

ANNUAL REPORT 2022

Sky Light Holdings Limited
天彩控股有限公司

Stock Code **3882**

Incorporated in the Cayman Islands with limited liability



Sky Light Holdings Limited



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Financial Highlights

	2022 HK\$'000	2021 HK\$'000	CHANGE
REVENUE	417,077	715,093	(41.7%)
COST OF SALES	(343,805)	(593,335)	(42.1%)
GROSS PROFIT	73,272	121,758	(39.8%)
GROSS PROFIT MARGIN (%)	17.6%	17.0%	0.6 p.p.t.
LOSS FOR THE YEAR	(31,217)	(3,412)	814.9%
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY BASIC AND DILUTED	HK\$(2.5)cents	HK(0.4)cent	525%

Corporate Information

Board (the “Board”) of Directors of the Company (the “Director(s)”)

Executive Directors

Mr. Tang Wing Fong Terry (*Chairman*)
Mr. Shan Chuanlong (*Note 1*)
Mr. Lu Yongbin (*Note 10*)

Non-executive Director

Ms. Tang Kam Sau

Independent Non-executive Directors

Mr. Wong Wai Ming (*Note 2*)
Professor Jian Wang (*Note 3*)
Ms. Lo Wan Man (*Note 4*)
Mr. Tse Yat Hong (*Note 5*)
Dr. Cheung Wah Keung (*Note 6*)
Mr. Chan Tsu Ming Louis (*Note 7*)

Committees of the Board

Audit Committee (the “Audit Committee”)

Ms. Lo Wan Man (*Chairlady*) (*Note 4*)
Professor Jian Wang (*Note 3*)
Mr. Wong Wai Ming (*Note 2*)
Mr. Tse Yat Hong (*Chairman*) (*Note 5*)
Dr. Cheung Wah Keung (*Note 6*)
Mr. Chan Tsu Ming Louis (*Note 7*)

Remuneration Committee (the “Remuneration Committee”)

Ms. Lo Wan Man (*Chairlady*) (*Note 4*)
Mr. Tang Wing Fong Terry
Professor Jian Wang (*Note 3*)
Mr. Tse Yat Hong (*Chairman*) (*Note 5*)
Mr. Chan Tsu Ming Louis (*Note 7*)

Nomination Committee (the “Nomination Committee”)

Mr. Tang Wing Fong Terry (*Chairman*)
Ms. Lo Wan Man (*Note 4*)
Professor Jian Wang (*Note 3*)
Mr. Tse Yat Hong (*Note 5*)
Mr. Chan Tsu Ming Louis (*Note 7*)

Authorized Representatives

Mr. Tang Wing Fong Terry
Ms. Xu Jing (*Note 8*)
Mr. Lu Yongbin (*Note 9*)

Company Secretary

Ms. Xu Jing (*Note 8*)
Mr. Lu Yongbin (*Note 9*)

Registered Office

Second Floor, Century Yard, Cricket Square
P.O. Box 902, Grand Cayman, KY1-1103
Cayman Islands

Head Office, Headquarters and Principal Place of Business in the People’s Republic of China (“China” or the “PRC”)

Building No. 8 & 1-2/FL Building No. 9
Antuoshan High-tech Industrial Park
Xinsha Road, Shajing, Bao’An
Shenzhen
PRC

Corporate Information

Principal Place of Business in Hong Kong

Room 1910, 19/F, Kwong Sang Hong Centre
151–153 Hoi Bun Road
Kwun Tong
Kowloon
Hong Kong

Auditor

D & Partners CPA Limited *(Note 11)*
Certified Public Accountants
Registered Public Interest Entity Auditor
2201, 22/F, West Exchange Tower
322 Des Voeux Road Central
Sheung Wan
Hong Kong

RSM Hong Kong *(Note 12)*
Certified Public Accountants
Registered Public Interest Entity Auditor
29th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

Hong Kong Legal Adviser

Mayer Brown
16th–19th Floors, Prince's Building
10 Charter Road
Central
Hong Kong

Cayman Islands Principal Registrar and Transfer Office

Tricor Services (Cayman Islands) Limited
Second Floor, Century Yard, Cricket Square
P.O. Box 902, Grand Cayman, KY1-1103
Cayman Islands

Hong Kong Branch Share Registrar

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

Principal Bankers

Hongkong and Shanghai Banking Corporation Limited
Level 10, HSBC Main Building
1 Queen's Road Central
Hong Kong

Stock Code

3882

Company Website Address

www.sky-light.com.hk

Notes:

1. Appointed on 22 December 2022
2. Appointed on 28 February 2023
3. Appointed on 10 October 2022
4. Appointed on 28 November 2022
5. Resigned on 28 November 2022
6. Resigned on 28 February 2023
7. Resigned on 1 October 2022
8. Appointed on 1 November 2022
9. Resigned on 1 November 2022
10. Resigned on 3 February 2023
11. Appointed on 12 January 2023
12. Resigned on 14 December 2022

Chairman's Statement

To all shareholders,

First of all, on behalf of the Board, thank you for your continued support for Sky Light Holdings Limited ("**Sky Light**" or the "**Company**" or "**our Company**") and its subsidiaries (together, the "**Group**" or "**our Group**" or "**we**").

For the year ended 31 December 2022 ("**FY2022**"), the Group's total revenue was approximately HK\$417.1 million, which was approximately 41.7% lower than for the year ended 31 December 2021 ("**FY2021**"). We recorded a loss of approximately HK\$31.2 million in FY2022.

For FY2022, our manufacturing business was mainly affected by the following reasons.

- (i) several waves of COVID-19 occurred in the world in the past few years. The governments of different countries had to implement lockdown measures, which caused disruptions to the supply chain and business activities of many enterprises including the Group and its business partners. Due to the instability of the supply chain, many customers' orders exceeded their demands in 2021. This led to their inventory backlog when their sales were slow in 2022; and
- (ii) there was high inflation and high interest rates in America and the European Union, being our Group's main markets, and deglobalization in the world in 2022. There was a material negative impact on the demand for our Group's electronics products.

Under this unfavorable economic situation, we strive to strengthen our sales force and do our best to reduce our cost. We estimate our manufacturing business will be improved in the second half of 2023.

In order to develop a business which is not be greatly affected by deglobalization, the Group acquired 51% of a company, Wuhan Show Life Convenience Store Co., Ltd.* (武漢秀生活便利店有限公司) ("**Wuhan Show Life**"), in November, 2022. Wuhan Show Life is principally engaged in the operation of AI vending machines which are placed in residential buildings, office buildings, hotels, schools, hospitals, sports centers and parks in China for selling food and beverage. These unmanned, autonomous AI vending machines are likely to replace the existing vending machines. In addition, the business is considered to be simple and non-labor intensive. It would potentially occupy part of the market of traditional convenience stores. We hope this business can bring growth and profit to the Group in future. Completion of the acquisition took place on 30 November 2022.

Appreciation

On behalf of the Board, I would like to express my sincere gratitude to all business partners, customers and shareholders for their support, as well as the management team and all employees of the Group for their contributions in the past years. We believe that, with everybody's dedication and efforts, the Group will be well-positioned to achieve further success.

Tang Wing Fong Terry

Chairman

Hong Kong, 30 March 2023

Management Discussion and Analysis

Business review

The Group is principally engaged in manufacturing and sale of camera products and related accessories, and operation of AI vending machines.

For the FY2022, the Group's total turnover was approximately HK\$417.1 million, which was about 41.7% lower compared to HK\$715.1 million for the FY2021. We recorded a loss of about HK\$31.2 million.

For the FY2022, our business of manufacturing was affected by the following reasons.

- (i) several waves of COVID-19 occurred in the world in the past few years. The governments of different countries had to implement lockdown measures, which caused disruptions to the supply chain and business activities of many enterprises including the Group and its business partners. Due to the instability of the supply chain, many customers' orders exceeded their demands in 2021. This led to their inventory backlog when their sales were slow in 2022; and
- (ii) there was high inflation and high interest rates in America and the European Union, being our Group's main markets, and deglobalization in the world in 2022. There was a material negative impact on the demand for our Group's electronics products.

Under this unfavorable economic situation, we strive to strengthen our sales force and do our best to reduce our cost. We estimate our manufacturing business will be improved in the second half of 2023.

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Prospects

1. *Manufacturing business:*

In 2023, we believe that deglobalization in the world, high inflation and high interest rate in America and the European Union and economic recession are the main challenges for our business. In the first half of 2023, we will still be affected by the overstock of some of our customers. We estimate that situation will be improved in the second half of 2023. In addition, we will put some new products into mass production in the second half of 2023, which will help increase our revenue and improve our performance.

* For the purpose of identification only

Management Discussion and Analysis

In order to improve our financial performance, we will strive to increase market share and provide customers with high-quality products and solutions through the following strategies:

- Continue to develop innovative products driven by the market.
- Work deeper in our main product lines by all aspect and strengthen our competitive advantages in the product categories.
- Strengthen our sales force.
- Optimize the Group's operation and provide efficient service to customers.

2. Retailing business through AI vending machines

Following the Covid-19 pandemic that occurred between 2020 and 2022, the recovery of all sectors is now underway, and there is a concerted effort to promote economic development at the national level. Consequently, new opportunities are being created for the retail sector. Despite the reduction in national income, the crucial role of new retail in the livelihood sector remains unshaken. This is expected to contribute significantly to the sector's recovery and growth.

Furthermore, the pandemic has prompted a shift towards contactless living in China, and this trend has created an expanded market for unmanned vending machines that cater to the immediate consumption needs of the populace.

To ensure steady progress, we are actively pursuing expansion into new markets while strengthening our existing property partnerships. This is complemented by the development of new service scenarios, such as office buildings, industrial parks, universities, hospitals, public transport subways, and parks. We are also optimizing our supply chain system, logistics and distribution systems, and enhancing our multi-channel, multi-species, and multi-scenario business model.

Management Discussion and Analysis

Financial review

Turnover

The Group's products mainly consist of the following three categories: (i) home surveillance cameras, (ii) digital imaging products, and (iii) other products. It generates revenue predominantly from sales of these products, as well as from other income, such as research and development ("R&D") service and tooling fees associated with products that it manufactures for customers. The following table sets out the breakdown of the revenue from sales of major products by product type for the periods indicated:

	2022 HK\$'000	% of total revenue	2021 HK\$'000	% of total revenue	Revenue change
Manufacturing business					
Sales of Products					
Home surveillance cameras	232,608	55.8%	494,780	69.2%	(53.0%)
Digital imaging products	68,054	16.3%	114,074	16.0%	(40.3%)
Other products	102,703	24.6%	93,115	13.0%	10.3%
	403,365	96.7%	701,969	98.2%	(42.5%)
Manufacturing service income	13,471	3.2%	13,124	1.8%	2.6%
SUB-TOTAL	416,836	99.9%	715,093	100%	(41.7%)
Retailing business through AI vending machines					
Retailing income	241	0.1%	–	0.0%	2.6%
TOTAL	417,077	100.0%	715,093	100%	(41.7%)

For FY2022, the Group recorded a turnover of approximately HK\$417.1 million (FY2021: approximately HK\$715.1 million), representing an decrease of approximately 41.7% as compared to FY2021. The decrease was mainly due to many customers' orders exceeded their demands in 2021. This led to their inventory backlog when their sales were slow in 2022, and decrease in the shipment units of manufacturing imaging products. For FY202, the combined business income of Wuhan Show Life Project only includes the data of December 2022. Since the AI vending machine business is all carried out in China, the combined income of this branch is HK \$241,000 due to the impact of the domestic epidemic spread in December 2022.

Management Discussion and Analysis

The Group sells its products mainly to customers in the US and European Union and it is expected that the US and European Union market will continue to account for majority of the Group's revenue in the foreseeable future. The following table sets out the breakdown of revenue by location of customers for the periods indicated:

	2022 HK\$'000	2021 HK\$'000
United States of America	179,039	473,334
Mainland China	60,485	76,720
European Union	147,056	132,098
Hong Kong	368	1,571
Other countries/regions	30,129	31,370
	417,077	715,093

Cost of sales

Cost of sales represents costs and expenses directly attributable to the manufacture of the Group's products which comprise (i) raw materials, components and parts, including, among others, key components such as digital signal processors, lenses and sensors; (ii) direct labour; and (iii) production overhead, mainly including depreciation of production equipment and indirect labour.

For FY2022, cost of sales of the Group amounted to approximately HK\$343.8 million (FY2021: approximately HK\$593.3 million), representing an decrease of approximately 42.1% as compared to FY2021, and amounted to approximately 82.4% (FY2021: approximately 83.0%) of its turnover for FY2022. This decrease was mainly attributable to the shipment units of manufacturing imaging products decreased, the corresponding cost of sales has also decreased.

Gross profit and gross profit margin

The Group recorded a gross profit of approximately HK\$73.3 million for FY2022 (FY2021: approximately HK\$121.8 million), representing an decrease of approximately 39.8% as compared to FY2021. The gross profit margin increased from approximately 17.0% for FY2021 to approximately 17.6% for FY2022. This increase was mainly attributable to the increase of reversal of allowance for inventories, net approximately HK\$6.2 million.

Other income and gains

Other income and gains mainly include (i) bank interest income; (ii) government grants, which mainly consist of rewards and subsidies for research activities granted by the local government with no unfulfilled conditions or contingencies; (iii) foreign exchange differences, net; and (iv) gain on disposal of non-current asset classified as held for sale.

For FY2022, other income and gains of the Group significantly increased by approximately HK\$13.6 million to approximately HK\$28.8 million as compared to FY2021, which was primarily attributable to an increase of approximately HK\$10.8 million in gain on disposal of non-current asset classified as held for sale.

Management Discussion and Analysis

Selling and distribution expenses

Selling and distribution expenses include mainly (i) salaries and benefits of its sales and marketing staff; (ii) marketing, exhibition and advertising costs; and (iii) entertainment expenses relating to its sales and marketing activities.

For FY2022, selling and distribution expenses of the Group slightly decreased approximately 11.3% to approximately HK\$30.2 million from approximately HK\$34.1 million for FY2021, the decrease was mainly due to slightly decreased in marketing fee, salaries and allowances, and the Group's stringent cost control during FY2022.

Administrative expenses

Administrative expenses mainly include (i) salaries and benefits of the Group's management, administrative and finance staff; (ii) rental and office expenses; (iii) professional fees; (iv) other taxes and levies payable to government authorities; and (v) entertainment expenses.

For FY2022, administrative expenses of the Group slightly increased by approximately 0.5% to approximately HK\$50.7 million (FY2021: approximately HK\$50.5 million). The increase was mainly due to an increase of salaries and allowances approximately HK\$0.9 million for FY2022.

R&D costs

R&D costs include (i) salaries and benefits of the Group's R&D and product planning staff; (ii) raw materials, components and parts used for R&D and product planning; and (iii) other miscellaneous costs and expenses such as rental fees, design service fees, depreciation and certification fees.

For FY2022, the Group recorded R&D costs of approximately HK\$45.1 million, which slightly decreased by approximately 14.6% from approximately HK\$52.8 million for FY2021. The decrease was mainly due to the decrease of salaries and benefits of the Group's R&D and product planning staff approximately HK\$4.4 million for FY2022 and the Group's stringent cost control during FY2022.

Finance costs

For FY2022, the finance costs of the Group decreased to approximately HK\$1.6 million (FY2021: approximately HK\$1.9 million), representing a decrease by approximately 15.6% as compared to FY2021. This decrease was attributable to the reduction of the interest expense of lease liabilities.

Income tax credit

For FY2022, the income tax credit of the Group decreased to approximately HK\$70 thousand (FY2021: the income tax credit of approximately HK\$0.9 million).

Management Discussion and Analysis

Net loss

As a result of the foregoing, the Group recorded a loss of approximately HK\$31.2 million for FY2022 (FY2021: approximately HK\$3.4 million) (attributable to non-controlling interests is a loss of approximately HK\$7.2 million).

Liquidity and capital resources

The Group's principal cash requirements are to pay for working capital needs, capital expenditures for the expansion and upgrade of production facilities. The Group meets these cash requirements by relying on cash flows generated from operating activities and proceeds from issue of shares as its principal sources of funding. The following table sets out its selected consolidated cash flow for the periods indicated:

	2022 HK\$'000	2021 HK\$'000
Net cash flows generated from operating activities	27,025	5,933
Net cash flows generated from/(used in) investing activities	11,425	(20,839)
Net cash flows (used in)/generated from financing activities	(39,176)	5,382
Net decrease in cash and cash equivalents	(726)	(9,524)
Cash and cash equivalents at beginning of year	96,188	97,486
Effect of foreign exchange rate changes, net	(14,015)	8,226
Cash and cash equivalents at end of year	81,447	96,188

Net cash flow generated from operating activities for FY2022 was approximately HK\$27.0 million, which primarily reflected (i) the adjusted loss before tax of approximately HK\$34.2 million; (ii) the decrease in trade and factoring receivables of approximately HK\$11.2 million; (iii) the decrease in inventory balances of approximately HK\$91.4 million; (iv) the decrease in prepayments and other receivables of approximately HK\$14.6 million; (v) the decrease in trade payable of approximately HK\$54.0 million; and (vi) the decrease in restricted and pledged bank deposits of approximately HK\$3.0 million.

Net cash flow generated from investing activities for FY2022 was approximately HK\$11.4 million. This mainly consisted of (i) payment of approximately HK\$5.3 million for purchases of property, plant and equipment and intangible assets primarily for the upgrade of certain equipment and software to support the production of high-quality products; and (ii) receipt of approximately HK\$14.8 million for disposal of asset held for sale.

Net cash flow used in the financing activities for FY2022 was approximately HK\$39.2 million, which was mainly reflected (i) the repayment of interest-bearing bank borrowings to approximately HK\$23.8 million; and (ii) the principal portion of lease payments to approximately HK\$15.3 million.

The Group's cash and cash equivalents were denominated in US\$, HK\$, VN\$ and RMB as at 31 December 2022.

Management Discussion and Analysis

Borrowing and the pledge of assets

The Group's bank facilities amounting to approximately HK\$46.4 million (FY2021: approximately HK\$46.4 million), of which approximately HK\$8.0 million (FY2021: approximately HK\$31.9 million) had been utilized as at the 31 December 2022 and are repayable within one year.

As at 31 December 2022, the bank loans amounting to approximately HK\$8.0 million (FY2021: approximately HK\$22.4 million) were secured by the pledge of the life insurance policy and pledged bank deposits, personal guarantee executed by a controlling shareholder of the Company, corporate guarantee executed by a company controlled by the controlling shareholder of the Company and two subsidiaries of the Group respectively. No factoring loan (FY2021: approximately HK\$9.5 million) was secured by the pledge of the Group's trade and factoring receivables (FY2021: approximately HK\$11.9 million).

As at 31 December 2022, the annual interest rate of secured bank loans ranged from 1.3% to 2.2% (FY2021: 1.3% to 1.4%) and annual interest rate of the factoring loans (FY2021: 1.7%).

The Group's bank borrowings are all denominated in US\$ and repayable within one year.

Gearing ratio

Gearing ratio is calculated by dividing total debt (which equals interest-bearing bank borrowings and lease liabilities) by total equity as at the end of the each period end. The Group's gearing ratio as at 31 December 2021 and 31 December 2022 was approximately 28.3% and approximately 10.7%, respectively. The decrease in gearing ratio was mainly due to the significant decrease in outstanding interest-bearing bank borrowings during FY2022.

Capital expenditure

During FY2022, the Group invested approximately HK\$32.1 million (FY2021: approximately HK\$20.5 million) in new molds for developing new projects of approximately HK\$5.3 million and in acquisition of a subsidiary of approximately HK\$26.8 million.

Off balance sheet transactions

During FY2022, the Group did not enter into any material off balance sheet transactions.

Foreign exchange exposure and exchange rate risk

The Group has transactional currency exposure, which arises from sales or purchase by operating units in currencies other than the units' functional currencies. Approximately 82.2% (FY2021: 86.8%) of the Group's sales were denominated in currencies other than the functional currency of the operating units making the sales, whilst approximately 46.0% (FY2021: 36.9%) of costs were denominated in their functional currencies.

Management Discussion and Analysis

During FY2022, there was no material impact on the Group arising from the fluctuation in the exchange rates of these currencies. The Group did not engage in any derivatives activities and did not commit to any financial instruments to hedge its foreign exchange exposure during FY2022 (FY2021: Nil). In addition, the Group did not have any foreign currency net investments which have been hedged by currency borrowing and other hedging investments.

Events after the reporting period

On 4 January 2023, Mr. Tang Wing Fong Terry as the Vendor (“Mr. **Tang**”), Prime China Securities Limited as the placing agent of Mr. Tang (the “**Placing Agent**”) and the Company entered into a placing agreement, pursuant to which Mr. Tang agreed to sell and the Placing Agent agreed to place a total of up to 25,000,000 existing ordinary shares of the Company (the “**Shares**”) at the placing price of HK\$1.15 per Share. On the same date, Mr. Tang and the Company entered into a subscription agreement, pursuant to which Mr. Tang agreed to subscribe for up to 25,000,000 new Shares at the subscription price of HK\$1.15 per Share.

The placing of existing Shares and Top-up subscription for new Shares was completed on 9 January 2023 and 16 January 2023, respectively. The Company received total net proceeds of approximately HK\$27.6 million from the subscription and intends to use the same as the Group’s general working capital. For details of the placing and subscription, please refer to the announcements of the Company dated 4 January 2023 and 16 January 2023, respectively.

Save as disclosed above, there are no significant events which have occurred after the reporting period of FY2022 up to the date of this annual report.

Treasury policies

During FY2022, the Group did not have any investment under its treasury policies.

The Group has implemented its internal treasury investment policies since January 2015 (updated in December 2015), which provide the guidelines, requirements and approval process with respect to its treasury investment activities. It regularly evaluates the risks and returns of its wealth management products.

Under its treasury investment policies, the Group is only allowed to invest in wealth management products with the two lowest risk rating classified by the banks and debentures with ratings above “BBB” or “baa” or similar ratings. All the treasury products must also meet the following criteria: (i) be issued by well-recognised publicly-listed banks, (ii) no default history, and (iii) have a maturity term of less than one year or can be easily converted into cash in the market. Such treasury investment policies also provide that the outstanding balance of the Group’s wealth management products shall not exceed 50% of its total amount of cash and cash equivalents and wealth management products. Any plan to increase this limit must be approved by the Board. No single investment can exceed 35% of the total amount invested.

Management Discussion and Analysis

The Group has an experienced management team and strict procedures in place to ensure the wealth management products are purchased in compliance with its internal policies and requirements under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The management, internal auditors and the Board (including the independent non-executive Directors) regularly review its compliance with the treasury investment policies and assess the risks associated with these investments.

Employees and emoluments policy

As at 31 December 2022, the Group employed a total of 860 employees (31 December 2021: 1,448). The staff costs of the Group, excluding directors’ emoluments and any contribution to pension scheme were approximately HK\$120.0 million for FY2022 (FY2021: approximately HK\$119.9 million), none (FY2021: approximately HK\$0.3 million) of which are expenses for the Group’s share option schemes. All of the Group’s employees are paid a fixed salary and a bonus depending on their performance as determined by quarterly assessments. The Group seeks to provide compensation for its research and development staff at above-market levels to attract and retain talents. It regularly reviews compensation and benefit policies to ensure that its practices are in line with the market and in compliance with relevant labour regulations. To provide its employees, among others, additional incentives to enhance its business performance, the Group has adopted the pre-IPO share option scheme and the share option scheme, under which grantees are entitled to exercise the options to subscribe for shares subject to the terms and conditions of the respective schemes.

Significant investments held

The Group held 8.47% equity interest in a start-up company, Kandao Technology Co., Ltd (“**Kandao**”). The investment was acquired by the Group during the period from November 2016 to January 2017 at an initial amount of HK\$45.4 million.

Kandao was established on January 2016, which focuses on the technology and development of software and hardware for imaging electronics products. The main products includes 6-eye 8K resolution three-dimensional professional panoramic camera, 8K resolution consumer panoramic camera and 360-degree smart conference video.

Kandao’s products have won the best innovation award in the Consumer Electronics Show of digital imaging category.

For FY2022, Kandao has strengthen the product promotion. It is expected that there will be a steady development trend next year.

As at 31 December 2022, the investment accounted for 3.9% of the Group’s total assets and the fair value of this investment held by the Group was approximately HK\$21.1 million (31 December 2021: approximately HK\$27.1 million) presenting HK\$6.0 million unrealized loss as at 31 December 2022. No dividend was received from this investment during FY2022 (FY2021: Nil).

The Board believe that imaging products and solutions will be widely used with different applications, especially in the upcoming 5G era.

Management Discussion and Analysis

The Group will continue to hold this unlisted equity investment for the following reasons:

- (i) This investment still has potential for growth in the future;
- (ii) This investment has synergies with the Group's business and can widen sales channel.

As at 31 December 2022, there is no investment held by the Group with a value of 5% or more of the Company's total assets.

Commitment

As at 31 December 2022, the Group's capital commitment amounted to approximately HK\$2.2 million (31 December 2021: approximately HK\$0.9 million).

Future plans for material investments or capital assets

As at the date of this annual report, the Group did not have any plans for material investments or capital assets.

Material acquisitions and disposals of subsidiaries, associates and joint ventures

In order to develop a business which is not be greatly affected by deglobalization, in November 2022, the Group acquired 51% in Wuhan Show Life from 武漢秀生活電子商務有限公司 (Wuhan Show Life E-commerce Co., Ltd.*) (the "**Vendor**"). According to the acquisition agreement (as amended and supplemented by a supplemental agreement dated 17 November 2022) (the "**Acquisition Agreement**"), the contingent consideration is HK\$194,242,883, which will be satisfied by (i) the allotment and issue of 111,607,143 new Shares ("**Consideration Shares**") under general mandate at an issue price of HK\$0.896 per Consideration Share, and (ii) the issuance of promissory notes (in two batches) for an aggregate principal amount of HK\$94,242,883 by the Company to the Vendor (or its nominee(s)). The acquisition was completed on 30 November 2022. For details of the acquisition, please refer to the Company's announcements dated 23 September 2022, 17 November 2022 and 30 November 2022, respectively, and notes 34 and 40 of the notes to the consolidated financial statements in this report.

Save as disclosed herein, the Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures during FY2022.

Contingent liabilities

As at 31 December 2022, the Group had no significant contingent liabilities (as at 31 December 2021: Nil).

Annual general meeting

The annual general meeting of the Company (the "**AGM**") is scheduled to be held on Wednesday, 31 May 2023. A notice convening the AGM will be issued and disseminated to the shareholders of the Company (the "**Shareholders**") in due course.

Dividends

The Board do not recommend the payment of any final dividend for FY2022 (FY2021: Nil).

Management Discussion and Analysis

Financial position as at 31 December 2022

As at 31 December 2022, the Group's total equity was approximately HK\$289.8 million (31 December 2021: approximately HK\$221.0 million), total assets amounted to approximately HK\$541.7 million (31 December 2021: approximately HK\$494.2 million) and total liabilities stood at approximately HK\$251.8 million (31 December 2021: approximately HK\$273.3 million).

Closure of register of members

The register of members of the Company will be closed from Thursday, 25 May 2023 to Wednesday, 31 May 2023 (both days inclusive) during which period no transfers of Shares shall be effected. In order to determine the entitlement to attend and vote at the forthcoming AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 May 2023.

Director and Senior Management

Executive Directors

Mr. Tang Wing Fong Terry (鄧榮芳) (“Mr. Tang”), aged 64, is the chairman of the Board (the “**Chairman**”), an executive Director and the chief executive officer of the Company and the founder of the Group. Mr. Tang is the chairman of the Nomination Committee and a member of the Remuneration Committee. He was appointed as the Chairman and an executive Director with effect from 18 December 2013. He has been the general manager of the Group and is a director of each of the subsidiaries of the Company. Mr. Tang is primarily responsible for the overall strategic planning and overseeing the general management of the Group. Mr. Tang has over 20 years of experience in the digital imaging, computer peripherals and consumer electronics industry.

Prior to establishing the predecessor business in 2000, Mr. Tang co-founded Peer Industries Ltd., a company engaged in the trading of materials and production equipment for manufacturing computer diskettes, in 1992.

Mr. Tang received a part-time higher certificate of mechanical engineering from the Hong Kong Polytechnic University in 1982.

Mr. Shan Chuanlong (單傳龍) (“Mr. Shan”), aged 39, is an executive Director and is currently the general manager and the legal representative of Wuhan Show Life, a non wholly-owned subsidiary of the Company. Mr. Shan joined the Group in November 2022 and was appointed as an executive Director on 22 December 2022. He is principally responsible for the intelligent vending machine business segment of the Group in China.

Mr. Shan obtained a bachelor’s degree in Japanese from the Wuhan University in 2008.

Non-Executive Director

Ms. Tang Kam Sau (鄧錦繡) (“Ms. Tang”), aged 60, is a non-executive Director. Ms. Tang joined the Group in 2005 and was appointed as a non-executive Director with effect from 25 March 2015. Ms. Tang has over 10 years of experience in the digital imaging industry.

Ms. Tang is a director of a company which is principally engaged in manufacturing multimedia product packaging materials since 2009.

Ms. Tang is also a director of each of Sky Light Imaging Limited, Sky Light Electronic (Shenzhen) Limited and Sky Light Digital Limited. Ms. Tang has been appointed as a director of Vupoint Solutions Inc, a member of the Group, with effect from 22 January 2016.

Director and Senior Management

Independent Non-Executive Directors

Professor Jian Wang (王健), (“Professor Wang”) aged 47, is an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Professor Wang joined the Group on 10 October 2022 and was appointed as an independent non-executive Director with effect from 10 October 2022.

Professor Wang has been serving as a professor of economics at the School of Management and Economics of The Chinese University of Hong Kong, Shenzhen (“**CUHK-SZ**”) since 2016. He is an associate director of Shenzhen Finance Institute and a director of FEMBA and EDP programs of CUHK-SZ. Before joining CUHK-SZ, Professor Wang was a senior research economist and an advisor at the Federal Reserve Bank of Dallas from 2006 to 2015.

Professor Wang received PhD in economics from the University of Wisconsin-Madison in 2006 and Master of Arts in Economics from the University of Arkansas-Fayetteville in 2001.

Ms. Lo Wan Man (盧韻雯), (“Ms. Lo”), aged 48, is an independent non-executive Director and the chairlady of both of the Audit Committee and the Remuneration Committee, and a member of the Nomination Committee. Ms. Lo joined the Group on 28 November 2022 and was appointed as an independent non-executive Director with effect from 28 November 2022.

She has over 20 years of experience in the areas of accounting, auditing and financial management for both listed and private companies in Hong Kong by working in an international accounting firm and various listed companies. She worked at Ernst & Young from March 2001 to December 2003 last as a senior accountant. She was employed by Emperor Motion Picture (Hong Kong) Limited as a finance manager from May 2004 to July 2008. She worked at New World Telecommunications Limited as a finance manager from July 2008 to March 2010. She was employed as a finance manager of Midland IC&I Limited from May 2011 to January 2014. She was employed by MCGI Consultancy Limited as a senior consultant from May 2015 to September 2022. She has been working at Acclime Corporate Services Limited as a director since October 2022. Since April 2019, she has been appointed as the company secretary and authorized representative of Man Shun Group (Holdings) Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1746). Ms. Lo has been appointed as an independent non-executive director of Risecomm Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1679) since May 2019. In October 2022, she has been further appointed as the company secretary and authorized representative of K. H. Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1557).

Ms. Lo is a member of the Hong Kong Institute of Certified Public Accountants since January 2003. She obtained a master of science in finance from City University of Hong Kong in November 2006.

Director and Senior Management

Mr. Wong Wai Ming (黃偉明) (“Mr. Wong”), aged 44, is an independent non-executive Director and a member of the Audit Committee. Mr. Wong joined the Group on 28 February 2023 and was appointed as an independent non-executive Director with effect from 28 February 2023.

Mr. Wong has over 20 years of experience in corporate finance, investor management, mergers and acquisitions, audit, financial risk management, and financial reporting and analysis in Hong Kong, Guangdong, Shenzhen and Beijing. Mr. Wong worked in various listed companies in Hong Kong as chief financial officer and was responsible for the supervision of financial management and investor relations matters. Mr. Wong is currently a vice president of Zhangzhou Wanhui Sanitary Ware Company Ltd. since November 2021. In January 2022, he was appointed as an independent non-executive 2 director of Welife Technology Limited, a company incorporated under the laws of Cayman Islands and whose shares are listed and traded on the Main Board of the Stock Exchange (Stock Code: 1703). From November 2021 to February 2022, he was the chief financial officer and the company secretary of Kingston Financial Group Limited, a company incorporated under the laws of Bermuda and whose shares are listed and traded on the Main Board of the Stock Exchange (Stock Code: 1031). From May 2021 to November 2021, he was the chief financial officer of Space Group Holdings Limited, a company incorporated under the laws of Cayman Islands and whose shares are listed and traded on the Main Board of the Stock Exchange (Stock Code: 2448). From April 2015 to May 2017, he was the chief financial officer and the company secretary of Bolina Holding Co., Ltd., a company incorporated under the laws of Cayman Islands and whose shares were then listed and traded on the Main Board of the Stock Exchange (Stock Code: 1190) (the listing of the shares of Bolina Holding Co., Ltd. was cancelled with effect from 10 March 2021). From November 2012 to March 2015, he was the chief financial officer of Century Sage Scientific Holdings Limited, a company incorporated under the laws of Cayman Islands and whose shares are listed and traded on the Main Board of the Stock Exchange (Stock Code: 1450). Prior to that, Mr. Wong developed his audit and financial risk management professional experience in various international accounting firms and international financial institutions.

Mr. Wong graduated from the City University of Hong Kong with a bachelor’s degree in business administration (accountancy). He was admitted as a member of the Hong Kong Institution of Certified Public Accountants and certified as a qualified Financial Risk Manager by the Global Association of Risk Professionals.

Senior Management

Our senior management is responsible for the day-to-day management of our business and comprises each of our executive Directors and the executives described below.

Dr. Yum Tsz Yin (任子賢), aged 43, is the director of marketing and strategic sales of the Group. Dr. Yum joined the Group in April 2016. He is primarily responsible for the sales, program and marketing of the Group. Dr. Yum has approximately 20 years of experience in product, business and brand management in the consumer electronics industry.

Prior to joining the Group, Dr. Yum worked at IDT International Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 0167) between August 2005 and September 2013 and Binatone Electronics International Limited (“Binatone”) between October 2013 and March 2016, with his last position in Binatone as the global product management director for Motorola baby, smart home, pet monitors and IOT products.

Dr. Yum obtained a bachelor’s degree in electronic engineering and doctor’s degree in philosophy from the City University of Hong Kong in 2002 and 2005, respectively.

Director and Senior Management

Mr. Tsui Chiu (徐超), aged 44, is the head of product planning of the Group. Mr. Tsui joined the Group in April 2011. He is primarily responsible for leading the product planning activities of the Group. Mr. Tsui has more than 10 years of experience in product planning and management in the consumer electronics industry.

Prior to joining the Group, Mr. Tsui worked at the Hong Kong office of Radioshack between January 2005 and November 2007 and the China office of Office Depot between December 2007 and June 2010, both of which are well-known chain stores in the United States.

Mr. Tsui obtained a bachelor's degree in engineering and master's degree in philosophy from the Hong Kong Polytechnic University in 2001 and 2004, respectively.

There is no relationship as set out in paragraph 12 of Appendix 16 to the Listing Rules among the Directors and the senior management.

Company Secretary

Ms. Xu Jing (徐靜) ("Ms. Xu"), is the company secretary of the Company. Ms. Xu is also the chief financial officer of the Company.

Ms. Xu, aged 45, has over twenty years of experience in finance management, tax planning and management, investing and financing management, internal control and company secretarial services. She is a director of Excellent Enterprise Services Limited, a local enterprise service provider in Hong Kong and currently acting as the company secretary of a number of companies listed on the Stock Exchange. Prior to that, Ms. Xu was the company secretary and the financial director of China Health Group Inc. (a company listed on the GEM of the Stock Exchange) (Stock Code: 8225) from December 2015 to June 2016. During February 2012 to April 2015, Ms. Xu served as the financial director with a non-public company in Shenzhen. From June 2007 to March 2012, Ms. Xu served as the financial controller and the qualified accountant of Shenzhen Neptunus Interlong Bio-technology Company Limited (a company listed on the GEM of the Stock Exchange) (Stock Code: 8329). From July 2002 to May 2007, Ms. Xu worked as an accountant with Yulong Computing Communication Technology (Shenzhen) Co., Ltd. (a wholly-owned subsidiary of a Hong Kong listed company, Coolpad Group Limited (Stock code: 2369), formerly known as China Wireless Technologies Limited).

Ms. Xu obtained her Bachelor of Administration degree from Zhongnan University of Economics and Law. She is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. She is also a member of the Chinese Institute of Certified Public Accountants.

Director and Senior Management

CHANGE IN INFORMATION OF DIRECTORS

Changes in the composition of the Board and the Board committees during the FY2022 and up to the date of this report are set out below:

1. Mr. Chan Tsu Ming Louis resigned as an independent non-executive Director and ceased to be a member of each of the Audit Committee and the Remuneration Committee, and a member of the Nomination Committee with effect from 1 October 2022;
2. Professor Jian Wang was appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 10 October 2022;
3. Mr. Lu Yongbin resigned as (i) an executive Director with effect from 3 February 2023, and (ii) the chief financial officer of the Company, the company secretary of the Company and an authorized representative of the Company under Rule 3.05 of the Listing Rules (the "Authorized Representative") with effect from 1 November 2022;
4. Mr. Tang Wing Fong Terry ceased to be the authorized representative of the Company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for the acceptance of service of process and notices on behalf of the Company in Hong Kong with effect from 1 November 2022.
5. Mr. Tse Yat Hong resigned as an independent non-executive Director and ceased to be the chairman of each of the Audit Committee and the Remuneration Committee, and a member of the Nomination Committee with effect from 28 November 2022;
6. Ms. Lo Wan Man was appointed as an independent non-executive Director, the chairlady of each of the Audit Committee and the Remuneration Committee, and a member of the Nomination Committee with effect from 28 November 2022;
7. Mr. Shan Chuanlong was appointed as an executive Director with effect from 22 December 2022;
8. Dr. Cheung Wah Keung resigned as an independent non-executive Director and ceased to be a member of the Audit Committee with effect from 28 February 2023; and
9. Mr. Wong Wai Ming was appointed as an independent non-executive Director and a member of the Audit Committee with effect from 28 February 2023.

Corporate Governance Report

Corporate Governance Practices

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

The Company has adopted the principles and code provisions (the “**Code Provisions**”) of the Corporate Governance Code (the “**CG Code**”) set out in Appendix 14 to the Listing Rules as the basis of the Company’s corporate governance practices. Throughout FY2022, the Company has complied with all applicable code provisions of the CG Code in force except for Code Provision C.2.1:

Pursuant to Code provision C.2.1, the role(s) of chairman and chief executive should be separate and should not be performed by the same individual. As the duties of the Chairman and the chief executive of the Company are performed by Mr. Tang Wing Fong Terry, the Company has deviated from the Code Provision C.2.1. The Board considers that having Mr. Tang acting as both the Chairman and the chief executive officer of the Company will provide a strong and consistent leadership to the Company and allow for more effective planning and management for the Group. In view of Mr. Tang’s extensive experience in the industry, personal profile and critical role in the Group and its historical development, the Board considers that it is beneficial to the business prospects of the Group that Mr. Tang continues to act as both the Chairman and the chief executive officer of the Company. As all major decisions are made in consultation with the members of the Board, and there are three independent non-executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers within the Board. The Board will also continue to review and monitor the practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.

Non-compliance during FY2022

Pursuant to rule 3.10(1) of the Listing Rules, the Board shall have at least three independent non-executive Directors. In addition, rule 3.21 of the rules requires that the audit committee shall comprise non-executive directors with a minimum of three members and the majority of which members must be independent non-executive directors. Rule 3.25 of the rules requires that the remuneration committee shall comprise a majority of independent non-executive directors and rules 3.27A of the Listing Rules requires that the nomination committee shall comprise a majority of independent non-executive directors.

Following the resignation of Mr. Chan Tsu Ming Louis as an independent non-executive Director with effect from 1 October 2022, the number of independent non-executive Directors was reduced to two and the Audit Committee had only two members and both the Remuneration Committee and the Nomination Committee only comprised one independent non-executive Directors.

Therefore, the Company has failed to comply with the relevant requirements under rules 3.10(1), 3.21, 3.25 and 3.27A of the Listing Rules at the relevant time until the appointment of Professor Jian Wang as an independent non-executive Director on 10 October 2022.

Corporate Governance Report

Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules as its code of conduct governing its directors’ securities transactions. Specific enquiries have been made with all the Directors, they have confirmed that they have fully complied with the Model Code throughout FY2022.

The Company has also established written guidelines on terms no less exacting than the Model Code (the “**Employees Written Guidelines**”), for securities transactions by relevant employees (including directors or employees of a subsidiary or holding company of the Company) who are likely to possess inside information of the Company and/or its securities. No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company. In case when the Company is aware of any restricted period for dealings in the Company’s securities, the Company will notify its Directors and relevant employees in advance.

The Board of Directors

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company and oversees the Group’s businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. Directors of the Board shall take decisions objectively in the interests of the Company and the Shareholders at all times.

All Directors, including non-executive Director and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective operation. All Directors have full and timely access to all the information of the Company as well as the services and advice from the company secretary and senior management. The Directors may, upon request, seek independent professional advice in appropriate circumstances at the Company’s expenses for discharging their duties to the Company.

Delegation of management functions

In general, the Board oversees the Company’s strategic development and determines the objectives, strategies and policies of the Group. The Board also monitors and controls operating and financial performance and sets appropriate policies for risk management in pursuit of the Group’s strategic objectives. The Board delegates the implementation of strategies and day-to-day operation of the Group to the management. The Company has adopted a formal schedule of functions reserved to the Board and delegated to the management.

Delegation of corporate governance duties

The Board has delegated the responsibility for performing corporate governance functions set out in the Code Provision A.2.1 to the Audit Committee.

Corporate Governance Report

Board Composition

Currently, the Board comprises two executive Directors, one non-executive Director and three independent non-executive Directors. Except for the non-compliance set out in the paragraph headed “Non-compliance during FY2022” above, the Company has complied with rules 3.10 and 3.10A of the Listing Rules. Throughout FY2022, and save as disclosed in the paragraph headed “Corporate Governance Practices” above, the number of independent non-executive Directors represents more than one-third of the Board. As such, there exists a strong independent element in the Board, which can effectively exercise independent judgment.

The Board has also established mechanisms to ensure independent views are available to the Board, including providing the Directors with sufficient resources to perform its duties and shall seek, at the Company’s expense, independent professional advice to perform its responsibilities if necessary. All the Directors, including the independent non-executive Directors, are given equal opportunity and channels to communicate and express their views to the Board and have separate and independent access to the management of the Group in order to make informed decisions. The Chairman will hold meetings with the independent non-executive Directors without the involvement of other Directors at least annually to discuss any issues and concerns. Each of the Director will be required to declare his/her interests before the meeting. Any Director who has a conflict of interest in a matter to be considered by the Board will abstain from voting and will not be counted towards the quorum on the relevant resolutions. Independent non-executive Directors who, and whose associates, have no interest in the matter should attend the Board meeting. The Board has reviewed and considered that the mechanisms are effective in ensuring that independent views and input are provided to the Board during FY2022.

The Board comprises the following directors:

Executive Directors

Mr. Tang Wing Fong Terry (*Chairman and Chief Executive Officer*)
Mr. Shan Chuanlong

Non-executive Director

Ms. Tang Kam Sau

Independent non-executive Directors

Mr. Wong Wai Ming
Professor Jian Wang
Ms. Lo Wan Man

The brief biographic details of the existing Directors are set out under the section headed “Directors and Senior Management” in this annual report. There are no relationship (including financial, business, family or other material/relevant relationship(s)) among members of the Board.

Corporate Governance Report

Chairman and Chief Executive Officer

Code Provision C.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company has not segregated the roles of chairman and chief executive officer and Mr. Tang Wing Fong Terry currently holds both positions, as explained in the above paragraph headed “Corporate Governance Practices” in this Corporate Governance Report.

Non-executive Director

The non-executive Director is expected to participate in the activities of the Board, particularly in the establishment of a selection process to ensure a mix of competent directors and officers, adoption of a system of internal checks and balances, scrutiny of the Company’s performance in achieving agreed corporate goals and objectives, and to ensure that the exercise of Board authority is within the powers conferred to the Board under the memorandum (the “**Memorandum**”) and articles of association (the “**Articles of Association**”) of the Company and applicable laws, rules and regulations.

Independent Non-executive Directors

The independent non-executive Directors are highly skilled professionals with a broad range of expertise and experience in the fields of accounting, finance and business. Their skills, expertise and number in the Board ensure that strong independent views and judgment are brought in the Board’s deliberations and that such views and judgment carry weight in the Board’s decision-making process. Their presence and participation also enable the Board to maintain high standards of compliance in financial and other mandatory reporting requirements, and provide adequate checks and balances to safeguard the interests of the Shareholders and the Company.

Each independent non-executive Director has provided the Company with an annual confirmation of his independence. The Company considers all independent non-executive Directors are independent under the guidelines set out in Rule 3.13 of the Listing Rules.

Appointment, Re-Election and Removal of Directors

The executive Directors, the non-executive Director and the independent non-executive Directors are appointed for an initial term of three years commencing on the respective dates of their appointments. Each of their appointment can be terminated by either party giving not less than three months’ prior notice in writing to the other.

The procedures and process of appointment, re-election and removal of directors are laid down in the Articles of Association. According to the Articles of Association, all Directors are subject to retirement by rotation at least once every three years and are eligible for re-election at the Company’s annual general meeting. Any new director appointed by the Board to fill a casual vacancy shall offer himself/herself for re-election by Shareholders at the first general meeting after his/her appointment and any new director appointed by the Board as an addition to the Board shall offer himself/herself for re-election by Shareholders at the next following annual general meeting.

Corporate Governance Report

In accordance with the Articles of Association, Ms. Tang Kam Sau, Mr. Shan Chuanlong, Mr. Wong Wai Ming, Professor Jian Wang and Ms. Lo Wan Man shall retire at the forthcoming AGM. Except Ms. Tang Kam Sau has notified the Company that she does not intend to offer herself for re-election at the AGM, all of the other retiring Directors, being eligible, will offer themselves for re-election as Directors at the AGM. The Board and the Nomination Committee recommend their reappointment.

The Company's circular, together with this annual report, sent to the Shareholders contains detailed information of the above four Directors proposed to be re-elected at the AGM as required by the Listing Rules.

Nomination Policy

The Nomination Policy aims to set out the approach to guide the Nomination Committee in relation to the selection, appointment and re-appointment of the Directors of the Company. This also ensures that the Board has a balance of skills, experience, knowledge and diversity of perspectives appropriate to the requirement of the Company's business.

Selection Criteria

The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate:

- (1) reputation for integrity;
- (2) accomplishment and experience in the business in which the Group is engaged in;
- (3) commitment in respect of available time and relevant interest;
- (4) diversity in all its aspects, including but not limited to race, gender, age (18 years or above), cultural and educational background and length of service;
- (5) qualifications which include professional qualifications, skills, knowledge and industry experience that are relevant to the Company's business and corporate strategy;
- (6) the number of existing directorships and other commitments that may demand the attention of the candidate;
- (7) requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in Rules 3.08, 3.09 and 3.13 of the Listing Rules;
- (8) the Diversity Policy of the Company and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board; and
- (9) such other perspectives appropriate to the Company's business.

Corporate Governance Report

Procedures for Nominating Director

The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:

- (1) The Nomination Committee and/or Board will identify potential candidates based on the criteria as set out in the selection criteria, possibly with assistance from external agencies and/or advisors;
- (2) The Nomination Committee and/or the company secretary of the Company will provide the Board with the biographical details and details of the relationship between the candidate and the Company and/or Directors, directorships held, skills and experience, other positions which involve significant time commitment and any other particulars required by the Listing Rules, the Companies Law of the Cayman Islands and other regulatory requirements for any candidate for appointment to the Board;
- (3) The Nomination Committee will make recommendation to the Board on the proposed candidate(s) and the terms and conditions of the appointment;
- (4) The Nomination Committee should ensure that the proposed candidate(s) will enhance the diversity of the Board, being particularly mindful of gender balance;
- (5) In the case of the appointment of an independent non-executive director, the Nomination Committee and/or the Board should obtain all information in relation to the proposed director to allow the Board to adequately assess the independence of the Director in accordance with the factors set out in Rules 3.08, 3.09 and 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time; and
- (6) The Board will then deliberate and decide on the appointment based upon the recommendation of the Nomination Committee.

Monitoring and Reporting

The Nomination Committee monitors the implementation of the Nomination Policy and reports to the Board annually.

Diversity Policy

The Group adopted a board diversity policy (the “**Diversity Policy**”) which sets out the approach to achieve diversity on the Board. The Company believes that a diversified perspective can be achieved through implementation of the Diversity Policy. The diversity of the Board members should be assessed on a diversity of perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on objective criteria, merit and contribution that the selected candidates will bring to the Board having due regard for the benefits of diversity on the Board.

Corporate Governance Report

To ensure gender of the members of the Board is diversified and avoid the Board be composed by members of the same gender, the Board aims to appoint or maintain at least one director being different sex from the others in the composition of the Board. The Board delegated certain duties under the Diversity Policy to the Nomination Committee. The Nomination Committee will discuss and review the necessity to set any measurable objectives for implementing the Diversity Policy from time to time to ensure their appropriateness and the progress made towards achieving those objectives will be ascertained.

The Company is also committed to adopting a similar approach to promote diversity of the management (including but not limited to the senior management) and employees to enhance the effectiveness of corporate governance.

As at the date of this annual report, the Board consists of four male members and two female members and the Directors range from 39 years old to 64 years old. The Nomination Committee considered that the Board was sufficiently diverse in terms of gender and the Board had not set any measurable objectives. The Company has also reviewed the structure and composition of the Board, and is of the opinion that the structure of the Board is reasonable, and the experiences and skills of the Directors in various aspects and fields can enable the Company to maintain a high standard of operation. The Board will endeavour to at least maintain female representation on the Board and take opportunities to increase the proportion of female members over time as and when suitable candidates are identified.

The Group has also taken, and continues to take, steps to promote diversity at all levels of its workforce. Opportunities for employment, training and career development are equally opened to all eligible employees without discrimination. Currently, the male to female ratio in the workforce of the Group including Senior Management is approximately 1.1:1. The Board considers that the gender diversity in workforce is currently achieved.

Continuous Professional Development of Directors

Upon appointment, each new Director receives an induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director, to ensure that he/she is sufficiently aware of his/her responsibilities under the Listing Rules and other relevant regulatory requirements.

The existing Directors are continually updated on changes and developments to the Group's business and in the latest developments in the laws, rules and regulations relating to directors' duties and responsibilities. Directors' training is an ongoing process. All Directors are encouraged to attend relevant training courses at the Company's expenses. Directors are requested to provide their training records to the Company for record.

All Directors confirmed that they had complied with Code provision C.1.4 during FY2022 by attending seminars and briefings and reading relevant materials. All Directors had participated in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant.

Corporate Governance Report

Board Meetings

The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. At least four regular Board meetings involving active participation, either in person or through electronic means of communication, of a majority of Directors will be held at approximately quarterly intervals in each financial year to comply with Code Provision C.5.1. All Directors will have the opportunity to include matters in the agenda for the regular board meetings. Notice of regular Board meetings will be dispatched to all Directors at least 14 days before the meeting, and agenda and accompanying board papers will be sent to all directors at least 3 days before the intended date of meeting. For other Board and committee meetings, reasonable notice is generally given. A meeting of the Board or any committee of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting.

When a Director and the enterprise(s) involved in a proposal of a Board meeting have material interests/conflict of interest, such Director shall not exercise his/her voting rights on such proposal nor shall he/she exercise any voting rights on behalf of other Directors.

Set out below are details of the attendance record of each Director at the Board and committee meetings of the Company held during FY2022:

Name of Directors	Attendance/Number of Meetings Held				Annual General Meeting
	Board Meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting	
Executive Directors					
Mr. Tang Wing Fong Terry	7/7 *	N/A	2/2 *	2/2	1/1
Mr. Lu Yongbin	7/7	N/A	N/A	N/A	1/1
Non-executive Director					
Ms. Tang Kam Sau	7/7	N/A	N/A	N/A	1/1
Independent non-executive Directors					
Mr. Tse Yat Hong (resigned on 28 November 2022)	4/4	2/2 *	1/1	1/1 *	1/1
Dr. Cheung Wah Keung	7/7	3/3	N/A	N/A	1/1
Mr. Chan Tsu Ming Louis (resigned on 1 October 2022)	4/4	2/2	1/1	1/1	1/1
Professor Jian Wang (appointed on 10 October 2022)	3/3	1/1	1/1	1/1	–
Ms. Lo Wan Man (appointed on 28 November 2022)	3/3	1/1 *	1/1	1/1 *	–

Remark:

* representing chairman of the Board or the relevant committees

Apart from the above Board meetings, the Chairman also held a meeting with independent non-executive Directors without the presence of other Directors during FY2022.

Corporate Governance Report

Directors' Responsibility in Respect of the Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements of the Company for FY2022. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report of this annual report.

Directors' and Officers' Liability Insurance

The Company has taken out liability insurance to indemnify its Directors and senior management for their liabilities arising from the performance of their duties. The insurance coverage is reviewed by the Company on an annual basis. No claim has been made against the Directors and senior management of the Company during FY2022.

Board Committees

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee, and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All committees have been established with defined written terms of reference, which were posted on the Stock Exchange's websites (www.hkexnews.hk) and the Company's websites (www.sky-light.com.hk). All committees should report to the Board on their decisions or recommendations made.

All committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

Audit Committee

The Company established its Audit Committee on 12 June 2015 with its written terms of reference in compliance with the Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial information and reporting process, risk management and internal control systems and effectiveness of internal audit function, to monitor scope of audit and nominate and monitor external auditors, and provide advice and comments to the Board on matters related to corporate governance. The Audit Committee consists of three members, being Ms. Lo Wan Man, Professor Jian Wang and Mr. Wong Wai Ming, all are independent non-executive Directors. Ms. Lo Wan Man currently serves as the chairlady of the Audit Committee.

During FY2022, the Audit Committee has held three meetings (the attendance records of each Audit Committee member are set out in the paragraph headed "Board Meetings" above) for discussion on the following issues arising from the audit and financial reporting matters:

- Review and discussion of the audited consolidated financial statements, results announcement and report for FY2021, unaudited interim condensed financial statements, results announcement and report for the six months ended 30 June 2022, the related accounting principles and practices adopted by the Group and the relevant audit/review findings, the report from the independence consultancy company on the Company's internal control and risk management review and processes;

Corporate Governance Report

- Review the appointment of the external auditors;
- Review of the Group's continuing connected transactions (if any);
- Review of and monitoring the Company's corporate governance policies and practices, the training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the Employees Written Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report;
- Review the Anti-Bribery and Anti-Corruption Policy and Whistleblowing Policy of the Group;
- Discussion of appointment of external service provider for review of the Group's financial reporting process, risk management and internal control systems; and
- Review of the risk management and internal control systems and internal control function.

The external auditors were invited to attend the Audit Committee meetings held during FY2022 to discuss with the Audit Committee members on issues arising from the audit/review and financial reporting matters. The chairman/chairlady of the Audit Committee provided the Board with a briefing on the significant issues after each Audit Committee meeting.

The Audit Committee has reviewed the accounting standards and practices adopted by the Group and discussed with the management on the internal control, risk management and financial reporting matters, including the review of the audited annual results and annual report for FY2021 and the unaudited interim results and interim report for the six months ended 30 June 2022, and the review of the audited annual results and annual report for FY2022.

Nomination Committee

The Company established Nomination Committee on 12 June 2015 with its written terms of reference by reference to the Code Provisions. The primary duties of the Nomination Committee are to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board, procedures for nomination and appointment, to assess the independence of independent non-executive Directors, and to make recommendations to the Board on the selection of candidates for any Director and senior management positions. The Nomination Committee comprises three members, being Mr. Tang Wing Fong Terry (Chairman), Professor Jian Wang (independent non-executive Director) and Ms. Lo Wan Man (independent non-executive Director). Mr. Tang Wing Fong Terry currently serves as the chairman of the Nomination Committee.

Corporate Governance Report

During FY2022, the Nomination Committee has held two meetings (the attendance records of each Nomination Committee member are set out in the paragraph headed “Board Meetings” above) and performed the following major works:

- Review of the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group;
- Identify individuals suitably qualified to become board members and make recommendations to the Board;
- Review the Diversity Policy and any measurable objectives;
- Assessment of the independence of all the Company’s independent non-executive Directors; and
- Review of the composition of the senior management.

Remuneration Committee

The Company established Remuneration Committee on 12 June 2015 with its written terms of reference in compliance with the Listing Rules. The primary duties of the Remuneration Committee include, but are limited to, the following: (i) making recommendations to the Board on the Company’s policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration; (ii) determining the specific remuneration packages of all executive Directors and senior management and making recommendations to the Board on the remuneration of non-executive Directors; (iii) reviewing and approving the management’s remuneration proposal with reference to corporate goals and objectives resolved by the Board from time to time; and (iv) considering and approving matters relating to share schemes under Chapter 17 of the Listing Rules. The Remuneration Committee consists of three members, being Ms. Lo Wan Man (independent non-executive Director), Mr. Tang Wing Fong Terry (Chairman) and Professor Jian Wang (independent non-executive Director). Ms. Lo Wan Man currently serves as the chairlady of the Remuneration Committee.

Pursuant to Code Provision E.1.5, the annual remuneration of the members of the senior management, including those members of senior management who are also executive Directors, by band for FY2022 is set out below:

Remuneration band (HK\$)	Number of individual
500,001–<1,000,000	2
1,000,001–1,500,000	1

Details of the remuneration of each director of the Company and compensation of key management personnel of the Group for FY2022 are set out in notes 12, 13 and 42 to the consolidated financial statements contained in this annual report, respectively.

Corporate Governance Report

The Company has adopted the model that the Remuneration Committee make recommendations to the Board on the remuneration package of individual executive Directors and senior management under the Code Provision E.1.2(c)(ii). In order to determine the level of remuneration and fees paid to members of the Board, market rates and factors such as each Director's workload, responsibility and job complexity are taken into account. The following factors are considered when determining the remuneration packages of Directors and senior management of the Company:

- business requirements;
- individual performance and contribution;
- company performance and profitability;
- retention considerations and the potential of individuals;
- corporate goals and objectives;
- changes in relevant markets, including supply and demand fluctuations and changes in competitive conditions; and
- general economic situation.

During FY2022, the Remuneration Committee has held two meetings (the attendance records of each Remuneration Committee member are set out in the paragraph headed "Board Meetings" above) to review and made recommendations on the remuneration packages of certain Directors and senior management and other related matters. The Remuneration Committee considered that they are fair and reasonable.

During the review process, no individual Director is involved in decisions relating to his/her own remuneration.

Corporate Governance Function

The Board does not have a corporate governance committee. The functions that would be carried out by a corporate governance committee are performed by the Audit Committee and are as follows:

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

Corporate Governance Report

The corporate governance policy is formulated with an emphasis on the Board's quality, effective internal control, stringent disclosure practices and transparency and accountability to all shareholders of the Company. The Board strives to comply with the Code Provisions and reviews its corporate governance policy regularly in order to maintain high standards of business ethics and corporate governance, and to ensure the full compliance of our operations with applicable laws and regulations.

During FY2022 under review, the Audit Committee has reviewed and monitored the Company's corporate governance policies and practices, the training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the Employee Written Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

External Auditors' Remuneration

The Company engaged D & Partners CPA Limited ("**D & Partners**") as its external auditors for FY2022. There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditors. The statement of external auditors of the Company about his reporting responsibilities on the Company's consolidated financial statements for FY2022 is set out in the section headed "Independent Auditor's Report" in this annual report.

The fees paid/payable to D & Partners, the Company's auditors, in respect of audit services for FY2022 was HK\$1.5 million. The audit fee was approved by the Board. During FY2022, the total remuneration in respect of the non-audit services, mainly included the Group's internal control system and risk management, provided by the external professional firms of the Company was HK\$0.4 million.

The Board has proposed to re-appoint D & Partners as the auditors of the Company, which is subject to the approval by the Shareholders at the forthcoming AGM.

Risk Management and Internal Control

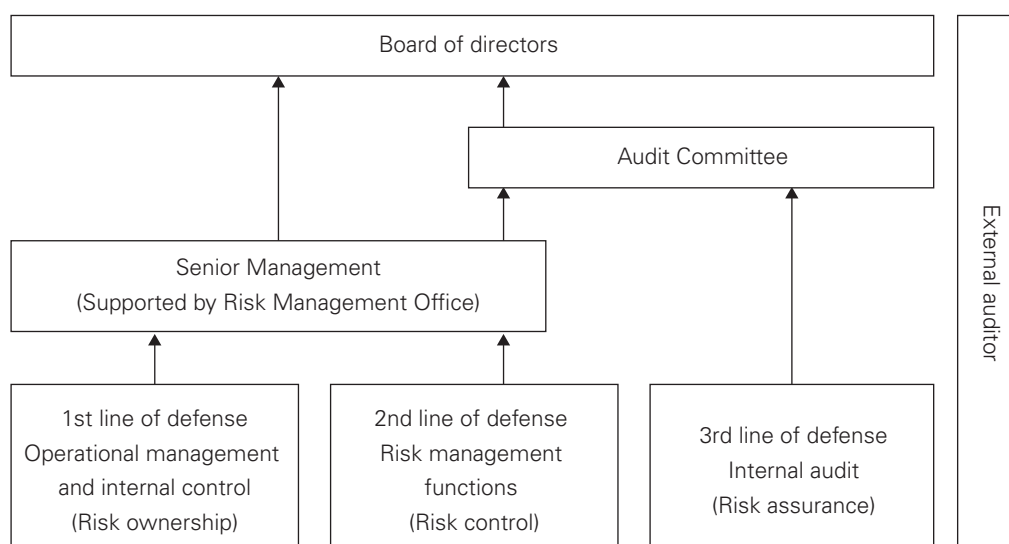
The Board acknowledges its responsibility for overseeing the Group's risk management and internal control systems and reviewing their effectiveness at least annually through the Audit Committee. The Audit Committee assists the Board in fulfilling its oversight and corporate governance roles in the Group's financial, operational, compliance, risk management and internal control, and the resourcing of the finance and internal audit functions.

The Company has established an organizational structure with defined levels of responsibility and reporting procedures. The risk management office of the Group ("**Risk Management Office**") and internal audit functions of the Group ("**Group Internal Audit**") assist the Board and/or the Audit Committee in the review of the effectiveness of the Group's risk management and internal control systems on an ongoing basis. The Directors through these committees are kept regularly apprised of significant risks that may impact on the Group's performance.

Corporate Governance Report

Appropriate policies and control have been designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed. The systems and internal control can only provide reasonable and not absolute assurance against material misstatement or loss, as they are designed to manage, rather than eliminate the risk of failure to achieve business objectives.

The Group's risk management framework is guided by the "Three Lines of Defense" model as shown below:



The Risk Management Office, which co-ordinates enterprise risk management activities and reviews significant aspects of risk management for the Group, reports to the Audit Committee at each regularly scheduled meeting, including amongst other things, significant risks of the Group and the appropriate mitigation and/or transfer of identified risks. The operating units of the Group, as risk owners, identify, evaluate, mitigate and monitor their own risks, and report such risk management activities to Risk Management Office at each regularly scheduled meeting.

Group Internal Audit reports to the Audit Committee at each regularly scheduled meeting throughout FY2022, the results of their activities during the preceding period pertaining to the adequacy and effectiveness of internal control, including but not limited to, any indications of failings or material weaknesses in those control.

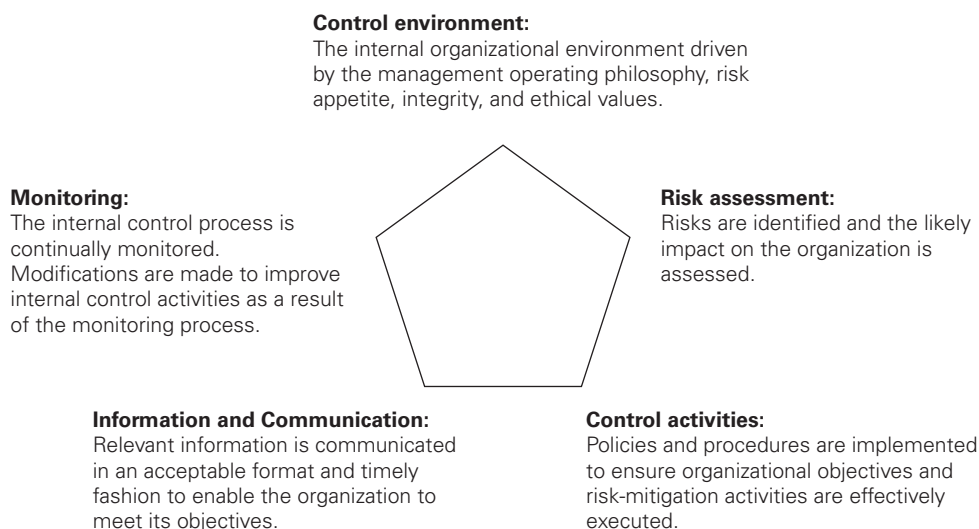
Group Internal Audit adopts a risk-and-control-based audit approach. The annual work plan of Group Internal Audit covers major activities and processes of the Group's operations, businesses and service units. Special reviews are also performed at management's request. The results of these audit activities are communicated to the Audit Committee and key members of executive and senior management of the Group. Audit issues are tracked, followed up for proper implementation, and their progress are reported to the Audit Committee and chief executive officer of the Group periodically.

Corporate Governance Report

Group Internal Audit provides independent assurance and report to the Board, the Audit Committee and the chief executive officer of the Group, who is also the Chairman, on the adequacy and effectiveness of internal control for the Group.

The senior management of the Group, supported by the Risk Management Office and monitored by the Group Internal Audit, is responsible for the design, implementation and monitoring of the risk management and internal control systems, and for providing regular reports to the Board and/or the Audit Committee on the effectiveness of these systems.

For many years, the Company has had an integrated approach for internal control which is consistent with the Committee of Sponsoring Organizations of the Treadway Commission (COSO) internal control framework.



Within this framework, management is responsible for setting the appropriate tone from the top, performing risk assessments, and owning the design, implementation and maintenance of internal control. Other teams such as finance, legal, and human resources provide assistance and expertise to management to assist it in undertaking its responsibilities. The Board and Audit Committee oversee the actions of management and monitor the effectiveness of the established controls, assisted by assurance provided by the external and internal auditors. The Group's internal control framework is designed to manage rather than eliminate the risk of failure to achieve business objectives, and as such, provides reasonable (rather than absolute) assurance against material misstatement or loss.

The Company has adopted policies and procedures for assessing and, where prudent, improving the effectiveness of its risk management and internal control systems, including requiring the executive management of the Group to regularly assess and, at least annually, to personally certify that such matters are appropriate and functioning effectively in the belief that this will enhance the corporate governance of the Company and its business practices in the future.

Corporate Governance Report

The Company has embedded its risk management systems into the core operating practices of the business. On an ongoing basis, the respective operating units of the Company will review and assess the status of potential risks which may impact on their ability to achieve their business objectives and/or those of the Company. This review process includes assessment as to whether the existing system of internal control continues to remain relevant, adequately addresses potential risks, and/or should be supplemented. The results of these reviews are recorded in the operating units risk registers for monitoring and incorporated into the Group's consolidated risk register for analysis of potential strategic implications and for regular reporting to the senior management and directors of the Company.

The Audit Committee has established and oversees a whistleblower policy and a set of comprehensive procedures whereby employees, customers, suppliers and other concerned parties can report any actual or suspected occurrence of improper conduct involving the Company, and for such matters to be investigated and dealt with efficiently in an appropriate and transparent manner. The Audit Committee has designated the head of Group Internal Audit to receive on its behalf any such reports, to oversee the conduct of subsequent investigations, and to provide information, including recommendations for action resulting from investigation into complaints.

The Company regulates the handling and dissemination of inside information as set out in the Corporate Responsibility Policy and various subsidiary procedures to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made. During FY2022, the Risk Management Office has worked closely with the operating units, senior management, and the Directors to enhance the risk management systems. Such activities have included, amongst other matters, increasing the number of training sessions and risk workshops; further standardization of risk reporting language, classification, and quantification; more closely aligning the assessment of internal control with their potential risks; and increasing the depth and frequency of interaction with the designated directors on the Company's risk management system's design, operation, and findings. The Risk Management Office has presented update reports to the Board and the Audit Committee on the monitoring of the risk management and assisted the Directors in the review of the effectiveness of the risk management and internal control systems of the Group during FY2022.

During FY2022, Group Internal Audit conducted selective reviews of the effectiveness of the systems of risk management and internal controls of the Group over financial, operational and compliance controls with emphasis on information technology and security, data privacy and protection, business continuity management and procurement. Additionally, the heads of major business and corporate functions were required to undertake control self-assessments of their key controls. These results were assessed by Group Internal Audit and reported to the Audit Committee, which then reviewed and reported the same to the Board and appropriate actions are taken. The management has confirmed to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for FY2022.

A review on the risk management and internal control systems of the Company, including financial, operational and compliance controls and risk management functions has been carried out by an independent consultancy company. The independent consultancy company has conducted analysis and independent assessment on the adequacy and the effectiveness of the internal control system and risk management of the Group, and has submitted the findings and recommendations to the Audit Committee and the Board. Over the Audit Committee meeting and Board meeting held on 30 March 2023, the Audit Committee and the Board reviewed the report issued by independent consultancy company.

Corporate Governance Report

During FY2022, the Audit Committee and the Board were not aware of any areas of concern that would have a material impact on the Group's financial position or results of operations, and considered that the risk management and internal control systems were generally effective and adequate including the adequacy of resources, staff qualifications and experience, training programs and budget of the accounting, internal audit and financial reporting functions. The Board considered that the Group's risk management and internal control systems are adequate and effective and the Company has complied with the Code Provision on risk management and internal control of the CG code in force.

In addition to the review of risk management and internal control undertaken within the Group, the external auditors also assessed the adequacy and effectiveness of certain key risk management and internal control as part of their statutory audits. Where appropriate, the external auditors' recommendations are adopted and enhancements to the risk management and internal control will be made.

Company Secretary

The company secretary of the Company is Ms. Xu Jing. Her biographical details are set out under "Directors and Senior Management" section in this annual report.

During FY2022, each of Mr. Lu Yongbin (resigned on 1 November 2022) and Ms. Xu Jing (appointed on 1 November 2022), has taken not less than 15 hours of relevant professional training.

Dividend Policy

The Company has adopted a Dividend Policy. It aims to provide the Shareholders with stable and sustainable returns. In proposing any dividend payout, the Board shall take into account, inter alia, the Group's financial condition, working capital requirements and future expansion plans, actual operations and liquidity position, the Company's retained earnings, distributable reserves and cash flow situation, general economic condition and other factors that the Board considers appropriate.

Shareholders' Rights

The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. An annual general meeting shall be called by notice of not less than 21 clear days and not less than 20 clear business days. All other general meetings (including an extraordinary general meeting) must be called by notice of not less than 14 clear days and not less than 10 clear business days.

Corporate Governance Report

Shareholders to Convene an Extraordinary General Meeting

Pursuant to article 58 of the Articles of Association, extraordinary general meetings shall be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisition(s) himself (themselves) may do so in the same manner and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting Enquiries by Shareholders to the Board

Shareholders may send written enquiries to the Company for the attention of the company secretary at the Company's principal place of business in Hong Kong.

Procedures for Putting Forward Proposals by Shareholders at Shareholders' Meetings

Shareholders of the Company are requested to follow article 58 of the Articles of Association for including a resolution at an extraordinary general meeting. The requirements and procedures are set out in the paragraph headed "Shareholders to convene an extraordinary general meeting" above.

Pursuant to article 85 of the Articles of Association, no person (other than a retiring Director) shall be eligible for election to the office of Director at any general meeting unless a notice signed by a shareholder (other than the person to be proposed) in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office of the Company or at the Hong Kong branch share registrar and transfer office of the Company no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

The procedures for the Shareholders to propose a person for election as a Director is posted on the website of the Company. Shareholders or the Company may refer to the above procedures for putting forward any other proposals at general meetings.

Voting by Poll

Pursuant to Rule 13.39(4) of the Listing Rules and article 66(1) of the Articles of Association, any vote of the shareholders at a general meeting must be taken by poll except where the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the proposed resolutions to be set out in the notice of AGM will be voted by poll.

Corporate Governance Report

Investor Relations

The Company is committed to a policy of open and regular communication and reasonable disclosure of information to its shareholders. Information of the Company is disseminated to the Shareholders in the following manner:

- Delivery of annual and interim results and reports to all Shareholders;
- Publication of announcements on the annual and interim results on the Stock Exchange's and the Company's websites, and issuance of other announcements and circulars in accordance with the continuing disclosure obligations under the Listing Rules; and
- The general meeting of the Company is also an effective communication channel between the Board and Shareholders.

Shareholders or investors may also make enquires with the Company through the channels mentioned in the section headed "Putting Enquiries by Shareholders to the Board" above, and provide comments and recommendations to the Directors or managements at any time. Upon receipt of written enquiries from Shareholders, the Company will make responses to the Shareholders as soon as possible.

The Board regularly reviews our existing channels of communication with Shareholders and investors to make sure that they remain effective and provides recommendations for improvements when needed. The Board considers our current practices were all well-implemented throughout FY2022 and achieved satisfactory results.

Constitutional Documents

During FY2022, the Company has not made any changes to the Memorandum and Articles of Association.

Directors' Report

The Directors are pleased to present to the Shareholders this annual report and the audited financial statements for FY2022.

Principal Activities

The principal activity of the Company is investment holding. The principal activities of the Company's principal subsidiaries are set out in note 41 to the consolidated financial statements in this annual report.

Results and Dividends

The results of the Group for FY2022 and the state of affairs of the Company and of the Group as at 31 December 2022 are set out in the consolidated financial statements on pages 68 to 155 in this annual report. The Board do not recommend any final dividend for FY2022 (FY2021: Nil).

During FY2022, there was no arrangement under which any Shareholders waived or agreed to waive any dividend.

Closure of Register of Members

The register of members of the Company will be closed from Thursday, 25 May 2023 to Wednesday, 31 May 2023, both days inclusive, during which period no transfers of Shares shall be effected. In order to determine the entitlement to attend and vote at the forthcoming AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 May 2023.

Financial Summary

A summary of the Group's results, assets and liabilities for the last five financial years is set out on page 156 of this annual report. The summary does not form part of the audited financial statements.

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group for FY2022 are set out in note 16 to the consolidated financial statements in this report.

Bank Borrowings

Particulars of the bank borrowings of the Group as at 31 December 2022 are set out in note 29 to the consolidated financial statements in this report.

Share Capital

Details of the movements in share capital of the Company during FY2022 are set out in note 35 to the consolidated financial statements in this report.

Directors' Report

Pre-Emptive Rights

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

Reserves

Details of the movement in reserves of the Company and the Group during FY2022 under review are set out in note 37 to the consolidated financial statements and the consolidated statement of changes in equity in this annual report, respectively.

Distributable Reserves

As at 31 December 2022, the Company's reserves available for distribution as calculated in accordance with the Companies Law of the Cayman Islands, amounted to approximately HK\$121.3 million (2021: approximately HK\$117.4 million) including share premium of approximately HK\$753.2 million and accumulated losses of approximately HK\$631.9 million.

Charitable Donations

The Group has no charitable donations for FY2022 (FY2021: approximately HK\$85,000).

Major Suppliers and Customers

For FY2022, purchases from the single largest supplier of the Group and the five largest suppliers of the Group in aggregate accounted for approximately 14.7% (2021: approximately 26.6%) and approximately 36.5% (2021: approximately 49.2%) of the Group's total purchases respectively. For FY2022, sales to the single top customer of the Group and the five top customers of the Group in aggregate accounted for approximately 23.1% (2021: approximately 48.3%) and approximately 65.0% (2021: approximately 76.6%) of the Group's total turnover respectively.

At all-time during FY2022, none of the Directors or any of their close associates or any Shareholders who, to the knowledge of the Directors, owns more than 5% of the Company's issued share capital had an interest in any of the five largest suppliers or customers.

Business Review and Financial Key Performance

The business review of the Group for FY2022 is set out in the "Management Discussion and Analysis" section of this annual report, which form part of this Directors' Report. An analysis of the Group's performance during FY2022 using financial key performance indicators is provided in the section headed "Financial Highlights" on page 2 of this annual report.

Directors' Report

Environmental Policies and Performance

The Group is highly aware of the importance of environment protection and has not noted any material non-compliance with all relevant laws and regulations that have a significant impact on the Group in relation to its business including health and safety, workplace conditions, labour practice and standard, product responsibility, anti-corruption, employment and the environment aspects. The Group has implemented environmental protection measures and has also encouraged staff to be environmental friendly at work by consuming the electricity and paper according to actual needs, so as to reduce energy consumption and minimize unnecessary waste.

Relationships with Stakeholders

The Group recognises that employees are its valuable assets. Thus, the Group recognises the accomplishment of its employees by providing comprehensive benefit package, career development opportunities and internal training appropriate to individual needs. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market level. Further, the Group provides a healthy and safe workplace for all employees during FY2022.

The Group also understands that it is important to maintain good relationship with business partners (including our customers and suppliers) and bank enterprises to achieve its long-term goals. During FY2022, there was no material or significant dispute between the Group and its business partners (including our customers and suppliers) or bank enterprises.

We have completed our Environmental, Social and Governance (“**ESG**”) report which contains our ESG information in 2022 and the requirements under the Environmental, Social and Governance Reporting Guide set out in Appendix 27 to the Listing Rules. The ESG report of the Company for 2022 will be published at the same time of the publication of this annual report on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and of the Company (www.sky-light.com.hk).

Directors

The Directors during the FY2022 and up to the date of this annual report are:

Executive Directors

Mr. Tang Wing Fong Terry (*Chairman and Chief Executive Officer*)

Mr. Lu Yongbin (*Chief Financial Officer and Company Secretary*) (*resigned on 3 February 2023*)

Mr. Shan Chuanlong (*appointed on 22 December 2022*)

Non-executive Director

Ms. Tang Kam Sau

Independent non-executive Directors

Mr. Tse Yat Hong (*resigned on 28 November 2022*)

Dr. Cheung Wah Keung (*resigned on 28 February 2023*)

Mr. Chan Tsu Ming Louis (*resigned on 1 October 2022*)

Mr. Wong Wai Ming (*appointed on 28 February 2023*)

Professor Jian Wang (*appointed on 10 October 2022*)

Ms. Lo Wan Man (*appointed on 28 November 2022*)

Directors' Report

In accordance with Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Shan Chuanlong, Mr. Wong Wai Ming, Professor Jian Wang and Ms. Lo Wan Man shall hold office until the AGM and, being eligible, offer themselves for re-election at the AGM.

In accordance with Article 84 of the Articles of Association, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company and every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, Ms. Tang Kam Sau shall retire by rotation at the AGM.

Ms. Tang Kam Sau has informed the Company that she would not offer herself for re-election at the AGM due to her decision to devote more time to her personal affairs. Accordingly, she will retire as non-executive Director of the Company at the close of the AGM.

Directors' Remuneration and the Five Highest Paid Individuals

Details of directors' remuneration and those of the five highest paid individuals in the Group are set out in note 12 and note 13 to the consolidated financial statements in this annual report.

Emolument Policy

The Directors and senior management receive compensation in the form of fees, salaries, benefits in kind and discretionary bonuses relating to the performance of the Company. The Company also reimburses them for expenses which are necessarily and reasonably incurred for providing services to the Group or executing their functions in relation to the Group's operations.

The Company reviews and determines the remuneration and compensation package of its Directors and senior management, by reference to, among other things, market level of salaries paid by comparable companies, the respective duties and responsibilities of its Directors and senior management and the performance of the Company. The Directors and employees of the Group may also receive options which may be granted under the share option scheme adopted by the Company on 12 June 2015 (the "**Share Option Scheme**").

Directors' Report

Directors' Service Contract

Each of the Directors have entered into a letter of appointment with the Company for a term of three years commencing from the appointment date, which was automatic extended for a further term of three years after expired, unless and until terminated by either party giving not less than three months' written notice to the other.

None of the Directors has or is proposed to have a service contract with our Company or any of our subsidiaries other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

Management Contracts

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of any business of the Company were entered into or in existence during FY2022.

Permitted Indemnity

According to the articles of association of the Company and subject to the provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "**Hong Kong Companies Ordinance**"), every director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities to the fullest extent permitted by the Hong Kong Companies Ordinance which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. The relevant provision of the articles of association of the Company was in force during the FY2022 and as at the date of this annual report. In addition, the Company has maintained appropriate directors and officers liability insurance cover for the directors and officers of the Company and its subsidiaries in respect of potential legal actions against them.

Directors' Report

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 December 2022, the interests or short positions of the Directors and chief executive of the Company in the shares of the Company ("Shares"), underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO") which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange, were as follows:

Name of Director	Capacity/Nature of interest	Number of Shares or underlying Shares ⁽¹⁾			Total	Approximate percentage of total issued Shares ⁽⁹⁾
		Personal Interest in Shares ⁽¹⁾	Corporate interests	Other interests		
Tang Wing Fong Terry	Founder of a discretionary trust		417,717,600 (L) ⁽²⁾		658,203,557 (L)	69.02%
	Interest in a controlled corporation		30,146,000 (L) ⁽³⁾			
	Beneficial owner	210,339,957 (L)				
Tang Kam Sau	Interest in a controlled corporation		39,192,000 (L) ⁽⁴⁾		39,192,000 (L)	4.11%
Lu Yongbin ⁽⁷⁾	Beneficial owner	98,800 (L) ⁽⁵⁾		462,000 (L) ⁽⁵⁾	560,800 (L)	0.06%
Cheung Wah Keung ⁽⁸⁾	Beneficial owner			500,000 (L) ⁽⁶⁾	500,000 (L)	0.05%

Notes:

- (1) The letter "L" denotes the Directors' long position in the Shares.
- (2) The disclosed interest represents the interest in 417,717,600 Shares beneficially held by Fortune Six Investment Limited, which is wholly-owned by CMB Wing Lung (Trustee) Limited as trustee for the Tang's Family Trust (i.e. The Trust 168) through Antopex Limited and Best One International Limited (as nominees for CMB Wing Lung (Trustee) Limited), and Tang Wing Fong Terry was a founder of The Trust 168 and was deemed to be interested in the 417,717,600 Shares by virtue of Part XV of the SFO.
- (3) Mr. Tang Wing Fong Terry is the sole shareholder of Happy Bull Investment Limited, which holds 30,146,000 Shares beneficially. By virtue of the SFO, Mr. Tang is deemed to be interested in Happy Bull Investment Limited's interest in the Company by virtue of the SFO.
- (4) Ms. Tang Kam Sau is the sole shareholder of Uphigh Global Limited, which holds 39,192,000 Shares beneficially. By virtue of the SFO, she is deemed to be interested in Uphigh Global Limited's interest in the Company by virtue of the SFO.
- (5) The disclosed interest represents Mr. Lu Yongbin's (i) personal interest in 98,800 Shares and (ii) 462,000 underlying Shares in respect of the share options granted under the share option scheme adopted by the Company on 12 June 2015. For details, please refer to the paragraph headed "Share Option Scheme" of this Directors' Report.
- (6) These represent the share options of the Company granted to Mr. Cheung Wah Keung under the Company's share option scheme adopted by the Company on 12 June 2015. For details, please refer to the paragraph headed "Share Option Scheme" of this Directors' Report.
- (7) Mr. Lu Yongbin resigned as an executive Director with effect from 3 February 2023.
- (8) Dr. Cheung Wah Keung resigned as an independent non-executive Director with effect from 28 February 2023.
- (9) Based on a total of 953,587,455 Shares in issue as at 31 December 2022.

Directors' Report

Save as disclosed above, as at 31 December 2022, none of the Directors or chief executive of the Company had any interest or short position in the Shares or underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Substantial Shareholders' and Others' Interests and Short Positions in Shares and Underlying Shares

To the best knowledge of the Directors, as at 31 December 2022, the following persons (other than the Directors or chief executive of the Company), were directly or indirectly, interested in 5% or more of the shares or short positions in the shares and the underlying shares of the Company, which are required to be disclosed under provisions of Divisions 2 and 3 of Part XV of the SFO, or which will be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein, were as follows:

Name of shareholder	Capacity/Nature of interest	Number of Shares ⁽¹⁾	Approximate percentage of total issued Shares ⁽⁴⁾
CMB Wing Lung (Trustee) Limited ⁽²⁾	Trustee	417,717,600 (L)	43.80%
Antopex Limited ⁽²⁾	Nominee for another person	417,717,600 (L)	43.80%
Best One International Limited ⁽²⁾⁽³⁾	Interest in a controlled corporation	417,717,600 (L)	43.80%
Fortune Six Investment Limited ⁽²⁾⁽³⁾	Beneficial owner	417,717,600 (L)	43.80%
Tang Wing Fong Terry ⁽²⁾⁽³⁾	Beneficial owner	210,339,957 (L)	22.06%
	Founder of a discretionary trust	417,717,600 (L)	43.80%
	Interest in a controlled corporation	30,146,000 (L)	3.16%

Notes:

- (1) The letter "L" denotes a person's long position in the Shares.
- (2) CMB Wing Lung (Trustee) Limited as trustee holds 417,717,600 Shares by virtue of the SFO. These Shares beneficially held by Fortune Six Investment Limited, which is wholly-owned by CMB Wing Lung (Trustee) Limited as trustee for the Tang's Family Trust (i.e. The Trust 168) through Antopex Limited and Best One International Limited (as nominees for CMB Wing Lung (Trustee) Limited), of which Mr. Tang Wing Fong Terry is a founder. Each of Antopex Limited, Best One International Limited and CMB Wing Lung (Trustee) Limited was deemed to be interested in the 417,717,600 Shares by virtue of Part XV of the SFO.
- (3) The interest of Mr. Tang Wing Fong Terry, Best One International Limited and Fortune Six Investment Ltd. was also disclosed in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" of this Directors' Report.
- (4) Based on a total of 953,587,455 Shares in issue as at 31 December 2022.

Directors' Report

Save as disclosed above, as at 31 December 2022, the Directors are not aware of any other corporation or individual (other than the Directors or chief executive of the Company) who had an interest or a short positions in the shares or underlying shares of the Company as recorded in the register of interests required to be kept pursuant to Section 336 of the SFO.

Save as disclosed above, as at 31 December 2022, none of the Director is a director or employee of a company which had an interest in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Transaction, Arrangement or Contract of Significance

Save as disclosed in the note 42 to the consolidated financial statements in this annual report, the Group has not entered into any transaction, arrangement or contract of significant in relation to the business of the Group, in which a Director or an entity connected with the Director had a material interest, either directly or indirectly, and to which the Company, its holding company or subsidiaries or any of its controlling shareholders (as defined in the Listing Rules) or any of its subsidiaries or fellow subsidiaries was a party subsisted as at 31 December 2022 or at any time during FY2022.

No contract of significance for the provision of services to the Group by a controlling Shareholder or any of its subsidiaries were made during FY2022.

Directors' Interest in Competing Business

During FY2022, none of the Directors nor his/her close associates (as defined under the Listing Rules) has any interest in a business apart from the business of the Group which competes or is likely to compete, either directly or indirectly, with the Group's business.

Deed of Non-Competition

Fortune Six Investment Limited and Mr. Tang Wing Fong Terry (collectively the "**Controlling Shareholders**") have entered into a deed of non-competition on 12 June 2015 (the "**Deed**") with our Company. Pursuant to the Deed, each of the Controlling Shareholders shall and shall procure that its associates (other than members of the Group) not be engaged, on its own account or with each other or in conjunction with or on behalf of any person, firm or company, carry on or be engaged in, concerned with or interested in, directly or indirectly, whether as a shareholder, partner, agent or otherwise, in the existing business activities of our Group or in any other business that may compete, directly or indirectly with such business.

The Company has received confirmations from the Controlling Shareholders of their compliance with the terms of the Deed. The Controlling Shareholders declared that they have fully complied with the Deed for FY2022. The independent non-executive directors have reviewed on the confirmations from the Controlling Shareholders and concluded that the Deed has been complied with and has been effectively enforced.

Directors' Report

Directors' rights to acquire shares or debenture

Save as disclosed under the section headed "Share Option Scheme" below, neither at the end of FY2022 nor at any time during FY2022 did there subsist any arrangements which enable the directors of the Group to acquire benefits by means of acquisition of shares or debentures in the Group or any other body corporate.

Purchase, Sale or Redemption of Listed Securities

The Company is empowered by the applicable Companies Law, Cap 22 of the Cayman Islands and the articles of association of the Company to repurchase its own Shares subject to certain restrictions and the Board may only exercise this power on behalf of the Company subject to any applicable requirements imposed from time to time by the Stock Exchange and the applicable laws of the Cayman Islands.

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during FY2022.

ISSUE OF DEBENTURE

The Group has not issued any debentures during FY2022.

EQUITY-LINKED AGREEMENT

Except for the Share Option Scheme and those disclosed under the section headed "Share Option Scheme" below, no equity-linked agreements were entered into by the Group, or existed during FY2022.

Issue of Equity Securities

Apart from the issue of an aggregate of 848,000 Shares pursuant to the Share Option Scheme, the Company and its subsidiaries did not allot, issue or grant any convertible equity securities, options, warrants or similar rights during FY2022.

In addition, the Company did not carry out any fund raising activities by way of issue of equity securities for FY2022.

Directors' Report

Share Option Scheme

The Share Option Scheme was conditionally adopted on 12 June 2015, which became effective on 2 July 2015. The key terms of the scheme are set out below:

- (1) The Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions the Eligible Participants (as defined below) have had or may have made to the Group. The Share Option Scheme will provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives:
 - (i) motivating the Eligible Participants to optimise their performance efficiency for the benefit of the Group; and
 - (ii) attracting and retaining or otherwise maintaining on-going business relationships with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

Eligible Participants refers to:

- (i) any full-time or part-time employees, executives or officers of our Company or any of its subsidiaries;
 - (ii) any Directors (including non-executive Directors and independent non-executive Directors) of our Company or any of its subsidiaries;
 - (iii) any advisers, consultants, suppliers, customers and agents to our Company or any of its subsidiaries; and
 - (iv) such other persons who, in the sole opinion of the Board, will contribute or have contributed to our Group, the assessment criteria of which are:
 - (a) contribution to the development and performance of our Group;
 - (b) quality of work performed for our Group;
 - (c) initiative and commitment in performing his/her duties; and
 - (d) length of service or contribution to our Group.
- (2) The maximum number of Shares in respect of which options may be granted (including Shares in respect of which options, whether exercised or still outstanding, have already been granted) under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue on the Listing Date, being 80,000,000 Shares (the "Scheme Limit"), excluding for this purpose Shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of the Company). Subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time.

Directors' Report

- (3) The maximum entitlement of each Eligible Participant in any 12-month period up to the date of offer to grant shall not exceed 1% of the shares in issue as at the date of offer to grant.

Where any grant of options to a substantial shareholder of the Company or an independent non-executive Director (or any of their respective associates) that would result in the total number of shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person under the Share Option Scheme and any other schemes of the Company in the 12-month period up to and including the date of grant representing in aggregate over 0.1% of the Shares in issue and having an aggregate value, based on the official closing price of the Shares on the date of grant, in excess of HK\$5,000,000, such grant of options is subject to the approval of the independent non-executive Directors and the Shareholders in general meeting, with voting to be taken by way of poll.

- (4) An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptance of the options duly signed by the grantee, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date.
- (5) An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of ten years from that date.
- (6) Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period ending 12 June 2025.
- (7) The exercise price is determined by the directors of the Company at their discretion and will not be lower than the higher of: (a) the closing price of the ordinary shares on the Stock Exchange at the offer date, which must be a trading day; (b) the average closing price of the ordinary shares on the Stock Exchange for the 5 business days immediately preceding the offer date; (c) the nominal value of the Company's share.

As at the date of this annual report, the total number of Shares available for issue under the Share Option Scheme is 65,527,000 Shares, representing approximately 6.70% of the total number of Shares in issue.

Directors' Report

A summary of the movements of the share options under the Share Option Scheme during FY2022 are as follows:

Date of grant	15 September 2016 ^(Note 1)	1 December 2016 ^(Note 2)	18 May 2017 ^(Note 3)	26 April 2018 ^(Note 4)	16 May 2019 ^(Note 5)	16 April 2021 ^(Note 6)
Share Options outstanding as at 1 January 2022	7,350,000	4,000,000	6,633,000	6,804,000	6,740,000	3,000,000
Share Options exercised during FY2022	–	–	–	–	848,000	–
Share Options cancelled during FY2022	–	–	–	5,064,000	2,264,000	3,000,000
Share Options lapsed during FY2022	3,016,000	–	738,000	1,488,000	3,628,000	–
Share Options outstanding as at 31 December 2022	4,334,000	4,000,000	5,895,000	252,000	–	–
Approximate percentage of the total number of Shares in issue as at the date of this annual report	0.45%	0.42%	0.62%	0.03%	0.00%	0.00%
Exercise price of the Share Options:	HK\$1.70	HK\$1.986	HK\$2.206	HK\$0.94	HK\$0.42	HK\$0.20
Closing price immediately before the date of grant	HK\$1.56	HK\$2.04	HK\$2.21	HK\$0.90	HK\$0.42	HK\$0.18
Exercise period and vesting period	(Note 7)	(Note 8)	(Note 9)	(Note 10)	(Note 11)	(Note 12)

Notes:

- (1) On 15 September 2016, 12,942,000 Share Options were granted to certain eligible participants pursuant to the Share Option Scheme based on the terms set out in the Company's announcement dated 15 September 2016. Among the Share Options granted on 15 September 2016, 750,000 Share Options were granted to Mr. Chan Tsu Ming Louis, the then independent non-executive Director and 750,000 Share Options were granted to Dr. Cheung Wah Keung, an independent non-executive Director.
- (2) On 1 December 2016, 9,900,000 Share Options were granted to certain employees of the Group as "Employee Options" and 10,000,000 Share Options were granted to certain parties who contribute or have contributed to the Group, including an agent developing the Group's sales channels and members of a supplier of the Group as "Contributor Options" based on the terms set out in the Company's announcement dated 1 December 2016.
- (3) On 18 May 2017, share options to subscribe for a total of 15,000,000 Shares were granted to employees of the Group pursuant to the Share Option Scheme based on the terms set out in the Company's announcement dated 18 May 2017. Among the said Share Options granted, 210,000 Shares were granted to Mr. Lu Yongbin, an executive Director and the then chief financial officer and the company secretary of the Company.
- (4) On 26 April 2018, share options to subscribe for a total of 12,522,000 Shares were granted to employees of the Group pursuant to the Share Option Scheme based on the terms set out in the Company's announcement dated 26 April 2018. Among the said Share Options granted, 252,000 Shares were granted to Mr. Lu Yongbin, an executive Director and the then chief financial officer and the then company secretary of the Company, 750,000 Shares were granted to Mr. Tse Yat Hong, the then independent non-executive Director.
- (5) On 16 May 2019, 13,110,000 share options were granted to certain eligible employees pursuant to the Share Option Scheme based on the terms set out in the Company's announcement dated 16 May 2019. Among the said Share Options granted, 294,000 Shares were granted to Mr. Lu Yongbin, an executive Director and the then chief financial officer and the then company secretary of the Company, 750,000 Shares were granted to Mr. Tse Yat Hong, the then independent non-executive Director, 750,000 Shares were granted to Dr. Cheung Wah Keung, an independent non-executive Director and 750,000 Shares were granted to Mr. Chan Tsu Ming Louis, the then independent non-executive Director.

Directors' Report

- (6) On 16 April 2021, 3,000,000 share options were granted to certain eligible employees pursuant to the Share Option Scheme based on the terms set out in the Company's announcement dated 16 April 2021.
- (7) One-third of these share options became vested on 15 September 2017 and were exercisable at any time during the period commenced on 15 September 2017 and ended on 14 September 2022 (both dates inclusive), a further one-third became vested on 15 September 2018 and shall be exercisable at any time during the period commenced on 15 September 2018 and ending on 14 September 2023 (both dates inclusive), and the remaining one-third became vested on 15 September 2019 and shall be exercisable at any time during the period commenced on 15 September 2019 and ending on 14 September 2024 (both dates inclusive).
- (8) (a) For the share options granted to the employees who are not senior management, one-third of these share options became vested on 1 December 2017 and were exercisable at any time during the period commenced on 1 December 2017 and ended on 30 November 2022 (both dates inclusive), a further one-third became vested on 1 December 2018 and shall be exercisable at any time during the period commenced on 1 December 2018 and ending on 30 November 2023 (both dates inclusive), and the remaining one-third became vested on 1 December 2019 and shall be exercisable at any time during the period commenced on 1 December 2019 and ending on 30 November 2024 (both dates inclusive);
- (b) For the share options granted to persons who are senior management, (i) conditional upon the achievement of certain performance targets by the Group, up to one-third of these share options became vested on 31 January 2018 and were exercisable at any time during the period commenced on 31 January 2018 and ended on 30 January 2023 (both dates inclusive); (ii) conditional upon the achievement of certain performance targets by the Group, up to one-third of these share options became vested on 31 January 2019 and shall be exercisable at any time during the period commenced on 31 January 2019 and ending on 30 January 2024 (both dates inclusive); and (iii) conditional upon the achievement of certain performance targets by the Group, up to one-third of these share options shall become vested on 31 January 2020 and shall be exercisable at any time during the period commenced on 31 January 2020 and ending on 30 January 2025 (both dates inclusive);
- (c) For the share options granted to members of a supplier of the Group, one-third of these share options became vested on 1 December 2017 and were exercisable at any time during the period commenced on 1 December 2017 and ended on 30 November 2022 (both dates inclusive), a further one-third became vested on 1 December 2018 and shall be exercisable at any time during the period commenced on 1 December 2018 and ending on 30 November 2023 (both dates inclusive), and the remaining one-third became vested on 1 December 2019 and shall be exercisable at any time during the period commenced on 1 December 2019 and ending on 30 November 2024 (both dates inclusive); and
- (d) For the share options granted to an agent developing the Group's sales channels, (i) conditional upon the achievement of certain performance targets by the Group, up to one-third of these share options became vested on 31 January 2018 and were exercisable at any time during the period commenced on 31 January 2018 and ended on 30 January 2023 (both dates inclusive); (ii) conditional upon the achievement of certain performance targets by the Group, up to one-third of these share options became vested on 31 January 2019 and shall be exercisable at any time during the period commenced on 31 January 2019 and ending on 30 January 2024 (both dates inclusive); (iii) conditional upon the achievement of certain performance targets by the Group, up to one-third of these share options became vested on 31 January 2020 and shall be exercisable at any time during the period commenced on 31 January 2020 and ending on 30 January 2025 (both dates inclusive).
- (9) One-third of these share options became vested on 18 May 2018 and shall be exercisable at any time during the period commenced on 18 May 2018 and ending on 17 May 2023 (both dates inclusive), a further one-third became vested on 18 May 2019 and shall be exercisable at any time during the period commenced on 18 May 2019 and ending on 17 May 2024 (both dates inclusive), and the remaining one-third became vested on 18 May 2020 and shall be exercisable at any time during the period commenced on the 18 May 2020 and ending on 17 May 2025 (both dates inclusive).
- (10) One-third of these share options became vested on 26 April 2019 and shall be exercisable at any time during the period commenced on 26 April 2019 and ending on 25 April 2024 (both dates inclusive), a further one-third became vested on 26 April 2020 and shall be exercisable at any time during the period commenced on 26 April 2020 and ending on 25 April 2025 (both dates inclusive), and the remaining one-third became vested on 26 April 2021 and shall be exercisable at any time during the period commenced on 26 April 2021 and ending on 25 April 2026 (both dates inclusive).

Directors' Report

- (11) One-third of these share options became vested on 16 May 2020 and were exercisable at any time during the period commenced on 16 May 2020 and ended on 15 May 2021 (both dates inclusive), a further one-third became vested on 16 May 2021 and shall be exercisable at any time during the period commenced on 16 May 2021 and ended on 15 May 2022 (both dates inclusive), and the remaining one-third shall become vested on 16 May 2022 and shall be exercisable at any time during the period commencing on 16 May 2022 and ending on 15 May 2023 (both dates inclusive).
- (12) One-third of these share options became vested on 16 April 2022 and shall be exercisable at any time during the period commenced on 16 April 2022 and ending on 15 April 2023 (both dates inclusive), a further one-third shall become vested on 16 April 2023 and shall be exercisable at any time during the period commencing on 16 April 2023 and ending on 15 April 2024 (both dates inclusive), and the remaining one-third shall become vested on 16 April 2024 and shall be exercisable at any time during the period commencing on 16 April 2024 and ending on 15 April 2025 (both dates inclusive).
- (13) No participant was granted with share options in excess of the 1% individual limit as set out in the Share Option Scheme.
- (14) During FY2022, no options were granted by the Company pursuant to the Share Option Schemes.

The valuation of options granted under the Share Option Scheme was conducted based on the binomial model with the following assumptions:

At grant date	15 September 2016 & 1 December 2016	18 May 2017	26 April 2018	16 May 2019	16 April 2021
	Expected volatility (per year)	45.69%– 65.81%	57.63%– 61.27%	59.03%– 62.75%	59.67%– 61.87%
Expected life of options (year)	6.0–8.17	6.0–8.0	6.0–8.0	2.0–4.0	2.0-4.0
Average risk-free interest rate (per year)	1.44%– 2.09%	1.16%– 1.22%	2.11%– 2.13%	1.56%– 1.69%	1.09%– 2.39%
Expected dividend yield (per year)	3.93%–5.32%	5.32%	5.74%	5.32%	0%
Estimated rate of leaving service (per year)	0%–25%	25%	27.5%	27.5%	0%

The variables and assumptions used in computing the fair values of the share options are based on the Directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

The amount will either be transferred to share capital when the related share options are exercised, or be transferred to retained profits when the related share options expire or be forfeited.

The Group recognised share option expense of approximately HK\$0.01 million during FY2022 (FY2021: recognised expense of approximately HK\$0.3 million) in relation to the share options granted by the Company.

During FY2022, no options were granted by the Company pursuant to the Share Option Schemes.

Directors' Report

The total number of options available for grant under the Share Option Scheme as at 1 January 2022 and 31 December 2022 were 45,463,000 Shares and 64,661,000 Shares, respectively, representing approximately 4.77% and 6.78% of the Company's issued share capital as at that date, respectively.

Pension Scheme

The Group contributes to defined contribution retirement plans which are available for eligible employees in the PRC and Hong Kong.

Pursuant to the relevant laws and regulations in the PRC, the Group has joined defined contribution retirement schemes for the employees arranged by local government labour and security authorities (the "**PRC Retirement Schemes**"). The Group makes contributions to the PRC Retirement Schemes at the applicable rates based on the amounts stipulated by the local government organisations. Upon retirement, the local government labour and security authorities are responsible for the payment of the retirement benefits to the retired employees.

The Group operates a Mandatory Provident Fund scheme (the "**MPF Scheme**") under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for employees employed under the jurisdiction of Hong Kong Employment Ordinance (Chapter 57 of the Laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and the employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000.

During FY2022, the Group had no forfeited contributions under the PRC Retirement Scheme and MPF Scheme and which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available at 31 December 2022 under the PRC Retirement Scheme and MPF Scheme which may be used by the Group to reduce the contribution payable in future years.

Profit Guarantee in relation to the Acquisition of Wuhan Show Life

As disclosed in the "Management Discussion and Analysis" section and notes 34 and 40 to the consolidated financial statements in this annual report, the Group acquired 51% equity interests of Wuhan Show Life on 30 November 2022.

According to the Acquisition Agreement, the consideration of this acquisition is divided into two parts: promissory notes and the Company's own equity Shares. As at 31 December 2022, neither the promissory notes and/or the Company's own equity shares are in issue. The settlement of the consideration is deferred to two allotment dates subject to a profit guarantee arrangement provided by the Vendor.

Directors' Report

For the first batch of consideration, it comprises an agreed sum of HK\$104,242,883 divided into (a) amount of HK\$55,000,000 to be settled by the Company's own Shares with a fixed issue price of HK\$0.896 per share ("Contingent consideration — share consideration") and (b) amount of HK\$49,242,883 to be settled by a promissory note with a principal amount of HK\$49,242,883 ("**Contingent consideration — promissory note payable**").

For the second batch of consideration, it comprises an agreed sum of HK\$90,000,000 divided into (a) amount of HK\$45,000,000 to be settled by the Company's own Shares with a fixed issue price of HK\$0.896 per share ("Contingent consideration — share consideration") and (b) amount of HK\$45,000,000 to be settled by a promissory note with a principal amount of HK\$45,000,000, ("**Contingent consideration — promissory note payable**").

For the profit guarantee, the Vendor undertakes and guarantees to the Company that the net profit after taxation (after excluding the non-recurring gains and losses) attributed to the owners of Wuhan Show Life for each of the two years ending 31 December 2023 and 2024, will not be lower than RMB70,000,000 and RMB100,000,000 (the "**Profit Guarantee**").

Details of the contingent consideration and the profit guarantee are set out in the Company's announcements dated 17 November 2022 and 23 September 2022, respectively, as well as notes 34 and 40 to the consolidated financial statements in this annual report.

As at 31 December 2022, the Group recognised, on provisional basis, a contingent consideration — promissory note payable amounted to HK\$54,117,000 as financial liabilities measured at fair value through profit or loss and a contingent consideration — share consideration amounted to HK\$116,187,000 as equity instruments. The contingent consideration as at the acquisition-date fair value is determined mainly based on discounted cash flow calculation. The Group engaged independence qualified valuer to assist in determining the discounted cash flow calculation of Wuhan Show Life. The calculations use cash flow projections based on financial budgets approved by the management covering the profit guarantee period.

Related Party Transactions

The details of the related party transactions are set out in note 42 to the consolidated financial statements in this annual report and these related party transactions do not constitute connected and/or continuing connected transactions as defined in Chapter 14A of the Listing Rules for FY2022. The Company confirms that in relation to the related party transactions for FY2022, it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

Directors' Report

Sufficiency of Public Float

Based on the publicly available information and to the best of the Directors' knowledge, information and belief, the Company had maintained sufficient public float of not less than 25% of its total issued shares as required under the Listing Rules from 1 January 2022 up to the date of this annual report.

Tax Relief

The Company is not aware of any relief from taxation to which the Shareholders are entitled by reason of their holding of the Shares.

Auditors

RSM Hong Kong ("**RSM**"), was appointed as auditors of the Company following the retirement of Ernst & Young ("**E&Y**") on 26 May 2021. Following the resignation of RSM with effect from 14 December 2022, D & Partners CPA Limited ("**D & Partners**") has been appointed as the auditors of the Company with effect from 12 January 2023.

Save for the abovementioned changes, in any of the preceding three years, the auditors of the Company had not been changed.

D & Partners will retire at the conclusion of the forthcoming AGM of the Company and be eligible to offer themselves for re-appointment.

By the order of the Board

Tang Wing Fong Terry

Chairman

Hong Kong

30 March 2023

Independent Auditor's Report



To the shareholders of Sky Light Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Sky Light Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 68 to 155, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Independent Auditor's Report



Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current year. 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. The key audit matters we identified are:

Key audit matter	How our audit addressed the key audit matter
<p>Accounting for acquisition of Wuhan Show Life Convenience Store Co. Ltd</p> <p>Refer to notes 18, 34 and 40 to the consolidated financial statements.</p> <p>On 30 November 2022, the Group acquired 51% equity interests of Wuhan Show Life Convenience Store Co. Ltd ("Wuhan Show Life"). Accounting for the acquisition is required the Group to determine the date it obtained control of the acquiree for the acquisition for the accounting purposes and fair values of the identifiable assets and liabilities assumed at the acquisition date.</p> <p>The fair value of the identifiable assets and liabilities acquired in the acquisition was assessed by the management of the Company based on an independent valuation prepared by an independent valuer. The contingent consideration is subject to profit guarantee provided by the vendor and to be settled by issuance of promissory notes and the Company's own equity shares. Goodwill arising from the acquisition, which represented the excess of the consideration paid over the Group's share of the fair value of the identifiable net assets of the acquired entities.</p> <p>The assessment of fair values of the above named items is required the exercise of significant judgements and estimation, particularly in relation to the forecast of future performance of the business acquired.</p> <p>Management of the Company and the independent valuer used a number of valuation methodology and techniques, together with a number of assumptions and inputs used in preparing the valuation. In view of the complexity of the acquisition, the Group is still in process to gather certain information from the vendor and other parties in order to conclude the measurement of the initial recognition of the acquisition, provisional values of the identifiable assets and liabilities, contingent consideration and goodwill thereon are presented.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none">Examining the sales and purchase agreements for the acquisition and the underlying business of the acquired company to determine whether the acquisition was within the scope of HKFRS 3 Business Combinations;Obtaining the independent valuation report, discussing it with the management and the independent valuer engaged by the Company and assessing the appropriateness and reasonableness of methodology and assumptions adopted to determine the fair value of the identifiable assets and liabilities assumed at the Acquisition Date;Assessing the competency and capabilities of the independent valuer taking into account of their experience and qualifications.

Independent Auditor's Report



Key Audit Matters *(Continued)*

Key audit matter	How our audit addressed the key audit matter
<p>Impairment assessment of provisional goodwill and intangible assets identified from the acquisition of Wuhan Show Life.</p> <p>Refer to notes 17, 18 and 40 to the consolidated financial statements.</p> <p>At 31 December 2022, the Group has recorded approximately HK\$161,217,000 on a provisional goodwill and approximately HK\$26,767,000 on intangible assets. The provisional goodwill and intangible assets arose from the acquisition of Wuhan Show Life during the year.</p> <p>Provisional goodwill and intangible assets with an infinite useful life are tested for impairment at initial recognition and/or annually. Intangible assets with finite useful life are tested for impairment when indicators of potential impairment are identified.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none">Assessing management's identification of cash-generating units ("CGUs"), the amounts of provisional goodwill and intangible assets allocated to the CGU and, the impairment assessment methodology adopted by management with reference to the requirements of the prevailing accounting standards;Evaluating the competence, capabilities and objectivity of the independent valuer engaged by the Company to prepare discounted cash flow forecasts to help management assess the value-in-use of the relevant CGU;Obtaining the independent valuation report from the independent valuer engaged by management and comparing key inputs in the calculations, which include revenue growth rates, gross profit ratios and working capital assumptions, with the financial budget approved by the directors, available relevant external data and our own views based on our experience and knowledge of the industry in which the Group operates; and

Independent Auditor's Report



Key Audit Matters *(Continued)*

Key audit matter	How our audit addressed the key audit matter
<p>For provisional goodwill and intangible assets, where indicators of impairment were identified, management assessed the recoverable amounts of the separately identifiable CGU to which the relevant assets were allocated based on value-in-use calculations using discounted cash flow forecasts. An independent valuer was engaged by management to prepare the valuation report in order for management to assess the impairment.</p> <p>The preparation of discounted cash flow forecasts was involved the exercise of significant management's judgement, in particular in forecasting revenue growth rates and in determining long-term growth rates, inflation rates and the discount rates applied.</p>	<ul style="list-style-type: none">• Considering the key assumptions adopted in cash flow forecasts prepared by the management.

Independent Auditor's Report



Key Audit Matters *(Continued)*

Key audit matter

How our audit addressed the key audit matter

Impairment assessment on trade and factoring receivables

Refer to notes 4(m) and 4(x) of significant accounting policies, note 5(iii) of key sources of estimation uncertainty and note 24 to the consolidated financial statements respectively.

At 31 December 2022, the carrying amount of trade and factoring receivables amounted to HK\$29,513,000 (net of impairment losses of HK\$7,689,000) which represented 5.4% of the Group's total assets. Assessment of the recoverability of trade and factoring receivables is involved a high level of management judgement. Management used a provision matrix to calculate expected credit losses ("ECL") for trade and factoring receivables based on the combination of individual and collective assessment. The calculation of ECL is based on the Group's historical default rates, forward-looking information, and specific factors that management considered in the estimation of ECL including the type of customers, ageing of the balances, recent historical payment patterns and forecast economic conditions.

We identified assessing the recoverability of trade and factoring receivables as key audit matter because the assessment of the recoverability of trade and factoring receivables and recognition of impairment losses were inherently subjective and required significant management judgement, which increased the risk of error or potential management bias.

Our procedures included:

- Evaluating the design and implementation of internal controls which govern credit control, debt collection and estimates of ECL;
- Testing the ageing analysis of the trade and factoring receivables, on a sample basis, to the source documents, including sales invoices and goods delivery notes;
- For trade and factoring receivables with individually assessed credit risk exposure, discussing with management on the identification and analysed the recoverability of such receivables;
- For trade and factoring receivables with credit risk exposure assessed based on provision matrix, assessing the ECL provision by: (i) evaluating management's assumptions used in establishing the ECL provision matrix; (ii) examining the information used by management to form such judgements, including testing the accuracy of historical default data and ageing of trade and factoring receivables, and evaluating the adjustments made on the historical loss rates based on the forward-looking information; and (iii) examining the actual losses recorded during the current year;
- Testing the calculation of the historical loss rate and evaluating the reasonableness of the forward-looking adjustments made to reflect current and forecast future economic conditions; and
- Inspecting the cash receipts from customers after the year end relating to the trade and factoring receivable balances as at 31 December 2022, on a sample basis.

Independent Auditor's Report



Key Audit Matters *(Continued)*

Key audit matter	How our audit addressed the key audit matter
<p><i>Impairment assessment on property, plant and equipment, intangible assets and right-of-use assets (collectively, the “long-term assets”)</i></p> <p>Refer to notes 4(e), 4(g), 4(h) and 4(w) of significant accounting policies, note 5(v) of key sources of estimation uncertainty and notes 16, 18 and 19 to the consolidated financial statements respectively.</p> <p>As at 31 December 2022, the Group’s long-term assets amounted to HK\$78,045,000 which represented 14.4% of the Group’s total assets.</p> <p>The Group incurred losses for the year ended 31 December 2022. This has increased the risk that the carrying amounts of long-term assets may be impaired.</p> <p>Long-term assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The impairment test and assessment of long-term assets are largely based on management’s expectations and estimates of future operating results of the Group’s cash-generating units.</p> <p>We focused on this area because of the significance of the long-term assets balance and the assessment involves significant judgements and estimates made by management.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none">• Evaluating management’s assumptions used in cash flow forecast by comparing against previous budget and reviewing management’s long-term strategic plans and historical trend;• Assessing methodologies and key assumptions used in external expert’s evaluation report on fair value less cost of disposal;• Evaluating the independence, qualifications, expertise and objectivity of the external expert;• Assessing the valuation model and the weighted average cost of capital used for value in use; and• Performing sensitivity analysis on changes in key assumptions.

Independent Auditor's Report



Key Audit Matters *(Continued)*

Key audit matter	How our audit addressed the key audit matter
<p><i>Estimation of the allowance for slow moving inventories</i></p> <p>Refer to note 4(i) of significant accounting policies, note 5(iv) of key sources of estimation uncertainty and note 23 to the consolidated financial statements respectively.</p> <p>As at 31 December 2022, the carrying amount of the Group's inventories amounted to HK\$139,873,000, net of allowance for inventories of HK\$59,326,000, which represented 25.8% of the Group's total assets.</p> <p>The Group's principal activities are manufacture and distribution of home surveillance cameras, digital imaging products and other related products and operation of artificial intelligence (AI) vending machines. The Group's inventories are subject to the significant risk of obsolescence accompanied with the rapid technology development of digital products and expiry of retail products. Significant management judgement was accordingly involved when determining the extent of write-down of inventories to net realisable value.</p> <p>We focused on this area because of the significance of the inventories balance and the management is required to estimate the respective future selling prices and selling costs to determine if any allowance should be made or should be reversed.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none">• Noting any slow moving and obsolete inventories during our attendance of the physical inventory counts at year end;• Evaluating the process, methods and assumptions used by management to make the allowance for inventories against slow-moving, excess and/or obsolete items;• Testing inventories to assess if they are stated at the lower of cost or net realisable value by comparing the actual sales value to the carrying value of selected samples of inventories;• Testing on a sample basis the inventory ageing analysis of the Group at year end, and reviewing subsequent usage and sales of inventories after year end, taking into consideration the impact of changes in technology and customers' preference and our knowledge of the Group's business operations and the industry in which the Group operates; and• Challenging management's assessment of the adequacy of the allowance for slow moving inventories based on the results of our procedures.

Independent Auditor's Report



Other Matter

The Consolidation financial statements of the Group for the year ended 31 December 2021 were audited by another auditor who expressed an unmodified opinion on those statements on 29 March 2022.

Other Information

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

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

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

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

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

Independent Auditor's Report



Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with section 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

Independent Auditor's Report



Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(Continued)*

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Wong Ho Fung.

D & PARTNERS CPA LIMITED

Certified Public Accountants

Wong Ho Fung

Practising Certificate Number: P07542

Hong Kong

30 March 2023

Consolidated Statement of Profit or Loss

Year ended 31 December 2022

	Note	2022 HK\$'000	2021 HK\$'000
REVENUE	9	417,077	715,093
Cost of sales		(343,805)	(593,335)
Gross profit		73,272	121,758
Other income and gains	9	28,757	15,142
Selling and distribution expenses		(30,225)	(34,059)
Administrative expenses		(50,703)	(50,455)
Research and development expenses	10	(45,100)	(52,803)
Other expenses		(5,674)	(1,834)
Share of profit/(loss) of an associate		104	(162)
Finance costs	11	(1,578)	(1,870)
LOSS BEFORE TAX	10	(31,147)	(4,283)
Income tax (expense)/credit	14	(70)	871
LOSS FOR THE YEAR		(31,217)	(3,412)
Attributable to:			
Owners of the Company		(23,983)	(3,853)
Non-controlling interests		(7,234)	441
		(31,217)	(3,412)
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	15		
Basic		HK(2.5) cent	HK(0.4) cent
Diluted		HK(2.5) cent	HK(0.4) cent

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Year ended 31 December 2022

	2022 HK\$'000	2021 HK\$'000
LOSS FOR THE YEAR	(31,217)	(3,412)
OTHER COMPREHENSIVE (EXPENSE)/INCOME		
Exchange differences on translation of foreign operations	(19,222)	5,492
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:		
Changes in fair value of equity investment designated at fair value through other comprehensive income	(5,991)	2,685
OTHER COMPREHENSIVE (EXPENSE)/INCOME FOR THE YEAR, NET OF TAX	(25,213)	8,177
TOTAL COMPREHENSIVE (EXPENSE)/INCOME FOR THE YEAR	(56,430)	4,765
Attributable to:		
Owners of the Company	(49,183)	4,261
Non-controlling interests	(7,247)	504
	(56,430)	4,765

Consolidated Statement of Financial Position

31 December 2022

	Note	2022 HK\$'000	2021 HK\$'000
NON-CURRENT ASSETS			
Property, plant and equipment	16	24,403	40,500
Provisional goodwill	17	161,217	–
Intangible assets	18	32,058	7,038
Right-of-use assets	19	21,584	28,278
Investment property	20	–	–
Investment in an associate	21	2,449	2,395
Equity investment designated at fair value through other comprehensive income (“FVTOCI”)	22	21,081	27,072
Total non-current assets		262,792	105,283
CURRENT ASSETS			
Inventories	23	139,873	200,684
Trade and factoring receivables	24	29,513	44,223
Financial asset at fair value through profit or loss (“FVTPL”)	26	5,222	5,022
Prepayments and other receivables	27	20,076	33,058
Restricted and pledged bank deposits	28	2,729	5,753
Cash and cash equivalents	28	81,447	96,188
Total current assets		278,860	384,928
Non-current asset classified as held for sale	25	–	4,032
Total current assets		278,860	388,960
CURRENT LIABILITIES			
Interest-bearing bank borrowings	29	8,035	31,880
Trade payables	30	64,963	118,596
Other payables and accruals	31	95,050	92,252
Lease liabilities	32	14,771	14,028
Total current liabilities		182,819	256,756
NET CURRENT ASSETS		96,041	132,204
TOTAL ASSETS LESS CURRENT LIABILITIES		358,833	237,487

Consolidated Statement of Financial Position

31 December 2022

	Note	2022 HK\$'000	2021 HK\$'000
NON-CURRENT LIABILITIES			
Deferred tax liabilities	33	6,692	–
Contingent consideration	34	54,117	–
Lease liabilities	32	8,194	16,515
Total non-current liabilities		69,003	16,515
Net assets		289,830	220,972
EQUITY			
Equity attributable to owners of the Company			
Share capital	35	9,536	9,528
Reserves	36	279,783	212,417
		289,319	221,945
Non-controlling interests	44	511	(973)
Total equity		289,830	220,972

Approved by the Board of Directors on 30 March 2023 and are signed on its behalf by:

Mr. Tang Wing Fong Terry
Director

Mr. Shan Chuanlong
Director

Consolidated Statement of Changes in Equity

Year ended 31 December 2022

Note	Attributable to owners of the Company											
	Share capital HK\$'000	Share Premium HK\$'000 (Note 37 ^{(b)(ii)})	Fair value reserve of equity investment designated HK\$'000 (Note 37 ^{(b)(iii)})	Capital reserve HK\$'000 (Note 37 ^{(b)(iii)})	Share-based payment reserve HK\$'000 (Note 37 ^{(b)(iii)})	Contingent consideration – share consideration HK\$'000 (Note 40) [†]	Statutory reserve HK\$'000 (Note 37 ^{(b)(iv)})	Foreign currency translation reserve HK\$'000 (Note 37 ^{(b)(iv)})	Accumulated losses HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	Total Equity HK\$'000
At 1 January 2022	9,528	752,853	(3,967)	148,807	15,152	-	37,050	(15,312)	(722,166)	221,945	(973)	220,972
Loss for the year	-	-	-	-	-	-	-	-	(23,983)	(23,983)	(7,234)	(31,217)
Other comprehensive expense for the year												
Changes in fair value of equity investment designated at FVOCI, net of tax	-	-	(5,991)	-	-	-	-	-	-	(5,991)	-	(5,991)
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	(19,209)	-	(19,209)	(13)	(19,222)
Total comprehensive expense for the year	-	-	(5,991)	-	-	-	-	(19,209)	(23,983)	(49,183)	(7,247)	(56,430)
Acquisition of a subsidiary	-	-	-	-	-	116,187	-	-	-	116,187	8,731	124,918
Lapse/cancel of share option	-	-	-	-	(5,459)	-	-	-	5,459	-	-	-
Equity-settled share option agreement	36	8	348	-	-	14	-	-	-	370	-	370
At 31 December 2022	9,536	753,201*	(9,958)*	148,807*	9,707*	116,187	37,050*	(34,521)*	(740,690)*	289,319	511	289,830

Consolidated Statement of Changes in Equity

Year ended 31 December 2022

Attributable to owners of the Company											
Note	Share capital HK\$'000	Share premium HK\$'000 (Note 37 ^{(b)(ii)})	Fair value reserve of equity investment designated at FVTOCI HK\$'000	Capital reserve HK\$'000 (Note 37 ^{(b)(iii)})	Share-based payment reserve HK\$'000 (Note 37 ^{(b)(iv)})	Statutory reserve HK\$'000 (Note 37 ^{(b)(v)})	Foreign currency translation reserve HK\$'000 (Note 37 ^{(b)(vi)})	Accumulated losses HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	Total equity HK\$'000
At 1 January 2021	9,528	752,853	(6,652)	148,807	24,227	37,050	(20,741)	(727,765)	217,307	(1,477)	215,830
Loss for the year	-	-	-	-	-	-	-	(3,853)	(3,853)	441	(3,412)
Other comprehensive income for the year:											
Changes in fair value of equity investment designated at FVTOCI, net of tax	-	-	2,685	-	-	-	-	-	2,685	-	2,685
Exchange differences on translation of foreign operations	-	-	-	-	-	-	5,429	-	5,429	63	5,492
Total comprehensive income for the year	-	-	2,685	-	-	-	5,429	(3,853)	4,261	504	4,765
Lapse of share option	-	-	-	-	(9,452)	-	-	9,452	-	-	-
Equity-settled share option arrangements	36	-	-	-	377	-	-	-	377	-	377
At 31 December 2021	9,528	752,853*	(3,967)*	148,807*	15,152*	37,050*	(15,312)*	(722,166)*	221,945	(973)	220,972

* These reserve accounts comprise the consolidated reserves of HK\$163,596,000 (2021: HK\$212,417,000) in the consolidated statement of financial position.

Contingent consideration — share consideration and the non-controlling interests of Wuhan Show Life are determined in provisional basis as a result of the acquisition of a subsidiary, Wuhan Show Life, details are set out in note 40.

Consolidated Statement of Cash Flows

Year ended 31 December 2022

	Note	2022 HK\$'000	2021 HK\$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax:		(31,147)	(4,283)
Adjustments for:			
Finance costs	11	1,578	1,870
Interest income	9	(120)	(153)
Share of (gain)/loss of an associate		(104)	162
Reversal of allowance for inventories, net	10	(32,017)	(25,837)
Depreciation of property, plant and equipment	10, 16	17,449	18,010
Depreciation of right-of-use assets	10, 19	15,011	14,406
Amortisation of intangible assets	10, 18	1,669	1,842
Depreciation of investment property	10, 20	–	160
Early termination of right-of-use assets	9, 10	(299)	–
Gain on disposal of asset held for sale, net of expense	9, 10	(10,790)	–
Change in financial assets at FVTPL	9	(200)	–
Reversal of impairment losses of prepayments and other receivables	10	–	(1,293)
Impairment losses/(reversal of impairment losses) of trade and factoring receivables	10	4,358	(475)
Loss on disposal of property, plant and equipment	10	216	255
Equity-settled share option expense		370	377
Prepayments and other receivables written off	10	–	1,561
Trade and other payables written off	9, 10	–	(6,481)
Deposit receipt in advance forfeited by customers	9, 10	(165)	(3,528)
Operating loss before working capital changes		(34,191)	(3,407)
Decrease/(increase) in inventories		91,391	(29,263)
Decrease in trade and factoring receivables		11,165	20,936
Decrease/(increase) in prepayments and other receivables		14,581	(6,744)
Decrease/(increase) in restricted and pledged bank deposits		3,023	(1,255)
Decrease in trade payables		(54,031)	(6,326)
(Decrease)/increase in other payables and accruals		(3,335)	33,862
Cash generated from operations		28,603	7,803
Finance costs paid		(1,578)	(1,870)
Net cash flows generated from operating activities		27,025	5,933

Consolidated Statement of Cash Flows

Year ended 31 December 2022

	Note	2022 HK\$'000	2021 HK\$'000
Net cash flows generated from operating activities		27,025	5,933
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of property, plant and equipment and intangible assets		(5,340)	(20,476)
Interest received		120	153
Proceeds from disposal of property, plant and equipment		1,805	2,041
Proceeds from disposal of asset held for sale		14,822	–
Payment for acquisition of an associate		–	(2,557)
Net cash inflow from acquisition of a subsidiary	40	18	–
Net cash flows generated from/(used in) investing activities		11,425	(20,839)
CASH FLOWS FROM FINANCING ACTIVITIES			
New bank borrowings raised		8,035	115,398
Repayments of bank borrowings		(31,880)	(95,521)
Principal portion of lease payments		(15,331)	(14,495)
Net cash flows (used in)/generated from financing activities		(39,176)	5,382
NET DECREASE IN CASH AND CASH EQUIVALENTS			
Cash and cash equivalents at beginning of year		96,188	97,486
Effect of foreign exchange rate changes, net		(14,015)	8,226
CASH AND CASH EQUIVALENTS AT END OF YEAR		81,447	96,188
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	28	81,447	96,188

Notes to the Consolidated Financial Statements

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1. General Information

Sky Light Holdings Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands on 18 December 2013. The Company’s registered office address is Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 2 July 2015.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 41 to the consolidated financial statements.

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand (HK\$’000), unless otherwise stated.

In the opinion of the directors of the Company, the ultimate holding company of the Company is Fortune Six Investment Ltd., a company incorporated in the British Virgin Islands, and Mr. Tang Wing Fong, Terry is the ultimate controlling party of the Company.

2. Basis of Preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). In addition, the consolidated financial statements include applicable disclosure required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with the disclosure requirements of by the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed below.

3. Application of Amendments to HKFRSs

(a) Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the Group’s annual period beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKAS 16	Property, Plant and Equipment — Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020

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

Notes to the Consolidated Financial Statements

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3. Application of Amendments to HKFRSs *(Continued)*

(b) New and amendments to HKFRSs in issue but not yet effective

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

Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹
HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKFRS 16	Lease liability in a Sale and Leaseback ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

¹ Effective for annual periods beginning on or after 1 January 2023.

² Effective for annual periods beginning on or after 1 January 2024.

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

The directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial in the foreseeable future.

Notes to the Consolidated Financial Statements

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4. Significant Accounting Policies

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. certain financial instruments that are measured at fair value).

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgements in the process of applying the Group's accounting policies. The areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5 to the consolidated financial statements.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. 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. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any accumulated foreign currency translation reserve relating to that subsidiary.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(a) Consolidation *(Continued)*

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

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, unless the investments are classified as held for sale (or included in a disposal group that is classified as held for sale).

(b) Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination.

The consideration transferred in a business combination is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and any contingent consideration. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or a liability is recognised in accordance with HKFRS 9 in the profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identified assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

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

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

If the initial accounting for a business combinations incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, and additional assets or liabilities are recognised to reflect new information obtain about facts and circumstances that existed at the acquisition date that, if known, would have affect the amounts recognised at that date.

After initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the CGUs or groups of CGUs that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the Group at which the goodwill is monitored for internal management purposes. Goodwill impairment reviews are undertaken annually, or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to its recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(c) Associate

Associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of the investment over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill which is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group's share of an associate's post-acquisition profits or losses and other comprehensive income is recognised in consolidated statement of profit or loss and other comprehensive income. When the Group's share of losses in an associate equals or exceeds its interest in the associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

(d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK\$, which is the Company's functional and presentation currency.

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(d) Foreign currency translation (Continued)

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy 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 items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(e) Property, plant and equipment

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment are calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Buildings	5%
Leasehold improvements	20%
Machinery	10% to 33%
Motor vehicles	10% to 25%
Office and other equipment	20% to 33%

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

Construction in progress represents plant and equipment pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

(f) Investment property

Investment property is land and/or buildings which is owned or held under a leasehold interest to earn rentals and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

After initial recognition, the investment property is stated at cost less accumulated depreciation and impairment losses. The property is depreciated over its estimated useful life using the straight-line method, at the rate of 2.86% per annum.

An investment property is derecognised upon disposal or when the investment property is withdrawn from use. Any gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 4(q).

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(g) Leases

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.

(i) The Group as a lessee

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

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. 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 in 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.

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

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(g) Leases (Continued)

(i) The Group as a lessee *(Continued)*

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

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 ("lease modification") 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 only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16. In such cases, the Group took advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

(ii) The Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(h) Intangible assets

(i) Internally-generated intangible assets — research and development expenditure

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

Internally generated intangible assets are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives of 5 years. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

(ii) Intangible assets acquired separately — software and trademarks

Software and trademarks are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives of 3 to 10 years.

(iii) Intangible assets acquired separately — non-competition agreement

Non-competition agreement is stated at cost less impairment losses. The useful life of the non-competition agreement is considered as infinite; as such, the non-competition agreement is subject to impairment review on annually basis.

(iv) Intangible assets acquired separately — distribution network

Distribution network is stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated in a straight-line basis over their estimated useful life.

(i) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. 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.

(j) Contract assets and contract liabilities

Contract asset is recognised when the Group recognises revenue before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses ("ECL") in accordance with the policy set out in Note 4(w) to the consolidated financial statements and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(j) Contract assets and contract liabilities (Continued)

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

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method.

(k) Recognition and derecognition of financial instruments

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

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

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

(l) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(l) Financial assets (Continued)

Debt investments

Debt investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.
- FVTOCI — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- FVTPL if the investment does not meet the criteria for being measured at amortised cost or FVTOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVTOCI (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 fair value 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 FVTPL or FVTOCI, are recognised in profit or loss as other income.

(m) Trade, factoring 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. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(n) Cash and cash equivalents

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

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

(o) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition. The Group must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of the asset's previous carrying amount and fair value less costs to sell.

(p) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(i) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(p) Financial liabilities and equity instruments (Continued)

(ii) Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(iii) Equity instruments

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

(q) Revenue and other income

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.

Revenue from the sale of industrial products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the industrial products.

Revenue from the sale of goods through AI vending machines is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the retail products.

Revenue from provision of manufacturing services is recognised when the services are rendered.

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(r) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(iii) Termination benefits

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

(s) Share-based payments

The Group issues equity-settled share-based payments to certain directors and employees.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Where the terms of an equity-settled share-based payments are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled share-based payments is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the share-based payments is recognised immediately. This includes any share-based payments where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new share-based payments is substituted for the cancelled share-based payments, and is designated as a replacement share-based payments on the date that it is granted, the cancelled and new share-based payments are treated as if they were a modification of the original share-based payments, as described in the previous paragraph.

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(t) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

(u) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

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

(v) Taxation

Income tax represents the sum of the current tax and deferred tax.

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

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(v) Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

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

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

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

(w) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

Impairment losses for cash-generating units are allocated pro rata amongst the assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(x) Impairment of financial assets

The Group recognises a loss allowance for ECL on trade and factoring receivables. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade and factoring receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(x) Impairment of financial assets (Continued)

Significant increase in credit risk *(Continued)*

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

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

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

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) the financial instrument has a low risk of default,
- (ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "performing". Performing means that the counterparty has a strong financial position and there is no past due amounts.

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

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(x) Impairment of financial assets (Continued)

Definition of default

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

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

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

Credit-impaired financial assets

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

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

Write-off policy

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

Notes to the Consolidated Financial Statements

31 December 2022

4. Significant Accounting Policies *(Continued)*

(x) Impairment of financial assets (Continued)

Measurement and recognition of ECL

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

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

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

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

(y) Provisions and contingent liabilities

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

(z) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

Notes to the Consolidated Financial Statements

31 December 2022

5. Critical Judgements and Key Estimates

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

(i) Significant increase in credit risk

ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

(ii) Legal titles of the buildings

As stated in note 16 to the consolidated financial statements, the titles of the buildings acquired were not transferred to the Group as at 31 December 2022. Despite the fact that the Group has not obtained the relevant legal titles, the directors determined to recognise the buildings as property, plant and equipment on the grounds that they expect the transfer of legal titles in future should have no major difficulties and the Group is in substance controlling the buildings.

Key sources of estimation uncertainty

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

(i) Useful lives and residual values of property, plant and equipment

In determining the useful life and residual value of an item of property, plant and equipment, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvements in production, or from a change in the market demand for the product or service output of the asset, expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way. Additional depreciation is made if the estimated useful lives and/or the residual values of items of property, plant and equipment are different from the previous estimation. Useful lives and residual values are reviewed at each financial year end based on changes in circumstances.

The carrying amount of property, plant and equipment as at 31 December 2022 were HK\$24,403,000 (2021: HK\$40,500,000).

Notes to the Consolidated Financial Statements

31 December 2022

5. Critical Judgements and Key Estimates *(Continued)*

Key sources of estimation uncertainty (Continued)

(ii) Impairment of provisional goodwill and intangible assets

Determining whether provisional goodwill and intangible assets are impaired requires an estimation of the value in use of the cash-generating unit to which provisional goodwill and intangible assets have been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value.

As at 31 December 2022, the carrying amount of provisional goodwill is HK\$161,217,000 (2021: HK\$Nil), which the total amount was recognized from the acquisition of a subsidiary during the year.

As at 31 December 2022, the carrying amount of intangible assets is HK\$32,058,000 (2021: HK\$7,038,000), which HK\$26,767,000 was recognized provisionally from the acquisition of a subsidiary during the year.

(iii) Impairment of trade and factoring receivables

The management of the Group estimates the amount of impairment loss for ECL on trade and factoring receivables based on the credit risk of trade and factoring receivables. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 31 December 2022, the carrying amount of trade and factoring receivables is HK\$29,513,000 (2021: HK\$44,223,000), net of allowance for impairment losses of HK\$7,689,000 (2021: HK\$3,337,000).

(iv) Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

As at 31 December 2022, the carrying amount of inventories is HK\$139,873,000 (2021: HK\$200,684,000), net of allowance for slow moving inventories of HK\$59,326,000 (2021: HK\$91,575,000).

Notes to the Consolidated Financial Statements

31 December 2022

5. Critical Judgements and Key Estimates *(Continued)*

Key sources of estimation uncertainty (Continued)

(v) Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

(vi) Fair value measurement of investment in unlisted equity

In the absence of quoted market prices in an active market, the directors estimate the fair value of the Group's investment in Kandao Technology Co., Ltd. ("Kandao"), details of which are set out in note 21 to the consolidated financial statements, by considering information from a variety of sources, including the latest financial information, the historical data on market volatility as well as the price and industry and sector performance of Kandao.

The carrying amount of the investment in Kandao as at 31 December 2022 was HK\$21,081,000 (2021: HK\$27,072,000).

(vii) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(viii) Measurements of the fair value of identifiable assets and liabilities, contingent liabilities and goodwill thereon

On 30 December 2022, the Group acquired 51% equity interests of Wuhan Show Life. In order to complete the initial recognition of the business combinations under HKFRS 3. The management of the Group needs to determine the date it obtains control of the acquiree for the acquisition for the accounting purposes and fair values of the identifiable assets and liabilities assumed at the acquisition date. The assessment of fair values of the above named items is required the exercise of significant judgements and estimation, particularly in relation to the forecast of future performance of the business acquired. Management of the Group engaged an independent valuer to prepare an independent valuation. In view of the complexity of the acquisition, the Group is still in process to gather certain information from the vendor and other parties in order to conclude the measurement of the initial recognition of the acquisition, provisional values of the identifiable assets and liabilities, contingent consideration and goodwill thereon are presented.

Notes to the Consolidated Financial Statements

31 December 2022

6. Financial Risk Management

(a) Foreign currency risk

The Group has certain exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the respective Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the United States dollars ("US\$") exchange rate and Renminbi ("RMB") exchange rate, with all other variables held constant, of the Group's loss before tax and the Group's equity.

	Increase/ (decrease) in exchange rate %	Increase/ (decrease) in loss before tax HK\$'000	Increase/ (decrease) In equity* HK\$'000
As at 31 December 2022			
If HK\$ weakens against US\$	5	(1,410)	1,410
If HK\$ strengthens against US\$	5	1,410	(1,410)
If HK\$ weakens against RMB	5	(1,058)	1,058
If HK\$ strengthens against RMB	5	1,058	(1,058)
As at 31 December 2021			
If HK\$ weakens against US\$	5	(1,140)	1,140
If HK\$ strengthens against US\$	5	1,140	(1,140)
If HK\$ weakens against RMB	5	(136)	136
If HK\$ strengthens against RMB	5	136	(136)

Notes to the Consolidated Financial Statements

31 December 2022

6. Financial Risk Management *(Continued)*

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade and factoring receivables) and from its financing activities, including deposits with banks and financial institutions and foreign exchange transactions.

(i) Credit risk of deposits with banks and financial institutions

As at 31 December 2022 and 2021, all bank balances and bank deposits are held at reputable financial institutions and there is no significant concentration risk to a single counterparty and there is no history of defaults from these counterparties. The ECL is close to zero.

(ii) Credit risk of trade and factoring receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. The Group's largest customer shared nearly 18.6% and 58.6% respectively of the trade and factoring receivables at as 31 December 2022 and 2021. The Group has policies and procedures to monitor the collection of the trade and factoring receivables to limit the exposure to the non-recovery of the receivables and there is no recent history of default for the Group's largest customer.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. 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 factoring receivables generally are due within three months after the date of billing. Debtors with balances that are more than one month past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade and factoring receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases. The average ECL rate of trade and factoring receivables as at 31 December 2022 and 2021 is close to 20.7% and 7.0% respectively. Impairment losses of HK\$4,358,000 (2021: reversal of impairment losses of HK\$475,000) of trade and factoring receivables was recognised for the year ended 31 December 2022.

Notes to the Consolidated Financial Statements

31 December 2022

6. Financial Risk Management *(Continued)*

(b) Credit risk (Continued)

(ii) Credit risk of trade and factoring receivables *(Continued)*

The movements in the allowance for impairment losses are as follows:

	2022 HK\$'000	2021 HK\$'000
At 1 January	3,337	3,799
Impairment losses/(reversal of impairment) recognised	4,358	(475)
Exchange difference	(6)	13
At 31 December	7,689	3,337

(iii) Credit risk of deposits and other receivables

Deposits and other receivables were mainly rental deposit and utilities and trade deposits. The credit quality of deposits and other receivables has been assessed with reference to historical information about the counterparties default rates and financial position of the counterparties. Given there is no history of defaults from these counterparties, the directors of the Company are of the opinion that the risk of default is not significant and does not expect any losses from non-performance by the counterparties. Therefore, ECL rate of the deposits and other receivables is assessed to be minimal.

Notes to the Consolidated Financial Statements

31 December 2022

6. Financial Risk Management *(Continued)*

(c) Liquidity risk

The Group's policy is to regularly monitor its current and expected liquidity requirements, its compliance with lending covenants and its relationship with its bankers to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis based on contractual undiscounted cash flows of the Group's financial liabilities is as follows:

	On demand or less than 1 year HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
At 31 December 2022					
Trade payables	64,963	–	–	64,963	64,963
Other payables and accruals	48,624	–	–	48,624	48,624
Contingent consideration	30,763	23,354	–	54,117	54,117
Interest-bearing bank borrowings	8,071	–	–	8,071	8,035
Lease liabilities	15,470	5,996	2,467	23,933	22,965
At 31 December 2021					
Trade payables	118,596	–	–	118,596	118,596
Other payables and accruals	44,713	–	–	44,713	44,713
Interest-bearing bank borrowings	31,980	–	–	31,980	31,880
Lease liabilities	15,139	12,828	4,261	32,228	30,543

Notes to the Consolidated Financial Statements

31 December 2022

6. Financial Risk Management *(Continued)*

(d) Interest rate risk

The Group's exposure to interest rate risk mainly arises from its bank deposits and bank borrowing. These deposits and borrowing bear interests at variable rates that vary with the then prevailing market condition.

At 31 December 2022 and 2021, it is estimated that a general increase/(decrease) of 100 basis points in interest rates, with all other variables held constant, would have increased/(decreased) the Group's loss for the year as follows:

Impact on loss for the year:

	2022 HK\$'000	2021 HK\$'000
Increase/(decrease) in interest rate		
100 basis points	(715)	(570)
(100) basis points	715	570

(e) Categories of financial instruments

	2022 HK\$'000	2021 HK\$'000
Financial assets:		
Financial assets at FVTPL	5,222	5,022
Financial assets at FVTOCI	21,081	27,072
Financial assets at amortised cost	122,365	165,058
Financial liabilities:		
Financial liabilities at amortised cost	198,704	225,732

(f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

Notes to the Consolidated Financial Statements

31 December 2022

7. Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

(a) Disclosures of level in fair value hierarchy:

Description	Fair value measurements using:			Total
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	2022 HK\$'000
Recurring fair value measurements:				
Financial assets at FVTPL				
Investment in a life insurance policy (*)	–	5,222	–	5,222
Financial assets at FVTOCI				
Unlisted equity investment	–	–	21,081	21,081
Contingent consideration				
— promissory notes payables	–	–	54,117	54,117
	–	5,222	75,198	80,420

Description	Fair value measurements using:			Total
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	2021 HK\$'000
Recurring fair value measurements:				
Financial assets at FVTPL				
Investment in a life insurance policy (*)	–	5,022	–	5,022
Financial assets at FVTOCI				
Unlisted equity investment	–	–	27,072	27,072
	–	5,022	27,072	32,094

(*) The fair value of investment in life insurance policy is determined by reference to the Cash Surrender Value as provided by the insurance company.

Notes to the Consolidated Financial Statements

31 December 2022

7. Fair Value Measurements *(Continued)*

(b) Reconciliation of financial assets measured at fair value based on level 3

	Financial assets at FVTOCI	
	2022 HK\$'000	2021 HK\$'000
At 1 January	27,072	24,387
Recognised in other comprehensive (expense)/income	(5,991)	2,685
At 31 December	21,081	27,072

The total gain or loss recognised in other comprehensive income are presented in fair value changes of equity investments designated at fair value through other comprehensive income in the statement of profit or loss and other comprehensive income.

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the Board of Directors. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. Discussions of valuation processes and results are held between the chief financial officer and the Board of Directors at least twice a year.

For level 3 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

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7. Fair Value Measurements *(Continued)*

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements (Continued)

Level 3 fair value measurements

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value assets	
					2022 HK\$'000	2021 HK\$'000
Unlisted equity investments classified as financial assets at FVTOCI	Discounted cash flows	Weighted average cost of capital	13.2% (2021: 17.9%)	Decrease		
		Gross margin rate	40% (2021: 42.0%–43.5%)	Decrease		
		Sales growth rate	20.0%–26.9% (2021: 15.0%–35.0%)	Decrease		
Contingent consideration — promissory notes payable	Discounted cash flows	Weighted average cost of capital	28.10%	–		
				–		
				–	54,117	–

During the two years, there were no changes in the valuation techniques used.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2021: Nil).

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8. Operating Segment Information

The Group focuses primarily on the manufacture and distribution of home surveillance cameras, digital imaging products, other electronic products and operation of AI vending machines during the year.

HKFRS 8 *Operating Segments* requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to segments and to assess their performance. The information reported to the Directors, who are the chief operating decision makers for the purposes of resource allocation and assessment of performance, contained profit or loss information of each product line and the Directors reviewed the financial results of the Group as a whole. At the end of the reporting year, the operations of the Group constitute two reportable segments: Manufacture and sales of camera products and related accessories business and operation of AI vending machines.

The CODM reviews the Group's result by the each of the business line in order to assess performance and allocation of resources. Other than segment results, no segment assets and liabilities are available for the assessment of performance and allocation of resources for the year as in the opinion of the directors, the cost to develop it would be excessive. The CODM reviews the segment results of the Group as a whole to make decisions.

	Manufacture and sales of camera products and related accessories business HK\$'000	Operation of AI vending machines HK\$'000	For the year ended 31 December 2022 HK\$'000
Revenue from external customers	416,836	241	417,077
Cost of sales	(343,704)	(101)	(343,805)
Segment results	73,132	140	73,272
Other income and gains			28,757
Share of profit of an associate			104
Finance costs			(1,578)
Unallocated expenses			(131,702)
Income tax expense			(70)
Loss for the year			(31,217)

Notes to the Consolidated Financial Statements

31 December 2022

8. Operating Segment Information *(Continued)*

	Manufacture and sales of camera products and related accessories business HK\$'000	Operation of AI vending machines HK\$'000	For the year ended 31 December 2021 HK\$'000
Revenue from external customers	715,093	–	715,093
Cost of sales	(593,335)	–	(593,335)
Segment result	121,758	–	121,758
Other income and gains			15,142
Share of loss of an associate			(162)
Finance costs			(1,870)
Unallocated expenses			(139,151)
Income tax credit			871
Loss for the year			(3,412)

Geographical information

(a) Revenue from external customers

	2022 HK\$'000	2021 HK\$'000
United States of America	179,039	473,334
Mainland China	60,485	76,720
European Union	147,056	132,098
Hong Kong	368	1,571
Other countries/regions	30,129	31,370
	417,077	715,093

The revenue information above is based on the locations of the customers.

Notes to the Consolidated Financial Statements

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8. Operating Segment Information *(Continued)*

Geographical information (Continued)

(b) Non-current assets

	2022 HK\$'000	2021 HK\$'000
Mainland China	65,373	55,903
Hong Kong	1,580	1,814
Other countries/regions	11,092	18,099
	78,045	75,816

The non-current assets information above is based on the locations of the assets and excludes financial instruments, investment in an associate and provisional goodwill.

Information about major customers

Revenue derived from sales to individual customers, which accounted for 10% or more of the total revenue, is set out below:

	2022 HK\$'000	2021 HK\$'000
Customer A	77,401	345,678
Customer B	96,516	92,116
Customer C	55,338	N/A ¹

¹ The corresponding revenue did not contribute over 10% of the total revenue of the Group.

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9. Revenue, Other Income and Gains

An analysis of revenue is as follows:

	2022 HK\$'000	2021 HK\$'000
Revenue from contracts with customers		
Types of goods or services		
Sale of industrial products	400,496	701,969
Sale of goods through AI vending machines	241	–
Provision of manufacturing services	16,340	13,124
Total revenue from contracts with customers	417,077	715,093
Timing of revenue recognition		
Goods transferred at a point in time	417,077	715,093

The performance obligation for sale of industrial products is satisfied upon delivery of the industrial products and payment is generally due within 30 to 90 days from delivery, except for new customers, where payment in advance is normally required.

The performance obligation for sale of goods through AI vending machines is satisfied upon delivery of the retail products and payment is due on delivery.

	2022 HK\$'000	2021 HK\$'000
Other income and gains		
Deposit receipt in advance forfeited by customers	165	3,528
Foreign exchange differences, net	13,333	–
Trade and other payables written off	–	6,481
Bank interest income	120	153
Government grants:		
Related to income*	3,621	3,602
Change in financial assets measured at FVTPL	200	–
Gain on disposal of non-current asset classified as held for sale, net of expense	10,790	–
Early termination of right-of-use assets	299	–
Rental income	45	441
Others	184	937
	28,757	15,142

* The amount mainly represents rewards or subsidies for research and financing activities received from the local government without unfulfilled conditions.

Notes to the Consolidated Financial Statements

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10. Loss Before Tax

The Group's loss before tax is arrived at after charging/(crediting):

	Note	2022 HK\$'000	2021 HK\$'000
Cost of inventories sold		320,349	539,989
Cost of services provided		23,456	53,346
Depreciation of investment property	20	–	160
Depreciation of property, plant and equipment	16	17,449	18,010
Depreciation of right-of-use assets	19	15,011	14,406
Depreciation of non-current asset classified as held for sale		13	–
Amortisation of intangible assets (note (i))	18	1,669	1,842
Direct operating expenses of investment property that generate rental income		6	86
Research and development expenses		45,100	52,803
Auditors' remuneration		1,500	1,118
Employee benefit expense (excluding directors' and chief executive's remuneration (note 12)):			
Wages and salaries		113,112	110,832
Pension scheme contributions (note (iii))		6,882	8,767
Equity-settled share option expense		–	313
		119,994	119,912
Foreign exchange differences, net (note (iii))		(13,333)	750
Allowance for inventories		14,856	14,342
Reversal of allowance for inventories (note (iv))		(46,873)	(40,179)
Reversal of allowance for inventories, net (included in cost of inventories sold)		(32,017)	(25,837)
Loss on disposal of property, plant and equipment (note (iii))		216	255
Early termination of right-of-use assets	9	(299)	–
Impairment losses/(reversal of impairment losses) of trade and factoring receivables (note (iii))	24	4,358	(475)
Reversal of impairment losses of prepayments and other receivables (note (iii))		–	(1,293)
Gain on disposal of non-current asset classified as held for sale, net of expenses	9	(10,790)	–
Prepayments and other receivables written off (note (iii))		–	1,561
Trade and other payables written off	9	–	(6,481)
Deposit receipt in advance forfeited by customers	9	(165)	(3,528)

Note:

- (i) The amortisation of software is included in "Research and development expenses" and the amortisation of other intangible assets is included in "Selling and distribution expenses" in the consolidated statement of profit or loss.

Notes to the Consolidated Financial Statements

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10. Loss Before Tax *(Continued)*

- (ii) The Group contributes to defined contribution retirement plans which are available for eligible employees in the PRC and Hong Kong.

Pursuant to the relevant laws and regulations in the People's Republic of China, the Group has joined defined contribution retirement schemes for the employees arranged by local government labour and security authorities (the "PRC Retirement Schemes"). The Group makes contributions to the PRC Retirement Schemes at the applicable rates based on the amounts stipulated by the local government organisations. Upon retirement, the local government labour and security authorities are responsible for the payment of the retirement benefits to the retired employees.

The Group operates a Mandatory Provident Fund scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the laws of Hong Kong) for employees employed under the jurisdiction of Hong Kong Employment Ordinance (Chapter 57 of the laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and the employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000.

During the years ended 31 December 2022 and 2021, the Group had no forfeited contributions under the PRC Retirement Scheme and MPF Scheme and which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available at 31 December 2022 and 2021 under the PRC Retirement Scheme and MPF Scheme which may be used by the Group to reduce the contribution payable in future years.

- (iii) The impairment losses of trade and factoring receivables, the impairment losses of prepayments and other receivables, loss on disposal of property, plant and equipment, prepayments and other receivables written off and foreign exchange differences, net are included in "Other expenses" in the consolidated statement of profit or loss.
- (iv) The reversal of allowance for inventories for both years was mainly resulted from the utilisation of the inventories of which allowance had previously been provided.

11. Finance Costs

An analysis of finance costs is as follows:

	2022 HK\$'000	2021 HK\$'000
Interest on:		
Bank borrowings	304	296
Lease liabilities (note 19)	1,274	1,574
	1,578	1,870

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12. Directors' and Chief Executive's Remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2022 HK\$'000	2021 HK\$'000
Fees	790	788
Other remunerations:		
Salaries, allowances and benefits in kind	1,674	1,349
Performance related bonuses	–	32
Equity-settled share option expense	14	64
Pension scheme contributions	134	117
	1,822	1,562
	2,612	2,350

During the prior years, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 36 to the consolidated financial statements. The fair value of such options, which has been recognised in the consolidated statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the consolidated financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

Notes to the Consolidated Financial Statements

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12. Directors' and Chief Executive's Remuneration (Continued)

(a) Independent non-executive directors

	2022				2021		
	Fees HK\$'000	Gain realised under share option scheme HK\$'000	Equity-settled share option expense HK\$'000	Total remuneration HK\$'000	Fees HK\$'000	Equity-settled share option expense HK\$'000	Total remuneration HK\$'000
Mr. Chan Tsu Ming Louis (note i)	180	90	4	274	240	15	255
Dr. Cheung Wah Keung	240	118	4	362	240	15	255
Mr. Tse Yat Hong (note ii)	219	117	4	340	240	25	265
Professor Jian Wang (note iii)	54	–	–	54	–	–	–
Ms. Lo Wan Man (note iv)	22	–	–	22	–	–	–
	715	325	12	1,052	720	55	775

Notes:

- i. Mr. Chan Tsu Ming Louis resigned on 1 October 2022 as independent non-executive director of the Company.
- ii. Mr. Tse Yat Hong resigned on 28 November 2022 as independent non-executive director of the Company.
- iii. Professor Jian Wang appointed on 10 October 2022 as independent non-executive director of the Company.
- iv. Ms. Lo Wan Man appointed on 28 November 2022 as independent non-executive director of the Company.

There were no other emoluments payable to the independent non-executive directors during the year (2021: Nil).

Notes to the Consolidated Financial Statements

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12. Directors' and Chief Executive's Remuneration (Continued)

(b) Executive directors and non-executive director

	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Performance related bonuses HK\$'000	Equity-settled share option expense HK\$'000	Pension scheme contributions HK\$'000	Total remuneration HK\$'000
2022						
Executive directors:						
Mr. Tang Wing Fong Terry	68	810	–	–	18	896
Mr. Lu Yongbin (note i)	–	531	–	2	116	649
Mr. Shan Chuanlong (note ii)	7	8	–	–	–	15
	75	1,349	–	2	134	1,560
Non-executive director:						
Ms. Tang Kam Sau	–	–	–	–	–	–
	75	1,349	–	2	134	1,560

	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Performance related bonuses HK\$'000	Equity-settled share option expense HK\$'000	Pension scheme contributions HK\$'000	Total remuneration HK\$'000
2021						
Executive directors:						
Mr. Tang Wing Fong Terry	68	822	–	–	18	908
Mr. Lu Yongbin (note i)	–	527	32	9	99	667
	68	1,349	32	9	117	1,575
Non-executive director:						
Ms. Tang Kam Sau	–	–	–	–	–	–
	68	1,349	32	9	117	1,575

Notes:

- i. Mr. Lu Yongbin resigned on 3 February 2023 as executive director of the Company.
- ii. Mr. Shan Chuanlong appointed on 20 December 2022 as executive director of the Company.

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

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

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13. Five Highest Paid Employees

The five highest paid employees during the year included one director (2021: one), details of whose remuneration are set out in note 12 above. Details of the remuneration for the year of the four (2021: four) highest paid employees who are neither a director nor chief executive of the Company during the year are as follows:

	2022 HK\$'000	2021 HK\$'000
Salaries, allowances and benefits in kind	4,017	3,832
Performance related bonuses	–	67
Equity-settled share option expense	36	139
Pension scheme contributions	79	135
	4,132	4,173

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2022	2021
Nil to HK\$1,000,000	3	2
HK\$1,000,001 to HK\$1,500,000	1	2
	4	4

During the prior year, share options were granted to five non-director and non-chief executive highest paid employee in respect of their services to the Group, further details of which are included in the disclosure in note 36 to the consolidated financial statements. The fair value of such options which has been recognised in the consolidated statement of profit or loss over the vesting period, was determined as at the date of grant, and the amount included in the consolidated financial statements for the current year is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

During the year, no emoluments were paid by the Group to the above highest paid individual as an inducement to join or upon joining the Group or as compensation for loss of office.

Notes to the Consolidated Financial Statements

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14. Income Tax Expense/(Credit)

Income tax expense/(credit) has been recognised in profit or loss as following:

	2022 HK\$'000	2021 HK\$'000
Current tax:		
Hong Kong	70	–
Deferred tax (note 33)	–	(871)
	70	(871)

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

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

Under the two-tiered Profits Tax regime, the first HK\$2 million of profits of the qualifying group entity established in Hong Kong will be taxed at 8.25%, and profits above that amount will be subject to the tax rate of 16.5%. During the year ended 31 December 2022, there is one subsidiary (2021: Nil) of the Group qualified for the two-tiered Profit Tax rate regime.

Pursuant to the PRC Income Tax Law and the respective regulations, the subsidiaries which operate in Mainland China are subject to Corporate Income Tax ("CIT") at a rate of 25% on the taxable income. Preferential tax treatments were available for two (2021: one) of the Group's principal operating subsidiaries, Sky Light Shenzhen and 西安天睿软件有限公司, since they were recognised as a High and New Technology Enterprise and entitled to a preferential tax rate of 15% during the year.

The Group's subsidiaries in the United States are subject to the federal tax at a rate of 21% (2021: 21%), and also subject to the statutory applicable state corporate income tax at a rate of 7% (2021: 7%).

The Group's subsidiary in the United Kingdom is subject to corporate income tax at a rate of 19% (2021: 19%).

The Group's subsidiary in Vietnam is subject to corporate income tax at a rate of 20% (2021: 20%). Pursuant to the relevant laws and regulations in Vietnam, entities in Vietnam engaged in qualified investment projects are eligible for Vietnam CIT exemption for the first year to the second year, and a 50% reduction for the third year to the sixth year starting from the year in which the entities first generate income from the investment projects, on the assessable profits from such investment projects.

No provisions for Mainland China, Vietnam, United States and United Kingdom corporate income tax have been made in the consolidated financial statements since the Group has no assessable profits derived for the year.

Notes to the Consolidated Financial Statements

31 December 2022

14. Income Tax Expense/(Credit) *(Continued)*

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

	2022 HK\$'000	2021 HK\$'000
Loss before tax	(31,147)	(4,283)
Tax at the PRC CIT rate of 25% (2021: 25%)	(7,787)	(1,071)
Tax effect of income that is not taxable	(3,329)	(2,757)
Tax effect of expenses that are not deductible	2,062	2,720
Tax effect of super-deduction of research and development costs	(13,237)	(6,331)
Tax effect of temporary differences not recognised	240	(2)
Tax effect of utilisation of tax losses not previously recognised	–	(2,611)
Tax effect of tax losses not recognised	18,632	11,998
PRC dividend withholding tax previously recognised and reversed	–	(871)
Effect of different tax rates of subsidiaries	3,489	(1,946)
Income tax expense/(credit)	70	(871)

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15. Loss Per Share Attributable to Owners of the Company

The calculation of the basic loss per share amount is based on the loss for the year attributable to owners of the Company, and the weighted average number of ordinary shares of 952,978,000 (2021: 952,739,000) in issue during the year.

No adjustment has been made to the basic loss per share amounts presented for the years ended 31 December 2022 and 2021 in respect of a dilution as the impact of the share option schemes had an anti-dilutive effect on the basic loss per share amounts presented.

The calculations of basic loss per share are based on:

	2022 HK\$'000	2021 HK\$'000
Loss		
Loss attributable to owners of the Company used in the basic loss per share calculation	(23,983)	(3,853)
	Number of shares	
	2022 '000	2021 '000
Shares		
Weighted average number of ordinary shares in issue during the year used in the basic loss per share calculation	952,978	952,739
Basic	HK(2.5) cent	HK(0.4) cent
Diluted	HK(2.5) cent	HK(0.4) cent

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16. Property, Plant and Equipment

	Buildings HK\$'000	Leasehold improvement HK\$'000	Machinery HK\$'000	Motor vehicles HK\$'000	Office and other equipment HK\$'000	Construction in progress HK\$'000	Total HK\$'000
Cost							
At 1 January 2021	4,855	25,867	156,873	3,048	20,975	–	211,618
Additions	–	–	6,966	–	347	11,576	18,889
Disposals	–	(1,329)	(21,264)	(557)	(1,678)	–	(24,828)
Transfer	–	1,521	6,368	1,467	687	(10,043)	–
Exchange differences	143	710	3,666	76	135	22	4,752
At 31 December 2021 and 1 January 2022	4,998	26,769	152,609	4,034	20,466	1,555	210,431
Additions	–	–	3,396	–	523	1,030	4,949
Acquired on acquisition of a subsidiary	–	–	–	469	–	–	469
Disposals	–	–	(9,885)	(564)	(2,538)	–	(12,987)
Transfer	–	–	1,596	–	–	(1,596)	–
Written-off	–	(95)	–	–	–	–	(95)
Exchange differences	(423)	(1,486)	(6,315)	(140)	(1,004)	(110)	(9,478)
At 31 December 2022	4,575	25,188	141,401	3,799	17,447	879	193,289
Accumulated depreciation and impairment losses							
At 1 January 2021	1,477	15,635	132,777	2,318	18,444	–	170,651
Charge for the year	246	3,587	11,884	395	1,898	–	18,010
Disposals	–	(1,329)	(18,984)	(557)	(1,662)	–	(22,532)
Exchange differences	47	695	2,899	54	107	–	3,802
At 31 December 2021 and 1 January 2022	1,770	18,588	128,576	2,210	18,787	–	169,931
Charge for the year	238	3,349	11,238	411	2,213	–	17,449
Acquired on acquisition of a subsidiary	–	–	–	8	–	–	8
Disposals	–	–	(8,267)	(339)	(2,360)	–	(10,966)
Written-off	–	(95)	–	–	–	–	(95)
Exchange differences	(159)	(1,058)	(4,534)	(248)	(1,442)	–	(7,441)
At 31 December 2022	1,849	20,784	127,013	2,042	17,198	–	168,886
Carrying amount							
At 31 December 2022	2,726	4,404	14,388	1,757	249	879	24,403
At 31 December 2021	3,228	8,181	24,033	1,824	1,679	1,555	40,500

Certificates of ownership in respect of the buildings of the Group located in Mainland China with a net carrying value of HK\$2,726,000 as at 31 December 2022 (31 December 2021: HK\$3,228,000) have not yet been issued by the relevant Mainland China authorities. The Group is in the process of obtaining these certificates of the buildings.

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17. Provisional Goodwill

	HK\$'000
CARRYING VALUE	
At 1 January 2022	–
Acquisition of a subsidiary (note 40)	161,217
At 31 December 2022	161,217

The Group tests for impairment of provisional goodwill annually and in the financial year in which the acquisition takes place, or more frequently if there are indications that provisional goodwill might be impaired.

Impairment testing on provisional goodwill and intangible assets with infinite life

As at acquisition date on 30 November 2022 and/or for the year ended 31 December 2022

Management considers that the subsidiary engaging in the operation of AI vending machines operations (“Wuhan Show Life”) represents a separate CGU for the purpose of provisional goodwill and intangible assets with infinite life impairment testing.

The amount of provisional goodwill and intangible assets with infinite life as at 31 December 2022 is allocated as follows:

	HK\$'000
The business operation of AI vending machines within the following subsidiary	
— provisional goodwill	161,217
— intangible assets with infinite life	26,767
	187,984

The recoverable amount of the relevant CGU is determined based on a value in use calculation. The Group engaged independent valuer to assist in determining the value in use of the relevant CGU. The calculations use cash flow projections based on financial budgets approved by management covering a 5-year period, and at a pre-tax discount rate of 27.92% as at 31 December 2022. The CGU’s cash flows beyond the 5-year period are extrapolated using a growth rate of 5% as at 31 December 2022 that is with reference to the historical performance of the relevant CGU and the relevant industry growth forecasts that do not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted revenue and gross margin, such estimation is based on the CGU’s past performance and management’s expectations for the market development.

During the year, the Group has determined no impairment loss on provisional goodwill in the profit or loss after assessment. Management believes that any reasonably possible change in any of the key assumptions of cash flow projections would not cause the carrying amount of CGU to exceed the recoverable amount of CGU.

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18. Intangible Assets

	Distribution networks HK\$'000	Non-competition agreements HK\$'000	Trademarks HK\$'000	Software HK\$'000	Total HK\$'000
Cost					
At 1 January 2021	–	–	24,568	17,399	41,967
Additions	–	–	265	1,322	1,587
Disposals	–	–	(24,379)	–	(24,379)
Exchange differences	–	–	66	1,456	1,522
At 31 December 2021 and 1 January 2022	–	–	520	20,177	20,697
Acquisition of a subsidiary (Note 40)	–*	26,767	–	–	26,767
Additions	–	–	4	387	391
Exchange differences	–	–	(12)	(1,624)	(1,636)
At 31 December 2022	–	26,767	512	18,940	46,219
Accumulated amortisation and impairment losses					
At 1 January 2021	–	–	24,354	8,859	33,213
Amortisation for the year	–	–	314	1,528	1,842
Disposals	–	–	(24,379)	–	(24,379)
Exchange differences	–	–	59	2,924	2,983
At 31 December 2021 and 1 January 2022	–	–	348	13,311	13,659
Amortisation for the year	–	–	27	1,642	1,669
Exchange differences	–	–	(12)	(1,155)	(1,167)
At 31 December 2022	–	–	363	13,798	14,161
Carrying amount					
At 31 December 2022	–	26,767	149	5,142	32,058
At 31 December 2021	–	–	172	6,866	7,038

* less than HK\$1,000

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18. Intangible Assets *(Continued)*

Non-competition agreement of approximately HK\$26,767,000 and distribution network of HK\$1 were recognised provisionally from acquisition of a subsidiary, as disclosed in note 40. The fair value of these intangible assets as at the acquisition-date are determined by an independence valuer as part of identifiable assets in the initial recognition of the acquisition of Wuhen Show Life on provisional basis as the Group is still in process to gather certain information from the vendor and other parties in order to conclude the measurement of the identifiable assets and liabilities, contingent consideration and also the goodwill thereon.

Non-competition agreement, with an infinite life, is stated at cost less impairment losses. Distribution network is stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated in a straight-line basis over their estimated useful life.

During the year, the Group has determined no impairment loss on intangible assets in the profit or loss after assessment. Details of the impairment assessment is set out in note 17.

19. Right-Of-Use Assets

The Group has lease contracts for various items of buildings, leased properties and other equipment used in its operations. Except for short-term leases or leases of low-value assets, lease contracts generally have lease terms from 2 to 6 years (2021: 2 to 9 years). Other equipment generally has lease terms of 12 months or less and/or is individually of low value.

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Buildings HK\$'000	Leased properties HK\$'000	Machines HK\$'000	Total HK\$'000
As at 1 January 2021	34,080	–	–	34,080
Additions	7,847	–	–	7,847
Depreciation charge for the year	(14,406)	–	–	(14,406)
Exchange differences	757	–	–	757
As at 31 December 2021 and 1 January 2022	28,278	–	–	28,278
Acquired on acquisition of a subsidiary	3,430	514	3,281	7,225
Additions	5,452	385	–	5,837
Depreciation charge for the year	(14,881)	(27)	(103)	(15,011)
Termination of lease contracts	(3,600)	–	–	(3,600)
Exchange differences	(1,243)	1	97	(1,145)
As at 31 December 2022	17,436	873	3,275	21,584

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19. Right-Of-Use Assets *(Continued)*

The amounts recognised in profit or loss in relation to leases are as follows:

	2022 HK\$'000	2021 HK\$'000
Interest on lease liabilities (note 11)	1,274	1,574
Depreciation charge of right-of-use assets (note 10)	15,011	14,406
Expense relating to short-term leases and other leases with remaining lease terms ended on or before the end of reporting period	327	1,612
Expense relating to leases of low-value assets	10	36
Total amount recognised in profit or loss	16,622	17,628

20. Investment Property

	2022 HK\$'000	2021 HK\$'000
Cost		
At 1 January	–	5,553
Transfer to non-current asset classified as held for sale	–	(5,553)
As 31 December	–	–
Accumulated depreciation		
At 1 January	–	1,361
Charge for the year	–	160
Transfer to non-current asset classified as held for sale	–	(1,521)
At 31 December	–	–
Net carrying amount	–	–

21. Investment in an Associate

	2022 HK\$'000	2021 HK\$'000
Cost of investment in an associate	2,395	2,515
Share of post-acquisition profits/(loss) and other comprehensive income/(expense)	104	(162)
Exchange adjustments	(50)	42
	2,449	2,395

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21. Investment in an Associate *(Continued)*

Details of the Group's associate at 31 December 2022 and 2021 are as follows:

Name	Place of incorporation/ registration	Issued and paid up capital	Percentage of ownership interest/ voting power/ profit sharing	Principal activities
Pavana Technology Joint Stock Company	Vietnam	3,000,000 ordinary shares of Vietnamese Dong ("VND") 10,000 each	25%	Manufacturing and sales of camera products

The following table shows information on the associate that are material to the Group. This associate is accounted for in the consolidated financial statements using the equity method. The summarised financial information presented is based on the Vietnamese Accounting Standards financial statements of the associate.

	2022	2021
	HK\$'000	HK\$'000
At 31 December:		
Current assets	14,429	10,793
Current liabilities	(4,661)	(1,214)
Net assets	9,768	9,579
Group's share of net assets	2,442	2,395
Goodwill	–	–
Group's share of carrying amount of interests	2,442	2,395
Year ended 31 December:		
Revenue	2,500	568
Profit/(loss) for the year and total comprehensive income/(expense)	418	(649)

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22. Equity Investment Designated at FVTOCI

	2022 HK\$'000	2021 HK\$'000
Non-current assets		
Unlisted equity investment in Kandao, at fair value	21,081	27,072

The above investment was irrevocably designated at fair value through other comprehensive income as the Group considers this investment to be strategic in nature.

Equity investment designated at FVTOCI is denominated in RMB.

23. Inventories

	2022 HK\$'000	2021 HK\$'000
Raw materials	58,096	98,705
Work in progress	40,893	54,456
Finished goods	39,912	47,523
Retail products	972	–
	139,873	200,684

24. Trade and Factoring Receivables

	2022 HK\$'000	2021 HK\$'000
Trade receivables	25,779	30,318
Impairment losses	(7,538)	(2,992)
	18,241	27,326
Factoring receivables	11,423	17,242
Impairment losses	(151)	(345)
	11,272	16,897
	29,513	44,223

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24. Trade and Factoring Receivables *(Continued)*

The Group requires most of its customers to make payments in advance, however, the Group grants certain credit periods range from 30 to 90 days to those customers with good payment history. The credit period for specific customers is considered on a case-by-case basis and is set out in the sales contracts, as appropriate.

The Group has entered into receivable purchase arrangements with a bank for the factoring of trade receivables on a full recourse basis with a designated customer. As at 31 December 2022, trade receivables factored to the bank aggregated to HK\$11,423,000 (2021: HK\$17,242,000). As the Group has not transferred the significant risks and rewards relating to these receivables, it continues to recognise the amount of the receivables and has recognised the cash received on the transfer as secured factoring loans of HK\$Nil (2021: HK\$9,511,000) (note 29), with a net position of HK\$11,423,000 (2021: HK\$7,731,000). These financial assets are carried at amortised cost in the Group's consolidated statement of financial position.

The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management.

The Group does not hold any collateral or other credit enhancements over its trade and factoring receivable balances. Trade and factoring receivables are non-interest-bearing and the carrying amounts of the trade and factoring receivables approximate to their fair values.

An ageing analysis of the trade and factoring receivables as at the end of the reporting period, based on the invoice date and net of impairment losses, is as follows:

	2022 HK\$'000	2021 HK\$'000
Within 1 month	20,837	17,905
1 to 2 months	716	16,316
2 to 3 months	167	8,802
Over 3 months	7,793	1,200
	29,513	44,223

The carrying amounts of the Group's trade and factoring receivables are denominated in the following currencies:

	2022 HK\$'000	2021 HK\$'000
US\$	26,913	43,222
RMB	2,287	227
British Pounds ("GBP")	310	753
Other currencies	3	21
	29,513	44,223

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24. Trade and Factoring Receivables *(Continued)*

The movements in the impairment losses of trade and factoring receivables are as follows:

	2022 HK\$'000	2021 HK\$'000
At 1 January	3,337	3,799
Impairment losses/(reversal of impairment losses) (note 10)	4,358	(475)
Exchange differences	(6)	13
At 31 December	7,689	3,337

An impairment analysis is performed at each reporting date using a provision matrix or individually assessed to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns by customer type. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade and factoring receivables are written off if past due for more than one year and are not subject to enforcement activity.

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24. Trade and Factoring Receivables *(Continued)*

Set out below is the information about the credit risk exposure on the Group's trade and factoring receivables:

As at 31 December 2022

Category	Carrying amount		Impairment losses		Net book value HK\$'000
	Amount	Proportion	Amount	Proportion	
	HK\$'000	%	HK\$'000	%	
Trade and factoring receivables for which impairment losses has been assessed individually	2,662	7.16	2,662	100	–
Trade and factoring receivables for which impairment losses has been assessed by using a provision matrix	34,540	92.84	5,027	14.55	29,513
	37,202	100	7,689	20.67	29,513

As at 31 December 2021

Category	Carrying amount		Impairment losses		Net book value HK\$'000
	Amount	Proportion	Amount	Proportion	
	HK\$'000	%	HK\$'000	%	
Trade and factoring receivables for which impairment losses has been assessed individually	2,646	5.56	2,646	100	–
Trade and factoring receivables for which impairment losses has been assessed by using a provision matrix	44,914	94.44	691	1.54	44,223
	47,560	100	3,337	7.02	44,223

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24. Trade and Factoring Receivables *(Continued)*

Trade and factoring receivables for which impairment losses has been assessed by using a provision matrix are as follows:

As at 31 December 2022

	Past due					Total
	Current	Less than 3 months	3 to 6 months	6 months to 1 year	Over 1 year	
Expected credit loss rate (%)	1.32	4.23	12.01	35.36	–	–
Gross carrying amount (HK\$'000)	19,763	1,207	358	13,212	–	34,540
Expected credit losses (HK\$'000)	261	51	43	4,672	–	5,027

As at 31 December 2021

	Past due					Total
	Current	Less than 3 months	3 to 6 months	6 months to 1 year	Over 1 year	
Expected credit loss rate (%)	0.75	3.12	9.23	30.36	100	–
Gross carrying amount (HK\$'000)	34,475	9,090	1,288	44	17	44,914
Expected credit losses (HK\$'000)	258	284	119	13	17	691

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25. Non-Current Asset Classified as Held for Sale

During the year ended 31 December 2021, the management of the Group has a detailed plan to sell the property premise located in Hong Kong (the “property”) classified as investment property with carrying amount of HK\$4,032,000.

On 5 January 2022, the Group and the purchaser entered into the sale and purchase agreement, pursuant to which, the Group has agreed to sell, and the purchaser has agreed to purchase, the property at a cash consideration of HK\$15,000,000. At the date of this report, the disposal of the property transaction has been completed.

As at 31 December 2021, the Group had classified the property under investment property as a non-current asset classified as held for sale which was separately presented in the consolidated statement of financial position.

26. Financial Asset at FVTPL

	2022 HK\$'000	2021 HK\$'000
Investment in life insurance policy	5,222	5,022

In March 2010, the Group’s subsidiary, Sky Light Digital Limited entered into a life insurance policy with an insurance company to insure Mr. Tang Wing Fong, Terry, a director of the Company. Under the policy, the beneficiary and the policy holder is Sky Light Digital Limited and the total insured sum is HK\$12,422,000. The Group was required to pay a one-off premium payment of HK\$4,109,000 at the inception of the policy. A guaranteed interest rate of 5.2% per annum applied for the first year, followed by the discretionary portion with a minimum guaranteed interest rate of 3.0% per annum for the following years until termination. The Group can terminate the policy at any time and receive cash back based on the cash value of the policy at the date of withdrawal (“Cash Surrender Value”), which is determined by the premium payment plus accumulated guaranteed interest earned minus the accumulated insurance charges, policy expense charges and a specified amount of surrender charge if the withdrawal is made between 1st to 15th policy year.

The carrying amount represented the Cash Surrender Value of the policy and approximates its fair value at the end of the reporting periods. As at 31 December 2022 and 2021, the life insurance was pledged to a bank to secure banking facilities of the Group as set out in note 28. Details of fair value measurement are set out in note 7 to the consolidated financial statements.

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27. Prepayments and Other Receivables

	2022 HK\$'000	2021 HK\$'000
Prepayments	3,338	3,813
Value added tax receivables	8,062	10,351
Deposits and other receivables	8,676	18,894
	20,076	33,058

As at 31 December 2022, the financial assets included in the above balances relate to receivables for which there was no past due amounts, the Group estimated the expected credit loss rate to be minimal.

28. Cash and Cash Equivalents and Restricted and Pledged Bank Deposits

	2022 HK\$'000	2021 HK\$'000
Cash and bank balances	84,176	101,941
Restricted and pledged bank deposits	(2,729)	(5,753)
Cash and cash equivalents	81,447	96,188
Cash and cash equivalents denominated in		
— RMB	39,751	23,761
— US\$	33,046	64,254
— HK\$	4,620	5,413
— Other currencies	4,030	2,760
Cash and cash equivalents	81,447	96,188

Included in the restricted and pledged bank deposits, an amount of HK\$2,729,000 (2021: HK\$2,730,000) was pledged to a bank to secure banking facilities granted to the Group as set out in note 29 to the consolidated financial statements.

As at 31 December 2022, the cash and cash equivalents of the Group denominated in RMB amounted to HK\$39,751,000 (2021: HK\$23,761,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

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29. Interest-Bearing Bank Borrowings

Current	Note	2022		2021	
		Effective interest rate (%)	HK\$'000	Effective interest rate (%)	HK\$'000
Bank loans — secured	(ii)	1.3–2.2	8,035	1.3–1.4	22,369
Factoring loans — secured	(iii)	–	–	1.7	9,511
			8,035		31,880

Note:

- (i) The Group's banking facilities amounting to HK\$46,390,000 (2021: HK\$46,394,000), of which HK\$8,035,000 (2021: HK\$31,880,000) had been utilised as at the end of the reporting period.
- (ii) The borrowings as at 31 December 2022 were secured by the pledge of the life insurance policy and pledged bank deposits as set out in note 26 and 28 to the consolidated financial statements, personal guarantee executed by a controlling shareholder of the Company, corporate guarantee executed by a company controlled by the controlling shareholder of the Company and two subsidiaries of the Group respectively.
- (iii) No factoring loan (2021: HK\$9,511,000) was secured by the pledge of the Group's trade and factoring receivables (2021: HK\$11,889,000).
- (iv) All borrowings are denominated in the US\$ and repayable within one year.

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30. Trade Payables

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2022 HK\$'000	2021 HK\$'000
Within 1 month	31,030	47,774
1 to 2 months	13,022	42,843
2 to 3 months	8,486	12,883
Over 3 months	12,425	15,096
	64,963	118,596

The carrying amounts of the Group's trade payables are denominated in the following currencies:

	2022 HK\$'000	2021 HK\$'000
RMB	47,345	71,551
US\$	17,174	44,924
VND	267	1,917
Other currencies	177	204
	64,963	118,596

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31. Other Payables and Accruals

	Note	2022 HK\$'000	2021 HK\$'000
Contract liabilities	(a)	39,603	41,252
Other payables		9,103	10,420
Salary and welfare payables		7,717	14,181
Amount due to a director	(b)	31,804	20,112
Withholding tax payables		6,823	6,287
		95,050	92,252

Note:

- (a) Contract liabilities represented advance payments from customers mainly involve the sale of industrial products.

There were no significant changes in the contract liabilities balances during the reporting period.

Movements in contract liabilities:

	2022 HK\$'000	2021 HK\$'000
Balance at 1 January	41,252	33,915
Decrease in contract liabilities as a result of recognising revenue during the year was included in the contract liabilities at the beginning of the period	(21,948)	(33,702)
Increase in contract liabilities as a result of advance payments from customers	20,299	41,039
Balance at 31 December	39,603	41,252

- (b) Amount due to a director is unsecured and non-interest-bearing. Included in the amount due to a director was an amount of HK\$31,804,000 which is payable on demand.

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32. Lease Liabilities

	2022 HK\$'000	2021 HK\$'000
Within one year	14,771	14,028
In the second year	5,795	12,355
In the third to fifth year, inclusive	2,399	4,160
	22,965	30,543
Less: Amount due for settlement within 12 months shown under current liabilities	(14,771)	(14,028)
Amount due for settlement after 12 months shown under non-current liabilities	8,194	16,515

The incremental borrowing rates applied to lease liabilities range from 3.7% to 6.0% (2021: 3.7% to 7.3%).

The carrying amount of the Group's lease liabilities are denominated in the following currencies:

	2022 HK\$'000	2021 HK\$'000
RMB	15,848	23,874
US\$	6,543	5,271
HK\$	498	1,326
Others	76	72
	22,965	30,543

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33. Deferred Tax Liabilities/Assets

The movements in deferred tax liabilities during the year are as follows:

Deferred tax liabilities

	Fair value adjustment on a business combinations HK\$'000	Withholding taxes HK\$'000	Total HK\$'000
At 1 January 2021	–	871	871
Credit to profit or loss for the year (note 14)	–	(871)	(871)
At 31 December 2021 and 1 January 2022	–	–	–
Acquisition of a subsidiary (note 40)	6,692	–	6,692
At 31 December 2022	6,692	–	6,692

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% for the year. The Group is therefore liable for withholding taxes on dividends distributed by the subsidiary established in Mainland China in respect of earnings generated from 1 January 2008.

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33. Deferred Tax Liabilities/Assets (Continued)

Deferred tax liabilities (Continued)

The Group's tax losses will expire in the following years

As at 31 December 2022

	Hong Kong HK\$'000	Mainland China HK\$'000	United States of America HK\$'000	Vietnam HK\$'000	United Kingdom HK\$'000	Total HK\$'000
31 December 2023	–	20,605	–	–	–	20,605
31 December 2024	–	44,745	–	5,910	–	50,655
31 December 2025	–	81,038	–	14,512	–	95,550
31 December 2026	–	43,510	–	1,971	–	45,481
31 December 2027	–	32,016	–	17,817	–	49,833
31 December 2028	–	34,270	–	–	–	34,270
31 December 2029	–	6,658	–	–	–	6,658
31 December 2030	–	3,055	–	–	–	3,055
31 December 2036	–	–	15,343	–	–	15,343
31 December 2037	–	–	13,358	–	–	13,358
31 December 2038	–	–	13,060	–	–	13,060
31 December 2039	–	–	22,542	–	–	22,542
31 December 2040	–	–	13,071	–	–	13,071
31 December 2041	–	–	12,256	–	–	12,256
31 December 2042	–	–	9,554	–	–	9,554
	–	265,897	99,184	40,210	–	405,291
No expiry date	250,354	–	–	–	8,890	259,244
	250,354	265,897	99,184	40,210	8,890	664,535

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33. Deferred Tax Liabilities/Assets *(Continued)*

Deferred tax liabilities (Continued)

The Group's tax losses will expire in the following years *(Continued)*

As at 31 December 2021

	Hong Kong HK\$'000	Mainland China HK\$'000	United States of America HK\$'000	Vietnam HK\$'000	United Kingdom HK\$'000	Total HK\$'000
31 December 2022	–	5,110	–	–	–	5,110
31 December 2023	–	6,021	–	–	–	6,021
31 December 2024	–	15,351	–	6,030	–	21,381
31 December 2025	–	19,146	–	14,807	–	33,953
31 December 2026	–	12,765	–	2,010	–	14,775
31 December 2027	–	35,464	–	–	–	35,464
31 December 2028	–	27,111	–	–	–	27,111
31 December 2029	–	29,578	–	–	–	29,578
31 December 2030	–	69,976	–	–	–	69,976
31 December 2031	–	41,804	–	–	–	41,804
31 December 2036	–	–	15,230	–	–	15,230
31 December 2037	–	–	13,259	–	–	13,259
31 December 2038	–	–	12,964	–	–	12,964
31 December 2039	–	–	22,376	–	–	22,376
31 December 2040	–	–	12,975	–	–	12,975
31 December 2041	–	–	12,166	–	–	12,166
	–	262,326	88,970	22,847	–	374,143
No expiry date	383,115	–	–	–	5,439	388,554
	383,115	262,326	88,970	22,847	5,439	762,697

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

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34. Contingent Consideration

	Total HK\$'000
At 1 January 2021, 31 December 2021 and 1 January 2022	–
Acquisition of subsidiary (note 40)	170,304
At 31 December 2022	170,304
Classified as:	
Promissory notes payable	54,117
Share consideration through equity	116,187
	170,304

Note:

As disclosed in note 40 the Group acquired 51% equity interests of Wuhan Show Life on 30 November 2022. The consideration of this acquisition is divided into two parts: promissory notes and the Company's own equity shares. As at the reporting date, neither the promissory notes and/or the Company's own equity shares are in issue. The settlement of the consideration is deferred to two allotment dates subject to a profit guarantee arrangement provided by the vendor.

For the first batch of consideration, it comprises an agreed sum of HK\$104,242,883 divided into (a) amount of HK\$55,000,000 to be settled by the Company's own shares with a fixed issue price of HK\$0.896 per share ("Contingent consideration — share consideration") and (b) amount of HK\$49,242,883 to be settled by a promissory note with a principal amount of HK\$49,242,883 ("Contingent consideration — promissory note payable").

For the second batch of consideration, it comprises an agreed sum of HK\$90,000,000 divided into (a) amount of HK\$45,000,000 to be settled by the Company's own shares with a fixed issue price of HK\$0.896 per share ("Contingent consideration — share consideration") and (b) amount of HK\$45,000,000 to be settled by a promissory note with a principal amount of HK\$45,000, ("Contingent consideration — promissory note payable").

For the profit guarantee, the vendor undertakes and guarantees to the Company that the net profit after taxation (after excluding the non-recurring gains and losses) attributed to the owners of Wuhan Show Life for each of the two years ending 31 December 2023 and 2024, will not be lower than RMB70,000,000 and RMB100,000,000.

Details of the contingent consideration and the profit guarantee are set out in the Company's announcements dated 17 November 2022 and 23 September 2022, respectively.

As at 31 December 2022, the Group recognised, on provisional basis, a contingent consideration — promissory note payable amounted to HK\$54,117,000 as financial liabilities measured at fair value through profit or loss and a contingent consideration — share consideration amounted to HK\$116,187,000 as equity instruments. The contingent consideration as at the acquisition-date fair value is determined mainly based on discounted cash flow calculation. The Group engaged independence qualified valuer to assist in determining the discounted cash flow calculation of Wuhan Show Life. The calculations use cash flow projections based on financial budgets approved by the management covering the profit guarantee period.

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35. Share Capital

	Number of shares	Amount HK\$'000
Ordinary share of HK\$0.01 each		
Authorised:		
At 1 January 2021, 31 December 2021 and 31 December 2022	2,000,000,000	20,000
Issued and fully paid:		
At 1 January 2021 and 31 December 2021	952,739,455	9,528
Issue of share pursuant to share option scheme (note 36)	848,000	8
At 31 December 2022	953,587,455	9,536

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2022 and 31 December 2021.

The Group monitors capital using a gearing ratio. The gearing ratio is defined as total of interest-bearing bank borrowings and lease liabilities divided by total equity. The gearing ratios as at the end of the reporting periods were as follows:

	2022 HK\$'000	2021 HK\$'000
Interest-bearing bank borrowings (note 29)	8,035	31,880
Lease liabilities (note 32)	22,965	30,543
Total equity	31,000 289,830	62,423 220,972
Gearing ratio	10.70%	28.2%

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35. Share Capital *(Continued)*

The decrease in the gearing ratio during 2022 resulted primarily from decrease of interest-bearing bank borrowings.

Breaches in meeting the financial covenants would permit the bank to immediately call borrowings. There have been no breaches in the financial covenants of any interest-bearing borrowings for the years ended 31 December 2022 and 2021.

The externally imposed capital requirement for the Group is, in order to maintain its listing on the Stock Exchange, it has to have a public float of at least 25% of the shares. Based on the information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained sufficient public float as required by the Listing Rules.

36. Share Option Scheme

The Company has adopted a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the share option scheme include employees, advisers, consultants, agents, contractors, clients, suppliers and any other person(s) whom the board of directors of the Company, in its sole discretion, consider have contributed or may contribute to the Group.

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36. Share Option Scheme (Continued)

The following share options were outstanding during the year:

Date of grant	Number of share options					At 31 December 2022	Exercise period (both dates inclusive)	Exercise price per share
	At 1 January 2022	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year			
(i) 15/09/2016	7,350,000	–	–	–	(3,016,000)	4,334,000	15/09/2017–14/09/2024	HK\$1.70
(ii) 01/12/2016	4,000,000	–	–	–	–	4,000,000	01/12/2017–30/01/2025	HK\$1.986
(iii) 18/05/2017	6,633,000	–	–	–	(738,000)	5,895,000	18/05/2018–17/05/2025	HK\$2.206
(iv) 26/04/2018	6,804,000	–	–	(5,064,000)	(1,488,000)	252,000	26/04/2019–26/04/2026	HK\$0.94
(v) 16/05/2019	6,740,000	–	(848,000)	(2,264,000)	(3,628,000)	–	15/05/2020–15/05/2023	HK\$0.42
(vi) 16/04/2021	3,000,000	–	–	(3,000,000)	–	–	16/04/2022–15/04/2025	HK\$0.2
	34,527,000	–	(848,000)	(10,328,000)	(8,870,000)	14,481,000		

Date of grant	Number of share options					At 31 December 2021	Exercise period (both dates inclusive)	Exercise price per share
	At 1 January 2021	Granted during the year	Exercised during the year	Lapsed during the year	At 31 December 2021			
(i) 15/09/2016	7,629,000	–	–	(279,000)	7,350,000	15/09/2017–14/09/2024	HK\$1.70	
(ii) 01/12/2016	4,000,000	–	–	–	4,000,000	01/12/2017–30/01/2025	HK\$1.986	
(iii) 18/05/2017	7,050,000	–	–	(417,000)	6,633,000	18/05/2018–17/05/2025	HK\$2.206	
(iv) 26/04/2018	7,398,000	–	–	(594,000)	6,804,000	26/04/2019–26/04/2026	HK\$0.94	
(v) 16/05/2019	10,929,000	–	–	(4,189,000)	6,740,000	15/05/2020–15/05/2023	HK\$0.42	
(vi) 16/04/2021	–	3,000,000	–	–	3,000,000	16/04/2022–15/04/2025	HK\$0.20	
	37,006,000	3,000,000	–	(5,479,000)	34,527,000			

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36. Share Option Scheme *(Continued)*

Note:

- (i) One-third of these share options should become vested on the 1st anniversary date of 15 September 2016; a further one-third shall become vested on the 2nd anniversary date of 15 September 2016; and the remaining one-third should become vested on the 3rd anniversary date of 15 September 2016.

The fair value of the share options granted in September 2016 was HK\$8,111,000 (HK\$0.62672 each), of which no share option expense was recognised during the year ended 31 December 2022 and 2021.

- (ii) One-third of these share options should become vested on the 1st anniversary date of 1 December 2016; a further one-third should become vested on the 2nd anniversary date of 1 December 2016; and the remaining one-third should become vested on the 3rd anniversary date of 1 December 2016.

The fair value of the share options granted in December 2016 was HK\$13,990,000 (HK\$0.703 each), of which no share option expense was recognised during the year ended 31 December 2022 and 2021.

- (iii) One-third of these share options should become vested on the 1st anniversary date of 18 May 2017; a further one-third should become vested on the 2nd anniversary date of 18 May 2017; and the remaining one-third should become vested on the 3rd anniversary date of 18 May 2017.

The fair value of the share options granted on 18 May 2017 was HK\$10,416,000 (HK\$0.6944 each), of which no share option expense was recognised during the year ended 31 December 2022 and 2021.

- (iv) One-third of these share options should become vested on the 1st anniversary date of 26 April 2018; a further one-third should become vested on the 2nd anniversary date of 26 April 2018; and the remaining one-third should become vested on the 3rd anniversary date of 26 April 2018.

The fair value of the share options granted on 26 April 2018 was HK\$4,245,000 (HK\$0.339 each), of which no share option expense was recognised during the year ended 31 December 2022 (2021: HK\$85,000).

- (v) One-third of these share options should become vested on the 1st anniversary date of 16 May 2019; a further one-third should become vested on the 2nd anniversary date of 16 May 2019; and the remaining one-third should become vested on the 3rd anniversary date of 16 May 2019.

The fair value of the share options granted on 16 May 2019 was HK\$1,333,000 (HK\$0.102 each), of which the Group recognised a share option expense of HK\$49,000 (2021: HK\$184,000) during the year ended 31 December 2022.

- (vi) One-third of these share options should become vested on the 1st anniversary date of 16 April 2021; a further one-third should become vested on the 2nd anniversary date of 16 April 2021; and the remaining one-third should become vested on the 3rd anniversary date of 16 April 2021.

The fair value of the share options granted on 16 April 2021 was HK\$267,000 (HK\$0.089 each), of which the Group reversed a share option expense of HK\$35,000 (2021: recognised of HK\$108,000) during the year ended 31 December 2022.

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36. Share Option Scheme *(Continued)*

As at 31 December 2022, the Company had 14,481,000 (2021: 34,527,000) share options outstanding. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 14,481,000 (2021: 34,527,000) additional ordinary shares of the Company and additional share capital of HK\$145,000 (2021: HK\$345,000) and share premium of HK\$28,494,000 (2021: HK\$58,351,000) (before issue expenses).

37. Reserves

(a) Group

The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of changes in equity on pages 72 to 73 of the consolidated financial statements.

(b) Nature and purpose of reserves

(i) Share premium

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

(ii) Capital reserve

The Group's capital reserve represents the excess of the nominal value of the shares of the subsidiaries acquired pursuant to the Group reorganisation over the nominal value of the Company's shares issued in exchange therefor.

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37. Reserves *(Continued)*

(b) Nature and purpose of reserves (Continued)

(iii) Share-based payments reserve

The share-based payments reserve represents the fair value of the actual or estimated number of unexercised share options granted to directors and employees of the Group.

(iv) Statutory reserve

In accordance with the Company Law of the PRC, certain subsidiaries of the Group which are domestic enterprises are required to allocate 10% of their profit after tax, as determined in accordance with the relevant PRC accounting standards, to their respective statutory surplus reserves until the reserves reach 50% of their respective registered capital. Subject to certain restrictions set out in the Company Law of the PRC, part of the statutory surplus reserve may be converted to increase share capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

(v) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

38. Commitments

The Group had the following capital commitments at the end of the reporting period:

	2022 HK\$'000	2021 HK\$'000
Contracted, but not provided for:		
Plant and machinery	2,219	941

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39. Notes to the Consolidated Statement of Cash Flows

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$5,837,000 and HK\$5,837,000 (2021: HK\$7,847,000 and HK\$7,847,000), respectively, in respect of lease arrangements for land and buildings.

(b) Reconciliation of liabilities arising from financing activities

2022

	Bank borrowings HK\$'000 (Note 28)	Lease liabilities HK\$'000 (Note 31)	Total HK\$'000
At 1 January 2022	31,880	30,543	62,423
Financing net cash flows	(24,149)	(16,605)	(40,754)
Non-cash changes:			
Additions of right-of-use assets	–	5,837	5,837
Acquired on acquisition of a subsidiary (note 40)	–	7,309	7,309
Termination of lease	–	(4,097)	(4,097)
Interest expense	304	1,274	1,578
Exchange difference	–	(1,296)	(1,296)
At 31 December 2022	8,035	22,965	31,000

2021

	Bank borrowings HK\$'000 (Note 28)	Lease liabilities HK\$'000 (Note 31)	Total HK\$'000
At 1 January 2021	12,003	36,564	48,567
Financing net cash flows	19,581	(16,069)	3,512
Non-cash changes:			
Additions of right-of-use assets	–	7,847	7,847
Interest expense	296	1,574	1,870
Exchange difference	–	627	627
At 31 December 2021	31,880	30,543	62,423

Notes to the Consolidated Financial Statements

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40. Acquisition of a Subsidiary

On 30 November 2022, the Group acquired 51% of the issued share capital of Wuhan Show Life for a contingent consideration as at the reporting date fair value of approximately HK\$170,304,000. Wuhan Show Life was engaged in the business of unmanned convenience store operations during the year. The acquisitions are for the purpose of expand its business operation.

The fair value of the identifiable assets and liabilities recognised as at the date of acquisition are as follows:

Net assets acquired:	HK\$'000
Property, plant and equipment (note 16)	461
Right-of-use assets (note 19)	7,225
Intangible asset (note 18)	26,767
Inventories	996
Trade and other receivables	2,970
Cash and cash equivalent	18
Trade and other payables	(6,618)
Deferred tax liabilities (note 33)	(6,692)
Lease liabilities	(7,309)
Total identifiable net assets at fair value	17,818
Non-controlling interests	(8,731)
	9,087
Provisional goodwill (note 17)	161,217
	170,304
Satisfied by:	
Contingent consideration (note 34)	170,304
Net cash outflow arising on acquisition:	
Cash consideration paid	–
Cash and cash equivalents acquired	18
	18

As at 31 December 2022, the Group is still in process to gather certain information from the Vendor and other parties in order to conclude the measurement of the identifiable assets and liabilities, contingent consideration and also the provisional goodwill thereon. As of the end of the reporting date, the above fair values had been determined on a provisional basis, in which the fair value of the identifiable assets and liabilities, contingent consideration and also the provisional goodwill thereon presented is based on the best estimation of the management by referring to the information readily available. Management of the Company expects the measurement will be concluded within one year upon the date of acquisition.

Notes to the Consolidated Financial Statements

31 December 2022

40. Acquisition of a Subsidiary *(Continued)*

The Group recognises non-controlling interests in an acquired entity at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets on provisional basis.

The contingent consideration is divided into two parts: promissory notes and the Company's own equity shares. Neither the promissory notes and/or the Company's own equity shares are in issue at the reporting date. The settlement is deferred to two allotment dates in which the amount of consideration to be settled is subject to a profit guarantee provided by the Vendor. Details of the contingent consideration are set out in note 34 and also the Company's announcement dated 17 November 2022.

The provisional goodwill is attributable to the anticipated future profit contribution of the Wuhan Show Life and the anticipated future synergies in business development of the Group.

41. Investments in Subsidiaries

	2022 HK\$'000	2021 HK\$'000
Unlisted investments, at cost	22,000	22,000
Amounts due from subsidiaries	200,657	201,104

As at 31 December 2022 and 2021, the amounts due from subsidiaries are unsecured, interest free and repayment on demand.

As at 31 December 2021, the bank and cash balances of the Group's subsidiaries in the PRC denominated in RMB amounted to HK\$35,241,000 (2021: HK\$23,575,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

Notes to the Consolidated Financial Statements

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41. Investments in Subsidiaries *(Continued)*

Particulars of the Company's principal subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Issued ordinary/ registered Share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Sky Light Electronic Limited ("SLE")	Hong Kong 22 August 2006	HK\$22,000,000	100%	–	Investment holding
Sky Light Electronic (Shenzhen) Limited ("Sky Light Shenzhen") ^{#*} 天彩電子(深圳)有限公司	People's Republic of China (the "PRC")/ Mainland China 23 January 2008	HK\$68,000,000	–	100%	Manufacture and sale of camera products and related accessories
Sky Light Imaging Limited ("Sky Light Imaging")	Hong Kong 22 August 2006	HK\$5,000,000	–	100%	Distribution of camera products and related accessories
Sky Light Technology (Heyuan) Limited ("Sky Light Technology (HY)") ^{***} 河源市新天彩科技有限公司	PRC/Mainland China 2 March 2010	RMB20,000,000	–	100%	Manufacture and sale of camera products and related accessories
Sky Light Electronic Joint Stock Company ("SLJSC") ^{***}	Vietnam 14 February 2019	USD3,994,888	–	73.70%	Manufacture and sale of camera products and related accessories
Wuhan Show Life Convenience Store Co. Ltd. ^{***} 武漢生活秀便利店有限公司 ("Wuhan Show Life")	PRC/Mainland China 13 May 2022	–/ RMB6,000,000	51%	–	Operation of AI vending machines

[#] The English names of the Company's subsidiaries registered in the PRC represent the translated names of these companies as no English names have been registered.

^{*} Sky Light Shenzhen is registered as a wholly-foreign-owned enterprise under PRC law.

^{**} Sky Light Technology (HY) and Wuhan Show life are registered as a limited liability company under PRC law.

^{***} Sky Light Electronic Joint Stock Company is registered as a non-wholly-owned subsidiary under Vietnam law.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities during both years and at the end of the both years.

Notes to the Consolidated Financial Statements

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42. Related Party Transactions and Balances

Compensation of key management personnel of the Group

	2022 HK\$'000	2021 HK\$'000
Short term employee benefits	5,085	3,059
Equity-settled share option expense	35	31
Post-employment benefits	72	135
Total compensation paid to key management personnel	5,192	3,225

Further details of directors' and the chief executive's remunerations are included in note 12 to the consolidated financial statements.

Notes to the Consolidated Financial Statements

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43. Statement of Financial Position of the Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	Note	2022 HK\$'000	2021 HK\$'000
NON-CURRENT ASSETS			
Amounts due from subsidiaries	41	200,657	201,104
Investments in subsidiaries	41	22,000	22,000
Total non-current assets		222,657	223,104
CURRENT ASSETS			
Prepayments		–	58
Cash and cash equivalents		340	328
Total current assets		340	386
CURRENT LIABILITIES			
Amounts due to subsidiaries		–	100
Other payables		1,115	–
Total current liabilities		1,115	100
NET CURRENT (LIABILITIES)/ASSETS		(775)	286
Net assets		221,882	223,390
EQUITY			
Share capital	35	9,536	9,528
Reserves		212,346	213,862
Total equity		221,882	223,390

Approved by the Board of Directors on 30 March 2023 and are signed on its behalf by:

Mr. Tang Wing Fong Terry
Director

Mr. Shan Chuanlong
Director

Notes to the Consolidated Financial Statements

31 December 2022

43. Statement of Financial Position of the Company *(Continued)*

Note:

A summary of the Company's reserves is as follows:

	Share premium account HK\$'000	Share option reserve HK\$'000	Capital reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2021	752,853	24,227	81,350	(431,374)	427,056
Total comprehensive income for the year	–	–	–	(213,571)	(213,571)
Lapse of share option	–	(9,452)	–	9,452	–
Equity-settled share option arrangements	–	377	–	–	377
At 31 December 2021 and 1 January 2022	752,853	15,152	81,350	(635,493)	213,862
Total comprehensive income for the year	–	–	–	(1,878)	(1,878)
Lapse of share option	–	(5,459)	–	5,459	–
Equity-settled share option arrangements	348	14	–	–	362
At 31 December 2022	753,201	9,707	81,350	(631,912)	212,346

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 4(s) to the consolidated financial statements. The amount will either be transferred to share capital when the related options are exercised, or be transferred to retained profits should the related options expire or be forfeited.

44. Non-controlling interests

	Share of net assets of subsidiaries Total HK\$'000
At 1 January 2021	(1,477)
Share of profit for the year	504
At 31 December 2021	(973)
Share of loss for the year	(7,247)
Non-controlling interests arising on acquisition of a subsidiary (note 40)	8,731
At 31 December 2022	511

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45. Comparative Figures

Certain comparative figures have been reclassified to conform to the current year's presentation. The new classification of the accounting items was considered to provide a more appropriate presentation of the state of affairs of the Group.

46. Event After the Reporting Period

As disclosed in the Company's announcement dated 4 January 2023, the Company entered into a placing agreement, a total of up to 25,000,000 existing shares at a placing price of HK\$1.15 per placing share. On the same date, the Company entered into a subscription agreement, a sum of up to 25,000,000 new shares at a subscription price of HK\$1.15 per subscription share. The net proceeds raised by the Company from the subscription is estimated to be approximately HK\$27.6 million, which is intended to be used by the Company as the Group's general working capital.

Five Year Financial Summary

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years is as follows.

	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000
Revenue	417,077	715,093	437,111	549,123	989,708
Gross profit	73,272	121,758	61,071	62,483	172,957
Gross profit margin	17.6%	17.0%	14.0%	11.4%	17.5%
Loss before tax	(31,147)	(4,283)	(71,063)	(84,476)	(250,612)
Loss for the year	(31,217)	(3,412)	(71,063)	(84,476)	(253,728)
Net profit margin	(7.5%)	(0.5%)	(16.3%)	(15.4%)	(25.6%)
Loss attributable to owners of the Company	(23,983)	(3,853)	(64,021)	(82,310)	(253,728)
Cash and cash equivalents	81,447	96,188	97,486	106,899	95,132
Bank and other borrowings	8,035	31,880	12,003	16,678	29,717
Total assets	541,652	494,243	458,589	499,711	611,293
Total liabilities	251,822	273,271	242,759	226,362	301,226
Equity attributable to owners of the Company	289,319	221,945	217,307	267,364	310,067
Non-controlling interests	511	(973)	(1,477)	5,985	–
Total equity	289,830	220,972	215,830	273,349	310,067