



# MISSION STATEMENT

## OUR CORE VALUES

Stella is dedicated to providing our customers with a wide range of top quality and high-end footwear and leather goods. We are customer-driven and passionate about our business, and conscious of providing the best quality in everything we present to our customers. In addition to promoting these core values, the management philosophy of the Company is caring, respectfulness and discovery.

### OUR MISSION:

# MAKING THE BEST SHOES

Always seeking to fulfill our promise of delivering outstanding and unique footwear and leather goods, we are guided at all times by our unwavering motto of “making the best shoes” and missions of:

- We wish, within our selected business segments, to be the preferred partner for leather products and associated services, contributing to an efficient and superior supply chain.
- By being close to our customers we fulfill their needs with innovative, cost effective and high quality solutions. Through empathy, responsiveness and dependability we seek to earn their loyalty.
- Our culture attracts and nourishes individuals who are energetic, committed and have a passion with a learning attitude for our business.
- By striving to be the best in our business, we will deliver growth and value for our customers, employees and shareholders.



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CORPORATE  
STRUCTURE

*MANUFACTURING*

*BRANDING*

*STELLA LUNA*

*WHAT FOR*



# STELLA

is a leading developer and manufacturer of quality footwear and leather goods and was listed on The Stock Exchange of Hong Kong Limited on 6 July 2007. We offer our brand clients a one-stop shop that combines design, commercialisation and manufacturing.

Since 1982, Stella has developed strong working relationships with, and has produced quality shoes for, many global brand names. Our constantly expanding product range includes high-quality and best-in-class footwear products designed for the fashion, luxury, sports, athleisure and premium casual sectors. Our client base includes the world-leading sportswear and casual footwear brands, namely, *Nike*, *Saucony*, *Under Armour*, *Merrell*, *Timberland*, *UGG* and *Vionic*, as well as leading brands in fashion footwear, such as *Cole Haan*, *Kate Spade*, *Michael Kors* and *Tory Burch*.

We also design, develop and manufacture footwear for a number of high-fashion icons, such as *Alexander Wang*, *Balenciaga*, *Balmain*, *Chloé*, *Off-White*, *Prada* and *Stella McCartney*.

By leveraging our manufacturing expertise and the wide acceptance of Stella's products and industry recognition, we launched our branding business in 2006 under our own brands, *Stella Luna* and *What For*, which have successfully expanded into China and Europe's footwear retail markets.

We have also started to penetrate into the handbag market and position ourselves as a total solution provider for leather products to premium customers. By leveraging our strong customer base, as well as our leather product experience, we are further investing in our design and development capability to provide a wide range of leather accessories to our customers.

# MILESTONES

**1982**

Founded in Taiwan by Jimmy Chen, Jack Chiang and Eric Chao to produce fashion footwear for US retail customers



**1993**

Entered into an exclusive supply arrangement with Golden Star Company Limited for the manufacture of casual footwear in Vietnam



**2006**

Launched *Stella Luna* flagship store in Shanghai



**1991**

Commenced China operations with the establishment of the Stella Footwear Factory in Changan, Dongguan, China



**1999**

Established Selena Footwear Factory in Dongguan, China for expansion into premium women's footwear



6 July 2007 Listed on The Stock Exchange of Hong Kong Limited

July 2007 Expanded our branding capabilities with the launch of our contemporary lifestyle footwear brand *What For* in China



**1995**

Established Seville Footwear Factory in Changan, Dongguan for casual footwear of leading brands like Clarks, Rockport, Timberland and Wolverine



**2004**

Developed and manufactured footwear for high-end brands

**2010**

Diversified into inland China

PRIVATE LABEL



CASUAL • FASHION



LUXURY • ATHLEISURE • SPORTS

COMPONENTS  
MANUFACTURING

ASSEMBLY

DESIGN &  
DEVELOPMENT

BRANDING/  
RETAIL

2011



Retail network of *Stella Luna* exceeded 220 points of sales

2014



Established footholds in the Philippines to expand our footprint in South East Asia

2020



Consolidated R&D operations to enhance product design and development capabilities and innovation

2012



Expanded our casual footwear production lines in Indonesia

2015

Completion of inland China migration strategy - securing more stable labour supply and costs at Italian quality



Unveiled Phase II of the sports-footwear-dedicated factory in Vietnam



Opened *Stella Luna* Store in Paris

2016

Retail brand *Stella Luna* entered new markets, including Hong Kong and the United States through renowned department stores such as Lane Crawford

2021



New footwear factory in Solo, Indonesia, commenced operation

2013



Opened *What For* Store in Paris

2018



Factory dedicated to sports footwear in Vietnam commenced production

2019

Concluded smooth management succession with Lawrence Chen appointed Chairman and Chi Lo-Jen appointed CEO

# FINANCIAL HIGHLIGHTS

## REVENUE AND PROFIT TREND

### REVENUE

US\$'000

2021		1,540,608
2020		1,135,880
2019		1,544,830
2018		1,588,583
2017		1,577,270

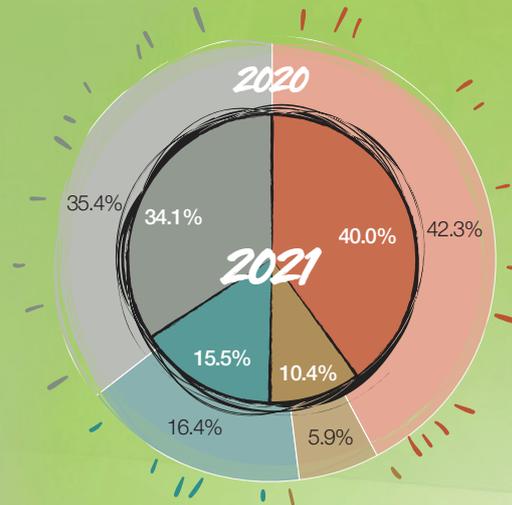
### NET PROFIT ATTRIBUTABLE TO SHAREHOLDERS

US\$'000

2021		89,694
2020		1,685
2019		95,925
2018		65,455
2017		61,955



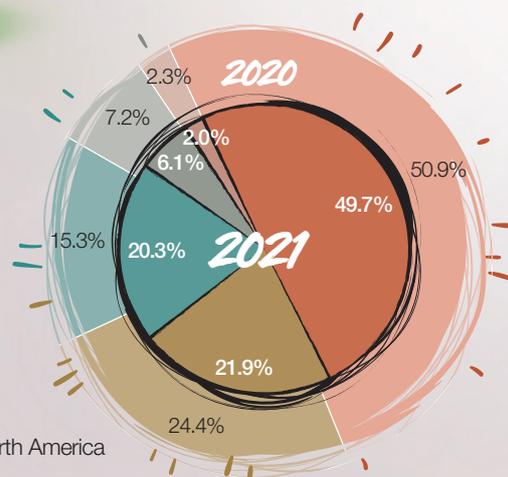
## MANUFACTURING REVENUE BY PRODUCT CATEGORIES FOR 2021 & 2020



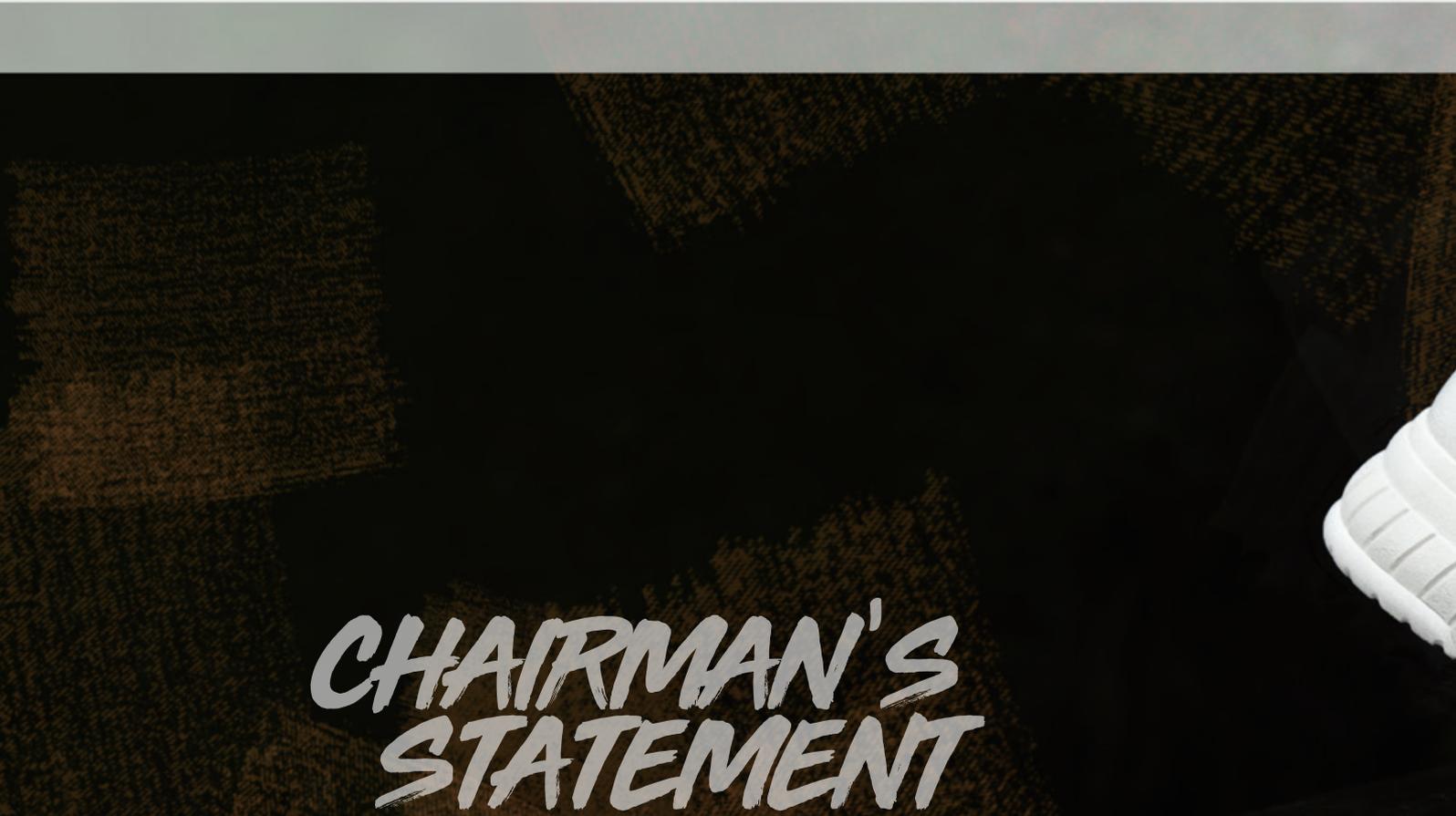
- Sports
- Luxury
- Fashion
- Causal

\* Excluding sales from samples and others

## GROUP REVENUE BY GEOGRAPHICAL SEGMENTS FOR 2021 & 2020

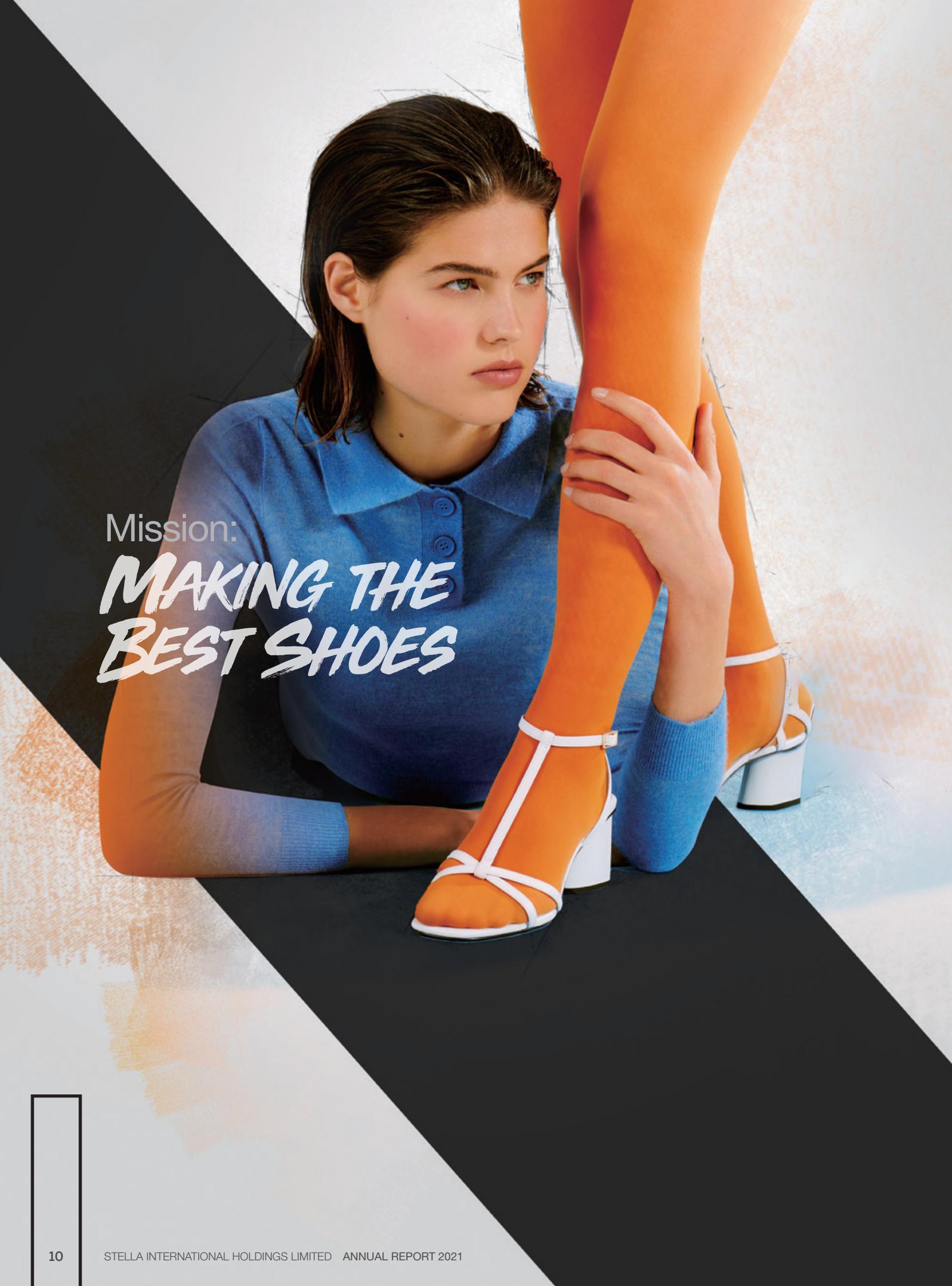


- North America
- Europe
- PRC (included Hong Kong)
- Asia (excluded the PRC)
- Other



**CHAIRMAN'S  
STATEMENT**





Mission:

**MAKING THE  
BEST SHOES**

Dear shareholders,

2021 was a year of investment and recovery for Stella. We saw a strong bounce back in revenue, with confidence among our brand customers rapidly improving and seasonality becoming more normal.

Operations at our factories also stabilised. Because of our location, we were lucky to avoid many of the COVID-19 restrictions reimposed in the south of Vietnam in the second half of the year. This allowed us to deepen our relationship with several major customers. At the same time, we took full advantage of the internal changes we made in 2020 to enhance the operation and management of our business.

Each of these factors enabled a strong recovery in our profitability. As a result, I am pleased to share that the Board has resolved to declare a final dividend of HK56 cents per ordinary share. On top of the earlier declared interim dividend of HK21 cents per ordinary share, this represents a full-year dividend of HK77 cents.

We continued to smoothly progress our long-term margin-accretive strategies: increasing capacity in line with demand, enhancing our customer portfolio and increasing operational efficiency. We also completed another major milestone – the completion of our management transition. This has optimally aligned our incentive structure with the interests of our shareholders. It will therefore better facilitate the execution of our long-term strategic plans and our ability to deliver greater shareholder value.

2022 will be another busy and important year for us. Long-term manufacturing capacity expansion remains our key focus. We will continue to ramp up our new manufacturing facility in Solo, Indonesia, which will add significant capacity from 2023 onwards. We also just engaged with our largest customer to build an exclusive factory in another part of Indonesia. This demonstrated the commitment of both of our companies to grow together well into the future.

We will also continue to focus on strengthening our Sports and Luxury footwear businesses, while maintaining our strong relationships with key customers in other categories. There is still huge growth potential in the athleisure market, particularly at the high-end. We are partnering with more luxury brands to develop their sports-fashion footwear lines, which will provide a broader base of lucrative growth in the future.

For these reasons, we are optimistic about the future of our business and our ability to deliver sustainable returns to our shareholders. While we remain mindful of ongoing short-to-medium-term risks, including supply chain volatility and the progression of the COVID-19 pandemic, especially in Southeast Asia, we will continue to push forward with our growth strategies.

On behalf of the Board, I would like to take this opportunity to thank our customers, business partners, employees and shareholders for their incredible support in 2021.

Chen Li-Ming, Lawrence  
*Chairman*  
Hong Kong, 17 March 2022





**MANAGEMENT  
DISCUSSION  
AND ANALYSIS**



The Board of Directors (the “Board”) of Stella International Holdings Limited (“Stella” or the “Company”) is pleased to present the annual report of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 December 2021.

## BUSINESS MODEL AND STRATEGY

In 1982, Stella embarked on a simple mission of “making the best shoes”.

Today, this mission is still the core DNA of our business.

Every day, we create value for our customers in ways unmatched by our competitors through our unrivalled reputation for high-quality footwear design, product development and manufacturing.

We insist on being a true partner for our customers, offering unparalleled product design and commercialisation capabilities, as well as ‘artisan level’ craftsmanship and an uncompromising commitment to quality that matches any footwear produced in Europe. We also possess the ability, flexibility, knowledge and skills required to cater to numerous customer groups – from high-fashion brands to the world’s largest sports brands, from casual brands to cult brands with limited collections. We are widely known within the footwear industry for our speed-to-market and small-batch production flexibility, which has allowed us to become the ideal partner of many top-end designer brands and fashion brands, especially those increasing their focus on e-commerce.

Our unique proposition is supported by a broad, diverse and proven manufacturing base, located in China, Vietnam, Indonesia, the Philippines and Bangladesh. These diverse and well-established operational bases deliver the flexibility, skillsets and level of quality that meet every need of our customers.

We also showcase our design capability in producing best-in-class footwear with high complexity to the world’s leading fashion brands through our own contemporary retail brand, *Stella Luna*, which has a retail presence in Europe’s major fashion capitals.

With a clear focus on improving our margin structure, we will concentrate on winning designs for differentiated and complex products with a higher average selling price (“ASP”) by working closely with current and prospective customers, while continuously improving our production efficiency.

We are also committed to improving our operating profit margin and increasing returns to shareholders by expanding our production in Southeast Asia, improving our operational excellence and implementing robust cost controls. In addition, we are proactively carrying out lateral expansion strategies, including the design, product development and manufacturing of fashion accessories and leather goods such as handbags, to tap synergies and future sources of growth.

## BUSINESS REVIEW

We saw a strong bounce back in profit in the year ended 31 December 2021 alongside a strong recovery in orders as the year progressed. Our manufacturing facilities across China and Southeast Asia also operated at full capacity throughout the year, including those located in Northern Vietnam. We also bolstered our relationship with some major customers by helping them address the challenges they faced when the south of Vietnam was affected by the large wave of COVID-19 infections in the third and fourth quarters of 2021.

This contrasted sharply to 2020, during which demand for our products and the operations of our production facilities were severely impacted by the COVID-19 pandemic, especially in the first half of that year.

We focused on implementing our margin-expansion strategy, including capitalising on business opportunities that match our unique capabilities, particularly in the Sports and Luxury footwear segments, which allowed us to improve our product and customer mix in 2021. We also started to benefit from our efforts to centralise and consolidate our R&D centres and internal management structure in order to boost our operational efficiency. Furthermore, we recently took steps to align our management incentive structure with the interests of our shareholders to better facilitate the execution of our long-term

## MANAGEMENT DISCUSSION AND ANALYSIS

strategic plans and deliver greater shareholder value. Our capacity expansion initiatives continued to remain on track with our new factory in Solo, Indonesia commencing operations in the fourth quarter of 2021 although its operations are yet to be fully ramped up.

In October 2021, we became a strategic investor in the Lanvin Group (formerly known as Fosun Fashion Group). This placed us in an unparalleled position to become its preferred manufacturing partner of its

upcoming luxury footwear lines under its various high-end luxury brands. This is also an example of how we remain one of the very few manufacturers globally that can efficiently produce highly complex footwear models that cross sports, fashion and luxury styles and require a high standard of craftsmanship, complicated production processes,

and strong technical know-how – attributes that are difficult to emulate.

The key financial performance indicators of the Company include revenue growth, gross profit and operating profit. An analysis of these indicators during the year ended 31 December 2021 are as below:

### Revenue

The Group's consolidated revenue for the year increased by 35.6% to US\$1,540.6 million (2020: US\$1,135.9 million), while shipment volumes for the year rose by 28.5% to 55.8 million pairs (2020: 43.4 million pairs). The increase in revenue and shipment volumes was mostly attributed to a

recovery of orders across all product categories. The ASP of our footwear products for the year increased to US\$27.1 per pair (2020: US\$25.7 per pair) as a result of changes in our customer mix and product mix.

In terms of product category, demand for our Sports category, one of our main growth drivers, increased by 28.7% on a like-for-like basis and accounted for 40.0% of total manufacturing revenue (2020: 42.3%). Revenue attributed to our Luxury category, where we also see a lot of future growth potential, increased by 137.2% year-on-year albeit from a very low base, accounting for 10.4% of total manufacturing revenue (2020: 5.9%).

Demand for our Casual and Fashion footwear categories recovered in 2021 as demand continued to normalise, increasing by 30.4% and 27.9% year-on-year and accounting for 34.1% (2020: 35.4%) and 15.5% (2020: 16.4%) of total manufacturing revenue respectively.

Geographically, North America and Europe remain our two largest markets, accounting for 49.7% and 21.9% of our total revenue during the year under review. This was followed by the PRC (including Hong Kong), which accounted for 20.3%, Asia (other than the PRC), which accounted for 6.1% and other geographic regions, which accounted for 2.0%.

Revenue attributed to our branding business (which consists of our retail business in Europe and the wholesale business for our own branded footwear *Stella Luna*) decreased by 5.4% to US\$15.7 million during the year under review due to a weak operating environment with physical retail channels in Europe only starting to recover from the pandemic.

### Gross profit

Our gross profit for the year under review increased by 57.1% to US\$316.8 million (2020: US\$201.7 million). Our gross profit margin increased to 20.6% (2020: 17.8%), which was mostly attributable to changes to our customer and product mix. Our focus on growing our Luxury segment helped expand our gross profit margin.

### Operating profit

Our reported operating profit<sup>1</sup> for the year under review increased to US\$103.0 million (2020: US\$2.1 million). This increase was supported by the year-long recovery in revenue and shipment volumes, better operating leverage and increased production efficiency at some divisions. This was partially offset by higher product development costs related to our new Luxury customers (who are seeking new styles and complex products), costs associated with exiting customers to enhance our customer portfolio, and one-off costs that amount to US\$5.7 million (mainly severance payments related to factory closures).

### Net results

Our effective tax rate has increased after our exemption to the Macau Complementary Tax expired on 1 January 2021, increasing the tax exposure of one of our wholly-owned subsidiaries to 12%. For more details, see Note 9 to our financial statements.

Due to the factors outlined above, the Group recorded a net profit of US\$90.8 million (2020: US\$1.1 million) for the year ended 31 December 2021.

### Continued focus on credit risk and cash flow management to safeguard our financial position

We continuously assess the credit risk of our customer portfolio to reduce our risk exposure. As a result of our dedicated efforts in managing credit risk and cash flow, we posted a net cash position of US\$127.5 million as at 31 December 2021, compared to a net cash position of US\$105.8 million as at 31 December 2020. Therefore, the Group's net gearing ratio<sup>2</sup> was -12.5%, as at 31 December 2021 compared to -11.5% as at 31 December 2020.

## OUTLOOK

Orders for the upcoming Spring and Summer 2022 seasons are robust and we are positive about the outlook for the remainder of 2022. This will likely lead us to operate at full capacity and utilisation in 2022. That said, we are expanding manufacturing capacity at our existing production locations and ramping up our new manufacturing facility in Solo, Indonesia, which will add significant capacity from 2023.

Despite these constraints, we expect to continue expanding our profitability through an improved product and customer mix and by benefiting from even better operational efficiency via our new centralised production structure under our new management team. At the same time, we will continue to closely monitor potential headwinds, particularly the COVID-19 situation in Southeast Asia and the PRC, and will take measures to minimise the impact accordingly. Furthermore, the global shortage of shipping containers will have an impact on raw material shipments to our Southeast Asia factories. To counter this, we will ship raw materials ahead of normal schedule and hold more raw materials as inventory to ensure smooth production.

In 2022, we will remain primarily focused on achieving long-term profitable and sustainable long-term growth. Our Sports footwear category will remain our main growth driver, in addition to the high-potential Luxury category that will continue to grow from a low base. With demand for our Casual and Fashion footwear continuing to recover, we expect the overall ASP of our total shipment in 2022 to be similar as in 2021.

<sup>1</sup> Reported operating profit is the Group's operating profit before changes in fair value of financial instruments.

<sup>2</sup> Net gearing ratio = net debt/shareholder equity.

## MANAGEMENT DISCUSSION AND ANALYSIS

We will continue to pursue promising growth opportunities that match our business model and proven R&D and commercialisation capabilities, particularly those in the Sports and Luxury product categories. This includes serving an increasing number of Luxury and Fashion brand customers who are seeking to launch new products that follow the footsteps of major sportswear brands for whom limited edition/collectable product lines and cross-brand collaborations have become a big growth driver. As these new customers continue to grow in this new product area, we expect its benefits will be reflected in our future performance.

2022 will also be a significant investment year. In addition to the new facility that we are ramping up in Solo, Indonesia, we recently engaged with our largest customer to invest over US\$120 million – Stella's largest-ever single investment – to build and operate a new manufacturing facility in another part of Indonesia. Upon completion, it is expected to expand our capacity by an additional 15 million pairs. This project will be a major source of future growth and reflects the long-term commitment between Stella and this customer in recognition of our unparalleled capabilities, unique strengths and differentiation.

We are also continuing to pursue lateral growth opportunities through our handbag business with this segment expected to start contributing marginal operating profit in 2022. We will focus on enhancing the product quality and operational efficiency of this business, while gradually introducing it to our high-end customer base. However, it will take some time for our handbag business to meaningfully contribute to our overall business.

We also remain committed to further developing our branding business with a view of adopting a more omnichannel model to adapt to the new post-pandemic retail environment.

By capitalising on each of the initiatives above, we will continue to create value and generate higher returns for our shareholders.

### CASH RETURN TO SHAREHOLDERS

As we work towards implementing these strategies and fully capitalising on the above trends, we remain committed to returning profit to shareholders and providing attractive shareholder returns. After considering the Group's strong free cash flow generation in 2021 and net cash position as at 31 December 2021, the Board has resolved to declare a final dividend of HK56 cents, representing a full-year dividend of HK77 cents per ordinary share which translated to a payout ratio of 87% for the year under review, a higher than our normal 70% payout ratio.

In addition, we have continued to take advantage of the price volatility in equity markets to repurchase 1,064,500 outstanding shares at the weighted average price of HK\$9.49 per share during the year under review.

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2021, the Group had cash and cash equivalents of approximately US\$135.2 million (31 December 2020: US\$108.7 million).

During the year under review, cash generated from operations was US\$120.3 million (2020: US\$170.5 million), representing a decrease of 29.4%, as the Group increased working capital usage from its business recovery.

Net cash outflows used in investing activities were US\$71.4 million during the year under review (2020: US\$71.3 million), representing an increase of 0.1%. Capital expenditure amounted to approximately US\$55.9 million during the year under review (2020: US\$51.6 million).

As at 31 December 2021, the Group had current assets of approximately US\$734.9 million (31 December 2020: US\$625.4 million) and current liabilities of approximately US\$257.6 million (31 December 2020: US\$210.5 million). The current ratio (which is calculated on the basis of current assets over current liabilities) was 2.9 as at 31 December 2021 (31 December 2020: 3.0), an indication of the Group's high liquidity and healthy financial position.

### BANK BORROWINGS

The Group had bank borrowings of US\$7.7 million as at 31 December 2021 (31 December 2020: US\$2.9 million).

The Group maintained a net cash position of US\$127.5 million as at 31 December 2021 (31 December 2020: US\$105.8 million). Therefore, the Group's net gearing ratio<sup>2</sup> was -12.5% as at 31 December 2021 compared to -11.5% as at 31 December 2020.

### FOREIGN CURRENCY EXPOSURE

During the year under review, the Group's sales were mostly denominated in U.S. dollars, while the purchase of raw materials and operating expenses were mostly denominated in U.S. dollars and RMB. Currency exposures were mostly in RMB and Hong Kong dollars against US dollars, the functional currency of the Group.

### PLEDGE OF ASSETS

As at 31 December 2021, the Group had pledged US\$11.4 million of its assets (31 December 2020: US\$5.8 million).

### CONTINGENT LIABILITIES

As at 31 December 2021, the Group had no contingent liabilities (31 December 2020: Nil).

### MAJOR CUSTOMERS AND SUPPLIERS

Customers and suppliers are our core stakeholders. We believe their successes are indispensable

to our growth. Also, an effective alignment between them is the key to high-performing supply chain competitiveness. Our brand customers evaluate supply chain performance on product commercialisation, quality, on-time delivery and efficiency. The Company consistently places within the top 10 percentile of these vendors' evaluations.

We treasure our alliance with these long-term partners and we will continue to build strategic and fruitful relationships with them to enable continuous improvements in quality, craftsmanship, innovation, speed to market and small batch production.

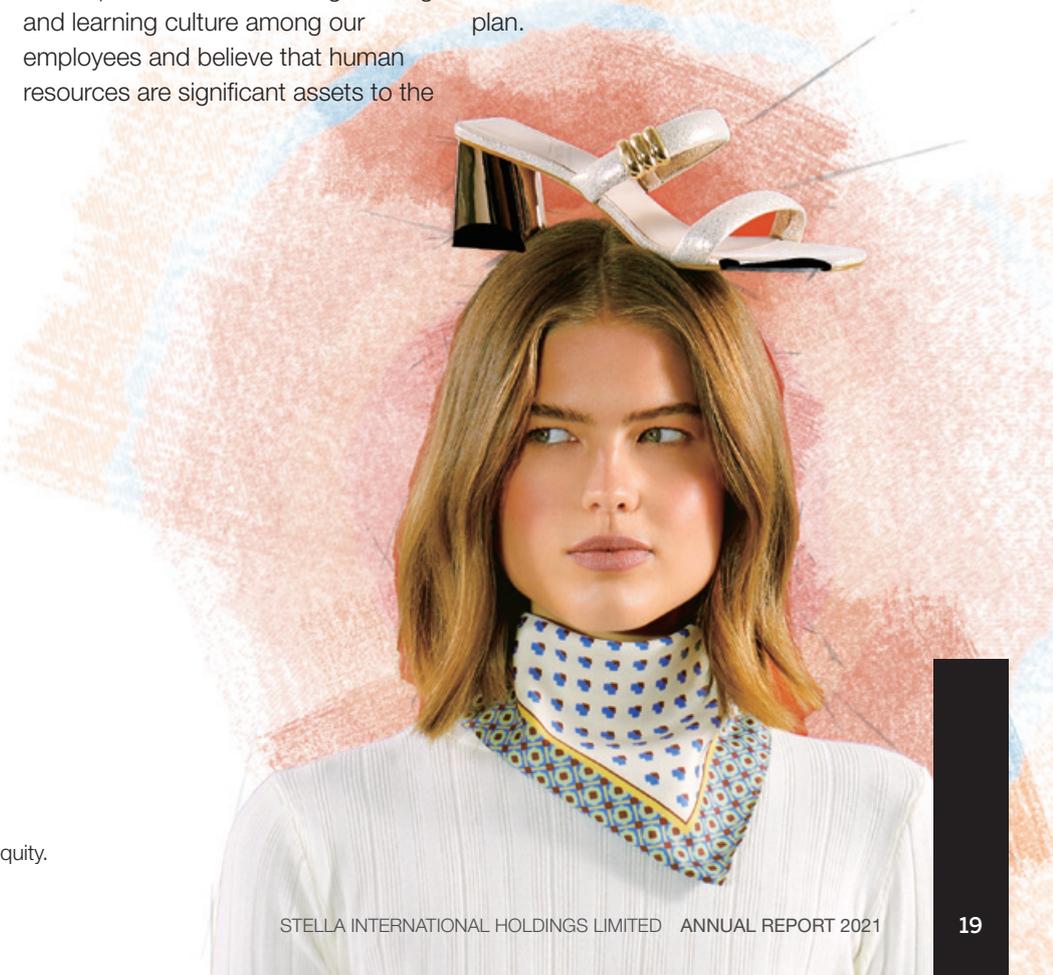
### EMPLOYEES

As at 31 December 2021, the Group had approximately 42,500 employees (31 December 2020: approximately 37,200). We cultivate a caring, sharing and learning culture among our employees and believe that human resources are significant assets to the

Group's development and expansion. We actively seek to attract, develop and retain individuals who are proactive, positive, committed to and passionate about our business.

The Group has continued to build a strong management team internally through effective learning and promotion programs, including our "Leadership Programme" to identify potential high calibre colleagues, to assess the quality of senior management and ultimately to determine appropriate incentives and other human resources development measures. With a view to recognising and rewarding the contribution of employees, as well as providing incentives to employees in order to retain them for the continual operation and development of the Group and attracting suitable personnel for the further development of the Group, the Company has adopted a long-term incentive scheme and a share award plan.

<sup>2</sup> Net gearing ratio = net debt/shareholder equity.





**ENVIRONMENTAL,  
SOCIAL AND  
GOVERNANCE REPORT**





# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## INTRODUCTION

### Report Profile

Stella International Holdings Limited and its subsidiaries (the “Group”, “we”, “our” or “us”) endeavour to achieve its mission of delivering outstanding and unique quality footwear, while fulfilling its responsibility as a good corporate citizen and supporting sustainability. To enable all stakeholders to have an overview of our policy, measures and performance in the environmental, social and governance (“ESG”) aspects, we prepared this ESG report (the “Report”).

### Reporting Standard

This Report was prepared in accordance with the ESG Reporting Guide (“ESG Guide”) as set out in Appendix 27 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

### Reporting Principles

The Report was prepared in accordance with the reporting principles outlined in the Stock Exchange’s ESG Guide, including:

**Materiality:** We conducted materiality assessments via stakeholder engagements on a regular basis to identify and prioritise the material ESG factors. The factors were endorsed by the Board and addressed in this Report.

**Quantitative:** Key performance Indicators were presented in quantitative terms whenever feasible to illustrate the performance more objectively. We established data collection tools to record and monitor the environmental and social indicators.

**Balance:** This report disclosed both our achievements and areas for improvement to provide an unbiased picture of the Group’s performance.

**Consistency:** To allow for meaningful comparisons of ESG data over time, the methodology in this Report is consistent with the previous years, unless otherwise stated.

### Reporting Scope

The Report covered all manufacturing locations, unless specified otherwise. Our manufacturing locations are located in the PRC, Vietnam, Indonesia, Bangladesh and Philippines. Unless otherwise stated, this Report covered our ESG approach and performance for the period from 1 January 2021 to 31 December 2021 (the “Reporting Period”, the “Financial Year” or the “2021 Financial Year”).

### Reporting Approval

The Board of Directors reviewed and approved the disclosure in this report.

## SUSTAINABILITY GOVERNANCE

### Board Statement on Environmental, Social and Governance Matters

The Board is responsible for oversight of the environmental, social and governance (“ESG”) matters of the Group. The Board delegates its ESG governance responsibilities to the Corporate Governance Committee. The Corporate Governance Committee is responsible for reviewing and monitoring the evaluation and management of ESG-related issues, and developing and reviewing the Group’s ESG policies. The Corporate Governance Committee is also in charge of reviewing and monitoring the progress made against ESG-related goals and targets, and reviewing the ESG Report to ensure compliance with the Listing Rules. The Corporate Governance Committee meets at least twice a year to discuss the Group’s ESG matters, and reports and makes recommendations to the Board regularly.

The Group identifies, assesses and prioritises the importance of material ESG matters to the Group and its stakeholders through engagement with internal and external stakeholders. The Group develops and implements ESG measures in accordance with the assessed materiality of various ESG matters, and reports accordingly in the ESG Report. Please refer to “Stakeholder Engagement” section of this Report for details of the stakeholder engagement process and the results of the materiality analysis.

### Corporate Governance Structure and Management of ESG

The Group has established a robust corporate governance structure under the leadership of the Board with an aim to create long-term sustainable growth for shareholders and deliver long-term values to all stakeholders. This allows the Group to better understand, evaluate and manage risks and opportunities, including ESG-related risks and opportunities. The Board has delegated ESG governance responsibilities to the Corporate Governance Committee. The Committee assists the Board to oversee ESG issues, formulate strategy on ESG-related issues and risks, track the progress of ESG related targets, and review the compliance of our ESG Report. ESG Working Committee has been set up to facilitate the implementation of ESG initiatives, and report ESG performance and related issues to the Corporate Governance Committee.

## STAKEHOLDER ENGAGEMENT

The management and staff of different functions from our key subsidiaries were involved in the preparation of the Report, including assisting the Group to review its operations, identification of relevant ESG issues, and assessing their materiality to our business as well as to the stakeholders.

We actively engage key internal and external stakeholders, including members of the Board of Directors, employees, investors, shareholders, suppliers, contractors, service providers, and clients via different channels to understand their expectations and respond to their concerns.

### Materiality Assessment

To determine the ESG issues that are material to the Group, we engaged a third-party consultant to analyse and identify the ESG-focus areas of capital market and indices regarding the textiles and apparel industry, and conduct benchmarking against industry peers to identify gaps. Materiality assessment was conducted in following steps:

#### Step 1: Identification of ESG topics that are material to the Group's business

- 21 ESG topics were identified to be relevant to the Group based on peer benchmarking and industry trends.

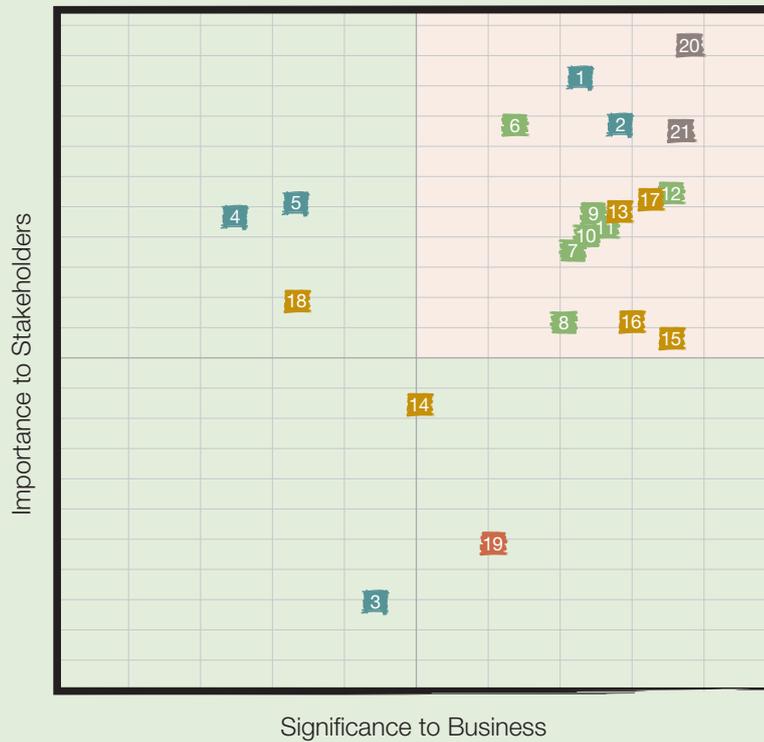
#### Step 2: Ranking the identified ESG issues

- Different key stakeholders were invited to rank the materiality of identified material ESG issues through online questionnaire. 66 responses were received, and the feedbacks were analysed via scientific approaches. Of the 21 issues, 15 were identified as highly material to our business and stakeholders.

#### Step 3: Management validation

- The materiality assessment result was discussed by the ESG Working Committee for the Corporate Governance Committee's review, and the Board approved it based on the recommendation of the Corporate Governance Committee. We will review and update the materiality list and matrix regularly to ensure its relevance to our business and stakeholders.

Stella ESG Materiality Matrix 2021/22



List of ESG Topics<sup>1</sup>

Service and Product Responsibility	1	Product Quality
	2	Supply chain management
	3	Marketing and labelling
	4	Customer service and complaint handling
	5	Customers' product data privacy
Environmental Performance	6	Materials Usage
	7	Energy Management
	8	Climate change mitigation and adaptation
	9	Water Stewardship
	10	Emissions Control
	11	Effluent Management
	12	Waste Management
Employment and Labour Practices	13	Employment practices
	14	Non-discrimination at workplace
	15	Employee engagement
	16	Employee development and training
	17	Occupational health and safety
Community investment	18	Child labour and forced labour
Community investment	19	Community investment
Corporate Governance	20	Compliance
	21	Anti-corruption

<sup>1</sup> Highlighted issues are identified as highly material to Stella's business and stakeholders.

## ENVIRONMENTAL PROTECTION

Stella's growth and prosperity is dependent on its operation policy that are both environmentally sustainable and beneficial to our multiple stakeholders (including our employees, customers, business partners and the communities within which we work) and its ability to overcome complex challenges.

We recognise that we have the responsibility to ensure the protection of the planet, as well as the safety, health, and well-being of our many stakeholders. This is Stella's "Corporate Social Responsibility ("CSR") Vision" and it is at the forefront of all our business practices, operations, and development. It also underpins our continuous efforts to conduct business in an ethical and responsible manner, striving to extend our leadership among numerous industry players in respect of various areas other than financially. We also look for continuous improvement in our collection and processing of the data for this report, in addition to our constant efforts in enhancing the efficiency in the consumption of the natural resources so as to reduce its impact to the environment.

Apart from placing strong emphasis on quality and research and development, we also require all departments to strictly observe and ensure their compliance with local laws and regulations as well as standards stipulated by our customers. Our Group has complied with the requirements as set out in local environmental protection laws and regulations (including but not limited to the Law of PRC on Environmental Protection (《中華人民共和國環境保護法》), the Law of the PRC on Prevention and Control of Water Pollution (《中華人民共和國水污染防治法》), the Law of the PRC on Prevention and Control of Air Pollution (《中華人民共和國大氣污染防治法》), the Law of the PRC on Prevention and Control of Environmental Pollution by Solid Wastes (《中華人民共和國固體廢物污染環境防治法》), Guangdong Regulations on Prevention and Control of Environmental Pollution by Solid Wastes (《廣東省固體廢物污染環境防治條例》) and the relevant environmental protection laws and regulations in Bangladesh, Indonesia, the Philippines and Vietnam).

There were no reported non-compliance cases in relation to environmental protection laws and regulations during the Reporting Period.

### Group Environmental Targets

In this Reporting Period, we have set environmental targets for the Group to track and monitor our environmental footprint. The Group's historical operational data, local resources price trend as well as previous internal audit findings were used to identify key hotspots and improvement opportunities. These data were then benchmarked with industry practices and national goals, and we have set quantitative targets for key environmental aspects including greenhouse gases emissions, electricity consumption, adoption of renewable energy, water consumption, and waste generation. We will closely monitor the progress of the target and continue to drive improvement on our environmental performance.

Greenhouse Gases Emissions	To achieve zero growth in absolute greenhouse gases emissions by 2025. To reduce greenhouse gases emissions intensity (scope 1 and 2) by 15% by 2025 from a 2021 base year.
Electricity Consumption	To reduce electricity consumption intensity by 15% by 2025 from a 2021 base year.
Renewable Energy	To construct on-site renewable energy infrastructure up to 40MW scale by 2025, which is forecast to supply 15% of energy across all of our operations.
Water Consumption	To reduce water consumption intensity by 15% by 2025 from a 2021 base year.
Waste Generation	To reduce total waste generation intensity by 10% by 2025 from a 2021 base year.

## Waste management

The waste from the manufacturing segment of Stella are generally classified into hazardous waste and non-hazardous waste. Hazardous waste refers to the waste listed in the National Directory of Hazardous Waste 《國家危險廢棄物名錄》，which is identified according to the standards and methods for hazardous waste stipulated by the PRC government authorities or those that are designated to be of hazardous nature by clients. Non-hazardous waste refers to solid waste other than hazardous waste.

We have formulated Waste Management Procedure in accordance with local and international laws, which guides us to reduce waste at its source, handle waste properly and mitigate pollution impact to the Group and its surroundings.

We provide role-based trainings for waste handling staff to ensure their compliance with our waste management standards and procedures. The procedure sets out guidelines for our staff to manage waste throughout operation life cycle from entrance of raw material to final disposal. All non-hazardous waste and hazardous waste produced during manufacturing activities are collected, sorted, labelled and moved to the designated temporary storage area by site operators before further transported to authorised route for final disposal. The waste collection process is supervised by designated personnel in each site. Meanwhile, the waste produced by the activities in office, laboratory and living quarters is collected and stored by the respective department, and cleared by cleaning staff on a daily basis. Hazardous waste such as waste chemical, used lamps and batteries are stored in a dedicated location and collected by a special team. Municipal waste such as food leftovers and used oil in canteens are passed on to authorised agents for treatment and recycling.

Our waste management department is responsible for directing the transfer of waste from temporary storage area to the waste warehouse for further treatment. Hazardous waste stored in the separated waste warehouse is handled by licensed agents. Non-hazardous waste is recycled or reused if possible; those cannot be recycled are disposed of (either landfilled or incinerated) appropriately and handled by solid waste disposal service provider authorised by the government.

## Effluent management

Stella is committed to minimising water pollution throughout our production process. We strictly abide by government rules and regulations to manage our sewage. We have formulated the Wastewater Treatment Management Procedures, covering our standards and management practices on prevention and control of water pollution, proper treatment of industrial sewage, domestic wastewater and rainwater, as well as to drive water efficiency to reduce water consumption and wastewater generation at source. The engineering department is responsible for monitoring and regularly reporting effluent quality and volumes, and ensuring proper function of wastewater treatment and handling facilities. We have installed appropriate equipment and infrastructure in our factories to ensure proper handling, segregation and diversion of various types of wastewater. Also, we appoint third-party professionals to conduct sample analysis on the effluent before final discharge to municipal wastewater network, ensuring our compliance with relevant national laws and regulations as well as other standard stipulated by our clients.

We arrange various role-based trainings for sewage handling staff to ensure their compliance with relevant national laws and regulations, as well as other standard stipulated by our clients. We also actively raise employees' awareness of reducing water pollution, encourage our employees to use phosphorus-free washing powder and install water flow regulators.

During the Reporting Period, although our Group had no significant exhaust emission, measures such as using carbon filters were carried out to mitigate environmental impact.

## Use of Resources

Stella advocates “energy-savings is glorious, wasting is shameful”, and strives to promote water and electricity conservation. Through enhancing energy management, we take technically feasible and economically reasonable energy-saving measures targeted to eliminate unnecessary energy, material and water loss, and improve resource efficiency with more production. At the same time, we regularly measure and monitor our energy, water, and material consumption data through monthly report and internal energy audit. This will help us to identify hotspot, develop and implement improvement measures continuously, to achieve win-win targets for both environmental protection and improvement of productivity.

### Energy Management

The Group strives to increase energy efficiency in our business operations. All of our factories in China have completed on-site energy and environment audit during 2021 to identify potential improvement areas in energy efficiency, and to ensure that our energy conservation initiatives have been implemented accordingly. We are targeting to expand these practices to other regions in forthcoming years. During the Reporting Period, we have implemented various measures in respect of lighting, air conditioning, and heating systems to promote energy conservation and emissions reduction.

- Installed rooftop solar panels of 10MW scale in total in our factories to promote the adoption of renewable energy;
- Adopted solar water heating and compress air heat recovery system for hot water supply;
- Introduced new automated assembly technology in our production process to reduce energy consumption;
- Use energy-efficient lighting equipment; and adopt natural light wherever possible;
- Equipments are turned off when staff leaves the premises to save electricity;
- The temperature of working environment is monitored and adjusted to suit each department’s work activities. Temperature for the air-conditioning of offices is set at 26°C during summer; whilst in workshop, energy efficient cooling equipment such as water curtain, high-volume-low-speed fans and insulation of heat generating equipment are implemented to maintain comfort working environment with minimal energy consumption;
- The manufacturing units exert stringent management and working guidelines of production equipment with high electricity consumption;
- In addition to regular patrol by electricians, equipment maintenance department monitors and guides each department’s energy consumption and rectifies any wastage such as leakage of compressed air. Identified leakage will be fixed to avoid electricity wastage;
- Conduct monthly count on electricity consumption and prepare relevant records; if the consumption exceeds the range of the benchmark, the reasons for such will be analysed and timely remedial actions will be taken;
- Prior to purchase of any machinery equipment, respective departments will assess the energy consumption of the equipment, and select the machine types with higher energy efficiency if conditions allow;
- Conduct monthly count on petrol usage by motor vehicles in our factories;
- Record car mileage, maintain and repair motor vehicles timely to reduce petrol wastage; and
- Implement residual heat recovery system.

## Water Management

The majority of water consumption was incurred by usage in staff canteens and washrooms, as well as the domestic usage at workers' living quarters. There was no water sourcing issue with our Group as we mainly consume municipal water, yet, we have implemented various measures in recent years to mitigate our water consumption, including:

- Expand the scope of recycled water, to the greatest extent, for greening and for restrooms to increase the recycling rate;
- Conduct monthly review on water consumption and prepare relevant records. If the consumption exceeds the range specified, reasons for such would be analysed for timely remedial actions;
- Regular checking and maintenance of water ductwork to eliminate leakage;
- Install filters at canteen sewage outlets, which are regularly cleaned and replaced. Old filters are forwarded to recycling company;
- Arrange clean and waste water segregation in water discharge, sanitary sewage to run into centralised pipelines for sedimentation treatment, and then be discharged after meeting standards;
- Strengthen employees' education on environmental protection, for example, promote usage of non-phosphate detergent and washing powder in their living quarters;
- Encourage staff to save water in factories, offices as well as in their living quarters, and the Company has installed water-saving taps and reduces water pressure during holidays to decrease the usage of water; and
- Water circulation system across manufacturing process has been widely adopted in the Group's factories to help water recycling and reduce consumption of water.

## Environment and Natural Resources

The Group closely monitors the potential impact on environment brought by its subsidiaries and plants, and strives to minimise the impact on environment caused by our operations. We endeavour to conduct regular assessments and continuously monitor environmental risks, and at the same time enhance our environmental management system, formulate and update our environmental policy.

## Procurement and Use of Chemicals

Stella aims to provide products of finest quality, and hence, we place high priority on the safety and quality of the chemicals and raw materials we procure and use. The Group has formulated Chemicals Management Procedure, which clearly states our standards and practices in procuring, storing, and using of chemicals during production process.

We strictly follow local and international regulations, clients' requirements and standard requirements of Manufacturing Restricted Substance List to select raw materials and chemical suppliers. Authorised suppliers are required to submit testing reports on the quality and safety of chemicals before they are selected as our suppliers.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group has identified a list of chemicals and raw materials that are harmful to our health and the environment, and using of chemicals on that list is strictly prohibited, including benzene and xylene. We give preference to chemicals with low toxicity, corrosiveness, and irritation to protect the health and safety of our employees, and to ensure our products meet with relevant national laws and regulations as well as other standards of health and safety stipulated by clients.

### Prevention of Noise Pollution

Apart from environmental protection approaches as highlighted in the aforementioned sections, Stella actively mitigates other major environmental impact, including noise generated from operating production facilities. To strengthen control and reduce environmental impact brought by noise, we have taken the following measures:

- We require all of our staff working in noise sensitive area to wear personal protective equipment for ear protection;
- Choose low noise equipment, such as low noise fans for machinery ventilation;
- Choose aluminium alloy with good sound insulation performance or double-deck structure for the doors and windows of the workshops;
- Conduct comprehensive treatment, such as noise reduction and shock absorption measures for boiler plants and generators;
- Report regularly the process of environmental protection and contamination control and their relevant outcomes to local environmental authorities;
- Formulate operational programs for environmental facilities and their respective maintenance schedule to ensure these facilities are in good conditions during operation; and
- Provide technicians on-the-job induction and training programmes to promote their awareness on environmental protection and ensure all environmental protection facilities are running properly.

### Climate Change Risks Management

Stella is aware of the risks and threats posed by climate risks. The Group has conducted internal risks assessment to identify potential climate risks that are material to its operations, and to evaluate the likelihood and impacts of each risk type, which are presented in risk rating from low to high. The findings are summarised below:

Key Climate Risk	Risk Rating	Mitigation/Adaptation Measures
Flooding risk	Low-Medium	Ensure that drainage systems in our facilities are designed and built to be capable in handling 1 in 50 years flood event
Increased energy cost due to possible carbon tax and shortage in the supply of cleaner energy	High	Reduce energy intensity by 15% through energy efficiency management, and promote adoption of renewable energy to supply 15% of energy use
Reduced productivity due to high temperature in working environment	High	Improve ventilation in facilities with more energy efficient design to maintain indoor working environment temperature under 30 degrees
Increased water stress	Low-Medium	Reduce water consumption by conducting water leakage detection and implement water efficient initiatives

Environmental Performance Data<sup>2</sup>

Use of Resources	Units	Total consumption			Intensity (per pair of shoes)		
		2021	2020	Difference	2021	2020	Difference
<b>Energy consumption<sup>3</sup></b>							
Electricity	kWh	167,768,356	138,913,517	20.8%	2.9784	3.1649	-5.9%
Natural gas <sup>4</sup>	m <sup>3</sup>	23,686	41,018	-42.3%	0.0004	0.0009	-55.6%
Diesel <sup>4</sup>	litres	405,940	679,415	-40.3%	0.0072	0.0155	-53.5%
Petrol (Unleaded) <sup>4</sup>	litres	175,340	237,329	-26.1%	0.0031	0.0054	-42.6%
LPG <sup>4</sup>	litres	121,539	228,000	-46.7%	0.0022	0.0052	-57.7%
Intensity of energy consumption	GJ/per pair of shoes				0.0111	0.0123	-9.4%
Water consumption <sup>5</sup>	m <sup>3</sup>	2,070,031	1,400,939	47.8%	0.0367	0.0319	15.1%
Use of packaging materials <sup>6</sup>	tonnes	27,310	19,949	36.9%	0.4848	0.4545	6.7%
<b>Waste Generation</b>							
Waste Generation	Units	2021	2020	Difference	2021	2020	Difference
Non-hazardous waste <sup>7</sup>	kg	9,796	9,235	6.0%	0.1739	0.2104	-17.4%
Hazardous waste <sup>8</sup>	kg	1,796	613	192.9%	0.0319	0.0140	128.3%
<b>Greenhouse Gas (GHG) Emissions<sup>9</sup></b>							
Greenhouse Gas (GHG) Emissions <sup>9</sup>	Units	2021	2020	Difference	2021	2020	Difference
Scope 1: Direct GHG emissions	tonnes of CO <sub>2</sub> -equivalent	1,682	2,730	-38.4%	0.0297	0.0621	-52.2%
Scope 2: Energy indirect GHG emissions	tonnes of CO <sub>2</sub> -equivalent	117,999	99,177	19.0%	2.0999	2.2596	-7.3%
Total GHG emissions	tonnes of CO <sub>2</sub> -equivalent	119,682	101,907	17.5%	2.1247	2.3218	-8.5%

<sup>2</sup> During the Reporting Period, the Group updated its collection process of environmental related data. We have been working to improve our data management to lay a solid foundation of tracking and reporting the progress made against our environmental targets.

<sup>3</sup> The energy category covers the main energy types that the Group consumed during our operations and excluded the energy consumption that the Group cannot directly control.

<sup>4</sup> During the Reporting Period, our factories reduced demands on fuels. Also, because of the impact of the pandemic, we reduced use of back-up generators and vehicles operations.

<sup>5</sup> Due to the impact of the pandemic, workers spent more time in the living quarters, which resulted in increased water consumption during 2021.

<sup>6</sup> During the Reporting Period, the packaging materials used by the Group were mainly paper in the form of shoe boxes, packing papers, carton boxes and shoe stretchers.

<sup>7</sup> Non-hazardous waste generated by the Group was mainly leather, metal, paper and cartons in 2021.

<sup>8</sup> During 2021, our factories implemented strict pandemic preventive measures, which resulted in large amount of hazardous waste that includes masks and used vaccine vials.

<sup>9</sup> The carbon emission is calculated with reference to the Greenhouse Gas Protocol published by World Business Council for Sustainable Development (WBCSD) and World Resources Institute (WRI), Report Guidelines on Environmental Key Performance Indicators issued by the Hong Kong Stock Exchange, the Baseline Emission Factors for Regional Power Grids in China published by the Department on Climate Change of National Development, Reform Commission and the Baseline Emission Factors for Power Grids by the Ministry of Energy and Mineral Resources of Indonesia and IGES Grid Emission Factors for Vietnam, Bangladesh and the Philippines.

## EMPLOYMENT

As a responsible employer, we strictly comply with all local employment laws and regulations.

### Recruitment, Promotion and Remuneration Policies

We attract talents using the fairness and objectiveness principle. Our recruitment is open to the public through various methods like posting recruitment advertisements, online recruitment, campus recruitment, job market recruitment, and head-hunter recommendation, and comprehensive evaluation will be conducted.

Stella has a robust performance evaluation and employee promotion system. We adopt Rewards Management Measures, which considers attendance, performance, rewards as means to promote meritocracy. We aim to reward performing staff with performance bonuses and internal promotion to achieve the ultimate goal of talent retention and development to the Group.

For remuneration, on the basis of evaluating the value of workforce and under the guidance of the Group's operation strategy, the Group has in place a competitive remuneration system with reference to industry and regional standards. In addition to basic salary, we offer various performance bonus, employee allowances, and overtime payment to compensate and reward performing employees.

### Working Hours

We have established a maximum working hours standard to strictly control working hours in accordance with the requirements of local employment laws and customers, and ensure that all the overtime works are on a voluntary basis. The overtime pay is fully remunerated according to local applicable labour laws. New employees are provided with corporate orientation, allowing them clear understanding of relevant working hours.

### Equal Opportunities, Diversification and Anti-Discrimination

The Group is committed to providing fair, equitable and reasonable job opportunities for its staff. In the respect of engagement, wages, welfare and promotion, our considerations are solely based on our staff's work competence. We treat all employees equally, irrespective of their gender, age, race, skin colour, nationality, political status, creed, marital status, maternity status, sexual orientation, disability or any other factors that are irrelevant to their work competence.

We have in place a whistle blowing mechanism to ensure that complaints are handled in strict confidentiality. Our staff can report discriminatory behaviour to the management via different channels by communicating with direct supervisors and Human Resources Department, or by post to the chairman's mailbox. If a discriminatory behaviour is discovered, the Group will conduct an investigation and take disciplinary action against discriminatory behaviour.

## Holidays and Welfare Policies

We strictly comply with relevant national laws and regulations, review and improve employees' welfares, and pay various statutory social insurance according to the laws and ensure that our employees can enjoy social statutory holidays and other welfares. Apart from this, all of our employees are also entitled to paid annual leave, marriage leave, and maternity leave and so on. We also provide regular health checkups and medical examination to our employees. To safeguard the legitimate interests of female staff, no department is allowed to arrange pregnant staff to perform works related to moving heavy materials, working in high altitude, cold temperature nor cold water. For female staff who are pregnant for over seven months, we do not suggest them to work on night shift nor perform overtime work.

Special programmes launched to provide care and benefits to the employees in our factories during 2021 included:

- Free vision test and eye-glasses for workers in need
- Subsidies for workers in need
- Birthday gifts
- Outstanding employee awards

## Labour Standard

We prepare our internal Social Responsibility Management Manual based on the global SA8000 certification. The SA8000 is based on the principles of international human rights norms as described in International Labour Organisation Conventions, the United Nations Convention on the Rights of the Child and the Universal Declaration of Human Rights, including health and safety, freedom of association, working hours and wage standards, the prohibition of child labour and the protection of minors, the prohibition of forced labour, the prohibition of discrimination, the prohibition of unfair punishment, and so on.

During recruitment, human resources department will verify the personal information of candidates according to the requirements of internal human resources policies and procedures and check their identity cards to verify their age. To ensure the employees' interests are not being infringed, all our employed staff must be recruited voluntarily. In other words, we prohibit any forced labour and never induce any employee to work by deception. Furthermore, our staff undergoing unfair treatment can report through our whistle blowing policy.

During the Reporting Period, no major complaints were received from any local government authorities due to any material breaches of laws and regulations related to employment and labour practices.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Social Activities

We organised a series of recreational activities throughout the year, such as sports competitions, birthday and festive celebration activities (with adjustment in their format to comply with the social distancing principles required under the pandemic) to enrich our employees' life outside of work and as part of our employee engagement. These activities also helped team-building and promoting employee's sense of belonging.



Act of Kindness – Beach Cleaning



Dance Battle

### Employment Statistics

#### Employee distribution by gender

Male	9,084
Female	33,403

#### Employee distribution by age

> 50	2,847
31 – 50	26,032
18 - 30	13,608

#### Employee distribution by employment category

Senior Management	11
Middle Management	663
General Employee	41,813

#### Employee distribution by employment type

Permanent	42,487
Part-time	0

### Employee Turnover Statistics

Employee turnover rate by gender	2021	Turnover Rate
Male		32.3%
Female		21.1%

Employee turnover rate by age	2021	Turnover Rate
> 50		16.1%
31 – 50		18.9%
18 - 30		30.8%

## HEALTH AND SAFETY

Workplace health and safety remains our top priority. Stella consistently meets all applicable standards and regulations, while also striving to develop the autonomy of employees so that they are involved in creating and contributing to a safe and hazard-free work environment and promoting occupational safety. During the Reporting Period, there were no non-compliance cases in relation to workplace health and safety laws and regulations.

### Occupational Health and Safety Measures

We uphold high standards of occupational health and safety, we have taken a number of steps to ensure a safe workplace, including:

- Identify the source of occupational safety risks in fire safety, electrical equipment safety, and chemical solvent safety;
- Ban the storage of chemicals in our workshops;
- Conduct regular examination of employee canteens to ensure food safety;
- Put up a number of notice boards throughout our workshops to reinforce awareness of workplace safety procedures;
- Conduct regular check and upgrade, if necessary, existing machinery to ensure workplace safety;
- Keep abreast of the latest development of artificial intelligence and automation, and develop new safety equipment;
- Evaluate new specialised equipment and use it, if applicable; and
- Enforce the use of Personal Protective Equipment (PPE) to minimise the risk of occupational diseases

To ensure a solid implementation of the Group’s safety measures, we organise regular trainings, workshops, and health talks to enhance our employees’ awareness of workplace health and safety procedures and the Group’s standards. A “CSR Internal Training Plan” is put in place to cover training, exposure control and the use of personal protective equipment, chemical management, safety awareness and communication, and fire safety.



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

We provide trainings to our workers to introduce the correct way of using and maintaining equipment and handling chemicals, and to circulate the Group's occupational safety and hygiene standards. We also provide three-level safety training for all new-hired in orientation training, covering the Group's occupational safety standards, and role-based safety measures.



Training on forklift driving



Training on occupational safety and hygiene

We also arrange first aid training and conduct emergency drills, such as fire drills, on a regular basis to ensure smooth arrangement in the event of an emergency or accident.



Fire drills and evacuation training



In order to promote safety in our production facilities, prevent and reduce accidents to safeguard the life and property of workers and improve the management of safe production on an ongoing basis, we also hold regular environmental, safety and health (“ESH”) meetings, to review prevailing risks in the workplace, as well as an opportunity to evaluate any emerging risks. It is also an important conduit for face-to-face communication among employees, directors, supervisors, committee members and CSR coordinators, and is an essential component of our ESH management system.

We also instituted annual centralised audits at all of our plants worldwide, including the PRC, Vietnam, Bangladesh, Indonesia and the Philippines, to ensure that these initiatives and others are being implemented across all the factories of the Group. In 2016, we rectified all safety risks discovered, including installing protection devices (such as widened foot stand to avoid falling upon moving goods, baffles to prevent hands from being engulfed, and protective covers and sensors to avoid clamping) on the machines. We will continuously call for all staff to carry out safety examination and proactively facilitate the management of safe production to achieve modernization of safe production in a scientific manner. For example, we will develop equipment that is more user-friendly for operation and is better in terms of ergonomics, as well as machines that can integrate production processes to improve efficiency, thus reflecting the “people-oriented” scientific development approach.

During the Reporting Period, 2,978 lost days due to work injuries were recorded.

### Fighting the COVID-19

Given the global COVID-19 pandemic, the Company has introduced a number of measures in its factories since 2020 to protect the health of its employees. These measures were customised to suit the local conditions of each factory.

These measures included:

- Complying with local government orders to temporarily suspend factories to help curb the spread of COVID-19;
- Support and assist the local authorities in providing full vaccination to all employees wherever possible;
- Sterilising the workstation, including offices, factories and living places regularly;
- Offering masks to all employees and installing hand disinfectant stations at factory entrances and in working areas
- Measuring all workers' body temperatures daily upon entry to factory areas and conducting random checks of workers' body temperatures within the production area as reassurance;
- Providing educational talks and posting notices in all factory areas to promote personal hygiene and social distancing;
- Circulating information and providing support to our staff on vaccination and COVID-19 testing;
- Making available multi-vitamin supplements and fruits to workers;
- Chartering free shuttle bus services (where appropriate) for workers with long daily commutes to limit their exposure to the COVID-19 virus;
- Cancelling or re-arranging group activities by adopting appropriate measures to ensure social distancing; and
- Deploying audio and video for business communications to replace meetings in-person, where appropriate



Screening temperature of workers and visitors

Coordinated with local medical force to conduct vaccination for employee



### Occupational Health and Safety Statistics

	2021	2020	2019
Number of work-related fatalities	0	0	0

**DEVELOPMENT AND TRAINING**

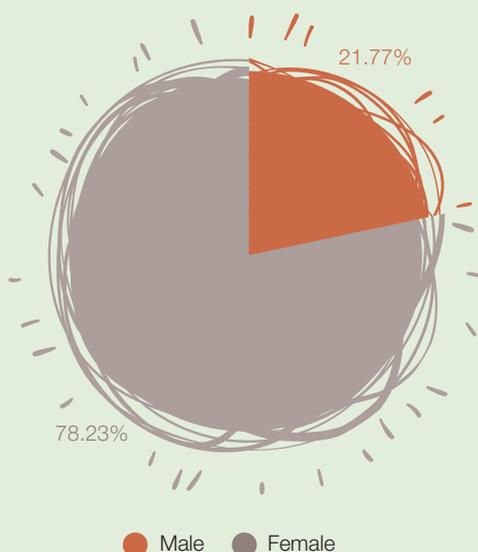
We firmly believe that it is necessary to improve employees’ professional standards continuously, with an aim to meeting our long-term development plan and cultivating our talents and sharpening our competitive edge. Accordingly, we have established a management system relating to education and training.

We organise regular voluntary training opportunities for our employees, providing them with an opportunity to upgrade their skills and grow with the Company. We also proactively provide managerial skills and leadership trainings for our management so as to develop their strength, and to drive our business growth.

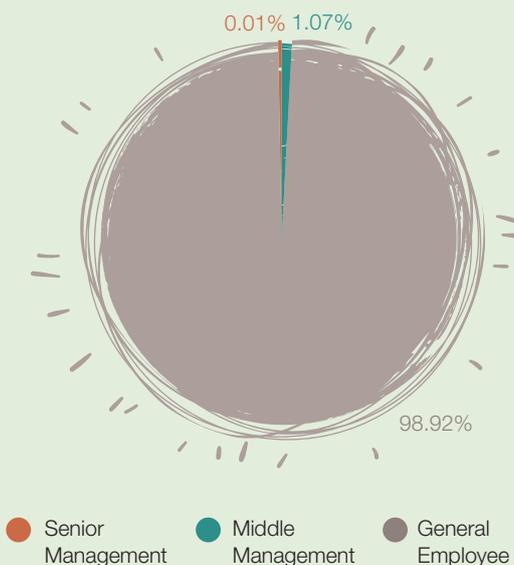
In order to enable our employees to gain in-depth understanding of corporate responsibility and business ethical standard, ESG knowledge and apply what they learnt in the workplace, Stella provides new employee orientation training of corporate social responsibility and internal Code of Conduct for new employees or interns, and management trainees before they are on board. We also carry out relevant health and safety trainings according to the job requirements of our employees.

**Development and Training Statistics**

**The percentage of employees trained by gender**



**The percentage of employees trained by employee category**



**Average training hours by gender**

	2021
Male	3.5 hours
Female	1.9 hours

**Average training hours by employee category**

	2021
Senior Management	3.6 hours
Middle Management	1.1 hours
General Employee	2.3 hours

## SUPPLY CHAIN MANAGEMENT

The Group shares the common principles and objectives with suppliers. We are committed to building close relationship with our suppliers and maintaining constant communication with them through various channels to ensure that their services and products meeting our requirement, thus enabling us to maintain our quality. We have established the Group's Suppliers Management Procedure to standardise our approaches in selecting, auditing, and evaluating our suppliers. We strive to leverage our influence to advocate an ethical and sustainable supply chain by incorporating considerations of suppliers' corporate responsibilities and sustainable performance into our supply chain management.

### Sustainable Supply Chain Management

We only select suppliers that pursue constant perfection and maintain a high level of environmental protection consciousness and business ethics as our partners. We choose suppliers by taking into account factors such as their scale of production, capability of on-time delivery, price competitiveness, quality assurance and after-sale service with a principle of fairness and in accordance with our internal policies.

In addition to economic considerations, we require all of our suppliers to fulfill the Group's environmental and social requirements. During process of selecting new suppliers, we conduct ESG responsibility audit of the suppliers, covering their ESG related policies, environmental certificate and labour practices. We require suppliers to sign the Supplier Social Responsibility Commitment before receiving the order or contract, committing themselves to comply with ESG related national and local laws and regulations, and to seek effective methods to reduce impact on environment and protect natural resources.

To ensure our suppliers' compliance with the Group's requirements, we arrange at least one on-site audit of the supplier each year to assess the supplier's sustainability performance. On-site inspection includes data checking and employee interview to ensure in-depth understanding of suppliers' performance. In case any non-standard items are found in the on-site audit, the supplier is required to return improvement plan, with relevant supporting files such as photos of corrected violations and copies of corrected documents before the date of the follow-up audit.



## Supply Chain Integrity

The Group's Code of Conduct clearly states our high standards in anti-corruption and bribery. All of our employees are strictly required to abide by fair competition principles, and avoid any form of conflict of interest during procurement process. Suppliers are required to pursue full enforcement of all commitments regarding integrity reached between the supplier and the Group, and we prohibit any forms of corruption, extortion, bribery behavior, and conflict of interest. For suppliers which violate our integrity standards, their supplier contract can be terminated.

## Supply Chain Management Statistics

### Number of suppliers by geographical region

Mainland China	932
Hong Kong	79
Vietnam	210
Italy	109
Korea	52
Other Asian regions	199
Other European regions	18
American regions and others	38

## PRODUCT RESPONSIBILITY

We are always seeking to fulfill our dedication to delivering outstanding and unique footwear. Stella is guided by its spirit of "making the best shoes". Our products are of high quality and exquisite craftsmanship that have gained the attention of internationally renowned luxury, fashion, casual and sports brands.

### Quality Control for Products

We screen our product offerings carefully and strictly control the safety and quality of our products. We integrate the monitoring of the whole production process with production standardisation, and successfully implement quality management in our production facilities. With regard to managing raw materials, we only cooperate with suppliers holding valid business licenses and various related qualification documents. Besides, we will take into consideration factors such as the capability and credibility of suppliers, their performance, and whether their commitment of quality is consistent with the national and industry production standards, so as to endeavour and assure the quality of raw materials, whereby ensuring our product quality and safety.

In addition, we strictly comply with laws and regulations relating to intellectual property rights to avoid violation or infringement of the intellectual property rights, patents and related rights of third parties.

During the Reporting Period, there was not any report on sold or delivered products that had to be recalled for safety and health reasons.

## Customer Service

We are always customer-driven and passionate about our business, and are dedicated to providing products of highest quality and the best service to our customers. By being a close partner to our customers, we strive to fulfill their needs with innovative and cost effective solutions. Through empathy, responsiveness and reliability, we seek to become the partner of choice for our customers.

Due to the ever-changing demand of customers, we pay more attention to keep abreast of their demand and expectation from time to time, especially the after-sale evaluation on products and services. We set up an effective customer communication mechanism with an aim to continuously enhance the ways to respond and handle requirements and improve the communication system, in addition to offering guarantee to the quality of products and services that meet requirements. We also conduct customer satisfaction surveys and take the initiative to contact customers, allowing them to offer their rating and opinions on after-sales service in all aspects, hence driving us to constantly improve.

During the Reporting Period, no complaints were reported regarding the health and safety of our products and services.

## Protection of Personal Privacy

The Group is committed to protect personal privacy and information of all persons, including suppliers, customers, consumers and employees, in business dealings with it. We strictly abide by relevant laws and regulations in the regions we operate when collecting, storing, processing, transmitting and sharing personal information.

Under the leadership of the Group's Information Security Committee, we have established information security management systems in accordance with ISO 27001:2013 standard. Various measures are implemented to ensure solid information security protection, including data privacy management, fraud prevention, security control on network use, and protection on remote connection. In addition, we only collect necessary personal data and information by lawful and ethical means. We strive to prevent leakage or unauthorised use of collected information, including proper storage of data, robust protection of data centre and strict control on personal data access right.



## ANTI-CORRUPTION

Stella is committed to maintaining a fair and equitable business environment, protecting the interests of the Company, inheriting and developing the Company's traditional corporate culture and reducing the Company's operational risks, whilst maintaining the reputation of the Company and customer brand in the industry, society and the world. The Anti-Corruption and Anti-Bribery Code of Conduct formulated during the Reporting Period aims to promote anti-corruption and anti-bribery work in business activities, strengthen employee ethics, and prevent improper behaviours. We absolutely prohibit any form of bribe or accepting bribes to provide commercial benefits, or obtaining any form of benefits by force or threats.

We attach great importance to our sense of honesty and integrity and conduct regular evaluations on the risks of corruption existing among factories. We will also check whether the rules relating to payment conditions and commission in the agreements entered into between each plant and agent or business partner are clear and appropriate. Besides, the anti-corruption measures approved by suppliers and investigated by customers will also contribute to the mitigation of risks of fraud and money laundering.

The Group has also formulated Whistleblowing Administrative Measures to effectively prevent operation and management risks by encouraging our staff to report any malpractice, including bribery, extortion, fraud and money laundering. Employees from all business units, factories, and departments under Stella Group can report suspected cases to their direct supervisors or responsible departments via reporting emails or hotlines. An Internal Reporting Acceptance Meeting will be held within 2 days of accepting the report to formulate a responsibility investigation plan and remedial rectification measures. As stipulated in the Measures, we strictly prohibit the disclosure of personal information and all information received will be treated with the highest confidentiality.

We organised training programmes on anti-corruption in new employees orientation for all new-hired, and we regularly organise training related to business ethics, Code of Conduct and anti-corruption to our employees and the Board. 378 hours of anti-corruption training were provided to our employees and Board members during the year.

During the Reporting Period, there were no non-compliance cases in relation to corruption-related laws and regulations.

COMMUNITY INVESTMENT

As a responsible corporate citizen, Stella encourages its employees to support community projects and protect the natural environment. During the year, the Group has made charitable monetary donations of over US\$0.2 million, on top of the donations in kind. In addition to making charitable donations to the underprivileged, impoverished youth and families, our staff also participated in a number of community service activities during the year, which included:

Visited and supported impoverished families in local communities



Visited elderly home to offer emotional support and care



Participated in Green Sense "No Air Con Night 2021" to demonstrate our support to environmental protection

Provided multivitamin for students and teachers in 5 elementary schools in Indonesia







**CORPORATE  
GOVERNANCE  
REPORT**

# CORPORATE GOVERNANCE REPORT

The board (the “Board”) of directors (the “Directors”) of Stella International Holdings Limited (the “Company”) and management of the Company and its subsidiaries (collectively, the “Group”) are committed to achieving high standards of corporate governance through increasing transparency, accountability and better risk assessment and mitigation. We believe that high standard of corporate governance practices will translate into long-term returns to the shareholders of the Company (the “Shareholders”).

## CORPORATE GOVERNANCE MODEL

The Company advocates a governance model which combines both corporate governance and business governance in order to build long-term interests for the Group. Corporate governance emphasises on conformance with relevant laws and regulations while business governance focuses on business performance. We believe the combination of both will enhance accountability and assurance to the Shareholders which are the key drivers for value creation for the Group.

## CORPORATE PURPOSE, STRATEGY AND GOVERNANCE

### Corporate strategy, business model and culture

The Board assumes responsibility for its leadership and control and collectively responsible for promoting its success by directing and supervising its affairs, enabling the Directors making decisions objectively in the best interests of the Group.

The Board is the governing body of the Group. It establishes the Group’s mission, values and strategy, and ensure that the Group’s culture is aligned. We have adopted a business model and strategy (as disclosed under the “Management Discussion and Analysis” section in this annual report) upon which we would generate value in the long run.

### Corporate Governance Functions – the 4 Rs

The Board has delegated the corporate governance functions to the Corporate Governance Committee. Focusing on the 4 Rs – regulatory compliance, risk management, investor relations and corporate social responsibilities, the principal role and function of the Corporate Governance Committee, which are set out in its terms of reference, include the following:

1. to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board;
2. to review the Company’s compliance with the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the relevant disclosure in the Company’s annual and interim reports;
3. to develop and review the Company’s policies and practices on environmental, social and governance (“ESG”) and make recommendations to the Board;
4. to review and monitor the evaluation and management of ESG-related issues;
5. to review and monitor the progress made against ESG-related goals and targets;
6. to review the Company’s compliance with the Listing Rules on disclosure of ESG-related issues in the ESG Report;
7. to review and monitor the training and continuous professional development of directors and senior management; and
8. to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements.

The terms of reference are posted on the Stock Exchange's website and the Company's website.

The Corporate Governance Committee currently has three members comprising three independent non-executive Directors, namely Bolliger Peter, Chan Fu Keung, William, *BBS* and Yue Chao-Tang, Thomas. The chairman of the Corporate Governance Committee is Bolliger Peter.

During the year, the following work has been performed by the Corporate Governance Committee:

- reviewed annual corporate governance report and ESG report and related disclosure in the annual and interim reports;
- reviewed corporate governance framework;
- reviewed ESG-related matters;
- reviewed the board evaluation program;
- reviewed corporate disclosure policy; and
- reviewed training and continuous professional development of Directors and senior management.

### Corporate Governance Practices

The Company's governance practices are reflected in the Group's various policies and guidelines, including the following:

- Terms of reference of various Board committees (Audit Committee, Corporate Governance Committee, Executive Committee, Nomination Committee and Remuneration Committee)
- Compliance Manual
- Corporate Disclosure Policy
- Memorandum on Disclosure of (1) Inside Information and (2) Information Necessary to Avoid a False Market
- Board Diversity Policy
- Whistleblowing Policy
- Anti-Corruption and Anti-Bribery Code of Conduct

### Compliance with CG Code

Throughout the year 2021, the Company has complied with all code provisions and, where appropriate, adopted the recommended best practices set out in the CG Code, with the following exception:

Code Provision F.2.2 (Attendance of annual general meeting by the chairman of the board). Please refer to the paragraphs headed "Shareholders Engagement – Annual General Meeting" in this Corporate Governance Report section for further details.

## BOARD COMPOSITION AND NOMINATION

### Board composition, succession and evaluation

To ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the business of the Group, a policy of selection and nomination of Directors has been established and set out in writing in our board diversity policy which is articulated in more detail below.

The independent non-executive Directors constitute the majority of the Board so that there is a strong independent element on the Board, which can effectively exercise independent judgment. The independent non-executive Directors are of diversified background and competencies, with appropriate professional qualifications and/or extensive knowledge and experience in their respective business undertakings.

The composition of the Board, by category, is disclosed in all corporate communications.

The Company has maintained on its website and on the Stock Exchange's website an updated list of Directors identifying their roles and functions and whether they are independent non-executive Directors.

### Board Diversity Policy

The board diversity policy of the Company is:

#### 1. Policy Statement

Directors are selected and nominated based on a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, competencies, skills, geographical network capabilities and cross-border experiences in pursuit of maintaining a board of diversified background and competencies, in order to contribute to more effective board deliberations and business directions of the Group.

#### 2. Nominations and Appointments

The Nomination Committee is responsible for:

- reviewing the structure, size and composition of the Board;
- identifying individuals suitably qualified to become board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorship; and
- making recommendations to the Board on the appointment or re-appointment of directors and succession for directors.

#### 3. Measurable Objectives

The Nomination Committee shall develop measurable objectives for implementing this policy, taking into account the Group's strategic plan and business needs.

#### 4. Monitoring, Tracking and Reporting

The Nomination Committee shall review this policy and report the same to the Board on an annual basis.

The Nomination Committee shall also report annually, in the Corporate Governance Report a summary of this policy, the measurable objectives for implementing this Policy, and the progress made on achieving such measurable objectives.

## Board Evaluation

- *Objectives*

The Board has adopted a board evaluation programme with the following objectives:

- (i) reviewing current Board and committee practices with the view to improving efficiency and effectiveness;
- (ii) providing a periodic opportunity for the Board to review the company's corporate governance framework;
- (iii) testing Directors' knowledge of the business and its strategic situation;
- (iv) assessing the balance of skills, knowledge and experience on the Board and its committees;
- (v) identifying weaknesses that can be remedied by training and development; and
- (vi) improving the Board composition.

The Board believes that board evaluation is an on-going process and shall continuously assess its performance on a regular basis.

- *Process*

We have engaged a third-party consultant to work with the Corporate Governance Committee in the board evaluation process to ensure independence and effectiveness. The Board evaluates its performance by completing a set of questionnaires focused on leadership and responsibilities, board composition, process, supply of and access to information, financial reporting and internal controls, complemented with interviews conducted with each Director separately to understand more accurately their feedback. A board evaluation report is then released and presented to the Corporate Governance Committee and the Board. Afterwards the management devises an action plan to implement the recommendations given.

## Appointments, re-election and removal

The Company has maintained a formal, considered and transparent procedure for appointment of new directors. There are in place plans for orderly succession for appointments. The selection and nomination of new Directors to the Board. The appointments of Directors are first reviewed by the Nomination Committee; the recommendations of the Nomination Committee are then proposed to the Board for approval.

All Directors are appointed for a specific term and are subject to retirement by rotation at least once every three years.

All executive Directors have in-depth industry knowledge and established track record, whose interests are aligned with that of the Company. Every Director has given sufficient time and attention to the Company's affairs. The independent non-executive Directors have brought a wide spectrum of their extensive knowledge and experience in their respective business undertakings to the Board for the fullest performance of its functions.

Where the Board proposes a resolution to elect an independent non-executive Director at general meeting, the circular to shareholders of the Company includes information on the process for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual is independent; and perspectives, skills and experience that the individual can bring to the Board and how the individual contributes to the diversity of the Board.

In cases where an independent non-executive Director has served more than nine years, his further appointment is subject to independence assessment by the Nomination Committee followed by the Board's determination and separate resolution to be approved by the shareholders of the Company. The papers to shareholders accompanying that resolution states why the Board believes that the director is still independent and should be re-elected.

### Nomination Committee

The principal role and function of the Nomination Committee, which are set out in its terms of reference, include reviewing the structure, size and composition of the Board, identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorship, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors. The terms of reference of the Nomination Committee are posted on the Stock Exchange's website and the Company's website.

The Nomination Committee currently has six members comprising all independent non-executive Directors, namely, Chen Johnny, Chan Fu Keung, William, *BBS*, Yue Chao-Tang, Thomas, Bolliger Peter, Lian Jie and Shi Nan Sun. The chairman of the Nomination Committee is Chen Johnny.

During the year, the following work has been performed by the Nomination Committee:

- reviewed the structure, size and composition of the Board;
- reviewed the board diversity policy;
- discussed succession planning;
- made recommendation as to which Directors shall retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election; and
- assessed the independence of independent non-executive Directors.

The Nomination Committee has been provided with sufficient resources to perform its duties. In particular, the Nomination Committee is empowered to obtain independent professional advice, and any expenses incurred shall be borne by the Company.

## DIRECTORS' RESPONSIBILITIES, DELEGATION AND BOARD PROCEEDINGS

### Responsibilities of Directors

Every Director knows his responsibilities as a Director and the conduct, business activities and development of the Group. Independent non-executive Directors understand they have the same duties of care and skill and fiduciary duties as executive Directors.

All newly appointed Directors receive an induction programme on their respective appointment, which are tailored to their background, experience and their role in the Group and are designed to enable them to better understand the operations and business of the Group. The programme includes an induction package given to newly appointed Directors, which comprises a brief introduction of the Group's business and the statutory and regulatory obligations of a director of a listed company. Independent non-executive Directors are invited to site visits of major operating units of the Group and briefed by the Company's executive Directors and senior management on the Group's business and governance practices.

Subsequently Directors receive monthly updates comprising the Group's financial information and business update. In addition, they also receive market intelligence materials (called Monthly Industry Tracker), for them to better appraise the industry in which the Group operates.

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its code for dealing in securities of the Company by the Directors for the relevant employees of the Group.

The persons occupying the following positions are regarded as the relevant employees of the Company who shall be subject to the restrictions on dealings in the Company's shares under the Model Code. This list is reviewed by the Corporate Governance Committee on annual basis:

Chief Executive Officer  
 Chief Operating Officer  
 Chief Financial Officer  
 Company Secretary  
 Head of Investor Relations  
 Senior managers in various business divisions

All Directors are required to provide the Company with their training records. At the same time the Company is responsible for arranging and funding continuous professional development programmes for the Directors.

During the year, Directors participated in training sessions for update on changes to the business, legal and regulatory environments in which the Group operates, as follows:

Name of Directors	Kinds of Training
Executive Directors	
Chen Li-Ming, Lawrence (Chairman)	A, B, C
Chi Lo-Jen (Chief Executive Officer)	A, B, C
Non-Executive Directors	
Chiang Jeh-Chung, Jack	A, B, C
Chao Ming-Cheng, Eric	A, B, C
Independent Non-executive Directors	
Chen Johnny	A, B, C
Bolliger Peter	A, B, C
Chan Fu Keung, William, <i>BBS</i>	A, B, C
Yue Chao-Tang, Thomas	A, B, C
Lian Jie	A, B, C
Shi Nan Sun	A, B, C

A: Legal/regulatory  
 B: Business  
 C: Financial

The Directors are required to confirm to the Company at the time of appointment, and subsequently on semi-annual basis any change, the number and nature of offices held in public companies or organisations and other significant commitments. These measures ensure that the Directors can devote sufficient time and make contributions to the Group that are commensurate with their roles and board responsibilities. The Board also ensures that changes to its composition can be managed without undue disruption.

The independent non-executive Directors contribute the benefit of their skills, expertise and varied background and qualifications through regular attendance and active participation in the Board and Board committee meetings on which they serve. They make positive contribution to the Group's business strategy and policies through exercising independent judgment on issues discussed and giving constructive and informed comments at such meetings. They also scrutinise the Company's performance by reviewing the business and financial performance updates at such meetings and follow up with any outstanding issues afterwards on regular basis.

Directors are entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by them in the execution of the duties of their office. A Directors and Officers Liability Insurance Policy is in place to cover the liability of the Company's Directors and officers.

### Chairman and Chief Executive

There is a clear division of responsibilities between the Chairman and the Chief Executive Officer. Such division of responsibilities has been formalised and set out in writing. The respective responsibilities borne by the Chairman and the Chief Executive Officer are:

Chairman's responsibilities:

- Determines broad strategic direction
- Provides leadership of the Board
- Facilitates effective contribution from non-executive Directors
- Supports and advises, and manages the CEO's performance in terms of realisation of Group's objectives determined by the Board
- Ensures good corporate governance practices and procedures are established
- Maintains an effective communication between the Board, management of the Company and shareholders generally

Chief Executive Officer's responsibilities:

- Provides leadership for the management
- Oversees the realisation by the Group of the objectives determined by the Board
- Provides information to the Board as is necessary to enable the Board to monitor the performance of management
- Leads the management of the Group's relationship with its stakeholders
- Puts in place programmes for management development and succession
- Establishes and maintains proper internal controls and internal audit systems
- Discharges such duties and authorities as may be delegated in writing to him/her by the Board

### Management functions

The respective responsibilities of the Board and the management of the Company have been formalised and set out in writing. The scope of matters that are retained for the Board's decision are:

- Determination of future development directions
- Determination of overall strategies and policies
- Approval of annual business plan and budget
- Approval of dividend distribution proposals
- Approval of significant investments, merger/acquisition projects, major financing arrangements, connected transactions and material contracts
- Approval of any matters, if considered appropriate, following recommendations by various Board committees
- Approval of other matters that are of a material or substantial nature

The management of the day-to-day operations of the Group is delegated by the Board to the management. In view of facilitating more efficient day-to-day operations of the Group and handle such matters as delegated by the Board from time to time, an executive committee of the Board has been established with specific written terms of reference which deal clearly with the committee's authority and duties.

## Board Committees

The Board has four Board committees, namely the Audit Committee, Corporate Governance Committee, Remuneration Committee and Nomination Committee. These committees are formed with specific terms of reference which deal clearly with their authority and duties. The terms of reference of these Board committees require them to report back to the board on their decisions or recommendations.

## Board process

### Attendance records

The Directors' meetings attendance records for the year 2021 are set out below:

	Board of Directors Meetings	Audit Committee Meetings	Corporate Governance Committee Meetings	Nomination Committee Meetings	Remuneration Committee Meetings	Annual General Meeting
<b>Board of Directors Meetings</b>						
Number of Meetings	7	3	5	2	3	1
<b>Executive Directors</b>						
Chen Li-Ming, Lawrence, (Chairman of the Board)	6/7					
Chi Lo-Jen (Chief Executive Officer)	7/7					
<b>Non-executive Directors</b>						
Chiang Jeh-Chung, Jack	0/7					
Chao Ming-Cheng, Eric	4/7					
<b>Independent Non-executive Directors</b>						
Chen Johnny	5/7	3/3		2/2	3/3	
Bolliger Peter	7/7		5/5	2/2		
Chan Fu Keung, William	6/7	3/3	4/5	2/2	3/3	1/1
Yue Chao-Tang, Thomas	7/7	3/3	5/5	2/2	3/3	
Lian Jie	2/7	1/3		0/2		
Shi Nan Sun	7/7			2/2		

Apart from the formal Board meetings, the Chairman maintains open dialogue and interacts with the independent non-executive Directors, such as holding meetings with the independent non-executive Directors from time to time without the presence of other Directors, to ensure effective communication.

### Relationships among the members of the Board

Chiang Jeh-Chung, Jack is the uncle of Chi Lo-Jen. Save as aforementioned, there is no other family relationship between any of the Directors, nor are there any financial, business or other material or relevant relationships among the members of the Board during the year.

## Meeting process

Draft agenda of regular Board meetings are made available to all Directors in advance so that they may include any additional matters they consider appropriate in the agenda.

At least 14 days formal notice has been given to all Directors for regular Board meetings.

Regular Board meetings in 2021 have already been scheduled to ensure compliance with the CG Code and to facilitate Directors' attendance.

The Company Secretary is responsible for preparing minutes of all Board meetings and Board committee meetings; the final versions of which are available for the Directors' inspection at the Company's principal place of business.

Minutes of Board meetings and Board committee meetings have recorded in sufficient detail all matters discussed and resolved at such meetings. Draft minutes are circulated to all Directors for comment within a reasonable time after each meeting and final versions of the minutes are circulated to all Directors for records.

Directors are entitled to seek external independent legal advice at the Company's expense.

Directors are required to declare their interest, if any, in matters before Board meetings, or if such matters are dealt with by written resolutions, in such resolutions.

In case the Director(s) concerned has a material conflict of interest, the Director(s) concerned has abstained from voting on the relevant board resolution and is not counted towards the quorum.

The Chairman ensures that all Directors are properly briefed on issues arising at Board meetings and he takes an active role in encouraging Directors to make full and active participation in Board meetings. Relevant members of the senior management attend the meetings to present the Group's business/financial performance updates. The information and/or analyses required for the Board's consideration and decision making are included in Board papers that are delivered to Directors for their review in a timely manner. The Directors have separate and independent access to the Company's senior management to obtain further information as required to make informed decisions.

## Company Secretary

The Company Secretary plays an important role in supporting the Board by ensuring good information flow within the Board and that Board policy and procedures are followed. The Company Secretary is responsible for advising the Board through the Chairman on governance matters and also facilitating induction and professional development of Directors. All Directors have access to the advice and services of the Company Secretary. The Company Secretary reports to the Chairman.

Kan Siu Yim, Katie, the company secretary of the Company, is an employee of the Company and she has day-to-day knowledge of the Company's affairs. During the year, she has attended no less than 15 hours of relevant professional training in accordance with the requirement under Rule 3.29 of the Listing Rules.

## AUDIT, INTERNAL CONTROL AND RISK MANAGEMENT

### Financial reporting

The Board endeavours to present a balanced, clear and comprehensive assessment of the Group's performance, position and prospects.

Before the commencement of a new financial year, annual business plan and budget are presented to the Board for approval. To evaluate the performance of the Group, presentation of business review and financial analysis of the Group is made to the Board by the management at relevant Board meetings to approve the financial results of the Group. The management provides monthly updates to the Board members, giving a balanced and understandable assessment of the Group's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties. The monthly updates comprise internal financial information comparing to budget, industry peer comparison, as well as market intelligence.

Directors and auditor of the Company have stated their responsibilities on pages 63 and 95 respectively of this annual report. The Board is responsible for the preparation of financial statements of the Company and ensuring that they give a true and fair view of the state of affairs of the Company according to the relevant statutory requirements and accounting standards.

### Risk management and internal control

The Board has overall responsibility for evaluating and determining the nature and extent of the risks <sup>(Note)</sup> it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems, and also reviewing their effectiveness to safeguard interests of shareholders, customers, employees, and the Group's assets. Such systems are designed to manage the Group's risks within an acceptable risk profile, rather than to eliminate the risk of failure to achieve business objectives of the Group, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board oversees the Group's risk management and internal control systems on an ongoing basis, ensure that a review of the effectiveness of the Group's risk management and internal control systems has been conducted at least annually and report to shareholders that it has done so in its Corporate Governance Report. The review covers all material controls (including financial, operational and compliance controls), and the Group's ability to respond to changes in its business and the external environment. The Board oversees management in the design, implementation and monitoring the risk management and internal control systems, and management provide a confirmation to the Board on the effectiveness of these systems on an annual basis.

Significant control failings or weaknesses, also, the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Group's financial performance or condition are identified, at the regular Audit Committee meetings corresponding to the financial reporting periods. The findings at such meetings are reported subsequently at Board meetings to enable the Board or Board Committee(s) to assess control of the Group and the effectiveness of the risk management and internal control systems of the Group and impel them to timely resolve material internal control defects, which helps manage various risk factors and improve its risks mitigation.

*Note: Such risks would include, amongst others, material risks relating to ESG and how these are handled are disclosed under the ESG Report section in this annual report.*

The Board's annual review ensures the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit, financial reporting functions, as well as those relating to the Group's ESG performance and reporting. The Board considers the Group's risk management and internal control systems effective and adequate for financial reporting and Listing Rules compliance.

The Group's risk management and internal control systems and internal audit manual have been reviewed comprehensively and implemented according to internal operation flow and business environment changes and obtained affirmative assessment of a third-party professional body. This system, which is COSO-based, comprises 5 elements: control environment, risk assessment, control activities, information and communication, and monitoring.

The internal control procedures of the Group include strategic control, management control, compliance control and business process control. The internal control procedures are designed to safeguard the integrity of business processes (including financial and human assets, data/information and applicable systems), improve business effectiveness and efficiency, improve the quality of information for decision-making, as well as maintain a high standard of corporate governance.

The Group has an internal audit team which reports directly to the Audit Committee and the Chairman of the Group. Ernst & Young, the Company's external auditor, reported on matters concerning internal control of the Group for the year ended 31 December 2021 in accordance with Hong Kong Standards on Auditing to the Audit Committee during its regular meetings.

For the handling and dissemination of inside information, a Memorandum on Disclosure of (1) Inside Information and (2) Information Necessary to Avoid a False Market (the "Inside Information Memorandum") has been adopted by the Board with an aim to give guidance on the managing, protection and disclosure of inside information as well as the disclosure of information necessary for avoidance of a false market. Under the Inside Information Memorandum, the control mechanism embodies (1) control structure; and (2) control process, which are articulated as below:

#### Control Structure

Monitors business and corporate developments to identify and escalate potential inside information to attention of the designated officers, committee or the Board.

#### Control Process

Control process comprises identification of control ownership, inside information assessment reporting and communication, as well as oversight to ensure proper segregation of duties and responsibilities.

#### Policies

The Group has established a whistleblowing policy and system for employees and major stakeholders to raise concerns, in confidence and anonymity, with the audit committee about possible improprieties in any matter related to the Group.

The Group has also established an anti-corruption and anti-bribery code of conduct to promote and support anti-corruption laws and regulations.

## Audit Committee

With the support of the Audit Committee, the Board has put in place formal and transparent arrangements to consider how it will apply financial reporting, risk management and internal control principles and maintain an appropriate relationship with the Company's auditor.

The principal role and function of the Audit Committee, which are set out in its terms of reference, include the review of the relationship with the Company's external auditor, review of the financial information of the Company, oversight of the Company's financial reporting system, risk management and internal control systems, review of the Company's compliance with any applicable laws and regulations, and review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action. The terms of reference are posted on the Stock Exchange's website and the Company's website.

The Audit Committee currently has four members comprising four independent non-executive Directors, namely Yue Chao-Tang, Thomas, Chen Johnny, Chan Fu Keung, William, *BBS*, and Lian Jie.

During the year, the following work has been performed by the Audit Committee:

- reviewed financial reporting system;
- reviewed the risk management and internal control systems;
- reviewed and discussed interim and annual results; and
- monitored the Group's tax matters.

The Audit Committee meets with the external auditor annually in the absence of the Company's management, to discuss matters relating to audit fees, any issues arising from the audit and any other matters the external auditor or the Audit Committee may wish to raise.

## External Auditor and Auditor's Remuneration

The remuneration paid/payable to the external auditor of the Company in respect of audit services and non-audit services provided to the Group for the year ended 31 December 2021 was US\$583,000 and US\$102,000 respectively. The non-audit services related primarily to tax consulting services. The external auditor will not be engaged for non-audit services unless such services constitute permissible non-audit services which should be endorsed by the Audit Committee.

## Process

The Company Secretary is responsible for preparing minutes of all Audit Committee meetings and such minutes have recorded in sufficient detail all matters discussed and resolved at such meetings. Draft minutes are circulated to all members for comment within a reasonable time after each meeting and final version of the minutes is circulated to all the Directors for records.

The Audit Committee has full access to the executive Directors, the senior management and internal audit team for any information relating to the Company's financial performance, financial reporting system, risk management and internal control systems to facilitate the process of making appropriate recommendations and proposals.

In addition, the Audit Committee may obtain advice from the external legal and other independent professional advice whenever they consider necessary.

## REMUNERATION

A formal and transparent policy on directors' remuneration policy is in place, and the procedure for setting policy on executive directors' remuneration and all directors' remuneration packages are formal and transparent. Remuneration levels are well discussed at Remuneration Committee meetings. No Director has been involved in deciding his/her own remuneration.

### Directors' remuneration policy

The Group endeavours to provide a fair market level of remuneration to attract, retain and motivate high quality executive Directors, senior management and employees.

### Remuneration Committee

The principal role and function of the Remuneration Committee, which are set out in its terms of reference, are making recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration, reviewing and making recommendation to the Board the management's remuneration proposals for Directors and reviewing the Group's overall human resources strategy. The terms of reference of the Remuneration Committee are posted on the Stock Exchange's website and the Company's website.

The Remuneration Committee currently has three members comprising three independent non-executive Directors, Chan Fu Keung, William, *BBS*, Yue Chao-Tang, Thomas and Chen Johnny. The chairman of the Remuneration Committee is Chan Fu Keung, William, *BBS*.

During the year, the following work has been performed by the Remuneration Committee:

- reviewed the Group's human resources and remuneration strategies;
- reviewed major human resources projects;
- reviewed and determined the policy for the remuneration of executive Directors; and
- made recommendations to the Board on the proposed remuneration packages of individual Directors and senior management.

#### Process

The Remuneration Committee adopts the model of making recommendations to the Board on the remuneration packages of individual executive directors and senior management. The procedure for setting policy on executive Directors' remuneration is as follows:

- (i) The Company's management makes recommendations to the Remuneration Committee on the executive Directors' remuneration;
- (ii) the Remuneration Committee then reviews these recommendations (with access to professional advice if considered necessary and at the Company's expense) and proposes the final remuneration package to the Board for approval; and
- (iii) No Director or any of his or her associates is involved in deciding his or her own remuneration.

The Remuneration Committee has full access to the human resources personnel and senior management if required to obtain any information relating to the human resources structure of the Group so as to facilitate making appropriate remuneration-related recommendations and proposals. The Remuneration Committee also has access to independent professional advice at the Company's expense if considered necessary.

The remuneration of the senior management of the Company by band was set out in Note 11 to the financial statements.

## SHAREHOLDERS ENGAGEMENT

### Investor relations

The Board endeavours to maintain an on-going dialogue with the Shareholders and in particular, use annual general meetings or other general meetings, financial reports and corporate websites to communicate with the Shareholders. In addition, the Company's spokespersons meet with research analysts and the press on a regular basis, attend major investors' conferences and participate in international non-deal roadshow in order to maintain a continuing communication with the institutional analysts, investors and financial media.

During the financial year, over 90 investor relations activities were conducted including investor group calls, one-on-one calls and teleconferences. As affected by the COVID-19 pandemic, most of the investor relations activities were conducted via conference calls or video calls. The Company's spokespersons also actively participated virtual conferences and roadshows as well as virtual meetings. Effective communication was achieved between the investment community and the Company as the Company promptly, transparently, and effectively communicated the Company's operational and financial performance under the various waves of COVID-19 pandemic in different countries during the year under review.

The Company maintains a Corporate Disclosure Policy on which the framework of Shareholders' communication policy is built. In the Corporate Disclosure Policy, the following major aspects are dealt with:

- (a) to determine the authorised Company spokespersons and their responsibilities;
- (b) to give guidelines to employees;
- (c) to determine policy on communicating with media;
- (d) to determine policy on communicating with shareholders and investment community;
- (e) to determine policy on meetings with investment community;
- (f) to determine policy on commenting on analysts' earnings estimates;
- (g) to determine policy on responding to rumours/leaks/inadvertent disclosures; and
- (h) to determine policy on forward-looking statements.

The Corporate Governance Committee reviews this Corporate Disclosure Policy on an annual basis.

The Company has a dividend policy which is disclosed in the Directors' Report of this Annual Report.

### Change in constitutional documents

For the purpose of providing flexibility to the Company in relation to the conduct of general meetings to be held as a hybrid meeting where shareholders may attend by electronic means in addition to as a physical meeting where shareholders attend in person, the Company adopted a new articles of association (the "New Articles of Association") during the year. The adoption of the New Articles of Association was approved by the shareholders of the Company at the annual general meeting held on 13 May 2021 (the "2021 AGM"). The New Articles of Association is available on both the Company's website and the Stock Exchange's website. Details of the major and other changes brought about by the adoption of the Amendment Articles of Association are set out in the circular of the Company dated 8 April 2021.

### Shareholders' rights

(a) How Shareholders can convene an extraordinary general meeting

In accordance with article 58 of the Company's articles of association, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

(b) The procedures for sending enquiries to the Board

Shareholders may put enquiries to the Board (i) in writing to the Company's registered office in Hong Kong (Flat C, 20/F, MG Tower, 133 Hoi Bun Road, Kowloon, Hong Kong) for attention to the Company Secretary or (ii) by email at [stella@stella.com.hk](mailto:stella@stella.com.hk) or (iii) by attending the Company's annual general meeting or extraordinary general meeting.

(c) The procedures for putting forward proposals at Shareholders' meetings

*(i) proposal relating to election of a person other than a Director as a Director*

In accordance with article 88 of the Company's articles of association, if a Shareholder wishes to propose a person other than a Director for election as a Director at any general meeting, a notice signed respectively by that Shareholder giving his intention to propose such person for election and stating the full name of the person proposed for election as a Director, including the person's biographical details as required by Rule 13.51(2) of the Listing Rules, and also the person to be proposed of his willingness to be elected as Director, be lodged at the Company's registered office in Hong Kong (Flat C, 20/F, MG Tower, 133 Hoi Bun Road, Kowloon, Hong Kong) attention to the Company Secretary. The minimum length of the period, during which such notices are given, shall be at least seven days and that (if the notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such notices shall commence on the day after dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

The Company has published the above procedures relating to Shareholder's right to propose a person for election as a Director on the Company's website.

*(ii) other proposals*

If a Shareholder wishes to make other proposals at Shareholders' meeting, he may lodge a written request, duly signed, at the Company's registered office in Hong Kong (Flat C, 20/F, MG Tower, 133 Hoi Bun Road, Kowloon, Hong Kong) attention to the Company Secretary.

### Annual General Meeting

In order to ensure that our shareholders are given sufficient notice of shareholders meetings and are familiar with the procedures for conducting a poll, notice of 2021 AGM together with annual reports and financial statements are dispatched to the shareholders more than 30 days prior to the meeting. Comprehensive information is also given on each separate resolution to be proposed.

Due to personal reason, Chen Li-Ming, Lawrence, the chairman of the Board was not able to attend the 2021 AGM. Chan Fu Keung, William, the chairman of the Remuneration Committee and member of the Audit Committee, the Corporate Governance Committee and the Nomination Committee took the Chair at the 2021 AGM in his absence. In addition, members of the senior management, and Ernst & Young, the Company's external auditor, had attended the 2021 AGM to answer Shareholders' questions.

Detailed explanation regarding the procedures for demanding poll by Shareholders had been provided at the commencement of the 2021 AGM.

### DIRECTORS' AND AUDITOR'S ACKNOWLEDGEMENT

The Directors acknowledge their responsibility for preparing the accounts for the year under review.

The Board has conducted a review of the effectiveness of the risk management and internal control systems of the Group for the year under review.

The statement of the external auditor about its reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on page 93.





**BIOGRAPHIES OF  
DIRECTORS  
AND SENIOR  
MANAGEMENT**

# BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

## EXECUTIVE DIRECTORS

**CHEN Li-Ming, Lawrence**, aged 61, is the chairman of the Board, an executive Director of the Company and a member of the Executive Committee of the Board. Mr. Chen has been with the Group since 1985. He is responsible for the Group's corporate management. He has over 37 years of experience in technology development and management in the footwear industry. He holds a Bachelor of Electrophysics degree from the National Chiao Tung University, Taiwan. He is also a director of certain subsidiaries of the Company which are engaged in design and marketing activities, manufacturing and retail business. He is a director of Cordwalner Bonaventure Inc., the single largest shareholder of the Company. He is also indirectly interested in the issued share capital of Cordwalner Bonaventure Inc.. He is the cousin of a member of the senior management of the Company, Yang Chen-Ning.

**CHI Lo-Jen**, aged 50, is an executive Director of the Company and the Chief Executive Officer of the Group and the chairman of the Executive Committee of the Board. Mr. Chi joined the Group in 1995 and has over 27 years of experience in the footwear industry, during which he gained brand exposure in all aspects of the Group's operations including the fashion, casual and fashion athletic businesses. He is currently responsible for supervising the daily operations and business development of the Group's fashion footwear division and branding division. Mr. Chi has been instrumental in expanding the high-fashion customer base for the Group. He also oversees product design and commercialisation. Mr. Chi also took the lead in developing the Group's new fashion athletic footwear business – its main growth driver. Mr. Chi studied mechanical engineering at Carnegie Mellon University in the United States. He is also a director of certain subsidiaries of the Company which are engaged in design and marketing activities, manufacturing and branding business. Mr. Chi is the nephew of the non-executive Director, Chiang Jeh-Chung, Jack and the cousin of the executive Director, Chiang Yi-Min, Harvey.

**GILLMAN Charles Christopher**, aged 60, is an executive Director of the Company and a member of the Executive Committee of the Board since March 2022. Mr. Gillman joined the Group in 2018 and has over 40 years of experience in the footwear industry. He is currently responsible for the Sports Footwear Division of the Group. Prior to joining the Group, he was the president (worldwide sourcing) at Caleres, Inc. (formerly known as Brown Shoe Company), with extensive exposure in business operations in various aspects such as product development, sales and marketing and logistics, until 2017 after 35 years of service. He holds a Bachelor of Science degree in Business Administration from the Indiana University, the United States.

**CHIANG Yi-Min, Harvey**, aged 38, is an executive Director of the Company and a member of the Executive Committee of the Board since March 2022. Mr. Chiang joined the Group since 2007 and has over 15 years of experience in the footwear industry. He is currently responsible for business development and product creation centre of the Group's brand customers. He holds a Bachelor of Sociology degree in Manhattan College, the United States. He is the son of the non-executive Director, Chiang Jeh-Chung, Jack and the cousin of the executive Director, Chi Lo-Jen.

## NON-EXECUTIVE DIRECTORS

**CHIANG Jeh-Chung, Jack**, aged 71, is a non-executive Director of the Company. Mr. Chiang has been with the Group since 1982 and is one of the founders of the Group. He is responsible for the Group's design, development, marketing and customer relationship. Mr. Chiang has over 40 years of experience in new product development and management in the footwear industry. He is also a director of a subsidiary of the Company which is a holding company for a number of subsidiaries which are engaged in manufacturing operations. He is the uncle of the executive Director, Chi Lo-Jen and the father of the executive Director, Chiang Yi-Min, Harvey. He is indirectly interested in the issued share capital of Cordwalner Bonaventure Inc., the single largest shareholder of the Company.

**CHAO Ming-Cheng, Eric**, aged 70, is a non-executive Director of the Company. Mr. Chao has been with the Group since 1982 and is one of the founders of the Group. He is responsible for factory management and setting up new manufacturing facilities. Mr. Chao has over 40 years of experience in management in the footwear industry. He holds a Bachelor of Commerce degree from the Tunghai University, Taiwan. He is also a director of a subsidiary of the Company which is a holding company for a number of subsidiaries which are engaged in manufacturing operations. He is indirectly interested in the issued share capital of Cordwalner Bonaventure Inc., the single largest shareholder of the Company.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**CHEN Johnny**, aged 62, is an independent non-executive Director of the Company, and the chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Board. Mr. Chen joined Zurich Insurance Group ("Zurich") in 2005. He worked in Zurich from March 2005 to February 2015 in multiple senior managerial roles in the Asia-Pacific region. His last position in Zurich was the chairman of the life and general insurance business in China. Prior to joining Zurich, Mr. Chen was an executive member of the Greater China Management Board and the Operating Committee of PricewaterhouseCoopers ("PwC"). He was also the managing partner of PwC's Beijing office during the same period. Mr. Chen is an independent non-executive director of each of Uni-President China Holdings Ltd. (Stock Code: 220), Alibaba Pictures Group Limited (Stock Code: 1060) and China Travel International Investment Hong Kong Limited (Stock Code: 308) respectively, companies listed on the Main Board of the Stock Exchange. Mr. Chen was the Chairman of Convoy Global Holdings Limited (which was then listed on the Main Board of the Stock Exchange and was delisted in April 2021) from December 2017 to March 2021, during which he was also the executive director of Convoy from December 2017 to December 2020 and had been re-designated as a non-executive director in January 2021. From December 2015 to November 2018, Mr. Chen was an independent non-executive director of China Minsheng Financial Holding Corporation Limited (now known as China Vered Financial Holding Corporation Limited) (Stock Code: 245), a company listed on the Main Board of the Stock Exchange. From July 2017 to March 2019, Mr. Chen was an independent non-executive director of China Dongxiang (Group) Co., Ltd. (Stock Code: 3818), a company listed on the Main Board of the Stock Exchange. From June 2010 to February 2019, Mr. Chen was an independent non-executive director of Viva China Holdings Limited (Stock Code: 8032), a company listed on the GEM of the Stock Exchange. Mr. Chen holds a Master of Science Degree in Accounting from the University of Rhode Island and a Bachelor Degree of Accounting from the Johnson & Wales University and is a U.S. certified public accountant. Mr. Chen has been appointed as an independent non-executive Director of the Company since February 2009.

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

**BOLLIGER Peter**, aged 77, is an independent non-executive Director of the Company, the chairman of the Corporate Governance Committee and a member of the Nomination Committee of the Board. Mr. Bolliger had extensive experience in retail business with renowned department stores. From 1990 to 1994, he was the managing director of Harrods, London, the director of House of Fraser Plc and the chairman of Kurt Geiger, London (which is one of the leading luxury footwear retailers in Europe). Prior to these appointments, he had served at shoes companies, such as the managing director of A & D Spitz (Pty) Ltd., South Africa (1982 to 1990) and the managing director of Bally Shoes, Scandinavian Division, Denmark. In 1994, he joined Clarks and became the chief executive in 2002 until his retirement in May 2010. From February 2015 to June 2021, he was an independent non-executive director of GrandVision B.V., a company which was then listed on the Euronext N.V. In addition, he is the non-executive Chairman of Kurt Geiger, London. Mr. Bolliger has been appointed as independent non-executive Director of the Company since October 2010.

**CHAN Fu Keung, William**, *BBS*, aged 73, is an independent non-executive Director of the Company, and the chairman of the Remuneration Committee and a member of the Audit Committee, the Corporate Governance Committee and the Nomination Committee of the Board. Mr. Chan was a member of the Executive Directorate and the Human Resources Director of the MTR Corporation Limited (Stock Code: 66) (the “MTR Corporation”), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited since 1996 and 1998 respectively until July 2012 when he retired from the MTR Corporation after 23 years of service. As Human Resources Director of the MTR Corporation, he was responsible for overseeing human resources management, succession planning, organisation development, operations and management training, administration and security management of the MTR Corporation. Prior to joining the MTR Corporation, Mr. Chan held senior management positions in the commercial, utility and public sectors in Hong Kong, including the Hong Kong Government, the Hong Kong Productivity Council, Hutchison Whampoa Limited and Hong Kong Telecommunications Limited. He is a member of the Remuneration Committee of the West Kowloon Cultural District Authority and a non-executive director of the Urban Renewal Authority Board. He was a member of the Hospital Authority Board from December 2012 to November 2018. Currently he is a director of CU Medical Centre Limited and a member of the Hospital Governing Committee of the Grantham Hospital. Since August 2015, Mr. Chan has been appointed as an independent non-executive director of Analogue Holdings Ltd (Stock Code: 1977), which is a company listed on the Main Board of The Stock Exchange of Hong Kong Limited since July 2019. Mr. Chan received a Bachelor of Social Science degree from the University of Hong Kong in 1971. Mr. Chan has been appointed as an independent non-executive Director of the Company since September 2012.

**YUE Chao-Tang, Thomas**, aged 68, is an independent non-executive Director of the Company, the chairman of the Audit Committee and a member of the Corporate Governance Committee, the Nomination Committee and the Remuneration Committee of the Board. Mr. Yue was a partner and director of the Global Advisory Council of Ernst & Young from 1998 to 2001, and became the deputy chairman and chairman of Ernst & Young from 2001 to 2004 and from 2004 to 2007 respectively. He has been in the accounting profession for over 40 years. Mr. Yue also holds various positions in the academic field. He is a visiting professor of both the Accounting Faculty of the National Chung Hsing University and the Accounting and Information Research Institute of the Asia University. From June 2008 to June 2014, Mr. Yue was an independent director of WPG Holdings Limited (Stock Code: 3702), the shares of which are listed on the Taiwan Stock Exchange. From June 2011 to June 2020, Mr. Yue was an independent director of O-Bank (Stock Code: 2897), the shares of which are listed on the Taiwan Stock Exchange. Mr. Yue is currently an independent director of Uni-President Enterprises Corp. (Stock Code: 1216), Johnson Health Tech. Co., Ltd. (Stock Code: 1736) and Feng Hsin Steel Co., Ltd. (Stock Code: 2015) respectively, which are companies listed on the Taiwan Stock Exchange. Mr. Yue received a master's degree and a bachelor's degree in accounting from the National Cheng-Chi University and the National Cheng-Kung University respectively. In addition, Mr. Yue received a master's degree in business administration from China Europe International Business School. Mr. Yue has been a certified public accountant of Taiwan since 1983. Mr. Yue has been appointed as an independent non-executive Director of the Company since January 2013.

**LIAN Jie**, aged 47, is an independent non-executive Director of the Company, and a member of the Audit Committee and the Nomination Committee of the Board. Mr. Lian is currently Co-CEO of Perfect World Co., Ltd. (Stock Code: 2624), a leading Chinese entertainment company listed on the Shenzhen Stock Exchange principally engaged in the game, movie and TV drama businesses. From 2010 to 2016, Mr. Lian was the founding partner of Primavera Capital Group, which is a private equity firm focusing on the Chinese market. He currently serves as Senior Advisor to Primavera Capital Group. From 2009 to 2010, Mr. Lian served as the Managing Director in the Investment Banking Division of China International Capital Corporation ("CICC"), which was based in Hong Kong. Prior to joining CICC, Mr. Lian had been the Managing Director of the Investment Banking Division of Goldman Sachs in Hong Kong for more than eight years. From 2011 to 2016, Mr. Lian was an independent director of Bona Film Group Limited which was a company listed on the NASDAQ Stock Market and privatised in May 2016. From 2011 to 2018, Mr. Lian was a non-executive director of China XLX Fertiliser Ltd. (Stock Code: 1866), a company listed on the Main Board of the Stock Exchange. From 2013 to 2018, Mr. Lian was an independent non-executive director of Bosideng International Holdings Limited (Stock Code: 3998), a company listed on the Main Board of the Stock Exchange. Mr. Lian graduated with a MBA degree from the Tuck School of Management, Dartmouth College in Hanover, New Hampshire, United States. Mr. Lian has been appointed as an independent non-executive Director of the Company since February 2017.

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

**SHI Nan Sun**, aged 70, is an independent non-executive Director of the Company and a member of the Nomination Committee of the Board. Ms. Shi is the founder and the executive director of Film Workshop Co., Ltd. She has over 40 years of experience in the film industry and has produced or co-produced numerous Chinese-language movies, including serving as the executive producer of *Infernal Affairs* (which was remade into the Hollywood film, *The Departed*). In addition, Ms. Shi has held senior positions in several entertainment and media companies in Hong Kong, including Cinema City Company Ltd. from 1981 to 1987 as controller with overall responsibility for production, distribution and administration. From 1991 to 1996 she was with the CIM Group, where her responsibilities included the establishment of joint ventures in the PRC and the launch of Chinese Television Network. From 2006 to 2012, Ms. Shi served as a director of Bona Film Group Limited (a company listed on the NASDAQ Stock Market and privatised in May 2016). From 2001 to 2003, she served as an executive director of eSun Holdings Limited (Stock Code: 571), a company listed on the Main Board of the Stock Exchange. Ms. Shi was a member of the Hong Kong Tourism Board from April 2013 to March 2019. Ms. Shi is a vice chairman of the End Child Sexual Abuse Foundation. Ms. Shi holds a Bachelor's degree in Statistics and Computing from the Polytechnic of North London. Ms. Shi has been appointed as an independent non-executive Director of the Company since January 2019.

### SENIOR MANAGEMENT

#### Business Division

**CHEN Tung-Jui**, aged 60, is the General Manager of the Men's Footwear Division of the Group. Mr. Chen has been with the Group since 1985. He has over 36 years of experience in the footwear industry. He is also a director of certain subsidiaries of the Company which are engaged in manufacturing business.

**YANG Chen-Ning**, aged 57, is the General Manager of Overseas Footwear Division of the Group. Mr. Yang joined the Group in 1986. He has over 36 years of experience in the footwear industry. He is also a director of certain subsidiaries of the Company which are engaged in manufacturing business. Mr. Yang is the cousin of Chen Li-Ming, Lawrence, an executive Director.

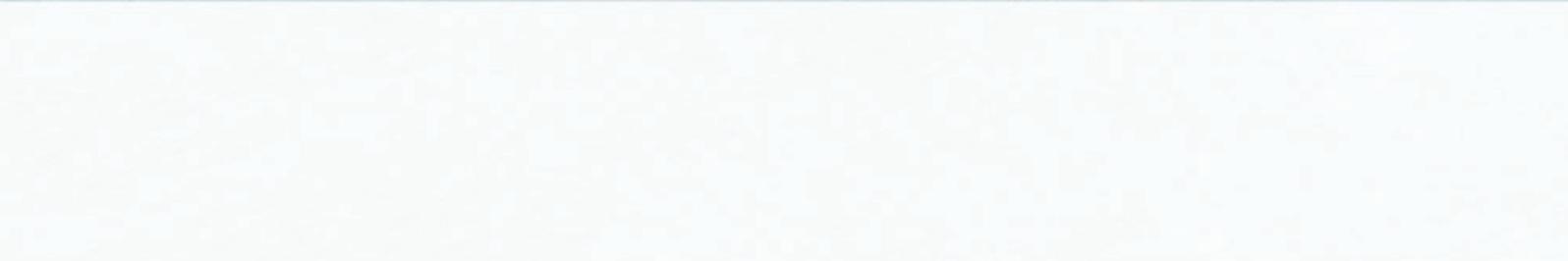
### Corporate Division

**TAM Siu Ming, Andrew**, aged 44, is the Chief Financial Officer of the Group. He joined the Group in April 2020. Mr. Tam has more than 20 years of experience in corporate finance advisory, investment banking and investment management. Prior to joining the Group, he was Executive Vice President at Li & Fung Limited, which was then listed on the Main Board of the Stock Exchange and privatised in May 2020, where he led the corporate finance, financial planning and analysis, treasury and investor relations functions. From 2007 to 2013, he was Assistant Portfolio Manager at Janus Capital, investing across emerging markets and various business sectors. From 2002 to 2005, he was a member of the Microsoft Corporate Strategy and Development team, where he worked on various investments, acquisitions and strategic projects. From 2000 to 2002, he was a member of the Technology mergers and acquisitions team in Credit Suisse First Boston in Palo Alto, California focusing on mergers and acquisitions advisory in the technology sector. Mr. Tam holds a Bachelor of Arts Degree, in Economics awarded by the University of California at Berkeley, the United States and a Master Degree of Business Administration awarded by Harvard Business School, Boston, United States.

**WEI Joe**, aged 49, is the Director of Business Development and Planning of the Group. Mr. Wei joined the Group in 2015. He is currently responsible for enhancing corporate management, developing the Group's global retail and branding business and optimising the Group's investments portfolio. Prior to joining the Group, he held various senior management positions and had proficient experiences in diversified industries including manufacturing, merchandising/procurement, IT consultant, internet computer gaming, e-commerce, retail sales/televised shopping, retail property management, sports management and sponsorship, and husbandry nutrition supply in his professional career. From 2013 to 2015, he served as Vice President (Investment Division) at Chinatrust Commercial Bank. He holds a Bachelor of Science degree in General Management from the Boston University, Boston, United States.



# *DIRECTORS' REPORT*





# DIRECTORS' REPORT

The board (the “Board”) of directors (the “Directors”) of Stella International Holdings Limited (the “Company”) is pleased to present the annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2021.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the principal activities of the Group are development, manufacturing and sales of footwear products. Particulars of the principal activities of the Company’s major subsidiaries are set out in note 1 to the consolidated financial statements of the Group for the year ended 31 December 2021.

## BUSINESS REVIEW

For details of business review in relation to the development, performance or position of the Company’s business, please refer to the sections headed “Management Discussion and Analysis” and “Environmental, Social and Governance Report” of this annual report. The foregoing sections form parts of the business review as contained in this Directors’ Report.

## DIVIDEND POLICY

The Company has adopted a dividend policy (“Dividend Policy”), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company. Our Dividend Policy aims to provide stable and consistent dividends with steady growth when supported by our earnings whilst ensuring that sufficient financial resources can be maintained to fund our business growth. The Board targets a 70% cash return to the shareholders of the Company in the form of dividends and share buyback.

## RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2021 are set out in the consolidated statement of profit or loss and other comprehensive income on page 98.

The Board recommended the payment of a final dividend of HK56 cents per ordinary share to shareholders of the Company (the “Shareholders”) for the year ended 31 December 2021. The proposed final dividend amounting to approximately US\$56.8 million, will be paid to Shareholders whose names appear on the register of members of the Company on 20 May 2022, if the proposals are approved by the Shareholders at the forthcoming annual general meeting of the Company (the “AGM”) to be held on 12 May 2022. It is expected that the final dividend, if approved, will be paid on or about 10 June 2022.

In order to qualify for the proposed final dividend to be approved at the AGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 20 May 2022.

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 6 May 2022 to 12 May 2022 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending and voting at the forthcoming AGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 5 May 2022.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year ended 31 December 2021 are set out in note 14 to the consolidated financial statements.

## SHARE CAPITAL

Details of movements in share capital of the Company during the year ended 31 December 2021 are set out in note 28 to the consolidated financial statements.

## FIVE-YEAR FINANCIAL SUMMARY

A summary of the consolidated results of the Group for the last five financial years and its consolidated assets and liabilities as at the end of the last five financial years is set out on page 194.

## BANK BORROWINGS

Details of bank borrowings for the year ended 31 December 2021 are set out in note 27 to the consolidated financial statements.

## RESERVES

Details of movements in reserves of the Group and the Company during the year ended 31 December 2021 are set out in the consolidated statement of changes in equity and note 29 to the consolidated financial statements.

## DISTRIBUTABLE RESERVES

The Company's reserves available for distribution to Shareholders as at 31 December 2021 were US\$449.2 million (2020: US\$379.4 million).

# DIRECTORS' REPORT

## DIRECTORS

As at the date of this annual report, the Directors of the Company comprises:

### Executive Directors:

Chen Li-Ming, Lawrence

Chi Lo-Jen

Gillman Charles Christopher (appointed on 17 March 2022)

Chiang Yi-Min, Harvey (appointed on 17 March 2022)

### Non-Executive Directors:

Chiang Jeh-Chung, Jack

Chao Ming-Cheng, Eric

### Independent Non-executive Directors:

Chen Johnny

Bolliger Peter

Chan Fu Keung, William, *BBS*

Yue Chao-Tang, Thomas

Lian Jie

Shi Nan Sun

In accordance with article 86(3) of the Company's articles of association, Mr. Gillman Charles Christopher and Mr. Chiang Yi-Min, Harvey will hold office until the forthcoming AGM and, being eligible, offer themselves for re-election.

In accordance with article 87(1) of the Company's articles of association, Mr. Chiang Jeh-Chung, Jack, Mr. Chao Ming-Cheng, Eric, Mr. Bolliger Peter and Mr. Lian Jie will retire by rotation at the forthcoming AGM of the Company. Mr. Chiang Jeh-Chung, Jack and Mr. Chao Ming-Cheng, Eric will not offer themselves for re-election at the forthcoming AGM while all other retiring Directors, being eligible, offer themselves for re-election.

## DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming AGM of the Company has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

## PERMITTED INDEMNITY PROVISION

The service agreements entered into by the Company with each of the executive Directors, which are currently in force and were in force during the year ended 31 December 2021, contain indemnity provisions which are permitted indemnity provisions under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) subject to the limitations specified in sections 468 and 469 thereof, for the benefit of the executive Directors. Pursuant to such provisions, the Company shall indemnify any executive Director against any liability, loss suffered and expenses incurred by the executive Director in connection with any legal proceedings in which he is involved by reason of being a Director, and in which the judgment is given in his favour or in which he is acquitted. The Company has also taken out and maintained appropriate insurance cover to indemnify the Directors for liabilities that may arise out of corporate activities. The insurance coverage is reviewed on an annual basis. During the year ended 31 December 2021, no claims were made against the Directors.

## CONTRACTS OF SIGNIFICANCE AND RELATED PARTY TRANSACTIONS

None of the Directors had, at any time during or at the end of the year under review, whether directly or indirectly, a material interest in any contract of significance in relation to the Group's business to which the Company or any of its subsidiary was a party.

No contract of significance had been entered into between the Company or any of its subsidiaries, and the controlling shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules")) of the Company or any of its subsidiaries.

Save for the supply of footwear products to the CAH Group (as defined below) and Max Branding Group (as defined below), the provision of a guarantee to an associate and the payment of compensation to key management personnel of the Group, none of the related party transactions disclosed in note 36 to the consolidated financial statements constitutes a connected transaction or continuing connected transaction of the Company as defined in Chapter 14A of the Listing Rules.

The supply of footwear products to the CAH Group and Max Branding Group is subject to the announcement, annual review and reporting requirements but exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules, and the Company has duly complied with the applicable requirements in respect thereof. Further details of the transaction are set out in the section headed "Continuing Connected Transactions" below. The other connected transactions or continuing connected transactions mentioned in the paragraph above are fully exempt from the shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group (other than contracts of service with any Director or any person engaged in full time employment of the Group) were entered into or existed during the year.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares" and "Long Term Incentive Scheme" below, at no time during the year under review was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

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

## DISCLOSURE OF INTERESTS

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

As at 31 December 2021, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") (Cap.571 of the Laws of Hong Kong), which had been notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were deemed or taken to have under such provisions of the SFO), or was required to be recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") contained in Appendix 10 to the Listing Rules were as follows:

Aggregate long positions in shares and underlying shares of the Company:

Director	Capacity/Nature of Interest	Number of Shares			Total	Approximate Percentage of Shareholding
		Personal Interest	Corporate Interest	Number of Underlying Shares		
Bolliger Peter	Beneficial owner	150,000	–	–	150,000	0.02%
Chan Fu Keung	Beneficial owner	50,000	–	–	50,000	0.01%
Chao Ming-Cheng, Eric	Beneficial owner and interest of controlled corporation	238,500	30,364,612 <i>(Note 1)</i>	–	30,603,112	3.85%
Chen Li-Ming, Lawrence	Beneficial owner and interest of controlled corporation	777,000	27,992,227 <i>(Note 2)</i>	–	28,769,227	3.62%
Chi Lo-Jen	Beneficial owner	1,783,500	–	4,158,250 <i>(Note 3)</i>	5,941,750	0.75%
Chiang Jeh-Chung, Jack	Beneficial owner and interest of controlled corporation	331,500	41,725,918 <i>(Note 4)</i>	–	42,057,418	5.30%

*Notes:*

1. These interests were held by Perfect Epoch Limited, the entire issued share capital of which was held by Chao Ming-Cheng, Eric. Chao Ming-Cheng, Eric was deemed to be interested in the shares of the Company in which that company was interested by virtue of the SFO.
2. These interests were held by Blue Diamond Investment Corp, the entire issued share capital of which was held by Chen Li-Ming, Lawrence. Chen Li-Ming, Lawrence was deemed to be interested in the shares of the Company in which that company was interested by virtue of the SFO.
3. These interests are share options (as described under the sections headed “The 2007 Scheme” and “The 2017 Scheme” below), out of which 1,341,750 share options were vested but not yet exercised).
4. These interests were held by Merci Capital Limited, the entire issued share capital of which was held by Chiang Jeh-Chung, Jack. Chiang Jeh-Chung, Jack was deemed to be interested in the shares of the Company in which that company was interested by virtue of the SFO.

Save as disclosed above, as at 31 December 2021, none of the Directors or chief executive of the Company had an interest or short position in the shares, underlying shares or debentures of the Company or its associated corporation which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were deemed or taken to have under such provisions of the SFO), or was required to be recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

**Substantial Shareholders’ Interests and Short Positions in Shares and Underlying Shares**

As at 31 December 2021, the interests and short positions of the then shareholders of the Company (other than a Director or chief executive of the Company) in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO or which would fall to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO were as follows:–

**Long position in the shares of the Company:**

Name	Capacity/Nature of Interest	Number of Shares	Approximate percentage of Shareholding
Cordwalner Bonaventure Inc.	Beneficial owner	262,112,214	33.01%

Save as disclosed above, as at 31 December 2021, no person (other than a Director or chief executive of the Company whose interests are set out in the section headed “Directors’ and Chief Executive’s Interests and Short Positions in Shares and Underlying Shares” above), had an interest or short position in the shares or underlying shares of the Company that were required to be recorded in the register required to be kept by the Company under section 336 of the SFO or which would fall to be disclosed to the Company and the Stock Exchange pursuant to Division 2 and 3 of Part XV of the SFO.

## CONTINUING CONNECTED TRANSACTIONS

### Supply of Stella Branded Products to CAH Group

On 19 July 2017, 興記時尚(中國)有限公司 (Stella Fashion (China) Limited\*) (“SFC”) as supplier and Couture Accessories Holding Limited (“CAH”; collectively with its subsidiaries, the “CAH Group”) as distributor entered into an exclusive distribution agreement (the “2017 Exclusive Distribution Agreement”), pursuant to which SFC shall grant the CAH Group the exclusive right to distribute the footwear products, leather goods and accessories bearing certain trademarks owned by the Group (the “Stella Branded Products”) in the PRC. On 20 December 2019, SFC and CAH entered into a new exclusive distribution agreement to renew the 2017 Exclusive Distribution Agreement on substantially the same terms for three years commencing on 1 January 2020 and ending on 31 December 2022 (the “2019 Exclusive Distribution Agreement”; collectively with the 2017 Exclusive Distribution Agreement, the “Exclusive Distribution Agreements”).

Pursuant to the Exclusive Distribution Agreements, the CAH Group shall open and operate points of sales, including mono brand stores, shops in shop, outlets, concessionary counters and corners bearing various brands owned by the Group in the PRC to market the Stella Branded Products. In addition, the CAH Group may distribute and market the Stella Branded Products in the PRC to franchisees and/or sub-distributors and market and sell the Stella Branded Products through the internet provided that the destination for delivery of the Stella Branded Products sold shall be within the PRC. The CAH Group shall not practice any kind of active advertising of the Stella Branded Products outside the PRC.

The price for any particular Stella Branded Product to be supplied by SFC shall be calculated on the basis of the ex-factory price charged by the Group for the manufacture of such product and multiplied by a fixed multiplier as specified in the 2019 Exclusive Distribution Agreement applicable to each brand of the Stella Branded Product. All such fixed multipliers do not exceed two. CAH is a company incorporated in the British Virgin Islands with limited liability which is owned as to 60% by Max Group Holdings Limited (“Max Holdings”). Max Holdings is indirectly owned as to approximately 64.75% by Chiang Chih-Chung, who is the brother of Chiang Jeh-Chung, Jack, a non-executive Director. As such, CAH is an associate of Chiang Jeh-Chung, Jack and connected person of the Company under the Listing Rules, and the transactions contemplated under the Exclusive Distribution Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The Group supplied Stella Branded Products to CAH Group amounting to RMB80,419,000 (equivalent to approximately US\$12,468,000), which did not exceed the aggregate annual cap of RMB280,000,000 (equivalent to approximately US\$43,412,000) for the financial year ended 31 December 2021.

### Supply of What For Products to Max Branding Group

On 21 January 2019, Stella Fashion Group Limited (“SFG”) as supplier and Max Branding Limited (“Max Branding”) (for itself and as trustee for the benefit of the Max Branding and its subsidiaries (the “Max Branding Group”)) as purchaser entered into the exclusive distribution agreement (the “Max Branding Exclusive Distribution Agreement”), pursuant to which SFG shall grant Max Branding Group the exclusive right to distribute footwear products bearing the trademark “What For” (the “What For Products”) in various countries in Europe, Africa and the Middle East for the period commencing from 21 January 2019 and expiring on 31 December 2021. The price for any particular What For Product to be supplied by SFG shall be calculated on the basis of a fixed discount, being not less than 83.6%, as specified in the Max Branding Exclusive Distribution Agreement to the then applicable recommended retail price of the What For Product as at the date of the acceptance or confirmation by SFG of the order for the supply of the What For Product.

Max Branding is indirectly owned as to approximately 64.75% of its issued share capital by Chiang Chih-Chung, who is the brother of Chiang Jeh-Chung, Jack, a non-executive Director. As such, Max Branding is an associate of Chiang Jeh-Chung, Jack and connected person of the Company under the Listing Rules, and the transactions contemplated under the Max Branding Exclusive Distribution Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The Group supplied What For Products to Max Branding Group amounting to EUR445,000 (equivalent to approximately US\$547,000), which did not exceed the aggregate annual cap of EUR8,000,000 (equivalent to approximately US\$9,483,000) for the financial year ended 31 December 2021.

### Compliance with the Reporting and Announcement Requirements

The continuing connected transactions described above require compliance with the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules.

The Company confirmed that it has complied with the disclosure requirements as applicable to the above continuing connected transactions under Chapter 14A of the Listing Rules.

### Annual review by independent non-executive directors and auditors

The independent non-executive Directors have, for the purpose of Rule 14A.55 of the Listing Rules, reviewed all continuing connected transactions and have confirmed that all continuing connected transactions have been entered into by the Group in the ordinary and usual course of its business, on normal commercial terms and according to the agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

## DIRECTORS' REPORT

Pursuant to Rule 14A.56 of the Listing Rules, the Board has engaged the auditors of the Company to report on the continuing connected transactions of the Group. The auditors of the Company have provided a letter to the Board confirming that nothing has come to their attention that causes them to believe that the continuing connected transactions:

- (1) have not been approved by the Board;
- (2) were not, in all material respects, in accordance with the pricing policies of the Group;
- (3) were not entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and
- (4) have exceeded the cap.

### REMUNERATION POLICY

The Group cultivates a caring culture among the employees and believes that human resources are significant assets to the Group's development and expansion. The Group seeks to build the management team internally through effective training and development programs. The Group adopts a remuneration system based on employees' individual performance, skill and knowledge, together with reference to the Group's operating results and comparable market benchmarks.

The emoluments of the Directors are first reviewed by the remuneration committee of the Board and then approved by the Board, having regard to the Director's skill, knowledge, involvement in the Company's affairs and the performance of each Director, together with reference to the profitability of the Group, remuneration benchmarks in the industry, and prevailing market conditions.

### THE 2007 SCHEME

A long term incentive scheme (the "2007 Scheme") was conditionally approved by a written resolution of the Shareholders passed on 15 June 2007 and was adopted by a resolution of the Board on 15 June 2007 and as amended by a resolution of the duly authorised committee of the Board on 18 June 2007 and further amended by a resolution of the Shareholders passed on 6 May 2011. The 2007 Scheme had expired on 5 July 2017.

The purpose of the 2007 Scheme is to attract and retain the best available personnel, to provide additional incentive to employees, directors, shareholders of any member of the Group or any holder of any securities issued by any member of the Group, and to reward any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group who are potential contributors to the success, development and/or growth of the Group.

The eligible participants under the 2007 Scheme include employees, directors, shareholders of any member of the Group or holders of any securities issued by any member of the Group and advisers (professional or otherwise) or consultants to any area of business development of any member of the Group. The Board may, at its discretion and on such terms as it may think fit, grant to any eligible participant an award, either in the form of or a combination of (1) an option ("Option(s)") to subscribe for shares of the Company ("Shares"), (2) an award of Shares held in the name of or for the benefit of a grantee in accordance with the restricted share award agreement to be entered into by such grantee and the Company or (3) a grant of a conditional right to acquire Shares ("Restricted Unit Award(s)") as the Board may determine in accordance with the terms of the Scheme.

On 17 March 2017 (the "Date of Grant"), a total of 27,970,000 Options were granted to a total of 107 eligible participants (each of the eligible participants, the "Grantee"). Details are set out as below:

#### **Subscription price of Options granted**

HK\$11.48 to subscribe for one Share

#### **Closing price of the Shares immediately before the Date of Grant**

HK\$11.48 per Share

#### **Vesting date and validity period of Options**

The Options shall be valid for a term of six years from the Date of Grant, which shall be vested on the following date and shall be exercisable as follows:

- (a) subject to the vesting condition as mentioned below being fully or partly satisfied, up to 5,594,000 Options will be vested on the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2017 ("2018 Vesting Date"), which will be exercisable during the period commencing on the 2018 Vesting Date and expiring on 16 March 2023;

- (b) subject to the vesting condition as mentioned below being fully or partly satisfied, up to 5,594,000 Options will be vested on the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2018 ("2019 Vesting Date"), which will be exercisable during the period commencing on the 2019 Vesting Date and expiring on 16 March 2023;
- (c) subject to the vesting condition as mentioned below being fully or partly satisfied, up to 5,594,000 Options shall be vested on the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2019 ("2020 Vesting Date"), which is exercisable during the period commencing on the 2020 Vesting Date and expiring on 16 March 2023;
- (d) subject to the vesting condition as mentioned below being fully or partly satisfied, up to 5,594,000 Options shall be vested on the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2020 ("2021 Vesting Date"), which is exercisable during the period commencing on the 2021 Vesting Date and expiring on 16 March 2023; and
- (e) subject to the vesting condition as mentioned below being fully or partly satisfied, up to 5,594,000 Options shall be vested on the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2021 ("2022 Vesting Date"), which is exercisable during the period commencing on the 2022 Vesting Date and expiring on 16 March 2023.

Vesting of the Options on a particular vesting date is conditional upon both of the following conditions being satisfied:

- (1) Both the net profit ratio and the revenue growth ratio of the Group for the financial year immediately preceding the relevant vesting date shall meet the targets as prescribed by the Board for the relevant financial year. If either the net profit ratio or the revenue growth ratio of the Company for the relevant financial year fails to meet the prescribed target, 50% of the Options granted which are expected to vest in the relevant Grantee(s) on the relevant vesting date shall become vested in the relevant Grantee(s) on that date. If both the net profit ratio and the revenue growth ratio of the Company for the relevant financial year meet the prescribed targets, 100% of the Options granted which are expected to vest in the relevant Grantee(s) on the relevant vesting date shall become vested accordingly. However, if both the net profit ratio and the revenue growth ratio of the Company for the relevant financial year fall below the prescribed targets, all the Options granted which are expected to vest in the relevant Grantee(s) on the relevant vesting date shall automatically lapse on that date.
- (2) The relevant Grantee(s) shall obtain grade C or above in the appraisal conducted and completed by the management of the Company before the relevant vesting date in respect of the work performance of the relevant Grantee(s) in the financial year immediately preceding that vesting date. If the relevant Grantee(s) fails to achieve the results as described, all the Options granted which are expected to vest in the relevant Grantee(s) on the relevant vesting date shall automatically lapse on that date.

Out of these 27,970,000 Options, 3,417,500 Options were granted to Chi Lo-Jen, an executive director of the Company, and an aggregate of 24,552,500 Options were granted to the employees and other eligible participants of the Group.

During the year under review, a total of 867,000 Options lapsed. As at 31 December 2021, 9,957,250 Options were outstanding. Details are set out as below:

Category of participants	Outstanding as at 1 January 2021	Date of grant	Number of Options granted	Exercise period	Exercise price	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding as at 31 December 2021
<b>Director</b>									
Chi Lo-Jen	-	17 March 2017	-	2018 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	-
	341,750	17 March 2017	-	2019 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	341,750
	683,500	17 March 2017	-	2020 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	683,500
	-	17 March 2017	-	2021 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	-
	683,500	17 March 2017	-	2022 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	683,500
<b>Employees</b>									
	-	17 March 2017	-	2018 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	-
	1,514,500	17 March 2017	-	2019 Vesting Date to 16 March 2023	HK\$11.48	-	-	(151,250)	1,363,250
	3,690,000	17 March 2017	-	2020 Vesting Date to 16 March 2023	HK\$11.48	-	-	(344,250)	3,345,750
	-	17 March 2017	-	2021 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	-
	3,708,500	17 March 2017	-	2022 Vesting Date to 16 March 2023	HK\$11.48	-	-	(371,500)	3,337,000
<b>Other eligible participants</b>									
	-	17 March 2017	-	2018 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	-
	20,500	17 March 2017	-	2019 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	20,500
	91,000	17 March 2017	-	2020 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	91,000
	-	17 March 2017	-	2021 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	-
	91,000	17 March 2017	-	2022 Vesting Date to 16 March 2023	HK\$11.48	-	-	-	91,000

Pursuant to the terms of the 2007 Scheme, the Company has entered into an engagement agreement (the “Engagement Agreement”) and a deed of settlement (the “Deed”) dated 2 June 2008 and 27 August 2008 respectively with a trustee (the “Trustee”) for the administration by the Trustee of the awards of Restricted Unit Awards under the Scheme. The Engagement Agreement and the Deed were subsequently terminated with effect from 15 July 2013.

As at 31 December 2021, the Trustee maintained a pool of 1,778,000 shares (the “Entrusted Shares”) (31 December 2020: 1,778,000 shares) on trust for the Company and it will, at the direction of the Company, (i) transfer, assign or otherwise deal with the Entrusted Shares (other than the Company); and (ii) account for all other incomes and sales proceeds to the Company.

## THE 2017 SCHEME

A new share option scheme (the “2017 Scheme”) was approved by an ordinary resolution of the shareholders of the Company on 19 May 2017. The terms of the 2017 Scheme are in accordance with the provisions of Chapter 17 of the Listing Rules, where appropriate.

### Purpose

The purpose of the 2017 Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group. The Directors consider the New Share Option Scheme, with its broadened basis of participation, will enable the Group to reward the employees, the Directors and other selected participants for their contributions to the Group. Given that the Directors are entitled to determine any performance targets to be achieved as well as the minimum period that an option must be held before an option can be exercised on a case by case basis, and that the exercise price of an option cannot in any event fall below the price stipulated in the Listing Rules or such higher price as may be fixed by the Directors, it is expected that grantees of an option will make an effort to contribute to the development of the Group so as to bring about an increased market price of the Shares in order to capitalise on the benefits of the options granted.

### Participants

The Directors (which expression shall, for the purpose of this paragraph, include a duly authorised committee thereof) may, at its absolute discretion, invite any person belonging to any of the following classes of participants, to take up options to subscribe for Shares: (a) any employee (whether full-time or part-time including any executive director but excluding any non-executive director) of the Company, any of its subsidiaries or any entity (“Invested Entity”) in which the Group holds an equity interest (“Eligible Employee”); (b) any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity; (c) any supplier of goods or services to any member of the Group or any Invested Entity; (d) any customer of any member of the Group or any Invested Entity; (e) any person or entity that provides design, research, development or other technological support to any member of the Group or any Invested Entity; (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; (g) any advisor (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group, and, for the purposes of the 2017 Scheme, the options may be granted to any company wholly-owned by one or more persons belonging to any of the above classes of participants. The eligibility of any of the above class of participants to the grant of any option shall be determined by the Directors from time to time on the basis of the Directors’ opinion as to his contribution to the development and growth of the Group.

### Maximum number of Shares

The maximum number of Shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the 2007 Scheme, the 2017 Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the Shares in issue from time to time (i.e. 238,193,550 Shares as at the date of this annual report) (the “Overriding Limit”).

The total number of Shares which may be issued upon exercise of all options to be granted under the 2017 Scheme and any other share option scheme of the Group must not in aggregate exceed 79,437,950 Shares, representing 10% of the Shares in issue as at the effective date of the 2017 Scheme (“General Scheme Limit”).

Subject to the Overriding Limit, the Company may issue a circular to its shareholders and seek approval of its shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be issued upon exercise of all options to be granted under the 2017 Scheme and any other share option scheme of the Group must not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit.

Subject to the Overriding Limit, the Company may also seek separate shareholders’ approval in general meeting to grant options beyond the General Scheme Limit or, if applicable, the refreshed limit referred to above to participants specifically identified by the Company before such approval is sought.

The maximum number of Shares which may fall to be issued upon exercise of the options to be granted under the 2017 Scheme and the options granted under any other share option scheme of the Group (including both exercised and outstanding options) to be granted by the Company or any other member of the Group in any given financial year of the Company shall not exceed 2.5% of the Shares in issue as at the beginning of such financial year.

### Maximum entitlement of each participant

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the 2017 Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each participant in any 12-month period shall not exceed 1% of the Shares in issue for the time being (“Individual Limit”). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to separate Shareholders’ approval in general meeting of the Company with such participant and his close associates (or his associates if the participant is a connected person of the Company) abstaining from voting.

### Grant of options to connected persons

Any grant of options under the 2017 Scheme to a director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by independent non-executive Directors of the Company (excluding any independent non-executive Director who or whose associate is the proposed grantee of the options). Where any grant of options to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant: (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million; such further grant of options must be approved by the Shareholders in general meeting. The Company must send a circular to the Shareholders. The proposed grantee, his associates and all core connected persons of the Company must abstain from voting in favour at such general meeting, except that any such person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular. Any vote taken at the meeting to approve the grant of such options must be taken on a poll. Any change in the terms of options granted to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates must be approved by the Shareholders in general meeting.

### Time of acceptance and exercise of option

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option.

An option may be exercised in accordance with the terms of the 2017 Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day after the date upon which the offer for the grant of options is accepted but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. Unless otherwise determined by the Directors and stated in the offer of the grant of options to a grantee, there is no minimum period required under the New Share Option Scheme for the holding of an option before it can be exercised.

### Subscription price for Shares and consideration for the option

The subscription price for Shares under the 2017 Scheme will be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of Shares as stated in the Stock Exchange’s daily quotations sheet on the date of the offer of grant, which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange’s daily quotations sheet for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Shares. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option and shall be received by the Company within such time as may be specified in the offer of grant of the option, which shall not be later than 21 days from the offer date.

## Period

The 2017 Scheme will remain in force for a period of 10 years commencing on 19 May 2017.

Under the 2017 Scheme, share options were granted as follows:

Date of grant	Number of share options granted
15 April 2020 (“April 2020 Share Options”)	2,700,000
26 November 2020 (“November 2020 Share Options”)	17,163,000
19 March 2021 (“March 2021 Share Options”)	19,695,000
3 January 2022 (“January 2022 Share Options”)	19,740,000

During the year under review, a total of 900,000 share options were exercised and a total of 2,409,000 share options lapsed and under the 2017 Scheme. As at 31 December 2021, 36,249,000 share options were outstanding.

Details of the movement of the share options under the 2017 Scheme were as follows:

### April 2020 Share Options

Category of participants	Outstanding as at 1 January 2021	Exercise period	Exercise price	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding as at 31 December 2021
Employee	900,000	2021 Vesting Date ( <i>Note 1</i> ) to 5 July 2027	HK\$8.71	(900,000)	-	-	-
	900,000	2022 Vesting Date ( <i>Note 2</i> ) to 5 July 2027	HK\$8.71	-	-	-	900,000
	900,000	2023 Vesting Date ( <i>Note 3</i> ) to 5 July 2027	HK\$8.71	-	-	-	900,000

#### Notes:

- 2021 Vesting Date = the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2020, i.e. 19 March 2021.
- 2022 Vesting Date = the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2021, i.e. 18 March 2022.
- 2023 Vesting Date = the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2022.

## November 2020 Share Options

Category of participants	Outstanding as at 1 January 2021	Exercise period	Exercise price	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding as at 31 December 2021
<b>Director</b>							
Chi Lo-Jen	316,500	26 November 2021 to 25 November 2030	HK\$9.15	-	-	-	316,500
	316,500	26 November 2022 to 25 November 2030	HK\$9.15	-	-	-	316,500
	316,500	26 November 2023 to 25 November 2030	HK\$9.15	-	-	-	316,500
<b>Employees</b>							
	5,404,500	26 November 2021 to 25 November 2030	HK\$9.15	-	-	(533,000)	4,871,500
	5,404,500	26 November 2022 to 25 November 2030	HK\$9.15	-	-	(533,000)	4,871,500
	5,404,500	26 November 2023 to 25 November 2030	HK\$9.15	-	-	(533,000)	4,871,500

## March 2021 Share Options

Category of participants	Outstanding as at 1 January 2021	Number of Options granted	Exercise period	Exercise price	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding as at 31 December 2021
<b>Director</b>								
Chi Lo-Jen	-	500,000	19 March 2022 to 18 March 2031	HK\$9.46	-	-	-	500,000
	-	500,000	19 March 2023 to 18 March 2031	HK\$9.46	-	-	-	500,000
	-	500,000	19 March 2024 to 18 March 2031	HK\$9.46	-	-	-	500,000
<b>Employees</b>								
	-	6,065,000	19 March 2022 to 18 March 2031	HK\$9.46	-	-	(270,000)	5,795,000
	-	6,065,000	19 March 2023 to 18 March 2031	HK\$9.46	-	-	(270,000)	5,795,000
	-	6,065,000	19 March 2024 to 18 March 2031	HK\$9.46	-	-	(270,000)	5,795,000

Subsequent to the year under review, on 3 January 2022, 19,740,000 share options were granted to a total of 72 eligible participants. Out of these 19,740,000 share options, 1,500,000 share options were granted to Chi Lo-Jen, an executive Director of the Company; 18,195,000 share options were granted to a total of 70 other employees of the Group; and 45,000 share options were granted to a consultant to the Group, who is a third party independent of the Company and its connected persons (as defined in the Listing Rules) and has been engaged to provide logistics support consultancy services to the Group. These share options were granted to the consultant in consideration of the contribution the consultant had made to the Group's business operations. The grant of the share options to the consultant constitutes rewards for the services rendered and will furnish the consultant with a personal stake in the Company, which the Directors believe will serve to achieve retention purpose and incentivise the consultant to contribute further to the development and growth of the Group for the benefit of the Shareholders.

## SHARE AWARD PLAN

On 16 March 2017, the Company adopted a share award plan (the "Plan") pursuant to which shares of the Company (each a "Share") may be awarded to selected participants, including, among others, any employee of, non-executive director of, supplier of goods or services to, customer of, person or entity providing design, research, development or other technological support to, shareholder of, holder of any security issued by, and adviser or consultant in respect of any area of business or business development of any member of the Group or any entity in which any member of the Group holds any equity interest, and any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group (collectively, the "Eligible Participants"). The Plan became effective on 16 March 2017 and, unless otherwise terminated or amended, shall remain in force for 10 years from that date.

A trustee (the “Trustee”) shall from time to time be appointed by the Company for the purpose of implementation of the Plan pursuant to and in accordance with the terms of the trust deed entered into between the Company as settler and the Trustee as trustee. In order to satisfy any award of Shares to be granted under the Plan from time to time, the Trustee shall maintain a pool of Shares (the “Shares Pool”) which shall comprise the following: (a) such Shares as may be purchased by the Trustee on the Stock Exchange or off the market by utilising the funds allocated by the Board out of the Company’s resources; (b) such Shares as may be subscribed for by the Trustee by utilising the funds allocated by the Board out of the Company’s resources, subject to the Company having obtained the requisite Shareholders’ approval for the allotment and issue of new Shares, the grant of listing of and permission to deal in such Shares by the Stock Exchange, and compliance with the applicable requirements under the Listing Rules; (c) such Shares as may be (i) transferred to the Trustee from any person (other than the Group) by way of gift, or (ii) purchased by the Trustee on the Stock Exchange or off the market by utilising the funds received by the Trustee from any person (other than the Group) by way of gift; and (d) such Shares which remain unvested and revert to the Trustee due to the lapse of any award of Shares under the Plan. In any given financial year of the Company, the maximum number of Shares to be subscribed for and/or purchased by the Trustee by utilising the funds to be allocated by the Board out of the Company’s resources for the purpose of the Plan shall not exceed 2.5% of the total number of issued Shares as at the beginning of such financial year. The Board shall not instruct the Trustee to subscribe for and/or purchase any Shares for the purpose of the Plan when such purchase and/or subscription will result in such threshold being exceeded.

The Board will make award of Shares only to the extent that there are unallocated Shares available in the Shares Pool. The Board shall notify the Trustee in writing upon the making of an award under the Plan by giving the Trustee an award notice. The Trustee shall then set aside such number of Shares awarded from the Shares Pool and hold the same on trust pending the vesting of the same to the Eligible Participant to whom Shares have been awarded in accordance with the Plan (the “Selected Participant”). The Board may from time to time, at its discretion, determine (i) the earliest date on which the legal and beneficial ownership of any awarded Shares are to be transferred to and vested in any Selected Participant, and (ii) any condition(s) or performance target(s) to be attained by the relevant Selected Participant subject to and upon which the awarded Shares held by the Trustee on trust referable to a Selected Participant shall vest in that Selected Participant.

During the year under review, no award of shares had been made under the Plan.

### TAX RELIEF AND EXEMPTION

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

### PRE-EMPTIVE RIGHTS

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

### CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions amounted to approximately US\$215,000.

## MAJOR CUSTOMERS AND SUPPLIERS

The aggregate revenue attributable to the Group's largest customer and five largest customers accounted for approximately 34.0% and 67.7% of the Group's total revenue for the year ended 31 December 2021 respectively.

The aggregate purchase attributable to the Group's five largest suppliers accounted for less than 30% of the Group's total purchases for the year ended 31 December 2021.

None of the Directors or any of their close associates or any shareholder (which, to the best knowledge of the Directors, owned more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers.

## SUFFICIENCY OF 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 as 7 April 2022, the latest practicable date of determining such information prior to the issue of this annual report.

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

During the year, the Company repurchased an aggregate of 1,064,500 ordinary shares for a total consideration of approximately HK\$10.10 million on the Stock Exchange. The repurchased ordinary shares were cancelled during the year. Details of the shares repurchased are as follows:–

Month of repurchase in 2021	Number of ordinary shares repurchased	Consideration per shares		Aggregate consideration paid HK\$ million
		Highest	Lowest	
		HK\$	HK\$	
January	8,500	9.00	9.00	0.08
May	458,000	9.49	9.46	4.35
June	598,000	9.49	9.38	5.67

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the year.

## AUDITOR

Ernst & Young was appointed as the new auditor of the Company on 19 November 2018 to fill the casual vacancy arising from the resignation of Deloitte Touche Tohmatsu, who resigned from the office with effect from 19 November 2018. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint Ernst & Young as auditor of the Company for the year ending 31 December 2022.

The financial statements of the Company for the year ended 31 December 2021 were audited by Ernst & Young.

On behalf of the Board

Chen Li-Ming, Lawrence  
*Chairman*

17 March 2022



**Ernst & Young**  
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Quarry Bay, Hong Kong

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To the shareholders of Stella International Holdings Limited  
(Incorporated in the Cayman Islands with limited liability)

## OPINION

We have audited the consolidated financial statements of Stella International Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 93 to 193, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

**Key audit matter**

***Provision for expected credit losses on trade and other receivables***

As at 31 December 2021, the carrying amount of the Group's trade and other receivables was US\$371.6 million, representing approximately 28.6% of total assets. As at 31 December 2021, the expected credit losses ("ECLs") of trade and other receivables amounted to US\$11.6 million.

The measurement of ECLs required the application of significant management judgement and complexity which included the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECL models (for exposures assessed individually or collectively), such as the expected future cash flows and forward-looking macroeconomic factors. Due to the significance of trade and other receivables and the corresponding uncertainties inherent in such estimates, we considered this as a key audit matter.

The significant accounting judgements and estimates and the disclosure of the ECL provision on trade and other receivables are included in notes 3, 22 and 23 to the financial statements.

***Net realisable value of inventories***

As at 31 December 2021, the carrying amount of the Group's inventories was US\$226.2 million, representing approximately 17.4% of total assets. As at 31 December 2021, the inventory provision amounted to US\$12.8 million.

The measurement of inventory provision required significant management judgement in assessing if their net realisable values were lower than the carrying amount of the inventories at the year end. There were also judgements required in determining inventory obsolescence provisions as these were based on forecast inventory usage and sales. Due to the significance of inventories and the corresponding uncertainties inherent in such estimates, we considered this as a key audit matter.

The significant accounting judgements and estimates and the disclosure of inventories are included in notes 3 and 21 to the financial statements.

**How our audit addressed the key audit matter**

Our audit procedures included the assessment of the effectiveness of key controls over the application of the impairment methodology, inputs and assumptions used by the Group in calculating the ECLs.

We assessed the Group's ECL models, including the model input, model design and model performance. We assessed the management classification of internal credit rating and tested the model inputs against the historical customer payment record and the ageing of trade and other receivables, subsequent settlements after the year end, and other information relating to the creditworthiness of customers. We reviewed the forward-looking adjustments, including the economic variables and assumptions used. We also assessed and tested the sensitivity of the credit loss provisions to changes in modelling assumptions.

We also assessed the adequacy of disclosures in the financial statements disclosures relating to the Group's exposure to credit risk.

Our audit procedures included attending inventory counts to observe the physical condition of a sample of inventories selected as at the year end.

We assessed the obsolescence provision policy and compared the provision with historical data and actual inventory usage. We also assessed the net realisable value by comparing the unit prices of subsequent sales with the unit costs for significant items.

## OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

## RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

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

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

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional 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.

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

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

The engagement partner on the audit resulting in this independent auditor's report is Lam Wai Ming, Ada.

**Ernst & Young**  
*Certified Public Accountants*  
Hong Kong

17 March 2022

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2021

	Notes	2021 US\$'000	2020 US\$'000
Revenue	5	1,540,608	1,135,880
Cost of sales		<u>(1,223,761)</u>	<u>(934,218)</u>
Gross profit		316,847	201,662
Other income	6	13,597	24,738
Other losses, net	6	(9,066)	(9,225)
Selling and distribution expenses		(41,997)	(36,422)
Administrative expenses		(167,407)	(176,131)
Impairment losses on financial assets, net	8	(15,679)	(5,942)
Share of profit of a joint venture		6,741	4,676
Share of losses of associates		<u>(60)</u>	<u>(1,218)</u>
Operating profit before changes in fair value of financial instruments		102,976	2,138
Net fair value loss on financial instruments	8	<u>(25)</u>	<u>(101)</u>
Operating profit after changes in fair value of financial instruments		102,951	2,037
Interest income	6	903	740
Interest expense	7	<u>(366)</u>	<u>(549)</u>
Profit before tax	8	103,488	2,228
Income tax expense	9	<u>(12,650)</u>	<u>(1,164)</u>
Profit for the year		<u>90,838</u>	<u>1,064</u>
OTHER COMPREHENSIVE INCOME			
<i>Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:</i>			
Exchange differences on translation of foreign operations		1,409	10,197
Share of other comprehensive (loss)/income of a joint venture and associates		<u>(4)</u>	<u>47</u>
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		<u>1,405</u>	<u>10,244</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>92,243</u>	<u>11,308</u>

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2021

	<i>Notes</i>	2021 US\$'000	2020 US\$'000
Profit attributable to:			
Owners of the parent		89,694	1,685
Non-controlling interests		1,144	(621)
		90,838	1,064
Total comprehensive income attributable to:			
Owners of the parent		91,314	11,918
Non-controlling interests		929	(610)
		92,243	11,308
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>			
	<i>13</i>		
– Basic (in HK cents)		88.34	1.64
(equivalent to US cents)		11.33	0.21
		88.10	1.64
– Diluted (in HK cents)		88.10	1.64
(equivalent to US cents)		11.30	0.21
		11.30	0.21

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2021

	<i>Notes</i>	2021 US\$'000	2020 US\$'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	14	410,258	411,607
Investment properties	15	4,455	5,009
Right-of-use assets	16(a)	90,398	45,573
Investment in a joint venture	17	37,896	31,155
Investments in associates	18	608	672
Financial assets at fair value through profit or loss	19	10,000	–
Deposit for acquisition of a subsidiary	20	–	25,600
Deposits for acquisition of property, plant and equipment		4,241	4,575
Pledged deposits	24	5,467	–
Total non-current assets		<u>563,323</u>	<u>524,191</u>
<b>CURRENT ASSETS</b>			
Inventories	21	226,189	184,998
Trade receivables	22	328,544	265,309
Prepayments, deposits and other receivables	23	44,919	66,302
Financial assets at fair value through profit or loss	19	63	88
Cash and cash equivalents	24	135,170	108,667
Total current assets		<u>734,885</u>	<u>625,364</u>
<b>CURRENT LIABILITIES</b>			
Trade payables	25	88,624	77,280
Other payables and accruals	26	124,955	86,909
Interest-bearing bank borrowings	27	265	2,893
Lease liabilities	16(b)	4,809	4,438
Tax payable		38,909	38,974
Total current liabilities		<u>257,562</u>	<u>210,494</u>
<b>NET CURRENT ASSETS</b>		<u>477,323</u>	<u>414,870</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>1,040,646</u>	<u>939,061</u>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2021

	<i>Notes</i>	2021 US\$'000	2020 US\$'000
<b>NON-CURRENT LIABILITIES</b>			
Interest-bearing bank borrowings	27	7,449	–
Lease liabilities	16(b)	16,476	15,222
Total non-current liabilities		23,925	15,222
Net assets		1,016,721	923,839
<b>EQUITY</b>			
Equity attributable to owners of the parent			
Share capital	28	10,155	10,165
Share premium and reserves	29	988,440	914,422
		998,595	924,587
Non-controlling interests		18,126	(748)
Total equity		1,016,721	923,839

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Chen Li-Ming, Lawrence  
*Director*

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Chi Lo-Jen  
*Director*

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2021

		Attributable to owners of the parent											
Notes	Share capital US\$'000	Share premium US\$'000	Share repurchase reserve US\$'000	Merger reserve US\$'000 (Note 23(a))	Capital reserve US\$'000 (Note 23(b))	Exchange reserve US\$'000	Shares held for share award scheme US\$'000	Capital redemption reserve US\$'000 (Note 23(c))	Share option reserve US\$'000	Retained profits US\$'000	Sub-total US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
At 1 January 2021	10,165	155,156	(740)	38,841	1,146	7,374	(2,722)	190	1,813	713,364	924,587	(748)	923,839
Profit for the year	-	-	-	-	-	-	-	-	-	89,694	89,694	1,144	90,838
Other comprehensive income for the year:													
Exchange differences on translation of foreign operations	-	-	-	-	-	1,624	-	-	-	-	1,624	(215)	1,409
Share of other comprehensive income of an associate	-	-	-	-	-	(4)	-	-	-	-	(4)	-	(4)
Total comprehensive income for the year	-	-	-	-	-	1,620	-	-	-	89,694	91,314	929	92,243
Acquisition of a subsidiary	32	-	-	-	-	-	-	-	-	-	-	18,000	18,000
Deregistration of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(55)	(55)
Equity-settled share option arrangements	30	-	-	-	-	-	-	-	4,398	-	4,398	-	4,398
Issue of shares	28(a)	12	1,096	-	-	-	-	-	(102)	-	1,006	-	1,006
Shares repurchased	28(b)	-	-	(1,301)	-	-	-	-	-	-	(1,301)	-	(1,301)
Shares cancelled	28(b)	(22)	-	2,041	-	-	-	-	-	(2,019)	-	-	-
Interim 2021 dividend	12	-	-	-	-	-	-	-	-	(21,409)	(21,409)	-	(21,409)
At 31 December 2021	10,155	156,252*	-*	38,841*	1,146*	8,994*	(2,722)*	190*	6,109*	779,630*	998,595	18,126	1,016,721

		Attributable to owners of the parent											
Notes	Share capital US\$'000	Share premium US\$'000	Share repurchase reserve US\$'000	Merger reserve US\$'000 (Note 23(a))	Capital reserve US\$'000 (Note 23(b))	Exchange reserve US\$'000	Shares held for share award scheme US\$'000	Capital redemption reserve US\$'000 (Note 23(c))	Share option reserve US\$'000	Retained profits US\$'000	Sub-total US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
At 1 January 2020	10,165	155,156	-	38,841	1,146	(2,859)	(2,722)	190	1,936	757,816	959,669	(503)	959,166
Profit for the year	-	-	-	-	-	-	-	-	-	1,685	1,685	(621)	1,064
Other comprehensive income for the year:													
Exchange differences on translation of foreign operations	-	-	-	-	-	10,186	-	-	-	-	10,186	11	10,197
Share of other comprehensive income of an associate	-	-	-	-	-	47	-	-	-	-	47	-	47
Total comprehensive income for the year	-	-	-	-	-	10,233	-	-	-	1,685	11,918	(610)	11,308
Acquisition of a subsidiary	31	-	-	-	-	-	-	-	-	-	-	395	395
Deregistration of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(30)	(30)
Equity-settled share option arrangements	-	-	-	-	-	-	-	-	(123)	-	(123)	-	(123)
Share repurchased and yet to be cancelled	28(b)	-	-	(740)	-	-	-	-	-	-	(740)	-	(740)
Final 2019 dividend	12	-	-	-	-	-	-	-	-	(46,137)	(46,137)	-	(46,137)
At 31 December 2020	10,165	155,156*	(740)*	38,841*	1,146*	7,374*	(2,722)*	190*	1,813*	713,364*	924,587	(748)	923,839

\* These reserve accounts comprise the consolidated share premium and reserves of US\$988,440,000 (2020: US\$914,422,000) in the consolidated statement of financial position.

# CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2021

	<i>Notes</i>	2021 US\$'000	2020 US\$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		103,488	2,228
Adjustments for:			
Finance costs	7	366	549
Share of profit of a joint venture		(6,741)	(4,676)
Share of losses of associates		60	1,218
Interest income	6	(903)	(740)
Loss on disposal of items of property, plant and equipment	8	6,914	4,228
Gain on disposal of leasehold land	8	–	(1,465)
Gain on early termination of leases	8	(118)	(6)
Fair value losses on financial assets at fair value through profit or loss, net	8	25	101
Depreciation of property, plant and equipment	8	48,360	43,114
Depreciation of investment properties	8	835	723
Depreciation of right-of-use assets	8	7,795	6,102
Impairment of trade receivables, net	8	9,619	3,542
Provision for impairment of other receivables, net	8	6,060	2,400
(Write-back)/write-down of inventories, net	8	(3,169)	811
Loss on deregistration of subsidiaries	8	2,167	282
Provision for/reversal of provision for equity-settled share option expense	30	4,398	(123)
		179,156	58,288
Increase in inventories		(39,130)	(12,188)
(Increase)/decrease in trade receivables		(73,156)	27,299
Decrease in prepayments, deposits and other receivables		22,944	62,982
Increase in trade payables		4,970	12,149
Increase in other payables and accruals		38,524	27,060
Cash generated from operations		133,308	175,590
Interest paid		(190)	(258)
Taxes paid		(12,862)	(4,874)
<b>Net cash flows from operating activities</b>		<b>120,256</b>	<b>170,458</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2021

	<i>Notes</i>	2021 US\$'000	2020 US\$'000
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Interest received	6	903	740
Purchases of items of property, plant and equipment		(52,224)	(49,263)
Additions to investment properties		(170)	(226)
Acquisition of leasehold lands		–	(244)
Acquisition of a subsidiary	31, 32	(1,400)	(1,744)
Deposits paid for acquisition of property, plant and equipment		(3,483)	(1,828)
Deposit paid for acquisition of a subsidiary		–	(25,600)
Proceeds from disposal of property, plant and equipment		490	4,782
Proceeds from disposal of leasehold land		–	2,083
Purchases of financial assets at fair value through profit or loss		(10,000)	–
Placement of pledged deposits		(5,467)	–
<b>Net cash flows used in investing activities</b>		<b>(71,351)</b>	<b>(71,300)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
New bank loans		38,659	338,381
Repayment of bank loans		(33,792)	(338,638)
Principal portion of lease payments		(5,609)	(4,479)
Dividends paid		(21,409)	(46,137)
Interest paid	7	(176)	(291)
Shares repurchased	28(b)	(1,301)	(740)
Proceeds from issue of shares	28(a)	1,006	–
<b>Net cash flows used in financing activities</b>		<b>(22,622)</b>	<b>(51,904)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>26,283</b>	<b>47,254</b>
Cash and cash equivalents at beginning of year		108,667	68,061
Effect of foreign exchange rate changes, net		220	(6,648)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<b>135,170</b>	<b>108,667</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Cash and bank balances	24	87,368	85,176
Non-pledged time deposits with original maturity of less than three months when acquired	24	47,802	23,491
Cash and cash equivalents as stated in the statement of cash flows		135,170	108,667

## 1. CORPORATE AND GROUP INFORMATION

Stella International Holdings Limited (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (2010 Revision) of the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The principal place of business of the Company is located at Flat C, 20/F, MG Tower, 133 Hoi Bun Road, Kowloon, Hong Kong.

During the year, the Company and the subsidiaries (collectively referred to as the "Group") was involved in the following principal activities:

- development, manufacturing and sale of footwear and hangbag
- investment holding

### Information about subsidiaries

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

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
JW FDN Limited ("JW FDN")	British Virgin Islands ("BVI")	US\$100	–	60	Investment holding
P.T. Young Tree Industries	Indonesia	IDR106,842,000,000	–	100	Manufacturing of footwear
PT Tyfountex Indonesia	Indonesia	US\$20,800,000	–	56.4	Manufacturing of footwear
Stella Europe Trading Limited	Hong Kong	EUR100,000	–	100	Sourcing and distribution of footwear
Stella Fashion Group Limited	BVI	US\$4	–	100	Investment holding and wholesaling of footwear
Stella Fashion Italia S.R.L.	Italy	EUR10,000	–	100	Sale and distribution of footwear
Stella Fashion SAS	France	EUR1,000,000	–	100	Footwear retailing
Stella Footwear (Sampaguita) Company Limited	BVI	US\$1	–	100	Manufacturing of footwear
Stella Footwear Inc.	BVI	US\$3,947	–	100	Investment holding and manufacturing and sale of footwear

# NOTES TO FINANCIAL STATEMENTS

31 December 2021

## 1. CORPORATE AND GROUP INFORMATION *(continued)*

### Information about subsidiaries *(continued)*

Particulars of the Company's principal subsidiaries are as follows: *(continued)*

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Stella International Limited	Vanuatu	US\$1	100	–	Investment holding and manufacturing and sale of footwear
Stella International Marketing Company Limited	Malaysia	US\$10,000	100	–	Marketing activities
Stella International Trading (Macao Commercial Offshore) Limited	Macau	MOP200,000	–	100	Sale of footwear
Stella Leather Goods (Ho Chi Minh) Co. Ltd.	Vietnam	USD1,000,000	–	83.5	Manufacturing of handbag
Stella Luna Sol Limited	Hong Kong	HK\$1	–	100	Holding of intellectual property rights
Stella Romano Trading Limited	Taiwan	NTD1,000,000	–	100	Sale of footwear
Stella Services Limited	Hong Kong	HK\$300,000	100	–	Provision of secretary and accounting services
Stellaluna (Thailand) Co., Ltd.#	Thailand	Baht20,000,000	–	70.1	Footwear retailing
TY Foundation Limited	Liberia	US\$500	–	60	Investment holding
Vietnam Golden Victory Company Limited	Vietnam	USD25,000,000	–	100	Manufacturing of footwear
郴州興昂鞋業有限公司 ("Chenzhou Selena Footwear Company Limited")*	The People's Republic of China (the "PRC")/ Mainland China	US\$1,000,000	–	100	Manufacturing of footwear
洞口興雄鞋業有限公司 ("Dongkou Selena Upper Company Limited")*	The PRC/ Mainland China	US\$10,000,000	–	100	Manufacturing of footwear
東莞興昂鞋業有限公司 ("Dongguan Stella Footwear Company Limited")*	The PRC/ Mainland China	HK\$191,810,000	–	100	Manufacturing of footwear

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

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

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
東莞新創鞋業科技有限公司 ("Dongguan Stella Footwear Product Creation Company Limited")*	The PRC/ Mainland China	RMB12,000,000	–	100	Manufacturing of footwear
廣西容縣興雄鞋面有限公司 ("Guangxi Rong Yuan Selena Upper Company Limited")*	The PRC/ Mainland China	US\$3,000,000	–	100	Manufacturing of footwear
廣西興鵬鞋業有限公司 ("Guangxi Shenandoah Footwear Company Limited")*	The PRC/ Mainland China	US\$10,000,000	–	100	Manufacturing of footwear
廣西興萊鞋業有限公司 ("Guangxi Simona Footwear Company Limited")*	The PRC/ Mainland China	US\$10,000,000	–	100	Manufacturing of footwear
廣西育祥鞋業有限公司 ("Guangxi Yu Xiang Footwear Company Limited")*	The PRC/ Mainland China	US\$8,000,000	–	100	Manufacturing of footwear
懷化興雄鞋業有限公司 ("Huaihua Selena Footwear Company Limited")*	The PRC/ Mainland China	RMB11,134,500	–	100	Manufacturing of footwear
龍川興萊鞋業有限公司 ("Long Chuan Simona Footwear Company Limited")*	The PRC/ Mainland China	HK\$220,000,000	–	100	Manufacturing of footwear
隆回興隆鞋材有限公司 ("Longhui Situla Footwear Company Limited")*	The PRC/ Mainland China	RMB10,000,000	–	100	Manufacturing of footwear
隆回興昂鞋業有限公司 ("Longhui Stella Footwear Company Limited")*	The PRC/ Mainland China	US\$25,000,000	–	100	Manufacturing of footwear
邵陽連泰鞋業有限公司 ("Shaoyang Liantai Footwear Company Limited")*	The PRC/ Mainland China	RMB163,800,000	–	100	Manufacturing of footwear

# NOTES TO FINANCIAL STATEMENTS

31 December 2021

## 1. CORPORATE AND GROUP INFORMATION *(continued)*

### Information about subsidiaries *(continued)*

Particulars of the Company's principal subsidiaries are as follows: *(continued)*

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
邵陽縣興昂鞋業有限公司 ("Shaoyang Yuan Stella Footwear Co., Ltd.")*	The PRC/ Mainland China	RMB30,000,000	–	100	Manufacturing of footwear
雙峰興昂鞋業有限公司 ("Shuangfeng Stella Footwear Company Limited")*	The PRC/ Mainland China	HK\$135,280,000	–	100	Manufacturing of footwear
興記時尚(中國)有限公司 ("Stella Fashion (China) Limited")*	The PRC/ Mainland China	RMB100,000,000	–	100	Footwear retailing
威縣遠達制鞋有限公司 ("Wei County Yuanta Footwear Company Limited")*	The PRC/ Mainland China	US\$10,000,000	–	100	Manufacturing of footwear
興業興萊鞋業有限公司 ("Xingye Simona Footwear Company Limited")*	The PRC/ Mainland China	US\$4,400,000	–	100	Manufacturing of footwear
新化興昂鞋業有限公司 ("Xinhua Selena Footwear Company Limited")*	The PRC/ Mainland China	US\$2,000,000	–	100	Manufacturing of footwear
新寧興雄鞋業有限公司 ("Xinning Selena Footwear Company Limited")*	The PRC/ Mainland China	US\$2,000,000	–	100	Manufacturing of footwear
永州興昂鞋業有限公司 ("Yongzhou Selena Footwear Company Limited")*	The PRC/ Mainland China	RMB6,300,000	–	100	Manufacturing of footwear

\* Registered as a wholly-foreign-owned enterprise under PRC law.

# Deregistered during the year.

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

## 2.1 BASIS OF PREPARATION

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

### Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2021. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

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

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

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

## 2.1 BASIS OF PREPARATION *(continued)*

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

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 9, HKAS 39,  
HKFRS 7, HKFRS 4 and HKFRS 16  
Amendment to HKFRS 16

*Interest Rate Benchmark Reform – Phase 2*

*Covid-19-Related Rent Concessions beyond 30 June 2021  
(early adopted)*

The nature and the impact of the revised HKFRSs are described below:

- (a) Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative risk-free rate ("RFR"). The amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount of financial assets and liabilities when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of HKFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity's financial instruments and risk management strategy.

The Group had certain interest-bearing bank borrowings denominated in New Taiwan dollars ("NTD") based on the NTD Interest Rate Swap ("IRS") Interest Rate as at 31 December 2021. The Group expects that NTD IRS Interest Rate will continue to exist and the interest rate benchmark reform has not had an impact on the Group's NTD IRS Interest Rate-based borrowings.

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(continued)*

- (b) Amendment to HKFRS 16 issued in April 2021 extends the availability of the practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the covid-19 pandemic by 12 months. Accordingly, the practical expedient applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2022, provided the other conditions for applying the practical expedient are met. The amendment is effective retrospectively for annual periods beginning on or after 1 April 2021 with any cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained profits at the beginning of the current accounting period. Earlier application is permitted.

The Group has early adopted the amendment on 1 January 2021. However, the Group has not received covid-19-related rent concessions and plans to apply the practical expedient when it becomes applicable within the allowed period of application.

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework<sup>1</sup></i>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture<sup>3</sup></i>
HKFRS 17	<i>Insurance Contracts<sup>2</sup></i>
Amendments to HKFRS 17	<i>Insurance Contracts<sup>2, 5</sup></i>
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information<sup>2</sup></i>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current<sup>2, 4</sup></i>
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies<sup>2</sup></i>
Amendments to HKAS 8	<i>Definition of Accounting Estimates<sup>2</sup></i>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction<sup>2</sup></i>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use<sup>1</sup></i>
Amendments to HKAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract<sup>1</sup></i>
<i>Annual Improvements to HKFRSs 2018-2020</i>	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41 <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2022

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2023

<sup>3</sup> No mandatory effective date yet determined but available for adoption

<sup>4</sup> As a consequence of the amendments to HKAS 1, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised in October 2020 to align the corresponding wording with no change in conclusion

<sup>5</sup> As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

Further information about those HKFRSs that are expected to be applicable to the Group is described below:

Amendments to HKFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 January 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

Amendments to HKAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently assessing the impact of the amendments on the Group's accounting policy disclosures.

Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 12 narrow the scope of the initial recognition exception so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

*Annual Improvements to HKFRSs 2018-2020* sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- *HKFRS 9 Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.
- *HKFRS 16 Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying HKFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying HKFRS 16.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Investments in associates and a joint venture

An associate is an entity in which the Group has a long-term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and a joint venture are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates and a joint venture is included in profit or loss and other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associates or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint venture are eliminated to the extent of the Group's investments in the associates or joint venture, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or a joint venture is included as part of the Group's investments in associates or a joint venture.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

### Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### **Business combinations** *(continued)*

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

### **Fair value measurement**

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

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

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

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

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### Fair value measurement *(continued)*

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

### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

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

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

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### Related parties

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

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

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

### Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### Property, plant and equipment and depreciation *(continued)*

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

Freehold land	Not depreciated
Buildings	Over the shorter of the lease terms of the relevant leasehold lands and 5%
Plant and machinery	10% to 20%
Furniture, fixtures and equipment	20%
Motor vehicles	20%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

### Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and any impairment losses.

Depreciation is calculated on the straight-line basis at 5% per annum to write off the cost of investment properties over their estimated useful lives.

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of the retirement or disposal.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### *Group as a lessee*

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

#### *(a) Right-of-use assets*

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

Leasehold land	20 to 50 years
Offices and factories	3 to 10 years

#### *(b) Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments).

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

The Group's lease liabilities are separately disclosed in the consolidated statement of financial position.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### Leases *(continued)*

#### *Group as a lessee (continued)*

##### *(c) Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases of factories and warehouses (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of factories and warehouses that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

#### *Group as a lessor*

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as an operating lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income is accounted for on a straight-line basis over the lease terms and is included in other income in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

### Investments and other financial assets

#### *Initial recognition and measurement*

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

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

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### *Investments and other financial assets (continued)*

#### *Initial recognition and measurement (continued)*

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

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

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

#### *Subsequent measurement*

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

#### *Financial assets at amortised cost (debt instruments)*

Financial assets at amortised cost are subsequently measured using the effective interest rate (“EIR”) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

#### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### Derecognition of financial assets

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

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

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

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

### Impairment of financial assets

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

#### *General approach*

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

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### *Impairment of financial assets (continued)*

#### *General approach (continued)*

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

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

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

#### *Write-off*

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

#### *Simplified approach*

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

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### Financial liabilities

#### *Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as loans and borrowings and payables, as appropriate.

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

#### *Subsequent measurement of financial liabilities at amortised cost (loans and borrowings)*

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

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

#### Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

### Derecognition of financial liabilities

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

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

### Offsetting of financial instruments

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

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

### Cash and cash equivalents

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

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

### Provisions

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

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

### Income tax

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

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

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

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### *Income tax (continued)*

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

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and a joint venture, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and a joint venture, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### Government grants

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

### Revenue recognition

#### Revenue from contracts with customers

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

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

#### *Sale of goods*

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

#### *Other income*

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

Rental income is recognised on a time proportion basis over the lease terms.

### Refund liabilities

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from a customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 30 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

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

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

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### Other employee benefits

#### Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Payments to state-managed retirement benefit schemes in jurisdictions other than Mainland China are charged as expenses when employees have rendered service entitling them to the contributions.

### Borrowing costs

Borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in note 12 to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

### Foreign currencies

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

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### *Foreign currencies (continued)*

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

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

The functional currencies of certain overseas subsidiaries, joint venture and associates are currencies other than the United States dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into United States dollar at the exchange rates prevailing at the end of the reporting period and their profit or loss is translated into United States dollar at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

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

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

#### Estimation uncertainty

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

#### *Provision for expected credit losses on trade and other receivables*

The measurement of expected credit losses under HKFRS 9 on trade and other receivables requires judgement, in particular, the estimation of the amount and timing of future cash flows when determining impairment losses, and the assessment of a significant increase in credit risk for other receivables. These estimates are affected by a number of factors, changes in which can result in different allowance amounts. As at 31 December 2021, the carrying amount of the Group's trade and other receivables was US\$371,580,000 (2020: US\$327,333,000) and the ECLs of trade and other receivables amounted to US\$11,573,000 (2020: US\$14,893,000).

The Group's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. The significant estimates involved in the determination of the inputs applied in the ECL models include: the Group's internal credit grading, which assigns probabilities of default to the individual grades; the segmentation of trade receivables based on risk characteristics of the customers and by geographical location when their ECLs are assessed on a collective basis; development of ECL models, including the various formulas and the choice of inputs over determination of loss given default of the credit exposures; determination of associations between macroeconomic scenarios and, economic inputs, such as nonfarm payroll, purchasing manager index and volatility index, and the effect on probabilities of default, exposures at default and losses given default; and selection of forward-looking macroeconomic scenarios and their probability weightings.

It has been the Group's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

#### *Write-down of inventories to net realisable value*

Management reviews the condition of inventories of the Group and writes down the carrying amounts of obsolete and slow-moving inventories items which are identified as no longer suitable for sale or use to their respective net realisable values. The Group estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions at the end of the reporting period.

The identification of obsolete and slow-moving inventory items requires the use of judgements and estimates. Where the expectation is different from the original estimate, such difference will impact on the carrying values of inventories and the write-down of inventories recognised in the periods in which such estimates have been made. The carrying amount of inventories at 31 December 2021 was US\$226,189,000 (2020: US\$184,998,000).

#### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments as follows:

- the manufacturing segment engages in the sale and manufacturing of footwear and handbag
- the retailing and wholesaling segment engages in the sale of products of self-developed brands

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit before tax except that interest income, fair value losses from the Group's financial instruments, share of profits/(losses) of a joint venture and associates as well as unallocated corporate income, expenses, gains and losses are excluded from such measurement.

Segment assets exclude, investments in a joint venture, financial assets at fair value through profit or loss, pledged deposits, and other unallocated corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank borrowings, tax payable and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

# NOTES TO FINANCIAL STATEMENTS

31 December 2021

## 4. OPERATING SEGMENT INFORMATION *(continued)*

*Year ended 31 December 2021*

	Manufacturing US\$'000	Retailing and wholesaling US\$'000	Total US\$'000
Segment revenue (note 5)			
Sales to external customers	1,524,908	15,700	1,540,608
Intersegment sales	11,040	-	11,040
	1,535,948	15,700	1,551,648
<i>Reconciliation:</i>			
Elimination of intersegment sales			(11,040)
Revenue			1,540,608
<b>Segment results</b>	118,314	(13,843)	104,471
<i>Reconciliation:</i>			
Corporate and other unallocated income and gains			13
Corporate and other unallocated expenses and losses			(8,189)
Share of result of a joint venture			6,741
Share of result of an associate			(60)
Operating profit before changes in fair value of financial instruments			102,976
Net fair value loss on financial instruments			(25)
Operating profit after changes in fair value of financial instruments			102,951
Interest income			903
Interest expense			(366)
Profit before tax			103,488
<b>Segment assets</b>	1,213,401	32,031	1,245,432
<i>Reconciliation:</i>			
Corporate and other unallocated assets			52,776
Total assets			1,298,208
<b>Segment liabilities</b>	276,111	820	276,931
<i>Reconciliation:</i>			
Corporate and other unallocated liabilities			4,556
Total liabilities			281,487
<b>Other segment information</b>			
Share of profit of a joint venture	6,741	-	6,741
Share of loss of an associate	-	(60)	(60)
Impairment of trade receivables, net	7,653	1,966	9,619
Loss on disposal of items of property, plant and equipment	6,914	-	6,914
Loss on deregistration of a subsidiary	-	2,167	2,167
Impairment of other receivables, net	6,059	1	6,060
Depreciation of property, plant and equipment	47,726	634	48,360
Depreciation of right-of-use assets	7,529	266	7,795
Write-back of inventories, net	(1,596)	(1,573)	(3,169)
Income tax expense	12,458	192	12,650
Investment in a joint venture	37,896	-	37,896
Investments in associates	-	608	608
Capital expenditure*	55,769	108	55,877

\* Capital expenditure consists of additions to property, plant and equipment, investment properties and deposits for acquisition of property, plant and equipment.

4. OPERATING SEGMENT INFORMATION *(continued)*

Year ended 31 December 2020

	Manufacturing US\$'000	Retailing and wholesaling US\$'000	Total US\$'000
<b>Segment revenue (note 5)</b>			
Sales to external customers	1,119,278	16,602	1,135,880
Intersegment sales	12,016	–	12,016
	1,131,294	16,602	1,147,896
<i>Reconciliation:</i>			
Elimination of intersegment sales			(12,016)
Revenue			1,135,880
<b>Segment results</b>	11,092	(9,424)	1,668
<i>Reconciliation:</i>			
Corporate and other unallocated income and gains			98
Corporate and other unallocated expenses and losses			(3,086)
Share of result of a joint venture			4,676
Share of results of associates			(1,218)
Operating profit before changes in fair value of financial instruments			2,138
Net fair value loss on financial instruments			(101)
Operating profit after changes in fair value of financial instruments			2,037
Interest income			740
Interest expense			(549)
Profit before tax			2,228
<b>Segment assets</b>	1,022,840	41,620	1,064,460
<i>Reconciliation:</i>			
Corporate and other unallocated assets			85,095
Total assets			1,149,555
<b>Segment liabilities</b>	172,519	10,874	183,393
<i>Reconciliation:</i>			
Corporate and other unallocated liabilities			42,323
Total liabilities			225,716
<b>Other segment information</b>			
Share of profit of a joint venture	4,676	–	4,676
Share of losses of associates	(1,247)	29	(1,218)
Impairment on trade receivables, net	3,653	(111)	3,542
Impairment on other receivables, net	2,396	4	2,400
Loss on disposal of items of property, plant and equipment	4,228	–	4,228
Loss on deregistration of subsidiaries	282	–	282
Depreciation of property, plant and equipment	42,822	292	43,114
Depreciation of right-of-use assets	5,836	266	6,102
Write-down/(write-back) of inventories, net	5,632	(4,821)	811
Income tax expense	1,120	44	1,164
Investment in a joint venture	31,155	–	31,155
Investments in associates	–	672	672
Capital expenditure	41,596	9,965	51,561

## NOTES TO FINANCIAL STATEMENTS

31 December 2021

### 4. OPERATING SEGMENT INFORMATION *(continued)*

#### Geographical information

##### (a) Revenue from external customers

	2021 US\$'000	2020 US\$'000
North America	765,257	608,331
Europe	336,866	247,915
The PRC	312,493	185,028
Asia	94,830	70,524
Other countries	31,162	24,082
	<u>1,540,608</u>	<u>1,135,880</u>

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

##### (b) Non-current assets

	2021 US\$'000	2020 US\$'000
The PRC	226,258	247,347
Bangladesh	18,616	17,039
Vietnam	159,731	150,951
Indonesia	48,608	26,102
Other countries	94,643	82,752
	<u>547,856</u>	<u>524,191</u>

The non-current asset information above is based on the locations of the assets and excludes financial assets and pledged deposits.

#### Information about major customers

Revenue derived from sales of footwear to customers which individually accounted for 10% or more of the Group's revenue is set out below:

	2021 US\$'000	2020 US\$'000
Derived from the manufacturing segment:		
Customer A	523,463	411,800
Customer B	217,352	164,213
	<u>740,815</u>	<u>576,013</u>

## 5. REVENUE

An analysis of revenue from contracts with customers is as follows:

- (i) Disaggregated revenue information  
For the year ended 31 December 2021  
Segments

	Manufacturing US\$'000	Retailing and wholesaling US\$'000	Total US\$'000
<b>Types of goods</b>			
Sales of footwear and handbag	1,524,908	15,700	1,540,608
Total revenue from contracts with customers	1,524,908	15,700	1,540,608
<b>Geographical markets</b>			
North America	765,257	–	765,257
Europe	333,799	3,067	336,866
The PRC	299,997	12,496	312,493
Asia	94,693	137	94,830
Other countries	31,162	–	31,162
Total revenue from contracts with customers	1,524,908	15,700	1,540,608
<b>Timing of revenue recognition</b>			
Goods transferred at a point in time	1,524,908	15,700	1,540,608
Total revenue from contracts with customers	1,524,908	15,700	1,540,608
<b>Revenue from contracts with customers</b>			
External customers	1,524,908	15,700	1,540,608
Intersegment sales	11,040	–	11,040
	1,535,948	15,700	1,551,648
Intersegment adjustments and eliminations	(11,040)	–	(11,040)
Total revenue from contracts with customers	1,524,908	15,700	1,540,608

# NOTES TO FINANCIAL STATEMENTS

31 December 2021

## 5. REVENUE *(continued)*

An analysis of revenue from contracts with customers is as follows: *(continued)*

(i) Disaggregated revenue information *(continued)*

For the year ended 31 December 2020

Segments

	Manufacturing US\$'000	Retailing and wholesaling US\$'000	Total US\$'000
<b>Types of goods</b>			
Sales of footwear and handbag	1,119,278	16,602	1,135,880
Total revenue from contracts with customers	<u>1,119,278</u>	<u>16,602</u>	<u>1,135,880</u>
<b>Geographical markets</b>			
North America	608,327	4	608,331
Europe	243,685	4,230	247,915
The PRC	172,828	12,200	185,028
Asia	70,356	168	70,524
Other countries	24,082	-	24,082
Total revenue from contracts with customers	<u>1,119,278</u>	<u>16,602</u>	<u>1,135,880</u>
<b>Timing of revenue recognition</b>			
Goods transferred at a point in time	1,119,278	16,602	1,135,880
Total revenue from contracts with customers	<u>1,119,278</u>	<u>16,602</u>	<u>1,135,880</u>
<b>Revenue from contracts with customers</b>			
External customers	1,119,278	16,602	1,135,880
Intersegment sales	12,016	-	12,016
	1,131,294	16,602	1,147,896
Intersegment adjustments and eliminations	(12,016)	-	(12,016)
Total revenue from contracts with customers	<u>1,119,278</u>	<u>16,602</u>	<u>1,135,880</u>

5. REVENUE *(continued)*

An analysis of revenue from contracts with customers is as follows: *(continued)*

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

*Sale of goods*

The performance obligation is satisfied upon delivery of the goods. Standard payment terms are generally 30 days and selected payment terms for customers are up to 90 days from delivery, except for new customers, where payment in advance is normally required.

6. OTHER INCOME AND OTHER LOSSES, NET

	2021 US\$'000	2020 US\$'000
<b><u>Other income</u></b>		
Rental income	3,998	3,586
Sales of scrap	1,027	1,750
Government subsidies	4,085	10,319
Others	4,487	9,083
	<u>13,597</u>	<u>24,738</u>
<b><u>Other losses, net</u></b>		
Loss on deregistration of subsidiaries	(2,167)	(282)
Loss on disposal of items of property, plant and equipment	(6,914)	(4,228)
Loss on work stoppage	(197)	(2,766)
Gain on disposal of leasehold land	–	1,465
Gain on early termination of leases	118	6
Foreign exchange differences, net	94	(3,420)
	<u>(9,066)</u>	<u>(9,225)</u>
<b><u>Interest income</u></b>		
Bank interest income	376	420
Interest income from overdue trade receivables	338	–
Interest income from financial assets at fair value through profit or loss	189	320
	<u>903</u>	<u>740</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2021

### 7. FINANCE COSTS

An analysis of finance costs is as follows:

	2021 US\$'000	2020 US\$'000
Interest on bank loans	176	291
Interest on lease liabilities	190	258
	<u>366</u>	<u>549</u>

### 8. PROFIT BEFORE TAX

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

	<i>Notes</i>	2021 US\$'000	2020 US\$'000
Cost of inventories sold		1,226,930	933,407
Depreciation of property, plant and equipment	14	48,360	43,114
Depreciation of investment properties	15	835	723
Depreciation of right-of-use assets	16(a), 16(c)	7,795	6,102
Research and development costs		42,381	44,394
Lease payments not included in the measurement of lease liabilities	16(c)	542	730
Auditors' remuneration		583	564
Employee benefit expenses (excluding directors' and chief executive's remuneration (note 10)):			
Wages and salaries		372,158	282,361
Provision for/(reversal of provision for) equity-settled share option expense		4,088	(123)
Pension scheme contributions*		122	734
Severance pay and other related costs		5,695	52,452
		<u>382,063</u>	<u>335,424</u>

\* There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

8. PROFIT BEFORE TAX *(continued)*

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

		2021 US\$'000	2020 US\$'000
Impairment of financial assets:			
Provision for impairment of trade receivables, net	22	9,619	3,542
Provision for impairment of other receivables, net	23	6,060	2,400
		<u>15,679</u>	<u>5,942</u>
Fair value loss on financial assets at fair value through profit or loss, net		<u>25</u>	<u>101</u>
Loss on deregistration of subsidiaries		2,167	282
Loss on disposal of items of property, plant and equipment		6,914	4,228
(Write-back)/write-down of inventories, net		(3,169)	811
Gain on early termination of leases		(118)	(6)
Foreign exchange differences, net		(94)	3,420
Gain on disposal of leasehold land		–	(1,465)

9. INCOME TAX

Tax on profits assessable in Mainland China has been calculated at the applicable PRC corporate income tax ("CIT") rate of 25% (2020: 25%) during the year.

Hong Kong profits tax has been provided at the rate of 16.5% (2020: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2020: HK\$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% (2020: 8.25%) and the remaining assessable profits are taxed at 16.5% (2020: 16.5%).

Macau Complementary Tax has been provided at the rate of 12% (2020: 12%) on the assessable profits arising in Macau during the year. Pursuant to the Decree Law No. 58/99/M, Chapter 2, Article 12, dated 18 October 1999, Stella International Trading (Macao Commercial Offshore) Limited ("SIT (MCO)"), a wholly-owned subsidiary of the Group, was entitled to the exemption of Macau Complementary Tax, which was valid up to 31 December 2020.

## NOTES TO FINANCIAL STATEMENTS

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### 9. INCOME TAX *(continued)*

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

	2021 US\$'000	2020 US\$'000
Current – PRC		
Charge for the year	8,266	5,548
Underprovision/(overprovision) in prior years	346	(4,634)
Current – Hong Kong		
Charge for the year	33	7
Overprovision in prior years	–	(20)
Current – Macau		
Charge for the year	3,621	–
Current – Elsewhere		
Charge for the year	384	238
Underprovision in prior years	–	25
	<u>12,650</u>	<u>1,164</u>

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the jurisdictions in which the majority of its subsidiaries are domiciled is as follows:

	2021 US\$'000	2020 US\$'000
Profit before tax	<u>103,488</u>	<u>2,228</u>
Tax at the statutory tax rate at 25% (2020: 25%)	25,872	557
Lower tax rates for subsidiaries operating in other jurisdictions	(5,838)	1,475
Adjustments in respect of current tax of previous periods	346	(4,629)
Profits and losses attributable to a joint venture and associates	(1,670)	(889)
Income not subject to tax	(7,960)	(2,477)
Expenses not deductible for tax	1,994	6,972
Tax losses utilised from previous periods	(95)	–
Tax losses not recognised	<u>1</u>	<u>155</u>
Income tax expense	<u>12,650</u>	<u>1,164</u>

## 9. INCOME TAX *(continued)*

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

At 31 December 2021, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in the PRC. In the opinion of the directors, the Group will retain all of the distributable profits of the subsidiaries in the PRC for its operation in Mainland China and no dividend will be declared in foreseeable future. Hence, no provision for withholding tax was made. The aggregate amount of temporary differences associated with investments in subsidiaries in the PRC for which deferred tax liabilities have not been recognised totalled approximately US\$84,719,000 at 31 December 2021 (2020: US\$49,806,000).

The Group has tax losses arising in Hong Kong of US\$2,536,000 (2020: US\$2,528,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in Mainland China of US\$19,403,000 (2020: US\$19,784,000) that will expire in 1 to 5 years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

## 10. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

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

	2021 US\$'000	2020 US\$'000
Fees	699	693
Other emoluments:		
Salaries, allowances and benefits in kind	490	474
Performance related bonuses*	1,900	250
Equity-settled share option expense	310	13
Pension scheme contributions	–	–
	<u>2,700</u>	<u>737</u>
	<u>3,399</u>	<u>1,430</u>

\* Certain executive directors of the Company were entitled to bonus payments which are determined with reference to the financial performance of the Group and were first reviewed by the remuneration committee of the board of directors ("Board") and then approved by the Board for the years ended 31 December 2020 and 2021.

**10. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION** *(continued)*

A director was granted share options, in respect of his services to the Group, under the share option scheme of the Company, further details of which are set out in note 30 to the financial statements. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

**(a) Independent non-executive directors**

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

	2021 US\$'000	2020 US\$'000
Mr. Chen Johnny	66	66
Mr. Bolliger Peter	58	58
Mr. Chan Fu Keung, William	72	72
Mr. Yue Chao-Tang, Thomas	73	73
Mr. Lian Jie	57	57
Ms. Shi Nan Sun	49	49
	<u>375</u>	<u>375</u>

There was no other emolument payable to the independent non-executive directors during the year (2020: Nil).

10. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(b) Executive director, non-executive directors and the chief executive

	Fees US\$'000	Salaries, allowances and benefits in kind US\$'000	Performance related bonuses US\$'000	Equity-settled share option expense US\$'000	Pension scheme contributions US\$'000	Total remuneration US\$'000
2021						
Executive director: Mr. Chen Li-Ming, Lawrence	42	77	400	-	-	519
Non-Executive directors: Mr. Chiang Jeh-Chung, Jack	120	-	-	-	-	120
Mr. Chao Ming-Cheng, Eric	120	-	-	-	-	120
	240	-	-	-	-	240
Chief executive: Mr. Chi Lo-Jen	42	413	1,500	310	-	2,265
	324	490	1,900	310	-	3,024
2020						
Executive director: Mr. Chen Li-Ming, Lawrence	43	62	-	-	-	105
Non-Executive directors: Mr. Chiang Jeh-Chung, Jack	120	-	-	-	-	120
Mr. Chao Ming-Cheng, Eric	112	-	-	-	-	112
	232	-	-	-	-	232
Chief executive: Mr. Chi Lo-Jen	43	412	250	13	-	718
	318	474	250	13	-	1,055

During the year, no remuneration was paid by the Group to any of these directors as an inducement to join or upon joining the Group, or as a compensation for loss of office (2020: Nil). There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2020: Nil).

Subsequent to the year ended 31 December 2021, Mr. Gillman Charles Christopher and Mr. Chiang Yi-Min, Harvey were appointed as executive directors of the Company on 17 March 2022.

## NOTES TO FINANCIAL STATEMENTS

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### 11. EMPLOYEES' EMOLUMENTS

The five highest paid employees during the year included one (2020: two) director, details of whose remuneration are set out in note 10 above. Details of the remuneration for the year of the remaining four (2020: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2021 US\$'000	2020 US\$'000
Salaries, allowances and benefits in kind	768	773
Performance related bonuses	2,104	110
Pension scheme contributions	6	2
Equity-settled share option expense	110	–
	<u>2,988</u>	<u>885</u>

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

	Number of employees	
	2021	2020
HK\$2,000,001 to HK\$2,500,000	–	2
HK\$2,500,001 to HK\$3,000,000	–	1
HK\$4,000,001 to HK\$4,500,000	1	–
HK\$5,500,001 to HK\$6,000,000	2	–
HK\$7,500,001 to HK\$8,000,000	1	–
	<u>4</u>	<u>3</u>

## 11. EMPLOYEES' EMOLUMENTS *(continued)*

During the year, none of the senior management (2020: nil) of the Group was a director of the Company and one of the senior management (2020: three) of the Group was the top five highest paid individuals. The emoluments of five (2020: five) individuals of senior management of the Group during the year, disclosed pursuant to the Listing Rules, were within the following bands:

	Number of employees	
	2021	2020
HK\$1,500,001 to HK\$2,000,000	–	1
HK\$2,000,001 to HK\$2,500,000	1	2
HK\$2,500,001 to HK\$3,000,000	–	1
HK\$3,000,001 to HK\$3,500,000	–	1
HK\$3,500,001 to HK\$4,000,000	1	–
HK\$5,000,001 to HK\$5,500,000	2	–
HK\$7,500,001 to HK\$8,000,000	1	–
	<u>5</u>	<u>5</u>

## 12. DIVIDENDS

	2021 US\$'000	2020 US\$'000
Interim – HK21 cents (2020: Nil) per ordinary share	21,409	–
Final declared and paid – Nil (2020: HK45 cents per ordinary share for 2019)	–	46,137
	<u>21,409</u>	<u>46,137</u>

A final dividend of HK56 cents per share amounting to approximately HK\$444,628,000 (equivalent to US\$56,843,000) in respect of the year ended 31 December 2021 (2020: Nil) has been proposed by the directors and is subject to approval by the shareholders at the forthcoming annual general meeting.

## NOTES TO FINANCIAL STATEMENTS

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### 13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 791,946,897 (2020: 792,999,202) in issue during the year.

The calculation of the diluted earnings per share amounts for the years ended 31 December 2021 and 2020 is based on the profit for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares in issue during the year, as used in the calculation is the number of ordinary shares used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings per share are based on:

	2021 US\$'000	2020 US\$'000
Profit attributable to ordinary equity holder of the parent, used in the basic and diluted earnings per share calculations	89,694	1,685
	Number of shares	
	2021	2020
<u>Shares</u>		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	791,946,897	792,999,202
Effect of dilution – weighted average number of ordinary shares: Share options	1,605,207	3,012
	793,552,104	793,002,214

## 14. PROPERTY, PLANT AND EQUIPMENT

	Freehold land US\$'000	Buildings US\$'000	Plant and machinery US\$'000	Furniture, fixtures and equipment US\$'000	Motor vehicles US\$'000	Construction in progress US\$'000	Total US\$'000
At 1 January 2020,							
net of accumulated depreciation	6,576	208,897	125,909	27,407	2,507	28,997	400,293
Additions	802	5,196	16,209	4,099	155	23,843	50,304
Depreciation provided during the year	–	(15,874)	(19,556)	(7,093)	(591)	–	(43,114)
Transfers	–	33,480	1,706	(281)	54	(34,959)	–
Disposals/write-off	–	(2,454)	(5,293)	(716)	(144)	(403)	(9,010)
Acquisition of a subsidiary (note 31)	–	655	299	201	–	–	1,155
Exchange realignment	192	8,947	2,223	(41)	257	401	11,979
At 31 December 2020 and 1 January 2021,							
net of accumulated depreciation	7,570	238,847	121,497	23,576	2,238	17,879	411,607
Additions	–	5,791	21,164	3,192	509	21,685	52,341
Depreciation provided during the year	–	(20,694)	(21,642)	(5,256)	(768)	–	(48,360)
Transfers	–	25,826	5,503	1,739	353	(33,421)	–
Disposals/write-off	–	(1,286)	(3,920)	(1,996)	(202)	–	(7,404)
Exchange realignment	173	12,627	(1,038)	(8,907)	(377)	(404)	2,074
At 31 December 2021, net of accumulated depreciation and impairment	7,743	261,111	121,564	12,348	1,753	5,739	410,258
At 1 January 2020:							
Cost	6,576	327,559	255,164	73,813	8,558	28,997	700,667
Accumulated depreciation	–	(118,662)	(129,255)	(46,406)	(6,051)	–	(300,374)
Net carrying amount	6,576	208,897	125,909	27,407	2,507	28,997	400,293
At 31 December 2020 and 1 January 2021:							
Cost	7,570	374,521	249,437	73,677	8,026	17,879	731,110
Accumulated depreciation	–	(135,674)	(127,940)	(50,101)	(5,788)	–	(319,503)
Net carrying amount	7,570	238,847	121,497	23,576	2,238	17,879	411,607
At 31 December 2021:							
Cost	7,743	431,336	257,468	39,725	6,721	5,739	748,732
Accumulated depreciation and impairment	–	(170,225)	(135,904)	(27,377)	(4,968)	–	(338,474)
Net carrying amount	7,743	261,111	121,564	12,348	1,753	5,739	410,258

At 31 December 2021, certain of the Group's freehold land and buildings with net carrying amounts of approximately US\$4,002,000 and US\$1,919,000, respectively (2020: US\$3,887,000 and US\$1,943,000) were pledged to secure general banking facilities granted to the Group (note 27).

## NOTES TO FINANCIAL STATEMENTS

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### 15. INVESTMENT PROPERTIES

	2021 US\$'000	2020 US\$'000
Carrying amount at 1 January	5,009	5,178
Additions	170	226
Depreciation provided during the year	(835)	(723)
Exchange realignment	111	328
Carrying amount at 31 December	4,455	5,009

The Group's investment properties consist of 10 (2020: 10) industrial properties in the PRC and are depreciated on a straight-line basis at 5% per annum. The Group's investment properties were valued on 31 December 2021 based on valuations performed by Roma Appraisals Limited, an independent professionally qualified valuer, at US\$42,399,000 (2020: US\$38,646,000). Each year, management decides to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Management has discussions with the valuer on the valuation assumptions and valuation results when the valuation is performed for annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 16 to the financial statements.

#### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the fair value disclosed above:

	<u>Fair value measurement as at 31 December 2021 using</u>			Total US\$'000
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	
Industrial properties	–	–	42,399	42,399

15. INVESTMENT PROPERTIES *(continued)*

Fair value hierarchy *(continued)*

	Fair value measurement as at 31 December 2020 using			Total US\$'000
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	
Industrial properties	–	–	38,646	38,646

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2020: Nil).

The Group has determined that the highest and best use of the industrial properties at the measurement date is their current use.

The fair value was determined based on the discounted cash flow method. Under the discounted cash flow method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a property interest. A market-derived discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the assets. The exit yield is normally separately determined and differs from the discount rate.

16. LEASES

**The Group as a lessee**

The Group has lease contracts for offices and factories used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 24 to 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of offices and factories generally have lease terms between 3 years and 10 years (2020: between 1 year and 10 years). Other equipment generally has lease terms of 12 months or less and/or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside of the Group.

# NOTES TO FINANCIAL STATEMENTS

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## 16. LEASES (continued)

### The Group as a lessee (continued)

#### (a) Right-of-use assets

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

	Leasehold lands US\$'000	Offices and factories US\$'000	Total US\$'000
As at 1 January 2020	28,890	6,668	35,558
Additions	244	17,684	17,928
Disposal	(2,348)	–	(2,348)
Early termination	–	(111)	(111)
Depreciation provided for the year	(1,273)	(4,829)	(6,102)
Exchange realignment	648	–	648
As at 31 December 2020 and 1 January 2021	26,161	19,412	45,573
Additions	–	8,930	8,930
Acquisition of a subsidiary	45,000	–	45,000
Early termination	–	(1,578)	(1,578)
Depreciation provided for the year	(2,186)	(5,609)	(7,795)
Exchange realignment	268	–	268
As at 31 December 2021	69,243	21,155	90,398

#### (b) Lease liabilities

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

	2021 US\$'000	2020 US\$'000
Carrying amount at 1 January	19,660	6,572
New leases	8,930	17,684
Accretion of interest recognised during the year	190	258
Early termination	(1,696)	(117)
Payments	(5,799)	(4,737)
Carrying amount at 31 December	21,285	19,660
Analysed into:		
Current portion	4,809	4,438
Non-current portion	16,476	15,222
Carrying amount at 31 December	21,285	19,660

16. LEASES (continued)

The Group as a lessee (continued)

(b) Lease liabilities (continued)

The maturity analysis of lease liabilities is as follows:

	2021 US\$'000	2020 US\$'000
Analysed into:		
Within one year or on demand	4,809	4,438
In the second year	4,726	4,291
In the third to fifth years, inclusive	10,318	8,979
Beyond five years	1,432	1,952
	<u>21,285</u>	<u>19,660</u>

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

	2021 US\$'000	2020 US\$'000
Interest on lease liabilities	190	258
Depreciation charge of right-of-use assets	7,795	6,102
Expense relating to short-term leases		
– cost of sales	479	669
Expense relating to leases of low-value assets		
– administrative expenses	63	61
	<u>8,527</u>	<u>7,090</u>
Total amount recognised in profit or loss	<u>8,527</u>	<u>7,090</u>

The Group as a lessor

The Group leases its investment properties (note 15) consisting of 10 (2020: 10) industrial properties in the PRC under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits. Rental income recognised by the Group during the year was US\$3,998,000 (2020: US\$3,586,000), details of which are included in note 6 to the financial statements.

## NOTES TO FINANCIAL STATEMENTS

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### 16. LEASES (continued)

#### The Group as a lessor (continued)

At the end of the reporting period, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	2021 US\$'000	2020 US\$'000
Within 1 year	3,567	4,184
After 1 year but within 2 years	3,415	3,279
After 2 years but within 3 years	3,623	3,439
After 3 years but within 4 years	3,375	3,471
After 4 years but within 5 years	2,498	3,237
After 5 years	8,232	10,867
	<u>24,710</u>	<u>28,477</u>

### 17. INVESTMENT IN A JOINT VENTURE

	2021 US\$'000	2020 US\$'000
Share of net assets	<u>37,896</u>	<u>31,155</u>

The Group's trade payable balance due to the joint venture is disclosed in note 25 to the financial statements.

Particulars of the Group's joint venture are as follows:

Name	Particulars of issued shares held	Place of registration and business	Percentage of			Principal activity
			Ownership interest	Voting power	Profit sharing	
Bay Footwear Limited ("Bay Footwear")	Registered capital of 219,924 shares	Bangladesh	49	50	49	Manufacturing of footwear

The Group's shareholding in the joint venture is held through wholly-owned subsidiaries of the Company.

Bay Footwear, which is considered a material joint venture of the Group, acts as the Group's manufacturer of quality footwear products in Bangladesh and is accounted for using the equity method.

17. INVESTMENT IN A JOINT VENTURE *(continued)*

The following table illustrates the summarised financial information in respect of Bay Footwear adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

	2021 US\$'000	2020 US\$'000
Cash and bank balances	12,647	12,010
Other current assets	144,809	103,702
Current assets	157,456	115,712
Non-current assets	19,112	17,722
Trade and other payables	(99,230)	(69,853)
Current liabilities	(99,230)	(69,853)
Net assets	77,338	63,581
Reconciliation to the Group's interest in the joint venture:		
Proportion of the Group's ownership	49%	49%
Carrying amount of the investment	37,896	31,155
Revenue	90,708	69,572
Depreciation and amortisation	(1,751)	(1,600)
Interest expenses	(342)	(293)
Profit for the year	13,757	9,543
Total comprehensive income for the year	13,757	9,543

## NOTES TO FINANCIAL STATEMENTS

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### 18. INVESTMENTS IN ASSOCIATES

	2021 US\$'000	2020 US\$'000
Share of net assets	608	672

The Group's trade receivable balances with the associates are disclosed in note 22 to the financial statements.

Particulars of the Group's associates are as follows:

Name	Particulars of issued shares held	Place of incorporation/ registration and business	Percentage of ownership interest attributable to the Group	Principal activities
Xinji Baodefu Leather Co., Ltd. ("Baodefu")	Ordinary shares	The PRC/ Mainland China	60	Manufacturing and sale of leather products and footwear
Couture Accessories Holding Limited ("CAH")	Ordinary shares	BVI	40	Footwear wholesaling
Couture Accessories Limited ("CAL")	Ordinary shares	Hong Kong	40	Footwear wholesaling

The Group's shareholdings in the associates are held through wholly-owned subsidiaries of the Company.

The Group has discontinued the recognition of its share of losses of Baodefu and CAH because the share of losses of the associates exceeded the Group's interest in the associates and the Group has no obligation to take up further losses. The amounts of the Group's unrecognised share of losses of these associates for the current year and cumulatively were US\$2,828,000 (2020: US\$2,046,000) and US\$5,818,000 (2020: US\$2,990,000), respectively.

## 18. INVESTMENTS IN ASSOCIATES *(continued)*

The following table illustrates the financial information of CAL that is not individually material:

	2021 US\$'000	2020 US\$'000
Share of the associate's (loss)/profit for the year	(60)	29
Share of the associate's other comprehensive (loss)/income	(4)	47
Share of the associate's total comprehensive (loss)/income	(64)	76
Carrying amount of the Group's investment in the associate	608	672

## 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	<i>Notes</i>	2021 US\$'000	2020 US\$'000
Unlisted preferred shares, at fair value	<i>(a)</i>	10,000	–
Listed debt investments, at fair value	<i>(b)</i>	63	88
		10,063	88
Non-current assets		10,000	–
Current assets		63	88
		10,063	88

*Notes:*

- (a) On 30 September 2021, the Group purchased 3,252,561 series B preferred shares with conversion right of an unlisted company which was incorporated in the Cayman Island with a principal activity of fashion development at a consideration of US\$10,000,000.

The investment was classified as financial asset at fair value through profit or loss and measured at fair value at initial recognition and at the end of each reporting period. Management considered the investment would not be convertible within 12-month and classified it as non-current asset. During the year ended 31 December 2021, no fair value changes was recognised in profit or loss.

- (b) The above debt investments were classified as financial assets at fair value through profit or loss as they were held for trading.

## NOTES TO FINANCIAL STATEMENTS

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### 20. DEPOSIT FOR ACQUISITION OF A SUBSIDIARY

On 6 August 2020, Subra Footwear Company Limited, a wholly-owned subsidiary of the Group, entered into a share purchase agreement to acquire 60% of the issued share capital of JW FDN, which is a company incorporated in British Virgin Islands and is an investment holding company. JW FDN indirectly holds 94% of the issued shares in PT Tyfountex Indonesia, which is a company incorporated in Indonesia and holds a textile and garment manufacturing facility and the land use rights in respect of a parcel of land in Indonesia. The total consideration amounted to US\$27,000,000. The consideration for the acquisition was funded by a combination of internal resources of the Group and the committed external financing from banks. During the year ended 31 December 2021, the transactions have completed. Upon completion of the acquisition, JW FDN became a non-wholly-owned subsidiary of the Group and the financial statements of JW FDN were consolidated into the financial statements of the Group.

### 21. INVENTORIES

	2021 US\$'000	2020 US\$'000
Raw materials	59,816	46,306
Work in progress	62,613	46,956
Finished goods	103,760	91,736
	<u>226,189</u>	<u>184,998</u>

### 22. TRADE RECEIVABLES

	2021 US\$'000	2020 US\$'000
Trade receivables	339,082	275,437
Impairment	(10,538)	(10,128)
	<u>328,544</u>	<u>265,309</u>

The Group's trading terms with its customers are mainly on credit. The standard payment terms are generally 30 days and selected customers up to 90 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of customers, there is no significant concentration of credit risk. The Group does not hold any collateral over its trade receivable balances. Trade receivables are non-interest-bearing except for certain overdue trade receivables on selected customers at annual interest rate of 5%.

Included in the Group's trade receivables are amounts due from the Group's associates of US\$50,489,000 (2020: US\$57,699,000), with provision for expected credit losses amounting to US\$9,736,000 (2020: US\$2,048,000), which are repayable on credit terms similar to those offered to the major customers of the Group.

22. TRADE RECEIVABLES *(continued)*

An ageing analysis of the trade receivables as at the end of each reporting period, based on the invoice date and net of loss allowance, is as follows:

	2021 US\$'000	2020 US\$'000
Within 1 month	141,809	166,522
1 to 2 months	84,689	55,682
2 to 3 months	43,508	20,741
3 to 6 months	23,542	13,014
6 to 12 months	13,880	8,064
Over 1 year	21,116	1,286
	<u>328,544</u>	<u>265,309</u>

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

	2021 US\$'000	2020 US\$'000
At beginning of year	10,128	6,742
Impairment losses, net (note 8)	9,619	3,542
Amount written off as uncollectible	(9,209)	(156)
At end of year	<u>10,538</u>	<u>10,128</u>

An impairment analysis is performed at each reporting date by assigning an internal credit rating with reference to the historical record of the Group and comparing it with comparable companies with published credit ratings to determine the probability of default. Loss given default is estimated based on market information and is adjusted to reflect the effect of credit enhancement and other information of the specific debtors. The loss rate is then adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. Generally, trade receivables are written off if past due for more than 1 year and are not subject to enforcement activity.

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### 22. TRADE RECEIVABLES (continued)

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

	Notes	Expected credit loss rate* %	Gross carrying amount US\$'000	Expected credit losses US\$'000
<b>As at 31 December 2021</b>				
<i>Class of credit rating</i>				
Class 1 to Class 3	(i) to (iii)	0.05-0.45	311,666	325
Class 4	(iv)	17.07-36.02	26,874	9,678
Class 5	(v)	92.22-100.00	542	535
<b>Total</b>			<b>339,082</b>	<b>10,538</b>
<b>As at 31 December 2020</b>				
<i>Class of credit rating</i>				
Class 1 to Class 3	(i) to (iii)	0.03-1.04	230,332	–
Class 4	(iv)	0.77	34,853	1,906
Class 5	(v)	60.23-100.00	10,252	8,222
<b>Total</b>			<b>275,437</b>	<b>10,128</b>

\* The range of the expected credit loss rate is due to different geographical locations of the customers.

**Notes:**

- (i) Class 1 customers maintain active business with the Group and have a good repayment history. Receivables were not yet past due.
- (ii) Class 2 customers have no recent transactions with the Group but have a good repayment history. Receivables were not yet past due.
- (iii) Class 3 customers have past due receivables but the Group expects that the receivables can be recovered.
- (iv) Class 4 customers have past due receivables and the Group expects higher risk of irrecoverability for the receivables.
- (v) Class 5 customers have past due receivables and the Group has substantial evidence of irrecoverability for the receivables.

23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2021 US\$'000	2020 US\$'000
<b>Current</b>		
Prepayments	1,429	3,721
Deposits	454	557
Other receivables	44,071	66,789
	45,954	71,067
Loss allowance	(1,035)	(4,765)
	44,919	66,302

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

	2021 US\$'000	2020 US\$'000
At beginning of year	4,765	5,767
Impairment losses, net (note 8)	6,060	2,400
Amounts written off as uncollectible	(9,790)	(3,402)
At end of year	1,035	4,765

Deposits and other receivables mainly represent rental deposits and receivables from third parties. Where applicable, an impairment analysis is performed at each reporting date by considering the probability of default based on the historical record of the Group and the loss given default based on geographical locations. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

Classes of credit rating are defined in note 22 to the financial statement, and the credit risk exposure on the Group's other receivables was as follows:

	Expected credit loss rate %	Gross carrying amount US\$'000	Expected credit losses US\$'000
As at 31 December 2021			
<i>Class of credit rating</i>			
Class 1 to Class 3	2.48	44,060	1,029
Class 5	64.74	11	6
<b>Total</b>		44,071	1,035

## NOTES TO FINANCIAL STATEMENTS

31 December 2021

### 23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES *(continued)*

	Expected credit loss rate %	Gross carrying amount US\$'000	Expected credit losses US\$'000
As at 31 December 2020			
<i>Class of credit rating</i>			
Class 1 to Class 3	3.55	62,957	1,101
Class 5	60.23-100	3,832	3,664
<b>Total</b>		<b>66,789</b>	<b>4,765</b>

### 24. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	Note	2021 US\$'000	2020 US\$'000
Cash and bank balances		92,835	85,176
Time deposits		47,802	23,491
		140,637	108,667
Less: Pledged time deposits:			
Pledged for long term bank loans	27(b)	(5,467)	–
<b>Cash and cash equivalents</b>		<b>135,170</b>	<b>108,667</b>

At the end of the reporting period, the Group's cash and bank balances denominated in Renminbi ("RMB") amounted to US\$29,388,000 (2020: US\$39,966,000). The RMB is not freely convertible into other currencies, however, under China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between 1 day and 3 months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

## 25. TRADE PAYABLES

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

	2021 US\$'000	2020 US\$'000
Within 1 month	67,771	59,412
1 to 2 months	12,213	10,991
Over 2 months	8,640	6,877
	<u>88,624</u>	<u>77,280</u>

Included in the trade payables are trade payables of US\$25,924,000 (2020: US\$20,286,000) due to a joint venture which are repayable within 90 days, which represents credit terms similar to those offered by the joint venture to its major customers.

Trade payables are non-interest-bearing and are normally settled on a credit term of 60 days.

## 26. OTHER PAYABLES AND ACCRUALS

	<i>Notes</i>	2021 US\$'000	2020 US\$'000
Other payables	<i>(a)</i>	42,831	28,143
Accruals		82,124	58,371
Financial guarantee contracts	<i>(b)</i>	–	395
		<u>124,955</u>	<u>86,909</u>

*Notes:*

- (a) Other payables are non-interest-bearing and have an average credit term of 3 months.
- (b) The financial guarantee contracts represent guarantees given to a bank in connection with facilities granted to an associate. The associate's banking facilities granted by the bank were US\$15,000,000, of which US\$5,000,000 was utilised by the associate as at 31 December 2020. The associate's banking facilities were terminated as at 31 December 2021. As at 31 December 2021, the Group did not hold any collateral or other credit enhancements over the guarantees.

The Group does not provide financial guarantees except for limited circumstances. All guarantees are approved by the Group's Chief Financial Officer.

# NOTES TO FINANCIAL STATEMENTS

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## 27. INTEREST-BEARING BANK BORROWINGS

	31 December 2021			31 December 2020		
	Effective interest rate (%)	Maturity	US\$'000	Effective interest rate %	Maturity	US\$'000
<b>Current</b>						
Bank loans – secured	0.97	2022	265	0.92	2021	2,893
			<u>265</u>			<u>2,893</u>
<b>Non-current</b>						
Bank loans – secured	0.97-2.85	2023-2028	7,449	-	-	-
			<u>7,714</u>			<u>2,893</u>

The maturity of the above bank borrowings is as follows:

	2021 US\$'000	2020 US\$'000
Analysed into:		
Bank loans:		
Within one year or on demand	265	2,893
In the second year	265	-
In the third to fifth years, inclusive	5,794	-
Beyond five years	1,390	-
	<u>7,714</u>	<u>2,893</u>

Notes:

- As at 31 December 2021, bank borrowings of US\$2,714,000 (2020: US\$2,893,000) are denominated in NTD and US\$5,000,000 (2020: Nil) are denominated in US\$.
- The Group's bank borrowings are secured by mortgages over the Group's freehold land, buildings and pledged deposits, which had aggregate carrying values at the end of the reporting period of approximately US\$4,002,000, US\$1,919,000 and US\$5,467,000 (2020: US\$3,887,000, US\$1,943,000 and nil), respectively.
- As at 31 December 2021, the Group had available and unutilised facilities from banks of US\$270,648,000 (2020: US\$277,286,000).

## 28. SHARE CAPITAL

	2021 US\$'000	2020 US\$'000
Authorised:		
5,000,000,000 ordinary shares of HK\$0.1 each	63,975	63,975
Issued and fully paid:		
793,978,500 (2020: 794,780,500) ordinary shares of HK\$0.1 each	10,155	10,165

A summary of movements in the Company's share capital is as follows:

	Number of shares in issue	Share capital US\$'000
At 1 January 2020, 31 December 2020 and 1 January 2021	794,780,500	10,165
Share options exercised (Note (a))	900,000	12
Shares cancelled (Note (b))	(1,702,000)	(22)
At 31 December 2021	793,978,500	10,155

Note:

- (a) During the year ended 31 December 2021, the subscription rights attaching to 900,000 share options were exercised at the subscription price of HK\$8.71 per share (note 30), resulting in the issue of 900,000 shares for a total cash consideration, before expenses of US\$1,006,000. An amount of US\$12,000 and US\$1,096,000 were transferred from the share option reserve to share capital and share premium upon the exercise of the share options.
- (b) During the year ended 31 December 2021, the Company repurchased its own shares through the Stock Exchange as follows:

	Number of shares	Highest price per share HK\$	Lowest price per share HK\$	Aggregate consideration paid US\$'000
5 January 2021	4,000	9.00	9.00	5
6 January 2021	4,500	9.00	9.00	5
3 May 2021	75,000	9.49	9.46	92
4 May 2021	380,500	9.49	9.48	466
5 May 2021	2,500	9.49	9.49	3
1 June 2021	23,500	9.49	9.49	30
10 June 2021	574,500	9.49	9.38	700
	1,064,500			1,301

During the year ended 31 December 2021, the Company has cancelled 1,702,000 shares, comprised of 1,064,500 shares repurchased in current year and 637,500 shares repurchased for US\$740,000 in year ended 31 December 2020. As at 31 December 2021, there were no outstanding repurchased shares not yet cancelled.

## 29. SHARE PREMIUM AND RESERVES

The amounts of the Group's reserves and the movements therein for the reporting period are presented in the consolidated statement of changes in equity on page 102 of the financial statements.

- (a) The merger reserve represents the difference between the nominal value of the share capital issued by the Company and the share premium and the nominal value of the share capital of (i) Stella International Limited ("Stella International"), (ii) Stella International Marketing Company Limited and (iii) Stella Luna Sol Limited pursuant to a group reorganisation to rationalise the structure of the Group in preparation for the listing of the Company in 2007.
- (b) The capital reserve represents the contribution by certain shareholders related to equity-settled share-based payments to employees of the Group during the year ended 31 December 2017.
- (c) The capital redemption reserve represents the nominal value of repurchased shares which were cancelled during the year ended 31 December 2008.

## 30. SHARE-BASED PAYMENTS TRANSACTIONS

### Long term incentive scheme

The Company's former long term incentive scheme (the "2007 Scheme") was conditionally approved by a written resolution of the shareholders passed on 15 June 2007 and was adopted by a resolution of the Board passed on 15 June 2007 for the primary purpose of providing incentives to, among other participants, directors and eligible employees, and expired on 5 July 2017. Under the 2007 Scheme, the Board might grant an award either by way of option, to subscribe shares of the Company, an award of shares or a grant of a conditional right to acquire shares, to eligible participants.

Pursuant to the terms of the 2007 Scheme, the Company appointed a trustee, Teeroy Limited (the "Trustee"), for the purpose of administering awards of Restricted Unit Awards under the 2007 Scheme. As at 31 December 2021, the Trustee maintained a pool of 1,778,000 (31 December 2020: 1,778,000) shares (the "Entrusted Shares") on trust for the Company and it will, at the direction of the Company, transfer, assign or otherwise deal with the Entrusted Shares, provided that no Entrusted Shares may be transferred to the Company unless in compliance with the applicable laws and regulations (including the Code of Share Repurchase) and that the Trustee is not required to exercise the voting rights attaching to the Entrusted Shares.

On 17 March 2017, a total of 27,970,000 share options were granted under the 2007 Scheme. Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The vesting of the share options on a particular vesting date is conditional upon satisfaction of certain conditions, including (1) the net profit ratio and the revenue growth ratio of the Group for the financial year immediately preceding the relevant vesting date shall meet the targets as prescribed by the Board for the relevant financial year; and (2) the relevant grantee shall obtain the grade prescribed in the performance appraisal to be conducted and completed by management before the relevant vesting date in respect of the work performance of the relevant grantee in the financial year immediately preceding that vesting date.

30. SHARE-BASED PAYMENTS TRANSACTIONS (continued)

Long term incentive scheme (continued)

Details of the share options granted and outstanding under the 2007 Scheme during the year were as follows:

	Share options	Date of grant	Exercise price HK\$	Vesting date	Exercise period	Outstanding as at 1.1.2020	Exercised during the year	Forfeited/lapsed during the year	Outstanding as at 31.12.2020	Forfeited/lapsed during the year	Outstanding as at 31.12.2021
Director											
Mr. Chi Lo-Jen	2017-A	17.3.2017	11.48	16.3.2018	16.3.2018 to 16.3.2023	-	-	-	-	-	-
	2017-B	17.3.2017	11.48	22.3.2019	22.3.2019 to 16.3.2023	341,750	-	-	341,750	-	341,750
	2017-C	17.3.2017	11.48	20.3.2020	20.3.2020 to 16.3.2023	683,500	-	-	683,500	-	683,500
	2017-D	17.3.2017	11.48	19.3.2021	19.3.2021 to 16.3.2023	683,500	-	(683,500)	-	-	-
	2017-E	17.3.2017	11.48	2022 vesting date <sup>#</sup>	2022 vesting date <sup>#</sup> to 16.3.2023	683,500	-	-	683,500	-	683,500
						2,392,250	-	(683,500)	1,708,750	-	1,708,750
Employees and other eligible participants:											
In aggregate	2017-A	17.3.2017	11.48	16.3.2018	16.3.2018 to 16.3.2023	-	-	-	-	-	-
	2017-B	17.3.2017	11.48	22.3.2019	22.3.2019 to 16.3.2023	1,701,250	-	(166,250)	1,535,000	(151,250)	1,383,750
	2017-C	17.3.2017	11.48	20.3.2020	20.3.2020 to 16.3.2023	4,175,500	-	(394,500)	3,781,000	(344,250)	3,436,750
	2017-D	17.3.2017	11.48	19.3.2021	19.3.2021 to 16.3.2023	4,175,500	-	(4,175,500)	-	-	-
	2017-E	17.3.2017	11.48	2022 vesting date <sup>#</sup>	2022 vesting date <sup>#</sup> to 16.3.2023	4,175,500	-	(376,000)	3,799,500	(371,500)	3,428,000
						14,227,750	-	(5,112,250)	9,115,500	(867,000)	8,248,500
Total						16,620,000	-	(5,795,750)	10,824,250	(867,000)	9,957,250
Exercisable at the end of the year									10,824,250		9,957,250
Weighted average exercise price (HK\$ per share)*						11.48	-	11.48	11.48	11.48	11.48

\* The exercise price of the share options is subject to adjustment in the case of changes in the Company's share capital.

# Vesting date represented the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2021.

During the year ended 31 December 2021, no share option was granted under the 2007 Scheme and the Company recognised share option expenses of US\$217,000 (2020: reversal of expenses of US\$487,000).

No share option was exercised under the 2007 Scheme during the year.

### 30. SHARE-BASED PAYMENTS TRANSACTIONS *(continued)*

#### Long term incentive scheme *(continued)*

At the end of the reporting period, the Company had 9,957,250 share options outstanding under the 2007 Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 9,957,250 additional ordinary shares of the Company and additional share capital of US\$128,000 and share premium of US\$14,534,000 (before issue expenses).

Subsequent to the year ended 31 December 2021 and up to the date of approval of these financial statements, a total of 55,500 share options lapsed.

At the date of approval of these financial statements, the Company had 9,901,750 share options outstanding under the 2007 Scheme, which represented approximately 1.25% of the Company's shares in issue as at that date.

#### Share award plan

On 16 March 2017, the Company adopted a new share award plan (the "Share Award Plan") pursuant to which shares of the Company may be awarded to selected eligible participants, including, among others, any employee of, non-executive director of, supplier of goods or services to, customer of, person or entity providing design, research, development or other technological support to, shareholder of, holder of any security issued by, and adviser or consultant in respect of any area of business or business development of any member of the Group or any entity in which any member of the Group holds any equity interest, and any other groups or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group. The Share Award Plan became effective immediately on 16 March 2017 and, unless otherwise terminated or amended, shall remain in force for 10 years from that date.

In any given financial year of the Company, the maximum number of shares to be subscribed for and/or purchased by the trustee by utilising the funds to be allocated by the Board out of the Company's resources for the purpose of the Share Award Plan shall not exceed 2.5% of the total number of issued shares as at the beginning of such financial year. Details of the Share Award Plan are set out in the announcement of the Company dated 16 March 2017.

During the year ended 31 December 2021 and up to the date of approval of these financial statements, no shares were purchased and granted under the Share Award Plan.

### 30. SHARE-BASED PAYMENTS TRANSACTIONS *(continued)*

#### Share option scheme

On 19 May 2017, the Company adopted a new share option scheme (the "2017 Scheme") pursuant to which options may be granted to selected participants, including, among others, any employee of, non-executive director of, supplier of goods or services to, customer of, person or entity providing design, research, development or other technological support to, shareholder of, holder of any security issued by, and adviser or consultant in respect of any area of business or business development of any member of the Group or any entity in which any member of the Group holds any equity interest, and any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group. The 2017 Scheme became effective immediately on 19 May 2017 and, unless otherwise terminated or amended, shall remain in force for 10 years from that date.

The maximum number of Shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the 2007 Scheme, the 2017 Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the shares in issue from time to time (i.e. 238,193,550 shares as at the date of this annual report) (the "Overriding Limit").

The total number of Shares which may be issued upon exercise of all options to be granted under the 2017 Scheme and any other share option scheme of the Group must not in aggregate exceed 79,437,950 shares, representing 10% of the shares in issue as at the effective date of the 2017 Scheme ("General Scheme Limit").

The maximum number of shares issuable under share options to each eligible participant in the 2017 Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by all the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at the date of offer, with an aggregate value (based on the price of the Company's shares at the date of offer) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of offer. The exercise period of the share options granted is determinable by the directors, and commences after the date upon which the offer for the grant of options is accepted but not later than ten years from the date of offer of the share options or the expiry date of the 2017 Scheme, if earlier.

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## 30. SHARE-BASED PAYMENTS TRANSACTIONS *(continued)*

### Share option scheme *(continued)*

The exercise price of share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (ii) the average Stock Exchange closing price of the Company's shares for the 5 trading days immediately preceding the date of offer; and (iii) the nominal value of the shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

On 15 April 2020, 26 November 2020 and 19 March 2021, 2,700,000 share options ("April 2020 share options"), 17,163,000 share options ("November 2020 share options") and a total of 19,695,000 share options ("March 2021 share options") were granted, respectively under the 2017 Scheme.

Details of the outstanding share options under the 2017 Scheme during the year were as follows:

### April 2020 share options

	Share options	Date of grant	Exercise price HK\$	Vesting date	Exercise period	Outstanding as at 1.1.2020	Granted during the year	Forfeited/lapsed during the year	Outstanding as at 31.12.2020	Exercised during the year	Outstanding as at 31.12.2021
In aggregate	2020-A	15.4.2020	8.71	19.3.2021	19.3.2021 to 5.7.2027	-	900,000	-	900,000	(900,000)	-
	2020-B	15.4.2020	8.71	2022 vesting date <sup>#</sup>	2022 vesting date <sup>#</sup> to 5.7.2027	-	900,000	-	900,000	-	900,000
	2020-C	15.4.2020	8.71	2023 vesting date <sup>@</sup>	2023 vesting date <sup>@</sup> to 5.7.2027	-	900,000	-	900,000	-	900,000
Total						-	2,700,000	-	2,700,000	(900,000)	1,800,000
Exercisable at the end of the year/period									2,700,000		1,800,000
Weighted average exercise price (HK\$ per share)*						-	8.71	-	8.71	8.71	8.71

\* The exercise price of the share options is subject to adjustment in the case of changes in the Company's share capital.

<sup>#</sup> Vesting date represented the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2021.

<sup>@</sup> Vesting date represented the business day immediately following the date of results announcement of the Company for the financial year ended 31 December 2022.

During the year ended 31 December 2021, the Company recognised a share option expense of US\$39,000 (2020: US\$134,000).

The 900,000 share options exercised during the year resulted in the issue of 900,000 ordinary shares of the Company and an increase in share capital of US\$12,000 (before issue expenses), as further detailed in note 28 to the financial statements.

The weighted average share price at the date of exercise for share options exercised during the ended 31 December 2021 was HK\$9.98 per share.

Subsequent to the year ended 31 December 2021 and up to the date of approval of these financial statements, no share option lapsed.

30. SHARE-BASED PAYMENTS TRANSACTIONS (continued)

Share option scheme (continued)

Details of the outstanding share options under the 2017 Scheme during the year were as follows: (continued)

November 2020 share options

	Share options	Date of grant	Exercise price HK\$	Vesting date	Exercise period	Outstanding as at 1.1.2020	Granted during the year	Forfeited/ lapsed during the year	Outstanding as at 31.12.2020	Forfeited/ lapsed during the year	Outstanding as at 31.12.2021
<b>Director</b>											
Mr. Chi Lo-Jen	2020-A	26.11.2020	9.15	26.11.2021	26.11.2021 to 25.11.2030	-	316,500	-	316,500	-	316,500
	2020-B	26.11.2020	9.15	26.11.2022	26.11.2022 to 25.11.2030	-	316,500	-	316,500	-	316,500
	2020-C	26.11.2020	9.15	26.11.2023	26.11.2023 to 25.11.2030	-	316,500	-	316,500	-	316,500
						-	949,500	-	949,500	-	949,500
<b>Employees and other eligible participants:</b>											
In aggregate	2020-A	26.11.2020	9.15	26.11.2021	26.11.2021 to 25.11.2030	-	5,404,500	-	5,404,500	(533,000)	4,871,500
	2020-B	26.11.2020	9.15	26.11.2022	26.11.2022 to 25.11.2030	-	5,404,500	-	5,404,500	(533,000)	4,871,500
	2020-C	26.11.2020	9.15	26.11.2023	26.11.2023 to 25.11.2030	-	5,404,500	-	5,404,500	(533,000)	4,871,500
						-	16,213,500	-	16,213,500	(1,599,000)	14,614,500
Total						-	17,163,000	-	17,163,000	(1,599,000)	15,564,000
Exercisable at the end of the year									17,163,000		15,564,000
Weighted average exercise price (HK\$ per share)*						-	9.15	9.15	9.15	9.15	9.15

\* The exercise price of the share options is subject to adjustment in the case of changes in the Company's share capital.

During the year ended 31 December 2021, the Company recognised a share option expense of US\$2,037,000 (2020: US\$230,000).

No share option was exercised under the November 2020 share options during the year.

Subsequent to the year ended 31 December 2021 and up to the date of approval of these financial statements, a total of 67,000 share options lapsed.

# NOTES TO FINANCIAL STATEMENTS

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## 30. SHARE-BASED PAYMENTS TRANSACTIONS *(continued)*

### Share option scheme *(continued)*

Details of the outstanding share options under the 2017 Scheme during the year were as follows: *(continued)*

#### March 2021 share options

	Share options	Date of grant	Exercise price HK\$	Vesting date	Exercise period	Outstanding as at 1.1.2021	Granted during the year	Forfeited/lapsed during the year	Outstanding as at 31.12.2021
Director									
Mr. Chi Lo-Jen	2021-A	19.3.2021	9.46	19.3.2022	19.3.2022 to 18.3.2031	-	500,000	-	500,000
	2021-B	19.3.2021	9.46	19.3.2023	19.3.2023 to 18.3.2031	-	500,000	-	500,000
	2021-C	19.3.2021	9.46	19.3.2024	19.3.2024 to 18.3.2031	-	500,000	-	500,000
						-	1,500,000	-	1,500,000
Employees and other eligible participants:									
In aggregate	2021-A	19.3.2021	9.46	19.3.2022	19.3.2022 to 18.3.2031	-	6,065,000	(270,000)	5,795,000
	2021-B	19.3.2021	9.46	19.3.2023	19.3.2023 to 18.3.2031	-	6,065,000	(270,000)	5,795,000
	2021-C	19.3.2021	9.46	19.3.2024	19.3.2024 to 18.3.2031	-	6,065,000	(270,000)	5,795,000
						-	18,195,000	(810,000)	17,385,000
Total						-	19,695,000	(810,000)	18,885,000
Exercisable at the end of the year									18,885,000
Weighted average exercise price (HK\$ per share)*						-	9.46	9.46	9.46

\* The exercise price of the share options is subject to adjustment in the case of changes in the Company's share capital.

The fair value of the share options for the March 2021 share option granted during the year was US\$4,613,000 (HK\$1.86 each), of which the Company recognised a share option expense of US\$2,105,000 during the year ended 31 December 2021.

No share option was exercised under the March 2021 share options during the year ended 31 December 2021.

Subsequent to the year ended 31 December 2021 and up to the date of approval of these financial statements, a total of 60,000 share options lapsed.

30. SHARE-BASED PAYMENTS TRANSACTIONS (continued)

Share option scheme (continued)

The fair value of equity-settled share options granted during the year was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

	March 2021 Share option
Dividend yield (%)	5.38%
Expected volatility (%)	32.53%
Risk-free interest rate (%)	1.28%
Life of options (year)	10 years
Weighted average share price (HK\$ per share)	9.46

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other feature of the options granted was incorporated into the measurement of fair value.

January 2022 share options

Subsequent to the year ended 31 December 2021, on 3 January 2022, 19,740,000 share options were granted to a total of 72 eligible participants.

At the date of approval of these financial statements, a total of 60,000 share options lapsed.

The summary of outstanding share options under the 2017 Scheme was as follows:

	Exercise price	Outstanding as at 1.1.2021	Granted during the year	Lapsed during the year	Exercised during the year	Outstanding as at 31.12.2021	Granted during the period <sup>^</sup>	Lapsed during the period <sup>^</sup>	At the date of approval of these financial statements
2017 Scheme									
- April 2020 share options	8.71	2,700,000	-	-	(900,000)	1,800,000	-	-	1,800,000
- November 2020 share options	9.15	17,163,000	-	(1,599,000)	-	15,564,000	-	(67,000)	15,497,000
- March 2021 Share options	9.46	-	19,695,000	(810,000)	-	18,885,000	-	(60,000)	18,825,000
- January 2022 share options	9.10	-	-	-	-	-	19,740,000	(60,000)	19,680,000
		19,863,000	19,695,000	(2,409,000)	(900,000)	36,249,000	19,740,000	(187,000)	55,802,000

<sup>^</sup> Period from 1 January 2022 to date of approval of these financial statements

**30. SHARE-BASED PAYMENTS TRANSACTIONS** *(continued)*

**Share option scheme** *(continued)*

At the end of the reporting period, the Company had 36,249,000 share options outstanding under the 2017 Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 36,249,000 additional ordinary shares of the Company and additional share capital of US\$465,000 and share premium of US\$42,726,000 (before issue expenses).

At the date of approval of these financial statements, the Company had 55,802,000 share options outstanding under the 2017 Scheme, which represented approximately 7.03% of the Company's shares in issue as at that date.

**31. BUSINESS COMBINATION**

**Acquisition of a subsidiary**

On 9 September 2020, the Group acquired 83.5% interest in Stella Leather Goods (Ho Chi Minh) Co., Limited ("SLGH") from an independent third party. SLGH is principally engaged in the handbag manufacturing business in Vietnam. The acquisition was made as part of the Group's strategy to capitalise on the synergies emerging from customer base. The purchase consideration for the acquisition was in the form of cash, with US\$2,000,000 paid in full at the SLGH acquisition date.

31. BUSINESS COMBINATION *(continued)*

*Acquisition of a subsidiary (continued)*

The fair values of the identifiable assets and liabilities of SLGH as at the date of acquisition were as follows:

	Year ended 31 December 2020 Fair value recognised on acquisition US\$'000
Property, plant and equipment	1,155
Inventories	934
Other receivables	1,055
Deposit	134
Cash and bank balances	256
Trade payables	(285)
Other payables	(852)
Tax payable	(2)
	<hr/>
Total identifiable net assets at fair value	2,395
Non-controlling interests	(395)
	<hr/>
	2,000
	<hr/>
Satisfied by cash	2,000
	<hr/>

The fair values and gross contractual amounts of the other receivables as at the date of acquisition amounted to US\$1,055,000, of which none are expected to be uncollectible.

The Group incurred transaction costs of US\$9,000 for this acquisition. These transaction costs have been expensed and are included in other expenses in profit or loss.

An analysis of the cash flows in respect the acquisition of a subsidiary is as follows:

	Year ended 31 December 2021 US\$'000
Cash consideration	(2,000)
Cash and bank balances	256
	<hr/>
Net outflow of cash and cash equivalents included in cash flows from investing activities	(1,744)
	<hr/>

## NOTES TO FINANCIAL STATEMENTS

31 December 2021

### 31. BUSINESS COMBINATION *(continued)*

#### *Acquisition of a subsidiary (continued)*

Since the acquisition, SLGH contributed US\$616,000 to the Group's revenue and US\$86,000 to the consolidated profit for the year ended 31 December 2020.

Had the combination taken place at the beginning of the year ended 31 December 2020, the revenue of the Group and the profit of the Group for the year would have been increased by US\$7,915,000 and US\$1,396,000, respectively.

### 32. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY

On 31 July 2021, the Group completed the acquisition of 60% of the issued share capital of JW FDN, a non-wholly-owned subsidiary of the Group, at a cash consideration of US\$27,000,000, of which deposits of US\$25,600,000 was paid as at 31 December 2020. JW FDN and its subsidiaries are engaged in the manufacturing of textiles and garments. The directors of the Company were of the opinion that the acquisition of JW FDN did not constitute business combinations as defined in HKFRS 3, and thus, the acquisition has been accounted for as assets acquisition.

Details of the acquisition are summarised as follows:

	Year ended 31 December 2021 US\$'000
Net assets acquired:	
Prepaid land leases	45,000
Non-controlling interests	(18,000)
	<u>27,000</u>
Total cash consideration	27,000
Less: Deposit paid for acquisition of a subsidiary	(25,600)
	<u>1,400</u>

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

(a) Major non-cash transactions

During the year, the Group has non-cash additions to right-of-use assets and lease liabilities of US\$8,930,000 (2020: US\$17,684,000) and US\$8,930,000 (2020: US\$17,684,000), respectively, in respect of lease arrangements for offices and factories.

(b) Changes in liabilities arising from financing activities:  
2021

	Lease liabilities US\$'000	Bank loans US\$'000
At 1 January 2021	19,660	2,893
Changes from financing cash flows	(5,609)	4,691
New leases	8,930	–
Early termination	(1,696)	–
Interest expense	190	176
Interest expense classified as operating cash flows	(190)	–
Foreign exchange movement	–	(46)
	<u>21,285</u>	<u>7,714</u>
At 31 December 2021		
2020		
	Lease liabilities US\$'000	Bank loans US\$'000
At 1 January 2020	6,572	2,995
Changes from financing cash flows	(4,479)	(548)
New leases	17,684	–
Disposal	(117)	–
Interest expense	258	291
Interest expense classified as operating cash flows	(258)	–
Foreign exchange movement	–	155
	<u>19,660</u>	<u>2,893</u>
At 31 December 2020		

## NOTES TO FINANCIAL STATEMENTS

31 December 2021

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

#### (c) Total cash outflow for leases

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

	2021 US\$'000	2020 US\$'000
Within operating activities	732	988
Within financing activities	5,609	4,479
	<u>6,341</u>	<u>5,467</u>

### 34. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's bank borrowings are included in note 24 and 27 to the financial statements.

### 35. COMMITMENTS

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

	2021 US\$'000	2020 US\$'000
Contracted, but not provided for:		
Plant and equipment	4,888	5,935
Acquisition of a subsidiary	–	1,400
	<u>4,888</u>	<u>7,335</u>

## 36. RELATED PARTY TRANSACTIONS

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

	Notes	2021 US\$'000	2020 US\$'000
Associates:			
Sales of products	(i)	12,468	12,160
Purchases of products	(ii)	–	5,382
Joint venture:			
Purchases of products	(ii)	89,874	69,005
Sales of footwear products to a company of which a close member of the director's family is a controlling shareholder	(iii)	547	1,068

*Notes:*

- (i) The sales to the associates were made according to the published prices and conditions offered to the major customers of the Group, except that a longer credit period of up to 6 months is normally granted. The sales to the CAH group amounting to US\$12,468,000 (2020: US\$12,160,000) also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.
- (ii) The purchases from the associates and the joint venture were made according to the published prices and conditions offered by the associates and the joint venture to their major customers.
- (iii) The sales constitute continuing connected transaction as defined in Chapter 14A of the Listing Rules.

(b) **Other transactions with related parties**

As at 31 December 2020, the Group has guaranteed banking facilities granted to an associate amounting to US\$15,000,000, of which US\$5,000,000 was utilised by the associate. During the year, the bank loan was fully repaid by the associate and the guarantee provided by the Group was released upon cancellation of the banking facilities. Details are disclosed in note 26(b) to the financial statements.

(c) **Outstanding balances with related parties**

Details of the Group's trade balances with its joint venture and associates as at the end of the reporting period are disclosed in notes 22 and 25 to the financial statements.

## NOTES TO FINANCIAL STATEMENTS

31 December 2021

### 36. RELATED PARTY TRANSACTIONS *(continued)*

#### (d) Compensation of key management personnel of the Group:

	2021 US\$'000	2020 US\$'000
Short term employee benefits	8,108	2,299
Post-employment benefits	14	2
Equity-settled share option expense	421	13
Total compensation paid to key management personnel	<u>8,543</u>	<u>2,314</u>

Further details of directors' and the chief executive's emoluments are included in note 10 to the financial statements.

### 37. FINANCIAL INSTRUMENTS BY CATEGORY

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

2021

#### Financial assets

	Financial assets at fair value through profit or loss US\$'000	Financial assets at amortised cost US\$'000	Total US\$'000
Trade receivables	–	328,544	328,544
Financial assets included in prepayments, deposits and other receivables	–	43,036	43,036
Financial assets at fair value through profit or loss	10,063	–	10,063
Pledged deposits	–	5,467	5,467
Cash and cash equivalents	–	135,170	135,170
	<u>10,063</u>	<u>512,217</u>	<u>522,280</u>

### 37. FINANCIAL INSTRUMENTS BY CATEGORY *(continued)*

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

2021 *(continued)*

#### Financial liabilities

	Financial liabilities at amortised cost US\$'000
Trade payables	88,624
Financial liabilities included in other payables and accruals	42,831
Lease liabilities	21,285
Interest-bearing bank borrowings	7,714
	<u>160,454</u>

2020

#### Financial assets

	Financial assets at fair value through profit or loss US\$'000	Financial assets at amortised cost US\$'000	Total US\$'000
Trade receivables	–	265,309	265,309
Financial assets included in prepayments, deposits and other receivables	–	62,024	62,024
Financial assets at fair value through profit or loss	88	–	88
Cash and cash equivalents	–	108,667	108,667
	<u>88</u>	<u>436,000</u>	<u>436,088</u>

#### Financial liabilities

	Financial liabilities at amortised cost US\$'000
Trade payables	77,280
Financial liabilities included in other payables and accruals	28,143
Lease liabilities	19,660
Interest-bearing bank borrowings	2,893
	<u>127,976</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2021

### 38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2021 US\$'000	2020 US\$'000	2021 US\$'000	2020 US\$'000
<b>Financial assets</b>				
Financial assets at fair value through profit or loss	10,063	88	10,063	88
Pledged deposits	5,467	–	5,048	–
	<u>15,530</u>	<u>88</u>	<u>15,111</u>	<u>88</u>
<b>Financial liabilities</b>				
Interest-bearing bank borrowings (note 27)	<u>7,714</u>	<u>2,893</u>	<u>7,329</u>	<u>2,869</u>

Management has assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, financial assets included in prepayments, deposits and other receivables and financial liabilities included in other payables and accruals and financial guarantee contract given to banks in connection with facilities granted to an associate approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the chief financial officer is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer, executive directors and the Audit Committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by chief financial officer. The valuation process and results are discussed with the Audit Committee twice a year for interim and annual financial reporting.

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

The fair values of the non-current portion of pledged deposits and interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank borrowings as at 31 December 2021 were assessed to be insignificant.

The fair values of listed debt investments are based on quoted market prices.

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

The fair values of unlisted preferred shares have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. Below is a summary of significant unobservable input to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2021:

	Valuation technique	Significant unobservable input	Sensitivity of fair value to the input
Unlisted preferred shares	Market-based approach	IPO probability	10% increase/decrease in IPO probability would result in decrease/increase in fair value by US\$276,000

**Fair value hierarchy**

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

	Fair value measurement using			Total US\$'000
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	
As at 31 December 2021				
Financial assets at fair value through profit or loss	63	–	10,000	10,063

## NOTES TO FINANCIAL STATEMENTS

31 December 2021

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

#### Fair value hierarchy *(continued)*

As at 31 December 2020

Assets measured at fair value:

	Fair value measurement using			Total US\$'000
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	
Financial assets at fair value through profit or loss	88	–	–	88

The movements in fair value measurements within Level 3 during the year are as follows:

	2021 US\$'000
Unlisted preferred shares:	
At 1 January	–
Addition	10,000
At 31 December	10,000

The Group did not have any financial liabilities measured at fair value as at 31 December 2020 and 2021.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2020: Nil).

Assets for which fair values are disclosed:

	Fair value measurement using			Total US\$'000
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	
As at 31 December 2021				
Pledged deposits	–	5,048	–	5,048

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

*Fair value hierarchy (continued)*

Liabilities for which fair values are disclosed:

	Fair value measurement using			Total US\$'000
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	
As at 31 December 2021				
Interest-bearing bank borrowings	–	7,329	–	7,329
As at 31 December 2020				
Interest-bearing bank borrowings	–	2,869	–	2,869

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instrument comprises cash and cash equivalents, pledged deposits and interest-bearing bank borrowings. The main purpose of this financial instrument is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, other receivables, trade payables and other payables which arise directly from its operations.

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

**Interest rate risk**

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with a floating interest rate.

The interest rates and terms of repayment of interest-bearing bank borrowings are disclosed in note 27 to the financial statements. Other financial assets and liabilities of the Group do not have material interest rate risk. Interest-bearing bank borrowings, cash and bank balances, and short-term deposits are stated at cost and are not revalued on a periodic basis. Floating-rate interest income and expenses are credited or charged to profit or loss as incurred.

## NOTES TO FINANCIAL STATEMENTS

31 December 2021

### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

#### Interest rate risk *(continued)*

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings and cash and cash equivalents).

	Increase/(decrease) in basis points	Increase/(decrease) in profit before tax	
		2021 US\$'000	2020 US\$'000
RMB	25	73	101
HKD	25	2	19
EUR	25	9	4
IDR	25	3	1
VND	25	15	9
NTD	25	(6)	(24)
RMB	(5)	(15)	(20)
HKD	(5)	–	(4)
EUR	(5)	(2)	(1)
IDR	(5)	(1)	–
VND	(5)	(3)	(2)
NTD	(5)	1	1

#### Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. Approximately 96% (2020: 95%) of the Group's sales were denominated in currencies other than the functional currencies of the operating units making the sale, while approximately 82% (2020: 89%) of costs were denominated in the units' functional currencies. The Group currently does not have a foreign exchange hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

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

Foreign currency risk *(continued)*

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the foreign currency exchange rates, with all other variables held constant, of the Group's profit before tax.

	Change in foreign currency rate %	Increase/ (decrease) in profit before tax US\$'000
2021		
If US\$ weakens against RMB	5	2,101
If US\$ strengthens against RMB	(5)	(2,101)
If US\$ weakens against EUR	5	332
If US\$ strengthens against EUR	(5)	(332)
If US\$ weakens against MOP	5	226
If US\$ strengthens against MOP	(5)	(226)
If US\$ weakens against IDR	5	10
If US\$ strengthens against IDR	(5)	(10)
If US\$ weakens against VND	5	343
If US\$ strengthens against VND	(5)	(343)
2020		
If US\$ weakens against RMB	5	3,218
If US\$ strengthens against RMB	(5)	(3,218)
If US\$ weakens against EUR	5	68
If US\$ strengthens against EUR	(5)	(68)
If US\$ weakens against MOP	5	130
If US\$ strengthens against MOP	(5)	(130)
If US\$ weakens against IDR	5	24
If US\$ strengthens against IDR	(5)	(24)
If US\$ weakens against VND	5	326
If US\$ strengthens against VND	(5)	(326)

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

**Credit risk**

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Finance Department.

**Maximum exposure and year-end staging**

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. For listed debt investments, the Group also monitors them by using external credit ratings. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

As at 31 December 2021

	12-month	Lifetime ECLs			Total
	ECLs	ECLs			
	Stage 1	Stage 2	Stage 3	Simplified	Total
	US\$'000	US\$'000	US\$'000	approach	US\$'000
				US\$'000	
Trade receivables*	–	–	–	339,082	339,082
Financial assets included in prepayments, deposits and other receivables					
– Normal**	40,201	3,538	332	–	44,071
– Doubtful**	–	–	–	–	–
Pledged deposits					
– Not yet past due	5,467	–	–	–	5,467
Cash and cash equivalents					
– Not yet past due	135,170	–	–	–	135,170
	<b>180,838</b>	<b>3,538</b>	<b>332</b>	<b>339,082</b>	<b>523,790</b>

\* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 22 to the financial statements.

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

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

As at 31 December 2020

	12-month	Lifetime ECLs			Total US\$'000
	ECLs	Stage 2	Stage 3	Simplified approach	
	Stage 1 US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Trade receivables*	–	–	–	275,437	275,437
Financial assets included in prepayments, deposits and other receivables					
– Normal**	62,957	–	3,832	–	66,789
– Doubtful**	–	–	–	–	–
Cash and cash equivalents					
– Not yet past due	108,667	–	–	–	108,667
Guarantees given to a bank in connection with facilities granted to an associate					
– Facilities not yet drawn by an associate	5,000	–	–	–	5,000
– Facilities drawn by an associate					
– Not yet past due	5,000	–	–	–	5,000
	<u>181,624</u>	<u>–</u>	<u>3,832</u>	<u>275,437</u>	<u>460,893</u>

\* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 22 to the financial statements.

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

## NOTES TO FINANCIAL STATEMENTS

31 December 2021

### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

#### Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans.

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

	2021			
	On demand or no later than 1 year US\$'000	1 to 5 years US\$'000	Over 5 years US\$'000	Total US\$'000
Trade payables	88,624	–	–	88,624
Other payables	42,831	–	–	42,831
Interest-bearing bank borrowings	289	6,132	1,407	7,828
Lease liabilities	4,884	15,125	1,434	21,443
	<u>136,628</u>	<u>21,257</u>	<u>2,841</u>	<u>160,726</u>
	2020			
	On demand or no later than 1 year US\$'000	1 to 5 years US\$'000	Over 5 years US\$'000	Total US\$'000
Trade payables	77,280	–	–	77,280
Other payables	28,143	–	–	28,143
Interest-bearing bank borrowings	2,906	–	–	2,906
Lease liabilities	4,604	13,521	1,967	20,092
Guarantees given to banks in connection with facilities granted to an associate	5,000	–	–	5,000
	<u>117,933</u>	<u>13,521</u>	<u>1,967</u>	<u>133,421</u>

### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

#### Capital management

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

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2021 and 2020.

The Group monitors capital using a gearing ratio, which is net debt divided by equity. Net debt is calculated as interest-bearing bank borrowings (note 27) less cash and cash equivalents (note 24). Capital represents equity attributable to owners of the parent. As at 31 December 2021 and 2020, the Group had a net cash position. The gearing ratios as at the end of the reporting periods were as follows:

	2021 US\$'000	2020 US\$'000
Net cash over debt	127,456	105,774
Equity	998,595	924,587
Gearing ratio	N/A	N/A

## NOTES TO FINANCIAL STATEMENTS

31 December 2021

### 40. STATEMENT OF THE FINANCIAL POSITION OF THE COMPANY

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

	2021 US\$'000	2020 US\$'000
<b>NON-CURRENT ASSETS</b>		
Investments in subsidiaries	680,530	680,540
Total non-current assets	680,530	680,540
<b>CURRENT ASSETS</b>		
Due from subsidiaries	611,116	510,631
Deposits and other receivables	4	2
Cash and cash equivalents	32	1,864
Total current assets	611,152	512,497
<b>CURRENT LIABILITIES</b>		
Other payables	914	634
Due to subsidiaries	296,219	272,653
Total current liabilities	297,133	273,287
<b>NET CURRENT ASSETS</b>	<b>314,019</b>	<b>239,210</b>
<b>Net assets</b>	<b>994,549</b>	<b>919,750</b>
<b>EQUITY</b>		
Share capital	10,155	10,165
Reserves (Note)	984,394	909,585
Total equity	994,549	919,750

Chen Li-Ming, Lawrence  
*Director*

Chi Lo-Jen  
*Director*

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

Note:

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

	Share premium US\$'000	Share repurchase reserve US\$'000	Capital reserve US\$'000	Shares held for share award scheme US\$'000	Capital redemption reserve US\$'000	Share option reserve US\$'000	Contribution surplus US\$'000	Retained profits US\$'000	Total US\$'000
As at 1 January 2020	155,156	-	1,146	(2,722)	190	1,936	530,465	223,716	909,887
Total comprehensive income for the year	-	-	-	-	-	-	-	46,698	46,698
Issue of shares	-	-	-	-	-	-	-	-	-
Equity-settled share option arrangements	-	-	-	-	-	(123)	-	-	(123)
Shares repurchased and yet to be cancelled	-	(740)	-	-	-	-	-	-	(740)
Final 2019 dividend	-	-	-	-	-	-	-	(46,137)	(46,137)
As at 31 December 2020 and 1 January 2021	155,156	(740)	1,146	(2,722)	190	1,813	530,465	224,277	909,585
Total comprehensive income for the year	-	-	-	-	-	-	-	92,105	92,105
Equity-settled share option arrangement	-	-	-	-	-	4,398	-	-	4,398
Issue of shares	1,096	-	-	-	-	(102)	-	-	994
Shares repurchased	-	(1,301)	-	-	-	-	-	-	(1,301)
Share cancelled	-	2,041	-	-	-	-	-	(2,019)	22
Interim 2021 dividend	-	-	-	-	-	-	-	(21,409)	(21,409)
As at 31 December 2021	156,252	-	1,146	(2,722)	190	6,109	530,465	292,954	984,394

41. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board on 17 March 2022.

# FINANCIAL SUMMARY

	For the year ended 31 December				2021 US\$'000
	2017 US\$'000	2018 US\$'000	2019 US\$'000	2020 US\$'000	
<b>RESULTS</b>					
Revenue	1,577,270	1,588,583	1,544,830	1,135,880	1,540,608
Profit for the year	59,690	62,226	95,918	1,064	90,838
Attributable to:					
Equity owners of the Company	61,955	65,455	95,925	1,685	89,694
Non-controlling interests	(2,265)	(3,229)	(7)	(621)	1,144
	59,690	62,226	95,918	1,064	90,838
<b>ASSETS AND LIABILITIES</b>					
	As at 31 December				2021 US\$'000
	2017 US\$'000	2018 US\$'000	2019 US\$'000	2020 US\$'000	
Total assets	1,228,420	1,166,480	1,133,369	1,149,555	1,298,208
Total liabilities	(260,458)	(219,689)	(174,203)	(225,716)	(281,487)
Shareholders' funds	967,962	946,791	959,166	923,839	1,016,721

# CORPORATE INFORMATION AND FINANCIAL CALENDAR 2021/2022

## BOARD OF DIRECTORS

### Executive Directors

CHEN Li-Ming, Lawrence, *Chairman*  
CHI Lo-Jen, *Chief Executive Officer*  
GILLMAN Charles Christopher  
(appointed with effect from 17 March 2022)  
CHIANG Yi-Min, Harvey  
(appointed with effect from 17 March 2022)

### Non-executive Directors

CHIANG Jeh-Chung, Jack  
CHAO Ming-Cheng, Eric

### Independent Non-Executive Directors

CHEN Johnny  
BOLLIGER Peter  
CHAN Fu Keung, William, *BBS*  
YUE Chao-Tang, Thomas  
LIAN Jie  
SHI Nan Sun

## AUDIT COMMITTEE

YUE Chao-Tang, Thomas, *Chairman*  
CHEN Johnny  
CHAN Fu Keung, William, *BBS*  
LIAN Jie

## CORPORATE GOVERNANCE COMMITTEE

BOLLIGER Peter, *Chairman*  
CHAN Fu Keung, William, *BBS*  
YUE Chao-Tang, Thomas

## EXECUTIVE COMMITTEE

CHI Lo-Jen, *Chairman*  
CHEN Li-Ming, Lawrence  
GILLMAN Charles Christopher  
CHIANG Yi-Min, Harvey

## NOMINATION COMMITTEE

CHEN Johnny, *Chairman*  
BOLLIGER Peter  
CHAN Fu Keung, William, *BBS*  
YUE Chao-Tang, Thomas  
LIAN Jie  
SHI Nan Sun

## REMUNERATION COMMITTEE

CHAN Fu Keung, William, *BBS*, *Chairman*  
CHEN Johnny  
YUE Chao-Tang, Thomas

## AUTHORISED REPRESENTATIVES

CHI Lo-Jen  
KAN Siu Yim, Katie

## CHIEF FINANCIAL OFFICER

TAM Siu Ming, Andrew

## COMPANY SECRETARY

KAN Siu Yim, Katie

## LEGAL ADVISER

Chiu & Partners  
40th Floor, Jardine House  
1 Connaught Place, Hong Kong

## AUDITORS

Ernst & Young  
Certified Public Accountant  
Registered Public Interest Entity Auditor  
27/F, One Taikoo Place,  
979 King's Road,  
Quarry Bay, Hong Kong

## PRINCIPAL BANKERS

Chinatrust Commercial Bank, Ltd.  
The Hongkong and Shanghai Banking  
Corporation Limited  
Citibank Taiwan Ltd.

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited  
Suite 3204, Unit 2A, Block 3, Building D  
P.O. Box 1586, Gardenia Court, Camana Bay  
Grand Cayman, KY1-1100  
Cayman Islands

## HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor, Hopewell Centre,  
183 Queen's Road East, Wanchai, Hong Kong

## REGISTERED OFFICE

Cricket Square, Hutchins Drive, P.O. Box 2681,  
Grand Cayman KY1-1111, Cayman Islands

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat C, 20/F, MG Tower,  
133 Hoi Bun Road,  
Kowloon, Hong Kong

## STOCK CODE

1836

## WEBSITE

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

## FINANCIAL CALENDAR 2021/2022

2021 Annual Results Announcement	17 March 2022
Closure of Register of Members	6 May 2022 to 12 May 2022
Annual General Meeting	12 May 2022
Payment of Final Dividend	On or about 10 June 2022
2022 Interim Results Announcement	On or about 18 August 2022

In the event of inconsistency, the English version shall prevail over the Chinese version.

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Stella International Holdings Limited  
九興控股有限公司\*

Incorporated in the Cayman Islands with limited liability  
於開曼群島註冊成立之有限公司

*\* for identification purpose only*