

蜆壳電器控股有限公司
SHELL ELECTRIC HOLDINGS LIMITED

70 years
Anniversary

A vibrant graphic celebrating a 70th anniversary. The background features a stylized city skyline with various skyscrapers in shades of blue, purple, and orange. In the foreground, there are three stylized plants: a large green leaf on the left, a central green sprout with a blue stem and a lightbulb base, and a large yellow and orange leaf on the right. The entire scene is decorated with colorful splatters and abstract shapes.

Annual Report
2022

CONTENTS

CORPORATE INFORMATION	2
CHAIRMAN'S STATEMENT	3
FINANCIAL REVIEW	5
DIRECTORS' REPORT	6
INDEPENDENT AUDITOR'S REPORT	8
CONSOLIDATED INCOME STATEMENT	10
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	11
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	12
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	14
CONSOLIDATED STATEMENT OF CASH FLOWS	16
NOTES TO THE FINANCIAL STATEMENTS	18

CORPORATE INFORMATION

DIRECTORS

Mr. YUNG Kwok Kee, Billy (*Group Chairman and Chief Executive*)

Madam HSU Vivian

Mr. CHOW Kai Chiu, David

Madam LI Pik Mui, Cindy

Mr. YUNG Isaac Cosmo

Mr. YUNG Ivan Caesar (*Appointed on 7 July 2023*)

BANKERS

The Hong Kong and Shanghai Banking Corporation Limited

Hang Seng Bank Limited

China Construction Bank (Asia) Corporation Limited

COMPANY SECRETARY

Fair Wind Secretarial Services Limited

REGISTERED OFFICE

Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda

HONG KONG OFFICE

1/F., Shell Industrial Building, 12 Lee Chung Street, Chai Wan, Hong Kong

COMPANY'S WEBSITE

www.smc.com.hk

AUDITOR

BDO Limited

Certified Public Accountants

HONG KONG TRANSFER AGENT

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

CHAIRMAN'S STATEMENT

On behalf of the board (the "Board") of directors (the "Directors") of Shell Electric Holdings Limited (the "Company"), I am pleased to present the audited consolidated annual results of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2022.

LOSS FOR THE YEAR

The Group's audited consolidated loss attributable to the owners of the Company for the year ended 31 December 2022 amounted to HK\$75 million. Basic loss per share was HK14.4 cents.

FINAL DIVIDEND

The board of directors recommends a final dividend of HK0.3 cents per share for the year ended 31 December 2022 (2021: HK0.5 cents per share). The proposed final dividend, subject to approval by the members of the Company (the "Members") at the annual general meeting to be held on Tuesday, 22 August 2023 (the "AGM"), would be payable on or before Tuesday, 31 October 2023 to the Members on the register of members of the Company on Thursday, 31 August 2023.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 17 August 2023 to Tuesday, 22 August 2023 both days inclusive, during which period no transfer of shares will be effected for the purpose of ascertaining the Members' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Transfer Agent, Tricor Standard Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not later than 4:30 p.m. on Wednesday, 16 August 2023.

The register of members of the Company will be closed from Tuesday, 29 August 2023 to Thursday, 31 August 2023, both days inclusive, during which period no transfer of shares will be effected for the purpose of ascertaining the Members' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Transfer Agent, Tricor Standard Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not later than 4:30 p.m. on Monday, 28 August 2023.

BUSINESS REVIEW

Contract Manufacturing – Optics and Imaging

Sales of new models and demand from the domestic China market began to pick up in 2022. These increased orders have contributed to a 21% increase in revenue for the optics and imaging contract manufacturing business during the year.

In 2023, the post pandemic economic rebound has not materialized as expected, and both domestic and export sales orders have decreased so far due to a sluggish market. It is expected this segment's performance face challenges in 2023.

Electric Tools and Electric Fans – SMC Electric

During the year ended 31 December 2022, the Group continued to face challenges of high raw materials cost, and irregular shipping schedule. Despite the challenges, the Group reported revenue growth in the year compared to the previous year.

The electric fan business had experienced irregular shipping schedule and shortage of raw materials during the COVID-19 pandemic, which had slightly affected its production cost and gross profit.

For the electronic tools business, the shortage of major component supply problems experienced in 2022 have been solved.

Taxi Rental

In 2022, the Guangzhou government's COVID-19 lockdown policies severely impacted the Guangzhou taxi industry. Because of lowering income earned by taxi drivers as compared to pre-epidemic times, driver supply in Guangzhou continued to drop and the company's revenue could not be otherwise improved by utilisation of the additional taxi licences awarded in 2019 and 2020. Further, the Group provided rent concession to taxi drivers for the period severely affected by the epidemic in Guangzhou, resulting in revenue decrease in 2022 compared to 2021.

Coming to 2023, with the relaxation of epidemic prevention measures in Mainland China, the Guangzhou community has gradually resumed to normal except for January, when it was still deeply affected by the epidemic. The Group's operation has also gradually resumed to normal. The impact of the epidemic on the taxi industry in Guangzhou is gradually dissipating.

Real Estate Investment and Development

PRC

Investment Properties

Under the continual impact of the epidemic and China's strict lockdown policy, the Group's office properties portfolio at Citic Plaza, Tianhe, Guangzhou maintained an average occupancy of approximately 77% in 2022, a drop of 2% compared to 2021.

Others

Litigations for re-possession of the Group's property located at Guangshan Road, Tianhe North, is still in progress.

Hong Kong

Investment Properties

Under a sluggish economy, this year's average occupancy rate of the Group's Shell Industrial Building was maintained at 86% which is similar to the previous year. The tenancy at the Group's Tak King Industrial Building was leased to a car repair tenant at the end of 2022.

The Group will continue to renovate and optimize the quality of the buildings to increase the occupancy rate and rental return.

Development Properties

Construction works for the residential projects in Sheung Shui and Shek Kong were completed. Certificate of Compliance was granted for the Shek Kong project and related marketing campaign will be launched in the coming year. Application for Certificate of Compliance for Sheung Shui project is still in process.

Technology Investment

Semiconductor Device Products – PFC Device

The business environment in 2022 was extremely difficult. With the continuous COVID-19 lockdown in China and excess inventory build-up in the supply chain, PFC suffered a significant revenue drop compared to a record year in 2021. Revenue fell in all market segments with the exception of EV (Electric Vehicle) and its broader automotive sector.

So far the semiconductor industry in 2023 is still facing a strong headwind with slow recovery in China and the possibility of a slow down in the US. As the channel slowly works through the excess inventory, the remaining 2023 may recover and pick-up. A major challenge is to reduce inventory and achieve a balance between profit margin and market share.

Financial Investment

In 2022, the Group's financial investment activities recorded loss of approximately HK\$21 million and the market value of the Group's financial investment holdings as at 31 December 2022 amounted to about HK\$1,024 million.

REVENUE AND OPERATING RESULTS

Revenue of the Group for the year ended 31 December 2022 stood at HK\$1,159 million, increased by HK\$64 million or 6% as compared with the previous year. The increase resulted mainly from the improving contract manufacturing business offset by decrease in semiconductor business.

Loss attributable to the owners of the Company for the year ended 31 December 2022 amounted to HK\$75 million (31 December 2021: HK\$127 million) representing a decrease of HK\$52 million or 41% over the corresponding period last year. The decrease was predominantly a result of the following key changes: (i) a decrease of HK\$115 million on fair value loss on financial assets and liabilities; (ii) a decrease in impairment losses on intangible assets of HK\$51 million; (iii) a decrease in other operating expenses and administrative expenses of HK\$25 million and HK\$7 million; (iv) offset by a decrease in gross profit by HK\$51 million; (v) a decrease of HK\$33 million on other income; (vi) an increase of HK\$25 million on fair value loss on investment properties; (vii) an increase in impairment losses on property, plant and equipment of HK\$20 million, as well as change share of results of associates from profit to loss of an aggregate HK\$16 million increase in loss.

FINANCIAL RESOURCES AND LIQUIDITY

The Group maintained a satisfactory financial position with its financial resources and liquidity position consistently monitored and put in place in a healthy state throughout the year under review. Given the current economic situation, the Group would constantly re-evaluate its operational and investment status with a view to improving its cash flow and minimising its financial risks.

As at 31 December 2022, the Group utilised certain long-term loans totaling HK\$462 million (31 December 2021: HK\$535 million). Apart from the above, all banking facilities of the Group were arranged on short-term basis.

The banking facilities of the Group were subject to a mix of fixed interest rates and floating interest rates. Interest cover of the Group for the year ended 31 December 2022, calculated as operating loss divided by total interest expenses net of interest income, stood at nil times (Year ended 31 December 2021: 9 times).

FOREIGN EXCHANGE EXPOSURE

The Group's borrowings were mainly denominated in Hong Kong dollars and US dollars. The Group conduct its sales mainly in US dollars and Renminbi, and make payments in US dollars, Hong Kong dollars, Renminbi and Taiwan dollars.

GEARING RATIO

The Group continued to adopt and follow its policy of maintaining a prudent gearing ratio. As at 31 December 2022, the Group recorded a 5.0% gearing ratio (31 December 2021: 4.7%), expressed as a percentage of total borrowings net of cash and bank balances and restricted bank deposits to total equity of the Group.

CAPITAL COMMITMENTS AND GUARANTEE

As at 31 December 2022, the Group had capital commitments totaling HK\$486 million (31 December 2021: HK\$539 million). In addition, the Company issued guarantees to the banks amounting to HK\$728 million (31 December 2021: HK\$728 million) to facilitate certain subsidiaries in obtaining banking facilities.

CAPITAL EXPENDITURE AND CHARGES ON ASSETS

The Group had capital expenditures totaling HK\$153 million during the year under review (Year ended 31 December 2021: HK\$108 million).

As at 31 December 2022, the Group had charges on assets totaling HK\$1,974 million (31 December 2021: HK\$2,150 million) mainly for securing a long-term loan and other loan facilities.

As at 31 December 2022 the Group pledged its 100% interest of the issued share capital of one subsidiary (31 December 2021: one subsidiary) to a bank to secure a long-term loan granted to the Group.

DIRECTORS' REPORT

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

PRINCIPAL ACTIVITIES

During the current year, the principal activities of the Company are investment holding, securities investment and property leasing. The principal activities carried out by the Company and its subsidiaries mainly comprise investment holding, selling of electric fans, manufacturing and marketing of power discrete semiconductors as well as contract manufacturing of fusers, laser scanning unit, paper handling options and electric tools, property leasing, real estate investment and development, taxi rental, sales of motor vehicles and securities investment. Further discussion and analysis of these activities can be found in the Chairman's Statement. Details of the activities of its principal subsidiaries, associates and joint ventures are set out in note 56 to note 58 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

An analysis of the Group's performance for the year by business and geographical segments is set out in note 7 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated income statement on page 10.

Subject to the approval of shareholders at the forthcoming annual general meeting, the board of directors of the Company now recommends the payment of a final dividend of HK0.3 cent per share to the shareholders on the register of members on 31 August 2023, thus giving rise to a final dividend distribution amounting to HK\$1,570,000.

SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in note 38 to the financial statements.

DONATIONS

During the year, the Group made charitable and other donations totalling HK\$8,400,000 (2021: HK\$1,872,000).

PURCHASE, SALE OR REDEMPTION OF SECURITIES OF THE COMPANY

The Company has not purchased, sale or redeemed any of its shares during the year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws of the Company or the laws of Bermuda, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

DIRECTORS

The directors of the Company during the year and up to date of this report are as follows:

Mr. Yung Kwok Kee, Billy
Madam Hsu Vivian
Mr. Chow Kai Chiu, David
Madam Li Pik Mui, Cindy
Mr. Yung Isaac Cosmo
Mr. Yung Ivan Caesar (*appointed on 7 July 2023*)

In accordance with Bye-law 84 of the Bye-laws of the Company, Mr. Yung Kwok Kee, Billy and Madam Hsu Vivian shall retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

In accordance with Bye-law 83 of the Bye-laws of the Company, Mr. Yung Ivan Caesar shall hold office only until the forthcoming annual general meeting and, being eligible, offer himself for re-election.

DIRECTORS' SERVICE CONTRACTS

None of the directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, or any of its subsidiary, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

MAJOR SUPPLIERS AND CUSTOMERS

For the financial year ended 31 December 2022, the five largest customers accounted for approximately 72% of the total sales of the Group, of which 26% was attributable to the largest customer. Purchases from the Group's five largest suppliers accounted for approximately 25% of the total purchases for the year.

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's issued share capital) has an interest in the major suppliers or customers noted above.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors and their respective associates has any interest in a business or is interested in any business which competes or may compete either directly or indirectly with, or is similar to, the business of the Group as at 31 December 2022.

PERMITTED INDEMNITY PROVISIONS

The Bye-laws of the Company provides that the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their offices, provided that such indemnity shall not extend to any matter in respect of any fraud or dishonesty.

Save as disclosed above, at no time during the financial year and up to the date of this Directors' Report, there was or is, any permitted indemnity provision being in force for the benefit of any of the directors of the Company (whether made by the Company or otherwise) or an associated company (if made by the Company).

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company, which were not contract of service with any Director or any person engaged in full time employment of the Company, were entered into or existed during the year.

AUDITOR

The financial statements for the year ended 31 December 2022 were audited by BDO Limited ("BDO"). A resolution will be submitted to the forthcoming annual general meeting to re-appoint BDO as auditor of the Company.

On behalf of the Board

Mr. Yung Kwok Kee, Billy

Chairman

Hong Kong, 7 July 2023

INDEPENDENT AUDITOR'S REPORT



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TO THE SHAREHOLDERS OF SHELL ELECTRIC HOLDINGS LIMITED

蜆壳電器控股有限公司

(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Shell Electric Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) set out on pages 10 to 98, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

OTHER INFORMATION IN THE ANNUAL REPORT

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

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

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

DIRECTORS’ RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA, and for such internal control as the directors determined 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.

BDO Limited
香港立信德豪會計師事務所有限公司

BDO Limited, a Hong Kong limited company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, 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 judgment and maintain professional skepticism throughout the audit. We also:

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

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

BDO Limited

Certified Public Accountants

Lee Ming Wai

Practising Certificate no. P05682

Hong Kong, 7 July 2023

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2022

	NOTES	2022 HK\$'000	2021 HK\$'000
Revenue	6	1,159,342	1,094,914
Cost of sales and services provided		<u>(949,923)</u>	<u>(834,253)</u>
Gross profit		209,419	260,661
Other income	6	93,631	126,461
Selling and distribution expenses		(7,054)	(8,144)
Administrative expenses		(192,796)	(199,335)
Other operating expenses		(22,245)	(46,929)
Other gains or losses			
Fair value loss on investment properties	14	(66,954)	(41,494)
Loss on disposal of investment properties	14	–	(4,236)
Fair value loss on financial assets/liabilities at fair value through profit or loss		(62,371)	(177,767)
(Loss)/Gain arising from deregistration of subsidiaries		(118)	13
Impairment loss on intangible assets	17	(16,767)	(68,136)
(Impairment loss)/Reversal of impairment loss on property, plant and equipment, net	15(c) & (d)	(19,336)	683
Impairment loss on financial assets at amortised cost		(820)	(5,096)
Net foreign exchange gain		17,662	11,701
Others		(2,386)	(1,400)
Operating loss		(70,135)	(153,018)
Finance costs	8	(36,112)	(24,227)
Share of results of associates		(4,786)	11,015
Share of results of joint ventures		23,078	19,050
Loss before income tax	9	(87,955)	(147,180)
Income tax credit	10	17,015	30,705
Loss for the year		<u>(70,940)</u>	<u>(116,475)</u>
(Loss)/Profit for the year attributable to:			
Owners of the Company		(75,477)	(127,415)
Non-controlling interests		4,537	10,940
		<u>(70,940)</u>	<u>(116,475)</u>
Loss per share	13	HK Cents	HK Cents
– Basic		(14.4)	(24.3)
– Diluted		(14.4)	(24.3)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2022

	NOTES	2022 HK\$'000	2021 HK\$'000
Loss for the year		(70,940)	(116,475)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Exchange difference arising from translation of foreign operations			
– subsidiaries		(220,179)	57,615
– associate and joint ventures		(14,780)	4,627
Reclassification adjustment of translation reserve recycled to profit or loss upon			
– deregistration of subsidiaries		118	(13)
		(234,841)	62,229
Items that will not be reclassified to profit or loss			
Revaluation of land and buildings classified as property, plant and equipment	15(a)		
– changes in carrying value		21,614	43,932
– income tax effect		(2,804)	(14,755)
		18,810	29,177
Financial assets at fair value through other comprehensive income	20		
– changes in fair value		(64,638)	15,758
		(64,638)	15,758
Other comprehensive income for the year, net of tax		(280,669)	107,164
Total comprehensive income for the year		(351,609)	(9,311)
Total comprehensive income attributable to:			
Owners of the Company		(355,615)	(21,929)
Non-controlling interests		4,006	12,618
		(351,609)	(9,311)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	NOTES	2022 HK\$'000	2021 HK\$'000
ASSETS AND LIABILITIES			
Non-current assets			
Investment properties	14	2,217,826	2,434,223
Property, plant and equipment	15	556,205	649,416
Construction in progress	16	32,814	9,629
Prepayments for acquisition of property, plant and equipment		166,892	77,897
Intangible assets	17	92,250	102,219
Interests in associates	18	170,340	188,040
Interests in joint ventures	19	45,479	40,658
Other assets	21	74,988	74,988
Financial assets at fair value through other comprehensive income	20	793,903	717,188
Loans receivable	22	56,497	61,207
Finance lease receivables	23	55	457
Deferred tax assets	37	1,787	2,636
		<u>4,209,036</u>	<u>4,358,558</u>
Current assets			
Inventories of properties	24	301,680	314,792
Other inventories	25	179,855	181,037
Trade and other receivables, prepayments and deposits	26	263,553	803,642
Finance lease receivables	23	402	814
Financial assets at fair value through profit or loss	27	229,784	236,844
Amounts due from related parties	34	25,392	–
Amount due from a director	34	8,241	–
Tax prepaid		352	794
Restricted bank deposits	28(a)	23,480	76,902
Cash and bank balances	28(b)	584,379	761,615
		<u>1,617,118</u>	<u>2,376,440</u>
Current liabilities			
Contract liabilities	29	344	1,649
Trade and other payables	30	412,804	493,525
Financial liabilities at fair value through profit or loss	31	–	3,410
Lease liabilities	32	3,960	4,900
Amounts due to associates	33	126	126
Amount due to a related party	34	291	291
Amount due to a director	34	30,388	91,962
Taxation liabilities		33,762	43,310
Borrowings	35	467,624	592,743
		<u>949,299</u>	<u>1,231,916</u>
Net current assets		<u>667,819</u>	<u>1,144,524</u>
Total assets less current liabilities		<u>4,876,855</u>	<u>5,503,082</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	NOTES	2022 HK\$'000	2021 HK\$'000
Non-current liabilities			
Borrowings	35	337,716	454,433
Lease liabilities	32	2,880	8,244
Loan from non-controlling shareholder	36	7,680	7,906
Deferred tax liabilities	37	542,351	629,793
		<u>890,627</u>	<u>1,100,376</u>
Net assets		<u>3,986,228</u>	<u>4,402,706</u>
CAPITAL AND RESERVES			
Share capital	38	82	82
Reserves	39	3,942,884	4,284,273
Equity attributable to owners of the Company		3,942,966	4,284,355
Non-controlling interests	40	43,262	118,351
Total equity		<u>3,986,228</u>	<u>4,402,706</u>
On behalf of the directors			

CHOW KAI CHIU, DAVID
Director

LI PIK MUI, CINDY
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022

		Equity attributable to owners of the Company											
		Financial assets at fair value through other comprehensive income					Assets revaluation					Total equity	
		Share capital	Capital reserve	Comprehensive income reserve	Share option reserve	Translation reserve	Assets revaluation reserve	Dividend reserve	Statutory reserve	Retained profits	Total	Non-controlling interests	Total equity
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2022		82	273,360	111,400	767	70,868	257,663	2,616	37,120	3,530,489	4,284,355	118,351	4,402,706
Loss for the year		-	-	-	-	-	-	-	-	(75,477)	(75,477)	4,537	(70,940)
Exchange difference arising from translation of foreign operations – subsidiaries		-	-	-	-	(219,648)	-	-	-	-	(219,648)	(631)	(220,179)
– associate and joint ventures		-	-	-	-	(14,780)	-	-	-	-	(14,780)	-	(14,780)
Release of translation reserve upon deregistration of subsidiaries		-	-	-	-	118	-	-	-	-	118	-	118
Increase in carrying value on revaluation of land and buildings, net of tax effect (note 15(a))		-	-	-	-	-	18,810	-	-	-	18,810	-	18,810
Fair value changes on financial assets at fair value through other comprehensive income, net of tax effect (note 20)		-	-	(64,638)	-	-	-	-	-	-	(64,638)	-	(64,638)
Total comprehensive income for the year		-	-	(64,638)	-	(234,310)	18,810	-	-	(75,477)	(355,615)	4,006	(351,609)
Dividend paid (note 12(b))		-	-	-	-	-	-	(2,616)	-	-	(2,616)	-	(2,616)
Acquisition of remaining equity interest in a subsidiary (note 44)		-	-	-	-	2,459	-	-	-	14,390	16,849	(67,995)	(60,746)
Dividend attributable to non-controlling interests		-	-	-	-	-	-	-	-	-	-	(11,500)	(11,500)
Transfer between reserves		-	-	-	-	-	-	-	-	-	-	-	-
Proposed final dividend (note 12(a))		-	-	-	-	-	-	1,570	-	(1,570)	-	-	-
Transfer to statutory reserve		-	-	-	-	-	-	-	1,312	(1,312)	-	-	-
Vested PFC Device Share Options cancelled (note 41)		-	-	-	(767)	-	-	-	-	760	(7)	-	(7)
Reclassification of financial assets at fair value through other comprehensive income reserve to retained profits upon disposal (note 20)		-	-	(8,485)	-	-	-	-	-	8,485	-	-	-
Difference in depreciation provided based on historical cost and revalued amount of land and buildings with ownership interests held for own use (note 15(a))		-	-	-	-	-	(15,121)	-	-	15,121	-	-	-
At 31 December 2022		82	273,360	38,277	-	(160,993)	281,352	1,570	38,432	3,490,886	3,942,966	43,282	3,986,228

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022

	Equity attributable to owners of the Company											
	Share capital HK\$'000	Capital reserve HK\$'000	Financial assets at fair value through other comprehensive income reserve HK\$'000	Share option reserve HK\$'000	Translation reserve HK\$'000	Assets revaluation reserve HK\$'000	Dividend reserve HK\$'000	Statutory reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	Total equity HK\$'000
At 1 January 2021	82	273,360	71,797	663	9,679	242,669	2,617	13,030	3,682,329	4,296,226	119,709	4,415,935
Loss for the year	-	-	-	-	-	-	-	(127,415)	(127,415)	(127,415)	10,940	(116,475)
Exchange difference arising from translation of foreign operations - subsidiaries	-	-	-	-	55,937	-	-	-	-	55,937	1,678	57,615
- associate and joint ventures	-	-	-	-	4,627	-	-	-	-	4,627	-	4,627
Release of translation reserve upon deregistration of a subsidiary	-	-	-	-	(13)	-	-	-	-	(13)	-	(13)
Increase in carrying value on revaluation of land and buildings, net of tax effect (note 15(a))	-	-	-	-	-	29,177	-	-	-	29,177	-	29,177
Fair value changes on financial assets at fair value through other comprehensive income, net of tax effect (note 20)	-	-	15,758	-	-	-	-	-	-	15,758	-	15,758
Total comprehensive income for the year	-	-	15,758	-	60,551	29,177	-	(127,415)	(127,415)	(21,929)	12,618	(9,311)
Dividend paid (note 12(b))	-	-	-	-	-	-	(2,617)	-	-	(2,617)	-	(2,617)
Acquisition of additional equity interest in a subsidiary (note 43)	-	-	-	129	628	-	-	-	12,389	13,146	(11,976)	1,170
Shares repurchased and cancelled (note 38)	-	-	-	-	-	-	-	-	(471)	(471)	-	(471)
Dividend attributable to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(2,000)	(2,000)
Transfer between reserves	-	-	-	-	-	-	-	-	-	-	-	-
Proposed final dividend (note 12(e))	-	-	-	-	-	-	2,616	-	(2,616)	-	-	-
Transfer to statutory reserve	-	-	-	-	-	-	-	24,090	(24,090)	-	-	-
Vested PFC Device Share Options forfeited (note 41)	-	-	-	(25)	-	-	-	-	25	-	-	-
Reclassification of financial assets at fair value through other comprehensive income reserve to retained profits upon disposal (note 20)	-	-	23,845	-	-	-	-	-	(23,845)	-	-	-
Difference in depreciation provided based on historical cost and revalued amount of land and buildings with ownership interests held for own use (note 15(f))	-	-	-	-	-	(14,183)	-	-	14,183	-	-	-
At 31 December 2021	82	273,360	111,400	767	70,858	257,663	2,616	37,120	3,530,489	4,284,355	118,351	4,402,706

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022

	2022 HK\$'000	2021 HK\$'000
Operating activities		
Loss before income tax	(87,955)	(147,180)
Adjustment for:		
Share of results of associates	4,786	(11,015)
Share of results of joint ventures	(23,078)	(19,050)
Depreciation and amortisation	73,293	76,799
Fair value loss on investment properties	66,954	41,494
Unrealised fair value change on financial assets/liabilities at fair value through profit or loss	62,371	160,491
Allowance/(Reversal of allowance) for other inventories	4,784	(671)
Impairment loss on financial assets at amortised cost	820	5,096
Impairment loss on intangible assets	16,767	68,136
Impairment loss/(Reversal of impairment loss) on property, plant and equipment, net	19,336	(683)
Write-off of property, plant and equipment	1,535	–
Loss on disposal of property, plant and equipment	273	2,561
Loss on disposal of investment properties	–	4,236
Loss/(Gain) arising from deregistration of subsidiaries	118	(13)
Interest income	(13,287)	(34,188)
Interest expenses	26,237	17,487
Guarantee fee	8,953	6,715
Exchange differences	6,973	(8,295)
	<hr/>	<hr/>
Operating cash flows before movements in working capital	168,880	161,920
Decrease/(Increase) in inventories of properties	13,112	(6,556)
Increase in other inventories	(16,698)	(39,572)
Decrease in trade and other receivables, prepayments and deposits	499,582	451,121
Decrease in finance lease receivables	786	731
Increase in financial assets/liabilities at fair value through profit or loss	(60,206)	(60,753)
(Decrease)/Increase in trade and other payables	(70,428)	18,334
(Decrease)/Increase in contract liabilities	(1,305)	92
	<hr/>	<hr/>
Cash from operations	533,723	525,317
Income tax paid	(29,690)	(15,328)
	<hr/>	<hr/>
Net cash from operating activities	504,033	509,989

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022

	NOTES	2022 HK\$'000	2021 HK\$'000
Investing activities			
Net cash inflow from acquisition of additional equity interest in a subsidiary	43	–	1,170
Proceeds from disposal of investment properties		–	179,207
Proceeds from disposal of property, plant and equipment		110	927
Interest element of finance lease receivables		35	31
Interest received		30,469	18,492
Dividend income from joint ventures		14,863	–
Purchase of intangible assets		(15,000)	–
Purchase of property, plant and equipment		(109,821)	(94,256)
Additions to construction in progress		(24,842)	(9,496)
Purchase of investment properties		(4,808)	(2,019)
Addition in loans receivable		–	(6,239)
Repayment of loans receivable		6,239	–
Proceeds on disposal of financial assets at fair value through other comprehensive income		45,036	93,821
Purchase of financial assets at fair value through other comprehensive income		(187,031)	(239,925)
Decrease/(Increase) in restricted bank deposits		51,321	(52,516)
Advances to related parties and a director		(33,633)	–
Net cash used in investing activities		(227,062)	(110,803)
Financing activities			
New bank and other borrowings	45	678,080	1,011,973
Repayment of bank and other borrowings		(920,528)	(1,049,446)
Advances from a director		–	79,318
Repayment to a director		(70,527)	(21,624)
Payment of principal element of lease liabilities		(3,688)	(4,606)
Payment of interest element of lease liabilities		(319)	(597)
Payment of other interests		(25,918)	(16,890)
Dividend paid		(2,616)	(2,617)
Dividend paid to non-controlling shareholders of a subsidiary		(11,500)	(2,000)
Net cash outflow from acquisition of remaining equity interest in a subsidiary	44	(49,063)	–
Consideration paid for cancellation of share options	41	(7)	–
Net cash used in financing activities		(406,086)	(6,489)
Net (decrease)/increase in cash and cash equivalents		(129,115)	392,697
Cash and cash equivalents at 1 January		761,615	363,339
Effect of foreign exchange rate change		(48,121)	5,579
Cash and cash equivalents at 31 December		584,379	761,615
Analysis of the balances of cash and cash equivalents			
Cash and bank balances		584,379	761,615

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

1. GENERAL INFORMATION

Shell Electric Holdings Limited (the “Company”) was incorporated in Bermuda with limited liability. The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda and the address of its principal place of business is 1/F., Shell Industrial Building, 12 Lee Chung Street, Chai Wan, Hong Kong.

The principal activities of the Company are investment holding, securities investment and property leasing. The principal activities carried out by the Company and its subsidiaries (hereinafter collectively referred as the “Group”) mainly comprise investment holding, selling of electric fans, manufacturing and marketing of power discrete semiconductors, contract manufacturing of fusers, laser scanners, paper handling options and electrical tools, property leasing, real estate investment and development, taxi rental, sales of motor vehicles and securities investment.

The shares of the Company’s subsidiary, PFC Device Inc., were listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). PFC Device Inc. and its subsidiaries (“PFC Group”) is principally engaged in manufacturing and sales of power discrete semiconductors. On 23 March 2022, PFC Device Inc. has completed the privatisation and the listing of the shares of PFC Device Inc. on GEM of the Stock Exchange was withdrawn on 25 March 2022. Details of the privatisation and withdrawal of listing of PFC Device Inc. are set out in note 44.

The shares of the Company’s subsidiary, SMC Electric Limited (“SMC Electric”) were listed on the Main Board of the Stock Exchange. SMC Electric and its subsidiaries (“SMC Electric Group”) is principally engaged in manufacturing and selling of electric tools and sourcing and selling of electric fans.

The financial statements for the year ended 31 December 2022 were approved and authorised for issue by the directors on 7 July 2023.

2. ADOPTION OF NEW OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”)

2.1 Adoption of new or revised HKFRS – effective on 1 January 2022

In the current year, the Group has applied for the first time the following new amendments issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 January 2022:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKFRS 16	COVID-19 – Related Rent Concessions Beyond 30 June 2021
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Costs of Fulfilling a Contract
Annual Improvements to HKFRSs 2018 to 2020	Amendments to HKFRS 9 Financial Instruments and Amendments to Illustrative Examples accompanying HKFRS 16 Leases

The adoption of these new amendments to HKFRS did not have material impact on the Group’s accounting policies or financial results and financial position.

2. ADOPTION OF NEW OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”) (Continued)

2.2 New and amendments to HKFRS that have been issued but not yet effective

The following new and amendments to HKFRS, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-Current (the “2020 Amendments”) ²
Amendments to HKAS 1	Non-Current Liabilities with Covenants (the “2022 Amendments”) ^{2, 4}
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²

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

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

³ The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on after a date to be determined.

⁴ As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 Presentation of Financial Statements - Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised to align the corresponding wording with no change in conclusion

Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

Amendments to HKAS 1 require material accounting policy information to be disclosed in financial statements rather than significant accounting policies and provide additional guidance in deciding which accounting policies should be disclosed. Amendments to HKFRS Practice Statement 2 provide guidance on how to apply the concept of materiality to accounting policy disclosures.

Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

Amendments to HKAS 12 require entity to recognise deferred tax on particular transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The proposed amendments will typically apply to transactions such as leases for the lessee and decommissioning obligations. According to the amended guidance, a temporary difference that arises on initial recognition of an asset or liability is not subject to the initial recognition exemption if that transaction gave rise to equal amounts of taxable and deductible temporary differences.

The directors anticipate that all of the relevant pronouncements will be adopted in the Group’s accounting policy for the first period beginning after the effective date of the pronouncement. The directors are currently assessing the possible effect of these new and amendments to standards on the Group’s results and financial position in the first year of application. Except for the above amendments which may result in significant changes in disclosures for accounting policies in the financial statements, those new and amendments to HKFRS that have been issued but are not yet effective are unlikely to have material impact on the Group’s results and financial position upon application.

3. BASIS OF PREPARATION

3.1 Statement of compliance

The financial statements have been prepared in accordance with HKFRS which collective term includes individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the HKICPA.

Accounting estimates and assumptions have been used in preparing these financial statements. Although these estimates and assumptions are based on management’s best knowledge and judgment of current events and actions, actual results may ultimately differ from those estimates and assumptions. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 5.

3.2 Basis of measurement

These financial statements have been prepared under historical cost basis except for investment properties, land and buildings with ownership interests held for own use and certain financial instruments which are measured at fair value. Disposal groups and non-current assets held for sale (other than investment properties) are stated at the lower of their carrying amounts and fair values less costs to sell. The measurement bases are fully described in the accounting policies below.

All values are rounded to the nearest thousand except otherwise indicated.

3.3 Functional and presentation currency

The financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

4. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated.

4.1 Business combination and basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (see note 4.2 below) made up to 31 December each year. Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All inter-company transactions, balances and unrealised gains on transactions within the Group are eliminated on consolidation. Unrealised losses resulting from inter-company transaction are also eliminated unless the transaction provides evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive processes and whether the acquired set has the ability to produce outputs.

The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group in exchange for control of the acquiree. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. If the business combination is achieved in stages, the Group’s previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation either at fair value or at the proportionate share of the acquiree’s identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRS. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments, in which case the costs are deducted from equity.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

4.1 Business combination and basis of consolidation *(Continued)*

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to the fair value of the contingent consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Goodwill and bargain purchase arising on business combination is measured according to the policies in note 4.4 and 4.6 respectively.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest: and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests, and also the cumulative translation differences recorded in equity. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

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

For acquisition of an asset or a group of assets that does not constitute a business, the acquirer shall identify and recognise the individual identifiable assets acquired and liabilities assumed. The cost of the group shall be allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill.

4.2 Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present:

- power over the investee;
- exposure, or rights, to variable returns from the investee; and
- the ability to use its power to affect those variable returns.

Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

4.3 Associates and joint arrangements

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

The Group is a party to a joint arrangement where there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the Group and at least one other party to the arrangement. Joint control is assessed under the same principles as control over subsidiaries.

The Group classifies its interests in joint arrangements as either:

- joint ventures: where the Group has rights to only the net assets of the joint arrangement; or
- joint operations: where the Group has both the rights to assets and obligations for the liabilities of the joint arrangement.

In assessing the classification of interests in joint arrangements, the Group considers:

- the structure of the joint arrangement;
- the legal form of joint arrangements structured through a separate vehicle;
- the contractual terms of the joint arrangement agreement; and
- any other facts and circumstances (including any other contractual arrangements).

Associates and joint ventures are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' and joint ventures' net assets except that losses in excess of the Group's interest in the associates and joint ventures are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates and joint ventures are recognised only to the extent of unrelated investors' interests in the associate and joint venture. The investor's share in the associate's and joint venture's profits and losses resulting from these transactions is eliminated against the carrying value of the associate and joint venture. Where unrealised losses provide evidence of impairment of the asset transferred, they are recognised immediately in profit or loss.

Any premium paid for investment in an associate and a joint venture above the fair value of the Group's share of the identifiable assets and liabilities is capitalised and included in the carrying amount of the investment in associate and joint venture. Where there is objective evidence that the investment in an associate and a joint venture has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

Joint operations are accounted for by recognising the Group's share of assets, liabilities, revenue and expenses in accordance with its contractually conferred rights and obligations.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.4 Goodwill

Goodwill arising from the acquisition of subsidiaries, associates and joint ventures represents the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the Group's interest in the fair value of the identifiable assets acquired and liabilities assumed including contingent liabilities, as appropriate, as at the date of acquisition.

Goodwill arising on acquisition is initially recognised in the consolidated statement of financial position as an asset at cost and subsequently measured at cost less any accumulated impairment losses. In case of associates and joint ventures, goodwill is included in the carrying amount of the interests in associates and joint ventures respectively rather than recognised as a separate asset in the consolidated statement of financial position.

Goodwill is reviewed for impairment annually at the end of the reporting period or more frequently if events or changes in circumstances indicate that the carrying value of goodwill may be impaired (note 4.12). On subsequent disposal of a subsidiary, associate or joint venture, the carrying amount of goodwill associated with the disposed entity is included in determining the amount of gain or loss on disposal.

4.5 Bargain purchases in business combinations

Any excess of the Group's interest in the fair value of the acquirees' identifiable assets, liabilities and contingent liabilities over the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree is recognised immediately in profit or loss.

4.6 Investment properties

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purpose. Investment properties also include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment properties.

Investment property is initially stated at cost, including directly attributable costs, and subsequently stated at fair value. Any gain or loss resulting from either a change in the fair value or disposal of an investment property is immediately recognised in profit or loss. Right-of-use assets that meet the definition of investment properties are carried at fair value and presented in the statement of financial position as investment properties (note 4.11). Rental income from investment properties is accounted for as described in note 4.20(iv).

4.7 Property, plant and equipment including construction in progress

Except for freehold land which is not depreciated, property, plant and equipment are stated at cost or valuation less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5 (note 4.8).

The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to the working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where it can be demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment, and where the cost of the item can be measured reliably, the expenditure is capitalised as an additional cost of that asset or as a replacement.

Land and buildings with ownership interests held for own use are stated at revalued amount, being its fair value at the date of the revaluation less any subsequent accumulated depreciation and impairment losses. The revaluation surplus is recognised in equity. Revaluations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period. Increases in value arising on revaluation are recognised in other comprehensive income and accumulated in equity under assets revaluation reserve. Decreases in value arising on revaluation are first offset against increases on earlier valuations in respect of the same property and thereafter recognised in profit or loss. Any subsequent increases are recognised in profit or loss up to the amount previously charged and thereafter to the assets revaluation reserve.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

4.7 Property, plant and equipment including construction in progress *(Continued)*

Depreciation is provided to write off the cost or valuation of each item of property, plant and equipment less its estimated residual value, if applicable, over its estimated useful life on a straight-line basis at the following rates per annum:

Category of property, plant and equipment	Annual rates
Leasehold land and buildings with ownership interests held for own use <i>(note 4.11)</i>	Over the shorter of the lease term of the land or estimated useful life of 20 to 50 years
Other properties leased for own use <i>(note 4.11)</i>	Over the shorter of the remaining lease term or estimated useful life
Plant, machinery, tools, moulds and equipment	10% to 33.33%
Furniture, fixtures and office equipment	10% to 33.33%
Motor vehicles (including taxi vehicles)	20% to 25%

An annual transfer from assets revaluation reserve to retained profits is made for the difference between the depreciation based on the revalued amount of an asset and the depreciation based on the asset's original cost.

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

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising from the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the item and is recognised in profit or loss. When land and buildings are derecognised upon disposal, the relevant portion of the revaluation surplus will be directly transferred to retained profits.

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount *(note 4.12)*.

4.8 Non-current assets and disposal groups held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups. Non-current assets and disposal groups (other than investment properties) classified as held for sale are measured at the lower of the assets' previous carrying amount and fair value less costs to sell. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortised.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

4.9 Intangible assets (Other than goodwill)

Intangible assets are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are amortised over the economic useful life and assessed for impairment (note 4.12) whenever there is an indication that the intangible asset may be impaired. Intangible assets with indefinite useful lives are not amortised but reviewed for impairment at least annually either individually or at cash-generating unit (“CGU”) level. The useful life of an intangible asset with indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Taxi licences

Cost incurred in the acquisition of permanent taxi operating licences, which have indefinite useful lives, are carried at cost less any impairment losses and are not amortised.

Taxi licences which are granted for free are amortised over their estimated useful life of five years.

Small passenger car quota

Cost incurred in the acquisition of small passenger car quotas, which have indefinite useful lives, are carried at cost less any impairment losses and are not amortised.

Patent, trademark and copyright

Separately acquired patent is measured at historical cost less any impairment losses. Patent, trademark and copyright acquired in a business combination is recognised at fair value at the acquisition date. Patent, trademark and copyright have finite useful lives and are carried at cost less accumulated amortisation less any impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of patent, trademark and copyright over their estimated useful lives of five to eight years.

Research and development costs

Expenditure on the research phase of internal projects and development costs not satisfying the capitalisation criteria are recognised in profit or loss as incurred.

Club membership

Club membership, which is assessed as having indefinite useful life, is initially recognised at cost and subsequently carried at cost less any impairment loss and are not amortised.

4.10 Other assets

Other assets represent antiques and art works held for long-term investment purposes, which are stated at cost less accumulated impairment losses.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.11 Leases

The Group as a lessee

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities. The Group has elected as permitted under HKFRS 16 *Leases* not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term of 12 months or less. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

The Group accounts for leasehold land and buildings that are held to earn rentals and/or for capital appreciation under HKAS 40 *Investment Property* (“HKAS 40”) and those assets are carried at fair value (note 4.6). Right-of-use assets that meet the definition of investment properties are carried at fair value and presented in the statement of financial position as investment properties. The Group accounts for leasehold land and buildings which the Group has ownership interests and are held for own use under HKAS 16 *Property, Plant and Equipment* and these assets are carried at revalued amount, being their fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent impairment losses (note 4.7). Right-of-use assets related to interests in leasehold land where the interest in the land held as inventory are carried at the lower of cost and net realisable value (note 4.14).

Other than the above, the Group has also leased properties under tenancy agreements. These leases are measured according to the policies set out below and presented in property, plant and equipment under the category of “other properties leased for own use”.

Right-of-use asset

Right-of-use asset is recognised at cost and comprises: (i) the amount of the initial measurement of the lease liability; (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures right-of-use assets at cost less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use asset is depreciated over the shorter of the asset’s useful life and the lease term on a straight-line basis.

Lease liability

Lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the lessee’s incremental borrowing rate.

The following payments for use of the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised in-substance fixed lease payments.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

4.11 Leases *(Continued)*

The Group as a lessor

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risk and rewards of ownership of the leased assets to the lessee. All other leases are classified as operating leases.

Rental income from operating lease is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased assets and recognised as an expense on the straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

4.12 Impairment of non-financial assets

Goodwill, intangible assets, property, plant and equipment, construction in progress, prepayments for acquisition of property, plant and equipment, right-of-use assets, interests in subsidiaries, associates and joint ventures and other assets are subject to impairment testing. Goodwill, intangible assets and other assets with indefinite useful life or those not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the assets' carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs of disposal, and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a CGU). As a result, some assets are tested individually for impairment and some are tested at CGU level. Goodwill in particular is allocated to those CGU that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

Impairment losses recognised for CGU to which goodwill has been allocated are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the CGU, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal, or value-in-use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods including impairment losses recognised in an interim period. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount but only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised.

A reversal of such impairment is credited to profit or loss in the period in which it arises unless that asset is carried at revalued amount, in which case the reversal of impairment loss is accounted for in accordance with the relevant accounting policy for the revalued amount.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.13 Financial instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

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

Financial assets with embedded derivatives are considered at their entirety when determining whether their cash flows are solely payments of principal and interest on the principal outstanding.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

– Amortised cost

Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured at amortised cost using the effective interest method. Interest income, foreign exchange gains or losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

– Fair value through other comprehensive income

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the financial assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income. Debt investments at fair value through other comprehensive income are subsequently measured at fair value. Interest income is calculated using the effective interest method, foreign exchange gains or losses and impairment are recognised in profit or loss. Other net gains or losses are recognised in other comprehensive income. On derecognition, gains or losses accumulated in other comprehensive income are reclassified to profit or loss.

– Fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch. Financial assets at fair value through profit or loss are measured at fair value with changes in fair value and interest income being recognised in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.13 Financial instruments (Continued)

(i) Financial assets (Continued)

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at fair value through other comprehensive income are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains or losses are recognised in other comprehensive income and are not reclassified to profit or loss. On disposal of equity investment classified as financial assets at fair value through other comprehensive income, the amount accumulated in financial assets at fair value through other comprehensive income reserve (non-cycling) is transferred to retained profits. All other equity instruments are classified as financial assets at fair value through profit or loss and are subsequently measured at fair value, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit losses ("ECL") on debt instruments carried at amortised cost (including trade receivables, loans receivable, finance lease receivables, other receivables, amounts due from a director and other related parties bank balances including restricted bank deposits) and debt investments measured at fair value through other comprehensive income. ECL are measured on either of the following bases: (i) 12-month ECL: these are the ECL that result from possible default events within 12 months after the reporting date; or (ii) lifetime ECL: these are the ECL that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECL is the maximum contractual period over which the Group is exposed to credit risk.

ECL are a probability-weighted estimate of credit losses. Credit losses are measured at the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the financial assets' original effective interest rate.

The Group measures loss allowances for trade receivables and lease receivables using simplified approach, i.e. to recognise a loss allowance based on lifetime ECL. The Group estimates the loss allowance using a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the Group applies general approach to measure ECL, i.e. to recognise a loss allowance based on 12-month ECL. However, when there has been a significant increase in credit risk since initial recognition, the loss allowance will be based on lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assesses whether the credit risk on an exposure has increased significantly on an individual or collective basis. For the purposes of a collective evaluation of impairment, financial instruments are grouped on the basis of shared credit risk characteristics, such as past due status and credit risk ratings, where applicable.

The Group presumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

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

The Group considers a financial asset to be in default when: (i) the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is more than 90 days past due.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.13 Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

The Group recognises an impairment loss or reversal in profit or loss for financial instruments carried at amortised cost by adjusting their carrying amount through the use of a loss allowance account.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

For investments in debt instruments that are measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve without reducing the carrying amounts of those debt instruments.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less allowance) of the financial asset. For non credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

(iii) Financial liabilities

The Group classifies its financial liabilities as (i) financial liabilities at fair value through profit or loss; or (ii) financial liabilities at amortised cost, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial liability at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Financial liabilities may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise, except for the gains and losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to profit or loss. The net fair value gain or loss recognised in profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade payables, other payables and accruals, refundable deposits received, amounts due to associates, a director and other related party, loan from non-controlling shareholder and borrowings are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (note 4.23).

Gain or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.13 Financial instruments (Continued)

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vi) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the loss allowance, being the ECL provision measured in accordance with principles of the accounting policy set out in note 4.13(ii); and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the principles of HKFRS 15 *Revenue from Contracts with Customers* ("HKFRS 15").

(vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9 *Financial Instruments* ("HKFRS 9").

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

4.14 Inventories of properties

Inventories of properties represent properties under development. Properties under development are investments in land and buildings on which construction work has not been completed and which, upon completion, management intends to hold for sale purposes. Inventories of properties are stated at the lower of cost and net realisable value. The costs of inventories of properties consist of interests in leasehold land (note 4.11), development expenditures including construction costs, borrowing costs capitalised (note 4.23) and other direct costs attributable to the development of such properties. Cost is determined using specific identification basis. Net realisable value is determined on the basis of anticipated sales proceeds less estimated cost to completion and estimated costs necessary to make the sale.

Inventories of properties are classified under current assets as they are expected to be realised within the Group's normal operating cycle.

4.15 Other inventories

Other inventories are stated at the lower of cost, computed using weighted average method, and net realisable value. Cost includes all expenses directly attributable to the manufacturing process as well as suitable portions of related production overheads. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

4.16 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 contract assets. Receivables are stated as amortised cost using the effective interest method (note 4.13(i)) less allowance for credit losses (note 4.13(ii)).

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

4.17 Cash and cash equivalents

Cash and cash equivalents include cash at banks and in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

4.18 Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 4.13(vi), trade and other payables are subsequently stated at amortised cost (note 4.13(iii)) unless the effect of discounting would be immaterial, in which case they are stated at cost.

4.19 Contract assets and contract liabilities

Contract assets represent the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. A contract asset is recognised when the Group recognises revenue (see note 4.20) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are reclassified to receivables when the right to the consideration has become unconditional (note 4.16).

Contract assets are assessed for ECL in accordance with the policy set out in note 4.13(ii). Loss allowance for contract assets is measured at an amount equal to lifetime ECL.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 4.20). 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.

4.20 Recognition of revenue and other income

Income is classified by the Group as revenue when it arises from the sales of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

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

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If the control of the goods or services is transferred over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtain control of the goods or service.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

4.20 Recognition of revenue and other income *(Continued)*

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

The Group recognises revenue and other income on the following basis:

- (i) Revenue from sales of goods is recognised at a point in time when the customers obtain control of the goods. This is usually taken at the time when the goods are delivered to and accepted by customers, taking into account any sales returns, discounts and rebates allowed by the Group. In general, the contracts in relation to sales of goods contain one performance obligation. No element of significant financing is deemed to be as the sales are made with credit terms of 30 days to 60 days while certain customers are granted with credit period up to 180 days, which is consistent with the market practice.
- (ii) Interest income is accrued on a time basis using the effective interest method by applying applicable interest rate on (i) the amortised cost (i.e. gross carrying amount less loss allowance for credit-impaired financial assets); or (ii) the gross carrying amount for non-credit impaired financial assets.
- (iii) Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.
- (iv) Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease.
- (v) Taxi rental income is recognised in accordance with the substance of the licence agreement when the holders' right to receive payment has been established and the relevant services are delivered.
- (vi) Handling fee income and other service income is recognised over time as those services are provided.

4.21 Foreign currencies

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. In the separate financial statements of the group entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the rates ruling at the end of the reporting period are recognised in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing on the date when the fair value was determined.

The functional currencies of certain entities of the Group are currencies other than HK\$. For the purpose of the consolidated financial statements, assets and liabilities of those entities at the end of the reporting period are translated into HK\$ at exchange rate prevailing at the end of the reporting period. Income and expense items are translated into HK\$ at the average exchange rate for the period, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the Group's translation reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the translation reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Goodwill and fair value adjustments arising on acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the end of the reporting period. Exchange differences arising are recognised in the translation reserve.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

4.22 Income tax

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income tax.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Deferred tax assets also arise from unused tax losses and unused tax credits. Except for temporary differences arising on (i) the initial recognition of goodwill; (ii) the initial recognition of an asset or a liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profits; and (iii) investments in subsidiaries and associates and interests in joint arrangements where the Group is able to control the timing of the reversal of the temporary differences; and it is probable that the temporary differences will not reverse in the foreseeable future, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of the reporting period and reflects any uncertainty related to income taxes.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40. Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the end of the reporting period. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

When different tax rates apply to different levels of taxable income, deferred tax assets and liabilities are measured using the average rates that are expected to apply to the taxable profit or tax loss of the periods in which the temporary differences are expected to reverse. The determination of the average tax rates requires an estimation of (i) when the existing temporary differences will reverse; and (ii) the amount of taxable income in those years. The estimate of future taxable income includes (i) income or loss excluding reversals of temporary differences; and (ii) reversals of existing temporary differences.

The carrying amount of deferred tax assets is reviewed at each reporting date 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 assets to be recovered.

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 tax levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

4.23 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Borrowing costs include interest charges and other costs incurred in connection with the borrowing of funds.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

4.24 Employee benefits

Short-term employee benefits

Short-term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service. Short-term employee benefits are recognised in the year when the employees render the related service.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

Defined contribution retirement plans

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

Termination benefits

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

4.25 Share-based payment transactions

The Group operates equity-settled share-based compensation plans for remuneration of its employees and others providing similar services. All employee services received in exchange for the grant of financial instruments, for example, share options are measured at their fair values. The cost of equity-settled share-based compensation is measured by reference to the fair value of the equity instruments at the date on which they are granted. In determining the fair value, no account is taken of any non-market vesting conditions (for example, profitability and sales growth targets).

All equity-settled share-based compensation is ultimately recognised as an expense in profit or loss unless it qualifies for recognition as asset with a corresponding increase in equity. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of equity instruments expected to vest. Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of equity instruments expected to vest differs from previous estimates.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

The fair value of the share options granted is recognised in profit or loss with a corresponding increase in share option reserve. Upon exercise of the share options, the relevant amount in share option reserve is transferred to share premium or retained profits as appropriate. In case the vested share options are forfeited, the amount in the share option reserve is released directly to retained profits.

4.26 Provisions and contingent liabilities

Provision is recognised when the Group has a present obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. When the effect of discounting is material, provision is stated at the present value of the expenditure expected to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss. All provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

4.27 Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within equity, until they have been approved by the shareholders in a general meeting. When these dividends are approved and declared, they are recognised as a liability. Interim dividends are simultaneously proposed and declared and consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

4.28 Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Grants that compensate the Group for expenses incurred are recognised as income or deducted in the related expenses, as appropriate, in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

When the Group receives a non-monetary grant, the asset and the grant are recorded at nominal amount. The grant is recognised as deferred income which is released to profit or loss over the expected useful life of the relevant asset by equal annual installments.

Government grants that are 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 and are recognised as other income, rather than reducing the related expense.

4.29 Related parties

For the purpose of these financial statements, a party is considered to be related to the Group if:

- (a) The party is a person or a close member of that person's family and that person:
 - (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company; or
 - (iii) is a member of the key management personnel of the Company or the Company's parent.
- (b) The party is an entity where any of the following conditions apply:
 - (i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the Company's parent.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.29 Related parties (Continued)

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

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependents of that person or that person's spouse or domestic partner.

4.30 Business information

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

5. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgments, 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.

5.1 Key sources of estimation uncertainty

In addition to information disclosed elsewhere in these financial statements, key sources of estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

Fair value of properties

As disclosed in notes 14 and 15, the fair values of the investment properties and land and buildings with ownership interests held for own use as at the end of the reporting period were estimated by the directors with reference to property valuations conducted by independent professional valuers. Such valuations were based on certain assumptions which are subject to uncertainty and might differ significantly from the actual results. In making the estimates, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at the end of the reporting period.

The carrying amounts of the Group's investment properties and land and buildings with ownership interests held for own use as at 31 December 2022 were HK\$2,217,826,000 (2021: HK\$2,434,223,000) and HK\$426,320,000 (2021: HK\$447,550,000) respectively. Further details of the fair value measurement of these properties are set out in notes 14 and 15.

Fair value of unlisted investments

As disclosed in notes 20 and 27, the Group held certain unlisted investments which are carried at fair value of HK\$607,021,000 (2021: HK\$475,453,000). The fair values of these investments were estimated by management with reference to quotations provided by the brokers and where applicable, the subscription price of related capital transaction of the investee. The valuation requires the Group to make estimates and assumptions that are subject to uncertainty.

5. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

5.1 Key sources of estimation uncertainty *(Continued)*

Impairment of non-financial assets

The Group reviews at least annually and assesses whether taxi licences, small passenger car quotas and club membership with indefinite useful lives and accounted for as intangible assets have suffered any impairment. Other assets including property, plant and equipment with definite useful lives are reviewed for impairment whenever events or changes in circumstance indicate that the carrying amount of the assets exceeds their recoverable amount. The recoverable amount of an asset or a CGU is determined based on the higher of fair value less costs of disposal and value-in-use. Discounted cash flow approach is adopted in determining recoverable amount under the value-in-use basis. The use of discounted cash flow approach in estimating the recoverable amount incorporates a number of key estimates and assumptions about future events and therefore, are subject to uncertainty and might materially differ from the actual results. In making these key estimates and judgments for discounted cash flow approach, the directors take into consideration assumptions that are mainly based on market conditions existing at the end of the reporting period and appropriate market and discount rates. These estimates are regularly compared to actual market data and actual transactions entered into by the Group. Future changes in the events and conditions underlying the estimates and judgments would affect the estimation of recoverable amounts and result in adjustments to their carrying amounts.

Based on the annual impairment assessment of taxi licences under intangible asset as at 31 December 2022, the recoverable amount of the CGU to which taxi licences belong to was lower than its carrying amount and additional impairment loss was recognised as to HK\$13,607,000 for taxi licences and HK\$6,393,000 for the relevant property, plant and equipment for the current year. Details about the estimates used in assessing the impairment of other taxi licences and the relevant property, plant and equipment are set out in note 17.

Based on the impairment assessment, the recoverable amount of the CGU of PFC Division (as defined in note 7) as at 31 December 2022 was higher than its carrying amount and no impairment provision was recognised in the current year whereas the recoverable amount of the CGU of the IGBT Division (as defined in note 7) was lower than its carrying amount and impairment loss of HK\$12,943,000 was recognised for the relevant property, plant and equipment in the current year. Further details about the impairment assessment are set out in note 15(d).

In addition, based on the annual impairment assessment of club membership under intangible assets, the recoverable amount of the club membership as at 31 December 2022 was lower than its carrying amount and impairment provision amounting to HK\$3,160,000 was recognised in the current year (note 17).

ECL allowance on financial assets

The measurement of loss allowance for ECL of financial assets requires judgment and estimation, in particular, the assessment of a significant increase in credit risk and credit-impaired financial assets as well as the estimation of the amount and timing of future cash flows when determining impairment losses. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

At the end of each reporting period, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over their expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Detail of the key assumptions and inputs used for impairment assessment under ECL model are set note 55.3.

Estimation of net realisable value of inventories of properties

Include in the consolidated statement of financial position at 31 December 2022 is inventories of properties with an aggregate carrying amount of HK\$301,680,000 (2021: HK\$314,792,000), which are stated at lower of cost and net realisable value (note 24). Management determines the net realisable value which involves considerable estimation in determining the expected selling prices of the inventories of properties, which is based on analysis of current market price of properties of comparable quality and location, taking into account the market and economic factors. In addition, for properties under development, determining the net realisable value also involves estimations of construction costs to be incurred to complete the development. If the actual net realisable values of the underlying properties are less than the current estimations as a result of change in market condition, or significant variation in the budgeted development cost, significant amount of additional provision for write-down of inventories of properties may result.

5. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

5.1 Key sources of estimation uncertainty *(Continued)*

Allowance for other inventories

The carrying amount of other inventories as at 31 December 2022 was HK\$179,855,000 (2021: HK\$181,037,000) (note 25). In determining the amount of allowance required for obsolete and slow-moving inventories, the Group would evaluate ageing analysis of inventories to identify slow-moving inventories or inventories that are no longer consumable or saleable due to changes in customer preferences and demand and market trend. A considerable amount of judgment is required in determining such allowance. If conditions which have an impact on the net realisable value of inventories deteriorate, additional allowances may be required. During the year, the Group recognised allowance of HK\$4,784,000 for other inventories (2021: reversal of allowance of HK\$671,000).

Estimates of current tax and deferred tax

The Group is subject to taxation in various jurisdictions. Significant judgment is required in determining the amount of the provision for taxation, the timing of payment of the related taxation and the implementation of these taxes varies amongst various cities in the People's Republic of China (the "PRC") and the countries in which the Group operates. The Group recognised income tax and other taxes based on management's best estimates according to their understanding of the tax rules. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the tax expense in the period in which the tax calculations are finalised with the local tax authorities.

The Group's income tax expense and deferred tax are disclosed in notes 10 and 37 respectively.

5.2 Critical judgments in applying accounting policies

Distinction between investment properties and owner-occupied properties

Some properties of the Group comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions can be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions cannot be sold separately, the property is accounted for as an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Group considers each property separately in making its judgment.

Joint arrangement

As at 31 December 2022, the Group held equity interest and voting right of a joint arrangement. The contractual agreement confers joint control over the relevant activities of the joint arrangement to the Group and other venturers. In addition, the joint arrangement is structured as a limited company and provides the Group and the other venturers to the arrangement with rights to the net assets of the limited company under the arrangement. Therefore, based on the judgment of the management, the arrangement is classified as a joint venture. Further details of the Group's joint arrangements are set out in note 19.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

6. REVENUE AND OTHER INCOME

The principal activities of the Group are disclosed in note 1. Revenue from the Group's principal activities recognised during the year is as follows:

	2022 HK\$'000	2021 HK\$'000
<i>Revenue from contracts with customers</i>		
Sales of goods (note)	997,712	944,946
Sales of properties (note 51 (a))	33,190	–
	<u>1,030,902</u>	<u>944,946</u>
<i>Revenue from other sources</i>		
Taxi rental income	53,588	65,851
Property rental income	74,821	84,049
Interest element of finance lease of motor vehicles (note 23)	31	68
	<u>128,440</u>	<u>149,968</u>
	<u>1,159,342</u>	<u>1,094,914</u>

Note:

The Group's sales contracts for electrical appliances and power discrete semiconductors generally have an original expected duration of one year or less and accordingly, the Group has applied the practical expedient in HKFRS 15 not to disclose the transaction price allocated to the remaining performance obligations for the existing contracts.

Other income of the Group recognised during the year is as follows:

	2022 HK\$'000	2021 HK\$'000
Interest income on:		
Bank deposits	6,915	2,290
Finance lease of LED light tubes (note 23)	35	31
Financial assets at fair value through profit or loss	425	9,878
Outstanding sales consideration (note 26(d))	5,630	15,466
Others, including receivables	282	6,523
	<u>13,287</u>	<u>34,188</u>
Total interest income	13,287	34,188
Dividends from financial assets at fair value through profit or loss	4,516	712
Dividends from financial assets at fair value through other comprehensive income	38,563	52,648
Other rental income	4,350	5,671
Handling fee income	2,695	3,808
Recharge of materials and freight costs to customers	5,589	2,095
Product engineering services to customers	3,570	3,493
Government grants (note (a))	5,021	2,435
Sundry income (note (b))	16,040	21,411
	<u>93,631</u>	<u>126,461</u>

Notes:

- (a) Government grants mainly included subsidies for COVID-19 pandemic granted by the PRC government of HK\$1,607,000 (2021: by the PRC and Taiwan governments of HK\$1,041,000 in total); and subsidies for urban transportation development from the PRC government of HK\$2,760,000. Last year's balance also included a subsidy amounting to RMB500,000 (equivalent to HK\$603,000) received from the PRC government as a reward for the successful listing of SMC Electric on the Main Board of the Stock Exchange. There were no unfulfilled conditions or contingencies relating to government subsidies.
- (b) Included in sundry income were income received from tenants for early termination of the tenancy agreements amounting to HK\$3,473,000 (2021: HK\$11,279,000).

7. BUSINESS INFORMATION

The following business segments are reported in a manner consistent with the way in which information is reported internally to the Group's most senior management for the purposes of resources allocation and assessment of segment performance.

Electrical appliances	This segment designs, manufactures and trades electrical appliances. Electrical appliances include electric fans, vacuum cleaners, LED lighting products, paper handling options, fuser, laser scanning unit. The Group's manufacturing facilities are located in the PRC and products are mainly sold to customers in the PRC and overseas such as North America (comprising Canada and the United States of America (the "USA")) and European countries.
Power discrete semiconductors	<p>This segment manufactures and trades power discrete semiconductors (the "PFC Division"). The manufacturing facilities are located in the PRC and products are mainly sold to customers in the PRC and Taiwan.</p> <p>In the past, the Group's investments in insulated gate bipolar transistors ("IGBT") business was included in "other segments". During the year, the IGBT business ("IGBT Division") is grouped in the segment of "power discrete semiconductors" for reporting to the senior management and resources allocation. Accordingly, certain comparative figures in the business segment for the year ended 31 December 2021 have been restated to conform to current year's presentation.</p>
Property leasing	This segment mainly leases industrial and commercial properties in Hong Kong and other regions of the PRC and the USA to generate rental income and gain from appreciation in the properties' value in long-term. Part of the business is carried out through an associate.
Real estate investment and development	This segment mainly invests and develops real estate projects in Hong Kong and other regions of the PRC for external customers.
Securities investment	This segment mainly invests in debt and equity securities and other instruments to generate gain from appreciation in those securities and instruments.
Taxi rental and sales of motor vehicles	This segment carries on taxi rental operations in the PRC to generate rental income and engages in sale of motor vehicles business. This segment also engages in operating electric vehicle charging station and derives revenue from sales of electricity for electric vehicles.
Other segments	These comprise trading of computer software which generate revenue from sales of goods, as well as direct investments which derive gain from holding investments in enterprises engaging in high-tech business.

Revenue, income and expenses are allocated to the business segments with reference to sales and income generated by those segments and the expenses incurred by those segments. Segment profit/loss includes the Group's share of profit/loss arising from the activities of the Group's associates and joint ventures. Segment profit/loss excludes corporate income and expenses from the Group's profit/loss before income tax. Corporate income and expenses are income and expenses incurred by corporate headquarters which are not allocated to the business segments. Each of the business segments is managed separately as the resources requirement of each of them is different.

Segment assets include all assets with the exception of tax assets and corporate assets, including certain bank balances and cash, club membership and other assets which are not directly attributable to the business activities of business segments as these assets are managed on a group basis.

Segment liabilities include trade and other payables, lease liabilities, amounts due to related parties, borrowings and other liabilities directly attributable to the business activities of business segments and exclude tax liabilities, corporate liabilities and liabilities that are managed on a group basis.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

7. BUSINESS INFORMATION (Continued)

Disaggregation of revenue by timing of revenue recognition is set out as follows:

	Electrical appliances HK\$'000	Power discrete semiconductors HK\$'000	Property leasing HK\$'000	Real estate investment and development HK\$'000	Securities investment HK\$'000	Taxi rental and sales of motor vehicles HK\$'000	Other segments HK\$'000	Consolidated HK\$'000
Year ended 31 December 2022								
<i>Revenue from contracts with customers disaggregated by timing of revenue recognition</i>								
- Goods transferred at a point in time	880,793	112,841	-	33,190	-	4,078	-	1,030,902
<i>Revenue from other sources</i>								
- Taxi rental income	-	-	-	-	-	53,588	-	53,588
- Property rental income	-	-	74,821	-	-	-	-	74,821
- Interest element of financial lease of cars	-	-	-	-	-	31	-	31
	-	-	74,821	-	-	53,619	-	128,440
	880,793	112,841	74,821	33,190	-	57,697	-	1,159,342
	Electrical appliances HK\$'000	Power discrete semiconductors HK\$'000 (Restated)	Property leasing HK\$'000	Real estate investment and development HK\$'000	Securities investment HK\$'000	Taxi rental and sales of motor vehicles HK\$'000	Other segments HK\$'000 (Restated)	Consolidated HK\$'000

Year ended 31 December 2021

Revenue from contracts with customers disaggregated by timing of revenue recognition

- Goods transferred at a point in time	748,823	190,796	-	-	-	4,830	497	944,946
<i>Revenue from other sources</i>								
- Taxi rental income	-	-	-	-	-	65,851	-	65,851
- Property rental income	-	-	84,049	-	-	-	-	84,049
- Interest element of financial lease of cars	-	-	-	-	-	68	-	68
	-	-	84,049	-	-	65,919	-	149,968
	748,823	190,796	84,049	-	-	70,749	497	1,094,914

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

7. BUSINESS INFORMATION (Continued)

Information regarding the Group's business segments including revenue, profit or loss, assets and liabilities by business segments and other information about the business segments are as follows:

	Electrical appliances HK\$'000	Power discrete semiconductors HK\$'000	Property leasing HK\$'000	Real estate investment and development HK\$'000	Securities investment HK\$'000	Taxi rental and sales of motor vehicles HK\$'000	Other segments HK\$'000	Consolidated HK\$'000
Year ended 31 December 2022								
Revenue	<u>880,793</u>	<u>112,841</u>	<u>74,821</u>	<u>33,190</u>	<u>–</u>	<u>57,697</u>	<u>–</u>	<u>1,159,342</u>
Profit/(Loss)	<u>75,888</u>	<u>(36,542)</u>	<u>(18,272)</u>	<u>(19,044)</u>	<u>(20,647)</u>	<u>(9,539)</u>	<u>9,871</u>	<u>(18,285)</u>
Corporate income								1,460
Corporate expenses								<u>(71,130)</u>
Loss before income tax								<u>(87,955)</u>
As at 31 December 2022								
Assets	<u>918,279</u>	<u>393,605</u>	<u>2,478,613</u>	<u>336,638</u>	<u>1,024,950</u>	<u>176,577</u>	<u>72,081</u>	<u>5,400,743</u>
Property, plant and equipment								191,475
Other assets								74,988
Tax assets								2,139
Other corporate assets								<u>156,809</u>
Total consolidated assets								<u>5,826,154</u>
As at 31 December 2022								
Liabilities	<u>238,778</u>	<u>20,563</u>	<u>202,938</u>	<u>322,739</u>	<u>83,655</u>	<u>29,458</u>	<u>19,842</u>	<u>917,973</u>
Borrowings								175,847
Tax liabilities								576,113
Other corporate liabilities								<u>169,993</u>
Total consolidated liabilities								<u>1,839,926</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

7. BUSINESS INFORMATION (Continued)

	Electrical appliances HK\$'000	Power discrete semiconductors HK\$'000	Property leasing HK\$'000	Real estate investment and development HK\$'000	Securities investment HK\$'000	Taxi rental and sales of motor vehicles HK\$'000	Other segments HK\$'000	Corporate HK\$'000	Consolidated HK\$'000
Other information:									
Year ended 31 December 2022									
Interest income	918	91	112	5,734	751	825	750	4,137	13,318
Finance costs	2,007	505	6,129	9,775	1,614	275	-	15,807	36,112
Depreciation and amortisation	19,260	20,859	138	-	-	26,150	379	6,507	73,293
Fair value loss on investment properties	-	-	66,954	-	-	-	-	-	66,954
Fair value loss on financial assets/ liabilities at fair value through profit or loss	-	-	-	-	62,371	-	-	-	62,371
(Reversal of impairment loss)/ Impairment loss on financial assets at amortised cost	(1,059)	-	(439)	-	-	2,167	151	-	820
Allowance for other inventories	522	4,262	-	-	-	-	-	-	4,784
Impairment loss on intangible assets	-	-	-	-	-	13,607	-	3,160	16,767
Impairment loss on property, plant and equipment	-	12,943	-	-	-	6,393	-	-	19,336
Write-off of property, plant and equipment	-	66	-	-	-	-	1,469	-	1,535
Share of loss of associates	-	-	4,786	-	-	-	-	-	4,786
Share of profit of joint ventures	-	-	-	-	-	-	23,078	-	23,078
Capital expenditure [^]	<u>7,324</u>	<u>123,012</u>	<u>4,808</u>	<u>-</u>	<u>-</u>	<u>310</u>	<u>391</u>	<u>17,630</u>	<u>153,475</u>

As at 31 December 2022

Interests in associates	-	-	170,340	-	-	-	-	-	170,340
Interests in joint ventures	-	-	-	-	-	-	45,479	-	45,479

	Electrical appliances HK\$'000	Power discrete semiconductors HK\$'000 (Restated)	Property leasing HK\$'000	Real estate investment and development HK\$'000	Securities investment HK\$'000	Taxi rental and sales of motor vehicles HK\$'000	Other segments HK\$'000 (Restated)	Consolidated HK\$'000
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Year ended 31 December 2021

Revenue	<u>748,823</u>	<u>190,796</u>	<u>84,049</u>	<u>-</u>	<u>-</u>	<u>70,749</u>	<u>497</u>	<u>1,094,914</u>
Profit/(Loss)	<u>58,011</u>	<u>(1,467)</u>	<u>25,840</u>	<u>29,799</u>	<u>(117,200)</u>	<u>(58,321)</u>	<u>(12,635)</u>	<u>(75,973)</u>
Corporate income								614
Corporate expenses								(71,821)
Loss before income tax								<u>(147,180)</u>

As at 31 December 2021

Assets	<u>729,927</u>	<u>348,816</u>	<u>2,712,808</u>	<u>1,291,123</u>	<u>994,809</u>	<u>232,870</u>	<u>78,219</u>	6,388,572
Property, plant and equipment								190,930
Other assets								74,988
Tax assets								3,430
Other corporate assets								77,078
Total consolidated assets								<u>6,734,998</u>

As at 31 December 2021

Liabilities	<u>287,662</u>	<u>39,811</u>	<u>410,099</u>	<u>43,666</u>	<u>225,461</u>	<u>37,721</u>	<u>21,034</u>	1,065,454
Borrowings								355,236
Tax liabilities								673,103
Other corporate liabilities								238,499
Total consolidated liabilities								<u>2,332,292</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

7. BUSINESS INFORMATION (Continued)

	Electrical appliances HK\$'000	Power discrete semiconductors HK\$'000 (Restated)	Property leasing HK\$'000	Real estate investment and development HK\$'000	Securities investment HK\$'000	Taxi rental and sales of motor vehicles HK\$'000	Other segments HK\$'000 (Restated)	Corporate HK\$'000	Consolidated HK\$'000
Other information:									
Year ended 31 December 2021									
Interest income	746	382	178	21,739	9,878	397	420	516	34,256
Finance costs	964	36	8,454	2,203	1,630	1,391	-	9,549	24,227
Depreciation and amortisation	17,707	23,797	159	-	-	27,820	730	6,586	76,799
Fair value loss on investment properties	-	-	41,494	-	-	-	-	-	41,494
Fair value loss on financial assets/ liabilities at fair value through profit or loss	-	-	-	-	177,767	-	-	-	177,767
(Reversal of impairment loss)/ Impairment loss on financial assets at amortised cost	(85)	-	2,340	-	-	2,841	-	-	5,096
(Reversal of allowance)/Allowance for other inventories	(2,213)	1,542	-	-	-	-	-	-	(671)
Impairment loss on intangible assets	-	-	-	-	-	68,136	-	-	68,136
(Reversal of impairment loss)/ Impairment loss on property, plant and equipment	-	(1,562)	-	-	-	879	-	-	(683)
Share of profit of associates	-	-	11,015	-	-	-	-	-	11,015
Share of profit of joint ventures	-	-	-	-	-	-	19,050	-	19,050
Capital expenditure [^]	<u>8,898</u>	<u>88,080</u>	<u>2,019</u>	<u>-</u>	<u>-</u>	<u>7,470</u>	<u>980</u>	<u>360</u>	<u>107,807</u>
As at 31 December 2021									
Interest in associates	-	-	188,040	-	-	-	-	-	188,040
Interest in joint ventures	-	-	-	-	-	-	40,658	-	40,658

[^] Capital expenditure includes additions to investment properties, property, plant and equipment (including right-of-use assets), construction in progress, prepayments for acquisition of property, plant and equipment, intangible assets and other assets but excludes reclassification or transfer among these items.

An analysis of the Group's revenue by geographical location, determined based on (i) location of customers or location to which the goods are delivered; and (ii) location of properties in case of rental income, is as follows:

	2022 HK\$'000	2021 HK\$'000
Hong Kong (Place of domicile)	57,394	27,148
Other regions of the PRC	677,233	660,801
Taiwan	45,174	78,476
Other Asian countries	55,450	47,252
Australia	42,759	42,649
North America	225,022	178,779
Europe	48,792	47,180
Others	7,518	12,629
	<u>1,159,342</u>	<u>1,094,914</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

7. BUSINESS INFORMATION (Continued)

An analysis of the Group's non-current assets excluding financial instruments and deferred tax assets by geographical locations, determined based on location of the assets or location of operations in case of interests in associates and joint ventures, is as follows:

	2022 HK\$'000	2021 HK\$'000
Hong Kong	762,782	754,123
Other regions of the PRC	2,473,467	2,703,821
Asia, other than the PRC	55,193	53,712
North America	45,480	42,109
United Kingdom	19,872	23,305
	<u>3,356,794</u>	<u>3,577,070</u>

Revenue derived from major customers, each of them accounted for 10% or more of the Group's revenue, are set out below:

	2022 HK\$'000	2021 HK\$'000
Customer A	296,526	225,993
Customer B	205,990	201,727
Customer C	170,976	145,762
Customer D	123,491	N/A
	<u>123,491</u>	<u>N/A</u>

N/A: not applicable as revenue from this customer is less than 10% of the Group's revenue.

Revenue derived from the above major customers is reported under the segment "Electrical appliances".

8. FINANCE COSTS

	2022 HK\$'000	2021 HK\$'000
Interest charges on:		
Bank loans and overdrafts	24,653	15,303
Other borrowings	1,265	1,587
Lease liabilities (note 32)	319	597
	<u>26,237</u>	<u>17,487</u>
Total interest expense	26,237	17,487
Bank charges and arrangement fee	9,875	6,740
	<u>36,112</u>	<u>24,227</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

9. LOSS BEFORE INCOME TAX

	2022 HK\$'000	2021 HK\$'000
Loss before income tax is arrived at after charging/(crediting):		
Amortisation:		
Intangible assets [#]	40	42
Depreciation:		
Right-of-use assets		
Land and buildings with ownership interests held for own use	20,742	19,962
Other properties leased for own use	3,284	4,083
Furniture and equipment	692	1,077
Other property, plant and equipment	48,535	51,635
	<u>73,253</u>	<u>76,757</u>
Auditors' remuneration:		
Current year	2,967	2,995
(Over-provision)/Under-provision in prior year	(69)	31
Cost of sales and services provided comprise:		
Amount of inventories recognised as expense	830,408	717,180
Allowance/(Reversal of allowance) for other inventories	4,784	(671)
Directors' emoluments	24,353	25,453
Donations	8,400	1,872
Loss on disposal of property, plant and equipment	273	2,561
(Reversal of impairment loss)/Impairment loss on financial assets at amortised cost	(476)	3,074
Write-off of financial assets at amortised cost	1,296	2,022
Write-off of property, plant and equipment	1,535	–
Outgoings in respect of investment properties	15,035	14,803
Net rental income from investment properties	(59,786)	(69,246)
Research and development cost [^]	11,898	32,879
Lease expenses for low-value assets	–	34
Lease expenses for short-term lease	796	–
Staff costs (<i>note 11</i>)	<u>150,121</u>	<u>158,057</u>

[#] included in "Cost of sales and services provided" in the consolidated income statement

[^] including depreciation of property, plant and equipment and staff costs of HK\$198,000 (2021: HK\$355,000) and HK\$1,292,000 (2021: HK\$1,685,000) respectively

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

10. INCOME TAX CREDIT

	2022 HK\$'000	2021 HK\$'000
Income tax credit comprise:		
Current tax for the year		
Hong Kong profits tax	4,827	5,987
Other regions of the PRC – Enterprise Income Tax (“EIT”)	16,171	18,649
Others	6	6
	<u>21,004</u>	<u>24,642</u>
(Over)/Under provision in prior years		
Hong Kong profits tax	(166)	(64)
Other regions of the PRC	(58)	5
	<u>(224)</u>	<u>(59)</u>
Deferred tax (<i>note 37</i>)		
PRC – Land Appreciation Tax (“LAT”)	(27,003)	(26,883)
Other income tax	(10,792)	(28,405)
	<u>(37,795)</u>	<u>(55,288)</u>
Income tax credit	<u><u>(17,015)</u></u>	<u><u>(30,705)</u></u>

For the years ended 31 December 2022 and 2021, Hong Kong Profits Tax was calculated at 16.5% on the estimated assessable profits derived from Hong Kong, except for one subsidiary of the Company which is a qualifying entity under the two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, first HK\$2 million of assessable profits of the qualifying entity is taxed at 8.25% and profits above HK\$2 million are taxed at 16.5%. The profits of entities that are subject to Hong Kong Profits Tax but not qualified for the two-tiered profits tax rates regime are taxed at a flat rate of 16.5%.

EIT arising from other regions of the PRC is calculated at 10% to 25% (2021: 10% to 25%) on the estimated assessable income for the year.

PRC LAT is levied at progressive rates from 30% to 60% (2021: 30% to 60%) on the estimated appreciation of land value, being the proceeds of sales of properties less deductible expenditure including cost of land use rights and development and construction expenditure.

Overseas tax is calculated at the rates applicable in the respective jurisdictions.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

10. INCOME TAX CREDIT (Continued)

Income tax credit for the year can be reconciled to loss before income tax in the consolidated income statement at applicable tax rates as follows:

	2022 HK\$'000	2021 HK\$'000
Loss before income tax	<u>(87,955)</u>	<u>(147,180)</u>
Tax on loss at the rates applicable to losses in the jurisdictions concerned	(19,381)	(34,088)
Tax effect of expenses not deductible for tax purpose	15,973	32,983
Tax effect of income not taxable for tax purpose	(8,631)	(18,035)
Share of results of associates and joint ventures	421	(1,878)
Utilisation of tax losses previously not recognised	(1,665)	(4,525)
Tax losses and other temporary differences not recognised	20,563	17,828
Over-provision in prior years	(224)	(59)
Effect of withholding tax on distributable profits of the Company's PRC subsidiaries	1,592	1,210
PRC LAT	(27,003)	(26,883)
Others	1,340	2,742
Income tax credit	<u>(17,015)</u>	<u>(30,705)</u>

11. STAFF COSTS

Staff costs (including directors' emoluments) comprise:

	2022 HK\$'000	2021 HK\$'000
Salaries, allowances and other benefits*	140,925	148,798
Retirement fund contributions (note 46)	9,196	8,791
Termination benefits	-	468
	<u>150,121</u>	<u>158,057</u>

* In current year, the Group received subsidies of HK\$1,964,000 (2021: nil) from the Employment Support Scheme ("ESS") under the Anti-epidemic Fund launched by The Government of the Hong Kong Special Administrative Region supporting the payroll of the Group's employees in Hong Kong. Under the ESS, the Group had committed to spend these subsidies on payroll expenses and not to reduce employee headcount below prescribed levels for a specified period. There were no unfulfilled conditions under the aforementioned program attaching to the subsidies recognised. Such subsidies were deducted from the Group's staff costs for the year.

12. DIVIDENDS

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

	2022 HK\$'000	2021 HK\$'000
Proposed final dividend — HK\$0.003 (2021: HK\$0.005) per ordinary share	<u>1,570</u>	<u>2,616</u>

The final dividend of HK\$0.003 (2021: HK\$0.005) per ordinary share, amounting to HK\$1,570,000 (2021: HK\$2,616,000), has been proposed by the directors and is subject to approval by the shareholders of the Company in the forthcoming annual general meeting.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

12. DIVIDENDS (Continued)

(b) Dividend payable to owners of the Company attributable to previous financial year

	2022 HK\$'000	2021 HK\$'000
Final dividend in respect of previous financial year, approved and paid during the year of HK\$0.005 (2021: HK\$0.005) per ordinary share	<u>2,616</u>	<u>2,617</u>

13. LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to owners of the Company of HK\$75,477,000 (2021: HK\$127,415,000) and the weighted average number of ordinary shares in issue during the year of 523,254,000 (2021: 523,288,000).

Diluted loss per share for the year ended 31 December 2022 is same as the basic loss per share as the Company did not assume the exercise of the outstanding share options granted by PFC Device Inc. since the exercise price of the share options was higher than the average market price of PFC Device Inc. before the share options were cancelled as a result of the Option Offer as defined in note 41.

Diluted loss per share for the year ended 31 December 2021 was same as the basic loss per share as the Company did not assume the exercise of the outstanding share options granted by PFC Device Inc. (note 41) since the exercise price of the share options was higher than the average market price of PFC Device Inc. for the last year.

14. INVESTMENT PROPERTIES

	2022 HK\$'000	2021 HK\$'000
Carrying amount at 1 January	2,434,223	2,603,250
Translation adjustment	(154,251)	53,891
Additions	4,808	2,019
Disposal (note)	–	(183,443)
Decrease in fair value*	<u>(66,954)</u>	<u>(41,494)</u>
Carrying amount at 31 December	<u>2,217,826</u>	<u>2,434,223</u>

* disclosed as "Fair value loss on investment properties" in the consolidated income statement

Note: During the year ended 31 December 2021, the Group disposed of certain investment properties which are situated in the USA and the United Kingdom with carrying amount of HK\$183,443,000, at net disposal proceeds of HK\$179,207,000 and thus recognised a loss on disposal of HK\$4,236,000.

The Group's investment properties are measured at fair value on a recurring basis. The fair values of the investment properties as at 31 December 2022 and 2021 were assessed by the directors with reference to property valuations at those dates conducted by independent professional valuers. Valuation of investment properties which are situated in Hong Kong and other regions of the PRC, and the United Kingdom were carried out by Knight Frank Petty Limited and Knight Frank LLP respectively. These valuers are independent firms of professionally qualified valuers and have appropriate qualifications and recent experience in the valuation of similar properties in nearby locations.

The fair value measurement of the Group's investment properties has been categorised into the three-level fair value hierarchy as defined in HKFRS 13 *Fair Value Measurement* ("HKFRS 13"). All of the fair values of the investment properties as at 31 December 2022 and 2021 are level 3 recurring fair value measurement, which uses significant unobservable inputs in arriving at fair value. There were no transfers between level 1 and level 2, or transfers into or out of level 3 during the year and in prior year.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

14. INVESTMENT PROPERTIES (Continued)

Below is a summary of the valuation techniques and key inputs to the valuations as at the end of the reporting period:

Properties	Location	Valuation technique	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Industrial premises	Hong Kong	Direct Comparison Approach	Unit price per square foot ("sq.ft.")	HK\$4,317 (2021: HK\$4,319) per sq. ft.	The higher the unit price, the higher the fair value
Industrial premises	Hong Kong	Income Capitalisation Approach	Monthly rent per sq. ft.	HK\$43.5 (2021: HK\$43.5) per sq. ft.	The higher the market rent, the higher the fair value
			Capitalisation rate	3.8% (2021: 3.8%)	The higher the capitalisation rate, the lower the fair value
Commercial complex	PRC	Income Capitalisation Approach	Daily rent per square metre ("sq.m.")	Renminbi ("RMB") 6 (2021: RMB6) per sq. m.	The higher the market rent, the higher the fair value
			Capitalisation rate	5.5% (2021: 5.5%)	The higher the capitalisation rate, the lower the fair value
Commercial premise	PRC	Income Capitalisation Approach	Monthly rent per sq. m.	RMB185 (2021: RMB192) per sq. m.	The higher the market rent, the higher the fair value
			Capitalisation rate	5.5% (2021: 5.5%)	The higher the capitalisation rate, the lower the fair value
Industrial complex	PRC	Direct Comparison Approach	Unit rate per sq. m.	RMB7,700 (2021: RMB7,800) per sq. m.	The higher the unit rate, the higher the fair value
Residential premise	United Kingdom	Sales Comparison Approach	Unit price per sq. ft.	British Pound Sterling ("GBP") 1,698 (2021: GBP1,778) per sq. ft.	The higher the unit price, the higher the fair value

The fair value measurement is based on the highest and best use of the investment properties, which does not differ from their actual use.

Under Sales Comparison Approach or Direct Comparison Approach, fair value is assessed by reference to market comparable transactions available in the relevant market.

Under Income Capitalisation Approach, fair value is assessed on the basis of capitalisation of net income.

The investment properties are leased to third parties under operating leases to earn rental income, further details of which are included in note 48.

In securing the borrowings, the Group has undertaken, under a negative pledge clause, to obtain prior written consent from the relevant banks regarding the transfer, sales or disposal of certain investment properties with carrying amount of HK\$548,150,000 (2021: HK\$550,850,000) as at 31 December 2022.

Certain investment properties of the Group are pledged as collateral for the borrowings and credit facilities of the Group as further detailed in note 47.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

15. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings with ownership interests held for own use HK\$'000	Other properties leased for own use HK\$'000	Plant and machinery HK\$'000	Tools and moulds HK\$'000	Furniture, fixtures and office equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
COST							
At 1 January 2021	416,120	19,726	224,793	83,161	80,134	141,772	965,706
Translation adjustment	7,460	573	6,742	1,905	1,927	3,811	22,418
Additions	-	-	15,392	1,708	3,376	7,455	27,931
Disposals	-	-	(90)	-	(343)	(9,828)	(10,261)
Write-off	-	-	(10)	-	(1,701)	-	(1,711)
Lease modification	-	1,774	-	-	-	-	1,774
Lease termination	-	(253)	-	-	-	-	(253)
Revaluation adjustment (note (a))	23,970	-	-	-	-	-	23,970
At 31 December 2021 and 1 January 2022	447,550	21,820	246,827	86,774	83,393	143,210	1,029,574
Translation adjustment	(23,209)	(1,837)	(20,884)	(6,486)	(5,856)	(11,189)	(69,461)
Additions	1,107	-	6,948	2,976	7,095	1,704	19,830
Disposals	-	-	(186)	-	(74)	(2,679)	(2,939)
Write-off	-	-	(163)	(10,717)	(3,980)	-	(14,860)
Lease modification	-	(1,652)	-	-	-	-	(1,652)
Revaluation adjustment (note (a))	872	-	-	-	-	-	872
At 31 December 2022	426,320	18,331	232,542	72,547	80,578	131,046	961,364
DEPRECIATION AND IMPAIRMENT							
At 1 January 2021	-	6,325	119,171	78,146	65,683	54,549	323,874
Translation adjustment	-	227	3,741	1,808	1,589	1,544	8,909
Depreciation provided	19,962	4,083	20,871	2,364	6,209	23,268	76,757
Disposals	-	-	(32)	-	(342)	(6,399)	(6,773)
Write-off	-	-	(10)	-	(1,701)	-	(1,711)
Lease termination	-	(253)	-	-	-	-	(253)
Impairment (note (c))	-	-	-	-	-	879	879
Reversal of impairment (note (d))	-	-	(1,444)	-	(118)	-	(1,562)
Revaluation adjustment (note (a))	(19,962)	-	-	-	-	-	(19,962)
At 31 December 2021 and 1 January 2022	-	10,382	142,297	82,318	71,320	73,841	380,158
Translation adjustment	-	(1,020)	(12,395)	(6,088)	(5,107)	(6,355)	(30,965)
Depreciation provided	20,742	3,284	18,927	2,714	5,236	22,350	73,253
Disposals	-	-	(11)	-	(33)	(2,512)	(2,556)
Write-off	-	-	(97)	(10,717)	(2,511)	-	(13,325)
Impairment (notes (c) and (d))	-	-	12,943	-	-	6,393	19,336
Revaluation adjustment (note (a))	(20,742)	-	-	-	-	-	(20,742)
At 31 December 2022	-	12,646	161,664	68,227	68,905	93,717	405,159
NET CARRYING AMOUNT							
At 31 December 2022	426,320	5,685	70,878	4,320	11,673	37,329	556,205
At 31 December 2021	447,550	11,438	104,530	4,456	12,073	69,369	649,416

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

- (a) Land and buildings for which the Group has ownership interests and are held for own use are stated at revalued amount at the end of the reporting period and subsequently subject to depreciation and impairment assessment. With reference to the carrying values of the land and buildings as at 31 December 2022, the Group recorded a net increase in carrying value for these land and buildings of HK\$21,614,000 (2021: HK\$43,932,000). The increase in carrying value net of income tax expense of HK\$2,804,000 (2021: HK\$14,755,000) which amounted to HK\$18,810,000 (2021: HK\$29,177,000) was dealt with in assets revaluation reserve in equity.

For land and buildings with ownership interests held for own use, the difference in depreciation provided based on the original cost and revalued amount for the year ended 31 December 2022 amounting to HK\$15,121,000 (2021: HK\$14,183,000) was reclassified from assets revaluation reserve to retained profits.

- (b) The fair values of the land and buildings with ownership interests held for own use as at 31 December 2022 and 2021 were assessed by the directors with reference to property valuations at those dates conducted by independent professional valuers. Valuation of the land and buildings situated in Hong Kong and other regions of the PRC were conducted by Knight Frank Petty Limited whereas valuation of the land and buildings situated in Thailand was carried out by Knight Frank Chartered (Thailand) Company Limited. Both Knight Frank Petty Limited and Knight Frank Chartered (Thailand) Company Limited are independent firms of professionally qualified valuers and have appropriate qualifications and recent experience in the valuation of similar properties in nearby locations.

The fair value measurement of the Group's land and buildings with ownership interests held for own use have been categorised into the three-level fair value hierarchy as defined in HKFRS 13. All the fair values of these land and buildings as at 31 December 2022 and 2021 are level 3 recurring fair value measurement, which uses significant unobservable inputs in arriving at fair value. There were no transfers between level 1 and level 2, or transfers into or out of level 3 during the year and in prior year.

Below is a summary of the valuation techniques and key inputs to the valuations of land and buildings with ownership interests held for own use as at the end of the reporting period:

Properties	Location	Valuation technique	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Industrial premises	Hong Kong	Direct Comparison Approach	Unit price per sq. ft.	HK\$4,317 – HK\$4,500 (2021: HK\$4,319 – HK\$4,500) per sq. ft.	The higher the unit price, the higher the fair value
Industrial premises	PRC	Income Capitalisation Approach	Monthly rent per sq. m.	RMB16 (2021: RMB16) per sq. m.	The higher the market rent, the higher the fair value
			Capitalisation rate	6.75% (2021: 6.75%)	The higher the capitalisation rate, the lower the fair value
Commercial complex	PRC	Income Capitalisation Approach	Daily rent per sq. m.	RMB6 (2021: RMB6) per sq. m.	The higher the market rent, the higher the fair value
			Capitalisation rate	5.5% (2021: 5.5%)	The higher the capitalisation rate, the lower the fair value
Commercial premises	PRC	Direct Comparison Approach	Unit rate per sq. m.	RMB39,000 (2021: RMB39,000 per sq. m.)	The higher the unit rate, the higher the fair value
Commercial premises	PRC	Direct Comparison Approach	Unit rate per sq. m.	RMB58,000 (2021: RMB58,000) per sq. m.	The higher the unit rate, the higher the fair value
Residential premises	Thailand	Direct Comparison Approach	Unit price per sq. m.	US\$2,857 (2021: US\$2,723) per sq. m.	The higher the unit price, the higher the fair value

The fair value measurement is based on the highest and best use of the properties, which does not differ from their actual use.

Under Direct Comparison Approach, fair value is assessed by reference to market comparable transactions available in the relevant market. Under Income Capitalisation Approach, fair value is assessed on the basis of capitalisation of net income.

Had the revalued properties been measured using cost model, their net carrying amount would have been HK\$102,643,000 (2021: HK\$113,914,000).

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes: (Continued)

- (c) During the year ended 31 December 2022, impairment provision was made for certain property, plant and equipment which were being deployed by the business segment of taxi rental and sales of motor vehicles, which amounted to HK\$6,393,000 (2021: HK\$879,000). Details of the impairment assessment are set out in note 17.
- (d) Management performed impairment testing on the relevant property, plant and equipment, prepayments for acquisition of property, plant and equipment and right-of-use assets attributable to the CGU of (i) the PFC Division; and (ii) the IGBT Division within the segment of power discrete semiconductors. The recoverable amounts of these two CGUs at the end of the reporting period were determined using value-in-use basis based on discounted cash flow approach.

Based on the result of impairment assessment of the CGU of the PFC Division, the recoverable amounts of the CGU of the PFC Division as at 31 December 2022 and 31 December 2021 were higher than its carrying amounts as at those dates. Accordingly, no impairment provision was recognised for the year while in last year, a reversal of impairment loss of HK\$1,562,000 and the related deferred tax impact of HK\$390,000 were recognised.

Based on the result of impairment assessment of the CGU of the IGBT Division, the recoverable amount of CGU of the IGBT Division as at 31 December 2022 was lower than its carrying amount by HK\$12,943,000 and accordingly, impairment provision amounting to HK\$12,943,000 and the related deferred tax impact of HK\$3,236,000 were recognised for the current year for the relevant property, plant and equipment attributable to the CGU of the IGBT Division. The impairment loss recognised for the year is mainly due to higher operating overheads and lower production output expected having regard to the economic outlook and the increased uncertainty of the business development of IGBT. The value-in-use calculations of the CGU of the IGBT Division use cash flow projections based on the financial budgets approved by the management. The financial budget prepared for current year's impairment assessment are up to year 2027 and cash flows beyond the budget period are extrapolated using an estimated growth rate of about 3%. Key assumptions underlying the cash flow projections include estimated sales volume, product mix and manufacturing overheads. These assumptions were determined based on past performance and management's expectations in respect of the market conditions as well as the economic changes which have impact on the IGBT Business. The pre-tax discount rate applied to the cash flow projection is 20.4% which reflects specific risks relating to the business and industry in which the IGBT Division is engaged.

- (e) The analysis of the net carrying amount of right-of-use assets by class of underlying asset is as follows:

	2022 HK\$'000	2021 HK\$'000
Ownership interests in leasehold land and buildings held for own use, carried at revalued amount	426,320	447,550
Other properties leased for own use, carried at depreciated cost	5,685	11,438
Furniture, fixtures and office equipment	234	984
	<u>432,239</u>	<u>459,972</u>

- (f) In securing the borrowings, the Group has undertaken under a negative pledge clause to obtain prior written consent from the relevant banks regarding the transfer, sales or disposal of certain property, plant and equipment with carrying amount of HK\$339,144,000 as at 31 December 2022 (2021: HK\$359,035,000).

Certain property, plant and equipment of the Group are pledged as collateral for the borrowings and credit facilities of the Group as further detailed in note 47.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

16. CONSTRUCTION IN PROGRESS

	2022 HK\$'000	2021 HK\$'000
Carrying amount at 1 January	9,629	–
Translation adjustment	(1,657)	133
Additions	24,842	9,496
	<u>32,814</u>	<u>9,629</u>
Carrying amount at 31 December	<u>32,814</u>	<u>9,629</u>

The Group's construction in progress is stated at cost less impairment. Construction in progress is transferred to the appropriate class of property, plant and equipment (note 15) when substantially all the activities necessary to prepare the assets for their intended use are completed.

17. INTANGIBLE ASSETS

	Taxi licences HK\$'000	Small passenger car quotas licences HK\$'000	Patent, trademark and copyrights HK\$'000	Club membership HK\$'000	Total HK\$'000
COST					
At 1 January 2021	279,226	1,960	9,590	–	290,776
Translation adjustment	8,201	58	57	–	8,316
At 31 December 2021 and 1 January 2022	287,427	2,018	9,647	–	299,092
Translation adjustment	(24,346)	(171)	14	–	(24,503)
Addition	–	–	–	15,000	15,000
At 31 December 2022	263,081	1,847	9,661	15,000	289,589
AMORTISATION AND IMPAIRMENT					
At 1 January 2021	114,706	–	9,590	–	124,296
Translation adjustment	4,342	–	57	–	4,399
Amortisation charged	42	–	–	–	42
Impairment loss	68,136	–	–	–	68,136
At 31 December 2021 and 1 January 2022	187,226	–	9,647	–	196,873
Translation adjustment	(16,355)	–	14	–	(16,341)
Amortisation charged	40	–	–	–	40
Impairment loss	13,607	–	–	3,160	16,767
At 31 December 2022	184,518	–	9,661	3,160	197,339
NET CARRYING AMOUNT					
At 31 December 2022	<u>78,563</u>	<u>1,847</u>	<u>–</u>	<u>11,840</u>	<u>92,250</u>
At 31 December 2021	<u>100,201</u>	<u>2,018</u>	<u>–</u>	<u>–</u>	<u>102,219</u>

17. INTANGIBLE ASSETS (Continued)

Taxi Licences

According to the relevant regulations promulgated by the PRC government, taxi vehicle in general is allowed to be deployed for taxi operations for a maximum period of 5 years. After the 5-year operating period, taxi operators have to replace the aged taxi vehicles with new taxi vehicles so as to continue the taxi operations. During the year ended 31 December 2019, the PRC government launched a scheme to encourage taxi operators to speed up the replacement of the taxi vehicles with electric taxi vehicles. The Group participated in the scheme and replaced its taxi vehicles by electric taxi vehicles in advance of the mandatory replacement timeline and in return, the Group was granted certain taxi licences for free (“Free Taxi Licences”). These Free Taxi Licences entitle holders to operate taxi vehicles for a five-year period and accordingly, the useful life of these Free Taxi Licences is assessed to be five years. On initial recognition, the Group recognised these Free Taxi Licences as intangible assets at nominal amount of HK\$18,174,000, which was determined as the excess of (i) the net carrying amount of the relevant taxi vehicles over (ii) the proceeds received from disposing those replaced taxi vehicles. These Free Taxi Licences are subsequently carried at cost less any accumulated amortisation and any accumulated impairment losses. Amortisation commences once the Free Taxi Licences are put into operation.

Other than the Free Taxi Licences, the Group holds taxi licences which are not subject to any restriction (“Other Taxi Licences”). In the opinion of the directors, these Other Taxi Licences have indefinite useful life as there is no foreseeable limit on the period of the time on which Other Taxi Licences are expected to generate cash flows. Accordingly, these Other Taxi Licences are not amortised and instead, are subject to impairment at least annually.

The above taxi licences (the “Taxi Licences”) together with the relevant property, plant and equipment including right-of-use assets which form the CGU of taxi rental within the segment of taxi rental and sales of motor vehicles are tested for impairment by the management by estimating its recoverable amount. The recoverable amounts of this CGU as at 31 December 2022 and 2021 were determined based on value-in-use calculations.

The calculations use cash flow projections based on the financial budgets approved by the management. The financial budget prepared for current year’s impairment assessment are up to year 2039 (2021: 2053) and cash flows beyond the budget period are extrapolated using an estimated growth rate of 3% (2021: 3%). It is assumed that the Group is able to extend the business period of the PRC subsidiary engaging in taxi rental operation upon expiry in year 2033 on the ground that the application made to the relevant PRC government authority for extending the business period in previous years were successful and without encountering significant difficulty.

Other key assumptions used by management in the calculations have been determined based on past performance and its expectations for the market development. Key assumptions underlying the cash flow projections include (i) the number of taxi licences held by the Group was based on the taxi licences held at the end of the reporting period and taking into account of the expected expiry of the Free Taxi Licences, and (ii) taxi rental income is determined based on the fee income to be received pursuant to the existing rental agreements, adjusted by the expected market development. The pre-tax discount rate applied to the cash flow projection is 20.3% (2021: 21.8%) which reflects specific risks relating to the taxi rental operation in the PRC.

Based on the results of the annual impairment assessment, the recovering amount of the taxi rental business as at 31 December 2022 was estimated to be lower than its carrying amount by HK\$20,000,000 (2021: HK\$69,015,000) and accordingly, impairment provision was made as to HK\$13,607,000 (2021: HK\$68,136,000) for the taxi licences and HK\$6,393,000 (2021: HK\$879,000) for the relevant property, plant and equipment (note 15) and the related deferred tax impact was HK\$5,000,000 (2021: HK\$17,254,000). The prolonged effect of COVID-19 and the stringent prevention and control measures adopted by the PRC government to curb the virus transmission had significant adverse on the taxi rental operation in the current year. Following the relaxation of epidemic prevention measures, there was sign of recovery of taxi rental market in 2023. However, taxi rental operation is still facing uncertainties, in particular those arising from general economy in Mainland China, keen competition from e-hailing vehicles and relevant government policies and measures on public transportation including taxi rental, which could have adverse impact on the taxi rental income and demand for taxi rental. Accordingly, impairment provision of HK\$20,000,000 (2021: HK\$69,015,000) was recognised in the current year.

As the carrying amount of the CGU of taxi rental business has been reduced to its recoverable amount, any adverse change in the key assumptions would results in further possible impairment losses.

Small Passenger Car Quotas

Balances as at 31 December 2022 and 2021 represented the net carrying amount of a number of small passenger car quotas (the “Small Passenger Car Quotas”) acquired by the Group in year 2015 at aggregate consideration of approximately HK\$1,969,000.

The Car Quotas entitle the holders to apply for licence plates for small passenger cars in Guangzhou under specific rules and regulations for an unspecified period. Based on the prevailing rules and regulations, the directors are of the opinion that these Car Quotas carry indefinite useful life.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

18. INTERESTS IN ASSOCIATES

	2022 HK\$'000	2021 HK\$'000
Share of net assets	<u>170,340</u>	<u>188,040</u>

Details of the Group's principal associates as at 31 December 2022 are set out in note 57.

In the opinion of the directors, Hong Kong Construction SMC Development Limited and its subsidiaries including 熊谷蜆壳發展(廣州)有限公司 (for identification – Kumagai SMC Development (Guangzhou) Limited) and 廣州智慧空間商務服務有限公司 (for identification – Guangzhou Zhihui Kongjian Commercial Services Limited) (“HKCSMC Group”) are material to the Group.

The following illustrates the summarised financial information in respect of HKCSMC Group with comparative information extracted from their management accounts for the year ended 31 December 2022 which have been adjusted to ensure consistency in accounting policies adopted by the Group:

	2022 HK\$'000	2021 HK\$'000
Year ended 31 December		
Revenue	<u>85,609</u>	<u>80,755</u>
Profit for the year	<u>(23,930)</u>	55,075
Other comprehensive income for the year	<u>(56,927)</u>	19,177
Total comprehensive income for the year	<u>(80,857)</u>	<u>74,252</u>
Dividend received from associates	<u>–</u>	<u>–</u>
As at 31 December		
Current assets	357,712	310,144
Non-current assets	1,310,802	1,491,952
Current liabilities	(221,019)	(212,566)
Non-current liabilities	(595,796)	(649,331)
Net assets	<u>851,699</u>	<u>940,199</u>
Carrying amount of the Group's interest in the net assets of the associates	<u>170,340</u>	<u>188,040</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

19. INTERESTS IN JOINT VENTURES

	2022 HK\$'000	2021 HK\$'000
Share of net assets	<u>45,479</u>	<u>40,658</u>

Details of the Group's principal joint ventures as at 31 December 2022 are set out in note 58.

The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

	2022 HK\$'000	2021 HK\$'000
Year ended 31 December		
Share of the joint ventures' profit for the year	23,078	19,050
Share of the joint ventures' other comprehensive income for the year	<u>(3,394)</u>	<u>791</u>
Share of the joint ventures' total comprehensive income for the year	<u>19,684</u>	<u>19,841</u>
Dividend received from joint ventures	<u>14,863</u>	<u>–</u>
As at 31 December		
Aggregate carrying amount of the Group's interests in joint ventures	<u>45,479</u>	<u>40,658</u>

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2022 HK\$'000	2021 HK\$'000
Listed equity securities	212,140	288,317
Unlisted equity securities	<u>581,763</u>	<u>428,871</u>
	<u>793,903</u>	<u>717,188</u>

The Group held certain listed and unlisted equity securities for strategic purposes and they were irrevocably designated at financial assets at fair value through other comprehensive income.

For the year ended 31 December 2022, the Group recorded a decrease in fair value for investments in equity securities amounting to HK\$64,638,000 (2021: increase of HK\$15,758,000), which is dealt with in financial assets at fair value through other comprehensive income reserve in equity.

During the year ended 31 December 2022, the Group disposed of listed equity securities with investment costs amounting to US\$4,690,000 at consideration of US\$5,775,000 (equivalent to HK\$45,036,000), the cumulative gain of the investment net of the resulting income tax effect which amounted to US\$1,085,000 (equivalent to HK\$8,485,000) was transferred from financial assets at fair value through other comprehensive income reserve to retained profits.

During the year ended 31 December 2021, the Group disposed of unlisted equity securities with investment cost amounting to US\$15,060,000 at consideration of US\$12,043,000 (equivalent to HK\$93,821,000), the cumulative loss of the investment which amounted to US\$3,017,000 (equivalent to HK\$23,845,000) was transferred from financial assets at fair value through other comprehensive income reserve to retained profits.

Certain equity securities are pledged as collateral for the borrowings and credit facilities of the Group as further detailed in note 47.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

21. OTHER ASSETS

Other assets mainly represent antiques and art works held by the Group for long-term investment purposes.

Antiques and art works are reviewed for impairment by the management with reference to the valuation conducted by an independent professional valuer. In the opinion of the directors, the antiques, art works worth at least their carrying values at the end of the reporting period.

22. LOANS RECEIVABLE

	2022 HK\$'000	2021 HK\$'000
Loans receivable from:		
Associates	56,497	54,968
Others	-	6,239
	<u>56,497</u>	<u>61,207</u>
Analysed into:		
Amount receivable in more than one year included in non-current assets	<u>56,497</u>	<u>61,207</u>

Loans to associates as at 31 December 2022 amounting to HK\$56,497,000 (2021: HK\$54,968,000) are unsecured and interest-free. The amortised cost of the loan at the end of the reporting period is calculated at the present value of the expected settlement from the associate in accordance with the business plan of the respective associate, discounted at the rate of return of similar financial assets. The loans are expected not to be repayable within twelve months from the end of the reporting period and accordingly, they are classified as non-current assets.

Further details of the Group's credit policy and credit risk arising from loans receivable and the loss allowance for loans receivable are set out in note 55.3.

23. FINANCE LEASE RECEIVABLES

The Group entered into agreements with customers for replacing the light tubes of their properties by the LED light tubes produced by the Group under energy saving projects. In return, the Group is entitled to monthly income for a period of five to eight years which is arrived at on a pre-determined basis. Under the agreements, the Group is also responsible for free maintenance and replacement of LED light tubes. The agreements constitute finance leases of LED light tubes. Accordingly, sales are recognised when the LED light tubes are installed in the properties. Costs related to the sales transactions are recognised in the same period. Sales revenue recognised at the commencement of the leases represents the present value of the minimum lease payments receivable from the customers over the lease period, computed at a market rate of interest.

In addition, the Group also engages in the business of sales of motor vehicles, which is part of the segment of taxi rental and sales of motor vehicles. The Group entered into agreements with customers for leasing of motor vehicles with Small Passenger Car Quotas (note 17) attached for a period of three years in return for monthly income. Qualified motor vehicles with Small Passenger Car Quotas are legally permitted to operate on the public road carrying passengers during the lease period. The agreements constitute finance leases of motor vehicles which have estimated useful life of three years. Accordingly, sales revenue is recognised at the commencement of the lease term whereas cost of sale is recognised in the same period. Sales revenue is the present value of the minimum lease payments receivable from the customers over the lease term, computed at a market rate of interest.

Finance income arising from the aforesaid finance lease arrangements is allocated over the lease period on a systematic basis reflecting a constant periodic return on the Group's net investment in the finance leases.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

23. FINANCE LEASE RECEIVABLES (Continued)

The analysis of the finance lease receivables is as follows:

	Total minimum lease payments receivable		Present value of minimum lease payments receivable	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
Amounts receivable:				
Not later than one year	476	948	429	878
Later than one year and not later than five years	71	554	57	487
	<u>547</u>	<u>1,502</u>	<u>486</u>	<u>1,365</u>
Future finance income	(61)	(137)	–	–
Finance lease receivables, gross	486	1,365	486	1,365
Less: Impairment	(29)	(94)	(29)	(94)
Finance lease receivables, net	<u>457</u>	<u>1,271</u>	<u>457</u>	<u>1,271</u>
			2022 HK\$'000	2021 HK\$'000
Analysed into:				
Amounts receivable in more than one year included in non-current assets			55	457
Amounts receivable within one year included in current assets			402	814
			<u>457</u>	<u>1,271</u>

The movements in the allowance for impairment of finance lease receivables are as follows:

	2022 HK\$'000	2021 HK\$'000
At 1 January	94	112
Translation adjustment	(6)	2
Impairment losses reversed	(59)	(20)
At 31 December	<u>29</u>	<u>94</u>

Further details of the Group's credit policy on finance lease receivables as well as credit risk and loss allowance arising from finance lease receivables are set out in note 55.3.

24. INVENTORIES OF PROPERTIES

	2022 HK\$'000	2021 HK\$'000
Properties under development	<u>301,680</u>	<u>314,792</u>

As at 31 December 2022, properties under development amounting to HK\$299,255,000 (2021: HK\$314,792,000) are not expected to be recovered within twelve months from the end of the reporting period.

25. OTHER INVENTORIES

	2022 HK\$'000	2021 HK\$'000
Raw materials	126,571	107,921
Work-in-progress	18,424	26,660
Finished goods	34,860	46,456
	<u>179,855</u>	<u>181,037</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

26. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

	2022 HK\$'000	2021 HK\$'000
Trade receivables (notes (a) and (d))	216,248	746,493
Less: Impairment on trade receivables (note (b))	<u>(13,562)</u>	<u>(12,365)</u>
Trade receivables, net	<u>202,686</u>	<u>734,128</u>
Other receivables	30,964	43,942
Less: Impairment on other receivables (note (c))	<u>(47)</u>	<u>(2,346)</u>
Other receivables, net	<u>30,917</u>	<u>41,596</u>
Prepayments and deposits (note (e))	<u>29,950</u>	<u>27,918</u>
	<u>263,553</u>	<u>803,642</u>

Notes:

(a) The Group maintains a defined credit policy. For sales of goods, the Group normally allows a credit period of 30 days to 60 days to its trade customers while certain customers are granted with credit period up to 180 days. Rental receivable from tenants is payable on presentation of invoices. For taxi rental income, the drivers are generally required to pay monthly rental not later than the fifth of each month.

(b) The movements in the allowance for impairment of trade receivables are as follows:

	2022 HK\$'000	2021 HK\$'000
At 1 January	12,365	9,214
Translation adjustment	(542)	119
Impairment losses recognised, net	1,766	3,094
Amounts written off as uncollectible	<u>(27)</u>	<u>(62)</u>
At 31 December	<u>13,562</u>	<u>12,365</u>

(c) The movements in the allowance for impairment of other receivables are as follows:

	2022 HK\$'000	2021 HK\$'000
At 1 January	2,346	2,279
Translation adjustment	(116)	67
Impairment losses reversed, net	<u>(2,183)</u>	<u>—</u>
At 31 December	<u>47</u>	<u>2,346</u>

(d) Trade receivables as at 31 December 2021 included outstanding consideration amounting to HK\$485,797,000 receivable from a third party (the "Buyer") in relation to disposal of certain land parcels through disposing the Company's equity interests in a subsidiary, 佛山市宇民企業管理有限公司. Such balance was interest-bearing at 3% per annum and due for settlement in 18 months after the completion of the transfer of the equity interests, which was expected to be settled in May 2022.

In May 2022, the outstanding consideration of HK\$485,797,000 and the accrued interest were fully settled by the Buyer. Interest income on the outstanding consideration recognised by the Group for the year ended 31 December 2022 amounting to HK\$5,630,000 (2021: HK\$15,466,000) (note 6).

(e) Balances as at 31 December 2022 included prepayment to an associate amounting to HK\$615,000 (2021: nil) which arose from the trading transactions as disclosed in note 51(a).

Further details of the Group's credit policy on trade and other receivables as well as credit risk and loss allowance arising from trade and other receivables are set out in note 55.3.

27. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2022 HK\$'000	2021 HK\$'000
Listed equity securities	202,826	186,081
Listed bond	1,700	2,938
Equity-linked notes	25,258	46,582
Derivative financial instruments	—	1,243
	<u>229,784</u>	<u>236,844</u>

The Group acquired equity-linked notes from financial institutions in Hong Kong. The equity-linked notes are structured notes which contain embedded derivative and the return of which are dependent on the market price of the underlying equity securities which are listed on the Stock Exchange.

The outstanding equity-linked notes as at 31 December 2022 have remaining maturity ranged from three months to six months from 31 December 2022. These equity-linked notes contain terms enabling the issuers, on maturity date, either (i) to settle the principal and coupon if the market prices of the underlying securities at determination date are higher than or equal to the respective predetermined reference stock price; or (ii) to deliver the underlying equity securities if the market prices of the underlying securities at determination date are lower than the respective predetermined reference stock price and the market prices of the underlying securities at any day during the period from trade day to determination date has been lower than the barrier price (the “Barrier Event”); or (iii) to settle the principal only if the market prices of the underlying securities at determination date are lower than the respective predetermined reference stock price but the Barrier Event has not occurred. For the two outstanding equity-linked notes as at 31 December 2022, the coupon rate is determined at a ratio of the market price of the underlying securities at the determination date to the predetermined reference stock price of the underlying securities, subject to maximum coupon rate of ranged from 43.34% to 47.355%. As at 31 December 2022, the aggregate principal amount and fair value of these notes were US\$3,400,000, equivalent to HK\$26,643,000, and HK\$25,258,000 respectively.

The outstanding equity-linked notes as at 31 December 2021 had remaining maturity ranged from six months to twelve months from 31 December 2021. These equity-linked notes contained terms enabling the issuers, on maturity date, either to deliver the underlying equity securities if the market prices of the underlying securities at determination date were lower than the respective predetermined reference stock price or to settle the principal and coupon if the market prices of the underlying securities at determination date were higher than or equal to the respective predetermined reference stock price. Out of the three outstanding equity-linked notes as at 31 December 2021, two of them carried fixed coupon rate ranged from 36.13% to 55% whereas the coupon rate of the remaining contact is determined at a ratio of the market price of the underlying securities at the determination date to the initial spot price of the underlying securities, subject to maximum coupon rate of 47.4%. As at 31 December 2021, the aggregate principal amount and fair value of these notes were HK\$65,500,000 and HK\$46,582,000 respectively.

Certain investments are pledged as collateral for the borrowings and credit facilities of the Group as further detailed in note 47.

28. RESTRICTED BANK DEPOSITS/CASH AND BANK BALANCES

(a) Restricted bank deposits

Restricted bank deposits as at 31 December 2022 represented deposit of HK\$23,480,000 (2021: HK\$24,807,000) placed in designated bank account pursuant to the agreements entered by the Group in relation to the acquisition of land and buildings located in Guangzhou (the “GZ Property”).

On 30 October 2013, the Group entered into a sale and purchase agreement (the “Master Agreement”) with an independent third party vendor (the “Vendor”) and a bank to which the GZ Property had been mortgaged (the “Mortgage Bank”) for acquiring the GZ Property at consideration of RMB60,000,000. The GZ Property had been pledged by the Vendor to the Mortgage Bank before the Master Agreement was entered into. Pursuant to the Master Agreement and the supplementary agreements signed on the same date, the Group placed a deposit into the designated bank account operated by the Mortgage Bank which amounted to RMB89,000,000 (equivalent to HK\$113,199,000) as at 31 December 2013. Funds deposited to this designated bank account are subject to monitoring by the Mortgage Bank. Upon completion of transferring the legal title of GZ Property to the Group and settling the mortgage loan by the fund deposited into this designated bank account, the Mortgage Bank released the charge on the GZ Property.

The legal title of the GZ Property was transferred to the Group in September 2014, the carrying value of which amounting to RMB69,000,000, equivalent to HK\$77,245,000 as at 31 December 2022 was included in investment properties. As at 31 December 2022, the deposits outstanding in the designated bank account amounted to RMB20,974,000, equivalent to HK\$23,480,000 (2021: RMB20,282,000, equivalent to HK\$24,807,000) which is requested by the Mortgage Bank for securing the potential liabilities arising from the litigation in relation to the GZ Property (notes 50(a) and 50(b)).

28. RESTRICTED BANK DEPOSITS/CASH AND BANK BALANCES (Continued)

(a) Restricted bank deposits (Continued)

In addition to the aforementioned balance, restricted bank deposits as at 31 December 2021 included bank deposits of HK\$52,095,000 placed by Lotus Atlantic Limited (“Lotus Atlantic”) in a designated bank account in relation to the privatisation of PFC Device Inc. Lotus Atlantic is a wholly-owned subsidiary of the Company and was the then immediate holding company of PFC Device Inc. Such deposit shall be made available solely and exclusively for the purpose of satisfying Lotus Atlantic’s obligation in respect of the privatisation.

The privatisation of PFC Device Inc. was completed in March 2022 and the deposits have been used to settle Lotus Atlantic’s obligation in relation to the privatisation. Further details of the privatisation are set out in note 44.

(b) Cash and bank balances

Cash and bank balances include the following:

	2022 HK\$'000	2021 HK\$'000
Cash at banks, in hand and deposited with financial institutions	343,019	731,615
Short-term bank deposits	241,360	30,000
	<u>584,379</u>	<u>761,615</u>

Cash at banks earns interest at floating rates based on daily bank deposits rates.

Short-term time deposits are made for period depending on the immediate cash requirements of the Group, and earn interest at the respective short-term time deposit rates.

The Group’s short-term bank deposits amounting to HK\$241,360,000 as at 31 December 2022 (2021: HK\$30,000,000) were placed with a bank with original maturity of seven days to three months (2021: three months) and earn interest income at interest rate of 1.60% to 5.19% (2021: 0.25%) per annum.

As at 31 December 2022, cash balances and deposits of the Group denominated in RMB amounted to approximately HK\$362,370,000 (2021: HK\$593,302,000). RMB is not freely convertible into other currencies.

29. CONTRACT LIABILITIES

	2022 HK\$'000	2021 HK\$'000
<i>Contract liabilities arising from</i>		
– Sales of goods	<u>344</u>	<u>1,649</u>

The Group may request the customers to pay certain percentage of the contract sum upon placing orders as deposit. The deposit received by the Group is recognised as contract liabilities until the production activity is completed and the customers take possession of the products and title has been passed. In addition, the Group may receive advances from the customers during the course of the production activities and this also give rise to contract liabilities. Movements in contract liabilities are as follows:

	2022 HK\$'000	2021 HK\$'000
Balance as at 1 January	1,649	1,557
Translation adjustment	(15)	5
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	(1,563)	(1,507)
Increase in contract liabilities as a result of receiving deposits and advances during the year of which the orders are still outstanding	273	1,594
Balance as at 31 December	<u>344</u>	<u>1,649</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

30. TRADE AND OTHER PAYABLES

	2022 HK\$'000	2021 HK\$'000
Trade payables (note (a))	103,347	162,722
Temporary receipts (note (b))	155,208	157,008
Other payables and accruals	83,834	94,795
Accruals for staff costs	24,292	27,451
Deposits received and receipt in advance (note (c))	46,123	51,549
	<u>412,804</u>	<u>493,525</u>

Notes:

- (a) Balances as at 31 December 2022 included payables to an associate amounting to HK\$1,123,000 (2021: HK\$1,991,000) which arose from the trading transactions as disclosed in note 51(a). These balances are unsecured, interest-free and due for settlement pursuant to the payment terms of the respective orders.
- (b) Balances as at 31 December 2022 and 2021 included a temporary receipt of HK\$124,936,000 received from a third party in relation to a proposed disposal of equity interest in a subsidiary of the Company. The transaction is subject to further negotiation.
- (c) Balances as at 31 December 2022 and 2021 included an amount of HK\$25,680,000 received from a third party in relation to a proposed disposal of land parcels. Further details of the transaction are set out in note 50(c).

31. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

	2022 HK\$'000	2021 HK\$'000
Forward contracts for listed shares	<u>-</u>	<u>3,410</u>

As at 31 December 2021, the Group held certain forward contracts to purchase the shares of a listed company in Hong Kong and a fund traded in the Stock Exchange (the "Shares") at predetermined forward prices on periodic settlement basis. The aggregate notional amount of the contracts was HK\$78,206,000. Under the contracts, the Group was required to purchase certain numbers of the Shares, depending on the market price of the Shares on each of the settlement dates during the contract period. If the market price of the Shares was lower than the forward price, the Group was required to purchase more number of shares than the normal level. If the market price of the Shares hit the knock-out prices set out in the contracts, the contracts would be terminated. As at 31 December 2021, contracts with notional amount of HK\$17,815,000 would mature in June 2022 whereas other contracts with notional amount of HK\$60,391,000 would mature in January 2022.

During the year ended 31 December 2022, the aforementioned forward contracts matured and there was no outstanding forward contract as at 31 December 2022.

32. LEASE LIABILITIES

The Group as lessee

The Group has interests in leasehold land and buildings where the Group is the registered owner of the property interests. The Group also leases various properties including office properties, warehouse, staff dormitory and operating sites located in Taiwan and the PRC under tenancy agreements. For certain leases, the periodic rent is fixed over the lease term whereas for certain leases, rental is adjusted periodically at predetermined rate. In addition, certain leases include an option to renew the leases for an additional period after the end of the contract term. Leases of these properties are negotiated for periods ranging from two to six years (2021: two to six years).

In addition, in 2017, the Group entered into a retrofit agreement for the mechanical ventilation and air-conditioning (“MVAC”) system of the Group’s manufacturing plant located in the PRC. Under the agreement, the contractor is responsible for the retrofit work and maintenance of the MVAC system and in return, the contractor is entitled to monthly income for a period of about five years which is arrived at according to a pre-determined basis. The agreement constitutes a lease arrangement.

The following table shows the future lease payments in respect of leases of properties under tenancy agreements (note 15) and the retrofit work and maintenance of the MVAC system as at 31 December 2022 and 2021:

	Minimum lease payments		Present value of minimum lease payments	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
Amounts payable:				
Not later than one year	4,153	5,339	3,960	4,900
Later than one year and not later than five years	2,950	8,590	2,880	8,244
	<u>7,103</u>	<u>13,929</u>	<u>6,840</u>	<u>13,144</u>
Future finance costs	(263)	(785)	–	–
Present value of lease liabilities	<u>6,840</u>	<u>13,144</u>	<u>6,840</u>	<u>13,144</u>
			2022 HK\$'000	2021 HK\$'000
Analysed into:				
Amounts payable in more than one year included in non-current liabilities			2,880	8,244
Amounts payable within one year included in current liabilities			3,960	4,900
			<u>6,840</u>	<u>13,144</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

32. LEASE LIABILITIES (Continued)

The Group as lessee (Continued)

The movements of lease liabilities recognised by class of right-of-use assets during the year are as follows:

	Furniture and fixtures		Other properties leased for own used		Total	
	2022	2021	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January	946	1,601	12,198	13,961	13,144	15,562
Effect of lease modification	-	-	(1,652)	1,774	(1,652)	1,774
Interest expense (note 8)	23	64	296	533	319	597
Lease payments	(468)	(767)	(3,539)	(4,436)	(4,007)	(5,203)
Translation adjustment	(83)	48	(881)	366	(964)	414
At 31 December	<u>418</u>	<u>946</u>	<u>6,422</u>	<u>12,198</u>	<u>6,840</u>	<u>13,144</u>

For the year ended 31 December 2022, the total cash outflows for the Group's lease arrangements amounted to HK\$4,803,000 (2021: HK\$5,237,000).

33. AMOUNTS DUE TO ASSOCIATES

The amounts due are unsecured, interest-free and repayable on demand.

34. AMOUNTS DUE FROM/TO RELATED PARTIES/DIRECTORS

The amounts due are unsecured, interest-free and repayable on demand.

35. BORROWINGS

	2022	2021
	HK\$'000	HK\$'000
Current liabilities		
Bank borrowings	404,140	524,901
Other borrowings	<u>63,484</u>	<u>67,842</u>
	467,624	592,743
Non-current liabilities		
Bank borrowings	<u>337,716</u>	<u>454,433</u>
	<u>805,340</u>	<u>1,047,176</u>
Borrowings		
Secured (note 47)	622,557	744,698
Unsecured	<u>182,783</u>	<u>302,478</u>
	<u>805,340</u>	<u>1,047,176</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

35. BORROWINGS (Continued)

The maturity of borrowings is as follows: (note)

	2022 HK\$'000	2021 HK\$'000
Due within one year	416,180	592,743
Due after one year but within two years	72,552	403,040
Due after two years but within five years	316,608	51,393
	389,160	454,433
	805,340	1,047,176

Note: The maturity analysis is prepared based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause.

Included in borrowings as at 31 December 2022 were several term loans with principal sum of HK\$642,250,000 in total and outstanding loan balance of HK\$461,713,000 (2021: HK\$534,532,000). Such term loans are repayable on demand by 11 to 19 quarterly instalments followed by a final payments in years 2024 and 2027 (2021: years 2023 and 2024). The term loans are subject to the overriding right of the bank to demand repayment at any time at its own discretion which is exercisable only after the loan commitment periods. The current and non-current classification of these term loans is subject to when the loan commitment periods expire and whether the bank has unconditional right to demand repayment within 12 months from the end of the reporting period.

The carrying amounts of the borrowings are denominated in the following currencies:

	2022 HK\$'000	2021 HK\$'000
HK\$	471,823	524,404
US\$	333,517	522,772
	805,340	1,047,176

Among the Group's bank borrowings as at 31 December 2022, HK\$280,144,000 (2021: HK\$444,802,000) were arranged at fixed annual interest rates of 4.95% – 6.42% (2021: 1.08% – 1.59%). The remaining balance of the Group's borrowings of HK\$461,712,000 (2021: HK\$534,532,000) were arranged at floating rates of 5.59% – 6.38% (2021: 1.30%– 2.20%) per annum.

Among the Group's other borrowings as at 31 December 2022, HK\$37,485,000 (2021: HK\$46,791,000) were arranged at fixed annual interest rates of 1.00% (2021: 1.00%) and the remaining balance of HK\$25,999,000 (2021: HK\$21,051,000) were arranged at floating rates of 5.60% (2021: 1.26%) per annum.

As at 31 December 2022, the Group's bank borrowings amounted to HK\$732,485,000 (2021: HK\$971,728,000) were secured by personal guarantee provided by the director, Mr. Yung Kwok Kee, Billy ("Mr. Yung").

36. LOAN FROM NON-CONTROLLING SHAREHOLDER

The loan is unsecured, interest-free and not repayable within 12 months from the end of the reporting period.

37. DEFERRED TAX

Details of the deferred tax liabilities and (assets) recognised and movements thereon during the current and prior years are as follows:

	Accelerated tax depreciation and impairment of property, plant and equipment HK\$'000	Amortisation and impairment of intangible assets HK\$'000	Revaluation of properties HK\$'000	Withholding tax HK\$'000	Tax losses and others HK\$'000	Total HK\$'000
At 1 January 2021	11,413	38,587	602,527	11,362	(14,624)	649,265
Translation adjustment	324	889	17,319	186	(293)	18,425
Charged/(Credited) to profit or loss (note 10)	(1,208)	(17,045)	(32,300)	(10,320)	5,585	(55,288)
Charged to other comprehensive income (notes 15(a))	-	-	14,755	-	-	14,755
At 31 December 2021 and 1 January 2022	10,529	22,431	602,301	1,228	(9,332)	627,157
Translation adjustment	(715)	(1,776)	(49,586)	(115)	590	(51,602)
(Credited)/Charged to profit or loss (note 10)	(8,072)	(3,412)	(32,410)	427	5,672	(37,795)
Charged to other comprehensive income (note 15(a))	-	-	2,804	-	-	2,804
At 31 December 2022	1,742	17,243	523,109	1,540	(3,070)	540,564
					2022	2021
					HK\$'000	HK\$'000
Represented by:						
Deferred tax assets					(1,787)	(2,636)
Deferred tax liabilities					542,351	629,793
					540,564	627,157

As at 31 December 2022, the Group has unused tax losses of approximately HK\$512,184,000 (2021: HK\$513,011,000) available for offset against future profits. Deferred tax assets of HK\$174,000 (2021: HK\$6,542,000) have been recognised in respect of tax losses of HK\$696,000 (2021: HK\$26,166,000). No deferred tax assets have been recognised in respect of the remaining tax losses of HK\$511,488,000 (2021: HK\$486,845,000) due to the unpredictability of future profit streams.

The tax losses of the subsidiaries in Hong Kong may be carried forward indefinitely. The tax losses of the subsidiaries in other regions of the PRC may be carried forward for five years from the financial year when the corresponding loss was incurred.

As at 31 December 2022, deferred tax liabilities of approximately HK\$1,540,000 (2021: HK\$1,228,000) have been recognised in respect of the undistributed earnings of certain PRC subsidiaries amounted to approximately HK\$30,787,000 (2021: HK\$12,273,000). Deferred tax liabilities of approximately HK\$3,398,000 (2021: HK\$4,571,000) have not been established for withholding taxation that would be payable on the remaining unremitted earnings of the relevant PRC subsidiaries as at 31 December 2022, as in the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. Such unremitted earnings amounted to approximately HK\$39,319,000 as at 31 December 2022 (2021: HK\$60,323,000).

For the purposes of presentation of the financial statements, deferred tax assets and liabilities have been offset as they are related to income taxes levied by the same tax authority and the assets and liabilities are intended to be settled in net, or settled/realised simultaneously.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

38. SHARE CAPITAL

	2022		2021	
	Number of shares '000	Nominal value	Number of shares '000	Nominal value
Authorised				
<i>Ordinary share of US\$0.00002 each</i>				
Balance at the beginning and end of the year	<u>600,000</u>	<u>US\$12,000</u>	<u>600,000</u>	<u>US\$12,000</u>
Issued and fully paid				
<i>Ordinary share of US\$0.00002 each</i>				
Balance at the beginning of the year	523,254	US\$10,466	523,310	US\$10,467
Share repurchased and cancelled (<i>note</i>)	<u>-</u>	<u>-</u>	<u>(56)</u>	<u>(US\$1)</u>
Balance at the end of the year	<u>523,254</u>	<u>US\$10,466</u>	<u>523,254</u>	<u>US\$10,466</u>
Shown in the financial statements as		<u>HK\$82,000</u>		<u>HK\$82,000</u>

All shares are equally eligible to receive dividends and to the repayment of capital and each share is entitled to one vote at shareholders' meeting of the Company.

Note: In 2021, the Company repurchased a total of 56,000 of its own ordinary shares at HK\$8.44 each and the total consideration was HK\$471,000. All of these repurchased shares were cancelled in 2021. Upon cancellation of the 56,000 repurchased shares, the number of issued shares of the Company was reduced from 523,310,000 to 523,254,000. Of the repurchase cost of HK\$471,000, an amount of US\$1, equivalent to HK\$8, representing the par value of the cancelled shares was deducted from share capital whereas the remaining amount of HK\$471,000 was deducted from retained profits. The consideration for the share repurchase remain unsettled as at 31 December 2022.

39. RESERVES

The Group

Details of the movements in the Group's reserves are set out in the consolidated statement of changes in equity. The nature and purpose of the reserves are as follows:

Capital reserve

Capital reserve of the Group represents the capital contributions from the shareholders of the Company.

Financial assets at fair value through other comprehensive income reserve

Financial assets at fair value through other comprehensive income reserve comprises the cumulative net changes in the fair value of equity instruments designated at financial assets at fair value through other comprehensive income under HKFRS 9 that are held at the end of the reporting period and is dealt with in accordance with the accounting policies in note 4.13(i).

Share option reserve

Share option reserve comprises the cumulative expenses recognised on granting of share options over the vesting period and is dealt with in accordance with the accounting policies in note 4.25.

Translation reserve

Translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations in accordance with the accounting policy in note 4.21.

39. RESERVES (Continued)

The Group (Continued)

Assets revaluation reserve

Assets revaluation reserve has been set up in accordance with the accounting policies in note 4.7.

Statutory reserve

In accordance with the relevant PRC rules and regulations, certain subsidiaries of the Company are required to retain appropriate certain percentages of their profits after tax to the respective statutory reserves. Subject to certain restrictions as set out in the relevant PRC regulations, these statutory reserves may be used to make good previous years' losses, if any, or to increase the paid-up capital of the respective subsidiaries, and may be used for capital expenditure on staff welfare facilities, as appropriate.

The Company

Details of the movements in the Company's reserve during the current and prior years are as follows:

	Dividend reserve HK\$'000	Contributed surplus HK\$'000	Financial assets at fair value through other comprehensive income reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2021	2,617	896,524	5,499	965,568	1,870,208
Loss for the year	–	–	–	(249,386)	(249,386)
Other comprehensive income for the year	–	–	(8,306)	–	(8,306)
Reclassification of financial assets at fair value through other comprehensive income reserve to retained profits upon disposal	–	–	12,526	(12,526)	–
Shares repurchased and cancelled (note 38)	–	–	–	(471)	(471)
Dividend paid (note 12(b))	(2,617)	–	–	–	(2,617)
Proposed final dividend (note 12(a))	2,616	–	–	(2,616)	–
At 31 December 2021 and 1 January 2022	2,616	896,524	9,719	700,569	1,609,428
Profit for the year	–	–	–	145,680	145,680
Other comprehensive income for the year	–	–	11,156	–	11,156
Reclassification of financial assets at fair value through other comprehensive income reserve to retained profits upon disposal	–	–	(9,795)	9,795	–
Dividend paid (note 12(b))	(2,616)	–	–	–	(2,616)
Proposed final dividend (note 12(a))	1,570	–	–	(1,570)	–
At 31 December 2022	1,570	896,524	11,080	854,474	1,763,648

Contributed surplus

Contributed surplus of the Company represents the capital contributions from the shareholders of the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

40. NON-CONTROLLING INTERESTS

The total non-controlling interests as at 31 December 2022 was HK\$43,262,000 (2021: HK\$118,351,000), which is attributed to certain subsidiaries that are not 100% owned by the Group.

In the opinion of the directors, the non-controlling interests of Shunde Hua Feng Stainless Steel Welded Tubes Ltd. ("Shunde Hua Feng") and SMC Electric are material for the year ended 31 December 2022 whereas the non-controlling interests of PFC Device Inc., Shunde Hua Feng and SMC Electric were material for the year ended 31 December 2021.

Summarised financial information of Shunde Hua Feng, before intra-group eliminations, is presented below:

	2022	2021
	HK\$'000	HK\$'000
Year ended 31 December		
Revenue	<u>–</u>	<u>–</u>
Loss for the year	<u>(4,713)</u>	<u>(4,600)</u>
Total comprehensive income for the year	<u>(5,304)</u>	<u>(4,275)</u>
Loss for the year attributable to non-controlling interests	<u>(467)</u>	<u>(455)</u>
Total comprehensive income for the year attributable to non-controlling interests	<u>(525)</u>	<u>(425)</u>
Dividend paid to non-controlling interests	<u>–</u>	<u>–</u>
Cash flows used in operating activities	<u>(1)</u>	<u>(37)</u>
Net cash outflow	<u>(1)</u>	<u>(37)</u>
As at 31 December		
Current assets	81,457	88,995
Current liabilities	(182)	(125)
Non-current liabilities	(77,571)	(79,862)
	<u>3,704</u>	<u>9,008</u>
Accumulated non-controlling interests	<u>8,582</u>	<u>9,107</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

40. NON-CONTROLLING INTERESTS (Continued)

Summarised financial information of SMC Electric Group, before intra-group eliminations, is presented below:

	2022 HK\$'000	2021 HK\$'000
Year ended 31 December		
Revenue	<u>254,489</u>	<u>230,443</u>
Profit for the year	<u>22,370</u>	<u>28,319</u>
Total comprehensive income for the year	<u>20,325</u>	<u>28,991</u>
Profit for the year attributable to non-controlling interests	<u>5,592</u>	<u>7,080</u>
Total comprehensive income for the year attributable to non-controlling interests	<u>5,081</u>	<u>7,247</u>
Dividend paid to non-controlling interests	<u>(11,500)</u>	<u>(2,000)</u>
Cash flows from operating activities	48,852	28,870
Cash flows used in investing activities	(212)	(4,101)
Cash flows used in financing activities	<u>(49,632)</u>	<u>(11,658)</u>
Net cash (outflow)/inflow	<u>(992)</u>	<u>13,111</u>
As at 31 December		
Current assets	169,214	211,202
Non-current assets	13,138	13,011
Current liabilities	(43,496)	(59,818)
Non-current liabilities	<u>(136)</u>	<u>–</u>
	<u>138,720</u>	<u>164,395</u>
Accumulated non-controlling interests	<u>34,680</u>	<u>41,099</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

40. NON-CONTROLLING INTERESTS (Continued)

Summarised financial information of PFC Group, before intra-group eliminations, is presented below:

	2021 HK\$'000
Year ended 31 December	
Revenue	<u>188,196</u>
Profit for the year	<u>12,757</u>
Total comprehensive income for the year	<u>17,071</u>
Profit for the year attributable to non-controlling interests	<u>4,315</u>
Total comprehensive income for the year attributable to non-controlling interests	<u>5,797</u>
Dividend paid to non-controlling interests	<u>–</u>
	2021 HK\$'000
Year ended 31 December	
Cash flows from operating activities	28,075
Cash flows used in investing activities	(84,628)
Cash flows from financing activities	<u>37,031</u>
Net cash outflow	<u>(19,522)</u>
As at 31 December	
Current assets	141,217
Non-current assets	130,075
Current liabilities	(42,179)
Non-current liabilities	<u>(977)</u>
	<u>228,136</u>
Accumulated non-controlling interests	<u>68,145</u>

41. SHARE OPTION SCHEME

The share option scheme adopted by the subsidiary, PFC Device Inc. is detailed as follows:

PFC Device Inc.

Pursuant to resolutions passed by the shareholder of PFC Device Inc. on 19 September 2016, the adoption of the share option scheme of PFC Device Inc. (the "PFC Device Option Scheme") was approved to enable PFC Device Inc. to grant options to eligible persons as incentives or rewards for their contributions or potential contribution to PFC Group. Eligible participants of PFC Device Option Scheme include the directors, employees, executives or officers of PFC Group and any suppliers, consultants, agents, advisers and related entities to PFC Group.

The PFC Device Option Scheme shall be valid and effective for a period of ten years commencing from the date on which the PFC Device Option Scheme becomes unconditional. The subscription price shall be such price as the board of directors of PFC Device Inc. in its absolute discretion shall determine, provided that such price will not be less than the highest of: (a) the closing price of the shares of PFC Device Inc. as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for a business of dealing in securities; (b) the average of the official closing prices of the shares of PFC Device Inc. as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant; and (c) the nominal value of a share of PFC Device Inc.

The total number of shares of PFC Device Inc. which may be issued upon exercise of all options under the PFC Device Option Scheme must not in aggregate exceed 10% of the total number of shares of PFC Device Inc. in issue at the time dealings in the shares first commence on the Stock Exchange which amounts to 160,000,000 shares.

On 22 March 2017, options to subscribe for an aggregate of 41,794,191 shares of PFC Device Inc. were granted under PFC Device Option Scheme to certain directors, senior management, employees and consultants of PFC Device Inc. which shall vest based on the vesting schedules specified in the offer documents of the respective grantees. Share options granted to non-employee participants are for their contributions to the PFC Group in respect of providing services similar to those rendered by its employees.

The fair value of the share options granted by PFC Device Inc. under the PFC Device Option Scheme (the "PFC Device Share Options") on 22 March 2017 was HK\$3,271,000. The fair value was estimated by independent professional valuer at the date of grant using the Binomial Model taking into account the terms and conditions of the options granted.

The following table shows the significant inputs used in the model:

Dividend yield	0%
Historical volatility	43.032%
Risk-free interest rate	1.636%
Expected life of option	10 years

The historical volatility of a combination of companies of similar nature was used to estimate the historical volatility of the shares of PFC Device Inc.

41. SHARE OPTION SCHEME (Continued)

During the year ended 31 December 2022, no share-based payment expense was charged to profit or loss (2021: nil). The movements of the share options granted under PFC Device Option Scheme during the current and prior years are as follows:

Grantee	Date of grant	Exercise price (note)	Number of options			As at 31 December 2022
			As at 1 January 2022	Exercised during the year	Cancelled during the year	
Directors of PFC Device Inc.	22 March 2017	HK\$3.179	426,012	-	(426,012)	-
Employees	22 March 2017	HK\$3.179	249,606	-	(249,606)	-
Consultants	22 March 2017	HK\$3.179	8,304	-	(8,304)	-
			683,922	-	(683,922)	-

Grantee	Date of grant	Exercise price (note)	Number of options				As at 31 December 2021
			As at 1 January 2021	Share consolidation and rights issue adjustment	Exercised during the year	Forfeited during the year	
Directors of PFC Device Inc.	22 March 2017	HK\$3.179	8,208,343	(7,782,331)	-	-	426,012
Employees	22 March 2017	HK\$3.179	5,289,375	(5,014,857)	-	(24,912)	249,606
Consultants	22 March 2017	HK\$3.179	160,000	(151,696)	-	-	8,304
			13,657,718	(12,948,884)	-	(24,912)	683,922

Note: The exercise price per PFC Device Share Option was adjusted upon the completion of share consolidation and rights issue by PFC Device Inc. on 27 May 2021 and 2 July 2021 respectively.

The closing price of the shares of PFC Device Inc. immediately before the date of grant of share options was HK\$0.172. The share options granted on 22 March 2017 are valid and effective for a period of ten years from date of acceptance on 1 April 2017 subject to vesting requirements that the options shall be vested by stages which last for nine months to 3.25 years.

During the year ended 31 December 2021, options to subscribe for 24,912 ordinary shares, after adjusted for the share consolidation and Rights Issue of PFC Device Inc. (as defined in note 43), were forfeited upon the resignation of the employees of PFC Group. The fair value of those forfeited and vested PFC Device Share Options at the date of grant attributable to owners of the Company was HK\$25,000.

As at 31 December 2021, the number of outstanding PFC Device Share Options, after adjusted for the share consolidation and Rights Issue, were 683,922 and all of them were vested and exercisable by the grantees by giving notice in writing to PFC Device Inc. The weighted average remaining contractual life of these options was 5.25 years. The exercise in full of these outstanding share options would, under the present capital structure of PFC Device Inc., result in the issue of 683,922 additional ordinary shares of PFC Device Inc.

On 5 November 2021, Lotus Atlantic, the then immediate holding company of PFC Device Inc. and being the offeror, requested the board of directors of PFC Device Inc. to put forward the offer to the holders of the outstanding PFC Device Share Options ("Options Holders") for the cancellation of each the outstanding PFC Device Share Options held by the Options Holders at cash offer of a nominal amount of HK\$0.01 per PFC Device Share Option (the "Option Offer"). The Option Offer was conditional upon the scheme arrangement in relation to the privatisation of PFC Device Inc. as further detailed in note 44 became effective.

The scheme arrangement for the privatisation of PFC Device Inc. became effective on 23 March 2022, and all outstanding PFC Device Options were cancelled on the same day. The total consideration paid by Lotus Atlantic for the cancellation of PFC Device Share Options amounted to HK\$7,000.

Details of the Option Offer are set out in the circular jointly published by PFC Device Inc. and Lotus Atlantic on 21 January 2022.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

42. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

	NOTES	As at 31 December 2022 HK\$'000	As at 31 December 2021 HK\$'000
ASSETS AND LIABILITIES			
Non-current assets			
Investment properties		119,500	121,900
Property, plant and equipment		9,200	9,499
Intangible assets		11,840	–
Interests in subsidiaries	56	173,460	9,191
Other assets		74,988	74,988
Financial assets at fair value through other comprehensive income		57,239	57,216
Loan receivable		–	6,239
		<u>446,227</u>	<u>279,033</u>
Current assets			
Trade and other receivables, prepayment and deposits		6,252	5,109
Financial assets at fair value through profit or loss		105,844	130,571
Amounts due from subsidiaries		2,950,149	2,528,618
Cash and bank balances		13,187	56,206
		<u>3,075,432</u>	<u>2,720,504</u>
Current liabilities			
Other payables and accruals		161,837	150,457
Financial liabilities at fair value through profit or loss		–	622
Lease liabilities		922	877
Amounts due to subsidiaries		864,673	182,513
Amount due to a director		30,388	91,962
Borrowings		357,329	503,177
		<u>1,415,149</u>	<u>929,608</u>
Net current assets		<u>1,660,283</u>	<u>1,790,896</u>
Non-current liabilities			
Borrowings		337,716	454,433
Lease liabilities		5,064	5,986
		<u>342,780</u>	<u>460,419</u>
Net assets		<u>1,763,730</u>	<u>1,609,510</u>
CAPITAL AND RESERVES			
Share capital	38	82	82
Reserves	39	1,763,648	1,609,428
Total equity		<u>1,763,730</u>	<u>1,609,510</u>

On behalf of the directors

CHOW KAI CHIU, DAVID
Director

LI PIK MUI, CINDY
Director

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

43. ACQUISITION OF ADDITIONAL EQUITY INTEREST IN A SUBSIDIARY

During the year ended 31 December 2021, PFC Device Inc. completed the rights issue of shares on the basis of one rights share for every two consolidated shares at a subscription price of HK\$0.80 per rights share (the "Rights Issue"). Under the Rights Issue, PFC Device Inc. issued 40,450,806 ordinary shares and the net proceeds raised by PFC Device Inc. from the Rights Issue, after deduction of transaction costs of HK\$1,701,000, were approximately HK\$31,289,000.

Under the Rights Issue, Lotus Atlantic, being the then immediate holding company of PFC Device Inc., acquired additional 37,649,229 ordinary shares of PFC Device Inc. at total consideration of HK\$30,119,000. Upon completion of the transaction, the Group's equity interest in PFC Device Inc. increased from 58.65% to 70.13%. There was no change in control in PFC Device Inc. and acquisition of additional equity interest in PFC Device Inc. is accounted for as equity transaction.

	2021 HK\$'000
Consideration paid by Lotus Atlantic for the acquisition of additional equity interest in PFC Device Inc. under the Rights Issue	30,119
Net proceeds received by PFC Group under the Rights Issue, net of transaction costs	<u>(31,289)</u>
Net proceeds received by the Group under the Rights Issue	<u><u>(1,170)</u></u>
	2021 HK\$'000
Net proceeds received by the Group under the Rights Issue	1,170
Increase in the Group's share of the net assets of PFC Group	<u>11,976</u>
Difference on acquisition of additional equity interest in PFC Device Inc.	<u><u>13,146</u></u>
	2021 HK\$'000
Net proceeds received by the Group under the Rights Issue during the year	<u>1,170</u>
Net inflow of cash and cash equivalents in respect of the acquisition of additional equity interest in PFC Device Inc.	<u><u>1,170</u></u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

44. ACQUISITION OF REMAINING EQUITY INTEREST IN A SUBSIDIARY

On 5 November 2021, Lotus Atlantic, the then immediate holding company of PFC Device Inc. and being the offeror, requested the board of directors of PFC Device Inc. to put forward to other shareholders of PFC Device Inc. (the "Scheme Shareholders") for the proposed privatisation of PFC Device Inc. by way of a scheme of arrangement under the Companies Act of the Cayman Islands involving the cancellation of shares held by the Scheme Shareholders (the "Scheme Shares") and, in consideration of the cancellation of Scheme Shares, the payment to the Scheme Shareholders at the price of HK\$1.40 for every Scheme Share, which will be payable by Lotus Atlantic to Scheme Shareholders in cash. The total consideration payable for the cancellation of the Scheme Shares amounted to HK\$50,746,000 (the "Scheme"); and the withdrawal of the listing of the shares of PFC Device Inc. on GEM of the Stock Exchange. Details of the Scheme are set out in the circular jointly published by PFC Device Inc. and Lotus Atlantic on 21 January 2022.

All of the conditions as set out in the Scheme were fulfilled and the Scheme became effective on 23 March 2022. The listing of the shares of PFC Device Inc. on GEM of the Stock Exchange was withdrawn on 25 March 2022.

Upon completion of the Scheme, the Group's equity interest in PFC Device Inc. has increased from 70.13% to 100% and PFC Device Inc. become a wholly-owned subsidiary of the Company.

	2022
	HK\$'000
Consideration paid by Lotus Atlantic for the acquisition of remaining equity interest in PFC Device Inc. under the Scheme	50,746
Increase in the Group's share of the net assets of PFC Group	(67,595)
	<hr/>
Increase in equity attributable to owners of the Company	(16,849)
	<hr/> <hr/>

There was no change in control in PFC Device Inc. and acquisition of remaining equity interest in PFC Device Inc. is accounted for as equity transaction.

	2022
	HK\$'000
Consideration paid by the Group under the Scheme during the year	50,746
Less: Consideration remain unsettled as at 31 December 2022	(1,683)
	<hr/>
Net outflow of cash and cash equivalents in respect of the acquisition of remaining equity interest in PFC Device Inc.	49,063
	<hr/> <hr/>

45. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financing activities is as follows:

	Borrowings HK\$'000 (note 35)	Lease liabilities HK\$'000 (note 32)	Amount due to a director HK\$'000 (note 34)	Loan from non-controlling shareholder HK\$'000 (note 36)
At 1 January 2021	1,080,815	15,562	27,553	7,238
Changes from cash flows				
Proceeds of new borrowings	1,011,973	-	-	-
Repayment of borrowings	(1,049,446)	-	-	-
Advances received	-	-	79,318	-
Repayment of advances	-	-	(21,624)	-
Payment of capital element of lease liabilities	-	(4,606)	-	-
Payment of interest element of lease liabilities	-	(597)	-	-
Other borrowing costs paid	(16,890)	-	-	-
Total changes from financing cash flows	(54,363)	(5,203)	57,694	-
Exchange adjustment	3,834	414	-	668
Other changes				
Interest expenses	16,890	597	-	-
Effect of lease modification	-	1,774	-	-
Service fee to a director (note 51(a))	-	-	6,715	-
	16,890	2,371	6,715	-
At 31 December 2021 and 1 January 2022	1,047,176	13,144	91,962	7,906
Changes from cash flows				
Proceeds of new borrowings	678,080	-	-	-
Repayment of borrowings	(920,528)	-	-	-
Repayment of advances	-	-	(70,527)	-
Payment of capital element of lease liabilities	-	(3,688)	-	-
Payment of interest element of lease liabilities	-	(319)	-	-
Other borrowing costs paid	(25,918)	-	-	-
Total changes from financing cash flows	(268,366)	(4,007)	(70,527)	-
Exchange adjustment	612	(964)	-	(226)
Other changes				
Interest expenses	25,918	319	-	-
Effect of lease modification	-	(1,652)	-	-
Service fee to a director (note 51(a))	-	-	8,953	-
	25,918	(1,333)	8,953	-
At 31 December 2022	805,340	6,840	30,388	7,680

46. RETIREMENT BENEFITS SCHEME

The Group operates the Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. The MPF Scheme is a defined contribution retirement benefits scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. Under the MPF scheme, the employer and its 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. In additions, employer voluntary contributions are made for eligible employees following the Group’s policy, as a part of the employee benefits program. The Group has no further payment obligations once the contributions have been paid. Contributions to the MPF Scheme are recognised as an expense in profit or loss when the services are rendered by the employees.

The employees of the subsidiaries of the Company which operate in the PRC are required to participate in a central pension scheme operated by the local municipal governments. These PRC subsidiaries are required to contribute a specified percentage of their payroll costs to the central pension scheme to fund the benefits. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme. The Group’s obligations under these plans are limited to the fixed percentage contribution payable.

The total expenses recognised in profit or loss of HK\$9,196,000 (2021: HK\$8,791,000) represent contributions paid/payable to these schemes by the Group in the current year.

47. PLEDGE OF ASSETS

Other than the negative pledges disclosed in notes 14 and 15, the Group has pledged the following assets and assigned rental income from leasing of its investment properties to secure for the general banking and other loan facilities granted to the Group:

	2022 HK\$’000	2021 HK\$’000
Investment properties	1,558,613	1,758,818
Property, plant and equipment	13,165	14,677
Financial assets at fair value through profit or loss	190,096	130,571
Financial assets at fair value through other comprehensive income	212,140	245,307
Bank balances	153	156
	<u>1,974,167</u>	<u>2,149,529</u>

The issued share capital of one subsidiary (2021: one subsidiary) held by the Company were pledged to a bank to secure for the available banking facilities granted to the Group. The aggregate net asset value of the subsidiary as at 31 December 2022 was approximately HK\$1,353 million (2021: HK\$1,456 million).

48. OPERATING LEASE ARRANGEMENTS

As lessor

The Group leases its investment properties (note 14) under operating lease arrangements with leases negotiated for period ranging from one year to eight years (2021: one year to ten years). At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments receivable as follows:

	2022 HK\$’000	2021 HK\$’000
Within one year	71,898	79,896
After one year but within two years	47,829	51,907
After two years but within three years	28,759	30,670
After three years but within four years	15,110	20,385
After four years but within five years	12,498	14,072
Over five years	10,950	25,425
	<u>187,044</u>	<u>222,355</u>

49. OTHER COMMITMENTS

At the end of the reporting period, the Group had other significant commitments as follows:

	2022	2021
	HK\$'000	HK\$'000
Contracted for but not provided in the financial statements:		
Acquisition of property, plant and equipment	40,974	115,360
Property development	12,022	13,438
Investment in equity securities	433,445	409,804

50. CONTINGENT LIABILITIES

- (a) A lawsuit brought by a claimant (the "Claimant") in 2014 alleging that the registration of the legal titles of the GZ Property passed to the Group pursuant to the Master Agreement as mentioned in note 28(a) being illegal and requesting the PRC land bureau to revoke the certificates of the GZ Property issued by it to the Group. The lawsuit was finalised as at the date of these financial statements and pursuant to the final judgment of the court, the transfer and the registration of the titles of the GZ Property are proper and the Group has legal titles and all relevant rights over the GZ Property. Another lawsuit was brought by the Claimant alleging the Group, the Vendor and the Mortgaged Bank as defined in note 28(a) colluded in bad faith, thereby harming its interests in respect of the sale and purchase agreement entered into by the Mortgage Bank and Claimant in 2007 and requesting the court to void the Master Agreement. The court also ruled during the year that the Claimant's allegations were not justified, and that the ruling was final. On the other hand, the Group has brought an lawsuit against the tenants of the GZ property, including the Claimant, requesting them to vacate the GZ property and to compensate for losses suffered by the Group including rentals and interests. The lawsuit brought by the Group is still in progress as at the date of these financial statements. Having regard to the latest development of the cases, the directors are of the opinion that the above lawsuits would not result in significant financial impact on the Group.
- (b) The Group has undertaken to bear the legal and professional fees as well as any economic obligation exposed by the Mortgage Bank arising from the lawsuit initiated by the Claimant as mentioned in note (a) above. Deposits amounting to RMB20,974,000 (equivalent to HK\$23,480,000) as at 31 December 2022 (2021: RMB20,282,000 (equivalent to HK\$24,807,000)) have been placed by the Group in the bank account designated by the Mortgage Bank to secure for the undertaking. Based on the advice from the PRC legal counsel, the directors are of the opinion that such undertaking would not result in significant financial impact to the Group.
- (c) During the year ended 31 December 2015, the Group entered into sale and purchase agreement with an independent third party to dispose of certain land parcels in Hong Kong which had been held by the Group for property development. The consideration for the disposal of those land parcels amounted to HK\$26,600,000. However, the directors had come to know that there might have potential legality issue in respect of the titles of those land parcels which may therefore render the sale and purchase agreement ineffective. As assessed by the directors, it was uncertain as to when the legality issue of those land titles can be addressed. Accordingly, the Group had written down the net carrying amount of the concerned land parcels during the year ended 31 December 2015 which amounted to HK\$17,417,000 and recorded the consideration paid by the buyer as deposit received under "Trade and other payables". Consideration paid by the buyer amounted to HK\$25,680,000 as at 31 December 2022 (2021: HK\$25,680,000). Based on the current assessment of the directors, it is still uncertain as to when potential legality issue of the land parcels can be addressed, which is subject to latest development of government policies and related legislation. As assessed by the directors, claims, if any, arising from this potential land legality issue would not result in material effect to the financial statements to the Group.
- (d) In 2019, a claim was lodged against the Group by a contractor (the "Contractor") in respect of the dispute arising from the early termination and settlement of an engineering contract of the Group's property project in Hong Kong and the Group has initiated a counterclaim against the Contractor for the advances paid by the Group on behalf of the Contractor together with damages suffered by the Group. The Group and the Contractor agreed to resolve the dispute by arbitration and the arbitration procedure is still in progress as at the date of these financial statements. No provision has been made for the claim lodged by the Contractor. Having regard to the advices from the legal advisor, the directors are of the opinion that the Group has reasonable grounds in this contractual dispute and the claim would not have material adverse impact on the result and financial position of the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

51. RELATED PARTY TRANSACTIONS

Transactions between the entities among the Group have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties including key management personnel are disclosed below.

- (a) Save as disclosed elsewhere in these financial statements, the Group had the following significant transactions with related parties:

	2022 HK\$'000	2021 HK\$'000
Service fee paid to a director (<i>note</i>)	8,953	6,715
Raw materials and goods purchased from an associate	30,760	31,043
Sales of properties to a director and related parties	33,190	–
	<u>33,190</u>	<u>–</u>

Note:

Service fee was paid to Mr. Yung, director of the Company, for providing personal guarantee to banks in respect of the banking facilities granted to the Group, which is charged at the rate of 0.5% (2021: 0.38%) on the amount of facilities granted.

- (b) The remuneration of members of key management were as follows:

	2022 HK\$'000	2021 HK\$'000
Salaries, allowance and other benefits	30,924	30,582
Contributions to defined contribution retirement plan	1,215	946
	<u>32,139</u>	<u>31,528</u>

52. EVENTS AFTER THE REPORTING PERIOD

On 1 June 2023, the Group entered into a sales and purchase agreement with an independent third party to dispose of its 26.61% equity interest in a joint venture, 艾普陽科技(深圳)有限公司 (“艾普陽深圳”), at a consideration of approximately RMB135,660,000. The principal activities of 艾普陽深圳 are software development and licencing. Upon completion of the disposal, the Group's equity interest in 艾普陽深圳 will be reduced from 51.18% to 24.57%, and 艾普陽深圳 will become an associate of the Group.

On 30 June 2023, the Group entered into a sales and purchase agreement with an independent third party to acquire a land and building through acquiring 100% equity interest in 廣州天天友誼食品有限公司 (“廣州天天”), a limited liability company established in the PRC, at a consideration of approximately RMB45,000,000.

The aforementioned transactions were still in progress up to the date of these financial statements.

53. CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital and to support the Group's financial stability and growth.

The Group monitors its capital structure on the basis of gearing ratio i.e. net debt to equity. Net debt includes borrowings less cash and bank balances and restricted bank deposits. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or issue new shares.

The gearing ratios of the Group as at 31 December 2022 and 2021 were as follows:

	2022 HK\$'000	2021 HK\$'000
Debts	805,340	1,047,176
Less: cash and bank balances and restricted bank deposits	<u>(607,859)</u>	<u>(838,517)</u>
Net debts	<u>197,481</u>	<u>208,659</u>
Capital represented by total equity	<u>3,986,228</u>	<u>4,402,706</u>
Gearing ratio	<u>5.0%</u>	<u>4.7%</u>

The Group targets to maintain a gearing ratio of not higher than 50% which is in line with the expected changes in economic and financial conditions. The Group's overall strategy on capital management remains unchanged throughout the current year.

54. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

54.1 Categories of financial instruments

	2022 HK\$'000	2021 HK\$'000
Financial assets		
Financial assets at fair value through profit or loss	229,784	236,844
Financial assets at fair value through other comprehensive income	793,903	717,188
Financial assets measured at amortised cost [#]	932,957	1,676,623
Financial liabilities		
Financial liabilities at amortised cost [^]	1,193,159	1,580,639
Financial liabilities at fair value through profit or loss	-	3,410
Other financial instruments – Lease liabilities	<u>6,840</u>	<u>13,144</u>

[#] including trade receivables, loans receivable, finance lease receivables, other receivables, amounts due from a director and related parties, and bank balances including restricted bank deposits.

[^] including trade payables, other payables and accruals, refundable deposits received, amounts due to associates, a director and a related party, borrowings and loan from non-controlling shareholder.

54. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(Continued)

54.2 Financial results by financial instruments

	2022 HK\$'000	2021 HK\$'000
Fair value gain/(loss) on:		
Financial assets at fair value through profit or loss	(65,781)	(189,555)
Financial liabilities at fair value through profit or loss	3,410	11,788
(Decrease)/Increase in fair value of:		
Financial assets at fair value through other comprehensive income	(64,638)	15,758
Interest income/(expenses) on:		
Financial assets at amortised cost	12,893	24,378
Financial assets at fair value through profit or loss	425	9,878
Financial liabilities at amortised cost	(25,918)	(16,890)
Other financial instruments – Lease liabilities	(319)	(597)
Dividend income from:		
Financial assets at fair value through profit or loss	4,516	712
Financial assets at fair value through other comprehensive income	38,563	52,648
Impairment loss on:		
Financial assets at amortised cost	820	5,096

54. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(Continued)

54.3 Fair value of financial instruments

(a) Financial instruments measured at fair value

The following table presents the carrying value of financial instruments measured at fair value as at 31 December 2022 and 2021 across the three levels of the fair value hierarchy defined in HKFRS 13, with the fair value of each financial instruments categorised in its entirety based on the lowest level of input that is significant to the fair value measurement. The levels are defined as follows:

Level 1 (highest level):	fair values measured using quoted prices (unadjusted) in active markets for identical financial instruments
Level 2:	fair values measured using quoted prices in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data
Level 3 (lowest level):	fair values measured using valuation techniques in which any significant input is not based on observable market data

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
As at 31 December 2022				
Financial assets				
Financial assets at fair value through other comprehensive income				
– Listed equity securities	212,140	–	–	212,140
– Unlisted equity securities	–	–	581,763	581,763
Financial assets at fair value through profit or loss				
– Listed equity securities	202,826	–	–	202,826
– Listed bond	1,700	–	–	1,700
– Equity-linked notes	–	25,258	–	25,258
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
As at 31 December 2021				
Financial assets				
Financial assets at fair value through other comprehensive income				
– Listed equity securities	288,317	–	–	288,317
– Unlisted equity securities	–	14,080	414,791	428,871
Financial assets at fair value through profit or loss				
– Listed equity securities	186,081	–	–	186,081
– Listed bond	2,938	–	–	2,938
– Equity-linked notes	–	46,582	–	46,582
– Other derivative financial instruments	1,243	–	–	1,243
Financial liabilities				
Financial liabilities at fair value through profit or loss				
– Forward contracts for listed shares	–	(3,410)	–	(3,410)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

54. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(Continued)

54.3 Fair value of financial instruments (Continued)

(a) Financial instruments measured at fair value (Continued)

Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (i.e. Level 3), being unlisted equity securities, are as follows:

	2022 HK\$'000	2021 HK\$'000
Unlisted equity securities		
At 1 January	414,791	–
Transfer into Level 3	14,080	163,245
Purchases	187,031	208,735
Change in fair value	<u>(34,139)</u>	<u>42,811</u>
At 31 December	<u>581,763</u>	<u>414,791</u>

Transfers between levels of the fair value hierarchy are reported at the beginning of the reporting period in which they occur. Transfers into Level 3 are generally the result of decreases in market trading activity causing less transparency in prices of the investments. Transfers out of Level 3 are generally the result of increases in market trading activity, including investment dispositions, causing more transparency in prices of the investments.

During the years ended 31 December 2022 and 2021, there was no transfer between instruments in Level 1 and Level 2.

The fair values of listed equity and debt securities as well as derivatives as at 31 December 2022 and 2021 were determined by directors based on quoted market prices available on the relevant stock exchanges.

The fair values of unlisted equity and debt securities as well as derivatives as at 31 December 2022 and 2021 were estimated by management with reference to quotations provided by the brokers and where applicable, the subscription price of related capital transaction of the investee.

(b) Financial instruments not measured at fair value

Financial instruments not measured at fair value include loans receivable, finance lease receivables, trade receivables, other receivables, bank balances including restricted bank deposits, trade payables, other payables and accruals, amounts due from/to associates, directors and other related parties, loan from non-controlling shareholder and borrowings.

Due to their short-term nature, the carrying values of trade receivables, other receivables, bank balances including restricted bank deposits, trade payables, other payables and accruals and amounts due from/to associates, directors and other related parties approximate their fair values.

For disclosure purpose, the fair values of loans receivable, finance lease receivables, loan from non-controlling interests and borrowings are not materially different from their carrying values. Those fair values have been determined by using discounted cash flow models and are classified as level 3 in the fair value hierarchy. Significant inputs include expected future cash flows and discount rates used to reflect the credit risks of the group entities and the counterparties, where appropriate.

55. FINANCIAL RISK MANAGEMENT

55.1 Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks which comprise market risk (including foreign currency risk, price risk, and interest rate risk), credit risk and liquidity risk. The Group's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by key management under the policies approved by the board of directors. The Group does not have written risk management policies. However, the directors and senior management of the Group meet regularly to identify and evaluate risks and to formulate strategies to manage financial risks.

55.2 Market risk

(i) Foreign currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group mainly operates in Hong Kong and the PRC. The functional currency of the Company and its subsidiaries are mainly HK\$, US\$ and RMB with certain of their business transactions being settled in US\$ and RMB. The Group is thus exposed to currency risk arising from fluctuations on foreign currencies, primarily US\$ and RMB, against the functional currency of the Company and the group entities. Currently the Group does not have foreign currency hedging policy but the management continuously monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The Group continues to conduct its sales mainly in US\$ and RMB and make payments either in US\$, HK\$ and RMB. In addition, the Group's borrowings were denominated in HK\$ and US\$. The directors considered that a natural hedge mechanism existed. The Group would, however, closely monitor the volatility of the RMB exchange rate. All in all, the Group's risk exposure to foreign exchange rate fluctuations remain minimal.

The overall exposure in respect of the carrying amounts of the Group's foreign currency denominated financial assets and liabilities in net position as at 31 December 2022 and 2021 were as follows:

	2022	2021
	HK\$'000	HK\$'000
Net financial assets		
HK\$	247,130	217,628
US\$	530,037	159,294
RMB	<u>1,039,501</u>	<u>997,013</u>

As HK\$ is pegged to US\$, the Group does not have material exchange risk exposure on such currencies. The following sensitivity analysis, determined based on the assumed percentage changes in foreign currency exchange rates taking place at the beginning of the financial year and held constant throughout the year, demonstrates the Group's exposure to a reasonably possible change in RMB exchange rate against the HK\$ on the Group's net asset position denominated in RMB as at the end of the reporting period (in practice, the actual trading results may differ from the sensitivity analysis below and the difference could be material):

	Decrease/(Increase) in loss for the year and increase/(decrease) in retained profits	
	2022	2021
	HK\$'000	HK\$'000
RMB against HK\$		
– strengthen by 5% (2021: 5%)	43,399	41,625
– weaken by 5% (2021: 5%)	<u>(43,399)</u>	<u>(41,625)</u>

The changes in the exchange rates do not affect the Group's other components of equity.

55. FINANCIAL RISK MANAGEMENT (Continued)

55.2 Market risk (Continued)

(ii) Price risk

The Group is mainly exposed to price risk arising from its investments in debt and equity securities and derivatives which are classified as financial assets/liabilities at fair value through profit or loss (notes 27 and 31) and financial assets at fair value through other comprehensive income (note 20) as price of those investments in future are uncertain.

The Group's investments in listed equity securities are traded mainly on the Stock Exchange, the New York Stock Exchange, the Nasdaq Exchange, the Shenzhen Stock Exchange and the Shanghai Stock Exchange. The Group also invested in unlisted equity securities and unlisted investment funds for strategic purposes. Decisions to buy or sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the relevant stock market index and other industry indicators, as well as the Group's liquidity needs. To manage its price risk arising from the equity securities, the Group maintains a portfolio of diversified investments in terms of industry distribution. Also, the Group has appointed a special team to monitor the price risk and will consider hedging of the risk if necessary.

The Group also holds certain investments in debt securities and derivatives which are also subject to price risk.

The Group's exposure to price risk for debt securities include changes in the credit spreads and market interest rates. No sensitivity analysis on price risk arising from investments in debt securities relating to credit spreads of debt securities has been presented as the directors of the Company did not expect the significant fluctuation as at 31 December 2022 and 2021.

Derivative financial instruments mainly include equity-linked notes and forward contracts for listed shares. Equity-linked notes are linked to the performance of the underlying shares and thus the Group is subject to the risk of price fluctuations of the underlying shares. When the price of the underlying shares is moving in an unfavorable direction to below the predetermined price, the equity-linked notes are converted into the equity securities of the underlying shares. Forward contracts for listed share are subject to significant price risk. The Group has to purchase the agreed amount of the underlying shares at the forward price even when the market price falls below the forward price resulting in potential significant loss. The directors manage the exposure by closely monitoring the portfolio of derivative financial instruments and maintain it at a reasonable level to the total investments. The directors maintain an investment portfolio which mix a variety of investments to optimise investment return to the Group.

Management's best estimate of the effect on the Group's results in respect of those listed and unlisted equity securities due to a reasonably possible change in the relevant stock market index, with all other variables held constant, at the end of the reporting period are as follows (in practice, the actual trading results may differ from the sensitivity analysis below and the difference could be material):

	Decrease/(Increase) in loss for the year and increase/(decrease) in retained profits	
	2022	2021
	HK\$'000	HK\$'000
Listed equity securities classified as financial assets at fair value through profit or loss		
Listed in Hong Kong — Hang Seng Index		
+ 31% (2021: + 18%)	42,089	27,610
– 31% (2021: – 18%)	(42,089)	(27,610)
	—————	—————
Listed in New York Stock Exchange — NASDAQ Composite Index		
+ 25% (2021: + 24%)	420	477
– 25% (2021: – 24%)	(420)	(477)
	—————	—————
Listed in stock exchange in the PRC		
+ 16%	4,576	N/A
– 16%	(4,576)	N/A
	—————	—————

55. FINANCIAL RISK MANAGEMENT (Continued)

55.2 Market risk (Continued)

(ii) Price risk (Continued)

	Increase/(Decrease) in other comprehensive income and financial assets at fair value through other comprehensive income reserve	
	2022	2021
	HK\$'000	HK\$'000
Listed equity securities classified as financial assets at fair value through other comprehensive income		
Listed in Hong Kong — Hang Seng Index		
+ 31% (2021: + 18%)	66,200	44,155
– 31% (2021: – 18%)	(66,200)	(44,155)
	—————	—————
Listed in New York Stock Exchange — NASDAQ Composite Index		
2021: +24%	N/A	10,322
2021: – 24%	N/A	(10,322)
	—————	—————
Unlisted equity securities classified as financial assets at fair value through other comprehensive income		
+ 25% (2021: + 24%)	147,331	102,929
– 25% (2021: – 24%)	(147,331)	(102,929)
	—————	—————

In the opinion of the directors, the sensitivity analysis is unrepresentative of the inherent equity price risk as the exposure at the end of the reporting period does not reflect the exposure during the year.

The policies to manage price risk have been followed by the Group since prior years and are considered to be effective.

(iii) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rate. The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest rate risk mainly arises from borrowings. Borrowings arranged at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. As at 31 December 2022, approximately 61% (2021: 53%) of the borrowings bore interest at floating rates. The interest rates and repayment terms of the borrowings outstanding at the end of reporting period are disclosed in note 35.

The Group's bank balances also expose it to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on the bank balances. The directors consider the Group's exposure on bank deposits and borrowings to fair value interest rate risk is not significant as interest-bearing bank deposits and borrowings at fixed rate are within short maturity periods in general.

In addition, lease liabilities which are fixed rate instruments are insensitive to changes in interest rates and a change in interest rate at the end of the reporting period would not affect the Group's profit or loss.

The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

55. FINANCIAL RISK MANAGEMENT *(Continued)*

55.2 Market risk *(Continued)*

(iii) Interest rate risk *(Continued)*

The following sensitivity demonstrates the Group's exposure to a reasonably possible change in interest rates on its floating rate borrowings with all other variables held constant at the end of the reporting period (in practice, the actual trading results may differ from the sensitivity analysis below and the difference could be material):

	Decrease/(Increase) in loss for the year and increase/(decrease) in retained profits	
	2022	2021
	HK\$'000	HK\$'000
Change in basis point ("bp")		
+ 50 bp (2021: + 50bp)	(2,036)	(2,320)
- 10 bp (2021: - 10bp)	407	464
	<u>407</u>	<u>464</u>

The change in interest rates do not affect the Group's other components of equity.

The above sensitivity analysis is prepared based on the assumption that the borrowings outstanding at the end of the reporting period would be outstanding in the next financial year.

55.3 Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations and from its investing activities. The maximum exposure to credit risk in respect of the Group's financial assets at the end of the reporting period is their carrying amounts.

Management has credit policies in place and the exposures to credit risk are monitored on an on-going basis.

In respect of trade receivables and lease receivables, the Group limits its exposure to credit risk by rigorously selecting the counterparties and to deal with creditworthy counterparties. Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Credit terms are granted to new customers after credit worthiness assessment. The Group performs ongoing credit evaluation on the financial condition of its debtors and tightly monitors the ageing of the receivable balances. Follow up action is taken in case of overdue balances. In addition, management assesses the collectability of the receivables regularly for the determination of any loss allowance for the receivables by taking into account the customers' or debtors' financial condition, current creditworthiness, past settlement history, business relationship with the Group and other factors such as current market conditions.

As at 31 December 2022, the Group had certain concentration of credit risk as 26% (2021: 7%) of the Group's trade receivables was due from the Group's largest customer (in terms of revenue) within the business segment of electrical appliances.

In respect of bank balances and restricted bank deposits, the Group's exposure to credit risk is limited because majority of the deposits are placed with reputable banks or financial institutions, for which the Group considers to have low credit risk. There was no history of default in relation to these financial institutions.

In respect of loans receivable, in granting loans to the borrowers, management assesses the background and financial condition of the borrowers and in certain circumstances, may request collateral from the borrowers in order to minimise credit risk.

For other receivables, the Group regularly monitors the financial position of the counterparties to assess the recoverability of the outstanding balances.

As to investment strategies, a significant portion of the investments are liquid securities quoted on recognised stock exchanges. As to investments in unlisted securities, investment is made after credit assessment by investment team and those investments are mainly made through reputable investment banks. Accordingly, the directors consider that the Group's exposure to credit risk in respect of its investments in securities is low.

55. FINANCIAL RISK MANAGEMENT *(Continued)*

55.3 Credit risk *(Continued)*

The credit and investment policies have been consistently applied and are considered to be effective in limiting the Group's exposure to credit risk to a desirable level.

Impairment under ECL model

The Group measures loss allowance for trade receivables and lease receivables at an amount equal to lifetime ECL, which is calculated using a provision matrix by reference to past default experience of the debtor and current market condition in relation to each debtor's exposure and time value of money where appropriate. The ECL also incorporate forward-looking information with reference to general macroeconomic conditions that may affect the ability of the debtors to settle these receivables. For other financial assets measured at amortised cost, the Group measures loss allowance based on 12-month ECL. However, when there has been a significant increase in credit risk since initial recognition, the loss allowance will be based on lifetime ECL.

For those individually significant receivables or receivables relating to customers or debtors with known financial difficulties or significant doubt on collection of receivables, they are assessed individually for loss allowance. For other receivables, they have been grouped based on shared credit risk characteristics and the days past due.

The Group assesses whether there has been a significant increase in credit risk for exposure since initial recognition on an ongoing basis throughout the year. To assess whether there has been a significant increase in credit risk, the Group compares the risk of default occurring on receivables over the expected life between the reporting date and the date of initial recognition. For this purpose, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment, including forward-looking information. In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change in the customers' ability to meet their debt obligations;
- actual or expected significant changes in the operating results of the customers;
- significant changes in the expected performance and behaviour of the customer, including changes in the payment status of customer in the Group; and
- actual or expected significant adverse change in the regulatory, economic, or technological environment in which the customer operate that results in a significant change in the customers' ability to meet their debt obligations.

The Group presumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when (i) the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is more than 90 days past due.

55. FINANCIAL RISK MANAGEMENT (Continued)

55.3 Credit risk (Continued)

Impairment under ECL model (Continued)

The Group assesses whether a financial asset is credit-impaired at the end of the reporting period. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as default or past due event;
- restructuring of the debt by the Group on terms that the Group would not consider otherwise; or
- it is becoming probable that the debtor will enter into bankruptcy or other financial reorganisation.

Set out below is the information about the Group's exposure on the Group's trade receivables at the end of the reporting period:

Electrical appliances business

As at 31 December 2022, the gross carrying amount of trade receivables of this business segment was HK\$188,004,000 (2021: HK\$210,847,000), of which trade receivables amounting to HK\$47,822,000 (2021: HK\$72,155,000) are subject to collective assessment for credit losses using provision matrix in the following table and ECL allowance of HK\$371,000 (2021: HK\$274,000) was made. ECL rates are based on actual loss experience and are adjusted to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the balances. The Group determines the ECL rate for these trade receivables as follows:

	ECL rate		Net carrying amount of collectively assessed trade receivables	
	2022	2021	2022 HK\$'000	2021 HK\$'000
Not yet past due	0.49%	0.27%	35,427	65,282
Past due				
30 days or below	1.47%	1.26%	11,230	5,720
31–60 days	2.47%	2.39%	429	845
91–180 days	4.47%	5.45%	365	34
			47,451	71,881

The remaining balance of trade receivables of this segment amounted to HK\$140,182,000 (2021: HK\$138,692,000) were assessed for credit loss on individual basis, of which loss allowance amounting to HK\$5,808,000 (2021: HK\$6,086,000) was made for trade receivables of HK\$5,808,000 (2021: HK\$6,086,000) on individual basis whereas the remaining trade receivables of HK\$134,374,000 (2021: HK\$132,606,000) were assessed for credit loss on collective basis for which the ECL rate is assessed to be minimal and ECL allowance was made.

55. FINANCIAL RISK MANAGEMENT (Continued)

55.3 Credit risk (Continued)

Other businesses

In respect of other business segments, including power discrete semiconductors, property leasing, real estate investment and development, taxi rental and other segments, the gross carrying amount of trade receivables as at 31 December 2022 was HK\$28,244,000. Out of this sum, trade receivables of HK\$14,275,000 were assessed for credit loss on individual basis and loss allowance of HK\$7,383,000 was provided for in current year. The remaining balance of HK\$13,969,000 were assessed for credit loss on collective basis for which the ECL in respect of these balances was considered minimal and ECL allowance was not made. In respect of the trade receivables of these segments as at 31 December 2021 of HK\$535,646,000, loss allowance of HK\$6,005,000 had been provided for balances assessed for credit loss on individual basis. The remaining trade receivables amounted to HK\$529,641,000, of which HK\$43,844,000 were assessed for credit loss on collective basis for which the ECL in respect of these balances was assessed to be minimal. In respect of the remaining trade receivable of HK\$485,797,000, it was arising from sales of land parcels as mentioned in note 26(d). The director considered the background of the debtor and taking into consideration of the undertaking issued by a bank as a credit enhancement for the receivable and assessed that the ECL rate of the balance was minimal and ECL allowance was not made.

Set out below is the information about the Group's exposure on the Group's finance lease receivables as at 31 December 2022:

	Balances individually assessed for loss allowance		Balances subject to collective assessment for credit losses		Total	
	2022	2021	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Gross carrying amount of finance lease receivables	<u>141</u>	<u>258</u>	<u>345</u>	<u>1,107</u>	<u>486</u>	<u>1,365</u>
ECL rate	N/A	N/A	8.51%	8.51%		
Loss allowance	<u>-</u>	<u>-</u>	<u>29</u>	<u>94</u>	<u>29</u>	<u>94</u>

ECL rates are based on actual loss experience and are adjusted to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the balances.

For loans receivable and other receivables, the Group regularly monitor the financial positions of the counterparties to assess the recoverability of the outstanding balances. As at 31 December 2022, no loss allowance has been provided for loans receivable (2021: nil) whereas loss allowances HK\$47,000 (2021: HK\$2,346,000) have been provided for other receivables. Other than that, management does not expect any losses from non-performance by the counterparties. The management assessed that there has been no significant increase in credit risk and the ECL in respect of the loans receivable and the remaining balance of other receivables was immaterial.

The management assessed that there has been no significant increase in credit risk and the movements in the loss allowance account in respect of trade receivables, finance lease receivables and other receivables during the year ended 31 December 2022 are set out in note 26(b), 23 and 26(c) respectively. The changes in loss allowances during the year is mainly due to changes in risk parameters.

55. FINANCIAL RISK MANAGEMENT (Continued)

55.4 Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade and other payables and its financing obligations, and also in respect of its cash flow management. The Group is also exposed to liquidity risk with regard to certain of the Group's investments including equity-linked notes (note 27) and forward contracts for listed shares (note 31) which are not traded on Stock Exchange thus the disposal of those investments may require higher exit costs. The Group's objective is to maintain a prudent liquidity risk management which is to maintain sufficient cash and cash equivalents as well as to make available of fund through adequate amounts of committed credit facilities and the ability to close out market positions. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term. The liquidity policies have been followed by the Group since prior years and are considered to have been effective in managing liquidity risk.

The table below analyses the remaining contractual maturities of the Group's financial liabilities at the end of the reporting period which are based on contractual undiscounted cash flows and the earliest date the Group may be required to pay:

	Repayable on demand or less than 1 year HK\$'000	1 to 2 years HK\$'000	2 to 5 years HK\$'000	Over 5 years HK\$'000	Total contractual undiscounted cash flow HK\$'000	Carrying amount HK\$'000
As at 31 December 2022						
Non-derivative financial liabilities						
Interest-bearing borrowings (note)	491,130	342,317	-	-	833,447	805,340
Trade payables	103,347	-	-	-	103,347	103,347
Other payables and accruals	245,987	-	-	-	245,987	245,987
Amounts due to associates	126	-	-	-	126	126
Amount due to a related party	291	-	-	-	291	291
Amount due to a director	30,388	-	-	-	30,388	30,388
Loan from non-controlling shareholder	-	-	-	7,680	7,680	7,680
	<u>871,269</u>	<u>342,317</u>	<u>-</u>	<u>7,680</u>	<u>1,221,266</u>	<u>1,193,159</u>
Lease liabilities	4,153	2,791	159	-	7,103	6,840
	<u>875,422</u>	<u>345,108</u>	<u>159</u>	<u>7,680</u>	<u>1,228,369</u>	<u>1,199,999</u>
As at 31 December 2021						
Non-derivative financial liabilities						
Interest-bearing borrowings (note)	602,543	442,297	-	-	1,044,840	1,047,176
Trade payables	162,722	-	-	-	162,722	162,722
Other payables and accruals	270,456	-	-	-	270,456	270,456
Amounts due to associates	126	-	-	-	126	126
Amount due to a related party	291	-	-	-	291	291
Amount due to a director	91,962	-	-	-	91,962	91,962
Loan from non-controlling shareholder	-	-	-	7,906	7,906	7,906
	<u>1,128,100</u>	<u>442,297</u>	<u>-</u>	<u>7,906</u>	<u>1,578,303</u>	<u>1,580,639</u>
Lease liabilities	5,339	4,756	3,834	-	13,929	13,144
	<u>1,133,439</u>	<u>447,053</u>	<u>3,834</u>	<u>7,906</u>	<u>1,592,232</u>	<u>1,593,783</u>

Note:

For certain term loans which contain repayment on demand clause which can be exercised at the lender's sole discretion including loans which repayment on demand clause is exercisable after year end, the analysis above 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 loans with immediate effect.

55. FINANCIAL RISK MANAGEMENT (Continued)

55.4 Liquidity risk (Continued)

The following table summarises the maturity analysis of borrowings based on agreed scheduled repayments set out in the loan agreements. The amount include interest payments computed using contractual rates. Taking into account the Group's financial position, the directors do not consider that it is probable that the banks or financial institutions will exercise their discretion to demand immediate repayment. The directors believe that such borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

	Repayable on demand or less than 1 year HK\$'000	1 to 2 years HK\$'000	2 to 5 years HK\$'000	Total contractual undiscounted cash flow HK\$'000	Carrying amount HK\$'000
Borrowings					
31 December 2022	<u>444,034</u>	<u>95,379</u>	<u>371,660</u>	<u>911,073</u>	<u>805,340</u>
31 December 2021	<u>602,936</u>	<u>406,103</u>	<u>51,822</u>	<u>1,060,861</u>	<u>1,047,176</u>

As at 31 December 2021, the derivative financial liabilities, representing forward contracts to purchase listed shares, were to be settled on gross basis. In return for the listed shares, the Group had contractual cash outflow amounting to approximately HK\$17,598,000 within one year from 31 December 2021. The expected cash outflow was determined with reference to the number of listed shares to be received on the assumption that market price of the underlying securities at the end of each reporting period remained constant until expiry.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES

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

Name of subsidiaries	Place of incorporation	Class of shares held	Paid up issued/ registered capital	Percentage of issued/ registered capital held by the Company		Principal activities
				Directly	Indirectly	
China Dynasty Development Ltd	British Virgin Islands	Ordinary	1,000 shares of US\$1 each	–	100%	Property leasing
Extra-Fund Investment Limited	Hong Kong	Ordinary	2 shares of HK\$2	100%	–	Securities trading
Fast-Gain Overseas Limited	British Virgin Islands	Ordinary	1 share of US\$1	–	100%	Property holding
Fortress Link Investment Limited	Hong Kong	Ordinary	1 share of HK\$1	–	100%	Property holding
Foshan Shunde SMC Multi-Media Products Company Limited** 佛山市順德區規華多媒體製品有限公司	PRC^	Paid up capital	US\$20,870,000	–	100%	Manufacturing and trading of electrical appliances
Guangdong PFC Device Limited	PRC^	Paid up capital	US\$13,000,000	–	100% (2021: 70.13%)	Manufacturing and sales of power discrete semiconductors
Guangzhou Hui Liang Property Management Limited** 廣州匯朗物業管理有限公司	PRC#	Paid up capital	RMB101,000,000	–	100%	Property holding
Guangzhou SMC Car Rental Company Limited 廣州規富出租汽車有限公司	PRC^	Paid up capital	HK\$75,000,000	–	100%	Taxi operations
Guangzhou Sien Fu Car Leasing Limited** 廣州規富汽車租賃有限公司	PRC#	Paid up capital	RMB2,500,000	–	100%	Vehicle rental and trading
Guangzhou Desheng Auto Repair Service Co. Limited** 廣州市德升汽車維修服務有限公司	PRC#	Paid up capital	RMB1,000,000	–	100%	Vehicle repair service
Guangzhou Xian Di Property Management Limited** 廣州規地物業管理有限公司	PRC^	Paid up capital	HK\$1,000,000	–	100%	Property rental agency
New Style Development Limited	Hong Kong	Ordinary	1 share of HK\$1	–	100%	Property holding
PFC Device Corporation	British Virgin Island/ Taiwan	Preferred	4,956,153 shares of US\$5,522,820	–	100% (2021: 70.13%)	Research and development and sales of power discrete semiconductors
		Common	105,000 shares of US\$105,000			
PFC Device Holdings Limited	British Virgin Islands/ Hong Kong	Preferred	12,656,153 of US\$13,222,820	–	100% (2021: 70.13%)	Investment and trademark holding
		Common	658,255 of US\$658,255			
PFC Device (HK) Limited	Hong Kong	Ordinary	1 share of HK\$1	–	100% (2021: 70.13%)	Sales of power discrete semiconductors

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

The particulars of the principal subsidiaries as at 31 December 2022 are as follows: (Continued)

Name of subsidiaries	Place of incorporation	Class of shares held	Paid up issued/ registered capital	Percentage of issued/ registered capital held by the Company		Principal activities
				Directly	Indirectly	
PFC Device Inc.	Cayman Islands	Ordinary	121,352,419 shares of HK\$0.20 each	100%	– (2021: 70.13%)	Investment holding and sales of power discrete semiconductors
Quanta Global Limited	British Virgin Islands/ Hong Kong	Ordinary	1 share of US\$1	–	75%	Trading of electric fans
Shell Electric Mfg. (China) Company Limited	British Virgin Islands	Ordinary	100 shares of US\$10 each	–	75%	Trading of electric fans
Silvergate Global Limited	British Virgin Islands	Ordinary	1 share of US\$1	–	100%	Property holding
SMC Electric Limited	Cayman Islands	Ordinary	1 share of HK\$0.01	75%	–	Investment holding
SMC Electric Holdings Limited	British Virgin Islands	Ordinary	1 share of US\$1	–	75%	Investment holding
SMC Electric (HK) Limited	Hong Kong	Ordinary	1 share of HK\$1	–	75%	Trading of electric fans and electric tools
SMC Electric (China) Limited** 廣東規壳家電有限公司	PRC [^]	Paid up capital	US\$999,958.50	–	75%	Manufacturing and trading of electric tools
SMC Investments Limited	Hong Kong	Ordinary	2 shares of HK\$2	–	100%	Property holding
SMC Multi-Media Products Company Limited	British Virgin Islands	Ordinary	1 share of US\$1	100%	–	Investment holding
SMC Multi-Media (H.K.) Limited	Hong Kong	Ordinary	2 shares of HK\$2	–	100%	Investment holding
SMC Multi-Media Trading Company Limited	Hong Kong	Ordinary	1 share of HK\$1	–	100%	Contract manufacturing
SMC Property Investment Limited	Hong Kong	Ordinary	2 shares of HK\$2	100%	–	Investment holding and property holding
Speed Power Limited	Hong Kong	Ordinary	2 shares of HK\$2	–	75%	Trading of electric fans
Sunny Resource Limited	Hong Kong	Ordinary	1 share of HK\$1	100%	–	Intangible assets holding
Sybond Venture Limited	Cayman Islands	Ordinary	1 share of US\$1	100%	–	Investment holding
Appeon Limited	Hong Kong	Class A Voting Class B Non-voting	US\$449,164 US\$1,002,003	–	100%	Investment holding

[^] The companies are incorporated in the PRC as wholly-owned foreign enterprises.

[#] The companies are incorporated in the PRC as limited liability companies.

^{**} The English translation of the company name is for reference only. The official names of these companies are in Chinese

None of the subsidiaries had any debt securities outstanding as at 31 December 2022 and 2021.

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

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

57. PARTICULARS OF PRINCIPAL ASSOCIATES

The particulars of the associates as at 31 December 2022 are as follows:

Name of associates	Place of incorporation	Class of shares held	Paid up issued/ registered capital	Percentage of issued/ registered capital held by the Company		Principal activities
				Directly	Indirectly	
Hong Kong Construction SMC Development Limited	Hong Kong	Ordinary	HK\$10,000,000	–	20%	Investment holding
Kumagai SMC Development (Guangzhou) Limited** 熊谷規壳發展(廣州)有限公司	PRC [^]	Paid up capital	US\$59,000,000	–	20%	Property leasing
Guangzhou Zhihui Kongjian Commercial Services Limited** 廣州智慧空間商務服務有限公司	PRC [^]	Paid up capital	–	–	20%	Commercial services
Guangdong Sien Hua Electrical Appliance Manufacturing Company Limited** 廣東規華電器製造有限公司	PRC ^{##}	Paid up capital	US\$3,250,000	–	28.92%	Manufacturing of electric fans, electric cables and lamps

[^] The company is incorporated in the PRC as wholly-owned foreign enterprise.

^{##} The company is incorporated in the PRC as sino-foreign cooperative enterprise.

^{**} The English translation of the company name is for reference only. The official names of these companies are in Chinese.

58. PARTICULARS OF JOINT VENTURES

The particulars of the joint ventures as at 31 December 2022 are as follows:

Name of joint ventures	Place of incorporation	Class of shares held	Paid up issued/ registered capital	Percentage of issued/ registered capital held by the Company		Principal activities
				Directly	Indirectly	
Apeon Inc.	USA	Paid up capital	US\$200,000	–	51.18%	Sales of software licence
艾普陽科技(深圳)有限公司	PRC ^{##}	Paid up capital	US\$1,529,668	–	51.18%	Software development and licencing

^{##} The company is incorporated in the PRC as sino-foreign cooperative enterprise.