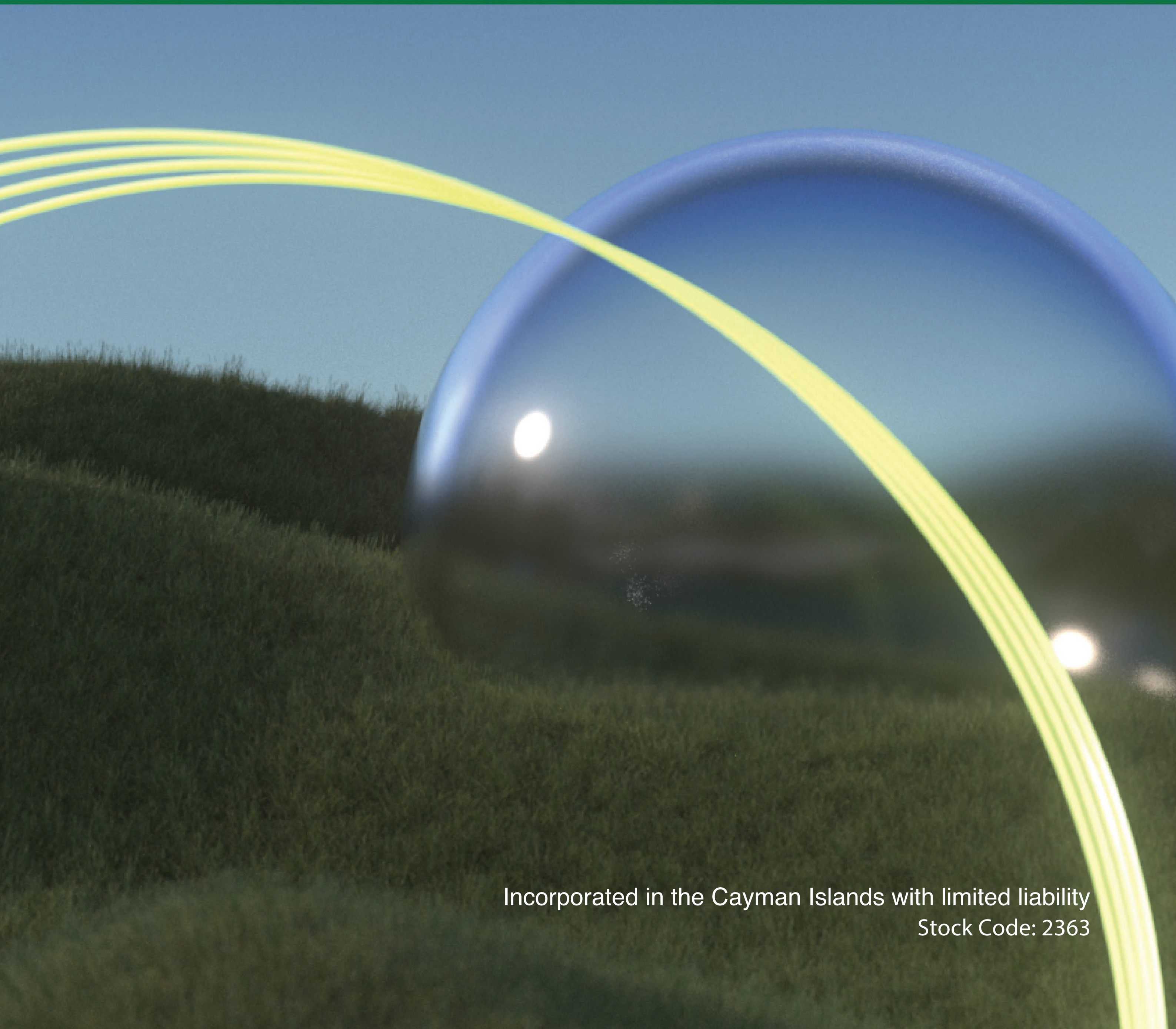
通達宏泰
TONGDA HONG TAI

Annual Report 2022

TONGDA HONG TAI HOLDINGS LIMITED



Incorporated in the Cayman Islands with limited liability

Stock Code: 2363

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Corporate Information

BOARD OF DIRECTORS

Executive Directors
Mr. Wong Ming Li *(Chief Executive Officer)*
Mr. Lee King On Jeff (appointed on 2 December 2022)
Mr. Wang Ming Zhi
Mr. Wong Ah Yu (resigned on 2 December 2022)

Non-executive Director
Mr. Wang Ya Nan *(Chairman)*

Independent Non-executive Directors
Ms. Leung Pik Kwan
Mr. Sun Wai Hong
Mr. Chan Shiu Man (appointed on 2 December 2022)
Mr. Wu Kin San Alfred (resigned on 2 December 2022)

AUDIT COMMITTEE

Ms. Leung Pik Kwan *(Chairman)*
Mr. Sun Wai Hong
Mr. Chan Shiu Man (appointed on 2 December 2022)
Mr. Wu Kin San Alfred (resigned on 2 December 2022)

REMUNERATION COMMITTEE

Ms. Leung Pik Kwan *(Chairman)*
Mr. Sun Wai Hong
Mr. Chan Shiu Man (appointed on 2 December 2022)
Mr. Wu Kin San Alfred (resigned on 2 December 2022)

NOMINATION COMMITTEE

Mr. Wang Ya Nan *(Chairman)*
Ms. Leung Pik Kwan
Mr. Sun Wai Hong
Mr. Chan Shiu Man (appointed on 2 December 2022)
Mr. Wu Kin San Alfred (resigned on 2 December 2022)

COMPANY SECRETARY

Mr. Lee King On Jeff (appointed on 2 December 2022)
Mr. Ho Chun Sing (resigned on 2 December 2022)

AUDITOR

D & Partners CPA Limited
Registered Public Interest Entity Auditor

AUTHORISED REPRESENTATIVES

Mr. Wang Ya Nan
Mr. Wong Ming Li

PRINCIPAL BANKERS

In Hong Kong:
Hang Seng Bank Limited
Standard Chartered Bank (Hong Kong) Limited

In the PRC:
United Overseas Bank (China) Limited Suzhou Branch
China Construction Bank Changshu Branch

LEGAL ADVISERS

As to Hong Kong laws:
Michael Li & Co.

As to PRC laws:
Jiangsu New Talent (Changshu) Law firm

As to Cayman Islands laws:
Conyers Dill & Pearman, Cayman

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1203, 12th Floor
Shui On Centre, 6-8 Harbour Road
Wanchai, Hong Kong
Tel: (852) 3188 1681
Fax: (852) 3585 2822
Website: http://www.tongdahongtai.com
Email: info@tongdahongtai.com

LISTING INFORMATION

Listed on the Hong Kong Stock Exchange (Main Board)
Stock short name: Tongda Hong Tai
Stock code: 2363
Board lot: 2,500 shares
Listing date: 16 March 2018 (the "Listing Date")

HONG KONG BRANCH SHARE REGISTRAR

Union Registrars Limited
Suites 3301-04, 33/F.
Two Chinachem Exchange Square
338 King's Road, North Point, Hong Kong

PRINCIPAL SHARE REGISTRAR

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

Chairman's Statement

On behalf of the board (the "Board") of directors (the "Directors") of Tongda Hong Tai Holdings Limited (the "Company"), I hereby present the annual results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2022 (the "Year").

The results of the Year of the Group were not satisfactory. During the Year, the Group faced various challenges including the fluctuation of material prices, continuing increase in staff costs, the shortage in the supply of semi-conductors and the continuing increase in competition in the market. The Group's management is committed to improving the Group's production efficiency and yield, as well as improving operating cash flow. During the Year, the Group reassessed our projects to maintain a healthy operating cashflow and reform the management team and organisation structure to improve the operation efficiency. During the operation restructuring, both the Group's sales and gross profit margin were being impacted negatively by the internal and external challenges but we believe such measures can improve the Group's future operating performance.

The operation will remain challenging in the coming year, management of the Group will remain vigilant to the market changes and adopt a prudent decision-making approach on resources allocation in order to make a timely and efficient responses and achieve the best outcome for the Group.

ACKNOWLEDGEMENT

The Group's success greatly depends on the efforts made by all staff members and the management team. I would like to hereby express my sincere gratitude on behalf of the Board for their dedication and valuable contributions during the past year. We will also seek to work with our shareholders and customers in formulating our business plans and business strategies in order to enhance the development and long term growth potential of the Group.

Management Discussion and Analysis

BUSINESS REVIEW

The Group is a "one-stop" manufacturing solution provider of casings for notebooks and other accessories. During the Year, sales of notebook casings continued to account for the largest proportion of the Group's total sales.

During the Year, as the COVID-19 pandemic (the "Pandemic ") in various countries gradually stabilized and government restrictions eased, the previous surge in demand for personal computers ("PC") brought by remote working and online classroom have been digested. Also, the fluctuation of material prices, the continual increase in staff costs, the shortage in the supply of semiconductors, and the continuing increase in competition in the market all put pressure to the operations of the Group.

To combat these problems, during the Year, the Group reviewed our initiatives to maintain a healthy operational cashflow and reformed the management team and organisational structure to increase the operational efficiency. However, during the operation restructuring, the Group's sales orders and production yield were negatively impacted by internal and external challenges. As a result, the Group's sales declined even though the gross loss improved when compared to last year. Nevertheless, the Group strongly believes that all these taken measures are on the right track to improve the Group's future performance.

BUSINESS PROSPECTS

During the Year, with increased geopolitical risks, the US interest rate hike policy, the high inflation rate, and the significantly tightened currencies of various major economies, all these caused the international financial situations in more complex and volatile, which restrained individual consumption and corporate spending. The global demand for consumer goods slowed down, resulting in a challenging business environment. In order to improve the business operations and diverse the risks, the Group will continuously implement the tightened cost controls and adjustments on organization structure. The Group will continue to pay attention to the latest development trend of the market of notebook computers, explore the possibilities of relocating its production facilities to lower-cost areas such as South-East Asia and explore to capture business opportunities in the manufacturing of electric vehicles and their infrastructures as well as research and investment in innovative technology projects by making use of our existing production facilities and production techniques.

Given the tough industry challenges, the Group is confident that the business strategies outlined as aforesaid will set it on the trajectory for preserving and generating value to the shareholders of the Company, and will strive to explore more development opportunities to further improve its profitability and create better returns for its shareholders.

FINANCIAL REVIEW

The Group's total revenue decreased by approximately 59.4%, from approximately HK$370.7 million in 2021 to approximately HK$150.5 million for the Year. The decrease was mainly due to the Group reassessed the projects to improve the operating cashflow and therefore less sales orders received.

During the Year, the Group recorded an increase in gross loss by approximately 2.8% from approximately HK$110.8 million in 2021 to approximately HK$113.9 million for the Year, which was mainly due to the Group recorded inventory provision of approximately HK$127.3 million for the Year (2021: approximately HK$109.1 million). The Group reassessed its projects aiming to maintain a healthy operating cashflow and reformed the management team and organisation structure aiming to improve the operation efficiency during the Year. However, the Group's production efficiency and yield were being impacted negatively by the internal and external challenges while the operation restructuring was in progress.

The Group's selling and distribution expenses decreased by approximately 37.5%, from approximately HK$8.0 million in 2021 to approximately HK$5.0 million for the Year, and was in line with the decrease in sales during the Year.

The Group's general and administrative expenses decreased by approximately 23.8%, from approximately HK$69.4 million in 2021 to approximately HK$52.9 million for the Year. The decrease was due to the decrease in salary and research and development expenses.

The Group's finance costs reduced by approximately 22.4%, from approximately HK$7.6 million in 2021 to approximately HK$5.9 million for the Year. The decrease in finance costs was mainly attributable to the fully repayment of bank borrowings during the Year.

The Group's other income decreased by approximately 67.7%, from approximately HK$3.1 million in 2021 to approximately HK$1.0 million for the Year. The decrease was due to the decrease in the sales of scrap materials and government grant during the Year.

The Group's other operating expenses, net, increased by approximately 1,102.3%, from approximately HK$4.4 million in 2021 to approximately HK$52.9 million for the Year. The increase was mainly because the Group recorded impairment of property, plant and equipment of approximately HK$18.7 million and impairment of right-of-use assets of approximately HK$13.8 million respectively during the Year while there were no such impairments in 2021.

As a result of the foregoing, the Group's loss for the Year attributable to equity holders of the Company amounted to approximately HK$231.4 million, as compared with a loss of approximately HK$197.0 million in 2021. Basic loss per share attributable to equity holders of the Company was approximately HK37.41 cents for the Year as compared with basic loss per share attributable to equity holders of the Company of approximately HK85.38 cents (after adjusted for the bonus element of right issue) in 2021.

The Group's inventory turnover days decreased to approximately 161.1 days for the Year as compared to approximately 175.0 days for 2021.

The Group's trade and bills receivables turnover days increased from approximately 205.1 days for the year ended 31 December 2021 to approximately 282.1 days for the Year. The increase was contributed by the lower sales were recognised during the early phase of COVID-19 outbreak at the first half of the Year.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2022, the Group had cash and bank balances of HK$7.7 million (2021: HK$11.0 million), which were denominated in USD, HK$ and RMB.

As at 31 December 2022, the Group had restricted bank balances of HK$3.1 million (2021: HK$3.3 million).

As at 31 December 2022, the Group had no interest-bearing bank borrowings payable within one year (2021: HK$74.9 million).

As at 31 December 2022, the Group had no interest-bearing bank borrowings payable more than one year (2021: Nil).

As at 31 December 2022, the Group had interest-bearing loans from an independent third party of HK$184.0 million (2021: loans from a related party of HK$105.1 million).

As at 31 December 2022, the Group had non-interest bearing loans from a related party and one of the controlling shareholders of HK$8.0 million (2021: HK$108.6 million).

Average trade and bills receivable turnover days was 282.1 days (2021: 205.1 days).

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally one to four months. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

Average inventory turnover days was 161.1 days (2021: 175.0 days). Overall, the current ratio of the Group was 0.88 as at 31 December 2022 (2021: 0.83).

As at 31 December 2022, the gearing ratio was 89.1% (2021: 637.6%).

Gearing ratio is calculated based on total borrowings (i.e. bank borrowings, other payable classified as non-current portion and loans from related parties) less total cash and bank balances (including restricted bank balances) divided by total equity attributable to equity holders of the Company as at year-end date and expressed as a percentage.

The Group's operations were mainly financed by internal resources including but not limited to existing cash and cash equivalents, cash flow from its operating activities, the net proceeds generated from the Listing, bank borrowings and loan from related parties. The Board believes that the Group's liquidity needs will be satisfied.

CAPITAL EXPENDITURE

The Group incurred capital expenditure of approximately HK$1.4 million during the Year (2021: HK$6.5 million), which was mainly for the additions and expansions of property, plant and equipment. Management believes that the Group's ability to invest in capital expenditure in timely anticipation of demand is a competitive advantage of the Group.

FOREIGN EXCHANGE

Given the increasingly international nature of our operations and business coverage, the Group faces foreign exchange exposure including transaction and translation exposure. As far as possible, the Group aims to achieve natural hedging by investing and borrowing in the functional currencies. Where a natural hedge is not possible, the Group will mitigate foreign exchange risks via appropriate foreign exchange contracts. The Group has not entered nor will it enter into any derivative transactions for speculative trading purposes as at 31 December 2022.

SIGNIFICANT INVESTMENTS HELD

The Group had not held any significant investments during the Year.

MATERIAL ACQUISITIONS AND DISPOSALS

During the Year, the Group did not have any material acquisitions and disposal of subsidiaries, associates and joint ventures.

CONTINGENT LIABILITIES

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

EMPLOYEE INFORMATION

As at 31 December 2022, the Group employed a total of 312 permanent employees, who are mainly employees in production department, down from 536 as at 31 December 2021. Employees of the Group are remunerated based on their individual performance, professional qualifications, experience in the industry and relevant market trends. The management regularly reviews the Group's remuneration policy and appraises the work performance of its staff. Employee remuneration includes salaries, allowances, bonuses, social insurance and mandatory pension fund contribution. As required by the relevant regulations in the PRC, the Group participates in the social insurance schemes operated by the relevant local government authorities. Our employees in Hong Kong participate in the mandatory provident fund scheme. Details of employee's remuneration are disclosed in note 7 to the financial statements.

PAST PERFORMANCE AND FORWARD LOOKING STATEMENTS

The performance and the results of operation of the Group as set out in this annual report are historical in nature and past performance is not a guarantee of future performance. This annual report may contain certain statements that are forward-looking or which use certain forward-looking terminologies. These forward-looking statements are based on the current beliefs, assumptions and expectations of the Board regarding the industry and markets in which it operates. Actual results may differ materially from expectations discussed in such forward-looking statements and opinions. The Group, the Directors, employees and agents of the Group assume (a) no obligation to correct or update the forward-looking statements or opinions contained in this annual report of the Company; and (b) no liability in the event that any of the forward-looking statements or opinions do not materialise or turn out to be incorrect.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, (i) the Group's largest customer and five largest customers accounted for approximately 47.5% and 87.7% respectively of the Group's total revenue; and (ii) the Group's largest supplier and five largest suppliers accounted for approximately 12.1% and 41.3% respectively of the Group's total purchases (not including purchases of items which are of a capital nature).

As far as the Directors are aware, none of the Directors, their associates or any shareholders (the "Shareholders") of the Company who owned more than 5% of the Company's share capital had any interest in the five largest customers or suppliers of the Group.

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Wong Ming Li, aged 41, is an executive Director and the chief executive officer (the "CEO") of the Group. He is responsible for overall strategic directions and business operations of the Group. He has been the general manager of Tongda HT Technology (Suzhou) Company Limited ("Tongda Suzhou"), a subsidiary of the Company, since May 2010 and was re-designated as an executive Director on 21 March 2016 and appointed as the CEO on 24 September 2018. He was employed by Tongda Electrics Company Limited, Shishi City, Fujian Province ("Tongda Shishi"), a subsidiary of Tongda Group Holdings Limited ("Tongda"), a company listed on the Main Board of the Stock Exchange (stock code: 698), as a manager of the procurement department from September 2007 to May 2010. Tongda Shishi principally manufactures and sells casings and accessories for handsets and electrical appliance products and Mr. Wong Ming Li was responsible for the overall management of the procurement cycle. He graduated from Macquarie University, Australia with a bachelor's degree of Commerce in April 2007. He has over 11 years' experience in the electronics and electrical industry. He is the nephew of Mr. Wang Ya Nan, a non-executive Director, the son of Mr. Wong Ah Yu and the nephew of Mr. Wong Ah Yeung and Mr. Wang Ya Hua, each of whom is a substantial shareholder of the Company.

Mr. Lee King On Jeff ("Mr. Lee"), aged 41, was appointed as Executive Director and Company Secretary of the Group on 2 December 2022. He is responsible for the finance, strategic planning, and treasury of the Group. Mr. Lee holds a Bachelor of Accounting Degree from The University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants since 2010 and Association of Chartered Certified Accountants since 2020.

Mr. Lee has more than 15 years of experience in listed companies and audit firms and possesses extensive experience in accounting, audit, and financial management. He worked for UMP Healthcare Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 722), from July 2009 to February 2021 with his last position as senior accounting manager and was responsible for, including but not limited to, managing the group treasury functions including cash flow management, risk management and funding. Before that, Mr. Lee worked in different audit firms and was responsible for accounting and auditing.

Mr. Wang Ming Zhi, aged 41, is an executive Director and is responsible for overall strategic directions and financial reporting of the Group. He was appointed as a financial manager of Tongda Suzhou in May 2010 and was re-designated as an executive Director on 21 March 2016. He was an accounting, financial laws and regulations teacher in Shishi Peng Shan Trade and Industrial School* (石獅鵬山工貿學校) from August 2004 to September 2006. From September 2006 to October 2009, he served as an office supervisor in Shishi Wannian Plastic Co., Ltd.* (石獅萬年塑料有限公司) which principally operates in the plastic packaging business and he was responsible for the overall human resources and administration of the company. He has held the position of leader of cost department in Tongda Shishi from October 2009 to May 2010, which he was mainly responsible for cost control, budget forecast and cost analyses of Tongda Shishi. As mentioned above, Tongda Shishi principally manufactures and sells casings and accessories for handsets and electrical appliance products. He has over 10 years' experience in the electronics and electrical industry. He obtained a bachelor's degree in Management (School of Tourism) from Fujian Agriculture and Forestry University (福建農林大學) in July 2004.

Biographical Details of Directors and Senior Management

NON-EXECUTIVE DIRECTOR

Mr. Wang Ya Nan, aged 65, is a non-executive Director, the chairman of the Board and the chairman of the nomination committee of the Company (the "Nomination Committee"). He is responsible for overall strategic directions of the Group. He is currently an executive director, the chairman and chief executive officer of Tongda. Mr. Wang Ya Nan has joined Tongda since December 1988 and has been an executive director of Tongda since September 2000, and he is mainly responsible for the overall strategic planning and business development of Tongda. He was appointed as a non-executive Director of the Group on 19 April 2016. He has over 35 years' experience in the electronics and electrical industry. He graduated with an Executive Master of Business Administration degree from Xiamen University in December 2012 and serves as a member of the Standing Committee of the Chinese People's Political Consultative Conference. He is a brother of Mr. Wong Ah Yu and an uncle of Mr. Wong Ming Li, an executive Director. He is also the brother of Mr. Wong Ah Yeung and Mr. Wang Ya Hua, the substantial shareholders of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Leung Pik Kwan ("Ms. Leung"), aged 44, was appointed as an independent non-executive Director on 8 February 2018. She is also the chairman of the audit committee (the "Audit Committee") and the remuneration committee (the "Remuneration Committee") of the Company and a member of the Nomination Committee. Ms. Leung is currently a certified public accountant practising as a sole proprietor and provides audit and assurance services. Ms. Leung obtained a bachelor's degree of Arts in Accountancy from the Hong Kong Polytechnic University in November 2001. Ms. Leung was admitted as a member of the HKICPA in January 2005 and a practicing member of the HKICPA since 2009.

Ms. Leung commenced her career with Deloitte Touche Tohmatsu from September 2001 to August 2006 as a staff accountant and she became a senior accountant before she left. She was a manager in KPMG from February 2007 to May 2008. During her employment with the international accounting firms, Ms. Leung was mainly involved in audit engagements of various manufacturing companies. From June 2008 to December 2010, she worked as financial controller in Kerson Technology Limited and was responsible to solve accounting issues and improve internal control. She has over 15 years of experience in accounting, auditing and financial management.

Mr. Sun Wai Hong ("Mr. Sun"), aged 37, was appointed as an independent non-executive Director on 8 February 2018. He is also a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. Mr. Sun obtained a bachelor's degree of Professional Accountancy from Chinese University of Hong Kong in December 2007. He was admitted as a member of the HKICPA in January 2011.

Mr. Sun was previously employed by Deloitte Touche Tohmatsu from September 2007 to January 2012 and became a senior associate in audit department before he left. He worked as financial analyst at Hutchison Telecommunications (Hong Kong) Limited from February 2012 to April 2013 and then joined the working holiday scheme in Australia from April 2013 to March 2014. He worked as business consultant at Whim Consultatory Limited, a business consulting company from April 2014 to November 2014. Mr. Sun is the co-founder and has been a director of eLabs Company Limited, one of the incubatees of Hong Kong Science and Technology Park, since April 2014 up to the present. He is responsible for its strategic planning, business development, sales and marketing planning, investor and finance management, and product design.

Mr. Chan Shiu Man ("Mr. Chan"), aged 56, was appointed as an independent non-executive Director on 2 December, 2022. He is also a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. Mr. Chan is a certified public accountant in Hong Kong. He holds a master degree in finance from University of Hawaii at Manoa of the United States of America (the "US").

Mr. Chan has over 30 years of experience in in financial management and control, corporate restructuring, corporate finance and investment projects evaluation. He has worked for various companies in the US, including a NASDAQ listed company to establish financial operation in Japan, Europe, and the People's Republic of China (the "PRC"). Mr. Chan also has experience in consulting on corporate finance, project financing and accounting issues to companies in US, Europe and the PRC. From October 2011 to April 2019, Mr. Chan was an independent non-executive director of Zhongda International Holdings Limited (stock code: 0909). From August 2016 to September 2022, Mr. Chan was an independent non-executive director of Zhao Xian Business Ecology International Holdings Limited (formerly known as On Real International Holdings Limited) (stock code: 8245). From July 2017 to August 2018, Mr. Chan was a non-executive Director of Century Energy International Holdings Limited (formerly known as China Oil Gangran Energy Group Holdings Limited) (stock code: 8132).

SENIOR MANAGEMENT

Mr. Guo Qi Cai ("Mr. Guo"), aged 72, has been a deputy general manager and a chief engineer of the Group since May 2010 who is primarily responsible for the overall research and development activities for mould fabrication and technologies applied by the Group. Before joining the Group, Mr. Guo worked in Nanjing 6902 Factory* (南京6902工廠) from 1970 to 1985 as an engineer. He then worked in Xiamen Gaoning Electronics Co., Ltd.* (廈門高寧電子有限公司) from 1985 to 1994 and his last position was a general manager. Mr. Guo worked in Tongda Shishi from 1994 to 2010 as the assistant general manager and chief engineer. He has over 40 years of experience in design and development of moulds in the electronics industry. He studied machinery manufacturing in Chongqing Institution of Communication Engineering* (重慶通訊工程學院) from 1975 to 1978. He has not held any directorships in any public listed companies in the past three years.

Mr. Yang Zhi Ling ("Mr. Yang"), aged 52, has been a general manager of the Group since February 2022 who is primarily responsible for the overall project development and to improve the production process of the Group. Mr. Yang has over 20 years of experience in monitoring new factory and facilities setup and business improvement. Before joining the Group, Mr. Yang worked in Wonderful Technology (Henan) Co., Limited from 2013 to 2022 and his last position was a general manager. Mr. Yang worked in Tongda Shishi from 2007 to 2013 as the BU manager. He has not held any directorships in any public listed companies in the past three years.

COMPANY SECRETARY

Mr. Lee King On Jeff, aged 41, was appointed by the Board as the Company Secretary on 2 December 2022. The biographical details of Mr. Lee are set out under the section headed "Biographical Details of Directors and Senior Management" in this report.

The primary duties of the Company Secretary include, but are not limited to, the following: (a) to ensure the Board procedures are followed and that the activities of the Board are carried out efficiently and effectively; (b) to assist the chairman to prepare agendas and Board papers for meetings and disseminate such documents to the Directors and Board committees in a timely manner; (c) to timely disseminate announcements and information relating to the Group; and (d) to maintain formal minutes of the Board meetings and other Board committee meetings.

Mr. Lee has confirmed that he had received no less than 15 hours of relevant professional training for the year ended 31 December 2022.

* *For identification purpose only*

The Board hereby presents this corporate governance report in the Group's annual report for the year ended 31 December 2022.

CORPORATE GOVERNANCE PRACTICES

The Board of the Company is committed to achieving high corporate governance standards. The Board believes that good corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has adopted the principles and code provisions as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as the basis of the Company's corporate governance practices.

CODES COMPLIANCE

The Company has complied with the code provisions of the CG Code for the year ended 31 December 2022.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions (the "Securities Dealing Code") by the Directors and employees who, because of his office or employment in the Group, is likely to possess inside information of the Company.

In response to specific enquires made by the Company, all Directors have confirmed that they have complied with the required standard set out in the Model Code and the Securities Dealing Code for the year ended 31 December 2022.

For the year ended 31 December 2022, the Company is not aware of any incident of non-compliance of the Securities Dealing Code by the relevant employees.

BOARD OF DIRECTORS

The Board oversees the Group's businesses, strategic decisions and performance and should take decisions objectively in the best interests of the Company.

The Board regularly reviews the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them.

During the year ended 31 December 2022 and up to the date of this annual report, the Board consists of seven directors, comprising three executive Directors, one non-executive Director and three independent non-executive Directors. The composition of the Board is set out as follows:

Executive Directors:
Mr. Wong Ming Li *(Chief Executive Officer)*
Mr. Lee King On Jeff (appointed on 2 December 2022)
Mr. Wang Ming Zhi
Mr. Wong Ah Yu (resigned on 2 December 2022)

Non-executive Director:
Mr. Wang Ya Nan *(Chairman)*

Independent non-executive Directors:
Ms. Leung Pik Kwan
Mr. Sun Wai Hong
Mr. Chan Shiu Man (appointed on 2 December 2022)
Mr. Wu Kin San Alfred (resigned on 2 December 2022)

The biographical information of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 9 to 12 of this annual report.

The relationships between the Directors are also disclosed in the respective Director's biography under the section "Biographical Details of Directors and Senior Management" on pages 9 to 12 of this annual report.

Attendance Records of Directors and Committee Members

Regular Board meetings should be held at least four times a year involving active participation, either in person or through electronic means of communication, of a majority of Directors.

The attendance record of each director at the Board, Board Committee and general meetings held during the year ended 31 December 2022 is set out in the table below:

	Attendance/Number of Meetings				
Name of Director	Board	Nomination Committee	Audit Committee	Remuneration Committee	General Meeting
Mr. Wong Ming Li	4/4	N/A	N/A	N/A	2/2
Mr. Lee King On Jeff (appointed on 2 December 2022)	N/A	N/A	N/A	N/A	N/A
Mr. Wang Ming Zhi	4/4	N/A	N/A	N/A	2/2
Mr. Wong Ah Yu (resigned on 2 December 2022)	4/4	N/A	N/A	N/A	2/2
Mr. Wang Ya Nan	4/4	1/1	N/A	N/A	2/2
Ms. Leung Pik Kwan	4/4	1/1	3/3	1/1	2/2
Mr. Sun Wai Hong	4/4	1/1	3/3	1/1	2/2
Mr. Chan Shiu Man (appointed on 2 December 2022)	N/A	N/A	N/A	N/A	N/A
Mr. Wu Kin San Alfred (resigned on 2 December 2022)	4/4	1/1	3/3	1/1	2/2

During year ended 31 December 2022, the Board also reviewed the implementation and effectiveness of mechanisms to ensure independent views and input are available to the Board. Taking into account the following channels, the Board considered that the Company had in place mechanisms which remain effective to ensure a strong independent element on the Board:

- a sufficient number of three Independent non-executive Directors representing at least one-third of the Board and all of them continue to devote adequate time contribution to the Company;
- the independent non-executive Directors have an equal status to other Board members;
- all independent non-executive Directors share their views and opinions through regular meetings;
- annual meeting between the Chairman and all Independent non-executive Directors without presence of other Directors providing effective platform for the Chairman to listen independent views on various issues concerning the Group;
- interaction with management and other Board members including the Chairman outside the boardroom upon request by the Directors; and
- independent professional advice would be provided to Independent Non-executive Directors upon reasonable request to assist them to perform their duties to the Company.

Chairman and Chief Executive Officer

Mr. Wang Ya Nan serves as the chairman of the Board and he provides leadership and is responsible for the effective functioning and leadership of the Board as well as the overall management of the Group's corporate strategies planning.

Mr. Wong Ming Li serves as the Chief Executive Officer of the Company and he is responsible for overall strategic directions and business operations of the Group.

Independent Non-executive Directors

For the year ended 31 December 2022, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors, representing at least one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

Appointment and Re-election of Directors

The non-executive Director and the independent non-executive Directors are appointed for a specific term of three years, subject to renewal after the expiry of the then current term.

The Company's articles of association (the "Articles of Association") provides that all Directors appointed by the Board to fill a casual vacancy shall be subject to re-election by shareholders at the first general meeting after appointment.

Under the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

The retiring Directors shall be eligible for re-election. Accordingly, Mr. Wong Ming Li, Mr. Lee King On Jeff, Mr. Wang Ming Zhi and Mr. Chan Shiu Man will retire and being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Responsibilities of the Directors

The Board should assume responsibility for leadership and control of the Company, and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management under the supervision of Mr. Wang Ya Nan, the Chairman and non-executive Director.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors are encouraged to participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors will be arranged and reading material on relevant topics will be provided to Directors where appropriate.

For the year ended 31 December 2022, all Directors have been given the training regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors and duty of disclosure of interest.

During the Year, a summary of the Directors participated in continuous professional development is set out below:

Directors	Type of Training Note
Executive Directors	
Mr. Wong Ming Li	A,B,C
Mr. Lee King On Jeff (appointed on 2 December 2022)	A,B,C
Mr. Wang Ming Zhi	A,B,C
Mr. Wong Ah Yu (resigned on 2 December 2022)	A,B,C
Non-executive Director	
Mr. Wang Ya Nan	A,B,C
Independent non-executive Directors	
Ms. Leung Pik Kwan	A,B,C
Mr. Sun Wai Hong	A,B,C
Mr. Chan Shiu Man (appointed on 2 December 2022)	A,B,C
Mr. Wu Kin San Alfred (resigned on 2 December 2022)	A,B,C

Notes:

A Attending relevant laws and regulations training
B Reading relevant materials
C Attending seminars and/or conferences and/or forums

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee on 8 February 2018, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee are posted on the websites of the Company and the Stock Exchange and are available to shareholders upon request.

The majority of the members of each Board committee are independent non-executive Directors and the list of the chairman and members of each Board committee is set out under the section headed "Corporate Information" on page 2 of this annual report.

Audit Committee

The main duties of the Audit Committee are to assist the Board in reviewing the Company's financial information, overseeing the Group's financial reporting system, risk management and internal control systems, reviewing and monitoring the effectiveness of the internal audit function, scope of audit and making recommendation to the Board on the appointment of external auditor, and reviewing the arrangements for employees of the Company can use to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

During the year ended 31 December 2022, the Audit Committee held three meetings to review the interim and annual financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems and internal audit function, appointment of external auditor and relevant scope of works, continuing connected transactions and the adoption of divided policy.

Remuneration Committee

The primary functions of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages of individual executive Directors and senior management, the remuneration policy and structure for all Directors and senior management; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates (as defined in the Listing Rules) is involved in deciding his/her own remuneration.

During the year ended 31 December 2022, the Remuneration Committee held one meeting to review the remuneration packages of the Directors and senior management.

Nomination Committee

The primary duties of the Nomination Committee include reviewing the Board composition, making recommendations to the Board on the selection of individuals nominated for directorship, making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, and assessing the independence of Independent non-executive Directors.

The Company also recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. The Board has adopted a "Board Diversity Policy" (the "Policy") which sets out the approach to achieve diversity on the Board and the Nomination Committee is responsible for monitoring the implementation of the Policy. In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Policy, including but not limited to gender, age, cultural and educational background, or professional experience etc. The Nomination Committee will discuss any revisions which may be required, and recommend any such revisions to the Board for consideration and approval.

The Board will review the implementation and effectiveness of the Policy on an annual basis to ensure its continued effectiveness. The Group will also ensure that there is gender diversity when recruiting staff at mid to senior level and engage more resources in career development and training female staff with the aim of promoting them to the senior management or directorship of the Company; and will continue to apply the principle of appointments based on merits with reference to the Policy as a whole.

The Board places emphasis on diversity (including gender diversity) across all levels of the Group. The employee gender ratio of the Group as at 31 December 2022 is 1 male : 0.61 female. The Group when hiring employees considers a number of factors, including but not limited to gender, age, cultural and education background, qualification, ethnicity, professional experience, skills, knowledge and length of service, and the Group will make sure achieving gender diversity across the workforce. The Board considers that the gender ratio in the workforce (including senior management) is satisfactory. Yet, the Group will still (i) periodically review internal records on gender diversity; (ii) identify suitable female candidates for relevant positions within the Company; and (iii) try to ensure that there is gender diversity when recruiting staff at mid to senior level and engage more resources in career development and training female staff with the aim of promoting them to the senior management or directorship of the Company.

The Board currently comprises of seven Directors, one of which is female. The Board is currently of the opinion that it generally meets the diversity requirements under the Listing Rules. Yet, the Board will continue to take opportunities to increase the proportion of female members over time as and when suitable candidates are identified and will review the implementation and effectiveness of the Policy on an annual basis to ensure its continued effectiveness.

During the year ended 31 December 2022, the Nomination Committee held one meeting to review the independence of the independent non-executive Directors, to consider the qualifications of the retiring directors standing for election at the 2022 annual general meeting, to review the structure, size and composition of the Board and to review the Policy. In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision A.2.1 of the CG Code.

The Board had reviewed the Company's corporate governance policies and practices, 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 Securities Dealing Code, and the Company's compliance with the CG Code and disclosure in this corporate governance report.

AUDITOR'S REMUNERATION

During the year ended 31 December 2022, the remuneration paid/payable in respect of the services provided by the Group's external auditor, D & Partners CPA Limited, are set out below:

Type of services	Amounts HK$'000
Annual audit services	1,280
Total	1,280

DIVIDEND POLICY

The Company has adopted a dividend policy on 2 January 2019. Pursuant to the policy, the Company should maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value in recommending or declaring dividends. The Company does not have any pre-determined dividend distribution ratio. The proposal of payment and the amount of dividends will be made at the discretion of the Board and will depend on the Group's results of operations, earnings, financial condition, cash requirements and availability, future capital expenditure and development requirements, business conditions and strategies, interests of shareholders, any restrictions on payment of dividends and any other factors that the Board may consider relevant. The Board will review the dividend policy as appropriate from time to time.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the responsibility to maintain effective risk management and internal control systems in order to safeguard the Group's assets and investments and the shareholders' interest and conducts a review on an annual basis. During the Year under review, the Board had conducted review of the effectiveness of the risk management and internal control systems of the Company in aspects of the Group's financial, operational, compliance controls and risk management functions through the effort of the Audit Committee.

During the Year under review, the Company engaged an external independent consultant, BT Corporate Governance Limited, to conduct a review on the internal control system of the Group. The Board has the overall responsibility to maintain the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting and financial reporting function and the Board had reached the conclusion that the Group's risk management and internal control systems were in place, adequate and effective.

MAIN FEATURES OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Group's risk governance structure and the main responsibilities of each level of the structure are summarised below:

The Board is responsible to determine the business strategies and objectives of the Group, and evaluate and determine the nature and extent of risks it is willing to take in achieving the Group's strategic objectives; ensures that the Group establishes and maintains appropriate and effective risk management and internal control systems; and oversees management in the design, implementation and monitoring of the risk management and internal control systems.

The Audit Committee is responsible for assisting the Board to perform its responsibilities of risk management and internal control systems; overseeing the Group's risk management and internal control systems on an ongoing basis; reviewing the effectiveness of the Group's risk management and internal control systems at least annually, and such review should cover all material controls including financial, operational and compliance control; ensures the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions; and considers major findings on risk management and internal control matters, and reports and makes recommendations to the Board.

Senior management of the Group designs, implements and maintains appropriate and effective risk management and internal control systems; identifies, evaluates and manages the risk that may potentially impact the major processes of the operations; monitors risk and takes measures to mitigate risk in day-to-day operations; gives prompt responses to and follow up the findings on risk management and internal control matters raised by the independent external consultant and provides confirmation to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems.

The external independent consultant reviews the adequacy and effectiveness of the Group's risk management and internal control systems; and reports to the Audit Committee the findings of the review and makes recommendations to the Board and management to improve the material systems deficiencies or control weaknesses identified.

RISK MANAGEMENT PROCESS

In addition to the Board's oversight responsibilities, the Company has developed a risk management process to identify, evaluate and manage significant risks and to resolve material internal control defects. Senior management of the Group is responsible for the annual risk reporting process. Independent external consultant meets with various members of the senior management to review and assess risks and discuss solutions to address material internal control defects, including any changes relevant to a given year. Risks are compiled, ratings are assigned and mitigation plans are documented. The risk assessment is reviewed by certain members of the senior management and presented to the Audit Committee and the Board for their review.

Risks are evaluated by the Board and the Group's senior management based on (i) the severity of the impact of the risk on the Company's financial results; and (ii) the probability that the risk will occur.

Based on the risk evaluation, the Company will manage the risks as follows:

- Risk elimination – the Group's senior management may identify and implement certain changes or controls that in effect eliminate the risk entirely.

- Risk mitigation – the Group's senior management may implement a risk mitigation plan designed to reduce the likelihood, velocity or severity of the risk to an acceptable level.

- Risk retention – the Group's senior management may decide that the risk rating is low enough that the risk is acceptable for the Company and that no action is required. The risk would continue to be monitored as part of the risk management program to ensure the level of risk does not increase to an unacceptable level.

INSIDE INFORMATION DISCLOSURE POLICY

The Company adopted an inside information disclosure policy (the "Inside Information Disclosure Policy") which sets out the procedures for the handling and dissemination of inside information with a view to preventing uneven, inadvertent or selective dissemination of inside information and ensuring shareholders and the public are provided with full, accurate and timely information about the activities and the financial condition of the Group. The Inside Information Disclosure Policy covers the following:

- setting out the processes for identifying, assessing and escalating potential inside information to the Board;

- setting out the responsibilities of officers in preserving the confidentiality of inside information, escalating upwards any such potential information and cascading down the message and responsibilities to relevant staff; and

- identifying who are the Company's authorised spokespersons and their responsibilities for communications with stakeholders of the Company.

In addition, the Company has communicated to all relevant staff regarding the implementation of the Inside Information Disclosure Policy.

The Board considers that the Company's existing measures are effective and appropriate compliance mechanisms to safeguard the Company and its officers in discharging their disclosure obligations in respect of inside information.

WHISTLEBLOWING POLICY

The whistleblowing policy has been put in place for all employees and those who have business dealings with the Group (including customers and suppliers) to deal with concerns related to fraudulent or unethical acts or non-compliances with laws and the Group's policies that have or could have significant adverse financial, legal or reputational impacts on the Group. They may raise concerns about the possible improprieties in any matters related to the Group, in person or in writing to the company secretary who shall report to the chairman of the Audit Committee in confidence and anonymity. The chairman of the Audit Committee shall then determine the course of action to pursue, with power to delegate, with respect to the report.

ANTI-CORRUPTION POLICY

The Group has formulated its own anti-corruption policy to ensure the Directors and employees within the Group comply with the Hong Kong Prevention of Bribery Ordinance, the Criminal Law of the PRC, the Anti-Unfair Competition Law of the PRC and the Anti-Money Laundering Law of the PRC, where applicable. The policy sets out the integrity and conduct requirements and policies or controls in place which applies to all Directors and employees of the Group at all levels, and external parties doing business with the Group and those acting in an agency or fiduciary capacity on behalf of the Group (e.g., agents, consultants and contractors). The policy is reviewed from time to time to ensure that it remains appropriate.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Company for the year ended 31 December 2022.

The statements of the independent auditor of the Company about their reporting responsibilities on the consolidated financial statements are set out in the Independent Auditor's Report on pages 39 to 44 of this annual report.

COMPANY SECRETARY

The company secretary of the Company as at 31 December 2022 was Mr. Lee, who was appointed as company secretary of the Group on 2 December 2022, and he had fulfilled the qualification requirements as set out in the Listing Rules. Biographical details of Mr. Lee are set out in the section headed "Biographical Details of Directors and Senior Management" of this annual report. During the year ended 31 December 2022, Mr. Lee has taken not less than 15 hours of relevant professional training.

SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, separate resolutions should be proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange after each general meeting.

Convening an Extraordinary General Meeting

Pursuant to article 58 of the Articles of Association, an extraordinary general meeting shall also 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 having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary 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 calendar months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(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 Forward Proposals at General Meetings

There are no provisions in the Articles of Association or the Cayman Islands Companies Law for shareholders of the Company to move new resolutions at general meetings. Shareholders of the Company who wish to move a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph. As regards proposing a person for election as a director of the Company, please refer to the "Procedures for Shareholders to Propose a Person for Election as a Director" of the Company which is posted on the Company's website.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, shareholders of the Company may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address:	Room 1203, 12/F Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong (For the attention of the Board of Directors)
Email:	info@tongdahongtai.com.hk

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting, Directors (or their delegates as appropriate) are available to meet shareholders and answer their enquiries.

The Company maintains a website at www.tongdahongtai.com as a communication platform with the shareholders and investors, where the financial information and other relevant information of the Company are available for public access.

The Board is responsible for regularly reviewing the effectiveness of the shareholders' communication policy, and it was satisfied with the implementation and effectiveness of the shareholders' communication policy in the year ended 31 December 2022, as the policy has provided effective channels for Shareholders, potential investors and other stakeholders of the Group to communicate their views with the Company. The Company had complied with the principles and required practices as set out in the policy as described above during year ended 31 December 2022.

CONSTITUTIONAL DOCUMENTS

During the Year, the Company has not made any changes to its Memorandum and Articles of Association. A copy of the Company's Memorandum and Articles of Association is available on the websites of the Company and the Stock Exchange.

As disclosed in the announcement of the Company dated 3 April 2023, the Board announced that in order (i) conform to the Core Standards set out in Appendix 3 of the Listing Rules; (ii) allowing the Company to hold hybrid and electronic meetings; and (iii) reflecting certain updates in relation to the applicable laws of the Cayman Islands and the Listing Rules and make other housekeeping amendments, it proposes to amend the Articles and adopt the new Articles incorporating the said proposed amendments in substitution for, and to the exclusion of, the existing Articles (the "Proposed Amendments"). The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the Company's forthcoming annual general meeting.

The Directors are pleased to present this annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Company's subsidiaries are principally involved in the manufacture and sale of the casings of notebook and tablet.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2022 and the financial positions of the Company and of the Group as at that date are set out in the consolidated financial statements on pages 51 to 107 of this annual report.

The Directors did not recommend the payment of any dividend for the year ended 31 December 2022.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2022, comprising the discussion of business prospects, is set out in the "Management Discussion and Analysis" on pages 4 to 8 of this annual report and the cross-referenced part of the annual report forms part of the directors' report. The Group committed to enhancing governance, promoting employee benefits and development, protecting the environment and giving back to society in order to fulfill social responsibility and achieve sustainable growth.

POSSIBLE RISKS AND UNCERTAINTIES FACING THE COMPANY

The Group's financial conditions, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The following are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties which are not known to the Group or which may not be material now but could turn out to be material in the future.

SENIOR MANAGEMENT REMUNERATION

The emoluments of senior management fell within the following bands:

	Number of senior management Year ended 31 December	
	2022	**2021**
Nil to HK$500,000	**3**	–
HK$500,001 to HK$1,000,000	**–**	3

Business Risk

A substantial portion of the operating assets of the Group are located in the PRC and the Group expects that a material portion of the turnover will continue to be derived from the operations in the PRC. The results of operations and prospects are subject, to a significant degree, to economic, political and legal developments in the PRC. The economy of the PRC differs from the economies of most developed countries in many respects, including the extent of government involvement, the level of development, the growth rate, and government control of foreign exchange. The Group cannot predict whether changes in the PRC's political, economic and social conditions, laws, regulations and policies will have any material adverse effect on the current or future business, results of operation or financial condition of the Group.

Financial Risk

The financial risk management of the Group are set out in note 31 to the financial statements and the cross-referenced part of the annual report forms part of the directors' report.

ENVIRONMENTAL PROTECTION POLICY

The Group has strong commitment towards environmental protection and is committed to supporting the environmental sustainability. The Group is principally engaged in the manufacture and sale of the casings of notebook and tablet in the PRC, which is subject to various environmental laws and regulations set by the PRC national, provincial and municipal governments. Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations. During the year ended 31 December 2022 and up to the date of this annual report, the Group did not incur any significant cost in relation to environmental protection or have any material environmental-related incident, and the Group had not been penalised by competent government authority for environmental-related violations.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Board believes the compliance with laws and regulations as the cornerstone of a business and attaches considerable importance to it. To the best knowledge of the Board, during the year ended 31 December 2022 and up to the date of this annual report, the Group has complied with relevant laws and regulations that have significant impact on the business and operations of the Group. Further, any changes in applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

RELATIONS WITH KEY STAKEHOLDERS

The Board recognises that our employees are valuable assets contributing to the Group's future success. The Group provides competitive remuneration package to attract, motivate and retain our employees. The Board also regularly reviews the remuneration package of our employees and makes necessary adjustments to conform to the prevailing market practices. The Board also treasures that maintaining good relationship with our customers and suppliers is vital to achieve the Group's long-term goals. During the Year, there was no significant dispute between the Group companies and our business partners.

FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and equity of the Group for the last five financial years, as extracted from the Company's prospectus dated 28 February 2018 (the "Prospectus") and the published audited financial statements, is set out on page 108. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year ended 31 December 2022 are set out in note 13 to the financial statements.

BANK BORROWINGS

Details of movements in the bank borrowings of the Group during the year ended 31 December 2022 are set out in note 21 to the financial statements.

SHARE CAPITAL

Details of movements in the Company's issued share capital during the year ended 31 December 2022 are set out in note 23 of this annual report.

DISTRIBUTABLE RESERVES

As at 31 December 2021 and 2022, the Company has no reserve available for distribution in accordance with the applicable laws of Cayman Islands and the Articles of Association.

Details of movements in the reserves of the Group and the Company during the year ended 31 December 2022 are set out in the consolidated statement of changes in equity on page 48 of this annual report and note 32 of this annual report, respectively.

DIRECTORS

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

Executive Directors:

Mr. Wong Ming Li (Chief Executive Officer)
Mr. Lee King On Jeff (appointed on 2 December 2022)
Mr. Wang Ming Zhi
Mr. Wong Ah Yu (resigned on 2 December 2022)

Non-executive Director:

Mr. Wang Ya Nan (Chairman)

Independent non-executive Directors:

Ms. Leung Pik Kwan
Mr. Sun Wai Hong
Mr. Chan Shiu Man (appointed on 2 December 2022)
Mr. Wu Kin San Alfred (resigned on 2 December 2022)

In accordance with article 83(3) of the Articles of Association, 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.

In accordance with article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Accordingly, Mr. Wong Ming Li, Mr. Lee King On Jeff, Mr. Wang Ming Zhi and Mr. Chan Shiu Man will offer themselves for re-election at the forthcoming annual general meeting of the Company.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and senior management are set out in the section headed "Biographical Details of Directors and Senior Management".

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive Directors are independent.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company, and each of the non-executive Director and independent non-executive Directors has signed an appointment letter with the Company, for a term of three years commencing from the Listing Date which may be terminated by either party with three months' written notice.

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long positions in shares of the Company

Name of Director	Nature of interest	Number of shares interested	Percentage of shareholding interest
Mr. Wang Ya Nan (Notes 1 & 2)	Beneficial owner	28,959,000	4.25%
	Interest of controlled corporation	369,063,814	54.21%

Notes:

1. 346,863,814 shares are beneficially held by Landmark Worldwide Holdings Limited. The issued share capital of Landmark Worldwide Holdings Limited is beneficially owned as to 25% by each Messrs. Wang Ya Nan, Wang Ya Hua, Wong Ah Yu and Wong Ah Yeung.

2. 22,200,000 shares are beneficially held by E-Growth Resources Limited, which includes its irrevocable undertaking to accept its entitlement of 14,800,000 rights shares under the rights issue announced by the Company on 23 November 2021. The entire issued share capital of E-Growth Resources Limited is beneficially owned by Mr. Wang Ya Nan.

Save as disclosed above, as at 31 December 2022, there were no other interests or short positions of the Directors of the Company in the shares or underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) or pursuant to section 352 of the SFO, required to be recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the following persons/entities (other than the Directors or the chief executive of the Company) had an interest or short position 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, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or otherwise notified to the Company were as follows:

Long positions in shares of the Company

Name of shareholder	Nature of interest	Number of shares interested	Percentage of shareholding in the Company
Mr. Wong Ah Yeung (Note 1)	Beneficial owner	8,947,500	1.31%
	Interest of controlled corporation	346,863,814	50.95%
Mr. Wong Ah Yu (Note 1)	Beneficial owner	7,233,000	1.06%
	Interest of controlled corporation	346,863,814	50.95%
Mr. Wang Ya Hua (Note 1)	Beneficial owner	6,841,500	1.00%
	Interest of controlled corporation	346,863,814	50.95%
Landmark Worldwide Holdings Limited (Note 1)	Beneficial owner	346,863,814	50.95%

Note:

1. 346,863,814 shares are beneficially held by Landmark Worldwide Holdings Limited. The issued share capital of Landmark Worldwide Holdings Limited is beneficially owned as to 25% by each Messrs. Wong Ah Yeung, Wang Ya Hua, Wong Ah Yu and Wang Ya Nan.

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

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year ended 31 December 2022 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

SHARE OPTION SCHEME

The Company has conditionally adopted a share option scheme (the "Share Option Scheme") pursuant to the written resolutions of the sole shareholder passed on 8 February 2018. 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.

Pursuant to the Share Option Scheme, the Directors may, at their absolute discretion, offer to grant an option to subscribe for the shares subject to such conditions (including, without limitation, any minimum period for which an option must be held before it can be exercised and/or any performance targets which must be achieved before an option can be exercised) as they may think fit, to the following persons (the "Eligible Participants"): (a) any full-time or part-time employees, executives or officers of the Company; (b) any director (including executive, non-executive and independent non-executive directors) of the Company or any of its subsidiaries; (c) any advisers, consultants, service providers, customers and agents to the Company or any of its subsidiaries; and (d) such other persons who, in the sole opinion of the Directors, will contribute or have contributed to the Group.

An option shall have been accepted by an Eligible Participant within 21 days from the date of the offer of grant of the option. A consideration of HK$1.00 is payable on acceptance of the offer of grant of an option.

The maximum number of shares which may be issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Company) to be granted under the Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 18,911,563 shares, being 10% of the shares in issue as at the Listing Date. No share options had been granted by the Company under the Share Option Scheme up to the date of this report. Therefore, the number of shares available for issue is 18,911,563 shares, being approximately 10% of the shares in issue as at the date of this report.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of the Company (including both exercised and outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of options in excess of the 1% limit shall be subject to shareholders' approval in general meeting with such participant and his associates abstaining from voting.

The subscription price per share under the Share Option Scheme shall be a price determined by the Directors, but shall not be less than the highest of (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of offer for the grant, which must be a Business day; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five Business days immediately preceding the date of grant; and (c) the nominal value of a share.

Unless there is an early termination of the Share Option Scheme pursuant to the rules of the Share Option Scheme, the Share Option Scheme will remain in force for a period of 10 years after the date on which the Share Option Scheme is adopted. The period during which an option may be exercised will be determined by the Directors in their absolute discretion, save that no option shall be exercised later than 10 years from the date of grant. The remaining life of the Share Option Scheme was approximately 5 years.

Since the adoption of the Share Option Scheme, no share option has been granted under the Share Option Scheme. Therefore, no share option was exercised or cancelled or lapsed during the year ended 31 December 2022 and there was no outstanding option as at 31 December 2022.

EQUITY-LINKED AGREEMENTS

Save as disclosed under the section headed "Share Option Scheme" above, there were no equity-linked agreements entered into by the Group, or existed during the year ended 31 December 2022.

RELATED PARTY TRANSACTIONS

Details of the related party transactions entered into by the Group during the year ended 31 December 2022 are set out in note 27 to the financial statements.

The transactions do not fall under "Connected Transactions" or "Continuing Connected Transactions" in accordance with Chapter 14A of the Listing Rules.

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

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as those disclosed in note 27 to the financial statements, no other transactions, arrangements or contracts of significance, to which the Company or any of its subsidiaries was a party and in which a Director or an entity connected with him/her had a material interest, whether directly or indirectly, subsisted at the end of the year ended 31 December 2022 or at any time during the year.

MANAGEMENT CONTRACTS

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

COMPETING BUSINESS

For the year ended 31 December 2022 and up to the date of this report, none of the Directors or the controlling shareholders of the Company (has the meaning ascribed thereto under the Listing Rules and, in the context of the Company, means collectively Mr. Wang Ya Nan, Mr. Wang Ya Hua, Mr. Wong Ah Yeung, Mr. Wong Ah Yu, Landmark Worldwide Holdings Limited and E-Growth Resources Limited) and their respective close associates had any interests in any business, apart from the business of the Group, which competes or likely to compete (either directly or indirectly) with the business of the Group.

Non-Competition Undertaking by Controlling Shareholders

The controlling shareholders of the Company had entered into a deed of non-competition in favour of the Company (for itself and as trustee for each of its subsidiaries from time to time) on 8 February 2018 (the "Deed of Non-Competition"), details of which are set out in section headed "Relationship with the Tongda Group and connected persons – Deed of Non-Competition" in the Prospectus. The controlling shareholders of the Company have confirmed to the Company of their compliance with all the undertakings provided to the Company under the Deed of Non-Competition.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Articles of Association, every Director shall be entitled to be indemnified out of the assets or profits of the Company against all losses or liabilities 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 Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Company since the Listing Date.

EMOLUMENT POLICY

The emolument policy of the employees of the Group was set up by the Remuneration Committee on the basis of their merit, qualifications and competence. The emolument of the Directors are reviewed and recommended by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to eligible persons, details are set out under the heading "Share Option Scheme" in this report.

DIRECTORS' REMUNERATION

Details of the remuneration of the Directors are set out in note 8 to the financial statements, which are recommended by the Remuneration Committee by reference to the performance of the individual and the Company as well as market practice and conditions.

PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF PUBLIC FLOAT

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

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2022, (i) the Group's largest customer and five largest customers accounted for approximately 47.5% and 87.7% respectively of the Group's total revenue; and (ii) the Group's largest supplier and five largest suppliers accounted for approximately 12.1% and 41.3% respectively of the Group's total purchases (not including purchases of items which are of a capital nature).

As far as the Directors are aware, none of the Directors, their associates or any shareholders who owned more than 5% of the Company's share capital had any interest in the five largest customers or suppliers of the Group.

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

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

CORPORATE GOVERNANCE

The Board has reviewed the Company's corporate governance practices and is satisfied that the Company has been in compliance with code provisions set out in the CG Code for the year ended 31 December 2022 and up to the date of this report.

Details of corporate governance report are set out on pages 13 to 26 of this annual report.

EVENT AFTER THE REPORTING PERIOD

Save as those disclosed in this annual report, the Board is not aware of any material event requiring disclosure, that has taken place subsequent to 31 December 2022 and up to the date of this report.

CHANGE IN DIRECTORS' INFORMATION

Save as those disclosed in this annual report, there have been no further matters during the year ended 31 December 2022 that need to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

USE OF NET PROCEEDS FROM THE LISTING

The Company was successfully listed on the Main Board of the Stock Exchange on 16 March 2018. Net proceeds from the Listing (after deducting underwriting fee and relevant expenses payable by the Group in connection with the Listing) amounted to approximately HK$48.5 million. As at 31 December 2022, a total amount of HK$42.9 million out of the net proceeds had been used by the Group and the unutilised amount will be used by the Group according to the allocation set out in the Prospectus.

The following sets forth a summary of the utilisation of the net proceeds:

Purpose	Percentage to total amount	Net proceeds HK$ million	Utilised amount (as at 31 December 2022) HK$ million	Unutilised amount (as at 31 December 2022) HK$ million	Expected timeline of full utilisation of the balance
Lease of a new factory (Note 1)	15.1%	7.3	1.7	5.6	2028-2029
Refurbishment of the new factory as mentioned above	19.9%	9.6	9.6	–	–
Capital expenditure for additional production facilities and machineries	46.2%	22.4	22.4	–	–
Capital expenditure for enhancing the automation in the Group's manufacturing process	16.1%	7.8	7.8	–	–
Additional effort in sales and marketing activities	0.3%	0.2	0.2	–	–
Enhancement of research and development capabilities	2.4%	1.2	1.2	–	–
Total	100%	48.5	42.9	5.6	

Note:

1. The lease of the factory is for a term of ten years, and therefore the remaining balance of approximately HK$5.6 million is expected to be fully utilised by the year 2028 to 2029.

USE OF PROCEEDS FROM THE RIGHTS ISSUE

On 21 February 2022, the Group completed the rights issue on the basis of two rights shares for every one ordinary share of the Company at the subscription price of HK$0.133 per rights share, the net proceeds from the rights issue, after deducting the estimated expenses and after the set off of loans from related party of approximately HK$32.0 million (including but not limited to placing commission, legal expenses and disbursements), are approximately HK$25.7 million. The Company intends to apply the net proceeds to (i) approximately HK$7.0 million for staff costs of the Group; (ii) approximately HK$16.0 million for payment to the Group's suppliers; and (iii) approximately HK$2.7 million as general working capital of the Group. As of 31 December 2022, the said net proceeds has been fully utilised as intended.

AUDITOR

Ernst & Young has resigned as the auditor of the Company with effect from 13 January 2022 as Ernst & Young and the Company could not reach a consensus on the audit service fee regarding the annual audit for the financial year ended 31 December 2021. The Board, with the recommendation from the Audit Committee, has resolved to appoint D & Partners CPA Limited as the new auditor of the Company with effect from 13 January 2022 to fill the casual vacancy following the resignation of Ernst & Young.

D & Partners CPA Limited will hold office until the conclusion of the forthcoming annual general meeting. D & Partners CPA Limited will retire and, being eligible, offer themselves for reappointment.

A resolution for the reappointment of D & Partners CPA Limited as auditor of the Company is to be proposed at the forthcoming annual general meeting. Save as disclosed above, there was no other change of the Company's auditors in any of the preceding three years.

ON BEHALF OF THE BOARD

Wang Ya Nan
TONGDA HONG TAI HOLDINGS LIMITED
Chairman

Hong Kong
31 March 2023

D & PARTNERS
CERTIFIED PUBLIC ACCOUNTANTS

To the shareholders of Tongda Hong Tai Holdings Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Tongda Hong Tai Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 45 to 107, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

KEY AUDIT MATTERS *(continued)*

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

Key Audit Matter	How our audit addressed the Key Audit Matter
Provision for inventories As at 31 December 2022, the net carrying value of the Group's inventories amounted to HK$49,912,000, representing 34% of the total assets of the Group. Provision assessment is based on the estimated net realisable value of inventories, which requires significant management judgements and estimates. Management considers various factors, including the ageing of the inventories, historical sales patterns, post year-end sales, selling prices of inventories and prevailing market conditions. The significant accounting judgements and estimates and disclosures about inventories are included in notes 3 and 15 to the consolidated financial statements.	Our audit procedures included, among others, evaluating management's assessment methodology based on the Group's circumstances, and evaluating the inputs and assumptions applied by management in performing the provision assessment by reviewing the ageing of the inventories, the post year-end usage or sale and the selling prices of a sample of inventories, evaluating management's expectation on future demand and usage of inventories with reference to historical sales patterns and sales orders received by the Group.

Key Audit Matter	How our audit addressed the Key Audit Matter

Impairment assessment of property, plant and equipment and right-of-use assets

As at 31 December 2022, the net carrying values of the Group's property, plant and equipment and right-of-use assets amounted to HK$8,271,000 and HK$6,132,000, respectively.

Management assessed whether there are any indicators of impairment for the property, plant and equipment and right-of-use assets at the end of each reporting period and performed an assessment of the recoverable amounts of these assets based on value in use calculation when an impairment indicator was identified. Impairment loss of HK$18,667,000 and HK$13,840,000 are provided for property, plant and equipment and right-of-use assets, respectively as the estimated recoverable amounts of property, plant and equipment and right-of-use assets are lower than their carrying amounts.

Management's impairment assessment process involves significant judgements and estimates, including the estimation of future cash flows and other assumptions, such as the associated growth rates, estimated gross margin and the discount rate applied, which are sensitive to expected future market conditions and the cash-generating unit's performance in the foreseeable future.

The significant accounting judgements and estimates and disclosures about property, plant and equipment and right-of-use assets are included in notes 3, 13 and 14(a) to the consolidated financial statements.

Our procedures in relation to the impairment assessment property, plant and equipment and right-of-use assets included the following:

- understand the approach and assumptions used by management in determining the recoverable amount for the property, plant and equipment and right-of-use assets;
- obtain and review the valuation report issued by the external independent valuer for the property, plant and equipment and right-of-use assets and discussing with the external independent valuer to understand the methodology and assumptions used;
- test the mathematical accuracy of the value-in use calculation of the cash flow forecast and assess the appropriateness of the methodology used;
- evaluate the key assumptions used in the future cash flow forecast, including revenue growth rate and terminal growth rate, based on other available market data in the manufacture and sale of casings of notebook and tablet industry taking into account the historical performance of the Group and corroborate with the development plan based on our discussion with the management;
- evaluate the discount rate by benchmarking them to the rates used by similar companies in the market; and
- assess the competence, independence and integrity of the external independent valuer.

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF THE DIRECTORS' FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

As part of an audit in accordance with HKSAs, 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.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

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

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

The engagement partner on the audit resulting in the independent auditor's report is Heung Wai Keung.

D & PARTNERS CPA LIMITED
Certified Public Accountants
Heung Wai Keung
Practising Certificate No.: P06700
Hong Kong

31 March 2023

Consolidated Income Statement

Year ended 31 December 2022

	Notes	2022 HK$'000	2021 HK$'000
REVENUE	5	**150,545**	370,693
Cost of sales		**(264,477)**	(481,468)
Gross loss		**(113,932)**	(110,775)
Other income	5	**998**	3,073
Selling and distribution expenses		**(4,996)**	(7,976)
General and administrative expenses		**(52,942)**	(69,357)
Other operating expenses, net		**(54,700)**	(4,372)
Finance costs	6	**(5,851)**	(7,553)
LOSS BEFORE TAX	7	**(231,423)**	(196,960)
Income tax expense	10	**–**	–
LOSS FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY		**(231,423)**	(196,960)
			(Restated)
LOSS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY			
Basic and diluted	12	**HK(37.41) cents**	HK(85.38) cents

Consolidated Statement of Comprehensive Income

Year ended 31 December 2022

	2022 HK$'000	2021 HK$'000
LOSS FOR THE YEAR	**(231,423)**	(196,960)
OTHER COMPREHENSIVE INCOME/(EXPENSE)		
Other comprehensive income/(expense) that may be reclassified to the income statement in subsequent periods, net of tax:		
Exchange differences on translation of a foreign operation	**11,135**	(1,558)
TOTAL COMPREHENSIVE EXPENSE FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	**(220,288)**	(198,518)

Consolidated Statement of Financial Position

31 December 2022

	Notes	2022 HK$'000	2021 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	**8,271**	33,914
Right-of-use assets	14(a)	**6,132**	10,140
Long term deposits	17	**497**	2,299
Total non-current assets		**14,900**	46,353
CURRENT ASSETS			
Inventories	15	**49,912**	183,582
Trade and bills receivables	16	**57,771**	174,949
Prepayments, deposits and other receivables	17	**12,236**	13,704
Tax recoverable		**832**	893
Restricted bank balances	18	**3,125**	3,327
Cash and bank balances	18	**7,603**	11,038
Total current assets		**131,479**	387,493
CURRENT LIABILITIES			
Trade payables	19	**47,623**	139,135
Other payables and accruals	20	**88,482**	32,636
Interest-bearing bank borrowings	21	**–**	74,859
Loans from related parties	22	**8,041**	213,698
Lease liabilities	14(b)	**5,209**	5,042
Total current liabilities		**149,355**	465,370
NET CURRENT LIABILITIES		**(17,876)**	(77,877)
TOTAL ASSETS LESS CURRENT LIABILITIES		**(2,976)**	(31,524)
NON-CURRENT LIABILITIES			
Lease liabilities	14(b)	**16,430**	11,480
Other payable	20	**184,013**	–
Total non-current liabilities		**200,443**	11,480
Net liabilities		**(203,419)**	(43,004)
DEFICIENCY			
Equity attributable to equity holders of the Company			
Issued capital	23	**6,807**	2,269
Deficit	24	**(210,226)**	(45,273)
Total deficit		**(203,419)**	(43,004)

Wong Ming Li *Director*	**Wang Ming Zhi** *Director*

Consolidated Statement of Changes in Equity

Year ended 31 December 2022

	Attributable to equity holders of the Company						
	Issued capital HK$'000	**Share premium** HK$'000	**Capital reserve** HK$'000 Note 24(b)	**Statutory reserve fund** HK$'000 Note 24(a)	**Exchange fluctuation reserve** HK$'000	**Accumulated losses** HK$'000	**Total equity/ (deficit)** HK$'000
At 1 January 2021	1,891	121,933	198,566	16,031	(22,496)	(171,894)	144,031
Loss for the year	–	–	–	–	–	(196,960)	(196,960)
Other comprehensive income for the year:							
Exchange differences on translation of a foreign operation	–	–	–	–	(1,558)	–	(1,558)
Total comprehensive expense for the year	–	–	–	–	(1,558)	(196,960)	(198,518)
Placing of new shares under general mandate (Note 23a)	378	11,105	–	–	–	–	11,483
At 31 December 2021 and 1 January 2022	2,269	133,038*	198,566*	16,031*	(24,054)*	(368,854)*	(43,004)
Loss for the year	–	–	–	–	–	(231,423)	(231,423)
Other comprehensive income for the year:							
Exchange differences on translation of a foreign operation	–	–	–	–	11,135	–	11,135
Total comprehensive expense for the year	–	–	–	–	11,135	(231,423)	(220,288)
Issue of shares upon rights issue (Note 23b)	4,538	53,195	–	–	–	–	57,733
Contribution from a shareholder (Note 25(a)(ii))	–	–	2,140	–	–	–	2,140
At 31 December 2022	6,807	186,233*	200,706*	16,031*	(12,919)*	(600,277)*	(203,419)

* These reserve accounts comprise the consolidated deficit of HK$210,266,000 (2021: HK$45,273,000) in the consolidated statement of financial position.

Consolidated Statement of Cash Flows

Year ended 31 December 2022

	Notes	2022 HK$'000	2021 HK$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		**(231,423)**	(196,960)
Adjustments for:			
Finance costs	6	**5,851**	7,553
Depreciation of property, plant and equipment	7	**7,080**	6,964
Depreciation of right-of-use assets	7	**5,258**	4,074
Bank interest income	5	**(25)**	(26)
Loss on disposal/write-off of items of property, plant and equipment	7	**1,116**	1,305
Impairment of/(reversal of impairment of) trade receivables	7	**2,727**	(68)
Provision for inventories	7	**127,321**	109,111
Write-off of prepayments	7	**9,488**	1,214
Gain on early termination of leases	7	**(4,178)**	–
Impairment of property, plant and equipment	7	**18,667**	–
Impairment of right-of-use assets	7	**13,840**	–
Exchange difference		**10,385**	–
		(33,893)	(66,833)
Decrease/(increase) in inventories		**6,349**	(14,545)
Decrease in trade and bills receivables		**114,451**	66,732
Increase in prepayments, deposits and other receivables		**(8,020)**	(1,580)
Decrease in trade payables		**(91,512)**	(14,012)
(Decrease)/increase in other payables and accruals		**(4,154)**	2,825
Exchange realignment		**(10,067)**	5,609
Cash used in operations		**(26,846)**	(21,804)
Interest paid		**(2,893)**	(5,877)
Net cash flows used in operating activities		**(29,739)**	(27,681)
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		**25**	26
Proceeds from disposal of items of property, plant and equipment		**54**	–
Purchases of items of property, plant and equipment		**(686)**	(4,519)
Increase in long term deposits		**(497)**	(2,090)
Decrease/(increase) in restricted bank balances		**202**	(1,045)
Exchange realignment		**(198)**	124
Net cash flows used in investing activities		**(1,100)**	(7,504)

Consolidated Statement of Cash Flows (Continued)

Year ended 31 December 2022

	Notes	2022 HK$'000	2021 HK$'000
CASH FLOWS FROM FINANCING ACTIVITIES			
New bank loans		**103,631**	222,422
Repayment of bank loans		**(178,490)**	(342,392)
New loans from related parties		**9,538**	133,547
New loan from an independent third party		**60,000**	–
Principal portion of lease payments	25(b)	**(5,098)**	(5,877)
Net proceeds from issue of shares by rights issue		**25,733**	–
Proceeds from placing of new shares		**–**	11,483
Exchange realignment		**11,213**	(7,583)
Net cash flows from financing activities		**26,527**	11,600
NET DECREASE IN CASH AND CASH EQUIVALENTS		**(4,312)**	(23,585)
Cash and cash equivalents at beginning of year		**11,038**	34,917
Effect of foreign exchange rate changes, net		**877**	(294)
CASH AND CASH EQUIVALENTS AT END OF YEAR		**7,603**	11,038
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	18	**10,728**	14,365
Less: Restricted bank balances	18	**(3,125)**	(3,327)
		7,603	11,038

1. CORPORATE AND GROUP INFORMATION

Tongda Hong Tai Holdings Limited (the "Company") is a limited liability company incorporated in the Cayman Islands. The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The principal activity of the Company is investment holding. The Company's subsidiaries are principally involved in the manufacture and sale of casings of notebook and tablet.

In the opinion of the directors of the Company, Mr. Wang Ya Nan, Mr. Wang Ya Hua, Mr. Wong Ah Yeung, Mr. Wong Ah Yu, together with Landmark Worldwide Holdings Limited ("Landmark") and E-Growth Resources Limited, are considered as the controlling shareholders of the Company.

Information about subsidiaries

Particulars of the Company's subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Issued ordinary share capital/ paid-up registered capital	Percentage of equity attributable to the Company	Principal activities
Directly held:				
Tongda HT Holdings (BVI) Limited	British Virgin Islands ("BVI")	US$2	100	Investment holding
Indirectly held:				
Tongda HT Technology (HK) Company Limited	Hong Kong	HK$2	100	Investment holding
通達宏泰科技(蘇州)有限公司 (Tongda HT Technology (Suzhou) Company Limited) (Note (a))	The People's Republic of China (the "PRC")/ Mainland China	HK$250,000,000	100	Manufacture and sale of casings of notebook and tablet

Note:

(a) This entity was registered as a wholly-foreign-owned enterprise under the PRC law.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through other comprehensive income which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK$") and all values are rounded to the nearest thousand except when otherwise indicated.

Going concern assumptions

The Group incurred net loss of approximately HK$231,423,000 (2021: HK$196,960,000) for the year ended 31 December 2022. As at 31 December 2022, the Group had net current liabilities of HK$17,876,000 (2021: HK$77,877,000) and net liabilities of HK$203,419,000 (2021: HK$43,004,000).

These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

The consolidated financial statements have been prepared on the assumptions that the Group will continue to operate as a going concern notwithstanding the conditions prevailing as at 31 December 2022 and subsequently thereto up to the date when the consolidated financial statements are authorised for issue. In order to improve the Group's financial position, immediate liquidity and cash flows, and otherwise to sustain the Group as a going concern, the directors of the Company have adopted several measures together with other measures in progress at the date when the consolidated financial statements are authorised for issue, but not limited to, the followings:

2.1 BASIS OF PREPARATION *(continued)*

Going concern assumptions *(continued)*

(a) Implementing comprehensive policies to monitor cash flows through cutting costs and capital expenditure;

(b) On the date of report, the Group has negotiated with Mr. Wang Ya Nan and independent third party and they agreed not to demand the amount due to him of HK$2,400,000 and HK$60,000,000 as at 31 December 2022 within the next twelve months from the date of report. Letter of undertakings are obtained; and

(c) Mr. Wang Ya Nan, one of the controlling shareholders of the Company has committed to provide continuous financial support to the Group as is necessary to enable the Group to meet its financial obligations as they fall due within the next twelve months from the date of report. Letter of financial support is obtained from Mr. Wang Ya Nan.

The directors of the Company have reviewed the Group's cash flow projections prepared by management. The cash flow projections cover a period of not less than twelve months from the date of report. They are of the opinion that, taking into account the abovementioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from the date of report. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Should the Group be unable to continue in business as a going concern, adjustments would have to be made to write down the carrying amounts of the Group's assets to their recoverable amounts, to provide for any further liabilities that may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

2.1 BASIS OF PREPARATION *(continued)*

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2022. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in the income statement. The Group's share of components previously recognised in other comprehensive income is reclassified to the income statement or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following amended HKFRSs for the first time for the current year's financial statements.

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 HKFRS 3	*Reference to the Conceptual Framework*
Amendments to HKFRS 16 (March 2021)	*Covid-19 Related Rent Concessions beyond 30 June 2021*
Annual Improvements Project	*Annual Improvements to HKFRS Standards 2018-2020*
Amendments to Accounting Guideline 5	*Merger Accounting for Common Control Combinations*

The adoption of the amendments to standards did not have any material impact on the Group's results and financial position for the current or prior year.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these consolidated financial statements.

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts and related amendments[1]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation[2]
Amendment to HKFRS 16	Lease Liability in a Sales and Leaseback[2]
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]

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 date not yet determined

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have a significant impact on the Group's financial performance and financial position.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Fair value measurement

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

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over the estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvements	Over the lease terms or 5 years, whichever is shorter
Plant and machinery	10 – 12 years
Furniture, fixtures and office equipment	3 – 10 years
Motor vehicles	5 – 10 years

Estimated residual values are determined as 5% to 10% of the original purchase cost of each individual underlying asset.

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Leases

The Group assesses at contract inception whether a 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.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold buildings	2 to 10 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Leases *(continued)*

Group as a lessee (continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments and other financial assets *(continued)*

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the income statement when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the income statement and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the income statement.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

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

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are more than 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of financial assets *(continued)*

General approach (continued)

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, financial liabilities included in other payables and accruals, lease liabilities, loans from related parties and interest-bearing bank borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities at amortised cost (loans and borrowings) is as follows:

After initial recognition, interest-bearing bank borrowings are 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. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on 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 manufacturing overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the entity must incur to make the sale.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

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

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

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

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

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

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

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

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Income tax *(continued)*

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

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the income statement over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the income statement by way of a reduced depreciation charge.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Research and development costs

All research costs are charged to the income statement as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

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

Other income

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.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Group's subsidiary which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. This subsidiary is required to contribute a certain percentage of its payroll costs to the central pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities of the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when 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 capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

3. SIGNIFICANT ACCOUNTING ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

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 described below.

Provision for inventories

Management of the Group reviews the ageing analysis of inventories at the end of each reporting period, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for use in production. Management estimates the net realisable value for such inventories based primarily on the ageing of the inventories, historical sales pattern, post year-end sales, latest invoice prices and prevailing market conditions. The carrying amount of inventories at 31 December 2022 was HK$49,912,000 (2021: HK$183,582,000). Further details of the inventories are given in note 15.

3. SIGNIFICANT ACCOUNTING ESTIMATES *(continued)*

Estimation uncertainty *(continued)*

Impairment of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future.

The carrying amount of trade receivables was HK$56,681,000 (2021: HK$170,219,000). Further details of the trade receivables are given in note 16.

Impairment of non-financial assets (other than goodwill)

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. The Group's 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.

The carrying amount of property, plant and equipment and right-of-use assets were HK$8,271,000 (2021: HK$33,914,000) and HK$6,132,000 (2021: HK$10,140,000), respectively. Further details of the impairment assessment of property, plant and equipment and right-of-use assets are given in note 13.

4. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the manufacture and sale of the casings of notebook and tablet. Almost all of the Group's products are of a similar nature and subject to similar risks and returns. Accordingly, the Group's operating activities are attributable to a single reportable operating segment.

In addition, the Group's revenue, expenses, results, assets and liabilities and capital expenditures are predominantly attributable to a single geographical region, Mainland China, which is the Group's principal place of business and operations. Therefore, no analysis by geographical region is presented.

Information about major customers

Revenue derived from sales to individual customers which contributed over 10% to the total revenue of the Group is as follows:

	2022	2021
	HK$'000	HK$'000
Customer A	**71,665**	95,538
Customer B	**27,973**	95,368
Customer C	**24,404**	49,941
	124,042	240,847

5. REVENUE AND OTHER INCOME

An analysis of revenue is as follows:

	2022	2021
	HK$'000	HK$'000
Revenue from contracts with customers		
Sale of casings of notebook and tablet	**150,545**	370,693

5. REVENUE AND OTHER INCOME *(continued)*

Revenue from contracts with customers

Performance obligation

Sale of casings of notebook and tablet

The performance obligation is satisfied upon delivery of the goods and payment is generally due within one to four months from delivery, except for new customers, where payment in advance is normally required.

An analysis of the Group's other income is as follows:

	2022 HK$'000	2021 HK$'000
Other income		
Bank interest income	25	26
Sale of scrap materials	779	2,811
Government grants*	194	236
	998	3,073

* There are no unfulfilled conditions or contingencies relating to these grants.

6. FINANCE COSTS

	2022 HK$'000	2021 HK$'000
Interest on bank borrowings	1,826	5,106
Interest on lease liabilities (Note 14(c))	1,067	771
Interest on loans from a shareholder	–	1,676
Interest on loan from an independent third party	2,958	–
	5,821	7,553

7. LOSS BEFORE TAX

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

	Notes	2022 HK$'000	2021 HK$'000
Cost of inventories sold[1]		**264,477**	481,468
Depreciation of property, plant and equipment	13	**7,080**	6,964
Depreciation of right-of-use assets	14(a), 14(c)	**5,258**	4,074
Research and development costs[2]		**16,631**	23,224
Lease payments not included in the measurement of lease liabilities	14(c)	**168**	168
Employee benefit expense (excluding directors' remuneration – note 8):			
Salaries and wages		**43,331**	63,247
Pension scheme contributions[#]		**11,111**	14,975
		54,442	78,222
Auditor's remuneration			
– Annual audit services		**1,280**	1,180
– Non-audit services		**–**	280
Impairment of/(reversal of impairment of) trade receivables*	16	**2,727**	(68)
Gain on early termination of leases*	14(c)	**(4,178)**	–
Write-off of prepayments*	17	**9,488**	1,214
Provision for inventories		**127,321**	109,111
Loss on disposal/write-off of items of property plant and equipment*		**1,116**	1,305
Impairment of property, plant and equipment*	13	**18,667**	–
Impairment of right-of-use assets*	14(a), 14(c)	**13,840**	–
Foreign exchange differences, net*		**10,385**	2,465

* Impairment of/(reversal of impairment of) trade receivables, write-off of prepayments, loss on disposal/write-off of items of property, plant and equipment, impairment of property, plant and equipment, impairment of right-of-use assets, gain on early termination of leases and foreign exchange differences, net, are included in "Other operating expenses, net" on the face of the consolidated income statement.

[#] At 31 December 2022, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (2021: Nil).

[1] Cost of inventories sold includes HK$161,755,000 (2021: HK$165,736,000) relating to employee benefit expense, lease payments not included in the measurement of lease liabilities, provision for inventories, and depreciation, which are also included in the respective total amounts disclosed above for each of these types of expenses.

[2] Research and development costs include HK$14,868,000 (2021: HK$21,718,000) relating to depreciation of a research and development centre and employee benefit expense for research and development activities, which are also included in the respective total amounts disclosed above for each of these types of expenses.

8. DIRECTORS' REMUNERATION

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

	2022	2021
	HK$'000	HK$'000
Fees	**1,077**	1,100
Salaries, allowances and benefits in kind	**624**	637
Pension scheme contributions	**267**	158
	1,968	1,895

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2022	2021
	HK$'000	HK$'000
Ms. Leung Pik Kwan	**120**	120
Mr. Sun Wai Hong	**120**	120
Mr. Chan Shiu Man*	**12**	–
Mr. Wu Kin San Alfred#	**110**	120
	362	360

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

* Appointed on 2 December 2022
\# Resigned on 2 December 2022

8. DIRECTORS' REMUNERATION *(continued)*

(b) Executive directors and a non-executive director

	Fees HK$'000	Salaries, allowances, and benefits in kind HK$'000	Pension scheme contributions HK$'000	Total HK$'000
2022				
Executive directors:				
Mr. Wong Ming Li*	**360**	**284**	**129**	**773**
Mr. Lee King On Jeff[1]	**15**	**–**	**–**	**15**
Mr. Wang Ming Zhi	**–**	**340**	**138**	**478**
Mr. Wong Ah Yu[2]	**220**	**–**	**–**	**220**
	595	**624**	**267**	**1,486**
Non-executive director:				
Mr. Wang Ya Nan	**120**	**–**	**–**	**120**
	715	**624**	**267**	**1,606**
2021				
Executive directors:				
Mr. Wong Ming Li*	380	290	79	749
Mr. Wang Ming Zhi	–	347	79	426
Mr. Wong Ah Yu[2]	240	–	–	240
	620	637	158	1,415
Non-executive director:				
Mr. Wang Ya Nan	120	–	–	120
	740	637	158	1,535

* Mr. Wong Ming Li is also the Chief Executive Officer of the Company.
[1] Appointed on 2 December 2022
[2] Resigned on 2 December 2022

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

9. FIVE HIGHEST PAID EMPLOYEES

During the year ended 31 December 2022, the five highest paid employees included two (2021: two) directors, details of whose remuneration are set out in note 8 above.

Details of the remuneration for the year of the remaining three (2021: three) non-director and non-chief executive highest paid employees are as follows:

	2022	2021
	HK$'000	HK$'000
Salaries, allowances and benefits in kind	**913**	1,679
Pension scheme contributions	**278**	154
	1,191	1,833

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

	Number of employees	
	2022	2021
Nil to HK$500,000	**3**	–
HK$500,001 to HK$1,000,000	**–**	3

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

10. INCOME TAX

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the year (2021: Nil). No provision for corporate income tax in Mainland China has been made as the Group did not generate any assessable profits during the year (2021: Nil).

A reconciliation of the tax credit applicable to loss before tax at the statutory tax rates to the tax position at the Group's effective tax rate is as follows:

	2022 HK$'000	2021 HK$'000
Loss before tax	**(231,422)**	(196,960)
Tax at the statutory tax rates	**(56,321)**	(48,439)
Lower applicable tax rate	**22,212**	18,843
Expenses not deductible for tax	**22,924**	17,953
Income not subject to tax	**(1,871)**	(2,613)
Tax losses not recognised	**13,056**	14,256
Tax position at the Group's effective rate	**–**	–

Pursuant to the Corporate Income Tax Law of the PRC being effective on 1 January 2008, the income tax is unified at 25% for all enterprises in Mainland China.

通達宏泰科技(蘇州)有限公司 (Tongda HT Technology (Suzhou) Company Limited), as a High New Technology Enterprise, was subject to a preferential tax rate of 15% starting from the year ended 31 December 2022 for three years.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

The Group has estimated tax losses arising in Mainland China of HK$346,167,000 (2021: HK$235,430,000) that will expire in five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as directors consider that it is uncertain that whether sufficient taxable profits will be available against which the tax losses can be utilised in the foreseeable future.

11. DIVIDEND

The directors do not recommend the payment of any dividend for the year ended 31 December 2022 (2021: Nil).

12. LOSS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

For the year ended 31 December 2022, the calculation of the basic loss per share amount is based on the loss for the year attributable to the equity holders of the Company of HK$231,423,000 (2021: HK$196,690,000), and the weighted average number of ordinary shares of 618,584,238 (2021: 230,692,452 (restated)) has been adjusted for the bonus element of the rights issue on 21 February 2022.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2022 and 2021.

13. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK$'000	Plant and machinery HK$'000	Furniture, fixtures and office equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
31 December 2022					
Cost:					
At 1 January 2022	38,043	208,796	11,531	4,669	263,039
Additions	610	2,375	–	–	2,985
Disposall/write-off	(2,314)	(14,696)	(5,082)	(1,078)	(23,170)
Exchange realignment	(2,577)	(14,068)	(662)	(294)	(17,601)
At 31 December 2022	33,762	182,407	5,787	3,297	225,253
Accumulated depreciation and impairment:					
At 1 January 2022	34,790	179,497	10,941	3,897	229,125
Depreciation provided during the year (Note 7)	2,267	4,661	109	43	7,080
Disposal/write-off	(2,197)	(13,955)	(4,824)	(1,024)	(22,000)
Impairment (Note 7)	918	17,172	136	441	18,667
Exchange realignment	(2,424)	(12,576)	(634)	(256)	(15,890)
At 31 December 2022	33,354	174,799	5,728	3,101	216,982
Net book value:					
At 31 December 2022	408	7,608	59	196	8,271

13. PROPERTY, PLANT AND EQUIPMENT *(continued)*

	Leasehold improvements HK$'000	Plant and machinery HK$'000	Furniture, fixtures and office equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
31 December 2021					
Cost:					
At 1 January 2021	36,003	208,706	14,227	4,642	263,578
Additions	1,517	4,471	236	277	6,501
Disposal	(499)	(10,009)	(3,248)	(376)	(14,132)
Exchange realignment	1,022	5,628	316	126	7,092
At 31 December 2021	38,043	208,796	11,531	4,669	263,039
Accumulated depreciation and impairment:					
At 1 January 2021	33,339	177,907	13,534	4,033	228,813
Depreciation provided during the year (Note 7)	950	5,739	159	116	6,964
Disposal	(433)	(8,985)	(3,052)	(357)	(12,827)
Exchange realignment	934	4,836	300	105	6,175
At 31 December 2021	34,790	179,497	10,941	3,897	229,125
Net book value:					
At 31 December 2021	3,253	29,299	590	772	33,914

As at 31 December 2022, the Group's management identified a subsidiary of the Company engaged in the manufacture and sale of casings of notebook and tablet recorded loss and gross loss margin for the year then ended, and estimated the recoverable amounts of the property, plant and equipment and right-of-use assets of this subsidiary. Based on the value-in-use calculation, the carrying amounts of property, plant and equipment and right-of-use assets were written down by HK$18,667,000 (2021: Nil) and HK$13,840,000 (2021: Nil), respectively, to their estimated recoverable amounts. The estimated recoverable amounts were determined based on a value in use calculation using cash flow projections based on financial forecast covering a period of the remaining useful lives and lease terms of these assets. Cash flows beyond the projection period are extrapolated using an estimated growth rate of 2% (2021: 2%) per annum. The pre-tax discount rate applied to the cash flow projections was 14.0% (2021: 13.3%).

14. LEASES

The Group as a lessee

The Group has lease contracts for various items of leasehold buildings used in its operations. Leases of leasehold buildings generally have lease terms between 3 and 10 (2 and 10) years. Machinery and other equipment generally have lease terms of 12 months or less. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) *Right-of-use assets*

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

	Leasehold buildings HK$'000
As at 1 January 2021	3,772
Depreciation charge (Note 7)	(4,074)
Additions	10,181
Exchange realignment	261
As at 31 December 2021 and 1 January 2022	10,140
Early termination of leases	(2,104)
Depreciation charge (Note 7)	(5,258)
Additions	17,803
Impairment loss (Note 7)	(13,840)
Exchange realignment	(609)
As at 31 December 2022	6,132

(b) *Lease liabilities*

The carrying amount of lease liabilities and the movements during the year are as follows:

	2022 HK$'000	2021 HK$'000
Carrying amount at 1 January	**16,522**	11,782
Additions	**17,803**	10,181
Accretion of interest recognised during the year	**1,067**	771
Early termination of leases	**(6,282)**	–
Payments	**(6,165)**	(6,648)
Exchange realignment	**(1,306)**	436
Carrying amount at 31 December	**21,639**	16,522
Analysed into:		
Current portion	**5,209**	5,042
Non-current portion	**16,430**	11,480

The maturity analysis of lease liabilities is disclosed in note 31 to the financial statements.

14. LEASES *(continued)*

The Group as a lessee *(continued)*

(c) The amounts recognised in the income statement in relation to leases are as follows:

	2022 HK$'000	2021 HK$'000
Interest on lease liabilities (Note 6)	1,067	771
Depreciation charge of right-of-use assets (Note 7)	5,258	4,074
Expense relating to short-term lease (Note 7)	168	168
Impairment of right-of-use assets (Note 7)	13,840	–
Gain on early termination of leases (Note 7)	(4,178)	–
Total amount recognised in the income statement	16,155	5,013

15. INVENTORIES

	2022 HK$'000	2021 HK$'000
Raw materials	5,800	18,127
Work in progress	12,677	131,129
Finished goods	31,435	34,326
	49,912	183,582

The provision for impairment losses on inventories is generally made for those inventories aged over ten months with no subsequent sales.

16. TRADE AND BILLS RECEIVABLES

	2022 HK$'000	2021 HK$'000
Trade receivables	59,749	172,057
Impairment	(3,068)	(1,838)
	56,681	170,219
Bills receivable	1,090	4,730
	57,771	174,949

16. TRADE AND BILLS RECEIVABLES *(continued)*

As at 31 December 2022, gross trade receivables of certain customers of HK$Nil (2021: HK$91,088,000), which are designated in trade receivable factoring arrangements entered into between the Group and certain banks in the PRC, and bills receivable of HK$1,090,000 (2021: HK$4,730,000) were measured at fair value through other comprehensive income as these trade and bills receivables are managed within a business model with the objective of both holding to collect contractual cash flows and selling for working capital management and the contractual terms of these receivables give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally one to four months. The Group seeks to maintain strict control over its outstanding receivables 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 receivable balances. Trade receivables are non-interest-bearing. As at 31 December 2022, 61.3% (2021: 26.8%) and 89.7% (2021: 94.4%) of the total trade and bills receivables were due from the Group's largest customer and five largest customers, respectively.

An ageing analysis of the Group's trade receivables (based on the invoice date) and bills receivable (based on the issue date) as at the end of the reporting period, and net of loss allowance, is as follows:

	2022 **HK$'000**	2021 HK$'000
Within 3 months	**44,375**	141,628
4 to 6 months, inclusive	**12,838**	33,321
7 to 9 months, inclusive	**484**	–
10 to 12 months, inclusive	**74**	–
	57,771	174,949

The movements in the loss allowance for impairment of trade receivables are as follows:

	2022 **HK$'000**	2021 HK$'000
At beginning of year	**1,838**	1,857
Bad debt written off	**(1,140)**	–
Impairment of/(reversal of impairment of) trade receivables (Note 7)	**2,727**	(68)
Exchange realignment	**(357)**	49
At end of year	**3,068**	1,838

16. TRADE AND BILLS RECEIVABLES *(continued)*

As at 31 December 2022, the increase in the loss allowance was due to the increase in trade receivables over 1 year past due.

As at 31 December 2021, the decrease in the loss allowance was due to the decrease in trade receivables.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. 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 receivables are written off if past due for more than one year and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2022

	Expected credit loss rate	Gross carrying amount excluding a specific trade receivable HK$'000	Expected credit losses excluding a specific trade receivable HK$'000	Gross carrying amount of a specific trade receivable HK$'000	Loss allowance for a specific trade receivable HK$'000	Total loss allowance HK$'000
Current	0.02%	55,974	(11)	–	–	(11)
1-3 months past due	0.44%	–	–	–	–	–
4-6 months past due	0.50%	484	(2)	–	–	(2)
7-9 months past due	2.47%	242	(6)	–	–	(6)
10-12 months past due	13.86%	–	–	–	–	–
Over 1 year past due	100%	3,049	(3,049)	–	–	(3,049)
		59,749	(3,068)	–	–	(3,068)

16. TRADE AND BILLS RECEIVABLES *(continued)*

As at 31 December 2021

	Expected credit loss rate	Gross carrying amount excluding a specific trade receivable HK$'000	Expected credit losses excluding a specific trade receivable HK$'000	Gross carrying amount of a specific trade receivable HK$'000	Loss allowance for a specific trade receivable HK$'000	Total loss allowance HK$'000
Current	0.01%	170,338	(119)	–	–	(119)
1-3 months past due	0.29%	–	–	–	–	–
4-6 months past due	0.50%	–	–	–	–	–
7-9 months past due	3.26%	–	–	–	–	–
10-12 months past due	16.17%	–	–	–	–	–
Over 1 year past due	100.00%	1,201	(1,201)	518	(518)	(1,719)
		171,539	(1,320)	518	(518)	(1,838)

The impairment of trade receivables included the amount of a specific trade receivable which is considered in default due to indicators which showed that the Group was unlikely to receive the outstanding contractual amount in full.

No loss allowance was provided for bills receivable because management considers that there were minimal expected credit losses associated with the bills receivable in view of the fact that majority of these bills receivable were issued by creditworthy banks and the balances are not yet past due.

17. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2022	2021
	HK$'000	HK$'000
Prepayments	**12,141**	13,098
Deposits and other receivables	**592**	2,905
	12,733	16,003
Less: Non-current portion for purchases of items of property, plant and equipment	**(497)**	(2,299)
Current portion	**12,236**	13,704

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. The expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. As at 31 December 2022 and 2021, no loss allowance was provided because management assessed that the expected credit losses were minimal.

The management has revisited the prepayment balance to suppliers and noted that one of the suppliers is in an insolvency position. Accordingly, the Group has written-off the prepayment to supplier of HK$9,488,000 (2021: HK$1,214,000) during the year ended 31 December 2022.

18. RESTRICTED BANK BALANCES AND CASH AND BANK BALANCES

	2022	2021
	HK$'000	HK$'000
Cash and bank balances	**10,728**	14,365
Less: Restricted bank balances for import purchases in Mainland China	**(3,125)**	(3,327)
	7,603	11,038

As at 31 December 2022, the cash and bank balances of the Group denominated in RMB amounted to HK$5,082,000 (2021: HK$10,461,000). RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

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

19. TRADE PAYABLES

The trade payables are non-interest-bearing and are normally settled on terms of one to four months. An ageing analysis of the Group's 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 3 months	**26,464**	88,358
4 to 6 months, inclusive	**8,527**	28,781
7 to 9 months, inclusive	**4,196**	14,965
10 to 12 months, inclusive	**4,060**	4,219
Over 1 year	**4,376**	2,812
	47,623	139,135

20. OTHER PAYABLES AND ACCRUALS

	Notes	2022 HK$'000	2021 HK$'000
Other payables	(a)	**266,893**	9,744
Accruals		**4,373**	21,514
Contract liabilities	(b)	**1,229**	1,378
		272,495	32,636
Less: Non-current portion for other payable	(c)	**(184,013)**	–
		88,482	32,636

Notes:

(a) Other payables, other than the portion classified as non-current, are non-interest-bearing and payable on demand.

(b) Contract liabilities include short-term advances received from customers to deliver casings of notebook and tablet.

(c) Other payable recognised in non-current portion of HK$184,013,000 is unsecured, bear interest at 4.75% per annum and repayable after one year.

21. INTEREST-BEARING BANK BORROWINGS

	2022			2021		
	Effective interest rate (%)	Maturity	HK$'000	Effective interest rate (%)	Maturity	HK$'000
Current and repayable within one year						
Bank loans	Nil	Nil	Nil	1.05% – 1.40%/ LPR+3.2%*	2022	74,859
Total			Nil			74,859

* "LPR" means the loan prime rate published by the National Interbank Funding Centre

Notes:

(a) The Group's bank borrowings are all denominated in United States dollars and RMB.

(b) As at 31 December 2021, the Group's banking facilities was supported by the corporate guarantees executed by the Company and a related company controlled by Mr. Wang Ya Nan, the non-executive director and a shareholder of the Company, to the extent of HK$184,732,000, of which HK$70,129,000 was utilised. During the year ended 31 December 2022, all banking facilities were released.

22. LOANS FROM RELATED PARTIES

	Notes	2022 HK$'000	2021 HK$'000
Loans from Tongda Shishi Investment	(a)	5,641	108,559
Loans from Mr. Wang Ya Nan	(b)	2,400	105,139
		8,041	213,698

Notes:

(a) The loans from 通達(石獅)投資諮詢有限公司 (Tongda Shishi Investment Consulting Company Limited ("Tongda Shishi Investment")), a related company controlled by Mr. Wang Ya Nan, the non-executive director and a shareholder of the Company, are unsecured, interest-free and repayable within one year.

(b) The loans are unsecured, bear interest at 2% per annum and are repayable within one year.

23. ISSUED CAPITAL

	Number of ordinary shares of HK$0.01 each	Nominal value of ordinary shares HK$'000
Authorised:		
As at 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	1,000,000,000	10,000
Issued and fully paid:		
As at 1 January 2021	189,115,638	1,891
Issuance of shares upon placing (Note (a))	37,800,000	378
As at 31 December 2021 and 1 January 2022	226,915,638	2,269
Issuance of shares upon rights issue (Note (b))	453,831,276	4,538
As at 31 December 2022	**680,746,914**	**6,807**

Note:

(a) On 9 April 2021, the Company entered into the placing agreement with the placing agent pursuant to which the Company has conditionally agreed to place, through the placing agent on a best basis, up to 37,800,000 placing shares at the placing price at HK$0.31 per placing share to certain independent placees. The net proceeds (after deducting the placing commission and other related expenses and professional fees of approximately HK$235,000) from the placing has been used for settlement of outstanding bank loans of the Group. Accordingly, the Group's share capital increased by approximately HK$378,000 and the remaining balance of approximately HK$11,105,000 was credited to the share premium account.

(b) On 23 November 2021, the Board of the Company proposed to implement the rights issue on the basis of two rights shares for every 1 share at the subscription price of HK$0.133 per rights share, to raise gross proceeds of approximately HK$60,360,000 before share issue expenses of approximately HK$2,627,000 by way of rights issue of 453,831,276 rights shares, to the qualifying shareholders of the Company. The rights issue was completed on 21 February 2022.

24. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

(a) Statutory reserve fund

In accordance with the Company Law of the PRC, the Company's subsidiary registered in the PRC is required to appropriate 10% of the annual statutory net profit after tax (after offsetting any prior years' losses) to the statutory reserve fund. When the balance of the statutory reserve fund reaches 50% of the entity's registered capital, any further appropriation is optional. The statutory reserve fund can be utilised to offset prior years' losses or to increase the registered capital. However, such balance of the statutory reserve fund must be maintained at a minimum of 50% of the registered capital after such usages. The amount of the transfer is subject to the approval of the board of directors of this subsidiary.

(b) Capital reserve

The capital reserve of the Group represents the capital contributions from the then equity holder of a subsidiary now comprising the Group before the completion of the group reorganisation prior to the listing of the Company's shares on the Main Board of the Stock Exchange of Hong Kong Limited on 16 March 2018.

25. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

(i) During the year ended 31 December 2022, deposits for the purchases of items of property, plant and equipment of HK$2,299,000 (2021: HK$1,982,000) were utilised for settlement of the purchase considerations of items of the property, plant and equipment.

(ii) Interest on loans from a shareholder of HK$2,140,000 (2021: Nil) was waived by shareholder and the amount was recognised as contribution from a shareholder included in the consolidated statement of change in equity for the year ended 31 December 2022.

(iii) As at 31 December 2022, interest on loan from an independent third party of HK$2,958,000 (2021: Nil) remained unsettled and included in the balance of other payable on the face of the consolidated statement of financial position.

(iv) As at 31 December 2022, interest on loans from a shareholder of HK$Nil (2021: HK$1,676,000) remained unsettled and included in the balance of loans from related parties on the face of the consolidated statement of financial position.

(v) During the year, the addition of right-of-use assets and lease liabilities amounting to HK$17,803,000 (2021: HK$10,181,000) were recognised.

25. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(continued)*

(b) Reconciliation of liabilities arising from financing activities

	Loans from related parties HK$'000	Lease liabilities HK$'000	Interest-bearing bank borrowings HK$'000
At 1 January 2021	78,475	11,782	194,649
Financing cash flows	132,635	(5,877)	(126,641)
Interest expenses (Note 6)	1,676	771	–
Interest paid classified as operating cash flows	–	(771)	–
New leases	–	10,181	–
Effect of changes in foreign exchange	912	436	6,851
At 31 December 2021 and at 1 January 2022	213,698	16,522	74,859
Financing cash flows	17,461	(5,098)	(71,569)
Debt transfer to an independent third party	(215,195)	–	–
Interest expenses (Note 6)	–	1,067	–
Interest paid classified as operating cash flows	–	(1,067)	–
Early termination of leases	–	(6,282)	–
New leases	–	17,803	–
Effect of changes in foreign exchange	(7,923)	(1,306)	(3,290)
At 31 December 2022	8,041	21,639	–

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	2022 HK$'000	2021 HK$'000
Within operating activities	**1,067**	771
Within financing activities	**5,098**	5,877
	6,165	6,648

26. COMMITMENTS

The Group had the following capital commitments contracted, but not provided for, at the end of the reporting period:

	2022 HK$'000	2021 HK$'000
Contracted, but not provided for:		
Purchases of items of property, plant and equipment	**1,366**	2,960

27. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in the financial statements, the Group had the following transactions with related parties:

	Notes	2022 HK$'000	2021 HK$'000
Interest expense to Mr. Wang Ya Nan	(i)	**–**	1,676
Lease payments to Tongda Group	(ii)	**168**	168

Notes:

(i) The interest expense was charged in accordance with the terms of the respective loan agreements.

(ii) During the year ended 31 December 2022, rental payment of HK$168,000 (2021: HK$168,000), in relation to a lease with Tongda Group International Limited ("Tongda Group"), of which Mr. Wang Ya Nan is a key management, were charged to the consolidated income statement.

(b) Compensation of key management personnel of the Group

	2022 HK$'000	2021 HK$'000
Short term employee benefits	**2,241**	4,061
Post-employment benefits	**509**	444
Total compensation paid to key management personnel	**2,750**	4,505

Further details of directors' emoluments are included in note 8 to the financial statements.

28. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

	2022 HK$'000	2021 HK$'000
Financial assets at fair value through other comprehensive income:		
Debt investments – Trade and bills receivables	**1,090**	95,818
Financial assets at amortised cost:		
Trade and bills receivables	**57,771**	79,131
Financial assets included in prepayments, deposits and other receivables	**95**	414
Restricted bank balances	**3,125**	3,327
Cash and bank balances	**7,603**	11,038
	68,594	93,910
	69,684	189,728

Financial liabilities

	2022 HK$'000	2021 HK$'000
Financial liabilities at amortised cost:		
Trade payables	**47,623**	139,135
Financial liabilities included in other payables and accruals	**271,868**	12,147
Lease liabilities	**21,639**	16,522
Loan from related parties	**8,041**	213,698
Interest-bearing bank borrowings	**–**	74,859
	349,171	456,361

The directors consider the carrying amounts of all financial assets and financial liabilities measured at amortised cost approximated to their fair values as at the end of the reporting period.

29. TRANSFERRED FINANCIAL ASSETS

Transferred financial assets that are not derecognised in their entirety

The following table provides a summary of financial assets that have been transferred in such a way that part of the transferred financial assets do not qualify for derecognition, together with the associated liabilities:

(a) *Discounting of bills receivable*

	2022 **HK$'000**	2021 HK$'000
Carrying amount of assets that continued to be recognised	**Nil**	4,730
Carrying amount of associated liabilities	**Nil**	4,730

As at 31 December 2022, the Group discounted certain bills receivable (the "Discounted Bills") with a carrying amount of HK$Nil (2021: HK$4,730,000) to a bank in the PRC for cash proceeds on a full recourse basis. In the opinion of the directors, the Group has retained the substantial risks and rewards, which include default risks relating to the Discounted Bills, and accordingly, it continued to recognise the full carrying amount of the Discounted Bills and the respective bank loans. Subsequent to the discounting, the Group does not retain any rights on the use of the Discounted Bills, including the sale, transfer or pledge of the Discounted Bills to any other third parties. The aggregate carrying amount of the bank loans recognised due to the Discounted Bills was HK$Nil as at 31 December 2022 (2021: HK$4,730,000).

(b) *Trade receivable factoring*

As part of its normal business, the Group entered into trade receivable factoring arrangements (the "Arrangements") and transferred certain trade receivables to the banks in the PRC. Under the Arrangements, the Group may be required to reimburse the banks for loss of interest if any trade debtors have late payment up to 120 to 180 days (2021: 120 to 180 days). Subsequent to the transfer, the Group does not retain any rights on the use of the trade receivables, including the sale, transfer or pledge of the trade receivables to any other third parties. The original carrying value of the trade receivables transferred under the Arrangements that have not been settled as at 31 December 2022 was HK$Nil (2021: HK$56,269,000). The carrying amount of the assets that the Group continued to recognise as at 31 December 2022 was HK$Nil (2021: HK$50,642,000) and that of the associated liabilities as at 31 December 2022 was HK$Nil (2021: HK$50,642,000).

30. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and bank balances, restricted bank balances, trade and bills receivables, trade payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals, interest-bearing bank borrowings, loans from related parties approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. 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 Group's financial controller. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Fair value hierarchy

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

Assets measured at fair value:

As at 31 December 2022

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Debt investments at fair value through other comprehensive income – bills receivable	–	1,090	–	1,090

30. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

Fair value hierarchy *(continued)*

Assets measured at fair value: (continued)

As at 31 December 2021

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Debt investments at fair value through other comprehensive income – Trade and bills receivable	–	95,818	–	95,818

During the year ended 31 December 2022, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2021: Nil).

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank borrowings, loans from related parties, cash and bank balances. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and bills receivables, trade payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals and lease liabilities which arise directly from its operations.

It is, and has been throughout the years, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Interest rate risk

The interest rates of the interest-bearing bank borrowings of the Group are disclosed in note 21 to the financial statements.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the interest rate of the United States dollar and RMB, with all other variables held constant, of the Group's loss before tax through the impact on floating rate borrowings.

	Increase/ (decrease) in percentage points	(Increase)/ decrease in the Group's loss before tax HK$'000
2022		
United States dollar	**N/A**	**N/A**
United States dollar	**N/A**	**N/A**
2021		
United States dollar	0.5	(37)
United States dollar	(0.5)	37

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise mainly from sale and purchase transactions and cash and bank balances denominated in United States dollars, Hong Kong dollars and RMB.

The majority of the Group's operating assets are located in Mainland China and denominated in RMB. As the Group's net loss is reported in Hong Kong dollars, there will be a translation gain/loss as a result of the RMB appreciation/depreciation.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the United States dollar/Hong Kong dollar and RMB exchange rates, with all other variables held constant, of the Group's loss before tax.

	Increase/ (decrease) in RMB rate %	Decrease/ (increase) in the Group's loss before tax HK$'000
2022		
If the United States dollar weakens against RMB	**5**	**(2,196)**
If the United States dollar strengthens against RMB	**(5)**	**2,196**
If the Hong Kong dollar weakens against RMB	**5**	**(30)**
If the Hong Kong dollar strengthens against RMB	**(5)**	**30**
2021		
If the United States dollar weakens against RMB	5	(2,140)
If the United States dollar strengthens against RMB	(5)	2,140
If the Hong Kong dollar weakens against RMB	5	(12)
If the Hong Kong dollar strengthens against RMB	(5)	12

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

As at 31 December 2022, the Group had certain concentrations of credit risk as 61.3% (2021: 26.8%) and 89.7% (2021: 94.4%) of the Group's trade and bills receivables were due from the Group's largest customer and five largest customers, respectively.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2022

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	Total HK$'000
Debt investment at fair value through other comprehensive income:					
– Bills receivable					
– Normal**	1,090	–	–	–	1,090
Trade receivables*	–	–	–	59,749	59,749
Financial assets included in prepayments, deposits and other receivables					
– Normal**	95	–	–	–	95
Restricted bank balances					
– Not yet past due	3,125	–	–	–	3,125
Cash and bank balances					
– Not yet past due	7,603	–	–	–	7,603
	11,913	–	–	59,749	71,662

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Credit risk *(continued)*

Maximum exposure and year-end staging (continued)

As at 31 December 2021

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	Total HK$'000
Debt investments at fair value through other comprehensive income:					
– Trade receivables*	–	–	–	91,088	91,088
– Bills receivable					
– Normal**	4,730	–	–	–	4,730
Trade receivables*	–	–	–	80,969	80,969
Financial assets included in prepayments, deposits and other receivables					
– Normal**	414	–	–	–	414
Restricted bank balances					
– Not yet past due	3,327	–	–	–	3,327
Cash and bank balances					
– Not yet past due	11,038	–	–	–	11,038
	19,509	–	–	172,057	191,566

* For trade receivables to which the Group applies the simplified approach for provision for impairment, information based on the provision matrix is disclosed in note 16 to the financial statements.

** The credit quality of the bills receivable included in trade and bills receivables and the financial assets included in prepayments, deposits and other receivables is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Liquidity risk

The Group aims at maintaining a balance between continuity of funding and flexibility through the use of lease liabilities, loans from related parties and interest-bearing bank borrowings. As disclosed in note 2.1, certain measures have been taken by the management to mitigate the liquidity pressures faced by the Group.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

2022

	On demand or within 1 year HK$'000	2 to 5 years HK$'000	Over 5 years HK$'000	Total HK$'000
Trade payables	47,623	–	–	47,623
Financial liabilities included in other payables and accruals	87,855	201,758	–	289,613
Lease liabilities	6,004	10,671	8,558	25,233
Loans from related parties	8,041	–	–	8,041
	149,523	212,429	8,558	370,510

2021

	On demand or within 1 year HK$'000	2 to 5 years HK$'000	Over 5 years HK$'000	Total HK$'000
Trade payables	139,135	–	–	139,135
Financial liabilities included in other payables and accruals	12,147	–	–	12,147
Lease liabilities	5,596	11,595	609	17,800
Loans from related parties	213,698	–	–	213,698
Interest-bearing bank borrowings	74,859	–	–	74,859
	445,435	11,595	609	457,639

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the 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. The Group is not subject to any externally imposed capital requirements. 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, which is net debt over total equity. Net debt includes interest-bearing bank borrowings and loans from related parties, less cash and bank balances and restricted bank balances.

The gearing ratio as at the end of the reporting period was as follows:

	2022 HK$'000	2021 HK$'000
Interest-bearing bank borrowings	–	74,859
Other payable	184,013	–
Loans from related parties	8,041	213,698
Less: Cash and bank balances	(7,603)	(11,038)
Less: Restricted bank balances	(3,125)	(3,327)
Net debt	181,326	274,192
Total deficit	(203,419)	(43,004)
Gearing ratio	89%	638%

32. 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			
Investment in a subsidiary		–	43,799
Total non-current assets		–	43,799
CURRENT ASSETS			
Prepayments and a deposit		269	295
Due from subsidiaries		–	152,623
Bank balance		204	296
Total current assets		473	153,214
CURRENT LIABILITIES			
Accruals		61,445	1,330
Loans from a related party		–	46,360
Total current liabilities		61,445	47,690
NET CURRENT (LIABILITIES)/ASSETS		(60,972)	105,524
Net (liabilities)/assets		(60,972)	149,323
EQUITY			
Equity attributable to equity holders of the Company			
Issued capital	23	6,807	2,269
Reserves (Note)		(60,972)	147,054
Total (deficit)/equity		(60,972)	149,323

32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(continued)*

Note:

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

	Share premium HK$'000	Capital reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
As at 1 January 2021	121,933	217,885	(197,655)	142,163
Loss and total comprehensive expense for the year	–	–	(6,214)	(6,214)
Placing of new shares under general mandate	11,105	–	–	11,105
As at 31 December 2021 and 1 January 2022	133,038	217,885	(203,869)	147,054
Loss and total comprehensive expense for the year	–	–	(269,388)	(269,388)
Issue of shares upon rights issue	53,195	–	–	53,195
Contribution from a shareholder	–	1,360	–	1,360
As at 31 December 2022	186,233	219,245	(473,257)	(67,779)

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

33. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 31 March 2023.

Five-Year Financial Summary

A summary of the results and assets, liabilities and equity of the Group for the last five financial years, as extracted from the Prospectus and the published audited financial statements, is set out below. This summary does not form part of the audited financial statements.

RESULTS

	2022 **HK$'000**	2021 HK$'000	2020 HK$'000	2019 HK$'000	2018 HK$'000
Revenue	**150,545**	370,693	472,368	532,939	507,429
Gross (loss)/profit	**(113,932)**	(110,775)	(17,464)	19,876	90,088
Listing expenses	**–**	–	–	–	4,901
(Loss)/profit for the year attributable to equity holders of the Company	**(231,423)**	(196,960)	(165,274)	(68,121)	4,073

ASSETS, LIABILITIES AND EQUITY

	2022 **HK$'000**	2021 HK$'000	2020 HK$'000	2019 HK$'000	2018 HK$'000
Non-current assets	**14,900**	46,353	40,728	110,006	110,078
Current assets	**131,479**	387,493	571,167	644,784	739,522
Total assets	**146,379**	433,846	611,895	754,790	849,600
Current liabilities	**149,355**	465,370	458,721	445,721	468,136
Net current (liabilities)/assets	**(17,876)**	(77,877)	112,446	199,063	271,386
Total assets less current liabilities	**(2,976)**	(31,524)	153,174	309,069	381,464
Non-current liabilities	**200,443**	11,480	9,143	10,008	–
Net (liabilities)/assets	**(203,419)**	(43,004)	144,031	299,061	381,464
(Deficit)/equity attributable to equity holders of the Company	**(203,419)**	(43,004)	144,031	299,061	381,464