

BRAINHOLE
TECHNOLOGY

BRAINHOLE TECHNOLOGY LIMITED
脑洞科技有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2203)



ANNUAL REPORT

2023



This Annual Report is printed on environmentally friendly paper

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Corporate Profile

The Group is principally engaged in the assembly, packaging and sales of self-manufactured discrete semiconductors with a primary focus on applications for smart consumer electronic devices, and trading of semiconductors sourced from third-party suppliers. The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 10 September 2014 and its issued shares are listed on the Main Board.

The Group's self-manufactured products are mainly used in consumer and industrial portable electronics such as mobile phones, display monitors, LED televisions, portable electronic equipment and power supplies manufactured by its customers who are mainly OEM/ODM manufacturers for well-known consumer electronic brands mainly in Korea and the PRC.

The Group's strong reputation for its reliability and ability to provide high-quality products, value-added solution kits services and engineering solutions services, as well as comprehensive customer service has been a key contributor to its growth. With technologically advanced production lines and strong technology expertise, the Group is able to offer customisable products which enable it to satisfy multiple end-market product requirements and the diverse specifications of its customers, which in turn contribute to its continued success.

On the other hand, the Group is also principally engaged in broadband infrastructure construction and the provision of integrated solution for smart domain application (including smart home, smart campus and smart communities) in PRC. Its smart domain solution includes hardware for security and identification purposes, software for residence management, energy saving and community services. As smart living has become increasingly popular, the Group believes that the smart domain business has high potential of growth.

CORPORATE CULTURE

With the vision of becoming a leading smart communication infrastructure based cloud service provider, the Company mainly covers and offers products and solutions surrounding the theme of smart home, smart community, and smart city. The Company is committed to delivering excellence in all aspects of its operations, from product development to customer service. The company fosters a culture of innovation and it enables the Company to continuously explore and source the world's leading technologies. In addition, the Company places a strong emphasis on quality assurance in all stages of its operations, to understand and anticipate customer needs, and to go above and beyond to provide exceptional customer service.

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Zhang Liang Johnson (*Chairman*)
Ms. Wan Duo

Independent Non-Executive Directors

Mr. Xu Liang
Mr. Chen Johnson Xi
Ms. Zhang Yibo

COMPANY SECRETARY

Ms. Wong Tik (*appointed on 1 September 2023*)
Mr. Kwong Lun Kei Victor
(*resigned on 1 September 2023*)

AUTHORISED REPRESENTATIVES

Ms. Wan Duo
Ms. Wong Tik (*appointed on 1 September 2023*)
Mr. Kwong Lun Kei Victor
(*resigned on 1 September 2023*)

AUDIT COMMITTEE

Mr. Xu Liang (*Chairperson*)
Mr. Chen Johnson Xi
Ms. Zhang Yibo

REMUNERATION COMMITTEE

Mr. Chen Johnson Xi (*Chairperson*)
Mr. Xu Liang
Ms. Zhang Yibo
Ms. Wan Duo

NOMINATION COMMITTEE

Ms. Zhang Yibo (*Chairperson*)
Mr. Xu Liang
Mr. Chen Johnson Xi
Ms. Wan Duo

AUDITOR

SHINEWING (HK) CPA Limited
Certified Public Accountants
17/F, Chubb Tower, Windsor House
311 Gloucester Road
Causeway Bay
Hong Kong

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
Dah Sing Bank
China CITIC Bank

REGISTERED OFFICE

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 1801–03, 18/F
One Taikoo Place
979 King's Road
Quarry Bay
Hong Kong

HONG KONG LEGAL ADVISER

Guantao & Chow Solicitors and Notaries
Suites 1801–1803, 18/F
One Taikoo Place
979 King's Road
Quarry Road
Hong Kong

SHARE REGISTRAR AND TRANSFER OFFICES

Principal share registrar

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Hong Kong branch share registrar

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

STOCK CODE

2203

WEBSITE OF THE COMPANY

www.brainholetechnology.com

Chairman's Statement

On behalf of the Board, I am pleased to present the audited financial results of the Group for the year ended 31 December 2023.

BUSINESS OVERVIEW

Entering 2023, the global economy gradually recovered from the impact of COVID-19. However, high inflation and high interest rates have significantly undermined consumer confidence, affecting the demand for traditional consumer electronic products such as smartphones and personal computers. This has had a significant impact on the performance of the group's manufacturing and trading businesses. Therefore, compared to the previous fiscal year, the group's revenue from semiconductor manufacturing and trading recorded a decline of approximately 17.6% during this period.

In addition, the ongoing tensions in global trade disputes and geopolitical uncertainties have further added to the uncertainty of global economic recovery. It is still unclear when the consumer market will regain its growth momentum. The group's semiconductor customers have generally slowed down the placement of new orders. The full recovery of customer orders remains uncertain.

The widespread adoption of high technologies such as 5G networks, artificial intelligence, the Internet of Things, cloud computing, and big data processing has driven global market demand for electronic devices and stimulated the global semiconductor industry ecosystem. In fact, semiconductor manufacturing involves a series of processes. Moreover, the assembly and packaging of discrete semiconductors is one part of the entire manufacturing process and is located downstream. Unlike upstream manufacturing processes such as wafer fabrication, which are dominated by several multinational giants, the group faces fierce competition in the market from both large players and smaller local players. Furthermore, the group's in-house semiconductor production line continues to face rapid technological changes and evolving industry standards.

The Group's broadband infrastructure and smart domain business is conducted through the wholly-owned subsidiary, Guangzhou Weaving Communications Telecommunications Technology Limited* (廣州織網通訊科技有限公司) ("Guangzhou Weaving"), which principally engaged in broadband infrastructure construction and the provision of integrated solution for smart domain application (including smart home, smart campus and smart communities) in the PRC. Its smart domain solution includes hardware for security and identification purposes, software for residence management, energy saving and community services.

In recent years, property developers in the PRC have been adversely affected by stricter deleveraging policies in the real estate industry. The tight liquidity in the real estate industry has led to longer completion periods for existing construction service projects. Property developers have generally adopted a cautious approach to capital expenditure for new land and development projects. This has significantly reduced the market demand and the group's revenue from broadband infrastructure construction and smart domain solutions.

* For identification purpose only

Chairman's Statement

Considering these circumstances, the Group has been more cautious in cost management and has adopted a more conservative approach towards new projects. The Group tends to allocate resources to projects that are more profitable and have more stable cash flow, in order to optimize the Group's profitability and maintain strong cash flow. As a result, the Group's revenue in the Broadband infrastructure and smart domain business decreased by 10.0% compared to the previous financial year.

Furthermore, certain policies implemented by regulatory authorities in PRC have posed challenges for the Group. The Chinese government's state policy of "promoting faster and more affordable internet connection" continues to put pressure on the profitability of the broadband infrastructure industry. Although the commission income from telecom operators for promoting broadband remained relatively stable during the Period, there is uncertainty regarding its long-term expansion capacity.

The Group believes that technological innovation is a crucial driver of future economic development and can also drive emerging applications in the smart living sector. The Group has made efforts to prepare itself and actively leverage its strengths in smart technology to seize investment opportunities and diversify its asset portfolio. Therefore, the Group has ventured into strategic investment activities.

During the Period, the Group invested in cryptocurrencies and listed equity securities, primarily consisting of Ether and leading technology companies and high-quality large companies listed in the United States and Hong Kong. As of December 31, 2023, the Group still holds a positive view on the future prospects of these investments, despite recording losses arising from changes in fair value. The Group will continue to monitor and evaluate the performance of these investments and make timely adjustments to enhance investment returns for the Group, ultimately benefiting the shareholders as a whole.

BUSINESS OUTLOOK

In the coming year, the global economic environment is expected to be unpredictable, and the outlook for the Group's semiconductor business will remain challenging. The ongoing trade tensions between PRC and the United States and geopolitical conflicts around the world continue to impact the global semiconductor supply chain and market. Concerns about high inflation and rising interest rates will further dampen the growth momentum in the consumer market. The replacement cycle for consumer electronic products like smartphones and personal computers is generally extended. It is still unclear when the consumer market will regain growth momentum. These factors, in turn, have led the Group's semiconductor customers to adopt a conservative approach in placing new orders.

Despite the accelerated innovation and development of 5G technology and related emerging applications, which bring new business opportunities to the semiconductor industry, the Group also faces challenges from higher technical standards demanded by customers and intensifying competition in regional and global markets. Nevertheless, the Group intends to continue its efforts to strengthen production processes and quality control. The Group will closely monitor changes in the macro environment and make timely strategic developments to seize market opportunities. Additionally, the Group will periodically monitor equipment performance to ensure compliance with customers' technical standards.

Chairman's Statement

On the other hand, under PRC's "14th Five-Year Plan", innovation and technology development have been elevated to core national priorities and strategic supporting pillar to its economic development. It is foreseeable that 5G networks, artificial intelligence, internet of things, cloud computing and big data processing will be benefited continuously from the PRC government's dedicated support in its development. We believe that the wide range of technological innovation will drive the emerging applications in the smart living sector, which will also be benefited from a steady and healthy PRC real estate market after the changes brought by the deleveraging policy. In view of this, the Group will capitalise on the fast-growing demand of technological application in the smart living sector.

Looking forward, Guangzhou Weaving is dedicated to be a smart domain solution integrator. The Group will keep searching for acquisition targets, primarily focusing on areas of smart living related technology and electronic parts for artificial intelligence and internet of things, which could have potential business synergy with Guangzhou Weaving and semiconductor business. The Group will also seek for other acquisition targets, including growing companies with high potential and leading technologies. On the other hand, the Group will also keep observing market and industry development trends, grasp investment opportunities brought by technological innovation, and actively plan and consider to diversify the investments in the field of innovative technologies and Web 3.0 as and when appropriate, in order to facilitate the technological development and create greater value for the Shareholders.

APPRECIATION

On behalf of the Board, I would like to express our gratitude to our staff for their hard work and the support of the Group from all our Shareholders and stakeholders.

Zhang Liang Johnson

Chairman

Hong Kong, 27 March 2024

Management Discussion and Analysis

BUSINESS REVIEW

(i) **Broadband infrastructure and smart domain business**

Guangzhou Weaving, the wholly-owned subsidiary of the Group, is principally engaged in broadband infrastructure construction and the provision of integrated solution for smart domain application (including smart home, smart campus and smart communities) in the PRC. Its smart domain solution includes hardware for security and identification purposes, software for residence management, energy saving and community services.

After the pandemic, the PRC real estate industry continues to face tight liquidity due to the adverse effects of regulatory policies implemented in recent years. This has resulted in longer completion periods for development projects. Currently, property developers are adopting cautious capital expenditure management strategies and approaching new land and development projects with caution. As a result, there has been a significant decrease in market demand and revenue for Guangzhou Weaving in the broadband infrastructure construction and smart domain solution sectors.

In response to this, the Group has become more cautious in cost management and has adopted a conservative approach in selecting new projects. They prefer to allocate resources to more profitable projects to optimize their product mix.

Furthermore, the policies implemented by the PRC government in the telecommunications industry have also posed challenges for the Group. The government's policy of lowering fees and increasing internet speed continues to put pressure on the profitability of the broadband infrastructure industry. Despite this, the commission income from telecom operators for promoting broadband has remained relatively stable, but there is uncertainty regarding its expansion capacity in the long run.

(ii) **Semiconductor business**

After the pandemic, the global adoption of high-tech products such as 5G networks, artificial intelligence, Internet of Things, cloud computing, and big data processing continues to drive the demand for technologies that offer higher performance and faster speeds. This has had a significant impact on the global semiconductor industry.

Semiconductor manufacturing involves various processes, including integrated circuit ("IC") design, feasibility testing, wafer fabrication, assembly and packaging, and final testing. The Group primarily focuses on the assembly, packaging, and sales of its own discrete semiconductors, as well as trading semiconductors sourced from third-party suppliers. Assembly and packaging are crucial steps in the manufacturing process, where semiconductor chips are transformed into functional devices for various end-use applications.

IC design and wafer fabrication are dominated by a few multinational companies, while the assembly and packaging market for discrete semiconductors includes both large enterprises and smaller local players. As a downstream player in the semiconductor supply chain, the Group faces intense competition.

Management Discussion and Analysis

During the Period, the Group's semiconductor business was affected by various factors, including concerns about high inflation and rising interest rates, which put downward pressure on the consumer market. Traditional consumer electronic markets like smartphones and personal computers showed insufficient growth after the pandemic, significantly impacting the performance of both the manufacturing and trading segments during the Period. As a result, the Group's semiconductor manufacturing and trading revenue decreased by approximately 17.6% compared to the same period in the previous financial year.

During the Period, revenue from semiconductor manufacturing decreased by approximately 24.7% compared to the same period in the previous financial year. In addition to its manufacturing business, the Group continued to operate its trading business during this Period, primarily to complement the sales of its self-manufactured products. As a solutions integrator, the Group engages in trading semiconductors specifically required by its customers. However, these semiconductors are not manufactured by the Group. The product mix demanded by customers varies over time. During the Period, revenue from semiconductor trading decreased by approximately 8.3% compared to the same period in the previous financial year.

Furthermore, ongoing uncertainties in the global trade environment and geopolitical complexities have resulted in a slow global economic recovery, with signs of potential recession. The timing of a stable recovery in the consumer market remains uncertain. As a result, semiconductor customers have generally reduced their new order placements, and the full recovery of customer orders remains uncertain.

(iii) **Strategic investments business**

Since the second half of 2022, the Group has embarked on strategic investment activities. The Group believes that technological innovation is a crucial driver for future economic development and can also propel emerging applications in the smart living sector. Leveraging its own advantages in the field of smart technology, the Group aims to seize investment opportunities and actively diversify its investments in innovative technologies and cryptocurrencies to create greater value for its shareholders.

The Group has made the investments in listed equity securities and cryptocurrencies during the Period.

Cryptocurrencies

The Hong Kong Government's views on the potentials of distributed ledger technologies and Web 3.0 to become the future trends in the development of finance and commerce that the Hong Kong Government is committed to the development of virtual assets. The Group agrees and always aims to leverage its advantages in the field of smart technology to identify opportunities for diversification and timely capture the new opportunities brought by blockchain and Web 3.0. Therefore, the Board has been exploring opportunities to purchase cryptocurrencies as a preparation and starting point for diversifying investments in innovative technologies.

Management Discussion and Analysis

On 11 February 2023, the Company realized its investment in cryptocurrencies and disposed of a total of 1,202.45 units of Ether through the open market, with an aggregate consideration of approximately US\$1.8 million (equivalent to approximately HK\$14.2 million) (excluding transaction costs). Please refer to the Company's announcement dated 13 February 2023, for further details on the disposal of cryptocurrencies.

Nevertheless, the Group maintains a positive outlook on the future prospects of virtual assets entering the realms of Web 3.0 and the metaverse. The Group will strive to enhance and diversify its investment portfolio and increase investments in cryptocurrencies as appropriate.

Listed equity securities

The listed equity investments mainly comprises leading technology companies and high quality large companies listed in the United States and Hong Kong.

During the Period, the Group acquired several US-listed equity securities and Hong Kong-listed equity securities with the aggregate acquisition costs of approximately HK\$293.2 million and disposed of part of shareholdings of those listed equity securities with the aggregate carrying amounts of approximately HK\$307.8 million. The net sale proceeds of the disposals was approximately HK\$297.6 million, resulting in net realised loss of approximately HK\$11.0 million which recorded in the changes in fair value of financial assets at fair value through profit or loss ("FVTPL") in the consolidated statement of profit or loss and other comprehensive income.

At the end of the Period, the Group measured its listed equity securities at fair value based on the closing prices quoted in active markets. The Group recognised the unrealised gain of approximately HK\$13.3 million arising on the changes in fair value of financial assets at FVTPL.

Movements in the carrying amount of the listed equity securities held by the Group during the Period are as follows:

	2023 HK\$'000	2022 HK\$'000
Carrying amount at 1 January	70,582	–
Add: Acquisitions	293,151	89,429
Less: Disposals	(307,774)	(10,189)
Unrealised gain (loss) arising on changes in fair value	13,317	(8,658)
Carrying amount at 31 December	69,276	70,582

Management Discussion and Analysis

Details of the listed equity securities held by the Group as at 31 December 2023 are as follows:

Principal activities	Cost of shares as at 31 December 2023 <i>HKS'000</i>	Number of shares held as at 31 December 2023	Percentage of shares held as at 31 December 2023	Fair value as at 31 December 2023 <i>HKS'000</i>	Fair value as compared to the consolidated total assets of the Group as at	Dividend received/receivable for the year ended	Gain/(loss) arising on change in fair value recognised for the year ended	
					31 December 2023	31 December 2023	31 December 2023	
Name of US-listed equity securities								
Draftkings Inc. (NASDAQ: DKNG)	Operates as a digital sports entertainment and gaming company in the United States and internationally	3,862	13,700	0.0029%	3,757	1.35%	-	(105)
NVIDIA Corp. (NASDAQ: NVDA)	provides graphics, and compute and networking solutions in the United States, Taiwan, China, Hong Kong, and internationally	10,786	3,140	0.0001%	12,098	4.33%	-	1,312
Super Micro Computer Inc. (NASDAQ: SMC)	develops and manufactures high performance server and storage solutions based on modular and open architecture in the United States, Europe, Asia, and internationally	2,914	1,380	0.0025%	3,052	1.09%	-	138
Coinbase Global Inc. (NASDAQ: COIN)	provides financial infrastructure and technology for the crypto economy in the United States and internationally	20,898	17,370	0.0089%	23,503	8.42%	-	2,605
Affirm Holdings Inc. (NASDAQ: AFRM)	operates a platform for digital and mobile-first commerce in the United States, Canada, and internationally	24,940	66,850	0.0258%	25,558	9.15%	-	618
IB portfolio		1,240			1,308	0.47%	-	68
		64,640			69,276		-	4,636

The Group will closely monitor and assess the performance of these listed equity securities and make timely and appropriate adjustments on the investment portfolio to enhance the returns for the Group and realise the investments as and when appropriate.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

The Group recorded revenue of approximately HK\$220.8 million during the Period, as compared to the revenue of approximately HK\$263.6 million for the year ended 31 December 2022. The decrease in revenue was approximately HK\$42.8 million or 16.2% when compared to the previous financial year. It was primarily attributable to the decrease in the revenue of semiconductor business.

During the Period, the revenue of broadband infrastructure and smart domain segment contributed by Guangzhou Weaving Group amounted to approximately HK\$42.8 million during the Period, compared to the revenue of approximately HK\$47.6 million for the year ended 31 December 2022. The decrease of approximately HK\$4.8 million or 10.1% was mainly because there were less projects for broadband infrastructure construction and smart domain solution during the Period.

For semiconductor business, both manufacturing and trading segments affected from the slowly recovery of global economy and the semiconductor market in 2023. Furthermore, the traditional market of consumer electronic products like smartphone and personal computer, after a period of high economic growth in prior period, showed insufficient impetus impacted by the factors of increasing concern on inflation and the rise of interest rate. This significantly affected the performance of both manufacturing and trading segments in 2023. As a result, the total revenue from the semiconductor business for the Period amounted to approximately HK\$177.9 million, representing a slight decrease of approximately HK\$38.0 million or 17.6%, as compared to the total revenue of approximately HK\$215.9 million for the year ended 31 December 2022.

On the other hand, the Group recorded revenue of approximately HK\$92.5 million from sales of its self-manufactured semiconductors, representing a decrease of approximately HK\$30.3 million or 24.7% as compared to that of approximately HK\$122.8 million for the year ended 31 December 2022.

The Group's trading of semiconductors primarily complements sales of self-manufactured semiconductors when it provides solution kits services to its customers. During the Period, the Group's revenue derived from its trading of semiconductors amounted to approximately HK\$85.5 million, representing a decrease of approximately HK\$7.7 million or 8.3% as compared to that of approximately HK\$93.2 million for the year ended 31 December 2022.

Gross profit and gross profit margin

The Group's gross profit amounted to approximately HK\$27.6 million for the Period, representing a decrease of approximately HK\$20.9 million or 43.1% from approximately HK\$48.5 million for the year ended 31 December 2022. It was mainly attributable to the decrease in revenue and gross profit of both semiconductors business and broadband infrastructure and smart domain business.

The Group's overall gross profit margin for the Period was approximately 12.5%, representing a decrease of approximately 5.9 percentage points, as compared with gross profit margin of approximately 18.4% for the year ended 31 December 2022.

Management Discussion and Analysis

Moreover, along with the decrease in the revenue of broadband infrastructure and smart domain business during the Period, the gross profit contributed by Guangzhou Weaving Group amounted to approximately HK\$16.4 million for the Period, representing a decrease of approximately HK\$4.7 million or 22.3% from approximately HK\$21.1 million for the year ended 31 December 2022. The gross profit margin of Guangzhou Weaving Group was approximately 38.3% and 44.4% respectively for the Period and for the year ended 31 December 2022. The decrease in gross profit margin was mainly due to the increase of projects for the broadband infrastructure construction and smart domain solution in order to maintain sufficient business volume, which had a comparatively lower gross margin but a shorter collection cycle in the product mix of this segment.

For semiconductor business, the Group recorded gross profit of approximately HK\$11.2 million during the Period, as compared to the gross profit of approximately HK\$27.4 million for the year ended 31 December 2022. The decrease in gross profit was approximately HK\$16.2 million or 59.1% when compared to the previous financial year. The Group's gross profit margin of the semiconductor business also exhibited a decrease of approximately 6.3 percentage point, from approximately 12.7% for the year ended 31 December 2022 to approximately 6.3% for the Period. Such decrease in gross profit and gross profit margin was primarily the result of better yielding of products requested by client while the selling price could not be adjusted accordingly at the same time.

Changes in fair value of financial assets at FVTPL

As discussed above, the Group recorded net realised loss of approximately HK\$11.0 million arising from the disposals of part of listed equity securities and fair value gain of approximately HK\$13.3 million on the listed equity securities held as at 31 December 2023. The aggregate amount of approximately HK\$2.3 million was recognised in other gains and losses in the consolidated statement of profit or loss and other comprehensive income.

Changes in fair value of digital assets

As of 31 December 2023, the Group no longer held any digital assets. In accordance with the relevant accounting standards under HKFRSs, the Group classifies the acquired cryptocurrencies as digital assets and measures them at fair value less costs to sell. The Group considers that there are no significant costs to sell the digital assets, and therefore their measurement is based on their fair values. Any changes in fair value are recognized in profit or loss in the period of the changes. Consequently, the increase in fair value of the digital assets, amounting to approximately HK\$3.2 million, was recognized as other gains and losses in the consolidated statement of profit or loss and other comprehensive income as of 31 December 2023.

Selling and distribution costs

The Group's selling and distribution costs for the Period was approximately HK\$9.0 million, representing an increase of approximately HK\$2.2 million or 32.4% from approximately HK\$6.8 million for the year ended 31 December 2022. The amount mainly represented the selling and distribution costs of semiconductors business and such increase was primarily attributable to the increase in commission expenses to third-party agent, which was in line with the increase of commission cost ratio of the Group's sales to customers of semiconductors referred by its third-party agent.

Management Discussion and Analysis

Administrative expenses

Administrative expenses mainly included auditor's remuneration, staff costs, Directors' remuneration, legal and professional fees, depreciation, research and development expenditure, insurance expenses, office expenses, rental expenses, travelling expenses, entertainment expenses and other miscellaneous operating expenses.

The Group's administrative expenses for the Period was approximately HK\$51.0 million, decreased by approximately HK\$12.8 million or 20.1%, as compared to that of approximately HK\$63.8 million for the year ended 31 December 2022.

The decrease was primarily attributable to, among others, (i) the decrease of the impairment of debts for approximately HK\$11.1 million; (ii) the decrease of the depreciation of right of use assets of approximately HK\$0.2 million; (iii) the decrease of staff costs for approximately HK\$1.2 million, along with the reduction of workforce of the Group for the Period; (iv) the decrease of other PRC tax expenses for approximately HK\$0.1 million.

Impairment loss on trade receivables, contract assets and amounts due from related companies (trade-nature) for the Period

In accordance with the HKFRS 9 requirements, the management performed the impairment assessment and measured the expected credit loss ("ECL") on trade receivables, contract assets and amounts due from related companies (trade-nature) based on the simplified approach as at 31 December 2023. Consistent with the previous financial year, the loss allowance for ECL on trade receivables, contract assets and amounts due from related companies (trade-nature) are estimated by using a provision matrix to measure the ECL and with reference to a valuation on ECL performed by an independent qualified professional valuer, ValQuest Advisory (Hong Kong) Limited ("ValQuest"). ValQuest has appropriate qualifications and has recent experience on the assessment on ECL of similar financial instruments.

For more details of the accounting policy and the key assumptions and inputs, please refer to the note 3 and note 4 to the consolidated financial statements of this report respectively.

In assessing the loss allowance for ECL, the management has taken into consideration the period that the amounts were past due, the repayment history, the profile of debtors, the communication with the debtors about their financial conditions, the general economic conditions of the industry in which the debtors operate, as well as the results of any collection efforts.

During the Period, the Group has recorded reversal of impairment loss on trade receivables, contract assets and amounts due from related companies (trade-nature) in aggregate of approximately HK\$0.4 million (2022: impairment loss of HK\$10.7 million), which consisted of impairment loss on trade receivables of approximately HK\$0.4 million (2022: HK\$9.6 million), impairment loss on contract assets of approximately HK\$0.2 million (2022: HK\$0.1 million) and reversal of impairment loss on amounts due from related companies (trade-nature) of HK\$1.0 million (2022's impairment loss on those item: HK\$1.0 million).

The difficulty of debt collection in relation to the impairment loss for the Period and previous financial year is mainly attributable to the continuous adverse effect on the liquidity of some customers of broadband infrastructure and smart domain segment, which are the property developers in the PRC, caused by the more stringent deleveraging policy in real estate industry implemented by the PRC government since the second half of 2021.

Management Discussion and Analysis

For more details of the allowance for impairment, please refer to the note 20, note 21 and note 28 to the consolidated financial statements of this report.

In view of the above, the management has conducted debt collection procedure to minimise the credit risk, which includes (i) closely monitoring the progress of repayment by following up on the overdue debts by way of telephone calls and other electronic means; (ii) staying in touch with the customers on a more frequent basis; (iii) sending collection statement to the customers to remind them of the outstanding balances status; (iv) delegating a team to determine credit limit and credit approval; and (v) discussing with legal advisor about the appropriateness of taking further legal actions.

Based on the above, the Directors are of the view that the amount of the impairment loss was fair and reasonable.

Impairment loss on plant and equipment for the Period

Given the adverse impact on the performance of the Group's manufacturing business of semiconductors as a result of weak demand on consumer electronic products and in accordance with the HKAS 36 requirements, the management performed impairment assessment for the relevant segment. The recoverable amount of the relevant assets is determined by value-in-use calculation using discounted cashflow projection, based on the financial forecasts prepared by the management and with reference to a valuation performed by Valtech Valuation Advisory Limited ("Valtech"), the independent qualified professional valuer. Valtech has appropriate qualifications and has recent experience in the valuation of similar assets in the relevant industries.

As a result of the impairment assessment, provision for impairment loss of approximately HK\$9.1 million (2022: HK\$22.5 million) has been made on the plant and equipment during the Period. The non-cash provision for impairment loss will reduce the net carrying amount of plant and equipment, reducing the depreciation charge over the remaining useful life.

For more details of the provision for impairment loss, please refer to the note 16 to the consolidated financial statements of this report.

Income tax credit

The Group's income tax credit for the Period was approximately HK\$2.5 million, as compared to income tax expenses of approximately HK\$4.1 million for the year ended 31 December 2022. Such movement of income tax was primarily attributable to the deferred tax impact arising from the impairment loss on plant and equipment, trade receivables, contract assets and amounts due from related companies (trade-nature).

Loss for the Period

As a result of the foregoing, the Group's net loss for the Period was approximately HK\$34.1 million, as compared to the net loss of approximately HK\$57.6 million for the year ended 31 December 2022.

Management Discussion and Analysis

LIQUIDITY AND FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the Period, the operations of the Group were primarily funded by internally generated cash flows.

The Group's outstanding capital commitments as at 31 December 2023 amounted to approximately HK\$3.3 million (2022: HK\$7.1 million). Such commitments primarily related to the broadband infrastructure construction and purchase of equipment and machinery to meet the demand of the market and quality control improvements in the production plant. Such outstanding commitments are expected to be funded by the Group's internally generated funds.

As at 31 December 2023, the Group had no outstanding bank borrowing (2022: HK\$7.3 million).

Please refer to note 25 to the consolidated financial statements in this report for the ageing analysis in respect of the trade payables of the Group as at 31 December 2023 and 2022.

The Group's gearing ratio as at 31 December 2023, which was calculated by dividing its total bank borrowings by its total equity, was nil, while the gearing ratio as at 31 December 2022 was 7.2%.

The Group adopts conservative treasury policies in cash and financial management. To achieve better risk control and minimise the cost of funds, the Group's treasury activities are centralised with all bank deposits denominated either in HK\$, US\$ or RMB. The Group's liquidity and financing requirements are reviewed regularly. The Group will continue to maintain a prudent capital structure when considering financing for new investments.

CHARGES ON GROUP ASSETS

As at 31 December 2023, the Group did not have any asset pledged (2022: Nil).

SIGNIFICANT INVESTMENTS/MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in the paragraphs headed "Cryptocurrencies" and "Listed equity securities" in the section headed "Management Discussion and Analysis – Business Review – (iii) Strategic investments business" of this report, the Group did not make any significant investments or material acquisitions and disposals of subsidiaries during the Period.

CONTINGENT LIABILITIES

As at 31 December 2023, the Group did not have any significant contingent liabilities (2022: Nil).

Management Discussion and Analysis

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

The Group is exposed to foreign currency risks as several of its subsidiaries have foreign currency sales and purchases. For the years ended 31 December 2023 and 2022, approximately 29% and 30%, respectively, of the Group's sales were denominated in currencies other than the functional currency of the relevant group entities making the sale, and approximately 2% and 6%, respectively, of purchases were not denominated in the relevant group entities' functional currency.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities as at 31 December 2023 and 2022 are as follows:

	Assets		Liabilities	
	As at 31 December		As at 31 December	
	2023	2022	2023	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
United States dollars	93,214	86,924	3,499	4,218
Renminbi	26	57	384	–
	93,240	86,981	3,883	4,218

The Group currently does not have a foreign currency hedging policy. However, the Directors continuously monitor the related foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Management Discussion and Analysis

HUMAN RESOURCES

As at 31 December 2023, the Group had a workforce of 317 full-time employees (including the Directors but excluding the independent non-executive Directors) of whom approximately 96.8% were employed in the PRC and approximately 3.2% in Hong Kong. The Group's staff costs (including Directors' emoluments) for the years ended 31 December 2023 and 2022 amounted to approximately HK\$44.9 million and HK\$46.1 million, respectively. The Group's employees in Hong Kong are required to participate in the Mandatory Provident Fund scheme under which it is required to contribute a fixed percentage of the employees' payroll costs (up to a maximum of HK\$1,500 per month) to the scheme. For the Group's employees in the PRC, the Group makes contributions to various government sponsored employee benefit funds, including housing provident fund, basic pension insurance fund, basic medical insurance, unemployment insurance, maternity insurance and work related injury insurance funds in accordance with applicable PRC laws and regulations.

The Group generally recruits employees from the open market. It actively pursues a strategy to recruit, develop and retain talented employees by (i) providing them with training programs on a regular basis to keep them abreast of their knowledge in the products it distributes, technology development and market conditions of the electronics industry, broadband infrastructure industry and smart domain industry; (ii) aligning employees' compensation and incentives with their performance; and (iii) providing them with a clear career path with opportunities for additional responsibilities and promotions.

ENVIRONMENTAL MATTERS

While the Group is subject to the PRC environmental laws and regulations including the Environment Protection Law of the PRC, which govern a broad range of environmental matters, including air pollution, noise emissions, discharge of waste water and waste residues, the Directors believe that the Group's production process does not generate environmental hazards which would pose a significant adverse effect on the environment and that the environmental protection measures undertaken by the Group are adequate to comply with all applicable current local and national PRC regulations.

During the Period and to the best of the Directors' knowledge, the Group did not receive any complaints from its customers or any other parties in respect of any environmental protection issues, and did not experience any material environmental incidents arising from its manufacturing activities. During the Period, no administrative sanctions or penalties were imposed on the Group for the violation of environmental laws or regulations which had a material adverse impact on its operations.

Please also refer to the Environmental, Social and Governance Report in this report.

DIVIDENDS

The Board does not recommend the payment of a final dividend for the Period (2022: Nil).

Management Discussion and Analysis

BUSINESS PROSPECT

In the coming year, the global economic environment is expected to be complex and the prospect of the Group's semiconductors business will be full of challenges. The ongoing trade tension between PRC and the United States and the geopolitical complications around the world continue to affect the global semiconductor supply chain and the semiconductor market. The increasing concern on inflation and the rise of interest rate will put further downward pressure on the consumer market. The replacement cycle for the consumer electronic products like smartphone and personal computer is generally extended. There is still no clue as to when the consumer market will gain the momentum of growth. These in turn affect the Group's customers of semiconductors to take a conservative approach for the plan of new order placing.

Although the accelerated innovation and development of 5G technology and related emerging applications bring new business opportunities to the semiconductor industry, the Group also faces the challenges of higher technical standard from customers and more competitive market regionally and globally. Nevertheless, the Group intends to strengthen its production process and quality control and will closely monitor the changes in the macro environment and make timely strategic development to seize market opportunities. Furthermore, the Group will also from time to time monitor the performance of the machineries so as to ensure customers' requirement on technical standard is met.

On the other hand, under PRC's "14th Five-Year Plan", innovation and technology development have been elevated to core national priorities and strategic supporting pillar to its economic development. It is foreseeable that 5G networks, artificial intelligence, Internet of Things, cloud computing and big data processing will be benefited continuously from the PRC government's dedicated support in its development. We believe that the wide range of technological innovation will drive the emerging applications in the smart living sector, which will also be benefited from a steady and healthy PRC real estate market after the changes brought by the deleveraging policy. In view of this, the Group will capitalise on the fast-growing demand of technological application in the smart living sector.

Looking forward, Guangzhou Weaving is dedicated to be a smart domain solution integrator. The Group will keep searching for acquisition targets, primarily focusing on areas of smart living related technology and electronic parts for artificial intelligence and Internet of Things, which could have potential business synergy with Guangzhou Weaving and semiconductor business. The Group will also seek for other acquisition targets, including growing companies with high potential and leading technologies. On the other hand, the Group will also keep observing market and industry development trends, grasp investment opportunities brought by technological innovation, and actively plan and consider to diversify the investments in the field of innovative technologies and Web 3.0 as and when appropriate, in order to facilitate the technological development and create greater value for the Shareholders.

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Zhang Liang Johnson

Mr. Zhang Liang Johnson (“Mr. Zhang”), aged 42, is the chairman of the Company and has been appointed as an executive Director with effect from 19 May 2018. He is the sole shareholder of Yoho Bravo Limited, the controlling shareholder of the Company. Mr. Zhang has over 17 years of experience in the PRC real estate industry. He is an entrepreneur in various industries, including real estate, energy and entertainment etc. He served as an executive director from March 2012 to May 2022 and remains as the controlling shareholder of Kinetic Development Group Limited (stock code: 1277), the issued shares of which are listed on the Main Board of the Stock Exchange. He is also the controlling shareholder, the chairman and an executive director of Transmit Entertainment Limited (stock code: 1326), the issued shares of which are listed on the Main Board of the Stock Exchange. Mr. Zhang has established Seedland Real Estate Group Co., Ltd. (formerly known as Guangzhou Seedland Real Estate Development Co., Ltd.) in the PRC in January 2006 which, through its subsidiaries, principally engaged in real estate business. Mr. Zhang has also made other financial investments in the technology and finance sectors such as internet financing services, virtual reality applications and artificial intelligence. Mr. Zhang was awarded as one of the most popular investors at the 2018 Global Youth Innovation Conference (2018 GYIC 全球青年創新大會) held on 18 October 2018.

Ms. Wan Duo

Ms. Wan Duo (“Ms. Wan”), aged 35, has been appointed as an executive Director with effect from 19 May 2018. She holds a master’s degree in education from Harvard University and a bachelor’s degree in literature from Renmin University of China. She is experienced in corporate finance, mergers and acquisitions, investment management and corporate governance, with a focus on financial and technology investments and management, gained from financial and insurance institutions in Singapore and China. Ms. Wan is currently working in the Seedland group of China and is responsible for its strategic investments.

Biographical Details of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Xu Liang

Mr. Xu Liang (“Mr. Xu”), aged 48, has been appointed as an independent non-executive Director with effect from 9 June 2018. He holds a bachelor’s degree in Arts and a bachelor’s degree in Economics from Tsinghua University and a master’s degree in business administration from Harvard University. He has experience in financial management of formerly listed companies, including China Digital TV Holding Co., Ltd., which was a New York Stock Exchange-listed company (then stock code: NYSE:STV) and Bona Film Group, which was a Nasdaq-listed company (then stock code: Nasdaq: BONA). From March 2015 to July 2021, he was an independent director of Thunder Software Technology Co., Ltd., the A shares of which are listed and traded on the Shenzhen Stock Exchange (stock code: 300496.SZ) and was re-appointed as a non-independent director in September 2023. He is currently the chairman of Tianjin Tingyu Shihua Technology Co., Ltd. (天津聽雨拾花科技有限公司).

Mr. Chen Johnson Xi

Mr. Chen Johnson Xi (“Mr. Chen”), aged 41, has been appointed as an independent non-executive Director with effect from 9 June 2018. He is a seasoned investor and entrepreneur having worked on numerous venture capital, private equity, IPOs and M&A transactions globally. He is currently the chief executive officer of an Asian based investment and technology company with businesses in financial services/fintech, telecommunications, media, technology (TMT), biotechnology and high technology. Mr. Chen is the chairman for Australia Biotechnology Corporation and vice chairman for Financial Industry Policy of the South China American Chamber of Commerce Institute for International Economic Strategy. Mr. Chen has held senior leadership roles at PwC Strategy& (Formerly Booz & Company), KPMG M&A Advisory and Accenture. He holds a Bachelor’s degree in Information Systems and Post Graduate Certificate of Applied Commerce from The University of Melbourne.

Ms. Zhang Yibo

Ms. Zhang Yibo (“Ms. Zhang”), aged 42, has been appointed as an independent non-executive Director with effect from 9 June 2018. She graduated with a bachelor’s degree in economics from Nankai University in 2003 and a master’s degree in business administration from The Hong Kong University of Science and Technology. She has experience in asset management, management of listed companies and their investment in Hong Kong and China. From October 2012 to February 2013, she was a director of Bingo Group Holdings Limited (stock code: 8220.HK) which is principally engaged in (among other things) movie production, licensing, crossover marketing and provision of interactive contents. Ms. Zhang is currently the chief operation officer and a responsible officer of Alphawise Asset Management Limited and a licensed officer under the SFO, registered to conduct Type 9 (asset management) regulated activity under the SFO.

Biographical Details of Directors and Senior Management

SENIOR MANAGEMENT

Mr. Li Qiang

Mr. Li Qiang (“Mr. Li”), aged 42, is the chief executive officer of Guangzhou Weaving Communications Telecommunications Technology Limited* (廣州織網通訊科技有限公司). Mr. Li joined the Group in February 2022. Mr. Li has over 18 years of experience in relation to product R&D and operation management in telecom software development, fixed/mobile network communication and smart city fields. Mr. Li graduated from Xidian University in July 2004 with a bachelor’s degree in computer science and technologies. From 2004 to 2018, he served as (by timeline) telecom software development engineer, telecom software system architect, smart city solution senior architect in Huawei Technologies Co., Ltd., which is the world’s leading provider of ICT (Information and Communications Technology) infrastructure and intelligent terminals, and was responsible for R&D, solution planning and sales in telecom software and smart city services. From 2018 to 2021, he served as the vice general manager of the smart city center of Seedland group, which is a leading real estate developer in the PRC, characterized by its leading smart living space strategy and solutions, and was responsible for the planning and realization of Seedland’s smart living space strategy, solutions, and products.

Mr. Cheung Chun Man

Mr. Cheung Chun Man (“Mr. Cheung”), aged 37, joined the Group in March 2023 as the financial controller. Mr. Cheung is primarily responsible for the Group’s overall financial strategies, and daily management of the Group’s financial and accounting function. Mr. Cheung had been the financial controller of Huijing Holdings Company Limited (stock code: 9968), a company which shares are listed on the Main Board of the Stock Exchange, from July 2018 to March 2023. Prior to that, he had worked in various financial related positions in a number of companies, which shares are listed on the Main Board of the Stock Exchange, and had worked in various positions of the audit department in an international accounting firm.

Mr. Cheung graduated from the Hong Kong Baptist University in 2008 with a bachelor’s degree in Business Administration majoring in Accounting. He is a member of the Hong Kong Institute of Certified Public Accountants.

COMPANY SECRETARY

Ms. Wong Tik

Ms. Wong Tik (“Ms. Wong”), is a certified public accountant. Ms. Wong is also the head of Listed Company Secretary Service division of GIL (HK) Limited, a professional corporate services provider which has been engaged by the Company for company secretarial services. She has over 25 years of experience in the field of accounting and company secretarial and has worked in a number of listed companies in Hong Kong. Ms. Wong obtained the Honours Diploma in Accounting from Hong Kong Shue Yan College in 1995.

* For identification purpose only

Directors' Report

The Directors submit their report together with the audited consolidated financial statements for the Period.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in the manufacturing and trading of semiconductors, broadband infrastructure construction and the provision of integrated solution for smart domain application (including smart home, smart campus and smart communities).

RESULTS OF THE GROUP

The Group's results for the Period and the state of affairs of the Company and the Group as at 31 December 2023 are set out in the audited consolidated financial statements on pages 83 to 173 of this report.

BUSINESS REVIEW

A business review in respect of the Group's performance during the Period and the material factors underlying its results and financial position, principal risks and uncertainties facing the Group are set out in the section headed "Management Discussion and Analysis" in this report. Please also refer to the section headed "Chairman's Statement" in this report for discussions on the Group's business outlook and the section headed "Environmental, Social and Governance Report" for the Group's environmental policies and performance, compliance with relevant laws and regulations and key relationships with stakeholders during the Period. Such review and discussion form parts of this Directors' Report.

SUMMARY OF FINANCIAL INFORMATION

A summary of the published results and the assets and liabilities of the Group for the last five years is set out on page 174 of this report.

SHARE CAPITAL AND ISSUE OF SECURITIES DURING THE PERIOD

Details of movements in the share capital of the Company are set out in note 34 to the consolidated financial statements.

DIVIDENDS AND DIVIDEND POLICY

The Board does not recommend payment of any final dividend for the Period. During the Period, no interim dividend was paid or declared.

The Board has discretion to declare and distribute dividends to Shareholders subject to the provisions of the constitutional documents of the Company, and applicable laws and regulations. In considering whether to recommend or declare dividends, the Board will also take into account a number of factors including but not limited to financial results, cash flow situation, general market conditions, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, interests of shareholders, any restrictions on payment of dividends and any other factors that the Board may consider relevant.

RESERVES

As at 31 December 2023, the total reserves available for distribution, taking into account accumulated losses, to Shareholders by the Company amounted to HK\$nil (2022: HK\$3.5 million). Details of movements in the reserves of the Company during the Period are set out in the Consolidated Statement of Changes in Equity and note 35 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the plant and equipment of the Group during the Period are set out in note 16 to the consolidated financial statements. The Group did not have any investment property as at 31 December 2023.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles and there is no restriction against such rights under the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Period.

SHARE OPTION SCHEME

The Company adopted a share option scheme on 23 September 2015 whose terms are consistent with the provisions under Chapter 17 of the Listing Rules (the "Scheme").

The Scheme is valid and effective for a period of 10 years from 9 October 2015 and its purpose is to reward eligible participants who have contributed or will contribute to the Group and to encourage eligible participants to work towards enhancing the value of the Company and its Shares for the benefits of the Company and its Shareholders as a whole, and to maintain or attract business relationships with participants whose contributions are or may be beneficial to the growth of the Group.

Eligible participants of the Scheme include (i) any Directors (including executive Directors, non-executive Directors and independent non-executive Directors) and employees of any member of the Group; and (ii) any advisers, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers of any member of the Group, whom the Board considers, in its sole discretion, to have contributed or will contribute to the Group.

Directors' Report

SHARE OPTION SCHEME *(Continued)*

The total number of Shares available for issue under the Scheme is 80,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of this report. The total number of Shares to be issued upon exercise of the share options granted to each eligible participant under the Scheme in any 12-month period must not exceed 1% of the total number of Shares then in issue, unless approved by Shareholders in general meeting pursuant to the requirements under the Listing Rules. The number of Shares to be issued in respect of which options may be granted to a substantial Shareholder or an independent non-executive Director or any of their respective associates (within the meaning of the Listing Rules) representing in aggregate over 0.1% of the total number of the Shares on the date of such grant must be approved by Shareholders in general meeting.

An offer of a grant of share options under the Scheme may be accepted within five business days from the date on which the offer is made with a cash consideration of HK\$1.00 payable to the Company. The period for the exercise of a share option is determined by the Board in its sole discretion, but such period shall not be more than 10 years from the date of grant of the option. The remaining life of the Scheme is 1 year.

Under the Scheme, the subscription price payable upon exercise of any options granted is determined by the Board but in any event it shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date on which the option is offered to a participant; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of offer of the option; and (iii) the nominal value of the Shares.

The number of share options available for grant under the Scheme as at 1 January 2023 and 31 December 2023 is 80,000,000. There is no service provider sublimit under the Scheme as at 1 January 2023 and as at 31 December 2023.

No share option has been granted since the adoption of the Scheme and there was no share option outstanding as at 31 December 2023.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of Directors and senior management of the Company as at the date of this report are set out in the section headed "Biographical Details of Directors and Senior Management" in this report.

LIST OF DIRECTORS

The Directors during the Period and up to the date of this report are:

Executive Directors

Mr. Zhang Liang Johnson (*Chairman*)

Ms. Wan Duo

Independent Non-Executive Directors

Mr. Xu Liang

Mr. Chen Johnson Xi

Ms. Zhang Yibo

DIRECTOR'S SERVICE CONTRACTS

There are no service contracts for any of the Directors who are nominated for re-election at the forthcoming annual general meeting of the Company to be held in 2024 which are not determinable by the Group within one year without payment of compensation (other than statutory compensation).

INDEMNITY OF DIRECTORS

The Directors are indemnified against actions, costs, charges, losses, damages and expenses incurred in discharge of their duties subject to the provisions of the Articles and other applicable legislation. The Company has taken out Directors' and officers' liabilities insurance for such purposes for the Period.

EMOLUMENTS OF DIRECTORS, SENIOR MANAGEMENT AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of Directors and the five highest paid individuals in the Group are set out in note 15 to the consolidated financial statements.

The emoluments paid or payable to the senior management of the Group who are not Directors were within the following bands:

	2023 <i>No. of employees</i>	2022 <i>No. of employees</i>
Nil to HK\$1,000,000	2	2
HK\$1,000,001 to HK\$1,500,000	2	3
HK\$2,000,001 to HK\$2,500,000	–	–
Above HK\$2,500,000	–	–
	4	5

EMOLUMENT POLICY

The Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses relating to the performance of the Company. The Company also reimburses them for expenses which are necessarily and reasonably incurred for providing services to the Group or executing their functions in relation to the Group's operations. The Company reviews and determines the remuneration and compensation package of its Directors and senior management, by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities of its Directors and senior management and the performance of the Company. The Directors and employees of the Group may also receive options which may be granted under the Scheme. However, no option was so granted during the Period.

Directors' Report

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 2023, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long positions in the Shares

Name of Director	Nature of interest	Number of ordinary shares held <i>(Note 1)</i>	Approximate shareholding percentage in the issued share capital of the Company <i>(%)</i>
Mr. Zhang Liang Johnson	Interest in a controlled corporation <i>(Note 2)</i>	599,658,000 Shares (L)	74.96

Notes:

- (1) The letter "L" denotes the person's long position in such Shares.
- (2) Mr. Zhang Liang Johnson, an executive Director, was interested in 599,658,000 Shares, representing approximately 74.96% of the Company's issued share capital as at 31 December 2023, through Yoho Bravo Limited which is wholly-owned by him.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 2023, the interests and short positions of substantial Shareholders and other persons (other than Directors or chief executives of the Company) in the Shares or the underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long positions in the Shares

Name of Shareholder	Nature of interest	Number of ordinary shares held <i>(Note 1)</i>	Approximate shareholding percentage in the issued share capital of the Company <i>(%)</i>
Yoho Bravo Limited <i>(Note 2)</i>	Beneficial interest	599,658,000 Shares (L)	74.96

Notes:

- (1) The letter "L" denotes the person's long position in such Shares.
- (2) Mr. Zhang Liang Johnson, an executive Director, was interested in 599,658,000 Shares, representing approximately 74.96% of the Company's issued share capital as at 31 December 2023, through Yoho Bravo Limited which is wholly-owned by him.

Save as disclosed above, as at 31 December 2023, the Company had not been notified by any person (other than Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

Directors' Report

COMPETING INTERESTS

None of the Directors or controlling shareholders of the Company and their respective close associates (as defined in the Listing Rules) has any interest in a business which competed or might compete with the business of the Group or has any other conflict of interest with the Group during the Period.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company (not being a contract of service with any Director or any person engaged in the full-time employment of the Company) was entered into or was subsisting during the Period.

TRANSACTION, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE TO THE BUSINESS OF THE GROUP

Save as disclosed in the paragraphs headed "Related party transaction" and "Continuing connected transactions" in this Directors' report, (i) no transaction, arrangement or contract of significance in relation to the Group's business to which the Company or its subsidiaries was a party and in which a Director or an entity connected with a Director (within the meaning of section 486 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) had a material interest, whether directly or indirectly, subsisted at the end of the Period or at any time during the Period; and (ii) no contracts of significance (including those in relation to provision of services) between members of the Group and the controlling shareholder of the Company or any of its subsidiaries subsisted at the end of the Period or at any time during the Period.

ARRANGEMENT TO ACQUIRE SHARES AND DEBENTURES

At no time during the Period was the Company, its immediate holding company or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

EQUITY-LINKED AGREEMENTS

Save for the Scheme the particulars of which are disclosed in this report, the Company has not entered into any equity-linked agreement (as defined in section 6 of the Companies (Directors' Report) Regulation (Chapter 622D of the Laws of Hong Kong)) during the Period.

COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

During the Period, the Group was not aware of any incidence of non-compliance with the relevant laws and regulations that have a significant impact on the Group's business and operations.

TAX RELIEF

The Company is not aware of any relief from taxation available to Shareholders by reason of their holdings of the Shares.

RELATIONSHIP WITH STAKEHOLDERS

The Group recognises that employees, customers and business partners are keys to its sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality products and services to its customers and enhancing cooperation with its business partners.

The Group strives to provide a safe workplace to its employees. It also provides competitive remuneration and benefits, as well as training programs so that staff can keep abreast with developments in the market. Employees are also provided with clear career path with opportunities for additional responsibilities and promotions based on their merits and performance.

The Group believes that product quality is the key to maintaining a good customer relationship. To achieve this goal, the Group has a set of established quality assurance standards to meet its customers' requirements, and each shipment of finished products is checked and sub-standard products will be re-worked and retested prior to delivery to customers.

The Group is also dedicated to maintaining good relationship with suppliers as long-term business partners to ensure stability of the Group's business.

MAJOR CUSTOMERS AND SUPPLIERS

The Group's five largest customers collectively accounted for approximately 64.2% (2022: 59.0%) of its total revenue for the Period and its largest customer accounted for approximately 24.1% (2022: 24.2%) of its total revenue for the Period.

The Group's five largest suppliers collectively accounted for approximately 79.6% (2022: 62.8%) of its total purchases for the Period and its largest supplier accounted for approximately 61.3% (2022: 29.4%) of its total purchases for the Period.

None of the Directors and their respective close associates (within the meaning of the Listing Rules) or any holder of Shares who, to the knowledge of the Directors, owns more than 5% of the issued Shares has any interest in any of the five largest customers or five largest suppliers of the Group during the Period.

RELATED PARTY TRANSACTION

Significant related party transactions entered into by the Group during the Period are set out in note 40 to the consolidated financial statements.

Other than provision of broadband infrastructure construction services to Seedland under the New Construction Services Framework Agreement (as renewal for a term of three years ended 31 December 2024), which constituted a continuing connected transaction, the Directors consider that these significant related party transactions disclosed in note 40 to the consolidated financial statements did not fall under the definition of "connected transactions" or "continuing connected transactions" (as the case may be) in Chapter 14A of the Listing Rules or are fully exempt from the requirements to comply with any of the reporting, announcement or independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Directors' Report

CONTINUING CONNECTED TRANSACTIONS

During the Period, the Group had entered into the following continuing connected transactions:

On 13 June 2019, Guangzhou Weaving entered into the construction services framework agreement (the "Construction Services Framework Agreement") with Seedland Real Estate Group Co., Ltd. ("Seedland", formerly known as Guangzhou Seedland Real Estate Development Co., Ltd.) for a term up to 31 December 2021. As the forgoing Construction Services Framework Agreement would expire on 31 December 2021, Guangzhou Weaving entered into a renewed framework agreement with Seedland on 6 December 2021 ("New Construction Services Framework Agreement"), for a term of three years ending 31 December 2024, pursuant to which Guangzhou Weaving Group Companies shall provide Seedland Group Companies with certain communication construction and smart domain solution services, including but not limited to broadband infrastructure construction services for residential properties and projects and integrated solutions for smart community projects (including hardware for security and identification purposes, software for residential management and community services) and Guangzhou Weaving Group Companies shall receive construction service fees in return. The maximum aggregate service fee receivable from Seedland Group Companies under the New Construction Services Framework Agreement for each of the years ending 31 December 2022, 2023 and 2024 are RMB8.0 million (equivalent to approximately HK\$9.8 million) throughout the term thereof.

Mr. Zhang Liang Johnson, the chairman of the Board and an executive Director, is interested in the entire issued share capital of Seedland and Seedland is a connected person of the Company under Chapter 14A of the Listing Rules. Given that Guangzhou Weaving is an indirect wholly-owned subsidiary of the Company, the New Construction Services Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As all the applicable percentage ratios in respect of the transactions contemplated under the New Construction Services Framework Agreement are less than 25% and the annual cap is less than HK\$10 million, the transactions contemplated under the New Construction Services Framework Agreement constitute de minimis transactions under Rule 14A.76 of the Listing Rules, and therefore are subject to reporting, annual review and announcement requirements, which have been complied with, but are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. Please refer to the Company's announcement dated 6 December 2021 for details.

During the Period, the aggregate construction service fees received by Guangzhou Weaving from Seedland pursuant to the New Construction Services Framework Agreement amounted to approximately HK\$8.6 million (2022: HK\$8.1 million) and is within the annual cap.

The independent non-executive Directors have reviewed the continuing connected transactions as set out above and have confirmed that these continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) on terms that are fair and reasonable and in the interests of the Shareholders as a whole according to the New Construction Services Framework Agreement.

CONTINUING CONNECTED TRANSACTIONS *(Continued)*

SHINEWING (HK) CPA Limited, the Company's auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. In the opinion of the Directors, sufficient access was given to SHINEWING (HK) CPA Limited to the records of the Group for the purpose of reporting on the continuing connected transactions. SHINEWING (HK) CPA Limited has issued its unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules.

ANNUAL CONFIRMATION OF INDEPENDENCE

The Company has received from each independent non-executive Director the annual confirmation of his/her independence, and the Company considers them to be independent in light of the guidelines set out in Rule 3.13 of the Listing Rules.

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company has maintained a sufficient public float of not less than 25% of the issued Shares as required under the Listing Rules.

CHARITABLE DONATIONS

The Group did not made any charitable donations during the Period (2022: HK\$78,000).

EVENTS AFTER THE REPORTING PERIOD

Subsequent to 31 December 2023, the Group had acquired and disposed of certain listed equity securities. Details of which are set out in the Company's announcements from the end of reporting period up to the date of director's report.

AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2023 have been audited by SHINEWING (HK) CPA Limited and have been reviewed by the audit committee of the Company.

A resolution for the re-appointment of SHINEWING (HK) CPA Limited as the auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board of
Brainhole Technology Limited

Zhang Liang Johnson
Chairman

Hong Kong, 27 March 2024

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the continued growth of the Group and for safeguarding and maximising Shareholders' interests.

Pursuant to code provision C.2.1 of the CG Code, the roles of the chairman and the chief executive should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. Mr. Zhang Liang Johnson was the chairman of the Board ("Chairman") while the post of the chief executive officer of the Company (the "CEO") has been vacant since 1 February 2021.

The executive Directors and the senior management have been delegated with the authority and responsibility by the Board for the day-to-day operations, business strategies and management of the Group. After evaluation of the current situation of the Company and considering of the board composition, the Board is of the opinion that it is appropriate and in the best interests of the Company at the present stage for such arrangement as it helps to maintain the continuity of the policies and the stability of the operations of the Company. The Board will continue to review the effectiveness of the Company's structure as business continues to grow and develop in order to assess whether any changes, including the appointment of the CEO, is necessary.

Pursuant to code provision C.2.7 of the CG Code, the Chairman should at least annually hold meetings with the independent non-executive directors without the presence of other directors. During the Period, the Chairman, did not hold any meeting with the independent non-executive Directors without the presence of other Directors. However, the Chairman held meetings with the independent non-executive Directors with the presence of other Directors periodically during the Period to understand their concerns, to discuss pertinent issues and to ensure that there was access to adequate and complete information. The independent non-executive Directors could have direct contacts with the Chairman after meetings if necessary.

Pursuant to code provision C.5.1 of the CG Code, the Board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals. Although only 2 regular Board meetings were held during the Period, the Board considered that sufficient meetings had been held as business operations were under the management and the supervision of the executive Directors. In addition, senior management of the Group provided to the Directors the information in respect of the Group's business development and activities from time to time and the significant matters had been either duly reported, discussed and resolved at the 2 Board meetings or dealt with by the Board by way of written resolutions for expeditious commercial decisions making purposes.

Pursuant to code provision D.1.2 of the CG Code, management should provide all members of the board with monthly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties under Rule 3.08 and Chapter 13 of Listing Rules. However, the Company has based on business situation, provided to the Board from time to time, updated business information and has notified the Board members by electronic means when there are major updates or projects in operations but not the updated information to all board members monthly.

During the Period, the Company considers that such business information arising out of the ordinary business provided to the Board from time to time instead of monthly updates are sufficient for the Board to discharge its duties and the Company has also ensured all Directors have timely access to all relevant information as well as the advice and services of the company secretary and senior management, with a view to ensuring compliance with Board procedures and all applicable laws and regulations. Any Director may request for independent professional advice in appropriate circumstances at the Company's expenses, upon reasonable request made to the Board.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code on terms no less exacting than the required standard of dealings set out in Appendix C3 to the Listing Rules and the Directors are reminded of their obligations under the Model Code on a regular basis.

Upon specific enquiry made with all the Directors, all the Directors have confirmed to the Company that they have fully complied with the required standard set out in the Model Code during the Period.

BOARD OF DIRECTORS

Board Composition and Responsibilities

The Board composition of the Company during the Period are set out as follows:

Executive Directors

Mr. Zhang Liang Johnson (*Chairman*)

Ms. Wan Duo

Independent Non-Executive Directors

Mr. Xu Liang

Mr. Chen Johnson Xi

Ms. Zhang Yibo

Details of background and qualifications of all Directors as at the date of this report are set out in the section headed “Biographical Details of Directors and Senior Management” in this report.

The overall management of the Company’s business is vested in the Board which assumes the responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board delegates the authority and responsibility for implementing day-to-day operations, business strategies and management of the Group’s business to the executive Directors and senior management of the Group.

Mr. Zhang Liang Johnson was designated as the Chairman with effect from 11 January 2019. He was responsible for leading the Board in establishing and monitoring implementation of business strategies.

Significant matters of the Group are required to be approved by the Board, including:

- (i) formulating corporate development planning;
- (ii) formulating the Company’s operational and management strategies;
- (iii) approving financial statements;
- (iv) approving notifiable transactions and connected transactions undertaken by any member of the Group as may be required under the Listing Rules;
- (v) approving the risk management and internal control systems of the Group; and
- (vi) distribution of any dividend.

Corporate Governance Report

BOARD OF DIRECTORS *(Continued)*

Appointment and Re-election of Directors

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for a term of one year. Each appointment is renewable automatically for successive term of one year each commencing after the expiry of the then current term and is terminable by either party by three months' prior notice. Each of the executive Directors entered into a service contract with the Company for a specific term which is terminable by either party by three months prior notice. None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract/letter of appointment with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation. We have also taken out Directors' and officers' liabilities insurance for such purposes for the Period.

The Articles have specified that any Director appointed during the year to fill a casual vacancy are subject to re-election by Shareholders at the first general meeting after appointments and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Each Director shall be subject to retirement by rotation at least once every three years pursuant to the Articles.

Directors' Training

During the Period, the Directors received from the Company from time to time the updates on laws, rules and regulations which may be relevant to their roles, duties and functions as directors of a listed company. All Directors have been updated with the latest developments regarding the Listing Rules and other applicable legal and regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices. In addition, continuing briefings and professional development to the Directors will be arranged whenever necessary. Particulars of participation by the Directors are set out as follows:

	Attending training course(s)/reading materials
Executive Directors	
Mr. Zhang Liang Johnson	✓
Ms. Wan Duo	✓
Independent Non-executive Directors	
Mr. Xu Liang	✓
Mr. Chen Johnson Xi	✓
Ms. Zhang Yibo	✓

BOARD COMMITTEES

In order to assist the Board in discharging its duties in a more efficient manner, the Board has established, with written terms of reference, three Board committees, namely audit committee, nomination committee and remuneration committee, to oversee particular aspects of the Company's affairs. The Board committees are provided with sufficient resources to discharge their duties. The written terms of reference for each Board committee are in compliance with the Listing Rules and they are posted on the websites of the Stock Exchange and the Company.

Audit Committee

The Company established an audit committee on 23 September 2015 in compliance with Rule 3.21 of the Listing Rules. Written terms of reference in compliance with Rule 3.22 of the Listing Rules and code provision D.3.3 of the CG Code have been adopted. The primary duties of the audit committee are mainly to (i) make recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal; (ii) to review and monitor the integrity of the Company's financial statements, annual reports and accounts and interim reports, the significant financial reporting judgements contained therein, and (iii) to oversee financial reporting system, risk management and internal control systems of the Company. As of 31 December 2023, the audit committee of the Company consists of three members, namely Mr. Xu Liang, Mr. Chen Johnson Xi and Ms. Zhang Yibo, all being independent non-executive Directors. Mr. Xu Liang, who has appropriate professional qualifications and experience in accounting matters, is the chairperson of the audit committee.

The audit committee held 2 meetings during the Period. The key works done by the committee during the Period included:

- reviewing the accounting principles and practices adopted by the Group;
- reviewing the annual and interim results of the Group and recommending the same to the Board for approval;
- reviewing and assessing the adequacy and effectiveness of the financial reporting, risk management and internal control systems of the Group;
- reviewing the reasonableness and fairness of the continuing connected transactions of the Company; and
- reviewing the re-appointment and remuneration of external auditor.

Corporate Governance Report

BOARD COMMITTEES *(Continued)*

Nomination Committee

The Company established a nomination committee on 23 September 2015 in compliance with Rule 3.27A of the Listing Rules. Written terms of reference in compliance with code provision B.3.1 of the CG Code have been adopted. The primary duties of the nomination committee include, among others, (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the corporate strategy; (b) 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; (c) assessing the independence of the independent non-executive Directors; (d) making recommendations to the Board on the appointment and succession planning for the Directors; and (e) reviewing the board diversity policy of the Company (“Board Diversity Policy”) concerning the diversity of the Board and the measurable objectives that the Board has adopted for implementing the policy and to make the relevant disclosure on the progress of achieving those objectives in the corporate governance report of the Company. As of 31 December 2023, the nomination committee of the Company consists of three independent non-executive Directors, namely Ms. Zhang Yibo, Mr. Xu Liang, Mr. Chen Johnson Xi and an executive Director, namely Ms. Wan Duo. Ms. Zhang Yibo is the chairperson of the nomination committee.

During the Period, the nomination committee held 1 meeting. The key works done by the committee during the Period included:

- reviewing and confirming the independence of the Company’s independent non-executive Directors; and
- reviewing the structure and composition of the Board, as well as policy of nomination of Directors in light of, among other things, the diversity criteria set out in the Company’s Board diversity policy.

Remuneration Committee

The Company established a remuneration committee on 23 September 2015 in compliance with Rule 3.25 of the Listing Rules. Written terms of reference in compliance with Rule 3.26 of the Listing Rules and code provision E.1.2 of the CG Code have been adopted. The primary duties of the remuneration committee are mainly to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group, review remuneration proposals of the management with reference to the Board’s corporate goals and objectives, assess the performance of executive Directors, and ensure that none of the Directors or any of his/her associates is involved in deciding his/her own remuneration. As of 31 December 2023, the remuneration committee of the Company consists of three independent non-executive Directors, namely Mr. Chen Johnson Xi, Mr. Xu Liang, Ms. Zhang Yibo and an executive Director, namely Ms. Wan Duo. Mr. Chen Johnson Xi is the chairperson of the remuneration committee.

The remuneration committee is authorised by the Board to determine, subject to approval by the Board, the remuneration payable to executive Directors and members of senior management, the emolument policies and the basis for determining such emoluments. No Director or any of his/her associates was involved in deciding his/her own remuneration.

Corporate Governance Report

BOARD COMMITTEES *(Continued)*

Remuneration Committee *(Continued)*

During the Period, the remuneration committee held 1 meeting. The key works done by the committee during the Period included:

- reviewing the policy for the remuneration and assessing performance of executive Directors;
- reviewing the remuneration payable to executive Directors; and
- reviewing and/or approving the matters relating to share schemes under Chapter 17 of the Listing Rules.

Corporate Governance Functions

The Board is responsible for performing the corporate governance duties set out in code provision A.2.1 of the CG Code, namely:

- (i) to develop and review the Company's policies and practices on corporate governance;
- (ii) to review and monitor the training and continuous professional development of Directors and senior management;
- (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct and compliance manual (including in relation to securities trading) applicable to employees and Directors; and
- (v) to review the Company's compliance with the CG Code and disclosure in the corporate governance report in the Company's annual report.

The Board held 3 meetings during the Period, at which the Board reviewed the Company's policies and practice on corporate governance and legal and regulatory compliance, training and continuous professional development participations of the Directors, as well as the Company's compliance with the CG Code.

Corporate Governance Report

BOARD MEETINGS AND ATTENDANCE RECORD OF DIRECTORS

Code provision C.5.1 of the CG Code states 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.

During the Period, the Board held 3 meetings, and 1 Shareholders' meeting was held (being the annual general meeting of the Company held on 31 May 2023). The Directors' attendance records in respect of meetings held during the Period are shown as follows:

Name of Director	Attendance Record of Meetings held during the Period <i>(Note)</i>				Annual General Meeting
	Board	Audit Committee	Nomination Committee	Remuneration Committee	
Number of total meetings	3	2	1	1	1
Mr. Zhang Liang Johnson	3/3	N/A	N/A	N/A	1/1
Ms. Wan Duo	3/3	N/A	1/1	1/1	1/1
Mr. Xu Liang	3/3	2/2	1/1	1/1	1/1
Mr. Chen Johnson Xi	3/3	2/2	1/1	1/1	1/1
Ms. Zhang Yibo	3/3	2/2	1/1	1/1	1/1

Note: The attendance record shown above related to those meetings of the Board/committee held during the Directors' respective tenure during the Period.

AUDITOR'S REMUNERATION

The fees in respect of audit and non-audit services provided by the external services providers, SHINEWING (HK) CPA Limited (for audit services) and SHINEWING (HK) CPA Limited and its affiliated companies (for non-audit services) to the Group for the year ended 31 December 2023 amounted to approximately HK\$880,000 and HK\$102,800 respectively. The non-audit services included primarily services in connection with reporting of continuing connected transactions, taxation and environment, social and governance consultancy.

COMPANY SECRETARY

During the Period, the Company has engaged an external service provider, Ms. Wong Tik of GIL (HK) Limited, as the company secretary of the Company. Her primary contact person at the Company is Mr. Cheung Chun Man, our financial controller. The biographical details of Ms. Wong are set out in the section headed "Biographical Details of Directors and Senior Management" in this report.

During the Period, Ms. Wong has complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

DIRECTORS' AND AUDITOR'S RESPONSIBILITY FOR ACCOUNTS

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements of the Group for the Period, which give a true and fair view of the financial position and performance of the Group on a going concern basis.

Statements of Directors' responsibilities, for preparing the consolidated financial statements of the Group and external auditor's reporting responsibilities are set out in the Independent Auditor's Report in this report.

RISK MANAGEMENT AND INTERNAL CONTROL

The management has the responsibility to maintain appropriate and effective risk management and internal control systems, and the Board has the responsibility to review and monitor the effectiveness of the Group's risk management and internal control systems at least annually covering material controls, including financial, operational and compliance controls, to ensure that the systems in place are adequate and effective. The Group adopts a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

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

Corporate Governance Report

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

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

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

The Group’s risk management and internal control systems are, however, designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Group has conducted an annual review on whether there is a need for an internal audit department. Given the Group’s relatively simple corporate and operation structure, as opposed to diverting resources to establish a separate internal audit department, the Board, supported by the audit committee, is directly responsible for risk management and internal control systems of the Group and for reviewing its effectiveness.

During the Period, the Company engaged an external independent consultant with professional staff in possession of relevant expertise to conduct an independent review of the risk management and internal control systems of the Group semi-annually in order to maintain high standards of corporate governance. The review plan has been approved by the Board and its audit committee. The Board and its audit committee had also reviewed the resources, staff qualifications and experience and training programs of the external independent consultant and considered they are adequate and sufficient.

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company is aware of the relevant obligations under the SFO and the Listing Rules.

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

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

- The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality.
- Confidentiality covenants will be in place when the Group enters into significant negotiations.

In addition, all employees are required to strictly adhere to the rules and regulations regarding the management of inside information, including that all employees who, because of his/her office or employment, are likely to be in possession of inside information in relation to the Company, are required to comply with the Model Code.

The Board and its audit committee had reviewed the adequacy and effectiveness of the Group's risk management and internal control systems semi-annually. Several areas have been considered during such reviews, which include but are not limited to (i) the changes in the nature and extent of significant risks since the last annual review, and the Group's ability to respond to changes in its business and the external environment; and (ii) the scope and quality of management's ongoing monitoring of risks and of the internal control systems. The Board and its audit committee were not aware of any material internal control defects, and considered such systems effective and adequate throughout the Period.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide a forum for the Shareholders to exchange views directly with the Board. Subject to provisions of the applicable laws in the Cayman Islands and rules and regulations of the Stock Exchange, the Articles require that an annual general meeting of the Company is held each year and at the venue as determined by the Board. Each general meeting, other than an annual general meeting, is called an extraordinary general meeting.

According to the Articles, any one or more holders of Shares holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. The notice of requisition must be deposited at the registered office of the Company.

Corporate Governance Report

SHAREHOLDERS' RIGHTS *(Continued)*

Subject to the provisions of the Articles, eligible Shareholders who wish to move a resolution at any extraordinary general meeting of the Company may, by means of requisition, convene an extraordinary general meeting following the procedures set out above.

Shareholders may direct enquiries about their shareholdings to the Company's share registrars. To the extent the requisite information of the Company is publicly available, Shareholders and the investing community may at any time make enquiry in respect of the Company in writing at the Company's office in Hong Kong by post, facsimile or email via the numbers and email addresses available on the Company's website at www.brainholetechnology.com.

NOMINATION POLICY

The Board has approved and adopted the nomination policy which sets out the principles guiding the nomination committee to identify and evaluate a candidate for nomination to the Board for appointment or to the Shareholders of the Company for election as a Director of the Company. The policy contains a number of factors to which the nomination committee has to adhere when considering nominations. These factors include the candidate's skills and experience, diversity perspectives set out in the Board diversity policy, the candidate's time commitment and integrity, and the independence criteria under Rule 3.13 of the Listing Rules if the candidate is proposed to be appointed as an independent non-executive Director. The policy also lays down the following nomination procedures: the nomination committee (a) will take appropriate measures to identify and evaluate a candidate; (b) may consider a candidate recommended or offered for nomination by a Shareholder of the Company; and (c) will, on making the recommendation, submit the candidate's personal profile to the Board for consideration.

BOARD DIVERSITY POLICY

The Board has approved and adopted the Board diversity policy which sets out the approach to achieve diversity in the Company's Board.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service.

The Board and the Nomination Committee had reviewed the structure, size and composition of the Board with reference to the Board Diversity Policy. The current Board composition reflects diverse mix of various experience, capabilities, skills and expertise. The Company considers that the current composition of the Board, is characterised by diversity, whether considered in terms of age, length of service, professional background and skills. The current Directors possess a wealth of experience and expertise in various areas, including, but not limited to, real estate, financial and asset management and technology investments and management.

BOARD DIVERSITY POLICY *(Continued)*

All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The ultimate decision will be based on merit and contribution that the selected candidates may bring to the Board.

During the Period, the Board comprises five Directors, two of which are female. The balance of gender in the Board would bring more inspiration to the Company and enhance the business development of the Group. The Board considered that the diversity of the Board has been achieved during the Period and will continue reviewing the implementation and effectiveness of the Board diversity policy on an annual basis.

The Company also recognizes the importance of diversity at the workforce level. The Company will continue its nomination policy to select suitable candidates with no gender limitation in the future.

As at 31 December 2023, the gender ratio in the workforce of the Group (including Management) was 1.37: 1, male to female.

BOARD INDEPENDENCE

The Company recognises that Board independence is key to good corporate governance. As part of the established governance framework, the Group has in place effective mechanisms that underpin a strong independent Board and that independent views and input from Directors are conveyed to the Board. To facilitate attendance and participation at Board and other Board committee meetings, the Company plans meeting schedules with remote facilities for attendance. The Board process, ranging from agenda setting, provision of information and focus on constructive debates and discussions, facilitates effective and active participation by all independent non-executive Directors. The Company has also established channels through formal and informal means whereby independent non-executive Directors can express their views in an open and candid manner, and in a confidential manner, should circumstances require; these include periodic interaction with management and other Board Members including the Chairman outside the boardroom and seeking independent professional advice. The Board has reviewed the effectiveness of the board independence mechanism annually and considered such mechanism is effective.

Corporate Governance Report

DIVIDEND POLICY

The Board has approved and adopted a dividend policy (the “Dividend Policy”) in compliance with code provision F.1.1 of the CG Code. It is the policy of the Board that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its Shareholders value.

The Board shall also take into account the following factors of the Group when considering the declaration and payment of dividends:

- the actual and expected financial performance of the Company and each of the members of the Group;
- the capital and debt level of the Group;
- the general market conditions;
- the business conditions and strategies of the Group;
- the expected working capital requirements, capital expenditure requirements and future development plans of the Group;
- retained earnings and distributable reserves of the Company and each of the members of the Group;
- the liquidity position of the Group;
- any restrictions on dividend payouts imposed by any of the Group’s lenders;
- the statutory and regulatory restrictions which the Group is subject to from time to time;
- interests of Shareholders; and
- any other relevant factors that the Board may deem appropriate.

The payment of dividend by the Company is also subject to any restrictions under the applicable laws, rule and regulations and the Articles. The Board will from time to time review the Dividend Policy and may exercise at its absolute and sole discretion to update, amend and/or modify the Dividend Policy at any time as the Board deems fit and necessary. There is no assurance that dividends will be paid in any particular amount for any specific reporting period.

INVESTOR RELATIONS

The Company establishes different communication channels with investors to update them with the latest business development and financial performance including the publication of interim and annual reports, the publishing and posting of notices, announcements and circulars on the websites of the Stock Exchange and the Company in order to maintain a high level of transparency. The Company has the information on the address, fax and email for taking enquiries and for receiving information requests from shareholders. The Board has reviewed the effectiveness of the shareholders’ communication policy and considered that these channels allow us to receive feedback from the Shareholders.

CONSTITUTIONAL DOCUMENTS

During the Period, the Company amended its memorandum and articles of association and, as approved by a special resolution passed by the Shareholders in the annual general meeting of the Company held on 31 May 2023, adopted a second amended and restated memorandum and articles of association in order to (i) conform to the core shareholder protection standards as set out in Appendix A1 of the Listing Rules; (ii) allow the Company to hold hybrid and electronic meetings; and (iii) reflect certain updates in relation to the applicable laws of the Cayman Islands and the Listing Rules and make other housekeeping amendments. The latest version of which is available for viewing on the websites of the Company and the Stock Exchange.

Environmental, Social and Governance Report

ABOUT THIS REPORT

Introduction

This Environmental, Social and Governance (“ESG”) Report summarises and reports on the sustainable development practice carried out by Brainhole Technology Limited (the “Company”) and its subsidiaries (collectively known as “the Group” or “Group” or “We”) covering the period from 1 January 2023 to 31 December 2023 (the “Year”). The ESG Report covers various works on sustainable development and the ESG performance of the Group.

Reporting Scope

The Group is principally engaged in the manufacturing and trading of semiconductors, broadband infrastructure construction and the provision of integrated solution for smart domain application (including smart home, smart campus and smart communities). The ESG Report sets out the overall environmental and social policies of the Group when conducting business in the People’s Republic of China (the “PRC” or “China”). During the Year, the reporting scope of the Group was carefully determined based on the location of the Group’s principal activities and the entities with significant environmental impact, thus mainly are the disclosure of the performance of (i) the plants, offices and dormitories of Dongguan Jia Jun Electronic Technology Company Limited (“Dongguan Jia Jun”), (ii) Guangzhou Weaving Communications Telecommunications Technology Limited* (廣州織網通訊科技有限公司) (“Guangzhou Weaving”), and (iii) the office of Top Dynamic Enterprises Limited (“TD Enterprises”) located in Fo Tan, Hong Kong (“Fo Tan Office”).

Details about the corporate governance, please refer to the Corporate Governance Report on pages 32 to 44.

Reporting Framework

This ESG Report is prepared and disclosed by the Group in accordance with the Environmental, Social and Governance Reporting Guide as set out in Appendix C2 of Rules Governing the Listing of Securities issued by the Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) and in compliance with the “comply or explain” provisions thereof.

Reporting Principles

The content of the ESG Report is determined through stakeholder engagement and materiality assessment process, which includes identifying ESG-related issues, collecting and reviewing the management and stakeholders’ opinions, assessing the relevance and materiality of the issues and preparing and validating the information reported. The ESG Report covers all key issues that are concerned by different stakeholders.

Quantitative environmental and social KPIs are disclosed in the ESG Report so that stakeholders are able to have a comprehensive understanding of the Group’s ESG performance. Information of the standards, methodologies, references and source of key emission and conversion factors used on these KPIs are stated wherever appropriate. The Group had adopted consistent methodologies as far as reasonably practicable for convenient comparison with ESG performance in different years. The Group had presented and elaborated any changes in methodologies (if any) in corresponding section.

Comments and Feedback

Details about the ESG performance of the Group, please visit our official website (www.brainholetechnology.com) and annual reports. We value your opinions on this Report. Please feel free to email us at info@brainholetechnology.com if you have any advice or suggestion.

Environmental, Social and Governance Report

SUSTAINABLE DEVELOPMENT OVERVIEW AND MANAGEMENT OBJECTIVES OF THE GROUP

We believe our success is founded upon the principles and concepts of sustainability. Therefore, we are committed to providing high-quality products, value-added solution kits services and engineering solutions services for customers, whilst at the same time striving to preserve the environment and support the communities through its social responsibility practices. The Group aims to develop the world-leading scientific and technological research achievements as a supplier of world-leading high-tech products and smart solutions. While serving the people and enhancing the living standard of the people and community, we are also committed to improving and enhancing the sustainable development of the environment and society. To this end, the Group has established several management systems in response to different business operation demands to guarantee that all the operation stations can meet the relevant local and international standards. We actively manage business in an environmentally and socially responsible manner and continue to develop and provide high-quality products and services in line with national policies on green and sustainable development, in order to make contributions to the environmental protection.

Board Governance Statement

The Group is committed to the implementation of corporate goals and visions as well as the active fulfillment of social responsibilities to benefit all stakeholders. To ensure an appropriate and effective ESG management approach is developed, the Board has stipulated clear duties and responsibilities to directly manage and supervise the implementation of the ESG-related issues by the Group. The Group is determined to contribute to society and protect the environment under the principle of sustainable development. For the sake of effective implementation of sustainable development strategy, the Board took the responsibility of facilitating and supervising the establishment of communication channels among departments for convenient communication on ESG matters. Furthermore, the Board is also responsible for monitoring the formulation and reporting of the ESG strategies of the Group as well as assessing and identifying the ESG risks of the Group timely to ensure the effectiveness of the ESG risk management and internal control system so as to enhance the ESG performance of the Group.

In addition, the Board engaged an independent consultancy to assist the Group in the management of ESG affairs during the Year, including conducting data and information collection and analysis, and making recommendations to improve ESG performance. The consultancy also assisted the Board to collect and analyze stakeholders' opinion on ESG matters and conducted materiality assessment. The stakeholders were asked to score and rank ESG issues as they concerned so as to identify the Group's material ESG issues. The Board will also review the content and quality of the annual ESG report to ensure that it meets the requirements of the Board. The Board will also monitor developments in the market and regulatory authorities, and make adjustments to the ESG management approach as appropriate in order to effectively lead the ESG process of the Group.

Stakeholders Communication

The Group believes that the stakeholders' engagement and their continuous support are important for the long-term development of the Group. The Group communicated with the stakeholders under the expectation of improving the Group's sustainable development strategy and implementing its sustainable development goals. Therefore, we adopted a variety of communication methods to allow stakeholders from different areas and levels to express their opinions and suggestions, and we also responded to stakeholders' expectations and concerns in different channels to improve our ESG performance and the future development strategies.

Environmental, Social and Governance Report

SUSTAINABLE DEVELOPMENT OVERVIEW AND MANAGEMENT OBJECTIVES OF THE GROUP

(Continued)

Stakeholders Communication (Continued)

The Group engaged an independent third party consultant for the preparation of the ESG Report for the Year to assist in the collecting of the opinions of the internal stakeholders regarding to ESG issues. This will help the Group to conduct the materiality assessment effectively and comprehensively in the future, and the results will be taken as reference for the purpose of enhancing the internal management of the Group. The Group will increase the engagement of different stakeholders to collect their valuable and constructive opinions and suggestions on the development of the Group in the future.

Stakeholder	Requirement and Expectation	Communication and Response
Governments and regulatory bodies	<ul style="list-style-type: none"> • Compliance with national laws and regulations • Tax payment in full and on time • Safety production 	<ul style="list-style-type: none"> • Regular reporting of information • Examination and inspection
Shareholders	<ul style="list-style-type: none"> • Operating in accordance with laws • Enhance company value • Transparent information and efficient communication 	<ul style="list-style-type: none"> • General meeting • Company announcement • E-mail, telephone and company website
Partners	<ul style="list-style-type: none"> • Operation with integrity • Equal rivalry • Performance of contracts • Maintain stable and sound relationship 	<ul style="list-style-type: none"> • Review and evaluation meeting • Business communication • Negotiation and cooperation
Customers	<ul style="list-style-type: none"> • High-quality products and services • Performance of contracts • Operation with integrity 	<ul style="list-style-type: none"> • Customer opinion investigation • Customer communication meetings
Environment	<ul style="list-style-type: none"> • Emission compliance • Energy saving and emission reduction • Conservation of ecosystem 	<ul style="list-style-type: none"> • Communication with local environmental department • Investigation and examination
Employees	<ul style="list-style-type: none"> • Protection of rights • Occupational health and safety • Remunerations and benefits • Career development 	<ul style="list-style-type: none"> • Employee meetings • Employee mailbox • Training and workshop • Employee activities
Society and the public	<ul style="list-style-type: none"> • Transparent and available information 	<ul style="list-style-type: none"> • Company website • Company announcement

Environmental, Social and Governance Report

MATERIALITY ASSESSMENT

In order to develop ESG management approach in a clear and effective manner, the Group conducted a materiality assessment during the Year to identify ESG issues critical to its business and stakeholders. This materiality assessment is based on stakeholder questionnaires, opinion analysis by professional third party ESG consultants and the materiality maps¹ provided by reputable external institutions. During the Year, the Group identified the following 8 material ESG-related issues, which are also the focus of discussion in this report.

Topics	Material issues	Relevant sections
Environment	Greenhouse gas and energy management	<ul style="list-style-type: none"> ▶ Environmental Protection <ul style="list-style-type: none"> • Greenhouse Gas and Energy Management
	Water and wastewater management	<ul style="list-style-type: none"> ▶ Environmental Protection <ul style="list-style-type: none"> • Water Resources and Wastewater Management
	Hazardous waste and environmental incidents	<ul style="list-style-type: none"> ▶ Environmental Protection <ul style="list-style-type: none"> • Waste Management • Pollution Management
Society	Occupational health and safety	<ul style="list-style-type: none"> ▶ Employment and Labour Practices <ul style="list-style-type: none"> • Occupational Health and Safety
	Employee benefits	<ul style="list-style-type: none"> ▶ Employment and Labour Practices <ul style="list-style-type: none"> • Working Conditions and Welfare
Business operations and ethics	Supply chain management	<ul style="list-style-type: none"> ▶ Responsible Operating Practices <ul style="list-style-type: none"> • Responsible Procurement
	Quality control	<ul style="list-style-type: none"> ▶ Responsible Operating Practices <ul style="list-style-type: none"> • Superior Quality
	Information security and privacy	<ul style="list-style-type: none"> ▶ Responsible Operating Practices <ul style="list-style-type: none"> • Intellectual Property Rights and Privacy Protection

¹ The materiality assessment referred to the ESG Materiality Map provided by Morgan Stanley Capital International (MSCI) and the Materiality Map provided by Sustainability Accounting Standards Board (SASB) respectively.

Environmental, Social and Governance Report

ENVIRONMENTAL PROTECTION

Green Operation Philosophy

As the Group's manufacturing and operating facilities are mainly based in the PRC, the Group strictly complies with local relevant environmental laws and regulations, including but not limited to Environmental Protection Law of the People's Republic of China (中華人民共和國環境保護法), Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution (中華人民共和國大氣污染防治法), Law of the People's Republic of China on Prevention and Control of Water Pollution (中華人民共和國水污染防治法) and Law of the People's Republic of China on Prevention of Environmental Pollution Caused by Solid Waste (中華人民共和國固體廢物污染環境防治法). At the same time, the Group is committed to identifying and controlling the potential risks which have a significant impact on the environment during the process of operation, so as to minimise the impact on the environment arising from the Group's business operations. We have adopted different measures to integrate environmental protection concepts into daily operations and build a comprehensive enterprise that takes economic, environmental and social aspects into account. For example, Dongguan Jia Jun developed environmental management programs, regularly reviewed the key operation processes of each department and identified the environmental risks possibly involved in the operation, implemented control measures on any identified significant risks, as well as provided suitable training for staff when and as appropriate, in order to effectively implement measures to reduce the impact of the environmental risks. Dongguan Jia Jun and TD Enterprises have also obtained ISO14001:2015 environment management system certification.

The Group recognises the importance of effective use of resources and has been committed to streamlining operations with a view to advocating and pursuing environmental protection policies to optimise resource use, save energy and reduce consumption. Through formulating, implementing and improving policies and procedures related to resource and energy management, the Group regulates and makes good use of resources in the production process, thereby avoiding waste of resources, reducing environmental pollution and improving production efficiency. We have actively promoted the importance of environmental protection to employees through training, so as to raise their awareness of environmental protection and practice the concepts of energy conservation, consumption reduction, waste reduction at source, effective use of resources and green office. We also monitor the use of resources such as the consumption of electricity, water, paper and packaging materials.

During the Year, the Group had not received any complaints from its customers or any other parties in respect of any environmental protection issues, and had not experienced any material environmental incidents arising from its manufacturing activities. At the same time, no material administrative sanctions or penalties were imposed upon the Group for the violation of environment-related laws and regulations which had an adverse impact on its operations.

Environmental, Social and Governance Report

ENVIRONMENTAL PROTECTION *(Continued)*

Greenhouse Gas and Energy Management

Climate Change and Greenhouse Gas Emissions

In recent years, issues such as climate change and greenhouse gas emissions have gained international attention. As an eco-friendly enterprise, the Group has also strengthened the management of climate-related risks to prepare for the possible impacts of climate change on business operations. At present, the Group has adopted a series of feasible measures to gradually reduce greenhouse gas emissions in the production process as a short-term goal, and is committed to exploring plans to achieve carbon neutrality in the long run.

The Group's direct greenhouse gas emissions and energy indirect greenhouse gas emissions are produced from the consumption of vehicle fuels and purchased electricity, respectively, while other indirect greenhouse gas emissions come from methane generated by delivering waste paper to landfills, electricity consumed in government water supply and wastewater treatment and employees' business travel. Among the above activities, the Group's greenhouse gas emissions mainly come from purchased electricity. In order to reduce the carbon footprints in the Group's operations, the Group has adopted a series of greenhouse gas emissions reduction measures. In terms of production, in order to achieve the goal of saving electricity and reducing emissions, we eliminate obsolete instruments and use high-energy-saving electronic instruments and machines instead, and suspend the machines when not in use to reduce machine idling and improve production efficiency. In addition to choosing online meetings over business trips whenever possible, we will also prioritise direct flights for inevitable business trips to reduce greenhouse gas emissions.

The Group's greenhouse gas emissions are as follows:

Greenhouse Gas Emissions	Unit	2023	2022
Total greenhouse gas emissions	tCO ₂ e	3,540	3,699
Scope 1 – direct greenhouse gas emissions <i>(Note (1))</i>	tCO ₂ e	24	23
Scope 2 – energy indirect greenhouse gas emissions <i>(Note (2))</i>	tCO ₂ e	3,490	3,655
Scope 3 – other indirect greenhouse gas emissions <i>(Note (3))</i>	tCO ₂ e	25	20
Intensity of greenhouse gas emissions	tCO ₂ e/employee	11.57	11.31

Environmental, Social and Governance Report

ENVIRONMENTAL PROTECTION *(Continued)*

Greenhouse Gas and Energy Management *(Continued)*

Climate Change and Greenhouse Gas Emissions *(Continued)*

Notes:

- (1) Calculated based on the “Land Transport Enterprises – Guidelines on Greenhouse Gas Emission Accounting and Reporting (Trial)” issued by the National Development and Reform Commission of the PRC and “Appendix 2: Reporting Guidance on Environmental KPIs” published by the Hong Kong Stock Exchange.
- (2) Calculated based on the “2011 and 2012 Average Carbon Dioxide Emission Factors for Regional Power Grids in China” issued by the National Development and Reform Commission of the PRC and the emission factors provided by the CLP Power Hong Kong Limited.
- (3) Calculated based on the Carbon Emissions Calculator of the International Civil Aviation Organization (ICAO), data provided by Shenzhen Water (Group) Co., Ltd. and the “Appendix 2: Reporting Guidance on Environmental KPIs” published by the Hong Kong Stock Exchange.

In response to extreme weather caused by climate change, Guangzhou Weaving has formulated a set of emergency plans. In the case of special weather, it will communicate with employees in advance and adopt special work arrangements, such as stopping outdoor work to protect employees’ health and safety. Dongguan Jia Jun has also established the “Emergency Response Measures” and set up an emergency group to establish preventive measures for possible natural disasters such as earthquakes and strong typhoons, and provide relevant emergency guidelines for employees, as well as stop work when necessary, and arrange employees to leave safely. The plan has also set out various daily wind and rainstorm preventive measures to reduce the possibility of casualties caused by extreme weather.

As many governments and international organizations are gradually tightening reporting requirements for greenhouse gas emissions or raising the corporate emission disclosure standards, the Group has shouldered more responsibilities on emissions reporting. Therefore, the Group may face higher operating costs in the future to cope with the increased compliance costs and implementation of new practices. In order to respond to the risks associated with climate change in a more effective manner, the Group not only reviews the relevant policies and regulatory updates to identify climate-related risks and opportunities that may have a financial impact on the Group’s business, but also consults professional advisors on compliance responsibilities for reporting greenhouse gas emissions and suggestions for improvement.

Environmental, Social and Governance Report

ENVIRONMENTAL PROTECTION *(Continued)*

Greenhouse Gas and Energy Management *(Continued)*

Use of Energy

The Group is committed to continually optimising its operating processes to save energy, and therefore implements power saving measures in its offices. The Group regularly inspects and maintains power supply facilities, works out statistic on the monthly power consumption of each work area, and implements energy-saving measures to effectively control electricity consumption. For example, we give priority to LED lamps and light bulbs when selecting light tubes to improve energy efficiency; we divide different areas in the plant and office, and turn off air-conditioning, lighting and fans in some areas when no one is using them. We also clean the lighting equipment, fan blades and air conditioners on a regular basis to improve their operating efficiency and reduce waste of electricity. When using air conditioners, we maintain the indoor temperature at 24 to 25 degrees and ensure that the windows are closed to reduce waste of air conditioning. Fans are installed to increase indoor air ventilation to reduce power consumption. Guangzhou Weaving also allows employees to put on casual wear to work in hot weather if there is no meeting with clients to reduce the use of air-conditioning. We encourage employees to save energy, avoid excessive use of lighting and air-conditioning, and turn off lighting in corridors, staircases, meeting rooms and reception areas when there is sufficient illumination. In addition, we put energy-saving slogans next to the switches to remind them to save electricity. Currently, the Group aims to reduce unnecessary energy consumption and improve energy efficiency, and will continue to gradually reduce the intensity of energy consumption by adopting various measures, such as the use of energy-saving equipment and employee education.

The energy consumption of the Group is as follows:

Energy Consumption	Unit	2023	2022
Total energy consumption	MWh	6,719	7,029
Vehicle gasoline consumption <i>(Note (1))</i>	MWh	94	90
Purchased electricity consumption <i>(Note (2))</i>	MWh	6,625	6,939
Intensity of energy consumption	MWh/employee	21.96	21.50

Notes:

- (1) Calculated based on the "Appendix 2: Reporting Guidance on Environmental KPIs" published by the Hong Kong Stock Exchange.
- (2) Based on the actual purchased electricity consumption of the Group.

Environmental, Social and Governance Report

ENVIRONMENTAL PROTECTION *(Continued)*

Water Resources and Wastewater Management

The Group recognises the importance of water resources, and is dedicated to reducing water consumption and the impact of sewage on the environment. The water resources consumed by the Group include the water employed in cooling processes of Dongguan Jia Jun, which can be reused in the production process and therefore there is no wastewater discharge and no large amount of water consumption involved. In order to achieve water resource conservation and reduce domestic sewage discharge, the Group clearly introduces water conservation methods to its employees, including the development of clear guidelines and regulations on water facilities, domestic water and water for production in the Group. We regularly check water facilities to avoid wasting water resources due to the damage of water facilities; employees are required to “only turn on the water facilities for use and turn off when not in use” in daily water use to avoid long flows of drinking water. In addition to the above measures, the Group also promotes water conservation among employees through posters, promotional cards and training to raise employees’ awareness of water conservation and develop the habit of consciously turning off water when not using it. Currently, the Group aims to avoid unnecessary water use and improve water efficiency, and is committed to finding ways to reduce water intensity. During the Year, the Group did not have any problems related to sourcing suitable water.

The total water consumption of the Group is as follows:

Water Consumption	Unit	2023	2022
Total water consumption <i>(Note (1))</i>	m ³	9,353	13,769
Water consumption intensity	m ³ /employee	30.57	42.11

Note:

- (1) As the water consumption and drainage of Guangzhou Weaving are under the full control of the property management company, water-related data cannot be collected.

The Group’s wastewater is mainly domestic sewage from the factory and dormitories of Dongguan Jia Jun and the office in Fo Tan. The Group understands that wastewater emissions destroy the ecological environment, and thus strictly prohibit direct discharge of wastewater from production into domestic sewage pipelines. The domestic sewage shall only be discharged to the municipal wastewater pipeline after being treated by septic tanks and meeting the standards to ensure no negative impact of the Group’s operations on the environment. In addition, Dongguan Jia Jun regularly arranges third-party testing agencies to test wastewater and domestic sewage to ensure compliance with local relevant water pollutant emission standards. During the Year, the Group did not receive any notice with respect to illegal discharge of sewage.

Environmental, Social and Governance Report

ENVIRONMENTAL PROTECTION *(Continued)*

Waste Management

The Group promotes “3R” programs in its factories and offices, which means waste reduction at source, reuse and recycling, and is committed to reducing waste generation. We also encourage the use of environmentally-friendly alternative materials in the production process, optimisation of production processes and implementation of inventory control and management to reduce waste. The Group will recycle reusable materials as much as possible, and turn waste into useful materials. Currently, the Group aims to promote and implement the concept of circular economy and strives to reduce waste generation through employee education and recycling measures.

In order to reduce the impact of solid waste on the environment, the Group has developed clear guidelines for employees to identify, collect, store and dispose of solid waste, and provided employees with knowledge training about waste classification to allow employees to correctly place waste in the appropriate collection container by category. When disposing of non-hazardous waste, employees will also properly classify recyclable waste, such as metal frames, paper and plastic waste generated during production and operation, and deliver such waste to a qualified waste contractor for processing. For unrecyclable non-hazardous waste which comprised of general garbage in dormitories and offices, it is cleaned daily by external cleaning staff. Through effective management and treatment of waste, the recovery rate of the Group’s non-hazardous waste reached 38.2% (2022: 52%), which greatly reduced the impact of non-hazardous waste on the environment.

The Group has also strongly advocates the concepts of reducing paper consumption, reducing waste at source, and conducting publicity and training. The Group attaches great importance to paper saving and waste reduction. By encouraging the use of email systems to distribute information internally as much as possible, the Group reduces the use of fax and photocopying documents. To promote greater paper efficiency, we encourage double-sided copying and printing, and use recycled paper to print informal documents. Each department must apply for the amount of paper according to the monthly office requirements so that we can monitor the paper consumption and avoid excessive use. In addition, head of each department will supervise and evaluate the use of paper in the office, and set goals for and measures to reduce paper consumption. During the Year, a total of 2.5 tonnes (2022: 2.7 tonnes) of paper was used by the Group.

In addition, the hazardous waste generated by the Group includes the waste organic solvents produced in the ultrasonic cleaning of packaging products and the cleaning of delicate parts in taping and bonding machines by Dongguan Jia Jun, waste mineral oil generated during machine maintenance, and waste batteries and ink cartridges generated in the operation of each office. In order to properly handle hazardous waste and avoid potential environmental problems caused by improper handling of hazardous waste, after collecting hazardous waste, employees should clearly label the details of such hazardous waste, including its name, quantity and production location and store it in a properly defined space. Employees are also required to wear protective equipment when handling and processing hazardous waste to protect their safety. Dongguan Jia Jun has engaged a licensed hazardous waste treatment service provider to properly handle hazardous waste in accordance with the Law of the People’s Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste, so as to avoid second environmental pollution. During the Year, the total hazardous waste of Dongguan Jia Jun processed by a licensed service provider amounting to 1,580 kg (2022: 2,072 kg).

Environmental, Social and Governance Report

ENVIRONMENTAL PROTECTION (Continued)

Waste Management (Continued)

The non-hazardous waste and hazardous waste generated by the Group's business operations were as follows:

Water Consumption	Unit	2023	2022
Total non-hazardous waste generated (Note (1))	tonnes	34	40
Intensity of non-hazardous waste	tonnes/employee	0.11	0.12
Total hazardous waste generated (Note (2))	kg	1,580	2,072
Intensity of hazardous waste	kg/employee	5.16	6.34

Notes:

- (1) Calculated based on the actual weight of the non-hazardous waste generated, namely metallic frames, paper and plastic waste generated by the Group. The general office waste was calculated based on the "Research on Solutions to Domestic Solid Waste in Cities of China" issued by the Beijing Environmental Sanitation Administration and the estimated daily amount of general waste and the volume-to-weight conversion coefficient provided by the US Environmental Protection Agency.
- (2) Calculated based on the actual weight of hazardous waste generated.

Pollution Management

The Group's exhaust gas from production is mainly derived from the production of semiconductor products by Dongguan Jia Jun, while Guangzhou Weaving primarily operates in its office, thus no material exhaust gas is generated. The production flue gas generated by Dongguan Jia Jun included those from the process of sintering, injection molding and sonicleaning as well as shape cutting and lettering. Dongguan Jia Jun emitted its exhaust gas from the process of sintering, injection molding and sonicleaning after treatment, through exhaust funnel at a high altitude, in compliance with the Emission Standard of Volatile Organic Compounds for Shoe-making Industry (DB44/817-2010) (《製鞋行業揮發性有機化合物排放標準》(DB44/817-2010)) and Emission Limits of Air Pollutants (DB44/27-2001) (《大氣污染物排放限值》(DB44/27-2001)). As for the process of shape cutting and lettering, Dongguan Jia Jun strengthened the mechanical ventilation in workshops or utilised the dust-removal device internally installed in the equipment for treatment before emitting exhaust gas to reduce the impact on workers and surrounding environment. In addition, Dongguan Jia Jun always keeps the ventilation system on in the workshops during production, periodically cleans the ventilation machines and their blades and conducts regular maintenance on machines as well as equipment used for dust and smoke filtration, ensuring the normal operation of equipment. During the Year, the Group had not received any notification on the non-compliance in respect of emitting exhaust gases from production, while Dongguan Jia Jun has completed and passed the inspection on exhaust gases and ensured the compliance of exhaust gas emission.

Environmental, Social and Governance Report

ENVIRONMENTAL PROTECTION *(Continued)*

Pollution Management *(Continued)*

In addition to few exhaust gas from production, the use of vehicles by the Group was also attributable to the generation of exhaust gas. We recorded and monitored the fuel consumption on a continuing basis and periodically reviewed adherence to vehicle emission standards for vehicles, so as to maximise the efficiency of vehicles. Furthermore, we also regularly arranged inspection, repair and maintenance on the vehicles to maintain their efficiency, and tried to avoid the waste of fuel arising from vehicles with running engine as much as possible.

The Group's vehicle emissions are as follows:

Vehicle Emissions <i>(Note (1))</i>	Unit	2023	2022
Nitrogen oxides (NOx)	kg	5.53	5.45
Sulphur oxides (SOx)	kg	0.14	0.14
Particulate matters (PM)	kg	0.41	0.40

Note:

- (1) The vehicle emissions are calculated based on the "Appendix 2: Reporting Guidance on Environmental KPIs" published by the Hong Kong Stock Exchange.

In addition, despite the fact that the noise generated during the Group's production has no significant impact on the surrounding environment, the Group is committed to strictly controlling the noise generated during its production. During the year, Dongguan Jia Jun has entrusted a third-party testing organization to undertake noise testing to ensure compliance with relevant local and industry standards.

Environmental, Social and Governance Report

ENVIRONMENTAL PROTECTION *(Continued)*

Packaging Materials

The Group's packaging materials are mainly used in two main areas, including the use of paper cardboard packaging with customised plastic inserts for its self-manufactured products and trading products sourced from third parties in batches, as well as the packaging of various intelligent system parts and optical fiber products.

The consumption of packaging materials by The Group during the Year is as follows:

Use of Packaging Materials <i>(Note (1))</i>	Unit	2023	2022
Consumption	tonnes	3.7	5.2
Intensity	kg/million products units	39	33

Note:

(1) Based on the actual packaging materials consumption records of Dongguan Jia Jun and Guangzhou Weaving.

Environmental, Social and Governance Report

EMPLOYMENT AND LABOUR PRACTICES

Occupational Health and Safety

The Company prioritises employee safety and is committed to providing a safe working environment for incumbent employees. As a responsible employer, the Group strictly complies with laws and regulations related to occupational health and safety, including but not limited to the Law of the PRC on Work Safety (《中華人民共和國安全生產法》), the Law of the PRC on the Prevention and Control of Occupational Diseases (《中華人民共和國職業病防治法》) and the Hong Kong Occupational Safety and Health Ordinance. Dongguan Jia Jun and TD Enterprises have been accredited by ISO45001:2018 Occupational Health and Safety Management System to identify and control health and safety risks, in order to reduce workplace injuries.

In response to hazardous factors of different positions in production processes, the Group provides safety training for relevant employees in advance, including reminding employees of necessary precautions and emergency measures for accidents, and ensuring all the employees are well acquainted with the internal work safety requirements and safe operation regulations, and proficient in safe operation skills, so as to reduce safety risks. In addition, the Group will arrange an annual fire drill for employees, and rectify any deficiencies found during the drill. The Group updated the training control procedure during the Year, and added the training content of occupational safety, including the internal audit content of the environment, occupational and health and safety system, as well as the methods for identifying additional hazards and evacuating workers in case of emergency.

The Group pays attention to potential occupational hazards in the working environment. According to the occupational hazards of different jobs, we provide corresponding personal protective equipments for our employees, such as filter gas mask, electrical insulated shoes, anti-acid overalls and anti-noise ear shields. Employees must wear personal protective equipments strictly according to the regulations, and we will regularly check the performance of personal protective equipments to make sure that it is safe to use. We maintain and inspect the production equipments and containers on a regular basis, with a view to reducing accidents. For employees who are exposed to occupational hazards, we also provide regular medical checkups to fully understand their health status.

Moreover, in an attempt to prevent, control and reduce the occurrence of various safety accidents, minimise the damages caused by accidents, and protect the life and property of the Group and its employees, we provide clear working guidelines for employees to tackle potential accidents in production processes, which covers a series of emergency plans and handling processes for fire, food poisoning, electric shock, typhoon, falling from height and workplace injuries. On top of this, we also have in place duly regulations on the management of work-related injuries, requiring employees to send the injured to the hospital immediately when the accident was found and truthfully report the incident to their superiors, so that the Group can carry out appropriate investigation and follow-up work to prevent the reoccurrence of similar accidents.

Environmental, Social and Governance Report

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

Occupational Health and Safety *(Continued)*

Other occupational health and safety measures adopted by the Group are as follows:

- Providing health checks to its PRC employees prior to commencement of employment;
- Streamlining production process on a continuous basis and reducing or eliminating the use of known hazardous substances in the manufacturing process to the extent practicable;
- Engaging qualified contractors for the inspection of fire safety equipment at the Group's plants and quarters and office premises;
- Providing guidance and specific technical training to employees who may come in contact with potentially hazardous substances;
- Prohibiting smoking at the workplace and factory quarters; and
- Regular cleaning of the water supply filters and daily garbage removal.

During the Year, the number of work injuries and the number of loss days due to work injuries recorded by the Group were both 0 (the number of work injuries in 2022: 0). The number and rate of work-related fatalities of the Group in the past three years were as follow:

Health and Safety	2023	2022	2021
Number of work-related fatalities (persons)	0	0	0
Rate of work-related fatalities (%)	0	0	0

Environmental, Social and Governance Report

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

Working Conditions and Welfare

The Group always strives to build a harmonious workplace for employees for the purpose of enhancing sincere and interactive communication, supporting employees' career development, and protecting the welfares of employees. We strictly comply with laws and regulations related to employment, including but not limited to the Labor Law of the PRC, the Labor Contract Law of the PRC and Hong Kong Employment Ordinance. We provide equal opportunities and create a harmonious working environment.

The Group offers competitive salary and benefits as well as a career ladder for employees, so as to attract talents. The Group has established the remuneration management system and determines employees' remuneration with reference to their educational background, experience, job duties, professional skills and technical abilities, as well as the salary level for similar job positions in the industry. We also adopted a share option scheme on 23 September 2015, under which employees of the Group that are, based on management's evaluation of their individual performance, eligible will be considered for granting share options as incentives.

In order to guarantee adequate rest for employees and strike a balance between work and life, employees are entitled to legally required paid holidays in addition to statutory holidays. By reviewing the working hours of the employees, we strive to prevent forced labour or overtime work in the business operations on a best effort basis. The Group stipulates a working time of standard for eight-hour working day and a five-day working week. If employees are required to work overtime for business purposes, they will be compensated in accordance with the relevant regulations.

In addition, the Group, in accordance with the relevant legal requirements in the PRC and Hong Kong, also makes contribution to the statutory pension scheme for Hong Kong employees, and provides social insurance, annual body checkings, marriage and maternity allowances, housing allowances and external assignment allowances for employees in the PRC. Meanwhile, incumbent employees are also entitled to medical benefits. In a bid to build a warm and harmonious working environment, the Group organises leisure activities for employees such as annual dinner, birthday parties and lottery, etc., and sends presents to employees at festivals, to allow them to gather outside of work for bonding and team building.

Environmental, Social and Governance Report

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

Vocational Training and Development

In order to promote the sustainable development and efficient operation of the Group, the Group firmly believes that employees are the key to business development and is therefore committed to nurturing talent. In addition to the relevant safety training, the Group provides internal and external training courses regularly for its current employees. The employees must pass the assessment after finishing the training to confirm their learning results and ensure that their professional knowledge and personal development have been improved. The Group introduced a mentorship program whereby senior staff members will supervise new employees, and provide on-job guidance, thus encouraging employees to self-study and learn skills of their work. The head of respective department will also help them to facilitate smooth integration into the Group's operation process. In addition, the Group will invite experts and scholars to hold special seminars according to requirements of work, so as to enhance the academic skills of employees and improve work efficiency.

During the Year, training provided by our Group covered topics such as:

- Job-related knowledge training: including production process, related knowledge and material use, etc.
- Production management training: including production management process and supply chain management
- Quality management training: including the quality standards and assessments of the Group
- ISO system knowledge training: to provide employees with the content and standards of the ISO system
- Administrative management and systems training: to explain the Group's general administrative system, management system and the specific system of individual departments
- Occupational safety and health training: to introduce the knowledge of production safety and fire safety
- Comprehensive management skills training for management personnel: including personnel management and team building

Environmental, Social and Governance Report

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

Vocational Training and Development *(Continued)*

During the Year, the Group has provided in aggregate 7,625 hours (2022: 9,951 hours) of job related vocational training on the above topics to its staff.

Indicator		2023		2022	
		Percentage of employee trained (%)	Average training hours (hours)	Percentage of employee trained (%)	Average training hours (hours)
By gender	Male	87	23.4	84	27.7
	Female	91	24.2	89	29.9
By employment category	Senior	70	25.0	78	20.9
	Middle	96	22.8	93	28.0
	Junior	86	24.2	82	27.6

Meanwhile, the promotion or demotion of employees is conducted by the Group on basis of employees' working competence, performance, experiences and job vacancies. During the Year, the Group continued to adopt an open-door communication policy and carried out an annual review with its employees on their performance, with an aim of giving an equal opportunity of promotion and clear career path for employees.

Anti-discrimination, Diversity and Inclusion

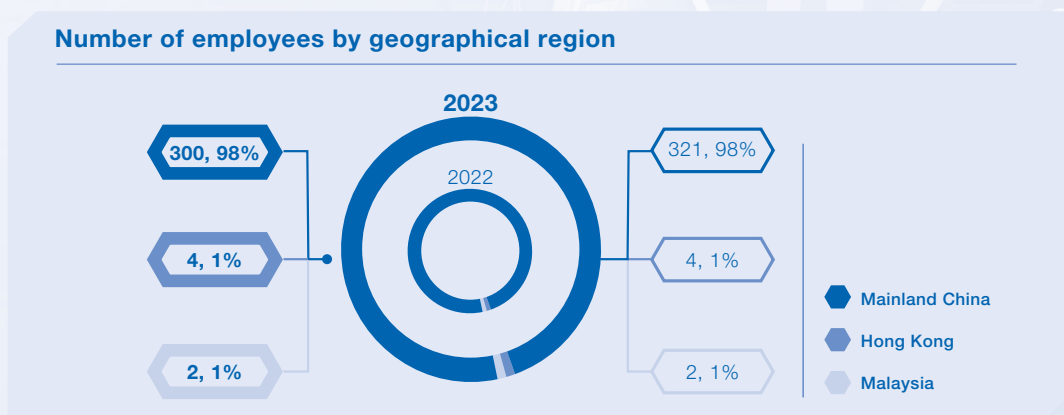
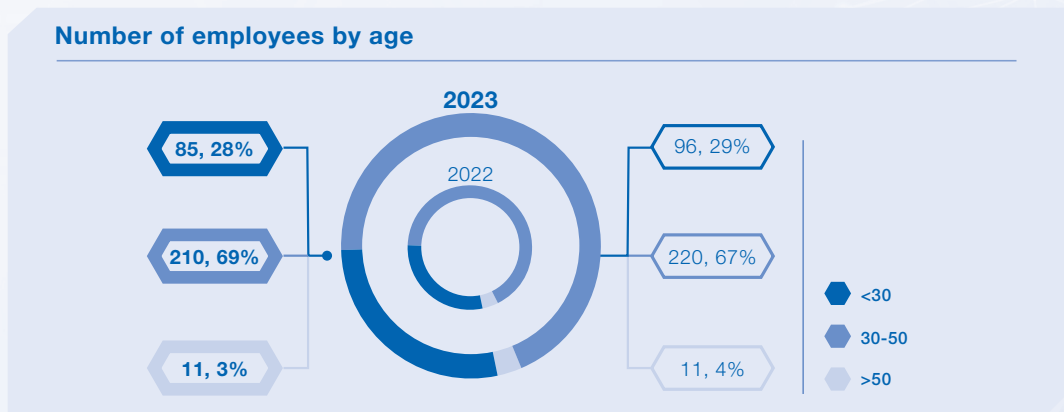
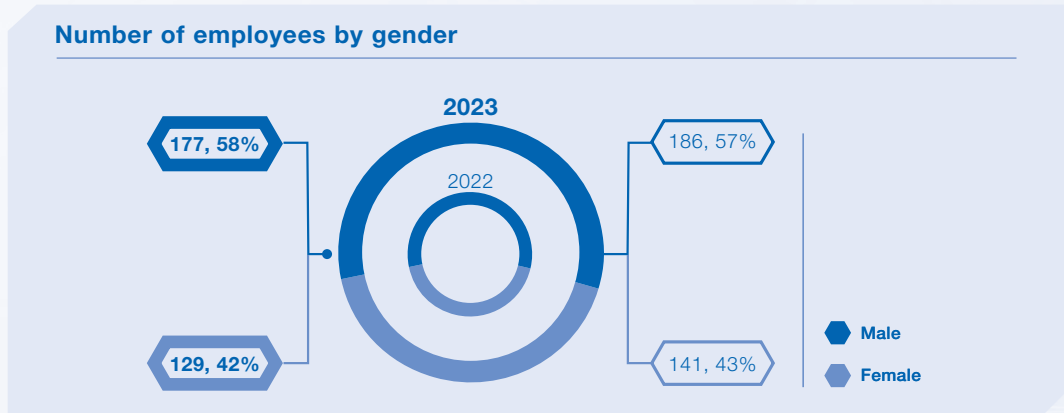
The Group is committed to guarantee that there is no discrimination against potential candidates or incumbent employees on account of their sex, religion, race, colour, age, physical conditions or hobbies, etc. The Group is an equal opportunity employer and recruits employees from the open market. During the recruitment, the Group focuses on individual merits and suitability to the relevant job requirements of the applicants, and prohibits discrimination in any form. The Group also prohibits any employee from committing any unethical acts such as violence or stalking against another employee, and employees are protected from harassment by the internal complaint mechanism to complain about unfair matters. The Group has formulated anti-discrimination procedures to prevent unfairness events, and provided complaint channels for employees to handle in a timely manner.

Environmental, Social and Governance Report

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

Anti-discrimination, Diversity and Inclusion *(Continued)*

During the Year, the employee composition of the Group within the range of report are as follows (All employees of the Group are full-time employees):



Environmental, Social and Governance Report

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

Anti-discrimination, Diversity and Inclusion *(Continued)*

During the Year, the employee turnover rate (%) of the Group is as follows:

Indicator		2023	2022
By gender	Male	25	38
	Female	28	42
By age	<30	44	50
	31–50	19	35
	>50	27	38
By region	Mainland China	27	42
	Hong Kong	0	75
	Malaysia	0	0

Anti-child and Forced Labour

As a responsible employer, the Group advocates ethics and human rights at the workplace and explicitly prohibits the behaviours that violate human rights, such as child and forced labour. When engaging new staffs, we require applicants to submit their identity certificate documents to the Group for age verification. The Group will immediately terminate his/her employment and look into the reasons once discovering any employment of child worker who has deliberately concealed his/her age. During the Year, all employees of the Group were aged 18 or above. Before the formal entry of employees, the Group will enter into an employment contract with employees, which explicitly specifies the terms such as working hours, remuneration, insurance and compensation of employees, so as to protect the freedom and interests of employees, and avoid forced labour.

RESPONSIBLE OPERATING PRACTICES

Responsible Procurement

The Group continues to strive to improve the quality of its products and services, and to provide customers and the society with quality products and services by adhering to the principle of sustainable development. Support and co-operation of suppliers are essential to the Group's business operations. In selection of suppliers, we will take the product quality, delivery, production capacity, compliance and other factors as the evaluation criteria, and only suppliers who meet the criteria will be admitted as our qualified suppliers. Moreover, the environmental, health and safety performance of suppliers are taken into consideration in the selection of suppliers by the Group, in which we will give priority to suppliers with ISO quality or environmental management system certifications.

Environmental, Social and Governance Report

RESPONSIBLE OPERATING PRACTICES *(Continued)*

Responsible Procurement *(Continued)*

Dongguan Jia Jun sets clear requirements for the use and control of suppliers' items such as products, components, raw materials, packaging materials, auxiliary materials to ensure that the products provided by suppliers do not exceed the upper limit of substances of high concern in REACH regulations of the European Union, and do not use ingredients prohibited in RoHS regulations of the European Union, so as to ensure that the Company's products will not affect the human body and the environment. For the products provided by suppliers, we will conduct different analysis and inspection in accordance with the specifications and requirements of relevant raw materials or products to ensure compliance with the statutory safety requirements for upper limit and our quality requirements, and minimise the environmental risk in the supply chain. In addition, in order to achieve resource conservation, Dongguan Jia Jun requires suppliers to provide environment-friendly products according to its business needs, such as minimising product composition in production and design.

The Group also follows an ethical procurement policy and strives to source raw materials and traded goods from socially responsible suppliers. In this regard, the Group trains its staff in charge of supply chain management to, on practicable basis, ensure that the materials and products provided by selected suppliers are in compliance with laws and regulations, as well as such suppliers abiding by employment laws and regulations against slavery and human trafficking, so as to reduce social risks in the supply chain. At the same time, Dongguan Jia Jun has formulated a policy to prohibit the use of any conflict minerals in its products, and has conducted due diligence to ensure that the purchased minerals or products come from legal origins.

In order to reduce environmental and social risks in the supply chain, Dongguan Jia Jun will conduct quality and environmental risk assessments on suppliers, and carry out on-site review on high-risk suppliers. In addition, Dongguan Jia Jun will also require suppliers to fill in a questionnaire to evaluate their performance in social responsibility risks. Guangzhou Weaving also conducts an annual assessment of suppliers, considering their social responsibility risk performance, such as past litigation situations. According to the results of on-site review and questionnaire evaluation, we will give priority to cooperation with suppliers with good evaluation results and remove suppliers who do not meet the cooperation standards from the list of qualified suppliers, so as to ensure supplier practices and their products meet the Group's standards. The management of the Group will also review the procurement process, and the Group may shift to other suppliers to purchase materials or products if deficiencies in a supplier's environmental and social responsibility practices were identified and no improvement implemented as required.

During the Year, all the suppliers of the Group are governed by the aforesaid supplier management procedures, and the number of suppliers by region is as follows:

Distribution of Supplier	2023	2022
Total	967	828
By region		
Mainland China	966	824
Overseas	1	4

Environmental, Social and Governance Report

RESPONSIBLE OPERATING PRACTICES *(Continued)*

Superior Quality

The Group attaches great importance to providing customers with high-quality and safe products, and strictly complies with laws and regulations in relation to quality, including but not limited to the Product Quality Law of The People's Republic of China and the Construction Law of The People's Republic of China.

As for the assembly, packaging and sales of self-manufactured discrete semiconductors, Dongguan Jia Jun has developed strict material specifications and implemented the Hazardous Substance Process Management System (IECQ QC080000:2017), on practicable basis, to ensure that hazardous substances are reduced or avoided in the production of products. Dongguan Jia Jun also regularly commissions third party testing agencies to evaluate the products it produces, covering the entire product life cycle from the research and development to customer sales and disposal of product waste, to ensure product quality meets specifications, international standards and applicable legal standards. In addition, Dongguan Jia Jun has obtained the ISO9001:2015 Quality Management System Certification and IATF16949:2016 Automotive Quality Management System Certification to ensure customers' access to quality products and services.

In addition, when undertaking the communication network and intelligent system construction business, Guangzhou Weaving adopts strict quality control in the whole process of projects, including random inspection of construction quality during the project inception, construction and completion, as well as the implementation of safety production and safety management objectives. Upon the completion of a project, Guangzhou Weaving also has a warranty period to ensure customers' satisfaction. Guangzhou Weaving has also obtained the ISO9001:2015 Quality Management System Certification.

In course of business, the Group strictly prohibits the staff from deceiving consumers by any false or misleading marketing methods, and insists on good faith and advocates fair competition. The Group attaches great importance to the relationship between customers and the Group and appreciates comments from customers on our products or services. We continue to improve the relevant customer service control procedures and sort out, reply and follow up the feedbacks and complaints from customers and make improvement in a timely manner, in order to enhance the quality of our products, services and management.

During the Year, the Group had not sold or shipped products that needed to be recalled for safety and health reasons. In addition, the Group received 15 (2022: one) product-related complaints and promptly dealt with the complaints for customers according to the aforementioned mechanism, striving to provide high quality services and experiences to the customers.

Intellectual Property Rights and Privacy Protection

The Group attaches great importance to protecting intellectual property and customer privacy, and strictly abides by intellectual property-related laws and regulations, including but not limited to the Trademark Law of the People's Republic of China, the Patent Law of the People's Republic of China, the Copyright Law of the People's Republic of China and the Intellectual Property Laws of Hong Kong. In order to protect intellectual property of customers, the Group will only legitimately employ their patents, trademarks and technologies after obtaining their authorisation. We also organise regular trainings related to intellectual property for our employees in a view to raise their awareness of intellectual property protection.

Environmental, Social and Governance Report

RESPONSIBLE OPERATING PRACTICES *(Continued)*

Anti-corruption

Conducting business with integrity is one of the core values underlying the Group's business operations, the Group believes an effective anti-corruption mechanism is the cornerstone for its sustainable growth and strictly complies with anti-corruption related laws and regulations, including but not limited to the Criminal Law of the People's Republic of China and the Prevention of Bribery Ordinance in Hong Kong. Adhering to the principle of "enhancing the awareness of integrity and zero tolerance for corruption", the Group has provided anti-corruption training and circulated clear work ethics for employees in various departments which strictly prohibit bribery, extortion, fraud, money laundering and other wrongdoings, including gambling and personal loans with persons having business relationships with the Group, misappropriation of the Group's assets, inappropriate charitable donation or sponsorship, unlawful solicitation of business or preferential treatment, provision or acceptance of unreasonable gifts, entertainments or other improper benefits, etc.

The Group also requires its employees to declare any interests in the Group's business partners, suppliers and advisers that may conflict with the Group's business interests. Employees are required to comply strictly with applicable anti-corruption laws and there is a term under the Group's standard employment contract that legal non-compliance will constitute a ground of termination of employment. At the same time, the Group requests its suppliers and business partners to abide by the relevant local anti-corruption laws and regulations. In order to prevent external corruption, the Group issued an anti-corruption open letter to suppliers and business partners, and requested recipients to ensure that they would comply with the Group's anti-corruption regulations throughout the course of cooperation. The Group's whistleblowing policy encourages its employees, customers and suppliers to raise concerns about possible misconduct, malpractice or impropriety in any matter relating to the Group. The Group is committed to ensuring that whistleblowers disclose relevant information through confidential channels and that their identities are kept confidential. We deal with reports and conduct investigations accordingly in a prudent and serious manner to ensure that whistleblowers' concerns are taken seriously and treated fairly.

During the Year, the Group did not receive any complaint or notification from governmental authorities regarding non-compliance of the Group or its employees with anti-corruption laws referred to above.

CARE FOR COMMUNITY

While actively developing our business, the Group is also committed to giving back to the community by actively participating in community building responsibilities, caring and serving the disadvantaged groups and promoting social development. During the Year, we continued to actively support local social welfare organisations to strive to fulfill our corporate public welfare responsibilities and actively serve the community. During the Year, the Group donated HK\$30,000 to Fu Hong Society to sponsor trainees to participate in the visual arts course activity and authorized to use trainees' works and the logo of Fu Hong Society for the design of 2024 calendar.

Environmental, Social and Governance Report

THE ESG REPORTING GUIDE CONTENT INDEX

ESG Indicator	Description	Section	Page No.
ENVIRONMENT			
Aspect A1: Emissions	<p>General Disclosures</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and nonhazardous wastes.</p>	<p>Environmental Protection</p> <ul style="list-style-type: none"> Greenhouse Gas and Energy Management Water Resources and Wastewater Management Waste Management Pollution Management 	50-56
KPI A1.1	The types of emissions and respective emissions data.	<p>Environmental Protection</p> <ul style="list-style-type: none"> Pollution Management 	55-56
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	<p>Environmental Protection</p> <ul style="list-style-type: none"> Greenhouse Gas and Energy Management 	50-51
KPI A1.3	Total hazardous waste produced (in kg) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	<p>Environmental Protection</p> <ul style="list-style-type: none"> Waste Management 	54-55
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	<p>Environmental Protection</p> <ul style="list-style-type: none"> Waste Management 	54-55
KPI A1.5	Description of emissions target(s) set and steps taken to achieve them.	<p>Environmental Protection</p> <ul style="list-style-type: none"> Greenhouse Gas and Energy Management Water Resources and Wastewater Management 	50-51, 53

Environmental, Social and Governance Report

ESG Indicator	Description	Section	Page No.
KPI A1.6	Description of how hazardous and nonhazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Environmental Protection <ul style="list-style-type: none"> Waste Management 	54-55
Aspect A2: Use of Resources	General Disclosures Policies on the efficient use of resources, including energy, water and other raw materials.	Environmental Protection <ul style="list-style-type: none"> Greenhouse Gas and Energy Management Water Resources and Wastewater Management Packaging Materials 	50-51, 53, 57
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Environmental Protection <ul style="list-style-type: none"> Greenhouse Gas and Energy Management 	50-52
KPI A2.2	Water consumption in total and intensity e.g. per unit of production volume, per facility).	Environmental Protection <ul style="list-style-type: none"> Water Resources and Wastewater Management 	53
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Environmental Protection <ul style="list-style-type: none"> Greenhouse Gas and Energy Management 	50-52

Environmental, Social and Governance Report

ESG Indicator	Description	Section	Page No.
KPI A2.4	Description of whether there is any issue insourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Environmental Protection <ul style="list-style-type: none"> Water Resources and Wastewater Management 	53
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Environmental Protection <ul style="list-style-type: none"> Packaging Materials 	57
Aspect A3: The Environment and Natural Resources	General Disclosures Policies on minimising the issuers' significant impact on the environment and natural resources.	Environmental Protection <ul style="list-style-type: none"> Green Operation Philosophy 	49
KPI A3.1	Description of significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Environmental Protection <ul style="list-style-type: none"> Green Operation Philosophy 	49
Aspect A4: Climate Change	General Disclosures Policies on identifying and mitigating significant climate-related issues that have had and may have an impact on the issuer.	Environmental Protection <ul style="list-style-type: none"> Greenhouse Gas and Energy Management 	50-51
KPI A4.1	Description of significant climate-related issues that have had and may have an impact on the issuer, and the actions taken to manage them.	Environmental Protection <ul style="list-style-type: none"> Greenhouse Gas and Energy Management 	50-51

Environmental, Social and Governance Report

ESG Indicator	Description	Section	Page No.
Social			
Employment and Labour Practices			
Aspect B1: Employment	<p>General Disclosures Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws; and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.</p>	<p>Employment and Labour Practices</p> <ul style="list-style-type: none"> Working Conditions and Welfare Anti-discrimination, Diversity and Inclusion 	60, 62-64
KPI B1.1	Total workforce by gender, employment type (full-time or part-time), age group and geographical region.	<p>Employment and Labour Practices</p> <ul style="list-style-type: none"> Anti-discrimination, Diversity and Inclusion 	63
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	<p>Employment and Labour Practices</p> <ul style="list-style-type: none"> Anti-discrimination, Diversity and Inclusion 	64
Aspect B2: Health and Safety	<p>General Disclosures Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.</p>	<p>Employment and Labour Practices</p> <ul style="list-style-type: none"> Occupational Health and Safety 	58-59

Environmental, Social and Governance Report

ESG Indicator	Description	Section	Page No.
KPI B2.1	Number and rate of work-related fatalities in each of the past three years (including the reporting year).	Employment and Labour Practices <ul style="list-style-type: none"> Occupational Health and Safety 	59
KPI B2.2	Lost days due to work injury.	Employment and Labour Practices <ul style="list-style-type: none"> Occupational Health and Safety 	59
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Employment and Labour Practices <ul style="list-style-type: none"> Occupational Health and Safety 	58-59
Aspect B3: Development and Training	General Disclosures Policies on improving employees' knowledge and skills for discharging duties at work; and description of training activities.	Employment and Labour Practices <ul style="list-style-type: none"> Vocational Training and Development 	61-62
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Employment and Labour Practices <ul style="list-style-type: none"> Vocational Training and Development 	62
KPI B3.2	The average training hours completed per employee by gender and employee category.	Employment and Labour Practices <ul style="list-style-type: none"> Vocational Training and Development 	62
Aspect B4: Labour Standards	General Disclosures Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child or forced labour.	Employment and Labour Practices <ul style="list-style-type: none"> Anti-child and Forced Labour 	64

Environmental, Social and Governance Report

ESG Indicator	Description	Section	Page No.
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	Employment and Labour Practices <ul style="list-style-type: none"> Anti-child and Forced Labour 	64
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Employment and Labour Practices <ul style="list-style-type: none"> Anti-child and Forced Labour 	64
Operating Practices			
Aspect B5: Supply Chain Management	General Disclosures Policies on managing environmental and social risks of the supply chain.	Responsible Operating Practices <ul style="list-style-type: none"> Responsible Procurement 	64-65
KPI B5.1	Number of suppliers by geographical region.	Employment and Labour Practices <ul style="list-style-type: none"> Responsible Procurement 	65
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	Employment and Labour Practices <ul style="list-style-type: none"> Responsible Procurement 	64-65
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Employment and Labour Practices <ul style="list-style-type: none"> Responsible Procurement 	64-65
KPI B5.4	Description of practices used to promote environmentally preferable products and service when selecting suppliers, and how they are implemented and monitored.	Employment and Labour Practices <ul style="list-style-type: none"> Responsible Procurement 	64-65

Environmental, Social and Governance Report

ESG Indicator	Description	Section	Page No.
Aspect B6: Product Responsibility	<p>General Disclosures Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.</p>	<p>Responsible Operating Practices</p> <ul style="list-style-type: none"> • Superior Quality • Intellectual Property Rights and Privacy Protection 	66
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	<p>Responsible Operating Practices</p> <ul style="list-style-type: none"> • Superior Quality 	66
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	<p>Responsible Operating Practices</p> <ul style="list-style-type: none"> • Superior Quality 	66
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	<p>Responsible Operating Practices</p> <ul style="list-style-type: none"> • Intellectual Property Rights and Privacy Protection 	66
KPI B6.4	Description of quality assurance process and recall procedures.	<p>Responsible Operating Practices</p> <ul style="list-style-type: none"> • Superior Quality 	66
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	<p>Responsible Operating Practices</p> <ul style="list-style-type: none"> • Intellectual Property Rights and Privacy Protection 	66

Environmental, Social and Governance Report

ESG Indicator	Description	Section	Page No.
Aspect B7: Anti-corruption	General Disclosures Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Responsible Operating Practices <ul style="list-style-type: none"> Anti-corruption 	67
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.	Responsible Operating Practices <ul style="list-style-type: none"> Anti-corruption 	67
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Responsible Operating Practices <ul style="list-style-type: none"> Anti-corruption 	67
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Responsible Operating Practices <ul style="list-style-type: none"> Anti-corruption 	67
Community			
Aspect B8: Community Investment	General Disclosures Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Care for Community	67
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Care for Community	67
KPI B8.2	Resources contributed (e.g. money or time) to the focus Area.	Care for Community	67

Independent Auditor's Report



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TO THE SHAREHOLDERS OF BRAINHOLE TECHNOLOGY LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Brainhole Technology Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) set out on pages 83 to 173, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”) and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

Key audit matters identified in our audit are summarised as follow:

- Revenue recognition on broadband infrastructure construction services;
- Impairment of plant and equipment; and
- Provision of expected credit loss (“ECL”) for trade receivables.

Independent Auditor's Report

KEY AUDIT MATTERS (Continued)

Revenue recognition on broadband infrastructure construction services

Refer to note 7 to the consolidated financial statements and the relevant accounting policies.

The key audit matter	How the matter was addressed in our audit
<p>For the year ended 31 December 2023, revenue from broadband infrastructure construction services was approximately HK\$20,657,000. The Group has recognised the revenue from broadband infrastructure construction services overtime by applying the output method with reference to the certificates issued by the customers. Significant judgements and estimates have been made by the management when measuring progress towards complete satisfaction of a performance obligation of contracts at the end of the reporting period.</p> <p>We have identified the revenue recognition on broadband infrastructure construction services as a key audit matter in view of the measurement of the progress and outcome of contracts involved significant judgements and estimates, which may be subject to the management bias.</p>	<p>Our procedures were designed to assess and challenge the management judgements and estimates used in the determination of the progress of contracts.</p> <p>We have assessed and challenged the appropriateness of the revenue recognition policy adopted by the management. We tested the amount of revenue recognised through inspecting the relevant supporting documents (such as contracts, completion certificates issued by the customers etc.) and recalculating the percentage on the progress towards complete satisfaction of a performance obligation, on a sample basis.</p> <p>In addition, we also assessed the management judgements and estimates on the progress of contracts when progress certificate was not available and critically challenged their basis of estimation of the total contract revenue.</p>

Independent Auditor's Report

KEY AUDIT MATTERS *(Continued)*

Impairment of plant and equipment

Refer to note 16 to the consolidated financial statements and the relevant accounting policies.

The key audit matter	How the matter was addressed in our audit
<p>As at 31 December 2023, the carrying amount of the Group's plant and equipment (net of impairment loss) was approximately HK\$37,887,000.</p>	<p>Our audit procedures were designed to obtain, understand and evaluate management's impairment assessment process.</p>
<p>Impairment loss recognised in respect of plant and equipment of approximately HK\$9,054,000 has been recognised for the year ended 31 December 2023.</p>	<p>We have tested the mathematical accuracy of the value in use calculation of the cash flow forecast and assessed the appropriateness of the methodology used by the management and valuer.</p>
<p>We have identified the impairment of plant and equipment as a key audit matter because the total carrying amount of plant and equipment is significant to the consolidated financial statements and the impairment of plant and equipment involved significant judgments, estimates and uncertainty which may be subject to the management bias and uncontrollable.</p>	<p>In addition, we have tested the key assumptions used in the cash flow forecast, including revenue growth rate and terminal growth rate, based on other available market data in the self-manufactured semiconductors industry and the broadband infrastructure construction taking into account the historical performance of the Group and corroborating with the development plan based on our discussion with the management.</p> <p>We have also tested the discount rate by benchmarking them to the rates used by similar companies in the market.</p>

KEY AUDIT MATTERS *(Continued)*

Provision of expected credit loss for trade receivables

Refer to note 20 to the consolidated financial statements and the relevant accounting policies.

The key audit matter	How the matter was addressed in our audit
<p>As at 31 December 2023, the carrying amount of the Group's trade receivable was approximately HK\$53,729,000 (net of allowance for impairment loss of HK\$16,893,000).</p> <p>Impairment loss recognised in respect of trade receivables of approximately HK\$434,000 has been recognised for the year ended 31 December 2023.</p> <p>We have identified provision of the ECL for trade receivables as a key audit matter because the total carrying amount of trade receivables are significant to the consolidated financial statements and the provision of ECL involves significant judgements and estimates.</p>	<p>Our audit procedures were designed to assess and challenge the management estimation on ECL including the internal credit ratings determined by the management, the credit risk of the debtors and days past due as groupings of various debtors that have similar loss patterns and challenge the reasonableness and selection of forward-looking information used in the calculation of ECL.</p> <p>We also reviewed the provision matrix based on the Group's historical observed default rates that forward-looking information are considered.</p>

Independent Auditor's Report

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS OF THE COMPANY AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion, solely to you, as a body, in accordance with our agreed terms of engagement, 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.

Independent Auditor's Report

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

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

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

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

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

Independent Auditor's Report

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Cheung Wang Kei.

SHINEWING (HK) CPA Limited

Certified Public Accountants

Cheung Wang Kei

Practising Certificate Number: P07788

Hong Kong

27 March 2024

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Revenue	7	220,807	263,566
Cost of sales		(193,179)	(215,027)
Gross profit		27,628	48,539
Other income	8	7,226	5,160
Other gains and losses	9	5,567	(10,621)
Selling and distribution costs		(8,994)	(6,805)
Administrative expenses		(50,999)	(63,797)
Impairment loss on plant and equipment		(9,054)	(22,529)
Finance costs	10	(8,050)	(11,676)
Loss before tax		(36,676)	(61,729)
Income tax credit	11	2,560	4,117
Loss for the year	12	(34,116)	(57,612)
Other comprehensive expense for the year			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange difference arising on translation of foreign operations		(701)	(7,269)
Total comprehensive expense for the year		(34,817)	(64,881)
Loss per share			
– Basic and diluted (HK cents)	14	(4.26)	(7.20)

Consolidated Statement of Financial Position

As at 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Non-current assets			
Plant and equipment	16	37,887	49,259
Right-of-use assets	17	4,910	2,500
Intangible assets	18	880	1,010
Deferred tax assets	29	20,182	17,670
Prepayment for plant and equipment		29	1,770
		63,888	72,209
Current assets			
Inventories	19	29,000	44,888
Trade and other receivables	20	65,814	94,982
Contract assets	21	2,202	4,946
Amounts due from related companies	28	6,543	8,470
Digital assets	22	–	11,189
Financial assets at fair value through profit or loss	23	69,276	70,582
Bank balances and cash	24	42,473	26,151
		215,308	261,208
Current liabilities			
Trade and other payables	25	71,095	76,125
Contract liabilities	26	–	4,971
Bank borrowings	27	–	7,277
Lease liabilities	17	2,744	1,399
Deferred income	30	392	470
Loan from the immediate holding company	31	–	473
Loans from related companies	32	49,930	59,625
Income tax payables		34	34
		124,195	150,374
Net current assets		91,113	110,834
Total assets less current liabilities		155,001	183,043

Consolidated Statement of Financial Position

As at 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Non-current liabilities			
Lease liabilities	17	2,760	1,407
Deferred tax liability	29	435	272
Deferred income	30	1,695	2,524
Loan from ultimate controlling party	33	83,349	77,261
		88,239	81,464
		66,762	101,579
Capital and reserves			
Share capital	34	8,000	8,000
Reserves		58,762	93,579
		66,762	101,579

The consolidated financial statements on pages 83 to 173 were approved and authorised for issue by the board of directors on 27 March 2024 and are signed on its behalf by:

Mr. Zhang Liang Johnson
Director

Ms. Wan Duo
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2023

	Share capital HK\$'000 (note 34(a))	Share premium HK\$'000	Statutory reserve HK\$'000 (note 34(b)(i))	Capital reserve HK\$'000 (note 34(b)(iii))	Translation reserve HK\$'000	Merger reserve HK\$'000 (note 34(b)(iii))	Retained profits (accumulated losses) HK\$'000	Total HK\$'000
At 1 January 2022	8,000	104,098	8,459	5,688	(4,003)	12,778	7,304	142,324
Loss for the year	-	-	-	-	-	-	(57,612)	(57,612)
Other comprehensive expense for the year:								
Exchange difference arising on translation of foreign operations	-	-	-	-	(7,269)	-	-	(7,269)
Total comprehensive expense for the year	-	-	-	-	(7,269)	-	(57,612)	(64,881)
Deemed contribution from the immediate holding company, related companies and ultimate controlling party (notes 31, 32 and 33)	-	-	-	24,136	-	-	-	24,136
Transfer to statutory reserve	-	-	237	-	-	-	(237)	-
At 31 December 2022	8,000	104,098	8,696	29,824	(11,272)	12,778	(50,545)	101,579

	Share capital HK\$'000 (note 34(a))	Share premium HK\$'000	Statutory reserve HK\$'000 (note 34(b)(i))	Capital reserve HK\$'000 (note 34(b)(iii))	Translation reserve HK\$'000	Merger reserve HK\$'000 (note 34(b)(iii))	Retained profits (accumulated losses) HK\$'000	Total HK\$'000
At 1 January 2023	8,000	104,098	8,696	29,824	(11,272)	12,778	(50,545)	101,579
Loss for the year	-	-	-	-	-	-	(34,116)	(34,116)
Other comprehensive expense for the year:								
Exchange difference arising on translation of foreign operations	-	-	-	-	(701)	-	-	(701)
Total comprehensive expense for the year	-	-	-	-	(701)	-	(34,116)	(34,817)
Deemed contribution from the immediate holding company, related companies and ultimate controlling party (notes 31, 32 and 33)	-	-	-	-	-	-	-	-
Transfer to statutory reserve	-	-	205	-	-	-	(205)	-
At 31 December 2023	8,000	104,098	8,901	29,824	(11,973)	12,778	(84,866)	66,762

Consolidated Statement of Cash Flows

For the year ended 31 December 2023

	2023 HK\$'000	2022 HK\$'000
OPERATING ACTIVITIES		
Loss before tax	(36,676)	(61,729)
Adjustments for:		
Amortisation of intangible assets	178	183
Amortisation of deferred income	(868)	(2,474)
Bank interest income	(103)	(138)
Depreciation of plant and equipment	6,536	12,300
Depreciation of right-of-use assets	2,921	3,109
Finance costs	8,050	11,676
Interest income on finance lease	–	(34)
Government grants	(836)	(1,123)
Write-off of plant and equipment	790	15
Gain on disposal of plant and equipment	(3,630)	(1,158)
Gain on early termination of a lease	–	(229)
Impairment loss on contract assets	188	143
Impairment loss on trade receivables, net	434	9,631
Impairment loss on inventory, net	658	–
Impairment loss on plant and equipment	9,054	22,529
(Reversal of impairment loss) impairment loss recognised on amounts due from related companies	(993)	974
Changes in fair value of financial assets at fair value through profit or loss	(2,324)	9,882
Changes in fair value of digital assets	(3,243)	739
Operating cash flows before movements in working capital	(19,864)	4,296
Decrease in inventories	15,226	569
Decrease in finance lease receivable	–	499
Decrease in trade and other receivables	29,264	12,957
Decrease (increase) in contract assets	875	(3,516)
Decrease in amounts due from related companies	1,006	1,162
Decrease (increase) in digital assets	14,432	(11,928)
(Increase) in financial assets at fair value through profit or loss	(1,018)	(80,464)
(Decrease) in trade and other payables	(2,713)	(34,851)
(Decrease) increase in contract liabilities	(4,971)	4,971
Cash generated from (used in) operations	32,237	(106,305)
Hong Kong profits tax paid	–	(18)
PRC enterprise income tax refund (paid), net	(52)	241
NET CASH GENERATED FROM (USED IN) OPERATING ACTIVITIES	32,185	(106,082)

Consolidated Statement of Cash Flows

For the year ended 31 December 2023

	2023 HK\$'000	2022 HK\$'000
INVESTING ACTIVITIES		
Acquisition of plant and equipment	(4,971)	(6,063)
Prepayment for plant and equipment	–	(1,780)
Bank interest received	103	138
Proceeds from disposal of plant and equipment	10,866	19,150
NET CASH FROM INVESTING ACTIVITIES	5,998	11,445
FINANCING ACTIVITIES		
Repayment to the immediate holding company	–	(28,432)
Government grants received	1,643	1,123
Repayment of lease liabilities	(2,976)	(3,510)
New bank borrowings raised	–	7,534
New loans obtained from the immediate holding company	–	1,298
New loans obtained from related companies	80,801	85,474
New loans obtained from ultimate controlling party	–	100,500
Repayment of bank borrowings	(7,382)	–
Repayment to loans from the immediate holding company	(486)	–
Repayment to loans from related companies	(90,259)	(86,017)
Repayment of loans from ultimate controlling party	(1,428)	–
Interest expenses paid	(17)	(1,437)
NET CASH (USED IN) FROM FINANCING ACTIVITIES	(20,104)	76,533
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	18,079	(18,104)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	26,151	42,644
Effect of foreign exchange rate changes	(1,757)	1,611
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR REPRESENTED BY BANK BALANCES AND CASH	42,473	26,151

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

1. GENERAL INFORMATION

Brainhole Technology Limited was incorporated in the Cayman Islands on 10 September 2014 as an exempted company with limited liability under the Cayman Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its issued shares had been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 2017.

The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands. The address of the principal place of business of the Company is Suites 1801-03, 18/F., One Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong. Its immediate holding company is Yoho Bravo Limited (“Yoho”), a company incorporated in the British Virgin Islands (the “BVI”) with limited liability and its ultimate controlling party is Mr. Zhang Liang Johnson (“Mr. Zhang”).

The Company is principally engaged in investment holding and the principal activities of its subsidiaries (together with the Company collectively referred to as the “Group”) are set out in note 41.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

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

(a) Adoption of amended HKFRSs

In the current year, the Group has applied, for the first time, the following new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) which are effective for the Group’s financial year beginning 1 January 2023:

HKFRS 17 (including the October 2020 and February 2022 amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform-Pillar Two Model Rules

The application of the new and amendments to HKFRSs in the current year has no material impact on the Group’s financial performance and position for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

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

(b) New or amended HKFRSs that have been issued but are not yet effective

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

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and the related amendments to Hong Kong Interpretation 5 (2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ¹
Amendments to HKAS 1	Non-current Liabilities with Covenants ¹
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ¹
Amendments to HKAS 21	Lack of Exchangeability ²

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

² Effective for annual periods beginning on or after 1 January 2025.

³ Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that, the application of the amendments to HKFRSs will have no material impact on the results and the financial position of the Group.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

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

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

The material accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. If a subsidiary prepares its financial statements using accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that subsidiary’s financial statements in preparing the consolidated financial statements to ensure conformity with the Group’s accounting policies.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

Basis of consolidation *(Continued)*

Control is achieved where the Group has: (i) the power over the investee; (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect the amount of the Group's returns.

The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of these elements of control stated above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Income and expenses of a subsidiary are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income of subsidiaries are attributed to the owners of the Company.

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

Revenue from contracts with customers

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Group uses a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

The Group recognised revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to customers.

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

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

Revenue from contracts with customers *(Continued)*

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

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

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

Revenue is measured based on the consideration to which the Group expects to be entitled, excludes discounts and sales related taxes.

Contract assets and contract liabilities

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

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

The Group recognised revenue from the following major sources:

Sales of goods

Revenue from sales of goods (i.e. sales of electronic goods and electrical parts and components manufactured by the Group or sourced from third-party suppliers) is recognised at the point when the control of the goods is transferred to the customers (generally on delivery of goods).

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

Revenue from contracts with customers *(Continued)*

Promotion of broadband and provision of smart domain solution services

Commission income from promotion of broadband and revenue from provision of smart domain solution services are recognised at a point in time when the services are performed by the Group.

Provision of broadband infrastructure construction services

The Group provides broadband infrastructure construction services under contract with customers. Under the terms of the contracts, the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. Revenue from provision of broadband infrastructure construction services is therefore recognised over time.

The Group also generally agrees to a one to two years retention period for 5% of the contract value. This amount is included in contract assets until the end of the retention period as the Group's entitlement to this final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation (Output method)

Revenue from provision of broadband infrastructure construction services is recognised over time.

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

Leasing

Definition of a lease

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

The Group as lessee

For contracts entered into or modified on or after the date of initial application of HKFRS 16, the Group assesses whether a contract is or contains a lease, at inception of the contract or modification date. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

Leasing *(Continued)*

The Group as lessee *(Continued)*

Lease liabilities

At the commencement date, the Group measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Lease liability is remeasured (and with a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leasing (Continued)

The Group as lessee (Continued)

Lease liabilities (Continued)

- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Right-of-use assets

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less lease incentives received.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. They are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

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

The Group applies HKAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

Lease modification

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

The Group as lessor

The Group enters into lease agreement as a lessor with respect to its broadband infrastructures and software. Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When a contract includes both lease and non-lease components, the Group applies HKFRS 15 to allocate the consideration under the contract to each component.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

Leasing *(Continued)*

The Group as lessor *(Continued)*

Amount due from lessee under finance lease is recognised as receivable at the amount of the Group's net investment in the lease. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the lease.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operation are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

Borrowing costs

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

Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

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

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

Retirement benefits costs

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

Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Taxation

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

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

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

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

Taxation *(Continued)*

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle current tax liabilities and assets on a net basis.

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition due to application of the initial recognition exemption.

Current and deferred tax are recognised in profit or loss.

Plant and equipment

Plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

Plant and equipment *(Continued)*

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

Intangible assets

Intangible assets acquired separately

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

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible assets are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Digital assets

Digital assets are held mainly for the purposes of trading.

Digital assets are held in the Group's digital asset wallets and are prefunded. Since the Group actively trades digital assets, purchasing them with a view to their resale in the near future, and generating a profit from fluctuations in the price, the Group applies the guidance in HKAS 2 for commodity broker-traders and measures the digital assets at fair value less costs to sell. The Group considers there are no significant "costs to sell" digital assets and hence measurement of digital assets is based on their fair values with changes in fair values recognised in profit or loss in the period of the changes.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using the first-in, first-out method. Net realisable value of inventories represents the estimated selling price in the ordinary course of business less the estimated costs of completion and costs necessary to make the sale.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

Cash and cash equivalents

In the consolidated statement of financial position, cash and bank balances comprise cash (i.e. cash on hand and demand deposits) and cash equivalents. Cash equivalents are short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather for investment or other purposes.

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

Investments in subsidiaries

Investments in subsidiaries are stated on the statement of financial position of the Company at cost less accumulated impairment loss.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

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

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and FVTPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Financial assets at amortised cost (debt instruments)

The Group measures financial assets subsequently at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment.

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses (“ECL”), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset.

Interest income is recognised in profit or loss and is included in the “Other income” line item (note 8).

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or fair value through other comprehensive income (“FVTOCI”) are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “Other losses” line item. Fair value is determined in the manner described in note 6.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition, it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

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

The Group recognises a loss allowance for ECL on investments in debt instruments that are measured at amortised cost, finance lease receivables and contract assets. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

The Group always recognises lifetime ECL for trade receivables, contract assets, finance lease receivable and amounts due from related companies (trade-nature). Except for credit-impaired balances, the ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

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

Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument's external or internal credit rating;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

Significant increase in credit risk (Continued)

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

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if (i) the financial instrument has a low risk of default, (ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

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

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

Credit-impaired financial assets

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

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

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16 Lease.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

Measurement and recognition of ECL (Continued)

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Derecognition of financial assets

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

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

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Financial liabilities

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

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liabilities is 1) contingent consideration of an acquirer in a business combination to which HKFRS 3 Definition of a Business applies, 2) held for trading, or 3) it is designated as at FVTPL.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

Financial instruments *(Continued)*

Financial liabilities and equity instruments *(Continued)*

Financial liabilities *(Continued)*

Financial liabilities at FVTPL *(Continued)*

A financial liability is classified as held for trading if:

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

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liabilities and is included in the "finance costs" line item in profit or loss.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not (1) contingent consideration of an acquirer in a business combination, (2) held-for-trading, or (3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

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

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

Financial instruments *(Continued)*

Financial liabilities and equity instruments *(Continued)*

Financial liabilities *(Continued)*

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

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

At the end of the reporting period, the Group reviews the carrying amounts of its plant and equipment, right-of-use assets and intangible assets with finite useful life to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

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

If the recoverable amount of an asset (or a cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised as an expense immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or the cash generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately in profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

Fair value measurement

When measuring fair value except for the Group's leasing transactions, net realisable value of inventories and value in use of plant and equipment, right-of-use assets and intangible assets with finite useful life for the purpose of impairment assessment, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgement in applying accounting policies

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

Accounting of digital assets transactions and balances

HKFRSs do not specifically address accounting for digital assets. Accordingly, for the preparation of the Group's consolidated financial statements, management needs to apply judgement in determining appropriate accounting policies based on the facts and circumstances associated with the Group's digital assets. Given the business model of the Group, digital assets are measured at fair value less costs to sell on the consolidated statement of financial position. Furthermore, in determining fair values, management needs to apply judgement to identify the relevant available markets, and to consider accessibility to and activity within those markets in order to identify the principal digital asset markets for the Group. The carrying amount of digital assets at 31 December 2023 was approximately HK\$nil (2022: HK\$11,189,000).

Key sources of estimation uncertainty

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

Revenue recognition on broadband infrastructure construction services

The Group recognises contract revenue over time using an output method. The revenue recognition on broadband infrastructure construction services is dependent on management's judgements and estimation of the satisfaction of performance obligation, by reference to the progress certificate issued by the customers. Notwithstanding that the Group reviews and revises the judgements and estimates on contract progresses, the actual outcome of the contract in terms of its total revenue may be higher or lower than the estimates and this will affect the amount of revenue recognition.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Key sources of estimation uncertainty *(Continued)*

Income taxes

As at 31 December 2023, a deferred tax asset of approximately HK\$20,182,000 (2022: HK\$17,670,000) in relation to deductible temporary difference has been recognised in the Group's consolidated statement of financial position. No deferred tax asset has been recognised on deductible temporary differences and tax losses of approximately HK\$2,839,000 and HK\$200,627,000 (2022: HK\$2,880,000 and HK\$161,146,000) respectively due to the unpredictability of future profit streams for certain subsidiaries. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

Provision of ECL for trade receivables

The impairment provisions for trade receivables are based on assumptions about ECL. Except for credit-impaired balances, the Group uses a provision matrix to calculate the ECL for trade receivables. The provision rates are based on internal credit ratings, the credit risk of the debtors and days past due as groupings of various debtors that have similar loss patterns. The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking information are considered. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of profit or loss and other comprehensive income.

As at 31 December 2023, the carrying amount of trade receivables was approximately HK\$53,729,000 (2022: HK\$74,383,000), net of allowance for impairment loss of approximately HK\$16,893,000 (2022: HK\$16,700,000).

Estimated impairment assessment of plant and equipment, right-of-use assets and intangible assets

Plant and equipment, right-of-use assets and intangible assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the assets belongs.

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For the year ended 31 December 2023

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Key sources of estimation uncertainty *(Continued)*

Estimated impairment assessment of plant and equipment, right-of-use assets and intangible assets *(Continued)*

The future cash flow is estimated based on past performance and expectation for market development. As the current environment is uncertain, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainty. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections could materially affect the recoverable amounts.

As at 31 December 2023, the carrying amounts of plant and equipment, right-of-use assets and intangible assets were approximately HK\$37,887,000 (2022: HK\$49,259,000), HK\$4,910,000 (2022: HK\$2,500,000) and HK\$880,000 (2022: HK\$1,010,000). Details of the impairment of plant and equipment, right-of-use assets and intangible assets are disclosed in notes 16, 17 and 18. Further details are given in relevant note.

Estimated useful life of plant and equipment, right-of-use assets and intangible assets

At the end of each reporting period, the directors of the Company review the estimated useful life of plant and equipment, right-of-use assets and intangible assets with finite useful life. The carrying amounts of plant and equipment, right-of-use assets and intangible assets with finite useful life as at 31 December 2023 were approximately HK\$32,925,000 (2022: HK\$44,528,000), HK\$4,910,000 (2022: HK\$2,500,000) and HK\$880,000 (2022: HK\$1,010,000). During the current year, the directors of the Company determined the useful lives of certain items are not required to be revised.

Estimated allowance for inventories

The management of the Group reviews an ageing analysis at the end of each reporting period and makes allowance for obsolete and slow-moving items identified that are no longer suitable for sale or use. The Group makes allowance for inventories based on the assessment of the net realisable value. The management estimates the net realisable value for inventories based primarily on the latest invoice prices and current market conditions.

As at 31 December 2023, the carrying amount of inventories was approximately HK\$29,000,000 (2022: HK\$44,888,000), net of allowance for impairment loss of approximately HK\$658,000 was recognised for the year ended 31 December 2023 (2022: nil).

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For the year ended 31 December 2023

5. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debt, which includes bank borrowings, loans from related companies and loan from ultimate controlling party, net of bank balances and cash and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure of the Group periodically. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends and new share issues. The directors of the Company will also consider the raise of borrowings as a second source of capital.

The directors of the Company also endeavour to ensure the steady and reliable cash flows from the normal business operation.

6. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2023 HK\$'000	2022 HK\$'000
Financial assets		
Financial assets at amortised cost	105,617	111,976
Financial assets at FVTPL	69,276	70,582
Financial liabilities		
Financial liabilities at amortised cost	198,331	220,603

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, amounts due from related companies (trade-nature), financial assets at FVTPL, bank balances and cash, trade and other payables, bank borrowings, loan from the immediate holding company, loans from related companies and loan from ultimate controlling party. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments included market risk (interest rate risk, currency risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

6. FINANCIAL INSTRUMENTS (Continued)

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

Market risk

(i) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank borrowings and loan from the immediate holding company.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances.

The Group currently does not have interest rate hedging policy. However, the directors of the Company closely monitor its exposure to future cash flow risk as a result of change on market interest rate and will consider hedging changes in market interest rates should the need arise.

Sensitivity analysis

No sensitivity analysis is presented as the Group's exposure to interest rate is not significant.

(ii) Currency risk

Several subsidiaries of the Company have foreign currency sales and purchases, which expose the Group to foreign currency risk. Approximately 29% (2022: 30%) of the Group's sales are denominated in currencies other than the functional currency of the group entity making the sales, whilst almost 98% (2022: 94%) of the Group's purchases is denominated in the group entity's respective functional currency.

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

	Assets		Liabilities	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
United States dollars ("USD")	93,214	86,924	3,499	4,218
Renminbi ("RMB")	26	57	384	–
	93,240	86,981	3,883	4,218

The Group currently does not have a foreign currency hedging policy. However, the directors of the Company continuously monitor the related foreign exchange exposure and will consider hedging of significant foreign currency exposure should the need arise.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

6. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(ii) Currency risk (Continued)

Sensitivity analysis

The Group is mainly exposed to fluctuation against foreign currencies USD and RMB.

The following table details the Group's sensitivity to a 5% (2022: 5%) increase and decrease in functional currency of respective group entities against the relevant foreign currencies. 5% (2022: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2022: 5%) change in foreign currency rates.

A positive number below indicates an increase in post-tax profit where the functional currency of respective group entities weaken by 5% (2022: 5%) against the relevant foreign currencies. For a 5% (2022: 5%) strengthening of the functional currency of respective group entities against the relevant foreign currencies, there would be an equal and opposite impact on the post-tax profit and the balance would be negative.

	2023 HK\$'000	2022 HK\$'000
Effect on post-tax profit		
USD	3,745	3,453
RMB	(15)	2

(iii) Other price risk

The Group is exposed to price risk through its investments in listed equity securities measured at FVTPL. The management manages these exposures by maintaining a portfolio of investments with different risks. In addition, the Group will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposures to equity and digital assets price risks at the end of the reporting period. For sensitivity analysis purpose, the sensitivity rate is 10% as a result of the volatile financial market.

If the prices of the respective equity securities had been 10% (2022: 10%) higher/lower, post-tax loss for the year ended 31 December 2023 would decrease/increase by HK\$5,785,000 (2022: HK\$5,894,000) as a result of the changes in fair value of financial assets at FVTPL.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

6. FINANCIAL INSTRUMENTS *(Continued)*

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

Credit risk

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. As at 31 December 2023 and 2022, the Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The credit risk of the Group mainly arises from bank balances and cash, trade and other receivables, amounts due from related companies (trade-nature), finance lease receivable and contract assets. The carrying amounts of these balances represent our Group's maximum exposure to credit risk in relation to financial assets.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

For trade receivables, finance lease receivable, contract assets and amounts due from related companies (trade-nature), the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL on an individual basis for credit-impaired customers and/or collectively by using a provision matrix, estimated based on historical credit loss experience, as well as the general economic conditions of the industry in which the debtors operate. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

For all other financial instruments, the Group has assessed whether there has been a significant increase in credit risk since initial recognition. The Group considers that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

6. FINANCIAL INSTRUMENTS *(Continued)*

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

Credit risk *(Continued)*

The Group's exposure to credit risk

In order to minimise credit risk, the Group has tasked its operation management to develop and maintain the Group's credit risk grading to categorise exposures according to their degree of risk of default. The credit rating information is drawn from the Group's own trading records to rate its customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group's current credit risk grading framework comprises the following categories:

Internal credit rating	Description	Trade receivables/ finance lease receivable/contract assets/amounts due from related companies (trade-nature)	Other financial assets
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit impaired	12-month ECL
Medium risk	Debtor frequently repays after due dates but usually settle after due date	Lifetime ECL – not credit impaired	12-month ECL
High risk	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit impaired	Lifetime ECL – not credit impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit impaired	Lifetime ECL – credit impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

6. FINANCIAL INSTRUMENTS (Continued)

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

Credit risk (Continued)

The Group's exposure to credit risk (Continued)

The table below detail the credit quality of the Group's financial assets as well as the Group's maximum exposure to credit risk.

For the year ended 31 December 2023

	Internal credit rating	12-month or lifetime ECL	Gross carrying amount <i>HK\$'000</i>	Loss allowance <i>HK\$'000</i>	Net carrying amount <i>HK\$'000</i>
Trade receivables	Note	Lifetime ECL (simplified approach)	51,855	(3,463)	48,392
	Loss	Lifetime ECL (credit-impaired)	18,767	(13,430)	5,337
Other receivables	Low risk	12-month ECL	4,136	-	4,136
Contract assets	Note	Lifetime ECL (simplified approach)	2,167	(186)	1,981
	Loss	Lifetime ECL (credit-impaired)	737	(516)	221
Amounts due from related companies (trade-nature)	Note	Lifetime ECL (simplified approach)	9,166	(2,623)	6,543

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

6. FINANCIAL INSTRUMENTS (Continued)

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

Credit risk (Continued)

The Group's exposure to credit risk (Continued)

For the year ended 31 December 2022

	Internal credit rating	12-month or lifetime ECL	Gross carrying amount HK\$'000	Loss allowance HK\$'000	Net carrying amount HK\$'000
Trade receivables	Note	Lifetime ECL (simplified approach)	72,480	(3,381)	69,099
	Loss	Lifetime ECL (credit-impaired)	18,603	(13,319)	5,284
Other receivables	Low risk	12-month ECL	2,972	-	2,972
Contract assets	Note	Lifetime ECL (simplified approach)	4,836	(80)	4,756
	Loss	Lifetime ECL (credit-impaired)	633	(443)	190
Amounts due from related companies (trade-nature)	Note	Lifetime ECL (simplified approach)	12,133	(3,663)	8,470

Note: The Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items by using a provision matrix, grouped by internal credit rating and past due status.

The Group has concentration of credit risk as 37% (2022: 43%) of the total trade receivables as at 31 December 2023 was due from the Group's five largest customers. As at 31 December 2023, no trade receivables was due from the Group's largest customer (2022: nil).

However, management considers the credit risk is under control since the management exercise due care in granting credits and reviews the recoverable amount of each balances at the end of each reporting period to ensure adequate impairment loss has been made for irrecoverable amount.

The Group's concentration of credit risk by geographical locations is mainly in the Korea and the PRC, which accounted for 5% and 71% respectively (2022: 4% and 69%) of the total trade receivables as at 31 December 2023.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

6. FINANCIAL INSTRUMENTS (Continued)

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

Liquidity risk

As at 31 December 2023, the Group is exposed to liquidity risk as the Group incurred loss of approximately HK\$34,116,000 (2022: HK\$57,612,000). In the management of the liquidity risk, the Group regularly monitors current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and current working capital to meet its liquidity requirements in the short and long term.

The directors of the Company are of the opinion that the Group will have sufficient working capital to meet its financial obligations as and when they fall due for the next twelve months from the end of the reporting period taking into account there is sufficient bank balances and cash.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities and lease liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities and lease liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for non-derivative financial liabilities and lease liabilities are based on the agreed repayment dates.

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

	On demand or less than 1 year HK\$'000	1 to 2 years HK\$'000	3 to 5 years HK\$'000	Total Undiscounted cash flows HK\$'000	Carrying amount HK\$'000
At 31 December 2023					
Trade and other payables	65,052	–	–	65,052	65,052
Lease liabilities	3,066	2,287	653	6,006	5,504
Loans from related companies	49,930	–	–	49,930	49,930
Loan from ultimate controlling party	–	–	100,500	100,500	83,349
	118,048	2,287	101,153	221,488	203,835

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

6. FINANCIAL INSTRUMENTS (Continued)

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

Liquidity risk (Continued)

	On demand or less than 1 year <i>HK\$'000</i>	1 to 2 years <i>HK\$'000</i>	3 to 5 years <i>HK\$'000</i>	Total Undiscounted cash flows <i>HK\$'000</i>	Carrying amount <i>HK\$'000</i>
At 31 December 2022					
Trade and other payables	75,967	–	–	75,967	75,967
Bank borrowings	7,277	–	–	7,277	7,277
Lease liabilities	1,482	873	582	2,937	2,806
Loan from the immediate holding company	491	–	–	491	473
Loans from related companies	59,625	–	–	59,625	59,625
Loan from ultimate controlling party	–	–	100,500	100,500	77,261
	144,842	873	101,082	246,797	223,409

As at 31 December 2023, loan from a related company, which is unsecured and interest-free, with aggregate principal amount of approximately HK\$34,647,000 (2022: HK\$42,300,000) that contain a repayment on demand clause are included in the “on demand or less than 1 year” time band in the above maturity analysis. Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the related company will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such borrowings will be repaid in accordance with the scheduled repayment date set out in the loan agreement. At that time, the total principal cash outflows will amount to HK\$34,647,000 (2022: HK\$42,300,000).

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

6. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments and other item that are measured at fair value at the end of each reporting period, grouped into Levels 1 to 3 based on the degree to which the fair value is observable in accordance to the Group's accounting policy.

	2023			Total HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
Financial assets at FVTPL				
Listed equity securities	69,276	–	–	69,276
Other assets at FVTPL				
Digital assets	11,189	–	–	11,189

	2022			Total HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
Financial assets at FVTPL				
Listed equity securities	70,852	–	–	70,852
Other assets at FVTPL				
Digital assets	11,189	–	–	11,189

There were no transfers between levels of fair value hierarchy in the current year.

Fair value of financial assets and other assets that are measured at fair value on a recurring basis

The valuation techniques and inputs used in the fair value measurements of each financial instrument and other item on a recurring basis are set out below:

Financial instruments and other items	Fair value hierarchy	Fair value as at		Valuation technique and key inputs
		2023 HK\$'000	2022 HK\$'000	
Listed equity securities	Level 1	69,276	70,582	Quoted bid prices in an active market
Digital assets	Level 1	–	11,189	Active price provided by the digital market

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosure are required)

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their fair values due to their short-term maturities.

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For the year ended 31 December 2023

7. REVENUE AND SEGMENT INFORMATION

Information reported to the board of directors, being the chief operating decision maker (the “CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group’s reportable segments are as follows:

- (a) Manufacturing segment engages in selling of electronic goods and electrical parts and components manufactured by the Group.
- (b) Trading segment engages in trading of electronic goods and electrical parts and components sourced from third-party suppliers.
- (c) Broadband infrastructure and smart domain segment engages in the provision of broadband infrastructure construction services, promotion of broadband services, smart domain solution services and operating leases for broadband infrastructure.
- (d) Strategic investments segment engages in trading of digital assets and listed equity securities.

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 method used to distribute the products and/or the nature of production processes.

Despite that all of the Group’s products are of a similar nature, they are subject to different risks and returns. Accordingly, the Group’s operating activities are attributable to manufacturing, trading, broadband infrastructure and smart domain and strategic investments segments.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

7. REVENUE AND SEGMENT INFORMATION (Continued)

Revenue represents revenue arising from the manufacturing and trading of electronic goods and electrical parts and components, provision of broadband infrastructure construction services, promotion of broadband services, smart domain solution services and operating leases for broadband infrastructure. An analysis of the Group's revenue for the year is as follows:

	2023 HK\$'000	2022 HK\$'000
Revenue from contracts with customers within the scope of HKFRS 15		
Manufacturing of electronic goods	92,493	122,762
Trading of electronic goods	85,453	93,178
Broadband infrastructure and smart domain:		
Broadband infrastructure construction services	20,657	19,142
Commission income from promotion of broadband services	11,154	13,533
Provision of smart domain solution services	8,534	10,095
	218,291	258,710
Revenue from other sources		
Broadband infrastructure and smart domain:		
Rental income from broadband infrastructure under operating lease		
– Lease payments that are fixed at a rate	2,516	4,856
	220,807	263,566

Disaggregation of revenue from contracts with customers by timing of recognition

	2023 HK\$'000	2022 HK\$'000
Timing of revenue recognition		
At a point in time	197,634	239,568
Over time	20,657	19,142
Total revenue from contracts with customers	218,291	258,710

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

7. REVENUE AND SEGMENT INFORMATION (Continued)

Transaction price allocated to the remaining performance obligations for contracts with customers

The transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) at the end of the reporting period and the expected timing of recognition are, as follow:

	2023 HK\$'000	2022 HK\$'000
Within one year	34,029	29,011
More than one year	56,227	24,751
	90,256	53,762

The above amounts represent revenue expected to be recognised in the future from broadband infrastructure construction services.

For other types of revenue, as those contracts are with an original expected duration of one year or less. Accordingly, the Group has elected the practical expedient and has not disclosed the amount of transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as of the end of the reporting period.

Segment revenues and results

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

	Manufacturing		Trading		Broadband infrastructure and smart domain		Strategic investments		Total	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue	92,493	122,762	85,453	93,178	42,861	47,626	-	-	220,807	263,566
Segment (loss) profit	(4,361)	(5,053)	1,861	7,613	1,857	(4,485)	5,567	(10,621)	4,924	(12,546)
Unallocated income									1,957	38
Unallocated expenses									(43,557)	(49,221)
Loss before tax									(36,676)	(61,729)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment (loss) profit represents the (loss from) profit earned by each segment without allocation of certain administrative expenses, certain finance costs and certain other income. This is the measure reported to the CODM of the Group for the purposes of resource allocation and performance assessment.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

7. REVENUE AND SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

	2023 HK\$'000	2022 HK\$'000
Segment assets		
Manufacturing	50,560	95,810
Trading	14,251	17,401
Broadband infrastructure and smart domain	88,806	96,189
Strategic investments	69,276	81,771
Unallocated	56,303	42,246
Total assets	279,196	333,417
Segment liabilities		
Manufacturing	9,945	16,276
Trading	5,703	8,795
Broadband infrastructure and smart domain	52,008	61,465
Unallocated	144,778	145,302
Total liabilities	212,434	231,838

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than certain plant and equipment and right-of-use assets for administrative purpose, certain deferred tax assets, certain other receivables and prepayments and certain bank balances and cash as these assets are managed on a group basis; and
- all liabilities are allocated to operating segments other than certain other payables, certain lease liabilities, loan from the immediate holding company, loans from related companies and loan from ultimate controlling party.

Notes to the Consolidated Financial Statements

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7. REVENUE AND SEGMENT INFORMATION (Continued)

Other segment information

For the year ended 31 December 2023

	Manufacturing HK\$'000	Trading HK\$'000	Broadband infrastructure and smart domain HK\$'000	Strategic investments HK\$'000	Unallocated HK\$'000	Total HK\$'000
<i>Amounts included in the measure of segments profit or segment assets</i>						
Depreciation of plant and equipment	3,063	-	2,389	-	1,084	6,536
Depreciation of right-of-use assets	1,314	-	840	-	767	2,921
Impairment loss on plant and equipment	9,054	-	-	-	-	9,054
(Reversal of impairment loss) impairment loss on trade receivables, net	(109)	(82)	625	-	-	434
Impairment loss on contract assets	-	-	188	-	-	188
Reversal of impairment loss on amounts due from related companies (trade-nature)	-	-	(993)	-	-	(993)
Impairment loss on inventories	658	-	-	-	-	658
Write-off of plant and equipment	118	-	-	-	9	127
Amortisation of intangible assets	-	-	178	-	-	178
Additions to non-current assets (note)	2,255	-	667	-	3,024	5,946
Gain on disposal of plant and equipment	(3,631)	-	-	-	1	(3,630)
Changes in fair value of financial assets at FVTPL	-	-	-	(2,324)	-	(2,324)
Changes in fair value of digital assets	-	-	-	(3,243)	-	(3,243)
<i>Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:</i>						
Bank interest income	-	-	(36)	-	(67)	(103)
Finance costs	-	-	244	-	7,806	8,050

Note: Non-current assets excluded intangible assets and deferred tax assets.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

7. REVENUE AND SEGMENT INFORMATION (Continued)

Other segment information (Continued)

For the year ended 31 December 2022

	Manufacturing HK\$'000	Trading HK\$'000	Broadband infrastructure and smart domain HK\$'000	Strategic investments HK\$'000	Unallocated HK\$'000	Total HK\$'000
<i>Amounts included in the measure of segments profit or segment assets</i>						
Depreciation of plant and equipment	9,250	–	2,324	–	726	12,300
Depreciation of right-of-use assets	765	–	1,122	–	1,222	3,109
Impairment loss on plant and equipment	22,529	–	–	–	–	22,529
(Reversal of impairment loss) impairment loss on trade receivables, net	(50)	(18)	9,699	–	–	9,631
Impairment loss on contract assets	–	–	143	–	–	143
Impairment loss on amounts due from related companies (trade-nature)	–	–	974	–	–	974
Write-off of plant and equipment	15	–	–	–	–	15
Amortisation of intangible assets	–	–	183	–	–	183
Additions to non-current assets (note)	7,725	–	3,312	–	999	12,036
Gain on disposal of plant and equipment	(1,158)	–	–	–	–	(1,158)
Changes in fair value of financial assets at FVTPL	–	–	–	9,882	–	9,882
Changes in fair value of digital assets	–	–	–	739	–	739
<i>Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:</i>						
Bank interest income	–	–	(104)	–	(34)	(138)
Finance costs	–	–	330	–	11,346	11,676

Note: Non-current assets excluded intangible assets and deferred tax assets.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

7. REVENUE AND SEGMENT INFORMATION (Continued)

Geographical information

Information about the Group's revenue from external customers is presented based on the geographical location of the operations of customers. Information about the Group's non-current assets is presented based on the geographical location of the assets.

	Hong Kong HK\$'000	The PRC (excluding Hong Kong) HK\$'000	Asia (excluding Korea, the PRC and Hong Kong) HK\$'000	Korea HK\$'000	Europe and other HK\$'000	Total HK\$'000
<i>Revenue from external customers</i>						
For the year ended 31 December 2023	76,182	94,809	31,965	15,448	2,403	220,807
For the year ended 31 December 2022	99,133	107,792	38,424	16,873	1,344	263,566
<i>Non-current assets (note)</i>						
As at 31 December 2023	3,289	40,417	-	-	-	43,706
As at 31 December 2022	1,537	53,002	-	-	-	54,539

Note: Non-current assets excluded deferred tax assets.

Information about major customers

Revenue from customers of the corresponding year contributing over 10% of the total revenue of the Group is as follows:

	2023 HK\$'000	2022 HK\$'000
Customer A ¹	27,163	33,340
Customer B ¹	53,210	63,674
Customer C ¹	27,197	N/A ²
Customer D ¹	22,217	N/A ²

¹ Revenue from manufacturing and trading segment.

² The corresponding revenue did not contribute over 10% of the total revenue of the Group.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

8. OTHER INCOME

	2023 HK\$'000	2022 HK\$'000
Government grants (<i>note</i>)	836	1,123
Bank interest income	103	138
Interest income on finance lease	–	34
Amortisation of deferred income (<i>note 30</i>)	868	2,474
Gain on disposal of plant and equipment	3,630	1,158
Gain on early termination of a lease (<i>note 17(iii)</i>)	–	229
Exchange gain	1,348	–
Sundry income	428	4
Dividend income	13	–
	7,226	5,160

Note: During the years ended 31 December 2023 and 2022, government grants of HK\$836,000 and HK\$907,000 respectively related to the support of the subsidiaries' operations and certain research projects were received from the local government authorities in the PRC. The Group fulfilled all conditions attached to the subsidies and recognised as other income upon receipts during the years ended 31 December 2023 and 2022.

During the year ended 31 December 2023, the government grants not included amount (2022: HK\$216,000) related to Employment Support Scheme.

9. OTHER GAINS AND LOSSES

	2023 HK\$'000	2022 HK\$'000
Gain (loss) from changes in fair value of financial assets at FVTPL	2,324	(9,882)
Gain (loss) from changes in fair value of digital assets	3,243	(739)
	5,567	(10,621)

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

10. FINANCE COSTS

	2023 HK\$'000	2022 HK\$'000
Interest on:		
Lease liabilities (note 17(iii))	348	235
Bank borrowings	168	164
Loan from the immediate holding company (note 31)	18	999
Loans from related companies (note 32)	–	1,310
Loan from ultimate controlling party (note 33)	7,269	388
Loss on early repayment of loan from the immediate holding company (note)	–	1,845
Loss on early repayment of loans from related companies (note)	–	6,735
Loss on early repayment of loan from ultimate controlling party (note)	247	–
	8,050	11,676

Note: The amounts represent the difference between the outstanding carrying amount of the loans measured at fair value and the outstanding principal loan amount according to loan agreement at the date of early repayment. For the details, please refer to notes 31, 32 and 33.

11. INCOME TAX CREDIT

	2023 HK\$'000	2022 HK\$'000
Current tax:		
Hong Kong	–	–
The PRC	52	657
	52	657
Under (over) provision in prior years:		
Hong Kong	–	18
The PRC	–	–
	–	18
Deferred tax (note 29)	(2,612)	(4,792)
	(2,560)	(4,117)

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

11. INCOME TAX CREDIT (Continued)

- (a) Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in these jurisdictions.
- (b) Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2,000,000 of profits of qualifying corporation will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. Hong Kong Profits Tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other Group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%.

No provision for Hong Kong Profits Tax has been made as the Group did not have any assessable profits subject to Hong Kong Profits Tax for the years ended 31 December 2023 and 2022.

- (c) Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

For the year ended 31 December 2022, the PRC subsidiary, Guangzhou Weaving Communications Telecommunications Technology Limited ("Guangzhou Weaving"), was recognised by the PRC government as "High and New Technology Enterprises" and was eligible to a preferential tax rate of 15%. As the "High-Tech Enterprise Certificate" for Guangzhou Weaving ended from 8 December 2023, the tax rate applicable to Guangzhou Weaving reverted to 25% for the entire year of 2023.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

11. INCOME TAX CREDIT (Continued)

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

	2023 HK\$'000	2022 HK\$'000
Loss before tax	(36,676)	(61,729)
Tax at the domestic income tax rate of 16.5% (2022: 16.5%)	(6,051)	(10,185)
Effect of different tax rates of subsidiaries operating in other jurisdictions	(332)	(2,500)
Tax effect of expenses not deductible for tax purpose	2,212	4,337
Tax effect of income not taxable for tax purpose	(1,280)	(305)
Tax effect of super deduction on research and development expenses	(1,564)	(2,056)
Tax effect of tax losses not recognised	6,614	6,732
Utilisation of tax losses previously not recognised	(100)	(158)
Increase in opening tax liability resulting from an increase in applicable tax rate	(2,059)	–
Under (over) provision in respect of prior years	–	18
Income tax (credit) expense for the year	(2,560)	(4,117)

Details of the deferred taxation are set out in note 29.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

12. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging (crediting):

	2023 HK\$'000	2022 HK\$'000
Emoluments of the directors of the Company and chief executive (<i>note 15</i>):		
Salaries and allowances	1,461	1,020
Retirement benefits scheme contributions	8	–
Other staff costs:		
Salaries and allowances (<i>note*</i>)	38,820	40,213
Retirement benefits scheme contributions	4,616	4,869
Total staff costs	44,905	46,102
Auditors' remuneration	880	790
Amount of inventories recognised as expenses	168,085	189,855
Amortisation of intangible assets	178	183
Depreciation of plant and equipment	6,536	12,300
Depreciation of right-of-use assets	2,921	3,109
Research and development costs (<i>note*</i>)	9,477	10,018
Impairment loss on trade receivables, net	434	9,631
Impairment loss on contract assets	188	143
Gain on disposal of plant and equipment	(3,630)	(1,158)
Impairment loss recognised on plant and equipment	9,054	22,529
Write-off of plant and equipment	790	15
Impairment loss on inventory	658	–
(Reversal of) Impairment loss recognised on amounts due from related companies (trade-nature)	(993)	974

*Note**: Included in research and development costs were staff cost of HK\$6,222,000 (2022: HK\$6,503,000), which were included in other staff costs disclosure above.

Notes to the Consolidated Financial Statements

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13. DIVIDENDS

No dividend was paid or proposed during the year ended 31 December 2023, nor has any dividend been proposed since the end of the reporting period (2022: nil).

14. LOSS PER SHARE

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

	2023 HK\$'000	2022 HK\$'000
Loss		
Loss for the purpose of basic and diluted loss per share	(34,116)	(57,612)

	2023 '000	2022 '000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	800,000	800,000

The diluted loss per share is equal to the basic loss per share as there were no dilutive potential ordinary shares outstanding during the years ended 31 December 2023 and 2022.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

15. EMOLUMENTS OF DIRECTORS, CHIEF EXECUTIVE AND EMPLOYEES

The emoluments paid or payable to each of the five (2022: five) directors, which include the chief executive of the Group, were as follows:

For the year ended 31 December 2023	Executive directors		Independent non-executive directors			Total HK\$'000
	Mr. Zhang (Chairman) HK\$'000	Ms. Wan Duo HK\$'000	Mr. Chen Johnson Xi HK\$'000	Mr. Xu Liang HK\$'000	Ms. Zhang Yibo HK\$'000	
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company and its subsidiary undertakings						
Fees	-	-	180	180	180	540
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company and its subsidiary undertakings						
Other emoluments						
- Salaries and allowances	-	921	-	-	-	921
- Contributions to retirement benefits schemes	-	8	-	-	-	8
	-	929	180	180	180	1,469

For the year ended 31 December 2022	Executive directors		Independent non-executive directors			Total HK\$'000
	Mr. Zhang (Chairman) HK\$'000	Ms. Wan Duo HK\$'000	Mr. Chen Johnson Xi HK\$'000	Mr. Xu Liang HK\$'000	Ms. Zhang Yibo HK\$'000	
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company and its subsidiary undertakings						
Fees	-	-	180	180	180	540
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company and its subsidiary undertakings						
Other emoluments						
- Salaries and allowances	-	480	-	-	-	480
	-	480	180	180	180	1,020

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

15. EMOLUMENTS OF DIRECTORS, CHIEF EXECUTIVE AND EMPLOYEES (Continued)

Of the five individuals with the highest emoluments in the Group, one of them (2022: nil) was the director or chief executive of the Company. The emoluments of the four (2022: five) individuals were as follows:

	2023 HK\$'000	2022 HK\$'000
Salaries and allowances	3,893	4,886
Discretionary bonus	–	–
Retirement benefits scheme contributions	179	195
	4,072	5,081

Their emoluments were within the following bands:

	2023 No. of employees	2022 No. of employees
Nil to HK\$1,000,000	2	2
HK\$1,000,001 to HK\$1,500,000	2	3
HK\$2,000,001 to HK\$2,500,000	–	–
Above HK\$2,500,000	–	–
	4	5

No emoluments were paid by the Group to any of the directors (including the chief executive) of the Company and the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office during the years ended 31 December 2023 and 2022.

During the years ended 31 December 2023 and 2022, the director, Mr. Zhang, waived his salaries of HK\$480,000 (2022: HK\$480,000). Except for Mr. Zhang, no directors (including the chief executive) of the Company or the five highest paid individuals waived or agreed to waive any emoluments paid by the Group during the years ended 31 December 2023 and 2022.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

16. PLANT AND EQUIPMENT

	Leasehold improvements <i>HK\$'000</i>	Plant and machinery <i>HK\$'000</i>	Furniture, fixtures and equipment <i>HK\$'000</i>	Broadband infrastructure and network equipment <i>HK\$'000</i>	Construction in progress <i>HK\$'000</i>	Total <i>HK\$'000</i>
COST						
At 1 January 2022	14,316	178,732	7,768	35,357	7,189	243,362
Additions	37	6,395	17	-	736	7,185
Disposal	-	(29,781)	(19)	-	-	(29,800)
Write-off	-	(258)	(1)	-	-	(259)
Transfer	-	-	-	2,725	(2,725)	-
Exchange realignment	(1,132)	(14,334)	(394)	(3,089)	(469)	(19,418)
At 31 December 2022 and 1 January 2023	13,221	140,754	7,371	34,993	4,731	201,070
Additions	2,990	2,890	312	-	520	6,712
Disposal	-	(15,281)	(81)	-	-	(15,362)
Write-off	(970)	(1,671)	(288)	-	-	(2,929)
Transfer	-	-	109	111	(220)	-
Exchange realignment	(127)	(1,932)	(51)	(500)	(69)	(2,679)
At 31 December 2023	15,114	124,760	7,372	34,604	4,962	186,812
ACCUMULATED DEPRECIATION AND IMPAIRMENT						
At 1 January 2022	12,961	125,020	6,426	5,649	-	150,056
Charge for the year	1,158	8,510	432	2,200	-	12,300
Eliminated on disposal	-	(19,992)	(18)	-	-	(20,010)
Eliminated on write-off	-	(243)	(1)	-	-	(244)
Impairment loss recognised in profit and loss	-	22,529	-	-	-	22,529
Exchange realignment	(1,055)	(10,960)	(244)	(561)	-	(12,820)
At 31 December 2022 and 1 January 2023	13,064	124,864	6,595	7,288	-	151,811
Charge for the year	1,154	2,809	309	2,264	-	6,536
Eliminated on disposal	-	(8,049)	(77)	-	-	(8,126)
Eliminated on write-off	(970)	(896)	(273)	-	-	(2,139)
Impairment loss recognised in profit and loss	-	9,054	-	-	-	9,054
Exchange realignment	(174)	(7,877)	(43)	(117)	-	(8,211)
At 31 December 2023	13,074	119,905	6,511	9,435	-	148,925
CARRYING VALUES						
At 31 December 2023	2,040	4,855	861	25,169	4,962	37,887
At 31 December 2022	157	15,890	776	27,705	4,731	49,259

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

16. PLANT AND EQUIPMENT (Continued)

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

Leasehold improvements	33% or over the lease term, whichever is shorter
Plant and machinery	10%–33%
Furniture, fixtures and equipment	33%
Broadband infrastructure and network equipment	15 years

During the year ended 31 December 2023, in view of the under-performance of the manufacturing segment and the operating losses and significant decrease in revenue in the broadband infrastructure and smart domain segment, due to the unstable, global economy which severely affected the purchasing power of its customers, and competitive market regionally and globally, the directors of the Company have conducted a review of plant and equipment included in the manufacturing segment and plant and equipment, right-of-use assets and intangible assets included in the broadband infrastructure and smart domain segment of the Group, which are treated as two individual CGUs. The recoverable amounts of the two CGUs are determined based on value in use calculation with assistance of two independent professional valuer, ValQuest Advisory (Hong Kong) Limited (“ValQuest”) and Valtech Valuation Advisory Limited (“Valtech”), who used cash flow projection based on financial budget approved by the management.

Based on the result of the assessment, impairment loss of approximately HK\$9,054,000 (2022: HK\$22,529,000) has been recognised in respect of plant and equipment included in the manufacturing segment during the year ended 31 December 2023. The pre-tax discount rate applied in measuring the amounts of value in use was 13.55% (2022: 14.34%).

In respect of the broadband infrastructure and smart domain segment, based on the result of the assessment, its estimated recoverable amount is higher than the carrying amounts of the respective plant and equipment, right-of-use assets and intangible assets. No impairment loss was identified during the year ended 31 December 2023. The pre-tax discount rate applied in measuring the amounts of value in use was 14.81% (2022: 15.87%).

Rental income of HK\$2,516,000 (2022: HK\$4,856,000) relating to the lease of broadband infrastructure and network equipment with carrying amount of HK\$25,169,000 (2022: HK\$27,705,000) for the year ended 31 December 2023 are included in “Revenue”.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

17. LEASES

(i) Right-of-use assets

	Buildings <i>HK\$'000</i>
As at 1 January 2022	4,069
Addition	2,963
Depreciation for the year	(3,109)
Lease modification of lease term	1,230
Termination of a lease	(2,378)
Exchange realignment	(275)
As at 31 December 2022 and 1 January 2023	2,500
Addition	5,376
Depreciation for the year	(2,921)
Exchange realignment	(45)
As at 31 December 2023	4,910

The Group has lease arrangements for factory and office premises. The lease terms are generally ranged from one to three years (2022: one to three years).

Addition to the right-of-use assets for the year ended 31 December 2023 amounted to HK\$5,376,000 (2022: HK\$4,193,000), due to new and modification (i.e. extension) of leases of office premises.

(ii) Lease liabilities

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Non-current	2,760	1,407
Current	2,744	1,399
	5,504	2,806

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

17. LEASES (Continued)

(ii) Lease liabilities (Continued)

	2023 HK\$'000	2022 HK\$'000
Amounts payable under lease liabilities		
Within one year	2,744	1,399
After 1 year but within 2 years	2,120	832
After 2 years but within 5 years	640	575
	5,504	2,806
Less: Amount due for settlement within 12 months (shown under current liabilities)	(2,744)	(1,399)
Amount due for settlement after 12 months	2,760	1,407

During the year ended 31 December 2023, the Group entered into four (2022: three) new lease agreements in respect of renting office premises and recognised lease liabilities of HK\$5,376,000 (2022: HK\$2,963,000).

In addition, the Group entered into a lease modification agreement in respect of renting office premise and recognised lease liability of HK\$1,230,000 during 2022 (2023: nil).

During the year ended 31 December 2022, the Group exercised the early termination option of a lease agreement, gain on early termination of a lease of HK\$229,000 (2023: nil) was recognised in profit and loss.

(iii) Amounts recognised in profit or loss

	2023 HK\$'000	2022 HK\$'000
Depreciation expense on right-of-use assets – Buildings	2,830	3,109
Interest expense on lease liabilities	348	235
Gain on early termination of a lease	–	229

(iv) Others

At 31 December 2022, the Group is committed to HK\$840,000 (2023: nil) for lease agreements not yet commenced.

During the year ended 31 December 2023, the total cash outflow for leases amount to HK\$2,976,000 (2022: HK\$3,510,000).

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17. LEASES (Continued)

Restrictions or covenants on leases

As at 31 December 2023, lease liabilities of HK\$5,504,000 are recognised with related right-of-use assets of HK\$4,910,000 (2022: lease liabilities of HK\$2,806,000 and related right-of-use assets of HK\$2,500,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

18. INTANGIBLE ASSETS

	Backlog contracts HK\$'000	Software HK\$'000	Total HK\$'000
COST			
At 1 January 2022	431	1,844	2,275
Exchange realignment	(37)	(103)	(140)
At 31 December 2022 and 1 January 2023	394	1,741	2,135
Additions	–	62	62
Exchange realignment	–	(25)	(25)
At 31 December 2023	394	1,778	2,172
ACCUMULATED AMORTISATION			
At 1 January 2022	431	605	1,036
Provided for the year	–	183	183
Exchange realignment	(37)	(57)	(94)
At 31 December 2022 and 1 January 2023	394	731	1,125
Change for the year	–	178	178
Exchange realignment	–	(11)	(11)
At 31 December 2023	394	898	1,292
CARRYING VALUES			
At 31 December 2023	–	880	880
At 31 December 2022	–	1,010	1,010

Notes to the Consolidated Financial Statements

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18. INTANGIBLE ASSETS (Continued)

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Software	10 years
Backlog contracts	over the contract terms

19. INVENTORIES

	2023 HK\$'000	2022 HK\$'000
Raw materials	10,409	14,927
Finished goods	19,249	29,961
Less: Accumulated impairment	(658)	–
	29,000	44,888

Note: During the year ended 31 December 2023, inventories of HK\$658,000 (2022: nil), which were fully impaired as those obsolete inventories were no longer suitable for use in production or saleable in the market.

20. TRADE AND OTHER RECEIVABLES

	2023 HK\$'000	2022 HK\$'000
Receivables at amortised cost comprise:		
Trade receivables	70,622	91,083
Less: allowance for impairment of trade receivables	(16,893)	(16,700)
	53,729	74,383
Deposits and other receivables	4,136	2,000
Receivables for disposal of plant and equipment and non-current assets classified as held for sale	–	972
Value-added tax recoverable	1,406	5,793
Prepayments	6,543	11,834
Total trade and other receivables	65,814	94,982

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20. TRADE AND OTHER RECEIVABLES (Continued)

As at 31 December 2023, the gross amount of trade receivables arising from contracts with customers and operating leases amounted to HK\$67,093,000 (2022: HK\$87,107,000) and HK\$3,529,000 (2022: HK\$3,976,000) respectively.

The Group does not hold any collateral over its trade and other receivables.

The Group allows a credit period up to 90 days to its customers for manufacturing and trading segments. For customers for broadband infrastructure and smart domain segment, various credit periods are granted to its customers, and the credit period of individual customer is considered on a mutually-agreed basis and stipulated in the project contract, as appropriate.

The following is an aged analysis of trade receivables, net of allowance for impairment, presented based on the date of delivery/invoice date, which approximates the respective revenue recognition dates, at the end of the reporting period.

	2023 HK\$'000	2022 HK\$'000
0 to 30 days	24,362	25,535
31 to 90 days	18,503	20,121
91 to 365 days	4,700	16,676
Over 365 days	6,164	12,051
	53,729	74,383

The Group measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

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20. TRADE AND OTHER RECEIVABLES (Continued)

The Group recognised lifetime ECL for trade receivables in relation to its manufacturing and trading operations based on internal credit rating for its customers collectively that are not individually significant as follows:

As at 31 December 2023

	Weighted average expected loss rate %	Gross carrying amount HK\$'000	Loss allowance HK\$'000
Manufacturing and trading			
Debtors with low credit risk	0.48	13,526	65
Debtors with medium credit risk	0.67	13,682	91
		27,208	156

As at 31 December 2022

	Weighted average expected loss rate %	Gross carrying amount HK\$'000	Loss allowance HK\$'000
Manufacturing and trading			
Debtors with low credit risk	0.51	16,591	84
Debtors with medium credit risk	1.02	25,882	265
		42,473	349

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20. TRADE AND OTHER RECEIVABLES (Continued)

The lifetime ECL for trade receivables in relation to its broadband infrastructure and smart domain operations is assessed individually or based on the past due ageing of customers collectively that are not individually significant as follows:

As at 31 December 2023

	Weighted average expected loss rate %	Gross carrying amount HK\$'000	Loss allowance HK\$'000
Broadband infrastructure and smart domain			
Current to 1 month past due	6.46	15,028	971
1 to 3 months past due	19.74	3,713	733
More than 3 months but less than 12 months past due	30.04	4,970	1,493
Over 12 months past due (note ii)	67.09	18,727	12,564
		42,438	15,761
Default receivables (note i)	100	976	976
		43,414	16,737

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

20. TRADE AND OTHER RECEIVABLES (Continued)

As at 31 December 2022

	Weighted average expected loss rate %	Gross carrying amount HK\$'000	Loss allowance HK\$'000
Broadband infrastructure and smart domain			
Current to 1 month past due	3.26	12,528	408
1 to 3 months past due	12.42	3,035	377
More than 3 months but less than 12 months past due	21.28	6,898	1,468
Over 12 months past due (note ii)	52.10	25,159	13,108
	47,620	15,361	15,361
Default receivables (note i)	100	990	990
		48,610	16,351

Note (i): As at 31 December 2023, debtor who was credit-impaired with gross carrying amount of HK\$976,000 (2022: HK\$990,000) was assessed individually.

Note (ii): As at 31 December 2023, debtors who were credit-impaired with gross carrying amount of HK\$17,791,000 (2022: HK\$17,613,000) were included in the amount of trade receivables aged over 12 months past due, loss allowance of HK\$12,454,000 (2022: HK\$12,329,000) is recognised for these receivables.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

20. TRADE AND OTHER RECEIVABLES (Continued)

The movement in the allowance for impairment of trade receivables is set out below:

	Lifetime ECL – credit impaired		Lifetime ECL – not credit impaired		Total	
	2023	2022	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January	13,319	3,458	3,381	4,602	16,700	8,060
Impairment loss recognised	303	7,067	131	2,564	434	9,631
Transfer from not credit impaired to credit impaired	2,249	3,685	(2,249)	(3,685)	-	-
Exchange realignment	(2,441)	(891)	2,200	(100)	(241)	(991)
At 31 December	13,430	13,319	3,463	3,381	16,893	16,700

21. CONTRACT ASSETS

	2023 HK\$'000	2022 HK\$'000
Retention receivables of broadband infrastructure construction services	1,859	1,643
Unbilled revenue of broadband infrastructure construction services	1,045	3,826
	2,904	5,469
Less: allowance for impairment	(702)	(523)
Total contract assets	2,202	4,946

As at 1 January 2022, contract assets amounted to HK\$1,844,000.

The significant decrease in contracts assets in 2023 is the result of the decrease in ongoing broadband infrastructure construction service at the end of the year. The significant increase in contracts assets in 2022 is the result of the increase in ongoing broadband infrastructure construction service at the end of the year.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

21. CONTRACT ASSETS (Continued)

The Group classifies these contract assets, net of allowance for impairment, under current assets because the Group expects to realise them in its normal operating cycle.

The recovery or settlement for contract assets pursuant to the terms of contracts is as follows:

	2023 HK\$'000	2022 HK\$'000
Within one year	2,202	4,946

The Group measures the loss allowance for contract assets at an amount equal to lifetime ECL. The ECL on contract assets is assessed individually or collectively for customers that are not individually significant using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

As at 31 December 2023, the weighted average expected loss rate applied to contract assets was 14.35% (2022: 9.56%).

The movement in the allowance for impairment of contract assets is set out below:

	2023 HK\$'000	2022 HK\$'000
At 1 January	523	421
Impairment loss recognised	188	143
Exchange realignment	(9)	(41)
At 31 December	702	523

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22. DIGITAL ASSETS

	2023 HK\$'000	2022 HK\$'000
Digital assets	–	11,189

As at 31 December 2023, the balances of digital assets were measured at fair value less costs to sell, all balances of digital assets have been disposed. During the year ended 31 December 2023, all balances of digital assets as at 31 December 2022 were disposed, gain on disposal of digital assets recognised in other gains and losses amounted to approximately HK\$3,243,000 (2022: loss of HK\$739,000).

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023 HK\$'000	2022 HK\$'000
Listed equity securities, at market value		
– Listed in Hong Kong	–	12,665
– Listed in USA	69,276	57,917
	69,276	70,582

At 31 December 2023, no financial assets at FVTPL which have been pledged as security for the Group's borrowings (31 December 2022: nil).

The fair values of these investments are determined with reference to quoted market bid prices.

24. BANK BALANCES AND CASH

Cash at banks carried interest at floating rates which range from 0.001% to 0.3% (2022: 0.001% to 0.3%) per annum, based on daily bank deposit rates for the years ended 31 December 2023 and 2022.

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For the year ended 31 December 2023

25. TRADE AND OTHER PAYABLES

	2023 HK\$'000	2022 HK\$'000
Trade payables	47,937	59,129
Accruals of costs for contract works	2,247	2,685
Accrued staff costs	4,866	5,266
Payable for commission	1,746	1,114
Accruals and other payables	14,299	7,931
	71,095	76,125

As at 31 December 2023, included in other payables of approximately HK\$3,297,000 (2022: HK\$2,628,000) was due to a related company, 廣州普及房地產代理有限公司, of the Group. The amount is unsecured, non-interest bearing and repayable on demand.

Included in other payables, amount of approximately HK\$279,000 represented interest payable to loan from the immediate holding company as at 31 December 2023 (2022: HK\$12,000).

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

	2023 HK\$'000	2022 HK\$'000
Within 3 months	19,938	26,452
4 to 6 months	1,253	3,239
7 to 12 months	3,645	4,139
Over 1 year	23,101	25,299
	47,937	59,129

The credit period on purchases of goods ranged from 30 to 180 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

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For the year ended 31 December 2023

26. CONTRACT LIABILITIES

	2023 HK\$'000	2022 HK\$'000
Advances received to deliver goods	–	4,971

As at 1 January 2022, contract liabilities amounted to HK\$nil.

Revenue recognised during the year ended 31 December 2023 that was included in the contract liabilities at the beginning of the year is HK\$4,971,000 (2022: nil) in respect of trading of electronic goods. The Group receives certain percentage of the contract sum as advance payment from the customers to deliver goods. As of 31 December 2023, the contract has been fully completed and there are no other outstanding amounts.

27. BANK BORROWINGS

Carrying amount repayable (based on scheduled repayment dates set out in the loan agreements):

	2023 HK\$'000	2022 HK\$'000
Within one year	–	7,277

During the year ended 31 December 2022, the Group obtained a new unsecured bank loan of HK\$7,277,000 (2023: nil) with fixed rate of 4.8% for one year in the PRC. The proceeds were used for general working capital purpose.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

28. AMOUNTS DUE FROM RELATED COMPANIES

As at 31 December 2023 and 2022, the balances are trade nature with various credit periods granted to its related companies on mutually-agreed basis and stipulated in the project contract, as appropriate. All of the related companies are beneficially owned by Mr. Zhang.

The following is an aged analysis of amounts due from related companies, net of allowance for impairment, presented based on the date of delivery/invoice date, which approximates the respective revenue recognition dates, at the end of the reporting period.

	2023 HK\$'000	2022 HK\$'000
0 to 30 days	65	533
31 to 90 days	220	351
91 to 365 days	454	912
Over 365 days	5,804	6,674
	6,543	8,470

The Group measures the loss allowance for amounts due from related companies at an amount equal to lifetime ECL. The ECL on amounts due from related companies are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The Group recognised lifetime ECL for amounts due from related companies based on internal credit rating for its customers collectively that are not individually significant as follows:

As at 31 December 2023

	Weighted average expected loss rate %	Gross carrying amount HK\$'000	Loss allowance HK\$'000
Debtors with high credit risk	28.62	9,166	2,623

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

28. AMOUNTS DUE FROM RELATED COMPANIES (Continued)

As at 31 December 2022

	Weighted average expected loss rate %	Gross carrying amount HK\$'000	Loss allowance HK\$'000
Debtors with high credit risk	30.19	12,133	3,663

The movement in the allowance for impairment of amounts due from related companies is set out below:

	2023 HK\$'000	2022 HK\$'000
At 1 January	3,663	2,975
Impairment loss recognised	–	974
Impairment loss reversed	(993)	–
Exchange realignment	(47)	(286)
At 31 December	2,623	3,663

29. DEFERRED TAXATION

The following is the analysis of the deferred tax assets (liability), after set off certain deferred tax assets against deferred tax liability of the same taxable entity, for financial reporting purposes:

	2023 HK\$'000	2022 HK\$'000
Deferred tax assets	20,182	17,670
Deferred tax liability	(435)	(272)
	19,747	17,398

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For the year ended 31 December 2023

29. DEFERRED TAXATION (Continued)

The following are the major deferred tax assets (liability) recognised and movements thereon during both years:

	Impairment loss on inventories <i>HK\$'000</i>	Impairment loss on plant and equipment, right-of-use assets and non-current assets classified as held for sale <i>HK\$'000</i>	Impairment loss on trade receivables and contract assets <i>HK\$'000</i>	Impairment loss on amounts due from related companies (trade-nature) <i>HK\$'000</i>	Accelerated tax depreciation <i>HK\$'000</i>	Right-of-use assets <i>HK\$'000</i>	Lease liabilities <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2022	-	12,569	1,249	446	(313)	-	-	13,951
Credit to profit or loss	-	3,147	1,484	146	15	-	-	4,792
Exchange realignment	-	(1,172)	(156)	(43)	26	-	-	(1,345)
At 31 December 2022 and 1 January 2023	-	14,544	2,577	549	(272)	-	-	17,398
Credit to profit or loss	166	635	1,851	114	(168)	340	(326)	2,612
Exchange realignment	(1)	(210)	(50)	(7)	5	-	-	(263)
At 31 December 2023	165	14,969	4,378	656	(435)	340	(326)	19,747

At the end of the reporting period, the Group has unused tax losses of HK\$200,627,000 (2022: HK\$161,146,000) available for offset against future profits, out of which HK\$98,715,000 (2022: HK\$79,502,000) that may be carried forward indefinitely and the remaining tax losses of HK\$101,912,000 (2022: HK\$81,644,000) will expire within five years from the year in which the respective loss arose. No deferred tax asset has been recognised in respect of the tax losses due to unpredictability of future profit streams.

At the end of the reporting period, the Group has deductible temporary differences of HK\$2,839,000 (2022: HK\$2,880,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

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30. DEFERRED INCOME

	2023 HK\$'000	2022 HK\$'000
Government grants		
– Non-current	1,695	2,524
– Current	392	470
	2,087	2,994

In previous years, the Group received government grants for acquisition of certain machineries which has been treated as deferred income and are amortised to profit or loss over the useful lives of the related machineries. This policy has resulted in a credit to profit or loss in the current period of approximately HK\$424,000 (2022: HK\$756,000). As at 31 December 2023, balances of approximately HK\$2,087,000 (2022: HK\$2,994,000) remain to be amortised in the future financial years. During the year ended 31 December 2023, the Group has disposed of certain machineries under the government grant scheme, therefore, approximately HK\$444,000 (2022: HK\$1,718,000) of deferred income has been fully recognised in other income.

31. LOAN FROM THE IMMEDIATE HOLDING COMPANY

	2023 HK\$'000	2022 HK\$'000
Within one year under current liabilities	–	473

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For the year ended 31 December 2023

31. LOAN FROM THE IMMEDIATE HOLDING COMPANY (Continued)

As at 31 December 2021, the amount represented a facility loan and an interest-free loan from an immediate holding company with the principal loan amount of HK\$25,120,000 (2022: HK\$486,000) and HK\$2,500,000 (2022: nil) respectively and the corresponding carrying amount of HK\$23,051,000 (2022: HK\$473,000) and HK\$2,049,000 (2022: nil) respectively.

The facility loan is unsecured and bearing interest at a fixed rate of 2% per annum and was originally repayable in 2021. During the year ended 31 December 2021, the Group extended the facility loan to 2023 with the principal loan amount of HK\$29,920,000 at the date of extension.

During the year ended 31 December 2022, the Group obtained new loan from the above mentioned facility loan with the principal loan amount of HK\$1,298,000 (2023: nil). The effective interest rate of the facility loan is 7.92% (2023: nil) per annum.

The directors of the Company assessed the fair value of the facility loan with the principal loan amount of HK\$1,298,000 (2023: nil) at the drawdown date of the loan during the year ended 31 December 2022, taken into account an effective interest rate of 7.92% (2023: nil) per annum, and recognised an initial fair value adjustment of approximately HK\$83,000 (2023: nil) to the outstanding carrying amount of the loan from the immediate holding company and capital reserve as deemed contribution from the immediate holding company of approximately HK\$83,000 (2023: nil).

During the year ended 31 December 2022, the Group repaid a portion of the above mentioned facility loan of principal amount of HK\$25,932,000 (2021: HK\$16,000,000), and interest expenses incurred of HK\$933,000 (2021: HK\$1,926,000) in note 10, which led to the loss on early repayment of approximately HK\$1,460,000 (2021: HK\$761,000) recognised in profit and loss.

As at 31 December 2022, the amount represented an interest-free loan from the immediate holding company with principal loan amount of HK\$486,000 (2023: nil) and the corresponding carrying amount of HK\$473,000 (2023: nil) respectively.

During the year ended 31 December 2023, the Group fully repaid the above mentioned facility loan with principal amount of approximately HK\$486,000 (2022: HK\$25,932,000), and interest expenses incurred of approximately HK\$18,000 (2022: HK\$933,000) in note 10, which led to the loss on early repayment of approximately HK\$nil (2022: HK\$1,460,000) recognised in profit and loss.

As at the end of the reporting period, the Group has the following undrawn facilities at interest rate of 2% (2023: nil) per annum for the remaining 12 months (2023: nil) granted by an immediate holding company:

	2023 HK\$'000	2022 HK\$'000
Fixed rate expiring:		
– Within one year	–	37,514

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32. LOANS FROM RELATED COMPANIES

	2023 HK\$'000	2022 HK\$'000
Within one year under current liabilities	49,930	59,625

As at 31 December 2021, the amount represented loans from Tian Li (Hong Kong) Tou Zi Company Limited (“Tian Li”) and 廣州普及房地產代理有限公司, with the principal loan amount of HK\$24,000,000 (2022: nil) and RMB31,734,000 (equivalent to approximately HK\$38,814,000) (2022: RMB15,476,000 (equivalent to approximately HK\$17,325,000)) respectively.

For the loan from Tian Li, the director of Tian Li is a close family member of Mr. Zhang, the controlling shareholder of the Group, with the principal loan amount of HK\$24,000,000 (2022: nil) as at 31 December 2021, the loan is unsecured, interest-free and is repayable in 2025. The effective interest rate of the loan from Tian Li is 5.57% (2021: 5.57%) per annum.

During the year ended 31 December 2022, the Group repaid the loan from Tian Li of principal amount of HK\$24,000,000 (2023: nil) and interest expenses incurred of HK\$635,000 (2023:nil) in note 10, which led to the loss on early repayment of approximately HK\$3,599,000 (2023: nil) recognised in profit and loss.

As at 31 December 2023, the amount represented loans from 廣州普及房地產代理有限公司 and Skynova International Limited (“Skynova”), with principal loan amounts of RMB13,850,000 (equivalent to approximately HK\$15,283,000) (2022: RMB15,476,000 (equivalent to approximately HK\$17,325,000)) and HK\$34,647,000 (2022: HK\$42,300,000) respectively.

For the loan from 廣州普及房地產代理有限公司, which is beneficially owned by Mr. Zhang, the controlling shareholder of the Group, with principal loan amount of RMB13,850,000 (equivalent to approximately HK\$15,283,000) (2022: RMB15,476,000 (equivalent to approximately HK\$17,325,000)) as at 31 December 2023, the loan is unsecured, interest-free and is repayable in 2023. The effective interest rate of the loan from 廣州普及房地產代理有限公司 is 5.17% (2022: 5.17%) per annum.

During the year ended 31 December 2023, the Group obtained new loans from 廣州普及房地產代理有限公司 with the principal loan amount of RMB38,334,000 (equivalent to approximately HK\$42,301,000). The loans are unsecured, interest-free and contains a repayment on demand clause.

During the year ended 31 December 2023, the Group repaid a portion of the above mentioned loans from 廣州普及房地產代理有限公司 with principal amount of approximately RMB39,960,000 (equivalent to HK\$44,343,000) (2022: approximately RMB55,971,000 (equivalent to HK\$62,017,000)), and total interest expenses incurred of nil (2022: RMB582,000 (equivalent to approximately HK\$675,000)) in note 10, which led to the loss on early repayment of nil (2022: RMB2,706,000 (equivalent to approximately HK\$3,136,000)) recognised in profit and loss.

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32. LOANS FROM RELATED COMPANIES (Continued)

For the loan from Skynova, which is beneficially owned by Mr. Zhang, the controlling shareholder of the Group, with principal loan amount of approximately HK\$34,647,000 (2022: HK\$42,300,000). The loan is unsecured, interest-free and contains a repayment on demand clause.

During the year ended 31 December 2023, the Group obtained new loans from Skynova with the principal loan amount of HK\$38,500,000 (2022: HK\$42,300,000). The loans are unsecured, interest-free and contains a repayment on demand clause.

During the year ended 31 December 2023, the Group repaid a portion of the above mentioned loans from Skynova with principal amount of approximately HK\$46,153,000 (2022: nil), and total interest expenses incurred of nil (2022: nil) in note 10.

33. LOAN FROM ULTIMATE CONTROLLING PARTY

	2023 HK\$'000	2022 HK\$'000
After two year but within five years	83,349	77,261

During the year ended 31 December 2023, the Group obtained a new loan from the ultimate controlling party, Mr. Zhang, with principal amount of HK\$99,072,000 (2022: HK\$100,500,000). The loan is unsecured, interest free and is repayable in 2025. The effective interest rate of the loan is 9.43% per annum.

During the year ended 31 December 2022, the Group obtained new loans from the above mentioned facility loan with the principal loan amounts of HK\$100,500,000 (2023: nil).

During the year ended 31 December 2023, the directors of the Company assessed the fair value of the loans with principal loan amounts of HK\$99,072,000 (2022: HK\$100,500,000) at each drawdown date of the facility loan, recognised fair value adjustments of nil (2022: HK\$23,627,000) to the outstanding carrying amounts of the loans and the capital reserve as deemed contribution from ultimate controlling party.

During the year ended 31 December 2023, the Group repaid the loans from Mr. Zhang with principal amounts of HK\$1,428,000 (2022: nil) and interest expenses of HK\$7,269,000 (2022: HK\$388,000) were incurred in note 10, which led to the loss on early repayment of approximately HK\$247,000 (2022: nil) recognised in profit and loss.

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34. SHARE CAPITAL AND RESERVES

(a) Share capital

	Number of shares '000	Share capital HK\$'000
Ordinary shares of HK\$0.01 each		
Authorised:		
At 1 January 2022, 31 December 2022 and 31 December 2023	2,000,000	20,000
Issued and fully paid:		
At 1 January 2022, 31 December 2022 and 31 December 2023	800,000	8,000

(b) Reserves

(i) *PRC statutory reserve*

PRC statutory reserves were established in accordance with the relevant PRC rules and regulations and the articles of association of Dongguan Jia Jun Electronic Technology Company Limited ("Dongguan Jia Jun"), Guangzhou Weaving Communications Telecommunications Technology Limited ("Guangzhou Weaving") and Hunan Huama Construction Engineering Company Limited ("Hunan Huama"). Appropriations to the reserves were determined by the respective board of directors of Dongguan Jia Jun, Guangzhou Weaving and Hunan Huama and can be used to offset accumulated losses and increase capital upon approval from the relevant government authorities.

(ii) *Capital reserve*

Capital reserve represents (i) the difference between the aggregate amount of issued and fully paid share capital of the subsidiaries acquired by the Company and the nominal amount of the shares issued by the Company as consideration; (ii) additional contributions made by the prior shareholders of the Company's subsidiaries; (iii) difference between the carrying amounts of non-controlling interests acquired and the consideration paid for acquisition of addition interest in subsidiaries; and (iv) deemed contribution from the loans from the immediate holding company, related companies, and ultimate controlling party.

(iii) *Merger reserve*

Merger reserve arising from acquisition of the subsidiaries under common control being the difference between the consideration paid for the acquisition and the carrying amount of the net assets of the subsidiaries at the date when the Group and the acquired subsidiaries become under common control.

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35. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	2023 HK\$'000	2022 HK\$'000
Non-current assets			
Plant and equipment		24	47
Investments in subsidiaries	(a)	52,223	76,376
		52,247	76,423
Current assets			
Amounts due from subsidiaries	(b)	56,717	61,686
Prepayments and other receivables		336	284
Digital assets		–	11,189
Financial assets at fair value through profit or loss		69,276	70,582
Bank balances and cash		12,931	6,457
		139,260	150,198
Current liabilities			
Other payables		1,556	2,270
Amounts due to subsidiaries	(b)	2,725	2,738
Loan from the immediate holding company	31	–	473
Loan from a related company	32	34,647	42,300
		38,928	47,781
Net current assets		100,332	102,417
Total assets less current liabilities		152,579	178,840
Non-current liabilities			
Loan from ultimate controlling party	33	83,349	77,261
		83,349	77,261
		69,230	101,579
Capital and reserves			
Share capital	34	8,000	8,000
Reserves	(c)	61,230	93,579
		69,230	101,579

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35. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(Continued)

Notes:

- (a) As at 31 December 2023, investments in subsidiaries are carried at cost of HK\$80,986,000 (2022: HK\$80,986,000) less accumulated impairment loss of HK\$28,763,000 (2022: HK\$4,610,000).
- (b) The amounts are unsecured, interest-free and repayable on demand.
- (c) Movements in the Company's reserves

	Share premium HK\$'000	Capital reserve HK\$'000 (Note)	Accumulated losses HK\$'000	Total HK\$'000
At January 2022	104,098	66,330	(74,256)	96,172
Loss and total comprehensive expense for the year	-	-	(26,303)	(26,303)
Deemed contribution from the immediate holding company (note 31)	-	23,710	-	23,710
At 31 December 2022 and 1 January 2023	104,098	90,040	(100,559)	93,579
Loss and total comprehensive expense for the year	-	-	(32,349)	(32,349)
At 31 December 2023	104,098	90,040	(132,908)	61,230

Note: Capital reserve represents (i) the difference between the nominal value of the shares issued by the Company for the acquisition of equity interests of its subsidiaries and the net assets value of its subsidiaries at the date of acquisition; and (ii) deemed contribution from the loan from the immediate holding company, related companies and ultimate controlling party.

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36. RETIREMENT BENEFIT SCHEMES

The Group operates the MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for its employees in Hong Kong. The MPF Scheme is a defined contribution retirement plan and the assets of the MPF Scheme are held separately from those of the Group in funds administered by independent trustee. Under the MPF Scheme, the Group and its employees are each required to make monthly contributions to the MPF Scheme at 5% of the employee's earnings capped at HK\$1,500 per month to the MPF Scheme in both years.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the PRC government. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The total cost charged to profit or loss of approximately HK\$4,616,000 (2022: HK\$4,869,000) represent contributions payable to these schemes by the Group during the year ended 31 December 2023. Contributions to the scheme vest immediately.

During the years ended 31 December 2023 and 2022, the Group has no forfeited contributions from the pension schemes (i.e. contribution processed by the employees who leave the scheme prior to vesting fully in such contribution) available to reduce its contribution to the pension schemes in future years.

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37. SHARE-BASED PAYMENT TRANSACTIONS

Equity-settled share option scheme of the Company

The Company's share option scheme (the "Scheme"), was adopted pursuant to a resolution passed on 23 September 2015 for the primary purpose of rewarding the directors of the Company and eligible employees, advisers, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers of any member of the Group whom board considers, in its sole discretion, have contributed or will contribute to the Group.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company (the "Shares") in issue at any point in time, without prior approval from the Company's shareholders. Besides, the limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under any Schemes of our Company must not exceed such number of Shares as shall represent 30% of the total number of Shares in issue from time to time. No options may be granted if such grant will result in this 30% limit being exceeded. The number of Shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the Shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5,000,000 (or such other amount as shall be permissible under the Main Board Listing Rules from time to time) must be approved in advance by the shareholders.

Options may be exercised in accordance with the terms of the Scheme shall be a period of time to be notified by the Board to each option-holder, which the Board may in its absolute discretion determine, save that such period shall not be more than ten years from the offer date. The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the closing price of the Shares as stated in Stock Exchange's daily quotations sheets on the date on which the option is offered to a participant ("Offer Date"); (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the Offer Date; and (iii) the nominal value of the Shares.

At 31 December 2023 and 2022, no options had been granted or remained outstanding under the Scheme.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

38. CAPITAL COMMITMENT

At the end of the reporting period, the Group has the following capital commitment in respect of the acquisition of plant and equipment:

	2023 HK\$'000	2022 HK\$'000
Contracted for but not provided in the consolidated financial statements		
– Plant and equipment	43	2,587
– Broadband infrastructure and network equipment	3,296	4,469
	3,339	7,056

39. OPERATING LEASE ARRANGEMENT

The Group as lessor

The Group leases out broadband infrastructure and network equipment under operating leases. The leases typically run for an initial period of one to nine years. Lease payments are usually increased every 3 years to reflect market rentals. None of the leases includes variable lease payments.

Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

	2023 HK\$'000	2022 HK\$'000
Within one year	2,188	3,371
After one year but within two years	1,620	2,536
After two years but within three years	1,005	1,697
After three years but within five years	259	916
	5,072	8,520

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

40. RELATED PARTY DISCLOSURES

Other than as disclosed elsewhere in these consolidated financial statements, during this year, the Group has the following transaction with its related parties.

(a) Related parties' transactions

Saved as elsewhere disclosed in these consolidated financial statement, during the year, the Group entered into the following transactions with related parties:

	2023 HK\$'000	2022 HK\$'000
Revenue from broadband infrastructure construction services		
遵義實地房地產開發有限公司*	598	—
天津金河灣置業有限公司*	387	890
廣東譽豐地產發展有限公司*	—	—
廣州豐實房地產開發有限公司*	371	261
惠州市現代城房地產發展有限公司*	1,162	4,315
武漢平安中信置業有限公司*	—	451
三亞巨源旅業開發有限公司*	—	328
實地地產集團有限公司*	—	—
太原和泰盛瑞置業有限公司*	—	—
重慶實地房地產開發有限公司*	845	977
天津實地房地產開發有限公司*	343	148
重慶實創趨勢房地產開發有限公司*	333	508
周口實地房地產開發有限公司*	15	198
廣州哈奇智能科技有限公司*	7	—
廣東實地物業管理有限公司*	—	—
佛山實地房地產開發有限公司*	1,029	—
廣州市傑星實業有限公司*	417	—
無錫盈實房地產開發有限公司*	567	—
株洲實地房地產開發有限公司*	654	—
泰州花博園房地產開發有限公司*	—	—
清遠實地房地產開發有限公司*	331	—
茂名晟大置業有限公司*	556	—
重慶渝申地實業有限公司*	922	—
青島實昊星置業有限公司*	66	—
Guangzhou R&F Properties Co., Ltd. and its subsidiaries, joint ventures and associates ("Guangzhou R&F Group")	12,115	11,776
Service costs charged by		
廣州天力物業發展有限公司("廣州天力")	—	—
廣州富力鼎盛置業發展有限公司富力君悅大酒店分公司("廣州富力鼎盛置業")	130	171
廣州富力興盛置業發展有限公司	52	—
廣東實地物業管理有限公司	357	179
廣州富力美好置業發展有限公司	63	11

* These related party transactions also constituted continuing connected transactions which are subject to annual review and relevant requirements under Chapter 14A of the Listing Rules.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

40. RELATED PARTY DISCLOSURES (Continued)

(b) Related parties' balances

	2023 HK\$'000	2022 HK\$'000
Amounts due from related companies (trade-nature)		
遵義實地房地產開發有限公司	3,442	4,437
天津金河灣置業有限公司	289	345
廣東譽豐地產發展有限公司	364	361
廣州豐實房地產開發有限公司	22	276
惠州市現代城房地產發展有限公司	720	683
重慶實地房地產開發有限公司	242	1,127
武漢平安中信置業有限公司	557	553
深圳富茅房地產開發有限公司	12	12
實地地產集團有限公司	8	8
廣州哈奇智能科技有限公司	107	105
三亞巨源旅業開發有限公司	333	330
太原和泰盛瑞置業有限公司	85	85
廣東實地物業管理有限公司蘿崗分公司	2	2
周口實地房地產開發有限公司	12	146
天津實地房地產開發有限公司	90	-
清遠實地房地產開發有限公司	24	-
茂名晟大置業有限公司	185	-
重慶渝申地實業有限公司	17	-
佛山實地房地產開發有限公司	12	-
重慶實創趨勢房地產開發有限公司	5	-
株洲實地房地產開發有限公司	15	-
青島實昊星置業有限公司	-	-
	6,543	8,470
Balances with Guangzhou R&F Group		
- Included in trade receivables	9,430	11,721
- Included in contract assets	856	1,029
- Included in trade payables	61	-

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

40. RELATED PARTY DISCLOSURES (Continued)

(b) Related parties' balances (Continued)

	2023 HK\$'000	2022 HK\$'000
Balances with 廣州富力鼎盛置業		
– Included in prepayments	4	–
– Included in trade payables	–	34
Balances with 廣東實地物業管理有限公司		
– Included in prepayments	–	44
– Included in trade payables	299	29
Balances with 泰州花博園房地產開發有限公司		
– Included in other payables	970	–
Balances with 青島實昊星置業有限公司		
– Included in other payables	265	–
Balances with 佛山實地房地產開發有限公司		
– Included in other payables	427	–

The Guangzhou R&F Group and 廣州富力鼎盛置業 are controlled, jointly controlled or significantly influenced by the close family member of the Group's controlling shareholder, Mr. Zhang. There are various credit terms granted to/from the related parties on mutually agreed basis.

In prior year, the Group was granted the right to use two trademarks registered by a company jointly controlled by Mr. Chow Hin Keong and an independent third party at nil consideration. Mr. Chow Hin Keong is a director of the principal operating subsidiaries of the Group.

(c) Compensation of key management personnel

The directors of the Company considered that they are the only key management personnel of the Group for the years ended 31 December 2023 and 2022 and their emoluments are disclosed in note 15.

The emoluments of the directors of the Company are determined by the Board with reference to the performance of individuals and market trends.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

41. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Name of subsidiary	Place/country of incorporation/ registration/ operation	Class of shares held	Issued and fully paid ordinary share capital/ registered capital	Attributable equity interest and voting power held by the Company		Principal activities
				2023	2022	
<u>Directly held</u>						
Brainhole Technology Investments Limited	Hong Kong	Ordinary share	HK\$26,600,000	100%	100%	Investment holding
Brainhole Technology Industrial Development Holdings Limited	BVI	Ordinary share	US\$1	100%	100%	Investment holding
Tech Elite Investments Limited	BVI	Ordinary share	USD1	100%	100%	Investment holding
Top Dynamic International (BVI) Ltd	BVI	Ordinary share	USD1,000	100%	100%	Investment holding
<u>Indirectly held</u>						
Brainhole Technology Industrial Development Limited	Hong Kong	Ordinary share	HK\$10,000	100%	100%	Inactive
Dongguan Jia Jun Electronic Technology Company Limited (Notes (i) and (ii))	PRC	Registered capital	USD12,000,000	100%	100%	Manufacturing and trading of electronic goods and electrical parts and components
Guangzhou Brainhole Weaving Communications Telecommunications Technology Limited ("Guangzhou Brainhole Weaving") (Notes (i) and (ii))	PRC	Registered capital	USD3,310,000	100%	100%	Investment holding
Guangzhou Weaving Communications Telecommunications Technology Limited ("Guangzhou Weaving") (Notes (i) and (ii))	PRC	Registered capital	RMB34,362,336	100%	100%	Broadband infrastructure construction and the provision of integrated solution for smart domain (including smart home, smart campus and smart communities)

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

41. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

Name of subsidiary	Place/country of incorporation/ registration/ operation	Class of shares held	Issued and fully paid ordinary share capital/registered capital	Attributable equity interest and voting power held by the		Principal activities
				Company	2023	
<u>Indirectly held</u>						
Hunan Huama Construction Engineering Company Limited ("Hunan Huama") (Notes (i) and (ii))	PRC	Registered capital	RMB2,000,000	100%	100%	Broadband infrastructure construction and the provision of integrated solution for smart domain (including smart home, smart campus and smart communities)
Guangzhou Weaving Intelligence Technology Limited ("Guangzhou Weaving Intelligence") (Notes (i) and (ii))	PRC	Registered capital	RMB30,000,000	100%	100%	Broadband infrastructure construction and the provision of integrated solution for smart domain (including smart home, smart campus and smart communities)
Shenzhen Xiaozhuo Chongfeng Taproom Limited ("Shenzhen Xiaozhuo")* (Notes (i) and (ii))	PRC	Registered capital	RMB1,000,000	100%	N/A	Research & Development
Top Dynamic (BVI) Limited	BVI	Ordinary share	USD100	100%	100%	Investment holding
Top Dynamic Electronics Limited	Hong Kong	Ordinary share	HK\$1	100%	100%	Trademark holding
Top Dynamic Enterprises Limited	Hong Kong	Ordinary share	HK\$1	100%	100%	Trading of electronic goods and electrical parts and components
Top Empire Management Limited	Hong Kong	Ordinary share	HK\$1	100%	100%	Provision of management service

Incorporated during the year ended 31 December 2023.

Notes:

- (i) Dongguan Jia Jun, Guangzhou Brainhole Weaving, Guangzhou Weaving, Guangzhou Weaving Intelligence, Hunan Huama and Shenzhen Xiaozhuo are wholly-owned foreign enterprise established in the PRC.
- (ii) The English translation of the company name is for reference only. The official names of these companies are 東莞市佳駿電子科技有限公司, 廣州腦洞織網通訊科技有限公司, 廣州織網通訊科技有限公司, 廣州織網智能科技有限公司, 湖南華馬建設工程有限公司, and 深圳市小酌重逢酒館有限公司 respectively.

None of the subsidiaries had issued any debt securities during both years or at the end of both years.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

42. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	1 January 2023 <i>HK\$000</i>	Financing cash flows <i>HK\$000</i>	Non-cash changes					31 December 2023 <i>HK\$000</i>
			New lease arrangements/ lease modification <i>HK\$000</i>	Termination of a lease <i>HK\$000</i>	Finance cost incurred <i>HK\$000</i>	Recognition of deemed contribution <i>HK\$000</i>	Exchange realignment <i>HK\$000</i>	
Bank borrowings	7,277	(7,382)	-	-	168	-	(63)	-
Lease liabilities	2,806	(2,976)	5,376	-	348	-	(50)	5,504
Loan from the immediate holding company	473	(486)	-	-	18	-	(5)	-
Interest payable	12	(17)	-	-	-	-	5	-
Loans from related companies	59,625	(9,458)	-	-	-	-	(237)	49,930
Loan from ultimate controlling party	77,261	(1,428)	-	-	7,516	-	-	83,349
	147,454	(21,747)	5,376	-	8,050	-	(350)	138,783

	1 January 2022 <i>HK\$000</i>	Financing cash flows <i>HK\$000</i>	Non-cash changes					31 December 2022 <i>HK\$000</i>
			New lease arrangements/ lease modification <i>HK\$000</i>	Termination of a lease <i>HK\$000</i>	Finance cost incurred <i>HK\$000</i>	Recognition of deemed contribution <i>HK\$000</i>	Exchange realignment <i>HK\$000</i>	
Bank borrowings	-	7,370	-	-	164	-	(257)	7,277
Lease liabilities	4,820	(3,510)	4,193	(2,607)	235	-	(325)	2,806
Loan from the immediate holding company	25,100	(27,134)	-	-	2,590	(83)	-	473
Interest payable	1,031	(1,273)	-	-	254	-	-	12
Loans from related companies	55,007	(543)	-	-	8,045	(426)	(2,458)	59,625
Loan from ultimate controlling party	-	100,500	-	-	388	(23,627)	-	77,261
	85,958	75,410	4,193	(2,607)	11,676	(24,136)	(3,040)	147,454

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

43. EVENTS AFTER THE REPORTING PERIOD

Subsequent to 31 December 2023, the Group had acquired and disposed of certain listed equity securities. Details of which are set out in the Company's announcements from the end of reporting period up to the date of audited consolidated financial statement.



Financial Summary of the Group

	For the year ended 31 December				
	2023	2022	2021	2020	2019
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Results					
Revenue	220,807	263,566	321,570	261,809	346,673
Profit (loss) before tax	(36,676)	(61,729)	(51,198)	(67,113)	(54,608)
Total comprehensive income (expense) for the year	(34,817)	(64,881)	(47,830)	(51,554)	(54,174)

	As at 31 December				
	2023	2022	2021	2020	2019
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Assets and Liabilities					
Total assets	279,196	333,417	353,629	370,340	410,038
Total liabilities	212,434	231,838	211,305	183,702	185,158
Total equity	66,762	101,579	142,324	186,638	224,880

Note:

The consolidated statement of profit or loss and other comprehensive income, the consolidated statement of financial position, consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended 31 December 2018 have been restated to include the operating results of Guangzhou Weaving Group as if the acquisition of Guangzhou Weaving Group had been completed on 27 April 2018, being the earliest date when the combining entities or businesses first came under the control of Mr. Zhang. As Guangzhou Weaving and the Company are ultimately controlled by Mr. Zhang, the acquisition of Guangzhou Weaving was regarded as business combination under common control.

Definitions

In this report, unless the context otherwise requires, the following expressions have the following meanings:

“Articles”	the articles of association of the Company currently in force
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“CG Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Brainhole Technology Limited 脑洞科技有限公司, a company incorporated as an exempted company with limited liability in the Cayman Islands
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guangzhou Weaving”	Guangzhou Weaving Communications Telecommunications Technology Limited (廣州織網通訊科技有限公司*), a company established in the PRC with limited liability
“Guangzhou Weaving Group”	Guangzhou Weaving and its subsidiary
“HK\$” or “HK dollar(s)” and “HK cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Korea”	the Republic of Korea

Definitions

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented and/or otherwise modified from time to time as the context may require
“Main Board”	the Main Board of the Stock Exchange
“Model Code”	a code of conduct adopted by the Company regarding securities transactions by Directors and employees of the Group on terms no less exacting than the required standard of dealings set out in Appendix C3 to the Listing Rules
“Period”	the year ended 31 December 2023
“PRC”	the People’s Republic of China, save that, for the purpose of this report and unless the context otherwise requires, references in this report do not include Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Scheme”	the share option scheme adopted by the Company on 23 September 2015
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“%”	per cent.

* *The English translation of the company name is for reference only. The official name of this company is in Chinese.*