

2022 ANNUAL REPORT 年度報告

STOCK CODE 股份代號: 0450

 鴻興 HUNG HING



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Corporate Profile

The Hung Hing Printing Group, listed on the Hong Kong Stock Exchange, is a major global player in book and package printing, consumer product packaging production, corrugated box manufacturing, paper trading, and design innovation in these areas.

Having produced tailor-made printing solutions for clients around the world for more than 70 years, Hung Hing has a heritage of excellence built on a foundation of craftsmanship and innovation.

Headquartered at the Tai Po Industrial Estate in Hong Kong, we have seven manufacturing facilities, including one in Hong Kong, five in mainland China (Shenzhen, Zhongshan, Heshan and Foshan in the Guangdong province and Wuxi, in Jiangsu) and one in Hanoi, Vietnam. The Group's total production floor space over 600,000 square meters, with a workforce of around 6,300 in Hong Kong, mainland China and Vietnam.

To grow the business, Hung Hing focuses on building strong partnership, and driving business innovation, and creating sustainable printed products and solutions for clients covering leading local and multinational corporations worldwide. Through its design hub Beluga and investments in new development opportunities, the Group is also pioneering new capabilities including digital+print products to help drive innovation. In addition, building on its years of experience in producing children's books, Hung Hing expands its portfolio around children's education. It includes the Yum Me Play Experience Hub that provides a variety of workshops and learning experiences, STEM Plus that delivers STEM and AI educational programmes, and Active Minds that distributes children's books.

Hung Hing's financial objective is to deliver consistent returns and long-term growth to shareholders from a leading position in its industry. The strategy to achieve this involves resilience and long-term commitment in fixed and human assets, and an unwavering focus on quality, efficiency and customer service.



Corporate Information

Executive Directors

Yum Chak Ming, Matthew, Executive Chairman
Sung Chee Keung

Non-Executive Directors

Hirofumi Hori
Yuji Motomatsu
Aki Tsuge
Yam Hon Ming, Tommy

Independent Non-Executive Directors

Lo Chi Hong
Luk Koon Hoo
Yap, Alfred Donald

Company Secretary

Shek Kwok Man

Legal Advisor

Fangda Partners

Registered Office

Hung Hing Printing Centre
17–19 Dai Hei Street
Tai Po Industrial Estate
New Territories, Hong Kong
Tel: (852) 2664 8682
Fax: (852) 2664 2070
E-mail: info@hunghingprinting.com

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited
MUFG Bank, Ltd.
BNP Paribas

Auditor

KPMG
Certified Public Accountants
Public Interest Entity Auditor registered in accordance with the
Accounting and Financial Reporting Council Ordinance

Share Registrar

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



Facilities

Hong Kong | Established 1950

- Relocated to Tai Po Industrial Estate in 1989.
- Corporate headquarters.
- 2 production lines for conventional books printing, suitable for printing of sensitive materials.
- 260 full time staff/workers.

Shenzhen | Established 1994

- Printing and manufacturing of folding cartons, children's book, conventional books, litho lam and corrugated containers.
- Awarded ISO9001; ISO14001 and ICTI-ETP certifications.
- 2,100-3,500 full time workers of which 800-2,200 hand assembled related.

Wuxi | Established 2003

- Printing and manufacturing of folding cartons, litho lam and corrugated containers.
- Awarded ISO9001; ISO14001 & BRC/IOP certifications.
- 280-400 full time workers of which 100-200 hand assembled related.

Vietnam | Established 2019

- Awarded ISO9001; ISO14001, ICTI-ETP certifications.
- Vietnam operation started in Q4 2019.
- 520 full time workers.

Zhongshan | Commissioned 1993

- Printing and manufacturing of folding cartons, litho lam and corrugated containers.
- Awarded ISO9001; ISO14001 & BRC/IOP certifications.
- 720 full time workers.

Shunde, Foshan | Established 1998

- Printing and manufacturing of folding cartons, litho lam and corrugated containers.
- Acquired in 2018 to achieve multi-locations network producing high quality corrugated products.
- 250 full time workers.

Heshan | Established 2007

- Established in 2007 for printing children's and conventional books.
- Awarded ISO9001; ISO14001; ICTI-ETP certifications.
- 2,100-3,500 full time workers of which 1,000-2,300 hand assembled related.

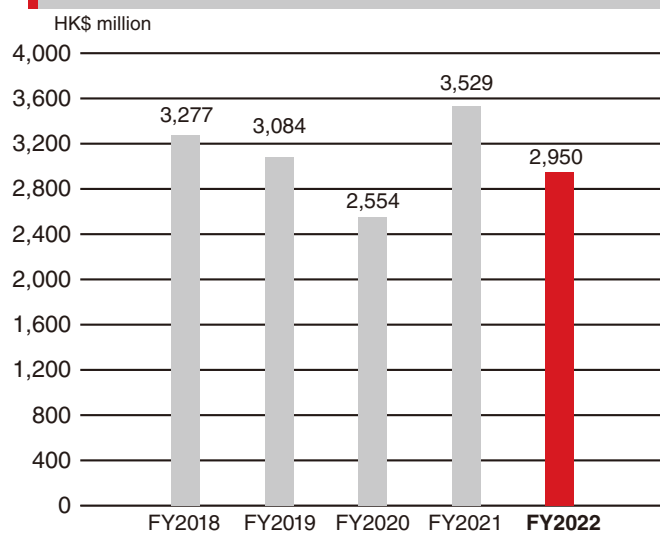


Financial Highlights

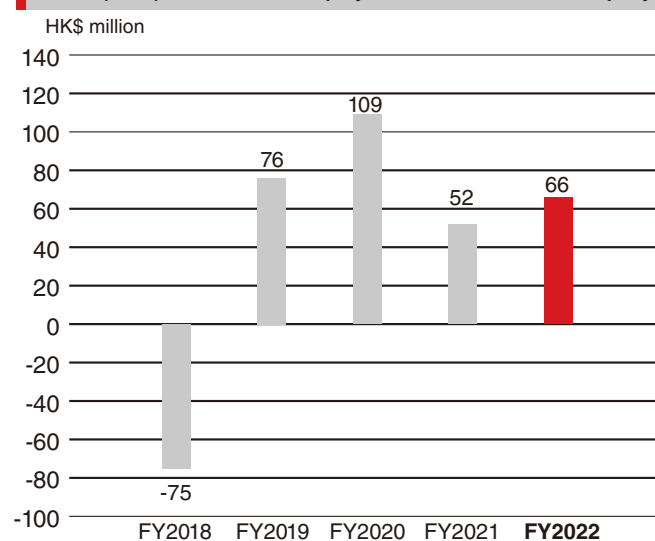
	Year ended 31 December 2022 HK\$'000	Year ended 31 December 2021 HK\$'000
Revenue	2,950,112	3,528,869
Profit for the Year	54,508	49,321
Profit Attributable to Equity Shareholders of the Company	66,038	51,953
Basic Earnings per Share (HK cents)	7.3	5.8
Dividends per Share (HK cents)		
Interim Dividend	4	4
Final Dividend	4	4
Special Dividend	5	5
	13	13

	At 31 December 2022 HK\$'000	At 31 December 2021 HK\$'000
Property, Plant and Equipment	1,417,683	1,392,360
Net Current Assets	1,739,711	2,079,359
Total Assets	3,985,148	4,304,950
Equity Attributable to Equity Shareholders of the Company	3,054,670	3,187,999

Revenue



Profit/(Loss) Attributable to Equity Shareholders of the Company



Chairman's Statement



In 2022, diversification strategies combined with automation, process efficiencies and order rationalisation helped us overcome inflation and lockdown related operational interruptions to achieve profit growth.

Yum Chak Ming, Matthew
Executive Chairman

Full Year Results

The Hung Hing Printing Group responded with resilience and a strategic mindset to the challenging global macroeconomic conditions prevailing in 2022. We continued to build the business for sustainable long-term growth with forward-thinking diversification strategies in both manufacturing setup and product mix. Automation and process efficiencies, along with order rationalisation to focus on high-value-added business, helped us overcome inflation and lockdown-related operational interruptions to achieve a profit of HK\$66 million, an increase of 27.1% over 2021. Basic earnings per share improved to HK7.3 cents, compared to HK5.8 cents in 2021.

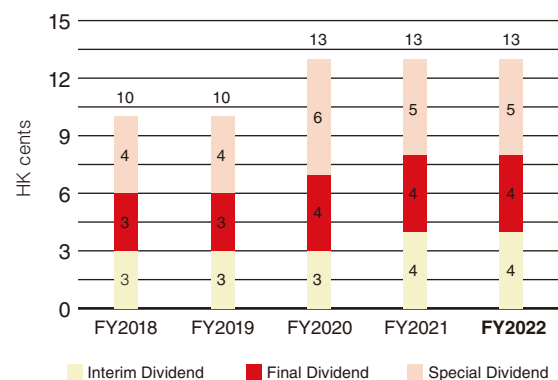
A one-off gain recorded to reflect the compensation related to land resumption of the existing Wuxi plant, and COVID-19 related subsidies received from the local governments in Hong Kong and China, had upward impacts on net profit.

There was a lag effect in order placement as major global customers spent the first half of the year running down excess stock purchased in anticipation of persistent supply chain issues spilling over from 2021. This behaviour had an impact on our whole-year revenues which stood at HK\$2,950 million, a decline of 16.4% from 2021.

Dividends

In view of our strong cash position of the Group, and in line with our dividend policy that aims to maximise shareholder returns, the Board of Directors has recommended a special dividend of HK5 cents per share and a final dividend of HK4 cents per share, payable on 21 June 2023 to shareholders whose names appeared on the Register of Members of the Company as of 5 June 2023. Including the interim dividend of HK4 cents per share, total dividend for the year stands at HK13 cents per share (2021: HK13 cents per share), compared to earnings per share of HK7.3 cents.

Dividends per Share



Minimising Risk through Diversification

We have minimised our exposure to the volatility associated with any one market, and positioned ourselves well to achieve consistent growth over time, through diversification.

Our investments in a distributed manufacturing setup yielded benefits to the Group and allowed us to overcome the impact of wage inflation and geopolitical tensions. The new 35,000 sq. m. manufacturing facility in Hanoi, Vietnam with advanced equipment and full staffing achieved a high capacity utilisation. The plant achieved triple turnover growth over 2021, helping us secure high-margin opportunities in key export markets. At the same time, we made satisfactory progress in constructing a new factory with advanced production technologies at Wuxi to replace the existing facility following the land resumption.

Our strategy of operating a network of strategically located plants across Hong Kong, Shenzhen, Zhongshan, Heshan, Foshan, Wuxi, and Hanoi in Vietnam allowed us to fulfil orders regardless of lockdowns or other location-specific restrictions.

We continued to make progress with our strategy to support the core business with synergistic offerings that help us move closer to end consumers. We expanded the Papery range of eco-friendly premium consumer products under the Beluga design hub. Our educational platform STEM Plus and consumer-facing brands Yum Me Print and Yum Me Play built on the successes of previous years by organising large-scale consumer events. Yum Me Play launched a flagship store at a major shopping arcade in Hong Kong for its consumer-facing edutainment offering. We are in the process of strengthening our strategic positioning and enabling closer links with end consumers by expanding our retail presence across the city.

Caring for Employees, Customers and the Community

Travel restrictions and lockdowns persisted throughout the year, leading to continued logistical challenges in fulfilling customer orders on time. My colleagues embraced new ways of working to continue to deliver the excellent service and value that we are renowned for. Our manufacturing and logistics teams across China, Hong Kong, and Vietnam adopted safe systems of working such as social distancing and staggered shifts to stay safe and contain the spread of Covid-19. I am proud of the mutual support that the entire Hung Hing family provided throughout the course of this period, which enabled us to ensure our customers were not impacted by quality or delivery issues.

We have always embraced our corporate social duties with a sense of deep responsibility and passion. We expanded the solar energy infrastructure at our Hong Kong headquarters and emphasised waste minimisation and recycling across our facilities. At the same time, we are passionate about promoting STEM education in Hong Kong – a purpose that has strong synergies with our expertise in developing engaging and educational content for the STEM Plus range.

Outlook

The continued disruption caused by the pandemic has only served to emphasise the strength of the Hung Hing brand, management team, and the value of our diversified business. We are emerging from the pandemic with the foundations in place for long term success and ongoing growth. Our double diversification strategy – covering product range and manufacturing setup – will continue to insulate us to some extent from the socio-economic cyclicality of any one market or industry vertical.

With a heritage of differentiated, vertically-integrated products and services, supported by a refreshed brand and corporate website, and intensive sales and marketing efforts, we are well-placed to capture opportunities in 2023.

Our business model is capital-efficient with high scalability through automation. With a strong cash position we also have the flexibility we need to continue investing in our existing business while remaining in a strong position to pursue innovative opportunities to expand our scope of services.

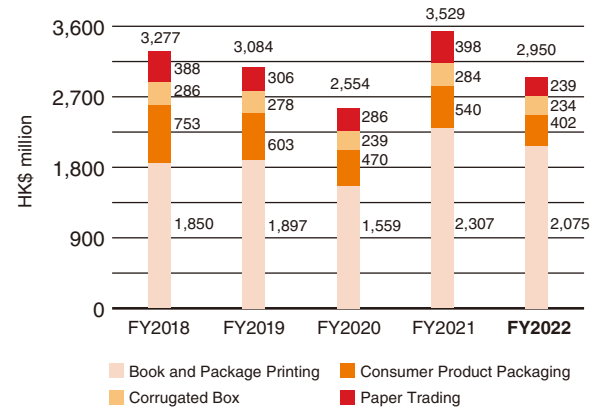
I am deeply grateful to the untiring efforts of my colleagues, management team, board members and shareholders, for their wholehearted support.



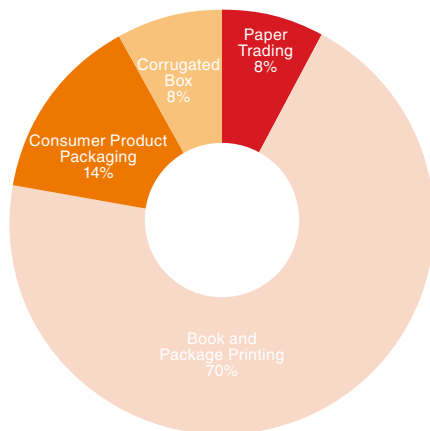
Management Discussion and Analysis

The Hung Hing Printing Group successfully delivered increased profits by capitalising on a strong brand and diversified core business with a focus on value-added solutions. Our strategic investments in automation and process efficiencies across a geographically distributed manufacturing base allowed us to address unfavourable market conditions like inflation, continued geopolitical unrest and a weak economy. We also benefited from the recognition of the land resumption transaction at our existing Wuxi facility and one-off government subsidies. Overall, profit attributable to equity shareholders of the company increased by 27.1% to HK\$66 million (2021: HK\$52 million), against a 16.4% decline of revenues to HK\$2,950 million.

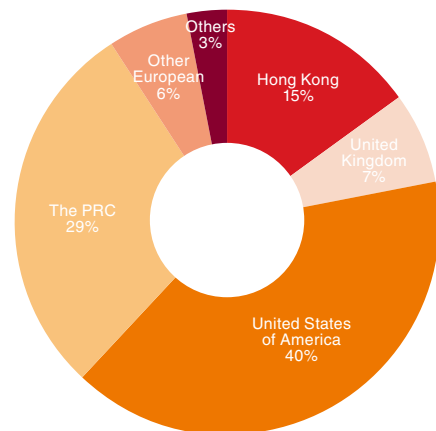
Revenue by Business Unit



Revenue by Business Unit in Year 2022



Revenue by Region in Year 2022

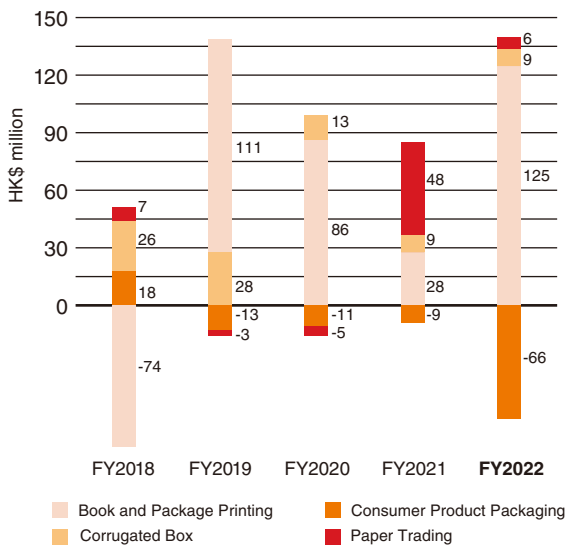


As demand for printing and paper products is cyclical and impacted by macroeconomic movements, diversification has been an important component of our strategy, reducing our reliance on any individual market or business line. We successfully grew the business into new industry sectors, products, and manufacturing base, to consolidate our position as a trusted partner for the world's leading brands. This approach drove revenues from export markets, compensating in part for a slower domestic China market where lockdowns affected consumer purchase behaviour.

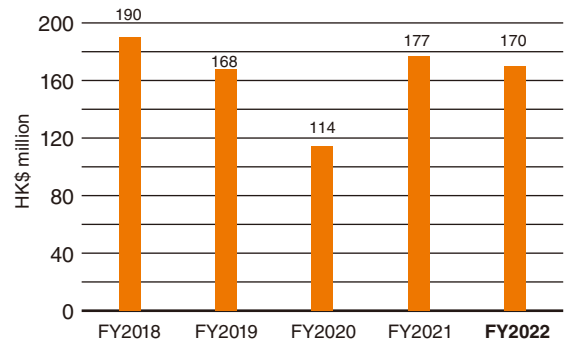
Our new 35,000 sq. m. facility in Hanoi, Vietnam, increased its turnover by three-fold with advanced capabilities and machinery. The plant was critical in fulfilling export orders and achieving operating margins despite the restrictions associated with the COVID-19 pandemic and wage inflation in China.

We are implementing several initiatives to sell and communicate directly with consumers, capitalising on our core strengths in children's book printing. This will enable us to establish an additional connection with consumers at multiple touchpoints. In pursuit of this goal, the Papery brand increased its go-to-market presence and its products are available on the shelves of leading retailers across Hong Kong. STEM Plus launched the second Inter-school AI Formula Edge Competition, boosting reputation and brand recognition, especially in the education sector. The Yum Me Play experiential learning platform opened a 622 sq. m. experience hub at New Town Plaza in Shatin to inspire and nurture children, with a fun line-up of workshops and experiences.

Profit/(Loss) Contribution by Business Unit



Capital Expenditure



Business Unit Report

Book & Package Printing (BPP) remained the largest Group business, achieving overall revenues of HK\$2,075 million, a decline of 10.1% from 2021, following a buildup of delivery orders by customers in 2021 to minimise exposure to disruptions in global supply chains. Rationalisation of the order book with a focus on high value-added business helped us keep operating costs under control and improved margins. More stable freight conditions and logistics costs, and cost savings from better automation and workflow optimisation allowed the unit to substantially increase operating profit to HK\$124.5 million compared to 2021.

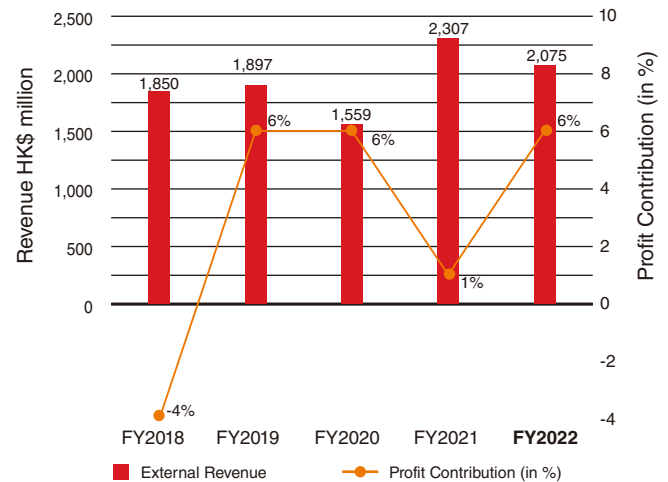
Sales to major customers remained stable due to our ability to meet their needs and exceed their expectations, with multinational companies choosing Hung Hing as their preferred supplier. The supply chain disruptions that impacted margins in 2021 largely reduced to manageable levels and paper prices stabilised at a higher level. The new board games product line launched earlier contributed to the bottom line, alongside core product lines like book printing and greeting cards.

Beluga launched new bespoke products to meet the requirements of our strategic clients, strengthening our long-term relationships. Its Papery brand expanded its recyclable range of premium paper-based products in addition to our staple products like face mask holders and handbags. The division expanded its marketing reach through attending major European trade shows and other industry events.

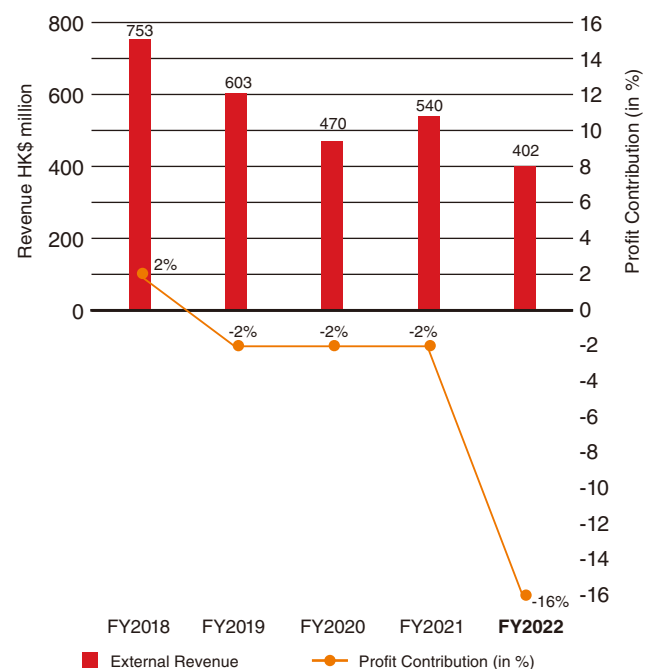
The Consumer Product Packaging (CPP) business unit received steady orders from flagship clients. However the business saw a reduction in smaller orders due to the weak domestic market, resulting in a revenue decline of 25% to HK\$402.5 million. External sales were affected due to the relocation of the Wuxi plant which leads to the business unit's loss to HK\$65.9 million (2021: loss of HK\$9.1 million).

The business used this period to redevelop an advanced new facility in Wuxi to replace the existing plant which will serve the domestic market. The site of this existing Wuxi facility will be handed back to the local authority, and CPP is expected to commence production at the new facility by mid-2023.

BPP Revenue & Profit/(Loss) Contribution (in %)

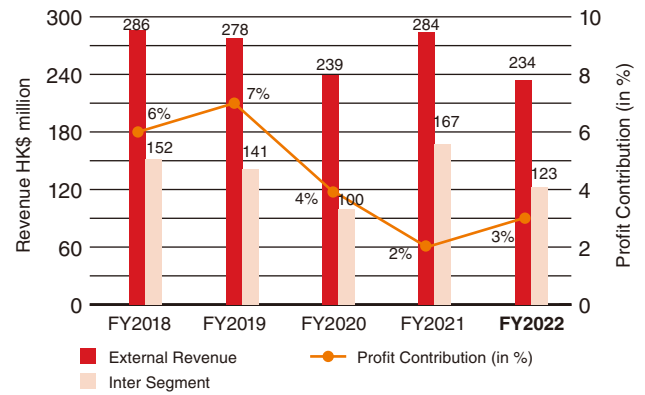


CPP Revenue & (Loss)/Profit Contribution (in %)



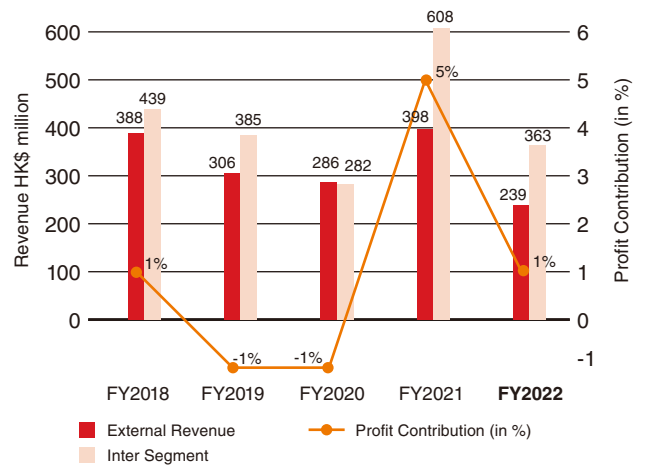
The Corrugated Box (CB) business increased profit by 7% to HK\$9.5 million thanks to stable demand from key customers and the improvement of processes. A weak domestic market affected overall order placement with revenues declining 17.7% to HK\$233.9 million.

CB
Revenue & Profit Contribution (in %)



External sales for the Paper Trading (PT) business dropped by around 40% to HK\$238.7 million, reflecting poor market demand and falling paper prices after significant increases in 2021. PT plays a key role in enabling our vertically-integrated strategy by sourcing and supplying a high quality range of paper to the other business units.

PT
Revenue & Profit/(Loss) Contribution (in %)



Principal Risks and Uncertainties

Risks and uncertainties may affect the Group's business performance or growth prospects, leading to a divergence from expected or historical results. The Group faces certain generic risks that commonly apply to players within the sector, such as fluctuations in exchange rates and commodities prices, including paper prices, and inflation in labour cost.

Risks that affected the Group's activities over the past few years included major disruptions to the global supply chain and abrupt increases in logistics costs fuelled by COVID-19, strained US-Sino trade relationships, and public policy restrictions (movement of people and social distancing) that impacted labour supply. Additionally, COVID-19-related government subsidy policy to alleviate the impact of the pandemic is expected to change in 2023. Geopolitical factors such as those being observed recently in Eastern Europe may continue to affect world trade and also the Group.

Future Business Developments

The expected gradual phasing out of COVID-19 restrictions in Mainland China and Hong Kong mean that the weak domestic demand and logistical restrictions of the past two years are likely to ease. We are cautiously optimistic about a gradual return of consumer confidence and demand for the domestic business.

We will monitor reports of recessionary pressures and respond appropriately. Our core values of credibility, creativity, collaboration, and ownership have enabled us to establish a strong track record and trusted, longstanding client partnerships. Our vertically-integrated offering and solid financial position render us a partner of choice.

We are confident that our diversification efforts with new facilities will enable us to overcome global uncertainties in the coming months. Our recent business development initiatives include purchasing a physical bookstore chain with 10 outlets across Hong Kong. These will be integrated into STEM Plus portfolio of education products and services. In 2022 we invested in a comprehensive rebranding exercise, including our new corporate website which was launched at the end of 2022. We will leverage our refreshed brand to enhance the company image and drive sales, reaching out to a wider group of customers and meeting their needs.

Strong Financial Position: Net Cash Holding of HK\$1,055 million

The Group maintained a robust cash position with HK\$1,055 million net cash in hand (total cash including structured bank deposits and net of bank borrowings). The financial strength enables us to invest for long-term sustainable growth and reward our shareholders.

The Group deployed RMB-link structured bank deposits (2022 year-end balance at HK\$204 million) to enhance yield and at the same time, provide hedging for RMB requirements.

Despite the short-term impacts experienced in 2022 due to the COVID-19 pandemic, global businesses will continue to need reliable partners who deliver value as they gain confidence in market prospects. To drive long term development, we invested HK\$170 million during 2022 in setting up advanced equipment and facilities at various locations of our core businesses, and expanding the Wuxi, Heshan and Vietnam facilities. We will continue to consolidate opportunities in the coming years on unique competitive technologies and capacities to address the export and China domestic market.

Gearing ratio was kept at a conservative level of 6.0% (2021: 5.7%).

To mitigate exchange risk while meeting operating cash requirements, 49% of total cash (vs. 2021: 33%) was held in RMB, while the rest was mainly held in USD 46% (vs. 2021: 49%) and HKD 3% (vs. 2021: 13%). Loans were confined to HKD and USD to control currency exposure and minimise interest expenses. We also carefully managed our loan portfolio, using a combination of floating and fixed interest rate facilities depending on financial market conditions to minimise interest rate risk.

Corporate Governance Report

The Company is committed to maintaining a high standard of corporate governance practices and procedures. The corporate governance principle of the Company emphasizes on accountability and transparency and is adopted in the best interests of the Company and its shareholders. In addition the Company will strive to continuously improve these practices and cultivate an ethical corporate culture.

Code on corporate governance practices

The Company has adopted the code provisions as set out in the Code of Corporate Governance (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The Company has complied with all the applicable code provisions in the CG Code throughout the year ended 31 December 2022 except for the following deviations:

Code Provision C 2.1 provides that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The roles of the chief executive officer have been undertaken by Mr. Yum Chak Ming, Matthew, the Executive Chairman of the Company. The Board is of the opinion that it is appropriate and in the best interests of the Company that Mr. Yum should hold these offices. The Board believes that it is effective to monitor and assess business performance in a manner that properly protects the interests of shareholders.

Board composition and board practices

The Board of Directors (the “Board”) of the Company is composed of 9 directors, of which 2 are Executive Directors including the Executive Chairman, 4 are Non-executive Directors and 3 are Independent Non-executive Directors. All the Independent Non-executive Directors have appropriate professional qualifications, experience or related industry expertise. The Directors biography and relevant relationships amongst them are set out in the Biographical Details of Directors section on pages 26 to 27 of this Annual Report.

Review will be made regularly by the Board to ensure that it has a balance of skills and experience appropriate for the requirement of the Company and its subsidiaries (the “Group”). Also, a balanced composition of Executive Directors and Non-executive Director is maintained to ensure independence and effective management. The Company has satisfied the Listing Rules in having one of the Independent Non-executive Directors with appropriate accounting qualifications and expertise to sit in the Audit Committee.

Each of the Independent Non-executive Director has made an annual confirmation of independence pursuant to Rule 3.13 and Appendix 16 (12B) of the Listing Rules. The Company is of the view that all Independent Non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. The Company considers that all Independent Non-executive Directors to be independent.

Independent Non-executive Directors are identified in all corporate communications. An updated list of the Directors identifying the Independent Non-executive Directors and the roles and functions of the Directors is maintained on the websites of the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

When selecting potential candidates for directors, skills, experience, expertise, his devotion of time, potential conflicts of interests are key factors for consideration. The Nomination Committee was set up to make recommendation to the Board on the selection and nomination of candidates for directorship. Majority of members of the Nomination Committee are Independent Non-executive Directors.

The Board is accountable to shareholders and is responsible for the formulation of the Group's strategy, overseeing the management of the business and affairs of the Group.

Key and important decisions are fully discussed at the board meetings. All Directors have been fully consulted about any matters proposed for inclusion in the agenda. The Executive Chairman has delegated the responsibility for drawing up the agenda for each board meeting to the Company Secretary. With the support of the Company Secretary, the Executive Chairman

seeks to ensure that all Directors are properly briefed on issues arising at board meetings and receive adequate and reliable information in a timely manner.

Daily operation and managing of the business of the Group, inter alia, the implementation of strategies are delegated to the Executive Directors and the management team. They report periodically to the Board their work and business decisions.

Board meetings are scheduled to be held at regular interval. The Board would meet more frequently as and when required. An annual general meeting at which the Company's auditor attended was convened on 26 May 2022 for the financial year ended 31 December 2021.

The attendance record of the Directors at the board meetings and the annual general meeting for the year ended 31 December 2022 is as follows:

	Attendance Board meetings	AGM
Executive Chairman		
Yum Chak Ming, Matthew	4/4	1/1
Executive Director		
Sung Chee Keung	4/4	1/1
Non-executive Directors		
Masashi Nakashima (resigned on 27 May 2022)	0/2	0/1
Yuji Motomatsu (appointed on 27 May 2022)	2/2	N/A
Hirofumi Hori	4/4	1/1
Aki Tsuge	4/4	1/1
Yam Hon Ming, Tommy	4/4	1/1
Independent Non-executive Directors		
Yap, Alfred Donald	4/4	1/1
Luk Koon Hoo	4/4	1/1
Lo Chi Hong	4/4	1/1

Notice of at least fourteen days are given to the Directors for regular meetings, while Board papers are sent to the Directors not less than three days before the scheduled date of a board or board committee meeting. The Directors can attend meetings in persons or through other means of electronic communication. The Company Secretary ensures that the procedure and all applicable rules and regulations are strictly and fully complied with. Minutes of board meetings and board committee meetings

are kept by the Company Secretary and are available for inspection at any reasonable time on reasonable notice by any Directors.

Directors have full access to information on the Group and are able to obtain independent professional advice whenever necessary.

Training and support for directors

Every newly appointed Director will meet with other Directors and key management executives, and will receive a comprehensive, formal and tailored induction on the first occasion of his appointment. Subsequently, he will receive briefings and other professional development necessary to ensure he has a proper understanding of the operations and business of the Company and he is fully aware of his responsibility with the Company.

All Directors are encouraged to participate in continuous professional development to refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant. Directors are also invited to participate in Company events to familiarize themselves with the operations of the Company and opportunity to communicate with other management members of the Company. Some directors also attended training seminars as provided by other professional bodies or as referred to by the Company.

The records of training as received by each Director in 2022 are summarised as follows:

	Type of trainings
Executive Chairman	
Yum Chak Ming, Matthew	A, B
Executive Director	
Sung Chee Keung	A, B
Non-executive Directors	
Masashi Nakashima (resigned on 27 May 2022)	A, B
Yuji Motomatsu (appointed on 27 May 2022)	A, B
Hirofumi Hori	A, B
Aki Tsuge	A, B
Yam Hon Ming, Tommy	A, B
Independent Non-executive Directors	
Yap, Alfred Donald	A, B
Luk Koon Hoo	A, B
Lo Chi Hong	A, B

A: attending professional seminars/conferences/forums

B: reading materials relating to general business, regulatory updates on listing rules and board practices

C: attending corporate events/site visits

Note: During the financial year ended 31 December 2022, the Company did not arrange any corporate events/site visits due to Covid-19.

Corporate governance policy and duties

The board is responsible for performing the duties on corporate governance functions as set out below:

- (i) developing and reviewing the Company's policies and practices on corporate governance;
- (ii) reviewing and monitoring the training and continuous professional development of directors and senior management;
- (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (v) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

Model code for securities transactions

The Company has adopted the Model Code for Securities Transactions by Directors set out in Appendix 10 of the Listing Rules. The Executive Chairman or the Chairman of the Audit Committee is the person to be notified for securities dealings by Directors and a designated form is used for notification and acknowledgement purpose.

All Directors have confirmed, following specific enquiry by the Company, their compliance with the required standards of dealings and its code of conduct regarding the directors' securities transaction throughout the year ended 31 December 2022.

Senior Management of the Company is also required to comply with the guidelines on similar terms as set out in the Model Code.

Internal control

The Company places great importance on internal control and risk management to safeguard the assets of the Company and the interests of shareholders. The Board has overall responsibility for the system of internal control and for reviewing its effectiveness. The Audit Committee assists the Board in meeting its responsibilities for maintaining an effective system of internal control. The Audit Committee reviews the process by which the Group evaluates its control environment and risk assessment process, and the way in which business and control risks are managed through the assistance of the Company's Internal Audit Department.

The Company's Internal Audit Department assesses risk exposure, formulates audit plan and ensures the audit programs cover key internal control areas of operating subsidiaries on a rotational basis for the review by the Audit Committee. Special review may also be performed on areas of concern identified by management or the Audit Committee from time to time.

The Internal Audit Department monitors the internal control procedures and systems of the Group and reports its findings and recommendations to management of the Company and the Audit Committee. The department also monitors the follow-up actions agreed upon in response to its recommendations and reports to the Audit Committee the progress of implementation of those recommendations.

With the assistance of the Audit Committee and the Company's Internal Audit Department, the Board is satisfied that the overall financial, operational and compliance controls, and risk management of the Group continues to be effective.

Directors' responsibility for the financial statements

The Directors acknowledge their responsibility for preparing the financial statements of the Group. The Directors ensure the preparation of the financial statements of the Group is in accordance with statutory requirements and applicable accounting standards.

The statement of the Auditors of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditors' Report on pages 33 to 36 of this Annual Report.

Auditor's remuneration

For the year ended 31 December 2022, the Auditor of the Company will receive approximately HK\$2,706,000 (2021: HK\$2,706,000) for their audit service. Remuneration for non-audit services which covered taxation and other services provided to the Group was approximately HK\$533,000 (2021: HK\$120,000) in the same period.

Remuneration committee

The Remuneration Committee comprises of 3 Independent Non-executive Directors and 1 Non-executive Director. They are Mr. Yap, Alfred Donald (Committee Chairman), Mr. Luk Koon Hoo, Mr. Lo Chi Hong and Mr. Hirofumi Hori. The Committee's authority and duties are set out in written terms of reference which are posted on the websites of the Company and the Stock Exchange.

The policy and structure for all remuneration of Executive Directors and the Senior Management were reviewed by the Committee. Remuneration, including basic salary, performance bonus, long term incentive plan of the Executive Directors and Senior Management is based on skills, knowledge, involvement and performance of the individuals by reference to the Company's performance and profitability. Annual salary adjustment and profit linked performance bonus are subject to review and approval by the Committee. A Restricted Share Award Scheme was in place to attract, motivate and retain employees and tie their interest to the long-term growth of the Company.

No individual director and senior manager are allowed to determine his or her own remuneration.

Executive Directors are not eligible for additional remuneration of director fee for Board activities. Director fee for Non-executive Directors is subject to annual review for shareholders' approval at the annual general meeting. Reimbursement is allowed for reasonable out-of-pocket expenses incurred in connection with the performance of their duties including attendance at board meetings and committee meetings.

The Committee met twice in the financial year ended 31 December 2022 with a 100% attendance by all committee members.

During the year, the Committee reviewed and recommended to the Board for approval the followings:

- the incentive bonus program of Executive Directors and Senior Management as linked to the financial target of the Group for the year ended 31 December 2022;
- the salary adjustment of Executive Directors and Senior Management taken into account of the Group annual salary review policy and performance of individuals;
- the list of participants and the execution of the share award scheme of the past year; and
- director fee for the newly joined Non-executive Director.

Nomination committee

The Nomination Committee comprises of 3 Independent Non-executive Directors, Mr. Luk Koon Hoo (Committee Chairman), Mr. Yap, Alfred Donald, Mr. Lo Chi Hong, 1 Non-executive Director, Mr. Hirofumi Hori, and the Executive Chairman, Mr. Yum Chak Ming, Matthew. The defined terms of reference of the Committee are set out in writing and are posted on the websites of the Company and the Stock Exchange.

The Committee is responsible for making recommendation to the Board for selection and nomination of directors, and the succession planning of directors and senior management. The Committee also reviews the size, structure and composition of the Board with reference to the Company's board diversity policy and assesses the independence of Independent Non-executive Directors.

The Committee met twice in the financial year ended 31 December 2022 with a 100% attendance by all committee members.

During the year, the work performed by the Committee included the following:

- the recommendation of the retiring directors for re-election at the annual general meeting;
- the review of composition of the Board;
- the assessment of independence of the Independent Non-executive Directors; and
- the nomination of Mr. Yuji Motomatsu as Non-executive Director to replace Mr. Masashi Nakashima who resigned on 27 May 2022.

Board Diversity Policy

The Board adopted the Board Diversity Policy since 26 November 2013, which sets the approach to achieve and maintain diversity of the Board to enhance quality of its performance. The Policy aims to achieve diversity through the consideration of a number of factors including but not limited to skills, regional and industry experience, background, age, race, gender and other qualities. These differences will be taken into account in determining the optimum composition of the Board. All Board appointments are based on merit, in the content of the talents, skills and experience, and taking into account diversity.

The Nomination Committee will report annually on the composition of the Board under diversified perspective, and monitor the implementation of this policy to ensure its effectiveness. It will discuss any revisions that may be required and recommend such revisions to the Board for consideration and approval.

The following tables further illustrate the diversity of the Board members as of the date of this annual report:

	Gender	Age	Educational Background	Ethnicity		Relevant experience		
				Chinese	Japanese	Book & Packaging Printing	Banking	Law
Executive Directors								
Yum Chak Ming, Matthew	M	64	Industrial Engineering Business Administration	√		√		
Sung Chee Keung	M	63	Printing Engineering	√		√		
Non-Executive Directors								
Yuji Motomatsu	M	62	Commerce		√	√		
Hirofumi Hori	M	64	Economics		√	√		
Aki Tsuge	F	50	Liberal Arts		√	√		
Yam Hon Ming, Tommy	M	59	Economics	√		√		
Independent Non-Executive Directors								
Lo Chi Hong	M	76	Lexicography	√		√		
Luk Koon Hoo	M	71	Social Science in Statistics Business Administration	√			√	
Yap, Alfred Donald	M	84	Law	√				√

Audit committee

The Audit Committee comprises of 3 Independent Non-executive Directors and 1 Non-executive Director. They are Mr. Luk Koon Hoo (Committee Chairman), Mr. Yap, Alfred Donald, Mr. Lo Chi Hong and Mr. Hirofumi Hori. The defined terms of reference of the Committee are set out in writing and are posted on the websites of the Company and the Stock Exchange.

The primary duties of the Audit Committee include reviewing the effectiveness of Company's internal control and the Company's internal audit function, risk management system and regulatory compliance, the review of the Company's financial information and compliance, making recommendation to the Board on the appointment and removal of external auditor and assessing their independence and performance.

During the financial year ended 31 December 2022, the Committee held four meetings and the attendance record are:

	Attendance
Luk Koon Hoo	4/4
Yap, Alfred Donald	4/4
Lo Chi Hong	4/4
Hirofumi Hori	4/4

The work performed by the Committee during the year included the following:

- reviewing with the auditor on key audit and accounting matters, internal control recommendation of the auditor and updates on regulatory rules in the auditor's Audit Committee Report and the draft audited financial statements for the financial year ended 31 December 2021;
- reviewing the financial statements for the six months ended 30 June 2022 focusing on business highlights, any change of accounting policies and practices, and compliance with accounting standards and listing rules requirements;
- reviewing with the auditor the scope of their audit, their communication plan, their independence, developments affecting the Company's business, their risk assessment and updates of accounting standards and listing rules as affecting the Company for the financial year ended 31 December 2022;
- reviewing the audit plan, audit progress report and significant audit findings of the Internal Audit Department with management at all committee meetings;
- reviewing with management on implementation of the recommendations made by the Internal Audit Department;

- reviewing the risk management and internal control of the Group; and
- reviewing the continuing connected transactions for the financial year ended 31 December 2021.

The Committee is satisfied with the review of the work of external auditors, their audit fees, results of their audits and has recommended to the Board their re-appointment for the financial year ending on 31 December 2023 at the forthcoming annual general meeting.

Communication with shareholders

The Company recognises the importance of communication with the shareholders of the Company, both individual and institutional as well as potential investors. The Company adopted a Shareholders Communication Policy with an aim of ensuring shareholders are provided with timely information about the Company and enabling them to engage actively with the Company and to exercise their rights in an informed manner.

The annual general meeting also provides a good opportunity for communication between the Board and shareholders. The Executive Chairman of the Board, the Chairman of the respective Committees as well as the external auditors are normally present to answer questions as raised by shareholders. Notice of the AGM and the related circular are sent to shareholders at least 20 clear business days before the meeting.

Votes of the shareholders at general meeting will be taken by poll in accordance with the Listing Rules. Detailed procedures for conducting a poll will be explained to shareholders at the beginning of the general meeting to ensure that shareholders are familiar with the voting procedures. Each issue will be proposed by a separate resolution by the Chairman of the general meeting. The poll results will be posted on the websites of the Company and the Stock Exchange on the same day of the general meeting.

Shareholders holding not less than one-twentieth of paid-up capital of the Company can make a requisition to convene an extraordinary general meeting. The requisition must state the objects of the meeting and must be signed by the relevant shareholders and deposited at the Company's registered office.

Shareholders holding not less than one-fortieth of the total voting rights of all shareholders of the Company or not less than 50 shareholders holding the shares in the Company on which there has been paid up an average sum of not less than HK\$2,000 per shareholder can put forward proposals for consideration at a general meeting of the Company by depositing a requisition in writing signed by the relevant shareholders at the Company's registered office.

Specific enquiries and suggestions by shareholders can be sent in writing to the Board or the Company Secretary at the Company's registered office. Shareholders are encouraged to access to the Company website at www.hunghingprinting.com for all relevant information including Company's announcements, press releases, financial highlights, financial calendar, the Company's constitutional documents and detailed procedures for shareholders to convene meetings.

Investor relations

The Company has a proactive policy for promoting investor relations and communications by maintaining regular dialogue with institutional shareholders, fund managers, analysts and the media. Meetings and conference call were held with investors and analysts in order for the Company to understand their views and to keep them abreast of the latest developments. Inquiries on the Company were also dealt with in an informative and timely manner.

The Company's website at www.hunghingprinting.com also features a dedicated Investor Relations section to facilitate communication with shareholders and investors. Corporate information and other relevant financial and non-financial information are made available electronically and in a timely manner. Specific enquiries can also be addressed to the Company's designated personnel by email at ir.contact@hunghingprinting.com.

Environmental, Social and Governance Report

With unwavering support from our Board of Directors, the Group strengthened our corporate social responsibility (CSR) performance in the areas of employee well-being and environmental protection.

Our agile work arrangements, including work-from-home and other practices, helped us weather the peak of the pandemic and minimised its impact on our operations. In 2022, we formed a committee to promote a culture of innovation within the Group. This committee meets regularly to discuss creative ideas from different departments and award those that may benefit the Group. In addition, we introduced several other practices that encourage employee well-being, such as an exercise break for office workers, promotion of community work, and awareness programmes geared towards fostering a culture that values diversity, equity, and inclusivity.

We have also strengthened our environmental protection efforts. For example, we started to provide customers with data that gives them insight into their product carbon footprints. We began collecting Scope 3 carbon emissions data for export products and will work to include other Scope 3 data in due course. We have invested substantially in renewable energy to reduce our carbon emissions. In 2022, the installed capacity of our solar power systems increased 4-fold, from 1,070 kWp to 4,275 kWp. We are working to source environmentally-friendly and sustainable materials to meet new environmental regulations around the world.

Our 2022 ESG performance is detailed in our ESG report, available on our company website or using <https://www.hunghingprinting.com/sustainability>. Stakeholders can request a hard copy by emailing our investor relations team at ir.contact@hunghingprinting.com.

Summary of major performance data:

	Year 2022	Year 2021	Change
Revenue (HKD million)	2,950	3,528	-16.4%
Total scope 1 CO ₂ e emission (Tonne)	6,964.09	10,085.35	-30.9%
Total scope 2 CO ₂ e emission (Tonne)	22,112.84	25,786.41	-14.2%
Total electricity consumed (MWh)	59,226	68,075	-13.0%
Total water consumed (M ³)	1,041,474	1,093,661	-4.8%
Total number of employees	6,227	6,493	-4.1%
Average training hours per employee	3.94	4.90	-19.6%
Total Injury Rate	0.15	0.28	-46.4%

Report of the Directors

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

Principal activities

The principal activities of the Company during the year consisted of investment holding and the provision of management services.

The principal activities of the Group during the year consisted of the book and package printing, the consumer product packaging, the corrugated box and the trading of paper. There were no significant changes in the nature of the Group's principal activities during the year.

Business review

A review of the business of the Group during the year as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the Chairman's Statement, Management Discussion and Analysis and Business Unit Report set out on pages 6 to 12.

Results and dividends

The Group's profit for the year and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 37 to 100.

An interim dividend of HK4 cents per share was paid on 21 October 2022. The directors recommend the payment of a special dividend of HK5 cents per share and a final dividend of HK4 cents per share to shareholders on the register of members on 5 June 2023.



Summary financial information

A summary of the results and assets, liabilities and non-controlling interests of the Group for the last five financial years is set out below. This summary does not form part of the audited financial statements.

Results

	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000
Revenue	2,950,112	3,528,869	2,554,029	3,083,904	3,276,800
Profit/(loss) attributable to equity shareholders of the Company	66,038	51,953	109,357	75,753	(74,518)
Earnings/(loss) per share					
Basic	7.3 cents	5.8 cents	12.1 cents	8.4 cents	(8.3) cents
Diluted	7.3 cents	5.7 cents	12.1 cents	8.4 cents	(8.3) cents

Assets, liabilities and non-controlling interests

	2022 HK\$'000	At 31 December			2018 HK\$'000
	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000
Current assets	2,415,138	2,757,012	2,663,242	2,451,911	2,594,254
Non-current assets	1,570,010	1,547,938	1,476,811	1,469,765	1,471,989
Total assets	3,985,148	4,304,950	4,140,053	3,921,676	4,066,243
Current liabilities	675,427	677,653	577,552	494,242	508,263
Non-current liabilities	119,671	280,161	174,493	99,753	160,065
Total liabilities	795,098	957,814	752,045	593,995	668,328
Non-controlling interests	135,380	159,137	150,262	149,900	153,519
Equity attributable to equity shareholders of the Company	3,054,670	3,187,999	3,237,746	3,177,781	3,244,396

Property, plant and equipment

Details of movements in the property, plant and equipment of the Group during the year are set out in note 10 to the financial statements.

Share capital

Details of the Company's share capital during the year are set out in note 23(c) to the financial statements.

Purchase, redemption or sale of listed securities of the Company

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's shares during the year, except that the trustee of the Restricted Share Award Scheme, pursuant to the terms of the rules and trust deed of the Restricted Share Award Scheme, purchased on the Stock Exchange a total of 1,648,000 shares of the Company at a total consideration of HK\$2,095,000 during the year ended 31 December 2022.

Major customers and suppliers

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

	Percentage of the Group's total sales/purchases
The largest customer	17%
Five largest customers in aggregate	35%
The largest supplier	12%
Five largest suppliers in aggregate	29%

None of the directors, their close associates, or any shareholder (which to the knowledge of the directors own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers.

Reserves

Details of the movement in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and in note 23(a) to the financial statements, respectively.

Distributable reserves

The Company's distributable reserve as at 31 December 2022, calculated under Part 6 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and with reference to the "Guidance on the Determination of Realised Profit and Losses in the Context of Distributions under the Hong Kong Companies Ordinance" issued by Hong Kong Institute of Certified Public Accountants ("HKICPA"), amounted to HK\$543,328,000 (2021: HK\$692,452,000), of which HK\$45,393,000 (2021: HK\$45,393,000) has been proposed as a special dividend and HK\$36,315,000 (2021: HK\$36,315,000) has been proposed as a final dividend for the year.

Charitable contributions

During the year, the Group made charitable contributions totalling HK\$71,000 (2021: HK\$86,000).

Directors

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

Executive directors:

Yum Chak Ming, Matthew
Sung Chee Keung

Non-executive directors:

Hirofumi Hori
Masashi Nakashima (resigned on 27 May 2022)
Yuji Motomatsu (appointed on 27 May 2022)
Aki Tsuge
Yam Hon Ming, Tommy

Independent non-executive directors:

Lo Chi Hong
Luk Koon Hoo
Yap, Alfred Donald

In accordance with the Company's articles of association, the following directors will retire by rotation:

Yuji Motomatsu
Yap, Alfred Donald
Lo Chi Hong
Hirofumi Hori

Except for Mr. Yuji Motomatsu and Mr. Yap, Alfred Donald, all the other retiring directors, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

In accordance with the Corporate Governance Code of the Listing Rules, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Luk Koon Hoo and Mr. Lo Chi Hong have served the Company for more than nine years. They, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received annual confirmations of independence from Mr. Yap, Alfred Donald, Mr. Luk Koon Hoo and Mr. Lo Chi Hong and as at the date of this report still considers them to be independent.

Directors of subsidiaries

The following is the list of directors who have served on the boards of the subsidiaries of the Company during the year ended 31 December 2022 and up to the date of this report.

Chan Siu Man, Alvin
Chong Wai Kan, Winky
Lam Yuen Wai, Gary
Lau Ching Wai Peter
Lau Wing Kit, Tommy
Lee Ho Lap, Richard (resigned on 31 May 2022)
Lee Tak Ming
Li Tsz Ching
Lim Pheck Wan, Richard
Ling, Richard (deceased on 27 July 2022)
Liu Hing Yuen (appointed on 28 December 2022)
Park Yung Keun
Shek Kwok Man
Song Zhi Yi
Sung Chee Keung
Wu Hui Bin
Yam Ho Ming, Michael
Yum Carrie, Stephanie
Yum Carson, Christopher
Yum Chak Ming, Matthew
Yum Kevin, Nicholas
Zeng Xiang Dong

Biographical details of the directors of the Company and senior management of the Group

Executive directors

Mr. Yum Chak Ming, Matthew, aged 64, is Executive Chairman of the Group. He has been a director of the Company since 1991. As Chairman of the Board, Mr. Yum is responsible for setting direction and overseeing the effective implementation of the Group's strategy, in addition to the overall management of the Group. He has been with the Group since 1983. He holds a Bachelor of Applied Science degree in Industrial Engineering and a Master of Business Administration degree in Marketing and Finance, both from the University of Toronto, Canada.

Mr. Sung Chee Keung, aged 63, is the Executive Director, Consumer Product Packaging. He is responsible for overseeing the operation of the Group's Consumer Product Packaging business in the People's Republic of China ("the PRC"). He holds a Bachelor of Science degree in Printing Engineering from Rochester Institute of Technology, U.S.A. He has over 30 years of experience in the printing industry and has been with the Group since 1986. He became a director of the Company in September 2008.

Non-executive directors

Mr. Yuji Motomatsu, aged 62, is the Managing Executive Officer, member of the Senior Executives Meeting and General Manager of East Japan Sales & Marketing Group, Business Development Group and Packaging Machinery Promotion Group of Rengo Co., Ltd. ("Rengo"), a substantial shareholder of the Company. He holds a Bachelor of Commerce from the Fukuoka University in Japan. Mr. Motomatsu joined Rengo in 1983 and since then has held various positions in Rengo.

Mr. Hirofumi Hori, aged 64, is a member of the Senior Executive Meeting of Rengo and is the Senior Managing Executive Officer with responsibility of overseeing the Overseas Business Unit of Rengo. He holds a Bachelor of Economics from Wakayama University, Japan. Mr. Hori joined Rengo in 1981 and since then has held various positions in Rengo.

Ms. Aki Tsuge, aged 50, is the Director of Group Administration of Tri-Wall Limited, a subsidiary of Rengo. She holds a Bachelor of Liberal Arts from International Christian University in Japan. Ms. Tsuge has been with Rengo since 1996 in various positions.

Mr. Yam Hon Ming, Tommy, aged 59, holds a Bachelor of Arts degree in Economics from York University, Canada. Mr. Yam has significant management experience in the printing industry. He was a non-executive director of the Company from 1991 to 1996. He re-joined the Company in 1999 and served as an executive director of the Company from July 2000 to July 2008. He was also the general manager of Hung Hing Packaging (Wuxi) Company Limited, a subsidiary of the Company, and was responsible for its general management between 2002 and 2008. He is a brother of Mr. Yum Chak Ming, Matthew.

Independent non-executive directors

Mr. Lo Chi Hong, aged 76, was a Board Director and Vice President of Sino United Publishing (Holdings) Limited and is an advisor to the group chairman of the Hung's Food Group which runs the restaurant and bakery chain under the "Yoshinoya" and "Maria's Bakery" brand names respectively. He has held senior managerial roles in the publishing industry over the last 30 years. From 1996 to 2007, he served as the chief executive officer of C&C Joint Printing Co., (HK) Limited. Mr. Lo has also held a number of public posts in Hong Kong and the PRC including acting as the chairman of the Advisory Board of the Hong Kong Institute of Print-media Professionals, an honorary president of the Chinese Manufacturers' Association of Hong Kong and an honorary president of the Hong Kong Printers Association. He served as a vice president of the Printing Technology Association of China, a council member of the World Print and Communication Forum (WPCF), a member of the Hong Kong Council for Accreditation of Academic & Vocational Qualifications and a member of the SME Development Fund Vetting Committee, and was the founding chairman of the Hong Kong Publishing Professionals Society. In 2005, Mr. Lo was awarded the Medal of Honour by the HKSAR Government. He was also the recipient of the Outstanding Achievement Award presented by the Hong Kong Print Awards in 2007. Mr. Lo was a PHD Candidate of Peking University in China in 1985.

Biographical details of the directors of the Company and senior management of the Group (continued)

Independent non-executive directors (continued)

Mr. Luk Koon Hoo, aged 71, has been an independent non-executive director of the Company since August 2008. He is a retired banker and has 30 years of comprehensive experience in accounting and financial management. He joined Hang Seng Bank in 1975 and became the bank's Chief Financial Officer in 1989. He was appointed Executive Director and Deputy Chief Executive in 1994 and was subsequently re-designated as Managing Director until his retirement in 2005. Mr. Luk is currently an independent non-executive director of four publicly-listed companies in Hong Kong, namely, China Properties Group Limited, Computime Group Limited, i-Cable Communications Limited and Harbour Centre Development Limited. Mr. Luk also serves as a council member of The Chinese University of Hong Kong and a member of Urban Renewal Authority. Mr. Luk graduated with a Bachelor of Social Sciences Degree in Statistics from The University of Hong Kong and also holds a Master of Business Administration Degree granted by The Chinese University of Hong Kong. He is a Fellow of the Hong Kong Institute of Bankers. Mr. Luk is a Non-official Justice of the Peace and was awarded the honour of Bronze Bauhinia Star in 2004 in recognition of his contributions to public services.

Mr. Yap, Alfred Donald, JP, aged 84, is presently a consultant of Messrs. K.C. Ho & Fong, Solicitors & Notaries and also of Messrs Yap & Lam, Solicitors and Notaries. He is the former president of The Law Society of Hong Kong and of The Law Association for Asia and The Pacific (LAWASIA). He has served on various public and community bodies. Mr. Yap is currently an independent non-executive director of eSun Holdings Limited, and Wong's International Holdings Limited, which are listed on the Stock Exchange. He became a director of the Company in March 2005.

Senior management

Mr. Shek Kwok Man, aged 58, is the Chief Financial Officer and Company Secretary of the Group, providing overall financial leadership in matters related to mergers & acquisitions, investor relations, accounting, planning & reporting, treasury, and financial management of all manufacturing operations. He is also responsible to support the Group's board of directors on all the board related activities, and handle listing and regulatory affairs as the Group's authorised representative required under the Hong Kong Stock Exchange Rules on Listing Matters and the Company Ordinance. Mr. Shek joined the Group in February 2013, bringing with him over 25 years of management experience in senior executive roles with world-renowned multinational corporations such as IBM, Bausch & Lomb, Philip Morris/Kraft Foods, Thomson Reuters, Wrigley, Mead Johnson, Hershey's and Associated British Foods. He has been assigned to station in various locations including Tokyo, Guangzhou, Beijing and Shanghai in addition to Hong Kong. Mr. Shek is a fellow member of the Institute of Chartered Accountants in England and Wales (ICAEW) as well as the Hong Kong Institute of Certified Public Accountants (HKICPA). He graduated from the University of Hong Kong with a BSSc (Hons) degree, and holds a MBA with Manchester Business School, UK and Master of Science-Marketing (MSc-Mktg) with Napier University, Edinburgh, Scotland.

Mr. Wong Fu Cheung, Dennis, aged 62, is the General Manager, Corporate Responsibility and Compliance and is responsible for overseeing improvements in quality, safety, ethics and sustainability initiatives. He holds a Bachelor of Science degree in Computational and Statistical Science from the University of Liverpool and a Master of Business Management degree from University of Bradford both in U.K.. He has been with the Group since 1992.

Mr. Song Zhi Yi, aged 61, is responsible for the management of the Group's manufacturing operations in Shenzhen, Heshan and Foshan. He holds a Bachelor's degree in Forestry from the Southern China Agricultural University, the PRC. He has been with the Group since 1990. He is a brother of Mr. Sung Chee Keung.

Biographical details of the directors of the Company and senior management of the Group (continued)

Senior management (continued)

Mr. Chan Siu Man, Alvin, aged 64, is responsible for the Group's manufacturing operation in Hong Kong as well as the supply chain and procurement operations of the Group. He holds a Bachelor of Applied Science degree in Electrical Engineering from the University of Toronto. He has been with the Group since 1990. He is the brother-in-law of Mr. Yum Chak Ming, Matthew.

Ms. Chong Wai Kan, Winky, aged 52, is responsible for the management of the Group's paper trading business. She has nearly 30 years of experience in paper trading and has been with the Group since 1992.

Mr. Lim Pheok Wan, Richard, aged 57, is the Chief Operations Officer of the Group and is responsible for the day-to-day operations and execution of the Book and Package Printing division (BPP) as well as the Paper Trading and Corrugated business. He oversees the implementation of BPP's strategy for the export markets and align the paper trading and corrugated businesses to meet those goals. He holds a Master's Degree in International Marketing from the University of Strathclyde, Glasgow. He is also a Fellow Member of the Chartered Institute of Marketing UK and has over 25 years' experience in the printing and packaging business. He has worked in Singapore, Hong Kong and China, and is currently managing the Group's Southern China factories as well as its new Vietnam operations. He has been with the Group since July 2011.

Mr. Yu Yan Yee, aged 53, is the Chief Information Officer of the Group. In this capacity, he is responsible for formulating the Group's information technology (IT) strategy, overseeing all aspects of IT function, and driving enterprise – wide digital transformation across the Group in supporting its business vision. Prior to joining the Company, Mr. Yu had spent 10 years with IBM Global Business Services (US and HK), advising and driving technology agenda for organizations in a wide range of industries. He holds a Bachelor of Science degree (cum laude) in Mechanical Engineering from Louisiana Tech University, USA, a Master of Business Administration degree from Boston University, USA, and a Master of Science degree in IT from the Hong Kong University of Science and Technology. Mr. Yu was the recipient of numerous industry recognitions, notably 2019-2022 IDC CIO50 in ASEAN, 2018 IDC DX (Digital Transformation) Leader of the Year, 2017 China CIO Award, and 2017 Hong Kong CIO Award for Medium Enterprise. He has been with the Group since May 2012.

Mr. Yum Carson, Christopher, aged 37, is the Commercial Director for the Group. With more than a decade of experience in the printing business, he has been leading the sales and marketing operations of the Group's book and package printing business since 2007. He understands the shifts in market demand, and with the vision to take the traditional printing business to the next level, he has created multiple brands for the business to provide better educational products for children and educators of Hong Kong, including Yum Me Play, STEM PLUS and iitutor, just to name a few. He holds a Bachelor of Arts degree in Business Management from Coventry University, UK. He is the son of Mr. Yum Chak Ming, Matthew.

Mr. Yum Kevin, Nicholas, aged 35, is the director of Beluga Limited, focuses on the design and creation of high-tech printed products. He holds a Bachelor of Science degree in Business Management from University of St. Andrews, UK. He has been with the Group since 2011. He is the son of Mr. Yum Chak Ming, Matthew.

Mr. Lee Tak Ming, aged 50, is the General Manager of the Group's corrugated business. He has nearly 20 years of experience in corrugated business and has been with the Group since 2001.

Indemnity of directors

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the directors of the Company is currently in force and was in force throughout this year.

Directors' service contracts

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

Directors' remuneration

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors or remuneration committee with reference to directors' duties, responsibilities and performance and the results of the Group.

Directors' interests in contracts

Save as disclosed in note 28 to the financial statements, no director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

Directors' interests in shares and underlying shares

At 31 December 2022, the interests of the directors in the share capital and underlying shares of the Company, as recorded in the register required to be kept by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

Long positions in ordinary shares of the Company:

Name of directors	Number of shares held, capacity and nature of interest				Total	Percentage of the Company's issued share capital
	Directly beneficially owned	Through spouse or minor children	Share award scheme			
Yum Chak Ming, Matthew	54,823,424	–	2,459,830		57,283,254	6.31
Sung Chee Keung	3,444,273	60,000	735,038		4,239,311	0.47
Yap, Alfred Donald	27,504	–	–		27,504	–

Save as disclosed above, as at 31 December 2022, none of the directors had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' rights to acquire shares

Pursuant to the Restricted Share Award Scheme, the executive directors are eligible participants of the Restricted Share Award Scheme, details of which are set out in note 24 to the financial statements.

Save as disclosed above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in the Company granted to any director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

Substantial shareholders' and other persons' interests in shares and underlying shares

At 31 December 2022, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions:

Name	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital
C.H. Yam International Limited*	(Note) Directly beneficially owned and through controlled corporation	290,834,379	32.03
C.H. Yam Holding Limited	(Note) Through controlled corporation	199,263,190	21.95
Hung Tai Industrial Company Limited	(Note) Directly beneficially owned	199,263,190	21.95
Rengo Co., Ltd.	Directly beneficiary owned	271,552,000	29.91

* C.H. Yam International Limited, established by the founder of the Company, was held by Mr. Yum Chak Ming, Matthew, Mr. Yam Hon Ming, Tommy and other immediate family members of the founder as at 31 December 2022. None of such interests renders C.H. Yam International Limited a controlled corporation (as defined in SFO) of any of Mr. Yum Chak Ming, Matthew, Mr. Yam Hon Ming, Tommy or any other members of the family.

Note: C.H. Yam International Limited owns Hung Tai Industrial Company Limited as to 100% through its wholly-owned subsidiary, C.H. Yam Holding Limited.

There is a duplication of interests of 199,263,190 shares in the Company among C.H. Yam International Limited, C.H. Yam Holding Limited and Hung Tai Industrial Company Limited.

Save as disclosed above, as at 31 December 2022, no person, other than the directors of the Company, whose interests are set out in the section "Directors' interests in shares and underlying shares" above, had registered an interest and short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

Significant related party transactions

The Group have certain transactions with parties regarded as "related parties" under applicable accounting principles. The related party transactions conducted during the ordinary course of business, which cover transactions with related parties and constitute connected transactions as defined under the Listing Rules, are set out in note 28 to the financial statements. Such transactions were complied with the applicable provisions under the Listing Rules.

Continuing connected transactions

During the year and in the normal course of business, the Company and its subsidiaries (collectively the "Group") had various commercial transactions with Rengo Co., Ltd. ("Rengo"), its subsidiaries and its associates (together with Rengo, "Rengo Group"). Rengo is a substantial shareholder of the Company and these transactions constitute continuing connected transactions under the Listing Rules.

Continuing connected transactions (continued)

Details of these transactions are as follows:

On 9 December 2021, the Group and the Rengo Group renewed two framework agreements in relation to the continuing connected transactions, namely as follows:

- (i) The Sale of Paper Products Framework Agreement pursuant to which the Group agreed to sell and the Rengo Group agreed to purchase paper products for the period from 1 January 2022 (the “Effective Date”) to 31 December 2024.
- (ii) The Purchase of Paper Products Framework Agreement pursuant to which the Group agreed to purchase and the Rengo Group agreed to sell paper products for the period from the Effective Date to 31 December 2024.

The annual caps of the agreements are as follows:

Sales of paper products by the Group to the Rengo Group:

Year ended 31 December 2022: HK\$5 million

Year ended 31 December 2023: HK\$5 million

Year ended 31 December 2024: HK\$5 million

Purchase of paper products by the Group from the Rengo Group:

Year ended 31 December 2022: HK\$15 million

Year ended 31 December 2023: HK\$15 million

Year ended 31 December 2024: HK\$15 million

As one or more of the applicable percentage ratios (other than the profits ratio) calculated with reference to the above annual caps exceed 0.1% but are less than 5%, the transactions under the renewed agreements are subject to reporting, announcement and annual review requirements but are exempt from circular and the independent shareholders’ approval requirement under Chapter 14A of the Listing Rules.

During the year ended 31 December 2022, the actual amount of transactions in relation to the Sale of Paper Products Framework Agreement and the Purchase of Paper Products Framework Agreement were HK\$2.82 million and HK\$2.25 million, respectively.

Annual review of continuing connected transactions

The Company has engaged its auditor, KPMG, to conduct a review of the above continuing connected transactions for the year ended 31 December 2022 in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 (Revised) “Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter in respect of the continuing connected transactions disclosed in the paragraph above.

The Independent Non-executive Directors of the Company have reviewed the above continuing connected transactions for the year ended 31 December 2022 and the letter issued by the auditor and confirmed that the above continuing connected transactions were entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) in accordance with the relevant agreements governing the transactions on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

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

Dividend policy

The Company has adopted an updated dividend policy paying on half-yearly basis (“Dividend Policy”), pursuant to which the Company endeavors to maintain stable dividend return with progressive increment and special dividend, so as to offer the utmost in rewarding the shareholders of the Company.

In deciding whether to propose or declare a dividend and in determining the dividend amount, the Board shall take into account projected cash-flow and retained profit requirement for future development of the Company, inter alia:

- financial performance and operating results;
- effective allocation of distributable retained earnings and reserves;
- maintaining regularity in pay-out frequency, amount and/or ratio; and
- other factors it may deem relevant at such time.

The dividend to be proposed or declared shall be determined at the sole discretion of the Board and is subject to the restrictions under the Articles of Association of the Company and all applicable laws and regulations.

The Company will review the Dividend Policy from time to time and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy. The Dividend Policy shall not constitute a legally binding commitment by the Company and there is no assurance that dividends will be paid in any particular amount in any given period.

Sufficiency of public float

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company’s total issued share capital was held by the public as at the date of this report.

Auditors

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the Board

Yum Chak Ming, Matthew
Executive Chairman

Hong Kong, 22 March 2023

Independent Auditor's Report



**Independent auditor's report to the members of
Hung Hing Printing Group Limited**
(Incorporated in Hong Kong with limited liability)

Opinion

We have audited the consolidated financial statements of Hung Hing Printing Group Limited and its subsidiaries (together "the Group") set out on pages 37 to 100, which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated income statement, the consolidated statement of 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 consolidated financial position of the Group as at 31 December 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis of opinion

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

Key audit matters

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

Key audit matters (continued)

Valuation of raw materials

Refer to accounting policy note 1(n) and note 14 to the consolidated financial statements

The key audit matter

At 31 December 2022, inventories comprised raw materials, work-in-progress and finished goods. Inventories are carried at the lower of cost and net realisable value ("NRV") in the consolidated financial statements.

At 31 December 2022, the Group's raw materials, which accounted for 64% of the total inventories and comprised principally of paper products, with gross amount of HK\$356 million, against which a write-down of HK\$13 million was recorded.

Management performs a regular review of the raw materials held by the Group and assess if any write-down is required due to their deteriorating physical conditions, long ageing or the expectation that they would not be fully utilised based on expected future manufacturing or trading orders. Where there are such raw materials, a write-down may be required to reduce the carrying amount to NRV.

We identified the valuation of raw materials as a key audit matter because significant degree of management judgement required to assess the appropriate level of write-down for raw materials.

How the matter was addressed in our audit

Our audit procedures to assess the valuation of the raw materials included the following:

- evaluating the Group's policy for provision for raw materials with reference to the requirements of the prevailing accounting standards;
- assessing, on a sample basis, whether items in the raw materials ageing report were classified within the appropriate ageing bracket by comparing individual items with goods receipt notes;
- inspecting the ageing report of raw materials and discussing with management the condition of long-aged and slow-moving items as identified by management;
- assessing the reasonableness of NRV of raw materials estimated by the management for those long-aged and slow-moving raw materials with reference to the movements, ageing analysis, forward customers' orders and the selling price subsequent to the year end;
- attending the year-end inventory count, observing the relevant controls implemented by management and identifying damaged inventories through inspection and enquiry of the warehouse staff;
- assessing whether the calculation of the write-down for raw materials was consistent with the Group's raw materials write-down policy by re-calculating the write-down based on the Group's write-down policy; and
- assessing the historical accuracy of management's write-down for raw materials by examining the utilisation or release of previously write-down in the current year and additional write-down made during the current year in respect of raw materials held as at 31 December 2021.

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

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

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

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

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

Responsibilities of the Directors for the consolidated financial statements

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Yeung Yuk Fan.

KPMG

Certified Public Accountants

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

22 March 2023

Consolidated Income Statement

For the year ended 31 December 2022 (Expressed in Hong Kong dollars)

	Note	2022 \$'000	2021 \$'000
Revenue	4	2,950,112	3,528,869
Cost of sales	5	(2,530,264)	(3,050,683)
Gross profit		419,848	478,186
Other revenue	4	63,589	49,578
Other net gain	4	34,400	13,330
Distribution costs		(70,179)	(101,110)
Administrative and selling expenses		(365,316)	(368,313)
Operating profit		82,342	71,671
Finance costs	6	(4,653)	(2,930)
Share of losses of associates		(2,736)	(359)
Profit before income tax		74,953	68,382
Income tax	8	(20,445)	(19,061)
Profit for the year		54,508	49,321
Attributable to:			
Equity shareholders of the Company		66,038	51,953
Non-controlling interests		(11,530)	(2,632)
Profit for the year		54,508	49,321
Earnings per share attributable to equity shareholders of the Company	9		
Basic		7.3 cents	5.8 cents
Diluted		7.3 cents	5.7 cents

The notes on pages 45 to 100 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 23(b)(i).

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2022 (Expressed in Hong Kong dollars)

	2022 \$'000	2021 \$'000
Profit for the year	54,508	49,321
Other comprehensive income for the year (net of tax):		
<i>Item that will not be reclassified to profit or loss</i>		
– Change in fair value of equity investments at fair value through other comprehensive income (“FVOCI”) (non-recycling)	(140)	15,803
<i>Items that may be reclassified subsequently to profit or loss</i>		
– Exchange differences on translation of financial statements of subsidiaries and an associate outside Hong Kong	(97,933)	26,376
– Change in fair value of intangible assets	900	300
Other comprehensive income for the year	(97,173)	42,479
Total comprehensive income for the year	(42,665)	91,800
Attributable to:		
Equity shareholders of the Company	(18,908)	86,715
Non-controlling interests	(23,757)	5,085
Total comprehensive income for the year	(42,665)	91,800

The notes on pages 45 to 100 form part of these financial statements.

Consolidated Statement of Financial Position

At 31 December 2022 (Expressed in Hong Kong dollars)

	Note	2022 \$'000	2021 \$'000
Non-current assets			
Property, plant and equipment	10	1,417,683	1,392,360
Intangible assets		13,615	13,396
Prepayments for acquisition of non-current assets		34,044	45,026
Interest in associates	12	22,204	22,400
Financial investments	13	57,674	60,507
Deferred tax assets	21(b)(ii)	24,790	14,249
		1,570,010	1,547,938
Current assets			
Inventories	14	540,226	733,362
Trade and other receivables	15	628,204	949,698
Income tax recoverable	21(a)	593	–
Structured bank deposits	16	203,580	388,600
Cash at bank and on hand	17(a)	1,042,535	685,352
		2,415,138	2,757,012
Current liabilities			
Trade and other payables	18	454,324	470,337
Bank borrowings	19	191,578	192,282
Lease liabilities	20	9,843	6,384
Income tax payable	21(a)	19,682	8,650
		675,427	677,653
Net current assets			
		1,739,711	2,079,359
Total assets less current liabilities			
		3,309,721	3,627,297
Non-current liabilities			
Lease liabilities	20	28,184	1,937
Receipt in advance	22	–	145,727
Deferred income	22	20,267	79,881
Deferred tax liabilities	21(b)(ii)	71,220	52,616
		119,671	280,161
NET ASSETS			
		3,190,050	3,347,136

	Note	2022 \$'000	2021 \$'000
CAPITAL AND RESERVES			
Share capital	23(c)	1,652,854	1,652,854
Reserves		1,401,816	1,535,145
Total equity attributable to equity shareholders of the Company		3,054,670	3,187,999
Non-controlling interests		135,380	159,137
TOTAL EQUITY		3,190,050	3,347,136

Approved and authorised for issue by the board of directors on 22 March 2023.

Yum Chak Ming, Matthew
Director

Sung Chee Keung
Director

The notes on pages 45 to 100 form part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2022 (Expressed in Hong Kong dollars)

	Attributable to equity shareholders of the Company											
	Share capital	Other capital reserves (Note(i))	Intangible asset revaluation reserve	Financial assets at FVOCI (non-recycling) reserve	Legal reserves	Exchange fluctuation reserve	Equity compensation reserve	Retained earnings	Sub-total	Non-controlling interests	Total equity	
Note	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
Balance at 1 January 2021	1,652,854	(6,745)	7,100	(32,925)	148,456	99,221	4,863	1,364,922	3,237,746	150,262	3,388,008	
Changes in equity for 2021:												
Profit for the year	-	-	-	-	-	-	-	51,953	51,953	(2,632)	49,321	
Other comprehensive income, net of tax	-	-	300	12,241	-	22,221	-	-	34,762	7,717	42,479	
Total comprehensive income for the year	-	-	300	12,241	-	22,221	-	51,953	86,715	5,085	91,800	
Dividends approved in respect of the previous year	23(b)(ii)	-	-	-	-	-	-	(90,787)	(90,787)	-	(90,787)	
Dividends declared in respect of the current year	23(b)(i)	-	-	-	-	-	-	(36,315)	(36,315)	-	(36,315)	
Purchase of shares for Share Award Scheme	24	-	(12,655)	-	-	-	-	-	(12,655)	-	(12,655)	
Transfer of reserve (Note(ii))		-	-	-	57,600	-	-	(57,600)	-	-	-	
Acquisition of non-controlling interests without a change in control		-	-	-	-	-	-	(2,674)	(2,674)	(394)	(3,068)	
Contributions from non-controlling interests		-	-	-	-	-	-	-	-	4,184	4,184	
Shares vested and allotted under Share Award Scheme	24	-	4,580	-	-	-	-	(4,580)	-	-	-	
Equity compensation expenses	24	-	-	-	-	-	-	5,969	5,969	-	5,969	
Allocation to legal reserves		-	-	-	-	1,846	-	(1,846)	-	-	-	
Balance at 31 December 2021		1,652,854	(14,820)	7,400	36,916	150,302	121,442	6,252	1,227,653	3,187,999	159,137	3,347,136

	Attributable to equity shareholders of the Company										Total equity	
	Share capital	Other capital reserves (Note(i))	Intangible asset revaluation reserve	Financial assets at FVOCI (non-recycling) reserve	Legal reserves	Exchange fluctuation reserve	Equity compensation reserve	Retained earnings	Sub-total	Non-controlling interests		
Note	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 January 2022	1,652,854	(14,820)	7,400	36,916	150,302	121,442	6,252	1,227,653	3,187,999	159,137	3,347,136	
Changes in equity for 2022:												
Profit for the year	-	-	-	-	-	-	-	66,038	66,038	(11,530)	54,508	
Other comprehensive income, net of tax	-	-	900	(140)	-	(85,706)	-	-	(84,946)	(12,227)	(97,173)	
Total comprehensive income for the year	-	-	900	(140)	-	(85,706)	-	66,038	(18,908)	(23,757)	(42,665)	
Dividends approved in respect of the previous year	23(b)(ii)	-	-	-	-	-	-	(81,708)	(81,708)	-	(81,708)	
Dividends declared in respect of the current year	23(b)(i)	-	-	-	-	-	-	(36,315)	(36,315)	-	(36,315)	
Purchase of shares for Share Award Scheme	24	-	(2,095)	-	-	-	-	-	(2,095)	-	(2,095)	
Shares vested and allotted under Share Award Scheme	24	-	4,959	-	-	-	-	(4,959)	-	-	-	
Equity compensation expenses	24	-	-	-	-	-	-	5,697	-	5,697	5,697	
Allocation to legal reserves		-	-	-	-	10,989	-	-	(10,989)	-	-	
Balance at 31 December 2022	1,652,854	(11,956)	8,300	36,776	161,291	35,736	6,990	1,164,679	3,054,670	135,380	3,190,050	

Notes:

(i) At 1 January 2021, other capital reserves represented own held shares reserve and capital reserve with debit balances of \$5,931,000 and \$814,000 respectively.

At 31 December 2021 and 1 January 2022, other capital reserves represented own held shares reserve and capital reserve with debit balances of \$14,006,000 and \$814,000 respectively.

At 31 December 2022, other capital reserves represented own held shares reserve and capital reserve with debit balances of \$11,142,000 and \$814,000 respectively.

(ii) During the year ended 31 December 2021, the financial assets at FVOCI reserve in relation to an unlisted equity investment was transferred to retained earnings upon the derecognition of such investments.

The notes on pages 45 to 100 form part of these financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2022 (Expressed in Hong Kong dollars)

	Note	2022 \$'000	2021 \$'000
Operating activities			
Cash generated from/(used in) operations	17(b)	455,342	(137,779)
Hong Kong profits tax paid		(3,170)	–
The People's Republic of China ("the PRC") income tax refunded/(paid)		3,774	(23,725)
Vietnam tax paid		–	(61)
Net cash generated from/(used in) operating activities		455,946	(161,565)
Investing activities			
Settlement of derivative financial instruments		(5,793)	10,614
Interest received		12,625	10,255
Dividend received from financial investments	4	564	484
Purchases of property, plant and equipment	10	(143,448)	(138,319)
Additions to intangible assets		(1,429)	(2,361)
Prepayments for acquisition of property, plant and equipment		(25,094)	(35,961)
Proceeds from disposal of property, plant and equipment		15,616	4,301
Decrease in pledged time deposits		–	244
Receipt compensation from government		16,238	76,552
(Increase)/decrease in time deposits with original maturity over three months		(52,385)	12,261
Capital injection in an associate		–	(980)
Increase in loan to an associate, net		(4,900)	(2,450)
Decrease in structured bank deposits		184,727	72,430
Net cash (used in)/generated from investing activities		(3,279)	7,070

	Note	2022 \$'000	2021 \$'000
Financing activities			
Capital element of lease rentals paid	17(c)	(11,492)	(12,830)
Interest element of lease rentals paid	17(c)	(503)	(437)
Proceeds from bank borrowings	17(c)	112,855	437,889
Repayments of bank borrowings	17(c)	(113,559)	(366,454)
Interest paid	17(c)	(4,292)	(2,241)
Loan from non-controlling interests to a subsidiary	(i)	–	4,184
Dividends paid to equity shareholders of the Company		(118,023)	(127,102)
Net cash used in financing activities		(135,014)	(66,991)
Net increase/(decrease) in cash and cash equivalents		317,653	(221,486)
Cash and cash equivalents at 1 January		667,006	878,710
Effect of foreign exchange rate changes		(11,818)	9,782
Cash and cash equivalents at 31 December	17(a)	972,841	667,006

Non-cash transactions

- (i) During the year ended 31 December 2021, non-controlling interests of a subsidiary converted a loan of \$4,184,000 as capital injection to the subsidiary.
- (ii) During the year ended 31 December 2021, the Group acquired all of the remaining 49% equity interest of Stem Plus Limited from the non-controlling interests at a consideration of \$2,445,000. The consideration was settled through current accounts with non-controlling interests.

The notes on pages 45 to 100 form part of these financial statements.

Notes to the Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

1 Significant accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

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

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2022 comprise the Company and its subsidiaries and the Group’s interest in associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- club debentures under intangible assets (see note 1(i));
- investments in debt and equity securities (see note 1(j)); and
- derivative financial instruments (see note 1(k)).

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

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

1 Significant accounting policies (continued)

(c) Changes in accounting policies

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period.

- Amendments to HKAS 16, *Property, plant and equipment: Proceeds before intended use*
- Amendments to HKAS 37, *Provisions, contingent liabilities and contingent assets: Onerous contracts – cost of fulfilling a contract*

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

(d) Subsidiaries and non-controlling interests

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

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

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

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

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

1 Significant accounting policies (continued)

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

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(j)) or, when appropriate, the cost on initial recognition of an investment in an associate (see note 1(e)).

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

(e) Associates

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

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

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

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

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

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(j)).

1 Significant accounting policies (continued)

(f) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets acquired measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(m)(iii)).

On disposal of CGU during the year, any attributable amount of purchased goodwill is included in calculation of profit or loss on disposal.

(g) Foreign currency translation

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

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Company initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

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

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

1 Significant accounting policies (continued)

(h) Property, plant and equipment

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(m)):

- right-of-use assets arising from leases over leasehold properties where the Group is not the registered owner of the property interest;
- items of plant and equipment, including right-of-use assets arising from leases of underlying plant and equipment (see note 1(l));
- buildings held for own use which are situated on leasehold land; and
- land use rights which are up-front payments to acquire long-term interest in leasehold land.

Depreciation is provided to allocate their costs less their residual values over their estimated useful lives. The principal annual rates and bases used are as follows:

– Buildings situated in Hong Kong, PRC and Vietnam	Over the shorter of the useful lives of the assets or lease terms of the associated land use rights
– Land use rights	Over the lease terms of the land use rights
– Plant and machinery	10%-20% on the reducing balance basis
– Motor vehicles	30% on the reducing balance basis
– Furniture, fixtures and equipment	20%-30% on the reducing balance basis

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains or losses on disposals are determined by comparing the net disposal proceeds with the carrying amount and are recognised in profit or loss on the date of disposal.

Properties under construction are stated at cost less impairment losses. Cost includes expenditure that is directly attributable to the construction and comprises construction costs and applicable borrowing costs incurred during the construction period. On completion, the properties under construction are transferred to other categories within property, plant and equipment.

No depreciation is provided for properties under construction. The carrying amount of properties under construction is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see note 1(m)).

1 Significant accounting policies (continued)

(i) Intangible assets

Intangible assets comprise goodwill arising from consolidation, acquisition of computer software and club debentures. The accounting policy for goodwill is set out in note 1(f).

Expenditure on computer software which give rise to economic benefit is capitalised as part of intangible assets and are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 1(m)). Amortisation of computer software with finite useful lives is 30% on the reducing balance basis and is charged to profit or loss.

Club debentures are initially recognised at cost, subsequently at revaluation. Changes arising on the revaluation of club debentures are generally dealt with in other comprehensive income and are accumulated separately in equity in the intangible asset revaluation reserve. Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss. Club debentures that have an indefinite useful life are not subject to amortisation and are tested annually for impairment (see note 1(m)).

(j) Other investments in debt and equity securities

The Group's and the Company's policies for investments in debt and equity securities, other than investments in subsidiaries and associates, are as follows:

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss ("FVPL") for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 27(f). These investments are subsequently accounted for as follows, depending on their classification.

(i) *Investments other than equity investments*

Non-equity investments held by the Group are classified as FVPL if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

(ii) *Equity investments*

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the financial assets at FVOCI reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in note 1(w)(iii).

(k) Derivative financial instruments

Derivative financial instruments are recognised at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss, except where the derivatives qualify for cash flow hedge accounting or hedge the net investment in a foreign operation, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged.

1 Significant accounting policies (continued)

(I) Leased assets

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

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

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

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

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

The initial fair value of refundable rental deposits is accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in debt securities carried at amortised cost (see notes 1(j)(i), 1(w)(ii) and 1(m)(i)). Any difference between the initial fair value and the nominal value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

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

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

The Group presents right-of-use assets in "property, plant and equipment" and presents lease liabilities separately in the statement of financial position.

1 Significant accounting policies (continued)

(m) Credit losses and impairment of assets

(i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses (“ECLs”) on the financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and balances with related parties). Other financial assets measured at fair value, including equity and debt securities measured at FVPL, equity securities designated at FVOCI (non-recycling) and derivative financial assets, are not subject to the ECL assessment.

Measurement of ECLs

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

The expected cash shortfalls for fixed-rate financial assets and trade and other receivables are discounted using the effective interest rate determined at initial recognition or an approximation thereof where the effect of discounting is material.

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

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

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade and bill receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month 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.

1 Significant accounting policies (continued)

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

(i) Credit losses from financial instruments (continued)

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial assets are 30 to 90 days past due. 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.

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

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

Write-off policy

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

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

(ii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised at fair value, which is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued.

1 Significant accounting policies (continued)

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

(ii) Credit losses from financial guarantees issued (continued)

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the carrying amount in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in note 1(m)(i) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

(iii) Impairment of other non-current assets

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

- property, plant and equipment, including right-of-use assets;
- intangible assets (including goodwill);
- interest in an associate; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill and other intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

1 Significant accounting policies (continued)

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

(iii) Impairment of other non-current assets (continued)

- Calculation of recoverable amount
The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a CGU). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.
- Recognition of impairment losses
An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the CGU to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (or group of CGU) and then, to reduce the carrying amount of the other assets in the unit (or group of CGU) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).
- Reversals of impairment losses
In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

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

(n) Inventories

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

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

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

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

(o) Cash and cash equivalents

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

1 Significant accounting policies (continued)

(p) Trade and other receivables

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

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

(q) Trade and other payables (other than refund liabilities)

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

Refund liabilities arising from volume rebates are recognised in accordance with the policy set out in note 1(w)(i).

(r) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 1(x)).

(s) Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 1(w)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 1(p)).

(t) Employee benefits

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

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

The Group operates a defined contribution staff retirement scheme (the "Scheme") for certain of its employees, the assets of which are held separately from those of the Group in an independently administered fund. Contributions are made based on a percentage of the eligible employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the Scheme. When an employee leaves the Scheme prior to his/her interest in the Group's employer contributions vesting fully, the ongoing contributions payable by the Group may be reduced by the relevant amount of forfeited contributions.

The Group also operates another defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Contributions to the MPF Scheme are made based on a percentage of the employees' basic salaries and are charged to the income statement 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 Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

1 Significant accounting policies (continued)

(t) Employee benefits (continued)

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

Employees who joined the Group before 1 December 2000 have the option to join either one of the schemes. Employees who joined the Group on or after 1 December 2000 are only eligible to join the MPF Scheme.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal governments. These subsidiaries are required to contribute a percentage of their payroll costs to the central pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

The Group has no further obligations to pay once the contributions have been paid for these schemes.

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(ii) Share-based payments

The Group operates an equity-settled, share-based compensation plan (the "Share Award Scheme"), under which the entity receives services from employees as consideration for equity instruments (shares) of the Group. The fair value of the employee services received in exchange for the grant of the shares is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the shares granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions; and
- excluding the impact of any non-vesting conditions.

Non-market vesting conditions are included in assumptions about the number of shares that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

At the end of each reporting period, the Group revises its estimates of the number of shares that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

Under the Share Award Scheme, directors and employees of the Group are entitled to the shares for which are held in trust by Law Debenture Trust (Asia) Limited (the "Trustee") for the benefit of the directors and employees. The Trustee may be instructed to buy shares from the market using the funds held by the Trustee. Details of outstanding shares can be referred to note 24.

(iii) Termination benefits

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

1 Significant accounting policies (continued)

(u) Income tax

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

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

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

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

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

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

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

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

1 Significant accounting policies (continued)

(u) Income tax (continued)

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

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(v) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation as a result of past events; it is probable that an outflow of economic benefits will be required to settle the obligation; and the amount has been reliably estimated. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

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

(w) Revenue and other income

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

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

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

(i) Sales of goods

Revenue is recognised when the customer takes possession of and accepts the products.

Payment terms and conditions vary by customers and are based on the billing schedule established in the contracts or purchase orders with customers, but the Group generally provides credit terms to customers within 90 months upon customer acceptance. The Group takes advantage of practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component as the period of financing is 12 months or less.

1 Significant accounting policies (continued)

(w) Revenue and other income (continued)

(i) Sales of goods (continued)

The Group offers retrospective volume rebates to certain major customers when their purchases reach an agreed threshold. Such volume rebates give rise to variable consideration. The Group uses an expected value approach to estimate variable consideration based on the Group's current approach to estimate variable consideration based on the Group's current and future performance expectations and all information that is reasonably available. This estimated amount is included in the transaction price to the extent it is highly probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved. At the time of sale of goods, the Group recognises revenue after taking into account adjustment to transaction price arising from rebates as mentioned above. A refund liability is recognised for the expected rebates and is included in other payables.

(ii) Interest income

Interest income is recognised using the effective interest method. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 1(m)(i)).

(iii) Dividend income

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

(iv) Government grants

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

(x) Borrowing costs

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

(y) Segment reporting

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

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

1 Significant accounting policies (continued)

(z) 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 the key management personnel of the Group or the Group's parent.
- (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 (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (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).
 - (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 Group's parent.

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

2 Critical accounting estimates and judgments

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Fair value estimation of debt and equity financial assets

The fair value of debt and equity financial assets that are not traded in an active market is determined by using valuation techniques. The Group uses its judgement to select an appropriate valuation method and makes assumptions that are mainly based on market conditions existing at the issue date and the end of each reporting period. The valuation model requires the input of both observable and unobservable data. Changes in these unobservable and subjective input assumptions can materially affect the fair value estimate of debt and equity financial assets.

2 Critical accounting estimates and judgments (continued)

(b) Provision for inventories

The Group reviews the carrying value of its inventories to ensure that they are stated at the lower of cost and net realisable value. In assessing the net realisable value and making appropriate allowances, management identifies, using their judgement, inventories that are slow moving or obsolete, and considering their physical conditions, age, market conditions and market price for similar items.

(c) Provision of ECL for receivables

The Group uses provision matrix to calculate ECL for trade and other receivables. The provision matrix is based on the Group's historical credit loss experience (including credit history of its customers) and the current and forecast economic conditions. Management reassesses the provision at the end of each reporting period.

Significant judgement is exercised on the assessment of the collectability of trade receivables from each customer. In making the judgement, management considers a wide range of factors such as results of follow-up procedures performed by sales personnel, customer payment trends including subsequent payments and customers' financial positions. If the financial conditions of the customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

3 Segment information

The management committee (being the chief operating decision-maker) has determined the operating segments based on the reports reviewed to make strategic decisions and assess performance. The management committee, comprising the executive chairman and other senior management, has determined the operating segments based on these reports. The Group is organised into four business segments:

- (a) Book and Package Printing segment;
- (b) Consumer Product Packaging segment;
- (c) Corrugated Box segment; and
- (d) Paper Trading segment.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

Revenue from external customers are after elimination of inter-segment revenue. Inter-segment revenue is charged in accordance with terms determined and agreed mutually by relevant parties. Revenue is allocated based on the places/countries in which the customers are located.

Management assesses the performance of the operating segments based on a measure of gross profit and other revenue less distribution costs, administrative and selling expenses, and other net gain that are allocated to each segment. Other information provided is measured in a manner consistent with that in the financial statements.

Sales between segments are carried out at an arm's length basis.

Segment results do not include corporate finance costs, other corporate income and expenses and share of result of associates.

3 Segment information (continued)

(a) The following tables present revenue, results and certain information for the Group's business segments for the years ended 31 December 2022 and 2021.

	Book and package printing		Consumer product packaging		Corrugated box		Paper trading		Eliminations		Total	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Segment revenue												
Sales to external customers	2,075,034	2,307,027	402,454	539,510	233,911	284,241	238,713	398,091	-	-	2,950,112	3,528,869
Inter-segment sales	2,853	1,749	7,407	22,213	122,690	167,457	363,524	608,247	(496,474)	(799,666)	-	-
Total	2,077,887	2,308,776	409,861	561,723	356,601	451,698	602,237	1,006,338	(496,474)	(799,666)	2,950,112	3,528,869
Segment results	124,537	27,792	(65,882)	(9,106)	9,454	8,861	5,629	47,947	2,586	(2,733)	76,324	72,761
Gain on disposal of property, plant and equipment (note 4(ii))											59,813	-
Corporate and unallocated expenses											(53,795)	(1,090)
Operating profit											82,342	71,671
Finance costs											(4,653)	(2,930)
Share of loss of associates											(2,736)	(359)
Profit before income tax											74,953	68,382
Income tax											(20,445)	(19,061)
Profit for the year											54,508	49,321
Depreciation and amortisation												
Segment	85,029	74,097	24,243	35,492	6,257	7,140	13,333	11,904	(1,029)	(1,070)	127,833	127,563
Corporate and unallocated											1,368	1,654
Total											129,201	129,217

3 Segment information (continued)

(b) Geographic information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, intangible assets and prepayments for acquisition of non-current assets ("specified non-current assets"). Revenue is allocated based on the places/countries in which customers are located. The geographical location of the specified non-current assets is based on the physical location of the assets.

	Revenue from external customers		Specified non-current assets	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
The PRC	844,302	960,641	1,231,040	1,231,164
Hong Kong	429,032	632,767	90,230	94,037
United States of America	1,167,997	1,307,403	–	–
United Kingdom	214,501	279,046	–	–
Other countries	294,280	349,012	144,072	125,581
	2,950,112	3,528,869	1,465,342	1,450,782

The Group's customer base is diversified. For the year ended 31 December 2022, revenue of approximately \$499,096,000 (2021: \$457,851,000) is derived from one external customer with whom transactions have exceeded 10% of the Group's revenue. These revenues are attributable to the sales of book and package printing (2021: Sales of book and package printing). Details of the concentrations of credit risk arising from the customers are set out in note 27(c).

4 Revenue, other revenue and other net gain

The principal activities of the Group consist of book and package printing, the consumer product packaging, the corrugated box and the trading of paper.

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its sales contract of paper trading and does not disclose information about remaining performance obligations that have an original expected duration of one year or less.

4 Revenue, other revenue and other net gain (continued)

The Group's revenue, other revenue and other net gain, consist of the following:

	2022 \$'000	2021 \$'000
Revenue from contracts with customers within the scope of HKFRS 15		
Sale of goods (recognised at a point in time)	2,950,112	3,528,869
Other revenue		
Interest income	14,544	8,336
Dividend income from financial investments	564	484
Government grants (note(i))	29,193	19,138
Sales of scrap materials	3,842	4,724
Sundry income	15,446	16,896
	63,589	49,578
Other net gain		
Net gain/(loss) on disposal of property, plant and equipment (note(ii))	60,677	(5,105)
Net foreign exchange (loss)/gain	(20,191)	4,391
Net realised (loss)/gain on derivative financial instruments not qualified as hedges	(5,793)	10,614
Fair value (loss)/gain on structured bank deposits	(293)	11,280
Fair value loss on financial assets measured at FVPL	–	(7,850)
	34,400	13,330

Notes:

- (i) In 2022, the Group recognised government grants of \$8,069,000 (2021: \$3,773,000) and \$21,124,000 (2021: \$15,365,000) from the Government of the Hong Kong Special Administrative Region and PRC, respectively, in relation to the Group's operation upon satisfaction of the conditions attached to the receipts of these government grants.
- (ii) During the year ended 31 December 2022, the Group surrendered and vacated from part of its land and properties in Wuxi under the Land Resumption Agreements as set out in note 22 and recognised a gain of \$59,813,000.

5 Expenses by nature

Expenses included in cost of sales and administrative and selling expenses are analysed as follows:

	Note	2022 \$'000	2021 \$'000
Depreciation [#]	10		
– Owned property, plant and equipment		109,089	110,555
– Other assets leased for own use		14,139	12,515
– Land use rights		3,906	3,971
		127,134	127,041
Staff cost ^{**} (including directors' emoluments)			
– Salaries, allowances, bonus and benefits in kind		669,839	753,066
– Pension costs – defined contribution plans		50,244	50,175
– Share-based payments		5,697	5,969
		725,780	809,210
Amortisation of intangible assets [#]		2,067	2,176
Auditor's remuneration			
– Audit services		2,706	2,706
– Non-audit services (included tax matters, review and other reporting services)		533	120
Research and development costs other than depreciation and amortisation [*]		5,309	6,530
Cost of sales [#]	14(b)	2,530,264	3,050,683
Lease charges for short term leases		1,386	3,235
Loss allowance/(reversal of loss allowance) of trade receivables, net	27(c)	11,302	(206)
(Reversal of loss allowance)/loss allowance of other receivables		(162)	933
Loss allowance of loan to/amount due from an associate		4,698	–

[#] Cost of sales include \$634,567,000 (2021: \$712,863,000) relating to staff costs, depreciation and amortisation, which amount is also included in the respective total amounts disclosed separately above.

^{*} Research and development costs other than depreciation and amortisation includes \$4,186,000 (2021: \$4,902,000) relating to staff costs, which amount is included in the respective total amounts disclosed separately above.

6 Finance costs

	2022 \$'000	2021 \$'000
Interest on bank borrowings (note 17(c))	4,150	2,493
Interest on lease liabilities (note 17(c))	503	437
	4,653	2,930

7 Emoluments for directors and management

(a) Directors' emoluments

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

	Fees \$'000	Salaries, allowances and benefits in kind \$'000	Employer's contribution to pension scheme \$'000	Discretionary bonus \$'000	Share-based payments \$'000	Total \$'000
Year ended 31 December 2022						
<i>Executive directors:</i>						
Yum Chak Ming, Matthew [#]	–	5,044	233	1,856	1,461	8,594
Sung Chee Keung	–	2,022	93	465	541	3,121
	–	7,066	326	2,321	2,002	11,715
<i>Non-executive directors:</i>						
Yam Hon Ming, Tommy	259	–	–	–	–	259
Hirofumi Hori	259	–	–	–	–	259
Masashi Nakashima ¹	82	–	–	–	–	82
Yuji Motomatsu ²	177	–	–	–	–	177
Aki Tsuge	259	276	–	–	–	535
	1,036	276	–	–	–	1,312
<i>Independent non-executive directors:</i>						
Yap, Alfred Donald	259	–	–	–	–	259
Luk Koon Hoo	259	–	–	–	–	259
Lo Chi Hong	259	–	–	–	–	259
	777	–	–	–	–	777
	1,813	7,342	326	2,321	2,002	13,804

7 Emoluments for directors and management (continued)

(a) Directors' emoluments (continued)

	Fees \$'000	Salaries, allowances and benefits in kind \$'000	Employer's contribution to pension scheme \$'000	Discretionary bonus \$'000	Share-based payments \$'000	Total \$'000
Year ended 31 December 2021						
<i>Executive directors:</i>						
Yum Chak Ming, Matthew [#]	–	5,044	233	1,360	277	6,914
Sung Chee Keung	–	1,982	92	375	726	3,175
	–	7,026	325	1,735	1,003	10,089
<i>Non-executive directors:</i>						
Yam Hon Ming, Tommy	254	–	–	–	–	254
Hirofumi Hori	254	–	–	–	–	254
Masashi Nakashima	254	–	–	–	–	254
Yoshihisa Suzuki ³	105	115	–	–	–	220
Aki Tsuge ⁴	149	165	–	–	–	314
	1,016	280	–	–	–	1,296
<i>Independent non-executive directors:</i>						
Yap, Alfred Donald	254	–	–	–	–	254
Luk Koon Hoo	254	–	–	–	–	254
Lo Chi Hong	254	–	–	–	–	254
	762	–	–	–	–	762
	1,778	7,306	325	1,735	1,003	12,147

[#] Chairman

¹ Resigned on 27 May 2022

² Appointed on 27 May 2022

³ Resigned on 27 May 2021

⁴ Appointed on 27 May 2021

During the year, no director received any emoluments from the Group as an inducement to join or leave the Group or as compensation for loss of office. No director waived or agreed to waive any emoluments.

7 Emoluments for directors and management (continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group during the year included two (2021: two) executive directors. Their emoluments are reflected in the analysis presented in note 7(a). The aggregate of the emoluments in respect of the remaining three (2021: three) individuals during the year are as follows:

	2022 \$'000	2021 \$'000
Salaries, allowances and benefits in kind	7,569	7,080
Pension costs – defined contribution plans	231	222
Discretionary bonus	2,757	1,481
Share-based payments	1,713	2,296
	12,270	11,079

The number of highest paid non-director individuals whose emoluments fell within the following bands:

	Number of individuals	
	2022	2021
\$3,000,001 – \$3,500,000	1	1
\$3,500,001 – \$4,000,000	–	1
\$4,000,001 – \$4,500,000	2	1
	3	3

(c) Senior management remuneration by band

Senior management remuneration by band included two (2021: two) executive directors:

	Number of individuals	
	2022	2021
\$2,000,000 and below	2	3
\$2,000,001 – \$3,000,000	4	4
\$3,000,001 – \$4,000,000	2	3
Above \$4,000,000	3	2
	11	12

8 Income tax in the consolidated income statement

(a) Taxation in the consolidated income statement represents:

	2022 \$'000	2021 \$'000
Current tax – Hong Kong Profits Tax		
– Provision for the year	23	2,434
– Under-provision in respect of prior years	480	–
	503	2,434
Current tax – PRC Income Tax		
– Provision for the year	9,332	2,679
– Under-provision in respect of prior years	–	11,606
	9,332	14,285
Withholding tax	1	61
Deferred tax		
Origination and reversal of temporary differences (note 21(b))	10,609	2,281
	20,445	19,061

The provision for Hong Kong Profits Tax for 2022 and 2021 is calculated at 16.5% of the estimated assessable profits for the year.

Hung Hing Printing (China) Company Limited (“HHCN”), an indirect wholly owned subsidiary of the Company, was certified as a High-New Technology Enterprise in 2020. The effective PRC Corporate Income Tax (“CIT”) for 2021 and 2022 was subject to a reduced tax rate of 15%. For PRC entities other than HHCN, PRC Income Tax represents CIT calculated at 25% (2021: 25%) and PRC withholding tax at the applicable rates. Pursuant to the income tax rules and regulations, provision for PRC withholding tax on dividend income is calculated based on 5% (2021: 5%) of the dividend income from subsidiaries in the PRC.

The provision for corporate income tax (“CIT”) in Vietnam is calculated at 20% of the estimated taxable profits for the year. HH Dream Printing Company Limited, a subsidiary of the Company incorporated in Vietnam, is entitled to a preferential tax treatment of CIT exemption for the first two years starting from which profit is generated and 50% income tax reduction for the next four years.

Pursuant to the income tax rules and regulations, provision for Vietnam withholding tax on interest income is calculated based on 5% (2021: 5%) of the interest income from subsidiary in Vietnam.

8 Income tax in the consolidated income statement (continued)

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

	2022 \$'000	2021 \$'000
Profit before income tax	74,953	68,382
Notional tax on profit before income tax, calculated at the rates applicable to profits in the tax jurisdictions concerned	14,739	11,691
Tax effect of non-deductible expenses	7,345	4,807
Tax effect of non-taxable income	(7,119)	(11,667)
Tax effect of unused tax losses not recognised during the year	7,428	3,186
Tax effect of utilisation of previously unrecognised tax losses	(2,851)	(734)
Withholding tax on earnings remitted/expected to be remitted by PRC subsidiaries	3,756	(169)
Under provision in prior years	480	11,606
Statutory tax exemption	(3,831)	–
Others	498	341
Actual tax expense	20,445	19,061

9 Earnings per share

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of \$66,038,000 (2021: \$51,953,000) and the weighted average number of ordinary shares in issue during the year excluding ordinary shares purchased by the Company under the Share Award Scheme.

	2022	2021
Profit attributable to equity shareholders of the Company (\$'000)	66,038	51,953
Weighted average number of ordinary shares in issue ('000)	907,865	907,865
Weighted average number of own held shares for Share Award Scheme ('000)	(8,858)	(7,136)
Weighted average number of ordinary shares in issue for calculation of basic earnings per share ('000)	899,007	900,729
Basic earnings per share (HK cents per share)	7.3	5.8

9 Earnings per share (continued)

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to equity shareholders of the Company of \$66,038,000 (2021: \$51,953,000) and the weighted average number of ordinary shares of 904,819,000 shares (2021: 905,229,000 shares).

	2022	2021
Profit attributable to equity shareholders of the Company (\$'000)	66,038	51,953
Weighted average number of ordinary shares in issue ('000)	899,007	900,729
Effect of deemed issue of shares under the Company's Share Award Scheme ('000)	5,812	4,500
Weighted average number of ordinary shares (diluted) at 31 December ('000)	904,819	905,229
Diluted earnings per share (HK cents per share)	7.3	5.7

10 Property, plant and equipment

(a) Reconciliation of carrying amount

	Land use rights \$'000	Ownership interests in buildings \$'000	Other assets leased for own use \$'000	Plant and machinery \$'000	Motor vehicles \$'000	Furniture, fixtures and equipment \$'000	Properties under construction \$'000	Total \$'000
Year ended 31 December 2021								
Net book value at 1 January 2021	120,783	405,007	8,840	758,908	7,103	43,805	166	1,344,612
Additions	–	6,507	11,589	86,854	1,698	6,899	36,361	149,908
Transfer from prepayments for acquisition of non-current assets	–	399	–	16,836	–	407	174	17,816
Disposals/write-offs	–	(1)	–	(7,924)	(80)	(338)	–	(8,343)
Depreciation (note 5)	(3,971)	(21,910)	(12,515)	(78,472)	(2,150)	(8,023)	–	(127,041)
Impairment loss	–	–	–	(1,026)	–	–	–	(1,026)
Exchange differences	2,026	5,523	9	8,580	50	233	13	16,434
Net book value at 31 December 2021	118,838	395,525	7,923	783,756	6,621	42,983	36,714	1,392,360
At 31 December 2021:								
Cost	174,285	761,028	18,253	2,020,511	26,929	162,983	36,714	3,200,703
Accumulated depreciation	(55,447)	(365,503)	(10,330)	(1,236,755)	(20,308)	(120,000)	–	(1,808,343)
Net book value	118,838	395,525	7,923	783,756	6,621	42,983	36,714	1,392,360

10 Property, plant and equipment (continued)

(a) Reconciliation of carrying amount (continued)

	Land use rights \$'000	Ownership interests in buildings \$'000	Other assets leased for own use \$'000	Plant and machinery \$'000	Motor vehicles \$'000	Furniture, fixtures and equipment \$'000	Properties under construction \$'000	Total \$'000
Year ended 31 December 2022								
Net book value at 1 January 2022	118,838	395,525	7,923	783,756	6,621	42,983	36,714	1,392,360
Additions	–	3,528	41,198	33,614	–	11,958	94,348	184,646
Transfer from properties under construction	–	1,817	–	–	–	3,722	(5,539)	–
Transfer from prepayments for acquisition of non-current assets	–	–	–	11,545	–	1,461	22,677	35,683
Disposals/write-offs	(1,273)	(5,532)	–	(13,607)	(90)	(695)	–	(21,197)
Depreciation (note 5)	(3,906)	(22,037)	(14,139)	(77,501)	(1,789)	(7,762)	–	(127,134)
Impairment loss	–	–	–	(420)	–	–	–	(420)
Exchange differences	(5,702)	(15,054)	(19)	(24,484)	(149)	(666)	(181)	(46,255)
Net book value at 31 December 2022	107,957	358,247	34,963	712,903	4,593	51,001	148,019	1,417,683
At 31 December 2022:								
Cost	164,013	728,867	40,252	1,938,866	25,236	168,546	148,019	3,213,799
Accumulated depreciation	(56,056)	(370,620)	(5,289)	(1,225,963)	(20,643)	(117,545)	–	(1,796,116)
Net book value	107,957	358,247	34,963	712,903	4,593	51,001	148,019	1,417,683

10 Property, plant and equipment (continued)

(b) Right-of-use assets

The analysis of the net book value of right-of-use assets, carried at depreciation cost, by class of underlying asset is as follows:

	Note	2022 \$'000	2021 \$'000
Land use rights, with remaining lease term within 10 years, situated in	(i)		
– PRC		1,977	2,476
Land use rights, with remaining lease term between 10-50 years, situated in	(i)		
– Hong Kong		12,547	13,087
– PRC		83,601	92,876
– Vietnam		9,832	10,399
Other assets leased for own use	(ii)	107,957	118,838
		34,963	7,923
		142,920	126,761

Notes:

(i) Land use rights

The Group holds land for its manufacturing facilities and office premises. The Group is the registered owner of these leasehold lands, including the whole or part of undivided share in the land. Lump sum payments were made upfront to acquire these leasehold lands from their previous registered owners, and there are no ongoing payments to be made under the terms of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities.

(ii) Other assets leased for own use

The Group has obtained the right to use other properties as its warehouses, office, staff quarters and office equipment through tenancy agreements. The leases typically run for an initial period of one to five years. Some leases include an option to renew the lease when all terms are renegotiated.

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

	2022 \$'000	2021 \$'000
Depreciation charge of right-of-use assets by class of underlying asset:		
Land use rights (note 5)	3,906	3,971
Other assets leased for own use (note 5)	14,139	12,515
	18,045	16,486
Interest on lease liabilities (note 6)	503	437
Expense relating to short-term (note 5)	1,386	3,235

During the year, additions to right-of-use assets were \$41,198,000 (2021: \$11,589,000). This amount primarily related to the capitalised lease payments under new tenancy agreements.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in notes 17(d) and 20 respectively.

11 Investments in subsidiaries

The following list contains only the particulars of subsidiaries which principally affected the results, assets and liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Name	Place of incorporation and type of legal entity	Principal activities and place of operation	Issued and fully paid up shares/ registered capital	Proportion of ordinary shares directly held by Company	Proportion of ordinary shares held by the Group	Proportion of ordinary shares held by non-controlling interests
Hung Hing Off-Set Printing Company Limited	Hong Kong/Limited liability company	Production and trading of paper products and carton boxes/Hong Kong	100 ordinary shares	100%	100%	-
Sun Hing Paper Company Limited	Hong Kong/Limited liability company	Paper trading/Hong Kong	100 ordinary shares	100%	100%	-
Hung Hing Printing (China) Company Limited ⁵⁸	The PRC/Limited liability company	Production and colour printing of paper products/The PRC	\$566,000,000	-	100%	-
Tai Hing Paper Products Company, Limited	Hong Kong/Limited liability company	Trading of corrugated cartons boxes/Hong Kong	100 ordinary shares	100%	100%	-
Beluga Limited	Hong Kong/Limited liability company	Design and production of "print + digital" products/Hong Kong	2 ordinary shares	100%	100%	-
Topwork Limited	Hong Kong/Limited liability company	Professional services/Hong Kong	10,000 ordinary shares	100%	100%	-
Stem Plus Limited	Hong Kong/Limited liability company	Educational services/Hong Kong	21,850 ordinary shares	-	100%	-
Zhongshan Hung Hing Printing & Packaging Company Limited ⁵⁹	The PRC/Limited liability company	Printing and manufacturing of paper cartons/The PRC	USD20,000,000	-	71%	29%
South Gain Enterprises Limited	Hong Kong/Limited liability company	Selling and purchasing agent/Hong Kong	1,700,000 ordinary shares	-	71%	29%
Po Hing Packaging (Shenzhen) Company Limited ⁵⁸	The PRC/Limited liability company	Printing and manufacturing of paper cartons/The PRC	USD11,200,000	-	100%	-
Zhongshan South Gain Paper Products Company Limited ⁵⁸	The PRC/Limited liability company	Printing and manufacturing of paper cartons/The PRC	USD15,000,000	-	71%	29%
Hung Hing Packaging (Wuxi) Company Limited ⁵⁸	The PRC/Limited liability company	Production and colour printing of paper products/The PRC	USD61,050,000	-	100%	-
Hung Hing Printing (Heshan) Company Limited ⁵⁸	The PRC/Limited liability company	Production and colour printing of paper products/The PRC	\$630,600,000	-	100%	-
Jun Hing Company Limited ⁵⁸	The PRC/Limited liability company	Paper trading/The PRC	\$19,200,000	-	100%	-

11 Investments in subsidiaries (continued)

Name	Place of incorporation and type of legal entity	Principal activities and place of operation	Issued and fully paid up shares/ registered capital	Proportion of ordinary shares directly held by Company	Proportion of ordinary shares held by the Group	Proportion of ordinary shares held by non-controlling interests
Jun Hing Paper (Shenzhen) Company Limited ^{§§}	The PRC/Limited liability company	Paper trading/The PRC	RMB20,000,000	-	100%	-
Guangdong Lianhe Packaging Company Limited ^{§§}	The PRC/Limited liability company	Printing and manufacturing of paper cartons/The PRC	USD16,880,000	-	100%	-
HH Dream Printing Company Limited	Vietnam/Limited liability company	Printing and manufacturing of paper cartons/Vietnam	VND575,000,000,000	-	94.1%	5.9%

[§] Sino-foreign equity joint venture

^{§§} Wholly foreign-owned enterprise

The following table lists out the information relating to South Gain Enterprises Limited Sub-group and Zhongshan Hung Hing Printing & Packaging Company Limited, the subsidiaries of the Group which have material non-controlling interests ("NCI"). The summarised financial information presented below represents the amounts before any inter-company elimination except for the elimination within South Gain Enterprises Limited Sub-group.

	South Gain Enterprises Limited Sub-group		Zhongshan Hung Hing Printing & Packaging Company Limited	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
NCI percentage	29%	29%	29%	29%
Current assets	141,041	157,455	82,225	138,462
Non-current assets	99,595	109,125	199,801	223,476
Current liabilities	(55,380)	(51,981)	(33,624)	(59,286)
Non-current liabilities	(2,693)	(3,911)	(5,223)	(263)
Net assets	182,563	210,688	243,179	302,389
Carrying amount of NCI	52,919	61,099	70,522	87,693
Revenue	200,867	227,168	112,446	167,554
Loss for the year	(11,812)	(6,609)	(34,486)	(6,620)
Total comprehensive income	(28,125)	(942)	(59,210)	13,938
Loss allocated to NCI	(3,425)	(1,917)	(10,001)	(1,920)
Dividend paid to NCI	-	-	-	-
Cash flows from operating activities	(6,263)	(13,021)	(10,074)	(21,799)
Cash flows from investing activities	(8,222)	(5,274)	(2,227)	(5,759)
Cash flows from financing activities	19,105	19,275	15,770	23,271

12 Interest in associates

	2022 \$'000	2021 \$'000
Share of net assets of associates	9,857	12,705
Goodwill	9,695	9,695
Loan to an associate (note)	2,652	–
	22,204	22,400

Note: The loan to an associate is unsecured, interest-free and repayable after one year. The amount is netted off with a provision of loss allowance.

The following list contains the particulars of the associates, all of which are unlisted and their quoted market price is not available. The associates are accounted for using equity method in the consolidated financial statements:

Name of associate	Form of business structure	Place of incorporation and business	Particulars of issued and paid up capital	Proportion of ownership interest			Principal activity
				Group's effective interest	Held by the Company	Held by the Group	
Guangzhou Honghai Enterprise Co., Limited	Incorporated	The PRC/The PRC	RMB6,527,750	20%	–	20%	Provision of innovative printing services
D & P Education Kingdom Holdings Limited	Incorporated	British Virgin Islands/ Hong Kong	USD1,000	25%	–	25%	Selling and distribution of learning package
Yum Me Limited ("YML")	Incorporated	Hong Kong/ Hong Kong	\$2,000,000	49%	–	49%	Trading

13 Financial investments

	2022 \$'000	2021 \$'000
Financial assets designated at FVOCI (non-recycling)		
Unlisted equity investments	45,076	47,769
Hong Kong listed equity investments, at quoted market price	12,598	12,738
	57,674	60,507

14 Inventories

(a) Inventories in the consolidated statement of financial position comprise:

	2022 \$'000	2021 \$'000
Raw materials*	355,894	466,636
Work in progress	89,382	116,970
Finished goods	111,293	166,669
	556,569	750,275
Less: Write-down of inventories	(16,343)	(16,913)
	540,226	733,362

* At 31 December 2022, \$66,139,000 (2021: \$86,888,000) of raw materials were designated for paper trading business.

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	2022 \$'000	2021 \$'000
Carrying amount of inventories sold	2,531,343	3,051,557
Reversal of write-down of inventories, net	(1,079)	(874)
	2,530,264	3,050,683

15 Trade and other receivables

	2022 \$'000	2021 \$'000
Trade receivable	550,805	854,588
Less: loss allowance (note 27(c))	(18,004)	(7,293)
	532,801	847,295
Trade receivable due from related parties	–	176
	532,801	847,471
Total trade receivable, net	532,801	847,471
Bills receivable	608	12,692
Prepayment, deposits and other receivables	94,795	87,085
Amount due from an associate	–	2,450
	628,204	949,698

Amount due from an associate is unsecured, interest free and repayment on demand.

All of the trade and other receivables are expected to be recovered or recognised as expense within one year.

Ageing analysis

The ageing analysis of total trade receivable at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	2022 \$'000	2021 \$'000
1–30 days	238,146	359,661
31–60 days	115,314	181,602
61–90 days	65,962	123,062
Over 90 days	113,379	183,146
	532,801	847,471

Trade receivable are normally due within 30 to 90 days from the date of billing. Further details on the Group's credit policy are set out in note 27(c).

16 Structured bank deposits

Structured bank deposits were stated at fair value and represented currency linked products issued by banks. The principals and returns were not guaranteed by the relevant banks and the maximum expected rates of return are ranging from 6.9% to 8.6% (2021: 2.3% to 3.1%) per annum. The Group designated these structured bank deposits as financial assets at fair value through profit or loss upon initial recognition.

17 Cash and cash equivalents

(a) Cash and cash equivalents comprise:

	2022 \$'000	2021 \$'000
Cash at banks and on hand	1,042,535	685,352
Less: time deposits with original maturity over three months	(69,694)	(18,346)
Cash and cash equivalents in consolidated statement of cash flows	972,841	667,006

(b) Reconciliation of profit before income tax to cash generated from/(used in) operations:

	Note	2022 \$'000	2021 \$'000
Profit before income tax		74,953	68,382
Adjustments for:			
Interest income	4	(14,544)	(8,336)
Dividend income from financial investments	4	(564)	(484)
Net (gain)/loss on disposal of property, plant and equipment	4	(60,677)	5,105
Net realised loss/(gain) on derivative financial instruments not qualified as hedges	4	5,793	(10,614)
Fair value loss on financial assets measured at FVPL	4	–	7,850
Fair value loss/(gain) on structured bank deposits	4	293	(11,280)
Depreciation	5	127,134	127,041
Amortisation of intangible assets	5	2,067	2,176
Loss allowance/(reversal of loss allowance) of trade receivables, net	5	11,302	(206)
(Reversal of loss allowance)/loss allowance of other receivables	5	(162)	933
Loss allowance of loan to/amount due from an associate	5	4,698	–
Finance costs	6	4,653	2,930
Reversal of write-down of inventories, net	14	(1,079)	(874)
Payment for purchase of shares for Share Award Scheme	24	(2,095)	(12,655)
Restricted share award scheme expenses	24	5,697	5,969
Share of loss of associates		2,736	359
Net foreign exchange		(41,245)	7,500
		(118,960)	183,796
Changes in working capital:			
Decrease/(increase) in inventories		194,215	(268,403)
Decrease/(increase) in trade and other receivables		292,276	(105,701)
(Decrease)/increase in trade and other payables		(150,109)	52,529
Cash generated from/(used in) operations		455,342	(137,779)

17 Cash and cash equivalents (continued)

(c) Reconciliation of liabilities arising from financing activities

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

	Bank borrowings (note 19)		Lease liabilities (note 20)	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
At 1 January	192,282	120,847	8,321	9,562
Changes from financing cash flows:				
Capital element of lease rentals paid	–	–	(11,492)	(12,830)
Interest element of lease rentals paid	–	–	(503)	(437)
Proceeds from bank borrowings	112,855	437,889	–	–
Repayments of bank borrowings	(113,559)	(366,454)	–	–
Interest paid	(4,292)	(2,241)	–	–
Total changes from financing cash flows	(4,996)	69,194	(11,995)	(13,267)
Other changes:				
Increase in lease liabilities from entering new leases during the period	–	–	41,198	11,589
Interest expenses (note 6)	4,150	2,493	503	437
Decrease/(increase) in interest payable	142	(252)	–	–
Total other changes	4,292	2,241	41,701	12,026
At 31 December	191,578	192,282	38,027	8,321

17 Cash and cash equivalents (continued)**(d) Total cash outflow for leases**

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

	2022 \$'000	2021 \$'000
Within operating cash flows	1,386	3,235
Within financing cash flows	11,995	13,267
	13,381	16,502

These amounts relate to the following:

Lease rentals paid	13,381	16,502
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18 Trade and other payables

	2022 \$'000	2021 \$'000
Trade payable	139,184	214,466
Trade payable due to related parties	–	184
Total trade payable	139,184	214,650
Bills payable (note 18(b))	8,545	28,566
Receipt in advance – current portion (note 22)	126,863	–
Deferred income – current portion (note 22)	11,930	6,233
Other payable and accrued liabilities (note 18(c))	167,802	220,888
	454,324	470,337

Except for an amount of \$1,763,000 (2021: \$1,035,000), all of the remaining balances of trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

(a) The aging analysis of the total trade payable at the end of the reporting period, based on the invoice date, is as follows:

	2022 \$'000	2021 \$'000
1-30 days	100,214	163,666
31-60 days	27,132	42,123
61-90 days	6,163	3,590
Over 90 days	5,675	5,271
	139,184	214,650

18 Trade and other payables (continued)

- (b) All bills payable at 31 December 2021 and 2022 were unsecured.
- (c) At 31 December 2022, the balances include contract liabilities of \$12,180,000 (2021: \$33,826,000) represents billings in advance of performance in sales. When the Group receives a deposit before the delivery of products in its sales activity, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the sales exceeds the amount of the deposit.

Contract liabilities of \$33,826,000 (2021: \$17,394,000) at the beginning of the year is recognised as revenue during the year and contract liabilities of \$12,180,000 (2021: \$33,826,000) was recognised at 31 December 2022 as a result of billing in advance of goods delivery.

19 Bank borrowings – unsecured

	Effective interest rate	2022 \$'000	Effective interest rate	2021 \$'000
Current liabilities				
Trade and revolving loans – repayable within 1 year	N/A	–	0.8%-0.86%	29,008
Term loans subject to repayment on demand clause (note (i))				
– Maturity in 2024	4.49%	62,000	N/A	–
– Maturity in 2026	1.72%-1.98%	129,578	1.72%-1.98%	163,274
Total bank loans		191,578		192,282

Note:

- (i) In accordance with HK *Interpretation 5* issued by HKICPA, non-current portion of term loans is classified as a current liability as the classification of term loans was determined by reference to the contractual rights and obligations of the lender and the borrower at the reporting date and without considering the probability of the lender choosing to exercise its rights within the next twelve months after the reporting date.

The balances are carried at amortised cost and none of the non-current portion of term loans is expected to be settled within one year.

The Group has bank loans and trade facilities of \$756,578,000 (2021: \$728,274,000), of which \$191,578,000 (2021: \$192,282,000) had been utilised as at the end of the reporting period. All of the bank loans are guaranteed by the Company.

The bank loans are subject to certain covenants and the Group has not breached any borrowing limits or covenants on any of its banking facilities. Further details of the Group's management of liquidity risk are set out in note 27(e).

20 Lease liabilities

At 31 December 2022 and 2021, the lease liabilities were repayable as follows:

	2022 \$'000	2021 \$'000
Within 1 year	9,843	6,384
After 1 year but within 2 years	10,088	1,140
After 2 years but within 5 years	18,096	797
	28,184	1,937
	38,027	8,321

21 Income tax in the consolidated statement of financial position

(a) Current taxation in the consolidated statement of financial position represents:

	2022 \$'000	2021 \$'000
Provision for Hong Kong profits tax for the year	23	2,434
Provisional profits tax paid	(593)	–
	(570)	2,434
Balance of Profits Tax provision relating to prior years	337	–
	(233)	2,434
Taxation outside Hong Kong		
– PRC corporate income tax payable	19,322	6,216
Net current income tax payable	19,089	8,650
Representing:		
Income tax recoverable	(593)	–
Income tax payable	19,682	8,650
	19,089	8,650

21 Income tax in the consolidated statement of financial position (continued)

(b) Deferred tax assets and liabilities recognised:

(i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Tax losses	Differences between depreciation allowances and related depreciation	Credit loss allowance of trade receivables	Withholding tax	Gain on land resumption (note)	Other temporary differences	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Deferred tax arising from:							
At 1 January 2021	(32,119)	68,160	(2,003)	3,702	16,566	(19,421)	34,885
(Credited)/charged to profit or loss (note 8(a))	(1,175)	2,363	377	(229)	–	945	2,281
Exchange differences	(228)	1,100	(37)	105	486	(225)	1,201
At 31 December 2021 and 1 January 2022	(33,522)	71,623	(1,663)	3,578	17,052	(18,701)	38,367
(Credited)/charged to profit or loss (note 8(a))	(10,147)	(273)	(351)	3,756	16,030	1,594	10,609
Exchange differences	1,650	(3,222)	113	(454)	(1,181)	548	(2,546)
At 31 December 2022	(42,019)	68,128	(1,901)	6,880	31,901	(16,559)	46,430

Note: The amount represented the timing difference arising from the gain on land resumption (see note 4(ii)) which the corresponding tax payable will be settled in 2025 as agreed with the local tax bureau.

(ii) Reconciliation to the consolidated statement of financial position

	2022 \$'000	2021 \$'000
Net deferred tax assets recognised in the consolidated statement of financial position	(24,790)	(14,249)
Net deferred tax liabilities recognised in the consolidated statement of financial position	71,220	52,616
	46,430	38,367

21 Income tax in the consolidated statement of financial position (continued)

(c) Deferred tax assets and liabilities not recognised

- (i) The Group has not recognised deferred tax assets in respect of cumulative tax losses, whose expiry dates are:

	2022 \$'000	2021 \$'000
Within 1 year	19,048	–
More than 1 year but within 5 years	27,314	59,370
Do not expire under current tax legislation	75,803	68,099
	122,165	127,469

The directors are of opinion that it is not probable that future taxable profits against which the losses above can be utilised will be available in the relevant tax jurisdiction and entity.

- (ii) At 31 December 2022, deferred tax liabilities of \$4,331,000 (2021: \$4,426,000) in respect of the tax that would be payable on the distribution of retained profits of the PRC subsidiaries amounted to \$86,615,000 (2021: \$88,528,000) have not been recognised as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

22 Receipt in advance and deferred income

On 3 April 2020, the Group entered into certain land resumption agreements (“Land Resumption Agreements”) with Wangzhuang Residential District Office of Wuxi City in Xinwu District of the People’s Republic of China (“Wuxi Local Administration”), pursuant to which Wuxi Local Administration will resume, and the Group will surrender its land and properties at Wuxi in exchange for a compensation of RMB296,237,000 (equivalent to \$331,621,000) payable by Wuxi Local Administration. Details of the transaction have been set out in the circular of the Company dated 25 May 2020 and the announcements of the Company dated 6 April 2020, 17 April 2020, 29 April 2020 and 28 July 2020.

As at 31 December 2022, receipt in advance of \$126,863,000 (2021: \$145,727,000) and deferred income of \$5,245,000 (2021: \$54,401,000) represented receipts from Wuxi Local Administration in relation to the Group’s land and properties at Wuxi to be surrendered to Wuxi Local Administration and compensation of the relocation expenses to be incurred for the land resumption, respectively. The Group anticipated that the whole land relocation will be completed in 2023. The remaining part of the deferred income which amounts to \$26,952,000 (2021: \$25,480,000) represents the government grants related to purchase of property, plant and equipment.

23 Capital, reserves and dividends

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of changes in the Company's individual components of equity between the beginning and the end of the years are set out below:

	Share capital \$'000	Other capital reserves \$'000	Financial assets at FVOCI reserve (non- recycling) \$'000	Equity compensation reserves \$'000	Retained earnings \$'000	Total \$'000
At 1 January 2021	1,652,854	(5,931)	(51,637)	4,863	930,760	2,530,909
Changes for the year						
Profit and total comprehensive income for the year	–	–	6,993	–	9,087	16,080
Dividends approved in respect of the previous year (note 23(b)(ii))	–	–	–	–	(90,787)	(90,787)
Dividend declared in respect of the current year (note 23(b)(i))	–	–	–	–	(36,315)	(36,315)
Purchase of shares for Share Award Scheme (note 24)	–	(12,655)	–	–	–	(12,655)
Shares vested and allotted under Share Award Scheme (note 24)	–	4,580	–	(4,580)	–	–
Equity compensation expenses (note 24)	–	–	–	5,969	–	5,969
Transfer of reserves	–	–	57,600	–	(57,600)	–
At 31 December 2021 and 1 January 2022	1,652,854	(14,006)	12,956	6,252	755,145	2,413,201
Changes for the year						
Profit and total comprehensive income for the year	–	–	–	–	(27,692)	(27,692)
Dividends approved in respect of the previous year (note 23(b)(ii))	–	–	–	–	(81,708)	(81,708)
Dividend declared in respect of the current year (note 23(b)(i))	–	–	–	–	(36,315)	(36,315)
Purchase of shares for Share Award Scheme (note 24)	–	(2,095)	–	–	–	(2,095)
Shares vested and allotted under Share Award Scheme (note 24)	–	4,959	–	(4,959)	–	–
Equity compensation expenses (note 24)	–	–	–	5,697	–	5,697
At 31 December 2022	1,652,854	(11,142)	12,956	6,990	609,430	2,271,088

23 Capital, reserves and dividends (continued)

(b) Dividends

(i) Dividends payable to equity shareholders of the Company attributable to the year

	2022 \$'000	2021 \$'000
Interim dividend of HK4 cents (2021: HK4 cents) per ordinary share	36,315	36,315
Proposed special dividend of HK5 cents (2021: HK5 cents) per ordinary share	45,393	45,393
Proposed final dividend of HK4 cents (2021: HK4 cents) per ordinary share	36,315	36,315
	118,023	118,023

The directors recommend the payment of a special dividend of HK5 cents per ordinary share and a final dividend of HK4 cents per ordinary share. Such dividends are to be approved by the shareholders at the forthcoming Annual General Meeting of the Company to be held on 25 May 2023.

(ii) Dividend payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

	2022 \$'000	2021 \$'000
Special dividend in respect of the previous financial year, approved and paid during the year, of HK5 cents (2021: HK6 cents) per ordinary share	45,393	54,472
Final dividend in respect of the previous financial year, approved and paid during the year, of HK4 cents (2021: HK4 cents) per ordinary share	36,315	36,315
	81,708	90,787

23 Capital, reserves and dividends (continued)

(c) Share capital

	2022		2021	
	No. of shares '000	\$'000	No. of shares '000	\$'000
At 1 January and 31 December	907,865	1,652,854	907,865	1,652,854

In accordance with section 135 of the Hong Kong Companies Ordinance, the ordinary shares of the Company do not have a par value.

The Company's issued and fully paid shares as at 31 December 2022 included 8,211,036 shares (2021: 10,194,384 shares) held in trust by the trustee under Restricted Share Award Scheme, details of which are set out in note 24.

During the years ended 31 December 2022 and 2021, neither the Company nor any of its subsidiaries purchased any of the Company's shares, except that the trustee of the Restricted Share Award Scheme, pursuant to the terms of the rules and trust deed of the Restricted Share Award Scheme, purchased on the Stock Exchange a total of 1,648,000 shares (2021: 9,508,000 shares) of the Company (note 24).

(d) Nature and purpose of reserves

(i) Legal reserves

Subsidiaries of the Group in the PRC, which are wholly foreign-owned enterprises, follow the accounting principles and relevant financial regulations of the PRC applicable to wholly foreign-owned enterprises ("PRC GAAP – WFOE"), in the preparation of its accounting records and financial statements. Pursuant to the accounting regulations for business enterprises, the subsidiaries are required to appropriate 10% of the profit arrived at in accordance with PRC GAAP – WFOE for each year to a statutory reserve. The profit arrived at must be used initially to set off against any accumulated losses. The appropriations to statutory reserve, after offsetting against any accumulated losses, must be made before the distribution of dividends to equity owners. The appropriation is required until the statutory reserve reaches 50% of the registered capital. This statutory reserve is not distributable in the form of cash dividends, but may be used to set off losses or be converted into paid-in capital.

(ii) Intangible asset revaluation reserve

The intangible asset revaluation reserve has been set up and is dealt with in accordance with the accounting policies in note 1(i).

(iii) Financial assets at FVOCI reserve (non-recycling)

The financial assets at FVOCI reserve (non-recycling) comprises the cumulative net change in the fair value of equity investments designated at FVOCI under HKFRS 9 that are held at the end of the reporting period (see note 1(j)).

(iv) Exchange fluctuation reserve

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 1(g).

23 Capital, reserves and dividends (continued)

(e) Capital risk management

The Group regards its shareholders' equity as capital. The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and 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 shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the net debt gearing ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings (i.e. current and non-current bank borrowings as shown in the consolidated statement of financial position) less cash at bank and on hand.

During the year, the Group's strategy was to maintain the net debt gearing ratio below 30%. As at 31 December 2022 and 2021, the Group had net cash position as follows:

	2022 \$'000	2021 \$'000
Cash at bank and on hand	1,042,535	685,352
Total bank borrowings (note 19)	(191,578)	(192,282)
	850,957	493,070

As the Group had a net cash position, the net debt gearing ratio as at 31 December 2022 was nil (2021: nil).

24 Restricted share award scheme

The Restricted Share Award Scheme (the "Scheme") was adopted by the Company on 21 December 2009 as an incentive to attract, motivate and retain employees of the Group. It will expire on 30 June 2024.

Eligible participants of the Scheme are senior management and directors of the Group.

The awarded shares are the existing shares, which are purchased on the Stock Exchange by the independent trustee, Law Debenture Trust (Asia) Limited (the "Trustee"), with funds provided by the Company. The maximum number of shares that can be purchased by the trustee under the Scheme is limited to 2% of the shares in issue of the Company as at 1 July 2021.

Under the rules of the Scheme, share awards will be granted to the participants of the Scheme when certain performance target is met and on or before 30 June of each year.

Upon certain vesting conditions are fulfilled, the share awards granted to the participants will be vested in three equal tranches provided that the relevant awardee remained employed by the Group or retired on reaching normal retirement age.

For awardees who cease employment with the Group before vesting, the unvested shares are forfeited. The forfeited shares are held by the trustee of the Scheme.

24 Restricted share award scheme (continued)

The fair value of the shares was determined based on the closing market price of the Company's shares that are publicly traded on the Stock Exchange on the grant date.

During the year ended 31 December 2022, a total of 2,269,662 shares (2021: 9,532,755 shares) at a fair value of \$1.27 were granted to the participants. The fair value was determined at the closing share price on 31 March 2022, without taking into account the expected dividends in the future.

Share based payments of \$5,697,000 (2021: \$5,969,000) has been recognised in the consolidated income statement as employee benefit expenses (notes 5 and 7). In 2022, a total of 3,631,348 shares (2021: 2,772,020 shares) were vested and their average purchasing fair value was \$4,959,000 (2021: \$4,580,000). No shares granted was forfeited during the year ended 31 December 2022 (2021: 623,121 shares).

Movement in the number of shares awarded and their related average fair value is as follows:

	2022		2021	
	Average fair value per share \$	Number of shares awarded	Average fair value per share \$	Number of shares awarded
Beginning balance		9,571,104		3,433,490
Granted	1.27	2,269,662	1.36	9,532,755
Vested	1.36	(3,631,348)	1.65	(2,772,020)
Forfeited	–	–	1.36	(623,121)
Ending balance		8,209,418		9,571,104

All the shares held by Trustee for the purpose of the Scheme are listed below:

	Number of shares	
	2022	2021
Beginning balance	10,194,384	3,458,404
Purchase of shares	1,648,000	9,508,000
Vesting of shares	(3,631,348)	(2,772,020)
Ending balance	8,211,036	10,194,384

During the year ended 31 December 2022, the total consideration paid for the purchase of 1,648,000 shares (2021: 9,508,000 shares) was \$2,095,000 (2021: \$12,655,000).

25 Contingent liabilities

The Group issued guarantees to a former related party for its banking facilities and \$25,747,000 (2021: \$28,131,000) of the banking facilities was utilised as at 31 December 2022.

At the end of the reporting period, the directors do not consider it is probable that a claim will be made against the Group under any of these guarantees.

26 Commitments

Capital commitments

Capital commitments outstanding at the end of the reporting period not provided for in the financial statements were as follows:

	2022 \$'000	2021 \$'000
Contracted for, but not provided for	182,184	60,829
Authorised but not contract for	49,359	214,041
	231,543	274,870

27 Financial risk management and fair value of financial instruments

The Group's principal financial instruments, other than derivatives, comprise cash and bank deposits, trade and other receivables, trade and other payables and bank borrowings. The main purpose of these financial instruments is to raise finance for the Group's operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, price risk and liquidity risk. The policies to mitigate each of these risks are summarised below. The board manages and monitors these risks to ensure that appropriate measures are implemented in a timely and effective manner. The Group's accounting policies in relation to derivatives are set out in note 1(k) to the financial statements.

(a) Interest rate risk

The Group's exposure to interest rate risk arises mainly from its bank deposits and bank borrowings.

The Group manages its interest rate exposure with a focus on reducing the Group's overall cost of debt and exposure to changes in interest rates. When considered appropriate, the Group uses interest rate swaps to manage its long-term bank borrowings which bear floating interest rates. Interest rate risk on bank deposits is considered immaterial.

At 31 December 2022, the Group has trade and revolving loans of \$nil (2021: \$29,008,000) with variable rates. The Group considers that these loans are due within short period, thus the interest rate risk arising from them are immaterial.

The following table details the interest rate profile of the Group's other borrowings at the end of the reporting period:

	2022 \$'000	2021 \$'000
Fixed rate borrowings		
Lease Liabilities	38,027	8,321
Bank loans – unsecured	129,578	163,274
	167,605	171,595
Variable rate borrowings		
Bank loans – unsecured	62,000	–
	229,605	171,595

At 31 December 2022, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax and retained earnings by approximately \$620,000 (2021: nil).

27 Financial risk management and fair value of financial instruments (continued)

(a) Interest rate risk (continued)

The sensitivity analysis above indicates the exposure to cash flow interest rate risk arising from variable rate borrowings held by the Group at the end of the reporting period, the impact on the Group's profit after tax and retained earnings is estimated as annual impact on interest expense of such a change in interest rate.

At 31 December 2022, the net cash and bank deposits is \$850,957,000 (2021: \$493,070,000). The interest rate risk is not significant to the Group.

(b) Foreign currency risk

The Group is exposed to foreign currency risk primarily through its business transactions, assets and liabilities denominated in various foreign currencies primarily Renminbi ("RMB"), Hong Kong dollars ("HKD") and United States dollars ("USD").

The Group is subject to foreign exchange rate risk arising from future commercial transactions and recognised assets and liabilities which are denominated in a currency other than the functional currency of the operations to which the transactions relate.

When there are significant foreign currency transactions other than the functional currencies of the major operating companies within the Group, the Group will use forward currency contracts to manage the foreign currency exposure. The forward currency contracts must be in the same currency as the hedged item. At 31 December 2022, the fair value of forward currency contract is immaterial to the Group.

(i) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in HKD, translated using the spot rate at the reporting period end date. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency are excluded.

In this respect, it is assumed that the pegged rate between the HKD and the USD would be materially unaffected by any changes in movement in value of the USD against other currencies.

	Exposure to foreign currencies (expressed in HKD)					
	2022			2021		
	RMB \$'000	HKD \$'000	USD \$'000	RMB \$'000	HKD \$'000	USD \$'000
Trade and other receivables	48,985	–	7,337	122,390	388	20,943
Cash at banks and on hand	473,859	3,911	26,990	221,509	3,483	111,083
Trade and other payables	(70,903)	(18)	(18)	(129,773)	(18)	(385)
Net exposure arising from recognised assets and liabilities	451,941	3,893	34,309	214,126	3,853	131,641

27 Financial risk management and fair value of financial instruments (continued)

(b) Foreign currency risk (continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit before income tax that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

	2022		2021	
	Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit before income tax \$'000	Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit before income tax \$'000
RMB [#]	5% (5%)	22,597 (22,597)	5% (5%)	10,706 (10,706)
HKD [*]	5% (5%)	195 (195)	5% (5%)	193 (193)
USD [*]	5% (5%)	1,715 (1,715)	5% (5%)	6,582 (6,582)

[#] For the company and subsidiaries with functional currency as HKD

^{*} For subsidiaries with functional currency as RMB or VND

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit before income tax measured in the respective functional currencies, translated into HKD at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for 2021.

(c) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to its trade and bills receivables and deposits placed with banks. The Group has no significant concentrations of credit risk. Management has policies in place to monitor the exposures to these credit risks on an on-going basis.

For banks and financial institutions, deposits are only placed with reputable banks. For credit exposures to customers, management of the Group has delegated a team responsible for the determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group regularly reviews the recoverable amount of each individual receivable to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors consider that the Group's credit risk is properly managed and significantly reduced.

Since the Group trades only with creditworthy third parties, normally there is no requirement for collateral.

27 Financial risk management and fair value of financial instruments (continued)

(c) Credit risk (continued)

Trade receivable

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 9% (2021: 2%) and 20% (2021: 20%) of the total trade receivable was due from the Group's largest customer and the five largest customers respectively.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade and bills receivables are due within 30-90 days from the date of billing. Normally, the Group does not obtain collateral from customers.

During the year ended 31 December 2022, the management identified the credit risk associated with a trade debtor has increased significantly since initial recognition and performed reassessment on the ECLs of that debtor. As a result, a loss allowance of \$8,995,000 has been provided for the receivables due from that trade debtor. Other than that, the Group measures loss allowance on financial assets based on the past loss experience, existing market conditions as well as forward looking information at the end of each reporting period. Having considered those factors, the Group considered that there is no significant loss allowance recognised in accordance with HKFRS 9 as at 31 December 2022 and 2021, and no expected credit loss rate has therefore been disclosed.

Movement in the loss allowance account in respect of trade and bills receivables during the year is as follows:

	2022 \$'000	2021 \$'000
At 1 January	7,293	9,545
Impairment loss/(reversal of impairment loss) (note 5)	11,302	(206)
Amount written off as uncollectible	(296)	(2,164)
Exchange differences	(295)	118
At 31 December	18,004	7,293

(d) Equity price risk

The Group is exposed to listed equity securities price risk because investments held by the Group for non-trading purpose are classified as financial investments (see note 13). The Group's listed investments are listed on the Stock Exchange of Hong Kong. The Group's unquoted investment are held for long term strategic purposes.

The Group does not actively trade in equity investments and in the opinion of the Board of Directors, the equity price risk related to trading activities to which the Group is exposed to is not material. Accordingly, no quantitative market risk disclosures for equity price risk have been prepared.

27 Financial risk management and fair value of financial instruments (continued)

(e) Liquidity risk

The Group's objectives are to maintain sufficient cash and to ensure the availability of funding through an adequate amount of committed banking facilities. The Group aims to maintain flexibility in funding by keeping committed banking facilities available.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on current rates at the end of the reporting period) and the earliest date the Group can be required to pay. For bank borrowings subject to repayment on demand clauses, the management does not expect the lender to exercise its rights to demand repayment and therefore the below analysis shows the cash outflows based on the contractual repayment schedule and, separately, the impact to the timing of the cash outflows if the lender was to invoke its unconditional right to call the loans with immediate effect.

	2022					2021				
	Carrying amount	Total contractual undiscounted cash flow	Within	More than	More than	Carrying amount	Total contractual undiscounted cash flow	Within	More than	More than
			1 year or	1 year but	2 years but			1 year or	1 year but	2 years but
			on demand	within 2 years	within 5 years			on demand	within 2 years	within 5 years
\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
Bank borrowings	191,578	198,421	69,521	65,621	63,279	192,282	199,816	65,136	35,927	98,753
Trade and other payables	298,284	298,284	298,284	-	-	432,175	432,175	432,175	-	-
Lease liabilities	38,027	42,573	11,473	10,868	20,232	8,321	8,530	6,533	1,143	854
	527,889	539,278	379,278	76,489	83,511	632,778	640,521	503,844	37,070	99,607
Adjustment to present cash flows on bank borrowings based on lender's right to demand payment		(3,018)	125,882	(65,621)	(63,279)		(7,534)	127,146	(35,927)	(98,753)
		536,260	505,160	10,868	20,232		632,987	630,990	1,143	854

(f) Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Observable inputs which fail to meet Level 1 and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

27 Financial risk management and fair value of financial instruments (continued)

(f) Fair value estimation (continued)

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2022 and 2021:

	2022				2021			
	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Assets								
Financial investments:								
– Structured bank deposits	–	203,580	–	203,580	–	388,600	–	388,600
– Unlisted equity securities	–	–	45,076	45,076	–	–	47,769	47,769
– Listed equity securities	12,598	–	–	12,598	12,738	–	–	12,738
	12,598	203,580	45,076	261,254	12,738	388,600	47,769	449,107

(i) Financial instruments in level 1

The fair value of listed equity instruments traded in active markets is based on quoted market prices at the end of the reporting period.

(ii) Financial instruments in level 2

The fair value of structured bank deposits is determined by discounting the expected future cash flows at prevailing market interest rate as at the end of the reporting period.

(iii) Financial instruments in level 3

The fair values of unlisted investments that are not traded in an active market are determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at the end of each reporting period.

The following table presents the changes in level 3 instruments for the years ended 31 December 2022 and 2021:

	Unlisted equity securities	
	2022 \$'000	2021 \$'000
At 1 January	47,769	35,786
Loss recognised in profit or loss	–	(7,850)
Change in fair value recognised in reserve	–	19,277
Exchange differences	(2,694)	556
At 31 December	45,075	47,769
Total loss for the year included in profit or loss	–	(7,850)

28 Material related party transactions

(a) Transactions with related parties

In addition to the transactions disclosed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

	2022 \$'000	2021 \$'000
Sales of raw materials or finished goods to:		
A substantial shareholder	2,712	2,341
Parties under control of a substantial shareholder	106	328
Purchases of raw materials from:		
A substantial shareholder	173	4,916

The above transactions were carried out in the normal course of business of the Group and on terms as agreed with the parties.

(b) Outstanding balances with related parties

Save as disclosed in notes 12, 15 and 18, there were no outstanding balances with related parties as at 31 December 2022.

(c) Compensation of key management personnel of the Group

	2022 \$'000	2021 \$'000
Short-term employment benefits (excluding discretionary bonus)	22,194	22,531
Discretionary bonus	7,750	5,219
Share-based payments	5,697	5,969
Post-employment benefits	826	824
	36,467	34,543

(d) Applicability of the Listing Rules relating to connected transactions

The related party transaction in respect of note 28(a) above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section "Continuing Connected Transactions" of the Directors' Report.

29 Company level statement of financial position

	2022	2021
	\$'000	\$'000
Non-current assets		
Property, plant and equipment	2,312	2,955
Intangible asset	171	244
Financial investments	15,896	15,896
Investments in subsidiaries	271,935	271,935
Deferred tax assets	11,949	8,678
	302,263	299,708
Current assets		
Prepayments, deposits and other receivables	5,575	4,331
Amounts due from subsidiaries	1,753,741	1,772,393
Structured bank deposits	203,580	388,600
Cash at bank and on hand	283,784	20,954
	2,246,680	2,186,278
Current liabilities		
Amounts due to subsidiaries	269,316	65,463
Other payable and accrued liabilities	8,539	7,322
	277,855	72,785
Net current assets	1,968,825	2,113,493
NET ASSETS	2,271,088	2,413,201
CAPITAL AND RESERVES		
Share capital	1,652,854	1,652,854
Reserves	618,234	760,347
TOTAL EQUITY	2,271,088	2,413,201

Approved and authorised for issue by the board of directors on 22 March 2023.

Yum Chak Ming, Matthew
Director

Sung Chee Keung
Director

30 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2022

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and a new standard, which are not yet effective for the year ended 31 December 2022 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
HKFRS 17, <i>Insurance contracts</i>	1 January 2023
Amendments to HKAS 1, <i>Presentation of financial statements: Classification of liabilities as current or non-current</i>	1 January 2023
Amendments to HKAS 1, <i>Presentation of financial statements and HKFRS Practice Statement 2, Making materiality judgements: Disclosure of accounting policies</i>	1 January 2023
Amendments to HKAS 8, <i>Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates</i>	1 January 2023
Amendments to HKAS 12, <i>Income taxes: Deferred tax related to assets and liabilities arising from a single transaction</i>	1 January 2023

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

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