



Thing On Enterprise Limited
晉安實業有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 2292

2022
Annual Report

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Wong Ka Yeung Roland
Ms. Chan Choi Wan Rolie

Non-executive Director

Mr. Wong Chung Tak Richard JP
(Chairman of the Board)

Independent Non-executive Directors

Ms. Chan Kam Ping
Mr. Wong King Wai Kirk
Mr. Hung Franklin Chi Yen

CHIEF EXECUTIVE OFFICER

Mr. Wong Man Yeung Ryan

AUDIT COMMITTEE

Ms. Chan Kam Ping *(Chairlady)*
Mr. Wong King Wai Kirk
Mr. Hung Franklin Chi Yen

REMUNERATION COMMITTEE

Mr. Hung Franklin Chi Yen *(Chairman)*
Mr. Wong King Wai Kirk
Ms. Chan Kam Ping

NOMINATION COMMITTEE

Mr. Wong King Wai Kirk *(Chairman)*
Ms. Chan Kam Ping
Mr. Hung Franklin Chi Yen

COMPANY SECRETARY

Ms. Chan Yuen Ying Stella

AUTHORISED REPRESENTATIVES

Ms. Chan Yuen Ying Stella
Mr. Wong Ka Yeung Roland

LEGAL ADVISER AS TO HONG KONG LAW

King & Wood Mallesons

INDEPENDENT AUDITOR

PricewaterhouseCoopers
Certified Public Accountants and Registered PIE Auditor

REGISTERED OFFICE

One Nexus Way
Camana Bay
Grand Cayman, KY1-9005
Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

17/F
Bank of East Asia Harbour View Centre
56 Gloucester Road
Wan Chai
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Intertrust Corporate Services (Cayman) Limited
One Nexus Way
Camana Bay
Grand Cayman, KY1-9005
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

PRINCIPAL BANKER

Hang Seng Bank

STOCK CODE

2292

WEBSITE

<http://www.toenterprise.com/>

CHAIRMAN'S STATEMENT

On behalf of the board (the "Board") of directors (the "Directors") of Thing On Enterprise Limited (the "Company") and its subsidiaries (collectively as the "Group"), I would like to present to the shareholders of the Company (the "Shareholders") the annual results and consolidated financial statements of the Group for the year ended 31 December 2022.

The Group engages in property investment business in Hong Kong with a principal focus on office and retail properties leasing and in the property management business. Its investment property portfolio covers office space in core business areas and retail shops in prime urban areas.

The Group recorded rental income of approximately HK\$33.5 million for the year ended 31 December 2022 (2021: HK\$33.9 million), of which (i) approximately HK\$20.5 million or 61.1% (2021: HK\$21.0 million or 61.9%) of rental income was derived from rental of office properties and (ii) approximately HK\$13.0 million or 38.9% (2021: HK\$12.9 million or 38.1%) of rental income was derived from rental of retail properties. This slight decrease in rental income was due to the unfavorable economic conditions in Hong Kong continually caused by the recent COVID-19 outbreak. For the year ended 31 December 2022, the Group recorded property management fee income of approximately HK\$4.1 million (2021: HK\$3.7 million). The property management fee income contributed approximately 10.8% of the Group's total revenue for the year ended 31 December 2022 (2021: 9.9%).

OUTLOOK

The global economy is expected to grow at a modest pace due to rising inflation, interest rates, and geopolitical tensions. The Asia Pacific commercial real estate market is projected to remain relatively resilient, with stable demand and supply fundamentals.

The Group has weathered the storm of COVID-19 pandemic with prudent management and diversified portfolio. Despite the slight decline in revenue of the Group, COVID-19 did not impose material impact on the financial position and operation of the Group. The Group expects that the easing of travel restrictions and resumption of cross-border activities will bring new opportunities for Hong Kong and global real estate markets. The Group will leverage its strong presence in Hong Kong, Mainland China and other international cities to capture the potential demand from tenants, buyers and investors. The Group will also continue to seek quality properties in strategic locations to enhance its asset value and rental income.

Besides real estate, the Group will also look for investment opportunities in the financial sector, such as financial investments and provision of financial services and technologies, to further diversify its income sources and hedge against market risks. The Group will pay close attention to the latest market changes and arrange appropriate strategic adjustments to the Group's assets portfolio to maximise its returns. The current and foreseeable economic climate remains challenging, however, the Group is confident that it can overcome any difficulties with its solid foundation, flexible strategy and innovative vision.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my sincere appreciation to tenants, suppliers, other business partners and Shareholders for their continuous support. I would like to also thank the management team and all staff members for their contribution during the year.

Wong Chung Tak Richard JP

Chairman

Hong Kong, 24 February 2023

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Wong Ka Yeung Roland (王家揚) (“Mr. Roland Wong”), aged 34, was appointed as an executive Director on 19 May 2016. He is a director of all of the subsidiaries of the Company and a member of the investment committee of the Company (the “Investment Committee”). Mr. Roland Wong has extensive experience in financial management and properties investment in Hong Kong and overseas. He is leading the finance and accounting department of the Group, responsible for overall financial management, corporate finance and acquisitions and disposals transactions of the Group. Prior to joining the Group, Mr. Roland Wong worked at PricewaterhouseCoopers (Hong Kong) and at the financial markets department of Standard Chartered Bank (Hong Kong).

Mr. Roland Wong obtained a Bachelor degree of Business Administration (Accounting and Finance) from The University of Hong Kong in 2011. He has been a member of Institute of Chartered Accountants in England and Wales since 2014, a member of CPA Australia since 2015, a fellow member of Association of Chartered Certified Accountants since 2019 and a fellow member of Hong Kong Institute of Certified Public Accountants since 2021.

He is a member of the Tender Committee of the Hong Kong Housing Authority and a member of the Independent Police Complaints Council since 2018. He is a member of the Building Committee of the Hong Kong Housing Authority, an adjudicator of the Registration of Persons Tribunal and a member of the Advisory Panel on Licensing of Hotels and Guesthouses since 2020. He is a member of the Fight Crime Committee, a member of the Lump Sum Grant Steering Committee and a member of the Appeal Tribunal Panel (Buildings) since 2021. He is a Vice-chairman of District Fire Safety Committee (Wan Chai District) since 2023.

Apart from this, he is also a member of the 12th and 13th All-China Youth Federation since 2015 and 2020 respectively and a member of the 12th and 13th Guangxi Zhuang Autonomous Region Committee of the Chinese People’s Political Consultative Conference since 2018 and 2023 respectively.

Mr. Roland Wong is a son of Mr. Wong Chung Tak Richard and brother of Mr. Wong Man Yeung Ryan.

Ms. Chan Choi Wan Rolie (陳彩雲) (“Ms. Rolie Chan”), aged 64, was appointed as an executive Director on 6 June 2017. She is a member of the Investment Committee. Ms. Rolie Chan has over 29 years of experience in property investments and related activities in Hong Kong and is responsible for overall administration of the Group. Ms. Rolie Chan joined the Group in January 1992 and has served as the account manager from March 1994 to March 2005, and was responsible for overseeing and developing business with customers of the Group. Ms. Rolie Chan was promoted to the position of finance manager in March 2005 and was responsible for reviewing financial reports, monitoring accounts, preparing activity reports and financial forecasts. Ms. Rolie Chan was further promoted and held the position of chief administration officer of Thing On Holdings Limited since April 2015, and is responsible for managing the office operations.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

(CONTINUED)

NON-EXECUTIVE DIRECTOR

Mr. Wong Chung Tak Richard JP (王聰德) (also known as Mr. Wong Chung Tak (王聰德)) (“Mr. Wong”), aged 64, was appointed as the chairman of the Board and a non-executive Director on 19 May 2016. He is the founder of the Group. Mr. Wong has over 32 years of experience in properties investment and management in Hong Kong and is responsible for overall strategic planning of the Group since its establishment. Mr. Wong has worked in investment and financial companies for more than 39 years and has solid experience in corporate development strategies, operation management, markets and projects development. Mr. Wong is currently also the Honorary Patron of The University of Hong Kong Foundation. Mr. Wong received various social awards from Hong Kong St. John Ambulance due to his constant contributions, including Serving Brother of The Order of St. John in November 2002 and was promoted to Officer of The Order of St. John in April 2022 (awarded by Queen Elizabeth II of the United Kingdom), Long Service Medal in 1999 and 1st to 4th Service Medal Bar in 2004, 2009, 2014 and 2019 respectively. Mr. Wong was also appointed by the Government of the Hong Kong Special Administrative Region as Justice of the Peace on 30 June 2017.

Mr. Wong is the father of Mr. Roland Wong and Mr. Wong Man Yeung Ryan.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Chan Kam Ping (陳錦萍) (“Ms. Chan”), aged 53, was appointed as an independent non-executive Director, the chairlady of the audit committee of the Company (the “Audit Committee”) and a member of each of the remuneration committee of the Company (the “Remuneration Committee”) and the nomination committee of the Company (the “Nomination Committee”) on 15 December 2017. Ms. Chan has been a partner at Liu Leung Chan since January 2004. She was previously an audit trainee and an audit manager in Chris Liu & Co from October 1993 to December 2003. She has over 30 years of experience in audit accounting in Hong Kong.

Ms. Chan obtained a Bachelor degree of Arts from The University of Hong Kong in November 1993. She has been a member of Hong Kong Institute of Certified Public Accountants since July 2000, a member of Association of Chartered Certified Accountants since June 2000 and was admitted as a fellow of Association of Chartered Certified Accountants since July 2005.

Mr. Wong King Wai Kirk (王經緯) (“Mr. Kirk Wong”), aged 40, was appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee on 15 December 2017. Mr. Kirk Wong has been the founder and a director of Marvel Group Holdings Limited, a company that manufactures disposable baby products since April 2012. He has also been a director and legal counsel at Keenway Industries Ltd., a plastic toy manufacturer since September 2009. He is responsible for the overall operations of the aforementioned companies. Mr. Kirk Wong has over 14 years of experience in corporate management in Hong Kong. He had served as a trainee solicitor at Sidley Austin in Hong Kong from September 2007 to September 2009.

Mr. Kirk Wong obtained a Bachelor degree of Arts from The University of British Columbia, Canada in May 2004. He passed the common professional examination and obtained the graduate diploma in English and Hong Kong Law in July 2006. He graduated from The University of Hong Kong with a postgraduate certificate in laws in June 2007. He was admitted as a solicitor of the High Court of Hong Kong in January 2010. Mr. Kirk Wong obtained a Master’s degree in business administration from The Hong Kong University of Science and Technology in November 2014.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

(CONTINUED)

Mr. Hung Franklin Chi Yen (熊梓仁) (“Mr. Hung”), aged 35, was appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee on 28 April 2022. Mr. Hung is currently the director of IDEAL Fastener Asia Limited, a premium global zipper manufacturer. He is responsible for the daily management of all China operations as well as planning for the group’s global strategic development. He is also a managing director of IDEAL Group Investment (Global) Limited, a property investment company focusing on commercial and industrial real estate in Hong Kong since 1 November 2010. He oversees the real estate portfolio of the group. Mr. Hung has over 10 years of experience in business development and strategic planning, project investment and real estate investment in Hong Kong.

Mr. Hung obtained a Bachelor of Science in International Politics as well as a certificate in International Business Diplomacy from Georgetown University, Washington D.C. in 2010.

SENIOR MANAGEMENT

Mr. Wong Man Yeung Ryan (王文揚) (“Mr. Ryan Wong”), aged 37, was appointed as the chief executive officer of the Company on 15 August 2019. He is a director of certain subsidiaries of the Company and a member of the Investment Committee. Mr. Ryan Wong has over 8 years of experience in properties investment in Hong Kong. He is responsible for operations of the property department. He acts as a representative for the Company in dealing with internal stakeholders (e.g. representing the Company at the Incorporated Owners’ meeting). He contributes to the day-to-day management of the property department and chairs the leasing committee of the Company. Mr. Ryan Wong was the general manager of the Company from 1 September 2014 to 14 August 2019. Prior to joining the Group, Mr. Ryan Wong had served as senior house officer of Royal Free Hospital London (NHS Foundation Trust) in United Kingdom from July 2012 to August 2014.

Mr. Ryan Wong obtained a Bachelor degree of Science from Imperial College of Science, Technology and Medicine to the University of London (United Kingdom) in August 2007 and a Bachelor degree of Medicine and a Bachelor degree of Surgery from the University of Sheffield (United Kingdom) in June 2012. He was admitted to be an associate of the Royal College of Science by the Council of the Imperial College of Science, Technology and Medicine on August 2007 and a registered medical practitioner of General Medical Council in July 2012.

Mr. Ryan Wong is a son of Mr. Wong and brother of Mr. Roland Wong.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

(CONTINUED)

Ms. Cheung Yee Wah Polly (張綺華), aged 67, was appointed as the assistant general manager on 1 July 2015. She is a member of the Investment Committee. She joined the Group in April 2005 and has more than 14 years of experience in properties management in Hong Kong. Since joining the Group, she has been responsible for managing the marketing for the rental of the investment properties, administration of leases, relations with the tenants and property agencies, and redevelopment, refurbishment and maintenance of the investment properties. She is also responsible for operation matters including coordinating leases, client service management and maintaining rental account with finance and accounting department.

Ms. Chan Yuen Ying Stella (陳婉縈) (“Ms. Stella Chan”) was appointed as the company secretary and an authorised representative of the Company on 22 January 2018. Ms. Stella Chan is a fellow member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute. She is also a member of The Hong Kong Institute of Directors. Ms. Stella Chan is currently the company secretary of several companies listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). She is also a director of a local professional firm providing regulatory compliance, corporate governance and corporate secretarial services to listed and unlisted corporations. Ms. Stella Chan has more than 25 years of experience in handling listed company secretarial and compliance related matters.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group engages in property investment business in Hong Kong with a principal focus on office and retail properties leasing and in the property management business. Its investment property portfolio covers office space in core business areas and retail shops in prime urban areas.

The Group recorded loss of approximately HK\$39.0 million for the year ended 31 December 2022 (2021: loss of approximately HK\$8.4 million). The loss was mainly attributable to the loss in fair value of investment properties of approximately HK\$57.2 million for the year ended 31 December 2022 (2021: HK\$26.4 million). However, the Group recorded a profit of approximately HK\$18.2 million for the year ended 31 December 2022 (2021: HK\$18.0 million) by excluding the changes in fair value of investment properties.

The Group recorded rental income of approximately HK\$33.5 million for the year ended 31 December 2022 (2021: HK\$33.9 million), of which (i) approximately HK\$20.5 million or 61.1% (2021: HK\$21.0 million or 61.9%) of rental income was derived from rental of office properties and (ii) approximately HK\$13.0 million or 38.9% (2021: HK\$12.9 million or 38.1%) of rental income was derived from rental of retail properties. This slight decrease in rental income was due to the unfavourable economic conditions in Hong Kong continually caused by the recent COVID-19 outbreak. For the year ended 31 December 2022, the Group recorded property management fee income of approximately HK\$4.1 million (2021: HK\$3.7 million). The property management fee income contributed approximately 10.8% of the Group's total revenue for the year ended 31 December 2022 (2021: 9.9%).

In order to facilitate the expansion of the Group's business activities in property investment in other countries outside Hong Kong, investments in financial assets and provision of financial services and technologies so as to further explore sources of revenue, Good Shot Limited ("Good Shot"), a wholly-owned subsidiary of Thing On Group Limited ("Thing On Group"), the controlling shareholder of the Company, agreed on 25 April 2018 to make available to the Group (i) an unsecured revolving loan facility of up to HK\$400.0 million, and (ii) an unsecured revolving loan facility of up to HK\$600.0 million at an interest rate more favourable than market rate. The parties had agreed to extend the maturity date of the loan facilities six times between 14 August 2019 and 28 June 2022. On 9 December 2022, the parties agreed to further extend the maturity date of loan facilities under the seventh extension agreement from 3 July 2023 to 2 January 2024.

INVESTMENT PROPERTY PORTFOLIO

As at 31 December 2022, the Group owned an investment property portfolio of 38 (2021: 38) properties.

The aggregate saleable area of the properties was approximately 59,887 sq.ft. (2021: 59,887 sq.ft.) as at 31 December 2022, of which approximately 60.2% (2021: 60.2%) and 25.1% (2021: 25.1%) was derived from office and retail properties located on Hong Kong Island, respectively, and 2.6% (2021: 2.6%) and 12.1% (2021: 12.1%) was derived from office and retail properties located in Kowloon, respectively.

The total value of the properties attributable to the Group was approximately HK\$1,280.0 million (2021: HK\$1,337.0 million) as at 31 December 2022, of which approximately 62.2% (2021: 62.6%) and 26.3% (2021: 26.1%) was derived from office and retail properties located on Hong Kong Island, respectively, and 2.4% (2021: 2.3%) and 9.1% (2021: 9.0%) was derived from office and retail properties located in Kowloon, respectively.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

FINANCIAL REVIEW

Financial Highlights

	For the year ended		
	31 December 2022 HK\$'000	31 December 2021 HK\$'000	Change %
Revenue	37,517	37,616	(0.26)
Gross profit	32,045	32,533	(1.50)
Loss before income tax	(35,688)	(5,114)	597.85
Profit for the year attributable to owners of the Company (Excluding changes in fair value of investment properties charged to profit or loss)	18,211	17,984	1.26

The revenue and cost of sales for the year ended 31 December 2022 were approximately HK\$37.5 million and HK\$5.5 million (2021: HK\$37.6 million and HK\$5.1 million), respectively. The slight decrease in revenue of approximately HK\$0.1 million was primarily attributable to the rent concession granted to tenants which reflected the continuous impact of the outbreak of COVID-19 on office and retail properties in Hong Kong and vacancies of certain properties.

The gross profit for the year ended 31 December 2022 was approximately HK\$32.0 million (2021: HK\$32.5 million). Loss for the year attributable to owners of the Company for the year ended 31 December 2022 was approximately HK\$39.0 million (2021: loss of approximately HK\$8.4 million), which was mainly due to the loss in fair value of investment properties of approximately HK\$57.2 million for the year ended 31 December 2022 (2021: loss of approximately HK\$26.4 million).

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2022, cash and bank balances of the Group amounted to approximately HK\$17.4 million (2021: HK\$77.9 million). The current ratio (current assets divided by current liabilities) of the Group was approximately 1.7 as at 31 December 2022 (2021: 6.1).

As at 31 December 2022, the Group had no borrowings (2021: HK\$78.7 million) and thus no gearing ratio was calculated (2021: 0.1%). The gearing ratio of the Group is calculated as a ratio of net debt (representing borrowings less cash and bank balances) to total equity.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

TREASURY POLICIES

The Group continues to adopt a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the year under review. The Board closely monitors the liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

FOREIGN EXCHANGE EXPOSURE

The Group's revenue generating activities and borrowings were transacted in Hong Kong Dollar, which is the functional and presentation currency of the Group. The Board considered that the Group was not exposed to significant foreign exchange risk, and had not employed any financial instrument for hedging. The Board will review the Group's foreign exchange risk and exposure from time to time and will apply hedging where necessary.

FINAL DIVIDEND

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

CONTINGENT LIABILITIES

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

CAPITAL COMMITMENTS

As at 31 December 2022, the Group had no significant capital commitments (2021: Nil).

SIGNIFICANT INVESTMENTS

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

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

As at 31 December 2022, the Group did not have any specific plan for material investments or capital assets.

CHARGE OVER THE GROUP'S ASSETS

As at 31 December 2022, there was no charge over the assets of the Group (2021: Nil).

ADVANCE TO ENTITY PROVIDED BY THE COMPANY

As at 31 December 2022, the Company had not provided any advance to an entity which is subject to disclosure requirement under Rule 13.20 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

PLEDGING OF SHARES BY CONTROLLING SHAREHOLDERS

As at 31 December 2022, the controlling shareholder of the Company had not pledged all or part of its interests in the shares of the Company (the "Shares") to secure the Company's debts or to secure guarantees or other support of its obligations.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

BREACH OF LOAN AGREEMENT

As at 31 December 2022, the Company had not breached any terms of its loan agreements for loans that are significant to its operations.

FINANCIAL ASSISTANCE AND GUARANTEES TO AFFILIATED COMPANIES BY THE COMPANY

As at 31 December 2022, the Company had not provided any financial assistance and guarantees to affiliated companies of the Company.

SIGNIFICANT EVENTS AFTER THE END OF THE REPORTING PERIOD

There has been no significant event which occurred after the end of period from 1 January 2022 to 31 December 2022 (the "Reporting Period") and up to the date of this report.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2022, the Group had 18 full-time employees (2021: 18 full-time employees). The Group entered into employment contracts with all its employees. Apart from salary remuneration and overtime compensation, employees are entitled to medical insurance coverage and retirement benefits under the mandatory provident fund scheme in which the Group participates. In addition, the Company granted discretionary bonuses to qualified employees, based on its operating results and individual performance. The Company had also adopted a share option scheme.

MATERIAL ACQUISITIONS AND DISPOSALS

The Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures for the year ended 31 December 2022.

USE OF PROCEEDS FROM THE LISTING

The Shares were listed on the Main Board of the Stock Exchange on 16 January 2018 (the "Listing"). Based on the offer price of HK\$1.24 per offer share, the net proceeds from the global offering received by the Company, after deducting the underwriting fees and commissions and expenses in relation to the global offering borne by the Company, were approximately HK\$194.0 million, which were used and intended to be utilised in the manner as disclosed in the section headed "Future Plans and Use of Proceeds" in the prospectus of the Company dated 28 December 2017 ("Prospectus") and the announcement of the Company in respect of the updated expected timeline for use of proceeds and the change in use of proceeds dated 15 December 2021.

The Company has been seeking for quality property investments in Hong Kong, however, this was impacted by COVID-19, and the slow global economic recovery. In addition, many international cities have imposed mandatory quarantine or lock-down measures, therefore the Company was unable to access to quality properties in Mainland China and overseas. As a result, on 15 December 2021, the Board resolved to extend the expected timeline for utilising the unutilised net proceeds amounted to approximately HK\$74.5 million (the "Unutilised Net Proceeds") from on or before 31 December 2021 to on or before 31 December 2023 and changed the use of the Unutilised Net Proceeds for the repayment of borrowings. The Board considered that the change in use of the Unutilised Net Proceeds could reduce the interest expenses of the Group and will be more favourable to the Group's long term business development as well as representing a better utilisation of the Unutilised Net Proceeds.

On 31 January 2022, the Group has utilised the Unutilised Net Proceeds for repayment of borrowings, and all the proceeds from the Listing were utilised in full.

CORPORATE GOVERNANCE REPORT

The Company is committed to maintain good corporate governance standard and procedures to ensure the integrity, transparency and quality of disclosure in order to enhance the Shareholders' value.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions set out in the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules as its own code of corporate governance.

In the opinion of the Directors, the Company was in compliance with all relevant provisions set out in the CG Code for the year ended 31 December 2022.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standards as set out in the Model Code for the year ended 31 December 2022.

BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company, and is responsible for setting up the overall strategies as well as reviewing the operation and financial performance of the Group. The Board reserved for its decision or consideration matters covering overall Group strategies, major acquisitions and disposals, annual budgets, annual and interim results, recommendations on Directors' appointment or re-appointment, approval of major capital transactions and other significant operational and financial matters. The management is delegated the authority and responsibility by the Board for the daily management of the Group. In addition, the Board has also delegated various responsibilities to the Board committees. Further details of these committees are set out in this report.

The Board currently consists of six Directors, including two executive Directors, one non-executive Director, and three independent non-executive Directors:

Executive Directors

Mr. Wong Ka Yeung Roland
Ms. Chan Choi Wan Rolie

Non-executive Director

Mr. Wong Chung Tak Richard *JP*

Independent Non-executive Directors

Ms. Chan Kam Ping
Mr. Wong King Wai Kirk
Mr. Hung Franklin Chi Yen

CORPORATE GOVERNANCE REPORT (CONTINUED)

Save for Mr. Wong Chung Tak Richard, being the father of Mr. Wong Ka Yeung Roland, the Board members have no financial, business, family or other material/relevant relationships with each other. Such balanced Board composition is formed to ensure strong independence exists across the Board. The composition of the Board reflects the balanced skills and experience for effective leadership. The biographical information of the Directors are set out on pages 4 to 7 under the section headed “Biographies of Directors and Senior Management” in this report.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received a confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all the independent non-executive Directors are considered to be independent pursuant to the Listing Rules.

Chairman and Chief Executive Officer

The two positions are held separately by two individuals to ensure their respective independence, accountability and responsibility. Mr. Wong Chung Tak Richard is the chairman of the Board and Mr. Wong Man Yeung Ryan is the chief executive officer of the Company. Mr. Wong Chung Tak Richard is the father of Mr. Wong Man Yeung Ryan. Mr. Wong Chung Tak Richard is in charge of the management of the Board and strategic planning of the Group. Mr. Wong Man Yeung Ryan is responsible for the overall business operation and formulating business plans. The Company considered that the division of responsibilities between the chairman and chief executive officer is clearly established.

Non-executive Director and Independent Non-executive Directors

The non-executive Director and independent non-executive Directors are appointed for a specific term of three years and they are also subject to the retirement by rotation at least once every three years in accordance with the articles of association of the Company (the “Articles”).

The three independent non-executive Directors are persons of high caliber, with academic and professional qualifications in the fields of legal, accounting and finance. With their experience gained from various sectors, they provide strong support towards the effective discharge of the duties and responsibilities of the Board.

BOARD DIVERSITY POLICY

The Board adopted a Board diversity policy on 8 March 2018 (the “Board Diversity Policy”) which sets out the approach to achieve diversity on the Board. The Company recognises that diversity at the Board level will support the attainment of the Company’s strategic objectives and sustainable development. The Company seeks to achieve Board diversity by taking into consideration a number of factors, including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Company will also take into consideration its own business model and specific needs from time to time in determining the optimal composition of the Board.

The Board delegated certain duties under the Board Diversity Policy to the Nomination Committee. The Nomination Committee will discuss and review the necessity to set any measurable objectives for implementing the Board Diversity Policy from time to time to ensure their appropriateness and the progress made towards achieving those objectives will be ascertained.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD LEVEL

Pursuant to the Board Diversity Policy, selection of candidates for Board appointments will be based on merit and candidates will be considered against a range of objective criteria, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge, with due regard for the benefits of diversity of the Board. The Nomination Committee will review the Board Diversity Policy annually to ensure its continued effectiveness.

The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

For the year ended 31 December 2022 and as at the date of this annual report, the Board consists of four male members and two female members. The Nomination Committee considered that the Board was sufficiently diverse in terms of gender and the Board had not set any measurable objectives. The Company has also reviewed the structure and composition of the Board, and is of the opinion that the structure of the Board is reasonable, and the experiences and skills of the Directors in various aspects and fields can enable the Company to maintain a high standard of operation. The Board will endeavour to at least maintain female representation on the Board and take opportunities to increase the proportion of female members over time as and when suitable candidates are identified.

WORKFORCE LEVEL

The Group has also taken, and continues to take, steps to promote diversity at all levels of its workforce. Opportunities for employment, training and career development are equally opened to all eligible employees without discrimination. Currently, the male to female ratio in the workforce of the Group including Senior Management is approximately 1:2. The Board considers that the gender diversity in workforce is currently achieved.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Board Meetings

The Board intends to hold board meetings regularly at least four times a year at approximately quarterly intervals. Notices of not less than fourteen days will be given for all regular board meetings to provide all Directors with an opportunity to attend and propose matters to be discussed in the meeting agenda.

During the year ended 31 December 2022, the Board held 4 meetings. The attendance record of each Director is set out below:

Name of Directors	Number of attendance
<i>Executive Directors</i>	
Mr. Wong Ka Yeung Roland	4/4
Ms. Chan Choi Wan Rolie	4/4
<i>Non-executive Director</i>	
Mr. Wong Chung Tak Richard JP	4/4
<i>Independent Non-executive Directors</i>	
Ms. Chan Kam Ping	4/4
Mr. Wong King Wai Kirk	4/4
Mr. Wen Cyrus Jun-ming (Note 1)	1/2
Mr. Hung Franklin Chi Yen (Note 2)	2/2

Notes:

1. Mr. Wen Cyrus Jun-ming resigned with effect from the conclusion of the 2022 annual general meeting held on 28 April 2022 (the "2022 AGM"), and 2 Board meetings were held during his tenure of office in 2022.
2. Mr. Hung Franklin Chi Yen was appointed with effect from the conclusion of the 2022 AGM and 2 Board meetings were held after his appointment.

Board minutes are kept by the company secretary of the Company (the "Company Secretary") and are open for inspection by the Directors. Every Board member is entitled to have access to the Board papers and related materials and has unrestricted access to the advice and services of the Company Secretary, and has the liberty to seek external professional advice if so required.

The Board adopted on 24 February 2023 a mechanism for Directors to obtain independent opinions and perspectives in order for them to discharge their duties and responsibilities, and to ensure independent views and input are available to the Board. The Board will review the implementation and effectiveness of such mechanism annually.

The Company shall arrange suitable and sufficient resources to cover any matters relating to the obtaining of an independent opinion by the Board, including but not limited to the engagement of a legal team or any other professionals for such purpose (where appropriate).

The Directors shall give at least three working days' notice to the Company Secretary to obtain an independent opinion, including but not limited to engaging a professional team for such purpose (where appropriate).

CORPORATE GOVERNANCE REPORT (CONTINUED)

The Board is required to review its structure, size, composition (including skills, knowledge and experience) and Board Diversity policy at least annually to ensure that the composition of the Board complies with the relevant requirements of the Listing Rules, including maintaining a balanced mix of executive and non-executive Directors (including independent non-executive Directors) so that the Board can make and exercise judgment independently and effectively.

If all independent non-executive Director has served on the Board for more than nine years, the Company should consider to appoint a new independent non-executive Director at the next annual general meeting.

Appropriate insurance cover has been arranged by the Company in respect of relevant actions against its Directors.

General Meeting

During the year ended 31 December 2022, 1 general meeting of the Company was held, being the 2022 AGM.

Name of Directors	Number of attendance
<i>Executive Directors</i>	
Mr. Wong Ka Yeung Roland	1/1
Ms. Chan Choi Wan Rolie	1/1
<i>Non-executive Director</i>	
Mr. Wong Chung Tak Richard JP	1/1
<i>Independent Non-executive Directors</i>	
Ms. Chan Kam Ping	1/1
Mr. Wong King Wai Kirk	1/1
Mr. Wen Cyrus Jun-ming (Note 1)	1/1
Mr. Hung Franklin Chi Yen (Note 2)	N/A

Notes:

1. Mr. Wen Cyrus Jun-ming resigned with effect from the conclusion of the 2022 AGM, and 1 general meeting was held during his tenure of office in 2022.
2. Mr. Hung Franklin Chi Yen was appointed with effect from the conclusion of the 2022 AGM and no general meetings were held after his appointment.

The Board is responsible for maintaining an on-going dialogue with Shareholders and in particular, using annual general meeting or other general meetings to communicate with them and encourage their participation.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Directors' Training

According to the code provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the board remains informed and relevant.

All Directors have participated in continuous professional development and provided a record of training they received for the financial year ended 31 December 2022 to the Company.

The individual training record of each Director received for the year ended 31 December 2022 is summarised below:

Name of Directors	Attending or participating in seminars/ reading materials relevant to the Director's duties
<i>Executive Directors</i>	
Mr. Wong Ka Yeung Roland	✓
Ms. Chan Choi Wan Rolie	✓
<i>Non-executive Director</i>	
Mr. Wong Chung Tak Richard JP	✓
<i>Independent Non-executive Directors</i>	
Ms. Chan Kam Ping	✓
Mr. Wong King Wai Kirk	✓
Mr. Hung Franklin Chi Yen	✓

NOMINATION COMMITTEE

The Company has established the Nomination Committee with written terms of reference in compliance with the CG Code. The Nomination Committee consists of three members, namely Mr. Wong King Wai Kirk, Ms. Chan Kam Ping and Mr. Hung Franklin Chi Yen. Mr. Wong King Wai Kirk is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee include, but not limited to, (i) reviewing the structure, size and diversity (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the corporate strategy; (ii) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer; (iii) identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship; and (iv) assessing the independence of independent non-executive Directors.

To ensure changes to the Board composition can be managed without undue disruption, there should be a formal, considered and transparent procedure for selection, appointment and re-appointment of Directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. The appointment of a new Director (to be an additional Director or fill a casual vacancy as and when it arises) or any re-appointment of Directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Nomination Committee.

CORPORATE GOVERNANCE REPORT (CONTINUED)

The criteria to be applied in considering whether a candidate is qualified shall be his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effectiveness in carrying out the duties by the Board which, in particular, are set out as follows:

- (a) participating in Board meetings to bring an independent judgment on issues of corporate strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
- (b) taking the lead where potential conflicts of interests arise;
- (c) serving on the Audit Committee, the Remuneration Committee and the Nomination Committee (in the case of candidate being a non-executive Director) and other relevant Board committees, if invited;
- (d) bringing a range of business and financial experience to the Board or any other committees by his or her skills, expertise, varied backgrounds and qualifications and diversity through attendance and participation in the Board meetings or meetings of any committees;
- (e) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;
- (f) ensuring the committees on which he or she serves to perform their powers and functions conferred on them by the Board; and
- (g) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Listing Rules, where appropriate.

If the candidate is proposed to be appointed as an independent non-executive Director, his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an independent non-executive Director as required under Rule 3.10(2) of the Listing Rules.

In considering the nomination of new Directors, the Board will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates.

During the year ended 31 December 2022, the Nomination Committee held 2 meetings for (i) reviewing the structure, size and diversity of the Board, (ii) assessing the independence of the independent non-executive Directors, (iii) considering the re-election of Directors, (iv) reviewing the terms of reference of the Nomination Committee and (v) proposed nomination of an independent non-executive Director.

Name of Members	Number of attendance
Mr. Wong King Wai Kirk (<i>chairman</i>)	2/2
Ms. Chan Kam Ping	2/2
Mr. Wen Cyrus Jun-ming (Note 1)	2/2
Mr. Hung Franklin Chi Yen (Note 2)	N/A

CORPORATE GOVERNANCE REPORT (CONTINUED)

Notes:

1. Mr. Wen Cyrus Jun-ming ceased to be a member following his resignation as an independent non-executive Director with effect from the conclusion of the 2022 AGM, and 2 Nomination Committee meetings were held during his tenure of office in 2022.
2. Mr. Hung Franklin Chi Yen was appointed as a member with effect from the conclusion of the 2022 AGM and no Nomination Committee meetings were held after his appointment.

REMUNERATION COMMITTEE

The Company has established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the CG Code. The primary duties of the Remuneration Committee are to make recommendations to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group, review performance based remuneration and ensure none of the Directors determine their own remuneration. The Remuneration Committee consists of three members, namely Mr. Hung Franklin Chi Yen, Ms. Chan Kam Ping and Mr. Wong King Wai Kirk. Mr. Hung Franklin Chi Yen is the chairman of the Remuneration Committee.

During the year ended 31 December 2022, the Remuneration Committee held 2 meetings for (i) reviewing the policy and structure of the remuneration for the Directors and senior management and recommending the same for consideration by the Board; (ii) reviewing and approving the management's remuneration proposals with reference to the Board's goals and objectives and (iii) reviewing the remuneration of the proposed independent non-executive Director.

Name of Members	Number of attendance
Mr. Hung Franklin Chi Yen (<i>chairman</i>) (Note 1)	N/A
Mr. Wen Cyrus Jun-ming (Note 2)	2/2
Ms. Chan Kam Ping	2/2
Mr. Wong King Wai Kirk	2/2

Notes:

1. Mr. Hung Franklin Chi Yen was appointed as the chairman and a member with effect from the conclusion of the 2022 AGM and no Remuneration Committee meetings were held after his appointment.
2. Mr. Wen Cyrus Jun-ming ceased to be the chairman and a member following his resignation as an independent non-executive Director with effect from the conclusion of the 2022 AGM, and 2 Remuneration Committee meetings were held during his tenure of office in 2022.

The emoluments payable to Directors and senior management depend on their respective contractual terms under the employment agreements, if any, and is fixed by the Board with reference to the recommendation of the Remuneration Committee, the performance of the Group and the prevailing market conditions. Details of the remuneration of the Directors and senior management are set out in notes 9 and 23 to the consolidated financial statements.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Senior Management's Remuneration

Senior management's remuneration payment of the Group for the year ended 31 December 2022 falls within the following band:

	Number of individuals
Nil to HK\$1,000,000	2

AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code. The Audit Committee consists of three members, namely Ms. Chan Kam Ping, Mr. Wong King Wai Kirk and Mr. Hung Franklin Chi Yen. Ms. Chan Kam Ping is the chairlady of the Audit Committee.

The Audit Committee meets the external auditor regularly to discuss any area of concern during the audit. The Audit Committee shall review the interim and annual reports before submission to the Board. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the Listing Rules and the legal requirements in the review of the Company's interim and annual report.

The primary duties of the Audit Committee are to make recommendations to the Board on the appointment, re-appointment and removal of external auditor, review the financial statements and render advice in respect of financial reporting as well as oversee internal control procedures of the Group and oversee the Company's corporate governance functions.

The corporate governance functions are performed by the Audit Committee which was delegated by the Board.

The corporate governance functions are (i) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (ii) to review and monitor the training and continuous professional development of Directors and senior management; (iii) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; (iv) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board and report to the Board on matters; (v) to review the Company's compliance with the CG Code and disclosure in the corporate governance report; (vi) to review and monitor the Company's compliance with the Company's whistleblowing policy; and (vii) to consider any other topics as determined by the Board.

The Audit Committee is also responsible for overseeing the Company's continuing connected transaction, and has the following functions to safeguard the annual review of the continuing connected transaction:

- (a) meetings every six months to review the reports on continuing connected transaction;
- (b) power to request further information with respect to the Group's continuing connected transaction to be provided by the senior management of the Company as it deems to be appropriate for its review;
- (c) authority to appoint any financial or legal advisor as the Audit Committee considers necessary for its review;

CORPORATE GOVERNANCE REPORT (CONTINUED)

- (d) decision-making in relation to the continuance or discontinuance of any of the Group's continuing connected transaction in accordance with the results of its review;
- (e) the Audit Committee's approval being a condition precedent to the convening of a Board meeting to approve any new continuing connected transactions or the renewal of any continuing connected transactions, as the case may be;
- (f) formation of its own opinion regarding the enforcement of the continuing connected transaction agreement and disclosure of such opinion in the Company's annual report for each financial year;
- (g) initiation of legal proceedings against the respective connected persons in the event any of the connected transaction agreement has been materially breached; and
- (h) the power to require alterations, modifications or changes to the terms of the continuing connected transaction in whatever manner as the independent non-executive Directors see fit to ensure all connected transactions are carried out on an arm's length basis.

During the year ended 31 December 2022, the Audit Committee held 2 meetings for reviewing, among others, the annual and interim results of the Group.

Name of Members	Number of attendance
Ms. Chan Kam Ping (<i>chairlady</i>)	2/2
Mr. Wong King Wai Kirk	2/2
Mr. Wen Cyrus Jun-ming (Note 1)	1/1
Mr. Hung Franklin Chi Yen (Note 2)	1/1

Notes:

1. Mr. Wen Cyrus Jun-ming ceased to be a member following his resignation as an independent non-executive Director with effect from the conclusion of the 2022 AGM, and 1 Audit Committee meeting was held during his tenure of office in 2022.
2. Mr. Hung Franklin Chi Yen was appointed as a member with effect from the conclusion of the 2022 AGM and 1 Audit Committee meeting was held after his appointment.

The Audit Committee noted the existing risk management and internal control systems of the Group and also noted that review of the same will be carried out annually.

The accounts for the year ended 31 December 2022 were audited by PricewaterhouseCoopers whose term of office will expire upon the conclusion of the forthcoming annual general meeting of the Company ("2023 AGM"). The Audit Committee has reviewed the terms of engagement of PricewaterhouseCoopers, inter alia, (i) the size and structure as well as the nature and complexity of the business of the Group, (ii) the relevant audit fees and (iii) the resources deployed by PricewaterhouseCoopers in respect of the audit of the financial statements of the Group in accordance with "Guidelines for the Effective Operation of Audit Committees - Selection, Appointment and Reappointment of Auditors" published by the Financial Reporting Council on 16 December 2021 and recommended to the Board the re-appointment of PricewaterhouseCoopers as the auditor of the Company at the 2023 AGM.

CORPORATE GOVERNANCE REPORT (CONTINUED)

AUDITOR'S REMUNERATION

During the year ended 31 December 2022, the remuneration paid/payable to the PricewaterhouseCoopers are set out below:

Services rendered	Fee paid/payable HK\$'000
Audit services	620
Non-audit services (Note)	200
Total:	820

Note: The non-audit services consist of review of interim results.

COMPANY SECRETARY

The Company has engaged an external professional company secretarial services provider, Uni-1 Corporate Services Limited ("Uni-1"), to provide compliance and full range of company secretarial services to the Group in order to assist the Group to cope with the changing regulatory environment and to suit different commercial needs.

Ms. Chan Yuen Ying Stella, the representative of Uni-1, was appointed as the named Company Secretary on 22 January 2018.

Mr. Wong Ka Yeung Roland, an executive Director, is the primary point of contact at the Company for the Company Secretary.

According to the requirements of Rule 3.29 of the Listing Rules, Ms. Stella Chan had taken no less than 15 hours of relevant professional training for the year ended 31 December 2022.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.

Shareholders to convene an extraordinary general meeting

Shareholders may convene an extraordinary general meeting of the Company according to the provisions as set out in the Articles and The Companies Act (Revised) of the Cayman Islands. The procedures Shareholders can use to convene an extraordinary general meeting are set out in the document entitled "Procedures for Shareholders to Convene General Meetings", which is currently available on the Company's website.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Putting enquiries by Shareholders to the Board

Shareholders may send written enquiries to the Company for the attention of the Company Secretary at the Company's principal place of business in Hong Kong. The procedures Shareholders can use to send enquiries to the Board are set out in the document entitled "Procedures for Sending Enquiries to the Board", which is currently available on the Company's website.

Procedures for putting forward proposals by Shareholders at general meeting

Shareholders should follow the procedures set out in the sub-section headed "Shareholders to convene an extraordinary general meeting" above for putting forward proposals for discussion at general meeting.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions to be set out in the notice of 2023 AGM will be voted by poll.

COMMUNICATION WITH SHAREHOLDERS

The Company is committed to enhancing long-term Shareholder value through communications with the Shareholders, both individual and institutional as well as potential investors.

The Board adopted a Shareholders communication policy on 8 March 2018 (the "Shareholders Communication Policy") which sets out the principles to ensure that Shareholders and potential investors are provided with ready, equal and timely access to information about the Company, so that Shareholders can exercise their rights in an informed manner, and engage actively with the Company.

General Policy

The Board shall maintain an on-going dialogue with Shareholders and potential investors. The Board shall regularly review the Shareholders Communication Policy to ensure its effectiveness.

According to the Shareholders Communication Policy, there are multiple channels for information of the Company to be disseminated to Shareholders, which are included in the following manners:

- (a) Delivery of annual and interim results and reports to all Shareholders;
- (b) Publication of announcements on the annual and interim results, issue of other announcements and Shareholders' circulars in accordance with the continuing disclosure obligations under the Listing Rules and other corporate communications on the Stock Exchange's website and the Company's website; and
- (c) The annual general meeting and other general meetings of the Company are also effective communication channel between the Board and Shareholders.

Effective and timely dissemination of the Company's information to Shareholders and potential investors shall be ensured at all times.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Communication Channels

Shareholders' Enquiries

Shareholders should direct their questions about their shareholdings to the Company's Hong Kong branch share registrar. Shareholders may at any time make a request for the Company's information to the extent such information is publicly available. The contact details of the Company are set out in the Company's website in order to enable Shareholders to make any query that they may have with respect to the Company.

Corporate Communications

Corporate communications have the meaning ascribed thereto in the Listing Rules, which include but are not limited to (i) the directors' report, the annual accounts together with a copy of the auditor's report; (ii) the annual reports and interim reports; (iii) a notice of meeting; (iv) a listing document; (v) a circular; and (vi) a form of proxy will be made available to Shareholders in a timely manner and provided to Shareholders in plain language and in both English and Chinese versions to facilitate Shareholders' understanding. Shareholders can elect to receive Corporate communications in printed form or through electronic means and in the language(s) they desire (either English or Chinese or both). They may change their election at any time by notifying the Company by post or email.

Shareholders are encouraged to provide, amongst other things, their contact details, in particular, their email address to the Hong Kong branch share registrar of the Company in order to facilitate timely and effective communications.

Corporate Website

The Company's website provides Shareholders with corporate information such as principal business activities and latest development of the Group. It also provides information on corporate governance of the Group as well as the compositions and functions of the Board and the Board committees.

The Company publishes its results announcement on the websites of the Stock Exchange and the Company after the results have been approved by the Board. The results announcement contains the performance and results of the Group, details on the recommended dividend payment (if any) and closure of the register of members (if applicable) and any other information required to be disclosed under the Listing Rules from time to time. Information released by the Company for publication on the website of the Stock Exchange is also posted on the Company's website immediately thereafter.

Press releases and newsletters issued by the Company from time to time are also available on the Company's website. Information on the Company's website is updated on a regular basis.

Shareholders' Meetings

Shareholders are encouraged to participate in general meetings physically or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend. Appropriate arrangements for the general meetings shall be in place to encourage Shareholders' participation. Board members, in particular, the chairmen of the Board committees or their delegates, appropriate senior executives and external auditor will attend the annual general meeting to answer Shareholders' questions.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Shareholder Privacy

The Company recognises the importance of Shareholders' privacy and will not disclose Shareholders' information without their consent, unless required by the Stock Exchange, the Securities and Futures Commission, or by applicable laws and regulations to do so.

The Board has conducted a review of the Shareholders Communication Policy for the year ended 31 December 2022 to ensure the effectiveness of the Shareholders Communication Policy. Such review shall be conducted annually. The Board considered that the Shareholders Communication Policy for the year ended 31 December 2022 was effective.

DIVIDEND POLICY

The amount of dividends that the Company may declare and pay in the future will be subject to the discretion of the Board and will be based upon the Company's earnings, cash flow, financial condition, capital requirements, distributable reserves and any other conditions that the Directors consider relevant. The payment of dividends may also be limited by legal restrictions and by financing agreements that the Company may enter into from time to time. The amounts of distributions that any company within the Group has declared and made in the past are not indicative of the dividends that the Company may pay in the future.

The Directors may recommend a payment of dividends after taking into account the Group's operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions, capital expenditure and future development requirements, Shareholders' interests and other factors which the Directors may deem relevant at such time. Any declaration and payment as well as the amount of the dividends will be subject to the Company's constitutional documents and the Companies Act, including the approval of the Shareholders in case of having a recommendation of final dividend for the year. Any future declarations of dividends may or may not reflect the Company's historical declarations of dividends and will be at the absolute discretion of the Directors.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Group's consolidated financial statements for each financial year which give a true and fair view of the financial position of the Group and of the financial performance and cash flows of the Group for that year. In preparing the consolidated financial statements for the year ended 31 December 2022, the Board has selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the accounts on a going concern basis. The Board considers the consolidated financial statement presents a balanced, clear and understandable assessment in this annual report and other financial disclosures required by the Listing Rules and under statutory requirements (if any).

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

CORPORATE GOVERNANCE REPORT (CONTINUED)

INTERNAL CONTROL AND RISK MANAGEMENT

The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has delegated its responsibilities with relevant authorities of risk management and internal control to the Audit Committee, which oversees management in the design, implementation and monitoring of the risk management and internal control systems, and management has provided a confirmation to the Audit Committee and the Board on the effectiveness of these systems for the year ended 31 December 2022.

Main features of the risk management and internal control systems

The Board has the overall responsibility for maintaining sound and effective risk management and internal controls to safeguard the Shareholders' investment and the Company's assets.

The Company has adopted a risk management policy, the main objectives of which are to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business in order to guide decisions on risk related issues.

The specific objectives of the policy are:

- (a) to ensure that all the current and future material risk exposures of the Group are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management.
- (b) to establish a framework for the Group's risk management process and to ensure its implementation.
- (c) to enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
- (d) to assure business growth with financial stability.

Risk assessment process

Risk identification is based on discussions and interviews with senior management from different departments. Risks are preliminary identified by senior management from the risk universe which is a collection of risks built on environmental analysis and external benchmarking that can impact the Group at the entity or specific business process level. Key risk factors are then identified by integrating the results of the discussions and interviews.

Risk evaluation is the second step to assess the relative impact and likelihood of identified key risk factors. These identified key risk factors are further assessed by a scale rating process by the senior management to evaluate their impact and likelihood.

Risk prioritisation is a mapping exercise. A risk map is used to prioritise the identified key risk factors according to their impact and likelihood.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Internal audit function

The Company has designated a staff to be responsible for the internal control function. The Board will review regularly the need to engage an independent professional service provider to review the Group's risk management and internal control systems in addition to the work done by the designated staff in order to provide sufficient risk management and internal control for the Group.

Handling and dissemination of inside information

The Group regulates the handling and dissemination of inside information according to the "Guidelines on Disclosure of Inside Information" published by the Securities and Future Commission in June 2012 to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made. The Company regularly reminds the Directors and employees about due compliance with all policies regarding the inside information. Also, the Company keeps Directors, senior management and employees apprised of the latest regulatory updates. The Company shall prepare or update appropriate guidelines or policies to ensure the compliance with regulatory requirements.

The Board has conducted a review of the systems of risk management and internal control for the year ended 31 December 2022 to ensure the effectiveness and adequacy of the systems. Such review shall be conducted annually. The Board considered that the risk management and internal control systems of the Company for the year ended 31 December 2022 were effective and adequate.

CONSTITUTIONAL DOCUMENTS

There was no change in the Company's constitutional documents during the year ended 31 December 2022. The Board proposed to amend the existing memorandum and Articles (the "Existing M&A") and to adopt an amended and restated memorandum and articles of association of the Company in 2023 AGM in order to (i) conform to the core standards set out in Appendix 3 to the Listing Rules; (ii) update the Existing M&A according to the relevant requirements of the Listing Rules and the applicable laws of the Cayman Islands; and (iii) to make certain housekeeping amendments.

DIRECTORS' REPORT

The Directors are pleased to present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and its subsidiaries are principally engaged in property investment and management in Hong Kong.

BUSINESS REVIEW

The business review, discussion on the Group's future business development and analysis using key financial performance indicators for the year ended 31 December 2022 are set out in the section headed "Management Discussion & Analysis" on pages 8 to 11 of this annual report.

Principal Risks and Uncertainties

Risks Relating to Business

1. The Group's results may fluctuate due to increases or decreases in the appraised fair value of its investment properties and the appraised fair value of the investment properties may differ from the actual realisable value and is subject to change.

Any such decrease in the fair value of the investment properties will reduce the Group's profits and could have a material adverse effect on the Group's results of operations, financial condition and business prospects. The Company may also record a loss for a year as a result of such decrease in fair value of the investment properties.

2. The Group depends on rental income generated from its investment properties. Rental income from the Group's investment properties constituted substantial portion of the Group's revenue during the year ended 31 December 2022. The Group is subject to risks incidental to the leasing of properties including, among other things, changes in market rental levels, competition for tenants and inability to collect rent from tenants, or tenants fail to pay fees and charges (e.g. management fees and utilities charges) for which they are responsible under the terms of the tenancy agreement, but which the Group (as registered owner of the relevant property) is liable for under the terms of the deed of mutual covenant.

The Company cannot guarantee such downturn will not happen in the future and if it does, this may have a material adverse effect on the Group's business, results of operations and financial position. The Group's cash flow and liquidity will also be severely affected if the Company is not able to maintain the current rental income level and occupancy rate.

3. The Group's business is susceptible to any unexpected epidemic. For example, the outbreak of a contagious disease may have negative impact on the economic environment which may affect the operation of the Group. Under these circumstances, the Group usually provides rent concessions to certain lessees. As such, the performance of the Group may be affected in different aspects, including a decrease in the Group's revenue.

DIRECTORS' REPORT (CONTINUED)

Risks relating to the Industry the Group Operates in

All of the Group's properties are located in Hong Kong. The Group's business and revenue growth are generally subject to the economic conditions in Hong Kong.

The property market in Hong Kong may be affected by many factors, including changes in the social, political, economic and legal environments in Hong Kong, as well as changes in Hong Kong Government's fiscal and economic policies. The Group generally is also sensitive to changes in the economic conditions, consumer confidence, consumer spending and customer preferences. Factors such as China's slower growth in economy in recent years, may, to a certain extent, have cooled the real estate market in Hong Kong.

The Group's business and prospects therefore depend principally on the economic conditions and performance of the property market in Hong Kong. Any downturn in the Hong Kong economic conditions or outlook of the property market may therefore adversely affect the Group's performance. The Company cannot assure that the demand for properties, in particular commercial non-residential properties, in Hong Kong, will continue to grow, or will grow at all, any potential decline in the demand for properties or property prices in Hong Kong may have a material adverse impact on the Group's business, financial condition, results of operations and growth prospects. The Group's financial position and results of operations may be influenced by fluctuations of supply and demand in the property market, which may, in turn, be affected by the general state of the economy and other factors, such as government policies. Any economic downturn or over-supply of properties could result in a slowdown in property sales or leases or downward pressure on property prices or rents. Any adverse development in the property market in Hong Kong could also have a material adverse effect on the Group's business, results of operations and financial condition.

Environmental Policy and Performance

The Company is committed to build an environmentally-friendly corporation that pays close attention to conserving natural resources. The Company strives to minimise its environmental impact by saving electricity and encouraging recycle of office supplies and other materials.

The details of the environmental, social and governance ("ESG") report of the Company ("ESG Report") for the year ended 31 December 2022 are set out on pages 41 to 51 of this annual report.

Compliance with the Relevant Laws and Regulations

During the year under review, as far as the Board and management are aware, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has a significant impact on the business and operation of the Group.

Key Relationships with Employees, Customers and Suppliers

The Group recognises that employees are one of the significant assets of the Group. The Group aims to continue establishing a caring environment to employees and emphasize the personal development of its employees.

The Group maintains a good relationship with its customers and suppliers. The Group aims to continue providing quality services and consumption experiences to its customers and establishing cooperation strategy with its suppliers.

DIRECTORS' REPORT (CONTINUED)

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statement of comprehensive income on page 57 of this annual report.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2022 (2021: Nil).

CHARITABLE DONATIONS

During the year ended 31 December 2022, the Group made no charitable donation (2021: Nil).

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the forthcoming 2023 AGM to be held on Thursday, 27 April 2023, the register of members of the Company will be closed from Friday, 21 April 2023 to Thursday, 27 April 2023, both days inclusive, during the period no transfer of Shares will be registered. All transfers accompanied by the relevant certificates must be lodged with the Company's transfer office and share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 20 April 2023.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year ended 31 December 2022 in the property, plant and equipment of the Group are set out in note 15 to the consolidated financial statements.

INVESTMENT PROPERTIES

Details of the movements during the year ended 31 December 2022 in the investment properties of the Group are set out in note 14 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the Company's reserves available for distribution to the Shareholders amounted to approximately HK\$367,520,000 (2021: approximately HK\$366,504,000).

SHARE CAPITAL

Details of the movements in the share capital during the year are set out in note 24 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

RELIEF OF TAXATION

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

DIRECTORS' REPORT (CONTINUED)

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of possible legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) when the Report of the Board of Directors prepared by the Directors is approved in accordance with section 391(1) (a) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

GROUP FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 106 of this annual report.

DIRECTORS

The list of Directors of the Company during the year and up to the date of this annual report is set out below:

Executive Directors

Mr. Wong Ka Yeung Roland
Ms. Chan Choi Wan Rolie

Non-executive Director

Mr. Wong Chung Tak Richard *JP*

Independent Non-executive Directors

Ms. Chan Kam Ping
Mr. Wong King Wai Kirk
Mr. Wen Cyrus Jun-ming (resigned with effect from the conclusion of the 2022 AGM held on 28 April 2022)
Mr. Hung Franklin Chi Yen (appointed with effect from the conclusion of the 2022 AGM held on 28 April 2022)

In accordance with Article 108(a) of the Articles, Ms. Chan Choi Wan Rolie and Ms. Chan Kam Ping will retire by rotation at the 2023 AGM and, being eligible, offer themselves for re-election.

In accordance with Article 112 of the Articles, Mr. Hung Franklin Chi Yen shall be subject to re-election at the 2023 AGM and, being eligible, offers himself for re-election.

DIRECTORS' REPORT (CONTINUED)

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors and the non-executive Director has signed a renewed service contract with the Company on 26 February 2021 for a further term of three years commencing with retrospective from 16 January 2021.

Each of Ms. Chan Kam Ping and Mr. Wong King Wai Kirk, the independent non-executive Directors has signed a renewed letter of appointment issued by the Company on 26 February 2021 for a further term of three years commencing with retrospective from 16 January 2021.

Mr. Hung Franklin Chi Yen, an independent non-executive Director, has signed a letter of appointment with the Company for an initial period from 28 April 2022 to 15 January 2024.

None of the Directors who are proposed for re-election at the 2023 AGM has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

CONNECTED TRANSACTIONS

For the year ended 31 December 2022, the Company and its subsidiaries have the following continuing connected transaction that is subject to the annual review requirements under Chapter 14A of the Listing Rules:

Renewed Tenancy Agreement

Grandtex Development Limited ("Grandtex Development"), a wholly-owned subsidiary of the Company, as landlord and Thing On Capital Limited ("Thing On Capital") as tenant entered into the existing tenancy agreement (the "Existing Tenancy Agreement") on 10 December 2019 in respect of the renewal of leasing of a portion of the office space located at 17th Floor, and Car Parking Space No.18, 19, and 20 on 2nd Floor, Bank of East Asia Harbour View Centre, No.56 Gloucester Road, Hong Kong (the "Property") for a term of three years commencing from 1 January 2020 and ended on 31 December 2022 (both days inclusive). The monthly rental of the Property is HK\$350,000 (exclusive of government rent, rates, management fee, utility charge and all tenant's expenses and outgoings), which was determined after arm's length negotiations based on the then prevailing market rent and the terms of similar property in the proximity of the Property. On 9 December 2022, the parties entered into the renewed tenancy agreement (the "Renewed Tenancy Agreement") in respect of renewal of leasing of the Property for a term of three years commencing from 1 January 2023 and ending on 31 December 2025 (both days inclusive) with the monthly rental at HK\$300,000.

Thing On Capital is a wholly-owned subsidiary of Thing On Group Limited, the controlling shareholder of the Company, and is therefore, regarded as a connected person of the Company as defined under Chapter 14A of the Listing Rules. The transaction under the Renewed Tenancy Agreement constituted a continuing connected transaction for the Company under Chapter 14A of the Listing Rules and is subject to the reporting, annual review and announcement requirements but are exempt from the circular (including independent financial advice) and the independent shareholders' approval requirement under Chapter 14A of the Listing Rules. The annual rental ("Annual Caps") payable by Thing On Capital to Grandtex Development for the year ended 31 December 2022 was HK\$4.2 million. The actual rental paid by Thing On Capital to Gandtex Development for the year ended 31 December 2022 was HK\$4.2 million.

DIRECTORS' REPORT (CONTINUED)

The independent non-executive Directors have examined the specific implementation of the continuing connected transaction and confirmed that:

- (a) the transaction was entered into in the ordinary and usual course of business of the Company;
- (b) the transaction was carried out on normal commercial terms or more favourable terms; and
- (c) the transaction was carried out in accordance with the Existing Tenancy Agreement in respect thereof, the terms of which were fair and reasonable and in the interest of the Shareholders as a whole.

The Company has also engaged an external auditor to review the Group's continuing connected transaction to ensure that the transaction carried out under the Existing Tenancy Agreement will be in compliance with the requirements under the Listing Rules. The Board has confirmed that the auditor has issued an unqualified letter in respect of the aforesaid continuing connected transaction in accordance with Rule 14A.56 of the Listing Rules and reported the results in the letter to the Board, and a copy of the auditor's letter was submitted to the Stock Exchange. The letter stated that:

- (a) the relevant continuing connected transaction has been approved by the Board;
- (b) in relation to the relevant continuing connected transaction involving the leasing of a portion of the office space and car parking space to the Group, nothing has come to their attention that causes them to believe that the transaction was not, in any material respects, in accordance with the pricing policies of the Group;
- (c) the relevant continuing connected transaction was conducted pursuant to the relevant Existing Tenancy Agreement governing the transaction; and
- (d) the relevant continuing connected transaction did not exceed the respective Annual Caps applicable to such transaction.

The non-exempt continuing connected transaction is subject to reporting, annual review and announcement requirements but exempt from circular and independent Shareholders' approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

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

DIRECTORS' REPORT (CONTINUED)

Exempted connected transaction

Reference was made to the announcement of the Company dated 25 April 2018 in respect of the provision of financial assistance from the controlling Shareholder of loan facilities of up to HK\$1,000,000,000.

On 25 April 2018, Branding Good Limited, a wholly-owned subsidiary of the Company (as borrower) (the "Borrower"), and the Company (as guarantor) confirmed their acceptance of the facility letter (the "Facility Letter") issued by Good Shot Limited (the "Lender") pursuant to which the Lender agreed to make available to the Borrower (i) an unsecured revolving loan facility of up to HK\$400,000,000 at an interest rate of one-month Hong Kong Interbank Offered Rate ("HIBOR") on the drawdown date plus 0.4% per annum and (ii) an unsecured revolving loan facility of up to HK\$600,000,000 at an interest rate of one-month HIBOR on the drawdown date plus 2.0% per annum (the "Loan Facilities"). The Loan Facilities shall be valid for a term of 18 months from the date of the Facility Letter and are secured by a corporate guarantee executed by the Company in favour of the Lender, pursuant to which the Company unconditionally and irrevocably guarantees the payment and performance obligations of the Borrower under the Facility Letter.

The maturity date of the Loan Facilities has been extended by entering into numerous extension agreements. On 9 December 2022, the parties agreed to further extend the maturity date of the Loan Facilities under the seventh extension agreement from 3 July 2023 to 2 January 2024 (the "Seventh Extension of Loan Period"). Except for the Seventh Extension of Loan Period, other principal terms under the Facility Letter remain unchanged and effective.

The Lender is a wholly-owned subsidiary of Thing On Group, the controlling Shareholder, and is therefore a connected person of the Company as defined under Chapter 14A of the Listing Rules. Accordingly, the provision of the Loan Facilities by the Lender constituted a connected transaction of the Company as defined under Chapter 14A of the Listing Rules. However, as the Loan Facilities were made for the benefit of the Group on normal commercial terms (or better) and no security over the assets of the Group is pledged in respect of the Loan Facilities, the provision of the Loan Facilities by the Lender falls under Rule 14A.90 of the Listing Rules and thus are exempted from reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions (the "Transactions") carried out in the normal course of business of the Group are set out in note 23 to the consolidated financial statements. Save as disclosed in this annual report, the Transactions fall under the definition of "connected transactions" or "continuing connected transactions" under chapter 14A of the Listing Rules. Save for the connected transactions described above in the section headed "Connected Transactions", none of these Transactions constitutes a connected transaction or continuing connected transaction as defined under the Listing Rules that is required to be disclosed.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, at no time during the year ended 31 December 2022 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or their associates to acquire benefits by means of acquisition of Shares in or debentures of, the Company or in any other body corporate.

DIRECTORS' REPORT (CONTINUED)

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the section headed "Connected Transactions" in this annual report and note 9 and note 23 to the consolidated financial statements, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company or any of its subsidiaries or its parent company was a party, and in which a Director of the Company or the Director's connected party had a material interest, whether directly or indirectly subsisted at 31 December 2022 or at any time during the year ended 31 December 2022.

DIRECTORS AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2022, the interests or short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) ("SFO")), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code as set out in Appendix 10 to the Listing Rules, are set out below:

Name of Director	Capacity	Long position/ Short position	Number of ordinary Shares/ underlying Shares held	Approximate percentage of the issued share capital of the Company
Mr. Wong Chung Tak Richard	Interest in a controlled corporation (Note)	Long position	540,000,000 ordinary Shares	75.0%

Note: Mr. Wong owns the entire issued share capital of Thing On Group. By virtue of the SFO, Mr. Wong is deemed to be interested in such shares held by Thing On Group.

Save as disclosed above, none of the Directors, or chief executives of the Company or their associates had any interests or short positions in any Shares, underlying Shares and debentures of the Company or any of its associated corporations as defined in Part XV of the SFO as recorded in the register to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as at 31 December 2022.

DIRECTORS' REPORT (CONTINUED)

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

As at 31 December 2022, the register of substantial Shareholders maintained by the Company pursuant to section 336 of the SFO shows that, other than the interests of the Directors and the chief executives of the Company, the following Shareholders had notified the Company of relevant interests or short position in the Shares and underlying Shares of the Company as follows:

Name	Capacity	Long position/ short position	Number of ordinary Shares/ underlying Shares held	Approximate percentage of the issued share capital of the Company
Thing On Group	Beneficial owner (Note 1)	Long position	540,000,000 ordinary Shares	75.0%
Ng Ka Fong Jenny	Interest of spouse (Note 2)	Long position	540,000,000 ordinary Shares	75.0%

Notes:

1. Mr. Wong owns the entire issued share capital of Thing On Group.
2. Ms. Ng Ka Fong Jenny is the spouse of Mr. Wong. Therefore, Ms. Ng Ka Fong Jenny is deemed to be interested in the Shares which Mr. Wong is interested in.

Save as disclosed above, no other parties were recorded in the register of the Company required to be kept under section 336 of the SFO as having interests or short positions in the Shares or underlying Shares as at 31 December 2022.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standards as set out in the Model Code during the year ended 31 December 2022.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") pursuant to the written resolutions of the Shareholders passed on 15 December 2017 (the "Adoption Date"). The purposes of the Share Option Scheme are to enable the Group to provide additional incentives or rewards to selected participants for their contributions to the Group and to promote the success of the business of the Group. The Board may, at its absolute discretion and on such terms as it may think fit, invite any employee (full-time or part-time), Director, substantial Shareholder, consultant, adviser, business partner or service provider of the Group, to take up options to subscribe for Shares. The Share Option Scheme will help motivating the participants to optimise their performance and efficiency and attract and retain the participants whose contributions are important to the long-term growth and profitability of the Group.

The principal terms of the Share Option Scheme are summarised as follows:

- (a) The subscription price per share in respect of any exercise of an option granted under the Share Option Scheme shall be a price solely determined by the Board and shall be at least the higher of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option.
- (b) As consideration for the grant, the grantee shall pay to the Company HK\$1.00 upon acceptance of the offer.
- (c) The maximum number of Shares issuable upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of all the Shares in issue as at 16 January 2018 (the "Listing Date"), and which must not exceed 30% of the Shares in issue from time to time.

As at the date of this report, the total number of ordinary Shares available for issue under the Share Option Scheme is 72,000,000 Shares, which represents 10% of the issued Shares as at the date of this annual report.

- (d) The total number of Shares issued and to be issued upon exercise of options granted to any participant (including both exercised and outstanding options) under the Share Option Scheme or any other share option schemes of the Company, in any 12-month period shall not exceed 1% of the Shares in issue.
- (e) An option may be exercised by the grantee in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant.
- (f) The Share Option Scheme will be in force until 14 December 2027.

No share option has been granted by the Company under the Share Option Scheme since the Adoption Date and up to the date of this annual report.

DIRECTORS' REPORT (CONTINUED)

NON-COMPETITION UNDERTAKING

Mr. Wong and Thing On Group (the "Covenantors" and each a "Covenantor"), executed a deed of non-competition on 15 December 2017 (the "Deed of Non-competition") in favour of the Company (for its own and on behalf of all members of the Group) pursuant to which each of the Covenantors, irrevocably and unconditionally, has undertaken to and covenanted with the Group that during the period from the Listing Date to the earlier of (i) the date on which the Covenantors cease to be controlling Shareholders (as defined from time to time under the Listing Rules) or (ii) the date on which the Shares cease to be listed on the Stock Exchange (the "Restricted Period"), each of them shall not, and shall procure that none of his/its close associates shall:

- (a) directly or indirectly (other than through the Group) engage, participate, acquire or hold any right or interest in or otherwise be interested or involved in, directly or indirectly, any business which is in competition with or likely to be in competition with the Group's business of property investment business in Hong Kong with a principal focus on office, retail and industrial properties leasing and in the property management business and any other business activities from time to time undertaken by the Company (the "Restricted Business") except for the holding of not more than 5% shareholding interests (individually or collectively with his/its associates) in any company listed on a recognized stock exchange, provided that (i) at all times there should exist a third party shareholder holding (together, where appropriate, with its associates) a larger percentage of the shares in such listed company than the aggregate shareholding of the relevant Covenantor and his/its associates in such listed company; and (ii) the relevant Covenantor and his/its associates are not entitled to appoint a majority of the Directors of that listed company;
- (b) either on his/its own account or for any person, solicit business from any person who has during the Restricted Period dealt with the Company or any member of the Group or who is in the process of negotiating with the Company or any other member of the Group in relation to the Restricted Business; and
- (c) directly or indirectly, employ or solicit for employment any person who has during the Restricted Period been a Director, officer, manager, agent or servant of or consultant to any members of the Group and who by reason of such employment is or may be likely to be in possession of any confidential information in relation to the Group.

Each of the Covenantors has provided to the Company a written confirmation in respect of his/its full compliance with the Deed of Non-Competition for the year ended 31 December 2022.

The independent non-executive Directors have reviewed the written confirmation made by the Covenantors of the compliance by each of the Covenantors with the undertakings in the Deed of Non-Competition and have confirmed that, as far as they can ascertain, there is no breach of any of the undertakings in the Deed of Non-Competition given by the Covenantors.

As of the date of this annual report, the Company is not aware of any other matters regarding the compliance of the undertakings in the Deed of Non-Competition and there has not been any change in the terms of the Deed of Non-Competition during the year ended 31 December 2022.

DIRECTORS' REPORT (CONTINUED)

EQUITY-LINKED AGREEMENTS

Save as those disclosed in the section headed "Share Option Scheme" in this Directors' Report and also note 24 to the consolidated financial statements, no other equity-linked agreements were entered into by the Group or existed during the year ended 31 December 2022.

SUBSIDIARIES

Particulars of the principal subsidiaries of the Company as at 31 December 2022 are set out in note 25 to the consolidated financial statements.

BORROWINGS

The Group has no outstanding borrowings as at 31 December 2022.

MAJOR CUSTOMERS AND SUPPLIERS

The Group's customers are mainly tenants of the Group's investment properties. For the year ended 31 December 2022, the revenue received in relation to the Group's five largest tenants accounted for approximately 37% of the Group's total revenue for the year whilst the revenue received in relation to the largest tenant accounted for approximately 13% of the Group's total revenue for the year.

The Group's suppliers are mainly building management service providers. For the year ended 31 December 2022, purchases from the Group's five largest suppliers accounted for approximately 63% (2021: 68%) of the Group's total purchases for the year and purchase from the largest supplier included therein amounted to approximately 23% (2021: 25%).

Save for Thing On Capital, being one of the largest tenant, none of the Directors or their close associates or, to the best of the knowledge of the Directors, Shareholders who hold 5% or more in the issued share capital of the Company has any interest in the five largest tenants and the five largest suppliers above.

REMUNERATION POLICY

Directors and senior management receive compensation in the form of salaries, housing and other benefits in kind and/or discretionary bonuses. The Group also reimburses them for expenses which are necessarily and reasonably incurred for providing services or executing their functions in relation to the Group's operations. The Group regularly reviews and determines the remuneration and compensation packages of Directors and senior management.

The Remuneration Committee will, from time to time, review and determine the remuneration and compensation packages of Directors with reference to their experience, responsibilities, workload and time devoted to the Group and performance of the Group. Directors may also be offered options under the Share Option Scheme.

DIRECTORS' EMOLUMENTS

Details of the remuneration of the Directors for the year ended 31 December 2022 are set out in note 9 to the consolidated financial statements.

DIRECTORS' REPORT (CONTINUED)

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as required under the Listing Rules during the year ended 31 December 2022.

REVIEW OF ANNUAL RESULTS BY AUDIT COMMITTEE

The Company established the Audit Committee on 15 December 2017 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code. The Audit Committee consists of three members, namely Ms. Chan Kam Ping, Mr. Wong King Wai Kirk and Mr. Hung Franklin Chi Yen. Ms. Chan Kam Ping is the chairlady of the Audit Committee. The Audit Committee has reviewed the audited consolidated financial statements of the Company for the year ended 31 December 2022.

AUDITORS

The consolidated financial statements for the year ended 31 December 2022 were audited by PricewaterhouseCoopers whose term of office will expire upon the conclusion of the 2023 AGM. A resolution for the re-appointment of PricewaterhouseCoopers as the auditor of the Company for the subsequent year is to be proposed at the 2023 AGM. The Company has not changed its auditor in the last three years.

By order of the Board
Thing On Enterprise Limited
Wong Chung Tak Richard
Chairman

Hong Kong, 24 February 2023

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

REPORTING SCOPE AND BOUNDARY

This is the ESG Report published by the Company which has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “Guide”), Appendix 27 to the Listing Rules for the year ended 31 December 2022.

This ESG Report focuses on providing an overview of the significant policies, management approach and figures related to environmental, social and governance within the Group during the Reporting Period.

BOARD STATEMENT ON ESG GOVERNANCE

The Board is committed to incorporating the ESG mindset into business operations. The Board accepts full responsibility for the sustainability of the Company, including formulating strategies, overseeing the Company's ESG related risks and opportunities, and approving the ESG Report. The Board is also required to keep abreast of and comply with the latest regulatory requirements before the approval of the ESG Report.

The Board believes that the management of ESG-related risks and opportunities is essential to the Company's efficient and effective operation. The risk management and internal control systems assure accuracy, reliability and the timeliness of the data presented and sustainable development measures. The Board will also regularly review the implementation effectiveness of the systems and whether they cover major control measures on material ESG issues.

ESG GOVERNANCE

The Board has the overall responsibility for the Group's ESG strategy reporting. We are committed to evaluating the ESG related risks, ensuring appropriate and effective ESG risk management and internal control systems are in place, and acting in the best interests of our stakeholders. The Board delegates daily ESG management responsibility to our senior management who oversee our ESG performance, lead long-term ESG strategic development, and report to the Board. The management has provided a confirmation to the Board on the effectiveness of our ESG risk management. Our ESG performance is reviewed and evaluated annually, which is disclosed in our annual ESG Report.

For details of corporate governance, please refer to the “Corporate Governance Report” on pages 12 to 27.

RELIABILITY ASSURANCE

The Company assures that the contents of this ESG Report, for which the Company accepts full responsibility for its truthfulness, accuracy and completeness, are free of any false statements, misleading representations or material omissions.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

FEEDBACK AND OPINIONS

We sincerely welcome your feedback on our ESG Report and our ESG performance. Please contact us by any of the following means to share your comments with us:

Address:

17th Floor, Bank of East Asia Harbour View Centre

56 Gloucester Road, Wanchai, Hong Kong

Phone: (852) 2290 0200

Fax: (852) 2845 2013

Email: info@thingon.com

APPROACH

To fulfill the requirement of the Guide, we strive to maintain ongoing communication with our material stakeholders to understand their concerns and interests towards our operations and sustainability performances. The section of “Our Stakeholders” details the major matters that are concerned by our stakeholders and the corresponding communication channels that we have established.

The information disclosed in this ESG Report for the year ended 31 December 2022 represents the most relevant issues, as identified by our key stakeholders. We endeavor to incorporate the four reporting principles: materiality, quantitative, balance and consistency; and the “comply or explain” provisions in the presentation of the information, as required by the Stock Exchange. In the long run, we are committed to enriching our ESG information disclosure in order to enhance the transparency in our sustainability performance.

We incorporate the concept of sustainability into our business strategy and day-to-day operations. We believe that prudent management of environmental and social issues is a key factor in long-term success in this rapidly changing world. With a better understanding of the risks and opportunities regarding environmental protection, the Group endeavors to reduce wastage, preserve the planet for future generations, and respond to the regulatory authorities’ expectations for environmental protection.

In our daily operations, we strike a balance among the interests of all stakeholders, the economy, the environment and the society. We actively develop opportunities with business ethics to ensure continual success and growth that would benefit our employees, suppliers, clients and the environment.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

OUR STAKEHOLDERS

As stakeholders play a crucial role in sustaining the success of our business, we make use of various communication channels to understand and engage our stakeholders. Following the communication with various stakeholders, the Company has identified the following material ESG issues related to the Group.

Stakeholders	Issues of Materiality	Communication and Responses
Regulators e.g. the Stock Exchange	Compliance with listing rules, securities laws and regulations and timely and accurate announcements.	Meetings, training, workshop, programs, website updates, and announcements.
Government	Compliance with laws and regulations, preventing tax evasion, and social welfare.	Interaction and visits, government inspections, tax returns and other information.
Investors	Corporate governance, business strategies and performance, and investment returns.	Organising briefing sessions and seminars, interviews, Shareholders' meetings, issue of financial reports or operation reports for investors, media and analysts.
Media & Public	Corporate governance, environmental protection, and human rights.	Issue of announcements/newsletters on the Company's website, Shareholders' meetings, issue of financial reports or operation reports for investors, media and analysts.
Service Providers	Payment schedule, and stable demand.	Performance of site visits.
Customers	Service quality, service delivery schedule, reasonable prices, service value, and personal data protection.	Routine business communications, and property management services.
Employees	Rights and benefits of employees, compensation, training and development, work hours, and working environment.	Conducting union activities, training, interviews with employees, internal memos, and employee suggestion boxes.
Community	Community environment, employment opportunities, community development, and social welfare.	Developing community activities, employee voluntary activities, and community welfare subsidies and donations.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

ENVIRONMENT

Overview

We comply with all relevant laws and regulations that are related to environmental protection in Hong Kong which have a significant impact on us including but not limited to Building (Standards of Sanitary Fitments, Plumbing, Drainage Works and Latrines) Regulations (the "Regulations") in Hong Kong. As stipulated by the Regulations, drainage works should be properly carried out to avoid leakage which may lead to corrosion of steel reinforcement bars undermining the structure of the building and polluting water quality and environmental hygiene. No confirmed non-compliance incidents or grievances were noted by us in relation to environmental issues during the Reporting Period.

Emissions

As we conduct property investment and property management service business, we do not own or control any stationary or mobile combustion sources. Hence, there is no significant air or water pollutant discharges into the water and land in our daily operations. Therefore, no data were recorded during the Reporting Period.

Greenhouse Gas Emissions

Greenhouse gas emissions are mainly from the consumption of purchased electricity within the Group to support our daily operations such as air-conditioning system, lighting system and office electronic equipment. In order to reduce the generation of greenhouse gases, we educate our employees with the concept of energy efficiency. By reducing the use of electricity, less greenhouse gas emissions would be resulted. For details of energy efficiency practices, please refer to the section of "Energy Efficiency" in this ESG Report. The following shows the statistics of greenhouse gas emissions recorded during the Reporting Period:

	2022	2021
Carbon emission (Scope 2 only) ¹ (tonnes CO ₂ -e)	35.94	35.59
Carbon intensity (tonnes CO ₂ -e/m ² floor area) ²	0.06	0.06

Waste Management

As we conduct property investment and property management service business, there is no significant hazardous waste produced during the ordinary course of business operations. On the other hand, the major non-hazardous waste produced results from our paper consumption for administrative work, which we consider to be minimal as we encourage our employees to go paperless. Therefore, no data regarding hazardous and non-hazardous waste were recorded during the Reporting Period.

In order to minimise the usage of paper, we cultivate a paperless working environment among our employees, and various measures have been adopted. Management conduct paperless meetings by circulating meeting materials through email and encrypted universal serial bus, and having the management executives to bring their computers along for reviewing documents and note-making. For daily administrative work, double-sided printing is set as the default setting on computers, and single-sided printing has to be manually selected. For any paper that has been used for single-sided printing, it should be reused when there is no confidential information on the printed side of the paper.

¹ We currently account for Scope 2 carbon emission (indirect emission from consumption of purchased electricity) only. According to the Sustainability Reports published by HK Electric, the carbon footprint per kWh of electricity sold in 2021 was 0.71kg.

² As all carbon emissions are based on our office usage; thus, the floor area refers to the Group's own office only.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

ENVIRONMENT (Continued)

Use of Resources

In order to uphold sustainability in our daily operations, we are committed to upholding a high environmental standard and incorporating relevant requirements under applicable laws and regulations into our daily practices.

During the Reporting Period, there was no material change in the electricity usage as compared to the previous year. We closely monitor the use of resources, develop measures to reduce the electricity consumption and promote environmental sustainability among employees, to ensure that all employees understand clearly the importance of conserving energy and making full use of the available resources in our operations. The operation of the Group does not involve any packaging materials.

Energy Efficiency

Electricity is mainly consumed for the air-conditioning system, lighting system and office electronic equipment. The following shows the statistics of electricity consumption during the Reporting Period.

	2022	2021
Electricity consumption (kWh)	50,620.00	50,125.00
Electricity consumption intensity (kWh/m ² floor area) ³	86.12	85.28
Electricity consumption intensity (kWh/employee)	2,812.22	2,784.72

We closely monitor the consumption of electricity and implemented the following measures to reduce the electricity consumption:

- LED lighting is adopted with an aim to reduce electricity consumption and last longer time span;
- The air conditioning system and electronic devices in the conference rooms are switched off when they are not in use;
- Photocopiers, printers, computers and monitors are switched off after office hours;
- Electronic equipment with Grade 1 energy efficiency label is preferred when purchase is made;
- Blinds are used to insulate the heat from outside during the summer time; and
- Reasonable room temperature is maintained during office hours.

Water Usage

We do not have any issue in sourcing water, and the existing supply of water meets our daily operational needs. Water consumption mainly arises from the daily use of water by the employees at the office during working hours, and the domestic sewage is directly discharged into municipal sewage pipelines. We encourage our employees to conserve water. Written notices such as "Save Water" are put up next to water taps. As the water bills for office are included in the office rental, thus we are unable to collect and disclose the relevant data.

The Environment and Natural Resources

Due to the nature of our business, its daily operation posed no significant adverse impact on the environment.

We abide by the relevant laws and regulations. There were no cases of non-compliance in relation to emissions and the environment within the reporting scope during the Reporting Period. Looking ahead, we will continuously assess our environment risks so as to formulate appropriate response measures and regularly review.

Climate Change

Due to our nature of business, our daily operation posed no significant adverse impact on climate-related issues and we have not identified any significant climate-related issues which have impacted or may impact our daily operation.

³ As all electricity usage is based on our office usage; thus, the floor area refers to the Group's own office only.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

SOCIAL

Employment

We comply with all relevant laws and regulations that have a significant impact on us, including but not limited to the Employment Ordinance, Minimum Wage Ordinance and Employees' Compensation Ordinance in Hong Kong. Our "Human Resources Policies and Procedures", "Entry Level Control Manual" and "Employees' Handbook" are established in accordance with those laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

As at 31 December 2022, the full-time employee profiles by gender, age, rank and geographical location are shown as follows:

Employee Composition:	
Breakdowns by gender	
Female	12
Male	6
Breakdowns by age	
25 - 29	1
30 - 39	2
40 - 49	5
➤ 50	10
Breakdowns by employment category	
Full-time	18
Part-time	0
Breakdowns by rank	
Senior management	7
Middle management	8
Junior staff	3
Breakdowns by geographical location	
Hong Kong	18

Employee turnover rate:	
Breakdowns by gender	
Female	0
Male	0
Breakdowns by age	
25 - 29	0
30 - 39	0
40 - 49	0
➤ 50	0

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

SOCIAL (Continued)

Recruitment and Promotion

We demonstrate equal opportunities in staff recruitment and promotion. Candidates are selected on the basis of their qualifications and merits, without consideration of race, religion, skin colour, national origin, marital status, age, sex, disability, political preferences, sexual orientation or philosophical belief.

Department heads are responsible for selecting and promoting qualified employees. On an annual basis, department heads conduct performance assessment to assess the employees based on their attendance, work performance, and working attitude. By reference to these attributes, department heads identify and promote those employees who have the capabilities to take up more responsibilities.

Welfare and Benefits

Employees are entitled to all statutory holidays, leave and welfare as stipulated in the Employment Ordinance including but not limited to maternity leave, paternity leave and annual leave.

Apart from statutory benefits, we also provide medical benefits to our employees after their completion of probation. The medical insurance covers part of their medical fee for diagnosis, hospitalisation and outpatient follow-up care which could lessen employees' financial burden with regard to medical expenses.

Feedback and Grievance

We recognise employees as our valuable assets, and we encourage our employees to freely express ideas without the fear of being judged or reprimanded by fellow employees or management executives. We conduct staff survey once a year to collect information on employees' views and opinions. Employees are encouraged to actively participate in the survey. Based on the results of the survey, we would identify the root causes and seek solutions to resolve the problems.

Team briefings are held once every quarter to enhance the communication among employees from different job levels. At the briefings, employees may ask questions or give comments which their managers may address or, if necessary, escalate to a more senior level of management for further information or decision.

Employees who feel that they have been unjustly dealt with in any disciplinary matter or unfairly treated in any way may write to their corresponding department heads. Interviews may be arranged for the employees to express their grievance to their department heads. If the employee concerned is not satisfied after the interview with the department head, the employee has the right to inform our human resources manager who would then arrange an interview between our general manager and the employee concerned.

Health and Safety

We comply with all relevant laws and regulations that have a significant impact on us including but not limited to "Occupational Safety and Health Ordinance" in Hong Kong. We have internal policies and systems in place with a view to ensuring compliance with such requirements. As stipulated in the "Employees' Handbook", we have established a series of health and safety policies to safeguard the health and safety of our employees, which shall be strictly followed by our employees.

If an employee were injured or witnessed any injury at work, the employee should inform his/her supervisor or department manager as soon as possible. The supervisor or department manager must then report the details of the accident to our human resources department within 24 hours.

During each of the past three years including the Reporting Period, no case of work-related fatalities and injuries was reported, and no working day lost due to work injury.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

SOCIAL (Continued)

Working Environment

We undertake to provide a healthy working environment for our employees by promoting a smoke-free working environment. Smoking inside the office including lift lobby and toilet is strictly prohibited. Employees should ensure that guests or visitors also adhere to the same rules while they are in our office.

We have also established an alcohol and drug use policy which considers that abuse of alcohol, drug or other substance by employees will impair their health, performance, safety, work efficiency as well as productivity. Employees who are addicted to alcohol, drug or other substance and disclose their problems to management will not be dismissed provided that they seek immediate medical treatment.

Fire evacuation guidelines are clearly detailed in the “Employees’ Handbook” with an aim to educate employees with adequate fire evacuation knowledge and minimize the chance of serious injuries during fire incidents. Fire escape route is put up at a prominent spot to acquaint the employees with the route in the case of emergency. In addition, our offices are equipped with adequate fire safety measures such as automatic sprinkler system, fire extinguisher and fire alarm in order to reduce the impact when fire incidents happen.

Development and Training

As stipulated in the “Employees’ Handbook”, the Group has established a training policy which encourages our employees to develop their work competency in order to meet the corporate objectives. Suitable training and development opportunities are provided to our employees to assist them in meeting the corporate objectives as well as achieving their personal development goals.

In particular, we conduct an orientation course for new employees in their first week of employment. The orientation helps our new employees to acquaint themselves with our management structure, company culture and mission, as well as our employees’ roles towards our business objectives and office procedures.

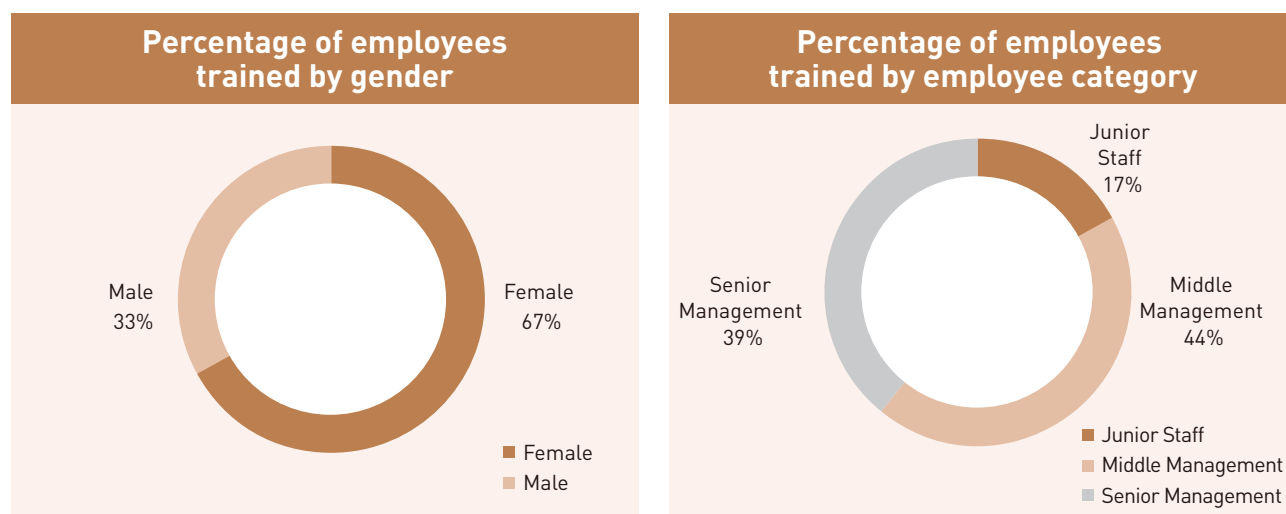
During the Reporting Period, all employees⁴ attended a leadership training course with an average of nine training hours per employee⁵. In this respect, the percentages of employees trained by gender and employee category are respectively shown as follows:

⁴ There were 18 employees in total as at 31 December 2022.

⁵ Each employee was trained for the same number of hours during the Reporting Period i.e. the average training hours completed per employee by gender and employee category were both 9 hours.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

SOCIAL (Continued)



Labour Standard

We comply with all relevant laws and regulations that have a significant impact on us such as Employment Ordinance in Hong Kong. The Group strictly prohibits of child and forced labour. Our Human Resources Department keeps abreast of the latest labour standard. During the Reporting Period, no case of child and forced labour was found or reported.

As stipulated in our “Entity Level Control Manual”, all new recruits should be interviewed by a member of our Human Resources Department with proper records of the interview and basic information of the applicants. The records include the date of the interview, name of the applicant and the interviewer, applicant’s date of birth, education history and results, relevant skills and experiences, interviewer’s comment and recommendation. The above recruitment practice prevents recruitment of child and forced labour.

If our management discovered such child and forced labour, we would immediately terminate the contract and investigate into the incident. We may also take disciplinary action against any staff members who are responsible for the causes of the incident.

Supply Chain Management

In the ordinary course of business, we solicit legal opinions from legal counsels, outsource repair and maintenance services provided to our tenants, and search for property investment opportunities through estate agents. In order to control the quality and performance of these vendors, thorough screening procedures have been performed on each vendor in accordance with our “Entity Level Control Manual”. The selection basis is based on the following criteria:

- Previous experience and past performance
- Reliability and responsiveness
- Financial status
- Any relationship with staff, if applicable, disclosed
- Fee/price of service /product
- Credit terms

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

SOCIAL (Continued)

Supply Chain Management (Continued)

Concerning our previous experience with the repair and maintenance vendors, we look into their services as to whether they take environmental protection into consideration. We select vendors that use environmentally safe and non-toxic paints and other environmental friendly materials.

Those vendors that satisfy the above criteria would be nominated and reviewed by our Investment Committee or Executive Committee depending on the service nature and then approved by the Board on an annual basis. As at 31 December 2022, there were 28 approved vendors which are all located in Hong Kong.

Our Services

We engage in property investment in Hong Kong with a principal focus on office and retail properties leasing, and property management business. We provide property management service to our tenants and independent property owners who demand property management service. We have established stable relationship with our tenants. The tenant whom we have the longest relationship with has leased our properties for over 20 years.

We comply with all relevant laws and regulations that have a significant impact on us including but not limited to “Building Ordinance”, “Stamp Duty Ordinance” and “Building (Standards of Sanitary Fitments, Plumbing, Drainage Works and Latrines) Regulations” in Hong Kong. During the Reporting Period, there was no leased property being named or penalised for any safety and health issues.

We ever received requests from clients regarding repair and maintenance of the leased properties as part of our property management service, and yet we did not receive any material complaint from clients in relation to properties’ safety during the Reporting Period. If any complaints arise, our team will follow the “Entity Level Control Manual” for handling disputes, claims and complaints.

Data Protection and Privacy

We comply with the Personal Data (Privacy) Ordinance in protecting clients’ information and avoiding any misuses of our clients’ information. In accordance with the “Employees’ Handbook”, all employees should observe confidentiality requirement, and all information relating to the business and our clients is kept strictly confidential. All employees are responsible for maintaining the confidentiality of the information entrusted to them, except when the disclosure is legally authorized or mandated. Each employee must safeguard the Group’s confidential information and should not disclose it to a third party without prior consent of senior management.

As stipulated in the property management agreements, we should not, at any time during or after the term of the agreements, disclose to any person any information in relation to any of the properties without prior written consent of our clients, unless and to the extent that it is necessary to make such disclosure.

Clients’ data are stored in computing servers which are locked up in a cabinet and kept away from unauthorized personnel. We also have a strong network system which is only internally connected. Our Wifi network is guarded by an end-point control product. Guests are only granted with Wifi access by the use of daily password or time-based voucher. The firewall log is reviewed and documented by a designated member of staff on a periodical basis and is reported to management on any exceptions noted. Firewall setting is reviewed and reported to management from time to time to ensure that the network is well protected from potential intrusion.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

SOCIAL (Continued)

Anti-Corruption

We comply with all relevant laws and regulations that have a significant impact on us including but not limited to the Prevention of Bribery Ordinance. During the Reporting Period, there was no concluded legal case regarding corrupt practices brought against the Group or our employees.

The Group does not tolerate any form of corruption, including the giving and receiving of bribes, and takes the most serious view of any attempt to commit corrupt practices by members of staff, contractors, agents and business partners. Cases of suspected corruption will be properly investigated and appropriate action will be taken, including reporting to the appropriate authorities, disciplinary action, prosecution and active pursuit of recovery.

We have established a whistle-blowing policy which is intended to encourage and enable employees and other stakeholders to report violations or suspected violations of applicable laws and regulations and to raise serious concerns about possible improprieties in matters of financial reporting or other matters in the Group. It is the responsibility of all Directors, officers and employees of the Group to comply with the policy by reporting violations or suspected violations of applicable laws and regulations. Any employee should report promptly to the chairman of our Audit Committee or his designee of any unethical or improper practices noted. All such questions, concerns, suggestions or complaints should be sent in writing to the chairman of our Audit Committee or his designee by email or post.

Moreover, we have established an “Anti-bribery & Anti-corruption Statement” with an aim to prevent, detect and eliminate corrupt practices.

Furthermore, it is the Company’s policy that no employee will suffer any retaliation or adverse consequences for refusing to pay a bribe. We have a number of channels that employees can go through in order to speak to someone about any concerns in confidence:

- the “whistle-blowing” hotline
- the line managers
- the human resources manager
- the chief financial officer

To raise employees’ awareness of anti-corruption and anti-money laundering, we provide regular training on the latest regulatory updates and best practices.

Community Investment

We deeply understand the importance of contributing to the society and upholding the corporate social responsibilities. Therefore, we encourage our employees to participate in various charitable and voluntary activities so as to contribute to a more sustainable and harmonious society. We will continue to uphold the principle of being responsible for our shareholders and investors, employees, suppliers, customers, public community and will seek further development opportunities to maintain a harmonious relationship with our stakeholders.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Thing On Enterprise Limited

(incorporated in Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of Thing On Enterprise Limited (the “Company”) and its subsidiaries (the “Group”), which are set out on pages 57 to 101, comprise:

- the consolidated statement of financial position as at 31 December 2022;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Our opinion

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

KEY AUDIT MATTERS

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

Key Audit Matter	How our audit addressed the Key Audit Matter
Valuation of investment properties	How our audit addressed the Key Audit Matter
Refer to note 4.1 and note 14 to the consolidated financial statements.	We evaluated the competence, capabilities and objectivity of the management's external valuer.
As at 31 December 2022, the Group's investment properties were stated at a fair value of HK\$ 1,280 million, with a fair value loss of HK\$57 million recorded in the consolidated statement of comprehensive income for the year.	With the assistance of our internal valuation experts, where applicable, we performed the following:
Management has engaged an independent external valuer to perform a valuation of the investment properties. The external valuer used the direct comparison approach in the valuation of the investment properties. The valuation of these investment properties requires significant judgement and estimates by the management and the valuer. The key inputs included unit sale rate.	<ul style="list-style-type: none">we read the properties valuation reports, held discussions with the valuer and assessed the appropriateness of the valuation approach and the key assumptions (e.g. unit sale rate) used in the valuation based on our knowledge of the property industry and comparable market transactions for similar properties, where applicable, for determining the fair value of investment properties of the Group.we checked the reliability and accuracy of the input data used by external valuer and compared the market transactions used by the valuer to our knowledge of the property market and published external data, such as transaction records, on a sampling basis.
In determining a property's valuation, the valuer took into account properties of a similar nature, condition or location and made adjustments to comparable market transactions to arrive at the final valuation.	
As the fair value changes were significant to the consolidated financial statements and significant judgement is required in determining the fair values, specific audit focus was placed on this area.	We found that key assumptions and data used in the management's valuation of the investment properties were supported by the available evidence.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

OTHER INFORMATION

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

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

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

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

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Li Ching Lap Bernard.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 24 February 2023

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2022

	Note	2022 HK\$'000	2021 HK\$'000
Revenue	5	37,517	37,616
Cost of sales	7	(5,472)	(5,083)
Gross profit		32,045	32,533
Other income and gains	6	802	867
Changes in fair value of investment properties	14	(57,177)	(26,377)
General and administrative expenses	7	(11,321)	(11,679)
Operating loss		(35,651)	(4,656)
Finance expenses	10	(37)	(458)
Loss before income tax		(35,688)	(5,114)
Income tax expenses	11	(3,278)	(3,279)
Loss for the year		(38,966)	(8,393)
Other comprehensive income		—	—
Loss and total comprehensive expenses attributable to owners of the Company		(38,966)	(8,393)
Loss per share:			
Basic and diluted (Hong Kong cents)	13	(5.41)	(1.17)

The notes on pages 62 to 101 are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	Note	2022 HK\$'000	2021 HK\$'000
ASSETS			
Non-current assets			
Investment properties	14	1,279,793	1,336,970
Property, plant and equipment	15	10,720	10,988
Deferred income tax assets	18	118	94
		1,290,631	1,348,052
Current assets			
Trade receivables, prepayments, deposits and other receivables	16	1,706	1,686
Tax prepayment		114	552
Cash and bank balances	17	17,409	77,850
		19,229	80,088
Total assets		1,309,860	1,428,140
EQUITY			
Share capital		36	36
Reserves		1,291,034	1,330,000
Total equity attributable to owners of the Company		1,291,070	1,330,036

The notes on pages 62 to 101 are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

As at 31 December 2022

	Note	2022 HK\$'000	2021 HK\$'000
LIABILITIES			
Non-current liabilities			
Borrowings	20	—	78,651
Deferred income tax liabilities	18	7,301	6,295
		7,301	84,946
Current liabilities			
Other payables and accruals	19	10,913	13,043
Tax payable		576	115
		11,489	13,158
Total liabilities		18,790	98,104
Net current assets		7,740	66,930
Total equity and liabilities		1,309,860	1,428,140

The consolidated financial statements on pages 57 to 101 were approved by the Board of Directors on 24 February 2023 and were signed on its behalf.

Wong Ka Yeung, Roland
Director

Chan Choi Wan, Rolie
Director

The notes on pages 62 to 101 are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022

	Attributable to owners of the Company				
	Share capital	Share premium	Revaluation reserve (Note)	Retained earnings	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2021	36	367,582	3,990	966,821	1,338,429
Loss and total comprehensive expenses for the year	—	—	—	(8,393)	(8,393)
At 31 December 2021	36	367,582	3,990	958,428	1,330,036
At 1 January 2022	36	367,582	3,990	958,428	1,330,036
Loss and total comprehensive expenses for the year	—	—	—	(38,966)	(38,966)
At 31 December 2022	36	367,582	3,990	919,462	1,291,070

Note:

Revaluation reserve of the Group represents the revaluation surplus arising from the transfer of an owner-occupied property to an investment property which is carried at fair value.

The notes on pages 62 to 101 are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022

	Note	2022 HK\$'000	2021 HK\$'000
Cash flows from operating activities			
Cash generated from operations	22	19,610	22,366
Hong Kong Profits Tax paid		(1,397)	(2,371)
Net cash generated from operating activities		18,213	19,995
Cash flows from investing activities			
(Increase)/decrease in bank deposits with original maturities over three months		(10,600)	75,170
Bank interest received		34	1,192
Net cash (used in)/generated from investing activities		(10,566)	76,362
Cash flows from financing activities			
Borrowings interest paid		(37)	(458)
Repayments of borrowings	22	(78,651)	(20,942)
Net cash used in financing activities		(78,688)	(21,400)
Net (decrease)/increase in cash and cash equivalents during the year		(71,041)	74,957
Cash and cash equivalents at beginning of year		77,850	2,893
Cash and cash equivalents at end of year		6,809	77,850
Analysis of balances of cash and cash equivalents			
Cash and bank balances	17	17,409	77,850
Less: Bank deposits with original maturities over three months	17	(10,600)	—
		6,809	77,850

The notes on pages 62 to 101 are an integral part of the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL INFORMATION

Thing On Enterprise Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Cap. 22, Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is One Nexus Way, Camana Bay, Grand Cayman KY1-9005, Cayman Islands.

The Company is an investment holding company and its subsidiaries (collectively as the “Group”) are principally engaged in property investment and management in Hong Kong. The ultimate holding company of the Company is Thing On Group Limited (“Thing On Group”) which is incorporated in the British Virgin Islands (“BVI”). The ultimate controlling shareholder of the Group is Mr. Wong Chung Tak Richard (“Mr. Wong”).

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The principal accounting policies applied in the preparation of the consolidated financial statements which are in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) are set out below. The consolidated financial statements also comply with the applicable requirements of the Hong Kong Companies Ordinance (Cap. 622) and the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties which are stated at fair value.

The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies.

(a) Amended standards and accounting guideline adopted by the Group

The accounting standards and amendments used in the preparation of the consolidated financial information are consistent with those set out in the 2021 financial statements, except for the adoption of the following amendments to existing standards and accounting guideline issued by the HKICPA:

Amendments to HKFRS 16	Covid-19 — Related Rent Concessions beyond 30 June 2021
Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combination
Amendments to HKAS 16	Proceeds before Intended Use
Amendments to HKAS 37	Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Annual improvements projects 2018-2020 Cycle	Annual Improvements 2018-2020 Cycle

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) Amended standards and accounting guideline adopted by the Group (Continued)

The adoption of these amendments to standards and accounting guideline did not have significant impact on the consolidated financial statements of the Group.

(b) New and amended standards and interpretation issued but not yet applied by the Group

The HKICPA has issued a new standard and certain amendments which are relevant to the Group's operation but not yet effective for the annual period beginning on 1 January 2022 and the Group has not early adopted.

		Effective for annual periods beginning on or after
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies	1 January 2023
Amendments to HKAS 8	Definition of Accounting Estimates	1 January 2023
HKFRS 17 and amendments to HKFRS 17	Insurance Contracts	1 January 2023
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current	1 January 2024
HK Int 5 (Revised)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2024
Amendments to HKAS 1	Non-current Liabilities with Covenants	1 January 2024
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be announced

The Group is in the process of assessing potential impact of the new standard, amendments to standards and interpretation above upon initial application. Based on a preliminary assessment, the management of the Group does not anticipate the adoption of the new standard and amendments would have a significant impact on the Group's financial positions and results of operations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Consolidation

(i) *Subsidiaries*

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRSs.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised in the profit or loss.

(ii) *Changes in ownership interests in subsidiaries without change of control*

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions — that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Consolidation (Continued)

(iii) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in the profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income ("OCI") in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the profit or loss.

(iv) Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes directly attributable costs of investment. The results of the subsidiaries are accounted for by the Company on the basis of dividend and receivable.

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

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that make strategic decisions.

2.4 Foreign currencies

(i) Functional and presentation currency

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

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Foreign currencies (Continued)

(iii) *Group companies*

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

- (1) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (2) income and expenses for each profit or loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (3) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

2.5 Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in the profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Property, plant and equipment

Property, plant and equipment including buildings, furniture, fixtures and office equipment held for use in the supply of services, or for administrative purposes, are stated in the consolidated financial statements at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

No depreciation is provided on assets under construction until it is completed and is ready for use. Depreciation of other property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives as follows:

Leasehold land held under a finance lease	Over the leased term of 50 years
Building	50 years
Furniture, fixtures and office equipment	4 years

The residual values and useful lives of the assets are reviewed and adjusted if appropriate, at each balance sheet date. Where the carrying amount of an asset is greater than its recoverable amount, it is written down immediately to its estimated recoverable amount.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2.7 Trade and other receivables

Trade receivables are amounts due from customers for rental income and property management fee income in the ordinary course of business.

Trade and other receivables are recognised initially at the amount of consideration that is unconditional and subsequently measured at amortised cost using the effective interest method, less provision for impairment, as the Group holds the trade and other receivables with the objective to collect the contractual cash flows and those cash flows represent solely payments of principal and interest. The Group's impairment policies are set out in notes 2.20(iv) and 3.1(i). The carrying amount of trade and other receivables is reduced through the use of an allowance account and the amount of the provision is recognised in the profit or loss within general and administrative expenses. When a debtor is uncollectible, it is written off against the allowance account for trade and other receivables. Subsequent recoveries of amounts previously written off are credited in the profit or loss.

If collection of other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

2.8 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in the profit or loss for the amount by which the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.10 Other payables

Other payables are recognised initially at fair value and subsequently measured at amortised cost using effective interest method. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

2.11 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

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

2.12 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

A contingent asset is a probable asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent asset is not recognised but is disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

2.14 Current and deferred income tax

The tax expense for the year comprises current and deferred income tax. Tax is recognised in the profit or loss, except to the extent that it relates to items recognised directly in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the consolidated statement of financial position date in the countries where the Group operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred income tax

Inside basis differences

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the consolidated statement of financial position date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Current and deferred income tax (Continued)

(ii) *Deferred income tax (Continued)*

Inside basis differences (Continued)

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Outside basis differences

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

(iii) *Offsetting*

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.15 Revenue and other income recognition

Revenue is measured at the fair value of the consideration received and receivable for the sale of services rendered in the ordinary course of the Group's activities. Revenue is stated net of allowances for credit and other revenue reducing factors after eliminating sales within the Group.

Revenue is recognised when the amount can be reliably measured, it is probable that future economic benefits will flow to the Group and specific criteria for each of the activities have been met. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the activities have been resolved. Estimates are based on historical results, taking into consideration the type of customers, the type of transactions and the specifics of each arrangement.

(i) *Rental income*

Operating lease rental income is recognised on a straight-line basis over the lease period.

(ii) *Property management fee income*

Property management fee income is recognised over time when services are rendered.

(iii) *Interest income*

Interest income is recognised on a time proportion basis using the effective interest method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Employee benefits

(i) *Employee leave entitlements*

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the consolidated statement of financial position date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) *Bonus plan*

Provisions for bonus plans are recognised when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

(iii) *Defined contribution schemes*

Contributions to defined contribution schemes, including the Mandatory Provident Fund ("MPF") Scheme, are expensed as incurred.

2.17 Operating leases

Group as the lessor of operating leases

Lease income from operating leases where the Group acts as the lessor is recognised on a straight-line basis over the lease term. Initial direct costs incurred in obtaining the operating lease are added to the carrying amount of the underlying asset and recognised as expenses over the lease term on the same basis as lease income. The respective leased assets are included in the consolidated statement of financial position based on their nature.

2.18 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in consolidated financial statements in the period when the dividends are approved by the Company's shareholders/directors, where appropriate.

2.19 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Financial assets

(i) *Classification*

The Group classifies all of its financial assets as those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) *Recognition and derecognition*

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(iii) *Measurement*

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

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. As of 31 December 2022, all debt instruments are subsequently measured at amortised cost.

- Amortised cost: 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. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

(iv) *Impairment*

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see notes 3.1(i) and 16 for further details.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: credit risk, interest rate risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. It is the Group's policy not to enter into derivative transaction for speculative purposes.

The Group sets financial risk management policies in accordance with policies and procedures approved by the Board of Directors. The Board of Directors identifies and evaluates any financial risks in close co-operation with the Group's operating units and provides written principles for overall risk management.

(i) Credit risk

The credit risk of the Group mainly arises from trade receivables, deposits and other receivables and deposits with banks.

Cash deposits are mainly placed with high-credit-quality financial institutions which the credit risk is considered to be low.

Simplified approach is used to measure the lifetime expected credit loss ("ECL") for trade receivables. 12-month ECL is assessed for deposits and other receivables with no significant increase in credit risk, while lifetime ECL is assessed for deposits and other receivables if there has been a significant increase in credit risk. The Group has policies in place to assess historical and expected default rate of customers and carries out follow-up actions on overdue amounts to minimise the credit risk exposure. The Group has also identified the key economic variables impacting credit risk and ECL. It considers available reasonable and supportive forwarding-looking information.

The Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay the Group, unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Trade receivables arise from rental and management fee income. The Group applied the simplified approach in measuring ECL which uses a lifetime ECL allowance for all trade debtors. The Group measures the ECL of trade debtors based on the outstanding balance with debtors, taking into account of the deposit placed to the Group by the counterparties, historical payment profiles, and the corresponding credit loss experience adjusted by the current and forecast economic conditions that may affect the ability of the counterparties to settle trade receivables. In view of the history of business dealing with the debtors and the sound collection history of the receivables due from trade debtors, management believes that there is no material credit risk inherent in the Group's outstanding receivables balance due from the trade debtors. The directors consider the Group's credit risk of the above receivables to be low. The Group has no significant concentrations of credit risk as there are a large number of customers.

The Group expects that there is no significant credit risk associated with deposits and other receivables since they are mainly utilities deposits and interest receivables from bank with short aging and low historical default risk.

The maximum exposure to credit risk is represented by the carrying amount of the deposit and receivables in the consolidated statement of financial position after deducting any impairment allowance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(ii) Interest rate risk

The Group's interest rate risk arises from its borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held at variable rates. The Group's borrowings at variable rate were denominated in Hong Kong dollar. The management considers that there is no significant exposure to interest rate risk as at 31 December 2022, as the borrowings have been fully settled. Refer to note 20 for further details.

(iii) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. It is the policy of the Group to regularly monitor current and expected liquidity requirements and to ensure that adequate funding is available for operating, investing and financing activities. The Group also maintains undrawn committed credit facilities to further reduce liquidity risk in meeting funding requirements.

The tables below analyse the Group's financial liabilities into relevant maturity groups based on the remaining period at the end of the reporting periods to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows (including interests payments computed using contractual rates). Balances due within 12 months equal their carrying amounts, as the impact of discounting is not significant.

	Less than 1 year HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Total HK\$'000
At 31 December 2021				
Other payables and accruals	7,765	3,388	1,275	12,428
Borrowings	481	78,655	—	79,136
Subtotal	8,246	82,043	1,275	91,564
At 31 December 2022				
Other payables and accruals	6,100	1,450	3,072	10,622

3.2 Fair value estimation

The carrying amounts of the Group's current financial assets and liabilities approximate their fair values due to the short-term maturities of these assets and liabilities. See Note 20 for the disclosure of borrowings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Capital risk 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 owners and to maintain an optimal capital structure to reduce the cost of capital.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and enhance shareholder value in the long term. The capital structure consists of total equity and borrowings as shown in the consolidated statement of financial position. In order to maintain or adjust the capital structure, the Group may adjust the amount of borrowings, dividends paid to shareholders, return of capital to owners, or issue new shares, where applicable.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings as shown in the consolidated statement of financial position less cash and bank balances. Total equity represents the sum of consolidated capital and reserves, as disclosed in the consolidated statement of financial position.

	2022 HK\$'000	2021 HK\$'000
Total borrowings (Note 20)	—	78,651
Less: Cash and bank balances (Note 17)	(17,409)	(77,850)
Net (cash)/debt	(17,409)	801
Total equity	1,291,070	1,330,036
Gearing ratio	N/A	0.06%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

4.1 Estimate of fair value of investment properties

The fair value of investment properties is determined by using valuation technique. Details of the judgement and assumptions have been disclosed in Note 14. The fair values were based on a valuation on these properties conducted by an independent firm of professional valuer using property valuation techniques which involve certain assumptions of market conditions, among other things, the impact of the coronavirus disease 2019 ("COVID-19"). Favorable or unfavorable changes to these assumptions would result in changes in the fair values of the Group's investment properties and corresponding gain or loss is recognised in the consolidated statement of comprehensive income.

4.2 Current taxation and deferred taxation

Under HKAS 12 "Income Taxes", there is a rebuttable presumption that the carrying amount of investment properties using fair value model will be recovered through sale. The Group has not rebutted this presumption and accordingly, no provision for deferred tax is made on the changes in fair value of investment properties as there is no capital gain tax in Hong Kong.

5 REVENUE AND SEGMENT INFORMATION

The executive directors of the Company are the Group's CODM. The Group's management has determined the operating segments based on the information reviewed by the CODM for the purposes of allocating resources and assessing performance.

The Group's revenue represents rental income from office properties, rental income from retail properties and property management fee income. An analysis of the Group's revenue is as follows:

	2022 HK\$'000	2021 HK\$'000
Total segment revenue		
Rental income — Office properties	20,450	20,974
Rental income — Retail properties	13,002	12,933
Property management fee income	12,750	12,685
Less: Inter-segment revenue		
Property management fee income	(8,685)	(8,976)
	37,517	37,616

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5 REVENUE AND SEGMENT INFORMATION (Continued)

The CODM considers the business from service perspectives and the Group is organised into rental and property management major business segments according to the nature of services provided: rental income from office properties, rental income from retail properties and property management fee income.

The CODM assesses the performance of the operating segments based on the segment (loss)/profit of each segment. The measurement of segment (loss)/profit is (loss)/profit before income tax and before items which are not specifically attributed to individual reportable segments, such as unallocated corporate income/expenses.

The unallocated corporate income/expenses represent the income/expenses that are not directly attributable to the property investment and management business.

Operating expenses are allocated to the relevant segment which is the predominant user of the services provided by the operating segment. Corporate expenses are included as unallocated costs.

For the year ended 31 December 2022, inter-segment property management fee income of HK\$8,685,000 (2021: HK\$8,976,000) was charged.

Segment assets are those operating assets that are employed by a segment in its operating activities. Segment assets are determined after deducting related allowance that are reported as direct offsets in the consolidated statement of financial position. Segment assets consist primarily of property, plant and equipment, investment properties, deferred income tax assets, trade receivables, prepayments, deposits and other receivables and certain cash and bank balances.

Segment liabilities are those operating liabilities that result from the operating activities of a segment. Segment liabilities do not include other liabilities that are incurred for financing rather than operating purpose unless the segment is engaged in financing activities.

Unallocated assets represented other corporate receivables and certain cash and bank balances.

Unallocated liabilities represented borrowings and other corporate payables.

For the years ended 31 December 2022 and 31 December 2021, there was no addition to non-current assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5 REVENUE AND SEGMENT INFORMATION (Continued)

(a) As at and for the year ended 31 December 2022

The segment results for the year ended 31 December 2022 and other segment item included in the consolidated statement of comprehensive income are as follows:

	Office properties HK\$'000	Retail properties HK\$'000	Property management HK\$'000	Total HK\$'000
Total segment revenue	20,450	13,002	12,750	46,202
Less: inter-segment revenue	—	—	(8,685)	(8,685)
Revenue	20,450	13,002	4,065	37,517
Segment (loss)/profit	(32,479)	(8,181)	3,954	(36,706)
Unallocated corporate income and expenses, net				1,018
Loss before income tax				(35,688)
Income tax expenses				(3,278)
Loss for the year				(38,966)
Other item				
Depreciation (Note 15)	—	—	(268)	(268)

The segment assets and liabilities as at 31 December 2022 are as follows:

	Office properties HK\$'000	Retail properties HK\$'000	Property management HK\$'000	Total HK\$'000
Segment assets	828,854	454,567	11,838	1,295,259
Unallocated assets				14,601
Total assets				1,309,860
Segment liabilities	(12,771)	(4,417)	(944)	(18,132)
Unallocated liabilities				(658)
Total liabilities				(18,790)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5 REVENUE AND SEGMENT INFORMATION (Continued)

(b) As at and for the year ended 31 December 2021

The segment results for the year ended 31 December 2021 and other segment item included in the consolidated statement of comprehensive income are as follows:

	Office properties HK\$'000	Retail properties HK\$'000	Property management HK\$'000	Total HK\$'000
Total segment revenue	20,974	12,933	12,685	46,592
Less: inter-segment revenue	—	—	(8,976)	(8,976)
Revenue	20,974	12,933	3,709	37,616
Segment (loss)/profit	(16,451)	6,845	3,411	(6,195)
Unallocated corporate income and expenses, net				1,081
Loss before income tax				(5,114)
Income tax expenses				(3,279)
Loss for the year				(8,393)
Other item				
Depreciation (Note 15)	—	—	(268)	(268)

The segment assets and liabilities as at 31 December 2021 are as follows:

	Office properties HK\$'000	Retail properties HK\$'000	Property management HK\$'000	Total HK\$'000
Segment assets	870,735	469,861	12,136	1,352,732
Unallocated assets				75,408
Total assets				1,428,140
Segment liabilities	(13,784)	(4,118)	(833)	(18,735)
Unallocated liabilities				(79,369)
Total liabilities				(98,104)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5 REVENUE AND SEGMENT INFORMATION (Continued)

(b) As at and for the year ended 31 December 2021 (Continued)

Revenue from external customers by geographical areas is based on the geographical location of the customers. The Group's revenue for the years ended 31 December 2022 and 2021 is generated from Hong Kong in which the customers are located.

The analysis of the Group's major customers, which a single external customer has contributed 10% or more to the Group's revenue, is as follows:

	2022 HK\$'000	2021 HK\$'000
Customer A	4,811	4,809

The revenue contributed by the above major customer is mainly attributable to the office properties segment and property management segment in Hong Kong.

As at 31 December 2022, non-current assets of HK\$1,290,513,000 (2021: HK\$1,347,958,000) other than deferred income tax assets are located in Hong Kong.

6 OTHER INCOME AND GAINS

	2022 HK\$'000	2021 HK\$'000
Bank interest income	193	717
Forfeiture of rental deposit (Note i)	177	150
Sundries (Note ii)	432	—
	802	867

Notes:

- (i) The forfeiture of rental deposit was recognised, netting off the rental receivables, when the rental agreement was early terminated by a tenant.
- (ii) Included in sundries of HK\$432,000 for the year ended 31 December 2022 were the government grants from the Employment Support Scheme ("ESS") under the Anti-epidemic Fund launched by the Hong Kong Government, which aimed to retain employment and to assist the economy to recover once the coronavirus disease 2019 ("COVID-19") is contained. As a condition of receiving the grants under the ESS, the Group had undertaken to employ sufficient number of employees in each subsidy month.

These government grants were received with the compliance of all the attached conditions. Therefore the government grants were recognised in the consolidated statement of comprehensive income for the year ended 31 December 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

7 EXPENSES BY NATURE

	2022 HK\$'000	2021 HK\$'000
Auditor's remuneration		
Audit services	620	830
Non-audit services	200	200
Depreciation of property, plant and equipment (Note 15)	268	268
Direct operating expenses arising from investment properties generating rental income (Note)	814	531
Employee benefit expenses (including Directors' emoluments) (Note 8)	8,888	8,867
Legal and professional expenses	773	821
Other expenses	571	693
Property management fee expenses	3,474	3,442
Rates and government rent	1,185	1,110
Total cost of sales and general and administrative expenses	16,793	16,762

Note:

The direct operating expenses arising from investment properties generating rental income mainly include cleaning expenses, commission expenses, repairs and maintenance expenses and others.

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	2022 HK\$'000	2021 HK\$'000
Fees	360	360
Salaries, wages and bonuses	8,290	8,268
Contributions to defined contribution schemes	238	239
	8,888	8,867

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

9 EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE OFFICER AND FIVE HIGHEST PAID INDIVIDUALS

	2022 HK\$'000	2021 HK\$'000
Fees	360	360
Salaries, allowances and benefits-in-kind	3,071	3,071
Discretionary bonuses	50	50
Contributions to defined contribution schemes	72	72
	3,553	3,553

The directors of the Company represent key management personnel of the Group having authority and responsibility for planning, directing and controlling the activities of the Group.

(a) Directors' and chief executive officer's emoluments

- (i) The remuneration of each director and chief executive officer for the year ended 31 December 2022 is set out below:

	Fees HK\$'000	Salaries, allowances and benefits- in-kind HK\$'000	Discretionary bonuses HK\$'000	Employer's contribution to pension scheme HK\$'000	Compensation for loss of office as director HK\$'000	Total HK\$'000
Executive directors:						
Chan Choi Wan Rolie	—	471	50	18	—	539
Wong Ka Yeung Roland	—	650	—	18	—	668
Non-executive director:						
Wong Chung Tak Richard	—	1,300	—	18	—	1,318
Independent non-executive directors:						
Chan Kam Ping	120	—	—	—	—	120
Wen Cyrus Jun-ming ¹	39	—	—	—	—	39
Wong King Wai Kirk	120	—	—	—	—	120
Hung Franklin Chi Yen ²	81	—	—	—	—	81
Chief executive officer:						
Wong Man Yeung Ryan	—	650	—	18	—	668

¹ Mr. Wen Cyrus Jun-ming ceased to be the independent non-executive director effective from 28 April 2022.

² Mr. Hung Franklin Chi Yen was appointed as the independent non-executive director effective from 28 April 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

9 EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE OFFICER AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(a) Directors' and chief executive officer's emoluments (Continued)

- (ii) The remuneration of each director and chief executive officer for the year ended 31 December 2021 is set out below:

	Fees HK\$'000	Salaries, allowances and benefits- in-kind HK\$'000	Discretionary bonuses HK\$'000	Employer's contribution to pension scheme HK\$'000	Compensation for loss of office as director HK\$'000	Total HK\$'000
Executive directors:						
Chan Choi Wan Rolie	—	471	50	18	—	539
Wong Ka Yeung Roland	—	650	—	18	—	668
Non-executive director:						
Wong Chung Tak Richard	—	1,300	—	18	—	1,318
Independent non-executive directors:						
Chan Kam Ping	120	—	—	—	—	120
Wen Cyrus Jun-ming	120	—	—	—	—	120
Wong King Wai Kirk	120	—	—	—	—	120
Chief executive officer:						
Wong Man Yeung Ryan	—	650	—	18	—	668

Notes:

During the years ended 31 December 2022 and 2021,

- (1) no emoluments were paid by the Group to any of the directors, supervisors or senior management as an inducement to join or upon joining the Group or as compensation for loss of office.
- (2) no emoluments, retirement benefits, payments or benefits in respect of termination of directors' services were paid or made, directly or indirectly, to the directors; nor are any payable. No consideration was provided to or receivable by third parties for making available directors' services.
- (3) save as disclosed elsewhere in the consolidated financial statements, there are no loans, quasi-loans or other dealings in favour of directors, their controlled bodies corporate and connected entities.
- (4) save as disclosed elsewhere in the consolidated financial statements, no significant transactions, arrangements and contracts in relation to the Group's business to which the Group was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the years or at any time during the year.
- (5) none of the directors of the Company waived any emoluments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

9 EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE OFFICER AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(b) Five highest paid individuals' emoluments

The five individuals whose emoluments were the highest in the Group during the year ended 31 December 2022, including 2 directors and the chief executive officer in 2022 (2021: 2 directors and the chief executive officer), whose emoluments are reflected in the analysis presented above. The total emoluments paid to the remaining 2 individuals in 2022 (2021: 2 individuals) during the respective years ended on 31 December, are as follows:

	2022 HK\$'000	2021 HK\$'000
Salaries, allowances and benefits-in-kind	1,450	1,449
Discretionary bonuses	60	60
Contributions to defined contribution schemes	36	36
	1,546	1,545

The emoluments fell within the following bands:

	Number of individuals	
	2022	2021
Emolument bands		
Nil — HK\$1,000,000	2	2

10 FINANCE EXPENSES

	2022 HK\$'000	2021 HK\$'000
Interest expenses on borrowings	37	458

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

11 INCOME TAX EXPENSES

	2022 HK\$'000	2021 HK\$'000
Hong Kong Profits Tax	2,376	2,326
Over-provision in prior years	(80)	(80)
Deferred income tax expenses (Note 18)	982	1,033
	3,278	3,279

For the years ended 31 December 2022 and 2021, Hong Kong Profits Tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying corporation under Hong Kong Profits Tax will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The assessable profits of other entities of the Group not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the rate of 16.5%.

No overseas profits tax have been provided for the years ended 31 December 2022 and 2021.

The taxation on the Group's loss before income tax differs from the theoretical amount that would arise using the taxation rate of Hong Kong as follows:

	2022 HK\$'000	2021 HK\$'000
Loss before income tax	(35,688)	(5,114)
Calculated at a tax rate of 16.5%	(5,889)	(844)
Income not subject to taxation	(104)	(118)
Expenses not deductible for taxation purposes	9,516	4,491
Effect of different tax rate of a subsidiary	(165)	(165)
Recognition of previously unrecognised tax losses	—	(5)
Over-provision in prior years	(80)	(80)
Income tax expenses	3,278	3,279

12 DIVIDEND

No dividend has been paid or declared by the Company for the years ended 31 December 2022 and 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13 LOSS PER SHARE — BASIC AND DILUTED

(a) Basic loss per share

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the respective years.

	2022	2021
Loss attributable to owners of the Company (HK\$'000)	(38,966)	(8,393)
Weighted average number of ordinary shares in issue (thousands)	720,000	720,000
Basic loss per share (Hong Kong cents)	(5.41)	(1.17)

(b) Diluted loss per share

Diluted loss per share is of the same amount as the basic loss per share as there were no potentially dilutive ordinary shares outstanding as at 31 December 2022 and 2021.

14 INVESTMENT PROPERTIES

	HK\$'000
Fair value	
At 1 January 2021	1,363,347
Changes in fair value of investment properties	(26,377)
At 31 December 2021	1,336,970
Changes in fair value of investment properties	(57,177)
At 31 December 2022	1,279,793

Notes:

- (a) None of the above investment properties was pledged as security for borrowings as at 31 December 2022 and 2021.
- (b) Valuation processes of the Group

The fair values of the investment properties, including both land and building elements held by the Group at the end of the reporting period have been arrived on the basis of a valuation carried out on that date by Jones Lang LaSalle Limited. Jones Lang LaSalle Limited is an independent firm of professional valuer not connected with the Group, who has appropriate qualifications and experience in the valuation of investment properties in the relevant locations.

The valuation of the investment properties held by the Group is made on the basis of market value, which conforms to the requirements set out in "The HKIS Valuation Standards 2020" published by Hong Kong Institute of Surveyors.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14 INVESTMENT PROPERTIES (Continued)

Notes: (Continued)

(b) Valuation processes of the Group (Continued)

The Group's finance team reviews the valuations performed by the independent valuer for financial reporting purposes. This team reports directly to the chief financial officer ("CFO"). Discussion of valuation processes and results are held between the CFO and the finance team semi-annually. At the end of the reporting period, the Group:

- (i) verifies all major inputs to the independent valuation report;
- (ii) assesses property valuation movements when compared to the prior year valuation reports; and
- (iii) holds discussions with the independent valuers.

The different levels of fair value measurement have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The table presents the Group's investment properties that are measured at fair value using significant unobservable inputs (Level 3) at 31 December 2022 and 2021 as follows:

	2022 HK\$'000	2021 HK\$'000
Recurring fair value measurements		
Investment properties		
— Office — Hong Kong	826,200	867,800
— Retail — Hong Kong	453,593	469,170
	1,279,793	1,336,970

There were no transfers between levels 1, 2 and 3 during the years ended 31 December 2022 and 2021.

(c) Valuation techniques and inputs

Fair values of investment properties in Hong Kong were derived using direct comparison approach. There were no changes to the valuation technique during the years ended 31 December 2022 and 2021. Direct comparison approach is based on assuming sales of the properties in its existing state by making reference to comparable market transactions as available in the relevant market. However, given the heterogeneous nature of real estate properties, appropriate adjustments are usually required to allow for any qualitative differences that may affect the price likely to be achieved by the properties under consideration.

The valuation takes into account the characteristics of the properties, which included the location, size, shape, view, floor level, year of completion and other factors collectively, to arrive at the market price.

The key input was the unit rate of market price, which a significant increase/decrease in the unit rate of market price would result in a significant increase/decrease in the fair value of the properties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14 INVESTMENT PROPERTIES (Continued)

Notes: (Continued)

(d) Information about fair value measurements using significant unobservable inputs (Level 3)

Description	Fair value at 31 December 2022 HK\$'000	Valuation technique(s)	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Office properties in Hong Kong	826,200	Direct comparison	Unit sale rate	HK\$11,020/sq. ft. to HK\$43,439/sq. ft.	An increase in the market unit sale rate would result in an increase in fair value, and vice versa
Retail properties in Hong Kong	453,593	Direct comparison	Unit sale rate	HK\$8,475/sq. ft. to HK\$122,857/sq. ft.	An increase in the market unit sale rate would result in an increase in fair value, and vice versa
	1,279,793				
Description	Fair value at 31 December 2021 HK\$'000	Valuation technique(s)	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Office properties in Hong Kong	867,800	Direct comparison	Unit sale rate	HK\$12,028/sq. ft. to HK\$72,874/sq. ft.	An increase in the market unit sale rate would result in an increase in fair value, and vice versa
Retail properties in Hong Kong	469,170	Direct comparison	Unit sale rate	HK\$6,333/sq. ft. to HK\$151,852/sq. ft.	An increase in the market unit sale rate would result in an increase in fair value, and vice versa
	1,336,970				

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14 INVESTMENT PROPERTIES (Continued)

Notes: (Continued)

- (d) Information about fair value measurements using significant unobservable inputs (Level 3) (Continued)

The movements for the years ended 31 December 2022 and 2021 in the balance of recurring Level 3 fair value measurements, with one or more of the significant inputs based on unobservable inputs, are as follows:

	Office properties HK\$'000	Retail properties HK\$'000	Total HK\$'000
At 1 January 2021	893,800	469,547	1,363,347
Changes in fair value of investment properties	(26,000)	(377)	(26,377)
At 31 December 2021	867,800	469,170	1,336,970
At 1 January 2022	867,800	469,170	1,336,970
Changes in fair value of investment properties	(41,600)	(15,577)	(57,177)
At 31 December 2022	826,200	453,593	1,279,793

- (e) The investment properties are leased to tenants under operating leases with rentals payable monthly. There are no variable lease payments that depend on an index or rate. Please refer to Note 3 on credit risk and the way to minimise the risk.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

15 PROPERTY, PLANT AND EQUIPMENT

	Land and building HK\$'000	Furniture, fixtures, and office equipment HK\$'000	Total HK\$'000
Cost			
At 1 January 2021, 31 December 2021 and 31 December 2022	13,400	3,169	16,569
Depreciation			
At 1 January 2021	2,144	3,169	5,313
Charge for the year	268	—	268
At 31 December 2021	2,412	3,169	5,581
Charge for the year	268	—	268
At 31 December 2022	2,680	3,169	5,849
Carrying value			
At 31 December 2021	10,988	—	10,988
At 31 December 2022	10,720	—	10,720

The depreciation expense for property, plant and equipment is charged to general and administrative expenses in the consolidated statement of comprehensive income.

Included in land and building, there is a right of use asset which is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

16 TRADE RECEIVABLES, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2022 HK\$'000	2021 HK\$'000
Trade receivables	72	—
Prepayments, deposits and other receivables	1,634	1,686
	1,706	1,686

Trade receivables represent rental income receivables and property management fee receivables. The Group normally does not grant credit period to its trade customers. The ageing analysis of the trade receivables based on invoice date is as follows:

	2022 HK\$'000	2021 HK\$'000
Within 30 days	22	—
31 to 60 days	50	—
61 to 90 days	—	—
Over 90 days	—	—
	72	—

As at 31 December 2022 and 2021, no impairment provision was made on the trade receivables. No trade receivables were written off for the years ended 31 December 2022 and 2021.

The Group does not hold any collateral as security, except that the Group holds rental deposits from tenants for leasing of properties.

The carrying amounts of trade receivables, deposits and other receivables approximate their fair values and are denominated in Hong Kong dollars.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

17 CASH AND BANK BALANCES

	2022 HK\$'000	2021 HK\$'000
Cash at banks and on hand	3,709	3,350
Bank deposits with original maturities less than three months	3,100	74,500
Cash and cash equivalents	6,809	77,850
Bank deposits with original maturities over three months	10,600	—
Cash and bank balances	17,409	77,850

The effective interest rate on bank deposits ranged from 0.5% to 5% (2021: 0.5% to 1.24%) per annum. These deposits have maturities of 1 to 6 months (2021: 1 month).

The carrying amounts of cash and bank balances of the Group approximate their fair values and are denominated in the following currencies:

	2022 HK\$'000	2021 HK\$'000
Cash at banks and on hand		
Hong Kong dollars	3,697	3,340
United States dollars	12	10
	3,709	3,350
Bank deposits with original maturities less than three months		
Hong Kong dollars	3,100	74,500
Bank deposits with original maturities over three months		
Hong Kong dollars	10,600	—
	17,409	77,850

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

18 DEFERRED INCOME TAX ASSETS/(LIABILITIES)

	2022 HK\$'000	2021 HK\$'000
Deferred income tax assets	118	94
Deferred income tax liabilities	(7,301)	(6,295)
	(7,183)	(6,201)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income tax relates to the same fiscal authority. Deferred income tax assets are expected to be recovered after more than twelve months while deferred income tax liabilities are expected to be settled after more than twelve months. The movements in the Group's deferred income tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year are as follows:

Deferred income tax assets

	Tax losses HK\$'000
As at 1 January 2021	770
Credited to consolidated statement of comprehensive income	127
At 31 December 2021	897
Credited to consolidated statement of comprehensive income	178
At 31 December 2022	1,075

Deferred income tax liabilities

	Accelerated tax depreciation HK\$'000
As at 1 January 2021	(5,938)
Charged to consolidated statement of comprehensive income	(1,160)
At 31 December 2021	(7,098)
Charged to consolidated statement of comprehensive income	(1,160)
At 31 December 2022	(8,258)

As at 31 December 2022 and 2021, the Group had no unrecognised deferred tax assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

19 OTHER PAYABLES AND ACCRUALS

	2022 HK\$'000	2021 HK\$'000
Rental deposits	8,865	10,639
Rental receipt in advance	291	615
Other payables and accruals	1,757	1,789
	10,913	13,043

The carrying amounts of rental deposits, and other payables and accruals approximate their fair values and are denominated in Hong Kong dollars.

20 BORROWINGS

As at 31 December 2021, the borrowings maturity date was further extended to January 2023. As a result, such borrowings were classified as non-current liabilities as at 31 December 2021. The borrowings were interest bearing at the rate of one-month Hong Kong Interbank Offered Rate ("HIBOR") plus 0.4% per annum. The borrowings were secured by corporate guarantees of the Company as at 31 December 2021.

As at 31 December 2022, the borrowings have been fully settled and the facilities have further extended its maturity date to 2 January 2024.

The Group's borrowings were repayable as follows:

	2022 HK\$'000	2021 HK\$'000
Between 1 and 2 years	—	78,651

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates at the end of the relevant years are as follows:

	2022 HK\$'000	2021 HK\$'000
6 months or less	—	78,651

As at 31 December 2022, the carrying amounts of the Group's borrowings were denominated in Hong Kong dollars.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

21 COMMITMENTS

The Group has future aggregate minimum lease receipts under non-cancellable operating leases in respect of investment properties as follows:

	2022 HK\$'000	2021 HK\$'000
No later than 1 year	22,843	28,324
Between 1 and 2 years	13,922	14,066
Between 2 and 3 years	4,074	5,367
	40,839	47,757

The Group's operating leases are for terms of 1 to 3 years as at 31 December 2022 and 2021.

22 NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of loss before income tax to cash generated from operations:

	2022 HK\$'000	2021 HK\$'000
Loss before income tax	(35,688)	(5,114)
Interest expenses on borrowings (Note 10)	37	458
Bank interest income (Note 6)	(193)	(717)
Depreciation of property, plant and equipment (Note 15)	268	268
Changes in fair value of investment properties (Note 14)	57,177	26,377
Operating cash flows before changes in working capital	21,601	21,272
Changes in working capital:		
— Trade receivables, prepayments, deposits and other receivables	139	178
— Other payables and accruals	(2,130)	916
Cash generated from operations	19,610	22,366

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

22 NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

The reconciliation of liabilities arising from financing activities is as follows:

	Borrowings HK\$'000
As of 1 January 2021	99,593
Cash outflows from financing activities	(20,942)
As of 31 December 2021	78,651
As of 1 January 2022	78,651
Cash outflows from financing activities	(78,651)
As of 31 December 2022	—

23 RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group undertook the following transactions with related companies, which in the opinion of the Directors of the Company, were carried out in the normal course of business during the years ended 31 December 2022 and 2021.

- (a) The Directors of the Company are of the view that the principal related companies that had transactions with the Group are listed below:

Name	Relationship
Thing On Capital Limited	Note
Good Shot	Note

Note:

The related companies are commonly controlled by Mr. Wong.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

23 RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions with the related companies:

	2022 HK\$'000	2021 HK\$'000
Rental income and property management fee income (Note (i)) The related company commonly controlled by Mr. Wong	4,811	4,809
Finance expenses (Note (ii)) The related company commonly controlled by Mr. Wong	37	458

Notes:

- (i) Rental income and property management fee income are charged at a fixed amount agreed by the parties.
- (ii) The finance expenses represent the interest expenses charged on the borrowings as disclosed in Note 20 at the rate of one-month HIBOR plus 0.4% per annum.

(c) Balances with the related companies

	2022 HK\$'000	2021 HK\$'000
Borrowings from a related company (Note 20)	—	78,651

(d) Key management compensation

Key management includes directors and senior managements of the Group. The compensation paid or payable to key management for employee services is shown below:

	2022 HK\$'000	2021 HK\$'000
Fees	360	360
Salaries and other emoluments	4,218	4,218
Contributions to defined contribution schemes	90	90
	4,668	4,668

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

24 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

	Note	2022 HK\$'000	2021 HK\$'000
ASSETS			
Non-current assets			
Investments in subsidiaries		675,024	675,024
Current assets			
Prepayment and other receivables		310	151
Amounts due from subsidiaries		835,187	832,552
Cash and bank balances		14,071	75,000
		849,568	907,703
Total assets		1,524,592	1,582,727
EQUITY			
Share capital	(a)	36	36
Reserves	(b)	1,083,739	1,082,722
Total equity attributable to owners of the Company		1,083,775	1,082,758
LIABILITIES			
Current liabilities			
Accruals		595	619
Tax payable		17	53
Amounts due to subsidiaries		440,205	499,297
Total liabilities		440,817	499,969
Net current assets		408,751	407,734
Total equity and liabilities		1,524,592	1,582,727

The statement of financial position of the Company was approved by the Board of Directors on 24 February 2023 and was signed on its behalf by:

Wong Ka Yeung, Roland
Director

Chan Choi Wan, Rolie
Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

24 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

(a) Share capital of the Company

The movement of share capital is as follows:

Authorised shares:

	Number of shares (thousands)	HK\$'000
At 1 January 2021, 31 December 2021 and 31 December 2022	7,600,000	380

Ordinary shares, issued and fully paid:

	Number of shares (thousands)	HK\$'000
At 1 January 2021, 31 December 2021 and 31 December 2022	720,000	36

(b) Reserve movement of the Company

	Share premium HK\$'000	Other reserves (Note) HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2021	367,582	716,219	(2,583)	1,081,218
Profit and total comprehensive income for the year	—	—	1,504	1,504
At 31 December 2021	367,582	716,219	(1,079)	1,082,722
At 1 January 2022	367,582	716,219	(1,079)	1,082,722
Profit and total comprehensive income for the year	—	—	1,017	1,017
At 31 December 2022	367,582	716,219	(62)	1,083,739

Note:

Other reserves of the Company represent the difference between the net asset value of the acquired subsidiaries acquired by the Company over the nominal value of the share capital of the Company issued in exchange thereof.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

25 PRINCIPAL SUBSIDIARIES AND CONTROLLED STRUCTURED ENTITIES

The Company had direct or indirect interests in the following principal subsidiaries as at 31 December 2022 and 2021:

Company name	Date of incorporation	Country/place of incorporation/ establishment	Principal country of operation	Registered issued and paid-up capital	Attributable equity interest of the Group		Principal activities
					2022	2021	
Directly owned subsidiaries:							
Asset Partners Group Limited	9 August 2001	British Virgin Islands	Hong Kong	1 ordinary share of US\$1 paid up to US\$1	100%	100%	Property investment
Branding Good Limited	26 October 2016	British Virgin Islands	British Virgin Islands	1 ordinary share of US\$1 paid up to US\$1	100%	100%	Provision of financial services to group companies
Century Cave Limited	2 October 2019	British Virgin Islands	British Virgin Islands	1 ordinary share of US\$1 paid up to US\$1	100%	100%	Investment holding
Excellent Generation Limited	8 August 2016	British Virgin Islands	Hong Kong	1 ordinary share of US\$1 paid up to US\$1	100%	100%	Property investment
Fancy Terrace Limited	11 June 2013	British Virgin Islands	Hong Kong	1 ordinary share of US\$1 paid up to US\$1	100%	100%	Property investment
Fulltow Investments Limited	15 October 2012	British Virgin Islands	British Virgin Islands	1 ordinary share of US\$1 paid up to US\$1	100%	100%	Investment holding
Lightway Group Limited	13 September 2012	British Virgin Islands	British Virgin Islands	1 ordinary share of US\$1 paid up to US\$1	100%	100%	Investment holding
Power Net Properties Limited	20 July 2016	British Virgin Islands	Hong Kong	1 ordinary share of US\$1 paid up to US\$1	100%	100%	Property investment
Sino Flash Limited	10 December 2019	British Virgin Islands	British Virgin Islands	1 ordinary share of US\$1 paid up to US\$1	100%	100%	Investment holding
Speedy Hub Limited	3 July 2018	British Virgin Islands	British Virgin Islands	1 ordinary share of US\$1 paid up to US\$1	100%	100%	Investment holding
Super Express Properties Limited	29 October 2013	British Virgin Islands	Hong Kong	1 ordinary share of US\$1 paid up to US\$1	100%	100%	Property investment
Thing On Holdings Limited	27 September 1985	Hong Kong	Hong Kong	2 ordinary shares paid up to HK\$2	100%	100%	Property management in Hong Kong
Value Shine Limited	15 May 2009	British Virgin Islands	British Virgin Islands	1 ordinary share of US\$1 paid up to US\$1	100%	100%	Investment holding

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

25 PRINCIPAL SUBSIDIARIES AND CONTROLLED STRUCTURED ENTITIES (Continued)

Company name	Date of incorporation	Country/place of incorporation/ establishment	Principal country of operation	Registered issued and paid-up capital	Attributable equity interest of the Group		Principal activities
					2022	2021	
Indirectly owned subsidiaries:							
Grandtex Development Limited	27 January 1994	Hong Kong	Hong Kong	100 ordinary shares paid up to HK\$100	100%	100%	Property investment
Jump Shot Limited	2 January 2018	British Virgin Islands	Hong Kong	1 ordinary share of US\$1 paid up to US\$1	100%	100%	Property investment
Smart Logo Limited	4 October 2017	British Virgin Islands	Hong Kong	1 ordinary share of US\$1 paid up to US\$1	100%	100%	Property investment
Trinity Sino Limited	3 March 2010	Hong Kong	Hong Kong	1 ordinary share paid up to HK\$1	100%	100%	Property investment
Well Dream Limited	16 July 2020	Hong Kong	Hong Kong	1 ordinary share paid up to HK\$1	100%	100%	Property investment
Yue Tin Development Limited	20 March 1990	Hong Kong	Hong Kong	2 ordinary shares paid up to HK\$2	100%	100%	Property investment

PARTICULAR OF THE MAJOR PROPERTIES HELD

Property address	Property Type	Tenure	Attributable interest of the Group
Office			
Office Unit A and the Lavatory on 24th Floor, World-Wide House, No.19 Des Voeux Road Central, Central, Hong Kong	Office	Medium term lease	100%
16th Floor, Bank of East Asia Harbour View Centre, No. 56 Gloucester Road, Wan Chai, Hong Kong	Office	Short term lease	100%
17th Floor and Car Parking Space Nos. 18 to 20 on 2nd Floor, Bank of East Asia Harbour View Centre, No.56 Gloucester Road, Wan Chai, Hong Kong	Office	Short term lease	100%
Office A on 7th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office B on 7th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office C on 7th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office A on 8th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office B on 8th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office C on 8th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office A on 9th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%

PARTICULAR OF THE MAJOR PROPERTIES HELD (CONTINUED)

Property address	Property Type	Tenure	Attributable interest of the Group
Office B on 9th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office C on 9th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office A on 16th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office B on 16th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office C on 16th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office A on 17th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office B on 17th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office C on 17th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office A on 18th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office B on 18th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Office C on 18th Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Office	Long term lease	100%
Unit 5 on 8th Floor, Greenfield Tower, Concordia Plaza, No.1 Science Museum Road, Kowloon, Hong Kong	Office	Medium term lease	100%

PARTICULAR OF THE MAJOR PROPERTIES HELD (CONTINUED)

Property address	Property Type	Tenure	Attributable interest of the Group
Retail			
Shop Nos.4 & 5 on Ground Floor, Flats 1 to 8 on 1st Floor, Flats 3 & 4 on 2nd Floor, South Wall Mansion Nos.63, 63A, 65, 67, 69 & 71 South Wall Road, Kowloon City, Kowloon, Hong Kong	Retail	Medium term lease	100%
Unit A on Ground Floor with Rear Yard, Glory Rise, No.128 Chun Yeung Street, North Point, Hong Kong	Retail	Medium term lease	100%
Unit B on Ground Floor with Rear Yard, Glory Rise, No.128 Chun Yeung Street, North Point, Hong Kong	Retail	Medium term lease	100%
Unit C on Ground Floor, Glory Rise, No.128 Chun Yeung Street, North Point, Hong Kong	Retail	Medium term lease	100%
Unit D on Ground Floor, Glory Rise, No.128 Chun Yeung Street, North Point, Hong Kong	Retail	Medium term lease	100%
Unit E on Ground Floor with Rear Yard, Glory Rise, No.128 Chun Yeung Street, North Point, Hong Kong	Retail	Medium term lease	100%
Unit F on Ground Floor with Rear Yard, Glory Rise, No.128 Chun Yeung Street, North Point, Hong Kong	Retail	Medium term lease	100%
Advertising Spaces, Glory Rise, No.128 Chun Yeung Street, North Point, Hong Kong	Retail	Medium term lease	100%
Shop C on the Ground Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Retail	Long term lease	100%
Basement (inclusive of front staircase leading from main entrance on G/F to the Basement and two rear staircases leading from G/F to the Basement) & Rear Flat Roof on 4/F and Roof and Upper Roof, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Retail	Long term lease	33.3%

PARTICULAR OF THE MAJOR PROPERTIES HELD (CONTINUED)

Property address	Property Type	Tenure	Attributable interest of the Group
Second Floor, Wanchai Commercial Centre, Nos.194-204 Johnston Road, Wan Chai, Hong Kong	Retail	Long term lease	100%
Ground Floor (including open yard & lavatories thereto) and cockloft (including the canopy thereto), Tai Shan Wen Cun Commercial Building, No.139 Portland Street, Mongkok, Kowloon, Hong Kong	Retail	Medium term lease	100%
Portion 3 of Shop C on Ground Floor, Nos.146 & 148 Lockhart Road and No.2A O'Brien Road, Wan Chai, Hong Kong	Retail	Short term lease	100%
Shop A on Ground Floor, Lai Yue Building, No.3 Horse Shoe Lane, Kwun Tong, Kowloon, Hong Kong	Retail	Short term lease	100%
Ground Floor, No. 12 Yiu Wa Street, Hong Kong	Retail	Long term lease	100%
Shop F on Ground Floor, Yik Ho Building, 72-78 Java Road & 16-16B Tong Shui Road, Hong Kong	Retail	Long term lease	100%

FINANCIAL SUMMARY

	Year ended 31 December				
	2018 HK\$'000	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000
RESULTS					
Revenue	41,185	43,961	40,720	37,616	37,517
Profit/(loss) before income tax	54,255	(182,561)	(76,324)	(5,114)	(35,688)
Income tax expenses	(3,713)	(3,336)	(3,488)	(3,279)	(3,278)
Profit/(loss) for the year	50,542	(185,897)	(79,812)	(8,393)	(38,966)
	As at 31 December				
	2018 HK\$'000	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000
ASSETS AND LIABILITIES					
Total Assets	1,912,440	1,566,737	1,455,549	1,428,140	1,309,860
Total Liabilities	308,302	148,496	117,120	98,104	18,790
Net Assets	1,604,138	1,418,241	1,338,429	1,330,036	1,291,070