(Incorporated in the Cayman Islands with limited liability)

STOCK CODE: 8429

ANNUAL REPORT 2022

SV Vision Limited | 華美樂樂有限公司

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the "Directors") of SV Vision Limited (the "Company", and together with its subsidiaries, the "Group", "we" or "our") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

CONTENTS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Director

Ms. Woo Chan Tak Chi Bonnie
(Chairperson and Chief Executive Officer)

Non-executive Director

Mr. Chow Sai Yiu Evan

Independent non-executive Directors

Mr. Ip Arnold Tin Chee
Mr. Hung Alan Hing Lun
Mr. Man Ka Ho Donald

COMPLIANCE OFFICER

Ms. Woo Chan Tak Chi Bonnie

COMPANY SECRETARY

Ms. Tsui Sum Yi

AUTHORISED REPRESENTATIVES

Ms. Woo Chan Tak Chi Bonnie
Ms. Tsui Sum Yi

AUDIT COMMITTEE

Mr. Ip Arnold Tin Chee *(Chairman)*
Mr. Hung Alan Hing Lun
Mr. Man Ka Ho Donald

REMUNERATION COMMITTEE

Mr. Hung Alan Hing Lun *(Chairman)*
Mr. Ip Arnold Tin Chee
Mr. Man Ka Ho Donald
Ms. Woo Chan Tak Chi Bonnie

NOMINATION COMMITTEE

Mr. Man Ka Ho Donald *(Chairman)*
Mr. Ip Arnold Tin Chee
Mr. Hung Alan Hing Lun
Ms. Woo Chan Tak Chi Bonnie
Mr. Chow Sai Yiu Evan

AUDITOR

Mazars CPA Limited
Certified Public Accountants, Hong Kong
42/F, Central Plaza
18 Harbour Road
Wanchai
Hong Kong

REGISTERED OFFICE

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit B, 9th Floor
Safety Godown Industrial Building
56 Ka Yip Street
Chai Wan
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG SHARE REGISTRAR

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

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central
Hong Kong

East West Bank
9300 Flair Drive, 4th Fl.
El Monte, CA 91731
The United States

STOCK CODE

8429

COMPANY WEBSITE

www.swision.io

LETTER FROM BONNIE CHAN WOO TO SV VISION INVESTORS

Dear Fellow Shareholders,

2022 represented a period of significant change for the Group on several fronts. In May of 2022 after years in business we officially changed the Company's name from Icicle Group Holdings Limited to SV Vision Limited. As you are aware, the Group has evolved significantly over the years and we have made several strategic decisions to refocus our efforts on new lines of business such as media, entertainment and e-commerce. This change was meant to reflect the Group's evolution from our traditional roots in marketing production and to better reflect the new strategic direction.

Regarding the marketing production business, 2022 marked the third challenging year for the industry. While the rest of the world has largely moved away from COVID-19 related lock downs and travel bans, both Hong Kong and Greater China continued to enforce stringent restrictions. This has had a deleterious effect on the industries that have been our traditional client base — hospitality, luxury brands, retail and insurance. While we expect China to reverse its COVID-19 related travel restrictions in 2023, we remain concerned about the long-term economic prospects of HK and China especially in the current macro environment of rising inflation and interest rates, the continued conflict in Europe, and increased competition between China and the US.

Despite these challenges, we are cautiously optimistic about the growth of our new content business in Greater China. 2022 marked the first full year of operation for our media and digital content business and within a short period of time the business has achieved significant milestones. We have secured commercial partnerships with some of the top brands in Greater China. We have collaborated with some of the biggest names in Chinese entertainment. We have built a significant audience on social media — over 1.1 million fans who have watched our content over 160 million times in 2022. And finally, we were able to achieve a small profit before tax in our first full year of operation. Looking towards 2023 as we anticipate China to open, we are actively exploring opportunities around experiential in order to meet three years of pent-up demand.

Finally, while we are continuing our investment in Greater China, we are also actively looking to diversify the single market risk. We intend to leverage the foundation we built with the media and digital content business into new and exciting opportunities in other markets in APAC as well as tangential businesses — licensing and talent management. This will allow us to better weather any economic storms that may arise in the future and ensure that we are well-positioned to capitalize on opportunities as they emerge.

In closing, I want to thank you for your ongoing support and encourage you to remain patient as we navigate the challenges and uncertainties of the current economic climate. With your continued support, I am confident that we will emerge from this period stronger and more successful than ever before.

Woo Chan Tak Chi Bonnie
Chairperson and Chief Executive Officer

Hong Kong, 22 March 2023

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

Despite tourist sector showed sign of slow recovery from COVID in 2022 with the significant increase in number of visitors from 2021 especially in last quarter of 2022. Our key clients of marketing production business from business sectors such as retail, luxury brands, hospitality and insurance that are more reliant on tourists are not recovered in the same pace of the increase in number of visitors. Also, the change in ways to achieve marketing promotion purpose to focusing on brand collaboration and integration has caused prolonged impact on our traditional marketing production business. Revenue from marketing production services for the year ended 31 December 2022 decreased by approximately 22% as compared with last year. Despite the decreased revenue, this business unit could still generate a modest profit resulting from very stringent cost control.

The Group's expanded media business in the youth market segment, via a licensing deal with a US-based company that is well known in the space with the purpose of bridging Chinese and US brands via the production and distribution of brand-integrated content and entertainment, has achieved a meaningful development in 2022 since the launch in mid-2021. The business has grown rapidly with amassing over 160,000,000 cumulative plays across various social media channels and streaming platforms in Mainland China and secured sponsorship deals with several well-known brands. The revenue from this media business for the year ended 31 December 2022 was HK$22.1 million which is 17.9 times of 2021's HK$1.2 million. We see the strong potential and great opportunity from this media business and is investing in building a highly specialised team to scale up the business.

The Group's e-commerce and physical retail start-up in Hong Kong remains suspended due to high operating costs and continued COVID related challenges. However, we see a significant opportunity to leverage e-commerce using the content media in Mainland China, and we intend to re-start our e-commerce initiatives in 2023.

The Group's revenue for the year ended 31 December 2022 increased by approximately 16% as compared with last year. The decrease in marketing production services revenue was offset by the significant increase in revenue generated by the content media business. The Group's loss for the year ended 31 December 2022 decreased significantly by approximately 83% as compared with last year.

Looking ahead, the return of economic activities from full reopening of the border with the Mainland China is expected to benefit our key clients of marketing production business from the retail, luxury brands, hospitality and insurance sectors. However, we have concerns about the long term growth prospects of Mainland China. The successful track record built from media business could continue to bring to the Group greater opportunities for sizable deals with more well-known brands. We remain well capitalized and well positioned to take advantage of emerging opportunities in a uncertain macro environment.

FINANCIAL REVIEW

Revenue

The Group's revenue is principally generated from the business of marketing production, content media, e-commerce and retail, and operation of a café. During the year, the Group's revenue increased by approximately 16.1% to approximately HK$59.6 million (2021: HK$51.4 million).

The following table sets forth the breakdown of the revenue by service category during the year:

	2022		2021	
	HK$'000	**%**	HK$'000	%
Marketing production	**37,494**	**62.8**	48,372	94.1
Content media	**22,143**	**37.1**	1,239	2.4
E-commerce and retail	**9**	**0.1**	506	1.0
Operation of a café	**—**	**—**	1,268	2.5
Total	**59,646**	**100.0**	51,385	100.0

During the year, the revenue from marketing production decreased by approximately 22.5% to approximately HK$37.5 million (2021: HK$48.4 million). The decrease in revenue from marketing production was mainly due to decrease in number of projects during the year.

During the year, the revenue from content media increased by approximately 17.9 times to approximately HK$22.1 million (2021: HK$1.2 million) which mainly represented brand income on our original content. The significant increase in revenue of this business was because the business was developed gradually and in full operation in 2022.

During the year, the revenue from e-commerce and retail was approximately HK$9,000 and no revenue from operation of a café was generated. The significant decrease in revenue was due to the suspension of this business during the year.

Other income, gains and losses, net

Other income, gains and losses, net principally comprised (i) interest income; (ii) net exchange gain; (iii) government subsidies; (iv) rent concession in relation to COVID-19; and (v) consignment income. During the year, the Group's other income, gains and losses, net decreased by approximately 25.8% to approximately HK$1.9 million (2021: HK$2.5 million) was mainly attributable to decrease in interest income from banks, consignment income, net exchange gain and sundry income offsetting by the additions of gain on termination of lease and the increase in government subsidies.

The following table sets forth the breakdown of the other income, gains and losses, net during the year:

	2022 HK$'000	2021 HK$'000
Consignment income	—	656
Exchange gain, net	—	554
Fair value change in financial asset at fair value through profit or loss	—	(62)
Gain on termination of lease	829	—
Gain/(Loss) on disposal of property, plant and equipment	2	(33)
Government subsidies	608	100
Interest income	185	639
Loss on write-off of property, plant and equipment	—	(8)
Rent concession in relation to COVID-19	45	—
Sundry income	198	671
Total	1,867	2,517

Outsourced project costs

Outsourced project costs consist of printing costs and other outsourced project costs and costs for content media. During the year, the Group's outsourced project costs increased by approximately 9.8% to approximately HK$21.0 million (2021: HK$19.1 million).

The following table sets forth the breakdown of the outsourced project costs during the year:

	2022 HK$'000	2021 HK$'000
Printing costs	8,847	14,373
Others	12,107	4,713
Total	20,954	19,086

The increase was directly attributable to the expansion of content media business and offsetting by the decrease effect from marketing production business.

Materials and consumables

Materials and consumables are costs on papers and other materials sourced by the Group for the marketing production and material used for operation of a café and the cost of goods for retail sales. During the year, the Group's materials and consumables decreased by approximately 33.3% to approximately HK$4.0 million (2021: HK$6.0 million). The significant decrease was directly attributable to the suspension of the e-commerce, retail and café business during the year.

The following table sets forth the breakdown of the materials and consumables during the year:

	2022 HK$'000	2021 HK$'000
Paper supply	2,617	3,870
Others	1,372	2,110
Total	3,989	5,980

Depreciation and amortisation expenses

Depreciation and amortisation expenses relate mainly to depreciation of the property, leasehold improvements, furniture, fixture and office equipment and right-of-use assets and amortisation of intangible assets which mainly include software and platforms developed for business operation. During the year, the Group's depreciation and amortisation expenses decreased by approximately 30.2% to approximately HK$4.2 million (2021: HK$6.0 million). Such decrease was mainly due to the suspension of the e-commerce, retail and café business during the year.

Employee benefits expenses

Employee benefits expenses primarily consist of salaries, allowances and benefits in kind, discretionary bonus and retirement benefit scheme contributions. During the year, the Group's employee benefits expenses decreased by approximately 0.6% to approximately HK$16.2 million (2021: HK$16.3 million). The decrease was directly attributable to the suspension of the e-commerce, retail and café business and offsetting by the increase effect from expansion of content media business.

The following table sets forth the breakdown of the employee benefits expenses during the year:

	2022 HK$'000	2021 HK$'000
Salaries, allowances and benefits in kind	14,747	14,516
Discretionary bonus	—	751
Reversal of long service payment	(45)	—
Retirement benefit scheme contributions	1,463	992
Total	16,165	16,259

Rental expenses

Rental expenses primarily represent the rental expenses for short-term leases for office premises and staff quarter and the variable lease payment for the printing machines for confidential data printing services. During the year, the Group's rental expenses increased by approximately 37.6%, to approximately HK$2.2 million (2021: HK$1.6 million). The increase was primarily attributable to the new short term lease for office premise in the People's Republic of China ("PRC")for the content media business during the year.

Transportation fee

Transportation fee consists of fees paid to logistic service providers for (i) delivery of products to clients; and (ii) postage incurred in respect of the direct mailing services. During the year, the Group's transportation fee decreased by approximately 2.2% to approximately HK$6.2 million (2021: HK$6.3 million). The decrease was in line with the decrease in revenue from marketing production services.

Other operating expenses

Other operating expenses primarily consist of auditor's remuneration, consultancy fee, legal and professional fee, rates and building management fee, utilities and office expenses. During the year, the Group's other operating expenses decreased by approximately 5.8% to approximately HK$10.4 million (2021: HK$11.0 million). The decrease was primarily attributable to the removal and reinstatement costs for the office premise relocation incurred during the year ended 31 December 2021 while there was no such expenses recognised during the year, and offsetting by the increase effect from expansion of content media business.

Finance cost

Finance cost primarily represents the interest on lease liabilities. During the year, the Group's finance cost decreased by approximately HK$178,000, representing 43.3%, to approximately HK$0.2 million (2021: HK$0.4 million). The decrease was mainly due to the early termination of the lease for the shop in Sham Shui Po.

Income tax expense

Income tax expense of the Group for the year was approximately HK$0.4 million (2021: HK$0.2 million). The provision was mainly made for the marketing production and content media services and has been taken into account the estimated tax concession or preferential tax treatments granted by the local tax authorities for the year.

Loss for the year

During the year, the Group recorded loss of approximately HK$2.9 million (2021: HK$17.1 million). The decrease in loss was mainly benefited from cost control on operating costs and suspension of the e-commerce, retail and operation of café business during the year, while offsetting by the costs incurred from expansion of content media business.

USE OF PROCEEDS

The following table sets forth the status of the use of proceeds from the Share Offer up to 31 December 2022:

	Planned use of net proceeds from Share Offer HK$'000	Actual use of net proceeds from the Listing date to 6 May 2020 HK$'000	Unutilised net proceeds as at 6 May 2020 HK$'000	Revised allocation of net proceeds as at 6 May 2020 (Note 1) HK$'000	Actual use of net proceeds from 7 May 2020 to 5 May 2021 HK$'000	Unutilised net proceeds as at 5 May 2021 HK$'000	Further revised allocation of net proceeds as at 5 May 2021 (Note 2) HK$'000	Actual use of net proceeds from 6 May 2021 to 31 December 2021 HK$'000	Unutilised net proceeds as at 1 January 2022 (Note 3) HK$'000	Actual use of net proceeds during the year ended 31 December 2022 HK$'000	Unutilised net proceeds as at 31 December 2022 HK$'000
Enlarge the social media marketing production capability and offering	8,000	2,057	5,943	5,943	1,294	4,649	649	492	157	157	–
Enhance the overall service offerings and expand the team across three categories	9,142	1,581	7,561	7,561	734	6,827	327	327	–	–	–
Set up a studio and expand the work premises	11,458	9,648	1,810	1,810	1,810	–	–	–	–	–	–
Business development	8,280	4,210	4,070	2,070	2,070	–	8,000	4,695	3,305	3,305	–
Staff development	3,120	623	2,497	697	112	585	85	7	78	78	–
General working capital	3,800	3,800	–	3,800	2,160	1,640	4,640	3,800	840	840	–
Total:	43,800	21,919	21,881	21,881	8,180	13,701	13,701	9,321	4,380	4,380	–

Notes:

1. In accordance with the Company's announcement of change in use of proceeds dated 6 May 2020 (the "2020 Announcement"), due to the reasons and benefits mentioned in the 2020 Announcement, the unutilised net proceeds was re-allocated with effect from 6 May 2020. For more details, please refer to the 2020 Announcement.

2. In accordance with the Company's announcement of further change in use of proceeds dated 5 May 2021 (the "2021 Announcement"), due to the reasons and benefits mentioned in the 2021 Announcement, the unutilised net proceeds was further re-allocated with effect from 5 May 2021. For more details, please refer to the 2021 Announcement.

3. The unutilised net proceeds as at 1 January 2022 were placed as bank balances with licensed banks in Hong Kong.

PRINCIPAL RISKS AND UNCERTAINTIES AND RISK MANAGEMENT

The Group is subject to a number of risks in the Group's business and the Group believes that risk management is important to the Group's success. Key business risks include, among others, changes in general market conditions and ability to continue to attract, recruit or retain our project managers, creative designers and key management personnel. Our business depends on our ability to maintain our existing relationship with brand owners and our ability to attract new brand owners to engage our marketing production services. Our ability to retain existing clients or attract new clients would be crucial to the Group. To cope with the expansion, we will conduct continuous development in talent acquisition and training.

LIQUIDITY, FINANCIAL RESOURCES, GEARING RATIO AND CAPITAL STRUCTURE

During the year, the Group financed its operations by its internal resources. As at 31 December 2022, the Group had net current assets of approximately HK$18.9 million (2021: HK$58.1 million), including cash and bank balances of approximately HK$17.0 million (2021: HK$56.2 million) mainly denominated in Hong Kong dollars, with approximately HK$5.3 million (2021: HK$5.0 million) denominated in renminbi which is not freely convertible into other currencies and the remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC government.

The gearing ratio of the Group as at 31 December 2022 was 5.5% (2021: 11.0%). The gearing ratio is calculated as total debt divided by total equity as at the respective year end.

There has been no change in the capital structure of the Company since the Listing. The equity attributable to owners of the Company amounted to approximately HK$64.8 million as at 31 December 2022 (2021: HK$69.7 million).

PLEDGE OF ASSETS

As at 31 December 2022, the Group did not have any pledged assets (2021: Nil).

FOREIGN EXCHANGE EXPOSURE AND TREASURY POLICY

The Group has substantial operations in the PRC with transactions originally denominated and settled in RMB. The Group is exposed to foreign exchange risk from various currencies primarily with respect to Hong Kong dollars. The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and may enter into certain forward foreign exchange contracts, when necessary, to manage its exposure against HK$ and to mitigate the impact on exchange rate fluctuations. The Group did not engage in any derivatives agreement and did not commit to any financial instruments to hedge its foreign exchange exposure during the year. The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the year. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the board of directors of the Company ("Board") closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

The Group had no significant capital commitments as at 31 December 2022 (2021: Nil).

As at 31 December 2022, the Group did not have any material contingent liability (2021: Nil).

SEGMENTAL INFORMATION

Segmental information for the Group is presented as disclosed in Note 6 to the consolidated financial statements.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2022, the Group had 42 (2021: 40) full-time employees (including executive Director). The Group offers a comprehensive and competitive remuneration and benefits package to all its employees. The Group has adopted a share option scheme and approved by the then Shareholders on 16 November 2017 (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible persons who contribute to the success of the Group's operations. The Group has also adopted other employee benefits including a mandatory provident fund retirement benefit scheme for its employees in Hong Kong, as required under the Mandatory Provident Fund Schemes Ordinance, and has participated in central pension scheme organised and governed by the relevant local governments for its employees in the PRC and also participated to contribute social security and medical as required by the local government for employees in the United States. In addition, discretionary bonus is offered to eligible employees by reference to the Group's results and individual performance. To ensure that the Group is able to attract and retain staff capable of attaining the best performance levels, remuneration packages are reviewed on a regular basis.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the year ended 31 December 2022, 8306 Skyline LLC, an indirect wholly-owned subsidiary of the Company, has entered into a transfer deed (the "Transfer Deed") for the acquisition (the "Acquisition") of the property (the "Property") located at the United States of America (the "USA") at the consideration of US$4,502,240 with Mr. Jong Lee (the "Vendor"), an independent third party of the Company. As disclosed in the Company's announcement dated 10 June 2022, as the Group intends to expand and develop its brand-integrated content production media business, many of the Group's content licensors, content producers and potential customers are based in Los Angeles, the USA. The Group intends to use the Property as staff accommodation for employees of the Group travelling to Los Angeles for business, office, client and business associate entertainment or other business event venue after the completion of the Acquisition in accordance with the terms and conditions of the Transfer Deed. For more details, please refer to the announcement of the Company dated 10 June 2022 and the circular of the Company dated 4 July 2022.

During the year ended 31 December 2022, an indirectly-owned subsidiary incorporated in the USA was dissolved.

Save as disclosed, the Group did not have other significant investments, material acquisitions and disposal of subsidiaries and affiliated companies during the year.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group did not have other plans for material investments and capital assets.

EXECUTIVE DIRECTOR

Ms. Woo Chan Tak Chi Bonnie ("Ms. Bonnie Chan Woo"), aged 46, has been a director of the Group since January 2004. She was appointed as the executive Director on 20 January 2017 and appointed as the compliance officer of the Company on 3 April 2017. She was appointed as the CEO and the chairperson of the Board ("Chairperson") on 16 November 2017. She was appointed as a member of both the remuneration and nomination committees on 8 December 2017. Ms. Bonnie Chan Woo is primarily in charge of the Group's overall corporate strategy and daily operations, including business development and overall management. Ms. Bonnie Chan Woo joined the Group on 1 August 2002 and she has over 18 years of experience in marketing production services and company business management based on her experience in the Group. Ms. Bonnie Chan Woo earned her bachelor of arts degree in philosophy, politics and economics and master of arts degree from the University of Oxford in October 1997 and June 2002, respectively. Since September 2011, she has been a vice chairman of the board of directors of the Hong Kong Design Centre, which is a non-profit organisation and a partner of the Hong Kong Government aiming to establish Hong Kong as a centre of design excellence in Asia.

Ms. Bonnie Chan Woo is also a director of SV Vision (BVI) Limited (formerly known as Icicle Group Limited) ("SV Vision (BVI)"), which is a direct wholly-owned subsidiary of the Company, Icicle Production Company Limited ("Icicle Production"), Icicle Print Management Limited ("Icicle Print Management") and SV Two Limited and 上海啟先文化傳播有限公司 (Shanghai Qixian Culture Communication Co., Ltd*), the indirect wholly-owned subsidiaries of the Company, and the supervisor of 北京冰雪品牌管理有限公司 (Beijing Icicle Brand Management Company Limited* ("Icicle Beijing")), an indirect wholly-owned subsidiary of the Company, WB G-Changer Limited, and WB Game Changer Limited, Studio SV Limited and SV One LLC, the indirect non-wholly owned subsidiaries of the Company. In addition, Ms. Bonnie Chan Woo is the sole shareholder and a director of Explorer Vantage Limited ("Explorer Vantage") which is the controlling Shareholder.

* *for identification purpose only*

NON-EXECUTIVE DIRECTOR

Mr. Chow Sai Yiu Evan ("Mr. Evan Chow"), aged 40, has been a director of the Group since June 2013 and was appointed as the non-executive Director and as the member of nomination committee ("Nomination Committee") of the Company on 20 January 2017 and 22 March 2023, respectively. Mr. Evan Chow is primarily responsible for a consultative role in matters concerning the Group and will not be involved in the day-to-day management of the Group. Mr. Evan Chow is the ultimate beneficial owner of Hertford Global Limited ("Hertford Global"), who has been the long-term strategic investor of the Group since June 2013 and up to September 2020. Mr. Evan Chow graduated magna cum laude from Brown University in May 2004 receiving a Bachelor of Arts degree, with concentrations in Applied Mathematics-Economics and in Public and Private Sector Organizations and received departmental honors as well as being selected to Phi Beta Kappa in April 2004. Since graduation, Mr. Evan Chow has built over 15 years of experience in corporate finance and private equity investment. Since March 2013, he has been the managing director of MCL Financial Group Limited, a financial service provider. Apart from his career, Mr. Evan Chow is also involved in charity, social and art services. He is a committee member of Centum Charitas Foundation and a member of Young Presidents' Organization. He has been appointed as the board of trustees of the New Museum of Contemporary Art and the deputy chairman of the board of governors of the Hong Kong Arts Centre. Mr. Evan Chow is also a director of SV Vision (BVI).

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ip Arnold Tin Chee ("Mr. Arnold Ip"), aged 60, was appointed as the independent non-executive Director on 16 November 2017 and is responsible for providing independent judgement to bear on issues of strategy, policy, performance, accountability, resources and standard conduct of the Company. He was appointed as the chairman of the audit committee ("Audit Committee") and member of the Nomination Committee and remuneration committee ("Remuneration Committee") of the Company on 8 December 2017. Mr. Arnold Ip earned his Bachelor of Arts degree and Master of Arts degree from the University of Cambridge in the United Kingdom in June 1984 and November 1988, respectively. Mr. Arnold Ip was also formerly a director at Standard Chartered Asia Limited. Mr. Arnold Ip also served Yuanta Securities (Hong Kong) Company Limited and had been a director until January 2001. In September 2000, Mr. Arnold Ip founded the group to which Altus Holdings Limited (stock code: 8149.hk) belongs. Mr. Arnold Ip is a founding member of the management team of several funds, part of which subsequently formed Saizen REIT, a real estate investment trust listed on the Singapore Exchange Securities Trading Limited from November 2007 to October 2017. Mr. Arnold Ip is currently licensed by the Securities and Futures Commission of Hong Kong (the "SFC") to act as a responsible officer to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO. He is also a principal of Altus Capital Limited, a corporation licensed by the SFC to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO. He was admitted to membership of The Institute of Chartered Accountants in England and Wales in July 1988.

Mr. Arnold Ip's directorships in other companies listed on the Stock Exchange are set out below:

Name of company	Stock code	Position	Length of service
Pioneer Global Group Limited	0224	Independent non-executive director	23 June 1999 to present
Pak Fah Yeow International Limited	0239	Independent non-executive director	8 September 2004 to present
Sam Woo Construction Group Limited	3822	Independent non-executive director	15 September 2014 to present
Altus Holdings Limited	8149	Executive director	14 December 2015 to present

Mr. Hung Alan Hing Lun ("Mr. Alan Hung"), aged 48, was appointed as the independent non-executive Director on 3 April 2017 and is responsible for providing independent judgement to bear on issues of strategy, policy, performance, accountability, resources and standard conduct of the Company. He was appointed as the chairman of the Remuneration Committee and members of the Audit Committee and Nomination Committee on 8 December 2017. Mr. Alan Hung has over 23 years of experience in the finance and investment industry. He started his career as an equity analyst at Credit Lyonnais Securities (Asia) Limited (now known as CITIC CLSA Capital Markets Limited) from February 1997 to April 1999. Thereafter, he co-founded Trading Guru Securities Limited (now known as Orient Securities Limited) and acted as its chairman overseeing the entire operation from or around May 1999 to July 2004. Mr. Alan Hung joined Kennen Investment Holdings Limited as a director overseeing investment projects in the PRC from January 2005 to January 2012. He is the co-founder of Keial Investment Holdings Limited overseeing the direction and investments since January 2012. Mr. Alan Hung earned his Bachelor of Arts Degree with honours from Brown University with concentrations in history and organization, behavior and management (OBM) in May 1997. He is a Chartered financial analyst and a certified member of the institute of Certified Management Accountants of Australia. Mr. Alan Hung is licensed by the SFC to act as a representative of AEM Investment Services Limited to carry out Type 1 (Dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO with effect from 25 January 2021. Also, he is licensed by the SFC to act as a responsible officer of AEM Asset Management Limited to carry out Type 9 (asset management) regulated activities under the SFO with effect from 25 January 2021.

Mr. Man Ka Ho Donald ("Mr. Donald Man"), aged 45, was appointed as the independent non-executive Director on 16 November 2017 and is responsible for providing independent judgement to bear on issues of strategy, policy, performance, accountability, resources and standard conduct of the Company. He was appointed as the chairman of the Nomination Committee and member of our Audit Committee and Remuneration Committee on 8 December 2017. Mr. Donald Man earned his Bachelor of Science degree in Business Studies from The City University London, now known as the City, University of London, in United Kingdom in July 1998. Mr. Donald Man was admitted as a solicitor of the Supreme Court of England and Wales since September 2003 and has over 17 years of experience in the legal field. He is currently a registered foreign lawyer at Ince & Co's Hong Kong office since November 2011. Mr. Donald Man has been an independent non-executive director of Kiddieland International Limited (stock code: 3830) since 31 August 2017.

SENIOR MANAGEMENT

Ms. Chan Sze Wan Stephenie ("Ms. Chan"), aged 48, joined the Group in January 2018 and is currently the vice president, finance and operations. Ms. Chan is responsible for overseeing the finance and operation functions of the Group and assisting the Group in strategic planning, internal control, investor relations, corporate governance and regulatory compliance. Ms. Chan possesses over 21 years of experience in the accounting and auditing industry accumulated from working for various international accounting firms. Ms. Chan earned a master's degree in arts majoring in international accounting and a master's degree in science majoring in finance, respectively, from City University of Hong Kong, in November 2005 and November 2007, respectively. Ms. Chan is a member of the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Mr. Chang David Qi ("Mr. Chang"), aged 37, joined the Group in August 2019 and is currently the Head of Strategic Ventures. Mr. Chang is primarily responsible for leading the e-commerce business of the Group and assisting in strategic planning of the Group. Mr. Chang is a startup executive with 11 years of experience in scaling and leading consumer technology businesses in Asia. Previously, he was the chief marketing officer of Althea (ASEAN's largest Korean beauty e-commerce website). He worked at Genting Berhard, LivingSocial, Rocket Internet, and The ONION. Mr. Chang earned a bachelor degree in finance and marketing at the University of Minnesota.

Ms. Cheung Suet Fun ("Ms. Cheung"), aged 49, joined the Group since February 1998. Ms. Cheung has been serving the Group for more than 21 years, witnessing our transformation from a print management company to a marketing production company. She assists CEO in overseeing the business activities. Ms. Cheung earned a diploma in design (visual communication) from Institute of Vocational Education (Lee Wai Lee Technical Institute) in August 1995. Ms. Cheung is a director of Icicle Production, Icicle Print Management and Icicle Beijing.

Mr. Chan Wai Ngai ("Mr. Chan"), aged 49, joined the Group since May 2005 and is currently the director, printing, packaging and sourcing. He is primarily responsible for supervising and managing our sourcing team. Mr. Chan has been serving the Group for over 15 years and has participated in the development of the Group. Prior to joining the Group, Mr. Chan gained his experience in the printing industry from working in a printing company in Hong Kong for approximately eight years. He graduated from a secondary school in Hong Kong in 1994.

Mr. Steven Wang ("Mr. Wang"), aged 38, joined the Group in 2021 and is currently the head of our subsidiary in PRC. Mr. Wang has many years of corporate and brand management experience. His main areas of work include new business creation, sales management, e-commerce retail, marketing, public relations, investor relations, dealer management, intellectual property licensing, sports and entertainment sponsorship. Momentum Sports, which he co-founded, was acquired by Creative Artists Agency ("CAA") in 2018. His extensive work experience covers Bilibili, CAA China, JAGUAR Land Rover China, Volkswagen Group China, as well as multinational consulting agencies across the industry. He is primarily responsible for building a highly specialised content production and commercialisation team into the most influential entertainment company in the Greater China region.

Mr. Lam Chi Fung ("Mr. Lam"), aged 41, joined the Group since June 2007 and is currently the director, talent and infrastructure. He is primarily responsible for supervising and managing our talent acquisition and infrastructure teams. Mr. Lam earned a Bachelor of Science degree in Information Systems from Anglia Polytechnic University in United Kingdom in 2004 and a Master of Science in Information System Management from Hong Kong University of Science and Technology — School of Business and Management in 2010.

COMPLIANCE OFFICER

Ms. Bonnie Chan Woo has been appointed as the compliance officer of our Company. Her biographical details are set out in section headed "Directors and Senior Management" in this report.

COMPANY SECRETARY

Ms. Tsui Sum Yi ("Ms. Tsui"), was appointed as the company secretary of the Company (the"Company Secretary") on 3 April 2017. Ms. Tsui is currently a manager, Corporate Services, at Vistra (Hong Kong) Limited, where she is responsible to provide a full range of company secretarial and compliance services to listed and private companies. Ms. Tsui earned her bachelor of business administration degree in corporate administration and a master of corporate governance degree from the Open University of Hong Kong in June 2010 and June 2013, respectively. Ms. Tsui is an associate member of The Chartered Governance Institute and an associate member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries). Ms. Tsui has over 13 years of company secretarial experience. Ms. Tsui does not act as an individual employee of the Company, but as an external service provider in respect of the appointment of Ms. Tsui as the Company Secretary.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance in emphasising a quality board of directors, sound internal control, transparency and accountability with a view to safeguard the interests of all the Shareholders. The Board has adopted the principles and the code provisions of Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules. In accordance with the requirements of the GEM Listing Rules, the Company has established an Audit Committee, a Nomination Committee and a Remuneration Committee with specific written terms of reference. The Company has complied with all the code provisions of the CG Code as set out in Appendix 15 to the GEM Listing Rules throughout the year ended 31 December 2022 except for the deviation from code provision C.2.1 as detailed below.

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Under the current structure of the Company, Ms. Bonnie Chan Woo is the Chairperson and the CEO. In view that Ms. Bonnie Chan Woo has been managing the Group's business and overall strategic planning since August 2002. The Board believes that the vesting of the roles of the Chairperson of the Board and CEO in Ms. Bonnie Chan Woo is beneficial to the business operations and management of the Group as it provides a strong and consistent leadership to the Group, and the current management has been effective in the development of the Group and implementation of business strategies under the leadership of Ms. Bonnie Chan Woo. In allowing the two roles to be vested in the same person, the Board believes both positions require in-depth knowledge and considerable experience in the Group's business, and Ms. Bonnie Chan Woo is the most suitable person to take up both positions for effective management of the Group.

Therefore, the Board considers that the deviation from code provision C.2.1 of the CG Code is appropriate in such circumstances. Notwithstanding the above, the Board believes that the balance of power and authority is adequately ensured by the operation of the Board which comprises experienced and high-caliber individuals, with three of them being independent non-executive directors.

COMPANY'S CULTURE

The Board believes that corporate culture underpins the long-term business, economic success and sustainable growth of the Group. A strong culture enables the Company to deliver long-term sustainable performance and fulfil its role as a responsible corporate citizen. The Company is committed to developing a positive and progressive culture that is built on its purpose and vision.

During the year, the Group continued to bridge diverse cultures and people in the global markets with a mission to enrich the lifestyle and wellbeing of young and affluent audience and consumers at a massive scale through content, live events and commerce. The Company aimed to achieve its purpose, values and culture through the following strategies.

A. Values

A.1 Trust

A.1.1 We earn trust from our clients, partners and each other by our consistent high performance and quality deliverables. We treat each other with respect, share candid, constructive and professional feedback at all times.

A.2 Accountability

A.2.1 We hold ourselves and each other accountable to deliver high volume, high quality service at high speed and best prices through our disciplined approach.

A.3 Expertise

A.3.1 As specialists and project managers, we bring value to clients as experts in our field.

A.4 Development

A.4.1 We take time to set goals, to formulate strategies, to plan ahead, to lead positive changes and to measure our performance and correct our course from time to time.

A.5 Teamwork

A.5.1 We act as one global team with the same goals; we collaborate; we learn from each other's feedback and results, and we share best practices.

B. Culture

We are a passionate group of creative makers with a strong bias toward action, and a highly collaborative spirit and work style. We are driven by creating business impact. We determine success measures up front and relentlessly drive toward them. We are comfortable with not knowing the details of everything and we are infinite learners. We are good listeners and move really fast. We take risks and embrace failures, and we take away key lessons to grow and develop into a stronger team each day.

C. Strategies

The Company's strategies are as below:

- Focusing on our strength and capabilities in delivering our services;
- Leveraging our capabilities through synergies by collaborating with different teams with the Group, talents, business partners and networks;
- Keep abreast of the latest market offering and trend of the industry;
- Setting targets and action plans, reviewing progress and reflecting periodically;
- Having regular meetings to share values, views, culture and strategies with the team and also providing the team the opportunities to exchange ideas of improvement; and
- Incorporating our culture into hiring process.

The Board sets and promotes corporate culture and expects and requires all employees to reinforce. All of our new employees are required to attend orientation and training programs so that they may better understand our corporate culture, structure and policies, learn relevant laws and regulations, and raise their quality awareness. In addition, from time to time, the Company will invite external experts to provide training to our management personnel to improve their relevant knowledge and management skills.

To capture the space in the dynamic business environment, the Group's corporate structure by assigning specialized roles to lower-level employees helps the business operation with efficient decision-making, cultural development, and goal alignment across the Group.

The Board considers that the corporate culture and the purpose, values and strategy of the Group are aligned.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions (the "Model Code") by the Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company has confirmed that, having made specific enquiry of all the Directors, all Directors have complied with the Model Code for the year ended 31 December 2022.

Pursuant to Rule 5.66 of the GEM Listing Rules, the Directors have also requested any employee of the Company or director or employee of a subsidiary of the Company who, because of his/her office or employment in the Company or a subsidiary, is likely to possess inside information in relation to the securities of the Company, not to deal in securities of the Company when he/she would be prohibited from dealing by the Model Code as if he/she was a Director.

BOARD OF DIRECTORS

Composition

As at the date of this annual report, the composition of the Board is as follows:

Executive Director
Ms. Bonnie Chan Woo *(Chairperson and CEO)*

Non-executive Director
Mr. Evan Chow

Independent non-executive Directors
Mr. Arnold Ip
Mr. Alan Hung
Mr. Donald Man

In compliance with Rules 5.05A, 5.05(1) and (2) of the GEM Listing Rules, the Company has appointed three independent non-executive Directors representing more than one-third of the Board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise. The Company has received from each independent non-executive Director an annual confirmation of his independence, and the Company considers such Directors to be independent in accordance with the various guidelines set out in Rule 5.09 of the GEM Listing Rules.

The biographical details of all Directors are set out in the section "Directors and Senior Management" of this annual report. To the best of knowledge of the Company, there are no financial, business, family or other material or relevant relationships among members of the Board. With the various experience of the Directors and the nature of the Group's business, the Board considers that the Directors have a balance of skills and experience for the business of the Group.

Responsibilities

Responsibilities of the Board include but are not limited to (i) convening meetings of the Shareholders, reporting on the Board's work at these meetings, implementing the Shareholders' resolutions passed at these meetings; (ii) determining business operation, financial, capital and investment plans; (iii) determining internal management structure, setting down fundamental management rules; (iv) appointing and discharging members of senior management, determining Directors' remuneration and formulating the proposals for profit distributions and for the increase or reduction of registered capital; and (v) taking responsibilities pursuant to the relevant laws, regulation and the Articles of Association of the Company (the "Articles"). Pursuant to the code provision C.5.1 of the CG Code as set out in Appendix 15 to the GEM Listing Rules, the Board should meet regularly and board meetings should be at least four times every year at approximately quarterly intervals. The Board is also responsible for the corporate governance functions under code provision A.2.1 of the CG Code. The Board has reviewed and discussed the corporate governance policy of the Group, and was satisfied with the performance of the corporate governance policy.

The Board supervises the management of the business and affairs of the Company following the Board's formulated business strategies to ensure they are managed in the best interests of the Shareholders and the Company as a whole while taking into account the interest of other stakeholders. Execution of operational matters and the powers thereof are delegated to the management by the Board with clear directions. The Board is regularly provided with management reports to give a balanced and understandable assessment of the performance, position, recent development and prospect of the Group in sufficient details.

Policy on obtaining independent views and input

The Board has adopted a policy on obtaining independent views and input (the "Board Independence Policy"). The Company is committed to high standards of corporate governance, and making good governance integral to the Company's culture.

The Board believes that independence is a matter of judgement and conscience but that, to be independent, independent non-executive Directors ("INEDs") should be free from any business or other relationship which might interfere with the exercise of their independent judgement, unless such business or relationship does not contravene the GEM Listing Rules or other applicable laws, rules and regulations. The Board reviews the independence of Directors on an annual basis. Directors who are considered to be independent will be identified as such in the Company's annual report and other communications with its shareholders.

INEDs are expected, especially when there is a conflict of interests between the management and the Company itself, to bring their experience, broad and independent views, independent oversight and constructive knowledge to the Board, through Board meetings, Board committee meetings, and other communications among the Directors. They are also expected to provide their independent views and knowledge on issues such as the Company's accountability and standard of conduct. This is of vital importance to the protection of the interests of the shareholders of the Company.

In accordance with this policy, the Board, Board committees or individual Directors may seek such independent professional advice, views and input as considered necessary to fulfil their responsibilities and in exercising independent judgement when making decisions in furtherance of their Directors' duties at the Company's expense (the "Mechanism"). The Mechanism is established to ensure independent views and input are available to the Board and should be disclosed in the Corporate Governance Report of the Company.

Independent professional advice shall include legal advice and advice of accountants and other professional financial advisers on matters of law, accounting, tax and other regulatory matters.

In the event that independent professional advice, views and input are considered necessary, the Board, Board committees or individual Directors shall communicate with the company secretary to start the Mechanism, providing background and details of the relevant incidents and/or transactions, and the issues involved which would require independent views and input. They may direct any questions, queries, concerns or specific advice to be sought to the company secretary who will then contact the Company's professional advisers (including legal advisers, accountants, independent auditor, internal control adviser) or other independent professional parties to obtain such independent professional advice within a reasonable period of time. Any advice obtained through the Mechanism shall be duly documented and made available to other members of the Board.

Despite having obtained any information or advice from the Chairlady/Chairman and/or any independent professional advisers through the Mechanism, the Directors are expected to exercise independent judgement in forming their decisions.

Also, the senior management of the Company are, from time to time, brought into formal and informal contact at Board meetings and other corporate events. The Board has full access to all information provided by senior management of the Company it deems appropriate for the purposes of fulfilling its role.

The Company has reviewed and considered the implementation of the Board Independence Policy to be effective during the year.

Appointment, Re-election and Removal of Directors

Each of the executive Director, non-executive Director and independent non-executive Directors of the Company has entered into a service contract or letter of appointment with the Company for a specific term. The non-executive Director and independent non-executive Directors have entered into a letter of appointment with the Company for a term of three years unless and until it is terminated by either the Company or such Director. The term of appointment of each Director is subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles and the GEM Listing Rules.

Pursuant to the Articles, one-third of all Directors (whether executive or non-executive) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation and re-election at each annual general meeting at least once every three years.

The Articles provide that any Director appointed by the Board to fill a casual vacancy in the Board shall hold office only until the first annual general meeting of the Company or as an addition to the existing Board, shall hold office only until the next following annual general meeting of the Company after his/her appointment and shall then be eligible for re-election.

The Company may, in accordance with the Articles, by ordinary resolution remove any Director before the expiration of his/her term of office notwithstanding anything to the contrary in the Articles or in any agreement between the Company and such Director.

Continuous Professional Development

According to the code provision C.1.4 of the CG Code, all Directors shall participate in continuous professional development ("CPD") to develop and refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant.

The Company received from the Directors the following records of the training attended during the year ended 31 December 2022.

Name of Directors	Type of trainings
Executive Director	
Ms. Bonnie Chan Woo *(Chairperson and CEO)*	A, B
Non-executive Director	
Mr. Evan Chow	A, B
Independent non-executive Directors	
Mr. Arnold Ip	A, B
Mr. Alan Hung	A, B
Mr. Donald Man	A, B

A: attending seminars/conference/forums

B: reading relevant materials in relation to the business of the Group, directors' duties, latest development of the GEM Listing Rules and other applicable regulatory requirements.

BOARD COMMITTEES

The Board has established three board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, which are sufficiently resourced to fulfil their roles and their terms of reference have been approved by the Board and are available on the Company's website (http://www.svvision.io) and the Stock Exchange's website (www.hkexnews.hk).

Audit Committee

The Audit Committee was established on 16 November 2017 with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and paragraph D.3 of the CG Code as set out in Appendix 15 to the GEM Listing Rules. The Audit Committee comprises of three independent non-executive Directors, namely Mr. Arnold Ip, Mr. Alan Hung and Mr. Donald Man, Mr. Arnold Ip is the chairman of the Audit Committee.

The primary duties of the Audit Committee include reviewing and supervising the Group's financial reporting system, monitoring the internal control procedures and risk management, reviewing the Group's financial information and the relationship with the external auditors of the Company, ensuring compliance with the relevant laws and regulations.

In addition, the Audit Committee is also responsible for the initial establishment and the maintenance of the framework of internal controls and ethical standards for the Group's management.

During the year, six Audit Committee meetings were held, among other things, to review and consider the followings:

— the quarterly, interim and annual financial statements, reports and results announcements for presentation to the Board for approval;

— the risk management and internal control system and the internal audit report from the outsourced internal auditor who is responsible for the internal audit function of the Group;

— the audit plan, scope of work, remuneration, re-appointment and selection of external auditor;

— the continuing connected transactions entered the Group; and

— the Company policies and practices on corporate governance and its compliance.

Remuneration Committee

The Remuneration Committee has been established on 16 November 2017 with written terms of reference in compliance with Rule 5.34 of the GEM Listing Rules and paragraph E.1 of the CG Code as set out in Appendix 15 to the GEM Listing Rules. The Remuneration Committee comprises of one executive Director, Ms. Bonnie Chan Woo, and three independent non-executive Directors, namely Mr. Arnold Ip, Mr. Alan Hung and Mr. Donald Man. Mr. Alan Hung is the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee are to review and make recommendations to the Board on the terms of remuneration packages, bonuses and other compensation payable to the Directors and other senior management, and to establish a formal and transparent procedure for developing policy in relation to remuneration.

During the year, one Remuneration Committee meeting was held, among other things, to review and consider the followings:

— the policy and structure for the remuneration of the Directors and senior management; and

— the remuneration of the Directors and senior management.

The remuneration of the senior management of the Group by band for the year ended 31 December 2022 is set out below:

Remuneration band	**Number of senior management**
HK$1 to HK$1,000,000	5
HK$1,000,001 to HK$1,500,000	—
HK$1,500,001 to HK$2,000,000	1
	6

Directors' remuneration policy

The remuneration policy for our Directors are based on their experience, level of responsibility and general market conditions, and is reviewed and adjusted on an annual basis. The Directors receive compensation in the form of salaries, allowances, bonuses and other benefits-in-kind, including the Company's contribution to the pension scheme. The Remuneration Committee determines the salaries of the Directors based on their qualifications, positions and seniority.

Nomination Committee

The Nomination Committee has been established on 16 November 2017 with written terms of reference in compliance with paragraph B.5 of the CG code as set out in Appendix 15 to the GEM Listing Rules. The Nomination Committee comprises of one executive Director, Ms. Bonnie Chan Woo, one non-executive Director, Mr. Evan Chow and three independent non-executive Directors, namely Mr. Arnold Ip, Mr. Alan Hung and Mr. Donald Man. Mr. Donald Man is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee are to review the structure, size and composition and diversity of the Board and make recommendations to the Board on the appointment of the Directors and management of Board successions.

During the year, one Nomination Committee meeting was held, among other things, to review and consider the followings:

— the Board structure, size, composition and Board diversity (including skills, knowledge and experience etc.);

— the effectiveness of the board diversity policy and the nomination policy;

— the independence of independent non-executive directors; and

— the retirement and re-nomination of directors for re-election at the forthcoming annual general meeting of the Company (the "AGM").

Corporate Governance Function

The Board is responsible for developing, reviewing and monitoring the policies and practices on corporate governance and legal and regulatory compliance of the Group, and the training and continuous professional development of directors and senior management. The Board reviews the disclosures in the corporate governance report to ensure compliance.

The Board's responsibility in this regard includes:

(a) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(b) to review and monitor the training and continuous professional development of Directors and senior management;

(c) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors;

(d) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board and report to the Board on matters; and

(e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

Attendance Records of Meetings

The attendance of each Director at Board meetings, Audit Committee meetings, Remuneration Committee meeting, Nomination Committee meeting and general meeting during the year is set out in the following table:

	Board Meeting	Audit Committee meeting	Remuneration Committee meeting	Nomination Committee meeting	General meeting
Number of meetings held during the year	6	6	2	1	3
Name of Directors	**Number of meetings attended/Number of meetings entitled to attend**				
Executive Director					
Ms. Bonnie Chan Woo	6/6	—	2/2	1/1	3/3
Non-executive Director					
Mr. Evan Chow	6/6	—	—	—	1/3
Independent non-executive Directors					
Mr. Arnold Ip	6/6	6/6	2/2	1/1	3/3
Mr. Alan Hung	6/6	6/6	2/2	1/1	3/3
Mr. Donald Man	6/6	6/6	2/2	1/1	3/3

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy ("Board Diversity Policy") which sets out the approach to achieve a sustainable and balanced development of the Company and also to enhance the quality of performance of the Company. In designing the Board's composition, Board diversity has been considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

Pursuant to the Board Diversity Policy, the Company has set the following measurable objectives:

— Recruitment and selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. In particular, when identifying potential candidates to the Board, the Nomination Committee and the Board will, among others, (i) consider the current level of representation of different genders on the Board and the senior management when making recommendations for nominees as well as succession planning to the Board and senior management; and (ii) consider the criteria that promotes diversity by making reference to the code of practices on employment published by the Equal Opportunities Commission from time to time.

— The Nomination Committee will discuss and where necessary, agree annually on the measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. The Company aims to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business growth.

— The ultimate decision will be based on merit against objective criteria and contribution that the selected candidates will bring to the Board, taking into account the corporate strategy and business operations of the Company.

— The Board is also committed to having a Board consisting of more than one gender. The Board should consist of at least one Director of a different gender who genuinely possesses the necessary skills, experience and calibre appropriate to the Company's business. The Board aims to ensure that there is at least one Director of a different gender on the Board and that this is maintained in accordance with the GEM Listing Rules.

— In order to achieve and/or maintain gender diversity, the Nomination Committee will propose a pipeline of potential successors to the Board to achieve gender diversity.

During the year, the Board comprises five Directors, one of which is a female. The Board targets to maintain at least the current level of female representation, with the ultimate goal of achieving gender parity. The following tables further illustrate the diversity profile of the Board members as at 31 December 2022:

	Age Group		
Name of Director	**31 to 40**	**41 to 50**	**51 to 60**
Ms. Bonnie Chan Woo		✓	
Mr. Evan Chow	✓		
Mr. Arnold Ip			✓
Mr. Alan Hung		✓	
Mr. Donald Man		✓	

	Education Background			
Name of Director	**Accountancy**	**Business**	**Law**	**Others**
Ms. Bonnie Chan Woo		✓		✓
Mr. Evan Chow		✓		✓
Mr. Arnold Ip	✓			✓
Mr. Alan Hung	✓	✓		✓
Mr. Donald Man		✓	✓	

	Professional Experience			
Name of Director	**Finance**	**Law**	**Marketing**	**Public Service**
Ms. Bonnie Chan Woo	✓		✓	✓
Mr. Evan Chow	✓			✓
Mr. Arnold Ip	✓			
Mr. Alan Hung	✓			
Mr. Donald Man		✓		

Each of the Board members possessed different knowledge and professional experience, including finance, law, marketing and public service. The Board is characterised by significant diversity in terms of gender, age, education background and professional experience. The Board will regularly review the Board Diversity Policy to ensure its effectiveness.

Workforce diversity

The gender ratio in the workforce (including senior management) for the year ended 31 December 2022 is 3:8. The total gender diversity of the Group is balanced and the Group will continue to maintain the gender diversity in workforce. For further details of gender ratio and initiatives taken to improve gender diversity together with the relevant data, please refer to the disclosure in the Environmental, Social and Governance Report.

NOMINATION POLICY

The Board has adopted a nomination policy ("Nomination Policy") which provides a framework and sets standards for the appointment of high quality directors who should have the capacity and ability to lead the Company towards achieving sustainable development. The Company aims to achieve a balance of experience and skills amongst its directors. Factors including qualification, experience, skills, abilities and attributes as well as the factors of diversity would be used as reference in assessing the suitability of a proposed candidate. The qualification and experience of the Directors are set out in the section headed "Directors and Senior Management".

Nomination Procedures

Nomination Committee identifies candidate(s) suitably qualified to become Board members, having regard to the Nomination Policy and the Board Diversity Policy of the Company, the Articles and the GEM Listing Rules; and recommendations are made to the full Board for appointment. Details of the appointment of Directors are set out in the section headed "Appointment, Re-election and Removal of Directors" in this report. The Board has the ultimate responsibility on all matters relating to its selection and appointment of Directors.

ACCOUNTABILITY AND AUDIT

Directors' Responsibilities for the Consolidated Financial Statements

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

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

The Directors are responsible for overseeing the Group's financial reporting process. In preparing the consolidated financial statements for the year ended 31 December 2022, the Board has selected suitable accounting policies and applied them consistently, made judgements and estimates that are prudent, fair and reasonable and prepared the consolidated financial statements of the Group on a going concern basis. The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Auditor's Remuneration

During the year ended 31 December 2022, the remuneration paid or payable to the Company's auditor, Messrs. Mazars CPA Limited ("Mazars"), in respect of their audit and non-audit services was as follows:

	HK$
Audit services	620,000
Non-audit services	—
Total	620,000

COMPANY SECRETARY

The Company has appointed, externally, Ms. Tsui as the company secretary of the Company. Her biographical details are set out in the section "Directors and Senior Management" of this annual report. During the year ended 31 December 2022, Ms. Tsui has confirmed that she has taken no less than 15 hours of relevant professional training in compliance with Rule 5.15 of the GEM Listing Rules. Ms. Tsui's primary contact with the Company is Ms. Chan, the vice president, finance and operations of the Company.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board acknowledged its overall responsibility to ensure that sound and effective risk management and internal controls are maintained, while the senior management is charged with the responsibility to design and implement an internal controls system to manage risks. A sound system of risk management and internal controls is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

Internal Controls

The Group has maintained internal control policies to provide sufficient guidelines for the management staff and employees of the Company to work efficiently under a standardised work procedure. The internal control policies cover various operating processes from risk assessment, financial reporting, cost management, pricing for projects, staff recruitment and training to IT system control. The internal control system is generally overseen by the executive Director and senior management. During the year, the Group has outsourced its internal audit function to an independent external consulting firm to review the effectiveness of the Group's internal control measures. Such internal control audits covered periods of 12 months preceding the start of the audit cycle, and focuses on two critical processes of the Group. This can ensure the internal control system can be reviewed at least once on an annual basis as well. The reports, findings, and their corresponding management's response are presented to the Audit Committee for its review and approval. The Audit Committee would make the necessary recommendations to the Board to ensure the internal control system functions properly and is in place.

Risk Management

In the course of conducting the business of the Group, the Company is exposed to various types of risks, including business risks, financial risks, operation and other risks. The Board is ultimately responsible for the risk management of the Group. At operational level, a risk management team is in place to carry out risk identification, risk evaluation and its management procedures. The risk management team consists of the senior management. The objectives of the risk management are to enhance the governance and corporate management processes as well as to safeguard the Group against unacceptable levels of risks and losses. The risk management process of the Group would involve, among others, (i) a quarterly risk identification and analysis exercise which involves assessment of the consequence and likelihood of risks and the development of risk management plans for mitigating such risks; and (ii) a quarterly review of the implementation of the risk management plans and fine tune when necessary. During the year, the Audit Committee reviewed the effectiveness of the internal control and risk management systems of the Company. The Board, through the review made by the Audit Committee, considered that the internal control and risk management processes of the Group were effective and adequate for the year ended 31 December 2022.

Procedures and Internal Controls for Handling and Dissemination of Insider Information

In handing and dissemination of inside information, the Group:

— will conduct immediate dissemination once inside information is available and/or respective decision is made, except the inside information falling into the Safe Harbours of SFC that allow non-disclosure;

— complies with applicable laws, rules and guidelines on disclosure of inside information issued by SFC;

— decides and implements monitoring procedures regarding dissemination of inside information; and

— communicates with relevant persons about corporate information disclosure practices with respective training.

SHAREHOLDERS' RIGHTS

Rights to convene Extraordinary General Meeting

As one of the measures to safeguard Shareholders' interests and rights, the Shareholders are encouraged to participate at the general meetings of the Company and to vote thereat. All resolutions put forward at Shareholders' meeting will be voted by poll pursuant to the GEM Listing Rules except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, and the poll voting results will be posted on the websites of the Stock Exchange and the Company after the relevant Shareholders' meeting.

Extraordinary general meeting may be convened by the Board on requisition of Shareholders holding not less than one-tenth of the paid up capital of the Company or by such Shareholders who made the requisition (the "Requisitionists") (as the case may be) pursuant to the Articles. Such requisition must state the object of business to be transacted at the meeting and must be signed by the Requisitionists and deposited at the registered office of the Company or the Company's principal place of business in Hong Kong. Shareholders should follow the requirements and procedures as set out in such Article for convening an extraordinary general meeting. Shareholders may put forward proposals at general meeting of the Company by sending the same to the Company at the principal place of business of the Company in Hong Kong.

Procedures for a Shareholder of the Company to propose a person for election as a Director

Subject to the Articles and the Companies Law of the Cayman Islands (as amended from time to time), the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.

Article 113 of the Articles provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his/her willingness to be elected shall have been lodged at the Head Office (as defined in the Articles) or at the Registration Office (as defined in the Articles). The period for lodgment of the notices required under this Article will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be validly served at the Company's principal place of business in Hong Kong at Unit B, 9th Floor, Safety Godown Industrial Building, 56 Ka Yip Street, Chai Wan, Hong Kong or at the Company's Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, including (i) a notice signed by the Shareholder for which such notice is given of his/her intention to propose a candidate for election; and (ii) a notice signed by the proposed candidate of the candidate's willingness to be elected together with (a) that candidate's information as required to be disclosed under Rule 17.50(2) of the GEM Listing Rules, and (b) the candidate's written consent to the publication of his/her personal data.

Right to Put Enquires to the Board

Shareholders have the right to put their enquiries about the Company to the Board. Shareholders could send their enquiries to Unit B, 9th Floor, Safety Godown Industrial Building, 56 Ka Yip Street, Chai Wan, Hong Kong.

SHAREHOLDERS' COMMUNICATION POLICY AND INVESTORS RELATIONS

The Board has adopted a shareholders' communication policy (the "Shareholders' Communication Policy") for the purpose of ensuring that Shareholders are provided with ready, equal and timely access to balanced and understandable information about the Group in order to enable Shareholders to exercise their rights in an informed manner, and to allow the Shareholders and the investment community to engage actively with the Company.

The Shareholders' Communication Policy is summarised as below:

— The Board shall maintain an on-going dialogue with the Shareholders and the investment community.

— Information shall be communicated to the Shareholders and the investment community mainly through (i) the publication of quarterly, interim and annual reports and/or dispatching circulars, notices, and other announcements; (ii) the annual general meeting or extraordinary general meeting providing a forum for Shareholders to raise comments and exchanging views with the Board; (iii) updated and key information of the Group available on the websites of GEM and the Company; (iv) the Company's website offering communication channel between the Company and its stakeholders; and (v) the Company's share registrars in Hong Kong serving the Shareholders in respect of all share registration matters.

— Effective and timely dissemination of information to the Shareholders and the investment community shall be ensured at all times. Shareholders and the investment community may at any time make a request for the Company's information to the extent such information is publicly available by post addressed to the Company's principal office address, via the contact form on the Company's website or through the Company's share registrar.

Having considered the multiple channels of communication and Shareholders engagement in the general meetings held during the year, The Board is satisfied that the Shareholders' Communication Policy has been properly implemented during the year and is effective.

Change in Constitutional Documents

A special resolution was passed in the annual general meeting of the Company held on 16 June 2022 to adopt an amended and restated memorandum and articles of association of the Company which came into effective from 16 June 2022. Save as the above mentioned, there were no significant changes in the constitutional documents of the Company for the year ended 31 December 2022.

The Directors are pleased to present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2022.

LISTING ON THE GEM OF THE STOCK EXCHANGE AND REORGANISATION

The Company was incorporated in the Cayman Islands on 20 January 2017 as an exempted company with limited liability. In preparation for the Listing of the Company's Shares on GEM of the Stock Exchange by way of Share Offer, the Group underwent the Corporate Reorganisation in 2017. Pursuant to the Corporate Reorganisation, the Company became the holding company of the subsidiaries now comprising the Group. Details of the Corporate Reorganisation are set out in the section headed "History, reorganisation and corporate structure" of the Prospectus. On 8 December 2017, the Shares were listed on GEM of the Stock Exchange.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities and other particulars of the Company's principal subsidiaries are set out in Note 1 to the consolidated financial statements.

GEOGRAPHICAL ANALYSIS OF OPERATIONS

An analysis of the Group's revenue from operations by geographical locations of customers for the year ended 31 December 2022 is set out in Note 6 to the consolidated financial statements.

BUSINESS REVIEW

A business review as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group, can be found in the Management Discussion and Analysis set out on pages 5 to 12 of this annual report. In addition, an indication of likely future developments in the Group's business and stakeholder relationship can be found in "Letter from Bonnie Chan Woo to SV Vision Investors" and "Environmental, Social and Governance Report" of this annual report on pages 4 and pages 46 to 63, respectively. Details of the Group's environmental policies and compliance with laws and regulations can be found in the Environmental, Social and Governance Report set out on pages 46 to 63 of this annual report. The discussion and the report form part of this report of the Directors.

KEY PERFORMANCE INDICATORS ("KPIs") WITH THE STRATEGY OF THE GROUP

An analysis of the Group's performance during the year using financial KPIs is provided in the section headed "Management Discussion and Analysis — Financial Review" on pages 6 to 9 of this annual report and in Note 6 to the consolidated financial statements.

PRINCIPAL RISK AND UNCERTAINTIES

Details of principal risks and uncertainties are set out in the section headed "Management Discussion and Analysis" of this annual report on page 10.

DIVIDEND POLICY

The Company has adopted a dividend policy, pursuant to which the Company may declare and distribute dividends to the Shareholders, provided that the Group records a profit after tax and such declaration and distribution of dividends does not affect the normal operations of the Group. The declaration of any dividend is subject to the absolute discretion of the Board, and any declaration of final dividend will be subject to the approval of the Shareholders. In proposing any dividend payout, the Board shall also take into account, among other things, the Group's operations, earnings, cash flows, financial condition, capital requirements, statutory reserve requirements, capital expenditure and future development requirements and any other factors the Board may consider relevant. Any payment of the dividend by the Company is also subject to any restrictions under the Companies Law of the Cayman Islands, the Articles and the Shareholders.

FINANCIAL PERFORMANCE AND APPROPRIATIONS

The Group's financial performance for the year ended 31 December 2022 is set out in the consolidated statement of profit or loss and other comprehensive income on page 69 of this annual report.

The Board does not recommend the payment of any dividend for the year.

CLOSURE OF THE REGISTER OF MEMBERS

The AGM will be held on Thursday, 15 June 2023. The register of members of the Company will be closed from Monday, 12 June 2023 to Thursday, 15 June 2023, both dates inclusive, during which period no transfer of Shares could be registered for determination of entitlement of the Shareholders to attend and vote at the AGM. In order to qualify for attending and voting in the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with our Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 9 June 2023.

DEED OF NON-COMPETITION

The Deed of Non-Competition dated 16 November 2017 (as defined in the Prospectus) became effective from the date of Listing. The Controlling Shareholders (as defined in the Prospectus) have confirmed that, save as disclosed in this annual report, at any time during the year ended 31 December 2022, they have not whether as principal or agent and whether undertaken directly or indirectly (including through any close associate, subsidiary, partnership, joint venture or other contractual arrangement of theirs) and whether for profit or otherwise, carry on, participate or be interested, engage or otherwise be involved in or acquire or hold shares or interests in any business which is in competition, directly or indirectly, or is likely to be in competition, directly or indirectly, with the business of marketing production services referred to in the Prospectus that is carried on by the Group in Hong Kong, the PRC and such other territories that the Group may conduct or carry on business from time to time. The Controlling Shareholders have also confirmed that they have fully complied with the undertakings contemplated under the Deed of Non-Competition during the year ended 31 December 2022.

The Company has received confirmations from the Controlling Shareholders confirming their compliance with the Deed of Non-Competition for the year ended 31 December 2022. The independent non-executive Directors have reviewed the Controlling Shareholders compliance with the Deed of Non-Competition for the year ended 31 December 2022.

FIVE YEAR FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements of the Company, is set out on page 142 of this annual report. This summary does not form part of the audited consolidated financial statements of the Group.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in Note 14 to the consolidated financial statements.

SHARE CAPITAL

As at 31 December 2022, the Company's issued share capital was HK$4,800,000 and the number of its issued ordinary shares was 480,000,000 of HK$0.01 each.

There was no movements in the Company's share capital during the year ended 31 December 2022.

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31 December 2022, the Company's reserves available for distribution to the Shareholders amounted to approximately HK$52,377,000 (2021: HK$58,087,000).

PRE-EMPTIVE RIGHTS

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

TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

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

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

During the year and up to the date of this report, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities.

MAJOR CUSTOMERS AND SUPPLIERS

The Group's largest customer contributed approximately 21.2% (2021: 27.4%) of the total revenue for the year while the Group's five largest customers accounted for approximately 69.3% (2021: 67.0%) of the total revenue for the year. The Group's largest supplier contributed approximately 9.8% (2021: 20.0%) of the aggregation of cost of services (including outsourced project costs and materials and consumables) for the year while the Group's five largest suppliers accounted for approximately 34.3% (2021: 54.2%) of the aggregation of cost of services (including outsourced project costs and materials and consumables) for the year. To the best of the knowledge of the Directors, none of the Directors, their respective close associates (as defined in the GEM Listing Rules) or any Shareholders (which to the best knowledge of the Directors, own more than 5% of the Company's issued shares) had any beneficial interest in any of the Group's five largest customers or suppliers referred to above.

SHARE OPTION SCHEME

SV Vision (BVI) adopted a Pre-IPO Share Option Scheme (the "Pre-IPO Share Option Scheme") on 4 March 2014, for the purpose of providing incentive or rewards to the eligible participants of SV Vision (BVI) and its subsidiaries (collectively, the "SV Vision (BVI) Group") who contribute to the success of the Group's operations.

According to the terms and conditions of the share options granted, the share options should vest when SV Vision (BVI) Group is able to achieve certain performance target for the years ended 31 December 2014 and 2015 and service condition. During the year and prior years, no share option under the Pre-IPO Share Option Scheme was vested. On 16 March 2017, the grantees signed cancellation letters, agreed to cancel all share options held by them. Pursuant to the written resolution of directors and then shareholders of SV Vision (BVI) on 16 March 2017, the directors and then shareholders of SV Vision (BVI) agreed to terminate the Pre-IPO Share Option Scheme.

The Share Option Scheme was adopted and approved by the then Shareholders on 16 November 2017. The Share Option Scheme will be valid and effective for a period of 10 years, commencing from 16 November 2017. The remaining life of the Share Option Scheme is approximately four years and eight months. No share option has been granted pursuant to the Share Option Scheme since its adoption.

The following is a summary of the principal terms of the Share Option Scheme. The terms of the Share Option Scheme are in compliance with the provisions of Chapter 23 of the GEM Listing Rules.

The Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions the eligible participants have had or may have made to the Group.

Eligible participants of the Share Option Scheme include:

(i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;

(ii) any Directors (including non-executive Directors and independent non-executive Directors) of the Company or any of its subsidiaries; and

(iii) any advisers, consultants, agents, customers and such other persons who in the sole opinion of the Board will contribute or have contributed to the Company or any of its subsidiaries.

As at the date of this report, the total number of Shares available for issue under the Share Option Scheme is 48,000,000 Shares, representing 10% of the issued share capital of the Company. The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to each eligible participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to the issue of a circular and the approval of the Shareholders in general meeting.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date.

Upon acceptance of an option to subscribe for Shares granted pursuant to the Share Option Scheme (the "Option"), the eligible participant shall pay HK$1.00 to the Company as consideration for the grant. The subscription price of a Share in respect of the Option granted shall be such price as the Board in its absolute discretion shall determine, save that such price must be at least the higher of:

(i) the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant of the Options, which must be a day on which the Stock Exchange is open for the business of dealing in securities;

(ii) the average of the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of grant of the Options; and

(iii) the nominal value of a Share.

DIRECTORS

The Directors during the year ended 31 December 2022 and up to the date of this report were:

Executive Director

Ms. Bonnie Chan Woo *(Chairperson and CEO)*

Non-executive Director

Mr. Evan Chow

Independent non-executive Directors

Mr. Arnold Ip
Mr. Alan Hung
Mr. Donald Man

Pursuant to the Articles, one-third of the Directors (whether executive or non-executive) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

The biographies of the Directors and senior management are set out in the section "Directors and Senior Management" of this annual report.

CHANGE IN THE DIRECTOR'S INFORMATION PURSUANT TO RULE 17.50A(1) OF THE GEM LISTING RULES

The change in the Director's information as required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules is set out below:

— Appointment of Mr. Evan Chow as member of the Nomination Committee effective from 22 March 2023.

— The Director's fees of HK$11,500 per month will be applied to Mr. Evan Chow effective from 1 April 2023.

— The Director's fees of Mr. Alan Hung will be revised to HK$11,500 per month effective from 1 April 2023.

— The Director's fees of Mr. Arnold Ip will be revised to HK$11,500 per month effective from 1 April 2023.

— The Director's fees of Mr. Donald Man will be revised to HK$11,500 per month effective from 1 April 2023.

DIRECTORS' SERVICE CONTRACTS

The executive Director has entered into a service agreement with the Company for a term of three years unless terminated by not less than three months prior written notice or otherwise in accordance with the service agreement. The non-executive Director and independent non-executive Directors have each signed a letter of appointment with the Company for a term of three years subject to early removal from office, retirement and re-election provisions in accordance with the Articles. None of the Directors (including those proposed for re-election at the forthcoming AGM) has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

MANAGEMENT CONTRACTS

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

INDEPENDENT NON-EXECUTIVE DIRECTORS' CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of their independence. The Nomination Committee has assessed the independence of the independent non-executive Directors and affirmed that all independent non-executive Directors remained independent.

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

As at 31 December 2022, the interests and short positions of the Directors and chief executive of the Company in the Shares and underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, notified to the Company and the Stock Exchange, were as follows:

(i) Interests in the Shares of the Company

Name of Director	Nature of interest	Number of Shares held(1)	Shareholding percentage
Ms. Bonnie Chan Woo	Interest in a controlled corporation	277,200,000 (L)(2)	57.75%
	Interests held jointly with another person	34,850,000 (L)(3)	7.26%

Notes:

1. The letter "L" denotes the person's long position in the Shares.
2. Explorer Vantage was incorporated in the British Virgin Islands ("BVI") and is beneficially and wholly-owned by Ms. Bonnie Chan Woo. By virtue of the SFO, Ms. Bonnie Chan Woo is deemed to be interested in the Shares held by Explorer Vantage.
3. Mirousky Limited ("Mirousky") holds 34,850,000 Shares. Mirousky is wholly-owned by Gain Smart Asia Limited ("Gain Smart") and Gain Smart is beneficially owned as to 50% by Ms. Bonnie Chan Woo and 50% by her spouse, Mr. Darrin Woo. By virtue of the SFO, Ms. Bonnie Chan Woo is deemed to be interested in the Shares held by Mirousky.

(ii) Interests in associated corporation(s) of the Company

Name of Director	Name of associated corporation	Capacity	Number of share(s) held(1)	Shareholding percentage
Ms. Bonnie Chan Woo	Explorer Vantage(2)	Beneficial owner	1 (L)	100%
	Papercom Limited ("Papercom")(3)	Interest in a controlled corporation	10,000 (L)	100%

Notes:

1. The Letter "L" denotes the person's long position in the shares.
2. Explorer Vantage is beneficially and wholly-owned by Ms. Bonnie Chan Woo.
3. Papercom is beneficially and wholly-owned by Explorer Vantage. Under the SFO, Ms. Bonnie Chan Woo is deemed to be interested in all the shares held by Explorer Vantage.

Save as disclosed above, as at 31 December 2022, none of the Directors or chief executive of the Company has any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he will be taken or deemed to have under the SFO), or was required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which was required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2022, to the knowledge of the Directors, Shareholders (other than the Directors or chief executive of the Company) who had interests or short positions in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

(a) Interests in the Shares of the Company

Name	Type of interest	Number of Shares held(1)	Percentage of shareholding in the Company
Explorer Vantage	Beneficial owner	277,200,000 (L)(2)	57.75%
Mr. Darrin Woo	Interest of spouse	277,200,000 (L)(3)	57.75%
	Interests held jointly with another person	34,850,000 (L)(4)	7.26%
Mirousky	Beneficial owner	34,850,000 (L)(5)	7.26%
Gain Smart	Interest in a controlled corporation	34,850,000 (L)(5)	7.26%
Ms. Chow Jacqueline Wai Ying	Beneficial owner	35,950,000 (L)	7.49%

Notes:

1. The letter "L" denotes the person's long position in the Shares. The letter "S" denotes the person's short position in the Shares.
2. Explorer Vantage was incorporated in the BVI and is beneficially and wholly-owned by Ms. Bonnie Chan Woo.
3. Mr. Darrin Woo is the spouse of Ms. Bonnie Chan Woo. By virtue of the SFO, Mr. Darrin Woo is deemed to be interested in the Shares which are interested by Ms. Bonnie Chan Woo.
4. Mirousky is wholly-owned by Gain Smart and Gain Smart is beneficially owned as to 50% by Mr. Darrin Woo and 50% by his spouse, Ms. Bonnie Chan Woo. By virtue of the SFO, Mr. Darrin Woo is deemed to be interested in the Shares held by Mirousky.
5. Mirousky is wholly-owned by Gain Smart. Such 34,850,000 Shares belong to the same batch of Shares.

Save as disclosed above, as at 31 December 2022, to the knowledge of the Directors, the Company has not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Saved as disclosed above, at no time during the year ended 31 December 2022 and up to the date of this report, have the Directors and the chief executive of the Company and their respective close associates (as defined under the GEM Listing Rules) had any interest in, or had been granted, or exercised any rights to subscribe for shares or underlying shares of the Company and/or its associated corporations (within the meaning of the SFO).

Save as disclosed above and in the section "Share Option Scheme" of this annual report, at no time during the year ended 31 December 2022 and up to the date of this report was the Company, any of its subsidiaries, its associated companies or its holding companies a party to any arrangements to enable the Directors or the chief executive of the Company to hold any interests or short positions in the shares or underlying shares in, or debentures of, the Company and/or its associated corporations (within the meaning of the SFO).

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme, no equity-linked agreements were entered into during the year or subsisted at the end of the year.

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the year and up to the date of this report, none of the Directors, nor the substantial Shareholders nor their respective close associates (as defined under the GEM Listing Rules) had any interests (other than their interest in the Company or (prior to completion of the Corporate Reorganisation) its subsidiaries) in any business which competed or may compete, either directly or indirectly, with the business of the Group or any other conflicts of interests with the Group.

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in Note 32 to the consolidated financial statements, there were no other transaction, arrangement or contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of or at any time during the year.

LOAN AGREEMENTS WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDER

On 20 August 2018, Icicle Production, an indirect wholly-owned subsidiary of the Company, as the borrower, entered into a bank facility letter (the "Facility Letter") with DBS Bank (Hong Kong) Limited as the lender (the "Lender"), pursuant to which the Lender agreed to make available a bank overdraft facility, with a maximum facility (the "Facility Limit") of HK$10,000,000, which has been made available and will continue to be made available by Lender to Icicle Production on the terms and conditions therein contained. Pursuant to the Facility Letter, a specific performance covenant is imposed on Ms. Bonnie Chan Woo, the controlling Shareholder of the Company, to hold not less than 51% beneficial interest of the Company and Icicle Production.

In 2020, the Facility Limit has been adjusted to HK$9,500,000 after the regular review by the Lender. Other than that, all terms and conditions under the Facility Letter remain unchanged.

In July 2022, the Facility Letter has been cancelled.

CONTRACTS OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDERS

During the year ended 31 December 2022, save as mentioned in the sections "Related Party Transactions", "Connected Transactions" and "Continuing Connected Transactions", there had been no contract of significance between the Company or any of its subsidiaries and a Controlling Shareholder (as defined in the GEM Listing Rules) or any of its subsidiaries, nor any contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries.

RELATED PARTY TRANSACTIONS

Details of the related party transactions of the Group for the year ended 31 December 2022 are set out in Note 32 to the consolidated financial statements. Save as mentioned in the section "Connected Transactions" and "Continuing Connected Transactions" below, other related party transactions did not constitute connected transactions and continuing connected transactions under Chapter 20 of the GEM Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

CONNECTED TRANSACTIONS

During the year ended 31 December 2022, the Group had entered certain transactions with the connected persons which constituted connected transactions exempt from the reporting, announcement and independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2022, certain transactions entered into by the Group with the connected persons (as defined below) constituted continuing connected transactions (the "CCTs") exempt from the reporting, announcement, annual review and independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules are as follows:

Continuing connected transactions	Connected Persons	Annual cap	Actual amount for the year ended 31 December 2022	Note
Rent of quarter	4L 108 Leonard LLC	HK$1,127,366	HK$1,127,366	(i)
Rent of retail space	Gateway Engineering Limited ("Gateway")	HK$58,000	HK$58,000	(ii)

Notes:

(i) 4L 108 Leonard LLC is a company equally owned by Ms. Bonnie Chan Woo and Mr. Darrin Woo, spouse of Ms. Bonnie Chan Woo. Accordingly, 4L 108 Leonard LLC, being an associate of Ms. Bonnie Chan Woo, is a connected person of the Company under Rule 20.07(4) of the GEM Listing Rules.

4L 108 Leonard LLC is principally engaged in property investment. The Group has started its ecommerce business in New York since 2019. To be more cost effective for the team from Hong Kong working in New York periodically from incurring high hotel fee, the Group has entered into a lease agreement with 4L 108 Leonard LLC with an initial term of one year from 1 December 2019 with the option to continue to occupy the premises under the same terms and conditions under a month-to-month arrangement with either party having the option the cancel the lease with at least thirty days notice. The quarter continues to support the team as accommodation for business trips in the New York for the content media business after the close of ecommerce business in New York.

(ii) Gateway is a company in which Mr. Darrin Woo is a director and one of the beneficial owners of this company. Accordingly, Gateway, being an associate of Ms. Bonnie Chan Woo, is a connected person of the Company under Rule 20.07(4) of the GEM Listing Rules.

Gateway is principally engaged in property investment. The Group has expanded its ecommerce business to Hong Kong by operating a retail space in Sham Shui Po since December 2020 to promote a community of WomanBoss. The Group has entered into a lease agreement with Gateway with a term of three years from 1 September 2020 ending 31 August 2023. During the year ended 31 December 2022, the lease agreement was terminated.

Review of Continuing Connected Transactions by Independent Non-Executive Directors

In compliance with Rule 20.53 of the GEM Listing Rules, the independent non-executive Directors have reviewed the CCTs and confirmed that the CCTs have been entered into:

(1) in the ordinary and usual course of business of the Group;

(2) on normal commercial terms and on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and

(3) according to the agreements governing them on the terms that are fair and reasonable and in the interests of the Shareholders as a whole.

CORPORATE GOVERNANCE

The Company has complied with all applicable principles and the code provisions of the CG Code contained in Appendix 15 to the GEM Listing Rules during the year (except for the deviation from CG code provision C.2.1).

Details of the Company's corporate governance practices are set out in the section "Corporate Governance Report" of this annual report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

The Group is committed to support environmental protection to ensure business development and sustainability. The Group has implemented green office practices to reduce the consumption of energy and natural resources. These practices include the use of recycled paper, reduce energy consumption by switching off idle lightings, computers and electrical appliances and the use of environmentally friendly products whenever possible.

The Environmental, Social and Governance Report are set out in the section headed as the same in this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS AND RELATIONSHIPS WITH KEY SHAREHOLDERS

The Company has complied with all applicable laws and regulations in all material respects and maintained good relationship with its customers, suppliers, employees and investors. During the year ended 31 December 2022, there were no material and significant dispute between the Group and its employees, customers and/or suppliers.

PERMITTED INDEMNITY PROVISIONS

The Articles provide that every Director shall be indemnified out of the assets of the Company against any liability, action, proceeding, claim, demand, costs, damages or expenses, including legal expenses, whatsoever which they or any of them may incur as a result of any act or failure to act in carrying out their functions other than such liability (if any) that they may incur by reason of their own actual fraud or willful defaults.

The Company has arranged for appropriate insurance coverage in respect of potential legal actions against its Directors and senior management.

EMOLUMENT POLICY

The remuneration policy of the Group is to reward its employees and executives based on, among other things, the Group's operating results, individual performance and comparable market statistics. Remuneration package typically comprises of salaries, contribution to pension schemes and discretionary bonuses.

The Remuneration Committee will review annually the remuneration of all the Directors to ensure that it is attractive enough to attract and retain a competent team of executive members. The Director's fee for each of the Directors is subject to the Board's review from time to time in its discretion after taking into account the recommendation of the Remuneration Committee. The remuneration package of each of the Directors is determined by reference to market terms, seniority, experiences, duties and responsibilities of that Director within the Group.

RETIREMENT BENEFITS PLAN

Details of retirement benefits plan of the Group for the year ended 31 December 2022 are set out in Note 4.13(ii) to the consolidated financial statements.

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the Directors' remuneration and the five highest paid individuals for the year ended 31 December 2022 are set out in Note 10 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float of at least 25% of the issued Shares as at the latest practicable date prior to the issue of this annual report as required under the GEM Listing Rules.

EVENT AFTER THE REPORTING PERIOD

Saved as disclosed elsewhere in the consolidated financial statements, the Group has no significant events after the reporting period.

AUDITOR

Moore Stephens CPA Limited resigned as the auditor of the Company with effect from 4 November 2022 and Mazars has been appointed as the auditor of the Company by the shareholders of the Company at the extraordinary general meeting held on 9 December 2022. Save as disclosed above, there were no other changes in auditor of the Company during the past three years.

Mazars will hold office until the conclusion of the forthcoming AGM and retire, and a resolution for their reappointment as auditor of the Company will be proposed at the forthcoming AGM.

By order of the Board
Woo Chan Tak Chi Bonnie
Chairperson and Chief Executive Officer

Hong Kong, 22 March 2023

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ABOUT THIS REPORT

This report is prepared based on the Environmental, Social and Governance ("ESG") Reporting Guide (the "ESG Reporting Guide") as set out in Appendix 20 of the GEM Listing Rules issued by the Stock Exchange. This ESG report complies with the "comply or explain" provisions set out in the ESG Reporting Guide for the financial year ended 31 December 2022 by making general disclosures on environmental and social information and environmental key performance indicators ("KPIs") which are considered to be relevant and material to the Group's businesses and operations.

A complete index in compliance with the ESG Reporting Guide is also available at the end of this report for reference. Except for "comply or explain" provisions that the Group believes are inapplicable to its operations, for which explanations have been given in the said index, the Group has complied with all the "comply or explain" provisions set out in the ESG Reporting Guide during the year.

ESG GOVERNANCE

The Group's success relies on the support of major stakeholders and is committed to promoting sustainable development of the business to create long term value for the major stakeholders including shareholders, clients, employees, vendors, regulators and the general public as well as the environment. The Group concerns about the environmental, social and governance impacts when conducting business operation. While making effort to pursue sustainable growth of the business, the Group strives to balance the interests of all stakeholders.

To be environmentally and socially responsible, the Group has established policies and procedures ("ESG Policies") for administering efficient use of resources and manpower, energy saving and waste reduction. We strive to provide a safe and healthy workplace for our employees and conserve the environment for the benefit of the community. We encourage environmental protection and promote awareness towards environmental protection to the employees.

The Board has the overall responsibility for monitoring and reviewing corporate governance practices across the Group and directs the overall strategy and development of the Group's operations and business. The senior management of the Group oversees the day-to-day compliance of ESG Policies, identifies and addresses ESG-related risks and communicates with the Board to ensure appropriate and effective ESG risk management and control systems are in place.

REPORTING PRINCIPLES

In line with the ESG Reporting Guide, the ESG report has applied the following principles:

Materiality: In order to identify and assess major issues that have an impact on stakeholders, we conducted materiality assessment surveys through multiple ways of extensive communication with on stakeholders to determine factors that have a significant impact on the sustainable development of the Group. Results of the engagement of which are presented in the section "Materiality Assessment".

Quantitative: The Group has disclosed its environmental and social KPIs calculation and numeric presentation, where appropriate.

Consistency: The Group adopted consistent methodologies to allow meaningful comparisons of related data over time.

REPORTING BOUNDARY

The ESG report covers the marketing production services in Hong Kong and provides ESG information related to the production site directly controlled by the Group, and its Hong Kong office, which is considered as material by the Group. The reporting period of this report covers the financial year of 2022 (from 1 January 2022 to 31 December 2022), which is the same as the reporting period of the Group's annual report. ESG data from our vendors or service providers is not included as such data is difficult to verify with available resources. The Group's e-commerce, retail and café business and the content media business were not material. Hence, they are excluded from the scope. For the section of employment and labour standards, it also covers the e-commerce, retail and café business and content media business, unless otherwise stated.

MATERIALITY ASSESSMENT

Stakeholders Engagement

The Group maintains ongoing communication with stakeholders which helps to understand the expectations of the stakeholders, and facilitates the Group to actively respond to them in a timely manner.

Major Stakeholders	Expectations	Communication Channels
Government and Regulators	— Laws and regulations compliance	— Supervision on comply with local laws and regulations
Shareholders	— Good corporate governance — Sustainable growth and profitability	— Reports, announcements and other publications — Annual general meetings — Company website
Clients	— High-quality products and services — Cost-effectiveness — Information confidentiality	— Email — Company website — Customer communication meetings
Employees	— Employee benefits improvement — Career development — Occupational health and safety	— Employee activities — Performance appraisals — Training
Environment	— Natural resources saving — Waste and pollution reduction	— ESG reporting
Society	— Anti-corruption — Community involvement	— Charity events
Material and service suppliers	— Continuous engagement — Timely settlement of payment	— Supplier assessment — meetings and correspondences

Having considered the Group's operations and evaluated the stakeholders' expectations, we have identified the following areas of concern for reporting.

For the marketing production operation headquartered in Hong Kong with a focus on printing, packaging and sourcing business, we have identified the following areas of concern from the stakeholders' perspectives:

Environment

- Use of sustainable raw materials
- Environmental impact of the production process
- Energy use efficiency
- Climate change

Social Responsibility

- Protection of minors and provision of fair employment opportunities
- Employee compensation and benefits
- Health and safety in the working environment
- Training and career advancement opportunities
- Pleasant working environment

Governance

- Ethical conduct with business partners
- Protection of clients' confidential data
- Prevention and reporting of misconduct

ENVIRONMENT

The Group strives to uphold the spirit of creating and maintaining a clean and safe environment. It is our environmental policy to have full compliance with all applicable environmental legislation, and to continuously improve our processes and increase client satisfaction. This is achieved through controlling and mitigating our environmental impact, utilising the resources efficiently within our operations, and requesting the same from our supply chain partners.

Emissions and Energy Consumption

Given the Group's business portfolio, there are air pollutants inevitably produced in the printing processes as printing inks can generate volatile organic compounds ("VOCs"). We are mindful in sourcing more environmental friendly printing inks (e.g. soy oil-based processing inks) aiming to reduce VOC emissions. We have installed air-conditioners and filtering devices at the production site.

The direct energy consumption arising from the use of petrol, diesel and gas is minimal since the Group does not maintain vehicles and has engaged logistic service providers for the delivery of products. Employees such as salespersons who need to travel frequently are encouraged to take public transport.

We consider electricity consumption as a major source of our indirect greenhouse gas ("GHG") emission. In 2022, our total electricity consumption in our Hong Kong office and warehouse is 96,475 KWh (2021: 100,981 KWh).

We pursue to utilise energy efficiently and as the major means to reduce our GHG emission. In order to continuously improve our energy performance and lower our carbon footprint, monitoring our energy usage is crucial. The Group targets to reduce emission of energy consumption by 3% in the next year, we have gradually implemented various energy-saving, emission and waste reduction measures as follows:

- Keep indoor air-conditioning temperature at 25˚C;
- Encourage staff to shut down computers after work and switch off lights if the employees are expected to be away from the room for more than one hour;
- Encourage staff to switch office equipment, such as printers and computers, to energy saving mode (the equipment will enter the sleep mode under the standby condition);
- Replace the lighting system in the office by LED gradually.

Apart from the energy saving in operation process, we always look for possible energy-saving opportunities, especially on choosing environmental friendly equipment and facilities of the Group. In the procurement of office equipment, we always opt for the model with higher energy efficiency.

Water Management

We endeavour to implement an effective water management through efficient water use. Our target is to reduce the water consumption by 2% in the next year, by measuring our water use and promoting water-saving behaviours to all staff. For example, staff are encouraged to fully empty any containers before washing, to turn off water taps promptly, to check faucets and pipes for leaks, and to adopt water saving appliances. During the year, the Group did not face any problem in sourcing water.

Paper Usage

Paper is the major raw material in our business. The Group is the holder of the Chain of Custody Certificate accredited by the Forest Stewardship Council ("FSC") since 2007, a certificate which certifies the management system of the Group is able to ensure the original source of materials of the papers comes from responsibly managed forests. Although not all of the clients of the Group understand the benefits of using FSC paper, the Group strongly supports the use of FSC paper and actively promotes the product to its clients. All the scrap paper generated from production sites are collected for paper recycling which amounting to around 29.42 tonnes (2021: 57.29 tonnes).

The Group targets to promote green office and reduce the amount of paper usage by 5% in the next year, we encourage staff to be mindful when printing documents and make use of double sided printing where possible. Non-essential items should be used in e-format instead of printing out and any documents that are no longer in use should be shredded and recycled.

Waste Management

Apart from scrap paper, toner cartridges is the key waste produced by the Group from the physical marketing production business segment. We classified the toner cartridges as key hazardous waste of our business production. We have arranged all 342 (2021: 346) used toner cartridges being collected by the printer service provider for recycling to minimise the impact to environment and manage to reduce our hazardous waste to 0 tonne.

The non-hazardous waste produced by the Group mainly consists of scrap paper generated from production process and packaging materials such as carton boxes and wrapping paper, all of which are recovered by professional recycling firms.

The packaging of products mainly consists of carton boxes. The Group encourages its clients to return the carton boxes for reuse.

The Environment and Natural Resources

The Group considers environmental protection and preserving natural resources as an indispensable component of our sustainable and responsible business, we have established policies with respect to reduce the impacts of operational activities on the environment, optimise the use of natural resources and implement environmental protection measures.

In the future, we will continue our commitment to environmental protection and strive to build a greener and healthier environment to fulfil our responsibilities as a member of the community we all live in.

Environmental Performance Indicators

Aspect A1: Emissions

Performance indicator		**2022 Data**	**2021 Data**	**HKEx ESG Reporting Guide KPI**
Emission	Total Greenhouse gases ("GHG") emission (Scope 1, 2, 3) (tonnes)	69.69	73.36	KPI A1.1, A1.2
	Total GHG emission per million HKD of goods sold (tonnes)	1.17	1.43	KPI A1.1, A1.2
	Total GHG emission per number of employee (tonnes)	1.75	1.77	KPI A1.1, A1.2
	Indirect Emission (Scope 2, 3)			
	— Electricity (tCO_2)	68.50	71.70	KPI A1.1, A1.2
	— Paper waste in production disposed at landfills (tCO_2)	—	—	KPI A1.1, A1.2
	— Paper waste in general office disposed at landfills (tCO_2)	1.20	1.66	KPI A1.1, A1.2
Non-hazardous waste	Total non-hazardous waste disposed to landfill (tonnes)	0.97	1.07	KPI A1.4
	Total non-hazardous waste produced per million HKD of goods sold (tonnes)	0.02	0.02	KPI A1.4
	Total non-hazardous waste produced per number of employee (tonnes)	0.02	0.03	KPI A1.4
	— General office waste disposed to landfill (tonnes)	0.97	1.07	KPI A1.4

Aspect A2: Use of resources

Performance indicator		2022 Data	2021 Data	HKEx ESG Reporting Guide KPI
Energy	Total energy consumption (Kwh)	96,475.00	100,981.00	KPI A2.1
	Total energy consumed per million HKD of goods sold (Kwh)	1,617.46	1,965.20	KPI A2.1
	Total energy consumed per number of employee (Kwh)	2,421.97	2,443.09	KPI A2.1
	Indirect energy consumption (Kwh)			
	— Electricity (Kwh)	96,475.00	100,981.00	KPI A2.1
Water	Total water consumption (M^3)	48.00	54.00	KPI A2.2
	Total water consumption per number of employee (M^3)	1.21	1.31	KPI A2.2
Packaging material	Total packaging materials — carton box and wrapping paper (tonnes)	18.39	35.80	KPI A2.5
	Total packaging materials consumed per million HKD of goods sold (tonnes)	0.31	0.70	KPI A2.5

Notes:

1. Energy and water usage includes the general office usage and resources used in production sites and warehouse.

2. GHG calculation and waste calculation calculated based on the general office usage and disposed wastage generate from production.

CLIMATE CHANGE

The Group has identified and assessed the risks of climate change and developed measures to safeguard the safety of its employees, including strictly complying with relevant extreme weather guidelines issued by the government.

Climate change, like heavy rain, typhoons and extreme weather, may affect the Group's operation. To minimize life, property and financial losses, precautionary measures on flexible working arrangement have been taken by the Group under different extreme weather scenarios such as black rainstorm warning, flooding and typhoon signal No.8. While sustained high temperature may result in an increase in electricity consumption, the Group has adopted energy conservation measures in managing such risk, which are detailed in the subsection of "Emissions and Energy Consumption". The Group will continue to monitor the risks and opportunities given by climate change on a regular basis.

SOCIAL RESPONSIBILITY

Employment and Labour Standards

Employees are our valuable asset and one of the important stakeholders. Employment conditions relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare are set out in the staff handbook.

We strive to provide a pleasant working environment to retain talents. We offer talents with competitive remuneration and benefits, training and appraisal. We support diversity in our staff combination and ensure they are not discriminated on race, age, gender, marital status, religion or belief. We do not force any staff to work overtime and we provide travel allowance and meal allowance for the staff work overtime. We also offer compensation leave for all approved overtime allowance.

We enforce zero tolerance towards child labour and forced labour and strictly follow applicable labour laws in Hong Kong and the PRC. Procedures are established to ensure that recruiting process and daily operation are in par with the standard. During the year, we did not identify any issue with child labour and forced labour within the Group.

The number of employees and employee turnover rate of the Group classified by different categories for the year are as follows:

	Total number of employees of the Group		Total number of leave employees		Employee turnover rate	
	2022	2021	2022	2021	2022	2021
Total employees	42	40	15	29	36%	73%
By employment type						
— Full-time	42	40	15	29	36%	73%
By gender						
— Male	28	25	9	13	32%	52%
— Female	14	15	6	16	43%	107%
By age group						
— 30 or under	16	8	7	14	44%	175%
— 31–40	12	15	6	9	50%	60%
— 41–50	9	12	2	6	22%	50%
— 51 or above	5	5	—	—	—	—
By geographical location						
— The PRC	17	14	9	11	53%	79%
— Hong Kong	25	26	6	18	24%	69%

Health and Safety

Providing a healthy and safe working environment is essential to sustain our operation. We are required to comply with various safety laws and regulations in Hong Kong. Our operations are also subject to occupational health and safety regulations issued by the relevant occupational health and safety authorities in Hong Kong. We have taken measures to promote occupational health awareness and safety at workplace. All employees are provided with needed job information, guidance, training and supervision. We also provide medical insurance to the employees. The work injury rate and work-related fatalities rate of the Group remained at zero. Given the outbreak of the COVID-19, the Group strictly aligns with the government's prevention and control policies and regulation, and has taken several measures to safeguard the health and safety of the employees. For example, hand sanitizers are provided in offices and deep cleaning and disinfection is conducted in the work area more frequently. Also, employees are provided with health guidance and advice on the prevention of the infection. These include wearing masks and maintaining appropriate social distance. No lost days due to work injury were reported in the reporting period, and no work-related fatalities were reported in the past three years (including the reporting period).

Staff Development and Training

The Group strives to assist employees' development by providing them with opportunities to advance their careers. To this end, we provide orientation for employees to understand our business operation and culture. We also provide our employees, from time to time, with technical and operational on-the-job training, and sponsor our employees to attend external trainings and courses. To allow employees to interact and to strengthen their bonding, we organise recreational activities, such as team building activities and annual dinner. An appraisal system is set up to assess employees' performance based on their contribution, attitude and cooperativeness to the Group. This also provides an opportunity for us to communicate so that we can understand employees' expectations and assist their career development.

The summary of the Group's employee training record during the year is as follows:

	Total percentage of employees trained		**Average training hours completed per employee (hours)**	
	2022	**2021**	**2022**	**2021**
By gender				
— Male	—	—	—	—
— Female	7%	7%	4.3	6.7
By employment type				
— Senior management	—	8%	—	7.7
— Other staff	3%	—	1.7	—

GOVERNANCE

Supply Chain Management

Material and service suppliers are an integral part of our business. Our suppliers and subcontractors include suppliers of papers and other packaging and sourcing materials, logistic service providers, printing companies, photo and video shooting service providers, freelancers for digital marketing production and translators. In order to provide quality, safe and responsible products to the clients, the Group has formulated strict procedures for selecting suppliers and sub-contractors to work with. In addition to the selection criteria such as legal operating licenses, good service quality and price, the Group also pays attention to the environmental and social performance of the suppliers. During its selection process for potential suppliers, on-site assessments are carried out. To ensure the operation standard of suppliers are up to our expectation and requirement, the Group will conduct annual evaluation for the suppliers. If a supplier is found violating the agreed responsibilities and operating procedures, the Group will terminate the cooperation with the supplier. During the year 2022, the Group had engaged 93 (2021: 131) suppliers, of which 95.7% (2021: 92.4%) were from Hong Kong and 4.3% (2021: 7.6%) were the PRC.

Product Responsibility

Client satisfaction and day-to-day quality control are essential to our business. Our project managers take the primary responsibility for day-to-day monitoring of our services in terms of quality and time efficiency in delivery. We keep close contact with our clients to take instructions, report work status and provide advices from time to time. Creative design and other important documents throughout the critical workflow processes are subject to our strict quality control to ensure our work is done in accordance with the standard and the specifications of our clients. To optimise the marketing performance of our digital production services for the achievement of the marketing objectives of the brand owners, we constantly collect feedback from target audiences, monitor public responses and produce evaluation reports for evaluation and fine-tuning purposes.

For projects involving printing, our marketing production team will check the artwork files received from our clients and conduct quality check of colour separation and film output before bulk printing. For all new clients or upon request by our clients, our marketing production team will conduct production monitoring at the production sites of our suppliers. We also closely monitor the product quality delivered by our suppliers.

For projects involving confidential data printing and direct mailing service, we have a strict internal data handling procedures to ensure that the confidentiality of privacy data is protected. All relevant work processes are done on a printer server with no internet access and no removable storage device is allowed to be used throughout the process. All data are encrypted and only relevant project handlers are provided with the unique login identify to access to the data. Project handlers are required to check and confirm the printing sample with our clients before bulk printing and lettershopping. Prior to delivery of the letters for postage, our staff will count the number of letters to ensure it matches with the total number of data recorded. All printed sheets containing confidential data and the relevant records of quality control are required to be destroyed within one month after the project is completed.

To further enhance our overall service quality, any incident of a project would be reported instantly and recorded and shared on our management information system among different teams. A monthly meeting will be held to review any incident being reported and the relevant rectification measures, and make recommendations to improve the working procedures. Minutes of these meetings, together with any improvement proposals, will be passed to the management team for further discussion and approval.

Client satisfaction survey will be automatically sent to our clients through our project management information system "Icicle Hub" randomly to collect clients' feedback for evaluation and improvement.

The Group has established a systematic and efficient mechanism for handling client complaints. Whenever it receives any client complaints about the products, the corresponding staff is required to report to the senior management who will respond immediately and measures are taken to correct and prevent the occurrence of similar events in the future.

During the year, the Group did not recall any products for safety and health reasons and experience any complaint from our clients which had materially and adversely affect our business nor did the Group make any material compensation to our clients.

Anti-corruption

The Group is committed to doing business with integrity and will not tolerate any bribery or other misconduct. All employees must comply with related national and local government laws and regulations on prevention of bribery, extortion, fraud and money laundering. All employees not only have responsibility to understand and comply with the above regulations, but also have obligation to report violation to the fit and appropriate person. Whistle blower policies and procedures are in place and disclosed to all employees. Any misconduct can be reported to the Chairperson or Independent Non-Executive Directors, further investigation would then be carried out. The Group strictly complies with the laws and regulations relevant to anti-corruption and there was no incident reported on bribery, extortion, fraud, and money laundering during the year.

To enhance employees' understanding of the Group's internal policies, strengthen their awareness of and compliance with the code of conduct, regular training about anti-bribery and the latest updates of the relevant laws and regulations is taken place every year for all employees as well as directors.

Community Involvement

We care about our community as our business cannot grow without good employees, resources and facilities from the community. We encourage our employees to participate in voluntary work for the benefit of the community. We donate to charitable bodies whom we believe are best place to provide care for those in need. We have made long-term commitments to work with community organisations in Hong Kong. Our partners include Homeless World Cup, Hong Kong Design Centre, PARA|SITE and Design Trust.

In the coming future, the Group will continue to attach great importance to community services, and will encourage our employees to be actively engaged in voluntary services and join hands together to disseminate the spirit of services in the community where we all depend on.

HKEx ESG REPORTING GUIDE INDEX

Subject Areas, Aspects, General Disclosures and KPIs		Relevant section in the ESG Report	Remarks
A: Environmental			
Aspect A1: Emissions	General Disclosure Information on: (a) the policies; and (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 non-hazardous waste	Environment	Electricity consumption is a major source of indirect GHG emission generated in our core business
	KPI A1.1 Types of emissions and respective emissions data	Environment	
	KPI A1.2 Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity	Environment	
	KPI A1.3 Total hazardous waste produced (in tonnes) and, where appropriate, intensity	—	The Group has not identified any hazardous waste which was produced in our core business
	KPI A1.4 Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity	Environment	
	KPI A1.5 Description of emission target(s) set and steps taken to achieve them	Environment	
	KPI A1.6 Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them	Environment	

Subject Areas, Aspects, General Disclosures and KPIs		Relevant section in the ESG Report	Remarks
Aspect A2: Use of Resources	General Disclosure Policies on efficient use of resources including energy, water and other raw materials	Environment	
	KPI A2.1 Direct and/or indirect energy consumption by type in total and intensity	Environment	
	KPI A2.2 Water consumption in total and intensity	Environment	
	KPI A2.3 Description of energy use efficiency target(s) set and steps taken to achieve them	Environment	
	KPI A2.4 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them	—	Irrelevant to the Group's operation
	KPI A2.5 Total packaging material used for finished products and, if applicable, with reference to per unit produced	Environment	
Aspect A3: The Environment and Natural Resources	General Disclosure Policies on minimising the issuer's significant impact on the environment and natural resources	Environment	
	KPI A3.1 Description of the significant impacts of activities on the environment and natural resources and actions taken to manage them	—	The Group has not identified any significant impacts of activities on the environmental and natural resources arising from its operation

Subject Areas, Aspects, General Disclosures and KPIs		Relevant section in the ESG Report	Remarks
Aspect A4: Climate Change	General Disclosure Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Environment	
	KPI A4.1 Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.		
B: Social — Employment and Labour Practices			
Aspect B1: Employment	General Disclosure Information on: (a) the policies; and (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	Social Responsibility	
	KPI B1.1 Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.		
	KPI B1.2 Employee turnover rate by gender, age group and geographical region.		

Subject Areas, Aspects, General Disclosures and KPIs		Relevant section in the ESG Report	Remarks
Aspect B2: Health and Safety	General Disclosure Information on: (a) the policies; and (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	Social Responsibility	
	KPI B2.1 Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.		
	KPI B2.2 Lost days due to work injury.		
	KPI B2.3 Description of occupational health and safety measures adopted, and how they are implemented and monitored.		
Aspect B3: Development and Training	General Disclosure Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities	Social Responsibility	
	KPI B3.1 The percentage of employees trained by gender and employee category (e.g. senior management, middle management).		
	KPI B3.2 The average training hours completed per employee by gender and employee category.		

Subject Areas, Aspects, General Disclosures and KPIs		Relevant section in the ESG Report	Remarks
Aspect B4: Labour Standards	General Disclosure 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 and forced labour	Social Responsibility	
	KPI B4.1 Description of measures to review employment practices to avoid child and forced labour.		
	KPI B4.2 Description of steps taken to eliminate such practices when discovered.		
— Operating Practices			
Aspect B5: Supply Chain Management	General Disclosure Policies on managing environmental and social risks of the supply chain	Governance	
	KPI B5.1 Number of suppliers by geographical region.		
	KPI B5.2 Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.		
	KPI B5.3 Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.		

Subject Areas, Aspects, General Disclosures and KPIs		Relevant section in the ESG Report	Remarks
	KPI B5.4 Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.		
Aspect B6: Product Responsibility	General Disclosure Information on: (a) the policies; and (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	Governance	
	KPI B6.1 Percentage of total products sold or shipped subject to recalls for safety and health reasons.		
	KPI B6.2 Number of products and service related complaints received and how they are dealt with.		
	KPI B6.3 Description of practices relating to observing and protecting intellectual property rights.		
	KPI B6.4 Description of quality assurance process and recall procedures.		
	KPI B6.5 Description of consumer data protection and privacy policies, and how they are implemented and monitored.		

Subject Areas, Aspects, General Disclosures and KPIs		Relevant section in the ESG Report	Remarks
Aspect B7: Anti-corruption	General Disclosure 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	Governance	
	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.		
	KPI B7.2 Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.		
	KPI B7.3 Description of anti-corruption training provided to directors and staff.		

Subject Areas, Aspects, General Disclosures and KPIs		Relevant section in the ESG Report	Remarks
— Community			
Aspect B8: Community Investment	General Disclosure Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration communities' interests	Governance	
	KPI B8.1 Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).		
	KPI B8.2 Resources contributed (e.g. money or time) to the focus area.		

INDEPENDENT AUDITOR'S REPORT

Mazars CPA Limited
中審眾環(香港)會計師事務所有限公司
42nd Floor, Central Plaza
18 Harbour Road, Wanchai, Hong Kong
香港灣仔港灣道18號中環廣場42樓
Tel 電話 : (852) 2909 5555
Fax 傳真 : (852) 2810 0032
Email 電郵: info@mazars.hk
Website 網址: www.mazars.hk

To the Shareholders of **SV Vision Limited (Formerly known as Icicle Group Holdings Limited)**
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of SV Vision Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 69 to 141, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

Key Audit Matter	How our audit addressed the Key Audit Matter
Revenue recognition *Refer to Notes 4.10, 5(i) and 6 to the consolidated financial statements.* For the year ended 31 December 2022, the group recognised revenue amounting to approximately HK$37,494,000 and HK$22,143,000 from the business of marketing production and content media services, respectively. The Group's principal activities are mainly provision of marketing production services and content media in Hong Kong and Mainland China. The end products created by the marketing production and content media services provided are unique, specified to each customer and involved high personal preference. The management considers that revenue from marketing production services is recognised when the control of the end products is transferred to the customers while the revenue from content media business is recognised to profit or loss when the content media are delivered to customers. All the aforesaid revenue are recognised at a point of time. The determination of the revenue recognition requires significant management judgement. We have identified revenue recognition as a key audit matter because the determination of the revenue recognition requires significant management judgement. It is also a key component in the consolidated financial statements.	Our key procedures to assess the matter included: • Obtaining an understanding of and assessing the design and implementation of the key internal controls over the revenue recognition cycle of the Group; • Performing test of details on revenue transactions on sample basis to verify the revenue was recognised appropriately, including inspecting agreements with customers to understand the terms of delivery and acceptance of the sales transactions, and checking the contract terms to evaluate the enforceability of the Group's right to payment for performance completed to date; • Inquiring of management for the basis of recognised revenue at a point in time and challenging appropriateness of that basis based on the effect of the contract terms; • Performing cut off test on revenue transactions on sample basis to verify whether revenue was recognised in appropriate reporting period; and • Performing analytical review on the fluctuation of the revenue when compared with prior reporting period to identify any unusual fluctuations.

Key Audit Matter	How our audit addressed the Key Audit Matter
Assessment of allowance for expected credit losses on trade receivables *Refer to Notes 4.5, 5(ii), 21 and 33 (b) to the consolidated financial statements.* As at 31 December 2022, the Group had trade receivables with an aggregate carrying amount of approximately HK$15,878,000 net of allowances for expected credit losses ("ECLs") of approximately HK$124,000. Allowances for ECLs on trade receivables are based on management's estimate of the lifetime ECLs to be incurred, which are estimated by taking into account the credit losses experience, ageing of the trade receivables, customers' settlement records, customers' financial status, expected timing and amount of realisation of outstanding balances, and ongoing business relationships with customers. Management also considered forward-looking information that may impact the customers' abilities to repay the outstanding balances in order to estimate the allowances for ECLs on trade receivables. We have identified assessment of recoverability of trade receivables as a key audit matter because the estimation of lifetime ECL model involved significant management judgement and estimates.	Our key procedures to assess the matter included: • Obtaining an understanding of the internal control that the Group has designed and implemented to manage and monitor its credit risk; • Assessing the appropriateness of ECL model by evaluating the assumptions and testing the key data used by management in the model, challenging the assumptions, including both historical and forward-looking information used to determine the ECLs; • Assessing, on a sample basis, whether items in the trade receivables ageing report were classified within the appropriate ageing bracket by comparing individual items in the report with the relevant financial records; • Inquiring of management for the status of each of the material outstanding trade receivables as supported by corroborative audit evidence, such as historical credit losses data, on-going business relationship with those customers by taking account of settlement records, contract with those customers, available public information and economic outlook that is relevant to the operations of those customers; and • Checking the calculation of ECL based on the methodology adopted by the Group and adequacy of the Group's disclosures in relation to credit risk in the consolidated financial statements.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the 2022 annual report of the Company 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 the other information, we are required to report that fact. We have nothing to report in this regard.

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

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of the 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 charge with governance is 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.

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

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

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

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

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

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

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

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

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

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

Mazars CPA Limited
Certified Public Accountants
Hong Kong, 22 March 2023

The engagement director on the audit resulting in this independent auditor's report is:
Law Lai Ting
Practising Certificate number: P07322

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2022

	Note	2022 HK$'000	2021 HK$'000
Revenue	6	**59,646**	51,385
Other income, gains and losses, net	7	**1,867**	2,517
Outsourced project costs		**(20,954)**	(19,086)
Materials and consumables		**(3,989)**	(5,980)
Depreciation and amortisation expenses		**(4,190)**	(6,001)
Employee benefits expenses	9	**(16,165)**	(16,259)
Rental expenses	15	**(2,202)**	(1,600)
Transportation fee		**(6,179)**	(6,318)
Reversal of/(Allowance for) expected credit losses on trade receivables	33(b)	**188**	(59)
Other operating expenses		**(10,368)**	(11,008)
Finance costs	8	**(233)**	(411)
Impairment loss on property, plant and equipment		**—**	(2,087)
Impairment loss on right-of-use assets		**—**	(956)
Impairment loss on intangible assets		**—**	(465)
Write-down of inventories		**—**	(593)
Loss before income tax	9	**(2,579)**	(16,921)
Income tax expense	11	**(360)**	(168)
Loss for the year		**(2,939)**	(17,089)
Other comprehensive (loss) income			
Item that will not be reclassified to profit or loss:			
— Loss on change of fair value of Designated FVOCI		**(366)**	—
Item that may be reclassified subsequently to profit or loss:			
— Exchange differences arising on translation of foreign operations		**(113)**	39
Other comprehensive (loss) income for the year		**(479)**	39
Total comprehensive loss for the year		**(3,418)**	(17,050)
(Loss)/ profit for the year attributable to:			
Owners of the Company		**(4,445)**	(13,491)
Non-controlling interests	28	**1,506**	(3,598)
Loss for the year		**(2,939)**	(17,089)
Total comprehensive (loss) income for the year attributable to:			
Owners of the Company		**(4,924)**	(13,445)
Non-controlling interests	28	**1,506**	(3,605)
Total comprehensive loss for the year		**(3,418)**	(17,050)
Loss per share attributable to owners of the Company			
Basic and diluted (HK cents)	13	**(0.93)**	(2.81)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2022

	Note	2022 HK$'000	2021 HK$'000
Non-current assets			
Property, plant and equipment	14	37,850	1,578
Right-of-use assets	15	3,087	5,652
Intangible assets	16	212	—
Goodwill	17	—	—
Financial asset at FVTPL	18	—	955
Designated FVOCI	19	24	—
Deposit	21	298	298
		41,471	8,483
Current assets			
Inventories	20	112	8
Trade and other receivables, deposits and prepayments	21	18,142	17,694
Amount due from controlling shareholder	22	—	35
Amount due from related companies	22	—	231
Cash and bank balances	23	16,988	56,226
		35,242	74,194
Current liabilities			
Trade and other payables and accruals	24	11,144	9,570
Contract liabilities	24	1,720	2,195
Amount due to a non-controlling shareholder of a subsidiary	22	56	56
Tax payable		852	814
Lease liabilities	25	2,600	3,432
		16,372	16,067
Net current assets		18,870	58,127
Total assets less current liabilities		60,341	66,610
Non-current liability			
Lease liabilities	25	681	3,532
Net assets		59,660	63,078
CAPITAL AND RESERVES			
Share capital	26	4,800	4,800
Reserves	27	59,959	64,883
Total equity attributable to owners of the Company		64,759	69,683
Non-controlling interests	28	(5,099)	(6,605)
Total equity		59,660	63,078

The consolidated financial statements on pages 69 to 141 were approved and authorised for issue by the Board of Directors on 22 March 2023 and are signed on its behalf by:

Woo Chan Tak Chi Bonnie	**Chow Sai Yiu Evan**
Executive Director	*Non-executive Director*

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022

	Share capital HK$'000 (Note 26)	Share premium HK$'000 (Note 27)	Capital reserve HK$'000 (Note 27)	Translation reserve HK$'000 (Note 27)	Other reserves HK$'000 (Note 27)	Fair value reserve (non-recycling) HK$'000 (Note 27)	Retained earnings (Accumulated losses) HK$'000	Total HK$'000	Non-controlling interests HK$'000 (Note 28)	Total HK$'000
Balance as at 1 January 2021	4,800	53,131	11,993	(694)	97	—	13,801	83,128	(3,000)	80,128
Loss for the year	—	—	—	—	—	—	(13,491)	(13,491)	(3,598)	(17,089)
Other comprehensive income/(loss):										
Exchange differences arising on translation of foreign operations	—	—	—	46	—	—	—	46	(7)	39
Total comprehensive income/(loss) for the year	—	—	—	46	—	—	(13,491)	(13,445)	(3,605)	(17,050)
Transfer to statutory reserve	—	—	—	—	85	—	(85)	—	—	—
Balance as at 31 December 2021 and 1 January 2022	**4,800**	**53,131**	**11,993**	**(648)**	**182**	**—**	**225**	**69,683**	**(6,605)**	**63,078**
(Loss)/profit for the year	**—**	**—**	**—**	**—**	**—**	**—**	**(4,445)**	**(4,445)**	**1,506**	**(2,939)**
Other comprehensive loss:										
Loss on change in fair value of Designated FVOCI	**—**	**—**	**—**	**—**	**—**	**(366)**	**—**	**(366)**	**—**	**(366)**
Exchange differences arising on translation of foreign operations	**—**	**—**	**—**	**(113)**	**—**	**—**	**—**	**(113)**	**—**	**(113)**
Other comprehensive loss for the year	**—**	**—**	**—**	**(113)**	**—**	**(366)**	**—**	**(479)**	**—**	**(479)**
Total comprehensive loss for the year	**—**	**—**	**—**	**(113)**	**—**	**(366)**	**(4,445)**	**(4,924)**	**1,506**	**(3,418)**
Transfer to statutory reserve	**—**	**—**	**—**	**—**	**11**	**—**	**(11)**	**—**	**—**	**—**
At 31 December 2022	**4,800**	**53,131**	**11,993**	**(761)**	**193**	**(366)**	**(4,231)**	**64,759**	**(5,099)**	**(59,660)**

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022

	Note	2022 HK$'000	2021 HK$'000
Cash flows from operating activities			
Loss before income tax		**(2,579)**	(16,921)
Adjustments for:			
(Reversal of)/Allowance for expected credit losses on trade receivables	9	**(188)**	59
Impairment loss on property, plant and equipment	14	**—**	2,087
Impairment loss on right-of-use assets	15	**—**	956
Impairment loss on intangible assets	16	**—**	465
Write-down of inventories	20	**—**	593
Over-provision on long service payment		**(45)**	—
Amortisation of intangible assets	9	**111**	142
Depreciation of property, plant and equipment	9	**1,193**	1,551
Depreciation of right-of-use assets	9	**2,886**	4,308
(Gain)/Loss on disposal of property, plant and equipment	7	**(2)**	33
Loss on write-off of property, plant and equipment	7	**—**	8
Fair value change on financial asset at fair value through profit or loss	7	**—**	62
Interest income	7	**(185)**	(639)
Interest on lease liabilities	8	**233**	411
Gain on termination of lease		**(829)**	—
Rent concession in relation to COVID-19	7	**(45)**	—
Operating profit/(loss) before working capital changes		**550**	(6,885)
Increase in inventories		**(99)**	(39)
(Increase)/Decrease in trade and other receivables, deposits and prepayments		**(210)**	119
Decrease/(Increase) in amount due from related companies		**243**	(214)
Increase in trade and other payables and accruals		**1,631**	1,717
Decrease in contract liabilities		**(475)**	(683)
Cash generated from/(used in) operations		**1,640**	(5,985)
Income tax paid		**(240)**	(334)
Net cash generated from/(used in) operating activities		**1,400**	(6,319)
Cash flows from investing activities			
Interest received		**185**	688
Additions of property, plant and equipment		**(37,750)**	(2,332)
Additions of intangible assets		**(332)**	—
Purchase of financial asset at FVTPL		**(282)**	(176)
Purchase of Designated FVOCI		**(390)**	—
Proceed from disposal of property, plant and equipment		**—**	78
Proceeds from disposal of financial asset at FVTPL		**1,237**	—
Placements of time deposits with original maturity of more than three months		**—**	(7,255)
Withdrawals of time deposits with original maturity of more than three months		**—**	63,156
Repayment of advance to/(Advance to) controlling shareholder		**35**	(12)
Repayment of advance to/(Advance to) related companies		**5**	(5)
Net cash (used in)/generated from investing activities		**(37,292)**	54,142

	Note	2022 HK$'000	2021 HK$'000
Cash flows from financing activities			
Payment of capital portion of lease liabilities	31	**(3,130)**	(4,429)
Payment of interest portion of lease liabilities	31	**(233)**	(411)
Net cash used in financing activities		**(3,363)**	(4,840)
Net (decrease)/increase in cash and cash equivalents		**(39,255)**	42,983
Cash and cash equivalents at beginning of the year		**56,226**	13,205
Effect of foreign exchange rate changes		**17**	38
Cash and cash equivalents at end of the year		**16,988**	56,226
Analysis of cash and cash equivalents			
Cash and bank balances		**16,988**	56,226

1. GENERAL INFORMATION

SV Vision Limited (formerly known as Icicle Group Holdings Limited) (the "Company", collectively with its subsidiaries, the "Group") was incorporated as an exempted company and registered in the Cayman Islands with limited liability under the Companies Act of the Cayman Islands on 20 January 2017. The registered office of the Company is located at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The shares of the Company are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 8 December 2017. The Company's principal place of business is located at Unit B, 9th Floor, Safety Godown Industrial Building, 56 Ka Yip Street, Chai Wan, Hong Kong.

The Company is an investment holding company. The principal activities of the Group are provision of marketing production services, e-commerce and retail business and content media business.

Information about principal subsidiaries

As at the reporting date, the Company has direct and indirect interests in the following subsidiaries, all of which are companies with limited liability. The particulars of which are set out as follows:

Name of the subsidiary	Place and date of incorporation/ establishment	Particulars of issued and fully paid-up capital/share capital/registered capital	Attributable effective equity interest to the Group as at 31 December 2022	2021	Principal activities and place of operation
Directly held:					
SV Vision (BVI) Limited (formerly known as Icicle Group Limited) ("SV Vision (BVI)")	The British Virgin Islands (the "BVI") 29 May 2013	United States dollars (US$) 113 (2021: US$113)	**100%**	100%	Investment holding
Indirectly held:					
Icicle Production Company Limited	Hong Kong 23 April 1991	Hong Kong dollars ("HK$") 1,000,010 (2021: HK$1,000,010)	**100%**	100%	Provision of marketing production services in Hong Kong
Icicle Print Management Limited	Hong Kong 8 November 2007	HK$10 (2021: HK$10)	**100%**	100%	Investment holding
Beijing Icicle Brand Management Company Limited (北京冰雪品牌管理有限公司) (Note (i))	The People's Republic of China (the "PRC") 31 July 2008	HK$1,000,000 (2021: HK$1,000,000)	**100%**	100%	Provision of brand management and print consulting services in the PRC
WB G-Changer Limited	The BVI 2 May 2019	US$200,002 (2021: US$200,002)	**74.1%**	74.1%	Investment holding
WomanBoss Inc (Note (ii))	The United States of America (the "USA") 1 July 2019	Nil (2021: US$1,000)	**—**	74.1%	E-commerce business in the USA
WB Game Changer Limited (Note (ii))	Hong Kong 22 April 2020	HK$10,000 (2021: HK$10,000)	**74.1%**	74.1%	E-commerce and retail business and operation of a café in Hong Kong

1. GENERAL INFORMATION (Continued)

Information about principal subsidiaries (Continued)

Name of the subsidiary	Place and date of incorporation/ establishment	Particulars of issued and fully paid-up capital/share capital/registered capital	Attributable effective equity interest to the Group as at 31 December 2022	2021	Principal activities and place of operation
Indirectly held: (Continued)					
Studio SV Limited ("Studio SV") (Note (iii))	Hong Kong 22 May 2017	HK$45 (2021: HK$45)	**55.6%**	55.6%	Creation, production, licensing original film and TV content, format and intellectual property rights for the global market
SV One LLC (Note (iv))	The USA 17 December 2019	Nil (2021: Nil) (Note (iv))	**30.6%**	30.6%	Creation, production, licensing original TV content in the USA
SV Two Limited	Hong Kong 15 December 2020	HK$10,000 (2021: HK$10,000)	**100%**	100%	Provision of content media business in Hong Kong
Shanghai Qixian Culture Communication Co., Ltd (上海啟先文化傳播有限公司) (Note (i))	The PRC 28 April 2021	Renminbi ("RMB") 1,000,000 (2021: RMB1,000,000)	**100%**	100%	Provision of content media business in the PRC
8306 Skyline LLC (Note (v))	The USA 10 May 2022	Nil (2021: Nil) (Note (v))	**100%**	100%	USA property holding

Notes:

(i) These subsidiaries are a wholly-owned foreign enterprise. Their statutory financial statements are not audited by Mazars CPA Limited or another member firm of the Mazars Global Network. The official name are in Chinese and the English name of these subsidiaries are translated for identification purpose only.

(ii) During the year ended 31 December 2022, the indirectly-owned subsidiary namely WomanBoss Inc was dissolved and the indirectly-owned subsidiary namely WB Game Changer Limited is in the process of deregistration. None of the gain or loss on dissolution of a subsidiary was recognised in profit or loss for the year.

(iii) Studio SV, a non-wholly owned subsidiary of the Company, has 55.0% equity interest in SV One LLC. Although the Group has effective equity interest in SV One LLC of 30.6%, the directors of the Company concluded that the Group has a sufficiently dominant voting interest to direct the relevant activities of SV One LLC through Studio SV.

(iv) This subsidiary is a limited liability company registered in California, the USA ("LLC"). LLC is not required to have any amount for its share capital while member of LLC can pre-determine the percentage of ownership before the incorporation of LLC.

(v) This subsidiary is a limited liability company and newly incorporated in Delaware, the USA ("LLC") during the year. LLC is not required to have any amount for its share capital while member of LLC can pre-determine the percentage of ownership before the incorporation of LLC.

2. BASIS OF PREPARATION AND PRESENTATION

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The consolidated financial statements also comply with the applicable disclosure requirements of the Companies Ordinance and the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules").

The consolidated financial statements have been prepared on historical cost basis, except for financial asset designated at fair value through other comprehensive income ("Designated FVOCI") and financial asset at fair value through profit or loss ("FVTPL") that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out below. The consolidated financial statements are presented in HK$, which is also the functional currency of the Company. All values are rounded to the nearest thousand except when otherwise indicated.

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

It should be noted that accounting estimates and assumptions have been used in preparation of the consolidated financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are set out in Note 5 "Significant accounting judgements and estimates".

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

The HKICPA has issued a number of amendments to HKFRSs and had become effective during the year. In preparing the consolidated financial statements, the Group has applied all applicable amendments to HKFRSs issued by the HKICPA, which are effective for the Group's consolidated financial statements for the accounting period beginning on 1 January 2022.

Amendments to HKFRS 16	Covid-19-related Rent Concessions Beyond 30 June 2021
Amendments to HKAS 16	Proceeds before Intended Use
Amendments to HKAS 37	Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Annual Improvements to HKFRSs	2018–2020 Cycle

None of these amendments have had a material effect on the Group's financial performance and financial position for the current or prior years and/or on the disclosures set out in these consolidated financial statements.

At the date when these consolidated financial statements are authorised for issue, certain new and amended HKFRSs have been issued but are not yet effective, and have not been applied early by the Group.

Amendments to HKAS 1	Disclosure of Accounting Policies[1]
Amendments to HKAS 8	Definition of Accounting Estimates[1]
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction[1]
HKFRS 17	Insurance Contracts[1]
Amendment to HKFRS 17	Initial Application of HKFRS 17 and HKFRS 9 — Comparative Information[1]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current[2]
Amendments to HKAS 1	Non-current Liabilities with Covenants[2]
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback[2]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]

1 Effective for annual periods beginning on or after 1 January 2023
2 Effective for annual periods beginning on or after 1 January 2024
3 The effective date to be determined

The Group has already commenced an assessment of the related impact of adopting the above new and amendments to HKFRSs. So far, it is concluded that the above new and amendments to HKFRSs will be adopted at the respective effective dates and the adoption of them is unlikely to have a significant impact on the consolidated financial statements of the Group.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to both periods presented, unless otherwise stated.

4.1 Basis of consolidation and subsidiaries

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries comprising the Group for the reporting periods.

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee; exposure, or rights, to variable returns from the investee; and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

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

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

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

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

Changes in the Group's interests in existing subsidiaries

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

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.2 Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their fair values at the acquisition date.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in profit or loss as a gain on bargain purchase which is attributed to the Company.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. Impairment losses of goodwill are recognised in profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit.

The non-controlling interests in the subsidiary are initially measured at their acquisition-date fair value or at the non-controlling shareholders' proportionate share of the recognised amounts of the subsidiary's identifiable assets and liabilities at the acquisition date.

4.3 Property, plant and equipment

Freehold land is not depreciated and stated at cost less accumulated impairment losses. All other property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.3 Property, plant and equipment (Continued)

Depreciation is provided on the straight-line method, based on the estimated economic useful life of the individual asset, as follows:

Freehold land	No depreciation
Building	30 years
Leasehold improvements	3 years, or over the term of the leases if shorter
Plant and machinery	3 years
Furniture, fixtures and office equipment	3 years to 5 years

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year when the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

4.4 Intangible assets

Intangible assets acquired separately and with finite useful lives are carried at costs less accumulated amortisation and accumulated impairment losses, if any. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Research and development expenditure

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

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.4 Intangible assets (Continued)

Research and development expenditure (Continued)

The amount initially recognised for an internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss as an expense in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

4.5 Financial instruments — initial recognition and subsequent measurement

Financial instruments

Financial assets and financial liabilities are recognised 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 FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

Financial assets

Classification and subsequent measurement of financial assets

HKFRS 9 categorises financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income ("FVOCI") and at FVTPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 Financial instruments — initial recognition and subsequent measurement (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

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

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

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

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

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

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term;
- 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 hedging instrument.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 Financial instruments — initial recognition and subsequent measurement (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

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

(i) Amortised cost and interest income

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

(ii) Financial assets designated at FVOCI

Upon initial recognition, the Group may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument that is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 applies in other comprehensive income. The classification is determined on an instrument-by-instrument basis.

These equity investments are subsequently measured at fair value and are not subject to impairment. Dividends are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other gains or losses are recognised in other comprehensive income and shall not be subsequently reclassified to profit or loss.

(iii) Financial assets at FVTPL

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

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 Financial instruments — initial recognition and subsequent measurement (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets measured at amortised cost (including bank balances, trade and other receivables and deposits and amounts due from a controlling shareholder and related companies). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

Allowances for ECLs on trade receivables are based on the management's estimate of the lifetime ECLs to be incurred, which are estimated by taking into account the credit losses experience, ageing of the trade receivables, customers' settlement records, customers' financial status and ongoing business relationships with customers. Management also considered forward-looking information that may impact the customers' abilities to repay the outstanding balances in order to estimate the allowances for ECLs on trade receivables.

For all other financial instruments, the Group recognises loss allowances equal to 12m ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

(i) Significant increase in credit risk

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

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

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

- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 Financial instruments — initial recognition and subsequent measurement (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations;
- past due information.

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

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

(ii) Definition of default

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

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

(iii) Credit-impaired financial assets

At the end of each reporting period, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 Financial instruments — initial recognition and subsequent measurement (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets (Continued)

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- the disappearance of an active market for a security because of financial difficulties of the issuer.

(iv) Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

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

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 Financial instruments — initial recognition and subsequent measurement (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables, are each assessed as a separate group. Other receivables, deposits and amounts due from controlling shareholder and related companies are assessed for ECL on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

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

The Group recognises the ECL in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired. 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

Classification as debt or equity

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

Equity instruments

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

Financial liabilities

The Group's financial liabilities, include trade and other payables and accruals, lease liabilities, amounts due to a related company and a non-controlling shareholder of a subsidiary, are subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the obligation specified in the contract is discharged or cancelled, or expires. On derecognition of a financial liability measured at amortised cost, the difference between the liability's carrying amount and the sum of the consideration paid and payable is recognised in profit or loss.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.6 Impairment of non-financial assets (other than goodwill)

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. Where an indication of impairment exists (other than inventories), the recoverable amount of the asset is estimated. An asset's recoverable amount is the higher of the value in use of the asset or cash-generating unit to which it belongs and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. A reversal of the impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. The reversal of the impairment loss is credited to profit or loss in the year in which it arises.

4.7 Leases

Definition of a lease

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

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

The Group as a lessee

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

Short-term leases

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.7 Leases (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

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

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities, other than adjustments to lease liabilities resulting from Covid-19-related rent concessions in which the Group applied the practical expedient.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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

Refundable rental deposits

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

Lease liabilities

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.7 Leases (Continued)

Lease liabilities (Continued)

The lease payments include:

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

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

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

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

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

Covid-19-related rent concessions

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

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.7 Leases (Continued)

Covid-19-related rent concessions (Continued)

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

4.8 Cash and cash equivalents

Cash and cash equivalents comprise cash and bank balances which are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired.

4.9 Inventories

Inventories, which consist of accessories and lifestyle products, are stated at the lower of cost and net realisable value. Cost is determined using first-in, first-out basis and includes all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

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

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

4.10 Revenue recognition

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i. e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

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

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

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 Revenue recognition (Continued)

- the Group's performance creates or enhances an asset (for example, work in progress) 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 good or service.

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

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

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

The control of the good or service is passed to customers when it is delivered to them. Thus, the Group satisfies a performance obligation and recognises revenue when the distinct good or service is delivered to the customers.

The timing of revenue recognition of the performance obligation is recognised at point in time as they do not meet any of the three situations identified under HKFRS 15 for revenue recognition over time.

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

Revenue from contract with customers

(i) Revenue from provision of marketing production services

Revenue is recognised when the control of the end products is transferred to the customers. The Group's performance does not create an asset with an alternative use to the Group and the Group does not have an enforceable right to payment for performance completed to date.

(ii) Income from the sale of accessories through e-commerce and retail

Revenue is at a point in time when control of the product is transferred to the customers.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 Revenue recognition (Continued)

Revenue from contract with customers (Continued)

(iii) Income from operation of a café

Income from operation of a café is recognised to profit or loss at the point when food and beverages and accessories and life style products are sold to customers.

(iv) Income from content media business

Income from content media business is recognised to profit or loss at the point when the content media are delivered to customers.

Revenue from other source

Interest income

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

4.11 Income taxes

Income tax represents the sum of current and deferred tax.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the group entity operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

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

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investment in a subsidiary, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.11 Income taxes (Continued)

- in respect of deductible temporary differences associated with investment in a subsidiary, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

Deferred tax is calculated, without discounting, at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

4.12 Foreign currency translation

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions are initially recorded using the functional currency rates ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item. The functional currencies of certain overseas subsidiaries are currencies other than HK$.

As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the end of the reporting period, and their income and expense items are translated into HK$ at the weighted average exchange rates for the year.

The resulting exchange differences are recorded in other comprehensive income and the cumulative balance is included in translation reserve in the consolidated statement of changes in equity.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.12 Foreign currency translation (Continued)

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

4.13 Employee benefits

(i) Short-term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

(ii) Defined contribution retirement plan obligations

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund.

The employees of the subsidiary within the Group which operates in the PRC (excluding Hong Kong, Taiwan and Macau) are required to participate in the central pension scheme operated by the local municipal government. The PRC subsidiary is required to contribute a percentage of their payroll costs to the central pension scheme as specified by the local municipal government. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

There were no forfeited contributions utilised by the Group to reduce existing level of contributions for each of the years.

(iii) Employee long service payment

The provision for long service payment is provided based on the employees' basic salaries and their respective length of service in accordance with the applicable rules and regulations in their respective countries of employment.

4.14 Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 Borrowing costs

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

4.16 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants are deferred and recognised in profit or loss over the period necessary to match them with the costs that the grants are intended to compensate.

Government grants relating to income is presented in gross under "other income, gains and losses, net" in the consolidated statement of profit or loss and other comprehensive income.

4.17 Related parties

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

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

(ii) has significant influence over the Group; or

(iii) is a member of key management personnel of the Group or the parent of the Company;

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

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

(iii) both entities are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

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

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

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

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.18 Fair value measurement

The Group measures its debt investment at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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.

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

Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

4.19 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive director of the Company, being the chief operating decision maker, for her decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive director of the Company are determined following the Group's major operations.

The measurement policies of the Group use for reporting segment results under HKFRS 8 Operating Segments are the same as those used in its financial statements prepared under HKFRSs.

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

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

The following items are the key judgements that the directors of the Company have made in the process of applying the Group's accounting policy, and that have the most significant effect on the amounts recognised in the consolidated financial statements; and the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(i) Revenue recognition for marketing production and content media services

The principal activities of the Group are mainly provision of marketing production services and content media for the production of branding materials and contents, gearing towards connecting the consumer markets to the brands. The services encompass a wide spectrum of coverage, including concept development, art and design, design engineering, sourcing, production, quality control, overall project management and consultancy services.

The end products created by the marketing production and content media services provided are unique, specified to each customer and involved high personal preference. The directors of the Company consider that revenue from marketing production services is recognised when the control of the end products is transferred to the customers while the revenue from content media business is recognised to profit or loss when the content media are delivered to customers. All the aforesaid revenue are recognised at a point of time. The determination of the revenue recognition requires significant management judgement. The Group's performance does not create an asset with an alternative use to the Group and the Group does not have an enforceable right to payment for performance completed to date.

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

(ii) Allowance for ECLs on trade receivables

The Group estimates the allowances for trade receivables by assessing the ECLs. This requires the use of estimates and judgements. Allowances for ECLs on trade receivables are based on the management's estimate of the lifetime ECLs to be incurred, which are estimated by taking into account the credit losses experience, ageing of the trade receivables, customers' settlement records, customers' financial status and ongoing business relationships with customers. Management also considered forward-looking information that may impact the customers' abilities to repay the outstanding balances in order to estimate the allowances for ECLs on trade receivables. Where the estimation is different from the previous estimate, such difference will affect the carrying amounts of trade receivables and thus the impairment loss in the period in which such estimate is changed. The Group keeps assessing the ECL of trade receivables during their expected lives.

As at 31 December 2022, the net carrying amount of trade receivables was approximately HK$15,878,000 (2021: HK$15,542,000) (Note 21).

(iii) Estimated impairment of non-financial assets (other than goodwill)

Property, plant and equipment, right-of-use assets and intangible asset are stated at costs less accumulated depreciation, amortisation and impairment losses, 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 (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belong. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

As at 31 December 2022, the net carrying amounts of property, plant and equipment, right-of-use assets and intangible assets were approximately HK$37,850,000 (Note 14), HK$3,087,000 (Note 15) and HK$212,000 (Note 16) respectively (2021: HK$1,578,000, HK$5,652,000 and nil respectively). During the year ended 31 December 2022, there is no impairment loss on property, plant and equipment, right-of-use assets and intangible assets recognised in the consolidated statement of profit or loss and other comprehensive income (2021: impairment loss of HK$2,087,000, HK$956,000 and HK$465,000 respectively).

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

(iv) Fair value measurement of financial instruments

As at 31 December 2022, the Group's financial asset designated at FVOCI amounting to HK$24,000 (2021: nil) are measured at fair value with fair value being determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these instruments. See Note 33(e) for further disclosures.

(v) Depreciation and amortisation

Property, plant and equipment and intangible assets are depreciated or amortised on a straight-line basis over the estimated useful lives of the assets, after taking into account their estimated residual values. The Group reviews the estimated useful lives of the assets regularly. The estimated useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation and amortisation expenses for future periods are adjusted if there are significant changes from previous estimates.

As at 31 December 2022, the net carrying amounts of property, plant and equipment and intangible assets were approximately HK$37,850,000 (Note 14) and HK$212,000 (Note 16) respectively (2021: HK$1,578,000 and nil respectively).

(vi) Provision for income taxes

The Group is subject to income taxes in jurisdictions in which the group entities operate. Significant judgement is required in determining the tax liabilities to be recognised. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises provisions for tax based on estimates of the taxes that are likely to become due. The Group believes that its provision for tax is adequate for the reporting periods based on its assessment of many factors including past experience and interpretations of tax law. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred tax provisions in the period in which such determination is made.

(vii) Lease — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate to measure lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The incremental borrowing rate therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available or when it needs to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

As at 31 December 2022, the carrying amounts of right-of-use assets and lease liabilities were approximately HK$3,087,000 (Note 15) and HK$3,281,000 (Note 25) respectively (2021: HK$5,652,000 and HK$6,964,000 respectively).

6. REVENUE AND SEGMENT INFORMATION

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is defined on the basis of the internal management reporting information that is provided to and regularly reviewed by the executive director of the Company, who is the chief operating decision maker, in order to allocate resources and assess performance of the segment. During the year, the executive director of the Company regularly reviewed the consolidated financial position, revenue from provision of marketing production services, content media business, e-commerce and retail business and results of the Group as a whole for the purposes of allocating resources and assessing performance of the Group as a whole.

Therefore, the executive director of the Company considers the Group as one single operating segment during the year that comprises of three service categories, which are (a) marketing production; (b) content media; and (c) e-commerce and retail. The following table sets forth the breakdown of the Group's revenue by service category during the year.

	2022 **HK$'000**	2021 HK$'000
Revenue recognised at a point in time:		
Marketing production	**37,494**	48,372
Income from content media business	**22,143**	1,239
E-commerce and retail	**9**	506
Income from operation of a café	**—**	1,268
	59,646	51,385

All of the Group's unsatisfied performance obligations for contracts with customers are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Geographical information

The principal place of the Group's operations is mainly in Hong Kong and the PRC. For the purpose of segment information disclosures under HKFRS 8, the Group regarded Hong Kong as its country of domicile.

As at 31 December 2022 and 2021, non-current assets are mainly located in Hong Kong and the USA.

6. REVENUE AND SEGMENT INFORMATION (Continued)

Geographical information (Continued)

The Group's non-current assets are divided into the following geographical areas:

	2022 HK$'000	2021 HK$'000
Non-current assets:		
Hong Kong	4,125	7,235
The USA	36,902	—
Others	420	293
	41,447	7,528

Note: Non-current assets excluded goodwill, financial asset at FVTPL and designated FVOCI.

Revenue by geographical location of customers, which is based on the principal place of the customers' operation, is set out below:

	2022 HK$'000	2021 HK$'000
Revenue recognised at a point in time:		
Hong Kong	36,365	48,147
The PRC	22,505	2,382
Others	776	856
	59,646	51,385

Information about major customers

The Group had transactions with the following customers, which contributed more than 10% of the Group's revenue for the year:

	2022 HK$'000	2021 HK$'000
Revenue recognised at a point in time:		
Customer A	12,512	14,085
Customer B	N/A (Note)	7,665
Customer C	12,666	8,150
Customer D	11,676	—

Note: Revenue from customer B for the year ended 31 December 2022 contributed less than 10% of the total revenue of the Group for the respective year.

7. OTHER INCOME, GAINS AND LOSSES, NET

An analysis of the Group's other income, gains and losses, net for the years is as follows:

	2022 **HK$'000**	2021 HK$'000
Consignment income	**—**	656
Exchange gain, net	**—**	554
Fair value change in financial asset at FVTPL	**—**	(62)
Gain on termination of lease (Note 15)	**829**	—
Gain/(Loss) on disposal of property, plant and equipment	**2**	(33)
Government subsidies (Note (i))	**608**	100
Interest income	**185**	639
Loss on write-off of property, plant and equipment	**—**	(8)
Rent concession in relation to COVID-19 (Note (ii))	**45**	—
Sundry income	**198**	671
	1,867	2,517

Notes:

(i) The government subsidies recognised for the year ended 31 December 2022 were the approved subsidies from the COVID-19 Anti-epidemic Fund under Employment Support Scheme (2021: the Catering Business Subsidy Scheme) as promulgated by the Government of the Hong Kong Special Administrative Region of the People's Republic of China. There are no unfulfilled conditions or other contingencies attached to these subsidies.

(ii) The Group was granted a rent concession in relation to COVID-19 for an office premise during the year ended 31 December 2022. The Group applied the practical expedient in paragraph 46A of HKFRS 16 for its rent concession in relation to COVID-19, such that the Group elects not to assess whether the rent concession that meets the conditions in paragraph 46B of HKFRS 16 is a lease modification.

8. FINANCE COSTS

	2022 **HK$'000**	2021 HK$'000
Interest on lease liabilities	**233**	411

9. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging/(crediting):

	2022 HK$'000	2021 HK$'000
Amortisation of intangible assets (Note 16)	111	142
Auditor's remuneration		
— Audit services	625	425
Cost of inventories sold#	31	699
Depreciation of property, plant and equipment (Note 14)	1,193	1,551
Depreciation of right-of-use assets (Note 15)	2,886	4,308
(Reversal of)/Allowance for ECLs on trade receivables (Note 33(b))	(188)	59
Short-term lease expenses — properties (Note 15)	2,178	1,534
Variable lease payments not included in the measurement of lease liabilities (Note 15)	24	66
Employee benefits expenses (including directors' remuneration (Note 10(a))		
— Salaries, allowances and benefits in kind	14,747	14,516
— Discretionary bonus	—	751
— Reversal of long service payment	(45)	—
— Retirement benefit scheme contributions	1,463	992
	16,165	16,259

Included in materials and consumables in the consolidated statement of profit or loss and other comprehensive income.

10. EMOLUMENTS OF DIRECTORS, CHIEF EXECUTIVE, FIVE HIGHEST PAID INDIVIDUALS AND SENIOR MANAGEMENT

(a) Directors and chief executive emoluments

Pursuant to the GEM Listing Rules, Section 383(1)(a), (b), (c) and (f) of the Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, details of emoluments paid by the entities comprising the Group to the directors of the Company are as follows:

	Directors' fees HK$'000 (Note (i))	Salaries, allowances and benefits in kind HK$'000 (Note (ii))	Discretionary bonus HK$'000	Retirement benefit scheme contribution HK$'000	Total HK$'000
Year ended 31 December 2022					
Executive director					
Ms. Bonnie Chan Woo	—	2,400	—	12	2,412
Non-executive director					
Mr. Chow Sai Yiu Evan	—	—	—	—	—
Independent non-executive director					
Mr. Hung Alan Hing Lun	120	—	—	—	120
Mr. Ip Arnold Tin Chee	120	—	—	—	120
Mr. Man Ka Ho Donald	120	—	—	—	120
	360	2,400	—	12	2,772
Year ended 31 December 2021					
Executive director					
Ms. Bonnie Chan Woo	—	1,325	—	12	1,337
Non-executive director					
Mr. Chow Sai Yiu Evan	—	—	—	—	—
Independent non-executive director					
Mr. Hung Alan Hing Lun	120	—	—	—	120
Mr. Ip Arnold Tin Chee	120	—	—	—	120
Mr. Man Ka Ho Donald	120	—	—	—	120
	360	1,325	—	12	1,697

Notes:

(i) The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

(ii) Salaries, allowances and benefits in kind are generally emoluments paid in respect of the executive directors' services in connection with the management of the affairs of the Company and the Group.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2021: Nil).

10. EMOLUMENTS OF DIRECTORS, CHIEF EXECUTIVE, FIVE HIGHEST PAID INDIVIDUALS AND SENIOR MANAGEMENT (Continued)

(a) Directors and chief executive emoluments (Continued)

During the year, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office (2021: Nil).

(b) Five highest paid individuals' emoluments

The emoluments of the five highest paid individuals for the year, one of them is a director of the Company (2021: one), are analysed below:

	2022 HK$'000	2021 HK$'000
Salaries, allowances and benefits in kind	**6,013**	3,978
Discretionary bonus	**—**	650
Retirement benefit scheme contributions	**193**	84
	6,206	4,712

The emoluments of the non-director highest paid individuals are within the following bands:

	2022 HK$'000	2021 HK$'000
Nil to HK$1,000,000	**3**	4
HK$1,000,001 to HK$1,500,000	**—**	—
HK$1,500,001 to HK$2,000,000	**1**	—
	4	4

During the year, no emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office (2021: Nil).

(c) Senior management emoluments

The number of senior management (excluding the directors of the Company) whose remuneration fell within the following band is as follows:

	2022 HK$'000	2021 HK$'000
Nil to HK$1,000,000	**5**	7
HK$1,000,001 to HK$1,500,000	**—**	—
HK$1,500,001 to HK$2,000,000	**1**	—
	6	7

11. INCOME TAX EXPENSE

	2022 HK$'000	2021 HK$'000
Income tax expense comprise:		
Hong Kong Profits Tax		
— current tax for the year	206	143
— under/(over)-provision in prior years	85	(255)
	291	(112)
The PRC Enterprise Income Tax (the "EIT")		
— current tax for the year	69	280
Income tax expense	360	168

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operated.

Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax under these jurisdictions during the year (2021: Nil).

Under the two-tiered profits tax rates regime of the Hong Kong Profits Tax, the first HK$2,000,000 of profits of the qualifying group entity will be taxed at 8.25% (2021: 8.25%) during the year, and profits above HK$2,000,000 will be taxed at 16.5% (2021: 16.5%). The profits of group entities not qualifying for the two-tiered profit tax rates regime will continue to be taxed at a flat rate of 16.5% (2021: 16.5%) during the year.

Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% (2021: 8.25%) of the first HK$2,000,000 of the estimated assessable profits and at 16.5% (2021: 16.5%) on the estimated profits above HK$2,000,000, taking into account the tax concession granted by the Hong Kong Special Administrative Region Government during the year.

Under the EIT Law and the Implementation Regulation of the EIT Law, the subsidiary in the PRC is subject to the tax rate of 25% (2021: 25%) on the estimated assessable profits during the year.

Pursuant to 《關於實施小微企業普惠性稅收減免政策的通知》(Caishui [2019] No. 13) issued in 2019, a subsidiary in the PRC qualifying as Small and Micro Enterprises whose annual taxable income is less than RMB1.00 million, 25% of the amount will be reduced, and the PRC Enterprise Income Tax will be at the tax rate of 20%; for the portion of annual taxable income exceeding RMB1.00 million but not exceeding RMB3.00 million, 50% of the amount will be reduced, and the PRC Enterprise Income Tax will be at the tax rate of 20%. In addition, pursuant to 《關於實施小微企業和個體工商戶所得稅優惠政策的公告》(Caishui [2021] No. 12) issued in 2021 and《關於進一步實施小微企業所得稅優惠政策的公告》(Caishui [2022] No. 13), for the portion of annual taxable income less than RMB1.00 million and for the portion of annual taxable income exceeding RMB1.00 million but not exceeding RMB3.00 million for Small and Micro Enterprises, on the basis of the preferential policies stipulated in Article 2 of 《關於實施小微企業普惠性稅收減免政策的通知》(Caishui [2019] No. 13) issued in 2019, the PRC Enterprise Income Tax will be reduced by half respectively.

11. INCOME TAX EXPENSE (Continued)

As at 31 December 2022, no deferred tax (2021: Nil) has been recognised in these consolidated financial statements as the effect of temporary differences was considered insignificant.

Pursuant to the EIT Law, 5% withholding tax is levied on the foreign investor in respect of dividend distributions arising from a foreign investment enterprise's profits earned after 1 January 2008. As at 31 December 2022, temporary withholding tax differences relating to the undistributed profits of the PRC subsidiary amounted to approximately HK$3,372,000 (2021: HK$3,274,000). Deferred tax liabilities amounted to approximately HK$169,000 (2021: HK$164,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company is in a position to controls the dividend policy of the PRC subsidiary and it has been determined that it is probable that undistributed profits of the PRC subsidiary will not be distributed in the foreseeable future.

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

	2022	2021
	HK$'000	HK$'000
Loss before income tax	**(2,579)**	(16,921)
Tax calculated at the rates applicable to loss before income tax in the tax jurisdictions concerned	**1,191**	(3,065)
Tax effect of non-taxable income	**(312)**	(17)
Tax effect of non-deductible expenses	**102**	85
Tax effect on unrecognised temporary difference	**(909)**	(80)
Tax effect on preferential tax treatments	**37**	—
Tax effect on two-tier tax regime reduction	**(165)**	(165)
Under/(over)-provision in prior years	**85**	(255)
Tax loss not recognised	**875**	3,675
Utilisation of tax losses previously not recognised	**(509)**	—
Tax concession	**(6)**	(10)
Others	**(29)**	—
	360	168

11. INCOME TAX EXPENSE (Continued)

As at 31 December 2022, all tax losses and deductible temporary differences of the Group have no expiry dates under the current tax legislation. The Group has taxable losses arising in Hong Kong of approximately HK$22,461,000 (2021: HK$17,157,000). The unused tax losses are subject to the approval by the Hong Kong tax authorities. Also, at the end of the reporting period, the Group had unused tax losses of RMB NIL (2021: approximately RMB4,929,000 (equivalent to approximately HK$5,944,000)) available to offset against future profits sourced in the PRC. Deferred tax assets have not been recognised in respect of these losses due to the unpredictability of future profits streams.

12. DIVIDENDS

(a) Dividends payable to the owners of the Company attributable to the year

The board of directors do not recommend the payment of any dividend for the year (2021: Nil).

(b) Dividends payable to the owners of the Company attributable to previous financial year, approved and paid during the year

The directors have resolved not to recommend the declaration of any final dividend for the year ended 31 December 2022 and 2021.

13. LOSS PER SHARE

The calculations of basic loss per share are based on the loss of approximately HK$4,445,000 (2021: HK$13,491,000) for the year attributable to owners of the Company and the weighted average of 480,000,000 (2021: 480,000,000) shares in issue during the year.

Diluted loss per share were same as the basic loss per share as there were no dilutive potential ordinary shares in existence during the years.

14. PROPERTY, PLANT AND EQUIPMENT

	Freehold land HK$'000 (Note)	Building HK$'000 (Note)	Leasehold improvements HK$'000	Plant and machinery HK$'000	Furniture, fixtures and office equipment HK$'000	Total HK$'000
Cost						
At 1 January 2021	—	—	4,013	676	2,540	7,229
Additions	—	—	1,519	—	813	2,332
Write-off	—	—	(1,912)	—	(531)	(2,443)
Disposal	—	—	—	—	(158)	(158)
At 31 December 2021 and 1 January 2022	—	—	3,620	676	2,664	6,960
Additions	**18,789**	**17,174**	**1,160**	**—**	**627**	**37,750**
Write-off	**—**	**—**	**(2,100)**	**—**	**(1,030)**	**(3,130)**
Disposal	**—**	**—**	**—**	**—**	**(9)**	**(9)**
Exchange realignment	**(132)**	**(120)**	**(8)**	**—**	**(35)**	**(295)**
At 31 December 2022	**18,657**	**17,054**	**2,672**	**676**	**2,217**	**41,276**
Accumulated depreciation and impairment losses						
At 1 January 2021	—	—	1,992	643	1,591	4,226
Charge for the year	—	—	1,177	18	356	1,551
Elimination on write-off	—	—	(1,912)	—	(523)	(2,435)
Elimination on disposal	—	—	—	—	(47)	(47)
Impairment loss	—	—	1,262	—	825	2,087
At 31 December 2021 and 1 January 2022	—	—	2,519	661	2,202	5,382
Charge for the year	**—**	**334**	**640**	**15**	**204**	**1,193**
Elimination on write-off	**—**	**—**	**(2,100)**	**—**	**(1,030)**	**(3,130)**
Elimination on disposal	**—**	**—**	**—**	**—**	**(9)**	**(9)**
Exchange realignment	**—**	**(2)**	**(2)**	**—**	**(6)**	**(10)**
At 31 December 2022	**—**	**332**	**1,057**	**676**	**1,361**	**3,426**
Net carrying amount						
At 31 December 2022	**18,657**	**16,722**	**1,615**	**—**	**856**	**37,850**
At 31 December 2021	—	—	1,101	15	462	1,578

Note: The freehold land and building is situated in the USA and held for own use.

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

As at 31 December 2022, certain items of property, plant and equipment were fully depreciated but are still in use, the gross carrying amounts before deducting accumulated depreciation of those assets amounted to approximately HK$1,771,000 (2021: HK$1,656,000).

Impairment assessment of property, plant and equipment, right-of-use assets, intangible assets and write-down of inventories

Management considers the property, plant and equipment, right-of-use assets and intangible assets are in good condition and used in day-to-day operation. No impairment indicators were identified during the year ended 31 December 2022. Therefore, there is no impairment loss recognised for property, plant and equipment, right-of-use assets, intangible assets for the year ended 31 December 2022.

During the year ended 31 December 2021, WomanBoss Inc. and its subsidiaries ("WomanBoss Group") ceased its operation of E-commerce, retail business and operation of the café because the performance failed to meet the expectation of the management.

The WomanBoss Group generates cash inflows that are largely independent of the cash inflows from groups of assets. The Directors of the Group considered the situation of the WomanBoss Group, which is cash-generating unit ("CGU"), and concluded there was indication for impairment or write-down and conducted assessment on recoverable amounts or net realisable value of the property, plant and equipment, right-of-use assets, intangible assets and inventories with carrying amounts of HK$2,087,000, HK$956,000, HK$465,000 and HK$601,000 respectively.

The recoverable amounts of CGU of WomanBoss Group have been determined based on a value in use calculation. The recoverable amount or net realisable value of property, plant and equipment, right-of-use assets, intangible assets and inventories of WomanBoss Group are HK$0, HK$0, HK$0 and HK$8,000 respectively. And the impairment loss or write-down of property, plant and equipment, right-of-use assets, intangible assets and inventories of WomanBoss Group is HK$2,087,000, HK$956,000, HK$465,000 and HK$593,000 respectively, which were recognised in the consolidated statement of profit or loss and other comprehensive income during the year ended 31 December 2021.

15. RIGHT-OF-USE ASSETS

	Office premise HK$'000	Physical store HK$'000	Warehouse HK$'000	Printers HK$'000	Total HK$'000
Cost					
At 1 January 2021	9,922	1,720	4,147	7,788	23,577
Additions	4,990	—	—	—	4,990
Write-off	(9,922)	—	(4,147)	—	(14,069)
At 31 December 2021 and 1 January 2022	4,990	1,720	—	7,788	14,498
Additions	**—**	**—**	**—**	**321**	**321**
Written off	**—**	**(1,720)**	**—**	**—**	**(1,720)**
At 31 December 2022	**4,990**	**—**	**—**	**8,109**	**13,099**
Accumulated depreciation and impairment losses					
At 1 January 2021	9,330	191	3,810	4,320	17,651
Charge for the year	2,116	573	337	1,282	4,308
Write-off	(9,922)	—	(4,147)	—	(14,069)
Impairment loss (Note 14)	—	956	—	—	956
At 31 December 2021 and 1 January 2022	1,524	1,720	—	5,602	8,846
Charge for the year	**1,663**	**—**	**—**	**1,223**	**2,886**
Write-off	**—**	**(1,720)**	**—**	**—**	**(1,720)**
At 31 December 2022	**3,187**	**—**	**—**	**6,825**	**10,012**
Net carrying amount					
At 31 December 2022	**1,803**	**—**	**—**	**1,284**	**3,087**
At 31 December 2021	3,466	—	—	2,186	5,652

During the year, the lease agreement in relation to physical store terminated (2021: one of the office premises and warehouse expired). Accordingly, the relevant fully-impaired right-of-use assets were written off and gain on termination of lease of HK$829,000 was recognised in profit or loss during the year ended 31 December 2022 (2021: Nil). None of the right-of-use assets was impaired during the year (2021: Impairment loss of HK$956,000 on physical store).

15. RIGHT-OF-USE ASSETS (Continued)

	2022 **HK$'000**	2021 HK$'000
Expense relating to short-term lease	**2,178**	1,534
Variable lease payments not included in the measurement of lease liabilities	**24**	66
	2,202	1,600

The Group leases various office premises, warehouse, retail store and printers for its operations. As at 31 December 2022, lease contracts entered have a fixed term for 12 months to 6 years (2021: 12 months to 6 years), with extension option of one year (2021: with extension options of three years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

During the years ended 31 December 2022 and 2021, the Group entered into short-term leases for office premises and staff quarter. As at 31 December 2022, the outstanding lease commitments relating to these premises amounted to HK$329,000 (2021: HK$137,000).

The Group has lease contracts for printers that contains variable payments based on the number of printing pages used. The following provides information on the Group's variable lease payments, included the magnitude in relation to fixed payments:

	Fixed payments HK$'000	**Variable payments** HK$'000	**Total** HK$'000
Variable rent with minimum payment			
For the year ended 31 December 2022	**1,388**	**24**	**1,412**
For the year ended 31 December 2021	1,469	66	1,535

The potential exposure to these future lease payments as at 31 December 2022 and 2021 are summarised below:

	Lease liabilities recognised as at 31 December 2022 **HK$'000**	**Potential future lease payments not included in lease liabilities (undiscounted) 31 December 2022** **HK$'000**	Lease liabilities recognised as at 31 December 2021 HK$'000	Potential future lease payments not included in lease liabilities (undiscounted) 31 December 2021 HK$'000
Extension options expected not to be exercised	**205**	**169**	1,057	2,088

16. INTANGIBLE ASSETS

	Computer software HK$'000	Website HK$'000	Total HK$'000
Cost			
At 1 January 2021	2,944	1,229	4,173
Exchange realignment	—	5	5
At 31 December 2021 and 1 January 2022	2,944	1,234	4,178
Additions	**332**	**—**	**332**
Write-off	**—**	**(1,237)**	**(1,237)**
Exchange realignment	**(13)**	**3**	**(10)**
At 31 December 2022	**3,263**	**—**	**3,263**
Accumulated amortisation and impairment losses			
At 1 January 2021	2,942	625	3,567
Charge for the year	2	140	142
Impairment loss (Note 14)	—	465	465
Exchange realignment	—	4	4
At 31 December 2021 and 1 January 2022	2,944	1,234	4,178
Charge for the year	**111**	**—**	**111**
Elimination on write-off	**—**	**(1,237)**	**(1,237)**
Exchange realignment	**(4)**	**3**	**(1)**
At 31 December 2022	**3,051**	**—**	**3,051**
Net carrying amount			
At 31 December 2022	**212**	**—**	**212**
At 31 December 2021	—	—	—

Intangible assets represent (i) computer software acquired; (ii) direct costs incurred in the development of new computer software by the Group; and (iii) direct costs incurred in the development of a new website by the Group.

Intangible assets are amortised on straight line basis over their estimated useful lives of 3 to 5 years.

No impairment on the intangible assets was recognised during the year ended 31 December 2022 (2021: HK$465,000).

17. GOODWILL

	2022 HK$'000	2021 HK$'000
Cost		
At 1 January and 31 December	538	538
Accumulated impairment losses		
At 1 January and 31 December	538	538
Net carrying amount	—	—

Impairment assessment of goodwill

Goodwill acquired from acquisition of Studio SV which is engaged in film and TV production business in prior period was fully impaired as at 31 December 2022 and 2021.

18. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

	2022 HK$'000	2021 HK$'000
Debt investment in an unlisted fund	—	955

The balance as at 31 December 2021 represented the Group's investment in an unlisted debt instrument, which is an early stage venture capital fund (the "Unlisted Fund") investing in consumer technology companies with at least one female founder.

On 29 September 2019, the Group subscribed for the Unlisted Fund with a total committed capital contribution of US$250,000, representing 0.05% of the total fund size. The directors of the Company consider that the contractual cash flows of the Unlisted Fund are not solely payments of principal and interest on the principal amount outstanding. Accordingly, the investment in the Unlisted Fund is classified as financial asset at FVTPL in accordance with HKFRS 9.

Financial asset at FVTPL is denominated in US$.

As at 31 December 2021, the fair value of the Unlisted Fund is determined as HK$955,000 based on the consideration of disposing on 23 March 2022. The Group considered the said consideration on 23 March 2022 approximates the fair value as at 31 December 2021 since only short period of time was lapsed.

During the year ended 31 December 2022, the Group paid additional committed capital contribution of US$36,250 (equivalent to approximately HK$282,000) (2021: US$22,500 (equivalent to approximately HK$176,000)).

18. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

On 23 March 2022, the Group entered into a deed of assignment with an independent third party under which the Group agreed to accept the assignment of all the rights, title, interest and benefit of the Unlisted Fund to the independent third party at the consideration of US$158,750 (equivalent to approximately HK$1,237,000). According to the deed of assignment, the remaining committed capital contribution outstanding of US$91,250 was transferred to the independent third party on 23 March 2022.

19. DESIGNATED FVOCI

	2022 HK$'000	2021 HK$'000
Unlisted equity investment	390	—
Less: Change in fair value	(366)	—
	24	—

On 27 January 2022, the Group had subscribed for Series A preferred shares of a private entity which is incorporated in the USA with consideration of US$50,000 (equivalent to approximately HK$390,000), representing 0.8% equity interest in such private entity (the "Unlisted Equity Investment"). The private entity is principally engaged in online platform for selling footwears in Hong Kong and the USA.

Upon the initial recognition, the Group irrevocably designated the investment in the Unlisted Equity Investment as Designated FVOCI because the Unlisted Equity Investment represent investment that the Group intends to hold for long term strategic purposes. The directors considers the accounting treatments under this classification provide more relevant information for the investment.

The directors consider the fair value of the Unlisted Equity Investment was changed to HK$24,000 as at 31 December 2022 (2021: Nil) and therefore a loss on change in fair value of HK$366,000 was recognised in other comprehensive income. Details of the fair value measurement of the Designated FVOCI are set out in Note 33(e).

No Designated FVOCI have been disposed of during the current year (2021: Nil). There was no transfer of any cumulative gain or loss arising from Designated FVOCI within equity during the current year (2021: Nil).

20. INVENTORIES

	2022 HK$'000	2021 HK$'000
Accessories and lifestyle products	**112**	601
Write-down	**—**	(593)
Net carrying amount	**112**	8

21. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2022 HK$'000	2021 HK$'000
Trade receivables	**16,002**	15,854
Less: Allowances of ECLs (Note 33(b))	**(124)**	(312)
Trade receivables, net (Note (i))	**15,878**	15,542
Rental and other deposits (Note (ii))	**685**	895
Prepayments	**1,770**	1,273
Other receivables	**107**	282
Total trade and other receivables, deposits and prepayments	**18,440**	17,992
Less:		
Non-current deposits	**(298)**	(298)
Total current trade and other receivables, deposits and prepayments	**18,142**	17,694

Notes:

(i) Trade receivables

Movements in allowance for ECLs on trade receivables were as follow:

	2022 HK$'000	2021 HK$'000
As at 1 January	**312**	253
(Reversal of)/Allowance for ECLs made during the year (Note 33(b))	**(188)**	59
As at 31 December	**124**	312

21. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

(i) Trade receivables (Continued)

The credit period for trade receivables granted to its customers is generally ranging from 30 to 60 days (2021: 30 to 60 days) from the date of billing for the year. The ageing analysis of the trade receivables, net of allowance for ECLs, based on due date is as follows:

	2022 **HK$'000**	2021 HK$'000
Current (not past due)	**6,895**	4,454
Less than 1 month past due	**4,522**	1,366
Over 1 month but less than 3 months past due	**3,560**	7,433
Over 3 months but less than 1 year past due	**661**	2,349
Over 1 year past due	**364**	252
Less: allowance for ECLs	**(124)**	(312)
	15,878	15,542

The ageing analysis of the trade receivables, net of allowance for ECLs, based on invoice date is as follows:

	2022 **HK$'000**	2021 HK$'000
Within 1 month	**8,791**	4,762
Over 1 month but less than 3 months	**6,083**	7,910
Over 3 months but less than 1 year	**750**	2,910
Over 1 year	**378**	272
Less: allowance for ECLs	**(124)**	(312)
	15,878	15,542

(ii) Rental and other deposits

Included in rental and other deposits, rental deposits of HK$94,000 (2021: HK$268,000) were paid to one (2021: two) related company, in which Ms. Bonnie Chan Woo, an executive director of the Company, and/or her spouse have beneficiary interest. The rental deposit is repayable upon the termination of that lease.

22. AMOUNTS DUE FROM/(TO) CONTROLLING SHAREHOLDER, RELATED COMPANIES AND A NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

Particulars of amounts due from controlling shareholder and related companies, disclosed pursuant to Section 383(1)(d) of the Companies Ordinance and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

Name	Maximum amount outstanding during the year HK$'000	2022 HK$'000	2021 HK$'000
Ms. Bonnie Chan Woo	35	—	35
Amount due from controlling shareholder	35	—	35
Explorer Vantage Limited ("Explorer Vantage")	226	—	226
MCL Financial Group Limited	5	—	5
Amount due from related companies	231	—	231

The amount due from controlling shareholder, who is Ms. Bonnie Chan Woo, an executive director of the Company, is non-trade in nature, unsecured, interest-free and repayable on demand. During the year ended 31 December 2022, the amount due from controlling shareholder is fully settled.

The amount due from related companies as at 31 December 2021, represent the balances with Explorer Vantage, the ultimate holding company; and the balances with MCL Financial Group Limited, a company of which Mr. Chow Sai Yiu Evan, a non-executive director of the Company, is the controlling shareholder and the beneficial owner. The amounts due are non-trade in nature, unsecured, interest-free and repayable on demand. During the year ended 31 December 2022, the amount due from related companies are fully settled.

The amount due to a non-controlling shareholder of a subsidiary is non-trade in nature, unsecured, interest-free and repayable on demand.

23. CASH AND BANK BALANCES

Cash and cash equivalents represents bank balances and cash in hand.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

As at 31 December 2022, the Group has cash and bank balance denominated in RMB amounting to approximately HK$5,288,000 (2021: RMB dominated cash and bank balance, totaling HK$4,996,000 were kept in the PRC). RMB is not freely convertible into other currencies and the remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC government.

For the year ended 31 December 2021, the Group entered into a facility letter with a bank for a maximum credit facility of HK$9,500,000 (the "Bank Facility"). Any utilisation of the Bank Facility requires pledge of bank deposit of 40%. As at 31 December 2021, the Group did not utilise any Bank Facility. The Group terminated the bank facility in July 2022.

24. TRADE AND OTHER PAYABLES AND ACCRUALS AND CONTRACT LIABILITIES

	2022 **HK$'000**	2021 HK$'000
Trade payables (Note (i))	**7,019**	5,693
Accruals (Note (ii))	**3,036**	3,271
Other payables	**1,089**	606
Total trade and other payables and accruals	**11,144**	9,570
Contract liabilities (Note (iii))	**1,720**	2,195
	12,864	11,765

24. TRADE AND OTHER PAYABLES AND ACCRUALS AND CONTRACT LIABILITIES (Continued)

Notes:

(i) The credit period granted by suppliers of the Group is generally ranging from 30 to 90 days (2021: 30 to 90 days). The ageing analysis of the trade payables based on invoice date is as follows:

	2022 HK$'000	2021 HK$'000
Within 1 month	**5,431**	3,152
Over 1 month but less than 3 months	**1,232**	2,277
Over 3 months but less than 1 year	**330**	264
Over 1 year	**26**	—
	7,019	5,693

(ii) As at 31 December 2022, consulting expense amounting to approximately HK$511,000 (2021: HK$484,000) and accrued employee benefits expenses amounting to approximately HK$1,017,000 (2021: HK$1,256,000) were included in accruals.

(iii) Contract liabilities, representing receipt in advance from customers, are separately presented. The movement of contract liabilities (excluding those arising from increases and decreases both occurred within the same year) is as follows:

	2022 HK$'000	2021 HK$'000
Balance at 1 January	**2,195**	2,878
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	**(1,100)**	(2,780)
Increased in contract liabilities as a result of receiving forward sales deposits and installments during the year	**1,123**	2,097
Refunded during the year	**(404)**	—
Recognised as other income	**(94)**	—
Balance at 31 December	**1,720**	2,195

At 31 December 2022 and 2021, the advances from customers are expected to be recognised as revenue within 1 year.

25. LEASE LIABILITIES

	2022		2021	
	Present value of the minimum lease payments HK$'000	Total minimum lease payments HK$'000	Present value of the minimum lease payments HK$'000	Total minimum lease payments HK$'000
Within one year	2,600	2,698	3,432	3,688
Within a period of more than one year but not more than two years	535	548	2,893	2,993
Within a period of more than two years but not more than five years	146	149	639	655
	681	697	3,532	3,648
	3,281	3,395	6,964	7,336
Less: total future interest expense		(114)		(372)
Present value of lease liabilities		3,281		6,964

Amounts included in the consolidated statement of cash flows for leases comprise the following:

	2022 HK$'000	2021 HK$'000
Within operating cash flows	2,202	1,600
Within financing cash flows	3,363	4,840
	5,565	6,440

26. SHARE CAPITAL

	Number of shares	Share capital HK$'000
Ordinary shares of HK$0.01 each		
Authorised:		
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	1,000,000,000	10,000
Issued and fully paid:		
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	480,000,000	4,800

27. RESERVES

Details of the movements on the Group's reserves are as set out in the consolidated statement of changes in equity.

Share premium

The share premium account of the Group includes the premium arising from the issue of new shares pursuant to the share offering net of listing expenses and dividends declared and paid in prior year.

Capital reserve

The capital reserve represents the difference between the nominal value of the share capital of subsidiaries acquired by SV Vision (BVI) in prior years and the consideration paid to the then shareholders of those subsidiaries.

Translation reserve

Translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operation whose functional currencies are different from that of the Company's functional currency.

27. RESERVES (Continued)

Other reserves

Other reserves comprise:

(i) the other reserve that has been set up and is dealt with in accordance with the accounting policies adopted for changes in the Group's ownership interest in its subsidiaries which do not result in a loss of control as set out in "Basis of consolidation and subsidiaries" under Note 4.1.

(ii) statutory reserve as stipulated by the relevant laws in the PRC. The PRC subsidiary is required to maintain a statutory reserve fund. The minimum transfer to statutory reserve is 10% of profit after tax of the PRC subsidiary according to the PRC subsidiary's statutory financial statements. No appropriation is required if the balance of the statutory reserve has reached 50% of the registered capital of the PRC subsidiary. The statutory reserve can be used to make up losses or for conversion into capital.

Fair value reserve (non-recycling)

The reserve comprises the cumulative net changes in the fair value of the Designated FVOCI at the end of the reporting period and is dealt with in accordance with the accounting policies adopted.

28. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

Financial information of subsidiaries of the Group which have material non-controlling interests is summarised below. The amounts disclosed are before any inter-company elimination:

(a) WomanBoss and its wholly-owned subsidiaries

	2022 HK$'000	2021 HK$'000
NCI percentage	**25.9%**	25.9%
Current assets	**1**	2,401
Current liabilities	**(9,402)**	(18,355)
Non-current liabilities	**—**	(456)
Net liabilities	**(9,401)**	(16,410)
Carrying amount of the non-controlling interests of WomanBoss	**(2,435)**	(4,250)
Revenue	**—**	1,774
Profit/(Loss) attributable to owners of the Company	**5,183**	(7,761)
Profit/(Loss) attributable to the non-controlling interests of WomanBoss	**1,812**	(2,712)
Profit/(Loss) for the year	**6,995**	(10,473)
Other comprehensive income/(loss) attributable to owners of the Company	**11**	(22)
Other comprehensive income/(loss) attributable to the non-controlling interests of WomanBoss	**3**	(8)
Other comprehensive income/(loss) for the year	**14**	(30)
Total comprehensive income/(loss) attributable to owners of the Company	**5,194**	(7,783)
Total comprehensive income/(loss) attributable to the non-controlling interests of WomanBoss	**1,815**	(2,720)
Total comprehensive income/(loss) for the year	**7,009**	(10,503)
Cash flows from/(used in) operating activities	**572**	(4,660)
Cash flows used in investing activities	**—**	(131)
Cash flows from financing activities	**54**	5,083

Note: One of the non-wholly owned subsidiaries is dissolved during the year, which is disclosed in Note 1(ii).

28. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(b) Studio SV and its non-wholly owned subsidiary

	2022 HK$'000	2021 HK$'000
NCI percentage	**44.44%**	44.44%
Current assets	**694**	3,296
Current liabilities	**(5,540)**	(7,654)
Net liabilities	**(4,846)**	(4,358)
Carrying amount of the non-controlling interests of Studio SV	**(1,746)**	(1,601)
Carrying amount of the non-controlling interests of Studio SV's non-wholly owned subsidiary	**(918)**	(754)
Revenue	**—**	—
Loss attributable to owners of the Company	**(179)**	(540)
Loss attributable to the non-controlling interests of Studio SV	**(143)**	(432)
Loss attributable to the non-controlling interests of Studio SV's non-wholly owned subsidiary	**(163)**	(454)
Loss for the year	**(485)**	(1,426)
Other comprehensive loss attributable to owners of the Company	**(2)**	(2)
Other comprehensive loss attributable to the non-controlling interests of Studio SV	**(2)**	(2)
Other comprehensive (loss)/income attributable to the non-controlling interests of Studio SV's non-wholly owned subsidiary	**(1)**	3
Other comprehensive loss for the year	**(5)**	(1)
Total comprehensive loss attributable to owners of the Company	**(181)**	(542)
Total comprehensive loss attributable to the non-controlling interests of Studio SV	**(145)**	(434)
Total comprehensive loss attributable to the non-controlling interests of Studio SV's non-wholly owned subsidiary	**(164)**	(451)
Total comprehensive loss for the year	**(490)**	(1,427)
Cash flows used in operating activities	**(854)**	(1,359)
Cash flows (used in)/from financing activities	**(2,038)**	1,344

Note: The above financial information of Studio SV and its non-wholly-owned subsidiary does not include the loss sharing of its associates, WomanBoss and its subsidiaries, which is disclosed in Note 28(a).

29. OPERATING LEASE COMMITMENT

At the end of the reporting period, the Company had commitment for short-term lease in respect of properties which fall due as follows:

	2022 HK$'000	2021 HK$'000
Within 1 year	329	137

The Group leases office premise and staff quarter for an initial period of one year, without option to renew the lease term at expiry date. The corresponding lease commitment, which was not recognised as lease liabilities, was set out above. None of the above lease include variable lease payments.

30. OTHER COMMITMENTS

According to the term sheet entered between the Group and the marketing media producer stationed in the USA ("Media Producer"), the Group is committed to invest in the co-operative project with the Media Producer with mutually approved budget of US$1,800,000 (equivalent to HK$13,953,000). On 28 April 2021, Shanghai Qixian Culture Communication Co., Ltd was incorporated in the PRC to commerce the operation of such project. For the year ended 31 December 2022, the project costs of HK$8,143,000 (equivalent to US$1,037,000) (2021: HK$1,236,000 (equivalent to US$167,000)) was incurred by the Group for the project. As at 31 December 2022, the remaining balance of the commitment in relation to the mutually approved budget is US$596,000 (equivalent to HK$4,574,000) (2021: US$1,633,000 (equivalent to HK$12,717,000)). Also, according to the term sheet between the Group and the Media Producer, subject to further negotiation and to enter into an agreement, the Group is committed to invest in the co-operative project with the Media Producer with mutually approved budget of US$1,200,000 (equivalent to approximately HK$9,302,000).

31. RECONCILIATION OF LIABILITIES FROM FINANCING ACTIVITIES

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

	Amount due to a non-controlling shareholder of a subsidiary HK$'000	**Lease liabilities (Note 25)** HK$'000
At 1 January 2021	56	6,403
Changes from financing cash flows:		
Payment of capital portion of lease liabilities	—	(4,429)
Payment of interest portion of lease liabilities (Note 8)	—	(411)
Total changes from financing cash flows	—	(4,840)
Other changes:		
Interest expenses	—	411
Additions of lease liabilities	—	4,990
Total other charges	—	5,401
At 31 December 2021 and 1 January 2022	56	6,964
Changes from financing cash flows:		
Payment of capital portion of lease liabilities	**—**	**(3,130)**
Payment of interest portion of lease liabilities (Note 8)	**—**	**(233)**
Total changes from financing cash flows	**—**	**(3,363)**
Other changes:		
Interest expenses	**—**	**233**
Gain on termination of lease (Note 7)	**—**	**(829)**
Rent concession in relation to COVID-19 (Note 7)	**—**	**(45)**
Additions of lease liabilities	**—**	**321**
Total other changes	**—**	**(320)**
At 31 December 2022	**56**	**3,281**

32. RELATED PARTY TRANSACTIONS

Other than disclosed in Notes 10, 21, 22 and 28, the Group has the following transactions with its related parties in the normal course of its business and with terms mutually agreed between both parties:

	2022 HK$'000	2021 HK$'000
Revenue from provision of marketing production services to MCL Financial Group Limited (Note (a))	5	5
Revenue from sales of accessories and lifestyle products to Ms. Bonnie Chan Woo (Note (b))	—	12
Short-term lease expense to 4L 108 Leonard LLC (Note (c))	1,127	1,121
Repayment of lease liabilities (including capital and interest elements) to Gateway Engineering Limited (Note (d))	58	638
Treasury management service expense to Gain Smart Asia Limited (Note (c))	240	60

Notes:

(a) Mr. Chow Sai Yiu Evan, a non-executive director of the Company, is the controlling shareholder and the beneficial owner of this related company.

(b) Ms. Bonnie Chan Woo is an executive director and the ultimate controlling shareholder of the Company.

(c) Spouse of Ms. Bonnie Chan Woo, an executive director of the Company, and Ms. Bonnie Chan Woo, are the beneficial owners of these related companies.

(d) Spouse of Ms. Bonnie Chan Woo, is the director and one of the beneficial owner of this related company. As at 31 December 2022, no leased property is recognised as right-of-use assets and lease liabilities (2021: right-of-use asset with carrying amount of HK$ nil, with respective lease liabilities of HK$1,057,000).

Compensation of key management personnel

Key management personnel are those persons holding positions with authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the directors of the Company. Key management personnel's remuneration is as follows:

	2022 HK$'000	2021 HK$'000
Directors' fee	360	360
Salaries, allowances and benefits in kind	6,873	4,429
Discretionary bonus	—	107
Retirement benefit scheme contributions	229	145
	7,462	5,041

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

The Group is exposed to a variety of risks including foreign currency risk, credit risk, liquidity risk and price risk through its use of financial instruments in its ordinary course of operations.

The Group does not have any written risk management policies and guidelines. The directors of the Company monitor the financial risk management and take such measures as considered necessary from time to time to minimise such financial risks. There has been no change to the Group's exposure or the manner in which it manages and measures the risk.

(a) Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is exposed to foreign currency risk related primarily to the operations giving rise to bank balances that are denominated in US$, British Pound ("GBP") and RMB. The Group currently does not have a foreign currency hedging policy. However, the directors of the Company monitor foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's net financial assets denominated in a currency other than functional currency of the respective group entities at the end of each year are as follows:

	2022 **HK$'000**	2021 HK$'000
Overall net exposure		
US$	**124**	2,668
GBP	**1**	107
RMB	**6**	22,985

In the opinion of the directors, the rate of exchange of the US$ to the HK$ is reasonably stable under the linked exchange rate system and, accordingly, the Group does not have any significant foreign exchange risk arising from US$. As a result, no sensitivity analysis is performed.

At 31 December 2022, if the HK$ had weakened/strengthened 1% against the RMB with all other variables held constant, the Group's loss after tax for the year would have been approximately HK$60 (2021: HK$230,000) lower/higher respectively.

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(b) Credit risk and impairment assessment

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. Bank balances of the Group are held with financial institutions of good standing. The carrying amount of debt securities at FVTPL, trade and other receivables and deposits and amounts due from controlling shareholder and related companies represent the Group's maximum exposure to credit risk in relation to its financial assets. No other financial assets carry a significant exposure to credit risk.

The Group does not provide any other guarantees which would expose the Group to credit risk. In respect of trade receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. The Group does not obtain collateral from customers.

The Group's exposure to credit risk on trade receivables is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At 31 December 2022, 39% (2021: 43%) and 83% (2021: 81%) of the total trade receivables were due from the Group's largest customer and the five largest customers respectively.

Except for debt securities at FVTPL, the Group performed impairment assessment for financial assets and other items under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment are summarised as below:

Trade receivables

Trade receivables presented in the consolidated statement of financial position are net of allowances for ECLs on trade receivables. In determining the recoverability of a trade debtor, the Group considers any change in the credit quality of the trade debtor from the date credit was initially granted up to the reporting date.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group has evaluation procedures to assess the potential customer's credit quality, internal credit risk grading and defines credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9. In this regard, the directors of the Company consider that the Group's credit risk has significantly reduced.

The Group applies the simplified approach in HKFRS 9 to measure loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix.

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(b) Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

	Weighted average expected loss rate %	Gross carrying amount HK$'000	Loss allowance HK$'000	Net carrying amount HK$'000
At 31 December 2022				
Current (not past due)	**0.04**	**6,895**	**(3)**	**6,892**
Less than 1 month past due	**0.07**	**4,522**	**(3)**	**4,519**
Over 1 month but less than 3 months past due	**0.28**	**3,560**	**(10)**	**3,550**
Over 3 months but less than 1 year past due	**1.21**	**661**	**(8)**	**653**
Over 1 year past due	**27.47**	**364**	**(100)**	**264**
		16,002	**(124)**	**15,878**
At 31 December 2021				
Current (not past due)	0.11	4,454	(5)	4,449
Less than 1 month past due	0.15	1,366	(2)	1,364
Over 1 month but less than 3 months past due	0.44	7,433	(33)	7,400
Over 3 months but less than 1 year past due	1.15	2,349	(27)	2,322
Over 1 year past due	97.22	252	(245)	7
		15,854	(312)	15,542

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(b) Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

The following table shows the movement in lifetime ECL that has been recognised as trade receivables under simplified approach:

	Lifetime ECL (non-credit impaired) HK$'000	Lifetime ECL (credit impaired) HK$'000	Total HK$'000
At 1 January 2021	253	—	253
Increase in allowance recognised in profit or loss	59	—	59
At 31 December 2021 and 1 January 2022	**312**	**—**	**312**
Decrease in allowance recognised in profit or loss	**(188)**	**—**	**(188)**
At 31 December 2022	**124**	**—**	**124**

Other financial assets at amortised cost

ECL of other receivables and deposits, amounts due from controlling shareholder and related companies and bank balances are assessed on 12m ECL basis as there had been no significant increase in credit risk since initial recognition.

Other receivables and deposits are due to various group of debtors and the directors of the Company consider the credit risk of these parties is low.

Bank balances are deposited with creditworthy banks with no recent history of default. The directors of the Company consider the credit risk is low.

As at 31 December 2022 and 2021, the Group has not provided any ECL for other receivables and deposits, bank balances.

(c) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet obligations associated with its financial liabilities. The Group is exposed to liquidity risk in respect of settlement of trade and other payables and accruals, amount due to a non-controlling shareholder of a subsidiary and lease liabilities and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(c) Liquidity risk (Continued)

The maturity profile of the Group's non-derivative financial liabilities at each reporting period, based on the contracted undiscounted payments, is as follows:

	Effective interest rate per annum %	Carrying amount HK$'000	Total contractual undiscounted cash flow HK$'000	Within 1 year or on demand HK$'000	Over 1 year but within 2 years HK$'000	Over 2 years but within 5 years HK$'000
As at 31 December 2022						
Trade and other payables and accruals	**N/A**	**11,144**	**11,144**	**11,144**	**—**	**—**
Amount due to a non-controlling shareholder of a subsidiary	**N/A**	**56**	**56**	**56**	**—**	**—**
Lease liabilities	**4.75–4.88**	**3,281**	**3,395**	**2,698**	**548**	**149**
		14,481	**14,595**	**13,898**	**548**	**149**
At 31 December 2021						
Trade and other payables and accruals	N/A	9,525	9,525	9,525	—	—
Amount due to a non-controlling shareholder of a subsidiary	N/A	56	56	56	—	—
Lease liabilities	4.75–4.88	6,964	7,336	3,688	2,993	655
		16,545	16,917	13,269	2,993	655

(d) Price risk

The Group is exposed to price risk from the Unlisted Equity Investment held under Designated FVOCI amounted to HK$24,000 (2021: Nil). The Unlisted Equity Investment is held for strategic rather than trading purposes. The directors of the Company consider that the exposure of equity price risk arising from the Unlisted Equity Investment measured at FVOCI is insignificant, therefore no sensitivity analysis on such risk has been prepared.

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(e) Fair values of financial instruments

The table below analyses the Group's assets carried at fair values as at 31 December 2022 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is unobservable inputs) (level 3).

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments at fair value:

	Level 1 HK$'000	**Level 2** HK$'000	**Level 3** HK$'000	**Total** HK$'000
At 31 December 2022				
Designated FVOCI				
— The Unlisted Equity Investment (note i)	**—**	**—**	**24**	**24**
As at 31 December 2021				
Financial asset at FVTPL				
— The Unlisted Fund (note ii)	—	—	955	955

Note i: As at 31 December 2022, the fair value of the Unlisted Equity Investment was stated with reference to the net asset value ("NAV") provided by the investee.

Note ii: As described in Note 18, the fair value of the Unlisted Fund is determined as at the close of business in the relevant market or markets on each reporting date by the application of the Adjusted NAV method under the cost approach which is calculated based on the sum of the fair value of the equity investment's underlying assets for such investments as at the close of business in such place on the reporting date as of which such calculation is to be made, minus the value of the Unlisted Fund's liabilities on the reporting date.

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(e) Fair values of financial instruments (Continued)

Significant unobservable input

The following table summaries the valuation technique and significant unobservable input used for the Unlisted Fund that are categorized in Level 3 of the fair value hierarchy:

As of 31 December 2022

	Valuation technique	Unobservable input	Relationship of unobservable input to fair value
The Unlisted Equity investment	NAV	N/A	N/A

As of 31 December 2021

	Valuation technique	Unobservable input	Relationship of unobservable input to fair value
The Unlisted Fund	Disposal consideration	Disposal consideration	Increase/decrease in the disposal consideration, the higher/lower the fair value

As at 31 December 2021, should the disposal consideration increase or decrease by 10% respectively, the fair value of the Unlisted Fund would be increased or decreased by 10%.

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(e) Fair values of financial instruments (Continued)

Significant unobservable input (Continued)

The movements during the year in the balance of level 3 fair value measurement is as follows:

	Designated FVOCI HK$'000	FVTPL HK$'000	Total HK$'000
At 1 January 2021	—	841	841
Addition	—	176	176
Loss on change in fair value			
— included in profit or loss	—	(62)	(62)
At 31 December 2021 and 1 January 2022	**—**	**955**	**955**
Addition	**390**	**282**	**672**
Disposal	**—**	**(1,237)**	**(1,237)**
Loss on change in fair value			
— included in other comprehensive income	**(366)**	**—**	**(366)**
At 31 December 2022	**24**	**—**	**24**

Financial instrument not measured at fair value

The carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair values as at 31 December 2022 and 2021.

Management has assessed that the fair values of cash and bank balances, trade receivables and other receivables and deposits, amounts due to a non-controlling shareholder of a subsidiary, trade and other payables and accruals and lease liabilities approximate to their carrying amounts largely due to the short-term maturities of these instruments.

34. FINANCIAL INSTRUMENTS BY CATEGORY

	2022 HK$'000	2021 HK$'000
Financial assets		
Designated FVOCI	24	—
Financial asset at FVTPL	—	955
Financial assets at amortised cost		
— Trade and other receivables and deposits	16,670	16,719
— Amount due from controlling shareholder	—	35
— Amount due from related companies	—	231
— Cash and bank balances	16,988	56,226
	33,658	73,211
	33,682	74,166
Financial liabilities		
Financial liabilities at amortised cost		
— Trade and other payables and accruals	11,144	9,525
— Amount due to a non-controlling shareholder of a subsidiary	56	56
— Lease liabilities	3,281	6,964
	14,481	16,545

35. CAPITAL RISK MANAGEMENT

The Group's objectives of managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns to the shareholders and benefits for other stakeholders to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to the shareholders, return capital to the shareholders, issue new shares or sell assets to reduce debts. No changes in the objectives, policies or processes for managing capital were made during the year.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising share capital and reserves disclosed in the consolidated statement of changes in equity.

36. IMMEDIATE HOLDING COMPANY AND ULTIMATE HOLDING COMPANY

In the opinion of the directors of the Company, the ultimate holding company is Explorer Vantage, a company incorporated in the BVI. Ms. Bonnie Chan Woo, being the controlling shareholder of Explorer Vantage, is the ultimate controlling shareholder during the years ended 31 December 2022 and 2021.

37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the year is as follows:

	2022 HK$'000	2021 HK$'000
ASSETS AND LIABILITIES		
Non-current asset		
Investments in subsidiaries	20,409	20,410
Current assets		
Prepayments and other receivables	1,264	113
Amounts due from subsidiaries	39,432	26,016
Cash and bank balances	7,070	27,352
	47,766	53,481
Current liabilities		
Accruals	283	226
Amounts due to subsidiaries	10,715	10,778
	10,998	11,004
Net current assets	36,768	42,477
Net assets	57,177	62,887
CAPITAL AND RESERVES		
Share capital	4,800	4,800
Reserves	52,377	58,087
Total equity	57,177	62,887

The financial statements of the Company were approved and authorised for issue by the Board of Directors on 22 March 2023 and are signed on its behalf by:

Woo Chan Tak Chi Bonnie
Executive Director

Chow Sai Yiu Evan
Non-executive Director

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

Details of the changes in the Company's individual components of reserves between the beginning and the end of the year are set out below:

	Share premium HK$'000	Contribution surplus HK$'000	Accumulated losses HK$'000	Total HK$'000
Balance at 1 January 2021	53,131	21,643	(14,169)	60,605
Loss and total comprehensive loss for the year	—	—	(2,518)	(2,518)
Balance at 31 December 2021 and 1 January 2022	**53,131**	**21,643**	**(16,687)**	**58,087**
Loss and total comprehensive loss for the year	**—**	**—**	**(5,710)**	**(5,710)**
Balance at 31 December 2022	**53,131**	**21,643**	**(22,397)**	**52,377**

* Contribution surplus of the Company represents the difference between the net asset value of the subsidiaries acquired pursuant to the corporate reorganisation in preparation for the listing of the shares of the Company on GEM and the nominal value of the shares issued by the Company in exchange therefor.

FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last five financial years, as extracted from the Company's audited consolidated financial statements, is set out below:

RESULTS

	Year ended 31 December				
	2022	2021	2020	2019	2018
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Revenue	**59,646**	51,385	56,282	81,646	91,478
(Loss)/profit before income tax	**(2,579)**	(16,921)	(2,075)	(2,020)	3,266
Income tax expense	**(360)**	(168)	(882)	(460)	(482)
(Loss)/profit for the year	**(2,939)**	(17,089)	(2,957)	(2,480)	2,784
Attributable to:					
Owners of the company	**(4,445)**	(13,491)	(620)	(1,531)	2,784
Non-controlling interests	**1,506**	(3,598)	(2,337)	(949)	—
	(2,939)	(17,089)	(2,957)	(2,480)	2,784

ASSETS AND LIABILITIES

	As at 31 December				
	2022	2021	2020	2019	2018
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Total assets	**76,713**	82,677	98,298	103,106	103,345
Total liabilities	**(17,053)**	(19,599)	(18,170)	(20,207)	(17,076)
Net assets	**59,660**	63,078	80,128	82,899	86,269