes to our Board members for their contribution and invaluable guidance during the year.

Mr. Meng Yan
Chairman

Management Discussion and Analysis

MARKET REVIEW

According to the statistics of the International Monetary Fund (the "**IMF**"), the global economic growth rate in 2022 was 3.4%, and the global economic growth rate is estimated to be 2.9% in 2023. The IMF takes a conservative stance of global economic growth for 2023, mainly due to the unresolved inflation issue and the Russo-Ukrainian war, which stifled economic activity. The IMF is relatively optimistic about China and consider that China will benefit from the growth in consumption after the lifting of pandemic control measures. The IMF forecasts that China's GDP will grow by 5.2% in 2023, higher than the global growth rate.

In February 2023, according to the National Bureau of Statistics of China, China's total GDP amounted to RMB121.0207 trillion in 2022, with an annual GDP growth rate of 3.0%. China's GDP growth rate was lower than expected mainly attributable to the effect of the pandemic on people's livelihood and enterprises, and the pressure on economic growth caused by shrinking demand, supply shocks and weakening expectations. However, with the end of the first wave of infection following the lifting of pandemic control measures by the government at the end of 2022, China's economy is expected to recover gradually with the accelerated restoration of social production and living order in China from early 2023. The work report of the National People's Congress and the Chinese People's Political Consultative Conference held in Beijing in March 2023 pointed out the expected target of GDP growth for 2023 is 5.0%, slightly lower than the IMF's forecast of 5.2%.

Overall, the global economy performed poorly in 2022, and continues to face a number of challenges in 2023. However, the niche market in which the Company's operation is strongly related to will be relatively less affected, as explained below:

According to the data of the International Data Corporation ("**IDC**"), the global sales volume of smartphones decreased from 1,350 million units in 2021 to 1,210 million units in 2022, representing a year-on-year decrease of 11.3%, a record low in nearly 10 years. It is mainly due to the downturn of macro-economy, inflation and falling consumer demand. Looking forward to 2023, IDC believes that global smartphone shipments in 2023 will have a year-on-year decrease of 1.1%, but also points out that global and Chinese smartphone shipments will rebound in the second half of 2023 as the economic environment improves, and will continue until 2024, with a chance to recover slowly from bottom line.

In terms of sub-fields, according to the latest report released by market research firm Counterpoint, despite global sales volume of smartphones showed a year-on-year downward trend in 2022, the sales volume of high-end smartphone market (priced more than US$600) increased by 1%, accounting for more than 55% of the global smartphone market revenue. In particular, sales volume of Apple's iPhone in the high-end market had a year-on-year growth of 6%, with its market share increased to 75%.

As for the PRC market, according to the global smartphone market research report for 2022 4Q released by the research firm Canalys, the sales volume of smartphones in mainland China in 2022 was 287 million units, representing a year-on-year drop of 14%. Benefiting from the launch of new models, iOS mobile phones recorded an annual growth of 4% in the PRC and achieved an outstanding sales performance amid the unfavourable environment. In terms of sales of high-end smartphone and the PRC market, sales of iOS mobile phones continued to perform well in 2022.

The metaverse technology is continuously developing. Although the impact of inflation on the consumer market and the delay of brand manufacturers in launching new products in 2022 led to a decrease in global AR/VR device shipments, with the economic recovery and brand manufacturers commenced shipments of new products in 2023, Trendforce expected shipment for 2023 to reach 10.35 million units with a year-on-year increase of 20.6%. With the expansion in complementary games and content applications, the number of metaverse user will gradually increase and drive the growth of sales volume of software and hardware, providing a favourable environment for the Company's future business expansion and sustainable growth.

For the application of intelligent driving, the development of technology, improvement of relevant laws and regulations and accelerated popularization of new energy vehicles all contribute towards the continuous development of intelligent driving. Among which, the market scale of Light Detection And Ranging (LiDAR) has been expanding as well, and it is expected to become a standard equipment in the industry in the future and the market is expected to grow greatly. According to a report by the research firm MarketsandMarkets, the market scale of advanced driver-assistance systems (ADAS) will increase from US$30.9 billion in 2022 to US$65.1 billion in 2030 at a CAGR of 9.7%; meanwhile, the market scale of LiDAR will increase from US$1.4 billion in 2023 to US$3.7 billion in 2028 at a CAGR of approximately 19.4%, which represents one of the few fast-growing industries. The Company has already invested resources to gain competitive advantages in the industry.

Although global economic environment is poor, the application and technological innovation in the optical field will drive and facilitate the promising development of its sub-fields such as AR/VR and intelligent driving. Even the more mature smartphone market has growth highlights. The Company will dynamically grasp the pulse of industry development to maximize value for long-term development and its Shareholders.

BUSINESS REVIEW

The Group is a supplier of delicate optical modules for electronic mobile devices. It engages in the design, development, manufacture and sale of a variety of modules and systems integration products that are applied in smartphones, multimedia tablets, smart driving and other mobile devices of internationally-renowned brands.

In the fiscal year of 2022, the global economic environment remained harsh, while trade conflict between the United States and China, outbreak of COVID-19, extreme climate and regional wars became more severe than in the fiscal year of 2021, causing significant damage to the supply chain and has led to the sluggish market sentiment, and the Group has faced greater operational pressure than of the fiscal year of 2021.

Under the leadership of the management team, the Group continuously enhanced its core competitiveness, increased its investment in the research and development of new products and new technologies and fulfilled the multidimensional demands of the customers. As such, the Group's sales and net profit performance for the fiscal year of 2022 is greater than that for the fiscal year of 2021.

For the year ended 31 December, 2022, the Group recorded an increase in revenue from US$799.3 million in 2021 to US$1,116.2 million in 2022. The Group recorded an increase in net profit attributable to equity shareholders of the Company from US$49.8 million in 2021 to US$84.3 million in 2022 and recorded an increase in profit from US$49.8 million in 2021 to US$83.8 million in 2022. The Group had total assets of US$631.2 million and total equity of US$360.6 million as of 31 December, 2022 as compared to total assets of US$552.1 million and total equity of US$308.7 million as of 31 December, 2021, respectively.

In order to accommodate for future expansion via vertical integration and horizontal integration, including capital expenditure and capital requirements after the expansion in the scale of operations, as well as effective capital management, the Board does not recommend the payment of a dividend for the year ended 31 December 2022.

OUTLOOK AND FUTURE STRATEGIES

Looking forward to the fiscal year of 2023, the reduced impact of the outbreak of COVID-19 and the resumption of diplomatic relations between Saudi Arabia and Iran both helped revive global market sentiment, but unfavourable factors such as trade conflict between the United States and China, high inflation rate and various economic sanctions have not improved. With the addition of the bank runs of certain United States banks, the fragile recovery of the global economy has worsened.

Various segments are under different stages of development. For the new fields of intelligent driving, augmented reality ("**AR**") and virtual reality ("**VR**"), the economic downturn has not affected the upward phases of these segments. We are continuously optimistic of the business opportunities brought about by new technologies and applications in the optical industry. It is expected that the development during the fiscal year of 2022 will be ongoing and continue to improve.

Regarding intelligent driving applications worldwide, with the development of technology, the improvement of laws and regulations and the accelerated progress of the new energy vehicle industry, the market is expected to grow greatly, among which the market scale of Light Detection And Ranging (LiDAR) has been expanding as well. The gradual decrease in the unit price of LiDAR will speed up the process of it becoming a standard equipment in the industry. According to a report of the market research firm MarketsandMarkets, the market scale of advanced driver-assistance systems (ADAS) will increase from US$30.9 billion in 2022 to US$65.1 billion in 2030 at a compound annual growth rate (CAGR) of 9.7%; meanwhile, the market scale of LiDAR will increase from US$1.4 billion in 2023 to US$3.7 billion in 2028 at a CAGR of approximately 19.4%. The Group will meet the needs of customers and continue to invest resources in order to grasp the market opportunity.

Driven by AR/VR, the application and development of metaverse continued to heat up. While VR device shipment in 2022 has decreased due to the impact of high inflation on consumer market and the delayed launch of new products by brands, the mid-to-long-term development of the overall industry is unaffected. As economy rebounds and brands launch new product in 2023, Trendforce, a research institute specialized in technology industry, expected AR/VR device shipment for 2023 to reach 10.35 million units with a year-on-year increase of 20.6%. The Group will continue to invest resources in order to grasp the market opportunity and gain the first mover advantage in this new racetrack.

In the fiscal year of 2023, the global economic environment is expected to remain in turmoil and the operating environment will be challenging. The Group will maintain its development strategy in the fiscal year of 2022, continue to increase resource investment in research and development, promote technological innovation in production and accelerate the introduction of automation, in order to further enhance added value for customers. This is the only way to reflect differentiation while creating a win-win outcome and moving towards excellence with customers in a competitive environment. The management team is confident to lead the Company to greater successes.

FINANCIAL REVIEW

The following table sets out the summary of business results for the year ended 31 December, 2022:

	For the year ended 31 December, Consolidated		
	2022 (US$ in millions)	2021 (US$ in millions)	Changes %
OPERATING RESULTS			
Revenue	**1,116.2**	799.3	39.7%
Gross profit	**174.4**	120.5	44.8%
Gross margin	**15.6%**	15.1%	
Operating profit	**106.0**	58.6	80.8%
Operating margin	**9.5%**	7.3%	
Net profit	**83.8**	49.8	68.3%
Net margin	**7.5%**	6.2%	
ASSETS & LIABILITIES			
Total assets	**631.1**	552.1	14.3%
Current assets	**480.6**	457.2	5.1%
Non-current assets	**150.5**	94.9	58.6%
Total liabilities	**270.5**	243.4	11.1%
Current liabilities	**252.3**	227.0	11.2%
Non-current liabilities	**18.2**	16.5	10.7%
Total equity	**360.6**	308.7	16.8%
EARNINGS PER SHARE	**$0.101**	$0.060	68.3%

Revenue

The Group reported a total revenue of approximately US$1,116.2 million in 2022, representing an approximately 39.7% increase compared with that of 2021, which was mainly due to increased orders from customers.

Profit and Margin

For the year ended 31 December, 2022, the Group has reported gross profit, operating profit and net profit of US$174.4 million, US$106.0 million and US$83.8 million, respectively, as compared with US$120.5 million, US$58.6 million and US$49.8 million, respectively, in the fiscal year of 2021. In terms of margins, the Group's gross margin, operating margin and net margin for the year ended 31 December, 2022 were 15.6%, 9.5% and 7.5%, respectively, as compared to 15.1%, 7.3% and 6.2%, respectively, in 2021.

During the year ended 31 December, 2022, the Group did not experience any significant change of pricing policy for its products and there was no material change in the unit cost of raw materials.

Key Financial Ratios

	For the year ended 31 December, Consolidated	
	2022	2021
	(US$ in millions)	
KEY FINANCIAL RATIO (%)		
Return on equity	**23.2%**	16.1%
Current ratio (times)	**1.90**	2.01
Quick ratio (times)	**1.35**	1.40
Gearing ratio	**(42.0%)**	(53.9%)
Debt to equity ratio	**(29.6%)**	(35.0%)

Return on Equity

The calculation of return on equity is based on profit for the period divided by capital and reserves and multiplied by 100%.

The Group's return on equity at the end of the fiscal year of 2022 increased from 16.1% in 2021 to 23.2% in 2022, primarily due to an increase in net profit for the year ended 31 December, 2022.

Current Ratio

The calculation of current ratio is based on current assets divided by current liabilities.

The Group's current ratio decreased from 2.01 in 2021 to 1.90 in 2022, which was primarily due to the increase in the Group's trade receivables, which were partially offset by corresponding increase in the Group's trade payables.

Quick Ratio

The calculation of the quick ratio is based on current assets less inventories divided by current liabilities.

The Group's quick ratio decreased from 1.40 in 2021 to 1.35 in 2022, which was mainly due to the increase in the Group's trade receivables, which were partially offset by a corresponding increase in the Group's trade payables.

Gearing Ratio

The calculation of gearing ratio is based on net debt (defined as bank loans and lease liabilities less cash and cash equivalents, bank deposits and pledged deposits) divided by the sum of net debt and total equity, and multiplied by 100%.

The Group's gearing ratio increased from -53.9% in 2021 to -42.0% in 2022, which was primarily due to an increase in its share capital and reserves.

Debt to Equity Ratio

The calculation of debt to equity ratio is based on net debt divided by total equity and multiplied by 100%.

Consistent with its gearing ratio, the Group's debt to equity ratio increased from -35.0% in 2021 to -29.6% in 2022, which was primarily due to an increase in its share capital.

Other Income

The other income increased by approximately 137.4% from other loss of approximately US$15.3 million in 2021 to approximately US$5.7 million in 2022. The increase was mainly attributable to an increase in exchange gain of approximately US$14.0 million, an increase in the bank interest income approximately US$5.8 million and a decrease in loss on asset disposal of approximately US$3.9 million and offset by a decrease in the remaining other income of approximately US$2.6 million.

Selling and Distribution Expenses

The selling and distribution expenses increased by approximately 21.3% from approximately US$2.0 million in 2021 to approximately US$2.4 million in 2022. This increase was mainly attributable to an increase in the staff cost of sales personnel.

Administrative Expenses

Administrative expenses increased by approximately 61.2% from approximately US$44.6 million in 2021 to approximately US$71.8 million in 2022. This increase was mainly attributable to increase in the research and development expense of approximately US$26.7 million.

Finance Costs

Finance costs increased by approximately 472.8% from approximately US$0.9 million in 2021 to approximately US$5.1 million in 2022, such increase was resulted from increase in interest expenses and handling fee on bank loans.

Income Tax

The Group's income tax expense increased by approximately 115.2% from approximately US$7.9 million in 2021 to US$17.0 million in 2022. The increase was mainly attributable to increase in profit before tax.

Final Dividends

No dividend was paid during the year ended 31 December, 2022 (2021: Nil). The Directors do not recommend the payment of a final dividend after the end of the reporting period (2021: Nil).

CURRENT ASSETS AND LIABILITIES

As of 31 December, 2022, the Group had net current assets of approximately US$228.3 million, compared with net current assets of approximately US$230.2 million as of 31 December, 2021, representing a decrease of approximately US$1.9 million.

Inventories

The Group's inventory balance decreased by approximately 0.3%, or approximately US$0.4 million, from approximately US$138.7 million as of 31 December, 2021 to approximately US$138.3 million as of 31 December, 2022, mainly due to increase in the stock of raw materials which were offset by a corresponding decrease in the stock of finished products in 2022.

The following table sets forth the Group's average inventory turnover days for the periods indicated:

	As of 31 December,	
	2022	2021
	(US$ in millions)	
Inventory turnover days[(1)]	**53.7**	60.4

(1) Inventory turnover days were calculated based on the average of the opening and closing inventory balances divided by the cost of sales for the relevant period and multiplied by the number of days in the period.

Trade and Other Receivables

Trade receivables represent outstanding amounts due from the Group's customers for the purchase of its products. Besides trade receivables, the Group's other receivables and prepayments primarily comprise prepayments on the purchase of components and materials, value-added tax refunds due and guarantee deposits for its leases.

The Group's trade and other receivables increased by approximately 66.4%, or approximately US$78.1 million, from approximately US$117.7 million as of 31 December, 2021 to approximately US$195.8 million as of 31 December, 2022.

The table below sets forth an ageing analysis of the Group's trade receivables (which are included in trade and other receivables), based on the invoice date and net of loss allowance, as of the dates indicated:

	As of 31 December,	
	2022	2021
	(US$ in millions)	
Trade receivables		
Within 1 month	**124.1**	108.5
Over 1 to 2 months	**53.1**	—
Over 2 to 3 months	**3.2**	—
Over 3 months	**1.3**	—
Total	**181.7**	108.5

The following table sets forth the turnover days for the Group's trade receivables for the periods indicated:

	Year ended 31 December,	
	2022	2021
Trade receivables turnover days(1)	**47.5**	48.0

(1) Trade receivables turnover days were calculated based on the average of the opening and closing trade receivables divided by turnover for the relevant period multiplied by the number of days in the period.

There is no significant change in the Group's average trade receivables turnover days for the year ended 31 December, 2022 compared with the year ended 31 December, 2021.

Trade and Other Payables

Trade payables represent outstanding amounts due on the Group's purchases of components and materials and equipment from external suppliers. Apart from trade payables, the Group's accrued charges and other payables primarily comprise accrued salaries and other remuneration benefits and interest expenses payable.

The Group's trade and other payables increased by approximately 60.4%, or approximately US$85.1 million, from approximately US$140.9 million as of 31 December, 2021 to approximately US$225.9 million as of 31 December, 2022, primarily due to an increase in the purchased components and materials resulting mainly from the increased production in 2022.

The following table sets forth an ageing analysis of the Group's trade payables (which include in trade and other payables) as of the dates indicated:

	As of 31 December,	
	2022	2021
	(US$ in millions)	
Trade payables		
Within 1 month	**115.2**	112.5
Over 1 to 3 months	**75.6**	16.1
Over 3 to 6 months	**5.3**	0.6
Total	**196.1**	129.2

The following table sets out the turnover days for the Group's trade payables for the periods indicated:

	Year ended 31 December,	
	2022	2021
Trade payables turnover days(1)	**53.2**	51.7

(1) Trade payables turnover days were calculated based on the average of the opening and closing trade payables divided by turnover for the relevant period multiplied by the number of days in the period.

The Group's average trade payables turnover days for the year ended 31 December, 2022 were higher as compared with the year ended 31 December, 2021, which were partially offset by an increase in the Group's sales.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December, 2022, the Group had total assets of approximately US$631.2 million (31 December, 2021: US$552.1 million); net current assets of approximately US$228.3 million (31 December, 2021: US$230.2 million) and total equity of approximately US$360.6 million (31 December, 2022: US$308.7 million).

The Group has a solid financial position and continued to maintain a strong and steady inflow from operating activities. As at 31 December, 2022, the Group had approximately US$44.5 million of cash and cash equivalents. The Directors believe that the current cash and cash equivalents and expected cash flow from operations, will be sufficient to satisfy the current operational requirements of the Group.

Borrowings

As of the close of business on 31 December, 2022, the Group had aggregate banking facilities of approximately US$58.7 million, of which US$15.8 million were utilized. Other than this, the Group did not have any other outstanding debt securities, charges, mortgages or other similar indebtedness, hire purchase or guarantee or other material contingent liabilities.

Pledge of the Group's Assets

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

Capital Expenditures and Commitments

The Group's capital expenditures (equivalent to the cash spent for payment for purchases of property, plant and equipment and intangible assets) for the year ended 31 December, 2022 amounted to US$92.7 million which was funded through cash flow from operation, compared to US$26.3 million for the year ended 31 December, 2021. The Group's capital expenditures in 2022 mainly reflected purchases of additional machinery and equipment to produce more advanced Flip-chip camera modules. The Group intends to fund the Group's planned future capital expenditures through a combination of cash flow from operating activities and possible fund raising exercise.

The Group's capital commitments that were contracted but not provided as of 31 December, 2022 amounted to approximately US$13.9 million, compared with approximately US$2.3 million as of 31 December, 2021. Such capital commitments represent commitments arising out of a contractual relationship where the relevant property, plant and equipment were not provided as of the relevant dates.

Contingent Liabilities

As at 31 December 2022, the Group had no significant contingent liabilities except for the guarantee issued by Company and ultimate controlling party to secure the bank facilities granted amounting to US$59 million. (31 December, 2021: US$60 million).

Interest Coverage Ratio

The interest coverage ratio decreased from 65.6 in 2021 to 20.7 in 2022, which was primarily due to an increase in interest expenses.

Treasury Policies

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of its assets, liabilities and other commitments can meet funding requirements from time to time.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ON MARKET RISK

The Group's exposure to credit, liquidity, interest rate and currency risks arises in the normal course of its business. The market risks to which the Group is exposed to, as well as its practices to manage such risks, are as follows:

Credit Risk

The Group's credit risk is primarily attributable to its trade receivables. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks for which the Group considers to have low credit risk. In respect of trade and other receivables, individual credit evaluations are performed on all customers. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and may take into account information specific to the customer and the economic environment in which the customer operates. Trade and other receivables are generally due within 30 to 90 days from the date of billing. Debtors with balances that are more than three months overdue are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from its customers. In respect of deposits with banks, the Group only places its deposits with the major financial institutions which the management believes such institutions have a high credit rating.

The Group's exposure to credit risk is influenced primarily by the individual characteristics of each customer, and to a lesser extent, by the default risk of the industry and country in which its customers operate. As of 31 December, 2022, 98.8% (2021: 99.9%) of the Group's trade receivables were due from its largest customer, and 100.0% (2021: 100.0%) of its trade receivables were due from its five largest customers in aggregate.

Liquidity Risk

The Group's policy is to regularly monitor liquidity risk so as to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term. The Group's bank loans amount to US$15.8 million (2021: US$72.9 million) as at 31 December, 2022.

Please refer to note 24(b) to the consolidated financial statements for further information.

Interest Rate Risk

The Group's interest rate risk arises primarily from its interest-bearing borrowings subject to variable rates and those subject to fixed rates, which expose the Group to fair value interest rate risks. As of 31 December, 2022, the Group's variable rate borrowings amounted is US$nil (2021: US$60 million).

As at 31 December, 2022, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after taxation and retained profits by approximately is US$nil (2021: US$501,000). Other components of consolidated equity would not be affected in response to a general increase/decrease in interest rates.

Please refer to note 24(d) to the consolidated financial statements for further details.

Currency Risk

The Group's exposure to currency risk arises primarily through sales and purchases giving rise to receivables, payables and cash balances that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily Hong Kong dollars (pegged to the U.S. dollar), Renminbi and Korean Won.

The functional currency of the Company and its subsidiaries operating in Hong Kong, the PRC and Korea are U.S. dollars, U.S. dollars, Renminbi and Korean Won, respectively. While both the Group's sales of products and purchases of components, materials and equipment are denominated mainly in U.S. dollars, a portion of its purchases, as well as its labor and other operating costs, are denominated in other currencies, including Renminbi and Korean Won. For the year ended 31 December, 2022, the Group did not use any forward exchange contracts or other derivative instruments to hedge against fluctuations in currency exchange rates applicable to us.

Please refer to note 24(c) to the consolidated financial statements for further details.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

There were no significant investments held, and no material acquisitions or disposals of subsidiaries and associated companies of the Company performed by the Group for the year ended 31 December, 2022.

HUMAN RESOURCES

The Group employed a total of approximately 3,405 full-time employees as of 31 December, 2022 (31 December, 2021: 2,885). Total staff costs for the year ended 31 December, 2022, excluding Directors' remuneration, was approximately US$64.3 million (2021: US$51.0 million).

In particular, professional employment agencies located in Dongguan, the PRC, have been involved for purposes of hiring most of the Group's factory workers. The Group also provides living, entertainment, dining and training facilities for its employees. The scope of the training includes human resources policy, health and safety, management skills and machine and equipment manuals as well as other various topics.

The Group has an emolument policy with respect to its long-term incentive schemes. The basis of determining emoluments payable to the Directors is made on a discretionary basis with reference to the Company's operating results, individual performance and comparable market statistics. Furthermore, the Board has delegated the remuneration committee to review and make decisions in respect of the remuneration packages and overall benefits for the directors and senior management of the Company. The emolument policy of the Group is determined by the Board on the basis of their merit, qualifications and competence.

Furthermore, to provide incentive or reward to our employees for their contribution or potential contribution to, and continuing efforts to promote the interests of, the Group with greater flexibility, the Group had terminated the share option scheme of the Company adopted on 4 February 2015 and adopted a new share option scheme on 5 May 2021 (the "**Share Option Scheme**" or the "**Scheme**"). During the year ended 31 December 2022, 4,816,000 options had been exercised, 230,000 options had been cancelled, and 1,650,000 options had been lapsed. As at 31 December 2022, based on the number of options granted which had not been exercised, cancelled and/or lapsed, the total number of Shares available for issue under the Share Option Scheme was 71,740,880, representing approximately 8.55% of the issued shares of the Company. For details of the Share Option Scheme, please refer to the circular of the Company dated 20 April 2021 and the subsection headed "Share Option Scheme" in this report.

Directors and Senior Management

As of the date of this annual report, the Board consists of seven Directors including two executive Directors, two non-executive Directors and three independent non-executive Directors. The following sets forth the profile of the Directors and senior management:

Executive Directors

Mr. Meng Yan ("Mr. Meng") (孟岩), aged 47, is an executive Director and chairman of the Board. Mr. Meng obtained a bachelor's degree in mechanical and electrical engineering from the University of Electronic Science and Technology of China (電子科技大學) in 1998. Mr. Meng has extensive experience in operation, investment and corporate management. He has previously worked in leading companies in the electronic industries, such as International Business Machines Corporation, Sony Ericsson Mobile Communications (now known as Sony Mobile Communications Corporation) and Knowles Corporation. He joined the Luxshare Precision Industry Co., Limited as a vice president in 2016. Mr. Meng was appointed as an executive Director on 15 January, 2021. He was appointed as the chairman of the Board on 1 March, 2021.

Mr. Wu Ying-Cheng ("Mr. Wu") (吳英政), aged 55, is an executive Director, the chief executive officer ("CEO") and the chief financial officer ("CFO") of the Company. Mr. Wu obtained a master's degree in material science from the Department of Mechanical Engineering of the National Chung Hsing University (國立中興大學) in 1993. Mr. Wu has been working in the semiconductor assembly technology and camera module development industries since 1995. He has been a general manager of Lite-On Singapore Pte. Limited for portable image device business unit since 2015 and a general manager of Luxvisions Innovation Limited since 2018. Mr. Wu was appointed as an executive Director on 15 January 2021. He was appointed as a CEO and chief financial officer of the Company on 1 March, 2021.

Non-executive Directors

Mr. Chen Han-Yang ("Mr. Chen") (陳漢洋), aged 52, is a non-executive Director. Mr. Chen obtained a master's degree in banking and finance from the Tamkang University (台灣淡江大學) in 1998. Mr. Chen has been working in the investment, mergers and acquisitions and corporate management in Fortune 500 corporations. He has been the head of investment of Luxshare Precision Industry Co., Limited since 2016 and has been primarily responsible for corporation investment. Mr. Chen has extensive experience in the consumer electronics industry. Mr. Chen was appointed as a non-executive Director on 1 March, 2021.

Mr. Yang Li ("Mr. Yang") (楊立), aged 37, is a non-executive Director. Mr. Yang joined Luxshare Precision Industry Co., Limited in July 2007. He has over 10 years of experiences in supply chain and operation management in consumer electronics industry. He has been chief operating officer of Shenzhen Luxshare Precision Industry Co., Limited, Bozhou Lanto Electronics Co., Limited and Luxshare Precision Industry (Chuzhou) Co., Limited. He has extensive experience in supply chain management. Mr. Yang was appointed as a non-executive Director on 1 March, 2021.

Independent non-executive Directors

Ms. Su Yen-Hsueh ("Ms. Su") (蘇艷雪), aged 53, is an independent non-executive Director, a chairman of the remuneration committee of the Company (the "Remuneration Committee") and a member of each of the audit committee (the "Audit Committee") and the nomination committee (the "Nomination Committee") of the Company. Ms. Su obtained a bachelor's degree in international business from the National Taiwan University (國立台灣大學) in 1991 and a master's degree in industrial administration from the Carnegie Mellon University in 1993. Ms. Su has extensive experience in investments and mergers and acquisitions in the technology sector. She was a top ranked technology analyst for ABN AMRO Bank and UBS before joining AsusTeK Computer Inc. as a chief investment officer in 2004. She spearheaded the AsusTeK Computer Inc. and Pegatron Corporation restructuring in 2009 and retired from her position of senior vice president for investment and business development from Pegatron Corporation in 2013. Ms. Su currently serves on the boards of AU Optronics Corporation, TXC Corporation, and Eslite Spectrum Corporation as an independent director, and on the board of Kinsus Interconnect Technology Corporation as a director. Ms. Su was appointed as an independent non-executive Director on 15 January, 2021.

Mr. Tsai Chen-Lung ("Mr. Tsai") (蔡鎮隆), aged 50, is an independent non-executive Director, a chairman of the Nomination Committee and a member of each of the Remuneration Committee and the Audit Committee. Mr. Tsai obtained a bachelor's degree majoring in information system from the Western United States International University and a master's degree majoring in electronic computer engineering from the Arizona State University. Mr. Tsai is currently the chief strategy officer of Taiwan Luxshare-ICT Company Limited, a director of Stech International Company Limited, a director of Space Speed Technology Limited, the chairman of the board of directors of Speedtech (LS-ICT) Company Limited, the legal representative of Luxshare-ICT Inc., the legal representative of Leader Precision Industry Corporation Limited, a director of Luxshare Precision Accessory (Kunshan) Limited, and the chairman of Toyoshima Corporation (M) Sdn. Bhd. Mr. Tsai was appointed as an independent non-executive Director on 15 January, 2021.

Ms. Liu Xia ("Ms. Liu") (劉霞), aged 57, is an independent non-executive Director, a chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee. Ms. Liu graduated with a bachelor's degree in Industrial and Economics Management from the Dongbei University of Finance and Economics in 1988 and completed an in-service postgraduate course in Finance at the Central University of Finance and Economics in 2004. From July 1988 to February 1993, she was appointed as a staff member and Chief Officer of the Finance Department's Plant Representative Office of Ansteel Group Corporation Limited by the Finance Bureau of Anshan City, Liaoning Province under the Ministry of Finance of the People's Republic of China (the "PRC"), in which role she undertook supervision and review of finance matters and formulation of policies for state-owned enterprises.

From March 1993 to March 1999, she successively worked as Project Manager, Department Manager, Chief Accountant and Deputy General Manager of DeveChina International Appraisals Co., Ltd. During her tenure at DeveChina International Appraisals Co., Ltd., she was engaged in and led major listing-related valuation projects such as the A share listing of Changhong Huayi Compressor Co., Ltd., the A share listing of FAW Car Co., Ltd. and the H share listing of Sinopec Yanshan Petrochemical Company. Since April 1999, she has been working as a Director and Senior Deputy General Manager of China Assets Appraisal Co., Ltd.. During her tenure at China Assets Appraisal Co., Ltd., she was engaged in and led major listing valuation projects, such as the secondary share issuance of Shandong International Power Development Co., Ltd., the A share listing of China Petroleum & Chemical Corporation, the rights issue of GD Power Development Co., Ltd., the debt for equity swap of Panzhihua Steel (Group) Co., Ltd., the rights issue of Harbin Dongan Automotive Power Co., Ltd., the assets reorganization (H shares) of Sinopharm Group Co., Ltd., the secondary share issuance of TianChuang Property Co., Ltd., the reorganisation and overall listing of Bengang Steel Plates Co., Ltd., the disposal of employee shares during the initial public offering of CSR Corporation Limited, the A share listing of China National Chemical Engineering Co., Ltd., the initial offering application at ChiNext of Landocean Energy Services Co., Ltd., the establishment of CECEP Solar Energy Technology Co., Ltd. and the major assets reorganization project of CETC Energy Joint-Stock Co., Ltd. Ms. Liu was appointed as an independent non-executive Director on 26 July, 2021.

Save as disclosed above, the Directors (i) have not held any directorships in other listed public companies, whether in Hong Kong or overseas, during the last three years; and (ii) do not have any other relationships with any Directors, senior management or substantial or controlling shareholders of the Company. Regarding the Directors' interests in shares of the Company within the meaning of Part XV of the SFO, please refer to the paragraph headed "Directors' and Chief Executive Officers' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or its associates corporations" in the Directors' Report section of this report for more details.

SENIOR MANAGEMENT

The senior management team of the Group, in addition to the Directors listed above, is as follows:

Mr. Hwang Young-Hwan ("Mr. Hwang"), aged 48, is the director of the production department of Cowell China. Mr. Hwang received a bachelor's degree in industrial engineering from Inha University in February 2002. He had worked at LG Electronics Inc. as a quality manager from 2002 to 2008. From 2009 to 2017, Mr. Hwang had worked at LG Innotek Company Limited as a quality senior manager. He joined Cowell China in June 2017. Mr. Hwang had over 20 years of working experience in consumer electronics industry.

Mr. Ryu Jin-Kyu ("Mr. Ryu"), aged 52, is a director of the international business department of Cowell China. Prior to joining Cowell China in August 2015, Mr. Ryu had over 20 years of work experience in the quality division of the semiconductor manufacturing industry. Mr. Ryu started his career in the quality division of Hynix Semiconductor Inc., one of the major semiconductor manufacturing companies in the world, and had worked there for 4 years from 1994 to 1997. From 1997 to 2015, Mr. Ryu had served as a senior manager in the quality division of Dongbu Hitek Company Limited which was the first runner of non-memory semiconductor foundry business in Korea. Mr. Ryu received a bachelor's degree in Metallurgical Engineering from Hanyang University in February 1994.

COMPANY SECRETARY

Ms. Lam Wing Yan ("Ms. Lam"), aged 46 is the senior finance manager of Cowell Hong Kong and was appointed as the company secretary of the Company on 17 September, 2014. Ms. Lam joined the Group in August 2013 and has been primarily responsible for corporate financial management. She has over 18 years of experience in corporate financial management, accounting and the company secretarial area. Prior to joining the Group, Ms. Lam held various positions, including the senior manager of finance and operations at Iriver Hong Kong Limited, a private company based in Hong Kong which provides, among others, broadcasting equipment and semiconductors, and the holding company of which is listed on the Korea Exchange, for approximately 10 years from March 2001 to June 2011. Ms. Lam obtained a master's degree in business administration from the University of South Australia in March 2012. Ms. Lam is a certified public accountant, a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants.

Directors' Report

The Board is pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 December, 2022. The business review is disclosed in the section headed "Management Discussion and Analysis", which forms part of this Director's Report, on page 6 in this annual report.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 12 to the consolidated financial statements. The Group is a major supplier of camera modules for mobile devices. The Group primarily engages in the design, development, manufacture and sale of a variety of camera modules that serve as critical components for smartphones, multimedia tablets and other mobile devices with camera functions. Major customers for the Group's camera modules include some of the leading mobile device manufacturers in the world. The Group also designs, develops, manufactures and sells optical components used in a number of consumer electronics products. Major customers for the Group's optical components include subsidiaries or affiliates of leading global electronics companies.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December, 2022 and the state of the Company's and the Group's affairs as at that date are set out in the consolidated financial statements on pages 99 to 169.

The Directors do not recommend the payment of a final dividend after the end of the reporting period.

CLOSURE OF REGISTER OF MEMBERS FOR ENTITLEMENT TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING

The annual general meeting of the Company (the "**AGM**") will be held on Thursday, 25 May, 2023. The notice of the AGM will be published and dispatched to the Shareholders in due course.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 22 May, 2023 to Thursday, 25 May, 2023, both dates inclusive, during which period no transfers of shares of the Company will be registered. In order to qualify for attending and voting at the AGM, Shareholders must complete and lodge all transfer documents accompanied by the relevant share certificates with the Share Registrar, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 May, 2023.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five years ended 31 December, 2022 are set out on page 170 of this annual report. That summary does not form part of the audited financial statements.

SHARE CAPITAL

Details of the movements in the share capital of the Company are set out in note 23(b) to the consolidated financial statements.

DISTRIBUTABLE RESERVES

Distributability of reserves of the Company

The application of the share premium account is governed by the Companies Law of the Cayman Islands. Under the Companies Law of the Cayman Islands, the funds in share premium account are distributable to the Shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

As at 31 December, 2022, the reserves of the Company available for distribution to the Shareholders amounted to approximately US$66,179,000 (2021: US$65,177,000).

DONATIONS

There was no charitable donations made by the Group during the year ended 31 December, 2022 (2021: Nil).

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the relevant laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

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

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

SHARE OPTION SCHEME

The Company has adopted a Share Option Scheme by a resolution of its Shareholder on 4 February, 2015 (the "Old Share Option Scheme"). The termination of the Old Share Option Scheme was approved pursuant to an ordinary resolution of Shareholders passed on 5 May, 2021. No options were granted under the Old Share Option Scheme since its termination.

The Company's existing share option scheme (the "Share Option Scheme" or the "Scheme") was adopted pursuant to the resolution of our Shareholders passed on 5 May, 2021 to provide greater flexibility for the Company to grant share options and provide incentives and/or rewards to eligible persons for their contribution to, and continuing efforts to promote the interests of the Group.

Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to provide an incentive or a reward to selected Eligible Participants (as defined in paragraph "Who may join" below) for their contribution or potential contribution to, and continuing efforts to promote the interests of, the Group or any invested entity and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group or invested entity.

The Board is of the view that the Share Option Scheme may provide the Eligible Participants with the opportunity of participating in the growth of the Group by acquiring shares in the Company which may in turn assist in the attraction and retention of the Eligible Participants. To ensure the achievement of the purpose of the Share Option Scheme, its rules do not specify any minimum holding period and/or performance targets as a condition for the exercise of an option but subject to the determination of the Board. The Board is given the authority under the Share Option Scheme rules to determine and state in the offer letter of grant any minimum holding period and/or performance targets as conditions for exercise of an option. In addition, the Board has the authority under the Share Option Scheme rules to determine the basis of eligibility of any Eligible Participant and the grant of an option on a case by case basis as the Board in its sole discretion considers appropriate. Hence, the Board believes that the rules of the Share Option Scheme will serve to achieve its purpose as well as protect the value of the Company.

Who may join

The Board may, at its absolute discretion, offer to grant an option to subscribe for such number of Shares as the Board may determine to:

(i) any employee (whether full-time or part-time) of the Company, any of the subsidiaries and any invested entity;

(ii) any Director (including executive, non-executive and independent non-executive directors) of the Company, any subsidiary or any invested entity;

(iii) any supplier of goods or services to any member of the Group or any invested entity;

(iv) any customer of the Group or any invested entity; or

(v) any business or joint venture partners, contractors, agents or representatives, consultants, advisers or service providers that provides research, development, professional service or other technological support to the Group or any invested entity, (together with (i) to (iv) above, collectively, the "**Eligible Participant**").

Maximum number of Shares in respect of which options may be granted

The maximum number of the Shares in respect of which may be allotted and issued upon exercise of all share options, ("**Option**") to be granted under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 83,436,880 Shares, representing 10 per cent. (the "Scheme Mandate Limit") of the issued share capital of the Company as at the date which the Share Option Scheme is approved by the Shareholders, excluding for this purpose options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option schemes of the Company, provided that:

(i) the Company may seek approval of the Shareholders in general meeting to renew the Scheme Mandate Limit such that the total number of Shares in respect of which options may be granted by the Directors under the Scheme and any other share option schemes of the Company shall not exceed 10 per cent. (the "**Renewal Limit**") of the issued share capital of the Company at the date of approval to renew such limit. Options previously granted under the Scheme (including those outstanding, cancelled, lapsed in accordance with the Scheme or exercised Options) shall not be counted for the purpose of calculating the Renewal Limit. The Company shall send a circular to the Shareholders containing the information required under the Listing Rules and the disclaimer required under the Listing Rules for the purpose of seeking the approval of the Shareholders for the Renewal Limit.

(ii) the Company may authorise the Directors to grant Options to specified Eligible Participants beyond the Scheme Mandate Limit or the Renewal Limit if the grant of such Options is specifically approved by the Shareholders in general meeting. In such case, the Company must send a circular to the Shareholders in connection with the general meeting at which their approval will be sought containing a generic description of the specified Eligible Participants who may be granted such Options, the number and terms of the Option to be granted, the purpose of granting Options to the specified Eligible Participants with an explanation as to how the terms of the Options serve such purpose, the information and the disclaimer required under the Listing Rules and such further information as may be required by the Stock Exchange from time to time.

(iii) if the Company or the subsidiary conducts a share consolidation or subdivision after the 10% limit has been approved in general meeting, the maximum number of securities that may be issued upon exercise of all options to be granted under all of the share option schemes of the Company or the subsidiary under the 10% Scheme Mandate Limit as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same.

The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme, the Scheme and any other share option schemes of the Company shall not exceed 30 per cent. of the total number of Shares in issue from time to time. No Options shall be granted under the Scheme or any other share option scheme of the Company or any of its subsidiaries which will result in the limit being exceeded.

The maximum number of Shares in respect of which options may be granted shall be adjusted in such manner as the auditors of the Company shall certify in writing to the Board to be fair and reasonable in the event of any alteration to the capital structure of the Company whether by way of capitalization of profits or reserves, rights issue, consolidation, reclassification, reconstruction, subdivision or reduction of the share capital of the Company but shall not in any event exceed the limits imposed by the Listing Rules.

Maximum entitlement of each Eligible Participant

Unless approved by Shareholders in general meeting in the manner prescribed in the Listing Rules, the Board shall not grant options to any Eligible Participant or grantee if the acceptance of those options would result in the total number of Shares issued and to be issued to that Eligible Participant or grantee on exercise of his options (including both exercised and outstanding options) during any 12 month period exceeding 1% of the total Shares then in issue.

Acceptance of an offer of options

An offer of the grant of an Option shall be made to Eligible Participants in writing (and unless so made shall be invalid) in such form as the Board may from time to time determine and shall remain open for acceptance by the Eligible Participant concerned for a period of twenty-one (21) days inclusive of, from the date upon which it is made provided that no such offer shall be open for acceptance after the earlier of the 10th anniversary of the adoption date (i.e. 5 May, 2021) or the termination of the Share Option Scheme or the Eligible Participant to whom such offer is made has ceased to be an Eligible Participant.

A non-refundable nominal consideration of HK$1.00 is payable by the grantee upon acceptance of an Option. An Option shall be deemed to have been accepted when the duplicate letter comprising acceptance of the Option duly signed by the Eligible Participant together with the said consideration of HK$1.00 is received by the Company.

Any offer of the grant of an Option may be accepted in respect of less than the number of Shares in respect of which it is offered provided that it is accepted in such number of Shares as represents a board lot for the time being for the purpose of trading on the Stock Exchange or an integral multiple thereof.

Exercise price

The exercise price shall be a price determined by the Board but in any event shall be at least the highest of:

(i) the closing price of the Shares as stated in the Hong Kong Stock Exchange's daily quotations sheets on the date of offer;

(ii) the average of the closing prices of the Shares as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of offer; and

(iii) the nominal value of the Shares on the date of offer.

Restriction on the time of grant of options

A grant of Options shall not be made after inside information has come to the knowledge of the Company until (and including) the trading day after it has been announced pursuant to the requirements of the Listing Rules and the Inside Information Provisions of Part XIVA of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). In particular, during the period of one month immediately preceding the earlier of:-

(i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and

(ii) the deadline for the Company to publish an announcement of its results for any year, half-year and quarterly period under the Listing Rules, or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement. No option may be granted during any period of delay in publishing a results announcement. Without prejudice to the foregoing, no option shall be granted during the period specified in the Listing Rules as being a period during which no option may be granted.

Rights are personal to the grantee

An Option shall be personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest whatsoever in favour of any third party over or in relation to any Option or enter into any agreement so to do. Any breach of the foregoing by a grantee shall entitle the Company to cancel any Option or part thereof granted to such grantee to the extent not already exercised.

Time of exercise of Option and duration of the Share Option Scheme

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the Option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by our Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. No option may be granted more than 10 years after the date of approval of the Share Option Scheme. Subject to earlier termination by our Company in general meeting or by our Board, the Share Option Scheme shall be valid and effective for a period of 10 years from the date of its adoption (i.e. 5 May, 2021). Accordingly, the Share Option Scheme has a remaining life of more than 8 years as at the date of this report. There is no minimum period for which an option must be held before it can be exercised.

Movement of the share options

For the year ended 31 December, 2022, the Company did not grant any share options (2021: 62,650,000 options were granted) to any eligible persons under the Share Option Scheme. The total number of Shares for issue under the Scheme is 83,436,880 representing 9.94% of the total number of issued Shares of the Company as at the date of this annual report. Movement of the share options under the Share Option Scheme during the reporting period are listed below:

	Number of Options								
	As at 1 January, 2022	Exercised	Cancelled	Lapsed	As at 31 December, 2022	Exercise price (HK$)	Closing price of the Shares before the date of grant (HK$)	Date of grant[3]	Vesting period
Directors of the Company									
Meng Yan[1]	5,000,000		–	–	**5,000,000**	4.144	4.09	25 May, 2021	25 May, 2021 to 24 May, 2026
Wu Ying-Cheng[1]	3,300,000		–	–	**3,300,000**	4.144	4.09	25 May, 2021	25 May, 2021 to 24 May, 2026
Chen Han-Yang[1]	2,800,000		–	–	**2,800,000**	4.144	4.09	25 May, 2021	25 May, 2021 to 24 May, 2026
Yang Li[1]	2,800,000		–	–	**2,800,000**	4.144	4.09	25 May, 2021	25 May, 2021 to 24 May, 2026
Employee participants									
Continuous contract Employee[1]	26,550,000	2,892,000	84,000	900,000	**22,674,000**	4.144	4.09	25 May, 2021	25 May, 2021 to 24 May, 2026
Continuous contract Employee[2]	17,200,000	1,924,000	146,000	750,000	**14,380,000**	4.84	4.758	15 October, 2021	15 October, 2021 to 14 October, 2026
Total	57,650,000	4,816,000	230,000	1,650,000	**50,954,000**				

Note:

(1) On 25 May 2021, a total of 45,450,000 Options were granted to certain Directors, chief executive and certain employees of the Group, and the exercise period of the Options are as follows:

20% of the Options shall be vested on the date falling the first anniversary of the Date of Grant and exercisable from 25 May, 2022 to 24 May, 2031, both dates inclusive.

20% of the Options shall be vested on the date falling the second anniversary of the Date of Grant and exercisable from 25 May, 2023 to 24 May, 2031, both dates inclusive.

20% of the Options shall be vested on the date falling the third anniversary of the Date of Grant and exercisable from 25 May, 2024 to 24 May, 2031, both dates inclusive.

20% of the Options shall be vested on the date falling the fourth anniversary of the Date of Grant and exercisable from 25 May, 2025 to 24 May, 2031, both dates inclusive.

20% of the Options shall be vested on the date falling the fifth anniversary of the Date of Grant and exercisable from 25 May, 2026 to 24 May, 2031, both dates inclusive.

For further details of the grant, please refer to the announcement of the Company dated 25 May 2021.

(2) On 15 October 2021, a total of 17,200,000 Options were granted to certain continuous contract employees of the Group, and the exercise period of the Options are as follows:

20% of the Options shall be vested on the date falling the first anniversary of the Date of Grant and exercisable from 15 October, 2022 to 14 October, 2031, both dates inclusive.

20% of the Options shall be vested on the date falling the second anniversary of the Date of Grant and exercisable from 15 October, 2023 to 14 October, 2031, both dates inclusive.

20% of the Options shall be vested on the date falling the third anniversary of the Date of Grant and exercisable from 15 October, 2024 to 14 October, 2031, both dates inclusive.

20% of the Options shall be vested on the date falling the fourth anniversary of the Date of Grant and exercisable from 15 October, 2025 to 14 October, 2031, both dates inclusive.

20% of the Options shall be vested on the date falling the fifth anniversary of the Date of Grant and exercisable from 15 October, 2026 to 14 October, 2031, both dates inclusive.

For further details of the grant, please refer to the announcement of the Company dated 15 October 2021.

(3) Save as disclosed, no options had been granted to other chief executive, substantial shareholders of the Company, participants in excess of the individual limit and/or other related entity participants and/or service providers under the Share Option Scheme since its adoption.

For the vesting conditions, in each of the aforesaid exercise period, if a Grantee's performance appraisal result for the preceding calendar year before an exercise period is level B or C, the Board is entitled to cancel some options exercisable in that exercise period of that Grantee; and if a Grantee's performance appraisal result for the preceding calendar year before an exercise period is level D, the Board is entitled to cancel all options exercisable in that exercise period of that Grantee.

During the reporting period, 4,816,000 options (2021: 150,000 options) were exercised under Share Option Scheme. For the options exercised during the reporting period, the weighted average closing price of the Shares immediately before the dates on which the options were exercised was HK$12.315 (2021: HK$5.83).

Considering a total of 62,650,000 options were granted before the year ended 31 December, 2022, and no options were granted during the reporting period, the number of options available for grant under the Scheme Mandate Limit as at the 1 January, 2022 and 31 December, 2022 remained as 20,786,880.

Based on the Scheme Mandate Limit and subtracting the number of options exercised, cancelled and/or lapsed, the total number of Shares available for issue under the Share Option Scheme was 71,298,880, representing approximately 8.49% of the issued shares of the Company as at the date of this report.

The number of shares that may be issued in respect of Options granted under the Share Option Scheme of the Company during the year ended 31 December, 2022 divided by the weighted average number of Shares in issue for the year is 8.58%.

Other details of options granted by the Company, including but not limited to the fair value of the options at the date of the grant and the accounting standard and policy adopted, are set out in note 21 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Saved for the Share Option Scheme mentioned above, no equity-linked agreements were entered into by the Company during or at the end of the financial year ended 31 December, 2022.

SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 December, 2022 are set out in note 12 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December, 2022, the percentage of the Group's revenue attributable to the Group's largest customer and the five largest customers in aggregate were approximately 98.8% and 99.9% respectively (2021: 99.3% and 99.9% respectively).

During the year ended 31 December, 2022, the percentage of the Group's purchases attributable to the Group's largest supplier and the five largest suppliers in aggregate were approximately 46.7% and approximately 62.2% (2021: approximately 56.3% and approximately 78.8% respectively) respectively.

During the year ended 31 December, 2022, none of the Directors or any of their associates or any shareholders which to the best knowledge of the Directors, who own more than 5% of the Company's issued share capital, had any interest in any of the Group's five largest customers or suppliers.

RETIREMENT BENEFIT SCHEMES

The Group participated in various retirement benefit schemes in accordance with relevant rules and regulations in the PRC, Hong Kong and Korea. Particulars of the retirement benefit schemes are set out in note 20 to the consolidated financial statements.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Company has established a formal and transparent procedure for formulating policies on the remuneration of senior management of the Group. Details of the remuneration of each Director for the year ended 31 December, 2022 are set out in note 6 to the consolidated financial statements of this annual report.

In addition to the remuneration of Directors mentioned above, the remuneration of members of the senior management by band for the year ended 31 December, 2022 is set out below:

	2022	2021
Remuneration Bands:	Number of individuals	Number of individuals
HK$1,000,001 (US$129,001)–HK$1,500,000 (US$193,000)	2	3

DIRECTORS

The Directors during the financial year ended 31 December, 2022 and up to the date of this annual report are:

Executive Directors

Mr. Meng Yan *(Chairman)*
Mr. Wu Ying-Cheng

Non-Executive Directors

Mr. Chen Han-Yang
Mr. Yang Li

Independent non-executive Directors

Ms. Su Yen-Hsueh
Mr. Tsai Chen-Lung
Ms. Liu Xia

In the forthcoming AGM, Mr. Chen Han-Yang, Mr. Yang Li and Mr. Tsai Chen-Lung will retire as Directors in accordance with Article 16.18 of the Articles of Association. All of them are eligible, and will offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

None of the Directors offering for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company 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 Company were entered into or existed during the year ended 31 December, 2022.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the contracts described under the paragraph headed "Connected Transactions and Continuing Connected Transactions" below and note 26 to the consolidated financial statements, no contracts of significance in relation to the Group's business or for the provision of services to which the Company or any of its subsidiaries was a party and in which a Director or a controlling shareholder of the Company (or any entity connected with a director or controlling Shareholder) had a material interest, whether directly or indirectly, subsisted at the end of 2022 or at any time during 2022.

CONTRACTS WITH CONTROLLING SHAREHOLDERS

Saved as disclosed in the section headed "Connected Transactions and Continuing Connected Transactions" below, no transaction, arrangement or contracts of significance to which the Company or any its subsidiaries was a party and in which a Shareholder had a material interest, whether directly or indirectly, subsisted during the year ended 31 December, 2022.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year, certain related party transactions as set out in note 26 to the consolidated financial statements also constituted connected transactions or continuing connected transactions for the Company under the Listing Rules, and are required to be disclosed in this report in accordance with Chapter 14A of the Listing Rules. Save as disclosed in this report, none of the related party transactions constitutes a continuing connected transaction or connected transaction as defined under the Listing Rules. The disclosure of those certain related party transactions has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

During the year ended 31 December 2022, the Group has certain continuing connected transactions which were exempted from the circular and independent Shareholders' approval requirements, but subject to the reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules. The details of those transactions are set out below:

Supply framework agreement in respect of the supply of customized products and/or materials to Guangzhou Luxvisions Innovation Technology Limited ("GLITL")

On 5 May 2022, the Company and GLITL entered into a supply framework agreement for a term from 6 May 2022 to 31 December 2024 in relation to the supply of customized products and/or materials by the group to the GLITL group according to the specifications as provided by the GLITL group, including but not limited to optical glass, optical adhesive, optical coating and related materials or parts in relation to the production of the GLITL group. For further details, please refer to the announcement of the Company dated 5 May, 2022.

For the year ended 31 December 2022, the total actual transaction amount under the supply framework agreement was approximately US$1,203,000 (equivalent to approximately RMB8,057,000) and the annual cap amount for the year ended 31 December 2022 was RMB26,200,000.

Guangzhou Luxvisions Innovation Technology Limited ("**GLITL**") is a company incorporated in the PRC and a controlling Shareholder indirectly interested in approximately 73.56% of the entire issued share capital of the Company through Luxvisions Innovation Technology Limited ("**LITL**"), a limited liability company incorporated in Hong Kong and a wholly-owned subsidiary of GLITL. GLITL is owned as to approximately 67.29% by Luxvisions Innovation Limited ("**LIL**"), a company incorporated in Hong Kong with limited liability which is owned as to approximately 53.415% by Mr. Wang Laixi, 43.659% by Luxsan Limited ("**Luxsan**") and as 2.927% by Lite-On Singapore Pte. Limited ("**Lite-On**"). Luxsan is a company incorporated in Hong Kong with limited liability and owned as to by Ms. Wang Laichun (an elder sister of Mr. Wang Laixi), Mr. Wang Laisheng (an elder brother of Mr. Wang Laixi) and Ms. Wang Laijiao (an elder sister of Mr. Wang Laixi) as to 34%, 33% and 33% respectively. Lite-On is a company incorporated in Singapore with limited liability and a wholly-owned subsidiary of Lite-On Technology Corporation 光寶科技股份有限公司 (a company incorporated in Taiwan with limited liability and listed on the Taiwan Stock Exchange (stock code 2301)). As at the date of this report, GLITL is a connected person of the Company. As such, the transactions contemplated under the supply framework agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Purchase framework agreement in respect of the purchase of customized products from Luxshare Precision Industry Co., Limited ("Luxshare Precision")

On 20 May 2022, the Company and Luxshare Precision entered into a purchase framework agreement for a term from 23 May 2022 to 31 December 2022 for the supply of the products by the Luxshare Precision group to the Group according to the specifications as requested by the Group, including but not limited to front and rear facing cameras of smartphones and cameras of tablets in relation to the production of the Group. For further details, please refer to the announcement of the Company dated 20 May, 2022.

For the year ended 31 December 2022, the total actual transaction amount under the purchase framework agreement was approximately US$17,711,000 and the annual cap amount for the year ended 31 December 2022 was US$18,000,000.

As the term of the transactions contemplated under the purchase framework agreement expired on 31 December 2022 and the Group expected to continue the relevant transactions upon expiration of the term, on 29 December 2022, the Company entered into the New Purchase Framework Agreement with Luxshare Precision to extend the respective term of the existing purchase framework agreement for one year commencing on 1 January 2023. For further details, please refer to the announcement of the Company dated 29 December, 2022.

Luxshare Precision Industry Co., Limited ("**Luxshare Precision**") (立訊精密工業股份有限公司), is a company incorporated in the PRC with limited liability and listed on the Shenzhen Stock Exchange (stock code: 002475). Ms. Wang Laichun and Mr. Wang Laisheng, who are the controlling Shareholders and indirectly interested in approximately 73.56% of the issued share capital of the Company, together are also indirectly interested in approximately 38.41% of the equity interests, and Mr. Wang Laisheng is also directly interested in approximately 0.17% equity interests, of Luxshare Precision. Hence, Luxshare Precision is an associate (as defined under Chapter 14A of the Listing Rules) of Ms. Wang Laichun and Mr. Wang Laisheng and a connected person of the Group. Ms. Wang Laichun and Mr. Wang Laisheng are siblings of Mr. Wang Laixi, one of the controlling Shareholders.

Materials procurement framework agreement in respect of the purchase of customized products from GLITL

On 2 September 2022, the Company and GLITL entered into a materials procurement framework agreement for a term from 3 September 2022 to 31 December 2022 for the supply of materials by the GLITL group to the Group according to the specifications as requested by the Group, including but not limited to circuit board assembly (including LIDAR printed circuit board assembly) and related raw materials, stores, consumables and other materials in relation to the production of the Group. For further details, please refer to the announcement of the Company dated 2 September, 2022.

For the year ended 31 December 2022, the total actual transaction amount under the materials procurement framework agreement was approximately US$3,280,000 (equivalent to approximately RMB21,974,000) and the annual cap amount for the year ended 31 December 2022 was RMB60,000,000.

As the term of the transactions contemplated under the materials procurement framework agreement expired on 31 December 2022 and the Group expected to continue the relevant transactions upon expiration of the term, on 29 December 2022, the Company entered into the new materials procurement framework agreement with GLITL, to extend the term of the existing agreement for one year commencing on 1 January 2023. For further details, please refer to the announcement of the Company dated 29 December, 2022.

Annual review of the continuing connected transactions

The independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into:

a. In the ordinary and usual course of business of the Group;

b. According to normal commercial terms or terms better to the Group than terms available to or from, as appropriate, independent third parties;

c. According to the agreement governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole; and

d. The total annual transaction amount for the year ended 31 December 2022 has not exceeded the respective annual cap.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagement 3000 (Revised) "Assurance Engagement Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued its unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed above in accordance with Main Board Listing Rule 14A.56. A copy of the auditor's letter has been provided by the Company to The Stock Exchange of Hong Kong Limited.

RELATED PARTY TRANSACTIONS

Details of the material related party transactions undertaken by the Group in its normal course of business are set out in note 26 to the consolidated financial statements.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December, 2022, none of the Directors is interested in any business, apart from the Group's businesses, which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

DIRECTORS' AND CHIEF EXECUTIVE OFFICERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 December, 2022, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO which were required (a) to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register required to be kept pursuant to Section 352 of the SFO; or (c) as otherwise to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code were as follows:

Name of Director	Title	Nature of interest	Number of Shares or underlying Shares	Approximate percentage of shareholding interest
Meng Yan	Executive Director, Chairman	Beneficial interest *(Note)*	5,000,000	0.60
Wu Ying-Cheng	Executive Director, Chief executive officer and Chief financial officer	Beneficial interest *(Note)*	3,300,000	0.39
Chen Han-Yang	Non-executive Director	Beneficial interest *(Note)*	2,800,000	0.33
Yang Li	Non-executive Director	Beneficial interest *(Note)*	2,800,000	0.33

Note: These interests represented the interests in underlying shares in respect of the share options granted by the Company to the Directors under the Share Option Scheme.

Save as disclosed above, as of 31 December, 2022, so far as is known to the Directors or chief executive of the Company, none of the Directors or chief executive of the Company had interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations which (a) were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required, pursuant to the Model Code, to be notified to the Company and the Hong Kong Stock Exchange.

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

As at 31 December, 2022, the following persons (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or relevant Shares which were required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Interest of substantial shareholders

Name of shareholder	Nature of interest	Number of Shares or underlying Shares	Approximate percentage of shareholding interest[2]
Luxvisions Innovation Technology Limited[1]	Beneficial interest	616,855,760 551,229,760	73.51% (L) 65.69% (S)[3]
Mr. Wang Laichun[1]	Interest in a controlled corporation	616,855,760 551,229,760	73.51% (L) 65.69% (S)[3]
Mr. Wang Laisheng[1]	Interest in a controlled corporation	616,855,760 551,229,760	73.51% (L) 65.69% (S)[3]
Ms. Wang Laijiao[1]	Interest in a controlled corporation	616,855,760 551,229,760	73.51% (L) 65.69% (S)[3]
Mr. Wang Laixi[1]	Interest in a controlled corporation	616,855,760 551,229,760	73.51% (L) 65.69% (S)[3]
Luxsan[1]	Interest in a controlled corporation	616,855,760 551,229,760	73.51% (L) 65.69% (S)[3]
LIL[1]	Interest in a controlled corporation	616,855,760 551,229,760	73.51% (L) 65.69% (S)[3]
GLITL[1]	Interest in a controlled corporation	616,855,760 551,229,760	73.51% (L) 65.69% (S)[3]

(1) Luxvisions Innovation Technology Limited ("**LITL**"), is a limited liability company incorporated in Hong Kong and a wholly-owned subsidiary of Guangzhou Luxvisions Innovation Technology Limited ("**GLITL**"), which is a company incorporated in the PRC. GLITL is owned as to approximately 59.34% by Luxvisions Innovation Limited ("**LIL**"), a company incorporated in Hong Kong with limited liability, which is owned as to approximately 53.415% by Mr. Wang Laixi, 43.659% by Luxsan Limited ("**Luxsan**") and as 2.927% by Lite-On Singapore Pte. Limited ("**Lite-On**"). Luxsan is a company incorporated in Hong Kong with limited liability and owned as to by Ms. Wang Laichun (an elder sister of Mr. Wang Laixi), Mr. Wang Laisheng (an elder brother of Mr. Wang Laixi) and Ms. Wang Laijiao (an elder sister of Mr. Wang Laixi) as to 34%, 33% and 33% respectively. Lite-On is a company incorporated in Singapore with limited liability and a wholly-owned subsidiary of Lite-On Technology Corporation 光寶科技股份有限公司 (a company incorporated in Taiwan with limited liability and listed on the Taiwan Stock Exchange (stock code 2301)). Each of Ms. Wang Laichun, Mr. Wang Laisheng, Ms. Wang Laijiao, Mr. Wang Laixi, Luxsan, LIL and GLITL is deemed, or taken to be, interested in the Shares held by LITL for the purposes of the SFO.

(2) At as 31 December 2022, the total number of issued shares of the Company was 839,184,800 ordinary shares. (L) denotes long position, and (S) denotes short position.

(3) LITL has pledged an aggregate of 551,229,760 Shares in favour of a licensed bank in Hong Kong as security for its banking facilities granted by said bank, representing approximately 65.69% of the total issued share capital of the Company as at 31 December 2022.

Saved as disclosed above, as at 31 December, 2022, the Directors were not aware of any person (other than Directors or chief executive and substantial shareholders of the Company the interests of which were disclosed above) who had an interest or short position in the securities of the Company that were required to be entered in the register of the Company pursuant to section 336 of the SFO as at 31 December, 2022.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, during the financial year ended 31 December, 2022 and up to the date of this report, there has been sufficient public float of more than 25% of the Company's issued shares as required under the Listing Rules.

EVENTS AFTER THE FINANCIAL YEAR ENDED 31 DECEMBER, 2022

Save as disclosed above, there were no significant events affecting the Company nor any of its subsidiaries after the financial year ended 31 December, 2022 requiring disclosure in this report.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the "Corporate Governance Report" section on pages 40 to 72 of this annual report.

AUDIT COMMITTEE

The Audit Committee had reviewed together with the management and KPMG, the Company's auditor, the accounting principles and policies adopted by the Group and the audited consolidated financial statements for the year ended 31 December, 2022.

AUDITOR

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the reappointment of KPMG as the Company's auditors is to be proposed at the forthcoming AGM. The Company did not change its auditor in the preceding three years.

ENVIRONMENTAL POLICIES

The Group is committed to contributing to the sustainability of the environment and is committed to building an environmentally-friendly corporation that pays close attention to conserving natural resources. We strive to minimize our environmental impact by saving electricity and encouraging recycle of office supplies and other materials.

For more details of the policies of environmental responsibility and sustainability, please refer to the Environmental, Social and Governance Report of the Company set out on pages 73 to 98 of this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year ended 31 December, 2022, as far as the Company is aware, there was no material breach of or non-compliance with the relevant laws and regulations by the Group that have a significant impact on the business and operations of the Group.

FINANCIAL KEY PERFORMANCE INDICATORS

For the year ended 31 December, 2022, the Group's total revenue increased by 39.7% to US$1,116.2 million (2021: US$799.3 million). Profit for this year increased by approximately 68.3% to approximately US$83.8 million (2021: US$49.8 million). Net profit margin was 7.5% (2021: 6.2%) for the year ended 31 December, 2022. Earnings per share were US$0.10 (2021: US$0.06).

Overall revenue increase was mainly due to increase unit price of products.

The Group financial position still remained solid. The Group was able to generate positive operating cashflows for the year ended 31 December, 2022 which amounted to US$97.1 million (2021: US$64.5 million).

Average inventory turnover days of the Group were 53.7 days for 2022, which is greater than the 60.4 days for 2021. Average turnover days of trade receivables decreased to 47.5 days for the year ended 31 December, 2022 as compared to 48.0 days for the year ended 31 December, 2021. Average trade payable turnover days were 53.2 days for the year ended 31 December, 2022 as compared with 51.7 days for the year ended 31 December, 2021.

KEY RELATIONSHIPS

(i) Employees

Human resources are one of the greatest assets of the Group and the Group regards the personal development of its employees as highly important. The Group wants to continue to be an attractive employer for committed employees.

The Group strives to motivate its employees with a clear career path and opportunities for advancement and improvement of their skills. The Group provides on-the-job training and development opportunities to our staff members.

In addition, the Group offers competitive remuneration packages to our employees. The Group has also adopted the Share Option Scheme to recognize and reward the contribution of the employees to the growth and development of the Group.

(ii) Suppliers

We have developed long-standing relationships with a number of our suppliers and take a great care to ensure that they share our commitment to quality and ethics. We carefully select our suppliers and require them to satisfy certain assessment criteria including experience, reputation and quality control effectiveness.

(iii) Customers

We are committed to offer quality services to our customers. We also stay connected with our customers and keep them updated of our latest business developments.

Details of principal risks are set out in corporate governance report and details of future development is set out in management discussion and analysis.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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 that all of the independent non-executive Directors are independent.

PERMITTED INDEMNITY PROVISION

The Articles of Associations provide that the Directors or other officers of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director or other officer of the Company in defending any proceedings, civil or criminal, in which judgment is given in his favour, or in which he is acquitted.

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and senior management members as well as directors of the subsidiaries of the Group.

On behalf of the Board
Cowell e Holdings Inc.

Meng Yan
Chairman

Hong Kong, 23 March, 2023

Corporate Governance Report

The Company believes that maintaining high standards of corporate governance is the foundation for effective management and successful business growth. The Company is committed to developing and maintaining robust corporate governance practices to safeguard the interests of Shareholders and to enhance corporate value, accountability and transparency of the Company.

The Company has adopted the principles and code provisions of the Corporate Governance Code and Corporate Governance Report (the "CG Code") set out in Appendix 14 to the Listing Rules as the basis of the Company's corporate governance practices. The CG Code has been applicable to the Company with effect from the Listing Date. On 1 January 2022, the amendments to the CG Code as set out in Appendix 14 of the Listing Rules came into effect and the requirements under the CG Code will apply to corporate governance reports for financial year commencing on or after 1 January 2022. Throughout the financial year ended 31 December, 2022 and up to the publication date of this annual report, the Company has complied with all applicable code provisions of the CG Code.

SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the code of conduct regarding Directors' dealings in the securities of the Company.

The Company, after making specific inquiries to all Directors, confirmed that all of them have complied with the required standards in the Model Code during the year ended 31 December, 2022.

THE BOARD OF DIRECTORS

Board Responsibilities

The Board is at the core of the Company's corporate governance structure, and is responsible for the overall strategic leadership and planning of the Company. All important matters of the Company are reserved for the Board's decision and the Board retains the authority of deciding such matters, including formulating and monitoring the Company's long term strategies and policy matters, reviewing financial performance, approving annual budgets, monitoring and reviewing internal control and risk management systems, assuming responsibility for the corporate governance of the Company, and upholding the core values of the Company.

Delegation by the Board

The Board relies on management for the day-to-day operation of the Company's business, and has delegated the authority and responsibility for the daily management, administration and operation of the Group as well as the implementation of the Board's policies and strategies to the senior management of the Group. The Board and senior management fully appreciate their respective responsibilities, and they complement each other in formulating and maintaining higher standards of corporate governance practices of the Company.

Board Composition

The Board is structured with a view to ensuring that it is of high caliber and has a balance of skills and experience appropriate for the needs of the Company's business. The Board currently comprises seven members, consisting of two executive Directors, two non-executive Directors and three independent non-executive Directors as set out below.

Executive Directors
Mr. Meng Yan *(Chairman)*
Mr. Wu Ying-Cheng

Non-executive Directors
Mr. Chen Han-Yang
Mr. Yang Li

Independent non-executive Directors
Ms. Su Yen-Hsueh
Mr. Tsai Chen-Lung
Ms. Liu Xia

Further description of the biographical details and backgrounds of the Board members are set out under the section headed "Directors and Senior Management" in this annual report. A list of the Directors is available on the designated website of the Hong Kong Stock Exchange and the website of the Company.

There is no financial, business, family or other material or relevant relationships among the Directors.

Executive Directors

Each of the executive Directors has entered into a letter of appointment with the Company for an initial term for three years commencing from 15 January, 2021.

Under the Articles of Association, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Retiring Directors shall be eligible for re-election at the annual general meeting at which he retires.

Non-Executive Directors

Each of the non-executive Directors has entered into a letter of appointment with the Company for an initial term for three years commencing from 1 March, 2021. Under the Articles of Association, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Retiring Directors shall be eligible for re-election at the annual general meeting at which he retires.

Independent Non-executive Directors

Ms. Su Yen-Hsueh and Mr. Tsai Chen-Lung have entered into a letter of appointment with the Company for an initial term of three years commencing from 15 January, 2021 and Ms. Liu Xia has entered into a letter of appointment with the Company for an initial term of three years commencing from 26 July, 2021. The Company has three Independent non-executive Directors and the Audit Committee comprises of three members and therefore the Company is in compliance with the requirements under Rules 3.10(1) and 3.21 of the Listing Rules.

Independent non-executive Directors play an important role in the Board by bringing independent judgment and advice and through scrutiny of the Company's performance. During the year ended 31 December, 2022, save as disclosed above, the Company was in compliance with Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one of them possessing the appropriate professional qualifications or accounting or related financial management expertise. The Company had also complied with Rule 3.10A of the Listing Rules which requires that independent non-executive Directors appointed must represent at least one-third of the Board.

As at 31 December, 2022, none of the independent non-executive Directors has served the Company for more than nine years, or has held seven or more listed company directorship.

Each of the independent non-executive Directors had confirmed his/her independence pursuant to Rule 3.13 of the Listing Rules, and the Company considered each of them to be independent with reference to the criteria set out in Rule 3.13 of the Listing Rules.

The Board will continue to review and consider whether there are any circumstances that are likely to affect the independence of the independent non-executive Directors.

CHAIRMAN AND CHIEF EXECUTIVE

Pursuant to Code Provision C.2.1 of the CG Code, the role of chairman and the chief executive should be segregated and should not be performed by the same individual. During the year ended 31 December, 2022, the Company had a separate chairman and chief executive.

The Directors consider that the Company had fully complied with the applicable code provisions as set out in the Code of Corporate Governance Practices as contained in Appendix 14 during the year ended 31 December, 2022.

APPOINTMENT, RETIREMENT AND RE-ELECTION OF DIRECTORS

The Articles of Association provide that any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

At each annual general meeting of the Company, one-third of the current Directors should retire from office by rotation, provided that every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it should set out in the circular to the Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting (i) if an independent non-executive Director to be re-elected has served more than nine years, why the Board believes the individual would still be independent and should be re-elected, or (ii) if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board.

The Nomination Committee is responsible for reviewing the Board's structure, size and composition and making recommendations to the Board on the appointment and re-appointment of Directors and succession planning of Directors.

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

The Directors have been provided with relevant training to ensure that they fully understand their responsibilities, duties and obligations as directors of a listed company.

Pursuant to the Code Provision C.1.4, the Company has received from the below directors, being all Directors during the year ended 31 December, 2022, a record of the training they received for the year.

Directors	Reading materials	Attend seminars/ conference/ workshops
Executive Directors		
Meng Yan	√	√
Wu Ying-Cheng	√	√
Non-Executive Directors		
Chen Han-Yang	√	√
Yang Li	√	√
Independent Non-Executive Directors		
Su Yen-Hsueh	√	√
Tsai Chen-Lung	√	√
Liu Xia	√	√

The Directors will continue to be updated by the Company on any changes or developments affecting their obligations as directors of a listed company.

BOARD MEETINGS

Notice of regular Board meetings is given to each Director at least 14 days before the meeting. The agenda and the relevant board papers were circulated to each Director at least three days before regular Board meetings to enable them to make informed decisions at the meeting.

ATTENDANCE RECORDS OF BOARD AND GENERAL MEETINGS

Code provision C.5.1 of the CG Code requires that at least four regular Board meetings should be held each year at approximately quarterly intervals, with active participation of a majority of directors, either in person or through other electronic means of communication.

The Board intends to hold Board meetings regularly at least four times a year at approximately quarterly intervals. Other Board meetings will be held if necessary.

Details of Directors' attendance records during the financial year ended 31 December, 2022 are set out below:

	Meetings Attended/Held				
Directors	**Board**	**Audit Committee**	**Remuneration Committee**	**Nomination Committee**	**2022 AGM**
Executive Directors					
Meng Yan	7/7	N/A	N/A	N/A	1/1
Wu Ying-Cheng	7/7	N/A	N/A	N/A	1/1
Non-Executive Directors					
Chen Han-Yang	7/7	N/A	N/A	N/A	1/1
Yang Li	5/7	N/A	N/A	N/A	1/1
Independent Non-Executive Directors					
Su Yen-Hsueh	7/7	3/3	2/2	2/2	1/1
Tsai Chen-Lung	7/7	3/3	2/2	2/2	1/1
Liu Xia	7/7	3/3	2/2	2/2	1/1

The date of each meeting is decided in advance to enable the Directors to attend the meeting. Draft notice and agenda were sent to all Directors at least 3 days prior to the meeting. Management also supplies the Board and its committees with sufficient information and explanations so as to enable them to make an informed assessment of financial and other information out before the Board and its committee for approval. Management is also invited to join Board Meetings where appropriate.

If a Director has a conflict of interest in a matter before the Board, the matter will be dealt with in accordance with applicable rules and regulations and, if appropriate, an independent board committee will be set up to deal with the matter. The interest Director shall abstain from voting when appropriate.

The chairman of the Board also held a meeting with the independent non-executive Directors without the presence of other directors during the year ended 31 December, 2022 pursuant to code provision C.2.7 of the CG code.

INDEPENDENT VIEWS

To ensure that independent views and input are available to the Board, the Company has maintained various measures and mechanisms. In compliance with Code provisions C.5.6 and C.5.9 of Appendix 14 of the Listing Rules, the Board and its committees are provided with adequate and update information and have separate and independent access to the senior management of the Company for purpose of making informed decisions. In particular, all members of the Board are entitled to have timely access to the information of the Group (including but not limited to management accounts, financial information, operational results and statistics, and other relevant industry and market information, statistics and forecasts), as well as assistance of the Company Secretary and professionals such as independent financial advisers and legal counsels if necessary at the expense of the Company. Furthermore, the audit committee of the Company is also entitled to contact, and has discussed with, external auditors of the Company on an annual basis to discharge its duties. Our Board members are also encouraged to seek inputs from other stakeholders such as suppliers, employees and as well as investors (via the investor relations channels) in appropriate circumstances to ensure that different views and expectations are taken into account in the decision-making process to the extent appropriate.

The implementation and effectiveness of the relevant measures and mechanisms are reviewed by the Board on an annual basis. The Board is satisfied that there are effective and sufficient formal or informal channels in place to ensure that independent views and input are reached at the Board level.

BOARD COMMITTEES

The Board has established three Board committees to oversee particular aspects of the Company's affairs, namely the Audit Committee, the Remuneration Committee and the Nomination Committee. The Board has delegated to the Board committees responsibilities as set out in their respective terms of reference. The independent non-executive Directors, as members of the various Board committees, bring their range of experiences and expertise and provide objective perspectives to them. The Board has provided the Board committees with sufficient resources to discharge their duties, and the Board committees may seek independent professional advice as and when required at the Company's expense. The Board also assumes the responsibilities for corporate governance duties as set out in Code Provision A.2.1 of the CG Code, including among others, reviewing the Company's policies and practices on corporate governance, and reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements.

Audit Committee

The Audit Committee comprises three members, all of whom are independent non-executive Directors. It is currently chaired by Ms. Liu Xia, and its other members are Ms. Su Yen-Hsueh and Mr. Tsai Chen-Lung.

The primary functions of the Audit Committee include the following:

- making recommendations to the Board on the appointment, reappointment and removal of external auditors, and to approve remuneration and terms of such engagement;
- reviewing and monitoring the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- discussing with the external auditors the nature and scope of the audit and reporting obligations before the audit commences;
- developing and implementing policy on engaging external auditors to supply non-audit services;
- monitoring the integrity of the Company's financial statements and annual report and accounts, half-yearly reports and, if prepared for publication, quarterly reports, and to review significant financial reporting opinions contained in them;
- reviewing the Company's financial controls, risk management and internal control systems and discussing the internal control system with management to ensure that management has performed its duty to have an effective internal control system;
- reviewing continuing connected transactions, with a recommendation to the Board for approval;
- considering major investigation findings on risk management and internal control matters as delegated by the Board or on the Audit Committee's own initiative, as well as management's response to these findings;
- establishing a whistleblowing policy and system for employees and those who deal with Company to raise concerns, in confidence and anonymity;
- establishing and reviewing the anti-corruption policy and system of the Group, and ensuring that the anti-corruption policy and system remain adequate of any applicable legislation including in China and Hong Kong; and
- reviewing the Group's financial and accounting policies and practices.

During the year ended 31 December, 2022, Audit Committee reviewed the annual report and annual results announcement for the financial year ended 31 December, 2021 and the interim report and interim results announcement for the six months ended 30 June, 2022 with recommendation to the Board for approval. The Audit Committee reviewed and approved of the KPMG's confirmation of independence, its report to the Audit Committee and the management representation letter for the year with a recommendation to the Board for the re-appointment of KPMG at the 2022 annual general meeting of the Company. The Audit Committee reviewed and assessed of effectiveness of the risk management, internal control systems and internal audit reports. The Audit Committee also reviewed its terms of reference to ensure the content of which is in compliance with the Listing Rules.

The written terms of reference of the Audit Committee (as adopted by the Board on 4 February, 2015 and further revised on 29 December, 2022) are available on the website of the Company and the designated website of the Hong Kong Stock Exchange. The Audit Committee holds at least two meetings each year from 2015 onwards. The Audit Committee held three meetings during the financial year ended 31 December, 2022.

Remuneration Committee

The Remuneration Committee comprises three members, all of whom are independent non-executive Directors. It is currently chaired by Ms. Su Yen-Hsueh, and its other members are Mr. Tsai Chen-Lung and Ms. Liu Xia.

The primary functions of the Remuneration Committee include the following:

- reviewing and making decisions in respect of the remuneration packages and overall benefits for the Directors and senior management of the Company based on the Board's delegation given on 15 April, 2015;
- making recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- making decisions on the remuneration packages of individual executive directors based on the Board's delegation given on 15 April, 2015 by adopting the model described under Code Provision E.1.2(c)(i) of the CG Code;
- to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules, including any grants of options or awards to directors or senior management, and to make disclosure and give explanation on the appropriateness to such material matters (if any) being approved in the corporate governance report;
- making recommendations to the Board on the remuneration of non-executive directors;
- assessing the performance of executive directors and approving the terms of executive directors' service contracts; and
- ensuring that no Director or any of his associates is involved in deciding his own remuneration.

In particular, when considering the potential grant of share options to the eligible employees of the Group, the Remuneration Committee will take into account, among others, the strategic goals of the Company, if the employees had achieved the targets for the preceding year, the terms of the share option scheme of the Company and other recommendations from senior management of the Company, to ensure that any potential grant is align with market practice, and the grantees' interests with those of the Group and the Shareholders. As a result, directors and eligible employees of the Group may be granted a certain number of share options under the share option scheme adopted by the Company from time to time. Such awards may be granted upon the recommendation of the Remuneration Committee and approval by the Board in accordance with the terms of the share option scheme of the Company and the Listing Rules.

The work performed by the Remuneration Committee (as adopted by the Board on 4 February, 2015 and revised on 29 December, 2022) during the year ended 31 December, 2022 included the review and approval of the emoluments and performance bonus of the Directors. The Remuneration Committee was of the opinion that the remuneration packages were fair and commensurate with the market. The Remuneration Committee also reviewed its terms of reference to ensure the content of which is in compliance with the Listing Rules.

The written terms of reference of the Remuneration Committee are available on the website of the Company and the designated website of the Hong Kong Stock Exchange. The Remuneration Committee holds at least one meeting each year from 2015 onwards. The Remuneration Committee held two meetings during the financial year ended 31 December, 2022.

Nomination Committee

The Nomination Committee comprises three members, all of whom are independent non-executive Directors. It is currently chaired by Mr. Tsai Chen-Lung, and its other members are Ms. Su Yen-Hsueh and Ms. Liu Xia.

The primary functions of the Nomination Committee include the following:

- reviewing the structure, size and composition (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

- identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable individuals, the Nomination Committee shall consider individual on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;

- assessing the independence of independent non-executive Directors;

- reviewing the board diversity policy, as appropriate, and review the measurable objectives that the Board has set for implementing the board diversity policy, and the progress on achieving the objectives, and reviewing the implementation and effectiveness of the board diversity policy on an annual basis;

- making recommendations to the Board on the appointment or reappointment of Directors and succession plan for Directors;

- developing, reviewing and disclosing the policy for nomination of directors (the "Nomination Policy"), as appropriate, in the Company's corporate governance report annually;

- establishing and making recommendation to the Board on, where appropriate, mechanism(s) to ensure independent views and input are available to the Board and disclose such mechanism(s) in the corporate governance report of the Company, and review the implementation and effectiveness of such mechanism on an annual basis.

The written terms of reference of the Nomination Committee (as adopted by Board on 4 February, 2015 and further revised on 29 December, 2022) are available on the website of the Company and the designated website of the Hong Kong Stock Exchange. The Nomination Committee held at least one meeting each year from 2015 onwards. The Nomination Committee held two meeting during the financial year ended 31 December, 2022.

During the year ended 31 December, 2022, the Nomination Committee reviewed the structure, size and composition of the Board with reference to the skill, knowledge, experience and diversity of the Board. They reviewed and assessed the independence of all independent non-executive Directors and recommended to the Board for approval for the list of retiring directors for re-election at the annual general meeting of the Company. The Nomination Committee also reviewed its terms of reference to ensure the content of which is in compliance with Listing Rules.

Board Diversity Policy

The Nomination Committee has a board diversity policy under which, with the assistance of the Nomination Committee, the Company will implement its Board members selection process by referring to various factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional expertise, independence, skills, knowledge and length of service. Decision shall ultimately be made based on the merits of and contribution to be made by the candidate.

The Board currently has two female Directors out of seven Directors. The current gender diversity of the Board, which 28.6% of the Directors being female Directors, stands at a relatively high level among companies of the same industry listed on the Stock Exchange. Gender diversity of the Board was achieved throughout the year ended 31 December, 2022 as the Board adhered to our board diversity policy. The Company will use its best endeavors to maintain gender diversity at least at a level of 22% female representation in the Board, subject to any changes to the business model and needs of the Group.

Having considered the business needs of the Company, the Board and the Nomination Committee considers that the current Board is sufficiently diversified in terms of its skills, experience, knowledge, expertise, culture, independence, age and gender.

Nomination Policy

The Nomination Committee has adopted a Nomination Policy that sets out the nomination procedures, process and criteria to select and recommend candidates for directorship.

Selection Criteria

In assessing the suitability of a candidate for directorship, the following criteria (the "Criteria") should be considered:

(a) character and integrity;

(b) qualifications including professional qualifications, skills, knowledge, accomplishment and experience that are relevant to the Company's business and corporate strategy;

(c) diversity in all aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;

(d) commitment in respect of available time and relevant interest; and

(e) potential contributions that the individual can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.

The Nomination Committee will evaluate and recommend candidate(s) for the position of the independent non-executive Directors by taking into account (a) the factors set out in Rules 3.10(2) and 3.13 of the Listing Rules, subject to any amendments as may be made from time to time and/or any other rules imposed by the Stock Exchange from time to time; and (b) the Criteria.

Nomination Procedures

The Nomination Committee will recommend to the Board for appointment as additional Director or to fill Board's casual vacancy in accordance with the following procedures:

(a) the Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, recommendations from personnel agents or as proposed by shareholders of the Company with due consideration given to the Criteria;

(b) the Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks and third-party reference checks;

(c) the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;

(d) the Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of a remuneration package of such candidate;

(e) the Remuneration Committee will make a recommendation to the Board on the proposed remuneration package; and

(f) all appointment of Directors will be confirmed by the signing of the consent to act as Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment, as the case may be) and filing of the same with the Companies Registry of Hong Kong and any other relevant government authorities.

The Nomination Committee will evaluate and recommend retiring Director(s) to the Board for re-appointment in accordance with the following procedures:

(a) the Nomination Committee and/or the Board should review the overall contribution and service of the retiring Director(s) to the Company and the level of participation and performance on the Board, including but not limited to the attendance of the meetings of the Board and/or its committees and general meetings;

(b) the Nomination Committee and/or the Board should also review and determine whether the retiring Director(s) continue(s) to satisfy the Criteria; and

(c) the Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

Monitoring and Review of the Nomination Policy

The Nomination Committee will monitor the implementation of the Nomination Policy and from time to time review the Nomination Policy, as appropriate, to ensure its effectiveness in complementing the Company's corporate strategy and business needs. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

CORPORATE GOVERNANCE FUNCTIONS

The corporate governance functions have been reserved to the Board. The primary governance functions include:

- developing and reviewing the Company's policies and practices on corporate governance;
- reviewing and monitoring training and continuous professional development of Directors and senior management;
- reviewing and monitoring the Company's compliance with the CG Code and other legal and regulatory requirements;
- developing, reviewing and monitoring any code of conduct and compliance manual applicable to Directors and employees of the Company; and
- reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

DIVIDEND POLICY

In accordance with the Dividend Policy, the Company intends to share its profit with Shareholders in the form of semi-annual dividends in an aggregate amount per year of no less than 20% of the Company's annual consolidated net income attributable to its Shareholders, subject to the criteria as set out below. The Dividend Policy allows the Company to declare special dividends from time to time in addition to the semi-annual dividends.

The Company's liability to pay dividends will depend upon, among other things, the Group's current and future operations, liquidity position and capital requirements, as well as dividends received from the Company's subsidiaries and associate companies. The payment of dividend by the Company is also subject to any restrictions under the Cayman Islands laws and the Articles of Association.

ACCOUNTABILITY AND AUDIT

Directors' Responsibilities for Financial Reporting in respect of Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December, 2022, presenting a balanced, clear and comprehensible assessment of the Company's performance, position and prospects, and for ensuring that the financial report is prepared in accordance with applicable statutory requirements and accounting standards. To the best knowledge, information and belief of the Directors, the Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The management of the Company has provided the Board with such explanation and information necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

Risk Management and Internal Control System

The Board acknowledges that it is its responsibility to maintain an adequate risk management and internal control system to safeguard Shareholders' investment and the Company's assets, and to review the effectiveness of such system on an annual basis, including considering the adequacy of resources, staff qualifications and experience, training programs for staff and budget of the Group's accounting and financial reporting function.

The Audit Committee and the Board has conducted a review of the effectiveness of the risk management and internal control system of the Group once for the financial year ended 31 December, 2022 and consider the risk management and internal control systems to be effective and adequate.

Auditor's Remuneration

For the year ended 31 December, 2022, the total remuneration paid or payable to the Company's auditors for audit services amounted to US$0.3 million and non-audit services of tax compliance service amounted to US$0.004 million.

COMPANY SECRETARY

Ms. Lam Wing Yan is the Company's company secretary, and she is responsible for advising the Board on corporate governance matters and ensuring that Board policy and procedures and applicable laws, rules and regulations are complied with.

Ms. Lam Wing Yan confirmed that she undertook not less than 15 hours of appropriate continuous professional training during the financial year ended 31 December, 2022, as required under Rule 3.29 of the Listing Rules.

SHAREHOLDERS' RIGHTS

Convening of extraordinary general meeting and putting forward proposals

Pursuant to Article 12.3 of the Articles of Association, extraordinary general meeting shall be convened on the written requisition of any one or more members of the Company holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the voting rights, on a one vote per share basis, of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Constitutional Documents

At the annual general meeting of the Company held 26 May 2022, a special resolution was passed to amend the Articles of Association of the Company (the "Article") in order to, among other things, (i) bring the Articles in line with the relevant requirements of the applicable laws of the Cayman Islands and the changes of the Listing Rules including the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules which took effect on 1 January 2022; and (ii) make some other housekeeping improvements.

Please refer to the Company's announcement dated 21 April 2022 and circular dated 22 April 2022 for details of the changes. The latest version of the Articles is available on the websites of the Hong Kong Stock Exchange and the Company.

Communication with Shareholders and investor relations

The Board recognizes that it is accountable to its stakeholders, and values the importance of communications with Shareholders. The Company is dedicated to maintaining an open dialogue with its Shareholders, and it will continually improve its communications with Shareholders to obtain their feedback.

The Company has established a shareholder communication policy to ensure effective communication with its Shareholders. The Company's corporate website also serves as a channel for Shareholders to access information about the Group. The Group's key corporate governance policies and documents, including the terms of reference of the various Board committees, as well as all communications for Shareholders including the Group's financial reports and announcements, are available on the website.

The Board has conducted a review of the implementation and effectiveness of the shareholder communication policy of the Company, and having considered there are various formal and informal means for shareholders to have timely and equal access of the information of the Group and for the Group to interacts and understands the views of shareholders and stakeholders, it is satisfied that an effective shareholder communication policy has been properly implemented throughout the year ended 31 December, 2022.

Shareholders are welcome to send their request for general meeting, proposed resolutions or enquiries to the Board to the primary contact person of the Company as follows:

Cowell e Holdings Inc.
Suite 1620
16/F Ocean Centre
5 Canton Road
Tsimshatsui
Kowloon
Hong Kong
Attention: Ms. Lam Wing Yan
Email: carol@cowell.com.hk

RISK MANAGEMENT REPORT

The Company is committed to the risk management and internal control, which are deeply embedded into the integral part of its operations. The management of the Company has been focusing on internal policies and strategies to minimize risks while making every endeavor to achieve its missions and objectives. In order to manage and control the identified risks as well as unexpected risks, the Company has designed and developed risk management framework and tools. Applying sound risk management framework and tools, the Company has made proper assessment of the risks and strived to manage the risks within the boundary of the Boards risk appetite.

1. PRINCIPAL RISKS

The Board has defined principal risks that the Company has to confront with in order to achieve its strategic objectives.

The principal risks, risk mitigating strategies and key performance indicators (the "KPIs") that the Board has identified are illustrated below:

1. STRATEGIC RISKS			
Risk Description	**Current Situation/Risk Mitigating Strategy**	**Key Performance Indicators (KPI) & Status**	**CHANGES IN 2022**
1.1 Single Customer Concentration Risk: The Company currently sells a substantial portion of its camera modules and optical components to a limited number of customers. The Company's dependence on these customers may cause material fluctuations or declines in revenue.	**1. Current Situation** - Key markets for smartphone including China are being saturated; - Low level of technology innovation did not justify the high pricing strategy of the major US customer; and - Chinese smartphone makers' enlarging market share led order reduction from both US major customer. **2. Risk Mitigating Strategy** - **Short Term:** Keep focusing on production yield enhancement and cost management to maintain price competitiveness and profitability of the business - **Medium Term:** Upgrade skills and technology for high-end products and diversify product offering to the existing customers - **Long Term:** Keep exploring new product and business opportunities activating new business development team other than smartphone industry	1. # of days that the production yield is lower than the management's comfort zone - No case to trigger an escalation to Group Risk Management Committee ("GRMC") in 2022 2. Revenue dependency on each customer and share allocation from the customers - Monitoring purpose	• Competition in the supply chain due to increased # of suppliers • More than expected orders of new products from major US customer in second half year • Chinese smartphone markers' continuously enlarging market share
1.2 Technology Risk: The Company's continued success depends on its ability to respond to technology upgrade demanded by customers. It requires the Company's ability to maintain talented engineers. The Company's failure to further refine its technology and retain talented engineers may weaken its product competitiveness which may result in lower sales and market share.	**1. Current Situation** - Highly talented engineers are scarce resource and maintaining talent pool is challenging due to relatively high turnover ratio - Competition in the flip chip camera module business has been manageable due to high entry barrier led by advanced technology, significant investment and no assurance of sales volume **2. Risk Mitigating Strategy** - Keep hiring & retaining talented engineers by offering attractive compensation - Enhancing talent pool retention program	1. Retention ratio of the talent pool - No case to trigger an escalation to GRMC in 2022 2. Maintained comfortable level of retention ratio in 2022 (87.2%) 3. A larger talent pool for 2023 has been established to retain more talented engineers	• Maintained high retention ratio of 2022 talent pool • Strived to hire more local talented engineers • Incentivized talented engineers with both monetary and non-monetary compensation • Registered patents to secure our processing technology

2. LEGAL & REGULATORY RISKS

Risk Description	Current Situation/Risk Mitigating Strategy	Key Performance Indicators (KPI) & Status	CHANGES IN 2022
2.1 Legal & Compliance Risk: Non-compliance with Hong Kong Listing Rules and local regulations where we operate (Cayman, China, Hong Kong and Korea) may result in adverse publicity and potentially significant monetary damages	**1. Current Situation** - No material violation or breach of Hong Kong Listing Rules and/or local regulations and laws where we operate (Cayman/China/Hong Kong and Korea) **2. Risk Mitigating Strategy** - Maintained external legal advisors for both Hong Kong and China to ensure a full compliance with Hong Kong listing rules and local regulations - Conducting internal audit and mobilizing group risk management committee to manage any unexpected situation	1. # of critical findings during monthly internal audit 2. # of enquiries, guidance or warnings from the Authority - No case to trigger an escalation to GRMC in 2022	• Maintained a sound risk management & internal control system • Expanded support from external legal & compliance professionals
2.2 Risk from mis-handling customers' confidential information: The Company has signed Non-Disclosure Agreements ("NDA") with all customers and any breach of the NDAs may cause serious financial damages.	**1. Current Situation** - No breach of NDAs has been escalated - No inside information on disclosure case has been reported **2. Risk Mitigating Strategy** - Reinforcing the inside information handling policy - Implementing high level of security system - Strengthening internal audit processes - Providing training on inside information handling policy to all employees	1. # of security rule violations and the amount of financial loss caused by the violation - No case to trigger an escalation to GRMC in 2022	• Conducted regular NDA and inside information related training for all employees in 2022

3. OPERATIONAL RISKS

Risk Description	Current Situation/Risk Mitigating Strategy	Key Performance Indicators (KPI) & Status	CHANGES IN 2022
3.1 Production & Operational Risks: Securing sufficient factory labor in a timely manner is critical for executing production plan. Work stoppages and other labor-related issues may adversely affect our operation.	**1. Current Situation** - Efficiently managed production in line with production plan by sourcing sufficient labor in a timely manner despite the seasonality and high turnover of China labor market in Dongguan - There was no case in 2022 which triggered an escalation to GRMC **2. Risk Mitigating Strategy** - Expanding factory labor recruiting channel - Initiated factory labor retention program - Production line automation	1. # of days with production shortage against production plan 2. No case to trigger an escalation to GRMC in 2022	Sufficient liquidity of labor due to: 1. Lessened workforce required due to upgraded automation in the production line 2. Relatively low factory utilization rate due to reduced orders from customers led by fierce market competition and overall retreating smartphone industry

4. FINANCIAL RISKS

Risk Description	Current Situation/Risk Mitigating Strategy	Key Performance Indicators (KPI) & Status	CHANGES IN 2022
4.1 Foreign Exchange Risk: Mismatching currencies in sales and procurement contracts may adversely affect the Company's financial results. Furthermore, operating subsidiaries in multiple countries increase FX exposure.	**1. Current Situation** - Maintained USD as a core currency for both sales and procurements - Operating subsidiaries in multiple countries caused FX valuation gain or loss which may mislead the Company's actual financial results **2. Risk Mitigating Strategy** - Maximizing natural hedging position by matching currencies in sales and procurements contracts - Recording actual FX transaction gain or loss as well as FX valuation gain or loss on a regular basis to monitor the situation and providing this report to GRMC and Audit Committee on a regular basis for their management decision	1. Natural hedging position (Total procurement amount settled in USD/Total sales settled in USD) 2. FX transaction gain or loss with a trigger point to make an escalation to GRMC and Audit Committee 3. No case to trigger an escalation to GRMC in 2022	1. Maintained the natural hedging position within the management's comfort zone; and 2. About 9.24% and 6.02% appreciation or depreciation of CNY and KRW, respectively in 2022 had led marginal FX transaction loss while sizable FX valuation. The situation was well within the management's comfort zone.

Risk level gets higher   Risk level gets lower   Risk level remains unchanged

2. PHILOSOPHY & OBJECTIVES OF THE COMPANY'S RISK MANAGEMENT SYSTEM

Managing risk is an ongoing process in the presence of uncertainties and should involve employees at all levels. Therefore, risk management cannot be practically performed on a standalone basis. All employees are required to be responsible and accountable for managing risk in so far as is reasonably practicable within the area of their responsibility. The principles and practices of sound risk management must be fully integrated into all business units' normal management strategy, planning and operational processes. Reflecting this philosophy, the Company has prepared and implemented its prudent risk management system.

The objectives of the Company's risk management system are to:

- outline its systematic approach to risk management to achieve strategic and operational objectives of the Company;
- improve decision-making, accountability and outcomes through the effective use of risk management system;
- integrate risk management system into daily operations; and
- reduce any potential financial loss, protect the brand and reputation and optimize business performance in a controlled manner when opportunities arise.

3. RISK APPETITE

In pursuit of its strategic objectives, the Board and the management of the Company is willing to undertake risks only if they shall not jeopardize:

- the relationship with major customers;
- health and safety of stakeholders including employees, suppliers, customers, etc.;
- the viability of the Company due to intractable financial loss;
- environment of the community and nation;
- the Company's reputation and brand name; and
- business license due to breach of regulations and laws where the Company operates.

4. RISK TAXONOMY

At the highest level, the risks that the Company may have to confront with in order to achieve its strategic objectives can fall into the following risk categories:

- Strategic Risks: relating to the Group's business model and strategy such as demand shortfall, customer retention, pricing pressure, industry or sector downturn and failure to achieve technology upgrades;
- Operational Risks: risks that can be typically managed from within the business such as cost overrun, operating controls, poor capacity management, supply chain issues, employee issues including fraud, bribery and corruption and raw material prices;
- Financial Risks: the risks relating to inadequate liquidity management and unfavorable changes in the financial market such as interest rates and foreign exchange; and
- Compliance/Regulatory risks: relating to legal, regulatory and stakeholders considerations.

5. RISK MANAGEMENT PROCESS

The Company adopts an integrated and structured approach to risk management, which consists of 4 steps to follow.

A. Risk Identification

Day-to-day risk management resides with the individual business units; therefore, departmental manager of each business units is accountable for the identification of the risks and their assessments as well as their bottom-up reporting in order to achieve strategic and operational objectives.

B. Mitigation Control and Assurance Activities

Every risk identified must be carefully evaluated and all the root causes of the identified risks should be assessed in order to find mitigating factors of the risk and ways to monitor and control the risk in an effective manner. The internal audit, as the 3rd line of defense explained in the section 7.A., will need to carry out analysis and independent appraisal of the mitigation control and assurance activities.

C. Accountabilities

Actively managing risks are the key duty of the risk owners/department managers of the Company. Department managers will assist risk owners in measuring, controlling, monitoring and reporting risks and they have both the right and obligation to contribute to risk management.

D. *Reporting*

All critical risks identified and any new/emerging risks to be identified by any individual department will be registered and reported to Group Risk Management Committee ("GRMC"). The risk management team of the Company (the "Risk Management Team") can facilitate and assist the relevant staff/department to register the risks and consolidate all the risks registered based on the pre-defined risk taxonomy and report it to GRMC on a regular basis.

6. RISK GOVERNANCE STRUCTURE

The effectiveness of risk management is unavoidably linked to management competence, commitment and integrity, all of which forms the basis of sound corporate governance. Corporate governance provides a systematic framework within which each management group can discharge their duties in managing the business.

A. *The Board of Directors*

The Board is responsible for:

- evaluating and determining the risks it is willing to take in achieving the company's strategic objectives;
- overseeing the Company's risk management and internal control systems on an ongoing basis;
- reviewing the effectiveness of the risk management and internal control systems which need to be conducted at least annually; and
- reporting to shareholders that it has done so in its Corporate Governance Report.

B. *Audit Committee*

The Audit Committee is responsible for:

- reviewing the Company's financial controls, risk management and internal control systems;
- discussing the risk management and internal control systems with GRMC to ensure that GRMC has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programs and budget of the issuer's accounting and financial reporting function;
- considering major investigation findings on risk management and internal control matters as delegated by the Board;
- ensuring co-ordination between the internal and external auditors;

- the significant control failings or weaknesses identified during the year, and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Group's financial performance or condition; and

- the effectiveness of the Group's processes for financial reporting and compliance with the Listing Rules.

The Audit Committee meets regularly to assess and evaluates the effectiveness and adequacy of the risk management and internal control system of the Group and communicates to the Board in a timely manner where there are any material internal control defects or failings or weakness.

C. The GRMC is responsible for:

- assisting the Audit Committee to identify and evaluate risks with which the Company is facing;

- designing, implementing and monitoring the risk management and internal control systems;

- reviewing the identified risks on a regular basis and taking actions to alleviate the level of the identified risks; and

- assessing the effectiveness of the risk management and internal control systems on a quarterly basis and reporting it to the Audit Committee and the Board.

D. Risk Management Team

Risk Management Team is responsible for:

- updating the risk management policy and formalizing it by having it approved by the Audit Committee and the Board;

- updating the inside information handling policy and formalizing it by having it approved by the Audit Committee and the Board;

- implementing the risk management and internal control systems and processes and providing a risk management and internal control system training to all employees on a regular basis;

- ensuring all office employees attend the training at least once a year;

- facilitating the registration of all identified risks and new/emerging risks to be identified by any employee and reporting it to GRMC; and

- preparing and facilitating GRMC meeting on a monthly basis for the seamless flow and maximum outcome of the meeting.

E. Internal Audit

Internal Audit Team of the Company (the "Internal Audit Team") is responsible for:

- carrying out the internal audit function of the Company;
- updating the internal audit policy when it is needed;
- conducting the analysis and independent appraisal of the adequacy and effectiveness of the workflow and work manual of the members of the Company;
- pointing out non-compliance works of the member of the Company being audited and instructing them to make remedy actions within the set timeframe; and
- reporting to GRMC critical findings of the audit and the effectiveness of internal control measures.

F. Senior Management

Senior management of the Company is responsible for:

- providing direction and guidance within their areas of accountability so that subordinates best utilize their abilities in the preservation of the Company's resources;
- promoting, sponsoring and coordinating the development of a risk management culture within the organization;
- guiding the inclusion of risk management in all strategic and operational decision making; and
- possessing a clear profile of major risks within their area of control incorporating both opportunities and negative risks.

G. Line Management

Line Management of the Company is responsible for the adoption of risk management practices and will be directly responsible for the results of risk management activities, relevant to their area of responsibility. As part of the annual planning cycle all responsible managers will be required to consider and document existing risks and their impact on proposed plans. Any new emerging risks identified due to changes in the business environment must also be documented. Risk records must be maintained up-to-date on an on-going basis to reflect any changes which may occur.

H. All Employees

All employees of the Company are responsible for:

- acting at all times in a manner which does not place at risk the health and safety of themselves or any other person in the workplace;
- providing direction and training to persons for whom they have a supervisory responsibility or duty of care relating to health and safety; and
- identifying areas where risk management practices should be adopted and are to advise their supervisors accordingly.

7. RISK MANAGEMENT FRAMEWORK

There are a number of different types of risks, which the Company must take and manage in order to achieve its strategic objectives. The Board and senior management must identify these risks and discuss about the mitigating factors to manage the overall risk level and find ways to monitor the risks ensuring they stay within the Company's risk appetite.

In order to be more systematic to manage these risks, the following risk management framework has been adopted:

A. Three Lines of Defense Model

Risks are inherent in every corner of our businesses, and it is important to have a culture involving all levels of employee and a systematic approach to identify and assess risks such that they can be reduced, eliminated or avoided. In order to create risk conscious culture within the organization and manage risks systematically, three lines of defense model has been adopted. The following illustration and table show the definition of each line of defense and its role:


Board of Directors & Audit Committee
Group Risk Management Committee
Senior Management
1st Line of Defence
2nd Line of Defence
3rd Line of Defence
• Ongoing identification, assessment, monitoring and reporting of risks and opportunities in respective areas
• Plan and implement actions to manage risk
• Escalate risks that exceed the group's risk appetite
• Periodic Review and challenge of top risks impacting the strategic objectives
• Escalate the top risks to Senior Management Officers and through them, to the Audit & Group Risk Management Committee and the Board of Directors for their review
• Facilitate the risk process
• Provide assurance over the effectiveness of controls in place to manage risk
Risk Owners:
• Front line staff
• Project development
Risk Owners:
• Risk Management
• Accounting/Finance
• Legal/HR
Independent Oversight:
• Internal Audit

B. *Risk Rating Methodology*

In order to measure our risk appetite, all the identified principal risks will need to be rated based on the significance of the risk and the likelihood of occurrence.

Table 1 Significance of the Risk

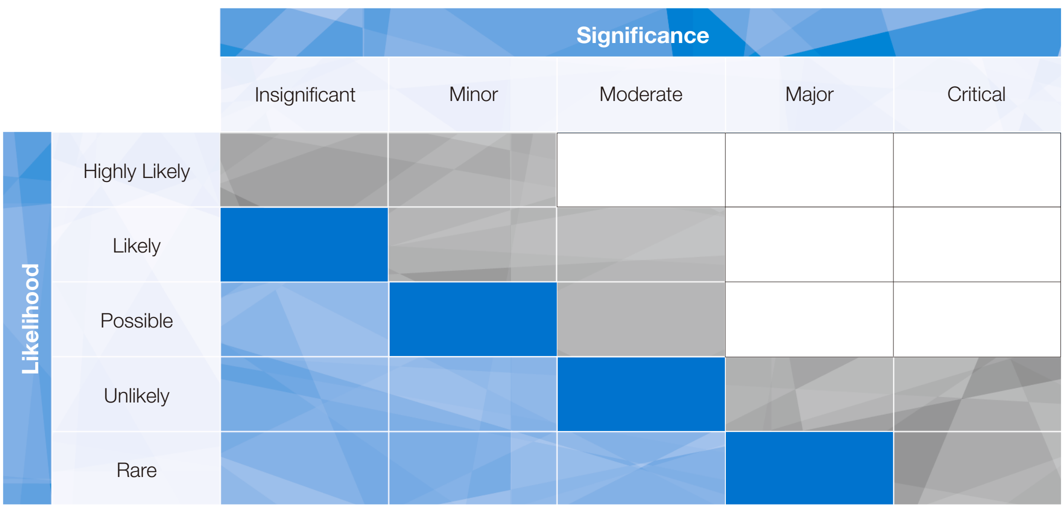
Risk Rating Dimension	Insignificant(1)	Minor(2)	Moderate(3)	Major(4)	Critical(5)
Financial	Financial damage of event less than HKD1 million	Financial damage of event between HKD1 million and HKD5 million	Financial damage of event between HKD5 million and HKD10 million	Financial damage of event between HKD10 million and HKD15 million	Financial damage of event more than HKD15 million
Reputational	Internal corrective action without any negative media focus	No negative media focus and/or concerns raised by one stakeholder	Short-term (less than a week) negative media focus and/or significant concerns raised by more than one stakeholders	Long-term (more than a week) negative media focus and/or sustained concerns raised by more than one stakeholders	Stakeholders lose confidence in the organization in the long-term, permanent withdrawal of support by several stakeholders
Operational	Corrective action within a day without disruption of operation	Corrective action within a week without disruption of operation	An incidence with the potential to lead to disruption of operation for a day	An incidence with the potential to lead to disruption of operation for more than a week	An incidence with the potential to lead to disruption of operation for more than a month
Regulatory	Internal corrective action without any operational disruption	Guidance from the authority	Warnings from the authority	Monetary penalty	Civil/criminal liabilities

Table 2 Likelihood of Occurrence

Rating	Description
Highly Likely	Highly likely to occur in all circumstances (weekly)
Likely	Likely to occur in most circumstances (monthly)
Possible	Possible to occur at some stage (quarterly)
Unlikely	Unlikely to occur in most circumstances (1–3 years)
Rare	May only occur in exceptional circumstances (3–10 years)

Every identified risk will be mapped out based on the result of risk ratings using the above risk parameters. The significance of the risk will be evaluated in four different areas such as financial risk, reputational risk, operational risk and regulatory risk and the rating of the most relevant risk area will be selected, which will represent the significance of the risk. And after measuring the likelihood of occurrence, the risk can be positioned in the following risk map.

Picture 1 Risk Map



Any risk located outside of the white area can be defined as the risk within our risk appetite. And any risk located in the white area will be continuously monitored and the Company will make every effort to bring it out of the area which is acceptable based on the Company's risk appetite.

8. RISK MANAGEMENT TRAINING

The Risk Management Team is responsible for the development and provision of risk management awareness training as well as specific training programs throughout the Company. This training is to address the needs of all employees including senior management.

9. RISK MANAGEMENT PERIODIC REVIEW

The Risk Management Team will support the management through periodic independent review of risk management practices and procedures to provide assurance on their efficiency and relevance to the GRMC and the Audit Committee.

INTERNAL AUDIT

Internal audit is an integral part of internal control along with risk management system. The mission of the Internal Audit Team is to provide independent and objective reviews and assessments of the business activities, operations, financial systems and internal accounting controls of the Company. The Internal Audit Team accomplishes its mission through the conduct of operational, financial and performance audits, selected as the result of a risk identification and assessment process. The resulting schedule of audits is reviewed and approved by the Audit Committee and the GRMC of the Company.

1. OBJECTIVE

The Internal Audit Team conducts independent reviews and appraisals of the work procedures and operations. These reviews provide management with an independent appraisal of the various operations and systems of control. The reviews also help to ensure that the Company's resources are used efficiently and effectively while helping the Company achieve its mission, as directed by the Board. It is the intention of the Internal Audit Team to perform this service with professional care and with minimal disruption to daily operations.

2. RESPONSIBILITY AND AUTHORITY

The internal audit function was established at the direction of the Board and derives its authority directly from the Audit Committee. The Internal Audit Team reports to the GRMC on a monthly basis and to the Audit Committee on a quarterly basis. Internal audit staff is authorized to conduct a comprehensive internal audit program within the Company and is responsible for keeping the Audit Committee and GRMC informed of unusual transactions or other matters of significance.

3. INDEPENDENCE

In order to maintain independence and objectivity, the internal audit function has no direct responsibility or any authority over the activities or operations that are subject to review, nor should the Internal Audit Team develop or install procedures, prepare records or engage in activities that would normally be subject to review. However, the Internal Audit Team may be consulted when new systems or procedures are designed to ensure they adequately address internal controls.

4. OBJECTIVITY

Internal audit is a service function organized and operated primarily for the purpose of conducting audits, in accordance with the predefined work procedures. The evidential matter gathered from these audits forms the basis for furnishing opinions and other relevant information to chairman of the Board, Audit Committee, GRMC and senior management of the Company.

Opinions and other information furnished may attest to the adequacy of internal control, the degree of compliance with established policies and procedures and/or their effectiveness and efficiency in achieving organizational objectives. The Internal Audit Team may also recommend cost effective courses of action for the management to consider in improving efficiencies that have been identified during an audit.

5. AUDIT PROCESS

Although every audit project is unique, the audit process is similar for most engagements and usually consists of nine stages. Through these stages the Internal Audit Team will determine ways to minimize risks and increase efficiencies within the area.

A. Plan:

The Internal Audit Team will develop an audit plan based on a review of all pertinent information.

B. Notify:

The Internal Audit Team will schedule a meeting with the unit manager and the senior managers of the process to be audited. Identify the scope and objectives of the audit, how long it is expected to last and what the responsibilities for all parties are in the audit process. Any factors that may impact the audit should be raised at this time. Factors include vacations, fiscal year end reporting requirements, etc.

C. Test:

Testing will include interviews with the staff, review of procedures and risk manuals, assessing the adequacy of internal controls.

D. Communicate:

Keep the department that is undergoing the audit updated on the status of the audit on a regular basis especially if there are any findings. There may be instances where the findings can be addressed immediately.

E. Draft:

The report draft will include the audit scope and objectives, summary and opinion, findings and audit recommendations.

F. Management Response:

Management will receive the audit draft to confirm the facts and respond to the audit recommendations. Their response should assign the responsibility and have a specific target date of completion for the corrective actions. The time window for the management response will be 21 calendar days.

G. Review:

The final version of the audit will be reviewed and all issues resolved by the Internal Audit Team.

H. Distribute:

The report is then released to the Audit Committee and GRMC as part of the agenda at the periodic meetings as requested.

I. Verify:

The Internal Audit Team will normally conduct a follow up on the management responses to the audit Findings and Recommendations within a reasonable time frame. This subsequent review will be discussed with the involved management and the comments published. The comments may also be released to the Audit Committee and GRMC as part of the agenda at the periodic meetings.

6. PRIORITIZATION OF THE AUDIT

The below are three factors adopted for the prioritization of processes for auditing:

A. **Financial Factor:** The significance of a process will be evaluated based on the amount of monetary impact of the process.

B. **Operational Factor:** The criticality of the process, when it has ERRORS or IRREGULARITIES, will be determined by time to be required for the corrective action.

C. **Regulatory Factor:** The rating of this category will be determined by the level of action from the authority.

And the risk parameters of each category are illustrated in the following Table:

Risk Rating Dimension	**Insignificant (Ratings 1)**	**Moderate (Ratings 2)**	**Critical (Ratings 3)**
Financial	Financial damage of event less than HK$500,000	Financial damage of event between HK$500,000 and HK$1,000,000	Financial damage of event more than HK$1,000,000
Operational	Corrective action within a week without disruption of operation	An incidence with the potential to lead to disruption of operation for more than a week	An incidence with the potential to lead to disruption of operation for more than a month
Regulatory	Internal corrective action without any warning from the authority	Warnings from the authority and/or monetary penalties	Monetary penalties and/or Civil/criminal liabilities

The prioritization of the process for auditing will be determined by the rating of the most relevant factors indicated above.

INTERNAL CONTROL FOR THE HANDLING INSIDE INFORMATION

The Board and the management of the Company are well aware of the following statutory duties relating to the handling of inside information:

- The Company must have procedures for the secure handling of inside information;
- A list of persons who are given access to inside information must be kept and the list must be continuously updated;
- Persons who are given access to inside information shall be made aware of the duties and responsibilities that this entails, as well as the criminal liability involved; and
- The Company must be able to provide documentary evidence to the Securities and Futures Commission in Hong Kong that persons who are given access to inside information are aware of their duties.

1. APPLICABILITY

These inside information handling procedures apply to all employees and elected officers (directors, elected auditor and corporate secretary) of the Company and its subsidiaries and to joint ventures in which the Group is a partner. The persons in charge of business areas in the Company shall ensure that employees and elected officers of the Company's subsidiaries receive necessary information about and training in use of these instructions. Responsibility at the Company lies with the heads of the various departments. The individual department heads shall assist in providing practical training.

2. THE DUTIES AND RESPONSIBILITIES OF A PERSON WITH RECEIPT OF INSIDE INFORMATION

Each employee and elected officer who receives inside information regarding the Group's financial instruments shall act in accordance with the prohibitions and duties that are described in further detail below.

A. Prohibition of misuse of inside information

No person must subscribe for, purchase, sell or exchange financial instruments issued by the Company if he or she has inside information regarding the Group's financial instruments. This prohibition applies to every natural and legal person, indirect and direct trading, and trading both for own account and for a third party's account, irrespective of form of settlement. The prohibition also applies to incitement to trade, i.e. persons who have inside information regarding the Group's financial instruments are not permitted to give other persons advice or in any way influence other persons to carry out, or refrain from carrying out, such transactions. This applies correspondingly to the entry into, purchase, sale or exchange of options or forward/futures contracts or similar rights (including financial derivatives) related to such financial instruments or to incitement to carry out such transactions.

The prohibition applies only to trades that can be characterized as misuse of inside information. Whether or not the trade constitutes misuse must be assessed in each individual case.

B. Duty of confidentiality

Inside information is confidential information, and shall not be given to or in other ways made available to unauthorized persons. The information may only be communicated or made available to another person if the recipient has a relevant, well-founded need for the information, assessed on the basis of the Company's interests. A strict "need to know" principle applies, i.e. as few people as possible shall have access to the information, as late as is practically possible.

Any person who communicates inside information or makes such information available to another person has an independent responsibility for ensuring that the person who is given access to the information is simultaneously made aware of the duties and responsibilities entailed by the receipt of such information, including the duty of confidentiality, the duty of proper handling of the information, the duty not to misuse it, and the criminal liability that attaches to the misuse or unwarranted distribution of such information. The above applies regardless of whether the recipient is an employee, an elected officer or an external advisor or a business connection.

C. Duty of information in connection with the communication of inside information

If inside information is communicated or made available to another person, the person responsible for maintaining the insider list and/or the Investor Relations Department shall be notified immediately, and if possible, before the information is communicated. Compliance with this duty of information is essential if the Company is to be able to fulfil its statutory duty to maintain an insider list, and to ensure that the persons who are given access to inside information are aware of the responsibility that this entails.

The person responsible for maintaining the insider list shall immediately put the person in question on the list of persons who have access to inside information. The insider list maintainer shall at the latest at the same time make sure that the recipient has been made aware of the duties and responsibilities that such access entails, and the criminal liability that attaches to misuse or unlawful use of such information.

D. Duty to ensure proper handling of inside information and to secure information

Any person who has inside information has a duty, in handling such information, to exercise due care in order to ensure that inside information does not come into the possession of unauthorized persons or is misused.

Whistleblowing and Anti-Corruption Policies

In order to raise internal control awareness, the Company has established whistleblowing policy and system for employees and those who deal with the Company to raise concerns, in confidence and anonymity, with the Audit Committee about possible improprieties in any matter related to the Company.

The Company has also implemented anti-corruption policy and system against corrupt and fraudulent activities including, for instance, measures against receiving bribes and kickbacks, and misappropriation of company assets, as well as prohibiting the acceptance of gifts, hospitality and other offers by interested third parties. The anti-corruption policy is included in the Group's Code of Conduct which all employees are required to acknowledge and accept.

The whistleblowing and anti-corruption policies are reviewed on an annual basis to ensure that they remain adequate of and up-to-date with any applicable legislation including but not limited to the Prevention of Bribery Ordinance in Hong Kong and relevant laws and regulations on anticorruption and bribery in China.

GENDER DIVERSITY ACROSS WORKFORCE

In our workforce (including senior management), the gender ratio is 27.73% (females): 72.27% (males). The Board considers that our current workforce is diverse in terms of gender. The Company is determined to maintain gender diversity at least at a level of 22% female representation in the workforce subject to any changes to the business model and needs of the Group. The Group will also further enhance diversity in all aspects, including gender diversity, through policies and training for all employees to support inclusive behaviors. For further details about our gender diversity in the workforce, please refer to the Company's environmental, social and governance report set out on pages 73 to 98 of this annual report.

Environmental, Social and Governance Report

1. INTRODUCTION

1.A. PREPARATION

The section was prepared with reference to the Environmental, Social and Governance ("ESG") Reporting Guide (the "ESG Guide") set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and other relevant rules and regulations such as Labor Law of the People's Republic of China (the "PRC"), China Occupational Health and Safety Regulations, China Environmental Protection Act., etc.

Cowell e Holdings Inc. (herein after the "Company" and together with its subsidiaries, the "Group"), is committed to the highest standards of environmental and social responsibility and ethical behavior, which has been embedded into the Group's main operational principles. The Group's commitment in ESG areas has been well recognized by all stakeholders including the main United States customer.

This ESG report covers the environmental and social aspects of operations of the Group's entire manufacturing aspect which is carried out via Cowell China and the manufacturing site located in Huanan ("HN Factory") during the fiscal year of 2022 from 1 January, 2022 to 31 December, 2022 (or, the "Reporting Period"). Further, given that the Group's factory in Heng Keng was closed down in fiscal year of 2021, operations of the Heng Keng factory was no longer covered in this report. Save for the above, the reporting scope of this ESG report is the same as for the previous ESG report for the year ended 31 December, 2021.

In order to pursue and assess its compliance with the ESG principles internally, the Company has formed Environmental, Social & Governance Working Group ("ESG Working Group") under Group Risk Management Committee of the Company ("GRMC") which directly reports to the audit committee of the Company (the "Audit Committee"). The member of ESG Working Group includes individuals who are directly responsible for each ESG areas. The main duties of ESG Working Group are as follows:

A. To set up and maintain policies for environmental and social responsibility;
B. To comply with the relevant laws and regulations that have a significant impact on the Company;
C. To identify potential issues relating to environmental and social responsibility;
D. To prioritize the identified issues to be managed;
E. To develop ways to monitor the identified issues and keep tracking Key Performance Indicators ("KPI") of the issues;
F. To make recommendations on the ESG strategies to GRMC;
G. To implement the ESG strategies adopted by GRMC; and
H. To make monthly ESG report to GRMC

The regular ESG Working Group meeting is held on a monthly basis and the identified issues are discussed and proper action plans are set up to follow up. In addition, in accordance with the latest requirements under the ESG Guide, ESG Working Group provides guidance and training on all aspects of policies and strategies in respect of the Company's environmental, social and governance management as well as their relevance to the Company's operations.

1.B. MATERIALITY AND RELEVANCE

In order to identify most relevant General Disclosures and key performance indicators ("KPI"), all the areas of concern specified in the ESG Guide were discussed in the ESG Working Group meetings and cross-checked with GRMC. The outcome of the discussion was laid out and further examined from the perspective of major US customer's ESG guideline and priorities as well as feedback from the external stakeholders. The detailed methods of engagement are as follows:

TABLE 1 METHOD OF ENGAGEMENT

Stakeholders Engaged	Method of Engagement
ESG Working Group	• Areas of expertise • Meetings • Ratings • Cross checking with GRMC
Group Risk Management Committee	• Areas of experience • Meetings • Ratings • Ongoing engagement
Customers	• Areas of focus • Global ESG guideline and standards • Priorities of concerns
External Stakeholders	• Areas of interest • Investor meetings and conference calls • Overseas roadshows • Investor forums and conferences

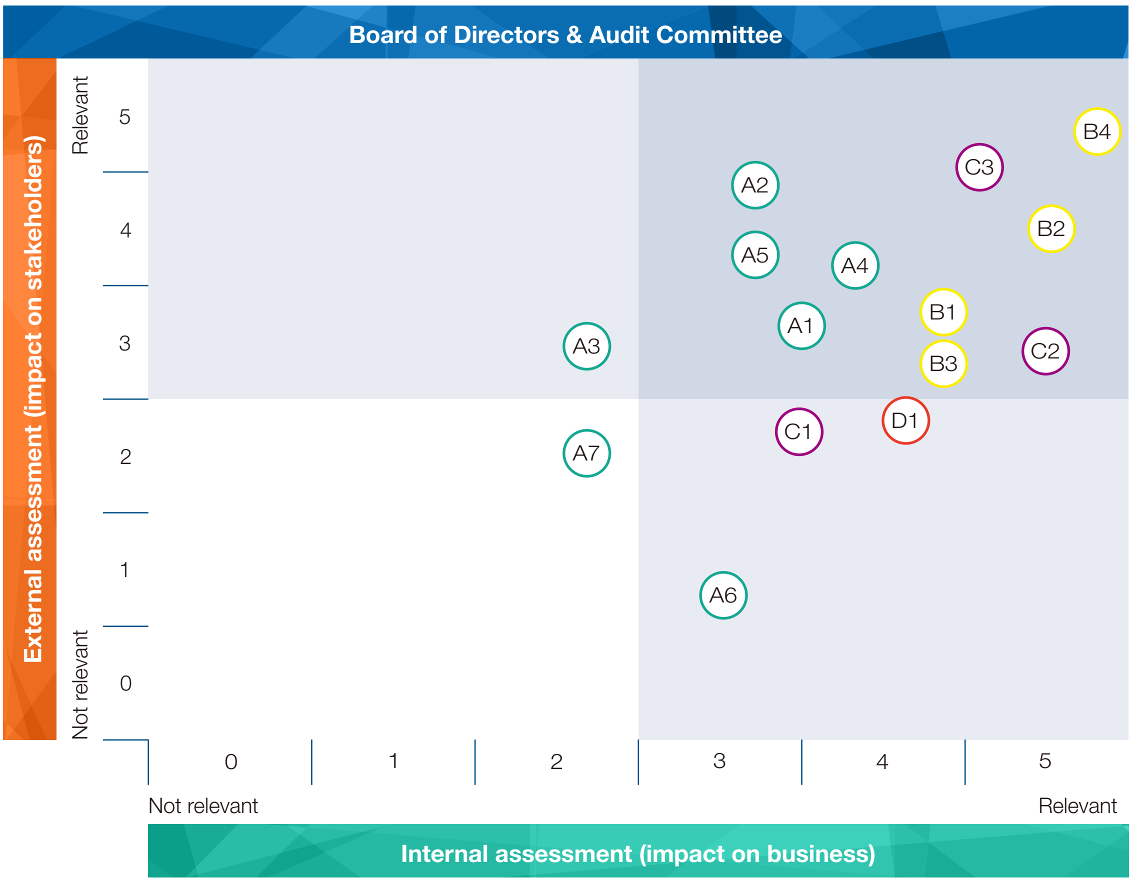
Based on the outcome of the ESG Working Group meetings, feedback from GRMC and external stakeholders as well as major customers' ESG guideline and priorities, the areas to be discussed were rated. The results of rating on each discussion point represents the Company's core organizational values, policies and strategies. During the rating process, both internal and external stakeholders' opinions were evaluated in consideration of potential financial implications, reputational risk and sustainability of the business.

The discussion points recommended by the ESG Guide were summarized in the following table using four different categories:

TABLE 2 ESG Discussion Points

A. Environment	B. Workplace	C. Operating Practice	D. Community
A1: Greenhouse Gas A2: Hazardous Waste A3: Non-hazardous Waste A4: Energy A5: Water A6: Packaging Material A7: Natural Resources	B1: Employment B2: Health & Safety B3: Development & Training B4: Labour Standards	C1: Supply Chain Management C2: Product Responsibility C3: Anti-corruption	D1: Community Investment

Each discussion point was rated in a scale from 0 to 5 (where 0 is the lowest relevance and 5 is highest) and mapped out in the following matrix:



Based on the above matrix, 14 out of 15 topics were identified as strong relevance and materiality to Cowell China. Natural Resources' low rating was mainly due to the Company's insignificant usage of natural resources.

2. ENVIRONMENTAL

Cowell China undertakes environmental protection seriously since it believes that protecting environment effort critically relates to the sustainability of its operation. Cowell China has initiated and implemented a number of measures to reduce carbon emission and solid wastes, improve energy efficiency and conserve water resources. Thanks to its effort in complying with the environment laws and regulations in force in China and its well defined internal policies and procedures, Cowell China has been successfully re-accredited the certification of ISO 14001: 2015 Environmental Management System. During the certification process, Cowell China has sufficiently demonstrated the followings:

- Compliance of mandatory requirements of the environmental standards; and
- Effectiveness of Cowell China's environmental management system

In the fiscal year of 2022, Cowell China was not aware of any material non-compliance with the relevant environmental laws and regulations that would have a significant impact on the Company.

2.A. EMISSIONS

Cowell China has effectively managed emissions of relevant greenhouse gases, waste water and hazardous and non-hazardous wastes. Main types of emissions discharged by Cowell China are as follows:

- Greenhouse gases
- Waste water
- Hazardous waste: Waste lubricant from power generators (HW08), Epoxy (HW13), Fluorescent lamp (HW29), Solvent (HW42) and cleaning cloth (HW49)
- Non-hazardous waste: Food waste, household garbage, plastic packaging materials and boxes

The above hazardous wastes are categorized based on Corrosivity (C), Toxicity (T), Ignitability (I) and Infectivity (In) in reference to national catalogue of Hazardous Wastes formulated in accordance with the Environment Protection Law of the People's Republic of China ("PRC") and the Law of the PRC for the Prevention and Control of Pollution by solid wastes.

Greenhouse Gases

The main sources of the emitted gases can fall into two different categories: direct emission and indirect emission. The direct emission of Cowell China arises from three different sources: 1) owned and controlled vehicles being operated for its employees' daily commute; 2) consumption of liquefied natural gas ("LNG") for the humidity control facilities in the clean rooms of the production sites and cooking facilities in the canteens; and 3) consumption of diesel for the power generators which are contingent facilities for any failure of electrical power supply. The greenhouse gas emission from the power generators is minimal since the facilities are only utilized when there is any electrical power blackout. Normally these facilities are running only 10 minutes per week to check its readiness. Also the greenhouse gas emission from LNG boiler for humidity control and cooking is insignificant since LNG is relatively environmentally friendly.

The indirect emission results from consumption of electricity for the production facilities as well as air-conditioning and heating facilities. Total greenhouse gas emission is measured regularly by converting total consumption of electricity, LNG, diesel and car fuel into greenhouse gas using conversion factors from 2015 China Regional Power Grid Baseline Emission Factor for electricity and GB-T2589–2008 General Rules for other energy consumption. Based on this methodology, Cowell China's total greenhouse gas estimated in the fiscal year of 2021 and 2022 are shown below:

TABLE 3 GREENHOUSE GAS EMISSION

ITEM	UNIT	CONSUMPTION		CONVERSION FACTOR	GREENHOUSE GAS (tCO_2)	
		2022	2021		2022	2021
Electricity	kwh	**60,891,566**	59,233,200	0.0008959	**53,045**	53,067
LNG	m^3	**343,735**	382,500	0.0022000	**756**	842
Car Fuel	Liter	**26,449**	25,299	0.0022630	**60**	57
Diesel	Liter	**12,540**	15,625	0.0026195	**33**	41
TOTAL EMISSION					**53,894**	**54,007**

* Conversion Factor for Electricity in reference to 2015 China Regional Power Grid Baseline Emission Factor (2015中國區域電網基準線排放因子)

** Conversion Factor for LNG/Car Fuel/Diesel in reference to GB-T2589–2008 general rules for calculating energy consumption (GB-T2589–2008綜合能耗計算通則)

Air Emission

In order to comply with the law of the prevention and control of atmospheric pollution in China, air emission inspection has been conducted by the local authority annually. During the inspection, NO_x, SO_2 and dust level of the emission from LNG boilers and power generators have been measured and recorded. As shown in the below tables, all inspected items have remained below the tolerance level of the authority.

TABLE 4 AIR EMISSION INSPECTION FOR LNG BOILER

ENTITY	ITEM	UNIT	TOLERANCE	RESULT		STATUS
				2022	2021	
HN FACTORY	No_x	mg/m³	200	**82**	76	PASS
	SO_2	mg/m³	50	**0**	0	PASS
	DUST	mg/m³	30	**3.2**	1.9	PASS

TABLE 5 AIR EMISSION INSPECTION FOR POWER GENERATOR

ENTITY	ITEM	UNIT	TOLERANCE	RESULT		STATUS
				2022	2021	
HN FACTORY	No_x	mg/m³	120	**36**	24	PASS
	SO_2	mg/m³	500	**11**	10	PASS
	DUST	mg/m³	120	**6.8**	<20	PASS

Waste Water

In respect of waste water treatment, Cowell China has strictly complied with the related national laws and regulations of The Ministry of Environmental Protection of the PRC (MEP). The discharged water from HN Factory has been annually inspected by the local authority, and non-compliance case has never been reported previously.

The following table shows the results of inspections conducted in 2021 and 2022:

TABLE 6 INSPECTION OF DISCHARGED WATER

ENTITY	ITEM	UNIT	MEP STANDARD[1]	INSPECTION RESULT 2022	INSPECTION RESULT 2021	STATUS
HN FACTORY	PH[2]		6.00–9.00	**7.22**	7.31	PASS
	COD[3]	mg/L	30.00	**26.00**	27	PASS
	BOD[4]	mg/L	6.00	**5.50**	5.4	PASS
	T-N[5]	mg/L	1.50	**0.293**	0.112	PASS
	PETROLEUM	mg/L	0.50	**0.37**	0.4	PASS

(1) Environmental Quality Standards for Surface Water GB38382002 Class 3 (地表水環境質量標準GB38382002 3類)
(2) PH: Potential of Hydrogen
(3) COD: Chemical Oxygen Demand
(4) BOD: Biochemical Oxygen Demand
(5) T-N: Total Nitrogen

And the below table shows the amount of discharged water in the fiscal year of 2021 and 2022, which are all within the limits approved by the local authority:

TABLE 7 DISCHARGED WATER

ENTITY	2022	2021
HN FACTORY	**1,596 m³**	1,491 m³

Hazardous & Non-Hazardous Waste

Cowell China's hazardous and non-hazardous wastes are listed in the below table, which also shows total emitted amount of each item in the fiscal year of 2021 and 2022:

TABLE 8 HAZARDOUS & NON-HAZARDOUS WASTES

ITEM	UNIT	HN FACTORY		SOURCE OF WASTES
		2022	2021	
HAZARDOUS WASTES				
Lubricant	kg	**100**	366	Power generating
Chemical	kg	**2,170**	1,020	Cleaning (alcohol, acetone & solvent)
Fluorescent Lamps	kg	**0**	0	Lighting
Epoxy	kg	**1,240**	770	Production processing
Cleaning Cloth	kg	**6,730**	5,434	Cleaning (with chemicals)
NON-HAZARDOUS WASTES				
Paper, Boxes, etc.	tonne	**57.37**	40	Packaging
Household & Food	tonne	**58,598.60**	580	Canteens and Dormitory

In addition, the following table illustrates how each of the emitted hazardous and non-hazardous wastes are handled:

TABLE 9 HAZARDOUS AND NON-HAZARDOUS WASTE TREATMENT

NO	TYPE	COWELL CHINA		WASTE TREATMENT COMPANIES		
		USAGE	TREATMENT	COLLECTION	TREATMENT	END PROCESS
1	NON-HAZARDOUS WASTE	HOUSEHOLD GARBAGE & PACKAGING WASTE (BOX & PLASTIC PACKAGING MATERIALS)	STORING IN GENERAL WASTE STORAGE AREA EVERYDAY	URBAN HOUSEHOLD GARBAGE PROCESSING CENTER EVERYDAY	FILTERING & SORTING (RECYCLE & NON-RECYCLE WASTE)	* RECYCLABLE WASTE- RECYCLE * NON-RECYCLABLE WASTE – INCINERATION AND LANDFILL
2	FOOD WASTE	FOOD WASTE FROM CANTEEN	STORING IN THE DESIGNATED AREA EVERYDAY	EVERYDAY BY PIG FARM	FILTERING & SORTING	FEED FOR PIG FARMING
3	HAZARDOUS WASTE	ALCOHOL, ACETONE & SOLVENT (HW42) FOR CLEANING	COLLECTING WASTE CHEMICALS IN 200 LITER CONTAINER EVERYDAY & STORE IN THE DESIGNATED HAZARDOUS WASTE AREA	EVERY 2 MONTHS BY PROFESSIONAL HAZARDOUS WASTE TREATMENT COMPANY	TREATMENT FOR RECYCLING	RESALE
4	HAZARDOUS WASTE	WASTE LUBRICANT FROM POWER GENERATORS (HW08)	COLLECTING WASTE LUBRICANT IN 20 LITER CONTAINER & STORE IN THE DESIGNATED HAZARDOUS WASTE AREA	EVERY 6 MONTHS BY PROFESSIONAL OIL WASTE TREATMENT COMPANY	TREATMENT FOR RECYCLING	RESALE
5	HAZARDOUS WASTE	WASTE EPOXY (HW13) FROM PRODUCTION	STORING IN THE DESIGNATED HAZARDOUS WASTE STORAGE AREA	EVERY 3 MONTHS BY PROFESSIONAL OIL WASTE TREATMENT COMPANY	FILTERING	INCINERATION
6	HAZARDOUS WASTE	WASTE CLOTH AFTER CLEANING USING CHEMICALS	STORING IN THE DESIGNATED HAZARDOUS WASTE STORAGE AREA	EVERY 3 MONTHS BY PROFESSIONAL OIL WASTE TREATMENT COMPANY	FILTERING	INCINERATION

The majority of wastes including both hazardous and non-hazardous wastes are being filtered, sorted and processed for recycling as much as possible and the final residual wastes are incinerated by the authorized waste treatment companies. These treatments are fully in compliance with Solid Waste Pollution Prevention Act 75 Article 5 (固體廢物污染環境防治法75條5行) and non-compliance case has never been reported previously.

Packaging material consumption

The main packaging materials consumed by Cowell China during the fiscal year of 2022 include trays and carton boxes. These are in line with main customers' standard packaging requirements. The total weight of trays and carton boxes used for the shipments of camera modules in the fiscal year of 2022 were approximately 320 tonnes and 83 tonnes, respectively, as compared to approximately 376.1 tonnes and 115.1 tonnes, respectively, in 2021. Each carton box takes up to 60 trays. The decreased usage of the packaging materials was led by the decreased shipments.

2.B. ENERGY AND WATER USAGE

Electricity is the main source of energy required for Cowell China's manufacturing processes, heating and cooling. And water is mainly used for the followings:

1) Ultrasonic cleaning processes for components;
2) Cooling compressors;
3) Greening;
4) Sprinkling for dust control; and
5) Other usage (general cleaning, drinking and washing etc.)

LNG is required to control humidity in the clean rooms of the production site and used for preparing meals for the employees of Cowell China. During the fiscal year of 2021 and 2022, total consumption of energy and water are provided in the following table:

TABLE 10 ENERGY & WATER CONSUMPTION

ITEM	UNIT	HN FACTORY	
		2022	2021
Electricity	kwh	**58,938,248**	55,869,200
LNG	m^3	**355,842**	382,500
Water	m^3	**436,013**	370,151

Proper usage of energy and water with care relates to not only environmental protection, but also health and safety of employees of Cowell China. For effective and efficient consumption of energy and water, Cowell China has prepared and implemented internal policies listed below:

- LNG user manual and policy
- Water user manual and policy
- Electricity safety user manual and policy
- Uninterrupted Power Supply ("UPS") policy
- Power generator user manual and policy
- Lighting and illumination policy

Cowell China does not have any issue in sourcing water; however, the management has advocated water saving and efficiency initiatives. As a good practice and internal guideline, more than 50% of HN Factory's total discharging water has been reused since April 2017.

In addition, Cowell China has constantly explored to find ways to optimize the energy consumption and waste management. To achieve this mission, the Company has formed a task force team ("TFT") within the organization. TFT has carried out various projects and many of them have already been materialized. The project details and outcome of the projects are in the following table:

TABLE 11 2022 ENERGY SAVING INITIATIVES

PROJECT DESCRIPTION	OBJECTIVES	OUTCOME
Upgrade and optimize boiler equipment	— Saving natural gas	— 26,658 m^3 natural gas savings

CLIMATE CHANGE

Cowell China is well aware of the potential consequences brought about by climate change, and therefore it is important for us to respond to the climate change-related issues that may impact our business operations.

More frequent extreme weather events, for instance, typhoons, rainstorms and flooding, could interrupt our capability in delivering products to our customers. Meanwhile, as the international community is increasingly concerned about climate change, countries have been actively negotiating and various protocols and agreements are entered into in that regards. Keeping abreast of changes and developments in policies on climate change and mitigation of its effects could also potentially increase costs and legal risks in our daily operations.

To ensure that Cowell China remains vigilant in managing risks caused by climate change, ESG Working Group closely monitors our emissions, continuously reviews and makes recommendations on various green initiatives in day-to-day operations. Please refer to section headed “2. Environmental” for further information on the strategies and actions we undertook to mitigate the impact of climate change.

3. SOCIAL RESPONSIBILITY

3.A. EMPLOYMENT

All employees of Cowell China totaling 2,950 as of 31 December 2022 are full time employees and well diversified in terms of geographical region, age group and gender. The detailed breakdown of our employees by region, age group and gender as well as turnover rate is as follows:

TABLE 12 TURNOVER RATE BY REGION, AGE GROUP & GENDER

	Region	# of Employees at FYE'22	%	# of Employees Resigned in 2022	Turnover Ratio
By Region	Central China	1,016	34.44%	338	8.51%
	South China	954	32.34%	338	8.51%
	Southwest	492	16.68%	202	5.08%
	Northwest	133	4.51%	37	0.93%
	Other regions in China	301	10.2%	95	2.39%
	Korea	54	1.83%	13	0.33%
By Age Group	Below 30	1,423	48.24%	622	15.66%
	30s	1,238	41.97%	358	9.01%
	40s	247	8.37%	42	1.06%
	50 & above	42	1.42%	1	0.02%
By Gender	Female	818	27.73%	310	7.8%
	Male	2,132	72.27%	713	17.95%
	TOTAL	**2,950**	**100.0%**	**1,023**	**25.75%**

* Turnover Rate = # of employees resigned in 2022/(# of employees at FYE'22 + # of employees resigned in 2022)

** The turnover is defined as employees who leave Cowell China voluntarily or due to retirement, dismissal or other reasons

The management of Cowell China believes that our employees are one of the most valuable assets to the Company and essential to the Company's operations. In order to make Cowell China friendly and fair working environment, the Company has adopted the following principles as its core human resources ("HR") policy:

Anti-discrimination in recruitment and promotion

To comply with Chapter 2 of PRC Labor Law, Cowell China prohibits any discrimination against any employees based on age, disability, ethnicity, gender, marital status, national origin, political affiliation, race, religion, sexual orientation, gender identity, labor union membership, or any other status protected by the national law, in hiring and other employment practices. Furthermore, Cowell China does not require pregnancy or medical examinations unless it is required by applicable laws or prudent for workplace safety. It is also clearly stated in the policy that any grievances in good faith will not be retaliated against or punished. Non-compliance of this case has never been reported previously.

Working Hours and Compensation

Cowell China strives to create and maintain a work-life balanced working environment with reasonable working hours and rest periods. In addition, employees of Cowell China can enjoy reasonable annual leave periods and time off for national holidays. Furthermore, employees of Cowell China receive, at least, the legally required minimum wages and a range of allowances and compensation for working during weekend, overtime, night shift as well as year-end bonuses. The detail pay scheme is clearly communicated to all employees in their local languages and accurate wages are paid in a timely manner.

Cowell China's labor policies are set to adhere to legislation within the boundary of the respective labor laws in China. Non-compliance of this case has never been reported previously.

Other Benefits and Welfare

Cowell China promotes employees' collaborative spirit and nurtures their work-life balance by sponsoring a number of cultural and sporting activities on a regular basis.

The followings are such regular activities that are organized by either the management of Cowell China or employees themselves:

1. Badminton workout
2. Basketball competition
3. Mountain tracking
4. Birthday get-together
5. Annual sports day
6. Mid-Autumn festival
7. Chinese New Year festival

During the reporting period, there was no incident of non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare.

3.B. HEALTH AND SAFETY

Occupational Health, Safety and Hazard Prevention

The management of Cowell China pays much attention to employees' health, safety and well-being since it is inarguably important to the Company's sustainable operation. The Company is making every effort to provide and maintain a safe working environment and integrate appropriate health and safety management practices into its operation. In any case, if any employee of Cowell China observes unsafe or unhealthy working conditions, a proper internal escalation procedure is in place.

As a part of the internal standard procedures, Environmental, Health & Safety Team ("EHST") and Labor Team perform the following actions:

1. Providing employees with appropriate personal protective equipment with manual and teaching them how to properly use the equipment;

2. Training employees to adhere to Cowell China's health and safety policy; and

3. Conducting fire drills on a semi-annual basis (day & night fire drills) at the production, office and residential areas within Cowell China.

Furthermore, Cowell China has formed a group of professional from General Affairs, Labor, Construction, HR and EHST, which conducts and promotes 'Health & Safety Day' for the employees' health and safety awareness on a monthly basis. During 'Health & Safety Day', the team checks its surroundings, assesses emergency evacuation procedures and eliminates potential occupational health and safety hazards.

The method used to measure occupational health and safety is as follows:

- Average Number of Accidents per 1,000 workers per year ("Accident Rate") = Number of accidents/ Total number of workers x 1,000

During the reporting period, there was no significant incident of safety and work-related injury. There was no incident of non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to providing a safe working environment and protecting employees from occupational hazards.

In the fiscal year of 2022, an Accident Rate of 0.14 was reported. The occupational health and safety incidents occurred in 2022 were investigated and proper corrective actions were conducted. All these activities have been reported to Group Risk Management Committee.

TABLE 13 WORK-RELATED FATALITIES

	Unit	2022	2021
Total # of Work-related Fatalities	# of People	**0**	0
Work-related Fatalities Rate	Per 1,000 Workers	**0.00%**	0.00%

TABLE 14 WORK INJURIES

	Unit	2022	2021
Accidents *	# of Accidents	**4**	3
Accident Rate	Per 1,000 Workers	**0.14**	0.09
Lost Hours	# of Hours	**536**	52

* Work related accidents with a minimum 8 lost hours (a full working day)

Cowell China has maintained zero work-related fatalities in each of the past three years ended 31 December, 2020, 2021 and 2022.

Emergency Prevention and Readiness

Potential emergency situations are carefully examined and assessed. And for each different emergency case, proper emergency evacuation procedures were implemented to minimize any physical injury as well as environmental and property damage. All new employees must attend an 'Emergency Prevention & Evacuation" training. And for those who work in the dangerous areas, 'Health & Safety' training is conducted on a monthly basis to raise their awareness of emergency procedures and readiness.

3.C. DEVELOPMENT AND TRAINING

Recruiting and maintaining skilled employees and cultivating loyalty to the Company are pivotal to both the success of the Company and the employees' career development. Training will help employees improve their work performance, which will eventually increase their loyalty to the Company. Therefore, Cowell China has developed a series of training specific to the needs and requirements of the work and tailored in line with their roles and responsibilities. Most trainings are done by internal staffs, but if necessary for the effectiveness of the training, outside professionals are often hired to conduct trainings as well.

The following table shows a summary of regular trainings for Cowell China factory employees in the fiscal year of 2022:

TABLE 15 REGULAR TRAININGS FOR COWELL CHINA FACTORY EMPLOYEES

Training Type	Training Subjects	Target Audience	2022	2021	Training Hour	Frequency
New Employee Orientation	1. Company Introduction; 2. Code of Conduct; 3. Health & Safety; 4. Disciplinary Regulations; 5. Corporate Social Responsibility; 6. Safety Gear Manual; 7. Clean Room Rules; 8. Security Regulations; 9. Manufacturing Processes; 10. Terminology; 11. Tool Manual.	Newly hired operators 1. Management level 2. Middle level 3. Entry level	 0.1% 3.8% 96.1% Male: 80.1% Female: 19.9%	 0.1% 2.0% 97.8% Male: 79.6% Female: 20.4%	2 days (8 hours per day)	1st and 2nd day of employment
Post-promotion Training	1. Floor Management; 2. Code of Conduct; 3. Corporate Social Responsibility; 4. Health & Safety; 5. Security Regulations; 6. Leadership Skill; 7. Interpersonal Skill; 8. Effective Communication; 9. Leader's Role & Team Spirit.	1. Management level 2. Middle level	75.0% 25.0% Male: 58.3% Female: 41.7%	67.7% 32.3% Male: 61.3% Female: 38.7%	8 hours	Semi-annually
General Annual Training	1. Roles & Responsibilities; 2. Code of Conduct; 3. Corporate Social Responsibility; 4. Working Attitude; 5. Chemical Handling Instruction; 6. Security Regulations; 7. People Management; 8. Interpersonal Skill; 9. Improving Productivity; 10. Leader's Role & Team Spirit.	1. Management level 2. Middle level 3. Entry level	9.1% 27.2% 63.6% Male: 69.9% Female: 30.1%	10.0% 18.3% 71.3% Male: 70.5% Female: 29.5%	8 hours	Annually (From November to December)

3.D. LABOR STANDARDS

Anti-harassment and Abuse

Cowell China has strived to make friendly workplace without in any form of harassment and abuse including, but not limited to verbal abuse and harassment, psychological harassment, mental and physical coercion, and sexual harassment. To create this working environment, a regular training on an annual basis has been provided to all employees including the newly hired.

Prevention of Involuntary Labor

Persons can have an opportunity to work for Cowell China only when they want to work voluntarily. Any form of slave, forced, bonded, indentured, or prison labor will not be recruited based on the internal policy. In any case, Cowell China will not forcibly withhold employee's original government-issued identification and travel documents. The relevant conditions of employment will be clearly explained to all employees in their own language.

Prevention of Underage Labor

The minimum legal age applicable to Cowell China's employment is 18 years old. Anyone younger than 18 years old are not allowed to work for the Company. In order to prevent from hiring any underage workers, a number of strict measures have been placed.

The following procedures are the synopsis of the policy:

1. All applicants for employment must present valid identification documents;

2. All applicants for employment must be interviewed by three interviewers; and

3. All documents provided and the results of the interviews will be carefully reviewed by both HR manager and team head of the hiring department.

In addition to the above procedures, internal escalation procedure for any unauthorized underage employment has also been set up. Any unauthorized underage workers can be anonymously escalated to the management. Furthermore, regarding this particular aspect, a quarterly review is conducted for the floor workers at the production site.

During the Reporting Period, there was no incident of non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to child and forced labor.

3.E. SUPPLY CHAIN MANAGEMENT

Cowell China respects the partnership with suppliers and desires to enhance its relationship for the sustainable and mutual growth with integrity. In order to achieve this goal, the Company has integrated environment protection and social responsibility into the supply chain management policy, which extensively covers various areas including production management, quality control, environmental governance and labor practice. The Company keeps exchanging dialogue with suppliers in routine work, physical visits, field review, supplier meetings and conferences, etc.

Suppliers' ESG Requirements

Cowell China encourages suppliers to adopt ESG principles in the areas of labor and human rights, health and safety, business ethics and environmental and social responsibility. The Company carefully selects its suppliers based on the above principles and any violations of these principles may jeopardize overall business relationship with Cowell China. Cowell China's standard purchase agreement includes supplier's social responsibility which extensively covers ESG requirements such as environmental protection, fair treatment for employment, health and safety of workers and business ethics.

Supplier Selection Process

When Cowell China needs to select a new supplier, it strictly follows procedures and on-site visit is one of critical steps in selecting new suppliers. The procurement team examines the qualification of potential suppliers in a stringent manner. Before sending out a request for proposal ("RFP") to potential suppliers, the followings are carefully reviewed:

1. Financial condition of the supplier

2. Shipping track record

3. Product quality assurance

Based on the outcome of the above review, multiple suppliers are shortlisted. Then, finally pricing competitiveness and ESG compliance are evaluated as core criteria for the selection of suppliers.

The following shows geographical diversification of Cowell China's suppliers in 2022:

TABLE 16 SUPPLIES BY GEOGRAPHY

SUPPLIER LOCATION		2022 # OF SUPPLIERS	2021 # OF SUPPLIERS
China	East China	45	41
	South China	213	257
	Middle China	1	2
	North China	5	5
	West China	3	1
Korea		24	27
Japan		11	9
Hong Kong		6	5
Others		18	22
Total		**326**	**369**

TABLE 17 LENGTH OF RELATIONSHIP

LENGTH OF RELATIONS	2022 # OF SUPPLIERS	2021 # OF SUPPLIERS
Less than 1 year	20	89
1~2 years	53	36
More than 3 years	253	244
Total	**326**	**369**

In terms of geography, suppliers of Cowell China are widely diversified, but majority of Chinese suppliers are located in South China. Furthermore, about 77.6% of total suppliers have more than 3 years of business relationship with Cowell China while about 6.1% of total suppliers have less than 1 years of business relationship with Cowell China.

3.F. PRODUCT RESPONSIBILITY

Cowell China's continued effort in improving quality management system has been recognized by successful renewal of ISO 9001: 2015. This ISO 9001: 2015 was based on the following eight quality management principles which would further help Cowell China improve its performance:

1. Customer focus: fulfillment of customer needs
2. Leadership: unity of purpose and direction
3. Involvement of people: employees' involvement in achieving the organization's objectives
4. Process approach: resources and activities managed as processes
5. System management: systemized approach for the effectiveness and efficiency
6. Continual improvement: adopting system as a part of everyday culture for improvement
7. Fact based decision-making: making decisions based on the logical and intuitive analysis of data and factual information
8. Mutual benefit: enhancing relationship with customers for mutual benefit and value

In fact, all manufacturing processes are carefully designed and validated by long experienced engineers. Production activities are performed in Class 10 clean room environment to satisfy our clients' stringent requirements for the quality of products. After every step of the production, the outcome produced are carefully examined and tested based on well-defined testing procedures. Even then, in order to strengthen quality assurance program, a proper customer return product procedure has been set up. The main purpose of this procedure is to efficiently handle the returned products from the customer due to not only product quality issues, but also any relevant re-inspection or re-test procedures prior to shipment back to the customer.

During the Reporting Period, there was no incident of non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to product responsibility.

Protecting Intellectual Property Rights & Privacy Policies

In accordance with the non-disclosure agreement ("NDA") agreed with the customers, all manufacturing activities within Cowell China have been treated in a highly confidential manner and the whole property of Cowell China is secured as the restricted area where only authorized persons can enter. Any violation of NDA requirement is regularly reviewed by both internal audit team and legal team and the outcome of the regular review is reported to GRMC, on a monthly basis, which determines further escalation to the Audit Committee or the board of directors. In addition, this agenda has been regularly specified in the GRMC report which has been reported to the Audit Committee on a quarterly basis. In the fiscal year of 2022, there has been no violation reported to either GRMC or Audit Committee.

Quality Assurance Process and Recall Procedures

Cowell China's Return Material Authorization ("RMA") system has two basic categories.

One is Incoming Quality Control ("IQC") reject/Field Failure returns/Production fallouts (Quality), which encompasses product returned for technical reasons such as electrical rejections and/or functional failures, cosmetic and mechanical. Retest and sorting fees related to the quality defect is included in this category. The other is Administrative Returns (Non Quality), which encompasses all products returned for non-technical reasons. Examples are shipment error and freight fees, price reduction, customer requested changes and other administrative issues in nature.

For quality related returns, Cowell Quality Assurance ("QA") manager or representative confirms the customer complaint and communicates recommendations to Cowell China's quality engineering manager, director, supply chain, sales team and procurement team as needed. And a corrective and preventive action report is created to follow up in accordance with the procedures. If any quality issue at the customers' end is suspected, customers' quality representative will conduct the validation process prior to further actions.

3.G. ANTI-CORRUPTION

The Prevention of Bribery Ordinance in Hong Kong and relevant laws and regulations on anti-corruption and bribery in China are a part of core principles of Cowell China's Code of Conduct. The core principles of anti-corruption policy are well communicated with all Cowell China employees through a regular training. Cowell China's anti-corruption policy prohibits any and all form of corruption, extortion and embezzlement. In particular, employees of Cowell China shall in no event bribe foreign civil servants in any transactions and shall comply with laws that prohibit promising or giving bribes or any act of expressing intention to give either directly or indirectly to foreign civil servants regarding business affairs for the purpose of achieving unlawful profit in any transactions.

The followings are Cowell China's corruption prevention practices:

1. No monetary gift should be given or received;

2. A pre-approval must be sought when any employee of Cowell China needs to take part in activities including meals with suppliers or any relevant party outside of Cowell China;

3. No employee of Cowell China is allowed to use Cowell China's business opportunities for personal interest or benefit; and

4. All employees of Cowell China must attend "Anti-Corruption" training annually.

Furthermore, a suitable whistleblowing policy has been adopted by the management, which enables employees and other stakeholders to escalate any suspected misconduct or malpractice within Cowell China without any retribution. In the fiscal year of 2022, there was no concluded legal cases brought against the Group or its employees, and no case relating to anti-corruption reported.

3.H. COMMUNITY INVESTMENT

Cowell China, since its inception in 2002, has grown its business substantially. The management of Cowell China has recognized that such success and growth could not have been achieved without support from people, local community where Cowell China operates and the government. As a token of appreciation and for the sustainable growth, Cowell China has shown its commitment to the community in form of voluntary participation in community services and monetary sponsorship or charitable donations caring for people in need as well as supporting educational and environmental protection activities.

The areas of our focus in this aspect are as follows:

1. Fighting Poverty
2. Helping young people's education
3. Caring the elderly
4. Protecting environment

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Aspect B6: Product Responsibility			
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KPI B6.2	Number of products and service related complaints received & how they are dealt with.		No complaint received
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KPI B6.4	Description of quality assurance process and recall procedures.	92-93	
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General Disclosures & KPIs	**Description**	**Page number**	**Remarks**
Aspect B7: Anti-corruption			
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KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.		No legal cases regarding corrupt practices
KPI B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	93	
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Independent Auditor's Report

Independent auditor's report to the shareholders of Cowell e Holdings Inc.

(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Cowell e Holdings Inc. ("the Company") and its subsidiaries ("the Group") set out on pages 104 to 169, which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement 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 International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of Hong Kong Companies Ordinance.

Basis of opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and 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.

Valuation of inventories in the manufacturing subsidiaries	
Refer to accounting policy note 1(j) and note 14 to the consolidated financial statements	
The Key Audit Matter	**How the matter was addressed in our audit**
The Group held significant inventories as at 31 December 2022, which comprised raw materials, work-in-progress and finished goods in respect of camera modules and optical components, and a significant portion are located in the manufacturing subsidiaries in the People's Republic of China. Inventories are stated at the lower of cost and net realisable value. The Group maintains its inventory levels based on customer orders and forecast demand. There is a risk that the net realisable value of inventories may fall below their cost due to changes in customer demand and the consequent overstocking of inventories at the end of the reporting period. In addition, a significant proportion of the Group's products are manufactured to meet specific customer requirements. There is a risk that if there is a demand issue with customer's products, the related inventories held by the Group may not be able to sell. Management assesses the level of write-downs of inventories required at each reporting date after considering inventory ageing and other relevant factors. Such assessment involves significant management judgement and estimation in determining the value of inventories which might not be recoverable at each reporting date. We identified the valuation of inventories in the manufacturing subsidiaries as a key audit matter because inventories are significant to the consolidated financial statements and there is significant degree of management judgement involved in determining the write-down of inventories.	Our audit procedures to assess the valuation of inventories in the manufacturing subsidiaries included the following: • evaluating the design and implementation of management's key internal controls over the inventory write-down assessment process, including the Group's monitoring controls over slow-moving inventories; • assessing the historical accuracy of management's calculation of write-downs of inventories by examining the utilisation or release of write-downs and write-downs recorded at the end of the previous financial year during the current financial year; • assessing whether the inventory write-down policy is appropriate with reference to the requirements of the prevailing accounting standards; • assessing whether items in the inventory ageing report were classified within the appropriate ageing bracket by comparing with the individual items with underlying documents, such as purchase invoices, on a sample basis; • assessing the reasonableness of the key parameters and assumptions used in the inventory write-downs adopted by the management, taking into account the ageing for the inventories, the historical write-downs rate and the Group's current circumstances; and • assessing whether the inventory write-downs at the reporting date were calculated on a basis consistent with the Group's inventory write-down policy by recalculating the inventory write-downs based on the percentages and other parameters in the Group's inventory provision policy.

Information other than the consolidated financial statements and auditor's report thereon

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the consolidated financial statements

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

In preparing the consolidated financial statements, the directors 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.

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

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Kong Wing Hung.

KPMG
Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

23 March 2023

Consolidated Statement of Profit or Loss

for the year ended 31 December 2022
(Expressed in United States dollars)

	Note	2022 $'000	2021 $'000
Revenue	2	1,116,210	799,291
Cost of sales		(941,763)	(678,793)
Gross profit		174,447	120,498
Other income/(loss)	3	5,744	(15,338)
Selling and distribution expenses		(2,402)	(1,980)
Administrative expenses		(71,836)	(44,571)
Profit from operations		105,953	58,609
Finance costs	4(a)	(5,115)	(893)
Profit before taxation	4	100,838	57,716
Income tax	5	(17,022)	(7,911)
Profit for the year		83,816	49,805
Attributable to:			
Equity shareholders of the Company		84,305	49,805
Non-controlling interests		(489)	—
Profit for the year		83,816	49,805
Earnings per share	9		
Basic		$ 0.101	$ 0.060
Diluted		$ 0.097	$ 0.059

The notes on pages 111 to 169 form part of these consolidated financial statements.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the year ended 31 December 2022
(Expressed in United States dollars)

	Note	2022 $'000	2021 $'000
Profit for the year		**83,816**	49,805
Other comprehensive income for the year (after tax adjustments):	*8*		
Item that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of financial statements		**(37,573)**	7,430
Item that will not be reclassified to profit or loss:			
Remeasurement of net defined benefit asset/liability		**33**	102
		(37,540)	7,532
Total comprehensive income for the year		**46,276**	57,337
Attributable to:			
Equity shareholders of the Company		**46,765**	57,337
Non-controlling interests		**(489)**	—
Total comprehensive income for the year		**46,276**	57,337

The notes on pages 111 to 169 form part of these consolidated financial statements.

Consolidated Statement of Financial Position

as at 31 December 2022
(Expressed in United States dollars)

	Note	2022 $'000	2021 $'000
Non-current assets			
Property, plant and equipment	10	130,253	74,233
Intangible assets	11	3,066	6,360
Interest in a joint venture	13	574	—
Net defined benefit retirement asset	20	23	—
Prepayment and other receivables	15(b)	7,377	3,038
Deferred tax assets	22(b)	9,224	11,284
		150,517	94,915
Current assets			
Inventories	14	138,339	138,695
Trade and other receivables	15	195,846	117,694
Current tax recoverable	22(a)	–	7
Bank deposits	16(a)	101,944	12,548
Cash and cash equivalents	16(a)	44,508	188,243
		480,637	457,187
Current liabilities			
Trade and other payables	17	224,938	140,876
Bank loans	18	15,794	72,865
Lease liabilities	19	5,727	3,378
Current tax payable	22(a)	5,856	9,831
		252,315	226,950
Net current assets		228,322	230,237
Total assets less current liabilities		378,839	325,152

Consolidated Statement of Financial Position

as at 31 December 2022
(Expressed in United States dollars)

	Note	2022 $'000	2021 $'000
Non-current liabilities			
Lease liabilities	*19*	**18,242**	16,448
Net defined benefit retirement obligation	*20*	**–**	35
		18,242	16,483
NET ASSETS		**360,597**	308,669
CAPITAL AND RESERVES			
Share capital	*23(c)*	**3,357**	3,337
Reserves		**356,632**	305,332
Total equity attributable to equity shareholders of the Company		**359,989**	308,669
Non-controlling interests		**608**	–
TOTAL EQUITY		**360,597**	308,669

Approved and authorised for issue by the board of directors on 23 March 2023

Mr. Chen Han-Yang
Director

Mr. Wu Ying-Cheng
Director

The notes on pages 111 to 169 form part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

for the year ended 31 December 2022
(Expressed in United States dollars)

		Attributable to equity shareholders of the Company								
	Note	Share capital $'000	Share premium $'000	Capital reserve $'000	Capital redemption reserve $'000	Other reserve $'000	General reserve fund $'000	Exchange reserve $'000	Retained profits $'000	Total $'000
Balance at 1 January 2021		3,337	59,101	2,694	7	762	16,792	(4,959)	172,378	250,112
Changes in equity for 2021:										
Profit for the year		–	–	–	–	–	–	–	49,805	49,805
Other comprehensive income	*8*	–	–	–	–	–	–	7,430	102	7,532
Total comprehensive income		–	–	–	–	–	–	7,430	49,907	57,337
Transfer from retained profits		–	–	–	–	–	3,325	–	(3,325)	–
Shares issued under share option scheme	*23(c)(ii)*	–*	116	(44)	–	–	–	–	–	72
Equity settled share-based transactions		–	–	1,148	–	–	–	–	–	1,148
Share options lapsed		–	–	(610)	–	–	–	–	610	–
		–	116	494	–	–	3,325	–	(2,715)	1,220
Balance at 31 December 2021		3,337	59,217	3,188	7	762	20,117	2,471	219,570	308,669

Consolidated Statement of Changes in Equity

for the year ended 31 December 2022
(Expressed in United States dollars)

	Note	Attributable to equity shareholders of the Company										
		Share capital $'000	Share premium $'000	Capital reserve $'000	Capital redemption reserve $'000	Other reserve $'000	General reserve fund $'000	Exchange reserve $'000	Retained profits $'000	Total $'000	Non-controlling interest $'000	Total $'000
Balance at 1 January 2022		3,337	59,217	3,188	7	762	20,117	2,471	219,570	308,669	–	308,669
Changes in equity for 2022:												
Profit for the year		–	–	–	–	–	–	–	84,305	84,305	(489)	83,816
Other comprehensive income	8	–	–	–	–	–	–	(37,573)	33	(37,540)	–	(37,540)
Total comprehensive income		–	–	–	–	–	–	(37,573)	84,338	46,765	(489)	46,276
Transfer from retained profits		–	–	–	–	–	5,624	–	(5,624)	–	–	–
Shares issued under share option scheme	23(c)(ii)	20	3,216	(516)	–	–	–	–	–	2,720	–	2,720
Equity settled share-based transactions		–	–	1,835	–	–	–	–	–	1,835	–	1,835
Establishment of a subsidiary		–	–	–	–	–	–	–	–	–	1,097	1,097
		20	3,216	1,319	–	–	5,624	–	(5,624)	4,555	1,097	5,652
Balance at 31 December 2022		3,357	62,433	4,507	7	762	25,741	(35,102)	298,284	359,989	608	360,597

* The balance represents amount less than $1,000.

The notes on pages 111 to 169 form part of these consolidated financial statements.

Consolidated Cash Flow Statement

for the year ended 31 December 2022
(Expressed in United States dollars)

	Note	2022 $'000	2021 $'000
Operating activities			
Cash generated from operations	16(b)	116,428	75,812
Tax paid			
— Hong Kong Profits Tax paid		(4,744)	(7,165)
— Overseas tax paid		(14,561)	(4,105)
Net cash generated from operating activities		97,123	64,542
Investing activities			
Payment for purchase of property, plant and equipment		(91,948)	(25,062)
Payment for purchase of intangible assets		(717)	(1,227)
Payment for investment in a joint venture		(596)	—
Interest received		7,140	1,344
Increase in bank deposits		(89,396)	(7,763)
Net cash used in investing activities		(175,517)	(32,708)
Financing activities			
Proceeds from bank loans	16(c)	217,986	72,865
Repayment of bank loans	16(c)	(274,456)	—
Capital element of lease rental paid	16(c)	(4,041)	(2,962)
Interest element of lease rental paid	16(c)	(1,142)	(712)
Other borrowing costs paid	16(c)	(3,973)	(181)
Prepayment received for capital contribution		7,036	—
Capital contributions from non-controlling interest		1,097	—
Proceeds from shares issued under share option scheme		1,901	72
Net cash (used in)/generated from financing activities		(55,592)	69,082
Net (decrease)/increase in cash and cash equivalents		(133,986)	100,916
Cash and cash equivalents at 1 January		188,243	84,603
Effect of foreign exchange rate changes		(9,749)	2,724
Cash and cash equivalents at 31 December	16(a)	44,508	188,243

The notes on pages 111 to 169 form part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

(Expressed in United States dollars unless otherwise indicated)

1 Significant accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards ("**IFRSs**"), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards ("**IASs**") and related interpretations, promulgated by the International Accounting Standards Board ("**IASB**"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Significant accounting policies adopted by the Group are disclosed below.

The IASB has issued certain amendments to IFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2022 comprise Cowell e Holdings Inc. (the "**Company**") and its subsidiaries (together referred to as the "**Group**") and the Group's interest in a joint venture.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that certain employee benefits are stated at their fair value as explained in the accounting policies set out below.

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. 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.

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 28.

1 Significant accounting policies (continued)

(c) Changes in accounting policies

The IASB has issued a number of amendments to IFRSs that are first effective for the current accounting period of the Group.

None of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 1(n) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no gain or loss is recognised.

1 Significant accounting policies (continued)

(d) Subsidiaries and non-controlling interests (continued)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss be recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(i)(ii)).

(e) Joint venture

A joint venture is an arrangement whereby the Group and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate or joint venture that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 1(i)(ii)). At each reporting date, the Group assesses whether there is any objective evidence that the investment is impaired. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post- acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group's net investment in the associate or the joint venture, after applying the ECL model to such other long-term interests where applicable (see note 1(i)(i)).

Unrealised profits and losses resulting from transactions between the Group and its joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

1 Significant accounting policies (continued)

(e) Joint venture (continued)

In all other cases, when the Group ceases to have significant influence over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

(f) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(i)(ii)), with the exception of construction in progress which is stated at cost less any impairment losses (see note 1(i)(ii)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(t)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Items may be produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. The proceeds from selling any such items and the related costs are recognised in profit or loss.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

—	Leasehold improvements	Shorter of the terms of leases or 13 years
—	Plant and machinery	5–8 years
—	Equipment, furniture and fixtures	3–5 years
—	Motor vehicles	3–5 years
—	Properties leased for own use	Unexpired terms of leases

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

1 Significant accounting policies (continued)

(g) Intangible assets

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable (see note 1(t)). Capitalised development costs are stated at cost less accumulated amortisation and impairment losses (see note 1(i)(ii)). Other development expenditure is recognised as an expense in the period in which it is incurred.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 1(i)(ii)).

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

—	Development costs	5 years
—	Software	5 to 10 years

Both the period and method of amortisation are reviewed annually.

Club membership are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

(h) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

1 Significant accounting policies (continued)

(h) Leased assets (continued)

As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily laptops and office furniture. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 1(h) and 1(i)(ii)).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

1 Significant accounting policies (continued)

(i) Credit losses and impairment of assets

(i) Credit losses

The Group recognises a loss allowance for expected credit losses ("**ECLs**") on financial assets measured at amortised cost (including cash and cash equivalents and trade and other receivables).

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

— 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and

— lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECL on these financial assets are estimated based on the actual loss experience over the past years and further adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held). 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.

1 Significant accounting policies (continued)

(i) Credit losses and impairment of assets (continued)

(i) ***Credit losses*** (continued)

Significant increases in credit risk (continued)

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

— failure to make payments of principal or interest on their contractually due dates;

— an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

— an actual or expected significant deterioration in the operating results of the debtor; and

— existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

1 Significant accounting policies (continued)

(i) Credit losses and impairment of assets (continued)

(ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

— property, plant and equipment, including right-of-use assets;

— intangible assets; and

— interests in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

— *Calculation of recoverable amount*

The recoverable amount of an asset is the greater of its 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

— *Recognition of impairment losses*

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable), or value in use (if determinable).

— *Reversals of impairment losses*

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

1 Significant accounting policies (continued)

(j) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

A right to recover returned goods is recognised for the right to recover products from customers sold with a right of return. It is measured in accordance with the policy set out in note 1(r)(i).

(k) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost using the effective interest method and including an allowance for credit losses (see note 1(i)(i)).

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in note 1(i)(i).

1 Significant accounting policies (continued)

(m) Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

(n) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 1(t)).

(o) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Defined benefit retirement plan obligations

The Group's net obligation in respect of defined benefit retirement plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine the present value, and the fair value of any plan assets is deducted. The calculation is performed by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Service cost and net interest expense/(income) on the net defined benefit liability/(asset) are recognised in profit or loss and allocated by function as part of "cost of sales", "selling and distribution expenses" or "administrative expenses". Current service cost is measured as the increase in the present value of the defined benefit obligation resulting from employee service in the current period. Net interest expense/(income) for the period is determined by applying the discount rate used to measure the defined benefit obligation at the beginning of the reporting period to the net defined benefit liability/(asset). The discount rate is the yield at the end of the reporting period on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligations.

When the benefits of a plan are changed, or when a plan is curtailed, current service cost for the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment, is recognised as an expense in profit or loss at the earlier of when the plan amendment or curtailment occurs and when related restructuring costs or termination benefits are recognised.

1 Significant accounting policies (continued)

(o) Employee benefits (continued)

(ii) Defined benefit retirement plan obligations (continued)

Remeasurements arising from defined benefit retirement plans are recognised in other comprehensive income and reflected immediately in retained earnings. Remeasurements comprise actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability/(asset)) and any change in the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability/(asset)).

(iii) Share-based payments

The fair value of share options granted to employees recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is included in the amount recognised in share capital and share premium for the shares issued) or the option expires (when it is released directly to retained profits).

(iv) Termination benefits

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

(p) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amount of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

1 Significant accounting policies (continued)

(p) Income tax (continued)

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

1 Significant accounting policies (continued)

(p) Income tax (continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

— in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

— in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:

  — the same taxable entity; or

  — different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(q) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(r) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods.

The Group is the principal for its revenue transactions and recognises revenue on a gross basis. In determining whether the Group acts as a principal or as an agent, it considers whether it obtains control of the products before they are transferred to the customers. Control refers to the Group's ability to direct the use of and obtain substantially all of the remaining benefits from the products.

1 Significant accounting policies (continued)

(r) Revenue and other income (continued)

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sales of goods

Revenue is recognised when the goods are delivered to the location designated by the customers. The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for any effects of a significant financing component as the period of financing is 12 months or less.

For sales that had an original expected duration of one year or less, the Group has not disclosed the information related to the aggregated amount of the transaction price allocated to the remaining performance obligations in accordance with paragraph 121(a) of IFRS 15.

(ii) Interest income

Interest income is recognised as it accrues using the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset.

(iii) Subsidy income

Subsidies are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attached to them. Subsidies that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Subsidies that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the assets by way of reduced depreciation expense.

(iv) Compensation income

Compensation income is recognised when the right to receive payment is established.

(s) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

1 Significant accounting policies (continued)

(s) Translation of foreign currencies (continued)

The results of operations with functional currency other than United States dollars are translated into United States dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into United States dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of an operation with functional currency other than United States dollars, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(t) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(u) Related parties

(i) A person, or a close member of that person's family, is related to the Group if that person:

(1) has control or joint control over the Group;

(2) has significant influence over the Group; or

(3) is a member of the key management personnel of the Group or the Group's parent.

1 Significant accounting policies (continued)

(u) Related parties (continued)

(ii) An entity is related to the Group if any of the following conditions applies:

(1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(3) Both entities are joint ventures of the same third party.

(4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(6) The entity is controlled or jointly controlled by a person identified in (i)(1).

(7) A person identified in (i)(2) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

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

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(v) Segment reporting

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

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

2 Revenue and segment reporting

(a) Revenue

The principal activities of the Group are manufacturing and sale of camera module and optical components. Revenue represents the sales value of goods supplied to customers and excludes value added tax or other sales taxes and is after deduction of any trade discounts.

The Group's customer base includes one customer (2021: one customer), with whom transactions have exceeded 10% of the Group's revenues, for the year ended 31 December 2022. Revenues from sales to this customer during the reporting period are set out below.

	2022 **$'000**	2021 $'000
Largest customer	**1,102,487**	793,525
Percentage of total revenue	**99%**	99%

Details of concentration of credit risk arising from this customer are set out in note 24(a).

The Group has applied the practical expedient in paragraph 121(a) of IFRS 15, *Revenue from Contracts with Customers*, such that the Group does not disclose the information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations that had an original expected duration of one year or less.

(b) Segment reporting

In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has only one single reportable segment.

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, intangible assets and interest in a joint venture ("**specified non-current assets**"). The Group's revenue from external customers is presented based on locations of goods physically delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment, the location of the operation to which they are allocated, in the case of intangible assets, and the location of operations, in the case of interest in a joint venture.

2 Revenue and segment reporting (continued)

(b) Segment reporting (continued)

	Revenue from external customers		Specified non-current assets	
	2022	2021	**2022**	2021
	$'000	$'000	**$'000**	$'000
The People's Republic of China ("**PRC**") (including Hong Kong)	**1,115,804**	793,827	**133,633**	80,586
The Republic of Korea ("**Korea**")	**406**	5,464	**260**	7
	1,116,210	799,291	**133,893**	80,593

3 Other income/(loss)

	2022	2021
	$'000	$'000
Bank interest income	**7,140**	1,344
Government subsidy	**1,310**	1,728
Compensation from a customer	**—**	2,250
Net loss on disposal of property, plant and equipment	**(11,617)**	(18,325)
Net loss on disposal of intangible assets	**(2,755)**	—
Net foreign exchange gain/(loss)	**11,202**	(2,759)
Others	**464**	424
	5,744	(15,338)

4 Profit before taxation

Profit before taxation is arrived at after charging:

	2022 $'000	2021 $'000
(a) Finance costs		
Interest on bank loans	3,973	181
Interest on lease liabilities	1,142	712
	5,115	893
(b) Staff costs# *		
Contributions to defined contribution retirement plan	3,889	2,902
Expenses recognised in respect of defined benefit retirement plans (note 20(a)(v))	39	91
Equity settled share-based payment expenses	1,835	1,148
Salaries, wages and other benefits	60,327	47,752
	66,090	51,893

Staff costs also include directors' remuneration disclosed in note 6.

	2022 $'000	2021 $'000
(c) Other items		
Amortisation (note 11)	873	1,083
Depreciation# (note 10)		
— owned property, plant and equipment	18,861	20,405
— right-of-use assets	4,514	2,131
Auditors' remuneration	314	327
Research and development costs other than depreciation and amortisation*	50,079	23,407
Cost of inventories# (note 14(b))	941,763	678,793

Cost of inventories includes $55,888,000 (2021: $41,193,000) relating to staff costs and depreciation expenses, which amounts are also included in the respective total amounts disclosed separately above or in note 4(b) for each of these types of expenses.

* Research and development costs other than depreciation and amortisation includes $18,332,000 (2021: $11,887,000) relating to staff costs, which amounts are also included in the respective total amounts disclosed separately in note 4(b).

5 Income tax in the consolidated statement of profit or loss

(a) Income tax in the consolidated statement of profit or loss represents:

	2022 $'000	2021 $'000
Current tax — Hong Kong Profits Tax		
Provision for the year	3,268	4,196
Under/(over)-provision in respect of prior years	69	(1)
	3,337	4,195
Current tax — Overseas		
Provision for the year	7,237	5,207
Under-provision in respect of prior years	5,200	2,224
	12,437	7,431
Deferred tax		
Origination and reversal of temporary differences	1,248	(3,715)
	17,022	7,911

Pursuant to the rules and regulations of the Cayman Islands, the Group is not subject to any income tax in the Cayman Islands.

The provision for Hong Kong Profits Tax for 2022 is calculated at 16.5% (2021: 16.5%) of the estimated assessable profits for the year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime.

For this subsidiary, the first Hong Kong dollars ("**HK$**") 2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5% in 2022. The provision for Hong Kong Profits Tax for this subsidiary was calculated at the same basis in 2021.

Pursuant to the Administrative Measures for Recognition of High-New Technology Enterprise ("**HNTE**") jointly issued by the Ministry of Science and Technology, the Ministry of Finance and the State Administration of Taxation, Dongguan Cowell Optic Electronics Co., Ltd., an indirect wholly owned subsidiary of the Company, was certified as a HNTE. According to the provisions of Article 28 "Corporate Income Tax Law of the People's Republic of China", the effective Corporate Income Tax ("**CIT**") rate for 2022 and 2021 was subject to a reduced tax rate of 15%.

5 Income tax in the consolidated statement of profit or loss (continued)

(a) Income tax in the consolidated statement of profit or loss represents: (continued)

Under the tax law in Korea, the statutory corporate tax rate applicable to the subsidiary in Korea is 10% for assessable income below Korean Won ("**KRW**") 200 million, 20% for assessable income between KRW200 million and KRW20 billion and 22% for assessable income above KRW20 billion for the years presented.

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

	2022 $'000	2021 $'000
Profit before taxation	100,838	57,716
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	15,549	9,293
Tax effect of non-deductible expenses	166	85
Tax effect of non-taxable income	(67)	(2)
Effect of research and development bonus deduction	(5,024)	(3,489)
Under-provision in prior years	5,269	2,223
Tax effect of unused tax losses not recognised	1,098	—
Tax effect of utilisation of tax losses previously unrecognised	—	(37)
Others	31	(162)
Actual tax expense	17,022	7,911

6 Directors' emoluments

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation is as follows:

	Directors' fees $'000	Discretionary bonuses $'000	Salaries, allowances and benefits in kind $'000	Retirement scheme contributions $'000	Sub-total $'000	Share-based payments (note) $'000	2022 Total $'000
Chairman							
Meng Yan	–	299	150	–	449	126	575
Executive director							
Wu Ying-Cheng	–	144	360	–	504	83	587
Non-executive directors							
Chen Han-Yang	–	144	50	–	194	70	264
Yang Li	–	144	50	–	194	70	264
Independent non-executive directors							
Su Yen-Hsueh	–	–	20	–	20	–	20
Tsai Chen Lung	–	–	20	–	20	–	20
Liu Xia	–	–	20	–	20	–	20
	–	731	670	–	1,401	349	1,750

6 Directors' emoluments (continued)

	Directors' fees $'000	Discretionary bonuses $'000	Salaries, allowances and benefits in kind $'000	Retirement scheme contributions $'000	Sub-total $'000	Share-based payments (note) $'000	2021 Total $'000
Chairman							
Meng Yan (appointed on 15 January 2021)	–	–	144	–	144	92	236
Kwak Jung Young (resigned on 5 February 2021)	–	–	10	–	10	–	10
Executive directors							
Wu Ying-Cheng (appointed on 15 January 2021)	–	119	319	–	438	61	499
Cho Young Hoon (resigned on 5 February 2021)	–	–	24	36	60	–	60
Non Executive directors							
Chen Han-Yang (appointed on 1 March 2021)	–	–	42	–	42	52	94
Yang Li (appointed on 1 March 2021)	–	–	42	–	42	52	94
Independent non-executive directors							
Su Yen-Hsueh (appointed on 15 January 2021)	–	–	19	–	19	–	19
Tsai Chen Lung (appointed on 15 January 2021)	–	–	19	–	19	–	19
Liu Xia (appointed on 26 July 2021)	–	–	9	–	9	–	9
Luo Zhenbang (appointed on 15 January 2021 and resigned on 26 July 2021)	–	–	11	–	11	–	11
Kim Chan Su (resigned on 5 February 2021)	–	–	3	–	3	–	3
Song Si Young (resigned on 5 February 2021)	–	–	3	–	3	–	3
Jung Jong Chae (resigned on 5 February 2021)	–	–	2	–	2	–	2
	–	119	647	36	802	257	1,059

6 Directors' emoluments (continued)

No director received any emoluments from the Group as an inducement to join or upon joining the Group or as compensation for loss of office during the years ended 31 December 2022 and 2021.

Note: These represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 1(o)(iii) and, in accordance with that policy, includes adjustments to reverse amounts accrued in previous years where grants of equity instruments are forfeited prior to vesting.

The details of these benefits in kind, including the principal terms and number of options granted, are disclosed under the paragraph "Share option scheme" in the directors' report and note 21.

7 Individuals with highest emoluments

Of the five individuals with the highest emoluments, two (2021: two) are directors whose emoluments are disclosed in note 6. The aggregate of the emoluments in respect of the other three (2021: three) individuals are as follows:

	2022 $'000	2021 $'000
Salaries and other emoluments	355	457
Discretionary bonuses	85	—
Contribution to retirement benefit scheme	—	—
	440	457

The emoluments of the three (2021: three) individuals with the highest emoluments are within the following bands:

	2022 Number of individuals	2021 Number of individuals
HK$1,000,001 (equivalent to $129,000) to HK$1,500,000 (equivalent to $193,000)	3	3

None of the five individuals with highest emoluments received any emoluments from the Group as an inducement to join or upon joining the Group during the years ended 31 December 2022 and 2021.

8 Other comprehensive income

Tax effects relating to each component of other comprehensive income

	2022 Before tax amount $'000	2022 Tax expense $'000	2022 Net-of-tax amount $'000	2021 Before tax amount $'000	2021 Tax credit $'000	2021 Net-of-tax amount $'000
Exchange differences on translation of financial statements	**(37,573)**	**–**	**(37,573)**	7,430	–	7,430
Remeasurement of net defined benefit asset/liability	**42**	**(9)**	**33**	91	11	102
Other comprehensive income	**(37,531)**	**(9)**	**(37,540)**	7,521	11	7,532

9 Earnings per share

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of $84,305,000 (2021: $49,805,000) and the weighted average of 835,700,000 ordinary shares (2021: 834,358,000 shares) in issue during the year, calculated as follows:

Weighted average number of ordinary shares

	2022 '000	2021 '000
Issued ordinary shares at 1 January	**834,369**	834,219
Effect of share options exercised (note 23(b)(ii))	**1,331**	139
Weighted average number of ordinary shares at 31 December	**835,700**	834,358

9 Earnings per share (continued)

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of $84,305,000 (2021: $49,805,000) and the weighted average number of ordinary shares of $868,528,000 shares (2021: 844,824,000 shares), calculated as follows:

Weighted average number of ordinary shares (diluted)

	2022 '000	2021 '000
Weighted average number of ordinary shares at 31 December	**835,700**	834,358
Effect of deemed issue of shares under the Company's share option scheme for nil consideration (note 21)	**32,828**	10,466
Weighted average number of ordinary shares (diluted) at 31 December	**868,528**	844,824

10 Property, plant and equipment

Reconciliation of carrying amount

	Leasehold improvements $'000	Properties leased for owned use $'000	Plant and machinery $'000	Equipment, furniture and fixtures $'000	Motor vehicles $'000	Construction in progress $'000	Total $'000
Cost:							
At 1 January 2021	45,318	14,953	81,013	32,729	990	94	175,097
Exchange adjustments	1,019	375	217	1,330	663	98	3,702
Additions	523	6,796	12,531	4,214	178	7,616	31,858
Disposals	(3,614)	(4,738)	(44,907)	(22,740)	(378)	–	(76,377)
Transfers	–	–	523	–	–	(523)	–
At 31 December 2021 and 1 January 2022	43,246	17,386	49,377	15,533	1,453	7,285	134,280
Exchange adjustments	(3,502)	(2,585)	(6,097)	(877)	(44)	(1,345)	(14,450)
Additions	7,837	10,586	7,057	1,796	41	74,976	102,293
Disposals	(10,100)	–	(37,593)	(10,783)	(25)	–	(58,501)
Transfers	–	–	62,856	3,561	–	(66,417)	–
At 31 December 2022	37,481	25,387	75,600	9,230	1,425	14,499	163,622
Accumulated depreciation and impairment losses:							
At 1 January 2021	22,792	4,165	40,258	24,634	746	–	92,595
Exchange adjustments	529	169	1,362	253	655	–	2,968
Charge for the year	2,434	2,026	9,954	7,984	138	–	22,536
Written back on disposals	(2,252)	(4,477)	(28,712)	(22,237)	(374)	–	(58,052)
At 31 December 2021 and 1 January 2022	23,503	1,883	22,862	10,634	1,165	–	60,047
Exchange adjustments	(1,739)	(783)	(382)	(226)	(39)	–	(3,169)
Charge for the year	7,285	4,407	9,546	2,030	107	–	23,375
Written back on disposals	(9,544)	–	(28,209)	(9,106)	(25)	–	(46,884)
At 31 December 2022	19,505	5,507	3,817	3,332	1,208	–	33,369
Net book value:							
At 31 December 2021	19,743	15,503	26,515	4,899	288	7,285	74,233
At 31 December 2022	17,976	19,880	71,783	5,898	217	14,499	130,253

10 Property, plant and equipment (continued)

Reconciliation of carrying amount (continued)

A customer has provided machinery to the Group for production of goods to that customer. The original acquisition costs of machinery borne by the customer amounted to $111,382,000 (2021: $111,382,000) and was not recognised as the Group's property, plant and equipment. There is no rental charge for the machinery and the management consider that the arrangement has been taken into account in determining sales prices with the customer.

Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

	2022 $'000	2021 $'000
Properties leased for own use, carried at depreciated cost	**19,880**	15,503
Motor vehicles, carried at depreciated cost	**217**	288
	20,097	15,791

The Group has obtained the right to use properties mainly as its factory, warehouses, offices and vehicles through tenancy agreements. The leases typically run for an initial period of 2 to 18 years.

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

	2022 $'000	2021 $'000
Depreciation charge of right-of-use assets by class of underlying asset:		
— Properties leased for own use	**4,407**	2,026
— Motor vehicles	**107**	105
	4,514	2,131
Interest on lease liabilities (note 4(a))	**1,142**	712
Expense relating to short-term leases	**538**	1,945

During the year, additions to right-of-use assets were $10,627,000 (2021: $6,974,000). This amount primarily related to the capitalised lease payments payable under new tenancy agreements.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in notes 16(c) and 19, respectively.

11 Intangible assets

	Development costs $'000	Software $'000	Club membership $'000	Total $'000
Cost:				
At 1 January 2021	79	9,864	190	10,133
Exchange adjustments	(6)	2	(17)	(21)
Additions	—	1,227	—	1,227
Disposal	—	—	—	—
At 31 December 2021 and 1 January 2022	**73**	**11,093**	**173**	**11,339**
Exchange adjustments	**(5)**	**(639)**	**(9)**	**(653)**
Additions	**—**	**717**	**—**	**717**
Disposal	**—**	**(5,664)**	**—**	**(5,664)**
At 31 December 2022	**68**	**5,507**	**164**	**5,739**
Accumulated amortisation:				
At 1 January 2021	79	3,843	—	3,922
Exchange adjustments	(6)	(20)	—	(26)
Charge for the year	—	1,083	—	1,083
At 31 December 2021 and 1 January 2022	**73**	**4,906**	**—**	**4,979**
Exchange adjustments	**(5)**	**(265)**	**—**	**(270)**
Charge for the year	**—**	**873**	**—**	**873**
Written back of disposal	**—**	**(2,909)**	**—**	**(2,909)**
At 31 December 2022	**68**	**2,605**	**—**	**2,673**
Net book value:				
At 31 December 2021	—	6,187	173	6,360
At 31 December 2022	**—**	**2,902**	**164**	**3,066**

The amortisation charge for the year is included in "cost of sales", "selling and distribution expenses" and "administrative expenses" in the consolidated statement of profit or loss.

(Expressed in United States dollars unless otherwise indicated)

12 Investments in subsidiaries

The following list contains the particulars of the subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

			Proportion of ownership interest			
Name of company	Place of incorporation/ registration and operation	Particulars of issued and paid up capital	Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
Cowell Optic Electronics Limited	Hong Kong	100 shares	100%	100%	–	Trading of camera module and optical products
Dongguan Cowell Optic Electronics Co., Ltd. (東莞高偉光學電子有限公司) (*) (#)	PRC	$333,831,900	100%	–	100%	Manufacture of camera module and optical products
Dongguan Shiyuan Photoelectric Technology Co., Ltd. (東莞時圓光電科技有限公司) (*) (#)	PRC	RMB26,590,900	60%	–	60%	Manufacture and trading of camera module and optical products
Dongguan Luxsense Innovation Electronics Limited (東莞立騰創新電子有限公司) (*) (#)	PRC	RMB51,000,000	100%	–	100%	Manufacture and trading of optical components

* Registered under the laws of the PRC as wholly foreign owned enterprise.

The official names of these entities are in Chinese. The English translation of the names is for identification only.

13 Interest in a joint venture

Details of the Group's interest in the joint venture, which is accounted for using the equity method in the consolidated financial statements, are as follows:

			Proportion of ownership interest			
Name of company	Place of incorporation/ registration and operation	Particulars of issued and paid up capital	Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
Suzhou Liwei Optical Technology Co., Ltd. (#) (蘇州立維光學科技有限公司)	PRC	RMB8,000,000	40%	–	40%	Manufacture and trading of optical products

This joint venture is an unlisted corporate entity whose quoted market price is not available. The registered capital of the joint venture is RMB50,000,000.

This entity is PRC limited liability company. The official name of this entity is in Chinese. The English translation of the name is for identification only.

14 Inventories

(a) Inventories in the consolidated statement of financial position comprise:

	2022 $'000	2021 $'000
Raw materials	**31,367**	26,228
Work in progress	**13,224**	14,717
Finished goods	**93,748**	97,750
	138,339	138,695

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	2022 $'000	2021 $'000
Carrying amount of inventories sold	**940,029**	671,936
Write-down of inventories	**9,314**	10,919
Reversal of write-down of inventories	**(7,580)**	(4,062)
	941,763	678,793

The reversal of write-down of inventories made in prior year arose upon sales of inventories, the value of which was written-down in prior years.

15 Trade and other receivables

	2022 $'000	2021 $'000
Trade receivables, net of loss allowance:		
— Third parties	**180,982**	108,532
— An intermediate holding company	**590**	—
— A fellow subsidiary	**102**	—
	181,674	108,532
Other receivables and prepayments	**14,172**	9,162
	195,846	117,694

All of the trade and other receivables are expected to be recovered or recognised as expense within one year.

15 Trade and other receivables (continued)

(a) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables (which are included in trade and other receivables), based on the invoice date and net of loss allowance is as follows:

	2022 $'000	2021 $'000
Within 1 month	**124,061**	108,507
Over 1 to 2 months	**53,090**	—
Over 2 to 3 months	**3,238**	—
Over 3 months	**1,285**	25
	181,674	108,532

Trade receivables, including amounts due from an intermediate holding company and a fellow subsidiary are due within 30 to 90 days from the date of billing. Further details on the Group's credit policy are set out in note 24(a).

(b) Non-current other receivables

Non-current other receivables represented deposits and prepayments for property rental and purchase of property, plant and equipment and intangible assets.

16 Cash and cash equivalents

(a) Cash and cash equivalents and bank deposits:

	2022 $'000	2021 $'000
Bank deposits within three months to maturity when placed	**—**	78,671
Cash at bank and on hand	**44,508**	109,572
Cash and cash equivalents in the consolidated cash flow statement	**44,508**	188,243
Bank deposits with more than three months to maturity when placed	**101,944**	12,548

16 Cash and cash equivalents (continued)

(b) Reconciliation of profit before taxation to cash generated from operations:

	Note	2022 $'000	2021 $'000
Profit before taxation		**100,838**	57,716
Adjustments for:			
Interest income	*3*	**(7,140)**	(1,344)
Net loss on disposal of property, plant and equipment	*3*	**11,617**	18,325
Net loss on disposal of intangible assets	*3*	**2,755**	—
Finance costs	*4(a)*	**5,115**	893
Equity settled share-based payment expenses	*4(b)*	**1,835**	1,148
Amortisation	*4(c)*	**873**	1,083
Depreciation	*4(c)*	**23,375**	22,536
Foreign exchange (gain)/loss		**(18,729)**	5,159
Changes in working capital:			
Decrease/(increase) in inventories		**356**	(52,923)
Increase in trade and other receivables		**(81,672)**	(9,958)
Increase in trade and other payables		**77,308**	33,359
Decrease in defined benefit obligations		**(103)**	(182)
Cash generated from operations		**116,428**	75,812

16 Cash and cash equivalents (continued)

(c) Reconciliation of liabilities arising from financing activities

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

	Bank loans (Note 18) $'000	Lease liabilities (Note 19) $'000	Total $'000
At 1 January 2021	—	14,543	14,543
Changes from financing cash flows:			
Proceeds from bank loans	72,865	—	72,865
Interest paid on bank loans	(181)	—	(181)
Capital element of lease rentals paid	—	(2,962)	(2,962)
Interest element of lease rentals paid	—	(712)	(712)
Total changes from financing cash flows	72,684	(3,674)	69,010
Exchange adjustments	—	1,486	1,486
Other changes:			
Increase in lease liabilities from entering into new leases during the year	—	6,974	6,974
Decrease in lease liabilities from termination of leases during the year	—	(215)	(215)
Interest expenses	181	712	893
Total other changes	181	7,471	7,652
At 31 December 2021	72,865	19,826	92,691

16 Cash and cash equivalents (continued)

(c) Reconciliation of liabilities arising from financing activities (continued)

	Bank loans (Note 18) $'000	Lease liabilities (Note 19) $'000	Total $'000
At 1 January 2022	72,865	19,826	92,691
Changes from financing cash flows:			
Proceeds from bank loans	217,986	–	217,986
Repayment of bank loans	(274,456)	–	(274,456)
Interest paid on bank loans	(3,973)	–	(3,973)
Capital element of lease rentals paid	–	(4,041)	(4,041)
Interest element of lease rentals paid	–	(1,142)	(1,142)
Total changes from financing cash flows	(60,443)	(5,183)	(65,626)
Exchange adjustments	(601)	(2,443)	(3,044)
Other changes:			
Increase in lease liabilities from entering into new leases during the year	–	10,627	10,627
Interest expenses	3,973	1,142	5,115
Total other changes	3,973	11,769	15,742
At 31 December 2022	15,794	23,969	39,763

(d) Total cash outflow for leases

Amounts included in the consolidated cash flow statement for lease rental paid comprise the following:

	2022 $'000	2021 $'000
Within operating cash flows	538	930
Within financing cash flows	5,183	3,674
	5,721	4,604

17 Trade and other payables

	2022 $'000	2021 $'000
Trade payables		
— Third parties	**179,862**	129,158
— An intermediate holding company	**3,479**	—
— A related company	**12,805**	—
	196,146	129,158
Accrued charges and other payables	**28,792**	11,718
	224,938	140,876

All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand. The related company is under the significant influence by the key shareholders of the Company.

As of the end of the reporting period, the ageing analysis of trade payables (which are included in trade and other payables), based on the invoice date, is as follows:

	2022 $'000	2021 $'000
Within 1 month	**115,242**	112,434
Over 1 to 3 months	**75,593**	16,089
Over 3 to 6 months	**5,311**	635
	196,146	129,158

18 Bank loans

	2022 $'000	2021 $'000
Current — Within 1 year or on demand (unsecured)	**15,794**	72,865

The bank facilities were guaranteed by the Company and ultimate controlling party.

19 Lease liabilities

At 31 December 2022, the lease liabilities were repayable as follows:

	2022		2021	
	Present value of the minimum lease payments $'000	**Total minimum lease payments $'000**	Present value of the minimum lease payments $'000	Total minimum lease payments $'000
Within 1 year	**5,727**	**6,199**	3,378	3,673
After 1 year but within 2 years	**5,282**	**5,732**	2,810	3,548
After 2 years but within 5 years	**8,982**	**10,205**	6,862	8,355
After 5 years	**3,978**	**4,227**	6,776	7,252
	18,242	**20,164**	16,448	19,155
	23,969	**26,363**	19,826	22,828
Less: total future interest expenses		**(2,394)**		(3,002)
Present value of lease liabilities		**23,969**		19,826

20 Employees retirement schemes

(a) Defined benefit retirement plan

The Group makes contributions to a defined benefit retirement plan for Korean employees working in Korea which covers 0.2% (2021: 0.4%) of the Group's employees. The plan is administered by a trustee, who is independent, with its assets held separately from those of the Group.

The plan is funded by contributions from the Group in accordance with an independent actuary's recommendation based on an annual actuarial valuation. The independent actuarial valuation of the plan at 31 December 2022 was prepared by certified insurance actuaries of Dlog Actuarial Consulting, who are registered with the Financial Services Commission, using the projected unit cost method. The actuarial valuation indicates that the Group's obligations under the defined benefit retirement plan are 108% (2021: 92%) covered by the plan assets held by the trustees at 31 December 2022.

The plan exposes the Group to actuarial risks, such as longevity risk, currency risk, interest rate risk and market risk.

20 Employees retirement schemes (continued)

(a) Defined benefit retirement plan (continued)

(i) The amounts recognised in the consolidated statement of financial position are as follows:

	2022 $'000	2021 $'000
Present value of wholly or partly funded by obligation	**314**	428
Fair value of plan assets	**(337)**	(393)
Net defined benefit retirement (asset)/liability	**(23)**	35

A portion of the above asset/liability is expected to be recovered/settled after more than one year. However, it is not practicable to segregate this amount from the amounts receivable/payable in the next twelve months, as future contributions will also relate to future services rendered and future changes in actuarial assumptions and market conditions. The Group expects to pay $26,000 in contributions to the defined benefit retirement plan in 2023.

(ii) Plan assets

As at 31 December 2021 and 2022, the Group's liability under this plan is covered by deposits placed with several banks. There is no plan asset invested in the Company's own financial instruments or any property occupied or other assets used by the Group.

20 Employees retirement schemes (continued)

(a) Defined benefit retirement plan (continued)

(iii) Movements in the present value of the defined benefit obligation

	2022 $'000	2021 $'000
At 1 January	428	716
Remeasurements:		
— Actuarial losses/(gains) arising from experience	17	(88)
— Actuarial gains arising from changes in financial assumptions	(64)	(14)
	(47)	(102)
Benefits paid by the plan	(93)	(235)
Benefits received by the Group	3	—
Current service cost	36	88
Past service cost	—	(1)
Interest cost	14	14
Exchange difference	(27)	(52)
At 31 December	314	428

The weighted average duration of the defined benefit obligation is 7.8 years (2021: 8.5 years).

(iv) Movements in plan assets

	2022 $'000	2021 $'000
At 1 January	393	601
Group's contributions paid to the plan	55	72
Benefits paid by the plan	(93)	(235)
Interest income	11	11
Return on plan assets, excluding interest income	(5)	(11)
Exchange difference	(24)	(45)
At 31 December	337	393

20 Employees retirement schemes (continued)

(a) Defined benefit retirement plan (continued)

(v) Amounts recognised in the consolidated statement of profit or loss and other comprehensive income are as follows:

	2022 $'000	2021 $'000
Current service cost	36	88
Net interest on net defined benefit asset/liability	3	3
Total amount recognised in profit or loss	39	91
Actuarial gains	(47)	(102)
Return on plan assets, excluding interest income	5	11
Total amounts recognised in other comprehensive income	(42)	(91)
Total defined benefits income	(3)	–

The current service cost and the net interest on net defined benefit asset/liability are recognised in administrative expenses in the consolidated statement of profit or loss.

(vi) Significant actuarial assumptions (expressed as weighted averages) and sensitivity analysis are as follows:

	2022	2021
Discount rate	4.42%	2.59%
Future salary increases	3.25%	3.50%

The below analysis shows how the defined benefit asset/liability would have increased/(decreased) as a result of 1% change in the significant actuarial assumptions:

	Increase in 1%		Decrease in 1%	
	2022 $'000	2021 $'000	2022 $'000	2021 $'000
Discount rate	19	(33)	(28)	38
Future salary increases	(28)	38	20	(33)

20 Employees retirement schemes (continued)

(a) Defined benefit retirement plan (continued)

(vi) Significant actuarial assumptions (expressed as weighted averages) and sensitivity analysis are as follows: (continued)

The above sensitivity analysis is based on the assumption that changes in actuarial assumptions are not correlated and therefore it does not take into account the correlations between the actuarial assumptions.

(b) Defined contribution retirement plan

The subsidiary in Hong Kong also operates a Mandatory Provident Fund Scheme (the "**MPF scheme**") under the Hong Kong Mandatory Provident Fund Scheme Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000. Contributions to the scheme vest immediately, there is no forfeited contributions that may need to be used by the Group to reduce the existing level of contribution.

The subsidiaries in the PRC participates in the defined contribution retirement schemes operated by the local authorities for employees in the PRC. Contributions to these schemes are charged to profit or loss when incurred. The Group is required to contribute 16.8% (2021: 16.5%) of employees' remuneration to these schemes during the year. Contributions to the scheme vest immediately, there is no forfeited contributions that may need to be used by the Group to reduce the existing level of contribution.

21 Equity settled share-based transactions

The Company has a share option scheme (the "**Old Share Option Scheme**") which was adopted on 4 February 2015. On 5 May 2021, the Old Share Option Scheme was terminated and the Company adopted a new share option scheme (the "**Share Option Scheme**") on 5 May 2021, whereby the directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any company in the Group, to take up options at HK$1 to subscribe for shares of the Company. The options vest after 1 to 5 years from the date of grant and are then exercisable within a period of 6 to 10 years. Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares.

21 Equity settled share-based transactions (continued)

(a) The terms and conditions of the grants are as follows:

	Number of instruments	Vesting conditions	Contractual life of options
Options granted to directors:			
— on 25 May 2021	2,780,000	1 year from the date of grant	10 years
	2,780,000	2 years from the date of grant	9 years
	2,780,000	3 years from the date of grant	8 years
	2,780,000	4 years from the date of grant	7 years
	2,780,000	5 years from the date of grant	6 years
Options granted to employees:			
— on 25 May 2021	6,310,000	1 year from the date of grant	10 years
	6,310,000	2 years from the date of grant	9 years
	6,310,000	3 years from the date of grant	8 years
	6,310,000	4 years from the date of grant	7 years
	6,310,000	5 years from the date of grant	6 years
— on 15 October 2021	3,440,000	1 year from the date of grant	10 years
	3,440,000	2 years from the date of grant	9 years
	3,440,000	3 years from the date of grant	8 years
	3,440,000	4 years from the date of grant	7 years
	3,440,000	5 years from the date of grant	6 years
Total share options granted	62,650,000		

(b) The number and weighted average exercise prices of share options are as follows:

	2022 Weighted average exercise price	2022 Number of options '000	2021 Weighted average exercise price	2021 Number of options '000
Outstanding at the beginning of the year	**HK$4.35**	**57,650**	HK$2.75	3,850
Exercised during the year	**HK$4.42**	**(4,816)**	HK$3.76	(150)
Granted during the year	**—**	**—**	HK$4.49	62,650
Lapsed/cancelled during the year	**HK$4.46**	**(1,880)**	HK$3.53	(8,700)
Outstanding at the end of the period	**HK$4.34**	**50,954**	HK$4.35	57,650
Exercisable at the end of the period	**HK$4.29**	**6,384**	—	—

(Expressed in United States dollars unless otherwise indicated)

21 Equity settled share-based transactions (continued)

(b) The number and weighted average exercise prices of share options are as follows: (continued)

The weighted average share price at the date of exercise for share options exercised during the year was $1.57 (equivalents to HK$12.32) (2021: $0.75 (equivalents to HK$5.83)).

The options outstanding at 31 December 2022 had a weighted average exercise price of $0.56 (equivalents to HK$4.34) (2021: $0.56 (equivalents to HK$4.35)) and a weighted average remaining contractual life of 8.5 years (2021: 9.4 years).

(c) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a binomial option pricing model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the binomial option pricing model. There was no share options granted during the year ended 31 December 2022.

Fair value of share options granted in 2021 related assumptions

	2021
Fair value at measurement date	HK$0.56–0.70
Share price	HK$4.10–4.84
Exercise price	HK$4.14–4.84
Expected volatility (expressed as weighted average volatility used in the modelling under binomial option pricing model)	67.41%
Option life (expressed as weighted average life used in the modelling under binomial option pricing model)	6–10 years
Expected dividends	27.95%
Risk-free interest rate (based on yields of Hong Kong government bonds and treasury bills)	1.08%

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

22 Income tax in the consolidated statement of financial position

(a) Current taxation in the consolidated statement of financial position represents:

	2022 $'000	2021 $'000
Provision for Hong Kong Profits Tax for the year	17	1,335
Provision for tax outside Hong Kong	5,839	8,489
	5,856	9,824
Representing:		
Current tax recoverable	–	(7)
Current tax payable	5,856	9,831
	5,856	9,824

(b) Deferred tax assets and liabilities recognised:

Movement of each component of deferred tax assets and liabilities

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Differences between depreciation and of the related depreciation allowances $'000	Defined benefit retirement plan liability $'000	Provisions $'000	Unrealised profits $'000	Others $'000	Total $'000
At 1 January 2021	(6,417)	–	(314)	(198)	(51)	(6,980)
(Credited)/charged to profit or loss (note 5(a))	(2,872)	(11)	(888)	75	(19)	(3,715)
Charged to reserves (note 8)	–	11	–	–	–	11
Exchange adjustments	(590)	–	–	–	(10)	(600)
At 31 December 2021 and 1 January 2022	(9,879)	–	(1,202)	(123)	(80)	(11,284)
Charged/(credited) to profit or loss (note 5(a))	1,881	9	(1,004)	203	159	1,248
Credited to reserves (note 8)	–	(9)	–	–	–	(9)
Exchange adjustments	728	–	83	–	10	821
At 31 December 2022	(7,270)	–	(2,123)	80	89	(9,224)

22 Income tax in the consolidated statement of financial position (continued)

(c) Deferred tax assets not recognised

In accordance with the accounting policy set out in note 1(p), the Group has not recognised deferred tax assets in respect of cumulative tax losses of $4,393,000 (2021: $Nil) as it is not probable that the future taxable profits against which the losses can be utilised would be available in the relevant tax jurisdiction and entity. The tax losses will expire in 2027 under the current tax legislation.

(d) Deferred tax liabilities not recognised

Under the CIT and its implementation rules, a withholding tax at 10%, unless reduced by a tax treaty or arrangement, is applied on dividends received by non-PRC-resident corporate investors from PRC-resident enterprises, such as the Company's PRC subsidiary. Undistributed earnings prior to 1 January 2008 are exempt from such withholding tax. Under the China-Hong Kong Tax Arrangement and the relevant regulations, a qualified Hong Kong tax resident which is the "beneficial owner" and holds 25% equity interests or more of a PRC enterprise is entitled to a reduced withholding tax rate of 5%.

As at 31 December 2022, temporary differences relating to the undistributed profits of the Group's PRC subsidiary amounted to $189,081,000 (2021: $156,768,000). Deferred tax liabilities have not been recognised in respect of these undistributed profits as the Company controls the dividend policy of the subsidiary and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

23 Capital, reserves and dividends

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual component of equity between the beginning and the end of the year are set out below:

The Company

	Note	Share capital $'000	Share premium $'000	Capital reserve $'000	Capital redemption reserve $'000	Other reserve $'000	Retained profits/ (accumulated loss) $'000	Total $'000
At 1 January 2021	27	3,337	59,101	2,694	7	707	3,927	69,773
Changes in equity for 2021:								
Loss for the year and total comprehensive income		–	–	–	–	–	(2,368)	(2,368)
Shares issued under share option scheme	23(c)(ii)	–*	116	(44)	–	–	–	72
Equity settled share-based transactions		–	–	1,044	–	–	–	1,044
Share options lapsed		–	–	(610)	–	–	610	–
At 31 December 2021 and 1 January 2022	27	**3,337**	**59,217**	**3,084**	**7**	**707**	**2,169**	**68,521**
Changes in equity for 2022:								
Loss for the year and total comprehensive income		**–**	**–**	**–**	**–**	**–**	**(3,364)**	**(3,364)**
Shares issued under share option scheme	23(c)(ii)	**20**	**3,216**	**(516)**	**–**	**–**	**–**	**2,720**
Equity settled share-based transactions		**–**	**–**	**1,666**	**–**	**–**	**–**	**1,666**
At 31 December 2022	27	**3,357**	**62,433**	**4,234**	**7**	**707**	**(1,195)**	**69,543**

* The balance represents amount less than $1,000.

23 Capital, reserves and dividends (continued)

(b) Share capital

(i) Authorised and issued share capital

	2022		2021	
	Number of shares	**Amount**	Number of shares	Amount
	'000	**$'000**	'000	$'000
Authorised:				
Ordinary shares of $0.004 each	**10,000,000**	**40,000**	10,000,000	40,000
Ordinary shares, issued and fully paid:				
At 1 January	**834,369**	**3,337**	834,219	3,337
Shares issued under share option scheme	**4,816**	**20**	150	—*
At 31 December	**839,185**	**3,357**	834,369	3,337

* The balance represents amount less than $1,000.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

(ii) Shares issued under share option scheme

During the year ended 31 December 2022, options were exercised to subscribe for 4,816,000 (2021: 150,000) ordinary shares in the Company at a consideration of $2,720,000 (2021: $72,000). $516,000 (2021: $44,000) was transferred from the capital reserve to the share capital and share premium account in accordance with policy set out in note 1(o)(iii).

23 Capital, reserves and dividends (continued)

(c) Nature and purpose of reserves

(i) *Share premium and capital redemption reserve*

The application of the share premium and the capital redemption reserve of the Group and the Company is governed by the Companies Law of the Cayman Islands.

(ii) *Capital reserve*

The capital reserve comprises the following:

— The portion of the grant date fair value of unexercised share options granted to directors and employees of the Company that has been recognised in accordance with the accounting policy adopted for share-based payments in note 1(o)(iii); and

— The contribution from one of the substantial shareholders of $2,040,000 to compensate part of the listing expenses incurred in 2015.

(iii) *Other reserve*

The Company's other reserve represents the fair value of the estimated number of unexercised share options granted to directors and employees of the Group in 2010. The share options were cancelled without any exercise in 2012.

The Group's other reserve comprises the Company's other reserve and the difference between the consideration paid by the Company to acquire non-controlling interests in Cowell Electronics Co., Ltd. and its carrying amount on the date of acquisition in 2012.

(iv) *General reserve fund*

According to the PRC laws applicable to wholly-owned foreign investment enterprises, the PRC subsidiary of the Group is required to set up a general reserve fund and appropriate at least 10% of their annual net profits after taxation, as determined under PRC accounting regulations, to the general reserve fund until the balance of the fund equals to 50% of the respective enterprise's authorised capital. This fund can be used to make good losses and to convert into paid-up capital.

(v) *Exchange reserve*

The exchange reserve of the Group comprises all foreign exchange differences arising from the translation of the financial statements of operations with functional currency other than United States dollars. The reserve is dealt with in accordance with the accounting policies set out in note 1(s).

23 Capital, reserves and dividends (continued)

(d) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of a net debt-to-capital ratio. For this purpose the Group defines net debt plus unaccrued proposed dividend as total debt less cash and cash equivalents and bank deposits. Adjusted capital comprises all components of equity less unaccrued proposed dividends.

The Group did not have net debt as at 31 December 2022 and 2021. Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

24 Financial risk management and fair values

Exposure to credit, liquidity, currency and interest rate risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks for which the Group considers to have low credit risk.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 98.8% (2021: 99.9%) of the total trade receivables was due from the Group's largest customer and 100% (2021: 100%) of trade receivables were due from the Group's five largest customers.

In respect of trade and other receivables, individual credit evaluations are performed on all customers. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 to 90 days from the date of billing. Debtors with balances that are more than three months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers. In respect of deposits with banks, the Group only places deposits with major financial institutions which the Group's management believes are of high credit rating.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is based on the actual loss experience over the past years and further adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different business lines, the loss allowance based on past due status is not further distinguished between the Group's different business lines. There is no loss allowance recognised under the ECL model in 2021 and 2022.

24 Financial risk management and fair values (continued)

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to the approval by the parent company's board in respect of borrowings. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, if any, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table shows the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates, or if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

	2022						2021					
	Contractual undiscounted cash outflow						Contractual undiscounted cash outflow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount at 31 December	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount at 31 December
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Lease liabilities	6,199	5,732	10,205	4,227	26,363	23,969	3,673	3,548	8,355	7,252	22,828	19,826
Bank loans	15,936	–	–	–	15,936	15,794	73,442	–	–	–	73,442	72,865
Trade and other payables	224,938	–	–	–	224,938	224,938	140,876	–	–	–	140,876	140,876
	247,073	5,732	10,205	4,227	267,237	264,701	217,991	3,548	8,355	7,252	237,146	233,567

(c) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States dollars and Hong Kong dollars.

24 Financial risk management and fair values (continued)

(c) Currency risk (continued)

(i) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in United States dollars, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency.

Exposure to foreign currencies (expressed in United States dollars)

	2022		2021	
	United States Dollars '000	Hong Kong Dollars $'000	United States Dollars '000	Hong Kong Dollars $'000
Trade and other receivables	211,297	43	84,611	128
Cash and cash equivalents	4,391	2,005	4,355	8,780
Trade and other payables	(25)	—	—	—
Net exposure arising from recognised assets and liabilities	215,663	2,048	88,966	8,908

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax (and retained profits) and other components of consolidated equity that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies.

24 Financial risk management and fair values (continued)

(c) Currency risk (continued)

(ii) ***Sensitivity analysis*** (continued)

	2022		2021	
	Increase/ (decrease) in foreign exchange rates	**Effect on profit after tax and retained profits $'000**	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained profits $'000
United States Dollars	**10%**	**17,883**	10%	7,482
	(10%)	**(17,883)**	(10%)	(7,482)
Hong Kong Dollars	**10%**	**178**	10%	748
	(10%)	**(178)**	(10%)	(748)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit after tax and equity measured in the respective functional currencies, translated into Unites States dollars at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to remeasure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for 2021.

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from lease liabilities and bank loans. Borrowings issued at variable rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk. The Group's interest rate profile as monitored by management is set out below.

24 Financial risk management and fair values (continued)

(d) Interest rate risk (continued)

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period:

	2022 Effective interest rate %	2022 $'000	2021 Effective interest rate %	2021 $'000
Fixed rate borrowings:				
Lease liabilities	**4.83**	**23,969**	4.83	19,826
Bank loans	**2.50**	**15,794**	1.51–1.53	12,865
		39,763		32,691
Variable rate borrowings:				
Bank loans	**–**	**–**	1.02	60,000

Sensitivity analysis

At 31 December 2022, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after taxation and retained profits by approximately $Nil (2021: $501,000). Other components of consolidated equity would not be affected in response to a general increase/decrease in interest rates.

The sensitivity analysis above indicates the instantaneous change in the Group's profit after taxation (and retained profits) and other components of consolidated equity that would arise assuming that change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. The analysis is performed on the same basis as 2021.

(e) Fair values

The directors consider that the carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values at the end of the reporting period.

25 Commitments

Capital commitments outstanding at 31 December 2022 not provided for in the consolidated financial statements were as follows:

	2022 $'000	2021 $'000
Contracted for the acquisition of property, plant and equipment	**13,877**	2,312

26 Material related party transactions

Transactions with related parties are carried out based on terms agreed with the counterparties in ordinary course of business.

Apart from disclosures made in other parts of the consolidated financial statements, the Group entered into the following material related party transactions during the year.

(a) Key management personnel remuneration

All members of key management personnel are the directors of the Company, and their remuneration is disclosed in note 6.

(b) Transaction with related parties

	2022 $'000	2021 $'000
Sales of finished goods		
— an intermediate holding company and its subsidiaries (Note (i))	**1,203**	—
Purchase of raw materials		
— an intermediate holding company and its subsidiaries (Note (ii))	**3,280**	—
— related companies (Note (iii))	**17,711**	—
Service fees paid/payable to an intermediate holding company (Note (iv))	**1,125**	—

Notes:

(i) On 5 May 2022, the Company entered into a supply framework agreement with Guangzhou Luxvisions Innovation Technology Limited ("**GLITL**"), an intermediate holding company, and its subsidiaries ("**GLITL Group**"), pursuant to which the Group shall supply the customised products and/or materials to the GLITL Group.

(ii) On 2 September 2022, the Company entered into a materials procurement framework agreement with GLITL, pursuant to which the Group shall purchase materials from the GLITL Group.

(iii) On 20 May 2022, the Company entered into a purchase framework agreement with Luxshare Precision Industry Co., Limited ("**Luxshare Precision**") and its subsidiaries ("**Luxshare Precision Group**"), pursuant to which the Group shall purchase the products from the Luxshare Precision Group. Luxshare Precision is under significant influence by the controlling shareholders of the Company.

(iv) GLITL Group provided consultancy service on IT system and human resources to the Group.

26 Material related party transactions (continued)

(c) Applicability of the Listing Rules relating to connected transactions

The above-mentioned related party transactions in respect of sales and purchase represent constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in the section "Connected transactions" in the Directors' Report. The remaining transactions are exempt from the disclosure requirements in Chapter 14A of the Listing Rules as they are below the de minimis threshold under Rule 14A.76(1).

27 Company-level statement of financial position

	2022 $'000	2021 $'000
Non-current assets		
Interests in subsidiaries	65,993	65,993
Current assets		
Other receivables	819	—
Cash and cash equivalents	3,671	2,692
	4,490	2,692
Current liabilities		
Other payables	940	164
Net current assets	3,550	2,528
NET ASSETS	69,543	68,521
CAPITAL AND RESERVES		
Share capital	3,357	3,337
Reserves	66,186	65,184
TOTAL EQUITY	69,543	68,521

28 Accounting judgements and estimates

Key area of estimation uncertainty is set out as follows:

Write down of inventories

The Group performs regular reviews of the carrying amounts of inventories with reference to aged inventories analysis, projections of expected future saleability of goods and, management experience and judgement. Based on this review, a write down of inventories will be made when the estimated net realisable value of inventories decline below their carrying amounts. Due to changes in technological environment, actual saleability of goods may be different from estimation and the statement of profit or loss in future accounting periods could be affected by differences in this estimation.

29 Immediate and ultimate controlling party

At 31 December 2022, the directors consider the immediate parent and ultimate controlling party of the Group to be Luxvisions Innovation Technology Limited and Mr. Wang Laixi respectively. Luxvisions Innovation Technology Limited is incorporated in Hong Kong and does not provide financial statements available for public use.

(Expressed in United States dollars unless otherwise indicated)

30 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2022

Up to the date of issue of these financial statements, the IASB has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2022 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
IFRS 17, *Insurance contracts*	1 January 2023
Amendments to IAS 1, *Classification of liabilities as current or non-current*	1 January 2023
Amendments to IAS 1 and IFRS Practice Statement 2, *Disclosure of accounting policies*	1 January 2023
Amendments to IAS 8, *Definition of accounting estimates*	1 January 2023
Amendments to IAS 12, *Deferred tax related to assets and liabilities arising from a single transaction*	1 January 2023

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

Five-Year Financial Summary

	2018 (in US$000)	2019 (Note) (in US$000)	2020 (Note) (in US$000)	2021 (in US$000)	**2022** **(in US$000)**
Revenue	535,862	542,614	750,203	799,291	**1,116,210**
Gross profit	52,295	77,097	118,451	120,498	**174,447**
Gross profit margin	9.8%	14.2%	15.8%	15.1%	**15.6%**
Operating profit	14,328	31,371	53,377	58,609	**105,953**
Operating margin	2.7%	5.8%	7.1%	7.3%	**9.5%**
Profit attributable to equity holders of the Company	13,906	29,280	42,420	49,805	**83,816**
Bank balance and cash	112,304	119,571	84,603	188,243	**44,508**
Borrowings	—	—	—	72,865	**15,794**
Total assets	384,352	460,836	381,641	552,102	**631,154**
Total liabilities	58,038	124,868	131,529	243,433	**270,557**
Total equity	326,314	335,968	250,112	308,669	**360,597**

Note:

As a result of the adoption of IFRS 16, *Leases*, with effect from 1 January, 2019, the Group changed its accounting policies in respect of the lessee accounting model. In accordance with the transitional provisions of the standard, the changes in accounting policies were adopted by way of opening balance adjustments to recognise right-of-use assets and lease liabilities as at 1 January, 2019. After initial recognition of these assets and liabilities, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Figures in years earlier than 2019 are stated in accordance with the policies applicable in those years.

Definitions

"Articles of Association"	the articles of association of the Company (as amended from time to time), conditionally adopted on March 10, 2015
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Company"	Cowell e Holdings Inc., an exempted company incorporated in the Cayman Islands with limited liability on November 28, 2006
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Cowell China" or "Dongguan Cowell"	Dongguan Cowell Optic Electronics Co., Ltd. (東莞高偉光學電子有限公司), a wholly foreign-owned enterprise incorporated in the PRC on February 5, 2002, which is a wholly owned subsidiary of Cowell Hong Kong
"Cowell Hong Kong"	Cowell Optic Electronics Limited (高偉光學電子有限公司), a limited liability company incorporated in Hong Kong on March 6, 2002, which is a wholly owned subsidiary of the Company
"Cowell Korea"	Cowell Electronics Co., Ltd. (formerly known as Cowell World Optic Co., Ltd. and World Optic Co., Ltd.), a stock corporation incorporated under the laws of Korea on January 29, 1997, which is a wholly owned subsidiary of the Company
"Director(s)"	the director(s) of the Company
"Global Offering"	has the meaning ascribed to it in the Prospectus
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Listing Date"	March 31, 2015, on which the Shares are listed on the Hong Kong Stock Exchange and from which dealings in the Shares are permitted to commence on the Hong Kong Stock Exchange

"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
"Model Code"	Model code for Securities Transactions by Directors of Listed Issuers
"PRC"	People's Republic of China
"Prospectus"	the prospectus of the Company dated March 19, 2015
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
"Shareholder(s)"	holder(s) of Shares
"Shares"	ordinary share(s) of US$0.004 each in the share capital of the Company
"US$"	U.S. dollars, the lawful currency of the United States of America