

# KELFRED

HOLDINGS LIMITED  
恒發光學控股有限公司

Incorporated in the  
Cayman Islands with limited liability  
Stock code: 1134

2022  
Annual Report





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# CORPORATE INFORMATION

## Executive Directors

Mr. Kwok Kwan Fai (*Chairman*)  
Mr. Kwok Kwan Yu (*Chief executive officer*)  
Mr. Zuo Zhengsan (*resigned on 9 December 2022*)

## Non-Executive Directors

Mr. Kwok Mau Kwan  
Ms. Chan Yin Wah  
Mr. Zhang Li (*resigned on 19 September 2022*)

## Independent Non-Executive Directors

Mr. Hong Sze Lung  
Mr. Chu Kin Ming  
Mr. Chan Hon Wah

## Company Secretary

Ms. Leong Kai Weng Subrina

## Authorised Representatives

Mr. Kwok Kwan Fai  
Ms. Leong Kai Weng Subrina

## Audit Committee

Mr. Chu Kin Ming (*Chairman*)  
Mr. Hong Sze Lung  
Mr. Chan Hon Wah

## Remuneration Committee

Mr. Chan Hon Wah (*Chairman*)  
Mr. Chu Kin Ming  
Mr. Hong Sze Lung  
Mr. Kwok Kwan Fai

## Nomination Committee

Mr. Kwok Kwan Fai (*Chairman*)  
Mr. Chan Hon Wah  
Mr. Chu Kin Ming  
Mr. Hong Sze Lung

## Risk Management Committee

Mr. Hong Sze Lung (*Chairman*)  
Mr. Chu Kin Ming  
Mr. Chan Hon Wah

## Registered Office

Windward 3, Regatta Office Park,  
P.O. Box 1350, Grand Cayman KY1-1108,  
Cayman Islands

## Auditor

RSM Hong Kong  
Certified Public Accountants  
Registered Public Interest Equity Auditor  
29th Floor, Lee Garden Two  
28 Yun Ping Road  
Causeway Bay  
Hong Kong

## Headquarters and Principal Place of Business in Hong Kong

Workshops 1605–1606, 16/F., Block B  
New Trade Plaza  
6 On Ping Street  
Sha Tin, New Territories  
Hong Kong

## Cayman Islands Principal Share Registrar and Transfer Office

Ocorian Trust (Cayman) Limited  
Windward 3, Regatta Office Park,  
P.O. Box 1350, Grand Cayman KY1-1108,  
Cayman Islands

## Hong Kong Branch Share Registrar and Transfer Office

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

## Legal Advisers

### *As to Hong Kong law:*

Jeffrey Mak Law Firm

## Principal Banks

DBS Bank (Hong Kong) Limited  
Standard Chartered Bank (Hong Kong) Limited

## Company Website

[www.kelfred.com.hk](http://www.kelfred.com.hk)

## Stock Code

1134

# CHAIRMAN'S STATEMENT

To all shareholders,

On behalf of the board of directors (the “**Board**”) of Kelfred Holdings Limited (the “**Company**”), I am pleased to present the annual results of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2022.

2022 has been turbulent for the global economy. The market environment was challenging and it was dominated by the consequences of the war in Ukraine and in particular by the increase in raw material and energy prices, in accompany with the long tail of the Covid-19 pandemic which have caused shockwaves across the world.

Despite that the overall business environment was difficult, the Group has shown resilience in the 2022 business year. The Group's results for the year ended 31 December 2022 successfully achieved a turnaround. The net profit attributable to owner of the Company was approximately HK\$9.2 million, while the loss for the same period last year was approximately HK\$2.1 million.

The Group constantly aim to increase its competitiveness through enhancing the production capacity. In February 2023, the Group has moved its Shenzhen plant to a new facility with a larger production capacity. An increased capacity makes our businesses more resilient and will enable the Group to better prepare for the growth now and in the future.

Looking ahead, the Group remains prudent and optimistic about the prospects of its business in short run. The Group will follow a cautious approach to ensure continuous, steady and effective business and operation development in 2023 for safeguarding the shareholders' interests. The Group will also continue to seek new business possibilities in order to achieve better business diversification.

On behalf of the Board, I would like to express my greatest appreciation to all our shareholders, customers, suppliers and business partners for their invaluable support, as well as to our management team and staff for their dedication and commitment throughout this challenging year.

**Kwok Kwan Fai**

*Chairman*

Hong Kong, 30 March 2023

## FIVE-YEAR FINANCIAL SUMMARY

A summary of the results, and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements or published prospectus of the Company is set out below.

### RESULTS

#### Year ended 31 December

	2018 HK\$'000	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000
Revenue	421,094	413,395	354,183	434,732	<b>465,430</b>
Cost of sales	(324,412)	(317,106)	(294,043)	(366,290)	<b>(389,413)</b>
Gross profit	96,682	96,289	60,140	68,442	<b>76,017</b>
Other income	2,876	3,091	6,550	8,510	<b>9,256</b>
Other gains and (losses)	3,963	3,658	(7,406)	(3,182)	<b>3,880</b>
Reversal of impairment loss/(impairment loss) for trade receivables	–	–	(1,684)	(189)	<b>433</b>
Gain on partial disposal of subsidiaries	–	–	–	–	<b>58</b>
Share of losses of associates	–	–	–	–	<b>(3)</b>
Selling and distribution expenses	(16,601)	(21,300)	(14,407)	(13,762)	<b>(14,615)</b>
Administrative and other operating expenses	(46,532)	(66,095)	(54,792)	(60,924)	<b>(63,630)</b>
Profit/(loss) from operations	40,388	15,643	(11,599)	(1,105)	<b>11,396</b>
Finance costs, net	(2,022)	(1,903)	(591)	(482)	<b>(715)</b>
Profit/(loss) before tax	38,366	13,740	(12,190)	(1,587)	<b>10,681</b>
Income tax expenses	(7,341)	(4,637)	(1,331)	(553)	<b>(1,498)</b>
Profit/(loss) for the year	31,025	9,103	(13,521)	(2,140)	<b>9,183</b>
Attributable to:					
Owners of the Company	30,420	8,377	(13,402)	(2,140)	<b>9,183</b>
Non-controlling interests	605	726	(119)	–	<b>–</b>
	31,025	9,103	(13,521)	(2,140)	<b>9,183</b>

### ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

#### As at 31 December

	2018 HK\$'000	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000
Total assets	215,282	310,290	287,174	268,132	<b>251,896</b>
Total liabilities	(117,918)	(101,981)	(101,951)	(81,800)	<b>(65,324)</b>
Non-controlling interests	(575)	(1,301)	–	–	<b>–</b>
	96,789	207,008	185,223	186,332	<b>186,572</b>

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW AND OUTLOOK

For the year ended 31 December 2022, the Group recorded a revenue of approximately HK\$465.4 million, representing an increase of approximately 7.1% as compared to the year ended 31 December 2021, generated from sales from eyewear products.

The Group is an established eyewear manufacturer in the PRC and Hong Kong that produces and sells a wide range of spectacle frames and sunglasses mainly through original design manufacturing (“ODM”) and original equipment manufacturing (“OEM”) business models. It offers integrated and customised services which include product design and development, raw materials procurement, production, quality control, packaging and delivery. In addition to the traditional OEM and ODM business models, the Group also offers its original brand manufacturing (“OBM”) products under the brand name “Miga”.

Leveraging over 30 years of experience in the eyewear industry, the Group prides itself on its broad network of renowned and trusted customers worldwide (who are primarily international eyewear retailers, trading companies and licensed brand owners). It has produced quality eyewear products under its customers’ designated brand names and sold the same to over 35 countries in the past few years.

The first major production base of the Group was established in Shenzhen, the PRC in 2013 and the second and self-owned production base in Jiangxi, the PRC was set up in 2016, which have made the Group capable of manufacturing eyewear products of various dimensions and specifications as required by its customers.

The COVID-19 pandemic outbreak has ravaged the world for over three years, while still leaving behind a lasting negative impact. The global pandemic has caused many countries to experience a standstill or even a recession in their economic development. Despite the ever-changing economic landscape in the face of an unprecedented pandemic, the retail industry worldwide strived to steadfast in the presence of difficulties and pressures. The European consumers have begun to trim discretionary spending in the second half of 2022 due to rising energy bills and interest rates that push up their cost of living, causing the economy further strained. The Euro area’s economic growth slowed significantly during the second half of 2022, eventually stagnated in the fourth quarter of 2022. As for the “Eyewear Market: Global Industry Trends, Share, Size, Growth, Opportunity and Forecast 2023–2028” report published by IMARC Group, the global eyewear market reached a value of US\$149.3 billion in 2022, with a year-on-year increase of 6.6%, or US\$9.3 billion compared to 2021. Amid the challenging economic environment, the Group achieved a growth rate of 7.1% in revenue in 2022, creating value for shareholders and stakeholders with its best effort.

Nevertheless, the European Commission has stated that the European Union’s economic growth in 2023 is likely to be stronger than expected. The European Commission expects an economic growth of 0.8% in 2023, up from the 0.3% predicted in November 2022, due to a significant declining in energy prices owing to more secure energy supplies, supportive government policies and resilient household spending. Recent statistic indicates the overall amount spent by consumers has continued to rise in recent months.

Although the overall confidence improved, consumer activities have been picked up and global supply bottlenecks have largely been resolved in short-term, the Euro-zone economy is still beset with challenges and the uncertainty surrounding the forecast remains complex, according to the European Commission.

## MANAGEMENT DISCUSSION AND ANALYSIS

Core inflation increased at the beginning of 2023, and the interest rates are expected to keep rising. The declines in gas prices could also be reversed depending on the situation in Ukraine. Furthermore, China's reopening following COVID-19 restrictions could prove more robust than expected, which could fuel inflation. Along with recent emergence of financial market tensions, the Euro economy and even the global market is expected to continue rebalancing in 2023, implying additional uncertainty for the outlook for inflation and economic growth.

Focusing on competitiveness is one of the key factors that facilitates the Group's sustained growth in eyewear sector and fosters connections in the post-pandemic era. As such, the Group has moved its Shenzhen plant to a new facility with a larger production capacity. The new plant could facilitate the Group to develop more advanced and automated production lines, which would be favourable for the overall growth of the Group's businesses. Please refer to the announcement of the Company dated 14 February 2023 for more details on the new plant.

While the eyewear business will continue to remain as the Group's core business, the management is continuously exploring potential opportunities to achieve diversification in the business and income streams of the Group and mitigate the impact of any potential risks and uncertainties.

### FINANCIAL REVIEW

#### Revenue

For the year ended 31 December 2022, the Group's revenue increased to approximately HK\$465.4 million by approximately HK\$30.7 million or 7.1% as compared to approximately HK\$434.7 million for the year ended 31 December 2021. The increase was mainly attributable to the increase in the sales volume of spectacle frame and sunglasses, which is mainly attributable to recovery of the outbreak of COVID-19 globally which has adversely affected the export sales of the Group and resulted in a restore in the sales volume and market catch up in the sales orders.

#### Cost of sales

The cost of sales of the Group increased by approximately HK\$23.1 million or 6.3%, from approximately HK\$366.3 million for the year ended 31 December 2021 to approximately HK\$389.4 million for the year ended 31 December 2022. Such increase was basically in line with an increase in revenue.

#### Gross profit and gross profit margin

Gross profit increased to approximately HK\$76.0 million for the year ended 31 December 2022, by approximately HK\$7.6 million, or 11.1%, from approximately HK\$68.4 million for the year ended 31 December 2021. Such increase in gross profit was mainly due to an increase in the revenue of approximately 7.1%. The overall gross profit margin increased slightly from approximately 15.7% for the year ended 31 December 2021 to 16.3% for the year ended 31 December 2022, resulted from the higher production efficiency achieved by the increase in sales orders.

#### Other income

Other income increased by approximately HK\$0.8 million from approximately HK\$8.5 million for the year ended 31 December 2021 to approximately HK\$9.3 million for the year ended 31 December 2022. The increase was mainly attributable to the increase in sample and mould income.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Other gains and (losses)

The Group recorded net other gains of approximately HK\$3.9 million and net other losses of approximately HK\$3.2 million for the year ended 31 December 2022 and the year ended 31 December 2021 respectively. The Company recorded net exchange gains resulting from the depreciation of Renminbi (“RMB”) against the United States Dollars (“USD”) or Hong Kong Dollars (“HKD”) for the year ended 31 December 2022, in contrast with the exchange losses resulting from the appreciation of RMB against USD or HKD for the year ended 31 December 2021.

## Reversal of impairment loss/(impairment loss) for trade receivables

The Group has a reversal of impairment loss for trade receivables of approximately HK\$0.4 million for the year ended 31 December 2022, based on the expected credit loss as at 31 December 2022 calculated using simplified approach, by reference to the expected credit loss rates which took into account the actual loss over the past seven years, current economic conditions and forward-looking information such as the impact of COVID-19. The Group recognised impairment loss for the year ended 31 December 2021 of approximately HK\$0.2 million.

## Selling and distribution expenses

Selling and distribution expenses decreased from approximately HK\$13.8 million for the year ended 31 December 2021 to approximately HK\$14.6 million for the year ended 31 December 2022, by approximately HK\$0.8 million or 6.2%. Such increase was primarily attributable to the increase in advertising and promotion expenses resulted from the recovery from COVID-19 pandemic situation during the year ended 31 December 2022.

## Administrative and other operating expenses

Administrative and other operating expenses increased by approximately HK\$2.7 million or 4.4%, from approximately HK\$60.9 million for the year ended 31 December 2021 to approximately HK\$63.6 million for the year ended 31 December 2022, mainly due to the increase in staff costs of approximately HK\$5.0 million.

## Finance costs, net

The Group’s net of finance costs increased by approximately HK\$0.2 million or 48.3%, to approximately HK\$0.7 million for the year ended 31 December 2022 as compared to approximately HK\$0.5 million for the year ended 31 December 2021. The increase was mainly due to the interest on factoring of trade receivables during the year.

## Income tax expense

The Group’s income tax expense increased significantly from approximately HK\$0.6 million for the year ended 31 December 2021 to approximately HK\$1.5 million for the year ended 31 December 2022, mainly due to the under-provision in prior years.

## Profit/(loss) for the year

As a result of the foregoing, the Group recorded a profit of approximately HK\$9.2 million for the year ended 31 December 2022, representing a substantial turnover from a loss of approximately HK\$2.1 million as compared to the year ended 31 December 2021, mainly due to increase in revenue attributable to the increase of export sales volume, which reflected the gradual recovery from the outbreak of COVID-19 pandemic globally.



# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL POSITION

As at 31 December 2022, the Group's total assets amounted to approximately HK\$251.9 million (2021: HK\$268.1 million) with net assets amounting to approximately HK\$186.6 million (2021: HK\$186.3 million). As at 31 December 2022, gearing ratio (total debts divided by the total equity) of the Group was approximately 1.1%, representing a decrease of approximately 47.6% as compared to that of approximately 2.1% as at the end of 2021. Net debt to equity ratio (net debt, being its total debts net of bank and cash balances and pledged bank deposits, divided by total equity) of the Group was not applicable due to a net cash position of the Group as at 31 December 2022 and 2021. As at 31 December 2022, current ratio of the Group was approximately 3.4 times, representing an increase of approximately 17.2% as compared to that of approximately 2.9 times as at the end of 2021. As at 31 December 2022, quick ratio of the Group was approximately 2.3 times, representing an increase of approximately 21.1% as compared to that of approximately 1.9 times as at the end of 2021.

During the year ended 31 December 2022, the total assets, net assets and all of the above financial ratios remained stable or slightly enhanced, mainly due to the improvement of the Group's operating income.

## LIQUIDITY AND FINANCIAL RESOURCES

The Group adopts a balanced approach to cash and financial management to ensure proper risk control, the lowering of costs of funds and to maintain an optimal level of liquidity that can meet its working capital needs and sustain the business at a healthy level, and implement various growth strategies. The Group finances its operations and growth primarily through cash generated from operations, finance lease arrangement, as well as the net proceeds from the Share Offer (as defined in the prospectus of the Company dated 29 June 2019 (the "**Prospectus**")).

As at 31 December 2022, the Group had bank and cash balances of approximately HK\$46.4 million, an increase of approximately HK\$9.5 million as compared to approximately HK\$36.9 million as at 31 December 2021, mainly attributable to increase in cash generated from operations.

## TREASURY POLICIES

The primary objective of the Group's capital management is to safeguard its ability to continue as a going concern so that the Group can constantly provide returns for shareholders of the Company (the "**Shareholders**") and benefits for other stakeholders by securing access to financing at reasonable costs. The Group actively and regularly reviews and manages its capital structure and makes adjustment by taking into consideration the changes in economic conditions, its future capital requirements, prevailing and projected profitability and operating cash flows, projected capital expenditures and projected strategic investment opportunities.

## INDEBTEDNESS

As at 31 December 2022, the Group's indebtedness comprised lease liabilities of approximately HK\$2.0 million, respectively. Its lease liabilities are denominated in HKD and RMB. Interest rates for all leases are fixed on the contract dates and thus expose the Group to fair value interest rate risk.

# MANAGEMENT DISCUSSION AND ANALYSIS

The maturity of lease liabilities as at 31 December 2022 is as follows:

	<b>Lease liabilities</b> <i>HK\$'000</i>
Within one year	1,223
More than one year, but not exceeding two years	393
More than two years, but not more than five years	392
	<hr/>
	<b>2,008</b>

## PRINCIPAL RISKS AND UNCERTAINTIES

The Group's operation, financial conditions, operational results or growth prospects are affected by a number of risks and uncertainties as outlined below. These factors are not exhaustive and there may be other principal risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could become material in the future.

### Foreign Currency Risks

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

### Financial risk

Financial risk factors include foreign currency risk, credit risk, liquidity risk and interest rate risk. Details of the aforesaid financial risk factors and the respective risk management measures are elaborated in note 6 to the consolidated financial statements "Financial risk management" of this annual report.

### Operational risk

The stable relationship with major customers enables the business to achieve stable revenue and profitability level. If the major customers significantly decrease its purchase quantity from the Group and we cannot identify new customers, the business and financial position may be adversely affected. Also, we operate the manufacturing process at the two production bases in Shenzhen and Jiangxi, the PRC, respectively. Any unexpected disruption to the production bases due to power or water supply failure, machinery breakdown or other factors may cause delay or temporary suspension of the production and may make us unable to deliver the products to customers on time, leading to potential loss of customer confidence and reputation.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Market risk

As we rely on marketing and sales of products overseas, we are exposed to market risks including (i) global economic downturn in overseas markets which affect general consumer confidence; (ii) exchange rate fluctuation in foreign currencies; (iii) trade barriers; (iv) increased costs associated with understanding the overseas market trend and maintaining overseas marketing and sales activities; and (v) exposure to local economic, political, social and labour conditions in the overseas markets.

## PLEDGE OF ASSETS

As at 31 December 2022, the carrying amount of motor vehicles held as right-of-use assets by the Group under lease arrangements amounted to approximately HK\$2.2 million (2021: HK\$2.9 million).

## CAPITAL COMMITMENT

As at 31 December 2022, the Group had capital commitments of approximately HK\$0.3 million and HK\$2.4 million relating to property, plant and equipment and capital contribution to an associate, respectively, which are contracted but not provided for.

## CONTINGENT LIABILITIES

As at 31 December 2022, the Group did not have any significant contingent liabilities.

## EMPLOYEE AND REMUNERATION POLICY

The Group values its employees and recognises the importance of a good relationship with them. The Group recruits its employees based on their work experience, education background and qualifications. To maintain and ensure the quality of its employees, the Group provide its personnel with formal and on-the-job training to enhance their technical skills as well as knowledge of the industry quality standards and work place safety standards. As at 31 December 2022, the Group had a total of 1,007 employees of which 986 were in the PRC and 21 were in Hong Kong. The remuneration to employees includes salaries and allowances. Employees are remunerated according to their qualifications, experiences, job nature, performance and with reference to market conditions.

The Group's total employee benefit expenses (including Directors' emoluments) for the years ended 31 December 2022 and 2021 were approximately HK\$128.3 million and HK\$111.5 million, respectively.

## SIGNIFICANT INVESTMENTS HELD

The Group had not held any significant investments during the year ended 31 December 2022.

## MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATES OR JOINT VENTURES

There was no material acquisition or disposal of subsidiaries, associates and joint ventures by the Group during the year ended 31 December 2022.

# MANAGEMENT DISCUSSION AND ANALYSIS

## FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the Prospectus and the change in the use of proceeds, in particular, to continue to put on hold the expansion of the Group's production capacity by the construction of the new building in the Group's factory in Jiangxi, the PRC, the Group did not have other plan for material investments or acquisition of material capital assets as at 31 December 2022. Please refer to the sectioned headed "Use of Proceeds from the Share Offer" in the 2022 annual report for further details.

## EVENTS AFTER THE REPORTING PERIOD

Subsequent to the reporting period, the Group entered into a new lease agreement for the use of factory and dormitory in PRC for five years. Upon the lease commencement, the Group recognised the right-of-use assets and lease liabilities of approximately HK\$16.6 million and approximately HK\$16.6 million respectively. Details are set out in announcement of the Company dated on 14 February 2023.

## USE OF PROCEEDS FROM THE SHARE OFFER

With the Shares listed on the Stock Exchange on 16 July 2019 (the "**Listing Date**"), the net proceeds from the Share Offer, after deducting the listing expenses of approximately HK\$45.0 million, was approximately HK\$80.0 million (the "**Net Proceeds**").

As set out in the Company's announcement dated 19 November 2020, the remaining balance of the Net Proceeds was approximately HK\$56.0 million (the "**2020 Unutilised Net Proceeds**") and the Board resolved to raise the proposed use and allocation of the 2020 unutilised Net Proceeds on 19 November 2020.

As set out in the Company's announcements dated 8 December 2021 and 21 December 2021, the Board resolved to further change the proposed use and allocation of the remaining balance of the unutilised Net Proceeds as at 31 October 2021 (the "**2021 Unutilised Net Proceeds**") amounted to approximately HK\$17.8 million.

## MANAGEMENT DISCUSSION AND ANALYSIS

The original proposed allocation of the Net Proceeds in accordance with the Prospectus (the “**Planned Use of Net Proceeds**”), the reallocation of the unutilised Net Proceeds and the actual usage of the unutilised Net Proceeds up to 31 December 2022 are set out below:

	Original allocation of the Net Proceeds as stated in the Prospectus HK\$' million	Revised allocation of the 2020 Unutilised Net Proceeds HK\$' million	Unutilised Net Proceeds as at 1 January 2021 HK\$' million	Actual usage of the 2021 Unutilised Net Proceeds for the period from 1 January 2021 to 31 October 2021 HK\$' million	Unutilised Net Proceeds as at 31 October 2021 HK\$' million	Further Revised allocation of the Net Proceeds HK\$' million	Actual usage of the 2021 Unutilised Net Proceeds for the period from 1 November 2021 to 31 December 2021 HK\$' million	Unutilised Net Proceeds as at 1 January 2022 HK\$' million	Actual usage of the 2022 Unutilised Net Proceeds for the year ended 31 December 2022 HK\$' million	Unutilised Net Proceeds as at 31 December 2022 HK\$' million
Strengthen the Group's production capacity	43.2	22.4	18.1	5.2	12.9	-	-	-	-	-
Repay the Group's bank borrowings	12.4	-	-	-	-	-	-	-	-	-
Promote corporate image and brand building	8.8	4.5	3.5	2.4	1.1	-	-	-	-	-
Enhance design and development capabilities	7.2	5.3	3.4	0.6	2.8	-	-	-	-	-
Enhance quality assurance capabilities	3.6	1.4	0.7	0.7	-	-	-	-	-	-
General working capital	4.8	22.4	20.0	19.0	1.0	17.8	0.5	17.3	17.3	-
	80.0	56.0	45.7	27.9	17.8	17.8	0.5	17.3	17.3	-

The actual usage of the Net Proceeds for the year ended 31 December 2022 was approximately HK\$17.3 million for the purpose of general working capital and the Net Proceeds have been fully utilized as at 31 December 2022.

# BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

## DIRECTORS

### Executive Directors

**Mr. Kwok Kwan Fai (郭君暉) (“Mr. Joe Kwok”)**, aged 49, is an executive Director and the Chairman of the Board. Mr. Joe Kwok joined the Group in April 1998 and has over 22 years of experience in trading, manufacturing and design of eyewear products. He is primarily responsible for formulating overall business development strategies, overall management and administration and making major business decisions of the Group.

Mr. Joe Kwok obtained his Bachelor’s degree in Business (Accounting) from Monash University in August 1995. Prior to joining the Group, Mr. Joe Kwok worked as an audit trainee in K. L. Wong & Co., which was an accounting firm, from June 1995 to June 1996 and was employed by Manulife (International) Limited from March 1996 to December 1997 as an agent and his last position was unit manager.

Mr. Joe Kwok has been holding directorship in certain subsidiaries of the Company. Mr. Joe Kwok is a director of Conquer Holding Limited (a company which is interested in 59.19% shareholding interest of the Company as at the date of this annual report).

Mr. Joe Kwok is the son of Mr. Kwok Mau Kwan and Ms. Chan Yin Wah, who are non-executive Directors of the Company, and is the brother of Mr. Kwok Kwan Yu, who is an executive Director and the chief executive officer of the Company.

**Mr. Kwok Kwan Yu (郭君宇) (“Mr. Ken Kwok”)**, aged 45, is an executive director and the chief executive officer of the Company. Mr. Ken Kwok joined the Group in December 1999 and has over 20 years of experience in trading, manufacturing and design of eyewear products. He is primarily responsible for making major operation decisions for the Group and supervising business administration of the Group.

Mr. Ken Kwok completed his secondary education in Hong Kong in July 1995. Mr. Ken Kwok has been holding directorship in certain subsidiaries of the Company. Mr. Ken Kwok is a director of Conquer Holding Limited (a company which is interested in 59.19% shareholding interest of the Company as at the date of this annual report).

Mr. Ken Kwok is the son of Mr. Kwok Mau Kwan and Ms. Chan Yin Wah, who are non-executive Directors of the Company, and is the brother of Mr. Joe Kwok, who is an executive Director and the Chairman of the Board.

# BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

## Non-Executive Directors

**Mr. Kwok Mau Kwan** (郭茂群) (“**Mr. Kwok**”), aged 79, is a non-executive Director of the Company. Mr. Kwok co-founded the Group with an independent third party in April 1986. He has over 34 years of experience in trading, manufacturing and design of eye wear products and is currently the honorary chairman of Jiangxi Yingtan Optical Industry Association (江西鷹潭眼鏡行業協會) and a committee member of the First Chinese People’s Political Consultative Conference of Yujiang District, Yingtan (政協鷹潭市余江區第一屆委員會會員). He is primarily responsible for participating in formulating the corporate and business strategies of the Group. Mr. Kwok completed his secondary education in the PRC in June 1962.

Mr. Kwok is the spouse of Ms. Chan Yin Wah, a non-executive Director of the Company, father of Mr. Joe Kwok and Mr. Ken Kwok, both being the executive Directors of the Company.

**Ms. Chan Yin Wah** (陳燕華) (“**Mrs. Kwok**”), aged 72, is a non-executive Director of the Company. She joined the Group in August 1987 and has over 32 years of experience in trading, manufacturing and design of eye wear products. She is primarily responsible for participating in formulating the corporate and business strategies of the Group. Mrs. Kwok completed her secondary education in Hong Kong in July 1967.

Mrs. Kwok is the spouse of Mr. Kwok, a non-executive Director of the Company, mother of Mr. Joe Kwok and Mr. Ken Kwok, both being the executive Directors of the Company.

# BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

## Independent Non-executive Directors

**Mr. Chan Hon Wah (陳漢華)**, aged 70, was appointed as an independent non-executive Director of the Company on 22 June 2019. He is the chairman of the remuneration committee of the Company, and a member of the audit committee, nomination committee and risk management committee of the Company. Mr. Chan has more than 40 years of experience in the field of accounting, corporate finance and management. Mr. Chan obtained a Master's degree in Business Administration (Investment and Finance) from The University of Hull in June 1997. He was admitted as a member of the Certified General Accountants Association of Canada in September 1992. He was admitted as a chartered professional accountant member of the Chartered Professional Accountants of British Columbia, Canada in June 2015.

Mr. Chan worked in The Bank of Nova Scotia from January 1979 to June 1986 and then again from April 1989 to July 2007 and his last position was vice-president. Mr. Chan was a chief operations officer of EPI (Holdings) Limited, a company listed on the Stock Exchange (Stock Code: 0689) with principal business of exploration and production of oil and gas from August 2007 to February 2011, a finance director of DSC Administration Limited, which was a furniture and electrical appliance retailer, from February 2012 to March 2013, and an executive director of China Kingstone Mining Holdings Limited, a company listed on the Stock Exchange (stock code: 1380) with principal business of production and sale of marble and marble-related products from July 2015 to December 2015. Mr. Chan was the chief executive officer of Best New Management Ltd from August 2015 to June 2018 with principal business of operation of a restaurant group under the brand name of Tamjai Samgor Mixian.

**Mr. Chu Kin Ming (朱健明)**, aged 42, was appointed as an independent non-executive Director of the Company on 22 June 2019. He is the chairman of the audit committee of the Company, and a member of the remuneration committee, nomination committee and risk management committee of the Company. Mr. Chu is currently an independent non-executive director of SK Target Group Limited, a company listed on GEM of the Stock Exchange (stock code: 8427) since June 2017, an independent non-executive director of Optima Automobile Group Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8418) since October 2019, an independent non-executive director of Century Energy International Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8132) since February 2020 and an independent non-executive director of Milestone Builder Holdings Limited, a company listed on Main Board of the Stock Exchange (stock code: 1667) since December 2020. Currently, Mr. Chu is the company secretary of Sino-life Group Limited, a company listed on GEM of the Stock Exchange (stock code: 8296) since June 2019 and OCI International Holdings Limited, a company listed on Main Board of the Stock Exchange (stock code: 329) since May 2021.

Mr. Chu has more than 18 years working experience in the accounting and company secretary field. Mr. Chu served as a chief financial officer and company secretary of companies listed on the Stock Exchange.

Mr. Chu was admitted as a member of the Hong Kong Institute of Certified Public Accountants in July 2008. He was admitted to graduateship of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (previously known as the Institute of Chartered Secretaries and Administrators). He is also a member of the Chartered Institute of Management Administrators.

Mr. Chu obtained a master's degree in Executive Master of Business Administration in The University of Hong Kong in 2022 and a bachelor's degree in accountancy from the Hong Kong Polytechnic University.



## BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

**Mr. Hong Sze Lung (康仕龍)**, aged 51, was appointed as an independent non-executive Director of the Company on 1 September 2020. Mr. Hong has over 25 years of working experience and extensive knowledge in the fields of auditing, corporate finance, corporate recovery, investments as well as corporate investor relations in Hong Kong and Mainland China.

Mr. Hong commenced his career in PricewaterhouseCoopers and worked in the firm for approximately 10 years in the field of auditing, corporate finance & recovery until he left the firm in November 2005 as a senior manager. For the period from March 2006 to October 2011, Mr. Hong then served at senior management level respectively in a private equity investment company (as Senior Vice President) as well as two companies listed on the Main Board of the Stock Exchange, being Soundwill Holdings Limited (stock code: 0878) and Silver Base Group Holdings Limited (stock code: 0886), both as Corporate Finance Director. For the period from September 2012 to December 2016, Mr. Hong worked in Wealth Glory Holdings Limited (stock code: 8269), a company listed on the GEM of the Stock Exchange, as Chief Operation Officer and subsequently promoted to Executive Director, Chief Executive Officer and Chairman. For the period from July 2018 to June 2020, Mr. Hong worked in Sincere Watch (Hong Kong) Limited (stock code: 0444), a company listed on the Main Board of the Stock Exchange, as Chief Financial Officer.

Mr. Hong was an independent non-executive director of Ping An Securities Group (Holdings) Limited (formerly known as Madex International (Holdings) Limited), a company delisted from the Main Board of Stock Exchange (previous stock code: 0231) on 7 November 2022, for the period from May 2014 to November 2015, an independent non-executive director of Evershine Group Holdings Limited, a company delisted from the Main Board of Stock Exchange (previous stock code: 8022) on 17 October 2022, for the period from January 2021 to March 2021, an independent non-executive director of Silver Base Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 886) for the period from March 2022 to June 2022, and an independent non-executive director of Huiyin Holdings Group Limited, a company delisted from the Main Board of the Stock Exchange (previous stock code: 1178) on 22 August 2022, for the period from March 2022 to August 2022. Mr. Hong is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants and a chartered financial analyst of the CFA Institute. In 1995, Mr. Hong obtained a Bachelor of Arts (Hons) Degree in Accountancy from the Hong Kong Polytechnic University.

### SENIOR MANAGEMENT AND COMPANY SECRETARY

**Ms. Leong Kai Weng Subrina (“Ms. Leong”)** (梁佳穎), joined the group in 2021, as company secretary and Chief Financial Officer of the Group. She has over 10 years of experience in the fields of financial reporting, corporate finance, company secretarial and auditing.

Ms. Leong is a member of Hong Kong Institute of Certified Public Accountants and an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Ms. Leong obtained her Bachelor’s degree in Business Administration in Professional Accountancy from The Chinese University of Hong Kong in 2009 and a Master’s degree in Corporate Governance from The Hong Kong Polytechnic University in 2017.

Prior to joining the Company, Ms. Leong served as financial controller or finance manager in various companies listed on Stock Exchange from 2013 to 2020 and worked at PricewaterhouseCoopers from 2009 to 2013. Ms. Leong is currently the company secretary of two companies listed on the Main Board of the Stock Exchange, being International Genius Company (stock code: 33) and Target Insurance (Holdings) Limited (stock code: 6161).

Ms. Leong did not have any directorships in any listed company over the past three years and she does not have any relationship with any Director, substantial shareholder or controlling shareholder of the Company.

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRACTICES

The Board is committed in upholding high standards of corporate governance practices and business ethics in the firm belief that they are crucial to improving the efficiency and performance of the Group and to safeguarding the interests of the shareholders. The Board reviews the Company's corporate governance practices from time to time in order to meet the expectations of stakeholders and comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance. Set out below are the principles of corporate governance as adopted by the Company during the year ended 31 December 2022.

## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed in maintaining a high standard of corporate governance to safeguard the interests of the Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has adopted the Corporate Governance Code (the "**CG Code**") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") as its own code of corporate governance. The Board is of the view that the Company has complied with all the applicable code provisions of the CG Code for the year ended 31 December 2022.

## COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors.

Having made specific enquiry of all Directors, all of them have confirmed that they have complied with the Model Code during the year ended 31 December 2022.

## 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 should regularly review the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time in performing them.

The composition of the Board reflects the necessary balance of skills and experience desirable for effective leadership of the Company and independence in decision making.

# CORPORATE GOVERNANCE REPORT

As at 31 December 2022 and up to the date of this report, there are two executive Directors, two non-executive Directors, and three independent non-executive Directors of the Company. The composition of the Board is as follows:

## Executive Directors:

Mr. Kwok Kwan Fai (*Chairman*)

Mr. Kwok Kwan Yu (*Chief Executive Officer*)

## Non-Executive Directors:

Mr. Kwok Mau Kwan

Ms. Chan Yin Wah

## Independent Non-Executive Directors:

Mr. Chan Hon Wah

Mr. Chu Kin Ming

Mr. Hong Sze Lung

The biographical details of each of the Directors are set out in the section headed "Biography of Directors and Senior Management" of this annual report. Mr. Kwok, Mrs. Kwok, Mr. Joe Kwok and Mr. Ken Kwok are family members.

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company from time to time pursuant to the Listing Rules. The independent non-executive Directors are expressly identified in all corporate communications pursuant to the Listing Rules.

Save as disclosed, there was no financial, business, family or other material/relevant relationship among the Directors.

## Chairman and Chief Executive

The roles of the chairman and the chief executive officer of the Company have been separated as required by code provision C.2.1 of the CG Code. For the year ended 31 December 2022, Mr. Joe Kwok has served as the chairman of Company and Mr. Ken Kwok has served as the chief executive officer of the Company. Mr. Joe Kwok and Mr. Ken Kwok are brothers.

The chairman provides leadership and governance for the Board so as to create the conditions for the effective performance of the Board as a whole and effective contribution by individual Director and to ensure that the Board performs its responsibilities and all key and appropriate issues are discussed by the Board in a timely manner. The chief executive officer has the delegated power to manage the Company and to oversee the activities of the Company on a day-to-day basis.

The division of responsibilities between the chairman and the chief executive officer is defined and established in writing.

# CORPORATE GOVERNANCE REPORT

## Board Meetings and Directors' Attendance Records

During the year ended 31 December 2022, the Company convened one annual general meeting and six Board meetings. The attendance of the above meetings by each Director is as follows:

Name of directors	Attendance/ Number of Board Meetings	Attendance/Number of General Meeting
<b>Executive Directors</b>		
Mr. Kwok Kwan Fai ( <i>Chairman</i> )	3/3	1/1
Mr. Kwok Kwan Yu	3/3	1/1
Mr. Zuo Zhengsan ( <i>resigned on 9 December 2022</i> )	2/2	1/1
<b>Non-executive Directors</b>		
Mr. Kwok Mau Kwan	3/3	1/1
Ms. Chan Yin Wah	3/3	1/1
Mr. Zheng Li ( <i>resigned on 19 September 2022</i> )	2/2	1/1
<b>Independent non-executive Directors</b>		
Mr. Chan Hon Wah	3/3	1/1
Mr. Chu Kin Ming	3/3	1/1
Mr. Hong Sze Lung	3/3	1/1

Note: Attendance of the Directors appointed or resigned during the year were made by reference to the number of such meetings held during their respective tenures.

## Independent Non-executive Directors

During 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 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 in accordance with the independence requirement set out in the Listing Rules.

## Appointment and Re-election of Directors

Each of the executive Directors and non-executive Directors is engaged on a service agreement for a specific term of three years. Each of independent non-executive Directors is engaged on a letter of appointment for a specific term of one year.

The articles of association of the Company (the "Articles of Association") provides that all Directors appointed to fill a casual vacancy or as an addition to the Board shall be subject to election by shareholders at the next following general meeting of the Company.

Each Director (including those appointed for a specific term) shall also be subject to retirement and re-election by rotation at least once every three years at the annual general meeting of the Company under the Articles of Association of the Company.

# CORPORATE GOVERNANCE REPORT

## 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 judgment on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

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.

## Board Independence

To ensure independent views and input are available to the Board, the Board has developed and maintained the following measures and mechanisms, including but not limited to:

- (i) at least one-third of Board members are independent non-executive Directors;
- (ii) every independent non-executive Director is appointed for a specific term and subject to retirement by rotation at least once every three years;
- (iii) no independent non-executive Director has served the Company for more than nine years;
- (iv) no independent non-executive Director holds more than six listed company directorships to make sure that each of independent non-executive Directors has sufficient time to make contributions to the Board;
- (v) every independent non-executive Director has made an annual confirmation of his independence to the Company;
- (vi) the Nomination Committee will assess the independence of a candidate for independent non-executive Director before appointment;
- (vii) no equity-based remuneration with performance-related elements will be granted to independent non-executive Directors; and
- (viii) the Directors may seek professional advice in appropriate circumstances at the Company's expenses.

The Board has reviewed the implementation and effectiveness of relevant measures mechanisms during the year.

# CORPORATE GOVERNANCE REPORT

## 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 they remain informed and relevant for their contribution to the Board.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

During the year ended 31 December 2022, all Directors had complied with the code provision C.1.4 of the CG Code through attending training courses/briefing/seminars/conferences or reading materials relevant to the duties of Directors.

	Attending training courses/ briefing/seminars/ conference	Reading materials relevant to the duties of Directors
<b>Executive Directors</b>		
Mr. Kwok Kwan Fai	✓	✓
Mr. Kwok Kwan Yu	✓	✓
Mr. Zuo Zhengsan ( <i>resigned on 9 December 2022</i> )	✓	✓
<b>Non-executive Directors</b>		
Mr. Kwok Mau Kwan	✓	✓
Ms. Chan Yin Wah	✓	✓
Mr. Zheng Li ( <i>resigned on 19 September 2022</i> )	✓	✓
<b>Independent non-executive Directors</b>		
Mr. Chan Hon Wah	✓	✓
Mr. Chu Kin Ming	✓	✓
Mr. Hong Sze Lung	✓	✓

## BOARD COMMITTEES

The Board has established four Board committees, namely the Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee, for overseeing particular aspects of the Company's affairs on 22 June 2019. 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, Nomination Committee and Risk Management Committee are posted on the Company's website and the Stock Exchange's website and are available to the Shareholders upon request.

The majority of the members of the Remuneration Committee, Audit Committee, Nomination Committee and Risk Management Committee are independent non-executive Directors.

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

### Audit committee

The Audit Committee consists of three independent non-executive Directors, namely Mr. Chan Hon Wah, Mr. Chu Kin Ming and Mr. Hong Sze Lung, Mr. Chu Kin Ming, being the chairman of the committee, is appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules.

# CORPORATE GOVERNANCE REPORT

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Audit Committee are to review and supervise the financial reporting process, risk management and internal controls system of the Group, assist the Board to fulfill its responsibility over the audit, and review and approve connected transactions and to advise the Board.

The Audit Committee is also responsible for performing the functions set out in code provision A.2.1 of the CG Code. These include developing and reviewing the Company's policies and practice on corporate governance and making recommendations to the Board; reviewing and monitoring the training and continuous professional development of directors and senior management of the Company; reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and directors of the Company; and reviewing the Company's compliance with the CG Code from time to time adopted by the Company and the disclosure in the corporate governance report to be contained in the Company's annual report.

During the year ended 31 December 2022, three Audit Committee meetings were held. It had reviewed and discussed the interim and annual financial statements, the interim results announcement and report, annual results announcement and report, the accounting principles and practices adopted by the Group and the effectiveness of the internal control of the Group and recommended the re-appointment of auditor to the Board.

The attendance records of the members of the Audit Committee are as follows:

<b>Name of directors</b>	<b>Attendance/ Number of Meetings</b>
Mr. Chu Kin Ming ( <i>Chairman</i> )	3/3
Mr. Chan Hon Wah	3/3
Mr. Hong Sze Lung	3/3

The Company's annual results for the year ended 31 December 2022 have been reviewed by the Audit Committee.

## Remuneration committee

The Company established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the CG Code. The Remuneration Committee consists of four members, namely Mr. Chan Hon Wah, Mr. Chu Kin Ming and Mr. Hong Sze Lung, the independent non-executive Directors, and Mr. Joe Kwok, the chairman of the Board and an executive Director. Mr. Chan Hon Wah is the chairman of the committee. The majority of the Remuneration Committee members are independent non-executive Directors.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Remuneration Committee are to review and make recommendations to the Board regarding the terms of remuneration packages, bonuses and other compensation payable to our Directors and senior management and reviewing and/or approving matters relating to share schemes under Chapter 17.

During the year ended 31 December 2022, one meeting of the Remuneration Committee were held. It had reviewed the Company's remuneration policy, made recommendations to the Board on the structure and the remuneration package for Directors and senior management, and assessed the performance of the executive Directors. The attendance records of the members of the Remuneration Committee are as follows:

<b>Name of directors</b>	<b>Attendance/ Number of Meetings</b>
Mr. Chan Hon Wah ( <i>Chairman</i> )	1/1
Mr. Chu Kin Ming	1/1
Mr. Hong Sze Lung	1/1
Mr. Kwok Kwan Fai	1/1

# CORPORATE GOVERNANCE REPORT

Pursuant to code provision E.1.5 of the CG Code, details of the remuneration of the senior management (other than Directors) by bands for the year ended 31 December 2022 is as follows:

Remuneration band (in HK\$)	Number of individual
Nil to 1,000,000	1

Details of the Directors' remuneration are set out in note 14 to the consolidated financial statements in this annual report.

## Nomination committee

The Nomination Committee consists of four members, namely Mr. Chan Hon Wah, Mr. Chu Kin Ming and Mr. Hong Sze Lung, the independent non-executive Directors, and Mr. Joe Kwok, the chairman of the Board and executive Director. Mr. Joe Kwok is the chairman of the committee. The majority of the Nomination Committee members are independent non-executive Directors.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Nomination Committee are to make recommendations to our Board regarding the appointment of Directors and Board succession.

The Board has adopted a board diversity policy on 22 June 2019 (the “**Board Diversity Policy**”). A summary of the Board Diversity Policy is set out below:

- The Board Diversity Policy aims to set out the approach to achieve diversity in the Company's Board.
- The Board Diversity Policy statement that the Company seeks to achieve the diversity of the Board through the consideration of a number of factors, including but not limited to professional experience, skills, knowledge, gender, age, cultural and education background, ethnicity and length of service. All Board appointments will be based on merit while taking into account diversity.
- The Company endeavours to ensure that the Board members have the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy.
- The Nomination Committee will discuss and agree annually measurable objectives for implementing diversity on the Board and recommend them to the Board for adoption.

As at the date of this report, the Board comprises seven Directors, one of which is female. As at 31 December 2022, the male to female ratio in the employees of the Group (including the senior management) was approximately 1:6. The Company considered the composition of the Board and the employees is appropriate and balanced taking into account the nature of the industry and is appropriate for the management and business development of the Company.

The Company has not set any measurable objectives, numerical targets and timelines for achieving diversity. The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The Board and the Nomination Committee will continue to monitor the structure of the Board and the employees, as well as the implementation of Board Diversity Policy, and assess whether any plans or measurable objectives should be set. The Board recognizes the importance of diversity and will ensure that any successor to the Board complies with the Board Diversity Policy.



# CORPORATE GOVERNANCE REPORT

The Nomination Committee has adopted a nomination policy which sets out a set of nomination procedures and selection criteria for directors. The Nomination Committee shall evaluate and select candidates based on the criteria by reference to character and integrity, business experience relevant and benefits to the Company, qualifications including professional qualifications, skills and knowledge that are relevant to the Company's business and corporate strategy, willingness to devote adequate time to discharge duties as a member of the Board and other significant commitments, present needs of the Board for particular expertise, skills or experience and whether the candidates would satisfy those needs, requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidates for independent non-executive directors would be considered independent with reference to the independence guidelines set out in the Listing Rules and the Board Diversity Policy and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board.

During the year ended 31 December 2022, one meeting of the Nomination Committee were held. It had reviewed the structure, size and composition of the Board, assessed the independence of the independent non-executive Directors, made recommendations to the Board on the re-appointment of Directors and reviewed and made recommendations to the Board on the nomination policy. The attendance records of the members of the Nomination Committee are as follows:

<b>Name of directors</b>	<b>Attendance/ Number of Meetings</b>
Mr. Kwok Kwan Fai ( <i>Chairman</i> )	1/1
Mr. Chan Hon Wah	1/1
Mr. Chu Kin Ming	1/1
Mr. Hong Sze Lung	1/1

## **Risk Management committee**

The Risk Management Committee consists of three independent non-executive Directors, namely Mr. Chan Hon Wah, Mr. Chu Kin Ming and Mr. Hong Sze Lung. Mr. Hong Sze Lung is the chairman of the committee.

Under the terms of reference of the Risk Management Committee, the primary duties of the Risk Management Committee are, among other things, to improve the risk management practices of the Company, and to assess the sanctions-related risks which the Group may be exposed to from time to time.

During the year ended 31 December 2022, two meetings of the Risk Management Committee was held. It had reviewed the risk management systems and assessed the sanction risk exposed to the Group. The attendance records of the members of the Risk Management Committee are as follows:

<b>Name of directors</b>	<b>Attendance/ Number of Meetings</b>
Mr. Hong Sze Lung ( <i>Chairman</i> )	2/2
Mr. Chan Hon Wah	2/2
Mr. Chu Kin Ming	2/2

# CORPORATE GOVERNANCE REPORT

## RISK MANAGEMENT AND INTERNAL CONTROL

During the year ended 31 December 2022, the Group has engaged an independent internal control consultant to a review of the effectiveness of the internal control system of the Group covering all material controls, including financial, operational and compliance as well as risk management. The Board considers that the Group's risk management and internal control are adequate and effective. The Group does not have an internal audit function and will engage an external party to review risk management and internal control systems annually.

## DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

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

The Directors were not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the section headed "Independent Auditors' Report" of this annual report.

## DIVIDEND POLICY

The Company has adopted a dividend policy on 23 March 2020. The dividend distribution ratio shall be determined by the Board from time to time. The declaration and payment of dividends shall be determined by the Board, which is also in the best interests of the Group and Shareholders. In addition, the final dividend for any financial year is subject to Shareholders' approval. The remaining net profit will be used for the operation and development of the Group. When determining whether to propose dividends and determining the amount of dividends, the Board should consider, among other things, the following factors:

- (i) current and future business, actual and expected financial results of the Company;
- (ii) any development plan of the Company;
- (iii) liquidity position, working capital and capital expenditure requirements and future expected capital requirements of the Group;
- (iv) the debt-to-equity ratio, return-on-equity ratio and the level of the relevant financial contracts of the Group;
- (v) any restrictions on the payment of dividends may be imposed by the lenders of the Group or other third parties;
- (vi) retained earnings and distributable reserves of the Group and each member of the Group;
- (vii) general economic conditions, the business cycle of the Group's business as well as other internal and external factors that may affect the Company or financial results and position; and
- (viii) any other factors that the Board considers appropriate and relevant.

The declaration and payment of dividends are subject to any restrictions under the Cayman Islands Company Law, any applicable laws, rules and regulations, including the Listing Rules and the Articles of Association.

# CORPORATE GOVERNANCE REPORT

## AUDITORS' REMUNERATION

For the year ended 31 December 2022, RSM Hong Kong was engaged as the Group's independent auditors. Apart from the provision of annual audit services, RSM Hong Kong provided the audit and non-audit services in connection with the tax filing services.

The remuneration paid/payable to RSM Hong Kong, the auditors, for the year ended 31 December 2022 is set out below:

Services	Fee paid/ payable HK\$'000
Audit services — annual audit services	1,000
Non-audit services (tax filing services)	—
<b>Total</b>	<b>1,000</b>

## COMPANY SECRETARY

Ms. Leong Kai Weng Subrina (“**Ms. Leong**”) was appointed as the Company Secretary in September 2021 and serves as the secretary of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Risk Management Committee. Ms. Leong was also Chief Financial Officer of the Group.

Ms. Leong attended sufficient professional training as required under the Listing Rules for the year ended 31 December 2022 to update their skills and knowledge.

## SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of individual Director. 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 of the Stock Exchange after each general meeting.

### Convening an Extraordinary General Meeting

Pursuant to article 64 of the Articles of Association, extraordinary general meetings shall also be convened on the written requisition of one or more members deposited at the principal office of the Company in Hong Kong specifying the objects of the meeting and signed by the requisitionist(s), provided that such requisitionist(s) held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

# CORPORATE GOVERNANCE REPORT

## Putting Forward Proposals at General Meetings

There are no provisions in the Articles of Association or the Cayman Islands Companies Law for shareholders to move new resolutions at general meetings. Shareholders 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 a Shareholder 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 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 to the Board as mentioned above via the following channels:

Address: Workshops 1605–1606, 16/F, Block B, New Trade Plaza, 6 On Ping Street, Sha Tin, New Territories, Hong Kong  
Email: customerservice@kelfred.com  
Attention: Chairman of the Board and the Company Secretary

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 has adopted a shareholder communication policy. According to the policy, the Company need to ensure effective and timely communication of information to the shareholders and potential investors and maintain various communication channels. The Company endeavours to maintain an ongoing 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.kelfred.com.hk](http://www.kelfred.com.hk) as a communication platform with Shareholders and investors, where the financial information and other relevant information of the Company are available for public access.

The Company has reviewed the implementation and effectiveness of the shareholder communication policy. Considering that the multiple communication channels with Shareholders and potential investors maintained during the year, the Company considered that the policy remained effective and has been properly implemented.

## CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2022, the Company has amended the memorandum and articles of association of the Company (“**Memorandum and Articles**”) in order to (i) bring the Memorandum and Articles in line with the relevant requirements of the Listing Rules as well as the Companies Act and the applicable laws of the Cayman Islands; (ii) allow general meetings of the Company to be held as a hybrid meeting or electronic meeting where Shareholders may attend by electronic means in addition to as a physical meeting where Shareholders attend in person; and (iii) adopt certain house-keeping amendments. The adoption of the amended Memorandum and Articles was approved by Shareholders in the annual general meeting on 27 May 2022. Details of the amendments are set out in the circular of the Company dated 28 April 2022. The amended Memorandum and Articles is available on both the websites of the Company and the Stock Exchange.

## REPORT OF THE DIRECTORS

The Directors are pleased to present their report together with the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2022.

### PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The Company is an investment holding company. The Group is principally engaged in manufacturing and sales in eyewear products. The principal activities of the Company's principal subsidiaries are set forth in note 19 to the consolidated financial statements.

An analysis of the Group's performance for the year ended 31 December 2022 by operating segment is set out in note 7 to the consolidated financial statements.

### BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2022 is set out in the "Chairman's Statement" and "Management Discussion and Analysis" of this annual report.

### RESULTS

The results of the Group for the year ended 31 December 2022 and the financial position of the Group as at 31 December 2022 are set forth in the consolidated financial statements on pages 51 to 53 of this annual report.

### DIVIDENDS

The Board does not recommend the payment of a final dividend for the years ended 31 December 2022 and 31 December 2021.

As at the date of this annual report, the Board was not aware that any Shareholders had waived or agreed to any arrangement to waive dividends.

### FIXED ASSETS

Details of the movements during the year ended 31 December 2022 in property, plant equipment and right-of-use assets are set out in notes 16 and 17 to the consolidated financial statements, respectively.

### SHARES ISSUED IN THE YEAR

Details of the shares issued in the year ended 31 December 2022 are set out in note 27 to the consolidated financial statements.

### PRE-EMPTIVE RIGHTS

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

# REPORT OF THE DIRECTORS

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

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

## EQUITY-LINKED AGREEMENTS

On 4 June 2021, the Company entered into the placing agreement with a sole placing agent, pursuant to which the sole placing agent has conditionally agreed to procure placees to subscribe for placing shares which will be allotted and issued under the general mandate granted by the Shareholders at the annual general meeting held on 27 May 2022. As certain conditions precedent have not been satisfied, the placing agreement lapsed on 9 August 2021 and the placing has not proceeded. For details, please refer to the Company's announcements dated 4 June 2021, 30 June 2021, 19 July 2021 and 9 August 2021.

Save as disclosed above and the share option scheme as disclosed in the section headed "Share Option Scheme" below, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year ended 31 December 2022 or subsisted as at 31 December 2022.

## DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 December 2022, calculated in accordance with the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately HK\$78.2 million (2021: HK\$80.2 million).

## TAX RELIEF AND EXEMPTION

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

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 25 May 2023 to Monday, 29 May 2023, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the forthcoming annual general meeting ("AGM") to be held on Monday, 29 May 2023. In order to be eligible to attend and vote at the AGM, all branch transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 24 May 2023.

## SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets and liabilities, and non-controlling interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements of the Company or the Prospectus, is set out on page 4 of the annual report.

# REPORT OF THE DIRECTORS

## DIRECTORS

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

### Executive Directors:

Mr. Kwok Kwan Fai (*Chairman*)  
Mr. Kwok Kwan Yu (*Chief Executive Officer*)  
Mr. Zuo Zhengsan (*resigned on 9 December 2022*)

### Non-Executive Directors:

Mr. Kwok Mau Kwan  
Ms. Chan Yin Wah  
Mr. Zhang Li (*resigned on 19 September 2022*)

### Independent Non-Executive Directors (The “INEDs”):

Mr. Chan Hon Wah  
Mr. Chu Kin Ming  
Mr. Hong Sze Lung

The Company has received written confirmations of independence from each of the INEDs, namely Mr. Chan Hon Wah, Mr. Chu Kin Ming and Mr. Hong Sze Lung, pursuant to Rule 3.13 of the Listing Rules. As at the date of this report, the Company still considers the INEDs to be independent.

### Retirement and re-election of Directors

In accordance with Article 108 of the Articles of Association, at each AGM, one third of the Directors for the time being shall retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors to retire in each year shall be those who have been in office longest since their last re-election or appointment but, as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Mr. Kwok Kwan Fai, Ms. Chan Yin Wah and Mr. Hong Sze Lung shall retire by rotation. All the retiring Directors, being eligible, will offer themselves for re-election at the AGM.

### DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors and non-executive Directors has entered into a service contract with the Company for a term of three years, commencing from the Listing Date. Each of the independent non-executive Directors has entered into an appointment letter with the Company for a term of one year, and may be subject to renewal for another year.

# REPORT OF THE DIRECTORS

All of them are subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Their emolument were determined by the Board by reference to their experience, responsibilities and duties with the Company and shall be reviewed annually by the Remuneration Committee. The details of the remuneration of each of the Directors are revealed on note 14 to the consolidated financial statements.

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

## DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

Save as disclosed in this annual report and note 32 to the consolidated financial statements, no other transactions, arrangements and contracts of significance to which the Company's subsidiaries or its parent company was a party and in which a Director and an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## CONTROLLING SHAREHOLDER'S INTEREST IN CONTRACTS

Save as disclosed in this annual report, no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which the Group's controlling shareholder had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

During the year, no contract of significance for the provision of services to the Group by a controlling shareholder or any of its subsidiaries was made.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of Directors and senior management are set out on pages 13 to 16 of this annual report.

## CHANGES IN INFORMATION OF DIRECTORS

The change in the information of the Directors, which required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules, is set out below:

Name of Director	Detail of changes
Mr. Hong Sze Lung	Appointed as an independent non-executive director of Silver Base Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 886) with effect from 31 March 2022 and resigned on 17 June 2022;
	Appointed as an independent non-executive director of Huiyin Holdings Group Limited, a company delisted from the Main Board of the Stock Exchange on 20 August 2022 (stock code: 1178) with effect from 29 March 2022 and resigned on 22 August 2022.

Save as disclosed above and in this annual report, there was no change to any information required to be disclosed in relation to any Director pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules during the year ended 31 December 2022 and up to the date of this annual report.



## REPORT OF THE DIRECTORS

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

As at 31 December 2022, the interests or short positions of the Directors or chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)) (“SFO”) which will be required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or (b) to be entered into the register required to be kept by the Company pursuant to section 352 of the SFO, or (c) as otherwise to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in Appendix 10 to the Listing Rules, are set out as follows:

#### (a) Long position in Shares

Name of Director	Capacity/nature of interest	Number of Shares (Note 4)	Approximate percentage of shareholding interests of the Company
Mr. Kwok Kwan Fai (“Mr. Joe Kwok”)	Interest in controlled corporation (Note 1)	275,952,000 (L)	55.19%
Mr. Kwok Kwan Yu (“Mr. Ken Kwok”)	Interest in controlled corporation (Note 1)	275,952,000 (L)	55.19%
Ms. Chan Yin Wah (“Mrs. Kwok”)	Interest in controlled corporation; interest held jointly with another person (Note 2)	275,952,000 (L)	55.19%
Mr. Kwok Mau Kwan (“Mr. Kwok”)	Interest of spouse (Note 3)	275,952,000 (L)	55.19%

Notes:

- Conquer Holding Limited (“Conquer”), being the registered and beneficial owner of these shares, is owned as to 2% by Mrs. Kwok, 49% by Mr. Joe Kwok and 49% by Mr. Ken Kwok. As each of Mr. Joe Kwok and Mr. Ken Kwok holds 49% shareholding interest in Conquer, each of Mr. Joe Kwok and Mr. Ken Kwok is deemed to be interested in the Shares held by Conquer under the SFO. Each of Mr. Joe Kwok and Mr. Ken Kwok is a director of Conquer.
- On 3 January 2019, Mr. Kwok, Mrs. Kwok, Mr. Joe Kwok and Mr. Ken Kwok entered into the confirmatory deed to acknowledge and confirm, among other things, that they are parties acting in concert in respect of each of the members of the Group since their respective dates of incorporation and shall continue to do so after the date of the confirmatory deed. Details of the confirmatory deed are set out in the paragraph headed “History, Reorganisation and Group Structure — Parties acting in concert” in the Prospectus. Accordingly, Mrs. Kwok, Mr. Joe Kwok, Mr. Ken Kwok and Conquer are considered as a group of Controlling Shareholders and Mrs. Kwok is deemed to be interested in the Shares held by Conquer under the SFO.
- Mr. Kwok is the spouse of Mrs. Kwok and is deemed to be interested in all the Shares interested by Mrs. Kwok for the purposes of the SFO.
- The Letter “L” denotes the entity/person’s long interest in the Shares.
- As at 31 December 2022, the total number of issued shares of the Company was 500,000,000.

# REPORT OF THE DIRECTORS

## (b) Long position in Conquer, an associated corporation of the Company

Name of Director	Capacity/nature of interest	Percentage of the issued share capital of Conquer
Mr. Joe Kwok	Beneficial owner	49%
Mr. Ken Kwok	Beneficial owner	49%
Mrs. Kwok	Beneficial owner	2%

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

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as the share option scheme or otherwise disclosed in this annual report, at no time during the year ended 31 December 2022 was the Company or its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate, and none of the Directors or their spouses or children under the age of 18 was granted any right to subscribe for the share capital or debt securities of the Company or any other body corporate, or had exercised any such right.

# REPORT OF THE DIRECTORS

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2022, so far as the Directors are aware, the persons (other than the Directors and chief executive of the Company) who will have or be deemed or taken to have interests and/or short positions in the Shares or the underlying Shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or who were recorded in the register of the Company required to be kept pursuant to Section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the Company's issued share capital will be as follows:

Name of Substantial Shareholders	Capacity/Nature of Interest	Number of Shares (Note 1)	Approximate percentage of shareholding interests of the Company
Conquer (Note 2)	Beneficial owner	275,952,000 (L)	55.19%
Ms. Lee Man Yee Joanna ("Ms. Lee") (Notes 2 and 3)	Interest of spouse	275,952,000 (L)	55.19%
Ms. Siu Fong Ting Tammy ("Ms. Siu") (Notes 2 and 4)	Interest of spouse	275,952,000 (L)	55.19%

Notes:

1. The Letter "L" denotes the entity/person's long interest in the Shares.
2. Conquer, being the registered and beneficial owner of these shares, is owned as to 2% by Mrs. Kwok, 49% by Mr. Joe Kwok and 49% by Mr. Ken Kwok. As each of Mr. Joe Kwok and Mr. Ken Kwok hold 49% shareholding interest in Conquer, each of Mr. Joe Kwok and Mr. Ken Kwok is deemed to be interested in the Shares held by Conquer under the SFO. Each of Mr. Joe Kwok and Mr. Ken Kwok is a director of Conquer.
3. Ms. Lee is the spouse of Mr. Joe Kwok and is deemed to be interested in all the Shares interested by Mr. Joe Kwok (via his 49% shareholding interest in Conquer) for the purposes of the SFO.
4. Ms. Siu is the spouse of Mr. Ken Kwok and is deemed to be interested in all the Shares interested by Mr. Ken Kwok (via his 49% shareholding interest in Conquer) for the purposes of the SFO.
5. As at 31 December 2022, the total number of issued shares of the Company was 50,000,000.

Save as disclosed herein, the Directors are not aware of any person (other than the Directors and the chief executive of the Company) who has, as at the date of this annual report (without taking into account any options which may be granted under the share option scheme), an interest or short position in the Shares or underlying Shares, which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 5% of the issued voting shares of any other member of the Group.

## DIRECTORS' EMOLUMENT POLICY

The Remuneration Committee was established for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group having regard to the Group's operating results, individual performance and comparable market standard and practices. The Company has adopted a share option scheme as an incentive to the Directors and eligible employees, details of which are set out in the section headed "Share Option Scheme" below.

## SHARE OPTION SCHEME

On 22 June 2019, the then sole Shareholder of the Company approved and conditionally adopted a share option scheme (the “**Share Option Scheme**”) to enable the Company to grant options to eligible participants as incentives and rewards for their contribution to the Group.

As at 31 December 2022 and to the date of this annual report, no option had been granted or to be granted, exercised, lapsed or cancelled under the Share Option Scheme and there is no outstanding options.

The following is a summary of the principal terms of the Share Option Scheme.

### 1. Purpose of the Share Option Scheme

The Share Option Scheme is an incentive scheme and is established to recognise and motivate the contributions that Eligible Participants (as defined below) have made or may make to the Group.

The Share Option Scheme will provide the Eligible Participants (as defined below) with an opportunity to acquire proprietary interests in the Company with the view to achieve the following principal objectives:

- (a) motivate the Eligible Participants (as defined below) to optimise their performance and efficiency for the benefit of the Group; and
- (b) attract and retain or otherwise maintain ongoing business relationship with the Eligible Participants (as defined below) whose contributions are, will or expected to be beneficial to the Group.

For the purpose of the Share Option Scheme, “Eligible Participants” means any person who satisfies the eligibility criteria in paragraph 2 below.

### 2. Who may join and basis of eligibility

The Board may at its discretion grant options to:

- (i) any Eligible Employees. “Eligible Employees” means any employees (whether full time or part time, including any executive director but excluding any non-executive director) of the Company, any subsidiary or any entity in which the Group holds at least 20% of its issued share capital (“**Invested Entity**”);
- (ii) any non-executive director (including independent non-executive directors) of the Company, any subsidiary or any Invested Entity;
- (iii) any supplier of goods or services of any member of the Group or any Invested Entity;
- (iv) any customer of any member of the Group or any Invested Entity;
- (v) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;

## REPORT OF THE DIRECTORS

- (vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (vii) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and
- (viii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group, and, for the purposes of the Share Option Scheme, offer for the grant of an option (“Offer”) may be made to any company wholly owned by one or more Eligible Participants.

The basis of eligibility of any participant to be granted any option shall be determined by the Directors (or as the case may be, the independent non-executive Directors) from time to time on the basis of his/her contribution or potential contribution to the development and growth of the Group.

### 3. Subscription Price of Shares

The subscription price for any Share under the Share Option Scheme shall be subject to any adjustments made pursuant to paragraph 14 below, be a price determined by the Directors and shall not be less than the highest of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet for trade in one or more board lots of the Shares on the offer date, which must be a day on which the Stock Exchange is open for the business of dealing in securities (a “Trading Day”); (ii) the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five Trading Days immediately preceding the offer date; and (iii) the nominal value of a Share on the offer date.

### 4. Grant of options and acceptance of offers

An Offer shall be deemed to have been accepted by an Eligible Participant when the Company receives the letter containing the Offer duly signed by the grantee together with a remittance of HK\$1.00 (or such other nominal sum in any currency as the Directors may determine) in favour of the Company as consideration for the grant thereof within such time as may be specified in the Offer (which shall not be later than 21 days from the offer date). Such remittance shall in no circumstances be refundable. Once accepted, the option is granted as from the offer date, which must be a Trading Day, on which the option was made to an Eligible Participant.

### 5. Maximum number of Shares

- (i) Subject to sub-paragraphs (ii) to (iv) below, the maximum number of Shares in respect of which options may be granted under the Share Option Scheme and any other schemes shall not, in aggregate, exceed 10% of the Shares in issue as at the Listing Date (the “Scheme Mandate Limit”) unless approved by the Shareholders pursuant to sub-paragraph (iii) below. Options lapsed in accordance with the terms of the scheme(s) will not be counted for the purpose of calculating the Scheme Mandate Limit. As at January 2022 and 31 December 2022, 50,000,000 Shares were available for grant under the Scheme Mandate Limit.

## REPORT OF THE DIRECTORS

- (ii) Subject to sub-paragraphs (iii) and (iv) below, the Scheme Mandate Limit may be renewed by the Shareholders in general meeting from time to time provided always that the Scheme Mandate Limit so renewed must not exceed 10% of the Shares in issue as at the date of approval of such renewal by the Shareholders. Upon such renewal, all options granted under the Share Option Scheme and any other share option schemes of the Company (including those exercised, outstanding, cancelled, lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) prior to the approval of such renewal shall not be counted for the purpose of calculating the Scheme Mandate Limit as renewed. A circular must be sent to the Shareholders containing such relevant information from time to time as required by the Listing Rules in connection with the general meeting at which their approval is sought.
- (iii) Subject to sub-paragraph (iv) below, the Directors may seek separate Shareholders' approval in general meeting to grant options beyond the Scheme Mandate Limit provided that the options in excess of the Scheme Mandate Limit are granted only to the Eligible Participants specifically identified by the Company before such approval is sought and the Company must issue a circular to the Shareholders containing such relevant information from time to time as required by the Listing Rules in relation to any such proposed grant to such Eligible Participants.
- (iv) The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes adopted by the Group must not, in aggregate, exceed 30% of the Shares in issue from time to time. No options may be granted under the Share Option Scheme or any other share option schemes adopted by the Group if such grant will result in the said 30% limit being exceeded.

As at the date of this annual report, the number of Shares available for issue is 50,000,000 Shares, which represent 10% of the Shares in issue as at the Listing Date and 10% of the Shares in issue as at the date of this annual report.

### 6. Maximum entitlement of each participant

No option shall be granted to any Eligible Participant which, if exercised in full would result in the total number of the Shares issued and to be issued upon exercise of the options already granted or to be granted to such Eligible Participant under the Share Option Scheme (including exercised, cancelled and outstanding share options) in any 12-month period up to and including the date of such grant exceeding 1% in aggregate of the Shares in issue as at the date of such grant. Any grant of further options above this limit shall be subject to the following requirements:

- (i) approval of the Shareholders at general meeting, with such Eligible Participant and his/her close associates (or his/her associates if the Eligible Participant is a connected person) abstaining from voting;
- (ii) a circular in relation to the proposal for such further grant must be sent by the Company to the Shareholders with such information from time to time as required by the Listing Rules;
- (iii) the number and terms of the options to be granted to such proposed grantee shall be fixed before the Shareholders' approval mentioned in (i) above; and
- (iv) for the purpose of calculating the minimum exercise price for the Shares in respect of the further options proposed to be so granted, the date of board meeting for proposing such grant of further options shall be taken as the date of offer of such options.

## REPORT OF THE DIRECTORS

### 7. Requirements on granting options to certain connected persons

Any grant of options to any Director, chief executive or substantial Shareholder of the Company, or any of their respective associates, must be approved by the independent non-executive Directors (excluding an independent non-executive Director who or whose associate is a proposed grantee of an option).

Where any grant of options to a substantial Shareholder of the Company or an independent non-executive Director or any of their respective associates would result in the total number of the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the total number of Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the Shares at the date of such grant, in excess of HK\$5 million,

such further grant of options must be approved by the Shareholders by poll in general meeting where the grantee, his/her associates and core connected persons of the Company must abstain from voting in favour at such general meeting. The Company shall send a circular to the Shareholders containing the information required under the Listing Rules.

### 8. Restrictions on the time of grant of options

No option shall be granted after "Inside Information" (as defined in the SFO) has come to the knowledge of the Company until the Company has announced the information. In particular, it may not grant any option during the period commencing one month immediately before the earlier of (i) the date of the Board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the Company's results for any year, half-year or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to announce our results for any year or half-year under the Listing Rules, or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement. No option may be granted during any period of delay in publishing a results announcement.

The Directors may not make any offer to an Eligible Participant who is a Director during the periods or times in which the Directors are prohibited from dealing in Shares pursuant to the Model Code prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

### 9. Time of exercise of option

An option may (and may only) be exercised in accordance with the terms and conditions of the offer at any time during a period to be determined by the Directors which shall not exceed 10 years from the offer date subject to the provisions for early termination contained in the Offer and the Share Option Scheme, and provided that the Directors may determine the minimum period for which an option has to be held or other restrictions before its exercise.

The grantee shall not exercise an option to the extent that the public float of the Company will be less than 25% (or such higher percentage as required by the Stock Exchange or the Listing Rules) of the issued share capital of the Company immediately after the issue and allotment of the Shares upon such exercise of the option.

## 10. Performance targets

Save as determined by the Directors and provided in the Offer, a grantee is not required to achieve any performance target (including vesting period) before the options can be exercised.

## 11. Ranking of Shares

The Shares to be allotted and issued upon exercise of an option shall be subject to all the provisions of the Articles of Association for the time being in force and shall rank *pari passu* in all respects with the then existing fully paid Shares in issue on the allotment date and accordingly shall entitle the holders to participate in all dividends or other distributions paid or made on or after the allotment date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the allotment date. Any Share allotted and issued upon the exercise of an option shall not carry voting rights until the name of the grantee has been duly entered into the register of members of the Company as the holder thereof.

## 12. Rights are personal to grantee

An option shall be personal to the grantee and shall not be transferable or assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any interest whatsoever in favour of any third party over or in relation to any option or enter into any agreement so to do.

## 13. Rights on cessation of employment

In the event of death of the grantee (being an individual) before exercising the option in full, his/her personal representatives may exercise the option up to the grantee's entitlement (to the extent exercisable as at the date of his/her death and not already exercised) within a period of 12 months following his/her death or such longer period as the Directors may determine.

In the event of the grantee who is an Eligible Employee ceasing to be an Eligible Employee for any reason other than his/her death, or the termination of his/her employment pursuant to paragraph 18(v), the grantee may exercise the option (to the extent exercisable as at the date of such cessation and not already exercised) within 30 days following such cessation or such longer period as the Directors may determine. The date of cessation as aforesaid shall be the last day on which the grantee was actually at work with the Company or the relevant subsidiary or the Invested Entity whether salary is paid in lieu of notice or not, or such longer period as the Directors may determine.

## 14. Effects of alterations to share capital

In the event of any alteration in the capital structure of the Company while an option remains exercisable or the Share Option Scheme remains in effect, whether by way of capitalisation of profits or reserves, rights issue, consolidation, reclassification, sub-division or reduction of share capital of the Company, such corresponding alterations (if any) shall be made in (i) the number or nominal amount of Shares to which the Share Option Scheme or any option(s) relate (insofar as it is/they are unexercised); and/or (ii) the subscription price; and/or (iii) the method of exercise of the options; and/or the maximum number of Shares subject to the Share Option Scheme.



## REPORT OF THE DIRECTORS

Any adjustments required under this paragraph must be made in compliance with the Listing Rules and give a grantee the same proportion of the equity capital as that to which that grantee was previously entitled and shall be made on the basis that the aggregate subscription price payable by a grantee on the full exercise of any option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event, but no such adjustments may be made to the extent that Shares would be issued at less than nominal value provided that in such circumstance, the subscription price shall be reduced to the nominal value. For the avoidance of doubt, the issue of securities as consideration in a transaction may not be regarded as a circumstance requiring adjustment. In respect of any such adjustments, other than any made on a capitalisation issue, the independent financial adviser of the Company or the auditors of the Company must confirm to the Board in writing that the adjustments satisfy the requirements of the relevant provisions of the Listing Rules.

### 15. Rights on a general offer

If a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner, is made to all the holders of Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the options granted to them, the Shareholders. If such offer becomes or is declared unconditional, the grantee shall be entitled to exercise the option (to the extent exercisable as at the date on which the offer becomes or is declared unconditional and not already exercised) in full or in part at any time within 14 days after the date on which the offer becomes or is declared unconditional.

### 16. Rights on winding-up

In the event notice is given by the Company to the Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind up the Company, the Company shall forthwith give notice thereof to the grantee and the grantee shall be entitled to exercise all or any of his/her options (to the extent exercisable as at the date of the notice of meeting and not already exercised) at any time not later than two Trading Days (excluding any period(s) of closure of the Company's share registers) prior to the proposed meeting of the Company to consider the winding-up and the Company shall, as soon as possible and in any event no later than the Trading Day (excluding any period(s) of closure of the Company's share registers) immediately prior to the date of the proposed shareholders' meeting, allot and issue such number of Shares to the grantee which falls to be issued on such exercise.

### 17. Rights on compromise or arrangement

In the event of a compromise or arrangement between the Company and the members or creditors being proposed in connection with a scheme for the restructuring, reconstruction or amalgamation of the Company, the Company shall give notice thereof to all grantees on the same date as it gives notice of the meeting to the members or creditors to consider such a scheme, and thereupon the grantee shall be entitled to exercise all or any of his/her option(s) (to the extent which has become exercisable as at the date of the notice and not already exercised) at any time not later than two Trading Days (excluding any period(s) of closure of the Company's share registers) prior to the proposed meeting and the Company shall, as soon as possible and in any event no later than the Trading Day (excluding any period(s) of closure of the Company's share registers) immediately prior to the date of the proposed meeting, allot and issue such number of Shares to the grantee which falls to be issued on such exercise.

## 18. Lapse of options

An option (to the extent not already exercised) shall automatically lapse and not be exercisable on the earliest of:

- (i) the expiry of the option period;
- (ii) the expiry of any of the periods referred to in paragraph 13 above;
- (iii) subject to paragraph 16 above, the date of the commencement of the winding-up of the Company;
- (iv) the expiry of the period referred to in paragraph 17 above;
- (v) the date on which the grantee who is an Eligible Employee ceases to be an Eligible Employee by reason of summary dismissal or being dismissed for misconduct or other breach of the terms of his/her employment contract or other contract constituting him/her an Eligible Employee, or the date on which he/she begins to appear to be unable to pay or has no reasonable prospect of being able to pay his/her debts or has become insolvent or has made any arrangements or composition with his/her creditors generally or on which he/she has been convicted of any criminal offence involving his/her integrity or honesty, unless otherwise resolved to the contrary by the Directors;
- (vi) in respect of a grantee other than an Eligible Employee, the date on which the Directors shall at their absolute discretion determine that (i)(a) such grantee has committed any breach of any contract entered into between such grantee on one part and the Group or any Invested Entity on the other part; or (b) such grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his/her creditors generally; or (c) such grantee could no longer make any contribution to the growth and development of the Group by reason of the cessation of his/her relations with the Group or by any other reason whatsoever; and (ii) the option shall lapse as a result of any event specified in subparagraph (i)(a), (b) or (c) above, unless otherwise resolved to the contrary by the Directors;
- (vii) the expiry of the period referred to in paragraph 15 above; and
- (viii) the date on which the grantee commits a breach of paragraph 12 or any terms or conditions attached to the grant of the option or an event, in respect to a grantee, referred to in sub-paragraph (2) below occurs, unless otherwise resolved to the contrary by the Directors.

If the grantee is a company wholly owned by one or more Eligible Participants:

- (1) the provisions of paragraphs 13(i) and 13(ii), 18(v) and 18(vi) shall apply to the grantee and to the options granted to such grantee, mutatis mutandis, as if such options had been granted to the relevant Eligible Participant, and such options shall accordingly lapse or fall to be exercisable after the event(s) referred to in paragraphs 13(i) and 13(ii), 18(v) and 18(vi) shall occur with respect to the relevant Eligible Participant; and
- (2) the options granted to the grantee shall lapse and determine on the date the grantee ceases to be wholly owned by the relevant Eligible Participant,

provided that the Directors may in their absolute discretion decide that such options or any part thereof shall not so lapse or determine subject to such conditions or limitations as they may impose.

## REPORT OF THE DIRECTORS

### 19. Cancellation of options granted but not yet exercised

The Directors shall have absolute discretion to cancel any options granted at any time if the grantee so agreed provided that where an option is cancelled and a new option is proposed to be issued to the same grantee, the issue of such new option may only be made with available but unissued options (excluding the cancelled options) within the limit approved by the Shareholders as mentioned in the Share Option Scheme from time to time.

### 20. Period of the Share Option Scheme

Subject to the terms of the Share Option Scheme, the Share Option Scheme shall be valid and effective until the termination date which falls 10 years after the adoption date, after which no further options may be issued. Subject to the above, in all other respects, in particular, in respect of options remaining outstanding, the provisions of the Share Option Scheme shall remain in full force and effect.

The Directors may impose such terms and conditions of the Offer of grant either on a case-by-case basis or generally as are not inconsistent with the Share Option Scheme including but not limited to the minimum period for which an option must be held before it can be exercised.

### 21. Alteration to the Share Option Scheme

Subject to the terms of the Share Option Scheme, the Share Option Scheme may be altered in any respect by resolution of our Directors except that the terms and conditions of the Share Option Scheme relating to matters set out in Rule 17.03 of the Listing Rules (or any other relevant provisions of the Listing Rules from time to time applicable) cannot be altered to the advantage of grantees or prospective grantees without the prior approval of the Shareholders in general meeting, provided that no such alteration shall operate to affect adversely the terms of issue of any option granted or agreed to be granted prior to such alterations except with the consent or sanction of such majority of the grantee as would be required of the Shareholders under the Articles for the time being of the Company for a variation of the rights attached to the Shares.

Any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of options granted must be approved by the Shareholders in general meeting, except where such alterations take effect automatically under the existing terms of the Share Option Scheme.

Any change to the authority of the Directors or administrators of the Share Option Scheme in relation to any alteration to the terms of the Share Option Scheme must be approved by the Shareholders in general meeting.

The amended terms of the Share Option Scheme and/or the options must continue to comply with the relevant provisions of the Listing Rules and supplementary guidance on the interpretation of the Listing Rules issued by the Stock Exchange from time to time (including the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all issuers relating to Share Option Scheme).

Subject to the above paragraphs, the Directors may at any time alter, amend or modify the terms and conditions of the Share Option Scheme such that the provisions of the Share Option Scheme would comply with all relevant legal and regulatory requirements in all relevant jurisdictions to the extent as considered necessary by the Directors to implement the terms of the Share Option Scheme.

# REPORT OF THE DIRECTORS

## 22. Termination to the Share Option Scheme

The Company by ordinary resolution in general meeting or the Directors may at any time terminate the operation of the Share Option Scheme and in such event, no further options will be offered but the provisions of the Share Option Scheme shall remain in force in all other respects.

Options complying with the provisions of the Listing Rules which are granted during the life of the Share Option Scheme and remain unexpired immediately prior to the termination of the operation of the Share Option Scheme shall continue to be valid and exercisable in accordance with their terms of issue after the termination of the Share Option Scheme.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to contributing to the sustainability of the environment and the development of the society. Details of the Group's development, performance and operation in the environmental aspect will be set out in the Environmental, Social and Governance Report to be published at the same time as the publication of this annual report.

## KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group is constantly aware of the importance of maintaining a good relationship with its employees, customers and suppliers to meet its immediate and long-term business goals. It encourages employees to strengthen their knowledge of the industries in which the Group operate and attend courses or training sessions to improve their relevant industry and technical knowledge. The Group also maintains ongoing communications with its employees, customers and suppliers through various channels such as regular meetings, calls and emails in order to allow employees to contribute to the development of the Group, deliver better customer services to our clients and obtain better services and cooperation from the suppliers.

## COMPLIANCE WITH LAWS AND REGULATIONS

The Group has adopted internal control and risk management policies to monitor the on-going compliance with relevant laws and regulations. As far as the Board is concerned, the Group has complied with the relevant laws and regulations that have a significant impact on the business and operation of the Company and its subsidiaries in all material aspects.

## 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.

# REPORT OF THE DIRECTORS

## MAJOR SUPPLIERS AND CUSTOMERS

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

### Purchases

– the largest supplier	18.5%
– five largest suppliers in aggregate	39.7%

### Sales

– the largest customer	21.9%
– five largest customers in aggregate	75.0%

None of the Directors, their associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in these major suppliers or customers.

## CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

The related party transactions entered into by the Group during the year ended 31 December 2022 as disclosed in note 32(a) to the consolidated financial statements constituted fully exempted connected transaction and continuing connected transactions under the Listing Rules. The related party transactions entered into by the Group during the year ended 31 December 2022 as disclosed in note 32(b) to the consolidated financial statements either (i) constituted fully exempted connected transactions/continuing connected transactions; or (ii) do not constitute connected transactions/continuing connected transactions.

Save as disclosed in this annual report, during the year ended 31 December 2022, there were no connected transactions or continuing connected transactions which are required to be disclosed by the Company in accordance with the provisions concerning the disclosure of connected transactions under Chapter 14A of the Listing Rules.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of at least 25% of the Company's issued shares throughout the year ended 31 December 2022.

## PERMITTED INDEMNITY PROVISIONS

The Company has arranged for appropriate insurance cover for Director's and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities.

Pursuant to the Articles of Association, the Directors shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty.

# REPORT OF THE DIRECTORS

## COMPETING INTERESTS

As at 31 December 2022, Mr. Ken Kwok, an executive Director, is the controlling shareholder of a customer of the Group (the “Customer”). The Customer is principally engaged in assembling parts of optical frames and sunglasses with suppliers from Italy and sale of processed end products to its own customers. While the Group’s suppliers are mainly from the PRC and has a largely differentiable customer base with the Customer, the Company considers that the operations of the Customer and the Group are complementary and there is no material impact on the operations or financial conditions of the Group. For the year ended 31 December 2022, the transaction amount between the Group and the Customer was approximately HK\$2,601,000.

Save as disclosed above, the Directors are not aware of any business or interest of the Directors or the controlling shareholders (as defined in the Listing Rules) of the Company nor any of their respective associates (as defined in the Listing Rules) that competed or might compete, either directly or indirectly, with the business of the Group and any other conflicts of interest which any such person had or might have with the Group during the year.

As set out in the Prospectus, the Company has adopted, among others, the following measures to manage the conflict of interests arising from competing business and to safeguard the interests of the shareholders: (i) the Company will disclose decisions on matters reviewed by the INEDs relating to compliance and enforcement of the deed of non-competition dated 22 June 2019 entered into by the controlling shareholders in favour of the Company competing interests (“**Non-competition Undertaking**”) in the annual report; and (ii) the controlling shareholders will make an annual declaration on compliance with their Non-competition Undertaking in the annual report.

Save as disclosed above, the controlling shareholders confirmed that they have complied with their undertaking under the Non-competition Undertaking for the year ended 31 December 2022.

The INEDs have reviewed and confirmed that the controlling shareholders have complied with all the undertakings under the Non-competition Undertaking for the year ended 31 December 2022.

## EVENTS AFTER THE REPORTING PERIOD

Details of the signification events after the reporting period of the Group are set out in note 35 to the consolidated financial statements.

## AUDITOR

The consolidated financial statements have been audited by RSM Hong Kong who retire and, being eligible, offer themselves for re-appointment at the forthcoming AGM.

Hong Kong, 30 March 2023

By order of the Board  
**Kwok Kwan Fai**  
*Chairman and Executive Director*

# INDEPENDENT AUDITOR'S REPORT



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## TO THE SHAREHOLDERS OF KELFRED HOLDINGS LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

### OPINION

We have audited the consolidated financial statements of Kelfred Holdings Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 44 to 101, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### BASIS FOR OPINION

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

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters we identified are estimation of the net realisable value of inventories and impairment assessment on trade receivables.

## Key Audit Matter

### Estimation of the net realisable value of inventories

Refer to notes 4(g) and 21 to the consolidated financial statements respectively.

As at 31 December 2022, the Group's inventories, net of allowance for inventories of HK\$4,880,000 amounted to HK\$71,183,000 which represented 28.3% of the Group's total assets.

Inventories are carried at the lower of cost and net realisable value. Net realisable value is determined based on the estimated selling price less the estimated costs of completion, if relevant, other costs necessary to make the sale for eyewear.

We focused on this area because of the significance of the inventories balance and the management judgements involved in identifying inventories subject to write-down and determining their net realisable value.

## How our audit addressed the Key Audit Matter

Our procedures in relation to management's estimation of the net realisable value of inventories included:

- Obtaining an understanding of the assessment process of allowance for inventories, evaluating the design and implementation of relevant internal controls, and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud;
- Performing a retrospective review to evaluate the outcome of prior period assessment of allowance for inventories to assess the effectiveness of management's estimation process;
- Noting any slow moving and obsolete inventories during our attendance/observation of the physical inventory count at year end;
- Testing inventories to assess if they are stated at the lower of cost or net realisable value on a sample basis, by comparing the actual sales value, after deducting the costs of completion and sales if applicable, and where there were no subsequent sales of the respective inventories after the year end, we challenged management as to the realisable values of the inventories, corroborating explanations with the aging profile and historical margins of the respective inventories, as appropriate;
- Testing on a sample basis the inventory ageing analysis of the Group at year end, and reviewing subsequent usage and sales of inventories after year end, taking into consideration the impact of changes in technology and customers' preference and our knowledge of the Group's business operations and the industry in which the Group operates; and
- Discussed with the management in respect of the adequacy of the allowance made by the management based on aging analysis and individual assessments.



## Key Audit Matter

### Impairment assessment on trade receivables

Refer to notes 4(k), 4(s) and 22 to the consolidated financial statements respectively.

As at 31 December 2022, the Group's trade receivables, net of allowance for doubtful debts of HK\$601,000, amounted to HK\$95,772,000, which represented 38.0% of the Group's total assets.

The Group's trading terms with customers are ranged from 30 days to 120 days, depending on the creditworthiness of customers and the existing relationship with the Group.

Loss allowances for trade receivables are based on management's estimate of the lifetime expected credit losses to be incurred, which is estimated by taking into account the credit loss experience, aging of overdue trade receivables, customers' repayment history and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgement. We identified assessing the recoverability of trade receivable as key audit matter because the assessment of the recoverability of trade receivables and recognition of loss allowance are inherently subjective and requires significant management judgement, which increases the risk of error or potential management bias.

## How our audit addressed the Key Audit Matter

Our procedures in relation to assessing the recoverability of trade receivables included:

- Obtaining an understanding of the assessment process of expected credit losses of trade receivables, evaluating the design and implementation of relevant internal control, and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud;
- Performing a retrospective review to evaluate the outcome of prior period assessment of expected credit losses of trade receivables to assess the effectiveness of management's estimation process;
- Assessing whether trade receivables had been appropriately grouped by management based on their shared credit risk characteristics;
- Obtaining and examining the assessment report of expected credit losses of trade receivables, prepared by the external valuer engaged by the Group;
- Evaluating the independence, qualifications, expertise and objectivity of the external valuer;
- Testing the accuracy and completeness of the data used by the valuer to develop the historical loss rates and assessing the sufficiency, reliability and relevance of that data;
- Evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information, and assessing the reasonableness of economic indicator selection, economic scenarios and weightings application by comparing with industry data;
- Testing the accuracy of the aging of trade receivables on a sample basis to supporting documents; and
- Testing the calculation of expected credit loss provisions applying the provision rates to the age categories of the trade receivables outstanding at the reporting date.

## OTHER INFORMATION

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

## RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee assists the directors 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. We report our opinion 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 HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

# INDEPENDENT AUDITOR'S REPORT



## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Cont'd)*

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee, 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 and safeguards applied.

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Liu Eugene.

### **RSM Hong Kong**

*Certified Public Accountants*

30 March 2023

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2022

	Note	2022 HK\$'000	2021 HK\$'000
<b>Revenue</b>	7	<b>465,430</b>	434,732
Cost of sales		<b>(389,413)</b>	(366,290)
<b>Gross profit</b>		<b>76,017</b>	68,442
Other income	8	<b>9,256</b>	8,510
Other gains and (losses)	9	<b>3,880</b>	(3,182)
Reversal of impairment loss/(impairment loss) for trade receivables		<b>433</b>	(189)
Gain on partial disposal of subsidiaries	34	<b>58</b>	–
Share of losses of associates	18	<b>(3)</b>	–
Selling and distribution expenses		<b>(14,615)</b>	(13,762)
Administrative and other operating expenses		<b>(63,630)</b>	(60,924)
<b>Profit/(loss) from operations</b>		<b>11,396</b>	(1,105)
Finance costs, net	10	<b>(715)</b>	(482)
<b>Profit/(loss) before tax</b>		<b>10,681</b>	(1,587)
Income tax expense	11	<b>(1,498)</b>	(553)
<b>Profit/(loss) for the year attributable to owner of the Company</b>	12	<b>9,183</b>	(2,140)
<b>Other comprehensive income:</b>			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations		<b>(8,943)</b>	3,249
Share of other comprehensive income of associates	18	<b>–<sup>(i)</sup></b>	–
Exchange differences reclassified to profit or loss on partial disposal of foreign operations	34	<b>–<sup>(i)</sup></b>	–
<b>Other comprehensive income for the year, net of tax</b>		<b>(8,943)</b>	3,249
<b>Total comprehensive income for the year attributable to owner of the Company</b>		<b>240</b>	1,109
<b>Profit/(loss) per share</b>			
– Basic and diluted	15	<b>HK1.84 cents</b>	(HK0.43 cents)

(i) Represent amount less than HK\$1,000.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	Note	2022 HK\$'000	2021 HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment	16	24,495	28,014
Right-of-use assets	17	4,885	6,982
Interests in associates	18	114	–
Deposits paid for property, plant and equipment	20	556	783
		<b>30,050</b>	35,779
<b>Current assets</b>			
Inventories	21	71,183	80,737
Trade receivables	22	95,772	101,350
Prepayments, deposits and other receivables	20	8,320	13,336
Current tax assets		168	–
Bank and cash balances	23	46,403	36,930
		<b>221,846</b>	232,353
<b>Current liabilities</b>			
Trade payables	24	39,983	52,665
Other payables and accruals	24	21,301	22,391
Contract liabilities	24	1,517	2,290
Lease liabilities	25	1,223	2,551
Current tax liabilities		317	252
		<b>64,341</b>	80,149
<b>Net current assets</b>		<b>157,505</b>	152,204
<b>Total assets less current liabilities</b>		<b>187,555</b>	187,983
<b>Non-current liabilities</b>			
Lease liabilities	25	785	1,453
Deferred tax liabilities	26	198	198
		<b>983</b>	1,651
<b>NET ASSETS</b>		<b>186,572</b>	186,332

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	Note	2022 HK\$'000	2021 HK\$'000
<b>Capital and reserves</b>			
Share capital	27	5,000	5,000
Reserves	29	181,572	181,332
<b>TOTAL EQUITY</b>		<b>186,572</b>	186,332

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

**Mr. Kwok Kwan Fai**  
*Executive Director*

**Mr. Kwok Kwan Yu**  
*Executive Director*

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022

	Attributable to owners of the Company						Total equity HK\$'000
	Share capital HK\$'000	Statutory surplus reserve HK\$'000	Foreign currency translation reserve HK\$'000	Other reserve HK\$'000	Share premium HK\$'000	Retained earnings HK\$'000	
	(note 29(b)(i))	(note 29(b)(ii))	(note 29(b)(iii))	(note 29(b)(iv))			
At 1 January 2021	5,000	2,880	2,943	70,658	88,511	15,231	185,223
Loss and total comprehensive income for the year	-	-	3,249	-	-	(2,140)	1,109
Transfer	-	263	-	-	-	(263)	-
At 31 December 2021 and 1 January 2022	5,000	3,143	6,192	70,658	88,511	12,828	186,332
Profit and total comprehensive income for the year	-	-	(8,943)	-	-	9,183	240
Transfer	-	1,118	-	-	-	(1,118)	-
At 31 December 2022	5,000	4,261	(2,751)	70,658	88,511	20,893	186,572

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022

	Note	2022 HK\$'000	2021 HK\$'000
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit/(loss) before tax		10,681	(1,587)
Adjustments for:			
Allowance for inventories, net		5,285	2,486
Reversal of impairment loss/(impairment loss) for trade receivables	6(b)	(433)	189
Gain on partial disposal of subsidiaries	34	(58)	–
Share of losses of associates	18	3	–
Write off of other receivables		–	112
Depreciation on property, plant and equipment	16	6,838	11,138
Depreciation on right-of-use assets	17	2,848	3,046
Net losses on disposal of property, plant and equipment	9	71	423
Finance income	10	(25)	(26)
Finance expenses	10	740	508
Unrealised foreign exchange (gains)/losses, net		(4,041)	1,571
Operating profit before working capital changes		21,909	17,860
Decrease/(increase) in trade receivables		5,982	(6,885)
Increase in inventories		(1,159)	(21,155)
Decrease in prepayments, deposits and other receivables		4,257	1,212
Decrease in trade payables		(9,382)	(15,349)
Increase in other payables and accruals		30	4,816
Decrease in contract liabilities		(773)	(1,818)
Decrease in amount due from ultimate parent		–	16
Cash generated from/(used in) operations		20,864	(21,303)
Income taxes paid		(1,586)	(569)
Net cash generated from/(used in) operating activities		19,278	(21,872)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Deposits paid		(561)	(767)
Purchases of property, plant and equipment		(4,688)	(5,137)
Proceeds from disposals of property, plant and equipment		72	150
Increase in amounts due from associates		(8)	–
Net cash outflow on partial disposal of subsidiaries	34	(51)	–
Interest received		25	26
Net cash used in investing activities		(5,211)	(5,728)



# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022

	<i>Note</i>	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Finance expenses paid	31(b)	(734)	(502)
Principal elements of lease payments	31(c)	(2,913)	(3,240)
Repayment of bank borrowings	31(b)	–	(8,000)
Net cash used in financing activities		(3,647)	(11,742)
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>			
		(947)	(112)
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>			
		9,473	(39,454)
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>			
		36,930	76,384
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>			
		46,403	36,930
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b>			
Bank and cash balances	23	46,403	36,930

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 1. GENERAL INFORMATION

Kelfred Holdings Limited (the “Company”) was incorporated in the Cayman Islands with limited liability. The address of its registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of its principal place of business is Room 1606, 16/F., Block B, New Trade Plaza, 6 On Ping Street, Sha Tin, New Territories, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The Company and its subsidiaries (collectively the “Group”) are principally engaged in manufacturing and sales in eyewear products. Details of the principal activities of its subsidiaries are set out in note 19 to the consolidated financial statements.

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

In the opinion of the directors of the Company, Conquer Holding Limited, a company incorporated in the British Virgin Islands (“BVI”), are the immediate and ultimate parents, and Mr. Kwok Kwan Fai, Mr. Kwok Kwan Yu and Ms. Chan Yin Wah are the ultimate controlling parties of the Company.

## 2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and with the disclosure requirements of the Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

## 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

### (a) Application of new and revised HKFRSs

The Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2022 for the preparation of the consolidated 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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

### (a) Application of new and revised HKFRSs (Cont'd)

The Group did not change its accounting policies or make retrospective adjustments as a result of adopting the abovementioned amended standards or annual improvements.

### (b) New and revised HKFRSs in issue but not yet effective

The Group has not applied any new standard, amendments to standards and interpretation that have been issued but are not yet effective for the financial year beginning 1 January 2022. The new standard, amendments to standards and interpretation include the following which may be relevant to the Group.

	<b>Effective for accounting periods beginning on or after</b>
	Effective for accounting periods beginning on or after
Amendments to HKAS 1 — Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to HKAS 1 — Non-current Liabilities with Covenants	1 January 2024
Amendments to HKAS 1 and HKFRS Practice Statement 2 — Disclosure of Accounting Policies	1 January 2023
Amendments to HKAS 8 — Definition of Accounting Estimates	1 January 2023
Amendments to HKAS 12 — Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction	1 January 2023
Amendments to HKFRS 16 — Lease Liability in a Sales and Leaseback	1 January 2024
Amendments to HKFRS 10 and HKAS 28 — Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined by the HKICPA
Hong Kong Interpretation 5 (2020) Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2024

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

### (b) New and revised HKFRSs in issue but not yet effective (Cont'd)

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

## 4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

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

### (a) Consolidation

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

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

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

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

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

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### (b) Separate financial statements

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale). Cost includes direct attributable costs of investments. The results of subsidiaries are accounted for by the Company on the basis of dividend received or receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### (c) Investments in associates

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

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

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### (c) Investments in associates (Cont'd)

The gain or loss on the disposal of an associate that results in a loss of significant influence represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that associate and (ii) the Group's entire carrying amount of that associate (including goodwill) and any related accumulated foreign currency translation reserve. If an investment in an associate becomes an investment in a joint venture, the Group continues to apply the equity method and does not remeasure the retained interest.

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's statement of financial position, investments in associates are stated at cost less impairment losses.

### (d) Foreign currency translation

#### (i) Functional and presentation currency

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

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

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### (d) Foreign currency translation (Cont'd)

#### (iii) Translation on consolidation

The results and financial position of all foreign operations (none of which has the currency of hyperinflationary economy) that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

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

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

### (e) Property, plant and equipment

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

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

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

Buildings	Over the term of lease
Leasehold improvements	3 to 5 years
Plant and machinery	5 years
Furniture and fixtures	5 years
Office equipment	2 to 5 years
Computer equipment	2 to 5 years
Motor vehicles	2 to 5 years

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### (e) Property, plant and equipment (Cont'd)

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

### (f) Leases

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

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

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

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. Lease payments to be made under reasonably certain extension options are also included in the measurement of the lease liability. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method.

Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

To determine the incremental borrowing rate, the Group:

- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by group entities, which do not have recent third-party financing, and
- makes adjustments specific to the lease including term, country, currency and security.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### (f) Leases (Cont'd)

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

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

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

When the Group obtains ownership of the underlying leased assets at the end of the lease term, upon exercising purchase options, the cost of the relevant right-of-use assets and the related accumulated depreciation are transferred to property, plant and equipment.

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

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

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16. In such cases, the Group took advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### (g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### (h) Contract assets and contract liabilities

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

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

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

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

### (i) Recognition and derecognition of financial instruments

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

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### (i) Recognition and derecognition of financial instruments (Cont'd)

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

### (j) Financial assets

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

Debt investments held by the Group are classified at amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.

### (k) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method less allowance for credit losses.

### (l) Cash and cash equivalents

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

### (m) Financial liabilities and equity instruments

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### (m) Financial liabilities and equity instruments (Cont'd)

#### (i) Trade and other payables

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

#### (ii) Equity instruments

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

### (n) Revenue and other income

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

Revenue from the sales of eyewear products is recognised at a point in time when control of the goods has transferred to customer upon delivery of eyewear products.

Product services fee income is recognised over time when the services are rendered.

Interest income is recognised as it accrues using the effective interest method.

### (o) Employee benefits

#### (i) Employee leave entitlements

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

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

#### (ii) Pension obligations

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

#### (iii) Termination benefit

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### (p) Government grants

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

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

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

### (q) Taxation

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

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

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### (q) Taxation (Cont'd)

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

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

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

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

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

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

### (r) Impairment of non-financial assets

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

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### (s) Impairment of financial assets

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

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

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

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

#### *Significant increase in credit risk*

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

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### (s) Impairment of financial assets (Cont'd)

#### **Significant increase in credit risk (Cont'd)**

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

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

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

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

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

#### **Definition of default**

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

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

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



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### (s) Impairment of financial assets (Cont'd)

#### ***Credit-impaired financial assets***

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

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

#### ***Write-off policy***

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

#### ***Measurement and recognition of ECL***

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

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

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### (t) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

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

### (u) Events after the reporting period

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

## 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

In applying the Group's accounting policies, which are described in note 4, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Cont'd)

### Critical judgements in applying accounting policies

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

#### (a) *Derecognition of financial assets – Receivable purchase arrangements*

The Group has entered into receivable purchase arrangements with banks on its trade receivables. As at 31 December 2022, the Group has determined that it has transferred substantially all risks and rewards of ownership associated with certain trade receivables factored to the banks under the arrangements. Accordingly, the relevant trade receivables with an aggregate carrying amount of HK\$108,984,000 (2021: HK\$125,164,000) is fully derecognised. Further details are given in note 22 to the consolidated financial statements.

#### (b) *Determining the lease term*

In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation.

Generally, periods covered by an extension option in other properties leases have not been included in the lease liability because the Group could replace the assets without significant cost or business disruption. See note 17 to the consolidated financial statements for further information.

The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. During the current financial year, no lease term has been reassessed.

### Key sources of estimation uncertainty

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

#### (c) *Impairment of property, plant and equipment and right-of-use assets*

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

The carrying amounts of property, plant and equipment and right-of-use assets as at 31 December 2022 were HK\$24,495,000 (2021: HK\$28,014,000) and HK\$4,885,000 (2021: HK\$6,982,000) respectively.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Cont'd)

### Key sources of estimation uncertainty (Cont'd)

#### (d) Impairment of trade receivables

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

As at 31 December 2022, the carrying amount of trade receivables was HK\$95,772,000 (net of allowance for doubtful debts of HK\$601,000) (2021: HK\$101,350,000 (net of allowance for doubtful debts of HK\$1,034,000)).

#### (e) Write-down of inventories

Management reviews the condition of inventories of the Group and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Management estimates the net realisable value for such inventories based primarily on the latest invoice price and current market conditions. The Group carries out an inventory review at the end of each reporting period and makes provision against obsolete and slow-moving items. Management reassesses the estimation at the end of each reporting period.

The identification of obsolete and slow-moving inventory items requires the use of judgements and estimates. Where the expectation is different from the original estimate, such difference will impact on the carrying values of inventories and the write-down of inventories recognised in the periods in which such estimates have been changed. The carrying amount of inventories carried as assets in the consolidated statement of financial position are set out in note 21 to the consolidated financial statements.

As at 31 December 2022, the carrying amount of inventories was HK\$71,183,000 (net of allowance for inventories of HK\$4,880,000) (2021: HK\$80,737,000 (net of allowance for inventories of HK\$3,232,000)).

#### (f) Income taxes

The Group is subject to income taxes in Hong Kong and the Mainland China. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. During for the year, HK\$1,498,000 (2021: HK\$553,000) of income tax was charged to profit or loss based on the estimated profit.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

### (a) Foreign currency risk

The Group has certain exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in HKD, Renminbi ("RMB") and United States dollar ("USD"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The Group's foreign currency denominated financial assets and liabilities, translated into HKD at the prevailing closing rates at the end of the year, are as follows:

	Exposure to foreign currencies				Total HK\$'000
	HKD HK\$'000	RMB HK\$'000	USD HK\$'000	Others HK\$'000	
<b>At 31 December 2022</b>					
Financial assets	5,841	31,335	105,363	3,117	145,656
Financial liabilities	4,486	50,556	4,769	1,473	61,284
<hr/>					
<b>At 31 December 2021</b>					
Financial assets	22,057	42,022	78,755	1,733	144,567
Financial liabilities	5,188	65,518	1,993	1,462	74,161
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# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 6. FINANCIAL RISK MANAGEMENT (Cont'd)

### (a) Foreign currency risk (Cont'd)

#### Sensitivity analysis

The following table indicates the approximate change in the Group's profit/(loss) after tax and retained earnings in response to reasonably possible changes in the foreign exchange rates of RMB and USD to which the Group has significant exposure at the end of the year. The sensitivity analysis of the Group's exposure to foreign currency risk at the end of the year has been determined based on the change taking place at the beginning of the year and held constant throughout the year.

	Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit/(loss) after tax HK\$'000	Increase/ (decrease) in retained earnings HK\$'000
<b>At 31 December 2022</b>			
RMB	8%	(1,179)	(1,179)
RMB	(8%)	1,179	1,179
USD	1%	822	822
USD	(1%)	(822)	(822)
<b>At 31 December 2021</b>			
RMB	3%	610	(610)
RMB	(3%)	(610)	610
USD	1%	(641)	641
USD	(1%)	641	(641)

The sensitivity analysis of the Group's exposure to currency risk at the reporting date has been determined based on the hypothetical changes in foreign exchange rates which are commensurate with historical fluctuation during the year. The assumed changes represent directors' assessment of reasonably possible changes in foreign exchange rates over the period until the next reporting date.

### (b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

#### (i) Credit risk of trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. The Group's largest customer shared nearly 8.8% (2021: 16.3%) of the trade receivables at the end of the reporting period. The Group has policies and procedures to monitor the collection of the trade receivables to limit the exposure to the non-recovery of the receivables and there is no recent history of default for the Group's largest customer.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 6. FINANCIAL RISK MANAGEMENT (Cont'd)

### (b) Credit risk (Cont'd)

#### (i) Credit risk of trade receivables (Cont'd)

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 days to 120 days from the date of billing. Debtors with balances that are more than 2 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

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

#### As at 31 December 2022

	Expected credit loss rate %	Gross carrying amount HK\$'000	Expected credit losses HK\$'000	Net carrying amount HK\$'000
Current (not past due)	0.58	79,635	(461)	79,174
1-60 days past due	0.63	12,414	(78)	12,336
61-120 days past due	1.06	1,223	(13)	1,210
121-180 days past due	1.69	652	(11)	641
Over 180 days past due	1.55	2,449	(38)	2,411
		96,373	(601)	95,772

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 6. FINANCIAL RISK MANAGEMENT (Cont'd)

### (b) Credit risk (Cont'd)

#### (i) Credit risk of trade receivables (Cont'd)

As at 31 December 2021

	Expected credit loss rate %	Gross carrying amount HK\$'000	Expected credit losses HK\$'000	Net carrying amount HK\$'000
Current (not past due)	0.41	74,188	(305)	73,883
1-60 days past due	0.68	14,164	(97)	14,067
61-120 days past due	1.90	5,915	(112)	5,803
121-180 days past due	4.83	1,303	(63)	1,240
Over 180 days past due	6.71	6,814	(457)	6,357
		102,384	(1,034)	101,350

Expected loss rates are based on actual loss experience over the past 7 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Movement in the loss allowance for trade receivables during the year is as follows:

	2022 HK\$'000	2021 HK\$'000
At 1 January	1,034	1,684
Written off	–	(839)
Impairment loss recognised for the year	–	189
Reversal of impairment loss recognised for the year	(433)	–
At 31 December	601	1,034

#### (ii) Credit risk of other receivables

For other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records, past experiences and market information. The Group assessed that the expected credit losses for these receivables were not material under the 12-month expected losses method. In view of the history of cooperation with debtors and the collection history of the receivables, the management believe the credit risk inherent in the Group's outstanding other receivables balances is not significant.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 6. FINANCIAL RISK MANAGEMENT (Cont'd)

### (b) Credit risk (Cont'd)

#### (iii) Credit risk of cash and bank balances

For cash and bank balances, the Group has assessed that they are mainly placed with banks with high credit rating with no recent history of default in relation to these financial institutions and probability of defaults (of those banks) are low based on market information.

### (c) Liquidity risk

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

The following tables show the remaining contractual maturities at the end of the reporting period of the Group, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

Specifically, for term loan which contains a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the Group can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loan with immediate effect. The maturity analysis for other non-derivative financial liabilities is prepared based on the scheduled repayment dates.

	Maturity Analysis – undiscounted cash flows				Total undiscounted cash flow HK\$'000	Carrying amount HK\$'000
	Less than 1 year or on demand HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Over 5 years HK\$'000		
<b>At 31 December 2022</b>						
Trade payables	39,983	–	–	–	39,983	39,983
Other payables and accruals	21,301	–	–	–	21,301	21,301
Lease liabilities	1,281	414	400	–	2,095	2,008
<b>At 31 December 2021</b>						
Trade payables	52,665	–	–	–	52,665	52,665
Other payables and accruals	22,391	–	–	–	22,391	22,391
Lease liabilities	2,679	751	769	–	4,199	4,004

### (d) Interest rate risk

The Group has no significant interest-bearing assets. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest bearing bank deposits with floating interest rates. The Group has not used any interest rate swaps to hedge its interest rate risk. The directors consider there is no expected significant exposure to interest rate risk and hence, no sensitivity analysis is presented.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 6. FINANCIAL RISK MANAGEMENT (Cont'd)

### (e) Categories of the Group's financial instruments at 31 December

	2022 HK\$'000	2021 HK\$'000
<b>Financial assets:</b>		
Financial assets at amortised cost	145,656	144,567
<b>Financial liabilities:</b>		
Financial liabilities at amortised cost	61,284	74,161
Lease liabilities	2,008	4,004

### (f) Fair values

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

## 7. REVENUE AND SEGMENT INFORMATION

Revenue represents the amounts received and receivable from sales of eyewear products recognised at a point in time during the year ended 31 December 2022.

### Segment information

The executive directors of the Company, being the chief operating decision makers, regularly review revenue analysis by customers and by locations. The executive directors of the Company considered the operating activities of designing, manufacturing and sales of eyewear products as a single operating segment. The operating segment has been identified on the basis of internal management reports prepared and is regularly reviewed by the executive directors of the Company. The executive directors of the Company review the overall results, assets and liabilities of the Group as a whole to make decisions about resources allocation. Accordingly, no analysis of this single operating segment is presented.

### Geographical information

Revenue from external customers, based on location of delivery to customers is as follows:

	2022 HK\$'000	2021 HK\$'000
<b>Revenue</b>		
Italy	158,383	112,217
United Kingdom	92,048	95,735
Hong Kong	88,354	61,203
Netherlands	60,941	76,582
United States	23,173	29,293
Japan	11,411	11,955
France	8,328	3,600
Australia	7,129	5,470
Others	15,663	38,677
	465,430	434,732

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 7. REVENUE AND SEGMENT INFORMATION (Cont'd)

### Geographical information (Cont'd)

An analysis of the Group's non-current assets by their physical geographical location is as follows:

	2022 HK\$'000	2021 HK\$'000
Hong Kong	4,523	5,041
The People's Republic of China ("PRC")	24,857	29,955
	<b>29,380</b>	34,996

### Information about major customers

Revenue from a customer contributing over 10% of the total revenue of the Group is as follows:

	2022 HK\$'000	2021 HK\$'000
Customer a	102,153	117,680
Customer b	73,398	57,226
Customer c	72,179	63,754
Customer d	61,978	78,418

## 8. OTHER INCOME

	2022 HK\$'000	2021 HK\$'000
Income from sales of scrap and rework services	328	312
Material costs charged to customers	3,058	2,310
Government grants	2,538	2,306
Product services fee income	1,163	1,163
Sample and mould income	1,862	916
Insurance claim for bad debt	–	646
Others	307	857
	<b>9,256</b>	8,510

## 9. OTHER GAINS AND (LOSSES)

	2022 HK\$'000	2021 HK\$'000
Net foreign exchange gains/(losses)	3,951	(2,759)
Net losses on disposal of property, plant and equipment	(71)	(423)
	<b>3,880</b>	(3,182)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 10. FINANCE COSTS, NET

	2022 HK\$'000	2021 HK\$'000
Finance income:		
Bank interest income	25	26
Finance expenses:		
Interest on bank borrowings	–	(9)
Interest on lease liabilities	(165)	(269)
Interest on factoring of trade receivables	(569)	(224)
Others	(6)	(6)
	<b>(740)</b>	(508)
	<b>(715)</b>	(482)

## 11. INCOME TAX EXPENSE

Income tax expense have been recognised in profit or loss as following:

	2022 HK\$'000	2021 HK\$'000
Current tax		
Hong Kong Profits Tax		
– Provision for the year	–	320
– (Over)/under provision in prior years	(36)	62
	<b>(36)</b>	382
PRC Enterprise Income Tax (“PRC EIT”)		
– Provision for the year	411	80
– (Under)/over provision in current year	(81)	186
– Under/(over) provision in prior years	1,204	(95)
	<b>1,534</b>	171
	<b>1,498</b>	553

Under the two-tiered Profits Tax regime, the first HK\$2 million of profits of the qualifying group entity established in Hong Kong will be taxed at 8.25%, and profits above that amount will be subject to the tax rate of 16.5%. The profits of the group entities not qualifying for the two-tiered Profit Tax rate regime will continue to be taxed at a rate of 16.5%.

Pursuant to the PRC EIT Law and the respective regulations, the subsidiaries which operate in the Mainland China are subject to corporate income tax at a rate of 25% on the taxable income. Preferential tax treatment is available to the Group’s PRC subsidiaries.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 11. INCOME TAX EXPENSE (Cont'd)

Yingtan Euro-Asia Enterprise Limited (“Yingtan Euro-Asia”) was qualified as a Small and Low-profit Enterprise for the years ended 31 December 2021 and 2022 and was subject to income tax at a preferential tax rate of 20%. Besides, pursuant to Caishui [2021] No. 12, Yingtan Euro-Asia was also entitled to a further deduction of 50% of the tax income for the years ended 31 December 2021 and 2022.

Jiangxi Huaqing Glasses Co., Limited (“Jiangxi Huaqing”) was qualified as an Advanced Technology Service Enterprise and was subject to income tax at a preferential tax rate of 15% for the years ended 31 December 2021. Besides, Jiangxi Huaqing was also qualified as a High and New Technology Enterprise and their research and development activities are entitled to claim 200% (2021: 200%) of their qualified research and development expenses so incurred as tax deductible expenses when determining their assessable profits for the years ended 31 December 2021 and 2022.

Huaqing Glasses (Shenzhen) Company Limited (“Shenzhen Huaqing”) was qualified as an Advanced Technology Service Enterprise and was subject to income tax at a preferential tax rate of 15% for the year ended 31 December 2021 and 2022. Besides, Shenzhen Huaqing was also qualified as a High and New Technology Enterprise and their research and development activities are entitled to claim 200% (2021: 200%) of their qualified research and development expenses so incurred as tax deductible expenses when determining their assessable profits for the year ended 31 December 2021 and 2022.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

The reconciliation between the income tax expense and the product of profit/(loss) before tax multiplied by the Hong Kong Profits Tax rate is as follows:

	2022 HK\$'000	2021 HK\$'000
Profit/(loss) before tax	10,681	(1,587)
Tax at Hong Kong Profits Tax rates of 16.5% (2021: 8.25% or 16.5%)	1,762	(297)
Tax effect of income that is not taxable	(360)	(69)
Tax effect of expenses that are not deductible	875	1,238
Tax effect of tax incentives for research and development expenses	(1,748)	(2,176)
Tax effect of temporary differences not recognised	73	(3)
Tax effect of utilisation of tax losses not previously recognised	(916)	–
Tax effect of tax losses not recognised	585	1,661
Tax concession	–	(130)
(Under)/over provision in current year	(81)	186
Under/(over) provision in prior years	1,168	(33)
Effect of different tax rates of subsidiaries	140	176
Income tax expense	1,498	553

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 12. PROFIT/(LOSS) FOR THE YEAR

The Group's profit/(loss) for the year is stated after charging/(crediting) the following:

	2022 HK\$'000	2021 HK\$'000
Auditor's remuneration	1,000	907
Cost of inventories sold (*)	389,413	366,290
Allowance for inventories (included in cost of inventories sold), net	5,285	2,486
(Reversal of impairment loss)/impairment loss for trade receivables	(433)	189
Write off of other receivables	–	112
Depreciation on right-of-use assets	2,848	3,046
Depreciation on property, plant and equipment	6,838	11,138
Gain on partial disposal of subsidiaries	(58)	–
Net foreign exchange (gains)/losses	(3,951)	2,759
Net losses on disposal of property, plant and equipment	71	423
Short-term lease charges in respect of:		
– Office premises	505	–

(\*) Cost of inventories sold includes HK\$76,992,000 and HK\$85,358,000 of staff costs and depreciation which are also included in the respective total amounts disclosed above for each of these types of expenses for the years ended 31 December 2021 and 2022 respectively.

## 13. EMPLOYEE BENEFIT EXPENSES INCLUDING DIRECTORS' EMOLUMENTS

	2022 HK\$'000	2021 HK\$'000
Salaries and allowances	111,270	98,557
Discretionary bonuses	4,293	1,802
Retirement benefit scheme contributions	12,719	11,123
	128,282	111,482

### (a) Retirement benefit schemes

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 13. EMPLOYEE BENEFIT EXPENSES INCLUDING DIRECTORS' EMOLUMENTS (Cont'd)

### (a) Retirement benefit schemes (Cont'd)

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

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

### (b) Five highest paid individuals

The five highest paid individuals in the Group during for the year ended 31 December 2022 included two (2021: two) director(s) whose emoluments are reflected in the analysis presented in note 14. The emoluments of the remaining three (2021: three) individual(s) are set out below:

	2022 HK\$'000	2021 HK\$'000
Salaries and allowances	2,262	1,949
Discretionary bonuses	–	–
Retirement benefit scheme contributions	54	47
	<b>2,316</b>	1,996

The emoluments fell within the following band:

	Number of individuals	
	2022	2021
Nil to HK\$1,000,000	3	3

During for the year ended 31 December 2022 and 2021, no emoluments were paid or payable by the Group to the above highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 14. BENEFITS AND INTERESTS OF DIRECTORS

### (a) Directors' emoluments

The remuneration of every director is set out below:

	Fees HK\$'000	Salaries and allowances HK\$'000	Discretionary bonuses HK\$'000	Benefits in kind HK\$'000	Retirement benefit scheme contributions HK\$'000	Total HK\$'000
<b>Year ended 31 December 2022</b>						
Executive directors:						
Mr. Kwok Kwan Fai ( <i>Chairman</i> )	-	2,760	1,610	-	18	4,388
Mr. Kwok Kwan Yu	-	2,760	1,610	-	18	4,388
Mr. Zuo Zhengsan ( <i>note i</i> )	-	113	-	-	-	113
	-	5,633	3,220	-	36	8,889
Non-executive directors:						
Ms. Chan Yin Wah	-	432	36	54	-	522
Mr. Kwok Mau Kwan	-	432	36	79	-	547
Mr. Zhang Li ( <i>note ii</i> )	-	90	-	-	-	90
	-	954	72	133	-	1,159
Independent non-executive directors:						
Mr. Chan Hon Wah	180	-	-	-	-	180
Mr. Chu Kin Ming	180	-	-	-	-	180
Mr. Hong Sze Lung	180	-	-	-	-	180
	540	-	-	-	-	540
	540	6,587	3,292	133	36	10,588
<b>Year ended 31 December 2021</b>						
Executive directors:						
Mr. Kwok Kwan Fai ( <i>Chairman</i> )	-	2,580	430	-	18	3,028
Mr. Kwok Kwan Yu	-	2,580	430	-	18	3,028
Mr. Zuo Zhengsan ( <i>note i</i> )	-	65	-	-	-	65
	-	5,225	860	-	36	6,121
Non-executive directors:						
Ms. Chan Yin Wah	-	420	35	53	-	508
Mr. Kwok Mau Kwan	-	420	35	80	-	535
Mr. Zhang Li ( <i>note ii</i> )	-	65	-	-	-	65
	-	905	70	133	-	1,108
Independent non-executive directors:						
Mr. Chan Hon Wah	180	-	-	-	-	180
Mr. Chu Kin Ming	180	-	-	-	-	180
Mr. Hong Sze Lung	180	-	-	-	-	180
	540	-	-	-	-	540
	540	6,130	930	133	36	7,769

Note:

- (i) Mr. Zuo Zhengsan was appointed and resigned as an executive director of the Company on 16 June 2021 and 9 December 2022 respectively.
- (ii) Mr. Zhang Li was appointed and resigned as a non-executive director of the Company on 16 June 2021 and 19 September 2022 respectively.
- (iii) During the year ended 31 December 2022 and 2021, no emoluments were paid or payable by the Group to any the directors as an inducement to join or upon joining the Group or as compensation for loss of office. No director has waived or agreed to waive any emoluments during the year ended 31 December 2022 and 2021.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 14. BENEFITS AND INTERESTS OF DIRECTORS (Cont'd)

### (b) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

There were no loans, quasi-loans and other dealings in favour of the directors, controlled bodies corporate by and connected entities with such directors as at the end of the year or at any time during the years ended 31 December 2022 and 2021.

### (c) Directors' material interests in transactions, arrangements or contracts

Save for disclosed in note 32, there were no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the years ended 31 December 2022 and 2021.

### (d) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2022, no consideration was provided to or receivable by third parties for making available director's services (2021: Nil).

## 15. PROFIT/(LOSS) PER SHARE

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

	2022 HK\$'000	2021 HK\$'000
<b>Profit/(loss)</b>		
Profit/(loss) attributable to owners of the Company	9,183	(2,140)
<b>Number of shares</b>	'000	'000
Weighted average number of ordinary shares for the purpose of calculation basis profit/(loss) per share	500,000	500,000

The diluted profit/(loss) per share is equal to the basic profit/(loss) per share as there were no dilutive potential ordinary share in issue during the years ended 31 December 2022 and 2021.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 16. PROPERTY, PLANT AND EQUIPMENT

	Buildings HK\$'000	Leasehold improvements HK\$'000	Plant and machinery HK\$'000	Office equipment HK\$'000	Computer equipment HK\$'000	Furniture and fixtures HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
<b>Cost</b>								
At 1 January 2021	12,424	15,922	43,244	1,499	2,737	285	4,704	80,815
Additions	-	334	4,663	86	98	21	328	5,530
Disposals/write-off	-	(5)	(1,094)	-	(6)	-	(700)	(1,805)
Exchange differences	340	379	1,235	41	72	-	36	2,103
At 31 December 2021 and 1 January 2022	12,764	16,630	48,048	1,626	2,901	306	4,368	86,643
Additions	-	797	4,053	12	570	39	-	5,471
Disposals/write-off	-	-	(1,344)	(15)	(7)	-	-	(1,366)
Exchange differences	(1,005)	(1,142)	(3,800)	(157)	(228)	-	(129)	(6,461)
At 31 December 2022	11,759	16,285	46,957	1,466	3,236	345	4,239	84,287
<b>Accumulated depreciation and impairment</b>								
At 1 January 2021	1,293	11,280	28,832	903	1,764	133	3,172	47,377
Charge for the year	314	2,282	6,855	299	695	55	638	11,138
Disposals/write-off	-	-	(1,004)	-	(6)	-	(222)	(1,232)
Exchange differences	40	320	875	29	55	1	26	1,346
At 31 December 2021 and 1 January 2022	1,647	13,882	35,558	1,231	2,508	189	3,614	58,629
Charge for the year	303	1,243	4,458	206	381	47	200	6,838
Disposals/write-off	-	-	(1,201)	(15)	(7)	-	-	(1,223)
Exchange differences	(138)	(1,039)	(2,895)	(95)	(199)	-	(86)	(4,452)
At 31 December 2022	1,812	14,086	35,920	1,327	2,683	236	3,728	59,792
<b>Net book value</b>								
At 31 December 2022	9,947	2,199	11,037	139	553	109	511	24,495
At 31 December 2021	11,117	2,748	12,490	395	393	117	754	28,014

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 17. RIGHT-OF-USE ASSETS

	Leasehold land <i>HK\$'000</i>	Leased properties <i>HK\$'000</i>	Motor vehicles <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2021	2,089	4,455	1,491	8,035
Additions	–	–	1,865	1,865
Depreciation	(59)	(2,517)	(470)	(3,046)
Exchange differences	56	72	–	128
At 31 December 2021 and 1 January 2022	2,086	2,010	2,886	6,982
Additions	–	1,020	–	1,020
Depreciation	(57)	(2,144)	(647)	(2,848)
Exchange differences	(162)	(107)	–	(269)
At 31 December 2022	1,867	779	2,239	4,885

Lease liabilities of HK\$2,008,000 (2021: HK\$4,004,000) are recognised with related right-of-use assets of HK\$3,018,000 as at 31 December 2022 (2021: HK\$4,896,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

	2022 <b>HK\$'000</b>	2021 HK\$'000
Depreciation expenses on right-of-use assets	<b>2,848</b>	3,046
Interest expense on lease liabilities (included in finance costs)	<b>165</b>	269
Expenses relating to short-term lease (included in administrative expenses)	<b>505</b>	–

Details of total cash outflow for leases is set out in note 31(c).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 17. RIGHT-OF-USE ASSETS (Cont'd)

The Group leases various factories, staff quarters, office premises and showroom for its administration and operations. Lease contracts are entered into for fixed term of an average of 3 years (2021: 3), but may have extension options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Some leases include an option to renew the lease for an additional period after the end of the contract term. Where practicable, the Group seeks to include such extension options exercisable by the Group to provide operational flexibility. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. If the Group is not reasonably certain to exercise the extension options, the future lease payments during the extension periods are not included in the measurement of lease liabilities. The potential exposure to these future lease payments is summarised below:

	Lease liabilities recognised (discounted)		Potential future lease payments under extension options not included in lease liabilities (undiscounted)	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
Showroom – Hong Kong	–	42	–	1,001

In addition, the Group reassesses whether it is reasonably certain to exercise an extension option, upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the year ended 31 December 2022, there has been no such triggering event.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 18. INTERESTS IN ASSOCIATES

	2022 HK\$'000	2021 HK\$'000
<b>Unlisted investments:</b>		
Investment cost	— <sup>(*)</sup>	—
Amounts due from associates	117	—
Share of losses	(3)	—
Share of other comprehensive income	— <sup>(*)</sup>	—
	<b>114</b>	—

(\*) Represented amount less than HK\$1,000.

The amounts due from associates are unsecured, interest free and have no fixed terms of repayment.

Details of the Group's principal associates at 31 December 2022 are as follows:

Name	Place of incorporation	Registered capital	Percentage of ownership interest/voting power/ profit sharing		Principal activities
			2022	2021	
Tokyo Universe Technology Limited ("Tokyo Universe")	Hong Kong	HK\$1,000	30%	—	Dormant

The following table shows, in aggregate, the Group's share of the amounts of the individually immaterial associate of Tokyo Universe that are accounted for using the equity method.

	2022 HK\$'000	2021 HK\$'000
<b>At 31 December:</b>		
Carrying amounts of interests	—	—
<b>Year ended 31 December:</b>		
Loss and other comprehensive income for the year	(3)	—

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 19. INVESTMENTS IN SUBSIDIARIES

Particulars of the principal subsidiaries as at 31 December 2022 are as follows:

Name of subsidiary	Principal country of operation and place of incorporation, kind of legal entity	Registered capital	Effective interests attributable to the Group		Principal activities
			2022	2021	
<b>Directly held by the Company</b>					
Fame Investment Limited (“Fame Investment”)	BVI, limited liability company	USD50,000	100%	100%	Investment holding
<b>Indirectly held by the Company</b>					
Kelfred Optical Limited (“Kelfred Optical”)	Hong Kong, limited liability company	HK\$25,095,000	100%	100%	Investment holding and trading and design of eyewear products
Optical Farm HK Limited (“Optical Farm”)	Hong Kong, limited liability company	HK\$20,000	100%	100%	Trading of own-brand eyewear products
Central Designs (Hong Kong) Limited (“Central Designs”)	Hong Kong, limited liability company	HK\$240,000	100%	100%	Trading of eyewear products
Huaqing Glasses (Shenzhen) Company Limited (“Shenzhen Huaqing”) 華清眼鏡(深圳)有限公司	PRC, limited liability company	HK\$58,560,000	100%	100%	Manufacturing of eyewear products
Yingtan Euro-Asia 鷹潭歐亞實業有限公司	PRC, limited liability company	USD2,000,000	100%	100%	Properties holding
Jiangxi Huaqing 江西華清眼鏡有限公司	PRC, limited liability company	USD10,000,000	100%	100%	Manufacturing of eyewear products

The above list contains the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

As at 31 December 2022, the bank and cash balances of the Group’s subsidiaries in the PRC denominated in RMB amounted to HK\$4,058,000 (2021: HK\$4,148,000). Conversion of RMB into foreign currencies is subject to the PRC’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2022 HK\$'000	2021 HK\$'000
<b>Prepayments</b>		
Administrative and operating expenses	1,059	698
Selling and distribution expenses	–	234
Goods purchased	1,008	5,610
	<b>2,067</b>	6,542
<b>Deposits</b>		
Deposits paid for property, plant and equipment	556	783
Rental deposits	450	470
Utility deposits	39	42
	<b>1,045</b>	1,295
<b>Other receivables</b>		
Advances to staff	6	10
Rebates from suppliers	1,130	1,672
Export tax refundable	1,093	3,287
VAT receivables	2,772	507
Others	763	806
	<b>5,764</b>	6,282
	<b>8,876</b>	14,119
<b>Analyses of:</b>		
Non-current portion	556	783
Current portion	8,320	13,336
	<b>8,876</b>	14,119

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 21. INVENTORIES

	2022 HK\$'000	2021 HK\$'000
Raw materials	12,842	16,568
Work in progress	32,800	43,725
Finished goods	18,464	10,427
Goods-in-transit	7,077	10,017
	<b>71,183</b>	80,737

## 22. TRADE RECEIVABLES

	2022 HK\$'000	2021 HK\$'000
Trade receivables	96,373	102,384
Less: Impairment loss	(601)	(1,034)
	<b>95,772</b>	101,350

The Group's credit terms generally range from 30 to 120 days. Each customer has a maximum credit limit. For new customers, payment in advance or cash on delivery is normally required. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

The Group has entered into receivable purchase arrangements with banks for the factoring of trade receivables with certain designated customers. As at 31 December 2022, trade receivables factored to the banks aggregated to HK\$108,984,000 (2021: HK\$125,164,000) and all of which were derecognised from the consolidated statement of financial position because, in the opinion of the directors, the Group has transferred substantially all the risks and rewards of ownership in respect of the relevant factored receivables to the banks.

The ageing analysis of trade receivables, based on the date of relevant invoice (delivery date), and net of impairment loss, is as follows:

	2022 HK\$'000	2021 HK\$'000
Up to 60 days	60,729	63,184
61 to 120 days	30,682	25,470
121 to 180 days	1,547	5,064
Over 180 days	2,814	7,632
	<b>95,772</b>	101,350



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 22. TRADE RECEIVABLES (Cont'd)

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

	2022 HK\$'000	2021 HK\$'000
HKD	424	112
EUR	3,106	1,616
RMB	20,491	31,651
USD	71,751	67,971
	95,772	101,350

## 23. BANK AND CASH BALANCES

The carrying amounts of the Group's bank and cash balances are denominated in the following currencies:

	2022 HK\$'000	2021 HK\$'000
HKD	5,146	21,662
RMB	7,639	4,367
USD	33,606	10,784
Others	12	117
	46,403	36,930

As at 31 December 2022, the bank and cash balances of the Group denominated in RMB amounted to HK\$4,058,000 (2021: HK\$4,148,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 24. TRADE AND OTHER PAYABLES, ACCRUALS AND CONTRACT LIABILITIES

	2022 HK\$'000	2021 HK\$'000
Trade payables	39,983	52,665
Other payables and accruals		
Accrued staff costs	9,184	10,251
Accrued administrative and operating expenses	3,411	3,329
Purchases of property, plant and equipment	761	2,546
Accrued sales rebate to customers	6,310	3,160
Accrued various tax expenses	1,360	2,067
VAT payables	–	895
Others	275	143
	<b>21,301</b>	22,391
Contract liabilities	1,517	2,290
	<b>62,801</b>	77,346

The ageing analysis of trade payables, based on the date of receipt of goods, is as follows:

	2022 HK\$'000	2021 HK\$'000
Up to 60 days	33,862	44,403
61 to 90 days	4,022	6,766
91 to 180 days	1,864	1,162
Over 180 days	235	334
	<b>39,983</b>	52,665

The credit period ranges from 30 to 90 days.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 24. TRADE AND OTHER PAYABLES, ACCRUALS AND CONTRACT LIABILITIES (Cont'd)

Contract liabilities represent receipt in advance from customers and the significant changes in the contract liabilities balance during the reporting period are as follows:

	2022 HK\$'000	2021 HK\$'000
Balance at 1 January	2,290	4,108
Decrease in contract liabilities as a result of recognising revenue during the year was included in the contract liabilities at the beginning of the period	(2,053)	(4,095)
Increase in contract liabilities as a result of billing in advance of sales of goods	1,280	2,277
Balance at 31 December	1,517	2,290

The carrying amounts of the Group's trade and other payables, accruals and contracts liabilities are denominated in the following currencies:

	2022 HK\$'000	2021 HK\$'000
HKD	4,486	5,188
RMB	51,044	67,134
USD	5,798	3,548
Others	1,473	1,476
	62,801	77,346

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 25. LEASE LIABILITIES

	Minimum lease payments		Present value of minimum lease payments	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
Within one year	1,281	2,679	1,223	2,551
More than one year, but not exceeding two years	414	751	393	713
More than two years, but not more than five years	400	769	392	740
	2,095	4,199	2,008	4,004
Less: Future finance charges	(87)	(195)	N/A	N/A
Present value of lease obligations	2,008	4,004	2,008	4,004
Less: Amount due for settlement within 12 months (shown under current liabilities)			(1,223)	(2,551)
Amount due for settlement after 12 months			785	1,453

The weighted average incremental borrowing rates applied to lease liabilities ranged from 1.98% to 6.0% (2021: from 1.48% to 5.60%).

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

	2022 HK\$'000	2021 HK\$'000
HKD	1,884	2,086
RMB	124	1,918
	2,008	4,004

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 26. DEFERRED TAX LIABILITIES

	Property, plant and equipment HK\$'000
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	198

As at 31 December 2021 and 2022, the Group has unutilised tax losses of HK\$30,363,000 and HK\$28,303,000 respectively available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams.

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

	2022 HK\$'000	2021 HK\$'000
On 31 December 2025	18,349	19,897
On 31 December 2026	5,794	8,114
No expiry date	4,160	2,352
	<b>28,303</b>	30,363

The Group's subsidiaries that are PRC tax resident are required to withhold the PRC withholding tax of 10% on the dividend payment to their non-PRC resident immediately holding company, registered in Hong Kong, when and if undistributed earnings are declared to be paid as dividends out of profits unless such dividend payment is qualified for the 5% reduced tax rate under the Arrangement between Mainland China and Hong Kong for the Avoidance of Double taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income ("PRC-HK DTA").

Pursuant to PRC-HK DTA, Kelfred Optical was managed and controlled in Hong Kong and is qualified as a Hong Kong tax resident. Therefore, subject to the approval on the application of the Hong Kong resident certificate, it should be qualified to enjoy a reduced withholding tax rate of 5% on dividend distributed by those subsidiaries incorporated in the PRC.

As at 31 December 2022, no deferred tax has been recognised for withholding tax that would be payable on the undistributed earnings that are subject to withholding tax of the Group's subsidiaries incorporated in the PRC. In the opinion of the directors, the Group's fund will be retained in the Mainland China for the expansion of the Group's operation, so it is not probable that these subsidiaries will distribute such earnings in the foreseeable future.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 27. SHARE CAPITAL

	Number of shares	Amount HK\$
<b>Authorised:</b>		
Ordinary shares of HK\$0.01 each		
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	2,000,000,000	20,000,000
<b>Issued and fully paid:</b>		
Ordinary shares of HK\$0.01 each		
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	500,000,000	5,000,000

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

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The Group monitors capital using a gearing ratio, which is the Group's total debts (comprising lease liabilities and borrowings) over its total equity. The Group's policy is to keep the gearing ratio at a reasonable level. The Group's gearing ratios as at 31 December 2022 was 1.1% (2021: 2.1%). The decrease in the gearing ratio of the Group is primarily due to the decrease in the balance of lease liabilities as at 31 December 2022.

The only externally imposed capital requirement for the Group is in order to maintain its listing on the Stock Exchange, it has to have a public float of at least 25% of the shares. Based on the information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained sufficient public float as required by the Listing Rules. As at 31 December 2022, 44.8% of the shares were in public hands.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 28. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

### (a) Statement of financial position of the Company

	Note	2022 HK\$'000	2021 HK\$'000
<b>Non-current assets</b>			
Investment in subsidiaries		_(i)	_(i)
Investment in associates	18	_(i)	–
		_(i)	_(i)
<b>Current assets</b>			
Amounts due from subsidiaries		81,957	67,800
Amount due from an associate		116	–
Prepayments and other receivables		288	272
Bank and cash balances		1,014	17,299
		83,375	85,371
<b>Current liabilities</b>			
Other payables and accruals		191	179
<b>Net current assets</b>		<b>83,184</b>	85,192
<b>NET ASSETS</b>		<b>83,184</b>	85,192
<b>Capital and reserves</b>			
Share capital	27	5,000	5,000
Reserves	28(b)	78,184	80,192
<b>TOTAL EQUITY</b>		<b>83,184</b>	85,192

(i) Represent amount less than HK\$1,000.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 28. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Cont'd)

### (b) Reserve movement of the Company

	<b>Share premium</b> <i>HK\$'000</i>	<b>Accumulated losses</b> <i>HK\$'000</i>	<b>Total</b> <i>HK\$'000</i>
	<i>(note 29(b)(iv))</i>		
At 1 January 2021	88,511	(6,039)	82,472
Total comprehensive income for the year	—	(2,280)	(2,280)
At 31 December 2021 and 1 January 2022	88,511	(8,319)	80,192
Total comprehensive income for the year	—	(2,008)	(2,008)
At 31 December 2022	88,511	(10,327)	78,184

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

**Mr. Kwok Kwan Fai**  
*Executive Director*

**Mr. Kwok Kwan Yu**  
*Executive Director*



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 29. RESERVES

### (a) Group

The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

### (b) Nature and purpose of reserves

#### (i) *Statutory surplus reserve*

In accordance with the PRC Company Law and the articles of association of those group companies incorporated in the PRC, the group companies are required to appropriate 10% of their profits after tax, as determined in accordance with Accounting Standards for Business Enterprises and the Accounting System for Business Enterprises and other regulations applicable to group companies, to the statutory surplus reserve until such reserve reaches 50% of the registered capital of the group companies. The appropriation to the reserve can be used to offset previous years' losses, if any, and part of the statutory surplus reserve can be capitalised as the group companies' capital provided that the amount of such reserve remaining after the capitalisation shall not be less than 25% of the capital of the group companies.

#### (ii) *Foreign currency translation reserve*

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(d) to the consolidated financial statements.

#### (iii) *Other reserve*

The other reserve of the Group represents the difference between the nominal value of shares of Kelfred Optical, Optical Farm, Central Designs, Shenzhen Huaqing, Jiangxi Huaqing and Yingtan Euro-Asia acquired pursuant to the Group Reorganisation over the nominal value of the share capital of Fame Investment issued in exchange therefor.

#### (iv) *Share premium*

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 30. CAPITAL COMMITMENTS

Capital commitments contracted for at the end of the reporting period but not yet incurred are as follows:

	2022 HK\$'000	2021 HK\$'000
Property, plant and equipment	271	340
Capital contribution to a subsidiary	–	8,572
Capital contribution to an associate	2,369	–
	<b>2,640</b>	<b>8,912</b>

## 31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### (a) Major non-cash transactions

- (i) Property, plant and equipment of HK\$783,000 (2021: HK\$393,000) were reclassified from deposits paid for property, plant and equipment during the year ended 31 December 2022.
- (ii) Right-of-use asset of HK\$Nil (2021: HK\$185,000) were reclassified from deposit paid for property, plant and equipment during the year ended 31 December 2022.
- (iii) During the year ended 31 December 2022, the Group entered into a new lease agreement for the use of lease properties for 2 years (2021: motor vehicles for 5 years). On the leases commencement, the Group recognised HK\$1,020,000 right-of-use assets and HK\$1,020,000 lease liabilities (2021: HK\$1,865,000 right-of-use assets and HK\$1,680,000 lease liabilities).

### (b) Reconciliation of liabilities arising from financing activities

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

	As at 1 January 2022 HK\$'000	Cash flows HK\$'000	Non-cash changes			As at 31 December 2022 HK\$'000
			Interest expenses HK\$'000	Additions of right-of-use assets HK\$'000	Foreign exchange movement HK\$'000	
Lease liabilities (note 25)	4,004	(3,078)	165	1,020	(103)	2,008
Interest on factoring arrangement (note 10)	–	(569)	569	–	–	–
	<b>4,004</b>	<b>(3,647)</b>	<b>734</b>	<b>1,020</b>	<b>(103)</b>	<b>2,008</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Cont'd)

### (b) Reconciliation of liabilities arising from financing activities (Cont'd)

	As at 1 January 2021 HK\$'000	Cash flows HK\$'000	Non-cash changes			As at 31 December 2021 HK\$'000
			Interest expenses HK\$'000	Additions of right-of-use assets HK\$'000	Foreign exchange movement HK\$'000	
Lease liabilities (note 25)	5,492	(3,509)	269	1,680	72	4,004
Bank borrowings	8,000	(8,009)	9	–	–	–
Interest on factoring arrangement (note 10)	–	(224)	224	–	–	–
	13,492	(11,742)	502	1,680	72	4,004

### (c) Total cash outflow for leases

Amounts included in the cash flow statements for leases comprise the following:

	2022 HK\$'000	2021 HK\$'000
Within operating cash flow	670	–
Within financing cash flows	2,913	3,509
	3,583	3,509

These amounts relate to the following:

	2022 HK\$'000	2021 HK\$'000
Lease rental paid	505	–
Principal elements of lease payments	2,913	3,240
Interest of lease payments	165	269
	3,583	3,509

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 32. RELATED PARTY TRANSACTIONS

- (a) In addition to the related party information disclosed elsewhere in the consolidated financial statements, the Group entered into the following material related party transactions.

	Note	2022 HK\$'000	2021 HK\$'000
Office's rental paid for short-term lease to Ms. Lee Man Yee, Joanna	(i)	505	–
Office's rental paid for lease liabilities to Ms. Lee Man Yee, Joanna	(i)	–	463
Employee benefit expenses to Ms. Lee Man Yee, Joanna	(i)	837	668
Sales of goods to DEM S.r.l	(ii)	2,601	1,319

Notes:

- (i) Ms. Lee Man Yee, Joanna is the spouse of Mr. Kwok Kwan Fai.
- (ii) Mr. Kwok Kwan Yu has a 51% equity interest in DEM S.r.l.
- (b) Key management personnel remuneration is disclosed in notes 13 to 14.

## 33. OPERATING LEASE ARRANGEMENT

The total future minimum lease payments under non-cancellable operating lease are payable as follows:

	2022 HK\$'000	2021 HK\$'000
Within one year	496	505

Note: During the year ended 31 December 2022, the Group entered into a short-term lease for an office premise in Hong Kong and the outstanding lease commitments relating to the office premise is approximately HK\$496,000 (2021: 505,000).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 34. DISPOSAL OF TOKYO UNIVERSE GROUP

On 8 April 2022, the Company, has disposed 70% equity interests in Tokyo Universe and its subsidiaries (collectively, the “Tokyo Universe Group”) to an independent third party at a cash consideration of HK\$1,000. The completion of the disposal of the Tokyo Universe Group took place on the same date.

Net liabilities at the date of disposal were as follows:

	HK\$'000
Bank and cash balances	52
Amounts due to fellow subsidiaries	(109)
Net liabilities disposed of	(57)
Release of foreign currency translation reserve	— <sup>(i)</sup>
Gain on disposal of the Tokyo Universe Group	58
<b>Total consideration satisfied by cash</b>	<b>1</b>
<b>Net cash outflow arising on disposal:</b>	
Cash consideration received	1
Cash and cash equivalents disposed of	(52)
	(51)

<sup>(i)</sup> Represent amount less than HK\$1,000.

## 35. EVENT AFTER THE REPORTING PERIOD

Subsequent to the reporting period, the Group entered into a new lease agreement for the use of factory and dormitory in PRC for five years. Upon the lease commencement, the Group recognised the right-of-use assets and lease liabilities of HK\$16,600,000 and HK\$16,600,000 respectively. Details are set out in announcement of the Company dated on 14 February 2023.