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The English text of this annual report shall prevail over the Chinese text in case of inconsistencies or discrepancies.

本年報的中英文版本如有歧義或差異，應以英文版本為準。

Corporate Information

公司資料

BOARD OF DIRECTORS

Dr. CHENG Kar-Shun, Henry *GBM, GBS (Chairman, Non-executive Director)*
Tan Sri Dato' David CHIU *(Vice-chairman, Non-executive Director)*
Mr. TSANG On Yip, Patrick *(Vice-chairman, Executive Director)*
Mr. LIE KEN JIE Remy Anthony Ket Heng *(Executive Director)*
Mr. Andrew Wah Wai CHIU *(Non-executive Director)*
Mr. HOONG Cheong Thard *(Non-executive Director)*
Ms. NG Yuk Mui Jessica *(Non-executive Director)*
Mr. LAM Kin Fung Jeffrey *GBS, JP (Independent non-executive Director)*
Dr. HU Shao Ming Herman *SBS, JP (Independent non-executive Director)*
Mr. LUK Koon Hoo, Roger *BBS, JP (Independent non-executive Director)*
Mr. TANG Sing Ming Sherman *(Independent non-executive Director)*

AUDIT COMMITTEE

Mr. LUK Koon Hoo, Roger *(Chairman)*
Mr. HOONG Cheong Thard
Mr. TANG Sing Ming Sherman

NOMINATION COMMITTEE

Dr. HU Shao Ming Herman *(Chairman)*
Mr. LAM Kin Fung Jeffrey
Mr. LUK Koon Hoo, Roger

COMPENSATION COMMITTEE

Mr. LAM Kin Fung Jeffrey *(Chairman)*
Tan Sri Dato' David CHIU
Mr. TSANG On Yip, Patrick
Dr. HU Shao Ming Herman
Mr. LUK Koon Hoo, Roger

AUTHORISED REPRESENTATIVES

Mr. LIE KEN JIE Remy Anthony Ket Heng
Mr. KWOK Chi Kin

董事會

鄭家純博士 *GBM, GBS (主席, 非執行董事)*
丹斯里拿督邱達昌 *(副主席, 非執行董事)*
曾安業先生 *(副主席, 執行董事)*
李國恒先生 *(執行董事)*
邱華璋先生 *(非執行董事)*
孔祥達先生 *(非執行董事)*
吳旭茱女士 *(非執行董事)*
林健鋒先生 *GBS, JP (獨立非執行董事)*
胡曉明博士 *SBS, JP (獨立非執行董事)*
陸觀豪先生 *BBS, JP (獨立非執行董事)*
湯聖明先生 *(獨立非執行董事)*

審核委員會

陸觀豪先生 *(主席)*
孔祥達先生
湯聖明先生

提名委員會

胡曉明博士 *(主席)*
林健鋒先生
陸觀豪先生

薪酬委員會

林健鋒先生 *(主席)*
丹斯里拿督邱達昌
曾安業先生
胡曉明博士
陸觀豪先生

授權代表

李國恒先生
郭子健先生

Corporate Information 公司資料

COMPANY SECRETARY

Mr. KWOK Chi Kin

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

SHARE REGISTRAR AND TRANSFER OFFICE

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

REGISTERED OFFICE

7th Floor, Cable TV Tower,
9 Hoi Shing Road,
Tsuen Wan,
Hong Kong

INDEPENDENT AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor

CORPORATE WEBSITE

www.i-cablecomm.com

STOCK CODE

01097

公司秘書

郭子健先生

主要往來銀行

香港上海滙豐銀行有限公司

股份過戶及登記處

卓佳登捷時有限公司
香港
夏慤道十六號
遠東金融中心十七樓

註冊辦事處

香港
荃灣
海盛路九號
有線電視大樓七樓

獨立核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師

企業網址

www.i-cablecomm.com

股份代號

01097

Chairman's Statement 主席報告書

Going forward, the Group shall forge ahead towards the set goals — “Narrating Hong Kong’s Story” while achieving excellent performances and results as well as aiming to become one of the leading media and telecommunications network operators in Hong Kong.

本集團未來必朝着定下的目標砥礪前行，「說好香港故事」，再創佳績，朝着成為香港領先的媒體及電訊網絡營運商之一的目標邁進。

Dr. CHENG Kar-Shun, Henry

Chairman
鄭家純博士
主席



Dear Shareholders,

As concluded in the Chairman's Statement last year, "i-CABLE is ready to embark on its new journey." Time flies, we have ventured into this new journey. The past year was a year of major global changes. Against the backdrop of the Russian-Ukrainian war, inflation and interest rate hikes, unstable international geopolitics and potential European energy crisis, we faced the gloom while seeing the silver lining, entering the post-pandemic era of the world. Moreover, 2022 was a year of bold transformation for i-CABLE Communications Limited (the "Company" or "i-CABLE"), its subsidiaries and consolidated structured entities (collectively the "Group"). With the support of all staff and parties, the businesses of the Group have experienced a positive growth and development in various aspects and achieved a number of breakthroughs and milestones, which not only laid a favorable and solid foundation for the expansion of customer base, but also wrote a new chapter for the media industry and broadcasting history in Hong Kong.

各位股東：

我在去年的主席報告書中總結說：「有線寬頻已準備好踏上新的旅程。」時光荏苒，我們已昂然闊步走在這段新旅程之中。過去一年是全球大變局年，俄烏戰爭爆發、通脹和加息浪潮驟起、國際地緣政治風起雲湧、歐洲能源危機隱現，同時間世界各地進入後疫情時代，全球期待經濟復甦步伐加快，這一切讓我們既面對陰霾，亦看見曙光。同樣，二零二二年是有線寬頻通訊有限公司（「本公司」或「有線寬頻」、其附屬公司及綜合結構性實體，統稱為「本集團」）大膽變革的一年，在公司上下齊心和各方支持下，本集團旗下業務在多方面均有所發展，樹立許多突破自我挑戰的里程碑，不僅為開拓客戶群奠下相當有利和紮實的基礎，亦為本港傳媒業和廣播史開創了新篇章。

Chairman's Statement

主席報告書

We have to enhance and strengthen our own capabilities and foundation against the increasingly challenging environment. Therefore, in November 2022, the Group launched HOY Infotainment (Channel 78), an all-new free-to-air news and infotainment channel, to strengthen its media business and expand its influence. HOY Infotainment has a young and energetic vibe, which provides audiences with high-quality and diverse local and international programmes, covering four major areas: news, global finance, sports news and infotainment. Among which, the infotainment programmes are produced by the dedicated and reputable i-CABLE News team, which have always been highly regarded by Hong Kong audience. Concerted team effort creates success and values for the Group. In October 2022, another free television (the "Free TV") channel of the Group, Channel 77, also underwent a complete rebrand with a new channel name of HOY TV and a new channel logo. Programme line-up has been upgraded to launch more outstanding programmes, bringing a new identity, new experience and new enjoyment to the audience. Many of the self-produced and acquired programmes launched by HOY TV have gained favourable reviews. Channel 78 and Channel 77 are expected to escalate the development of the Group's media business to another new stage.

In fact, since the Group was officially approved by the government to use the Free-to-Air TV spectrum as an additional means of transmission in February 2022, coupled with the fixed network that has been in use all along, it has enabled almost all areas in Hong Kong to receive the Group's three Free TV channels. As of September 2022, the signal coverage has reached approximately 99% of Hong Kong population. In addition, as the content provider and exclusive commercial airtime sales distributor for the MTR Corporation Limited ("MTR") In-train TV, with the opening of the East Rail Line cross-harbour extension last year and based on the average weekday patronage of the MTR in December 2022, it is estimated that an equivalent of approximately 4.4 million people were watching our programmes every day. With "customer-centric" and "quality focus" as our core purposes, we will continue to produce high-quality programmes and acquire popular overseas content for audience to win customers' satisfaction and to increase our viewership.

環境愈艱巨，自身的實力和根基愈要提升與強化。因此，二零二二年十一月，本集團推出全新免費新聞資訊頻道78台HOY資訊台，壯大媒體業務，擴大影響力。HOY資訊台以年輕朝氣的形象面世，為觀眾提供優質多元的本地及世界資訊節目，範疇涵蓋新聞、環球財金、體育資訊及輕資訊四大板塊，其中資訊節目由本集團旗下一直深受港人信賴的有線新聞部傾力製作，強強聯手，創造價值。同年十月，本集團另一免費電視（「免費電視」）頻道77台亦進行大革新，宣布全新台名HOY TV，亦換上新台徽，且重新排陣推出更多王牌重量級精彩節目，為廣大觀眾帶來新氣象、新體驗、新享受。HOY TV所推出的自家製節目及外購節目，當中不少更大獲好評。78台和77台可望為本集團媒體業務發展帶上另一個新台階。

事實上，本集團自二零二二年二月獲政府正式批准使用大氣電波廣播作為新增傳送模式後，加上一直沿用的固定網絡，這一里程令近乎全港地區都可接收到本集團的三個免費頻道，截至二零二二年九月覆蓋率更達到約香港99%人口。此外，有線寬頻集團作為香港鐵路有限公司（「港鐵」）車廂電視的內容供應商及獨家廣告總代理，隨着去年東鐵綫過海段通車，二零二二年十二月按港鐵周日平均乘客流量計算，相等於每日有約四百四十萬人次收看我們的節目。我們將會秉承「以客戶為先」、「以質素取勝」的宗旨，繼續為觀眾製作大量高質素節目，並推出受歡迎的海外內容，以及提供優質貼心的服務，以增加收視和客量，為本集團與觀眾締造雙贏。

Chairman's Statement 主席報告書

The Internet world is another main battlefield for us. The Facebook pages operated by the Group, in total, have accumulated more than 2 million followers as at 31 December 2022. The number of engagements on the main Facebook pages (HOY, i-CABLE News, i-CABLE Life and i-CABLE Health) reached approximately 110 million in 2022, representing an increase of 90% as compared to that of 2021. In addition, we have successfully revamped our websites and mobile applications of i-CABLE and HOY in 2022. Together with the content enrichment, the monthly active users of HOY's website and mobile application in 2022 increased by approximately 46% as compared to that of 2021, and the monthly active users of *i-cable.com* in 2022 also has an approximately 136% increment as compared to that of 2021. We shall cherish and leverage our hard-earned achievements effectively. The Group continues to consolidate its in-base business and drive for future growth through enhancing its internet presence continuously.

In view of the rapidly changing media landscape and the fierce competition among the global pay television (the "Pay TV") operators and paid TV content providers in recent years, after reviewing the business portfolio, Hong Kong Cable Television Limited ("HKC"), a subsidiary of the Company, was granted approval by the Government for the termination (the "Licence Termination") of the domestic pay television programme service licence (the "Pay TV Licence") on 14 February 2023. HKC expects to terminate its Pay TV broadcast on 1 June 2023. The Group will continue to drive for strategic transformation by focusing its resources on media business more effectively, to enhance the quality, competitiveness and influence of our Free TV channels and multimedia services as well as to construct an open media platform for Hong Kong's public. HKC's talents and resources can be more flexibly utilised and invested in the business development of Free TV programmes, multimedia platforms, broadband telecommunications service, telephony services, network construction and mobile services.

互聯網世界是商業競逐的另一個主戰場。於二零二二年十二月三十一日，本集團推出的Facebook專頁已累計超過二百萬人次追蹤，二零二二年主要Facebook專頁(HOY、有線新聞、有線生活及有線健康)之互動次數達到約一億一千萬次，較之二零二一年增加90%。而i-CABLE及HOY的網頁及手機應用程式亦於二零二二年進行優化工作，優化網頁及豐富內容後，HOY網頁及手機應用程式的全年的活躍用戶數目於二零二二年較二零二一年增加了約46%，*i-cable.com*的全年活躍用戶數目於二零二二年亦較二零二一年增加了約136%。成績得來不易，更應珍惜善用，本集團希望透過互聯網版圖日益擴張，除鞏固原有業務，亦可轉化為未來增長的新動力。

鑑於近年媒體市場結構急速改變，環球收費電視(「收費電視」)經營者及付費內容提供者競爭日益激烈，在檢視業務組合後，本公司旗下附屬公司香港有線電視有限公司(下稱「有線電視」)已於二零二三年二月十四日獲得政府批准終止(「終止牌照」)本地收費電視節目服務牌照(「收費電視牌照」)。有線電視預期於二零二三年六月一日起終止傳送收費電視訊號。本集團將進一步推動戰略轉型，集中資源提高節目質素、競爭力和影響力，以及更有效利用本集團媒體資源，加強投資免費頻道和多媒體服務，建設面向全港市民大眾的開放平台。有線電視的人才及資源可以更靈活運用和投放於免費電視業務、多媒體平台、寬頻通訊、電話服務、網絡建設及流動通訊的業務發展。

Chairman's Statement

主席報告書

The turbulent year of 2022 has passed. Looking forward to 2023, in which opportunities and challenges coexist, we will invest more resources in exploring new areas in social network platforms and digital media, as well as further develop and enhance the three Free TV channels, including Hong Kong International Business Channel (Channel 76), HOY TV (Channel 77) and HOY Infotainment (Channel 78). With the advent of the third-generation Internet world, digital media shall become the next new wave. I believe Free TV channels are still the most watched media platform with the largest volume of audience as well as greatest loyalty and influence. Moreover, we are committed to make the best effort to broadcast "The 19th Asian Games Hangzhou 2022" (the "Asian Games") in September this year. i-CABLE has secured the exclusive broadcasting rights of the Asian Games in Hong Kong region for seven consecutive years, which not only is an honor of the Group, but also represents a proof of its capability. During the Asian Games, apart from broadcasting this grand sports event through its Free TV channels and multimedia platforms, the Group will also strive to cooperate with various sectors in Hong Kong to promote this important event, in order to bring an Asian Games fever to Hong Kong. At the same time, it is expected to expand new audience base for the Group and further consolidate its leading position as the best sports broadcaster in Hong Kong.

This year marks the 30th year of i-CABLE business operations. We are committed to our initial aspirations over these years. I would like to express my sincere gratitude to all our devoted colleagues, loyal customers, trusted business partners and shareholders. Only with your continued strong support over the years, the Group is able to thrive and flourish through hard times. Even in the past difficult year, we were able to stand against the storm and scale the heights. Going forward, the Group shall forge ahead towards the set goals — "Narrating Hong Kong's Story" (說好香港故事) while achieving excellent performances and results as well as aiming to become one of the leading media and telecommunications network operators in Hong Kong.

Dr. CHENG Kar-Shun, Henry
Chairman

Hong Kong, 27 March 2023

波譎雲詭的二零二二年過去，展望機遇與挑戰並存的二零二三年，我們將會投放更多資源開拓社交網絡平台和數碼媒體新版圖，以及把76台香港國際財經台、77台HOY TV和78台HOY資訊台三條免費頻道進一步做大做強：隨着第三代互聯網世界來臨，數碼媒體勢成下一波新浪潮，而免費頻道至今仍是受眾人數最多、忠誠度最高和影響力最大的媒介。我們還會傾力辦好今年九月的杭州2022年第19屆亞運會(「亞運會」)。有線寬頻已連續七屆獲得亞運會香港地區獨家播映權，這是本集團的光榮，亦是實力的證明。屆時本集團除了透過旗下免費頻道及多媒體平台播放這項體壇盛事，亦將致力聯同本港不同界別合作推廣，為本港帶起亞運會熱潮，同時估計可為本集團開拓新觀眾群，並可進一步鞏固作為本港最佳體育廣播媒體的領導地位。

今年是有線業務邁進三十周年，日月如梭，初心不改。我在此衷心感謝各位敬業的同事、忠實客戶、可信賴的業務夥伴和股東們，正因為有你們一直以來的鼎力支持，本集團才能在時代的巨輪中不斷茁斷成長，就算在過去艱難的一年依然迎風而立，敢仰高峰。本集團未來必朝着定下的目標砥礪前行，「說好香港故事」，再創佳績，朝着成為香港領先的媒體及電訊網絡營運商之一的目標邁進。

鄭家純博士
主席

香港，二零二三年三月二十七日

Business Review

業務回顧

WHO WE ARE

The Group is an integrated communications services provider in Hong Kong, commanding one of the largest and most influential television audience and communications service user base in town.

It owns and operates one of the near-universal wireline telecommunications network in Hong Kong to provide media and telecommunications services to over 2 million households.

It is also one of the producers of television and multimedia content for distribution over conventional and new media based in Hong Kong, with a particular focus on news and information, sports and entertainment.

BUSINESS STRATEGY

The Group endeavours to sharpen its services to attain higher customer satisfaction, which in turn drives business and revenue performance. Specifically, the Group pursues the following:

- (a) to acquire, produce and distribute quality content meeting local tastes and needs;
- (b) to invest in infrastructure, network and delivery platforms to enhance service level and customer convenience;
- (c) to unlock the value of our infrastructure as well as programming assets for cross-platform and international distribution; and
- (d) to continuously better our processes and procedures to always stay cost-effective.

關於我們

本集團為香港綜合通訊服務機構，擁有本地其中一個最龐大及最具有影響力的電視觀眾及通訊服務用戶群體。

本集團擁有及經營其中一個覆蓋幾近全港的有線電訊網絡，向超過2百萬住戶提供媒體及電訊服務。

本集團亦是香港其中一家電視與多媒體節目製作商，製作以新聞及資訊、體育與娛樂為主的優質節目，並通過傳統及新媒體平台發行。

營運策略

本集團致力提升服務質素，從而更有效地滿足客戶需要，以推動業務表現及收入增長。為此，本集團特別採取下列營運策略：

- (a) 購買、製作及發行優質節目，以迎合本地觀眾口味及需要；
- (b) 投放資源於基建、網絡及傳送平台，以提升服務水平及為客戶帶來更便捷的服務；
- (c) 善用本集團的基建及節目資源，發揮其在跨平台及國際發行的開展潛能；及
- (d) 持續優化流程及程序，時刻力求達致最佳的成本效益。

Business Review

業務回顧

OPERATING ENVIRONMENT

2022 was another challenging year as Hong Kong was clouded by the fifth wave of the novel coronavirus pandemic (the “COVID-19”). The business operating conditions in all sectors were obstructed by the stringent social distancing measures and the slowdown in economic activities. The Hong Kong economy saw a continuous deterioration and contraction. The prolonged border closures, the stagnant tourism-related business and poor appetite in local consumption have led to deeper contraction of the overall economy. Advertising revenue on TV, together with the advertising revenue on the MTR In-train TV, of the Group was severely affected in 2022. The increasing availability of paid content produced by local, regional and global competitors continued to drive down market price to consumers and stifle competition. The evolving products and experience provided by other players continued to draw customers from the Pay TV subscription base. Besides, the media business of the Group remained tough in light of the intensified competition among various multimedia platforms. Telecommunications business activities were further hit hard by the lockdowns and resultant social distancing measures. A sharp reduction of customer flow affected the direct sales and promotion activities. Services installation, network upgrade and construction plans have also largely slowed down. Severe competition among the telecommunications operators in Hong Kong has led to continuous price reduction. Despite the tough operating environment, the Group’s broadband customers base remained comparably stable in 2022 amid the COVID-19.

經營環境

二零二二年仍然是充滿挑戰的一年。由於爆發新型冠狀病毒病（「二零一九冠狀病毒病」）第五波疫情，香港受不明朗因素影響，各行各業的業務營運狀況因嚴格的社交距離措施及經濟活動放緩而受到阻礙，香港經濟持續惡化及萎縮。邊境長期關閉、旅遊相關業務陷入停滯以及本地消費情緒低迷，導致整體經濟進一步萎縮，二零二二年本集團的電視廣告收入及港鐵車廂電視廣告收入受到嚴重影響。本地、區域及全球競爭對手製作的收費內容日益增多，持續降低消費者的市場價格及遏制競爭。其他供應商不斷提供創新的產品及體驗，持續從收費電視訂閱用戶群中吸引客戶。此外，鑒於各種多媒體平台競爭激烈，本集團的媒體業務形勢仍然嚴峻。電訊業務活動受到封鎖及後續社交距離措施進一步打擊，客流量急跌對直接銷售及推銷活動造成影響。服務安裝、網絡升級及建設計劃亦大幅放緩。香港電訊營運商之間的激烈競爭導致價格持續下跌。儘管經營環境嚴峻，二零二二年本集團寬頻客戶基礎在二零一九冠狀病毒病期間仍然維持相對穩定。

		December 2022 二零二二年 十二月 (’000) (千名)	December 2021 二零二一年 十二月 (’000) (千名)
Customers	客戶		
Pay TV	收費電視	662	715
Broadband	寬頻	198	202
Telephony	電話	68	73

Business Review

業務回顧

OPERATING ENVIRONMENT (Continued)

Media

Though the Group was facing this tough economic and social environment, the Group upheld professionalism and corporate responsibility as one of the integrated communications service providers in Hong Kong. With continuous investment, the Group devoted resources in transforming media operations and bringing better content and spectrum coverage to the respected audiences and customers.

In summary, the Group has the following key media achievements in 2022:

- Completion of the free-to-air TV spectrum coverage expansion to approximately 99% of the Hong Kong population in September 2022, enabling the Group to serve most local TV audiences. Increased coverage provided it with more business opportunities and deeper market penetration.
- Produced a series of new customer-centric and diverse content to improve engagement and promoted the importance of "Narrating Hong Kong's Story" (說好香港故事).

經營環境(續)

媒體

儘管本集團面臨嚴峻的經濟及社會環境，但作為香港的綜合通訊服務供應商之一，本集團秉持專業精神及企業責任。憑藉持續投資，本集團投放資源將媒體營運轉型，為尊貴的觀眾及客戶帶來更優質的內容及更廣泛的大氣電波覆蓋範圍。

總括而言，於二零二二年本集團取得以下主要媒體成就：

- 於二零二二年九月將大氣電波廣播訊號之覆蓋範圍擴展至香港約99%人口，讓本集團為大部分本地電視觀眾提供服務。覆蓋率擴大使我們獲得更多商機及更高的市場滲透率。
- 製作了一系列針對客戶的多元化新內容，以提高參與度及弘揚「說好香港故事」的重要性。

Business Review

業務回顧

OPERATING ENVIRONMENT (Continued)

Media (Continued)

- Successfully launched a new consumer facing brand “HOY” and transformed Channel 77 “Hong Kong Open TV” to “HOY TV”, representing that the Group aims high while keeping the pronunciation “HOY” the same as “開” in Cantonese to retain the cultural characteristics of Hong Kong.
- Successfully launched a new free-to-air news and infotainment Channel 78, “HOY Infotainment”, on 21 November 2022.
- Acquired the exclusive broadcasting rights of the Asian Games in Hong Kong, which will be held in Hangzhou, the People’s Republic of China (the “PRC”) in September 2023. This year also marked the seventh consecutive year of the Group being the official broadcaster of the Asian Games.
- Maximised viewership and media influence through upgrade and revamp of digital media platforms.

These activities and initiatives raised public awareness of the Group’s presence in free-to-air TV platforms in late 2022 and undoubtedly paved the way for the Group’s media business in 2023.

經營環境(續)

媒體(續)

- 成功推出面向消費者的新品牌「HOY」，將77台「香港開電視」革新為「HOY TV」，象徵志存高遠，同時保留「HOY」的讀音與廣東話「開」相同，以保存香港的文化特色。
- 於二零二二年十一月二十一日成功推出新免費新聞資訊頻道78台「HOY資訊台」。
- 奪得將於二零二三年九月在中華人民共和國(「中國」)杭州舉行的亞運會的香港獨家播映權。本年度亦為本集團連續第七屆成為亞運會的官方轉播商。
- 透過升級及優化數碼媒體平台，提升收視率及媒體影響力。

該等活動及舉措於二零二二年末提高了本集團在免費電視平台上的大眾關注度，無疑為本集團二零二三年的媒體業務奠定了基礎。



Business Review

業務回顧

OPERATING ENVIRONMENT (Continued)

Media (Continued)

Committing to Society

Leveraging the media power and influence, the Group shouldered its own social responsibility to bring positive energy to the society and Hong Kong citizens and has been the first broadcaster in Hong Kong to produce a series of edutainment live programmes to support Hong Kong people in the course of fighting against the fifth wave of the COVID-19. Below are the key programmes the Group produced in 2022:

- To entertain Hong Kong citizens who chose to stay at home during the fifth wave of the COVID-19, the Group launched the campaign of "CABLE x HKOTV Stay with you Fight Against Pandemic" (有線·香港開電視 陪你在家開心啲), through which the Group catered to Hong Kong citizen's information need in relation to the COVID-19 in multiple aspects.
- A live programme, "Keep Fighting Virus" (全城抗疫講呢啲), was produced which provided and clarified health information and aimed to ease public concern.
- A live programme, "CABLE Stars Lesson" (有線星級學堂：輕鬆在家 gym), was produced in which Hong Kong athletes were invited to teach the public how to do exercise at home to stay healthy.
- Over 150 celebrities were gathered to record cheering video clips endorsed in the anti-epidemic project, and more than 40 medical professionals worked together to compose and perform the song "Never Give Up" (不要放棄) to salute our medical community.

經營環境(續)

媒體(續)

社會參與

本集團憑藉其媒體影響力履行自身社會責任，為社會及香港市民注入正能量，在香港率先製作一系列寓教於樂的直播節目，於二零一九冠狀病毒病第五波疫情期間支持香港人一同抗疫。以下為本集團於二零二二年製作的重點節目：

- 二零一九冠狀病毒病第五波疫情期間為在家抗疫的香港市民提供娛樂，本集團推出《有線·香港開電視 陪你在家開心啲》企劃，滿足香港市民對二零一九冠狀病毒病各方面的資訊需求。
- 推出直播節目《全城抗疫講呢啲》，提供及澄清健康資訊，目的為緩解大眾的疑慮。
- 推出直播節目《有線星級學堂：輕鬆在家 gym》，邀請香港運動員教授大眾市民在家運動，保持身體健康。
- 齊集逾150位名人錄製打氣影片及參與抗疫企劃，以及由40多位醫護界人士合力作曲、填詞、演奏並演唱醫護打氣歌《不要放棄 Never Give Up》，向醫護人員致敬。

Business Review

業務回顧

OPERATING ENVIRONMENT (Continued)

Media (Continued)

Committing to Society (Continued)

- Viewer-centric programmes like “Cooking in Pandemic” (疫境中的餐桌), and “Anti-pandemic Quick Tips” (抗疫懶人包) were produced to provide viewers with cooking tips and health information while staying home.
- The Group also produced its first co-production documentary, “Combat COVID-19” (疫轉時刻), in collaboration with Guangdong Television.

Uniting and Narrating Hong Kong’s Story

In celebrating the 25th anniversary of the establishment of the Hong Kong Special Administrative Region (the “HKSAR”) of the PRC, the Group produced a series of special programmes including “A 25-Year Journey” (走過25年) and “A 25-Year Journey: Exclusive Interview” (走過25年：專訪系列), which contained interviews with politicians and business entrepreneurs who witnessed the changes of Hong Kong over the past 25 years. A drama series, “Stories of Lion Rock Spirit” (獅子山下的故事), were telecasted to tell the resilient and struggling story of Hong Kong ordinary people over the past three decades, representing the collective memory of Hong Kong people’s famous “Lion Rock Spirit”. Grasping this moment, the Group created a series of marketing solutions initiatives and tailored new advertising packages to government sectors and commercial clients to support the celebration of the 25th anniversary of the establishment of the HKSAR and noticed an upsurge in the advertising revenue on TV and sponsorship revenue, and MTR In-train TV advertising revenue.

經營環境(續)

媒體(續)

社會參與(續)

- 推出以觀眾為先的節目，例如《疫境中的餐桌》及《抗疫懶人包》，為在家觀眾提供烹飪貼士及健康資訊。
- 本集團亦與廣東廣播電視台共同製作首部合拍紀錄片《疫轉時刻》。

團結一致 說好香港故事

在慶祝中國香港特別行政區(「香港特區」)成立二十五週年之際，本集團製作《走過25年》及《走過25年：專訪系列》等一系列特備節目，透過與政界及商界代表進行專訪，道出香港過去25年來的變遷。電視劇集《獅子山下的故事》講述平凡小人物在香港打拼三十載的故事，呈現香港人不屈不撓的「獅子山精神」。本集團把握時機，為政府機構及商業客戶制定一系列營銷解決方案及量身訂造全新廣告套餐，以慶祝香港特區成立二十五週年，電視廣告收入及贊助收入以及港鐵車廂電視廣告收入大幅提升。



Business Review

業務回顧

OPERATING ENVIRONMENT (Continued)

Media (Continued)

Expanding Reach

The Group obtained formal approval from the Communications Authority of Hong Kong granting Fantastic Television Limited to use the free-to-air TV spectrum broadcasting as an additional means of transmission for the delivery of the Group's Free TV service in February 2022. On 1 April 2022, Channel 77 and Channel 76 were transmitted via the free-to-air TV spectrum. On 21 November 2022, Channel 78 was launched and transmitted via the free-to-air TV spectrum. The signal coverage of the free-to-air TV spectrum successfully reached approximately 99% of the Hong Kong population in September 2022. Such substantial spectrum coverage enabled the Group to serve the most Hong Kong audience and provide more diversified programme choices to Hong Kong households. It directly enhanced the Group's competitiveness and expanded reach among various multimedia platforms.

Additionally, the Group had dedicated resources in developing digital media channels to expand the reach and increase audience engagement. The Facebook pages operated by the Group, in total, have accumulated more than 2 million followers as at 31 December 2022, reaching over 43 million users. Together with the dynamic content strategy in social media, the number of engagements on the main Facebook pages (HOY, i-CABLE News, i-CABLE Life and i-CABLE Health) reached 110 million engagements on Facebook in 2022, representing an increase of 90% as compared to that in 2021.

The Group launched a new mobile application for HOY in June 2022 to facilitate mobile viewing experience. Viewers can watch Channel 77 and 78's popular programmes on demand and enjoy 24-hour live broadcast through the Mobile App "HOY". Mobile App "i-CABLE News — News & Lifestyle" (有線新聞 — 新聞、財經及生活資訊平台) had accumulated over 860,000 downloads while "i-CABLE Mobile" (i-CABLE 流動版), containing subscribed content, had accumulated over 1.4 million downloads as at 31 December 2022.

經營環境(續)

媒體(續)

擴大覆蓋範圍

本集團於二零二二年二月獲得香港通訊事務管理局正式批准奇妙電視有限公司使用大氣電波廣播作為新增的傳送模式，以傳送本集團的免費電視服務。於二零二二年四月一日，77台及76台透過大氣電波傳輸。於二零二二年十一月二十一日，78台面世並透過大氣電波傳輸。於二零二二年九月，其大氣電波廣播訊號的覆蓋範圍成功擴大至香港約99%的人口。大氣電波廣播之訊號覆蓋讓本集團能夠向廣大香港觀眾提供服務，並為香港住戶提供更多元化的節目選擇，直接提升了本集團於各種多媒體平台的競爭力。

此外，本集團投放資源開發數碼媒體頻道，以提高觀眾參與度。截至二零二二年十二月三十一日，本集團經營的各個Facebook專頁已合共累計超過200萬追蹤人數，覆蓋超過4,300萬用戶。由於本集團在社交媒體方面實施內容多樣性策略，二零二二年主要Facebook專頁(HOY、有線新聞、有線生活及有線健康)之互動次數達到1億1千萬次，較之二零二一年增加90%。

本集團於二零二二年六月推出新流動應用程式，便利觀眾於流動設備上觀看節目。觀眾可透過HOY流動應用程式點播77台及78台的人氣節目以及觀看全天候24小時直播。流動應用程式「有線新聞 — 新聞、財經及生活資訊平台」已累積超過860,000次下載次數，而提供訂閱節目的「i-CABLE 流動版」於二零二二年十二月三十一日的下載次數累計超過140萬次。

Business Review

業務回顧

OPERATING ENVIRONMENT (Continued)

Media (Continued)

Continuous Transformation and Diversification

Following on the expansion of audience reach through free-to-air TV spectrum and the multimedia channel delivery, the Group launched consumer-facing brand “HOY” in the fourth quarter of 2022. First, “Hong Kong Open TV” Channel 77, was renamed as “HOY TV” in October 2022 to provide the channel with a new identity, personalities, and content directions. Under the well-publicised campaign “全面進化 重新啟航”, HOY TV produced quality, diversified and viewer-centric programmes to “Narrating Hong Kong’s Story” (說好香港故事). Second, HOY Infotainment (HOY 資訊台) Channel 78, was officially launched in November 2022 to provide Hong Kong households with a new free-to-air news and infotainment channel. To demonstrate the Group’s commitment to producing the best quality free-to-air news programmes to the respected audience, the Group has renovated the News studio in Cable TV Tower. In addition to the original three LED screens, AR (Augmented Reality) technology has been introduced, which expands the current studio space as well as our visionary infinitely. Under the Group’s value proposition of “Spotlight on Hong Kong. Eye on the World”, HOY Infotainment joined hands with the reputable i-CABLE News team and provided audience with first-hand quality local and international news as well as global financial updates, sports news and infotainment, which were very well-received by the audience. This brought the Group’s media operation and Hong Kong television industry to a new chapter. In addition, the Group has been realigning and diversifying the contents of its three Free TV channels, including Hong Kong International Business Channel (Channel 76), HOY TV (Channel 77) and HOY Infotainment (Channel 78), to meet audiences’ needs.

經營環境(續)

媒體(續)

持續轉型及多元化發展

透過大氣電波廣播及多媒體頻道傳播擴大觀眾覆蓋範圍後，本集團於二零二二年第四季度推出面向消費者的品牌「HOY」。首先，77台「香港開電視」於二零二二年十月更名為「HOY TV」，帶來新的頻道形象、個性及內容方向。HOY TV透過廣泛宣傳的「全面進化 重新啟航」企劃製作優質、多元化並以觀眾為先的節目，「說好香港故事」。其次，78台HOY資訊台於二零二二年十一月正式啟播，為香港觀眾提供新免費新聞資訊頻道。為了向觀眾實現本集團製作最優質免費新聞節目的承諾，本集團對有線電視大樓的新聞錄影廠進行翻新。除了原有三面LED屏幕，加入全新AR(擴增實境)技術，可以無限擴展現有錄影廠空間及觀眾的視覺。HOY資訊台秉持本集團「聚焦香港 放眼世界」的價值主張，與深受觀眾信賴的有線新聞團隊攜手為觀眾提供第一手優質本地及國際新聞以及廣受觀眾歡迎的環球財經資訊、體育新聞及輕資訊，譜寫本集團媒體業務及香港電視業的新篇章。此外，本集團不斷重新調整及豐富76台香港國際財經台、77台HOY TV及78台HOY資訊台三條免費電視頻道的內容，以滿足觀眾的不同需求。



Business Review

業務回顧

OPERATING ENVIRONMENT (Continued)

Media (Continued)

Content Enrichment

The Group has strived to maintain its competitive edge by providing channel and content diversity to audience.

Below are some of the Group's diverse and distinctive programmes produced and acquired by HOY TV in 2022, which include drama, lifestyle, health, infotainment and so forth, and have contributed to the increase in viewership and attracted advertising revenue on TV and sponsorship.

- **Drama:** Hong Kong-produced drama "In the Storm" (黑金風暴), starring Raymond Lam (林峯) and Chrissie Chau (周秀娜).
- **Lifestyle:** "Theme Cook" (煮題 COOK), "Farmer Martin" (馬田港原味), "Noodle Bowls" (搞掂食碗麵), "Departure Again" (重新出發), "Far Away from Home" (離鄉別井的故事), "Top 10 of Asia Taiwan" (亞洲 TOP TEN 台灣篇) and "Good Deal in Japan (Tokyo)" (日圓 5 算攻略(東京)).
- **Health:** "Fit to the Road" (Fit開有條路), "Osamu Hayashi's Lecture" (健康原因講多D) and "Kaka's Home Clinic" (嘉嘉醫療自助班).
- **Infotainment:** "City Focus" (一線搜查), the first community-centred programme of the Group, highlighting latest social issues. In line with HOY TV's long-standing mission of "Serving the Needs of Audiences", the programme had revealed more than 300 community issues by the end of December 2022.

經營環境(續)

媒體(續)

豐富內容

本集團致力為觀眾提供多元化頻道及內容，以保持其競爭優勢。

下文載列部分由HOY TV於二零二二年製作及外購的本集團各式各樣的節目，包括劇集、生活時尚、健康、資訊娛樂等，有助提高收視率，並吸引電視廣告收入及贊助。

- **劇集：**由林峯和周秀娜主演的本地製作劇集《黑金風暴》。
- **生活時尚：**《煮題 COOK》、《馬田港原味》、《搞掂食碗麵》、《重新出發》、《離鄉別井的故事》、《亞洲 TOP TEN 台灣篇》及《日圓 5 算攻略(東京)》。
- **健康：**《Fit開有條路》、《健康原因講多D》及《嘉嘉醫療自助班》。
- **資訊娛樂：**本集團首個以社區為中心的節目《一線搜查》，聚焦最新的社會大眾議題。其貫徹HOY TV「以人為本」的信念，截至二零二二年十二月底已報導逾300個社區議題。



Business Review

業務回顧

OPERATING ENVIRONMENT (Continued)

Media (Continued)

Content Enrichment (Continued)

經營環境(續)

媒體(續)

豐富內容(續)



- **Reality Show:** “YOUNIVERSE” (就是青春), the first talent show to provide a platform for Hong Kong young talents to discover their dreams and excel their potentials.
- **真人秀:** 首個選秀節目《就是青春》，為香港的年輕人才提供追逐夢想及發揮潛能的平台。
- **Success story:** “Girl Boss” (有種老闆娘) and “Mui’s Cafe 2” (開間咖啡店2) were produced to promote women’s success stories.
- **成功故事:** 製作《有種老闆娘》及《開間咖啡店2》，介紹女性的成功故事。

HOY Infotainment provided audience with impartial and high-quality local news, global finance, sports, and infotainment programmes, including “World Living” (全世界睇住), “Money and Wisdom” (財智·商傳), “Let’s Talk” (有理有得傾), “China Express” (中國在線), “Anchor’s Focus” (主播視角). To create truly inclusive programmes for audiences with different needs, HOY Infotainment also featured the first sign language programme “News Report in Sign Language” (手語新聞報道).

HOY資訊台為觀眾提供不偏不倚的高質素本地新聞、環球財金、體育及輕資訊節目，包括《全世界睇住》、《財智·商傳》、《有理有得傾》、《中國在線》、《主播視角》等。為了製作真正包容的節目，HOY資訊台亦推出首個手語節目《手語新聞報道》，以滿足觀眾的不同需求。

Hong Kong International Business Channel (HKIBC), Free TV Channel 76, provides audience with English news bulletins that cover the day’s top local and international stories, Bloomberg, English business and current events programmes including “All About Money”, “Talk the Walk”, and Mandarin financial programmes “Money Buzz”, “Market Express” and “Wealth Touch”. Live broadcasts of important events including the “Global Financial Leaders’ Investment Summit” (國際金融領袖投資峰會) were also televised through the channel. Additionally, an all-new informative light-hearted English talk show “Friday Beyond Spotlights”, was aired to provide the global business audience with facts and insights from different business elites and entrepreneurs.

免費電視頻道76台香港國際財經台為觀眾提供涵蓋即日本地及國際頭條新聞的英文新聞簡報、Bloomberg、英文商務及時事節目，包括《All About Money》、《Talk the Walk》及普通話財經節目《Money Buzz》、《Market Express》及《Wealth Touch》。該頻道亦現場轉播「國際金融領袖投資峰會」等重大活動。此外，76台亦推出全新資訊型英文清談節目《Friday Beyond Spotlights》，為環球商業觀眾提供來自不同商業精英及企業家的事實與見解。

Business Review

業務回顧

OPERATING ENVIRONMENT (Continued)

Media (Continued)

Content Enrichment (Continued)

On the sports front, the Group has always supported the development of international and local sports events. The Group has successfully acquired the exclusive broadcast rights of “The 19th Asian Games Hangzhou 2022” in Hong Kong in October 2022. This year also marked the seventh consecutive year of us being the broadcaster of the Asian Games. A wide variety of exclusive world-class competitions were broadcasted to viewers through the Group’s Pay TV, Free TV and various digital media channels. Sports events included FIBA 3x3 Basketball World Tour 2022 Hong Kong Masters (FIBA 3x3 世界巡迴賽 — 香港大師賽), the German Cup (“DFB-Pokal”) (德國盃足球賽), Hong Kong Sevens (香港國際七人欖球賽), FINA World Swimming Championships (世界游泳錦標賽), Chinese Basketball League (中國職業籃球聯賽), FIVB Women’s Volleyball Nations League (FIVB 世界女排聯賽), FIVB Men’s Volleyball Nations League (FIVB 世界男排聯賽) and so forth. The Group continued to feature prominent football leagues from around the world with professional analysis and Cantonese commentary to its viewers. The Group leveraged the multimedia platforms and broadcasted world-class sports events to Hong Kong audience. Apart from world-class sports events, the Group has been committed to producing and delivering local sports competitions and news to viewers, including “Loving Sports” (愛·體育) which focuses on local sports and local athletes.

經營環境(續)

媒體(續)

豐富內容(續)

體育節目方面，本集團一直支持國際及本地體育賽事的發展。本集團於二零二二年十月成功取得杭州二零二二年第19屆亞運會的香港獨家播映權。本年度亦為我們連續第七屆成為亞運會的轉播商。本集團透過本集團的收費電視、免費電視及各個數碼媒體渠道為觀眾提供各式各樣的獨家世界級競賽，包括《FIBA 3x3 世界巡迴賽 — 香港大師賽》、《德國盃足球賽》、《香港國際七人欖球賽》、《世界游泳錦標賽》、《中國職業籃球聯賽》、《FIVB 世界女排聯賽》、《FIVB 世界男排聯賽》等。本集團繼續為觀眾播映世界各地的主要足球聯賽，並提供專業分析及廣東話評述。本集團透過多媒體平台向香港觀眾播映世界級體育賽事。除了世界級體育賽事外，本集團致力為觀眾製作及播放本地體育賽事及新聞，包括集中講述香港體育及本港運動員的《愛·體育》。

Business Review

業務回顧

OPERATING ENVIRONMENT (Continued)

Media (Continued)

Content Enrichment (Continued)

Channel 18 has maintained enormous popularity in the horse-racing circle due to its well-received professional production and commentaries of the horse-racing content in the Group's Pay TV market. "Race Card Talk" (排位拆局) provided first-hand race card information to viewers. A series of professional horse racing analysis programmes, including "Be a Big Punter" (我要做大戶), "Race Forecast" (賽馬預測) and "18 Betting Tower" (18烽火台), were produced. "Trackside" (賽事傳真) and "Racing Review" (賽後嘢Day) continued to be popular among viewers. The Group had launched the mobile application "Racing GPS" (賽馬GPS), which provides live broadcasting, on-demand archives of racing programmes, professional racing information, analysis and membership scheme with exclusive events and online engagement campaigns. "Give you a number" (畀個No.你), a new programme launched in line with the new pool campaign "練馬師王 Trainer Challenge" of the Hong Kong Jockey Club, provided viewers with more updated and precise data analysis for placing bets. A fresh programme tour was launched to promote horse racing programmes and to interact with Channel 18's fans.

Despite the Group's continued efforts in content enrichment, competition in the paid content business in Hong Kong was intense and the customer base of the Pay TV subscription business continued to contract, leading to a decrease in Pay TV subscription revenue. The entry of new streaming services and various subscription platforms with diverse content range and attractive pricing also affected the Pay TV's subscription business. Coupled with the impact of poor market sentiment as a result of the fifth wave of the COVID-19, revenue from the media segment continuously decreased, as compared to that of 2021.

經營環境(續)

媒體(續)

豐富內容(續)

本集團收費電視的18台繼續廣受歡迎，其專業製作及評論在賽馬圈享負盛名。本集團製作《排位拆局》為觀眾提供第一手排位消息，以及《我要做大戶》、《賽馬預測》及《18烽火台》等一系列專業賽馬分析節目，而《賽事傳真》及《賽後嘢Day》亦繼續備受馬迷青睞。本集團推出「賽馬GPS」流動應用程式，提供賽馬節目的直播及點播欄目、專業賽馬資訊及分析，並提供獨家會員活動及線上互動。本集團配合香港賽馬會的新彩池《練馬師王 Trainer Challenge》，為馬迷推出新節目《畀個No.你》，為觀眾提供最新及更準確的投注數據分析。18台已舉行節目巡禮，向18台的馬迷介紹賽馬節目並與其進行互動。

儘管本集團不斷豐富內容，香港收費節目業務的競爭激烈，加上收費電視訂閱業務的客戶基礎持續收縮，導致收費電視訂閱業務收入減少。啟用新串流服務及多個訂閱平台提供多元化節目及具吸引力的定價，亦對收費電視訂閱業務造成影響。此外，二零一九冠狀病毒病第五波疫情導致市場氣氛低迷，媒體分部收入較二零二一年持續減少。

Business Review

業務回顧

OPERATING ENVIRONMENT (Continued)

Media (Continued)

Digital Media

To keep up with the digital transformation, the Group has hired a team of high calibre professionals and has successfully revamped the websites of HOY TV Channel 77 and i-CABLE in April 2022 and May 2022 respectively, and launched HOY Infotainment Channel 78 in November 2022 to enhance user experience on digital platforms. Following HOY Infotainment's premiere on 21 November 2022, a combined website for HOY TV and HOY Infotainment *hoy.tv* was introduced to provide a single convenient online platform to its loyal viewers. With the adoption of cloud infrastructure, both websites of HOY and i-CABLE have been providing more stable live streaming experience with high scalability. Video on demand content was largely increased on *hoy.tv* with over 1,800 episodes of dramas, entertainment and informative programmes available. Apart from news, finance and sports, the Group has expanded digital content pillars to lifestyle and entertainment on *i-cable.com* and other social media platforms. With website revamp and content enrichment, the Group recorded monthly active users of 1.67 million and 0.187 million on its *i-cable.com* and *hoy.tv* websites in December 2022, representing year-to-year growth of 203% and 80% respectively.

MTR In-train TV Advertising

As the exclusive commercial airtime sales distributor and content provider for the MTR In-train TV, the Group continued to provide various contents, including instant local and international news, financial news, sports news, entertainment news and infotainment to passengers throughout the day. Due to the fifth wave of the COVID-19, and hence the stringent social distancing measures and the slowdown of economic activities, the demand for outdoor media has decreased. The continuation of cross border closures at Lo Wu and Lok Ma Chau also directly limited passenger flow from Mainland China to Hong Kong. Tourism-related business sectors were still hard hit in 2022. Some advertisers that mainly focus on cross-border customers still adopted a conservative approach in advertising spending on the MTR In-train TV.

經營環境(續)

媒體(續)

數碼媒體

為緊貼數碼轉型的步伐，本集團已聘請優質專業團隊，分別於二零二二年四月及二零二二年五月完成對77台HOY TV及i-CABLE網頁的優化工作，並於二零二二年十一月推出78台HOY資訊台，提升用戶的數碼平台體驗。HOY資訊台於二零二二年十一月二十一日啟播後，我們推出HOY TV及HOY資訊台的綜合網站*hoy.tv*，為忠實觀眾提供便利的一站式線上平台。透過採用雲端基礎設施，HOY及i-CABLE的網站均能夠提供更穩定且具有高度可拓展性的直播串流體驗。*hoy.tv*亦大量增添線上點播視頻，囊括逾1,800集電視劇集、娛樂及資訊節目。除了新聞、財經及體育外，本集團已將*i-cable.com*及其他社交媒體平台上的數碼內容主幹拓展至生活時尚及娛樂節目。在優化網頁及豐富內容後，本集團的*i-cable.com*及*hoy.tv*網站於二零二二年十二月分別錄得167萬人及18.7萬人的每月活躍用戶，同比增長分別203%及80%。

港鐵車廂電視廣告

作為港鐵車廂電視的獨家廣告總代理及內容供應商，本集團繼續無間斷向乘客提供本港及國際即時新聞、財經新聞、體育新聞、娛樂新聞及資訊娛樂節目等多種內容。由於二零一九冠狀病毒病爆發第五波疫情，加上嚴格的社交距離措施及經濟活動放緩，市場對戶外媒體的需求有所減少。羅湖及落馬洲跨境口岸持續關閉亦直接限制中國內地入境香港的人流。旅遊業相關行業於二零二二年仍受到重創，部分主要針對跨境客戶的廣告商在港鐵車廂電視廣告支出方面仍然採取保守態度。

Business Review

業務回顧

OPERATING ENVIRONMENT (Continued)

Telecommunications

The Group currently owns and operates a territory-wide telecommunications network which covers over 2 million households in Hong Kong. For the broadband services, the fierce competition in the broadband market presented immense price pressure on the operators, while the business sentiment was worsened for fixed network carriers under the fifth wave of the COVID-19 and tightening of social distancing measures. Revenue from the telecommunications business decreased as compared to that in the last year. With the agility of the team and tremendous effort in creating value-for-money campaigns and offers for the customers of the Group, the number of broadband customers remained comparably stable in 2022. Diverse service subscription packages with new contents, bundled products and smart home solutions were launched to increase customer retention of broadband services. Moreover, in year 2022, the Group continued to expand its core network of fibre coverage and increase core network capacity to cater for both residential and commercial markets to drive for business growth, and also invested in the network expansion of Gigabit-capable Passive Optical Network ("GPON"), in order to provide Fibre-to-the-Home ("FTTH") high speed internet services to more subscribers.

The Group continued to generate one of the major sources of revenue through its strategic collaboration with China Mobile Hong Kong Company Limited ("CMHK") spanning across different areas, including network consultation and rollout, and mobile business. With the Group's network development expertise and execution capabilities, the Group will remain a valuable partner of CMHK.

To capture the accelerated growth of data centre industry in Hong Kong, the Group has been leveraging its well-established network coverage and technology to expand its services to cover data centre connectivity since 2021. Moderate growth in terms of client number and revenue contribution has been observed from our data centre business. The Group continued to expand network coverage and core capacity to meet new business needs and prepare for future growth, through direct investment and strategic partnership with its key business partners.

To keep up with the 5G coverage and strengthen product competitiveness in the market of the Group, a new mobile partnership has been established with the aim to bring 5G mobile services to the customers.

經營環境(續)

電訊

本集團現時擁有及經營覆蓋全港逾200萬個家庭的電訊網絡。寬頻服務方面，寬頻市場的激烈競爭對營運商施加巨大價格壓力，且在二零一九冠狀病毒病第五波疫情及社交距離措施收緊下，固網營辦商的營商氣氛轉差。電訊業務所得收入較去年有所減少。然而，憑藉本集團團隊靈活應對並向客戶力推具性價比的計劃及方案，二零二二年寬頻客戶數目維持相對穩定。本集團已推出具有新穎內容、組合服務與智能家居解決方案的多元化服務訂閱套餐，以加強保留寬頻服務的客戶。此外，於二零二二年，本集團繼續擴展其核心光纖網絡覆蓋範圍及增加核心網絡容量，以應付家居及商業市場需求，推動業務增長，亦投資擴展千兆無源光纖網絡("GPON")，向更多訂戶提供光纖到戶("FTTH")高速互聯網服務。

本集團繼續透過其與中國移動香港有限公司("中國移動")在不同領域的戰略合作，產生其中一個主要收入來源，包括網絡諮詢及推廣，以及流動通訊業務。憑藉本集團的網絡發展專業知識及執行能力，本集團將繼續成為中國移動的寶貴合作夥伴。

為把握香港數據中心行業的加速增長，本集團憑藉成熟的網絡覆蓋面及技術，自二零二一年起將服務範圍拓展至涵蓋數據中心連接業務。數據中心業務的客戶數量及收入貢獻方面錄得溫和增長。透過自身投資及與主要戰略業務合作夥伴進行合作，本集團繼續拓寬網絡覆蓋範圍及提高核心能力以滿足新業務需求，並為未來增長做好準備。

為緊貼5G趨勢及提高本集團產品的市場競爭力，本集團已建立新的流動合作夥伴關係，以為客戶提供5G流動服務。

Business Review

業務回顧

OPERATING ENVIRONMENT (Continued)

Principal Risks and Uncertainties Facing the Group

The following principal risks and uncertainties are considered to be of significance and have the potential to affect the Group's businesses, results of operations and financial conditions. However, they are non-exhaustive as there may be other risks and uncertainties arising, resulting from changes in the economy and other conditions over time.

The media segment is experiencing intense competition in a crowded marketplace with a super dominant operator and changing user behavior. A wider range of contents is available on new platforms and various mobile devices for users to select and view anytime and anywhere. An abundant supply of contents intensified competition, which further weakened the demand for our subscription content. At the same time, competition is getting keener as a result of the fast development of new media in the market. They combine to weaken the Group's operating results. Nevertheless, the Group will enhance its competitiveness which is one of the essential elements to keep in pace with the media market. The Group will make prudent and necessary investment in its programmes and infrastructure to strengthen our competitiveness.

The telecommunications segment is faced with fast-changing technology and customers are constantly demanding for better quality and higher-speed Internet service. The Group's operations depend on its ability to innovate and upgrade its services and the successful deployment of new technologies. The Group will continue to enhance its network and bring better quality service to the customers. The enhancement would strengthen our competitiveness and bring in revenue growth potential.

Recurrent losses have weakened the Group's financial position and increased its dependency on external financing.

The Group is also exposed to certain financial risks which are set out in Note 5 to the consolidated financial statements in this annual report.

經營環境(續)

本集團面對的主要風險及不明朗因素

以下的主要風險及不明朗因素被視為重要及有可能影響本集團的業務、營運業績及財務狀況，惟由於於一段時間所發生的經濟變化及其他情況，可能會引起其他風險及不明朗因素而未能盡列。

媒體業界營運者眾多，當中更有一家主導營運者，加上觀眾的收看模式亦不斷改變，媒體分部正面對劇烈競爭。觀眾可隨時隨地於新的平台和各類流動裝置選擇收看不同類型的節目內容。大量節目內容的供應令競爭更趨激烈，削弱訂購節目內容的需要；同時，由於市場新媒體發展迅速，競爭越趨激烈。有關因素均削弱本集團的經營業績。儘管如此，本集團將提升競爭力，此乃跟上媒體市場步伐的重要因素之一。本集團將對其節目及基礎設施進行審慎且必要的投資，以增強我們的競爭力。

電訊分部正面對快速變化的科技，客戶不斷要求更優質及高速的互聯網服務。本集團的營運有賴其創新及服務推陳出新的能力以及成功採用新技術。本集團將繼續提升其網絡，並為客戶提供更優質的服務。有關提升將可加強本集團的競爭力和收入增長潛力。

經常虧損削弱本集團的財務狀況，並增加依賴對外融資。

本集團亦面臨本年報綜合財務報表附註5所載的若干財務風險。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

As a responsible corporate citizen, the Group is committed to responding to the challenges of climate change by adopting environmental protocols for its operations. The Group is also dedicated to creating a favourable environment for its staff members; providing resources to support their growth and development; as well as promoting staff engagement in social undertakings and volunteer work.

Reporting Scope

This Environmental, Social and Governance (“ESG”) report summarises the efforts made and accomplishments of the Group in Corporate Social Responsibilities (“CSR”) during the period from 1 January 2022 to 31 December 2022 (the “Reporting Period”) in accordance with the “comply or explain” provisions of Appendix 27 Environmental, Social and Governance Reporting Guide (the “ESG Guide”) of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). With in-depth consideration on various areas such as source of income and scale of businesses which reflects the significance of ESG impact, the ESG working group reckoned that scope of this ESG report covers the Group’s key business operations in the provision of media and telecommunications activities in Hong Kong. Details of the establishment and duties of the ESG working group are set out in the section headed “ESG Governance”.

Reporting Principles

The preparation of this report adheres to four reporting principles below, in order to provide an unbiased picture of the Group’s ESG performance:

1. **Materiality:** Material ESG factors were being identified by the ESG working group regularly during the Reporting Period through annual stakeholder engagement. The final disclosures on ESG issues have been reviewed and approved by the board (the “Board”) of directors (the “Directors”) of the Company.
2. **Quantitative:** The Group monitored various Key Performance Indicators (“KPIs”) during the Reporting Period with comparison of the measurable historical data. In this way, the effectiveness of ESG policies and management system can be evaluated and validated. For all standards and methods adopted for calculating the KPIs (if applicable), please refer to the relevant sections in the ESG Report.
3. **Balance:** The ESG report provides an unbiased picture of the ESG performance of the Group.
4. **Consistency:** The Group adopted consistent methodologies in the data calculation by comparing historical ESG data over time.

關於本報告

作為有承擔的企業公民，本集團著力在運作上採取各項環保措施以應付氣候變化的挑戰。本集團亦致力為員工締造良好的工作環境、提供資源以助其發展，並鼓勵同事參與社區活動及義工服務，回饋社會。

報告範圍

本環境、社會及管治（「環境、社會及管治」）報告概述本集團於二零二二年一月一日至二零二二年十二月三十一日期間（「報告期內」）在企業社會責任（「企業社會責任」）方面所作出的努力及所取得的成果，並根據香港聯合交易所有限公司（「聯交所」）《證券上市規則》（「上市規則」）附錄二十七《環境、社會及管治報告指引》（「環境、社會及管治報告指引」）項下「不遵守就解釋」的條文編製。環境、社會及管治工作團隊經審慎考慮收入來源及對環境、社會及管治有重要影響的業務規模等各個領域後，認為本環境、社會及管治報告的範圍涵蓋本集團於香港提供媒體及電訊活動的主要業務營運。設立環境、社會及管治工作團隊及其職責之詳情載於「環境、社會及管治治理」一節。

報告原則

本報告遵循以下四項報告原則編製，公正反映本集團的環境、社會及管治表現：

1. **重要性：**於報告期內，環境、社會及管治工作小組定期透過年度持份者參與識別重大環境、社會及管治因素。環境、社會及管治議題的最終披露已獲本公司董事（「董事」）會（「董事會」）審閱及批准。
2. **定量：**本集團於報告期內監察各項關鍵績效指標（「關鍵績效指標」），並比較可計量的歷史數據。透過這種方式，可以評估及驗證環境、社會及管治政策及管理體系是否有效。有關計算關鍵績效指標（如適用）所採用的所有標準及方法，請參閱環境、社會及管治報告的相關章節。
3. **平衡：**環境、社會及管治報告公正反映本集團的環境、社會及管治表現。
4. **一致性：**本集團透過比較過往環境、社會及管治數據在數據計算中採用一致的方法。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT (Continued)

ESG Governance

The Group is committed to fulfilling stakeholders' expectations on its ESG practices. The Board has the overall responsibility for the Group's ESG strategy and reporting and is responsible for ensuring that appropriate and effective ESG risk management and internal controls systems are in place.

The Board assumes the full responsibility of the Group's sustainable development and oversees key ESG issues, including formulating and evaluating the risks and opportunities of the key ESG issues, reviewing and to ensure the effectiveness of the relevant risk management and internal control systems as well as endorsing the ESG report. The Group has established an ESG working group, which reports to the management of the Group and the Board, with representatives from different functions, including the finance, human resources and administrative departments of the Group, to collect the ESG data and facilitate the ESG reporting process. The ESG working group monitors issues that are material to the Group's operations, sets and reviews progress made against ESG-related goals and targets, and schedules meetings in updating new policies and mechanisms in improving the management of the Group's strategic goals in sustainable development. In addition, the ESG working group evaluates the impact, efficiency and effectiveness of policies that are already in place, and takes remedial actions if the ESG policies are not properly implemented. The management executes the ESG strategies determined by the Board and performs ongoing monitoring of the ESG-related risks. The Board oversees the ESG strategies and goals and monitors the progress made on the execution. As part of the Group's internal control systems, a professional consultant has been engaged for ongoing assessment of the internal control and risk management systems so as to identify any deficiencies and provide recommendations for improvement accordingly.

The Group established several environmental targets drive further improvement on its sustainability performance. The following table displays the targets and results achieved during the Reporting Period:

Target 目標	Result as at 31 December 2022 於二零二二年十二月三十一日的結果
Replace all Euro IV diesel vehicles by year 2027 於二零二七年前更換所有歐盟四期柴油車輛	Replaced 10 new Euro IV diesel vehicles out of 23 such vehicles 已更換 23 台中的 10 台新歐盟四期柴油車輛
Implement a policy of reducing paper usage in year 2022 於二零二二年實施減少紙張使用的政策	Policy established with the focus on centralised sourcing and measurement of use, reduction of use via double side printing, education and development of e-approval process for selected internal documents 已制定政策，其重點為集中資源及用量計量、減少使用、雙面印刷、教育及制定特定內部文件的電子批核流程
Reduce the consumption of diesel by 3% by year 2027 to that in year 2021 於二零二七年前將柴油的消耗較二零二一年減少 3%	Achieved, 49,355 litre in 2022 vs 56,094 litre in 2021 已達成，二零二二年為 49,355 公升，相較二零二一年為 56,094 公升
Maintain water consumption intensity level at year 2021's level in year 2022 於二零二二年維持耗水強度於二零二一年的水平	Achieved, 2,277 cubic meter in 2022 vs 2,306 cubic meter in 2021 已達成，二零二二年為 2,277 立方米，相較二零二一年為 2,306 立方米

關於本報告(續)

環境、社會及管治治理

本集團致力達成持份者對環境、社會及管治常規的預期。董事會全面負責本集團的環境、社會及管治策略及報告，並負責確保已部署適當且有效的環境、社會及管治風險管理及內部控制系統。

董事會就本集團的可持續發展承擔全部責任，並監督重要環境、社會及管治事宜，包括制定及評估關鍵環境、社會及管治議題的風險及機遇，審查並確保相關風險管理及內部控制系統是否有效並審批環境、社會及管治報告。本集團已建立一個環境、社會及管治工作小組，該工作小組向本集團管理層及董事會報告，其成員包括本集團財務、人力資源及行政部門等不同職能部門的代表，以收集環境、社會及管治數據並促進環境、社會及管治報告流程。環境、社會及管治工作小組監督對本集團業務至關重要的議題、制定及審閱對環境、社會及管治相關目標及指標的進展並安排會議更新新政策及機制，以改善本集團可持續發展策略目標的管理。此外，環境、社會及管治工作小組亦評估已有政策的影響、效率及有效性，並於環境、社會及管治政策未妥善實施時採取補救措施。管理層執行由董事會釐定的環境、社會及管治策略，並持續監控環境、社會及管治相關風險。董事會監督環境、社會及管治策略及目標，並監督執行進展。作為本集團內部控制系統的一部分，專業顧問已參與內部控制及風險管理系統的持續評估，以識別任何缺陷並相應地提出改進建議。

本集團已訂立多項環境目標，以進一步提升其可持續發展表現。下表列示報告期內達成的目標及結果：

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT (Continued)

Stakeholder Engagement

With the aim to align the Group's long term sustainability goals with its current vision and mission, the Group recognises the importance of integrating its stakeholders' expectations and requests and truly understanding their concerns.

The Group actively engages its stakeholders and provides updates on its recent developments through diverse engagement channels. The table below highlights the Group's key stakeholders and its communication channels:

關於本報告 (續)

持份者參與

為了令本集團的長期可持續發展目標與其當前的願景及使命保持一致，本集團認識到整合其持份者的預期及要求並確切了解彼等的關注攸關重要。

本集團積極透過廣泛的參與渠道接觸其持份者，並提供最近發展的最新消息。下表重點概述本集團的主要持份者及其溝通渠道：

Stakeholder Group 持份者團體	Engagement Channels 參與渠道
Employees 員工 	<ul style="list-style-type: none"> Internal emails and publications 內部電郵及出版物 Meetings and briefings 會議及簡報 Training and workshops 培訓及研討會 Employee activities 員工活動 Performance appraisal 表現評估 Intranet 公司內聯網
Customers 客戶 	<ul style="list-style-type: none"> Corporate website 公司網站 Client meetings 客戶會議
Investors and Shareholders 投資者及股東 	<ul style="list-style-type: none"> Annual general meeting and general meetings 股東週年大會及股東大會 Annual and interim report 年度及中期報告 Press release and announcements 新聞稿及公告

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT (Continued)

Stakeholder Engagement (Continued)

關於本報告(續)

持份者參與(續)

Stakeholder Group 持份者團體	Engagement Channels 參與渠道
Suppliers, Contractors and Business Partners 供應商、承判商及業務夥伴 	<ul style="list-style-type: none"> Business meetings 業務會議 Site visits 實地考察
Government and Regulators 政府及監管機構 	<ul style="list-style-type: none"> Email, phone and written communications 電郵、電話及書面溝通
Social Groups and Public 社會團體及公眾人士 	<ul style="list-style-type: none"> Email and phone communications 電郵及電話溝通 Volunteer activities 志願者活動 Sponsorships and donations 贊助及捐贈
Media 媒體 	<ul style="list-style-type: none"> Press release 新聞稿 Public events 公關活動

Materiality Assessment

Through the Group's established engagement channels, the Group has identified relevant ESG issues and assessed their materiality to its businesses as well as to its stakeholders.

The materiality assessment process is set out as follows:

- Identification of potential issues: Screening of initial relevant issues with reference to the ESG Guide, and peer benchmarking ideas against suitable peer companies to pinpoint material ESG issues performed.
- Stakeholder evaluation: Internal and external stakeholders, who demonstrate significant dependence of influence on the Group, are invited to rank the importance of each ESG issue via established engagement channels and interviews.
- Prioritisation: The results from issues identification and stakeholder evaluation are synthesised to generate ESG materiality ranking.
- Validation: The ESG working group of the Group validates and confirms the key material ESG issues, and how they link to the respective Aspects (as defined in the Listing Rules) and KPIs of the ESG Guide.

重要性評估

通過已建立的參與渠道，本集團已確定相關的環境、社會及管治事宜，並評估了其對業務及持份者的重要性。

重要性評估程序載列如下：

- 識別潛在議題：參考《環境、社會及管治指引》，梳理出初步相關議題，並針對適當同行公司制定基準理念，以確定重大環境、社會及管治議題已獲執行。
- 持份者評估：邀請內部持份者及十分依賴本集團之外部持份者通過已有參與渠道及面談方式對每個環境、社會及管治議題的重要性進行排序。
- 確定優先次序：綜合議題識別及持份者評估的結果，以作環境、社會及管治重要性排序。
- 核實：本集團的環境、社會及管治工作小組核實並確認重大關鍵環境、社會及管治議題，以及有關議題如何與《環境、社會及管治指引》的各範疇（定義見上市規則）及關鍵績效指標相掛鉤。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT (Continued)

Materiality Assessment (Continued)

In accordance with the results from the stakeholder engagement exercises, the Group has placed greater emphasis on ESG issues relating to product responsibility, employee safety, supply chain management and environmental protection. The table below highlights the ESG issues which were determined to be material to the Group covered and arranged them in order of their relative importance to the business continuity of the business and their overall importance to the society in this ESG report:

關於本報告(續)

重要性評估(續)

根據持份者參與活動的結果，本集團已更加重視與產品責任、員工安全、供應鏈管理及環境保育相關的環境、社會及管治議題。下表重點概述在本環境、社會及管治報告中被釐定為對本集團而言屬重大的環境、社會及管治議題，對其進行優先排序，並按照其對業務的業務連續性的相對重要性及其對社會的整體重要性進行排列：

#	Material ESG Issues 重大環境、社會及管治議題	Aspects in the ESG Guide 《環境、社會及管治報告指引》所涉範疇
1	<ul style="list-style-type: none"> Service Commitment 服務承諾 Intellectual Property Rights 知識產權 Personal Data Policy 個人資料政策 	B6: Product Responsibility 產品責任
2	<ul style="list-style-type: none"> Employee Health and Safety 員工健康與安全 	B2: Health and Safety 健康與安全
3	<ul style="list-style-type: none"> Supply Chain Management 供應鏈管理 	B5: Supply Chain Management 供應鏈管理
4	<ul style="list-style-type: none"> Air and Greenhouse Gas Emissions 空氣及溫室氣體排放 Waste Management 廢料管理 	A1: Emissions 排放
5	<ul style="list-style-type: none"> Energy Management 能源管理 Water Management 用水管理 	A2: Use of Resources 資源使用
6	<ul style="list-style-type: none"> Environmental Impact Management 環境影響管理 	A3: The Environment and Natural Resources 環境及自然資源
7	<ul style="list-style-type: none"> Climate Change Impact Management 氣候變化影響管理 	A4: Climate Change 氣候變化
8	<ul style="list-style-type: none"> Labour Practices 勞工常規 	B1: Employment 僱傭

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環境、社會及管治報告

ABOUT THIS REPORT (Continued)

Materiality Assessment (Continued)

關於本報告(續)

重要性評估(續)

#	Material ESG Issues 重大環境、社會及管治議題	Aspects in the ESG Guide 《環境、社會及管治報告指引》所涉範疇
9	<ul style="list-style-type: none"> Employee Development and Training 員工發展及培訓 	B3: Development and Training 發展及培訓
10	<ul style="list-style-type: none"> Prevention of Child and Forced Labour 防止童工及強制勞工 	B4: Labour Standards 勞工準則
11	<ul style="list-style-type: none"> Anti-corruption 反貪污 Whistle Blowing 舉報機制 	B7: Anti-Corruption 反貪污
12	<ul style="list-style-type: none"> Community Support 支持社區發展 Community Engagement 社區共融 	B8: Community Investment 社區投資

Looking ahead, the Group will continue to develop its CSR work in line with its business plans and strategies. This will not be possible without the Group's colleagues' efforts and dedication in upholding CSR values.

未來，本集團會繼續配合營運計劃及策略以發展企業社會責任，此實有賴本集團員工們上下一心的支持及對企業社會責任的貢獻。

MATERIAL ESG ISSUES

1. Product Responsibility

The Group observes the codes and guidelines for television programme service and telecommunications service licensees, along with various legislations including:

- Broadcasting Ordinance (Chapter 562 of the Laws of Hong Kong);
- Broadcasting (Miscellaneous Provisions) Ordinance (Chapter 391 of the Laws of Hong Kong);
- Telecommunications Ordinance (Chapter 106 of the Laws of Hong Kong);
- Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong); and
- Competition Ordinance (Chapter 619 of the Laws of Hong Kong).

The Group also has established various internal guidelines or codes of practices for different functions and divisions, and provided different trainings for staff development.

重大環境、社會及管治議題

1. 產品責任

本集團作為電視節目服務及電訊服務持牌人須遵守相關守則及指引，同時遵守不同條例，包括：

- 《廣播條例》(香港法例第562章)；
- 《廣播(雜項條文)條例》(香港法例第391章)；
- 《電訊條例》(香港法例第106章)；
- 《個人資料(私隱)條例》(香港法例第486章)；及
- 《競爭條例》(香港法例第619章)。

本集團亦有一系列為不同範疇及部門而設的內部指引或守則，及為員工發展提供各項培訓。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

1. Product Responsibility (Continued)

Service Commitment

The Group was awarded ISO 9001:2015 Quality Management System certification & ISO 10002:2018 Quality Management — Customer Satisfaction certification, covering after-sales services and customer cases management, by SGS Hong Kong Limited in March 2022 which continues to be well-maintained in 2024. The Group was awarded the 11th “Junzi Corporation Award” by The Hang Seng University of Hong Kong to recognise its contribution to the society, the spirit of Junzi and pursuit of excellence.

The Group places customer experience as its priority. A quality management system in line with the requirements of the ISO standards is implemented to improve its hotline and customer care services, and to uplift installation and maintenance standards. The Group addresses customer complaints in a timely, fair and unbiased manner. Customer views are regularly collected and analysed through customer satisfaction surveys. During the Reporting Period, 171 written complaints (2021: 221 written complaints) were received in relation to the television services. The decrease in the number of complaints was mainly due to improved communication with customers during sales and renewal process of subscription of Pay TV services.

Engagement of provision of media and telecommunications activities is not subject to any recall for safety and health reasons.

Intellectual Property Rights

The Group has the Corporate General IT Control Policies and Procedures in place to manage, protect and monitor information technology (“IT”) systems and data. The use of unauthorised software or copying of copyrights works is not allowed under the Group’s policy.

Personal Data Policy

The Group respects individuals’ legal rights to privacy, and strictly abide by the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) in collecting, holding, processing and using customers’ personal data. In addition to establishing policies and operation guidelines, the Group issues periodic reminders and deliver regular briefings to frontline staff to remind them of the importance of protecting customer data.

The Group protects the confidentiality of its customers’ personal data by implementing layers of security (IT controls) to prevent loss or leakage of customer data. The Group’s Corporate General IT Control Policies and Procedures also ensure data security and IT system user access control.

There was no incident of non-compliance with the aforementioned laws and regulations that have a significant impact on the business operations of the Group during the Reporting Period.

重大環境、社會及管治議題(續)

1. 產品責任(續)

服務承諾

於二零二二年三月，本集團的售後服務及顧客個案管理榮獲由香港通用檢測認證有限公司頒發之 ISO 9001 : 2015 品質管理系統認證及 ISO 10002 : 2018 品質管理 — 顧客滿意度認證，並於二零二四年仍維持該等認證。本集團榮獲香港恒生大學頒授第十一屆「君子企業大獎」，以表揚其對社會的貢獻、君子風範及力求卓越的精神。

本集團以客戶的體驗為優先考慮。本集團推行及貫徹一個符合 ISO 認證標準的品質管理系統，以持續改善服務熱線及顧客服務、提高安裝及維修水平。本集團以適時、公平及公正的態度處理客戶控訴，並透過顧客滿意度調查定期收集顧客意見與進行分析。於報告期內，接獲 171 宗有關電視服務的書面投訴(二零二一年：221 宗書面投訴)。投訴數目減少主要由於在訂閱收費電視服務的銷售和續約過程中改善了與客戶的溝通。

參與提供媒體及電訊活動不受因安全及健康理由撤回所限。

知識產權

本集團設有《企業資訊科技政策及程序》去管理、保護及監察資訊科技(「資訊科技」)系統及數據。本集團的政策亦禁止使用未經授權的軟件或複製任何版權作品。

個人資料政策

本集團尊重法例賦予個人的私隱權，並嚴格遵循及按《個人資料(私隱)條例》(香港法例第486章)的規定收集、保存、處理及使用客戶的個人資料。除了訂立相關政策及工作指引，本集團亦定期發通知予前線員工及舉行簡報會，提醒和強調保護客戶資料的重要性。

本集團保護客戶的個人資料，實施多重的資訊保安技術去防止客戶資料損失或洩漏。本集團的《企業資訊科技政策及程序》亦保證數據保安以及控制、監察可接觸資訊科技應用系統的人士。

於報告期內概無發生違反上述法律及法規而對本集團業務營運造成重大影響的事件。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

2. Employee Health and Safety

The Group is committed to providing and maintaining a healthy, safe, and hygienic workplace for all employees and related parties that are likely to be affected by its operations and activities. The following four policies on health and safety have been established and posted on the intranet:

1. The Safety Handbook & Company Policy which sets out the requirements on work place safety;
2. Typhoon & Rainstorm Policy which sets out the working arrangement under special weather;
3. Display Screen Equipment Assessment Policy which provides safety guidelines for using equipment; and
4. Policy on Arrangement for Infectious Diseases Outbreak which lays out guidance and measures in handling of infectious diseases.

To enhance employees' awareness of the importance of safe working practices, the Group has adopted the following key occupational health and safety measures:

- Annual practice of mass fire drill in collaboration with the Fire Department;
- Periodic occupational safety and health training courses;
- Demo video of physical exercise in department workplace as reminder; and
- Establishment of the Department Operational Guideline on safety measures for working-at-height and lifting of heavy tools and objects.

Any occurrence of incident would be timely reported to the management and follow up actions will be taken. There was no incident of non-compliance with the Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong) during the Reporting Period.

Occupational Health and Safety Data

Year 年度	Fatality number 因工死亡人數	Fatality rate ⁽¹⁾ 死亡率 ⁽¹⁾	Injury rate ⁽²⁾ 工傷比率 ⁽²⁾	Lost days 損失日數	Lost days rate ⁽³⁾ 損失日數比率 ⁽³⁾	Absentee rate ⁽⁴⁾ 缺勤比率 ⁽⁴⁾
2022 二零二二年	-	-	0.0068	181	0.0006	0.0120
2021 二零二一年	-	-	0.0077 ⁽⁵⁾	137	0.0005	0.0217
2020 二零二零年	-	-	0.0093	503	0.0016	0.0215

Notes:

- (1) Fatality rate = Total fatality number/Total number of employees
- (2) Injury rate = Total staff affected/Total number of employees
- (3) Lost days rate = Total number of lost days/Total days worked
- (4) Absentee rate = Total number of absentee days/Total days worked
- (5) The figure has been restated due to refined data collection process.

重大環境、社會及管治議題(續)

2. 員工健康與安全

本集團致力為全體員工及可能受其營運及活動影響的相關各方提供及維持一個安全、健康及衛生的工作場所。本集團已設立以下四項關於健康與安全的政策並於內聯網上公佈：

1. 載列有關工作間安全規定的《員工安全守則》及《人力資源政策》；
2. 載列特殊天氣下工作安排的《颱風及暴雨特別措施》；
3. 載列使用設備安全指引的《使用顯示屏幕設備的工作守則》；及
4. 載列傳染病處理指引及措施的《傳染病爆發安排政策》。

為增強員工對職業安全重要性的意識，本集團採取了以下主要的職業健康與安全措施：

- 與消防處合辦年度火警演習；
- 定期舉辦職業安全及健康訓練課程；
- 於工作間播放鍛鍊身體的示範片段；及
- 制定《部門工作指引》以提醒高空工作及搬運重物的安全措施。

發生任何事故將適時向管理層報告，並將採取跟進行動。於報告期內概無發生違反《職業安全及健康條例》(香港法例第509章)的事件。

職業健康及安全數據

附註：

- (1) 死亡率 = 總因工死亡人數 / 總員工人數
- (2) 工傷比率 = 受傷員工總數 / 總員工人數
- (3) 損失日數比率 = 損失總日數 / 總工作日數
- (4) 缺勤比率 = 缺勤總日數 / 總工作日數
- (5) 由於完善數據收集過程，有關數字經已重列。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

3. Supply Chain Management

The Group sources from trustworthy suppliers and contractors for quality and sustainable products and services, under well-defined procurement policy. The Group offers equal opportunity to all potential business partners. Supplier selections and procurement decisions would be made based on assessment over certain criteria such as reputation, image, social and environmental protection responsibilities of the suppliers, quality and sustainable reliability of the products and services, compliance with user requirements and/or specifications, conformance to technical evaluation instituted by requisitioning department, compatibility with/conformance to existing operating systems, service level commitment etc. The Group encourages suppliers and contractors to take green measures and products that fulfill the 4Rs Rule: "Reduce, Recycle, Reuse and Replace" in order to minimise environmental and social risks along the supply chain. The Group also continues to monitor the product and service quality of the suppliers to ensure the suppliers' compliance with the requirements of the Group. During the Reporting Period, the Group is not aware of any material environmental and social risks along the supply chain.

The Group sources from around the world with over 89% of suppliers and contractors based in Hong Kong to reduce carbon footprint in its supply chain, while supporting the local economy. The number of suppliers of the Group from Hong Kong and other countries during the year ended 31 December 2022 was 896 and 131.

4. Emissions

The Group recognised the importance of maintaining good environmental protection behavior across the Group by integrating environmental considerations into the business processes of the Group. The Board believes that the Group is responsible for the protection of the environment and adheres to create a sustainable future for the stakeholders as well as the community in which the Group operates by the continuous contributions from its experienced management and employees. To this end, the Group focuses on three main areas which include emissions¹, use of resources, and the environment and natural resources.

重大環境、社會及管治議題(續)

3. 供應鏈管理

本集團致力根據完善的採購政策選擇信譽良好可靠的供應商及承判商提供優質及可持續的產品和服務。本集團為所有潛在業務夥伴提供平等的機會。挑選供應商及採購決定將根據對若干標準(例如供應商的聲譽、形象、社會及環境保護責任、產品及服務的質量及持續可靠性、符合用戶要求及／或規格、符合申領物料部門制定的技術評估、兼容／符合現有操作系統、服務水平承諾等)的評估而作出。本集團鼓勵供應商及承判商採納環保措施和產品，以符合「環保4Rs」—即「減少使用，循環再造，廢物重用及替代應用」，以盡量減少供應鏈的環境及社會風險。本集團亦繼續監察供應商的產品及服務質量，以確保供應商符合本集團的要求。報告期內，本集團並未發現供應鏈存在任何重大環境及社會風險。

本集團的供應商遍佈全球，其中超過89%為香港的供應商及承判商，以積極支持促進本土經濟的同時減少其供應鏈中的碳排放量。截至二零二二年十二月三十一日止年度，本集團來自香港及其他國家的供應商數目分別為896名及131名。

4. 排放

本集團認為，透過將環境因素整合於整個本集團業務流程，於整個本集團範圍內維持良好環保行為具有重要意義。董事會認為，本集團負責透過資深管理層及員工的持續貢獻，以保護環境及堅持為持份者及本集團營運所在社區創造可持續未來。就此而言，本集團關注三個主要領域，包括排放¹、資源使用以及環境及天然資源。

¹ The Group did not generate significant sewage discharge during the Reporting Period.
本集團於報告期內並無產生大量污水排放。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

4. Emissions (Continued)

Air and Greenhouse Gas Emissions

The Group works strategically and collaboratively to identify solutions for reducing greenhouse gas emissions, reducing waste production as well as reducing energy consumption by identifying rooms for improvement. The Group strictly follows the Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong) and Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong). During the Reporting Period, there was no incident of non-compliance with relevant laws and regulations relating to air and greenhouse gas emissions and waste management that have a significant impact on the business operations of the Group.

The Group promotes the minimisation of greenhouse gas emissions generated by the Group and encourages the environmental care in its working environment. The Group continuously takes the following measures to reduce the air and greenhouse gas emissions:

Fuel consumption

- Reduce the number of vehicles and optimise vehicle utilisation;
- Phase out pre-Euro IV diesel vehicles;
- Regular maintenance to reduce carbon emission;
- Conduct annual vehicle examination for vehicles to ensure compliance with emission standards set by the Environmental Protection Department of Hong Kong;
- Provide guidelines on good driving practice; and
- Green driving workshops conducted for the Group's drivers.

重大環境、社會及管治議題(續)

4. 排放(續)

空氣及溫室氣體排放

本集團透過策略性協作確定需要改善的空間，為降低溫室氣體排放、減少廢料生產以及減少能源消耗確定解決方案。本集團嚴格遵守《空氣污染管制條例》(香港法例第311章)及《廢物處置條例》(香港法例第354章)。於報告期內，概無發生違反與空氣及溫室氣體排放以及廢物管理而對本集團的業務營運造成重大影響有關的事件。

本集團提倡降低本集團產生的溫室氣體排放，並鼓勵於工作環境開展環保措施。本集團持續採取以下計量以減少空氣及溫室氣體排放：

燃油消耗

- 減少汽車數量及優化汽車使用；
- 逐步淘汰歐盟四期或之前的柴油車；
- 定期維護以減少碳排放；
- 對車輛進行年檢，以確保符合香港環境保護署制定的排放標準；
- 就良好駕駛實踐提供指引；及
- 為本集團的駕駛員舉辦綠色駕駛研討會。



Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

4. Emissions (Continued)

Air Emissions

		2022 二零二二年 (in tonne) (噸)	2021 二零二一年 (in tonne) (噸)
NO _x emissions	氮氧化物排放量	0.35	0.49
SO _x emissions	硫氧化物排放量	0.001	0.002
PM emissions	微粒子排放量	0.034	0.046

Greenhouse Gas Emissions

重大環境、社會及管治議題(續)

4. 排放(續)

空氣排放

溫室氣體排放

		2022 二零二二年 (in tonne) (噸)	2021 二零二一年 (in tonne) (噸)
CO ₂ emissions — scope 1 (Note 1)	二氧化碳排放量 — 範圍1 (附註1)	267	295
CO ₂ emissions — scope 2 (Note 2)	二氧化碳排放量 — 範圍2 (附註2)	4,467	5,110
Total	總額	4,734	5,405

As compared to that in 2021, the Group recorded lower amount of NO_x, SO_x, PM and greenhouse gas emissions in 2022. Such reduction was mainly due to less frequent use, shorter travel distance and decrease in the number of the Group's vehicles.

與二零二一年相比，本集團於二零二二年錄得較少氮氧化物、硫氧化物、微粒子及溫室氣體排放量。該減少乃主要是由於本集團的車輛使用頻率降低，其行車距離縮短以及車輛數量減少所致。

Notes:

1. Direct emissions (scope 1) includes greenhouse gas emissions from combustion of fuels in company vehicle fleet. CO₂ emissions — scope 1 intensity was approximately 0.23 (tonne/employee) during the Reporting Period (2021: 0.25 (tonne/employee))
2. Energy indirectly emissions (scope 2) includes greenhouse gas emissions from consumption of electricity purchased from power companies. CO₂ emissions — scope 2 intensity was approximately 3.82 (tonne/employee) during the Reporting Period (2021: 4.35 (tonne/employee))
3. The calculation of air emissions and greenhouse gas emissions was based on the "Reporting Guidance on Environmental KPIs" issued by the Stock Exchange

附註：

1. 直接排放(範圍1)包括公司車輛燃油燃燒產生的溫室氣體排放。於報告期內，二氧化碳排放量—範圍1濃度約0.23(噸/僱員)(二零二一年：0.25(噸/僱員))
2. 能源間接排放(範圍2)包括消耗購自電力公司的電力所產生的溫室氣體排放。於報告期內，二氧化碳排放量—範圍2濃度約3.82(噸/僱員)(二零二一年：4.35(噸/僱員))
3. 氣體及溫室氣體排放乃根據聯交所頒佈的「環境關鍵績效指標匯報指引」計算得出

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

4. Emissions (Continued)

Waste Management

The Group has devoted substantial efforts to waste management by minimising solid waste to landfills through waste reducing, waste reusing and waste recycling. One of the essential measurements is through promoting the importance of waste reduction among the employees of the Group through training and education. Going paperless is always the Group's key message passed to the employees of the Group and they are encouraged to use electronic copies for filing purpose and use recycle papers for printing in order to reduce waste. The Group's efforts to reduce paper usage include implementing paperless e-Leave and e-Payroll systems.

The Group is not aware of any significant generation of hazardous waste and adopted suitable waste handling and reduction measures in accordance with local laws and regulations. The total amount and intensity of non-hazardous waste produced during the Reporting Period have decreased to 8 tonnes and 0.007 tonnes/employee, respectively (2021: 55 tonnes and 0.047 tonnes/employee, respectively). All non-hazardous wastes generated are collected by the property management of the office buildings and will then be transported to public refuse collection points.

Types and amount of waste recycled

Year 年度	Paper and Paper Product (tonne) 紙張及 紙製品 (噸)	Plastics (Video Tape) (piece) 塑膠 (錄影帶) (盒)	Cartridge (piece) 碳粉盒 (盒)	Production Equipment, Office Equipment and Computers (piece) 製作設備、 辦公室設備 及電腦 (台)	Batteries and Charger Accessories (piece) 電池及 充電配件 (枚)
2022 二零二二年	3	2,001	71	650	152
2021 二零二一年	13	63,796	174	1,309	125

There was no incident of non-compliance with relevant environmental laws and regulations that have a significant impact on the business operations of the Group during the Reporting Period.

重大環境、社會及管治議題(續)

4. 排放(續)

廢料管理

本集團投入大量精力進行廢料管理，透過廢料減少、廢料再利用及廢料回收減少向堆填區運送固體廢料。其中一項主要措施是透過培訓及教育向本集團員工宣傳廢料減少的重要性。本集團向本集團員工傳遞無紙化辦公室的重要訊息，並鼓勵員工使用電子方式存檔及使用回收紙打印，以減少浪費。本集團減少紙張使用的措施包括實施無紙化電子休假及電子工資單系統。

本集團並不知悉任何重大的有害廢料，並根據本地法律及法規採納適當的廢料處理及減少措施。本集團於報告期內產生無害廢料總量及密度分別減少至8噸及0.007噸／僱員（二零二一年：分別為55噸及0.047噸／僱員）。產生的所有無害廢料均由辦公樓物業管理處收集，然後運至公眾垃圾收集站。

回收廢物種類及數量

於報告期內概無發生違反相關環境法律及法規而對本集團業務營運造成重大影響的事件。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

5. Use of Resources

Being a responsible corporation to the environment and the society, the Group focuses on exploring opportunities to minimise the use of energy or natural resources among the Group and with the new technologies and by improving the efficiency of operating procedures that provide the best use of production and office equipment. The management of the Group believes that the efficiency of the use of energy and natural resources can be improved from time to time.

Energy Management

The Group endeavours to make use of energy efficiently and to encourage employees of the Group to use energy effectively. The consumption of energy is monitored regularly and measures were taken to identify any rooms for improvement. Another key focus by the Group is on how to minimise the use of resources and how to use wisely is through education and training:

- reduce operation hours of public lighting, escalators and lifts;
- automate switching off air-conditioning and lighting;
- retrofit lighting system using energy efficient T5 fluorescent tubes and LED lights;
- adjust indoor temperature settings;
- purchase energy efficient office equipment with electron energy loss spectroscopy; and
- provide staff with tips for green office.

Water Management

There was no water sourcing issue with the Group as the Group mainly consumes municipal water. The majority of the water consumption of the Group is for water-cooled air conditioning system, basic cleaning and sanitation. The Group promotes the use of water smartly by training and education. The management of the Group continuously monitors the consumption of water and explores ways to further reduce the Group's water consumption. Owing to the Group's ongoing education and efforts, the Group's water consumption for the year 2022 has maintained similar level of 2,277 cubic meter as compared to the consumption for the year 2021 of 2,306 cubic meter.

重大環境、社會及管治議題(續)

5. 資源使用

作為對環境及社會負責的公司，本集團注重尋求機遇，以在本集團範圍內減少能源或天然資源使用，憑藉新技術及改善營運程序的效率，達致生產及辦公室設備的最佳使用。本集團管理層認為，能源及天然資源使用效率可不時獲得提升。

能源管理

本集團致力有效利用能源及鼓勵本集團員工有效使用能源，並定期監控能源消耗及為確定任何需要改善的空間採納有關措施。另一關注重點是本集團對於如何減少資源使用及如何有效使用資源透過以下教育及培訓：

- 減少公眾地方燈光、扶手電梯及電梯之使用時間；
- 自動關閉空調及照明系統；
- 更換高效節能的T5光管和LED燈照明系統；
- 調整室內溫度；
- 購買印有「能源效益標籤」的能源效益辦公室設備；及
- 為員工提供設立綠色辦公室的資訊。

用水管理

由於本集團主要消耗市政用水，故本集團並無供水問題。本集團的大量用水用於水冷空調系統、基本清潔及衛生。本集團提倡透過培訓及教育節約用水。本集團管理層持續監控用水，並尋求進一步減少用水的方法。由於本集團的持續教育及努力，二零二二年的用水量為2,277立方米，維持於與二零二一年的用水量2,306立方米相若水平。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

5. Use of Resources (Continued)

Energy and Resources Consumption

		2022	2021
		二零二二年	二零二一年
Electricity (kilowatt-hour)	電力(千瓦小時)	11,454,969	13,810,209
Water consumption (cubic meter)	用水量(立方米)	2,277	2,306
Diesel (litre)	柴油(公升)	49,355	56,094
Unleaded petrol (litre)	無鉛汽油(公升)	51,107	51,692
Electricity intensity (kilowatt-hour/employee)	電力強度(千瓦小時/員工)	9,799	11,753
Water consumption intensity (cubic meter/employee)	用水量(立方米/員工)	2	2
Diesel per vehicle (litre/vehicle)	柴油(公升/車輛)	1,452	1,650
Unleaded petrol per vehicle (litre/vehicle)	無鉛汽油(公升/車輛)	2,044	2,068

Note: Use of packaging material for finished product is not a material aspect of the business operations of the Group

As compared to that in 2021, the Group consumed approximately 17% less electricity because the Group had adopted the use of more energy-saving appliances and more in-house green initiatives such as reduced operation hours of public lighting, escalators and lifts as well as automated switching off air-conditioning and lighting.

With the Group's reduction of the size of the vehicle fleet and fuel consumption initiatives mentioned in section 4 as well as shorter distance travelled, the Group consumed 12% less diesel and 1% less unleaded petrol in 2022 when compared to that in 2021.

重大環境、社會及管治議題(續)

5. 資源使用(續)

能源耗量及資源消耗量

附註：製成品使用的包裝物料並非佔本集團業務營運的重大部分

與二零二一年相比，本集團減少大約17%電力消耗，此乃由於本集團已採用更多節能設備及採取更多內部環保措施，例如減少公共照明、扶手電梯及電梯的營運時間以及自動關閉空調及照明。

隨著本集團縮減車隊規模，並減少第4節所述的油耗，加上行車距離縮短，故此與二零二一年相比，本集團在二零二二年減少12%的柴油消耗和減少1%的無鉛汽油消耗。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

6. The Environment and Natural Resources

The Group explores the possibility of the usage of clean energy or reusable resources and the opportunities to minimise the use of energy or natural resources in every department in different business operations of the Group. The Group continuously adheres to the principle of minimising the impact on the environment and natural resources. During the Reporting Period, the Group is not aware of any significant impacts of activities arising from the business operations of the Group on the environment and natural resources.

The Group's Environmental Friendly Programme was implemented in the Group throughout these years to bring the employees together with the management of the Group to contribute to its society. The Group takes great emphasis in the future development of its environment.

7. Climate Change Impact Management

The management of the Group will take adequate steps to build its resilience to climate change by identifying and managing climate change risks and opportunities and by developing strategies, which are in line with global best practices to adapt to and mitigate the impact of climate change on its operations.

In order to mitigate the impact of climate change, the Group takes climate change issues into consideration during its annual enterprise risk management process to evaluate if the significant climate-related risks would impact its business operations. Contingency business plans regarding the possible scenarios under various extreme weather conditions are established, such as installing uninterruptible power supply ("UPS") in order to provide emergency power when the input power source or mains power including hub sites, Digital News System ("DNS") centre, Management Information System ("MIS") server, broadcasting equipment, Multichannel Multipoint Distribution Service ("MMDS") station, etc. fails. The Group also encourages employees, suppliers and customers to reduce carbon emissions in their operations in order to mitigate its supply chain's environmental impact as much as possible.

重大環境、社會及管治議題(續)

6. 環境及天然資源

本集團尋求使用清潔能源或可再用資源的可能性，並尋找機會於本集團不同業務部門減少能源或天然資源使用。本集團始終堅持減少環境及天然資源影響的原則。於報告期內，本集團概不知悉本集團業務經營對環境及天然資源造成任何重大影響。

本集團於近年來實施環保友善計劃，令本集團僱員及管理層共同貢獻社區。本集團關注環境的未來發展。

7. 氣候變化影響管理

本集團的管理層將採取充分措施，透過識別及管理氣候變化風險及機遇以及制定符合全球最佳實踐的戰略以適應及減輕氣候變化對其業務的影響，從而增強對氣候變化的應變能力。

為了減輕氣候變化的影響，本集團將氣候變化議題納入年度企業風險管理流程，以評估重大氣候相關風險是否影響業務運營。本集團已制定各種極端天氣情況下可能出現的情景的業務應變計劃，例如安裝不斷電系統（「UPS」），以便在輸入電源或市電（包括中樞網站、數字新聞系統（「DNS」）中心、管理資訊系統（「MIS」）伺服器、廣播設備、多頻道多點分發服務（「MMDS」）中心等）發生故障時提供應急電源。本集團亦鼓勵僱員、供應商及客戶在其營運中減少碳排放，盡可能減輕供應鏈對環境的影響。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

8. Employment

The Group recognises employees as important assets to us. The Group is committed to developing a positive and respectable working environment that encourages collaboration between employees and across departments. The Group strives to attract and retain talents and aim to promote workforce diversity, in terms of age, gender and nationality, as well as a culture of equal opportunity.

The Group has developed the Employee Handbook & Human Resources Policy which have been posted on intranet, governing compensation, dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare in accordance with respective laws and regulations.

The following Hong Kong laws in relation to the Group's employment and labour practices are relevant to the Group:

- Employment Ordinance (Chapter 57 of the Laws of Hong Kong);
- Mandatory Provident Fund Schemes Ordinance ("MPFSO") (Chapter 485 of the Laws of Hong Kong);
- Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong);
- Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong);
- Sex Discrimination Ordinance (Chapter 480 of the Laws of Hong Kong);
- Disability Discrimination Ordinance (Chapter 487 of the Laws of Hong Kong);
- Family Status Discrimination Ordinance (Chapter 527 of the Laws of Hong Kong);
- Race Discrimination Ordinance (Chapter 602 of the Laws of Hong Kong); and
- Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

Working hours, leaves, remuneration and other employment practices are reviewed regularly to ensure the compliance with latest labour laws and regulations.

There was no incident of non-compliance with employment laws and regulations that have a significant impact on the business operations of the Group during the Reporting Period.

重大環境、社會及管治議題(續)

8. 僱傭

本集團將僱員視為我們的重要資產。本集團承諾營造積極體面的工作環境，鼓勵員工及不同部門之間通力合作。本集團致力吸引及挽留人才，旨在年齡、性別及國籍方面促進人才多元化以及平等機會文化。

本集團已制定《員工手冊》及《人力資源政策》，並已於內聯網上公佈，有關手冊及政策乃根據其各自的法律及法規監管薪酬、解僱、招聘與晉升、工作時間、休息期、平等機會、多元化、反歧視以及其他福利待遇。

下列涉及僱傭及勞工常規的香港法律與本集團有關：

- 《僱傭條例》(香港法例第57章)；
- 《強制性公積金計劃條例》(「強制性公積金計劃條例」)(香港法例第485章)；
- 《僱員補償條例》(香港法例第282章)；
- 《最低工資條例》(香港法例第608章)；
- 《性別歧視條例》(香港法例第480章)；
- 《殘疾歧視條例》(香港法例第487章)；
- 《家庭崗位歧視條例》(香港法例第527章)；
- 《種族歧視條例》(香港法例第602章)；及
- 《個人資料(私隱)條例》(香港法例第486章)。

工作時數、假期、薪酬及其他僱傭慣例定期予以檢討，以確保遵守最新勞動法律及法規。

於報告期內概無發生對本集團業務經營產生重大影響的違反僱傭法律及法規的事件。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

8. Employment (Continued)

Employee Statistics

The majority of our employees in both year 2021 and year 2022 were employed and worked in Hong Kong.

Total Workforce

Year 年度	All types of employee 所有僱員類別			Employment Types 僱傭類別				Employee category 僱員分類			Geographical region 地區	
				Permanent contract 長期合約		Temporary contract 臨時合約						
	Male 男性	Female 女性	Total 總人數	Male 男性	Female 女性	Male 男性	Female 女性	Management Staff 管理層	Senior Staff 高級員工	General Staff 一般員工	Hong Kong 香港	Others 其他
2022 二零二二年	753	416	1,169	746	405	7	11	44	279	846	1,065	104
2021 二零二一年	784	391	1,175	778	377	6	14	33	253	889	1,103	72

重大環境、社會及管治議題(續)

8. 僱傭(續)

僱員統計數據

我們大部分僱員在二零二一年及二零二二年均在香港聘用及工作。

總員工人數

Total Workforce by Age Group

總員工人數(按年齡組別劃分)

Total Workforce 總員工人數	Year 年度	Below 30 30歲以下		30-50 30歲-50歲		Above 50 50歲以上		Total 總人數
		Male 男性	Female 女性	Male 男性	Female 女性	Male 男性	Female 女性	
		104	137	389	211	260	68	
	2022 二零二二年							1,169
	2021* 二零二一年*	98	110	413	212	273	69	1,175

Note:

* The figures have been restated due to refined data collection process

附註：

* 由於完善數據收集過程，有關數字已經重列

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

8. Employment (Continued)

Employee Statistics (Continued)

New Hires and Employee Turnover

	Year 年度	Below 30 30歲以下		30-50 30歲-50歲		Above 50 50歲以上		Total 總人數	Rate 比率
		Male	Female	Male	Female	Male	Female		
		男性	女性	男性	女性	男性	女性		
New Hires 新入職員工	2022 二零二二年	91	99	117	97	38	27	469	0.401 ⁽¹⁾
	2021 ⁽³⁾ 二零二一年 ⁽³⁾	66	89	89	45	28	9	326	0.277 ⁽¹⁾
Employee Turnover 僱員流失率	2022 二零二二年	52	51	117	62	31	12	325	0.278 ⁽²⁾
	2021 ⁽³⁾ 二零二一年 ⁽³⁾	74	98	114	79	56	15	436	0.371 ⁽²⁾

重大環境、社會及管治議題(續)

8. 僱傭(續)

僱員統計數據(續)

新入職員工及僱員流失率

Employee Turnover Rate

僱員流失比率

Year 年度	By gender 按性別		By age group 按年齡組別			By geographical region 按地區		Total 總比率
	Male	Female	Below 30	30-50	Above 50	Hong Kong	Others	
	男性	女性	30歲以下	30至50歲	50歲以上	香港	其他	
2022 二零二二年	0.171	0.107	0.427	0.298	0.131	0.267	0.011	0.278 ⁽²⁾
2021 ⁽³⁾ 二零二一年 ⁽³⁾	0.311	0.491	0.827	0.309	0.208	0.360	0.542	0.371 ⁽²⁾

Notes:

- (1) New hire rate = Total number of new hires/Total number of employees
 (2) Turnover rate = Total number of employee turnover/Total number of employees
 (3) The figures have been restated due to refined data collection process

附註：

- (1) 新入職員工比率=新入職員工總數/僱員總數
 (2) 流失比率=離職僱員總數/僱員總數
 (3) 由於完善數據收集過程，有關數字已經重列

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

9. Employee Development and Training

重大環境、社會及管治議題(續)

9. 僱員發展及培訓



The Group acknowledges the importance of training for professional development of its employees. The Group places adequate and appropriate resources on training and staff development opportunities. The Group encourages vocational education and training activities by providing tuition subsidies and full funding training programmes.

During the Reporting Period, the Group conducted around 159 corporate training events (2021: 50 corporate training events) involving 1,139 participants (2021: 1,068 participants) with a total of 42,302 training hours (2021: 38,184 training hours) to enhance working knowledge, safety compliance, service quality as well as compliance of anti-corruption. To promote happy working environment, the Group participated in Happy@Work 2022 co-organised by the Employers' Federation of Hong Kong and Hong Kong Disneyland.

本集團認識到培訓對僱員專業發展的重要性。本集團在培訓及員工發展機會方面部署充足且適當的資源。本集團通過提供學費補貼及全額資助培訓計劃，鼓勵參加職業教育及培訓活動。

於報告期內，本集團共提供約159個企業培訓課程(二零二一年：50個企業培訓課程)予1,139名員工參與(二零二一年：1,068名員工參與)，總培訓時數為42,302小時(二零二一年：38,184小時培訓時數)。培訓主題旨在提升工作知識、安全合規、服務質素，以及防貪合規。為締造快樂工作環境，本集團參與由香港僱主聯合會及香港迪士尼樂園合辦的Happy@Work 2022。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

9. Employee Development and Training (Continued)

Employee Training and Development Data

Percentage of employees trained

Year 年度	By gender 按性別		By employment category 按僱傭類別			Overall percentage of employees (%) 整體僱員百分比 (%)
	Male (%) 男性 (%)	Female (%) 女性 (%)	Management Staff (%) 管理層 (%)	Senior Staff (%) 高級員工 (%)	General Staff (%) 一般員工 (%)	
2022 二零二二年	97	93	97	96	96	95
2021 二零二一年	67	33	3	15	82	58

Remark: Overall percentage of employees calculation — Total participated employees divided by total number of employees

重大環境、社會及管治議題(續)

9. 僱員發展及培訓(續)

僱員培訓及發展數據

經培訓僱員百分比

備註：整體僱員百分比計算—參與僱員總數除以僱員總數

Average hours of training

平均培訓時數

Year 年度	By gender 按性別		By employment category 按僱傭類別			Overall average training hours per employee (hour) 每名僱員的整體 平均培訓時數 (小時)
	Male (hour) 男性 (小時)	Female (hour) 女性 (小時)	Management Staff (hour) 管理層 (小時)	Senior Staff (hour) 高級員工 (小時)	General Staff (hour) 一般員工 (小時)	
2022 二零二二年	37	35	39	30	38	36
2021 二零二一年	31	37	20	18	37	33

Remark: Overall average training hours per employee calculation — Total training hours divided by total number of employees

備註：每名僱員的整體平均培訓時數計算—培訓總時數除以僱員總數

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

10. Prevention of Child and Forced Labour

The Employment and Compensation & Benefits Policies are established to meet or exceed the requirements of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and the MPFSO. The Group has adopted the following measures to prevent recruitment of child and forced labour:

- Except for child entertainers and summer interns, the Group shall hold against hiring any candidate who is under 18 years old;
- For child entertainers, the Group renews permission to employ child entertainers yearly from the Labour Department; and
- For summer interns, strict collection of sworn declaration forms and school endorsement are required to prevent child labour.

Any occurrence of incident would be timely reported to management and follow up action will be taken.

There was no incident of non-compliance with relevant laws and regulations relating to labour standards during the Reporting Period.

重大環境、社會及管治議題(續)

10. 防止童工及強制勞工

本集團訂立的《僱傭及薪酬與福利政策》，一概遵循或超越《僱傭條例》(香港法例第57章)及《強制性公積金計劃條例》的要求。本集團亦採取以下措施以防止童工及強制勞工的招聘：

- 除兒童藝員及暑期實習生以外，本集團嚴禁僱用任何未滿18歲的應徵者；
- 有關兒童藝員，本集團每年會向勞工處申請相關的許可證續期；及
- 至於暑假實習生，我們須嚴格地收集宣誓聲明及學校認可等表格以防止僱用童工。

發生任何事故將適時向管理層報告，並將採取跟進行動。

於報告期內概無發生違反有關勞工準則的相關法律及法規的事件。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

11. Anti-corruption

The Group prohibits bribery and corruption practices. The Group has established the Employee Handbook, in addition, the Company Policy has posted on intranet web link regarding standard code of ethics, which states the prevention of bribery, gambling, collections and insider dealing, as well as the policy on reporting potential non-compliance and conflict of interest.

Under the Group's Code of Conduct, all staff are required to abide by the laws on anti-corruption, such as the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong). The Group strives to promote business ethics and raise awareness during the Reporting Period, the Group provided trainings and regular communications to the Directors and the new employees as part of their orientation programme of the Group. During the Reporting Period, the Group invited representatives from the Independent Commission Against Corruption ("ICAC") to deliver training to its frontline staff. The training course covers topics from understanding anti-corruption laws and regulations to avoiding violation of laws and regulations in its operation practices.

There were no incidents of non-compliance with anti-corruption laws and regulations and no concluded legal cases regarding corruption practices brought against the Group or its employees during the Reporting Period.

Whistleblowing

The Group operates a whistleblowing policy, which establishes whistleblowing procedures for staff to report alleged material non-compliance to the Company to investigate. Any possible criminal offence cases will be referred to the audit committee of the Company to decide further action with consultation from the legal advisers of the Group. The whistleblowing channel is set up in an anonymous manner for staff to report non-compliance without the concern of retaliation. Any form of retaliation against the whistleblower is prohibited. Staff is obliged to report alleged material non-compliance to the Company, which will be investigated.

重大環境、社會及管治議題(續)

11. 反貪污

本集團嚴禁任何貪污賄賂行為。本集團已制定有關道德標準守則的《員工手冊》及《公司政策》，並於內聯網公佈，其列明防止賄賂、賭博、收受捐獻及內幕交易，以及匯報懷疑違規及涉及利益衝突事件的政策。

根據本集團的《操守準則》，所有員工都必須遵守有關反貪腐的法例，如《防止賄賂條例》(香港法例第201章)。於報告期內，本集團致力促進商業道德及提高意識。本集團向董事及新僱員提供培訓及定期溝通，作為本集團入職計劃的一部分。於報告期內，本集團邀請廉政公署(「廉政公署」)代表為前線員工提供培訓。培訓課程涵蓋不同主題，包括了解反貪污法律法規，以避免在營運實踐中違反法律及法規。

於報告期內概無發生違反反貪污法律及法規的事件，亦無針對本集團或其僱員貪污行為的已完結法律案件。

舉報機制

本集團已制定舉報政策，當中已設立舉報程序，以便員工向本公司報告被指控的重大違規行為以進行調查。任何可能發生的刑事案件將轉交本公司審核委員會，經諮詢本集團法律顧問後決定採取進一步行動。以匿名方式設置舉報通道供員工舉報不合規事件，令其毋需擔心遭受報復。禁止對舉報人進行任何形式的報復。員工有責任向公司匯報任何涉嫌重大違規的行為。本公司會依據政策調查事件。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

12. Community

Community Investment

The Group attaches great importance to staff participation in community activities, by motivating and encouraging colleagues to extend a helping hand to the elderly, children and youths as well as families in need of social support. During the Reporting Period, the Group contributed HK\$136,420 to its charitable projects, such as donation of Pay TV services to Hong Kong Children's Hospital and sign language news.

Volunteer Services

Established in 2003, the Group's staff volunteering team continues to grow. Leading charitable organisations that the Group worked with include The Community Chest of Hong Kong and Youth Outreach. During the Reporting Period, the Group donated to and installed receivers for Hong Kong Children's Hospital and enabled sick children and their families to provide them accessibility to watch Cable News, 4 children channels and HOY TV, especially during the COVID-19.

Community Support

The Group offers support to the community since the Group is concerned about its development. During the year, the Group (i) supported Chief Happiness Officer Association Limited in its "Happy DSE, Hong Kong Energy" Campaign to give encouragement to Hong Kong Diploma of Secondary Education Examination 2022 candidates; (ii) sponsored and took part in charity 3x3 basketball tournament programme "Well Dunk" organised by InspiringHK Sports Foundation; (iii) supported "Top 10 Outstanding Tertiary Students Award" to provide positive energy to teenagers; and (iv) sponsored the 65th Annual General Meeting of The Society of Rehabilitation and Crime Prevention, Hong Kong to promote social harmony.

重大環境、社會及管治議題(續)

12. 社區

社區投資

本集團一直致力推動及鼓勵員工投入參與各項社會服務工作，服務長者、兒童及青少年，以及需要社會支援的家庭。報告期內，本集團為慈善項目捐獻136,420港元，例如向香港兒童醫院捐贈收費電視服務及手語新聞報道。

義工服務

本集團於二零零三年成立的義工隊成員人數持續增加。本集團合作的主要公益團體為香港公益金及協青社。報告期內，本集團向香港兒童醫院捐贈及安裝接收器，讓病童和其家人尤其在新冠疫情中可收看有線新聞、四條兒童頻道及HOY TV。

支持社區發展

本集團關懷社區發展，為社區提供全面支援。於年內，本集團(i)支持首席快樂官協會有限公司的「為DSE考生+快樂能量」活動，為二零二二年香港中學文憑考試考生打氣；(ii)贊助及參與凝動香港體育基金舉辦的《邨JUMP!》慈善三人籃球企業邀請賽；(iii)支持香港十大傑出大專學生選舉，為青少年注入正能量；及(iv)贊助香港善導會第六十五屆週年大會，促進社會和諧。



Environmental, Social and Governance Report

環境、社會及管治報告

MATERIAL ESG ISSUES (Continued)

12. Community (Continued)

Community Investment (Continued)

Community Engagement

The Group is dedicated to producing quality programmes which enhance the connection with local communities and inspire people to care for the society. Since the fifth wave of the COVID-19 outbreak in early 2022, the Group had been dedicated to producing quality programmes to combat the COVID-19 and alleviate its devastating impact on the community. During the Reporting Period, the Group produced (i) "Keep Fighting Virus" (全城抗疫講呢D) to provide firsthand pandemic information with live Q&A sessions to address questions from the viewers; and (ii) "CABLE Stars Lesson" (有線星級學堂：輕鬆在家gym), inviting Hong Kong star athletes to teach viewers about exercises they could do at home. To address the needs of news coverage for the hearing-impaired and facilitate social harmony, HOY Infotainment (Channel 78) has introduced its first sign language programme "News Report in Sign Language" (手語新聞報道).

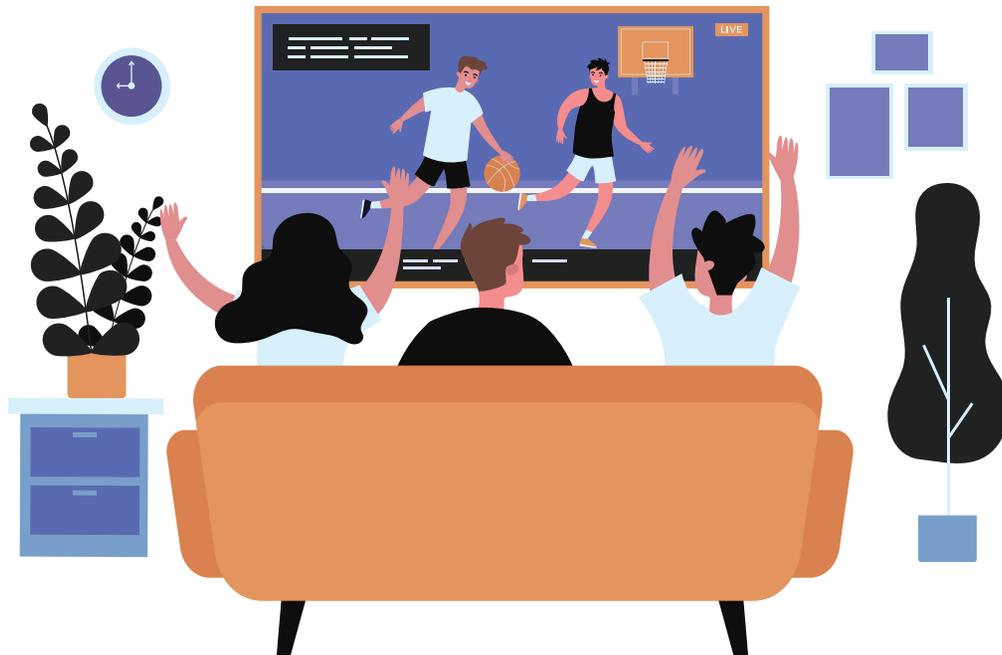
重大環境、社會及管治議題(續)

12. 社區(續)

社區投資(續)

社區共融

本集團致力於製作優質節目，加強與當地社區的聯繫，激勵人們關心社會。自二零二二年初爆發第五波二零一九冠狀病毒病以來，本集團致力於製作優質節目以抗擊二零一九冠狀病毒病，減輕其對社區的負面影響。於報告期內，本集團製作了(i)《全城抗疫講呢D》，透過實時問答環節解答觀眾的提問，提供第一手疫情資訊；及(ii)《有線星級學堂：輕鬆在家gym》，邀請香港星級運動員教授市民在家運動。為滿足聽障人士對新聞報導的需求及促進社會和諧，78台HOY資訊台已推出首個手語節目《手語新聞報道》。



Management Discussion and Analysis

管理層討論及分析

(A) REVIEW OF 2022 RESULTS

Revenue of the Group for the year ended 31 December 2022 decreased by approximately HK\$94 million or 10% to approximately HK\$895 million (2021: approximately HK\$989 million). The decrease in revenue was mainly due to the decrease in revenue generated from the media segment, which was primarily due to the keen competition in the market.

The total operating expenses of the Group increased to approximately HK\$1,483 million for the year ended 31 December 2022 from approximately HK\$1,298 million for the year ended 31 December 2021. In which, cost of services of the Group for the year ended 31 December 2022, including programming costs, network expenses and cost of sales, increased by approximately HK\$111 million to approximately HK\$1,137 million (2021: approximately HK\$1,026 million). Programming costs, network expenses and cost of sales increased by approximately 2%, 32% and 4% respectively as compared to the year ended 31 December 2021, which was mainly due to the recognition of non-cash impairment losses on property, plant and equipment, programming library, other related intangible assets and contract acquisition costs for the year ended 31 December 2022 as a result of the Licence Termination with effect from 1 June 2023. Selling, general and administrative and other operating expenses of the Group increased by approximately 27% as compared to the year ended 31 December 2021, which was mainly due to the recognition of the non-cash impairment losses on property, plant and equipment, right-of-use assets and contract acquisition costs for the year ended 31 December 2022.

The above-mentioned impairment losses in aggregate amounted to approximately HK\$241 million (2021: HK\$Nil), of which approximately HK\$93 million (2021: HK\$Nil), HK\$77 million (2021: HK\$Nil) and HK\$71 million (2021: HK\$Nil) were included within programming costs, network expenses and selling, general and administrative and other operating expenses of the Group, respectively, for the year ended 31 December 2022 as a result of the Licence Termination with effect from 1 June 2023.

Loss from operations of the Group for the year ended 31 December 2022 was approximately HK\$588 million, representing an increase of approximately 90%, as compared with the loss from operations of approximately HK\$309 million for the year ended 31 December 2021.

(A) 二零二二年度業績回顧

本集團截至二零二二年十二月三十一日止年度的收入減少約94,000,000港元或10%至約895,000,000港元(二零二一年:約989,000,000港元)。收入減少乃主要由於媒體分部產生的收入減少,其主要原因為市場競爭激烈。

本集團的經營費用總額由截至二零二一年十二月三十一日止年度約1,298,000,000港元增加至截至二零二二年十二月三十一日止年度約1,483,000,000港元。其中,本集團截至二零二二年十二月三十一日止年度的服務成本(包括節目製作成本、網絡費用及銷售成本)增加約111,000,000港元至約1,137,000,000港元(二零二一年:約1,026,000,000港元)。節目製作成本、網絡費用及銷售成本則較截至二零二一年十二月三十一日止年度分別增加約2%、32%及4%,主要由於獲批准自二零二三年六月一日起終止牌照,導致截至二零二二年十二月三十一日止年度就物業、廠房及設備、備用節目、其他相關無形資產及合約收購成本確認非現金減值虧損。本集團之銷售、一般、行政及其他經營費用較截至二零二一年十二月三十一日止年度增加約27%,主要由於截至二零二二年十二月三十一日止年度就物業、廠房及設備、使用權資產及合約收購成本確認非現金減值虧損。

截至二零二二年十二月三十一日止年度,由於自二零二三年六月一日起終止牌照,上述減值虧損總額約241,000,000港元(二零二一年:零港元),其中約93,000,000港元(二零二一年:零港元)、77,000,000港元(二零二一年:零港元)及71,000,000港元(二零二一年:零港元)分別計入本集團的節目製作成本、網絡費用及銷售、一般、行政及其他經營費用。

本集團截至二零二二年十二月三十一日止年度的經營虧損約588,000,000港元,較截至二零二一年十二月三十一日止年度的經營虧損約309,000,000港元增加約90%。

Management Discussion and Analysis

管理層討論及分析

(A) REVIEW OF 2022 RESULTS (Continued)

On top of the recognition of the non-cash impairment losses on certain assets mentioned above, the loss of the Group for the year ended 31 December 2022 included the recognition of fair value losses on financial assets at fair value through profit or loss ("FVTPL") of approximately HK\$56 million for the year ended 31 December 2022, as compared to the net fair value gains on financial assets at FVTPL of approximately HK\$2 million recognised for the year ended 31 December 2021.

Finance costs of the Group for the year ended 31 December 2022 increased by approximately HK\$10 million or 22% to approximately HK\$56 million (2021: approximately HK\$46 million), of which approximately HK\$39 million (2021: approximately HK\$36 million) was the total interest expense on unlisted long-term convertible bonds issued in June 2019 (the "2019 LCS") and March 2021 (the "2021 LCS").

After the recognition of interest income, finance costs, non-operating expenses, net and income tax, which included the write down of deferred tax assets of approximately HK\$176 million which was primarily due to the Licence Termination with effect from 1 June 2023, the Group recorded a net loss of approximately HK\$886 million for the year ended 31 December 2022 (2021: approximately HK\$364 million), representing an increase of approximately 143%, as compared to the last year. Basic and diluted loss per share for the year ended 31 December 2022 was approximately HK12.4 cents (2021: approximately HK5.1 cents).

In view of the rapidly changing media landscape in Hong Kong and fierce competition among the global paid TV content providers and pay TV operators, the Group obtained approval from the Government of the HKSAR on 14 February 2023 for the termination of the domestic pay television programme service licence with effect from 1 June 2023. During the year ended 31 December 2022, the revenue generated from the Pay TV business (the "Pay TV Revenue") contributed over one-third of the revenue of the Group. Due to the future reduction of the Pay TV Revenue as well as management's assessment of the business prospect of the Group in light of the latest market environment, impairment losses in relation to a group of assets of Pay TV business and certain assets of the remaining business were recognised.

(A) 二零二二年度業績回顧(續)

除了就上述若干非流動資產確認非現金減值虧損外，本集團截至二零二二年十二月三十一日止年度的虧損包括截至二零二二年十二月三十一日止年度就按公允價值計入損益的金融資產（「按公允價值計入損益的金融資產」）確認公允價值虧損約56,000,000港元，而截至二零二一年十二月三十一日止年度按公允價值計入損益的金融資產的公允價值收益淨額約2,000,000港元。

本集團截至二零二二年十二月三十一日止年度的融資費用增加約10,000,000港元或22%至約56,000,000港元（二零二一年：約46,000,000港元），其中約39,000,000港元（二零二一年：約36,000,000港元）為於二零一九年六月發行的非上市長期可換股債券（「二零一九年長期可換股證券」）及於二零二一年三月發行的非上市長期可換股債券（「二零二一年長期可換股證券」）的利息支出總額。

經確認利息收入、融資費用、非經營開支淨額及入息稅項（其中包括遞延稅項資產撇減約176,000,000港元，主要由於自二零二三年六月一日起終止牌照）後，本集團截至二零二二年十二月三十一日止年度錄得淨虧損約886,000,000港元（二零二一年：約364,000,000港元），較去年增加約143%。截至二零二二年十二月三十一日止年度的每股基本及攤薄虧損約12.4港仙（二零二一年：約5.1港仙）。

鑒於香港媒體市場結構急速改變，環球收費電視內容供應商及收費電視營運商競爭日益激烈，本集團已於二零二三年二月十四日獲得香港特區政府批准自二零二三年六月一日起終止本地收費電視節目服務牌照。截至二零二二年十二月三十一日止年度，收費電視業務產生的收益（「收費電視收益」）佔本集團收益超過三分之一。由於未來收費電視收益減少以及管理層根據最新市場環境對本集團業務前景的評估，已確認收費電視業務的一組資產及餘下業務的若干資產之相關減值虧損。

Management Discussion and Analysis

管理層討論及分析

(A) REVIEW OF 2022 RESULTS (Continued)

During the year ended 31 December 2022, impairment losses of property, plant and equipment of approximately HK\$40,726,000, programming library of approximately HK\$16,484,000 and contract acquisition costs of approximately HK\$6,526,000 were recognised in relation to a group of assets of Pay TV business. The estimated recoverable amount of this group of assets was nil value, since the estimated cash inflows from the Pay TV business is lower than the estimated cash outflows of the Pay TV business from 1 January 2023 to the effective date of the Licence Termination.

Moreover, impairment losses of property, plant and equipment of approximately HK\$98,158,000, right-of-use assets of approximately HK\$34,382,000, programming library of approximately HK\$39,440,000 and other related intangible assets of approximately HK\$5,138,000, were recognised in relation to the cash-generating unit to which the remaining assets of the Group are allocated. The estimated recoverable amount of the cash-generating unit was its value in use, which was equal to the carrying amount of these assets after the impairment as at 31 December 2022. Management determined the value in use of the cash-generating unit with the assistance of an independent professional valuer, which is measured using the discounted cash flow projections. The cash flow projections are based on financial budgets covering a five-year period approved by the Board of Directors. Cash flows beyond the five-year period are extrapolated using a long term growth rate. The valuation method used was consistent with the requirements prescribed by HKAS 36 "Impairment of Assets" and remained the same as that of last year.

The key assumptions used in the cash flow projections included forecast revenue at growth rates ranging from -25% to 18% (2021: 9% to 14%) and forecast operating costs at rates ranging from -13% to -2% (2021: -3% to 10%) over the five-year period, which are determined by considering both internal and external factors relating to the businesses; long term growth rate of 2.5% (2021: 2.5%) which is consistent with the forecast of the businesses and the expected market development; and the pre-tax discount rate of 17.44% (2021: 14.55%) which reflects specific risks relating to the businesses. Changes in assumptions from previous year's reflected management's latest business plans and business prospect in light of the latest market environment.

More details are set out in Notes 4, 8 and 13 to the consolidated financial statements in this annual report.

(A) 二零二二年度業績回顧(續)

截至二零二二年十二月三十一日止年度，已就收費電視業務的一組資產確認物業、廠房及設備減值虧損約40,726,000港元、備用節目減值虧損約16,484,000港元及合約收購成本減值虧損約6,526,000港元。該資產組別的估計可收回金額的價值為零，乃由於自二零二三年一月一日起至終止牌照生效日期止期間，收費電視業務的估計現金流入低於收費電視業務的估計現金流出。

此外，已就本集團餘下資產獲分配的現金產生單位確認物業、廠房及設備減值虧損約98,158,000港元、使用權資產減值虧損約34,382,000港元、備用節目減值虧損約39,440,000港元及其他相關無形資產減值虧損約5,138,000港元。於二零二二年十二月三十一日，該現金產生單位的估計可收回金額為其使用價值，相等於該等資產減值後的賬面值。管理層在獨立專業估值師的協助下釐定現金產生單位的使用價值，其使用貼現現金流量預測計量。現金流量預測基於董事會批准的五年期財務預算。超過五年期的現金流量使用長期增長率推算。所採用的估值方法符合香港會計準則第36號「資產減值」的規定，以及與去年相同。

現金流量預測中使用的主要假設包括於五年期內按增長率介乎-25%至18%(二零二一年：9%至14%)計量的預測收益及按比率介乎-13%至-2%(二零二一年：-3%至10%)計量的預測運營成本，乃透過考慮與業務相關的內部及外部因素釐定；長期增長率2.5%(二零二一年：2.5%)，與業務預測及預期市場發展一致；以及除稅前貼現率17.44%(二零二一年：14.55%)，其反映與業務相關的特定風險。與上一年度相比，假設的變動反映管理層根據最新市場環境制定的最新業務計劃及業務前景。

更多詳情載於本年報綜合財務報表附註4、8及13。

Management Discussion and Analysis

管理層討論及分析

(B) SEGMENTAL INFORMATION

The principal activities of the Group comprise media and telecommunications operations.

Media

The media segment includes operations related to the television subscription business, domestic free television programme service, advertising, channel carriage, television relay service, programme licensing, theatrical release and other related businesses.

Revenue derived from the media segment for the year ended 31 December 2022 decreased by approximately HK\$76 million to approximately HK\$496 million (2021: approximately HK\$572 million), which was mainly due to the lower subscription revenue and the decline in advertising revenue.

Operating expenses before depreciation, amortisation of other intangible assets and impairment losses incurred by the media segment for the year ended 31 December 2022 decreased to approximately HK\$709 million (2021: approximately HK\$760 million). As disclosed in "Segment Information" in Note 7 to the consolidated financial statements in this annual report, the loss before depreciation, amortisation of other intangible assets and impairment losses of the media segment for the year ended 31 December 2022 increased to approximately HK\$212 million (2021: approximately HK\$188 million), which was mainly due to the net effect of the decrease in revenue, the decrease in programming costs and the increase in selling, general and administrative and other operating expenses.

Telecommunications

The telecommunications segment includes operations related to broadband internet access services, portal operation, telephony services, network leasing, network construction, mobile service and mobile agency service as well as other related businesses.

Revenue derived from the telecommunications segment for the year ended 31 December 2022 decreased by approximately HK\$18 million to approximately HK\$399 million (2021: approximately HK\$417 million) due to the lower subscription revenue.

(B) 分部資料

本集團的主要業務包括媒體及電訊業務。

媒體

媒體分部包括經營有關電視用戶服務的訂購、本地免費電視節目服務、廣告、頻道轉播、電視轉播服務、節目特許權、戲院放映及其他相關業務。

截至二零二二年十二月三十一日止年度，來自媒體分部的收入減少約76,000,000港元至約496,000,000港元(二零二一年：約572,000,000港元)，主要由於訂戶收入下降及廣告收入減少。

截至二零二二年十二月三十一日止年度，媒體分部所產生的未扣除折舊、其他無形資產攤銷及減值虧損前的經營費用下降至約709,000,000港元(二零二一年：約760,000,000港元)。誠如本年報中綜合財務報表附註7「分部資料」所披露，截至二零二二年十二月三十一日止年度，媒體分部未扣除折舊、其他無形資產攤銷及減值虧損前的虧損增加至約212,000,000港元(二零二一年：約188,000,000港元)，主要由於收入減少、節目製作成本減少及銷售、一般、行政及其他經營費用增加之淨影響所致。

電訊

電訊分部包括經營有關寬頻上網服務、網站訂購、電話服務、網絡租賃、網絡建設、流動通訊服務及流動電話代理服務以及其他相關業務。

截至二零二二年十二月三十一日止年度，由於訂戶收入下降，來自電訊分部的收入減少約18,000,000港元至約399,000,000港元(二零二一年：約417,000,000港元)。

Management Discussion and Analysis

管理層討論及分析

(B) SEGMENTAL INFORMATION (Continued) Telecommunications (Continued)

Operating expenses before depreciation, amortisation of other intangible assets and impairment losses incurred by the telecommunications segment for the year ended 31 December 2022 were approximately HK\$264 million, at the similar level as last year (2021: approximately HK\$266 million). As disclosed in "Segment Information" in Note 7 to the consolidated financial statements in this annual report, the profit before depreciation, amortisation of other intangible assets and impairment losses from the telecommunications segment for the year ended 31 December 2022 decreased by approximately 11% to approximately HK\$135 million (2021: approximately HK\$151 million), which was mainly due to the decrease in subscription revenue.

(C) LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2022, the Group had cash and bank balances and restricted bank balances of approximately HK\$42 million and HK\$17 million, respectively as compared to approximately HK\$70 million and HK\$11 million, respectively as at 31 December 2021. The decrease in cash and bank balances was mainly due to the net cash used in operations and investing activities and offsetting with the net cash from financing activities. The cash and bank balances and restricted bank balances of the Group as at 31 December 2022 and 2021 are mainly denominated in Hong Kong Dollar ("HK\$"). The net gearing ratio, measured in terms of the total interest-bearing borrowings and convertible bonds less cash and bank balances and restricted bank balances divided by total deficit/equity, was a negative of approximately 146% (as divided by total deficit) (31 December 2021: approximately 504% (as divided by total equity)). As at 31 December 2022, the Group recorded total assets of approximately HK\$879 million which were financed by liabilities of approximately HK\$1,619 million offsetting with the deficit of approximately HK\$740 million. As at 31 December 2021, the Group recorded total assets of approximately HK\$1,486 million which were financed by liabilities of approximately HK\$1,340 million and equity of approximately HK\$146 million. The decrease in equity was attributable to the loss for the year.

Consolidated net liability value of the Group as at 31 December 2022 was approximately HK\$740 million, while the Group recorded a consolidated net asset value of approximately HK\$146 million as at 31 December 2021.

(B) 分部資料(續) 電訊(續)

截至二零二二年十二月三十一日止年度，電訊分部所產生的未扣除折舊、其他無形資產攤銷及減值虧損前的經營費用約264,000,000港元，與去年水平相同(二零二一年：約266,000,000港元)。誠如本年報中綜合財務報表附註7「分部資料」所披露，截至二零二二年十二月三十一日止年度，電訊分部未扣除折舊、其他無形資產攤銷及減值虧損前的溢利減少約11%至約135,000,000港元(二零二一年：約151,000,000港元)，主要由於訂戶收入下降所致。

(C) 流動資金、財務資源及資本架構

於二零二二年十二月三十一日，本集團的現金及銀行結餘以及受限制銀行結餘分別約42,000,000港元及17,000,000港元，而於二零二一年十二月三十一日則分別約70,000,000港元及11,000,000港元。現金及銀行結餘減少，主要由於經營及投資活動所用現金淨額並由融資活動所得現金淨額所抵銷。於二零二二年及二零二一年十二月三十一日，本集團的現金及銀行結餘以及受限制銀行結餘主要以港元(「港元」)計值。淨資產負債比率(按總帶息貸款及可換股債券減現金及銀行結餘以及受限制銀行結餘除以總虧絀／權益計算)約負146%(除以總虧絀)(二零二一年十二月三十一日：約504%(除以總權益))。於二零二二年十二月三十一日，本集團錄得總資產約879,000,000港元，其由負債約1,619,000,000港元撥付並由虧絀約740,000,000港元抵銷。於二零二一年十二月三十一日，本集團錄得總資產約1,486,000,000港元，其由負債約1,340,000,000港元及權益約146,000,000港元撥付。權益減少乃由於年內虧損所致。

於二零二二年十二月三十一日，本集團的綜合負債淨值約740,000,000港元，而於二零二一年十二月三十一日本集團錄得綜合資產淨值約146,000,000港元。

Management Discussion and Analysis

管理層討論及分析

(C) LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE (Continued)

The carrying amount of interest-bearing borrowings denominated in HK\$ as at 31 December 2022 was approximately HK\$591 million (31 December 2021: approximately HK\$295 million), of which HK\$295 million carried interest at variable rates and was repayable on demand; approximately HK\$296 million are unsecured, carry interest at fixed rates ranging from 2.5% to 3.0% per annum and with a term of three years from the date of respective loan agreements. The committed borrowing facilities available to the Group but not drawn as at 31 December 2022 amounted to HK\$105 million (31 December 2021: approximately HK\$105 million) and subsequently, there was no related committed borrowing facilities but not drawn as a result of the revision of the limit of the renewed facility from HK\$400 million to HK\$295 million on 24 March 2023.

The 2019 LCS

On 4 June 2019, the issuance of the 2019 LCS with the principal amount of HK\$568 million by the Company to Forever Top (Asia) Limited ("Forever Top" or "Controlling Shareholder"), the controlling shareholder of the Company was completed. The 2019 LCS would be convertible into 4,544,000,000 new ordinary shares of the Company (the "Share(s)") upon full conversion of the 2019 LCS based on the initial conversion price (the "Conversion Price") of HK\$0.125 per conversion share and the coupon rate of the 2019 LCS is 2.0% per annum and payable quarterly. Details of the 2019 LCS are set out in the announcements of the Company dated 25 January 2019 and 4 June 2019 and the circular of the Company dated 8 April 2019 (the "2019 Circular"). During the year ended 31 December 2022, there had not been any conversion of the 2019 LCS.

The carrying amount of the 2019 LCS denominated in HK\$ as at 31 December 2022 was approximately HK\$405 million (31 December 2021: approximately HK\$386 million). Details of the 2019 LCS were set out in "Convertible Bonds" in Note 24 to the consolidated financial statements in this annual report.

The net proceeds raised from the issuance of the 2019 LCS have all been utilised as at 31 December 2020 according to the intended use of proceeds as disclosed in the 2019 Circular.

(C) 流動資金、財務資源及資本架構(續)

於二零二二年十二月三十一日，以港元計值的帶息貸款的賬面值約591,000,000港元(二零二一年十二月三十一日：約295,000,000港元)，其中295,000,000港元按浮動利率計息，並須按要求償還；約296,000,000港元為無抵押，按固定年利率介乎2.5%至3.0%計息，自相關貸款協議日期起計為期三年。於二零二二年十二月三十一日，本集團獲承諾提供但未動用的借款信貸額約105,000,000港元(二零二一年十二月三十一日：約105,000,000港元)，及其後並無因於二零二三年三月二十四日將重續信貸額的限額由400,000,000港元修訂為295,000,000港元而未動用的相關獲承諾借款信貸額。

二零一九年長期可換股證券

於二零一九年六月四日，本公司已完成向本公司控股股東永升(亞洲)有限公司(「永升」或「控股股東」)發行本金額為568,000,000港元的二零一九年長期可換股證券。於二零一九年長期可換股證券獲悉數兌換後，二零一九年長期可換股證券可按初始兌換價(「兌換價」)每股兌換股份0.125港元兌換為4,544,000,000股本公司新普通股(「股份」)，而二零一九年長期可換股證券的票息率為每年2.0%，須每季支付。二零一九年長期可換股證券之詳情載於本公司日期為二零一九年一月二十五日及二零一九年六月四日之公告以及本公司日期為二零一九年四月八日之通函(「二零一九年通函」)。於截至二零二二年十二月三十一日止年度，概無任何二零一九年長期可換股證券獲兌換。

於二零二二年十二月三十一日，以港元計值的二零一九年長期可換股證券的賬面值約405,000,000港元(二零二一年十二月三十一日：約386,000,000港元)。二零一九年長期可換股證券的詳情載於本年報中綜合財務報表附註24「可換股債券」。

於二零二零年十二月三十一日，發行二零一九年長期可換股證券所得款項淨額已按二零一九年通函所披露的所得款項擬定用途悉數動用。

Management Discussion and Analysis

管理層討論及分析

(C) LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE (Continued)

The 2021 LCS

On 31 March 2021, the issuance of the 2021 LCS with the principal amount of HK\$200 million by the Company to Forever Top was completed. The 2021 LCS would be convertible into 2,941,176,470 new Shares upon full conversion of the 2021 LCS based on the initial conversion price of HK\$0.068 per conversion share and the coupon rate of the 2021 LCS is 2.0% per annum and payable quarterly. The Company may at any time on or after the date of issue of the 2021 LCS by giving not less than 10 business days' written notice to the holder(s) of the 2021 LCS to redeem all or part of the 2021 LCS at the outstanding principal amount of the 2021 LCS together with all accrued but unpaid interest. Details of the 2021 LCS are set out in the announcements of the Company dated 27 January 2021 and 31 March 2021 and the circular of the Company dated 2 March 2021 (the "2021 Circular"). During the year ended 31 December 2022, there had not been any conversion or redemption of the 2021 LCS.

The carrying amount of the 2021 LCS denominated in HK\$ as at 31 December 2022 was approximately HK\$141 million (31 December 2021: approximately HK\$136 million). Details of the 2021 LCS were set out in "Convertible Bonds" in Note 24 to the consolidated financial statements in this annual report.

The net proceeds raised from the issuance of the 2021 LCS have all been utilised as at 31 December 2022 according to the intended use of proceeds as disclosed in the 2021 Circular.

(C) 流動資金、財務資源及資本架構(續)

二零二一年長期可換股證券

於二零二一年三月三十一日，本公司已完成向永升發行本金額為200,000,000港元的二零二一年長期可換股證券。於二零二一年長期可換股證券獲悉數兌換後，二零二一年長期可換股證券可按初始兌換價每股兌換股份0.068港元兌換為2,941,176,470股新股份，而二零二一年長期可換股證券的票息率為每年2.0%，須每季支付。本公司可在二零二一年長期可換股證券發行日期或之後任何時間，向二零二一年長期可換股證券持有人發出不少於10個營業日的書面通知，按二零二一年長期可換股證券的未償付本金額連同所有未付應計利息贖回全部或部分二零二一年長期可換股證券。二零二一年長期可換股證券之詳情載於本公司日期為二零二一年一月二十七日及二零二一年三月三十一日之公告以及本公司日期為二零二一年三月二日之通函（「二零二一年通函」）。截至二零二二年十二月三十一日止年度，概無任何二零二一年長期可換股證券獲兌換或贖回。

於二零二二年十二月三十一日，以港元計值的二零二一年長期可換股證券的賬面值約141,000,000港元（二零二一年十二月三十一日：約136,000,000港元）。二零二一年長期可換股證券的詳情載於本年報綜合財務報表附註24「可換股債券」。

於二零二二年十二月三十一日，發行二零二一年長期可換股證券所得款項淨額已按二零二一年通函所披露的所得款項擬定用途悉數動用。

Management Discussion and Analysis

管理層討論及分析

(C) LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE (Continued)

The 2021 LCS (Continued)

The following table sets forth the information in relation to such use of the net proceeds:

(C) 流動資金、財務資源及資本架構 (續)

二零二一年長期可換股證券 (續)

下表載列有關該等所得款項淨額用途的資料：

Intended use of net proceeds raised from the issuance of the 2021 LCS as disclosed in the 2021 Circular 二零二一年通函所披露之發行二零二一年長期可換股證券籌集所得款項淨額之擬定用途	Actual use of net proceeds during the year ended 31 December 2021 as originally intended 按原定用途使用，截至二零二一年十二月三十一日止年度所得款項淨額之實際用途	Actual use of net proceeds during the year ended 31 December 2022 as originally intended 按原定用途使用，截至二零二二年十二月三十一日止年度所得款項淨額之實際用途	Intended use of unutilised net proceeds raised from the issuance of the 2021 LCS as at 31 December 2022 and expected timeline 尚未動用之發行二零二一年長期可換股證券籌集所得款項淨額於二零二二年十二月三十一日之擬定用途及預期時間表
Approximately HK\$198 million comprising: 約198,000,000港元，包括：	Approximately HK\$173 million 約173,000,000港元	Approximately HK\$25 million 約25,000,000港元	HK\$Nil 零港元
(i) Approximately HK\$100 million for investments in capital expenditure for the enhancement of network infrastructure and other relevant capital expenditures; 約100,000,000港元用作投入增強網絡基礎設施之資本支出及其他相關資本支出；	(i) Approximately HK\$75 million; 約75,000,000港元；	(i) Approximately HK\$25 million; 約25,000,000港元；	(i) HK\$Nil; 零港元；
(ii) Approximately HK\$80 million for acquisition of programmes and programme production including: 約80,000,000港元用作外購節目及製作節目，包括：	(ii) Approximately HK\$80 million; 約80,000,000港元；	(ii) HK\$Nil; and 零港元；及	(ii) HK\$Nil; and 零港元；及
(ii)(a) approximately HK\$40 million for the funding requirements of acquired channels; 約40,000,000港元用作外購頻道之所需資金；	(ii)(a) approximately HK\$40 million; 約40,000,000港元；		
(ii)(b) approximately HK\$20 million for the funding requirements of live programmes, movies and dramas, and other entertainment programmes; 約20,000,000港元用作直播節目、電影與戲劇以及其他娛樂節目之所需資金；	(ii)(b) approximately HK\$20 million; 約20,000,000港元；		
(ii)(c) approximately HK\$20 million for the funding requirements of self-produced programmes; and 約20,000,000港元用作自製節目之所需資金；及	(ii)(c) approximately HK\$20 million; and 約20,000,000港元；及		

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(C) LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE (Continued)

The 2021 LCS (Continued)

Intended use of net proceeds raised from the issuance of the 2021 LCS as disclosed in the 2021 Circular 二零二一年通函所披露之發行二零二一年長期可換股證券籌集所得款項淨額之擬定用途	Actual use of net proceeds during the year ended 31 December 2021 as originally intended 按原定用途使用，截至二零二一年十二月三十一日止年度所得款項淨額之實際用途	Actual use of net proceeds during the year ended 31 December 2022 as originally intended 按原定用途使用，截至二零二二年十二月三十一日止年度所得款項淨額之實際用途	Intended use of unutilised net proceeds raised from the issuance of the 2021 LCS as at 31 December 2022 and expected timeline 尚未動用之發行二零二一年長期可換股證券籌集所得款項淨額於二零二二年十二月三十一日之擬定用途及預期時間表
(iii) Approximately HK\$18 million for general working capital including but not limited to salaries and benefits, rental and utilities, government/music licence fees, other general and administrative expenses 約18,000,000港元用作一般營運資金(包括但不限於薪金及福利、租金及公用事業費用、政府/音樂牌照費、其他一般及行政費用)	(iii) Approximately HK\$18 million 約18,000,000港元	(iii) HK\$Nil 零港元	(iii) HK\$Nil 零港元

The Group takes a centralised approach to the Group's funding and treasury management as well as optimisation of the funding cost-efficiency. The management (i) strives to maintain a balanced debt and capital financing structure; (ii) ensures secure and optimum return on the investment of surplus funds within an agreed risk profile; (iii) oversees the treasury related financial risks, including but not limited to interest rate risk, currency risk, liquidity risk and credit risk; (iv) strives to diversify source of funding and maintain a balanced maturity profile; and (v) maintains an appropriate control environment to protect the financial return under the fluid financial market conditions.

The Group's assets and liabilities are mainly denominated in HK\$ and United States Dollars ("US\$") and it earns its revenue and incurs costs and expenses mainly in HK\$ and US\$. As HK\$ is pegged to US\$, the Group does not expect any significant foreign currency exposure arising from the fluctuation of the US\$/HK\$ or HK\$/US\$ exchange rates.

(C) 流動資金、財務資源及資本架構(續)

二零二一年長期可換股證券(續)

本集團對本集團的資金及庫務管理以及優化資金成本效率採取集中處理方式。管理層(i)致力維持平衡的債務及資本融資結構；(ii)在協定的風險範圍內確保盈餘資金投資的安全及最佳回報；(iii)監督與庫務有關的金融風險，包括但不限於利率風險、外幣風險、流動資金風險及信貸風險；(iv)致力多元擴展資金來源，並保持均衡的到期狀況；及(v)維持適當的監管環境，以在金融市場充分流動的條件下維持合適的財務回報。

本集團的資產及負債主要以港元及美元(「美元」)計值，而其所賺取的收入以及產生的成本及開支則主要以港元及美元計值。由於港元與美元掛鈎，本集團預期不會因美元兌港元或港元兌美元匯率的波動產生任何重大外幣風險。

Management Discussion and Analysis

管理層討論及分析

(C) LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE (Continued)

During the year ended 31 December 2022, capital expenditure on property, plant and equipment amounted to approximately HK\$114 million (2021: approximately HK\$120 million), the additions to right-of-use assets were approximately HK\$12 million (2021: approximately HK\$6 million), the additions to programming library were approximately HK\$47 million (2021: approximately HK\$48 million) and the additions to other intangible assets were HK\$Nil (2021: approximately HK\$0.2 million).

The Group financed its operations generally with internally generated cash flows, the available credit facilities, the net proceeds raised from the issuance of the 2021 LCS and loans from the controlling shareholder of Forever Top.

(D) CONTINGENT LIABILITIES

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

(E) GUARANTEES

As at 31 December 2022, a corporate guarantee had been provided by the Company to a bank of HK\$400 million (31 December 2021: HK\$400 million) in respect of the facility of borrowing up to HK\$400 million (31 December 2021: HK\$400 million) to a wholly-owned subsidiary of the Company, of which HK\$295 million (31 December 2021: HK\$295 million) was utilised by the subsidiary of the Company. On 24 March 2023, the above-mentioned corporate guarantee provided by the Company to a bank was revised from HK\$400 million to HK\$295 million in respect of the renewed facility of borrowing up to HK\$295 million to a wholly-owned subsidiary of the Company, of which HK\$295 million was utilised by the subsidiary of the Company.

As at 31 December 2022, the Group had made arrangements with a bank to provide two separate performance bonds to counterparties amounting to approximately HK\$40 million (31 December 2021: approximately HK\$34 million), of which approximately HK\$10 million (31 December 2021: approximately HK\$4 million) was secured by bank deposits. The performance bonds are to guarantee in favour of the counterparties the Group's performance in fulfilling the obligations under a contract and the requirements as set out in the licence issued by a regulatory body.

(C) 流動資金、財務資源及資本架構(續)

截至二零二二年十二月三十一日止年度，物業、廠房及設備的資本支出約114,000,000港元(二零二一年：約120,000,000港元)、增添使用權資產約12,000,000港元(二零二一年：約6,000,000港元)、增添備用節目約47,000,000港元(二零二一年：約48,000,000港元)及增添其他無形資產零港元(二零二一年：增加約200,000港元)。

本集團一般會以內部產生的現金流、可用信貸額、發行二零二一年長期可換股證券的所得款項淨額及永升之控股股東之貸款為其營運提供資金。

(D) 或然負債

於二零二二年十二月三十一日，本集團並無任何或然負債。

(E) 擔保

於二零二二年十二月三十一日，本公司就一間全資附屬公司所獲提供為數最多400,000,000港元(二零二一年十二月三十一日：400,000,000港元)的借款信貸額向一間銀行提供公司擔保400,000,000港元(二零二一年十二月三十一日：400,000,000港元)，本公司附屬公司已動用其中295,000,000港元(二零二一年十二月三十一日：295,000,000港元)。於二零二三年三月二十四日，本公司向一間銀行提供的上述公司擔保由400,000,000港元修訂為295,000,000港元，以向本公司一間全資附屬公司續借最多295,000,000港元的貸款，本公司附屬公司已動用其中295,000,000港元。

於二零二二年十二月三十一日，本集團與一間銀行安排向對手方提供兩項獨立履約保證約40,000,000港元(二零二一年十二月三十一日：約34,000,000港元)，其中約10,000,000港元(二零二一年十二月三十一日：約4,000,000港元)以銀行存款作抵押。履約保證旨在向對手方保證本集團將履行合約項下的責任以及監管機構發出的牌照所載規定。

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管理層討論及分析

(F) HUMAN RESOURCES

The Group had 1,151 full-time employees as at 31 December 2022 (31 December 2021: 1,155). Total salaries and related costs before capitalisation and incurred for the year ended 31 December 2022 amounted to approximately HK\$372 million (31 December 2021: approximately HK\$405 million). The remuneration of the directors of the Company (the "Directors") and the employees of the Group is determined with reference to their qualifications, experience, duties and responsibilities with the Group, as well as the Group's performance and the prevailing market conditions. Besides, the Group regularly provides training courses for the employees of the Group to meet their needs. Under the share option scheme of the Company adopted on 24 May 2018 (the "Share Option Scheme"), share options of the Company (the "Share Options") may be granted to the Directors and eligible employees of the Group to subscribe for Shares.

(G) OPERATING ENVIRONMENT

In view of the intensifying competition among various multimedia platforms and the telecommunication providers, the Group's revenue for the year ended 31 December 2022 decreased due to the decline in the subscription revenue and the advertising revenue from the TV and MTR In-train TV.

Keen business competition in the market has continued to contract the subscription customer base of Pay TV service and the subscription average revenue per user ("ARPU") was affected.

For broadband service, due to a saturated market with price war triggered by the incumbents, there was a slight decrease of approximately 2% in the number of subscribers to approximately 198,000 as at 31 December 2022 as compared to approximately 202,000 as at 31 December 2021.

(H) Charge on Group Assets

As at 31 December 2022, restricted bank balances of approximately HK\$17 million (31 December 2021: approximately HK\$11 million) were made by the Group to secure certain banking facilities granted to the Group.

(F) 人力資源

於二零二二年十二月三十一日，本集團有1,151名全職員工(二零二一年十二月三十一日：1,155名)。截至二零二二年十二月三十一日止年度撥充資本前所產生的薪酬及有關開支合共約372,000,000港元(二零二一年十二月三十一日：約405,000,000港元)。本公司董事(「董事」)及本集團員工的薪酬乃參考彼等的資歷、經驗、於本集團的職務及職責，以及本集團的業績及當前市況而釐定。此外，本集團定期為本集團員工提供符合彼等需要的培訓課程。根據本公司於二零一八年五月二十四日採納的購股權計劃(「購股權計劃」)，向董事及本集團合資格員工授予可認購股份的本公司購股權(「購股權」)。

(G) 經營環境

由於各種多媒體平台及電訊供應商之間競爭激烈，本集團截至二零二二年十二月三十一日止年度的收入減少，乃由於訂戶收入以及電視及港鐵車廂電視廣告收入下跌。

市場競爭熾熱，使收費電視服務的訂戶群持續收縮，訂戶的每戶平均收入(「每戶平均收入」)亦受到影響。

於寬頻服務方面，由於市場參與者於飽和市場觸發價格戰，訂戶數目由二零二一年十二月三十一日的約202,000名輕微減少約2%至二零二二年十二月三十一日的約198,000名。

(H) 本集團資產抵押

於二零二二年十二月三十一日，本集團提供約17,000,000港元(二零二一年十二月三十一日：約11,000,000港元)的受限制銀行結餘，以作為本集團所獲授若干銀行貸款額的抵押品。

Management Discussion and Analysis

管理層討論及分析

(I) MATERIAL ACQUISITIONS AND DISPOSALS AND SIGNIFICANT INVESTMENTS

There was no material acquisition or disposal of subsidiaries, associated companies and joint ventures or significant investments of the Group, which would have been required to be disclosed under the Listing Rules during the year ended 31 December 2022.

(J) FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group will continue to invest in property, plant and equipment and programming library as required by its business operations, and explore the market and identify any business opportunities which will be beneficial to its growth and development, enhance its profitability, and strive for better return to the shareholders of the Company (the "Shareholders").

The Group's ongoing capital expenditure will be funded by internal cash flows generated from operations and the available credit facilities.

(K) OUTLOOK

The Group has been focusing on formulating and implementing an organisational restructuring which included, among other things, (i) identifying cost-saving initiatives through automation and process re-engineering; (ii) promoting more locally-produced high quality content and introducing new overseas contents; (iii) exploring new television content co-operation models for free television and other digital media platforms in view of the increasing competition from alternative media platforms; and (iv) performing strategic reviews on possible restructuring of the Group to enhance business performance and management efficiency, to promote synergies, and to improve cost efficiency and profitability, and on the financial performance of the Group. As part of a strategic review, the Group has been and will continue to prudently evaluate any potential partnerships and development opportunities of new digital and enterprise solutions.

(I) 重大收購及出售及重大投資

截至二零二二年十二月三十一日止年度，概無須根據上市規則規定披露之重大收購或出售本集團附屬公司、聯營公司及合營企業或重大投資。

(J) 有關重大投資或資本資產的未來計劃

本集團將繼續因應業務營運需要投資於物業、廠房及設備及備用節目，並會開拓市場，以及物色任何有利增長及發展、提高盈利能力的商機，以及盡力為本公司股東（「股東」）帶來更佳回報。

本集團營運所帶來的內部現金流及可用貸款額將為持續資本支出提供所需資金。

(K) 前景

本集團一直專注制定及實行其中包括以下各項的企業重組：(i) 透過自動化及流程重整，落實節省成本計劃；(ii) 推廣更多本地製作的優質內容，並推出新的海外內容；(iii) 鑒於另類媒體平台的競爭日益激烈，探索免費電視及其他數碼媒體平台的全新電視節目合作模式；及(iv) 對本集團的可行重組方案進行策略檢討，從而改善業務表現及管理效率，促進協同效應，提升成本效益及盈利能力，並對本集團的財務表現進行策略檢討。作為策略檢討其中一環，本集團已經並將繼續審慎評估任何潛在合作夥伴以及新數碼及企業方案的發展機遇。

Management Discussion and Analysis

管理層討論及分析

(K) OUTLOOK (Continued)

With the relaxation of the COVID-19 measures, the reopening of the Hong Kong-China border and the resumption of inbound and outbound travel, the Group expects Hong Kong to gradually return to normalcy with an increase in business activities and consumer confidence. 2023 will continue to be a significant year of transformation for its media business as the Group transitioned out of its Pay TV business. On the telecommunications side, the Group aims to build on its solid foundation. Talents and partnerships remain its biggest assets in helping it transform. Therefore, the Group's focus for 2023 will be retaining talents as well as recruiting new blood. The Group is also looking to extend its business through mutually beneficial partnerships.

Media

The global trend of reduction of subscribers on Pay TV platforms and shift to online streaming media is unavoidable. In view of the rapidly changing media landscape in Hong Kong and fierce competition among the global paid TV content providers and pay TV operators, the Group obtained approval from the Government of the HKSAR on 14 February 2023 for the Licence Termination with effect from 1 June 2023. HKC has put in place satisfactory exit plans for its subscribers and will focus on the execution of those plans for a smooth transition. After the termination of the Pay TV services, the Group will continue to provide Free TV programme services and operate other businesses as usual. This marked a strategic step forward for the Group in focusing its resources on media investment on its Free TV Channels and multimedia businesses. The local Free TV market is no longer dominated and monopolised, and various business possibilities and opportunities are evolving. Evident by strong box office results of various Cantonese movies and shows, demand for locally-produced content with originality and diversity in Hong Kong is increasing. The Group will continue to focus in producing exceptional local content and extending their maximum reach to audiences via various channels. The Group's further reach, influence and more diversified products and intellectual properties will drive incremental advertising revenue and other new revenue models.

(K) 前景(續)

鑒於二零一九冠狀病毒病的防疫措施放寬，香港與中國重新通關及恢復出入境旅遊，本集團預期隨著商業活動及消費者信心增加，香港將逐步恢復正常。本集團從收費電視業務轉型，二零二三年將仍然是媒體業務轉型的重要一年。在電訊方面，本集團的目標為建立穩固的基礎。人才及夥伴關係為其轉型的最大資產，因此本集團於二零二三年將專注於保留和廣招人才。此外，本集團亦期望透過互惠互利的合作夥伴關係拓展業務。

媒體

收費電視平台訂戶減少及轉向線上串流媒體的全球趨勢無可避免。鑒於香港媒體市場結構急速改變，環球收費電視內容供應商及收費電視營運商競爭日益激烈，本集團已於二零二三年二月十四日獲得香港特區政府批准自二零二三年六月一日起終止牌照。有線電視已為其訂戶妥善安排終止計劃，並將專注於執行該等計劃，以達致順利過渡。收費電視服務終止後，本集團將繼續如常提供免費電視節目服務及經營其他業務。這標誌著本集團集中媒體資源於免費電視頻道及多媒體業務，向前邁出戰略性的一步。本地免費電視市場不再被主導及壟斷，並不斷出現各種商業可能性及機會。從多部粵語電影及節目的強勁票房成績可見，香港市場對本地製作的多元化原創內容的需求日益增加。本集團將繼續專注於製作優質本地內容，通過各種渠道達致最大的觀眾覆蓋範圍。本集團透過擴大覆蓋範圍及影響力，以及更多元化的產品及知識產權，將帶動廣告收入增長及其他新的收入模式。

Management Discussion and Analysis

管理層討論及分析

(K) OUTLOOK (Continued)

Media (Continued)

While the broadcasting business is rapidly changing and remains competitive, the Group's core value and mission remains clear as an influencing broadcaster to its viewers and to pursue and promote the importance of "Narrating Hong Kong's Story" (說好香港故事). The Group cares for its audience and will continue to produce authentic engaging content to resonate its audiences' minds. In 2023, the Group will continue to actively seek suitable opportunities for regional and international content collaborations, as well as to explore the production of new television series and new innovative formats of programmes.

As the first 24-hour TV news channel in Hong Kong, the Group will continue to develop the "i-CABLE News" brand. i-CABLE News will continue to be the news content provider of our three Free TV Channels including Hong Kong International Business Channel (Channel 76), HOY TV (Channel 77) and HOY Infotainment (Channel 78). The i-CABLE News team will strive to create an omnichannel and a one-stop media platform to live stream press conferences and major events in the city. New programmes such as "領航之星", a talk show in Mandarin interviewing corporate executives in Mainland China, "Closer Look", an in-depth English news programme, and "家家有求", a programme focusing on fixing interior design problems will also be rolled out gradually in 2023. Besides, the top rated programmes like "City Focus" (一線搜查), "Let's Talk" (有理有得傾) and "Money and Wisdom" (財智·商傳), "World Living" (全世界睇住) and "Anchor Focus" (主播視角) Season 2 will be released during the third quarter of 2023.

The proliferation of online content has been making the media battlefield more intense, the Group continues to believe embracing digital technologies is pivotal for it to turn around. The Group will focus on enhancing features on its mobile applications, including HOY Mobile App, i-CABLE News App, and mobile websites to pursue a higher quality digital experience to audiences. With rapid development of 5G wireless network and popularity of content streaming on smartphones, the Group will invest in content delivery technologies to enrich customer experience in enjoying the content anytime and anywhere to broaden the Group's revenue streams. The Group will continue to strive to improve its video streaming capacity and quality on its digital platforms.

(K) 前景(續)

媒體(續)

在瞬息萬變且競爭激烈的廣播行業中，本集團維持明確的核心價值及使命——成為對觀眾有影響力的廣播公司，追求並弘揚「說好香港故事」的重要性。本集團非常重視觀眾，並將繼續製作真實而精彩的內容以引起觀眾共鳴。於二零二三年，本集團將繼續積極在區域及國際間尋求合適的合作機會，並探索製作新電視劇集及創新節目形式。

作為香港首個24小時新聞電視頻道，本集團將繼續發展「有線新聞」品牌，繼續為三個免費電視頻道76台香港國際財經台、77台HOY TV及78台HOY資訊台提供新聞內容。有線新聞團隊將致力打造全渠道及一站式媒體平台，實時轉播城中的新聞發布會及大型活動。二零二三年亦將陸續推出新節目，例如採訪中國內地企業高管的普通話訪談節目《領航之星》、深度英文新聞節目《Closer Look》及專門解決室內設計問題的節目《家家有求》等。此外，《一線搜查》、《有理有得傾》、《財智·商傳》、《全世界睇住》及《主播視角》第二季等王牌節目將於二零二三年第三季度播出。

線上內容急增導致媒體市場的競爭更加激烈，本集團仍然相信數碼科技是其扭轉局面的關鍵。本集團將專注提升其流動應用程式的功能，包括HOY手機App、有線新聞App及手機版網頁，為觀眾提供更優質的數碼體驗。隨著5G無線網絡急速發展及智能手機串流內容大受歡迎，本集團將投資內容傳輸技術，以豐富客戶隨時隨地享受內容的體驗，從而擴大本集團的收入來源。本集團繼續提高數碼平台上的影片串流量及質素。

Management Discussion and Analysis

管理層討論及分析

(K) OUTLOOK (Continued)

Media (Continued)

With the launch of the new consumer-facing brand HOY, the increase in the signal coverage of free-to-air TV spectrum, and the launch of all-new news and infotainment channel Free TV Channel 78 HOY Infotainment, the Group expects to bring its rich and diverse content to wider and more extensive audience coverage in order to further drive incremental advertising revenue from more diversified product sectors. The Group will continue to invest in high-quality self-produced programmes and acquire innovative programmes and design more integrated marketing solutions services to further expand the Group's revenue streams.

To further extend the digital experience of audience, Mobile App "Racing GPS" (賽馬GPS) will continue to provide more entertaining and high-quality horse-racing programmes to cater for the demand of current customers and attract new users despite the Licence Termination.

The acquisition of exclusive Hong Kong region broadcast rights of the Asian Games which will be held in September 2023, which represents the seventh consecutive year that we will be delivering the most anticipated sports events to the Group's audience. The Group is committed to providing Hong Kong audience with extensive online and offline interactive experiences through multi-channel marketing. The Group will broadcast contests of Hong Kong athletes and spread positive vibes. On top of this important Asian sports event, the Group had secured the exclusive broadcasting right of "Hong Kong Sevens" (香港國際七人欖球賽), the world-class rugby tournament, which will be held from late March to early April 2023 in Hong Kong. Following "Hong Kong Sevens", the Group will broadcast an international volleyball competition "FIVB Women's Volleyball Nations League" (FIVB 世界女排聯賽) in June 2023.

The Group expects more business opportunities to be captured in 2023 through provision of value-added integrated marketing solutions services and multi-platforms media bundling services. In this regard, the Group has been actively recruiting new sales and digital solutions talents to provide fresh and novel insights and marketing solutions to its advertisers. The Group will continue to polish its sales and marketing strategies by adopting creative selling strategy of content sponsorship and product portfolio.

(K) 前景(續)

媒體(續)

隨著面向消費者的新品牌HOY推出，大氣電波廣播訊號覆蓋範圍擴大，以及全新的新聞及資訊免費電視頻道78台HOY資訊台面世，本集團預計將其豐富多元的內容傳遞至更廣泛的觀眾群，以進一步推動更多元化產品領域的廣告收入增長。本集團將繼續投資優質自製節目及外購創新節目，設計更多綜合營銷解決方案服務，進一步擴大本集團的收入來源。

儘管終止牌照，為進一步擴展觀眾的數碼體驗，「賽馬GPS」手機App將繼續提供更多精彩優質的賽馬節目，滿足現有客戶的需求並吸引新用戶。

本集團獲得二零二三年九月舉行的亞運會的香港地區獨家轉播權，連續七屆為本集團的觀眾呈獻最受矚目的體育賽事。本集團致力通過多渠道營銷，為香港觀眾提供各式各樣的線上線下互動體驗。本集團將播放香港運動員的賽事，傳遞正能量。除了此項重大亞洲體育盛事之外，本集團獲得將於二零二三年三月底至四月初在香港舉行的世界級欖球賽事「香港國際七人欖球賽」的獨家轉播權。「香港國際七人欖球賽」過後，本集團將於二零二三年六月播放國際排球賽事「FIVB世界女排聯賽」。

本集團預期透過提供增值綜合營銷解決方案服務及多平台媒體捆綁服務，於二零二三年把握更多商機。就此，本集團一直積極招聘銷售及數碼方案人才，為廣告商提供嶄新的見解及營銷解決方案。本集團繼續採用內容贊助及創意產品銷售組合，完善其銷售及營銷策略。

Management Discussion and Analysis

管理層討論及分析

(K) OUTLOOK (Continued)

Media (Continued)

As the exclusive commercial airtime sales distributor and content provider for the MTR In-train TV, cross borders re-opening with the Mainland China together with the uplift of restrictive social and travel measures in early 2023 are anticipated to bring further increase of patronage on the MTR and MTR In-train TV advertising revenue to the Group. Advertisers of pharmacy, health-related products and toiletries would expect to conduct more active marketing and targeting activities to the increasing number of cross-boundary passengers. Moreover, the full commissioning of the cross-harbour extension of East Rail Line, providing passengers with enhanced connectivity, will continue to bring in more passenger flows. Together with the gradual introduction of new MTR trains in 2023, the Group expects it will further enhance the growth of revenue on the MTR In-train TV.

Meanwhile, the Greater Bay Area (“GBA”) presents an extraordinary opportunity for the Group to shape and expand its business by collaborating with major media and operators within the region. With the growing business and job opportunities in the GBA and the re-opening of the border between Hong Kong and Mainland China, the Group will continue to explore and capture more partnership opportunities in the GBA.

Telecommunications

With new housing projects to be launched by the Government of the HKSAR in 2023, mild growth in the residential broadband market is anticipated. The Group expects the market competition among fixed-line operators to remain strong and the ARPU of fixed-line broadband to remain under pressure in 2023. As a territory-wide telecommunications network provider which covers over 2 million households in Hong Kong, the Group will continue to expand its core network of fibre coverage and increase its core network capacity to cater for both residential and commercial markets in order to drive for business growth. The GPON enabling FTTH high-speed internet services will continue to be the Group’s anchor product. The Group will continue to explore opportunities in maximising the value of the core fibre and communication network of the Group.

(K) 前景(續)

媒體(續)

作為港鐵車廂電視的獨家廣告總代理及內容供應商，二零二三年初與中國內地重新通關以及社交及旅遊限制措施放寬，預期將進一步增加港鐵客運量及本集團港鐵車廂電視廣告收入。藥品、健康相關產品及衛生用品廣告商期望對日益增加的跨境旅客進行更積極的營銷及針對性推廣活動。此外，東鐵綫過海段全面通車，為轉車乘客提供更便利的連接，將持續帶動乘客流量。加上港鐵於二零二三年陸續引進新列車，本集團預期將進一步提升港鐵車廂電視的收入增長。

在此之際，粵港澳大灣區(「大灣區」)正為本集團帶來莫大機遇，透過與該地區的主要媒體及營運商合作，藉此整頓及擴張本集團業務發展。隨著大灣區的商業及工作機會不斷增加，香港與中國內地重新通關，本集團將繼續在大灣區開拓及抓緊更多合作商機。

電訊

隨著香港特區政府將於二零二三年推出新房屋項目，預計家居寬頻市場將出現溫和增長。本集團預期二零二三年固網營運商的市場競爭依然激烈，而固網寬頻的每戶平均收入仍然受壓。作為覆蓋全港超過二百萬住戶的電訊網絡供應商，本集團將繼續擴展其核心光纖網絡覆蓋範圍及增加核心網絡容量，以應付家居及商業市場需求，推動業務增長。提供光纖到戶高速互聯網服務的GPON將繼續為本集團的主打產品。本集團將繼續探索機會，以提升本集團核心光纖及通訊網絡的價值。

Management Discussion and Analysis

管理層討論及分析

(K) OUTLOOK (Continued)

Telecommunications (Continued)

Leveraging on its well-established infrastructure, the Group continues to enhance its broadband internet access services through expanding its network coverage. The Group expects to see more resilience in the enterprise solution market as corporates continue to catch up on enterprise digitalisation and technological upgrade to facilitate the new normal of a hybrid work mode. The Group expects that the trend will continue to drive demand for its high-quality and reliable network and data connectivity services in different industry verticals. The Group will continue to invest in and expand the enterprise solutions business in order to build this new income stream for the Group.

To capture the rising demand for mobile connectivity products, a new mobile partnership has been successfully established with an aim to bring 5G mobile services to its target customers. The Group will take the opportunities and leverage potential synergies to further increase new subscribers by cross-selling within the in-base customers.

The Group entered into the network development agreement in December 2018 in relation to a strategic collaboration with CMHK in telecommunications and value-added media-related services. The cross-platform collaboration could dynamically integrate the strengths and creativity of the two companies, develop outstanding quality, diversified telecommunications services, and strengthen sales channels. The Group will target further growth in revenue through closer collaboration with CMHK. The two companies will continue to work together in taking the development of the local telecommunications and media market to a new level.

Looking ahead, the Group will rise to the challenges as Hong Kong is on the path to recovery from the COVID-19. The Group will continue to pay close attention to and ride on the post-COVID-19 rebound, and deliver more value to its stakeholders given its advantage as one of the major service providers in information and communications technology in Hong Kong with wide customer reach, competitive service offerings, valuable business partnerships and an innovative and experienced management team. The Group will continue to pursue its plan to deliver high-speed broadband services through network upgrades, and explore new business opportunities. Simultaneously, the Group will diligently monitor and review its spending on programming library, content enrichment, and new media development.

(K) 前景(續)

電訊(續)

憑藉其發展完善的基礎設施，本集團透過擴大其網絡覆蓋範圍繼續提升其寬頻互聯網接入服務。混合工作模式成為新常態，企業先後進行數碼化及提升數碼系統，以促進新工作模式。本集團預計此趨勢令企業解決方案市場將具備更高靈活性，並提高不同垂直行業對本集團優質可靠的網絡及數據連接服務的需求。本集團將繼續投資及拓展企業解決方案業務，為本集團創造新的收入來源。

為了把握流動連接產品日益增長的需求，本集團成功建立新的流動合作夥伴關係，以為目標客戶提供5G流動服務。本集團將抓緊機遇並利用潛在協同效應，透過在基礎客戶內進行交叉銷售，進一步增加新訂戶數量。

本集團於二零一八年十二月就與中國移動在電訊服務及增值媒體相關服務方面的策略合作，共同訂立網絡發展協議。跨平台合作可靈活整合兩家公司的優勢及創造力，開發更高質及多元化的電訊服務，並加強銷售渠道。本集團的目標為透過與中國移動更緊密合作，進一步增加收入。兩家公司將繼續攜手合作，將本地電訊及媒體市場的發展推向新層次。

展望未來，香港正從二零一九冠狀病毒病中復甦，本集團面對重重挑戰。本集團將繼續密切關注並把握二零一九冠狀病毒病後的反彈勢頭，憑藉其作為香港資訊及通訊科技的主要服務供應商之一的優勢以及廣泛的客戶群、具競爭力的服務、寶貴的業務合作夥伴關係及具創新精神且經驗豐富的管理團隊，為其持份者創造更多價值。本集團將繼續計劃透過網絡升級提供高速寬頻服務，並探索新的商機。同時，本集團將密切監控及審查其在備用節目、加強內容及開發新媒體方面的支出。

Management Discussion and Analysis

管理層討論及分析

(L) EVENTS AFTER THE REPORTING PERIOD

On 9 January 2023, HKC, as the borrower, entered into a loan agreement with Celestial Pioneer Limited (a company holding 72.0% of the total number of issued shares of Forever Top) as the lender, pursuant to which, HKC obtained an unsecured loan with a principal amount of HK\$80 million for a term of three years from the date of the said loan agreement, with an interest rate of 5.0% per annum.

In view of the rapidly changing media landscape in Hong Kong, and fierce competition among global Pay TV content providers and Pay TV operators, HKC submitted an application for the Licence Termination to the Government of the HKSAR. On 14 February 2023, the Chief Executive in Council has approved the Licence Termination with effect from 1 June 2023. Following the approval, HKC remains bound by the terms and conditions of its Pay TV Licence until the termination, and thereafter HKC will remain as a subsidiary of the Company and the Group will continue to provide Free TV programme services and other businesses as usual, including without limitations broadband telecommunications services, telephony services, network construction and mobile services, allowing a more flexible utilisation and investment of HKC's talents and resources. For details, please refer to the Company's announcement dated 14 February 2023. Due to the Licence Termination, as well as the assessment of the business prospect of the Group in light of the latest market environment, the Group recognised the non-cash write down of deferred tax assets and non-cash impairment losses on programming library, property, plant and equipment, right-of-use assets, other related intangible assets and contract acquisition costs for the year ended 31 December 2022. For details, please refer to "Segment Information" in Note 7 and "Loss before Taxation" in Note 8 to consolidated financial statements in this annual report.

Save as disclosed above, the Group does not have any material events affecting the Group's financial performance and/or financial position significantly that have occurred since the end of the financial year ended 31 December 2022.

(L) 報告期後事項

於二零二三年一月九日，有線電視（作為借款人）與Celestial Pioneer Limited（持有永升已發行股份總數72.0%的公司）（作為貸款人）訂立貸款協議，據此，有線電視獲得本金額為80,000,000港元的無抵押貸款，自上述貸款協議日期起計為期三年，按年利率5.0%計息。

鑑於香港媒體市場結構急速改變，環球付費電視內容供應商及收費電視營運商競爭日益激烈，有線電視已向香港特區政府申請終止牌照。於二零二三年二月十四日，行政長官會同行政會議已批准自二零二三年六月一日起終止牌照。獲批後，有線電視仍受其收費電視牌照的條款及條件約束，直至其終止，此後有線電視仍為本公司的附屬公司，而本集團將繼續如常提供免費電視節目服務及其他業務，包括但不限於寬頻通訊服務、電話服務、網絡建設及流動通訊服務，使有線電視的人才及資源可更靈活運用及投資。有關詳情請參閱本公司日期為二零二三年二月十四日的公告。截至二零二二年十二月三十一日年度，由於終止牌照，以及根據最新市場環境對本集團業務前景的評估，本集團確認遞延稅項資產的非現金撇減以及備用節目、物業、廠房及設備、使用權資產、其他相關無形資產及合約收購成本的非現金減值虧損。有關詳情請參閱本年報綜合財務報表附註7「分部資料」及附註8「除稅前虧損」。

除上文所披露者外，自截至二零二二年十二月三十一日止財政年度結束後，本集團並無發生任何對本集團財務表現及／或財務狀況有重大影響的重大事項。

Management Discussion and Analysis

管理層討論及分析

(M) COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year ended 31 December 2022, there was no incidence of non-compliance with the relevant laws and regulations of the place in which the Group operates that has a significant impact on the business operations of the Group.

(M) 遵守相關法律及規例

截至二零二二年十二月三十一日止年度，概無發生未有遵守本集團營運所在地相關法律及規例而對本集團業務營運有重大影響的情況。

Corporate Governance Report

企業管治報告

(A) CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance practices, and procedures and to complying with the statutory and regulatory requirements with an aim to maximising the Shareholders' values and interests as well as enhancing the stakeholders' transparency and accountability. During the year ended 31 December 2022, the Company had complied with all applicable code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules, with the exception of the deviation as set out under section (C) below.

(B) MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules. The Company, having made specific enquiries of all the Directors, was not aware of any non-compliance with the required standard set out in the Model Code during the year ended 31 December 2022.

The Company has also applied the principles of the Model Code for securities transactions to the employees of the Group.

(C) BOARD OF DIRECTORS

The Board is responsible for the leadership and management of the Group as well as promoting the success of the Group with the objective of acting for the best of the interests of the Group and the Shareholders as a whole by directing and supervising its affairs in a responsible and effective manner. The key responsibilities of the Board include formulation of the overall strategies of the Group, monitoring the performance of the management, and ensuring the duties delegated to respective board committees of the Company are effectively performed.

(A) 企業管治常規

本公司致力於維持高水準的企業管治常規及程序，並遵守法定及規管要求，旨在為股東帶來最大的價值及利益，以及提高對持份者之透明度和責任感。於截至二零二二年十二月三十一日止年度，本公司已遵守上市規則附錄十四所載《企業管治守則》（「《企業管治守則》」）的所有適用守則條文，惟下文(C)部所載之一項偏離則除外。

(B) 證券交易之標準守則

本公司已採納上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》（「《標準守則》」）。經向所有董事作出特定查詢後，本公司並不知悉於截至二零二二年十二月三十一日止年度內有任何未有遵守標準守則內列載的必守標準的情況。

本公司亦就對本集團員工的證券交易應用《標準守則》之原則。

(C) 董事會

董事會透過以負責及有效的方式指導及監察有關事務，負責帶領及管理本集團以及促進本集團成功，其目標乃為本集團及股東整體之最佳利益行事。董事會之關鍵責任包括制定本集團之整體策略，監察管理層之表現，及確保委派予本公司各董事委員會之職責獲有效執行。

Corporate Governance Report

企業管治報告

(C) BOARD OF DIRECTORS (Continued)

I. Composition of the Board

As at the date of this annual report, the Board comprises eleven Directors, of whom two are executive Directors, five are non-executive Directors and four are independent non-executive Directors. The composition of the Board is set out below:

- Dr. CHENG Kar-Shun, Henry
(Chairman, Non-executive Director)
- Tan Sri Dato' David CHIU
(Vice-chairman, Non-executive Director)
- Mr. TSANG On Yip, Patrick
(Vice-chairman, Executive Director)
- Mr. LIE KEN JIE Remy Anthony Ket Heng
(Executive Director)
- Mr. Andrew Wah Wai CHIU
(Non-executive Director)
- Mr. HOONG Cheong Thard (Non-executive Director)
- Ms. NG Yuk Mui Jessica (Non-executive Director)
- Mr. LAM Kin Fung Jeffrey
(Independent non-executive Director)
- Dr. HU Shao Ming Herman
(Independent non-executive Director)
- Mr. LUK Koon Hoo, Roger
(Independent non-executive Director)
- Mr. TANG Sing Ming Sherman
(Independent non-executive Director)

(C) 董事會(續)

I. 董事會之組成

於本年報日期，董事會由十一名董事組成，其中包括兩名執行董事，五名非執行董事及四名獨立非執行董事。董事會的組成如下：

- 鄭家純博士
(主席，非執行董事)
- 丹斯里拿督邱達昌
(副主席，非執行董事)
- 曾安業先生
(副主席，執行董事)
- 李國恒先生
(執行董事)
- 邱華璋先生
(非執行董事)
- 孔祥達先生(非執行董事)
- 吳旭茱女士(非執行董事)
- 林健鋒先生
(獨立非執行董事)
- 胡曉明博士
(獨立非執行董事)
- 陸觀豪先生
(獨立非執行董事)
- 湯聖明先生
(獨立非執行董事)

Corporate Governance Report

企業管治報告

(C) BOARD OF DIRECTORS (Continued)

I. Composition of the Board (Continued)

Biographical information of the Directors and the relationship among the members of the Board are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 127 to 140 of this annual report. Each Director has been appointed on the strength of his/her calibre, experience and stature, and his/her potential to contribute to the proper guidance of the Group and its businesses.

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

The Company has established effective mechanisms to ensure independent views and input are available to the Board including but not limited to, giving the Directors access to independent professional advice to discharge his/her duties in appropriate circumstances. Such independent views mechanisms in place are subject to annual review by the Board.

(C) 董事會(續)

I. 董事會之組成(續)

董事之履歷資料及董事會各成員之間的關係載於本年報第127至140頁「董事及高級管理層之簡介」一節。各董事的委任，均基於其才幹、經驗和地位，以及相信彼能夠對本集團及其業務提供適當指導。

本公司已獲各獨立非執行董事根據上市規則第3.13條規定提供的獨立性確認書，且本公司認為所有獨立非執行董事均為獨立人士。

本公司已制定有效機制以確保董事會可獲得獨立意見及輸入資料，包括但不限於在適當情況下為董事提供獨立專業意見以履行其職責。董事會每年對該獨立意見機制進行檢討。

Corporate Governance Report

企業管治報告

(C) BOARD OF DIRECTORS (Continued)

II. Operation of the Board

The Company is headed by an effective Board which makes decisions objectively in the interests of the Company. The management of the Group (the "Management") has closely monitored changes to regulations that affect its corporate affairs and businesses, and changes to accounting standards, and adopted appropriate reporting format in its interim report, annual report and other related documents to present a balanced, clear and comprehensible assessment of the Group's performance, position and prospects. Where these changes are pertinent to the Company or Directors' disclosure obligations, the Directors are either briefed during Board meetings or issued with regular updates and materials to keep them abreast of their responsibilities and of the conduct, business activities and development of the Group. The Company has ensured that the Directors can participate in Board meetings in a meaningful and effective manner. The Company has also provided accurate, clear, complete and reliable information in a timely manner to the Directors to enable them to make an informed decision and to discharge their duties and responsibilities as the Directors.

There is a clear division of responsibilities between the Board and the Management. Decisions on important matters are specifically reserved to the Board while decisions on the Group's general operations are delegated to the Management. Important matters include those affecting the Group's strategic policies, major investment and funding decisions and major commitments relating to the Group's operations.

If a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter should be dealt with by a physical Board meeting rather than a written resolution. Independent non-executive Directors who, and whose close associates (as defined under the Listing Rules), have no material interest in the transaction should be present at that Board meeting.

(C) 董事會(續)

II. 董事會運作

本公司以一個行之有效的董事會為首，董事會客觀行事，所作決策符合本公司利益。本集團的管理層(「管理層」)已密切監察對其企業事務及業務有影響的規條的變動，以及會計準則的變動，並已採用適當的呈報形式編撰其中期報告、年報及其他相關文件，以對本集團的表現、狀況及前景作出平衡、清晰及全面的評核。與本公司或其董事的披露責任相關的變動，則於董事會會議期間向董事簡報，或向董事定期發放最新資訊及資料，讓董事不時瞭解彼等的責任，以及本集團的管理、業務活動和發展。本公司已確保董事能夠以有意義及有效的方式參與董事會會議。本公司亦已適時向各董事提供準確、清晰、完整及可靠的資料，讓董事得以在掌握有關資料的情況下進行決策，並履行其作為董事的職務及責任。

董事會與管理層的責任清楚區分，決定重要事宜的責任特定保留予董事會，而決定本集團一般營運的責任則授權予管理層。重要事宜包括影響本集團的策略性政策、重大投資和融資決定的事宜，以及與本集團營運有關的重大承擔。

倘董事會認為該董事於董事會將予考慮之事項中涉及重大利益衝突，則有關事項將於正式董事會會議上處理而非以書面決議案。獨立非執行董事及其緊密聯繫人(定義見上市規則)如並無於交易中擁有重大利益，該等獨立非執行董事須出席該董事會會議。

Corporate Governance Report

企業管治報告

(C) BOARD OF DIRECTORS (Continued)

III. Number of Board/general meetings and Directors' attendance

The Board has a balance of skills and experience and a balanced composition of executive and non-executive Directors with diversity of skills and experience appropriate to the requirements of the Group's business. Five Board meetings of the Company were held during the financial year ended 31 December 2022. Notice of not less than 14 days was given to all the Directors for the regular Board meetings and the Directors were given an opportunity to include matters in the agenda for the regular Board meetings. The attendance records of the Directors are set out below:

(C) 董事會(續)

III. 董事會／股東大會會議數目及董事出席會議次數

董事會具備均衡的技巧和經驗，而當中執行董事與非執行董事之組合亦保持均衡，而彼等多樣的技能及經驗滿足本集團業務之要求。截至二零二二年十二月三十一日止財政年度，本公司已舉行五次董事會會議。全體董事可就常規董事會會議獲不少於14日通知，以提供機會在常規董事會會議議程上加插事項。董事之出席記錄載列如下：

Directors	董事	Attendance/Number of Meeting(s) 出席會議次數／會議數目	
		Board Meetings 董事會會議	Annual General Meeting 股東週年大會
Dr. CHENG Kar-Shun, Henry (Chairman, Non-executive Director)	鄭家純博士 (主席，非執行董事)	2/5	0/1
Tan Sri Dato' David CHIU (Vice-chairman, Non-executive Director)	丹斯里拿督邱達昌 (副主席，非執行董事)	3/5	0/1
Mr. TSANG On Yip, Patrick (Vice-chairman, Executive Director)	曾安業先生(副主席，執行董事)	5/5	1/1
Mr. LIE KEN JIE Remy Anthony Ket Heng (Executive Director)	李國恒先生 (執行董事)	5/5	1/1
Mr. Andrew Wah Wai CHIU (Non-executive Director)	邱華璋先生 (非執行董事)	5/5	0/1
Mr. HOONG Cheong Thard (Non-executive Director)	孔祥達先生(非執行董事)	5/5	1/1
Ms. NG Yuk Mui Jessica (Non-executive Director)	吳旭萊女士(非執行董事)	4/5	1/1
Mr. LAM Kin Fung Jeffrey (Independent non-executive Director)	林健鋒先生 (獨立非執行董事)	5/5	1/1
Dr. HU Shao Ming Herman (Independent non-executive Director)	胡曉明博士 (獨立非執行董事)	4/5	1/1
Mr. LUK Koon Hoo, Roger (Independent non-executive Director)	陸觀豪先生 (獨立非執行董事)	5/5	1/1
Mr. TANG Sing Ming Sherman (Independent non-executive Director)	湯聖明先生 (獨立非執行董事)	5/5	1/1

Corporate Governance Report

企業管治報告

(C) BOARD OF DIRECTORS (Continued)

III. Number of Board/general meetings and Directors' attendance (Continued)

The external auditor attended the annual general meeting of the Company on 14 June 2022 (the "AGM") to answer questions about the conduct of the audit, the preparation and content of the independent auditor's report, the accounting policies and auditor independence and the chairman of the Board (the "Chairman") also held a meeting with the independent non-executive Directors without the presence of other Directors during the year.

The Directors are subject to retirement by rotation at least once every three years in accordance with the Articles of Association of the Company (the "Articles") and the Listing Rules. The retiring Directors shall be eligible for re-election at the annual general meeting of the Company. Any Director appointed by the Board to fill a casual vacancy shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at such meeting.

Each Director (including non-executive Directors and independent non-executive Directors) has signed a letter of appointment with the Company for an initial term of three years and renewable automatically for successive terms of three years upon expiry of the then current term of the appointment, unless terminated in accordance with the terms of his/her letter of appointment. They are also subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules.

Code Provision C.1.6 of the CG Code stipulates that independent non-executive directors and other non-executive directors, as equal board members, should give the board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. Generally, they should also attend general meetings to gain and develop a balanced understanding of the views of shareholders. Also, Code Provision F.2.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting.

(C) 董事會(續)

III. 董事會／股東大會會議數目及董事出席會議次數(續)

外聘核數師出席於二零二二年六月十四舉行之本公司週年大會(「股東週年大會」)以就審核的執行、獨立核數師報告的編製及內容、會計政策及核數師的獨立性回答提問。年內，董事會主席(「主席」)亦曾在其他董事避席之情況下與獨立非執行董事舉行了一次會議。

根據本公司組織章程細則(「細則」)及上市規則之規定，董事須至少每三年輪值告退一次。退任董事符合資格於本公司股東週年大會上重選連任。任何獲董事會委任以填補臨時空缺之董事須留任直至本公司下一屆股東大會為止，屆時將有資格在有關大會上重選連任。

董事(包括非執行董事及獨立非執行董事)已各自與本公司簽署委聘書，初步任期為三年，並任期每到屆滿時均會自動續期三年，除非委任按彼等之委聘書條款被終止。彼等須根據細則及上市規則輪值退任並膺選連任。

《企業管治守則》守則條文第C.1.6條訂明，獨立非執行董事及其他非執行董事作為與其他董事擁有同等地位的董事會成員，應定期出席董事會及其同時出任委員會成員的委員會的會議並積極參與會務，以其技能、專業知識及不同的背景及資格作出貢獻。一般而言，他們並應出席股東大會，以對公司股東的意見有全面、公正的了解。此外，《企業管治守則》守則條文第F.2.2條訂明，董事會主席應出席股東週年大會。

Corporate Governance Report

企業管治報告

(C) BOARD OF DIRECTORS (Continued)

III. Number of Board/general meetings and Directors' attendance (Continued)

Dr. Cheng Kar-Shun, Henry ("Dr. Cheng") (the chairman of the Board and a non-executive Director), Tan Sri Dato' David Chiu (a vice-chairman of the Board and a non-executive Director) and Mr. Andrew Wah Wai Chiu (a non-executive Director) were unable to attend the AGM as each of Dr. Cheng and Tan Sri Dato' David Chiu had other engagements at the time of such meeting and Mr. Andrew Wah Wai Chiu was out of town for other engagement. In the absence of the chairman of the Board, Mr. Tsang On Yip, Patrick, a vice-chairman of the Board (the "Vice-chairman") and an executive Director, acted as the chairman of the AGM to ensure an effective communication with the Shareholders.

IV. Director's Induction and Continuous Professional Development

Newly appointed Directors will be provided with induction training. Each of them shall receive the information on the duties and responsibilities of directors under statutory regulations and the Listing Rules, and other information on corporate governance matters. The newly appointed Directors shall meet the fellow Directors and the Management to ensure they have an understanding on the Group's operations and business. They shall also receive materials relating to the operations and business of the Group.

The Company will arrange for Directors to attend training sessions and forums which place emphasis on the roles, functions and duties of a listed company director, as well as the development of regulatory updates and issues. The Company will also provide the Directors with the latest development of the Listing Rules, and the relevant laws, rules and regulations relating to the Director's duties and responsibilities. All Directors had provided their training records to the Company for the financial year ended 31 December 2022 and the training records are maintained by the company secretary of the Company (the "Company Secretary").

(C) 董事會 (續)

III. 董事會／股東大會會議數目及董事出席會議次數 (續)

鄭家純博士(「鄭博士」)(董事會主席兼非執行董事)、丹斯里拿督邱達昌(董事會副主席兼非執行董事)及邱華璋先生(非執行董事)未能出席股東週年大會，因為鄭博士及丹斯里拿督邱達昌各自於舉行會議當時另有事務在身，而邱華璋先生則出差處理其他事務。在董事會主席缺席的情況下，董事會副主席(「副主席」)兼執行董事曾安業先生擔任股東週年大會主席，以確保與股東有效地溝通。

IV. 董事之入職及持續專業發展

新獲委任董事均獲提供入職培訓。各位董事將收到法定法規及上市規則下之職責資料，以及企業管治事宜相關之其他資料。新獲委任董事應與其他董事及管理層會面，以確保彼等對本集團的營運及業務有一定了解。彼等亦應收到有關本集團營運及業務之資料。

本公司將安排董事參與培訓課程及論壇，相關培訓課程及論壇著重上市公司董事的角色、職能及責任，以及監管變動和問題的最新發展。本公司亦為董事提供上市規則以及與董事義務及責任有關的法律、法規及規例之最新發展。全部董事已向本公司提供截至二零二二年十二月三十一日止財政年度之培訓記錄，而相關記錄由本公司公司秘書(「公司秘書」)保存。

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(C) BOARD OF DIRECTORS (Continued)

IV. Director's Induction and Continuous Professional Development (Continued)

According to the records of training maintained by the Company, all the current Directors had, during the financial year under review, pursued continuous professional development and relevant details are set out below:

(C) 董事會 (續)

IV. 董事之入職及持續專業發展 (續)

根據本公司所保存的培訓記錄，於回顧財政年度內所有現任董事皆有參與持續專業發展，茲將相關資料列述如下：

Directors	董事	Type of continuous professional development 持續專業發展之類型	
		Reading journals, updates and articles and/or materials, etc. 閱讀期刊、最新資訊、文章及／或資料等等	Attending seminars and/or conferences and/or forums and/or E-training 出席研討會及／或會議及／或論壇及／或網上培訓
Dr. CHENG Kar-Shun, Henry (Chairman, Non-executive Director)	鄭家純博士 (主席，非執行董事)	✓	-
Tan Sri Dato' David CHIU (Vice-chairman, Non-executive Director)	丹斯里拿督邱達昌 (副主席，非執行董事)	✓	-
Mr. TSANG On Yip, Patrick (Vice-chairman, Executive Director)	曾安業先生(副主席，執行董事)	✓	-
Mr. LIE KEN JIE Remy Anthony Ket Heng (Executive Director)	李國恒先生 (執行董事)	✓	✓
Mr. Andrew Wah Wai CHIU (Non-executive Director)	邱華璋先生 (非執行董事)	✓	-
Mr. HOONG Cheong Thard (Non-executive Director)	孔祥達先生(非執行董事)	✓	✓
Ms. NG Yuk Mui Jessica (Non-executive Director)	吳旭茱女士(非執行董事)	✓	-
Mr. LAM Kin Fung Jeffrey (Independent non-executive Director)	林健鋒先生 (獨立非執行董事)	✓	✓
Dr. HU Shao Ming Herman (Independent non-executive Director)	胡曉明博士 (獨立非執行董事)	✓	✓
Mr. LUK Koon Hoo, Roger (Independent non-executive Director)	陸觀豪先生 (獨立非執行董事)	✓	✓
Mr. TANG Sing Ming Sherman (Independent non-executive Director)	湯聖明先生 (獨立非執行董事)	✓	-

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(D) CHAIRMAN AND CHIEF EXECUTIVE

On 7 March 2022, Mr. Wong See Yuen was appointed as the chief executive officer of the Company. For details, please refer to the Company's announcement dated 7 March 2022. Mr. Wong See Yuen is responsible for developing strategies for Board's approval, executing strategies as agreed by the Board and the general operations of the Group.

Dr. Cheng is the Chairman during the year. Dr. Cheng provides leadership to the Board and is primarily responsible for monitoring the Board's efficiency.

The Board also believes that the balance of power and authority is adequately ensured by the operations of the Board which comprises experienced and high-calibre individuals.

(E) APPOINTMENT AND RE-ELECTION OF DIRECTORS

Under the Articles and the Listing Rules, all Directors are subject to retirement at an annual general meeting of the Company at least once every three years and are subject to re-election. The Board may from time to time appoint a Director either to fill a casual vacancy or as an addition to the Board. Any such new Director shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at such meeting.

The re-election of each of the independent non-executive Directors who has served on the Board for more than nine years is subject to (i) a separate resolution to be approved by Shareholders at the relevant annual general meeting of the Company; and (ii) further information being given to the Shareholders together with the notice of meeting regarding the reasons why the Board believes the relevant Director is still independent and should be re-elected.

Appropriate liability insurance for the Directors has been arranged for indemnifying their liabilities arising out of corporate activities.

(D) 主席及行政總裁

於二零二二年三月七日，黃思遠先生獲委任為本公司行政總裁。詳情請參閱本公司日期為二零二二年三月七日的公告。黃思遠先生負責制定策略供董事會批准、執行董事會同意的策略及本集團的一般營運。

鄭博士於本年度擔任主席。鄭博士領導董事會，主要負責監察董事會的效能。

董事會亦相信經由具經驗和卓越才幹的人士所組成的董事會的運作，已足夠確保權力和授權分佈均衡。

(E) 董事委任及重選

根據細則及上市規則，全部董事須至少每三年於本公司股東週年大會上卸任一次，並可重選連任。董事會可不時委任董事，以填補臨時空缺或作為董事會新增成員。任何該等新董事的任期至本公司下一屆股東大會為止，並合資格在有關會議上重選連任。

每名已任職董事會超過九年的獨立非執行董事的重選須 (i) 以獨立決議案形式由股東在本公司相關股東週年大會上審議；及 (ii) 在發出會議通告的同時，向股東提供關於董事會認為有關董事仍屬獨立人士及應獲重選的理理由的進一步資料。

已為董事妥善安排責任保險，以彌償彼等於企業活動中產生的責任。

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(F) BOARD COMMITTEES

(I) Audit Committee

The Company has set up the audit committee of the Company (the "AC") with majority of the members being independent non-executive Directors. As at the date of this annual report, the AC comprises Mr. Luk Koon Hoo, Roger (an independent non-executive Director and the chairman of the AC), Mr. Hoong Cheong Thard (a non-executive Director) and Mr. Tang Sing Ming Sherman (an independent non-executive Director).

No member of the AC is a former partner of the existing audit firm of the Company during the period of two years after he ceases to be a partner of the audit firm. All AC members have sufficient experience in reviewing audited financial statements as aided by the auditor of the Group whenever required. In addition, at least one of the member of the AC has the appropriate professional qualifications or experience in financial matters as required under the Listing Rules.

Two AC meetings were held during the financial year ended 31 December 2022. Attendance records of the AC members are set out below:

(F) 董事委員會

(I) 審核委員會

本公司已設立本公司審核委員會(「審核委員會」)，成員大部分為獨立非執行董事。於本年報日期，審核委員會由陸觀豪先生(獨立非執行董事兼審核委員會主席)、孔祥達先生(非執行董事)及湯聖明先生(獨立非執行董事)組成。

概無現時負責審核本公司賬目的核數公司前任合夥人於離任該核數公司合夥人當日起計兩年期間內，出任審核委員會成員。全部審核委員會成員皆在審閱經審核財務報表方面有足夠經驗，並在有需要時由本集團的核數師協助。此外，審核委員會至少一名成員持有上市規則所要求的適當的專業資格或於財務方面具有經驗。

截至二零二二年十二月三十一日止財政年度，審核委員會舉行過兩次會議，成員的出席記錄詳情如下：

Committee Members	委員會成員	Attendance/ Number of Meetings 出席會議的 次數／會議數目
Mr. LUK Koon Hoo, Roger (<i>Chairman</i>)	陸觀豪先生(主席)	2/2
Mr. HOONG Cheong Thard	孔祥達先生	2/2
Mr. TANG Sing Ming Sherman	湯聖明先生	2/2

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(F) BOARD COMMITTEES (Continued)

(I) Audit Committee (Continued)

- (i) The terms of reference of the AC, which are available on the websites of the Stock Exchange and the Company, are aligned with the provisions set out in the CG Code and the recommendations set out in "A Guide for Effective Audit Committees" issued by the Hong Kong Institute of Certified Public Accountants. Given below are the main duties of the AC:

(A) Relationship with the Company's external auditor

- (a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of their resignation or dismissal;
- (b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The AC should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences; and
- (c) to develop and implement policy on engaging an external auditor to provide non-audit services. For this purpose, "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The AC should report to the Board, identifying and making recommendations on any matters where action or improvement is needed.

(F) 董事委員會 (續)

(I) 審核委員會 (續)

- (i) 審核委員會的職權範圍(載於聯交所及本公司網站)與《企業管治守則》內載的條文及香港會計師公會頒佈的《審核委員會有效運作指引》內載的建議相符。茲將審核委員會的主要職責載列如下：

(A) 與本公司外聘核數師的關係

- (a) 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬金及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；
- (b) 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效。審核委員會應於核數工作開始前先與核數師討論核數性質及範疇及有關申報責任；及
- (c) 就外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，「外聘核數師」包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於該負責核數的公司的本地或國際業務的一部分的任何機構。審核委員會應就任何需要採取行動或改善的事項向董事會報告，並提出建議。

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(F) BOARD COMMITTEES (Continued)

(I) Audit Committee (Continued)

(i) (Continued)

(B) Review of financial information of the Company

(a) to monitor integrity of financial statements of the Company and the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in them. In reviewing these reports before submission to the Board, the AC should focus particularly on:

- (i) any changes in accounting policies and practices;
- (ii) major judgmental areas;
- (iii) significant adjustments resulting from audit;
- (iv) the going concern assumptions and any qualifications;
- (v) compliance with accounting standards; and
- (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting.

(F) 董事委員會 (續)

(I) 審核委員會 (續)

(i) (續)

(B) 審閱本公司的財務資料

(a) 監察本公司財務報表及本公司年度報告及賬目、半年度報告及(若擬刊發)季度報告的完整性，並審閱報表及報告所載有關財務申報的重大判斷。審核委員會在向董事會提交相關報表及報告前對報表及報告作出審閱時，應特別針對下列事項：

- (i) 會計政策及實務的任何更改；
- (ii) 涉及重要判斷的地方；
- (iii) 因核數而出現的重大調整；
- (iv) 企業持續經營的假設及任何保留意見；
- (v) 是否遵守會計準則；及
- (vi) 是否遵守有關財務申報的上市規則及法律規定。

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(F) BOARD COMMITTEES (Continued)

(I) Audit Committee (Continued)

(i) (Continued)

(B) Review of financial information of the Company (Continued)

(b) regarding (B)(a) above:

- (i) the AC should liaise with the Board and senior management and must meet, at least twice a year, with the Company's external auditor; and
- (ii) the AC should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, or for compliance function or auditors.

(C) Oversight of the Company's financial reporting system, and risk management and internal control systems

- (a) to review the Company's risk management and internal control systems covering all controls; including financial, operational and compliance controls;

(F) 董事委員會 (續)

(I) 審核委員會 (續)

(i) (續)

(B) 審閱本公司的財務資料 (續)

(b) 就上述 (B)(a) 項而言：

- (i) 審核委員會應與董事會及高級管理人員聯絡，委員會每年須至少與本公司的外聘核數師開會兩次；及
- (ii) 審核委員會應考慮於該等報告及賬目中所反映或需要反映的任何重大或不尋常事項，並應適當考慮任何由本公司負責會計及財務申報職能、合規職能的員工或核數師提出的事項。

(C) 監管本公司財務申報系統以及風險管理及內部監控系統

- (a) 檢討本公司的風險管理及內部監控系統；有關檢討涵蓋所有方面的監控，包括財務監控、營運監控及合規監控；

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(F) BOARD COMMITTEES (Continued)

(I) Audit Committee (Continued)

(i) (Continued)

(C) Oversight of the Company's financial reporting system, and risk management and internal control systems (Continued)

- (b) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budgets of the Company's accounting, internal audit, financial reporting functions and the Company's ESG performance and reporting;
- (c) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings and review the statements concerning risk management and internal control systems to be included in the annual report;
- (d) to ensure co-ordination between the internal audit function and external auditor, to review and approve the annual internal audit plan, to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company for it to carry out an analysis and independent appraisal of the adequacy and effectiveness of the Company's financial reporting system, risk management and internal control systems, and to review and monitor the effectiveness of the internal audit function;

(F) 董事委員會 (續)

(I) 審核委員會 (續)

(i) (續)

(C) 監管本公司財務申報系統以及風險管理及內部監控系統 (續)

- (b) 與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的系統，討論內容應包括本公司在會計、內部審核、財務申報職能以及本公司環境、社會及管治表現及報告方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算亦是否充足；
- (c) 主動或應董事會的委派，就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究，及審閱載入年報的有關風險管理及內部監控系統的陳述；
- (d) 確保內部審核職能和外聘核數師的工作得到協調；審閱並批准年度內部審核計劃；確保內部審核功能在本公司內部有足夠資源運作，並且有適當的地位，以對本公司的財務申報制度、風險管理和內部監控系統是否足夠及有效進行分析及獨立評估；以及檢討及監察內部審核功能的成效；

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(F) BOARD COMMITTEES (Continued)

(I) Audit Committee (Continued)

- (i) (Continued)
- (C) Oversight of the Company's financial reporting system, and risk management and internal control systems (Continued)
 - (e) to review the Group's financial and accounting policies and practices;
 - (f) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;
 - (g) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
 - (h) to report to the Board on the matters in the code provisions as set out in the Listing Rules;
 - (i) to establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(F) 董事委員會(續)

(I) 審核委員會(續)

- (i) (續)
- (C) 監管本公司財務申報系統以及風險管理及內部監控系統(續)
 - (e) 檢討本集團的財務及會計政策及實務；
 - (f) 審閱外聘核數師致管理層函件、核數師就會計記錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；
 - (g) 確保董事會及時回應於外聘核數師致管理層函件中提出的問題；
 - (h) 就上市規則守則條文所載的事宜向董事會匯報；
 - (i) 就以下情況設立程序：(i) 接獲、留存及處理本公司所收到的涉及會計、內部會計監控或核數事宜的投訴；及(ii)本公司員工以機密和匿名方式提交其對有問題的會計或核數事宜的關注；

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(F) BOARD COMMITTEES (Continued)

(I) Audit Committee (Continued)

(i) (Continued)

(C) Oversight of the Company's financial reporting system, and risk management and internal control systems (Continued)

- (j) to 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 AC should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- (k) to act as the key representative body for overseeing the Company's relations with the external auditor; and
- (l) to consider other topics, as defined by the Board.

(D) Review and reassessment of these terms of reference

At least annually, the AC shall review and reassess the adequacy of these terms of reference and recommend any proposed changes to the Board for approval.

(F) 董事委員會 (續)

(I) 審核委員會 (續)

(i) (續)

(C) 監管本公司財務申報系統以及風險管理及內部監控系統 (續)

- (j) 檢討本公司設定的以下安排：本公司員工可暗中就財務申報、內部監控或其他方面可能發生的不正當行為提出關注。審核委員會應確保有適當安排，讓本公司對此等事宜作出公平獨立的調查及採取適當行動；
- (k) 擔任本公司與外聘核數師之間的主要代表，負責監察兩者之間的關係；及
- (l) 研究其他由董事會界定的課題。

(D) 檢討及重新評核此等職權範圍

審核委員會至少每年檢討及重新評核此等職權範圍所涵蓋的內容是否足夠，並提出改動建議提請董事會批准。

Corporate Governance Report

企業管治報告

(F) BOARD COMMITTEES (Continued)

(I) Audit Committee (Continued)

- (i) (Continued)
- (E) Oversight of the Company's Corporate Governance Matters
- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
 - (b) to review and monitor the training and continuous professional development of the Directors and senior management;
 - (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
 - (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and the Directors;
 - (e) to review the Company's compliance with the code and disclosure in the corporate governance report as set out in the annual report of the Company; and
 - (f) to consider other topics, as defined by the Board.
- (ii) The Group has adopted and established the Whistleblowing Policy & Procedures. The AC has the delegated authority and responsibility, for employees and those who deal with the Group (e.g. customers and suppliers) to raise concerns, in confidence and anonymity, with the Head of Human Resources Department, and any and all relevant complaints received may then be referred to the AC about possible improprieties in any matter related to the Group.

(F) 董事委員會 (續)

(I) 審核委員會 (續)

- (i) (續)
- (E) 監管本公司的企業管治事宜
- (a) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
 - (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
 - (c) 檢討及監察本公司對遵守法律及監管規定的政策及常規；
 - (d) 制定、檢討及監察適用於員工及董事的操守守則及合規手冊(如有)；
 - (e) 檢討本公司遵守本公司年報所載企業管治報告的守則及披露之情況；及
 - (f) 研究其他由董事會界定的課題。
- (ii) 本集團已採納及制定《舉報政策及程序》。審核委員會獲轉授權責，讓員工及其他與本集團有往來者(如客戶及供應商)當遇到本集團內任何懷疑不當行為時，可在保密及匿名情況下，向人事部主管提出彼等關注有關本集團的任何事宜，而接獲的任何及所有相關投訴會被轉介審核委員會。

Corporate Governance Report

企業管治報告

(F) BOARD COMMITTEES (Continued)

(I) Audit Committee (Continued)

- (iii) The work performed by the AC for the financial year ended 31 December 2022 is summarised below:
- (a) review of the annual audit plan of the external auditor before the audit commences, and discussion with them about the nature and scope of the audit;
 - (b) approval of the remuneration and the appointment and the terms of engagement of the external auditor;
 - (c) review of the external auditor's independence and objectivity and the effectiveness of audit process in accordance with applicable standards;
 - (d) review of the half-year and annual consolidated financial statements of the Group before submission to the Board, with particular consideration of the points mentioned in paragraph (i)(B) above regarding the duties of the AC;
 - (e) review of the internal audit report and annual audit plan of the internal audit function carried out by independent professionals;
 - (f) review of the Group's risk management and internal control systems and the statements concerning risk management and internal control systems to be included in the annual report;
 - (g) meeting with the external auditor without the executive Director present;

(F) 董事委員會(續)

(I) 審核委員會(續)

- (iii) 審核委員會在截至二零二二年十二月三十一日止財政年度內的工作摘要如下：
- (a) 於審核工作開始前先與外聘核數師檢討年度審核計劃，及討論審核性質及範疇；
 - (b) 批准外聘核數師的薪酬及委任和聘用條款；
 - (c) 按適用的準則檢討外聘核數師是否獨立客觀及審核程序是否有效；
 - (d) 在向董事會提交半年度及全年本集團綜合財務報表前作出審閱，並特別針對上文(i)(B)段有關審核委員會的各點職責；
 - (e) 由獨立專業人士檢討內部審核功能的內部審核報告及年度審核計劃；
 - (f) 檢討本集團的風險管理及內部監控系統，及審閱載入年報有關風險管理及內部監控系統的陳述；
 - (g) 在執行董事不在場的情況下與外聘核數師會面；

Corporate Governance Report

企業管治報告

(F) BOARD COMMITTEES (Continued)

(I) Audit Committee (Continued)

- (iii) (Continued)
- (h) review of the corporate governance matters of the Group;
- (i) review of the terms of reference of the AC; and
- (j) review of and monitoring of the Group's compliance with legal and regulatory requirements.

(II) Compensation Committee

The Company has set up the compensation committee of the Company (the "CC") consisting of five members of which three of them are the independent non-executive Directors. As at the date of this annual report, the CC comprises Mr. Lam Kin Fung Jeffrey (an independent non-executive Director and the Chairman of the CC), Tan Sri Dato' David Chiu (a non-executive Director), Mr. Tsang On Yip, Patrick (an executive Director), Dr. Hu Shao Ming Herman (an independent non-executive Director) and Mr. Luk Koon Hoo, Roger (an independent non-executive Director).

Two CC meetings were held during the financial year ended 31 December 2022. Attendance record of the CC members is set out below:

(F) 董事委員會(續)

(I) 審核委員會(續)

- (iii) (續)
- (h) 檢討本集團的企業管治事宜；
- (i) 檢討審核委員會的職權範圍；及
- (j) 檢討及監察本集團是否遵守法律及監管規定。

(II) 薪酬委員會

本公司已設立本公司薪酬委員會(「薪酬委員會」)，共由五名成員組成，其中三名為獨立非執行董事。於本年報日期，薪酬委員會由林健鋒先生(獨立非執行董事兼薪酬委員會主席)、丹斯里拿督邱達昌(非執行董事)、曾安業先生(執行董事)、胡曉明博士(獨立非執行董事)及陸觀豪先生(獨立非執行董事)組成。

薪酬委員會於截至二零二二年十二月三十一日止財政年度內舉行兩次會議。薪酬委員會成員之出席記錄如下：

Committee Members	委員會成員	Attendance/ Number of Meeting 出席會議的 次數/會議數目
Mr. LAM Kin Fung Jeffrey (Chairman)	林健鋒先生(主席)	2/2
Tan Sri Dato' David CHIU	丹斯里拿督邱達昌	1/2
Mr. TSANG On Yip, Patrick	曾安業先生	2/2
Dr. HU Shao Ming Herman	胡曉明博士	2/2
Mr. LUK Koon Hoo, Roger	陸觀豪先生	2/2

Corporate Governance Report

企業管治報告

(F) BOARD COMMITTEES (Continued)

(II) Compensation Committee (Continued)

- (i) The terms of reference of the CC, which are available on the websites of the Stock Exchange and the Company, are aligned with the provisions set out in the CG Code. Given below are the main duties of the CC:
- (a) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration, and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the management's remuneration proposals by reference to the Board's corporate goals and objectives;
- (c) either:
- (i) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management; or
- (ii) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- (d) to make recommendations to the Board on the remuneration of non-executive Directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

(F) 董事委員會(續)

(II) 薪酬委員會(續)

- (i) 薪酬委員會的職權範圍(載於聯交所及本公司網站)與《企業管治守則》內載的條文相符。茲將薪酬委員會的主要職責載列如下：
- (a) 就全體董事及高級管理人員的薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
- (b) 因應董事會所訂立的企業方針及目標，檢討及批准管理層的薪酬建議；
- (c) 以下兩種情況其中一種：
- (i) 獲董事會轉授職責，釐訂個別執行董事及高級管理人員的薪酬待遇；或
- (ii) 就個別執行董事及高級管理人員的薪酬待遇向董事會提出建議。

此應包括非金錢利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)；

- (d) 就非執行董事的薪酬向董事會提出建議；
- (e) 考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件；

Corporate Governance Report

企業管治報告

(F) BOARD COMMITTEES (Continued)

(II) Compensation Committee (Continued)

- (i) (Continued)
- (f) to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (g) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) to ensure that no Director or any of their associates is involved in deciding that Director's own remuneration;
- (i) to advise the shareholders on how to vote with respect to any service contracts of Directors that require the shareholders' approval under the Listing Rules;
- (j) to decide with respect to the employee share option scheme:
 - (i) the Employees to whom options shall be granted;
 - (ii) the number of shares subject to each option;
 - (iii) the date on which options shall be granted; and
 - (iv) the subscription price;
- (k) to review and/or approve matters relating to the share schemes under Chapter 17 of the Listing Rules; and
- (l) to review any compensation related or other issues as requested by the Board.

(F) 董事委員會(續)

(II) 薪酬委員會(續)

- (i) (續)
- (f) 檢討及批准向執行董事及高級管理人員支付就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若有關賠償未能與合約條款一致，則亦須公平合理，不致過多；
- (g) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若有關安排未能與合約條款一致，則亦須合理適當；
- (h) 確保任何董事或其任何聯繫人不得參與釐訂董事本身的薪酬；
- (i) 向股東建議如何就任何須根據上市規則取得股東批准的董事服務合約進行表決；
- (j) 就員工購股權計劃釐定：
 - (i) 可獲授認股權的員工；
 - (ii) 涉及每項認股權的股份數目；
 - (iii) 授出認股權的日期；及
 - (iv) 認購價；
- (k) 審閱及／或批准上市規則第17章項下有關股份計劃的事項；及
- (l) 在董事會要求下檢討任何薪酬相關或其他問題。

Corporate Governance Report

企業管治報告

(F) BOARD COMMITTEES (Continued)

(II) Compensation Committee (Continued)

- (ii) The work performed by the CC, which has the delegated authority and responsibility, for the financial year ended 31 December 2022 is summarised below:
 - (a) review of the Company's policy and structure for all remuneration of Directors and the senior management;
 - (b) assess performance of the executive Director and the consideration and approval of the emoluments for all the Directors and the senior management;
 - (c) make recommendations to the Board on the remuneration packages of individual Directors and senior management;
 - (d) review of the terms of reference of CC; and
 - (e) review the scheme rules of the Share Option Scheme.

The basis of determining the emoluments payable to its Directors and the senior management is with reference to their qualifications, experience, duties and responsibilities with the Group, as well as the Group's performance and the prevailing market conditions.

(III) Nomination Committee

The Company has set up the nomination committee of the Company (the "NC") which requires the majority of its of its members to be independent non-executive Directors. As at the date of this annual report, the NC comprises Dr. Hu Shao Ming Herman (an independent non-executive Director and the Chairman of the NC), Mr. Lam Kin Fung Jeffrey (an independent non-executive Director) and Mr. Luk Koon Hoo, Roger (an independent non-executive Director).

(F) 董事委員會(續)

(II) 薪酬委員會(續)

- (ii) 截至二零二二年十二月三十一日止財政年度，薪酬委員會獲轉授權責所進行的工作摘要如下：
 - (a) 檢討本公司董事及高級管理人員的全體薪酬政策及架構；
 - (b) 評估執行董事的表現並考慮及批准全體董事及高級管理人員的酬金；
 - (c) 就個別董事及高級管理人員的薪酬待遇向董事會提出建議；
 - (d) 檢討薪酬委員會的職權範圍；及
 - (e) 檢討購股權計劃的計劃規則。

釐定應付董事及高級管理人員薪酬之基準乃參照其資歷、經驗及於本集團所承擔的職責以及本集團之表現及現行市況。

(III) 提名委員會

本公司已設立本公司提名委員會(「提名委員會」)，其大部分成員為獨立非執行董事。於本年報日期，提名委員會由胡曉明博士(獨立非執行董事兼提名委員會主席)、林健鋒先生(獨立非執行董事)及陸觀豪先生(獨立非執行董事)組成。

Corporate Governance Report

企業管治報告

(F) BOARD COMMITTEES (Continued)

(III) Nomination Committee (Continued)

At present, more than one-third of the Directors on the Board are the independent non-executive Directors. They represent diverse career experience in both international and local enterprises. They bring with them diverse professional backgrounds, spanning property development and investment, banking, legal, advisory, hospitality and entrepreneurship. They also hold or have held important public service positions in Hong Kong and China, covering business, industry and commerce, sports, education, regulatory and politics.

The Board composition reflects various cultural and educational backgrounds, professional development, length of service, knowledge of the Company and a broad range of individual attributes, interests and values. The NC considers the current Board composition has provided the Company with a good balance and diversity of skills and experience appropriate to the requirements of its business. The NC will continue to review its composition from time to time taking into consideration specific needs for the Group's business.

The Board has adopted the Director Nomination Process and Selection Criteria of the Company (the "Nomination Policy"), which aims to set out the relevant selection criteria and nomination procedures to assist the NC and the Board to ensure that the Board has a balance of skills, experience and diversity of perspective appropriate to the requirement of the Group's businesses and to ensure that the Directors devote sufficient time and make contributions to the Company that are commensurate with their role and board responsibilities. A summary of the Nomination Policy is disclosed as below.

1. Criteria

The NC and the Board shall consider the following criteria in evaluating and selecting candidates for directorships:

- Characteristics of individual director including integrity and accountability, informed judgment, prudence and maturity (being able to engage in constructive debate and give independent opinions), principled and professional and other characteristics as the NC deems appropriate);

(F) 董事委員會(續)

(III) 提名委員會(續)

目前，董事會內有超過三分之一董事為獨立非執行董事。彼等具有在國際及本地企業發展事業的多方面經驗，將地產發展及投資、銀行、法律、顧問、款待及創業等不同領域的專業背景帶入董事會。彼等亦為現任或曾任中港兩地的重要公共服務機構要職，範疇涵蓋商務、工商業、體育、教育、監管及政治。

董事會成員組合反映不同的文化及教育背景、專業發展、服務任期、對本公司的認識，以及廣泛的個人特質、興趣和價值觀。提名委員會認為目前的董事會成員組合為本公司提供了切合本公司業務的均衡及多元化技能和經驗。提名委員會會就本集團業務的特定需要，繼續不時檢討其成員組合。

董事會已採納本公司董事提名程序及挑選準則(「提名政策」)，旨在規定相關挑選準則及提名程序，協助提名委員會及董事會確保董事會在技能、經驗及多元化觀點方面取得符合本集團業務需要之平衡，並確保董事投入足夠時間並為本公司作出與其角色與董事會職責相稱的貢獻。提名政策概要披露如下。

1. 準則

於評估及挑選董事候選人時，提名委員會及董事會考慮下列準則：

- 個別董事之特質，包括誠信及責任、知情判斷、審慎及成熟程度(即可參與具建設性辯論及提供獨立意見)、重原則及專業以及提名委員會認為適當之其他特質；

Corporate Governance Report

企業管治報告

(F) BOARD COMMITTEES (Continued)

(III) Nomination Committee (Continued)

1. Criteria (Continued)

- Competencies in the areas including accounting and finance, law, industry knowledge, marketing and competencies as the NC deems appropriate to ensure the Board's overall suitability;
- The structure, size and composition of the Board;
- The appropriate mix of competencies between Directors to enable the Board to discharge its responsibilities effectively;
- The appropriate balance of skills, experience, knowledge, expertise and diversity of the Board is maintained, and the board diversity policy (the "Board Diversity Policy") adopted by the Board is followed;
- The capability of the candidate to devote the necessary time and commitment to the role. This involves a consideration of other commitments including matters such as other board or executive appointments; and
- The potential conflicts of interest, and independence.

The NC shall also consider the requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules and such other perspectives that are appropriate to our Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the NC from time to time for nomination of directors and succession planning.

(F) 董事委員會(續)

(III) 提名委員會(續)

1. 準則(續)

- 於以下範疇之勝任能力，包括會計及財務、法律、行業知識、市場營銷以及提名委員會認為適當之其他勝任能力，以確保董事會整體可持續性；
- 董事會之架構、人數及組成；
- 董事間之勝任能力組合適當，從而確保董事會有效履行其職責；
- 董事會得以於技能、經驗、知識、專業知識及多元化方面維持適當平衡，且董事會所採納董事會多元化政策(「董事會多元化政策」)得到遵從；
- 候選人就其角色投入所需時間及承擔之能力。此涉及考慮其他承擔，包括如其他董事或執行人員任命事宜；及
- 潛在利益衝突及獨立身份。

提名委員會亦將考慮上市規則對董事會設有獨立非執行董事的規定，並參照上市規則所載獨立指引考慮候選人的獨立性以及就本公司業務及繼任計劃而言屬合適及(如適用)董事會及/或提名委員會就提名董事及繼任計劃可能不時採納及/或修訂之其他觀點。

Corporate Governance Report

企業管治報告

(F) BOARD COMMITTEES (Continued)

(III) Nomination Committee (Continued)

2. Nomination Procedures

- The NC or the Board shall, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- If more than one candidate are nominated by the NC, the NC shall base on the criteria (as set out in section 1 above) and recommend the most competent candidate to the Board (where applicable).
- The NC shall also consider the number of board positions they hold in other firms.
- The NC shall engage external consultants where necessary to assist in the selection process of suitable candidates.
- After the NC reviewed and considered the candidates, the NC makes recommendations to the Board on any proposed changes to implement the Company's corporate strategy.
- For any person that is nominated by a Shareholder for election as a director at the general meeting of the Company, the NC and the Board shall evaluate such candidate.

(F) 董事委員會(續)

(III) 提名委員會(續)

2. 提名程序

- 提名委員會或董事會將於接獲委任新董事之建議及該候選人之履歷資料(或相關詳情)後, 根據上述準則評估有關候選人以釐定該候選人是否合資格擔任董事。
- 倘提名委員會提名超過一名候選人, 提名委員會將根據上文第1節所載準則進行甄選, 並向董事會推薦最具勝任能力之候選人(如適用)。
- 提名委員會亦將考慮候選人於其他公司擔任之董事會職務數目。
- 提名委員會將於有需要時委聘外部顧問於挑選合適候選人過程中提供協助。
- 提名委員會於審閱及考慮候選人後, 就執行本公司企業策略向董事會建議任何可能變動。
- 就股東於本公司股東大會上提名參選董事之任何人士而言, 提名委員會及董事會將評估有關候選人。

Corporate Governance Report

企業管治報告

(F) BOARD COMMITTEES (Continued)

(III) Nomination Committee (Continued)

Board Diversity Policy

The Board has adopted the Board Diversity Policy. Under the Board Diversity Policy, the Company recognises and embraces the benefits of having a diverse Board with a vision for the Company to achieve a sustainable and balanced development.

The Board Diversity Policy sets out the approach to achieve diversity on the Board and the NC has developed the measurable objectives to implement this Policy, taking into account the factors based on the business model of the Company and specific needs from time to time. In achieving the board diversity, a number of factors, including but not limited to, cultural and educational background, gender, ethnicity, age, skills, knowledge, experience and length of service and any other factors that the Board may consider relevant and applicable from time to time taking into account the Company's business model and specific needs, are considered. All the Board appointments are made on merits while having due regard for the benefits of diversity on the Board.

The NC will review the Board Diversity Policy annually to ensure its effectiveness, and recommend any appropriate revisions to ensure it remains relevant to the Company's needs and reflects the current regulatory requirements and good corporate governance practices.

(F) 董事委員會(續)

(III) 提名委員會(續)

董事會成員多元化政策

董事會已採納《董事會成員多元化政策》。根據該政策，本公司明白並深信一個成員多元化的董事會對達致可持續的均衡發展裨益良多。

《董事會成員多元化政策》載列達致董事會成員多元化的方法，而提名委員會已制定實施此政策的可衡量目標，並經計及基於本公司業務模式的多項因素及不時的特定需求。於達致董事會成員多元化時，本公司會考慮多項因素，包括但不限於文化及教育背景、性別、種族、年齡、技能、知識、經驗及服務年限以及董事會認為經計及本公司業務模式及特定需要後屬相關及不時適用之其他因素。所有董事會委任均以用人唯才為原則，同時亦充分顧及董事會成員多元化的裨益。

提名委員會將每年檢討《董事會成員多元化政策》，以確保其有效性，並建議作出任何適當修訂，以確保有關政策切合本公司需要並反映目前監管需求及良好企業管治常規。

Corporate Governance Report

企業管治報告

(F) BOARD COMMITTEES (Continued)

(III) Nomination Committee (Continued)

Board Diversity Policy (Continued)

The Board Diversity Policy has been consistently implemented by the Group. As at the date of this report, the Board consists of one female Director and ten male Directors. The Board considers that the gender diversity in respect of the Board with reference to business needs is satisfactory. The Board targets to maintain at least the current level of female representation. In considering the Board's succession, the NC will search from, including but not limited to, different professional firms, legal, accounting, directorship bodies or through independent professional search firms to help identify potential candidates, as and when necessary. The Board will continue increasing the proportion of female members over time as and when suitable candidates are identified.

The male to female ratio in the workforce of the Group including senior management is approximately 1.8:1 as at 31 December 2022, which slightly improved as compared to 2021. Despite the Group having an unavoidable workforce supply dominated by male given the nature of work in network construction and maintenance, the Group will actively look for the right mix of people to work together and to the gender diversity at all levels of the Group to improve collaboration.

(F) 董事委員會(續)

(III) 提名委員會(續)

董事會成員多元化政策(續)

本集團已貫徹執行《董事會成員多元化政策》。於本報告日期，董事會由一名女性董事及十名男性董事組成。經參考業務需要，董事會認為董事會的性別多元化水平屬可接受。董事會的目標為最少保持現時的女性成員水平。於考慮董事會的繼任時，提名委員會將於必要時從(包括但不限於)不同專業公司、法律、會計、董事機構中進行搜尋，或透過獨立專業獵頭公司協助物色潛在候選人。董事會將繼續於物色到合適候選人時隨時間增加女性成員的比例。

於二零二二年十二月三十一日，本集團僱員(包括高級管理層)的男女比例約1.8:1，較二零二一年稍有改善。儘管本集團在網絡建設及維護方面的人手供應因工作性質而以男性為主，屬難以避免的情況，本集團將積極尋找合適的人員組合，在本集團各個層面改善性別多元以改善協作。

Corporate Governance Report

企業管治報告

(F) BOARD COMMITTEES (Continued)

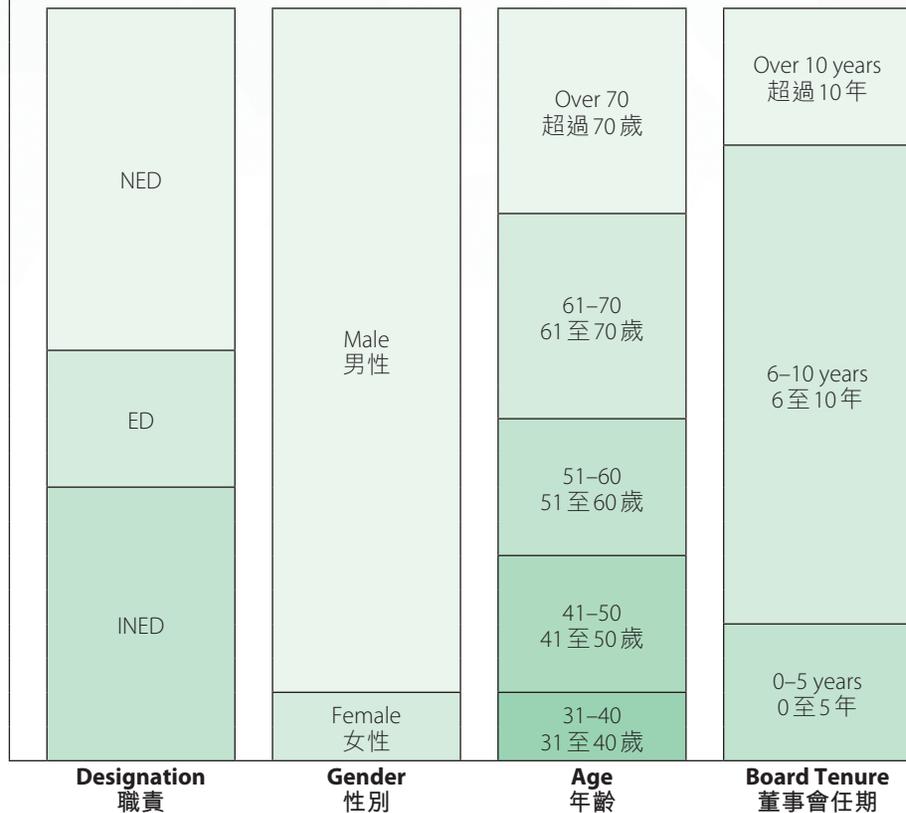
(III) Nomination Committee (Continued)

Diversity Mix

As at 31 December 2022, the Board consists of 11 Directors and the Board composition is as below:

Number of Directors
董事人數

11
10
9
8
7
6
5
4
3
2
1



ED : Executive Director
NED : Non-executive Director
INED : Independent Non-executive Director

Biographical details of the Directors, including details of their skills and experience are set out in the section headed "Biographical Details of Directors and Senior Management" of this annual report. The Group sees increasing diversity at the Board level as an essential element in attaining its strategy and achieving sustainable and balanced development of the Group, and will continue to further enhance board diversity while maintaining an appropriate balance between continuity of experience and Board refreshment.

(F) 董事委員會(續)

(III) 提名委員會(續)

多元化組合

於二零二二年十二月三十一日，董事會包括十一名董事，董事組成如下：

ED : 執行董事
NED : 非執行董事
INED : 獨立非執行董事

董事之履歷詳情(包括其技能及經驗詳情)載於本年報「董事及高級管理層之簡介」一節。本集團認為提升董事會層面之成員多元化乃實現其策略及達致本集團可持續及均衡發展之要素，其將繼續進一步提升董事會成員多元化，同時在經驗傳承及董事會更新之間維持合適平衡。

Corporate Governance Report

企業管治報告

(F) BOARD COMMITTEES (Continued)

(III) Nomination Committee (Continued)

The terms of reference of the NC, which are available on the websites of the Stock Exchange and the Company, are aligned with the provisions set out in the CG Code. Given below are the main duties of the NC:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of the independent non-executive Directors;
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the chief executive; and
- (e) to develop and maintain a board diversity policy and make recommendations on any proposed changes to the Board, as appropriate, to ensure it remains relevant to the Company's needs and reflects the current regulatory requirements and good corporate governance practices and to making disclosure of its review results in the Corporate Governance Report annually.

(F) 董事委員會 (續)

(III) 提名委員會 (續)

提名委員會的職權範圍載於聯交所及本公司網站並與《企業管治守則》內載的條文相符。茲將提名委員會的主要職責載列如下：

- (a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議以補足；
- (b) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (c) 評核獨立非執行董事之獨立性；
- (d) 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議；及
- (e) 制定及維持《董事會成員多元化政策》，適時就任何建議變更向董事會提出建議，以確保其切合本公司需要並反映當前的監管規定及良好企業治理常規，以及每年於《企業管治報告》中披露其審查結果。

Corporate Governance Report

企業管治報告

(F) BOARD COMMITTEES (Continued)

(III) Nomination Committee (Continued)

The work performed by the NC, which has the delegated authority and responsibility, for the financial year ended 31 December 2022 is summarised below:

- (a) review of the Board Diversity Policy;
- (b) review of the terms of reference of NC;
- (c) review of the structure, size and composition of the Board taking into account the Board Diversity Policy and make recommendations on any proposed changes to the Board;
- (d) assess the independence of the independent non-executive Directors; and
- (e) make recommendations to the Board for the re-appointment of Directors standing for re-election at the AGM.

Two NC meetings were held during the financial year ended 31 December 2022. Attendance record of the NC members is set out below:

Committee Members	委員會成員	Attendance/ Number of Meeting 出席次數/ 會議數目
Dr. Hu Shao Ming Herman (Chairman)	胡曉明博士(主席)	2/2
Mr. LAM Kin Fung Jeffrey	林健鋒先生	2/2
Mr. LUK Koon Hoo, Roger	陸觀豪先生	2/2

(IV) Corporate Governance Functions

While the Board is and remains to be principally responsible for the corporate governance functions of the Company, it has delegated the relevant duties to the AC to ensure the proper performance of corporate governance functions of the Company. In this connection, the terms of reference of the AC include various duties relating to corporate governance matters which are set out in paragraph "(E) Oversight of the Company's Corporate Governance Matters" on page 82 under sub-section "(I) Audit Committee" of section "(F) BOARD COMMITTEES" above.

(F) 董事委員會(續)

(III) 提名委員會(續)

截至二零二二年十二月三十一日止財政年度，提名委員會獲轉授權責所進行的工作摘要如下：

- (a) 檢討《董事會成員多元化政策》；
- (b) 檢討提名委員會的職權範圍；
- (c) 於計及《董事會成員多元化政策》的情況下檢討董事會之架構、規模及組成，並就任何董事會提議變動提出建議；
- (d) 評估獨立非執行董事之獨立性；及
- (e) 就提議重新委任董事向董事會提出建議，當中包括於股東週年大會上的董事重選。

截至二零二二年十二月三十一日止財政年度內曾舉行兩次提名委員會會議。提名委員會成員的出席記錄載列如下：

(IV) 企業管治職能

本公司的企業管治職能現時主要由董事會負責，此安排繼續維持不變，而董事會已將確保本公司的企業管治職能獲適切履行的相關責任指派予審核委員會。審核委員會在這方面的職權範圍包括各項與企業管治事宜有關的職責，該等職責載列於上文第82頁「(F) 董事委員會」的「(I) 審核委員會」分部下「(E) 監管本公司的企業管治事宜」一段內。

Corporate Governance Report

企業管治報告

(G) AUDITOR'S REMUNERATION

The fees in relation to the audit services for the financial year ended 31 December 2022 provided by PricewaterhouseCoopers, the external auditor of the Company, amounted to approximately HK\$2,784,000 and the remuneration in relation to non-audit services, mainly included tax compliance services and other compliance services, paid or payable to PricewaterhouseCoopers amounted to approximately HK\$1,118,000.

(H) RISK MANAGEMENT AND INTERNAL CONTROLS

(I) Risk Governance

The risk management and internal control systems (the "RM&IC Systems") of the Group comprise a well-defined governance structure, with areas of responsibility and limits of authority of each business and operational unit clearly delineated to ensure effective checks and balances. Internal control policies, procedures and guidelines have been compiled to safeguard assets against unauthorised use or disposition, to maintain of proper records, to assure of the reliability of financial information for internal use or publication and to comply with relevant legislation and regulations.

The Board acknowledges its ultimate responsibility to oversee internal control systems, to evaluate and determine the nature and extent of the risks (including material ESG risks) it is willing to take in achieving strategic objectives and for maintaining the RM&IC Systems as well as to monitor their effectiveness. The management is tasked with the design, implementation and monitoring of the systems. The AC has been delegated by the Board to oversee the systems and is supported by independent professionals to perform the internal audit function, which provides assessment on risk and internal control oversight.

The internal audit function monitors compliance with policies and standards and carries out an analysis and independent appraisal of the adequacy and effectiveness of the RM&IC Systems across the Group. Findings regarding risk management and internal control matters are reported to the AC, in line with the annual audit plan reviewed by the AC, and communicated to the business or corporate units concerned.

(G) 核數師酬金

本公司的外聘核數師羅兵咸永道會計師事務所截至二零二二年十二月三十一日止財政年度提供的核數服務的費用約2,784,000港元，而已付或應付予羅兵咸永道會計師事務所涉及非核數服務(主要包括稅務合規服務及其他合規服務)之酬金則約1,118,000港元。

(H) 風險管理及內部監控

(I) 風險管治

本集團的風險管理及內部監控系統(「風險管理及內部監控系統」)是一個明確的管治架構，每個業務及運作單位的責任範圍及權力限制均有清晰描述，以確保有效地互相制衡。本集團已遵守內部監控政策、程序及指引，以保障資產不會在未經授權下被挪用或出售、妥善保存記錄、保證供內部使用或向外公佈的財務資料均屬可靠，以及符合有關法例及規例。

董事會承認其有最終責任監察內部控制系統並評估及釐定為達成策略目標所願意承擔的風險(包括重大環境、社會及管治風險)性質及程度，及維持風險管理及內部監控系統，並監察系統是否有效。管理層負責系統的設計、實施及監察。審核委員會獲董事會授權監督系統，並獲獨立專業人士支援以執行內部審核功能，以提供風險評估及內部監控的監督。

內部審核功能監察遵守政策及準則的情況，以及對本集團的風險管理及內部監控系統是否足夠及有效進行分析及獨立評估。按審核委員會已審閱的年度審核計劃，就有關風險管理及內部監控事宜的調查結果會向審核委員會匯報，並向相關業務及運作單位傳達。

Corporate Governance Report

企業管治報告

(H) RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

(I) Risk Governance (Continued)

Notwithstanding the above, the RM&IC Systems are designed to manage the risk rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

(II) Risk Management Processes and Practices

The management maintains a risk register to identify major risks, which are then categorised into business risks, financial risks, compliance risks, operational risks and other risks. The risks identified are evaluated in terms of individual likelihood of occurrence, severity of consequence, priority and the existence of early warning signal. Based on the results of the assessment, the management will determine the appropriate risk response: acceptance, transfer, elimination, reduction or sharing, and formulate corresponding control activities and mitigation measures. The risk profile will be reviewed and the risk register will be updated on an ongoing basis to incorporate any change in the nature and extent of significant risks including ESG risks. Internal control deficiencies, if any, are communicated to the responsible parties for taking corrective action.

The AC, through independent professionals to perform the internal audit function, conducts annual review of the effectiveness of the RM&IC Systems and procedures, on a rotation of different cycles basis, covering all controls, including financial, operational and compliance controls, by way of the above risk identification and assessment exercise. Confirmations from the management, in the form of certification that the risk management and internal control procedures are functioning effectively to meet the respective financial reporting, operational and compliance needs, is obtained from business and corporate unit heads.

(H) 風險管理及內部監控(續)

(I) 風險管治(續)

儘管如上所述，風險管理及內部監控系統乃旨在管理風險而非消除未能達成業務目標的風險，而且只能合理而非絕對地保證不會出現嚴重誤述或損失。

(II) 風險管理程序及常規

管理層備存一份風險登記冊，用以識別重大風險，繼而將重大風險歸類為業務風險、財務風險、合規風險、營運風險及其他風險。已識別的風險按個別發生的可能性、後果的嚴重性、優先次序及是否存在預警來作出評估。管理層會根據評估結果作出適當應對：接受風險、轉移風險、消除風險、降低風險或分擔風險，並制訂相應的控制及緩減措施。管理層會持續檢討風險狀況，亦會不斷更新風險登記冊，任何具重大風險(包括環境、社會及管治風險)性質及程度的變動均會載入登記冊。內部監控如有任何缺失，則會傳達至負責的各方，採取修正行動。

審核委員會透過獨立專業人士按循環方式執行內部審核功能，並對風險管理及內部監控系統及程序的成效每年作出檢討，檢討會以上述風險識別及評估方式進行，範疇涵蓋所有方面的監控，包括財務監控、運作監控及合規監控。委員會向業務及企業單位主管取得管理層以核證方式確認風險管理及內部監控程序行之有效，符合財務匯報、營運及合規需要。

Corporate Governance Report

企業管治報告

(H) RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

(II) Risk Management Processes and Practices (Continued)

To ensure timely, fair, accurate and complete disclosure of inside information and compliance with the applicable laws and regulations, the Group has in place, as an internal control element, a disclosure policy of inside information providing guidance on reporting and dissemination of inside information and preservation of confidentiality. Under the policy, Directors or heads of business units shall report to the Chairman/the Chief Financial Officer for any potential/suspected inside information event as soon as practicable when it materialises for determining the nature of developments, and if required, making disclosure. All staff are also required to observe the code of ethical standards to keep non-public information confidential.

(III) Periodical Reviews

During the year ended 31 December 2022, the AC through the independent professionals to perform the internal audit function, had conducted review of the RM&IC Systems on behalf of the Board, including the adequacy of, inter alia, resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions, as well as these relating to the Group's ESG performance and reporting. Such review has been conducted on an annual basis. Written management confirmation on the effectiveness of the RM&IC Systems has been received.

The results of the review were reported by the AC to the Board, based on which the Directors concluded that, for the financial year ended 31 December 2022, the RM&IC Systems and procedures of the Group were effective and adequate. The Group has complied with the provisions in the CG Code regarding the risk management and internal control systems.

(H) 風險管理及內部監控(續)

(II) 風險管理程序及常規(續)

為確保適時、公平、準確及完整披露內幕消息及符合適用法律及規例，本集團的內部監控設有《內幕消息披露政策》，為匯報及發放內幕消息和保密提供指引。在該政策下，董事或業務單位主管如發現有任何潛在／疑似內幕消息事件，須在實際可行情況下盡快向主席／財務總裁匯報，以釐定事態發展的性質，及在有需要時作出披露。所有員工亦須遵守《操守標準守則》，將非公開資料保密。

(III) 定期檢討

截至二零二二年十二月三十一日止年度，審核委員會透過獨立專業人士執行內部審核功能，並已代表董事會對風險管理及內部監控系統作出檢討，檢討範圍包括本公司在會計、內部審核及財務匯報職能，以及有關本集團環境、社會及管治績效及匯報方面的(其中包括)資源、員工資歷及經驗是否足夠及員工所接受的培訓課程及有關預算是否充足。審核委員會每年進行有關檢討。審核委員會已收到管理層書面確認風險管理及內部監控系統的成效。

審核委員會已向董事會匯報檢討結果。根據檢討結果，董事會的總結是截至二零二二年十二月三十一日止財政年度，本集團的風險管理及內部監控系統及程序有效及足夠，及本集團已遵守《企業管治守則》中有關風險管理及內部監控系統的條文。

Corporate Governance Report

企業管治報告

(I) DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of the consolidated financial statements of the Group for the financial year ended 31 December 2022, which give a true and fair view of the financial position of the Group as a whole as at the end of the financial year and of the Group's financial performance and cash flows for the year then ended and in compliance with the requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "CO") and the applicable disclosure provisions of the Listing Rules.

The reporting responsibilities of the auditor of the Company in the Independent Auditor's Report are set out on pages 141 to 153 of this annual report.

(J) COMPANY SECRETARY

The Company Secretary, Mr. Kwok Chi Kin ("Mr. Kwok"), is an employee of the Group and has day-to-day knowledge of the Company's affairs. He reports to the Chairman and is responsible for advising the Board on corporate governance matters and facilitating induction and professional development of the Directors. He also supports the Board by ensuring good information flow and that the policies and procedures adopted by the Board are followed. During the financial year ended 31 December 2022, he had taken no less than 15 hours of relevant professional training. The biographical details of Mr. Kwok are set out in the section headed "Biographical Details of Directors and Senior Management" section of this annual report.

(K) SHAREHOLDERS ENGAGEMENT

A Shareholders Communication Policy has been adopted by the Company to ensure that the Shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable the Shareholders to exercise their rights in an informed manner, and to allow the Shareholders and the investment community to engage actively with the Company.

(I) 董事對財務報表的責任

董事負責監察本集團截至二零二二年十二月三十一日止財政年度綜合財務報表的編製，該財務報表乃真實兼公平地顯示本集團整體截至該財政年度之財務狀況，及本集團截至該日止年度之財務表現及現金流量，並符合《公司條例》(香港法例第622章)(「《公司條例》」)及適用的上市規則之披露條文規定。

本公司核數師於獨立核數師報告中的報告責任載於本年報第141至153頁。

(J) 公司秘書

公司秘書郭子健先生(「郭先生」)為本集團之員工並了解本集團的日常事務。彼向主席匯報、負責向董事會就企業管治事務提出建議以及促進董事入職及專業發展。彼亦透過保證良好的信息流以支援董事會以及董事會所採納的政策及程序獲得跟進。截至二零二二年十二月三十一日止財政年度，彼已接受不少於15小時的相關專業培訓。郭先生之履歷詳情載於本年報「董事及高級管理層之簡介」一節。

(K) 股東參與

本公司已採納《股東通訊政策》，以確保股東可方便、平等及適時地取得不偏不倚而又容易理解的本公司資料(包括財務表現、策略性目標及計劃、重大發展、管治及風險狀況)，使股東得以在掌握相關資料的情況下行使他們的權利，以及讓股東及投資界別與本公司積極溝通。

Corporate Governance Report

企業管治報告

(K) SHAREHOLDERS ENGAGEMENT (Continued)

The Group uses several formal channels to ensure fair disclosure and comprehensive and transparent reporting of its performance and activities. Annual and interim reports are published/printed and printed copies of such reports or notifications of publication thereof on the Company's website are sent to all Shareholders. Such reports and press releases are posted and are available for download at the Company's corporate website (www.i-cablecomm.com). In addition, the Company makes full use of the internet to make information broadly available to the Shareholders. The Company's website provides the relevant contact information by which enquiries may be put to the Board. Constantly being updated in a timely manner, the website also contains a wide range of additional information on the Group's business activities.

The Company encourages its Shareholders to attend and participate in the annual general meetings of the Company to ensure a high level of accountability and to stay informed of the Group's strategy and goals. The Directors and the external auditor are also available to answer the Shareholders' questions at the meetings.

The Board reviewed the Group's shareholders engagement and communication activities conducted in 2022 considering multiple channels for communications with shareholders and investors were in place and was satisfied with the implementation and effectiveness of the shareholders communication policy.

(L) SHAREHOLDERS' RIGHTS

(I) Convene a General Meeting

Pursuant to Section 566(2) of the CO, on written requisition by the Shareholders representing at least 5% of the total voting rights of all Shareholders having a right to vote at general meetings, the Directors must convene a general meeting.

(II) Send Enquiries to the Board

The Company's corporate website (www.i-cablecomm.com) provides the relevant contact information (for enquiry purpose only) by which Shareholders may at any time address their enquiries to the Board.

(K) 股東參與(續)

本集團透過多個正式途徑，確保對其表現及業務作出公平的披露和全面而具透明度的報告，包括刊發／編印年報和中期報告，並會向全體股東寄發該等報告的印刷本或有關該等報告已在本公司網站發佈的通知。該等報告及新聞稿會登載於本公司的企業網站(www.i-cablecomm.com)以供下載。本公司亦充分利用互聯網廣為向股東提供資訊。本公司網站提供了向董事會提出查詢相關聯絡資料的途徑，網站亦載有本集團業務活動的廣泛額外資料，且會適時予以更新。

本公司鼓勵其股東出席並參與本公司股東週年大會，以確保有高度的問責性，並讓股東及時了解本集團的策略和目標。董事和外聘核數師亦在會議上解答股東問題。

董事會已審閱本集團二零二二年的股東參與及所進行的交流活動，考慮到已設有多個渠道與股東及投資者溝通，董事會信納股東通訊政策的執行及成效。

(L) 股東的權利

(I) 召開股東大會

根據《公司條例》第566(2)條，在佔全體有權在股東大會上表決的股東的總表決權最少5%的股東提出書面要求時，董事必須召開股東大會。

(II) 向董事會提出查詢

本公司的企業網站(www.i-cablecomm.com)提供了相關聯絡資料(僅供查詢用途)，股東可隨時用以向董事會提出查詢。

Corporate Governance Report

企業管治報告

(L) SHAREHOLDERS' RIGHTS (Continued)

(III) Make Proposals at General Meetings

- (i) The procedures for proposing candidate(s) for election as Director(s) at a Shareholders' meeting are set out in the Corporate Information section of the Company's corporate website.
- (ii) The procedures for proposing resolution(s) to be moved at the Company's annual general meeting(s) are as follows:

Pursuant to Section 615(2) of the CO, the Shareholder(s) can submit a written requisition to move a resolution at the Company's annual general meeting(s) if they represent:

- at least 2.5% of the total voting rights of all Shareholders who have a right to vote at the annual general meeting to which the requests relate; or
- at least 50 members who have a right to vote on the resolution at the annual general meeting to which the requests relate.

The relevant written requisition must:

- (a) identify the resolution of which notice is to be given;
- (b) be authenticated by the person or persons making it; and
- (c) be received by the Company not later than 6 weeks before the relevant annual general meeting to which the requests relate; or if later, the time at which notice is given of that meeting.

Any written requisitions from the Shareholders to the Company pursuant to Sections 566 and 615 of the CO must be deposited at the Company's registered office.

(L) 股東的權利(續)

(III) 於股東大會上提呈建議

- (i) 股東建議董事候選人在股東大會上參選的程序，載於本公司企業網站的公司資料一欄內。
- (ii) 在本公司股東週年大會上提呈動議決議案的程序如下：

根據《公司條例》第615(2)條，股東在符合下列條件的情況下，可提出書面要求在本公司股東週年大會上動議決議案：

- 佔全體有權在該要求所關乎的股東週年大會上，就該決議表決的股東的總表決權最少2.5%的股東；或
- 最少五十名有權在該要求所關乎的股東週年大會上就該決議表決的股東。

相關書面要求必須：

- (a) 指出有待發出通知所關乎的決議；
- (b) 經所有提出該要求的人認證；及
- (c) 於該要求所關乎的股東週年大會舉行不少於六個星期之前送抵本公司；或(如在上述時間之後送抵本公司的話)該股東週年大會的通知發出之時。

股東根據《公司條例》第566條及第615條而向本公司提出的任何書面要求必須送達本公司註冊辦事處。

Corporate Governance Report

企業管治報告

(M) DIVIDEND POLICY

The Board has adopted a Dividend Policy (the "Dividend Policy"). Under the Dividend Policy, the Board may from time to time pay to the Shareholders annual dividends, if any, on the outstanding ordinary Shares declared by and subject to the discretion of the Board and must be approved at a general meeting of the Shareholders. In addition, the Board may from time to time pay to the Shareholders such interim dividends as appear to the Board to be justified, both annual dividends and interim dividends shall not exceed the amount recommended by the Board, in accordance with the provision of the Articles and the CO.

The Board may only consider to make a distribution if the amount of the Company's net assets is not less than the aggregate of the Company's called up share capital and undistributable reserves; and to the extent that, the distribution does not reduce the amount of those assets to an amount less than the aggregate of the Company's called up share capital and undistributable reserves.

The Board shall consider, including but not limited to, the following factors before the declaration and payment of dividends:

- (a) the Group's results of operations;
- (b) the earnings and distributable reserves of the Company and each of the members of the Group;
- (c) the Group's actual and expected financial performance and conditions and liquidity position;
- (d) the Shareholders' interests;
- (e) any restrictions on payment of dividends that may be imposed by the Group's lenders;
- (f) the Group's expected working capital requirements, surplus and future expansion plans;
- (g) contractual, statutory and regulatory restrictions;

(M) 股息政策

董事會已採納股息政策（「股息政策」）。根據股息政策，董事會可不時向股東派付由董事會酌情宣派且須於股東大會上批准的已發行普通股的年度股息（如有）。此外，董事會可不時於其認為屬適當時向股東派付中期股息，根據細則及《公司條例》的規定，年度股息及中期股息均不得超過董事會建議的金額。

倘本公司資產淨值的金額不少於其已催繳股本及不可分派儲備的總額；及作出該項分派，不會使該等資產的款額減至少於本公司已催繳股本及不可分派儲備的總額，而該項分派亦以此為限，則董事會方會考慮作出有關分派。

董事會須於宣派及派付股息前考慮（包括但不限於）以下因素：

- (a) 本集團的經營業績；
- (b) 本公司及本集團各成員公司的盈利及可供分派儲備；
- (c) 本集團的實際及預期財務表現及狀況以及流動資金狀況；
- (d) 股東的利益；
- (e) 對派付本集團貸方可能強加的股息之任何限制；
- (f) 本集團的預期營運資金需求、盈餘及未來擴張計劃；
- (g) 合約、法定及監管限制；

Corporate Governance Report

企業管治報告

(M) DIVIDEND POLICY (Continued)

- (h) general economic conditions and other internal or external factors that may have any impact on the business or financial performance and position of the Company; and
- (i) any other factors that the Board deems appropriate.

The Board endeavours to maintain a balance between meeting the Shareholders' expectations and prudent capital management with a sustainable dividend policy. The Board will continue to review the Dividend Policy and reserve the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy from time to time.

(N) AMENDMENTS TO CONSTITUTIONAL DOCUMENTS

There was no change in the Company's constitutional documents during the year ended 31 December 2022. The consolidated version of the Articles is available on the websites of the Stock Exchange and the Company.

(O) CORPORATE CULTURE

The Group recognises the importance of building a stakeholder and customer-centric way of innovation and servicing. The Group aims to inspire positive thinking and empower people to live vividly. The Group continues to expand its product and service offerings for the betterment of the living qualities of Hong Kong people.

To keep our customers engaged, the Group utilises an "insights-driven and customer-centric" approach in designing our program content, developing digital solutions, and innovating new services and products to broaden our customers' choices.

(M) 股息政策(續)

- (h) 可能對本公司的業務或財務表現及狀況產生任何影響的一般經濟狀況以及其他內部或外部因素；及
- (i) 董事會認為屬適當的任何其他因素。

董事會致力透過制定可持續之股息政策在符合股東預期與審慎管理資本之間保持平衡。董事會將持續審閱股息政策，並保留不時全權酌情更新、修訂及／或修改股息政策之權利。

(N) 憲章文件的修訂

在截至二零二二年十二月三十一日止年度內，本公司的憲章文件並無更改。細則之綜合版本載於聯交所網站及本公司網站。

(O) 企業文化

本集團深知建立以持份者及客戶為中心的創新及服務方式的重要性。本集團旨在激發正能量，為大眾生活注入活力。本集團持續擴展產品及服務範圍，以改善香港人的生活質素。

為保持客戶的參與度，本集團採用「洞悉客戶需求，以客為本」的方針設計節目內容、開發數碼解決方案，以及創造新服務及產品，以增加客戶的選項。

Corporate Governance Report

企業管治報告

(O) CORPORATE CULTURE (Continued)

With the new leadership and management team, the Group strengthened its cultural framework with four core values: authenticity, credibility, diversity, and excellence. The Group has also derived a new cultural change program focusing on being customer-centric, accountable in its work, and transparent in its communication with five new core competencies underpinning measurement and clarity. The five core competencies are (i) ownership and personal drive; (ii) work efficiency and quality; (iii) prioritisation and decisiveness; (iv) collaboration and (v) leadership and people management. In 2022, the Group recruited over 50 internal ambassadors and conducted over 130 briefings and workshops to infuse its desired culture and behaviour into its staff. The details of such competencies are tied in with the annual performance appraisal to ensure the appropriate corporate cultural behaviours are awarded and incentivised. In addition, the Group has also embedded clear accountability of its work via clearly defined responsibilities around RACI — namely, responsible, accountable, consulted and informed.

The Group has made improvements to its internal communication strategy via holding regular town hall briefing sessions with managerial staff and establishing a newly revamped corporate intranet to enhance internal engagement. This year, a new weekly summary of company media coverage for all staff has also been launched.

More information about the Group's mission, vision and values are available on the Company's website.

The Board, through its various committees, provides direction to management in setting out the strategies, monitors the Group's operating and financial performance and reviews the Group's compensation policies and succession planning. The Board has completed an annual internal evaluation to ensure that the Group's defined purpose, values and strategy are aligned with the Group's culture and that a positive culture, effective internal control risk management and ESG policies are in place.

(O) 企業文化(續)

本集團透過新領導層及管理團隊加強其文化框架，其中包括四大核心價值：真誠、可信、多元及卓越。本集團並推出一項全新文化改革計劃，重點以客為本、對工作負責任及透明的溝通，以及五項持衡及清晰的全新核心能力。該五項核心能力包括(i)積極主動及個人驅動力；(ii)工作效率及質量；(iii)緩急先後及果斷；(iv)團隊共同協作；及(v)領導力及人才管理。於二零二二年，本集團招募超過50位內部大使，並舉辦超過130場簡報會及研討會，向員工灌輸理想文化及行為。這些核心能力與年度績效評估掛鉤，以確保適當的企業文化行為得到獎勵和激勵。此外，本集團亦根據RACI(即執行者、負責者、諮詢者及告知者)清晰界定職責，引入明確的工作問責制。

本集團透過與管理人員定期舉行市廳簡報會及建立經全新優化的公司內聯網，改善內部溝通策略，以提升內部參與度。本年度，亦向全體員工推出全新公司媒體報導的每週總結。

有關本集團宗旨、願景及價值的更多資訊，請參閱本公司網站。

董事會透過旗下各個委員會向管理層提供制定策略的方向，監控本集團的營運及財務業績，並審閱本集團的薪酬政策及繼任計劃。董事會已完成年度內部評估，以確保本集團的明確宗旨、價值及策略與本集團的文化保持一致，並確保已設立正面的文化、有效的內部控制風險管理及環境、社會及管治政策。

Report of the Directors

董事會報告書

The Directors have pleasure in presenting their annual report and the audited consolidated financial statements of the Group for the financial year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its principal subsidiaries and consolidated structured entities are set out in Note 17 to the consolidated financial statements in this annual report.

BUSINESS REVIEW

A review of the business of the Group during the year is provided in the sections headed “Chairman’s Statement” on pages 4 to 7 of this annual report, “Business Review” on pages 8 to 22 of this annual report and “Management Discussion and Analysis” on pages 47 to 65 of this annual report. The principal risks and uncertainties the Group faces are contained in the section headed “Business Review” on page 22 of this annual report and Note 5 to the consolidated financial statements in this annual report. Particulars of important events affecting the Group that have occurred since the end of the financial year are contained in the section headed “Events After the Reporting Period” on page 64 of this annual report. The future development of the business of the Group is provided in the sections headed “Management Discussion and Analysis — Future Plans for Material Investments or Capital Assets” and “Management Discussion and Analysis — Outlook” on pages 58 to 63 of this annual report.

In addition, discussions on the Group’s environmental policies and performance, compliance with the relevant laws and regulations and an account of the Group’s key relationship with its employees, customers and suppliers are contained under the section headed “Environmental, Social and Governance Report” on pages 23 to 46 of this annual report.

RESULTS

The results of the Group for the financial year ended 31 December 2022 are set out in the consolidated statement of profit or loss and the consolidated statement of comprehensive income on pages 154 to 155 of this annual report.

DIVIDEND

The Board does not recommend the payment of any dividend for the financial year ended 31 December 2022 (2021: HK\$Nil).

董事謹將本集團截至二零二二年十二月三十一日止財政年度的年報及已審核綜合財務報表呈覽。

主要業務

本公司的主要業務為投資控股，主要附屬公司及綜合結構性實體的活動載於本年報綜合財務報表附註17。

業務回顧

本集團年內業務之回顧載於本年報第4至7頁「主席報告書」、本年報第8至22頁「業務回顧」及本年報第47至65頁「管理層討論及分析」各節內。本集團面對的主要風險及不確定因素載於本年報第22頁「業務回顧」一節及本年報綜合財務報表附註5內。自財政年度結束起發生對本集團造成影響之重大事項詳情載於本年報第64頁「報告期後事項」一節。本集團業務的未來發展載於本年報第58頁至63頁之「管理層討論及分析 — 有關重大投資或資本資產的未來計劃」及「管理層討論及分析 — 前景」各節。

此外，本集團的環境政策及表現之討論、相關法律及規例之遵守情況及本集團與員工、客戶和供應商的重要關係之說明載於本年報第23至46頁的「環境、社會及管治報告」一節。

業績

本集團截至二零二二年十二月三十一日止財政年度的業績編列於本年報第154至155頁之綜合損益表及綜合全面收益表內。

股息

董事會不建議就截至二零二二年十二月三十一日止財政年度派發任何股息(二零二一年：零港元)。

Report of the Directors

董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

For the financial year ended 31 December 2022:

The aggregate amount of revenue attributable to the Group's five largest customers represented less than 30% of the Group's total revenue for the year.

The aggregate amount of purchases attributable to the Group's five largest suppliers represented less than 30% of the Group's total purchases for the year.

None of the Directors nor their respective close associates holds, nor does any Shareholder owning (to the knowledge of the Directors) more than 5% of the total number of issued Shares hold, any interests in any of the Group's five largest suppliers or customers.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on pages 263 to 264 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the year are set out in Note 13 to the consolidated financial statements in this annual report.

BANK LOAN AND OTHER BORROWINGS

Details of the bank loan and other borrowings of the Group as at 31 December 2022 including interest-bearing borrowings and convertible bonds are set out in Notes 23 and 24 to the consolidated financial statements in this annual report, respectively.

SHARE CAPITAL

Details of the Shares issued and the movements in the share capital of the Company during the year are set out in Note 25 to the consolidated financial statements in this annual report. Details of the information in relation to the use of proceeds raised from the issuance of the 2021 LCS are set out in the section headed "Management Discussion and Analysis — Liquidity, Financial Resources and Capital Structure" on pages 51 to 56 of this Annual Report.

主要客戶及供應商

截至二零二二年十二月三十一日止財政年度：

年內本集團五大客戶應佔總收入佔本集團總收入30%以下。

年內本集團五大供應商應佔總採購佔本集團總採購30%以下。

概無任何董事或其各自的緊密聯繫人或據董事會所知悉擁有5%以上已發行股份總數的任何股東佔有任何本集團五名最大供應商或客戶的任何權益。

五年財務摘要

本集團最近五個財政年度內之業績、資產及負債之摘要載於本年報第263至264頁。

物業、廠房及設備

年內本集團物業、廠房及設備的變動之詳情載於本年報綜合財務報表的附註13。

銀行貸款及其他借款

於二零二二年十二月三十一日本集團的銀行貸款及其他借款(包括帶息貸款及可換股債券)之詳情分別載於本年報綜合財務報表附註23及24。

股本

年內已發行股份及本公司股本變動之詳情載於本年報綜合財務報表附註25。有關發行二零二一年長期可換股證券所得款項用途資料的詳情，載於本年報第51至56頁的「管理層討論及分析 — 流動資金、財務資源及資本架構」一節。

Report of the Directors

董事會報告書

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme disclosed in the section headed “Share Option Scheme” below and the issuance of the 2019 LCS and the 2021 LCS disclosed in the section headed “Management Discussion and Analysis — The 2019 LCS and The 2021 LCS” and Note 24 to the consolidated financial statements in this annual report, no equity-linked agreement was entered into by the Group during the financial year or subsisted at the end of the financial year.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the aggregate amount of reserves of the Company available for distribution to equity Shareholders, as calculated under the provisions of Part 6 of the CO, was HK\$Nil (2021: HK\$Nil).

DIRECTORS OF THE COMPANY

The Directors during the year and up to the date of this report are:

Dr. CHENG Kar-Shun, Henry *GBM, GBS (Chairman, Non-executive Director)*
 Tan Sri Dato’ David CHIU *(Vice-chairman, Non-executive Director)*
 Mr. TSANG On Yip, Patrick *(Vice-chairman, Executive Director)*
 Mr. LIE KEN JIE Remy Anthony Ket Heng *(Executive Director)*
 Mr. Andrew Wah Wai CHIU *(Non-executive Director)*
 Mr. HOONG Cheong Thard *(Non-executive Director)*
 Ms. NG Yuk Mui Jessica *(Non-executive Director)*
 Mr. LAM Kin Fung Jeffrey *GBS, JP (Independent non-executive Director)*
 Dr. HU Shao Ming Herman *SBS, JP (Independent non-executive Director)*
 Mr. LUK Koon Hoo, Roger *BBS, JP (Independent non-executive Director)*
 Mr. TANG Sing Ming Sherman *(Independent non-executive Director)*

股票掛鈎協議

除下文「購股權計劃」一節所披露的購股權計劃及「管理層討論及分析 — 二零一九年長期可換股證券及二零二一年長期可換股證券」一節所披露的發行二零一九年長期可換股證券及二零二一年長期可換股證券，以及本年報綜合財務報表附註24外，本集團於本財政年度內並無訂立股票掛鈎協議，亦無股票掛鈎協議於本財政年度結束時存續。

可供分派儲備

於二零二二年十二月三十一日，可供分派予權益股東的本公司儲備總額（乃根據《公司條例》第6部之條例計算）為零港元（二零二一年：零港元）。

本公司董事

於年內及直至本報告日期之董事如下：

鄭家純博士 *GBM, GBS (主席，非執行董事)*
 丹斯里拿督邱達昌 *(副主席，非執行董事)*
 曾安業先生 *(副主席，執行董事)*
 李國恒先生 *(執行董事)*
 邱華璋先生 *(非執行董事)*
 孔祥達先生 *(非執行董事)*
 吳旭榮女士 *(非執行董事)*
 林健鋒先生 *GBS, JP (獨立非執行董事)*
 胡曉明博士 *SBS, JP (獨立非執行董事)*
 陸觀豪先生 *BBS, JP (獨立非執行董事)*
 湯聖明先生 *(獨立非執行董事)*

Report of the Directors

董事會報告書

DIRECTORS OF THE COMPANY (Continued)

In accordance with Article 106(A) of the Articles, Dr. Cheng, Mr. LIE KEN JIE Remy Anthony Ket Heng, Ms. NG Yuk Mui Jessica and Dr. HU Shao Ming Herman will retire from the Board by rotation and being eligible and shall offer themselves for re-election at the forthcoming annual general meeting. None of the retiring Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Biographical information of the Directors is set out in the section headed "Biographical Details of Directors and Senior Management" on pages 127 to 140 of this annual report.

DIRECTORS OF SUBSIDIARIES OF THE COMPANY

The names of all persons who, during the financial year and up to the date of this report, serve as directors of the companies included as subsidiaries of the Company for the financial year ended 31 December 2022 are set out below:

Mr. Andrew Wah Wai CHIU
 Ms. CEN Li Yan
 Ms. CHAN Man Yee Fiona
 Mr. CHAN Wai Man
 Mr. KWOK Wing Fai Brian
 Ms. LAU Pui Ching*
 Mr. LIE KEN JIE Remy Anthony Ket Heng
 Mr. LUI Siu Lun Alan*
 Ms. NG Ching Man Carman*
 Mr. POON Wai Lam William*
 Mr. SHUEN Wai Hung*
 Ms. SUEN Chung Yan Julia
 Mr. TSANG On Yip, Patrick
 Mr. WONG Hei Pui
 Mr. WONG See Yuen
 Mr. YIP Yiu Chung

*Remark: Those marked with an asterisk * are no longer directors of any subsidiaries of the Company as at 27 March 2023, of whom Ms. Lau Pui Ching was appointed as a director of certain consolidated structured entities of the Group during the year.*

本公司董事(續)

根據細則第106(A)條，鄭博士、李國恒先生、吳旭萊女士及胡曉明博士將於應屆股東週年大會上自董事會輪值退任，並符合資格重選連任。擬於應屆股東週年大會上重選連任之退任董事概無與本公司訂立本集團不可於一年內毋須賠償(法定賠償除外)而終止之服務合約。

董事之履歷詳情載於本年報第127頁至140頁「董事及高級管理層之簡介」一節。

本公司附屬公司之董事

於本財政年度及直至本報告日期擔任為截至二零二二年十二月三十一日止財政年度列為本公司附屬公司之公司董事，彼等之姓名載列如下：

邱華璋先生
 岑麗妍女士
 陳敏兒女士
 陳偉文先生
 郭永暉先生
 劉佩貞女士*
 李國恒先生
 雷紹麟先生*
 吳靜雯女士*
 潘煒霖先生*
 孫偉雄先生*
 孫頌欣女士
 曾安業先生
 王起沛先生
 黃思遠先生
 葉耀忠先生

備註：註有「」的人士於二零二三年三月二十七日並非本公司各附屬公司董事，其中劉佩貞女士於年內獲委任為本集團若干綜合結構性實體的董事。*

Report of the Directors

董事會報告書

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company received from each of Mr. Lam Kin Fung Jeffrey, Dr. Hu Shao Ming Herman, Mr. Luk Koon Hoo, Roger and Mr. Tang Sing Ming Sherman a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers that all the independent non-executive Directors are independent.

DIRECTORS' SERVICE CONTRACTS

Each of the Directors (including non-executive Directors and independent non-executive Directors) has entered into a letter of appointment with the Company for a initial term of three years and renewable automatically for successive terms of three years upon expiry of the then current term of the appointment, subject to his/her retirement and re-election at the annual general meeting in accordance with the Company's Articles. The details of the remuneration of each of the Directors are disclosed in Note 10 to the consolidated financial statements in this annual report.

None of the Directors had service contract with the Company or any of its subsidiaries or associated companies (i) which were continuous contracts with a notice period of 12 months or more; (ii) which were fixed term contracts with more than 12 months to run irrespective of the notice period; or (iii) which were not expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

Save as disclosed below, as at 31 December 2022, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO, including interests or short positions which they were taken or deemed to have under such provisions of the SFO, or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors adopted by the Company, to be notified to the Company and the Stock Exchange.

獨立非執行董事獨立性之確認書

本公司已獲林健鋒先生、胡曉明博士、陸觀豪先生及湯聖明先生根據上市規則第3.13條確認彼等各自的獨立性的確認書，而本公司認為全體獨立非執行董事概為獨立。

董事服務合約

董事（包括非執行董事及獨立非執行董事）已各自與本公司訂立委聘書，初步任期為三年，並可於其當時任期屆滿後自動續期，每次為期三年，惟須根據本公司細則於股東週年大會上退任及重選。各董事的薪酬詳情於本年報綜合財務報表附註10披露。

概無董事與本公司或其任何附屬公司或聯營公司訂有服務合約而有關服務合約(i)屬通知期達12個月或以上之連續性合約；(ii)屬合約期達12個月以上(不論通知期)之固定年期合約；或(iii)並非於一年內屆滿或不可由僱主於一年內免付賠償(法定賠償除外)而終止。

董事及行政總裁於證券之權益

除下文所披露者外，於二零二二年十二月三十一日，董事或本公司行政總裁概無於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及8分部條文須向本公司及聯交所披露的任何權益或淡倉(包括根據證券及期貨條例的該等條文其被當作或視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須記入該條所述的登記冊，或根據本公司採納的董事進行證券交易的標準守則須向本公司及聯交所披露的權益或淡倉。

Report of the Directors

董事會報告書

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES (Continued)

Long position in Shares

董事及行政總裁於證券之權益(續)

股份之好倉

Name of Shareholder	Beneficial owner	Number of Shares			Total	Approximate percentage of the total number of issued Shares 佔已發行股份總數之概約百分比
		Interest of a controlled corporation	Other interest	股份數目		
股東姓名	實益擁有人	受控制法團權益	其他權益	總額		
Dr. Cheng Kar-Shun, Henry	–	11,052,488,230	–	11,052,488,230	154.91%	
鄭家純博士		(Note 1) (附註1)				

Note:

1. Celestial Pioneer Limited ("Celestial Pioneer") was wholly-owned by Dr. Cheng and held 72.0% interests in Forever Top. Accordingly, both Celestial Pioneer and Forever Top were controlled corporations of Dr. Cheng. Forever Top was interested in 10,568,899,364 Shares, which represented (i) 3,083,722,894 Shares owned by Forever Top; (ii) 4,544,000,000 new Shares to be issued by the Company upon full exercise of the conversion rights under the 2019 LCS; and (iii) 2,941,176,470 new Shares to be issued by the Company upon full exercise of the conversion rights under the 2021 LCS. Celestial Pioneer was interested in 11,052,488,230 Shares, which represented (i) 483,588,866 Shares owned by Celestial Pioneer; and (ii) the deemed interests 10,568,899,364 Shares held by Forever Top under the SFO. Therefore, Dr. Cheng was deemed to be interested in such 11,052,488,230 Shares under the SFO.

附註：

1. Celestial Pioneer Limited ("Celestial Pioneer") 由鄭博士全資擁有並持有永升 72.0% 權益。因此，Celestial Pioneer 及永升均為鄭博士的受控法團。永升於 10,568,899,364 股股份中擁有權益，相當於：(i) 永升擁有的 3,083,722,894 股股份；(ii) 二零一九年長期可換股證券項下兌換權獲悉數行使後將可由本公司發行的 4,544,000,000 股新股份；及 (iii) 二零二一年長期可換股證券項下兌換權獲悉數行使後將可由本公司發行的 2,941,176,470 股新股份。Celestial Pioneer 於 11,052,488,230 股股份中擁有權益，相當於：(i) Celestial Pioneer 擁有的 483,588,866 股股份；及 (ii) 根據證券及期貨條例，永升被視作持有的 10,568,899,364 股股份權益。因此，根據證券及期貨條例，鄭博士被視為於該等 11,052,488,230 股股份中擁有權益。

Report of the Directors

董事會報告書

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES (Continued)

Long position in underlying Shares — Share Options

Share Options granted to the Directors

董事及行政總裁於證券之權益 (續)

於相關股份 — 購股權的好倉

授予董事的購股權

Name	Date of grant	Exercisable period	Number of Shares issuable under the Share Options granted 根據所授出購股權可發行的股份數目					Balance as at 31 December 2022 於二零二二年十二月三十一日的結餘	Adjusted exercise price per Share 每股經調整行使價 (Note 2) (附註2) HK\$ 港元
			Balance as at 1 January 2022 於二零二二年一月一日的結餘	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效	Cancelled during the year 於年內註銷		
Dr. CHENG Kar-Shun, Henry 鄭家純博士	15 June 2018 二零一八年六月十五日	(Note 1) (附註1)	63,785,600	-	-	(63,785,600)	-	0.204	
Tan Sri Dato' David CHIU 丹斯里拿督邱達昌	15 June 2018 二零一八年六月十五日	(Note 1) (附註1)	63,785,600	-	-	(63,785,600)	-	0.204	
Mr. TSANG On Yip, Patrick 曾安業先生	15 June 2018 二零一八年六月十五日	(Note 1) (附註1)	27,006,000	-	-	(27,006,000)	-	0.204	
Mr. LIE KEN JIE Remy Anthony Ket Heng 李國恒先生	15 June 2018 二零一八年六月十五日	(Note 1) (附註1)	3,600,800	-	-	(3,600,800)	-	0.204	
Mr. Andrew Wah Wai CHIU 邱華璋先生	15 June 2018 二零一八年六月十五日	(Note 1) (附註1)	36,522,400	-	-	(36,522,400)	-	0.204	
Mr. HOONG Cheong Thard 孔祥達先生	15 June 2018 二零一八年六月十五日	(Note 1) (附註1)	27,006,000	-	-	(27,006,000)	-	0.204	
			221,706,400	-	-	(221,706,400)	-		

Notes:

- 50% of the Share Options are exercisable from 15 June 2018 to 14 June 2028 (both dates inclusive); and 50% of the Share Options are exercisable from 15 June 2019 to 14 June 2028 (both dates inclusive).
- The exercise price per Share payable upon exercise of the outstanding Share Options granted under the Share Option Scheme was adjusted from HK\$0.210 to HK\$0.204 as a result of the Rights Issue. Details of the adjustments were set out in the announcement of the Company dated 3 June 2019.
- The closing price per Share as stated in the daily quotation sheet issued by the Stock Exchange immediately before the date on which the Share Options were granted was HK\$0.155.
- The cash consideration paid by each of the Directors for the grant of Share Options was HK\$1.00.
- All outstanding Share Options as at 3 March 2022 were automatically lapsed upon the close of the share offer and the option offer on 3 March 2022. For details of such offers, please refer to the composite offer and response document dated 27 January 2022 jointly despatched by Celestial Pioneer and the Company (the "Composite Document") and the joint announcement issued by Celestial Pioneer and the Company dated 3 March 2022 (the "Joint Announcement"). Accordingly, there was no outstanding Share Option as at 31 December 2022.

附註:

- 50%的購股權於二零一八年六月十五日至二零二八年六月十四日(包括首尾兩日)可予行使;及50%的購股權於二零一九年六月十五日至二零二八年六月十四日(包括首尾兩日)可予行使。
- 行使根據購股權計劃已授出但未行使購股權應付之每股行使價已因供股而由0.210港元調整為0.204港元。調整詳情載於本公司日期為二零一九年六月三日的公告。
- 在聯交所每日報表所載的股份於緊接購股權授出日期前的收市價為每股0.155港元。
- 各董事就獲授購股權支付的現金代價為1.00港元。
- 所有在二零二二年三月三日未行使購股權於二零二二年三月三日股份要約及購股權要約截止時自動失效。有關該等要約之詳情請參閱Celestial Pioneer與本公司聯合寄發日期為二零二二年一月二十七日的綜合要約及回應文件(「綜合文件」)及Celestial Pioneer與本公司發出日期為二零二二年三月三日的聯合公告。因此,於二零二二年十二月三十一日概無未行使購股權。

Report of the Directors

董事會報告書

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

Save as disclosed below, as at 31 December 2022, so far as is known to the Directors or chief executives of the Company, the Company had not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Long positions in the Shares

主要股東於證券之權益

除下文披露者外，於二零二二年十二月三十一日，就董事或本公司行政總裁所知，本公司並無接獲任何人士（董事或本公司行政總裁除外）知會，其於股份或相關股份中擁有須根據證券及期貨條例第 XV 部第 2 及第 3 分部的條文須向本公司披露的權益或淡倉，或根據證券及期貨條例第 336 條須由本公司存置的登記冊所記錄的權益或淡倉。

於股份的好倉

Name of Shareholder	Number of Shares 股份數目					Approximate percentage of the total number of issued Shares 佔已發行股份總數之概約百分比
	Beneficial owner	Spouse interest	Interest of a controlled corporation	Other interest	Total	
股東姓名／名稱	實益擁有人	配偶權益	受控制法團權益	其他權益	總計	
Celestial Pioneer Limited	483,588,866	–	10,568,899,364 (Note 1) (附註 1)	–	11,052,488,230	154.91%
Forever Top (Asia) Limited 永升(亞洲)有限公司	10,568,899,364 (Note 1) (附註 1)	–	–	–	10,568,899,364	148.14%
Mr. NG Hung Sang 吳鴻生先生	156,169,500	98,502,500 (Note 2) (附註 2)	464,376,000 (Note 3) (附註 3)	–	719,048,000	10.08%
Ms. NG Lai King Pamela 吳麗琼女士	98,502,500	620,545,500 (Note 4) (附註 4)	–	–	719,048,000	10.08%
South China Securities Limited 南華證券投資有限公司	463,000,000 (Note 3) (附註 3)	–	–	–	463,000,000	6.49%

Report of the Directors

董事會報告書

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES (Continued)

Long positions in the Shares (Continued)

Notes:

- These 10,568,899,364 Shares represent (i) 3,083,722,894 Shares owned by Forever Top; (ii) 4,544,000,000 new Shares to be issued by the Company upon full exercise of the conversion rights under the 2019 LCS; and (iii) 2,941,176,470 new Shares to be issued by the Company upon full exercise of the conversion rights under the 2021 LCS. Celestial Pioneer held 72.0% interests in Forever Top, and was therefore deemed to be interested in all the interests held by Forever Top under the SFO. Celestial Pioneer was wholly-owned by Dr. Cheng. Accordingly, both Celestial Pioneer and Forever Top were controlled corporations of Dr. Cheng, and Dr. Cheng was therefore deemed to be interested in these 10,568,899,364 Shares under the SFO. For details of Dr. Cheng's interests in the Shares, please refer to the paragraph headed "Directors' and Chief Executive's Interests in Securities" above.
- Mr. Ng Hung Sang, the spouse of Ms. Ng Lai King Pamela, was deemed to be interested in 98,502,500 Shares which Ms. Ng Lai King Pamela was interested in under the SFO.
- Mr. Ng Hung Sang was deemed to be interested in 464,376,000 Shares which his controlled corporations are interested in under the SFO. South China Finance and Management Limited directly held 1,376,000 Shares, while South China Securities Limited directly held 463,000,000 Shares. Both of these companies were wholly-owned by South China Financial Holdings Limited. Based on the information available to the Company, South China Financial Holdings Limited was held as to approximately 29.52% by Mr. Ng Hung Sang, among which approximately 25.66% was held through his wholly-owned corporations, while according to publicly available information, approximately 3.86% was held by him as beneficial owner.
- Ms. Ng Lai King Pamela, the spouse of Mr. Ng Hung Sang, was deemed to be interested in 620,545,500 Shares which Mr. Ng Hung Sang was interested in under the SFO.

DILUTIVE IMPACT ON THE SHARES IN THE EVENT THAT ALL THE OUTSTANDING 2019 LCS AND 2021 LCS WERE CONVERTED

On 4 June 2019 and 31 March 2021, the Company issued the 2019 LCS and 2021 LCS with the principal amount of HK\$568 million and HK\$200 million, respectively, to Forever Top, the controlling shareholder of the Company. As at 31 December 2022, none of the 2019 LCS and 2021 LCS was converted.

主要股東於證券之權益(續)

於股份的好倉(續)

附註：

- 該等10,568,899,364股股份指：(i)永升擁有的3,083,722,894股股份；(ii)於悉數行使二零一九年長期可換股證券項下的兌換權後本公司將予發行的4,544,000,000股新股份；及(iii)於悉數行使二零二一年長期可換股證券項下的兌換權後本公司將予發行的2,941,176,470股新股份。Celestial Pioneer持有永升72.0%權益，因此，根據證券及期貨條例，其被視為為永升持有的全部權益中擁有權益。Celestial Pioneer由鄭博士全資擁有。因此，Celestial Pioneer及永升均為鄭博士的受控制法團，因此，根據證券及期貨條例，鄭博士被視為為該等10,568,899,364股股份中擁有權益。有關鄭博士於股份的權益詳情，請參閱上文「董事及行政總裁於證券之權益」一段。
- 吳鴻生先生為吳麗琼女士的配偶，根據證券及期貨條例，其被視為為吳麗琼女士於其中擁有權益的98,502,500股股份中擁有權益。
- 根據證券及期貨條例，吳鴻生先生被視為為其受控制法團擁有權益之464,376,000股股份中擁有權益。南華財務及管理有限公司直接持有1,376,000股股份，而南華證券投資有限公司則直接持有463,000,000股股份。兩間公司均由南華金融控股有限公司全資擁有。根據本公司可得資料，南華金融控股有限公司之約29.52%股權由吳鴻生先生持有，當中約25.66%乃由其透過其全資擁有之法團持有，而根據公開資料所示，另外約3.86%股權乃由其作為實益擁有人而持有。
- 吳麗琼女士為吳鴻生先生之配偶，根據證券及期貨條例，彼被視為為吳鴻生先生擁有權益的620,545,500股股份中擁有權益。

倘兌換全部尚未行使二零一九年長期可換股證券及二零二一年長期可換股證券對股份的攤薄影響

於二零一九年六月四日及二零二一年三月三十一日，本公司向本公司控股股東永升發行本金額分別為568,000,000港元及200,000,000港元的二零一九年長期可換股證券及二零二一年長期可換股證券。於二零二二年十二月三十一日，概無二零一九年長期可換股證券及二零二一年長期可換股證券獲兌換。

Report of the Directors

董事會報告書

DILUTIVE IMPACT ON THE SHARES IN THE EVENT THAT ALL THE OUTSTANDING 2019 LCS AND 2021 LCS WERE CONVERTED (Continued)

Assuming (i) 4,544,000,000 Shares were issued upon full conversion of the outstanding 2019 LCS on 31 December 2022; (ii) 2,941,176,470 Shares were issued upon full conversion of the outstanding 2021 LCS on 31 December 2022; and (iii) that there were no other changes in the share capital of the Company during the year ended 31 December 2022, the number of issued Shares will be increased by 7,485,176,470, representing approximately 104.91% of the total number of issued Shares as at 31 December 2022 (i.e. 7,134,623,520 Shares) and approximately 51.20% of the total number of issued Shares as enlarged by the issue of the outstanding 2019 LCS and 2021 LCS (i.e. 14,619,799,990 Shares). Assuming that there were no other changes in the shareholding of the substantial shareholders (which has the meaning ascribed to it under the Listing Rules) of the Company as at 31 December 2022, the following table sets out, for illustrative purpose only, the dilutive impact on the shareholding of the substantial shareholders:

倘兌換全部尚未行使二零一九年長期可換股證券及二零二一年長期可換股證券對股份的攤薄影響(續)

假設(i)於二零二二年十二月三十一日尚未行使二零一九年長期可換股證券獲悉數兌換後已發行4,544,000,000股股份；(ii)於二零二二年十二月三十一日尚未行使二零二一年長期可換股證券獲悉數兌換後已發行2,941,176,470股股份；及(iii)截至二零二二年十二月三十一日止年度本公司股本概無其他變動，已發行股份數目將增加7,485,176,470股(相當於於二零二二年十二月三十一日已發行股份總數(即7,134,623,520股股份)約104.91%)及經發行尚未行使二零一九年長期可換股證券及二零二一年長期可換股證券擴大後的已發行股份總數(即14,619,799,990股股份)約51.20%。假設於二零二二年十二月三十一日本公司的主要股東(具上市規則賦予該詞之涵義)股權並無其他變動，下表列載(僅供說明)對主要股東股權的攤薄影響：

Name of Shareholders 股東名稱／姓名	As at 31 December 2022 於二零二二年十二月三十一日		Immediately upon full conversion of the 2019 LCS and 2021 LCS 緊隨二零一九年長期可換股證券及 二零二一年長期可換股證券悉數兌換後	
	Number of issued Shares 已發行 股份數目	Approximate percentage of the total number of issued Shares 佔已發行股份 總數概約百分比	Number of issued Shares 已發行 股份數目	Approximate percentage of the total number of issued Shares 佔已發行股份 總數概約百分比
Dr. Cheng (Note) 鄭博士(附註)	3,567,311,760	50.00%	11,052,488,230	75.60%
Celestial Pioneer (Note) Celestial Pioneer(附註)	3,567,311,760	50.00%	11,052,488,230	75.60%
Forever Top (Note) 永升(附註)	3,083,722,894	43.22%	10,568,899,364	72.29%
Other Shareholders 其他股東	3,567,311,760	50.00%	3,567,311,760	24.40%

Note: Celestial Pioneer was wholly-owned by Dr. Cheng and held 72.0% interests in Forever Top. Celestial Pioneer held 3,567,311,760 Shares, which represented (i) 483,588,866 Shares owned by Celestial Pioneer; and (ii) 3,083,722,894 Shares owned by Forever Top.

附註：Celestial Pioneer由鄭博士全資擁有及持有永升72.0%權益。Celestial Pioneer持有3,567,311,760股股份，相當於：(i) Celestial Pioneer擁有的483,588,866股股份；及(ii)永升擁有的3,083,722,894股股份。

The full conversion of the outstanding 2019 LCS and/or 2021 LCS would not have dilutive impact on the loss per Share of the Group.

悉數兌換尚未行使二零一九年長期可換股證券及／或二零二一年長期可換股證券將不會對本集團每股虧損產生攤薄影響。

Report of the Directors

董事會報告書

DILUTIVE IMPACT ON THE SHARES IN THE EVENT THAT ALL THE OUTSTANDING 2019 LCS AND 2021 LCS WERE CONVERTED (Continued)

2019 LCS

The 2019 LCS is not redeemable by Forever Top before the maturity date unless there is an occurrence of certain events as stipulated in the 2019 LCS subscription agreement dated 25 January 2019. The maturity date of the 2019 LCS is the end of tenth year from date of the issue of the 2019 LCS. Considering (1) the fact that the 2019 LCS will become mature in 2029; (2) the fact that there are no circumstances leading to a possible indication that there may be an early redemption of the 2019 LCS; and (3) the financial position and resources of the Group, it is expected that the Company will be able to meet its redemption obligations under the 2019 LCS when it becomes due.

It would be equally financially advantageous for Forever Top to convert or redeem the 2019 LCS based on the implied internal rate of return of the 2019 LCS at the Company's share price of HK\$0.091 and HK\$0.095 if Forever Top fully converts the 2019 LCS on 31 December 2022 and 31 December 2023, respectively.

2021 LCS

The 2021 LCS is not redeemable by Forever Top before the maturity date unless there is an occurrence of certain events as stipulated in the 2021 LCS subscription agreement dated 27 January 2021 (the "2021 LCS Subscription Agreement"). The maturity date of the 2021 LCS is the end of the tenth year from the date of the issue of the 2021 LCS. Considering (1) the fact that the 2021 LCS will become mature in 2031; (2) the fact that there are no circumstances leading to a possible indication that there may be an early redemption of the 2021 LCS; and (3) the financial position and resources of the Group, it is expected that the Company will be able to meet its redemption obligations under the 2021 LCS when it becomes due.

It would be equally financially advantageous for Forever Top to convert or redeem the 2021 LCS based on the implied internal rate of return of the 2021 LCS at the Company's share price of HK\$0.048 and HK\$0.050 if Forever Top fully converts the 2021 LCS on 31 December 2022 and 31 December 2023, respectively.

倘兌換全部尚未行使二零一九年長期可換股證券及二零二一年長期可換股證券對股份的攤薄影響(續)

二零一九年長期可換股證券

永升於於屆滿日期前不可贖回二零一九年長期可換股證券，除非發生日期為二零一九年一月二十五日的二零一九年長期可換股證券認購協議所規定的若干事件。二零一九年長期可換股證券的屆滿日期為二零一九年長期可換股證券發行日期起計第十年末。考慮到(1)二零一九年長期可換股證券於二零二九年屆滿；(2)概無情況顯示可能提前贖回二零一九年長期可換股證券；及(3)本集團的財務狀況及資源，預期本公司將能於二零一九年長期可換股證券屆滿時履行其贖回責任。

對永升而言，按本公司股價0.091港元及0.095港元(倘永升分別於二零二二年十二月三十一日及二零二三年十二月三十一日悉數兌換二零一九年長期可換股證券)的隱含內部回報率兌換或贖回二零一九年長期可換股證券將具有同等財務優勢。

二零二一年長期可換股證券

永升於屆滿日期前不可贖回二零二一年長期可換股證券，除非發生日期為二零二一年一月二十七日的二零二一年長期可換股證券認購協議(「二零二一年長期可換股證券認購協議」)所規定的若干事件。二零二一年長期可換股證券的屆滿日期為二零二一年長期可換股證券發行日期起計第十年末。考慮到(1)二零二一年長期可換股證券於二零三一年屆滿；(2)概無情況顯示可能提前贖回二零二一年長期可換股證券；及(3)本集團的財務狀況及資源，預期本公司將能於二零二一年長期可換股證券屆滿時履行其贖回責任。

對永升而言，按本公司股價0.048港元及0.050港元(倘永升分別於二零二二年十二月三十一日及二零二三年十二月三十一日悉數兌換二零二一年長期可換股證券)的隱含內部回報率兌換或贖回二零二一年長期可換股證券將具有同等財務優勢。

Report of the Directors

董事會報告書

SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 24 May 2018 which shall be valid and effective for a period of ten years from the date of adoption.

Purpose of the scheme:

計劃的目的：

Participants of the scheme:

計劃的參與者：

Total number of Shares available for issue under the scheme and percentage of issued Shares as at the date of this annual report:

計劃中可予發行的股份總數以及其於本年報日期佔已發行股份的百分率：

Maximum entitlement of each participant under the scheme:

計劃中每名參與者可獲授權益上限：

購股權計劃

本公司於二零一八年五月二十四日採納購股權計劃，該計劃將自採納日期起十年有效及生效。

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentives to the eligible persons, to recognise and acknowledge the contributions that the eligible persons have made or may make to the Group and to promote the success of the business of the Group.

購股權計劃旨在吸引及挽留最佳現有人員、提供額外獎勵予合資格人士、表揚及嘉許合資格人士曾經或可能對本集團作出之貢獻並促進本集團之業務成就。

Any person who is (or will be on the date of grant) an employee of the Group, a Director, a consultant or an advisor, as may be determined by the Directors from time to time.

董事可能不時釐定現時(或將於授出日期)身為本集團員工、董事、顧問或諮詢人的任何人士。

As disclosed in the Composite Document and the Joint Announcement, pursuant to the terms of the Share Option Scheme, all outstanding Share Options as at 3 March 2022 automatically lapsed on 3 March 2022. Accordingly, there were 620,602,015 Shares issuable under the Share Option(s) to be granted under the Share Option Scheme (representing approximately 8.70% of the total number of issued Shares) and no outstanding Share Option as at the date of this annual report.

誠如綜合文件及聯合公告所披露，根據購股權計劃的條款，於二零二二年三月三日的未行使購股權已於二零二二年三月三日自動失效。因此，於本年報日期根據購股權計劃將授出的購股權項下可發行股份為620,602,015股(佔已發行股份總數約8.70%)，且並無未行使購股權。

Unless approved by the Shareholders, the total number of Shares issued and to be issued upon the exercise of the Share Options granted to each eligible person (including exercised, cancelled and outstanding Share Options) in any 12-month period shall not exceed 1% of the relevant class of securities of the Company in issue. 除非獲股東批准，否則於任何12個月期間內，因行使已授予各合資格人士的購股權(包括已行使、已註銷及尚未行使購股權)而已發行及將予發行的股份總數不得超過本公司已發行相關證券類別的1%。

Report of the Directors

董事會報告書

SHARE OPTION SCHEME (Continued)

購股權計劃(續)

The period within which the option may be exercised by the grantee under the scheme:

承授人根據計劃可行使購股權的期限：

The vesting period of options granted under the scheme:

根據計劃所授出購股權的歸屬期：

The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be paid:

申請或接納購股權須付金額以及付款或通知付款的期限或償還申請購股權貸款的期限：

The basis of determining the exercise price of options granted:

所授出購股權行使價的釐定基準：

The remaining life of the scheme:

計劃尚餘的有效期：

The period as notified by the Board upon the grant of Share Options during which it may be exercised, such period not to exceed 10 years from the date of grant of the relevant Share Options.

董事會於授出購股權時通知可予行使購股權的期限，該期限自授出相關購股權日期起計不得超過十年。

Any period as determined by the Board.

由董事會釐定的任何期限。

The amount payable for the acceptance of a Share Option shall be HK\$1.00 which shall be paid upon acceptance of the offer of such Share Option. This consideration shall not be refundable to the participant and shall not be deemed to be a part payment of the exercise price.

就接納購股權應付的金額將為1.00港元，須於接納該購股權要約時予以支付。該代價不得退還予參與者，亦不得視為支付行使價的一部分。

The exercise price of the Share Option shall be at a price determined by the Board and notified to a participant.

購股權的行使價須為董事會釐定的價格並須知會參與者。

The exercise price shall not be less than the higher of:

行使價不得低於以下兩者的較高者：

(A) the closing price of the Shares on the Stock Exchange as stated in the Stock Exchange's daily quotations sheet on the date of grant of such Share Option; and

於授出該購股權當日聯交所每日報價表所列股份於聯交所的收市價；及

(B) the average closing price of the Shares on the Stock Exchange as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of such Share Option.

緊接授出該購股權日期前五個營業日聯交所每日報價表所列股份於聯交所的平均收市價。

The Share Option Scheme shall be valid and effective for a period of 10 years from the date of adoption, i.e. 24 May 2018.

購股權計劃自採納日期(即二零一八年五月二十四日)起計10年內有效及生效。

Report of the Directors

董事會報告書

SHARE OPTION SCHEME (Continued)

During the year ended 31 December 2022, movement of Shares issuable under the Share Options granted by the Company to eligible persons was as follows:

- Details of the movement of Share Options granted to the Directors are disclosed under section headed "Directors' and Chief Executive's Interests in Securities" above.
- Details of the movement of Share Options granted to other eligible persons (other than the Directors) are as follows:

購股權計劃(續)

截至二零二二年十二月三十一日止年度，本公司向合資格人士授予的購股權項下可發行股份變動之詳情載於下文：

- 授予董事的購股權變動詳情已於上文「董事及行政總裁於證券之權益」一節中披露。
- 授予其他合資格人士(董事除外)的購股權變動詳情如下：

Eligible Persons	Date of grant	Exercisable period	Number of Shares issuable under the Share Options granted					Balance as at 31 December 2022	Adjusted exercise price per Share
			Balance as at 1 January 2022	Granted during the year	Exercised during the year	Lapsed during the year	Cancelled during the year		
合資格人士	授出日期	行使期	於二零二二年一月一日的結餘	於年內授出	於年內行使	於年內失效	於二零二二年十二月三十一日的結餘	每股經調整行使價 (Note 2) (附註2) HK\$ 港元	
Employees 員工	15 June 2018 二零一八年六月十五日	(Note 1) (附註1)	16,255,040	-	-	(16,255,040)	-	0.204	
Other participant 其他參與者	15 June 2018 二零一八年六月十五日	(Note 1) (附註1)	3,600,800	-	-	(3,600,800)	-	0.204	
			19,855,840	-	-	(19,855,840)	-		

Report of the Directors

董事會報告書

SHARE OPTION SCHEME (Continued)

Notes:

- (1) 50% of the Share Options are exercisable from 15 June 2018 to 14 June 2028 (both dates inclusive); and 50% of the Share Options are exercisable from 15 June 2019 to 14 June 2028 (both dates inclusive).
- (2) The exercise price per Share payable upon exercise of the outstanding Share Options granted under the Share Option Scheme was adjusted from HK\$0.210 to HK\$0.204 as a result of the rights issue of the Company in 2019. Details of the adjustments were set out in the announcement of the Company dated 3 June 2019.
- (3) The closing price per Share as stated in the daily quotation sheet issued by the Stock Exchange immediately before the date on which the Share Options were granted was HK\$0.155.
- (4) The cash consideration paid by each of the eligible persons for the grant of Share Options was HK\$1.00.
- (5) Pursuant to the terms of the Share Option Scheme, 2,057,600 Shares issuable under the Share Options granted (out of 16,255,040 Shares issuable under the Share Options granted) held by an employee of the Group lapsed on 21 January 2022, being three months from the date on which the resignation of the relevant employee became effective.
- (6) All outstanding Share Options as at 3 March 2022 were automatically lapsed upon the close of the share offer and the option offer on 3 March 2022. For details of such offers, please refer to the Composite Document and the Joint Announcement. Accordingly, there was no outstanding Share Option as at 31 December 2022.

The fair value of the Share Options granted as at the date of grant, 15 June 2018, was estimated at approximately HK\$21 million using the Binomial option pricing model. Value was estimated based on the risk-free rate at 2.25% per annum with reference to the market yield rates of the Hong Kong Government Bond (maturing on 22 August 2028) as of the value date, a historical volatility of 66.08% calculated based on the historical price with period equals to the life of the Share options, assuming zero dividend yield based on historical dividend payout records. Share Options which are forfeited prior to the expiry date will be released directly to the reserve. The Binomial option pricing model requires input of subjective assumptions such as the expected stock price volatility. Change in the subjective input may materially affect the fair value estimates. With regard to the subjectivity and uncertainty of the values of the options, such values are subject to a number of assumptions and the limitation of the Binomial option pricing model.

There were 379,039,775 and 620,602,015 Shares issuable under the Share Option(s) to be granted under the Share Option Scheme at the beginning and the end of the financial year ended 31 December 2022 respectively.

購股權計劃(續)

附註：

- (1) 50%的購股權於二零一八年六月十五日至二零二八年六月十四日(包括首尾兩日)可予行使；及50%的購股權於二零一九年六月十五日至二零二八年六月十四日(包括首尾兩日)可予行使。
- (2) 行使根據購股權計劃已授出但未行使購股權應付之每股行使價已因本公司於二零一九年的供股而由0.210港元調整為0.204港元。調整詳情載於本公司日期為二零一九年六月三日的公告。
- (3) 在聯交所每日報表所載的股份於緊接購股權授出日期前的收市價為每股0.155港元。
- (4) 各合資格人士就獲授購股權支付的現金代價為1.00港元。
- (5) 根據購股權計劃的條款，所授出購股權項下可發行16,255,040股股份，當中本集團一名僱員持有的獲授購股權項下可發行2,057,600股股份於二零二二年一月二十一日(即相關僱員辭任生效當日起計三個月)失效。
- (6) 所有在二零二二年三月三日未行使購股權於二零二二年三月三日股份要約及購股權要約截止時自動失效。有關該等要約之詳情，請參閱綜合文件及聯合公告。因此，於二零二二年十二月三十一日概無未行使購股權。

授出的購股權的公允價值以二項式期權定價模式計算，於授出日期(二零一八年六月十五日)估計約21,000,000港元。有關價值乃按照無風險利率每年2.25%，並經參考香港政府債券(到期日為二零二八年八月二十二日)截至估值日期的市場收益率、過去價格於與購股權年期相同的期間的歷史波幅66.08%以及按過往派息率記錄假設股息率為零計算。沒收的購股權在屆滿之前將直接撥往儲備。二項式期權定價模式需要輸入主觀假設，例如預計股價波幅。主觀輸入數值的改變可能對所估計的公允價值產生重大影響。由於期權價值之主觀性和不確定性，其價值受到若干假設及二項式期權定價模式的限制所影響。

於截至二零二二年十二月三十一日止財政年度開始及結束時，根據購股權計劃將授出的購股權項下可發行股份分別為379,039,775股及620,602,015股。

Report of the Directors

董事會報告書

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as disclosed in the section headed "Material Related Party Transactions" in Note 30 to the consolidated financial statements in this annual report, and the contracts amongst group companies, no transaction, arrangement or contract of significance to which the Company, or any of its subsidiaries was a party, and in which a Director or any entities connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during the year ended 31 December 2022.

MANAGEMENT CONTRACT

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

CONTRACTS OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDER

Save as disclosed below and in the section headed "Connected Transactions" in this Report of the Directors and the section headed "Material Related Party Transactions" in Note 30 to the consolidated financial statements in this annual report, there were no other contracts of significance between the Company, or any of its subsidiaries, and a controlling Shareholder or any its subsidiaries subsisting at the end of the year or at any time during the financial year.

董事於交易、安排及合約中之權益

除本年報綜合財務報表附註30「有關連人士之間的重大交易」一節所披露者以及集團公司之間的合約外，本公司或其任何附屬公司概無簽訂於財政年度末或截至二零二二年十二月三十一日止年度內任何時間仍然生效，而任何董事或與董事有關連之任何實體直接或間接於當中擁有重大權益之重大交易、安排或合約。

管理合約

截至二零二二年十二月三十一日止年度，本公司並無訂立或存在有關本公司全部或任何重大業務部分的管理及行政合約。

與控股股東的重大合約

除下文及本董事會報告書中「關連交易」一節以及本年報綜合財務報表附註30「有關連人士之間的重大交易」一節所披露者外，本公司或其任何附屬公司與控股股東或其任何附屬公司之間並無其他於年結日或於本財政年度內任何時間的重大合約。

Report of the Directors

董事會報告書

CONTRACTS OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDER (Continued)

On 25 January 2019, the Company entered into the unlisted long-term convertible securities subscription agreement with Forever Top, the Controlling Shareholder, pursuant to which the Company has conditionally agreed to issue, and Forever Top has conditionally agreed to subscribe for the 2019 LCS. On 4 June 2019, the issuance of the 2019 LCS with the principal amount of HK\$568 million to the Forever Top was completed. The 2019 LCS would be convertible into 4,544,000,000 new Shares upon full conversion of the 2019 LCS based on the initial Conversion Price of HK\$0.125 per conversion share. The Conversion Price represents a premium of approximately 8.7% over the closing price of HK\$0.115 per Share as quoted on the Stock Exchange on 25 January 2019, being the date on which the terms of the 2019 LCS were fixed. The coupon rate of the 2019 LCS is 2.0% per annum and payable quarterly. The 2019 LCS is convertible into ordinary Shares at any time during the period from the date of the issue of the 2019 LCS up to the close of business on the maturity date, subject to the conversion restrictions. The maturity date of the 2019 LCS is the end of the tenth year from date of the issue of the 2019 LCS and all of the remaining outstanding 2019 LCS shall be redeemed by the Company at 100% of the outstanding principal amount of the 2019 LCS together with any interest accrued but unpaid thereon. The net price per conversion share was approximately HK\$0.125. Details of the 2019 LCS are set out in the announcements of the Company dated 25 January 2019 and 4 June 2019, and the 2019 Circular.

On 27 January 2021, the Company and Forever Top entered into the 2021 LCS Subscription Agreement, pursuant to the 2021 LCS Subscription Agreement, the Company has conditionally agreed to issue, and the Controlling Shareholder has conditionally agreed to subscribe for, the 2021 LCS. The principal amount of the 2021 LCS is HK\$200 million. The initial conversion price is HK\$0.068 per the new Share to be issued upon exercise of the conversion rights under the 2021 LCS. The coupon rate is 2.0% per annum and payable quarterly. The maturity date of the 2021 LCS is the end of tenth year from date of the issue of the 2021 LCS. On the maturity date, all of the remaining outstanding 2021 LCS will be redeemed by the Company at 100% of the outstanding principal amount of the 2021 LCS together with any interest accrued but unpaid thereon. The 2021 LCS is convertible into Shares at any time during the period from the date of the issue of the 2021 LCS up to the close of business on the maturity date, subject to the conversion restrictions. The Company may at any time on or after the date of issue of the 2021 LCS by giving not less than ten business days' written notice to the holder of the 2021 LCS to redeem all or part of the 2021 LCS at the outstanding principal amount of the 2021 LCS together with all accrued but unpaid interest. Details of the 2021 LCS are set out in the announcement of the Company dated 27 January 2021 and the circular of the Company dated 2 March 2021. The 2021 LCS Subscription Agreement and the transactions contemplated thereunder were approved by the independent Shareholders on 23 March 2021.

與控股股東的重大合約(續)

於二零一九年一月二十五日，本公司與控股股東永升訂立非上市長期可換股證券認購協議，據此，本公司已有條件同意發行而永升已有條件同意認購二零一九年長期可換股證券。於二零一九年六月四日，本公司完成向永升發行本金額為568,000,000港元的二零一九年長期可換股證券。於二零一九年長期可換股證券獲悉數換股後，二零一九年長期可換股證券可按初始兌換價每股換股股份0.125港元轉換為4,544,000,000股新股份。兌換價較確定二零一九年長期可換股證券條款當日(即二零一九年一月二十五日)在聯交所所報收市價每股0.115港元有溢價約8.7%。二零一九年長期可換股證券的票息率為每年2.0%，須每季支付。二零一九年長期可換股證券可於其發行日期起計至到期日營業時間結束止期間隨時兌換成普通股(須受換股限制規限)。二零一九年長期可換股證券之到期日為二零一九年長期可換股證券發行日期起計第十年結束時。所有剩餘尚未行使二零一九年長期可換股證券將由本公司按二零一九年長期可換股證券未償還本金額100%連同其任何已累計但未支付之利息贖回。每股換股股份之淨價格約0.125港元。二零一九年長期可換股證券之詳情載於本公司日期為二零一九年一月二十五日及二零一九年六月四日之公告以及二零一九年通函。

於二零二一年一月二十七日，本公司與永升訂立二零二一年長期可換股證券認購協議，根據二零二一年長期可換股證券認購協議，本公司有條件同意發行而控股股東有條件同意認購二零二一年長期可換股證券。二零二一年長期可換股證券本金額為200,000,000港元。初步兌換價為於行使二零二一年長期可換股證券項下兌換權可予發行的新股份每股0.068港元。票息率為年利率2.0%，須每季度支付。二零二一年長期可換股證券的到期日為自二零二一年長期可換股證券發行日期起計第十年年終時。於到期日，本公司將按二零二一年長期可換股證券未償還本金額的100%，連同其任何未付應計利息，贖回全部餘下尚未行使的二零二一年長期可換股證券。二零二一年長期可換股證券可於二零二一年長期可換股證券發行日期起至到期日營業時間結束時止期間，隨時兌換為股份，惟受限於兌換限制。本公司可在二零二一年長期可換股證券發行日期或之後任何時間，向二零二一年長期可換股證券持有人發出不少於十個營業日的書面通知，按二零二一年長期可換股證券的未償付本金額連同所有未付應計利息贖回全部或部分二零二一年長期可換股證券。二零二一年長期可換股證券詳情載於本公司日期為二零二一年一月二十七日的公告及本公司日期為二零二一年三月二日的通函。獨立股東已於二零二一年三月二十三日批准二零二一年長期可換股證券認購協議及其項下擬進行的交易。

Report of the Directors

董事會報告書

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the financial year was the Company, any of its subsidiaries, its holding company or any subsidiary of such holding company a party to any arrangement to enable the Directors of the Company to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate, with the exception that during the year until 3 March 2022, there existed certain outstanding Share Options to subscribe for ordinary Shares. Details of the Share Options granted to the Directors were disclosed under the section headed "Directors' and Chief Executive's Interests in Securities" in this annual report. During the year ended 31 December 2022, all the outstanding Share Options were automatically lapsed upon the close of the share offer and the option offer on 3 March 2022.

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the year and up to the date of this report, none of the Directors (other than Independent Non-executive Directors) are considered to have interests in the businesses which compete or are likely to compete, either directly or indirectly with the business of the Group pursuant to the Listing Rules.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles, every Director is entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he/she may sustain or incur in or about the execution and/or discharge of his/her duties and/or the exercise of his/her powers and/or otherwise in relation to or in connection with his/her duties, powers or office, to the extent as permitted by laws.

The Company has maintained director's liability insurance throughout the year, which provides appropriate cover for the Directors and the directors of the subsidiaries of the Company for indemnifying their liabilities arising out of corporate activities.

購買股份或債券安排

於本財政年度內任何時間，除於年內直至二零二二年三月三日現有若干可認購普通股的未被行使的購股權外，本公司、其任何附屬公司、其控股公司或該控股公司的任何附屬公司均無參與任何安排，致令董事因取得本公司或其他法人團體的股份或債券而獲得利益。授予董事的購股權詳情於本年報「董事及行政總裁於證券之權益」一節披露。截至二零二二年十二月三十一日止年度，所有未行使購股權於二零二二年三月三日股份要約及購股權要約截止時自動失效。

董事於競爭業務之權益

根據上市規則，於本年度直至本報告日期，概無董事（除獨立非執行董事外）被認為在與本集團業務直接或間接競爭或可能競爭之業務中擁有權益。

獲准許的彌償條文

根據細則，在法律容許的範圍內，各董事有權按其可能產生或就或因其執行及／或履行職務及／或行使其權力時所產生及／或與其職責、權力或職務有關的所有成本、費用、開支、虧損及負債自本公司之資產獲得彌償。

本公司於全年維持有董事責任保險，從而為董事及本公司附屬公司之董事提供適當保障，並彌償彼等於企業活動中產生的責任。

Report of the Directors

董事會報告書

RETIREMENT BENEFITS

Employees in Hong Kong who are eligible will participate in the Mandatory Provident Fund Scheme (the “MPF Scheme”), which is not operated by the Group, with terms as stipulated by the Mandatory Provident Fund Schemes Authority. The contributions from employer and each of the employees respectively are subject to a cap of HK\$1,500 per month and thereafter contributions are voluntary. The Group will provide voluntary top-up benefits to employees in Hong Kong receiving a monthly basic salary exceeding the statutory limits prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). Except for the Group’s employer voluntary contributions, no forfeited contributions under the MPF Scheme are available to reduce the existing level of contributions.

Employees in PRC who are eligible will participate in the defined contribution retirement benefit scheme (the “Retirement Benefit Scheme”) organised by the relevant local government authorities in the PRC. The Group is required to make contributions to the Retirement Benefit Scheme at a certain rate of the standard wages determined by the relevant authorities in the PRC during the year. No forfeited contributions under the Retirement Benefit Scheme are available to reduce the existing level of contributions.

During the year ended 31 December 2022, there were neither contributions forfeited under the MPF Scheme and Retirement Benefit Scheme which may be used by the Group to reduce the existing and future contribution nor had there been any utilisation of such forfeited contributions to reduce the existing and future contributions (2021: same). There was no accumulated forfeited contribution available as at 31 December 2022 for such use by the Group (2021: same).

DISCLOSURE PURSUANT TO RULE 13.21 OF THE LISTING RULES

On 19 March 2019, HKC as borrower, and the Company, as guarantor, confirmed the acceptance of a facility letter issued by a bank (the “Lender”), as the lender, in respect of, among other things, a HK\$400,000,000 revolving loan facility (the “Revolving Loan Facility”) being subject to review at any time and in any event not less than annually by the Lender; and on 15 March 2019, the Company, as applicant, (together with HKC, the “Borrowers”) confirmed the acceptance of a facility letter issued by the Lender in respect of a HK\$33,830,000 performance bond facility (the “Performance Bond Facility”) with a maximum tenor of five years being subject to review at any time.

退休福利

合資格的香港員工將參加非由本集團營運的強制性公積金計劃(「強積金計劃」)，其條款由強制性公積金計劃管理局訂明。僱主及各員工的每月供款上限為1,500港元，其後供款屬自願性質。本集團會為基本月薪超過香港法例第485章《強制性公積金計劃條例》規定的法定限額的香港員工提供自願性加額供款。除本集團的僱主自願性供款外，強積金計劃項下並無沒收供款可用於減低現有供款水平。

合資格的中國僱員將參加由中國相關地方政府機關管理的界定供款退休福利計劃(「退休福利計劃」)。本集團須於年內按中國相關當局釐定的標準工資之特定比率向退休福利計劃作出供款。退休福利計劃項下概無沒收供款可用於扣減現有供款水平。

截至二零二二年十二月三十一日止年度，強積金計劃及退休福利計劃項下概無本集團可用於扣減現有及未來供款的沒收供款，亦無動用有關沒收供款以扣減現有及未來供款(二零二一年：相同)。於二零二二年十二月三十一日，概無可供本集團使用的累計沒收供款(二零二一年：相同)。

根據上市規則第13.21條作出的披露

於二零一九年三月十九日，有線電視(作為借款人)及本公司(作為擔保人)確認接納由一間銀行(「貸款人」)(作為貸款人)出具的信貸函，內容有關(其中包括)400,000,000港元循環信貸(「循環信貸」)，而貸款人可隨時及在任何情況下每年作出審查；及於二零一九年三月十五日，本公司(作為申請人)(連同有線電視統稱「該等借款人」)確認接納由貸款人出具的有關33,830,000港元最長期限為五年的履約保證信貸(「履約保證信貸」)的信貸函，而貸款人隨時作出審查。

Report of the Directors 董事會報告書

Pursuant to the facility letters in relation to both the Revolving Loan Facility and the Performance Bond Facility, the Borrowers have undertaken that Forever Top, the Controlling Shareholder, would (i) hold greater than 35% of the total number of the issued Shares and (ii) be the single largest Shareholder of the Company. In the event of a breach of the aforesaid covenant, the Lender has the right to suspend, withdraw or make demand in respect of the whole or any part of the respective facilities made available to the relevant Borrower at any time or determine whether or not to permit drawings in relation to the respective facilities.

During the year ended 31 December 2022, the above specific performance obligations under the Revolving Loan Facility and the Performance Bond Facility have been complied with. Details of the transactions were set out in the announcements of the Company dated 17 April 2018 and 18 December 2018.

On 24 March 2023, HKC accepted a renewed and revised offer from the Lender in respect of the Revolving Loan Facility to revise, among others, the limit of the Revolving Loan Facility from HK\$400,000,000 to HK\$295,000,000. Such limit is subject to review by the Lender at any time and in any event not less than annually. Please refer to the announcement of the Company dated 24 March 2023 for details.

CONNECTED TRANSACTIONS

The Group had the following connected transactions during the financial year ended 31 December 2022 and up to the date of this annual report:

On 21 January 2022, HKC (an indirect wholly-owned subsidiary of the Company), as the borrower, entered into a loan agreement with Celestial Pioneer Limited (the controlling shareholder of Forever Top and is wholly-owned by Dr. Cheng), as the lender. Pursuant to such loan agreement, the said borrower obtained an unsecured loan with a principal amount of HK\$70 million for a term of three years from the date of the said loan agreement, with an interest rate of 2.5% per annum.

On 4 April 2022, HKC as the borrower entered into a loan agreement with Celestial Pioneer Limited as the lender. Pursuant to such loan agreement, the said borrower obtained an unsecured loan with a principal amount of HK\$50 million for a term of three years from the date of the said loan agreement, with an interest rate of 3.0% per annum.

根據關於循環信貸及履約保證信貸的信貸函，該等借款人已承諾，控股股東永升將(i)持有已發行股份總數35%以上及(ii)是本公司的單一最大股東。如有違反上述契諾，則貸款人有權隨時暫停、撤銷或要求償還所給予相關借款人的各項信貸的全部或任何部分，或釐定是否准許關於各項信貸的提取。

截至二零二二年十二月三十一日止年度，上述循環信貸及履約保證信貸項下的該等特定責任已獲履行。有關交易詳情載於本公司日期為二零一八年四月十七日及二零一八年十二月十八日的公告。

於二零二三年三月二十四日，有線電視接納貸款人就循環信貸提出的經更新及經修訂要約，以將(其中包括)循環信貸的限額由400,000,000港元修訂至295,000,000港元。該限額須由貸款人隨時及無論如何不少於一年接受審查。詳情請參閱本公司日期為二零二三年三月二十四日的公告。

關連交易

截至二零二二年十二月三十一日止財政年度直至本年報日期，本集團有以下關連交易：

於二零二二年一月二十一日，有線電視(本公司間接全資附屬公司)(作為借款人)與Celestial Pioneer Limited(永升之控股股東，由鄭博士全資擁有)(作為貸款人)訂立貸款協議。根據該貸款協議，上述借款人獲得本金額為70,000,000港元的無抵押貸款，自上述貸款協議日期起計為期三年，並按年利率2.5%計息。

於二零二二年四月四日，有線電視(作為借款人)與Celestial Pioneer Limited(作為貸款人)訂立貸款協議。根據該貸款協議，上述借款人獲得本金額為50,000,000港元的無抵押貸款，自上述貸款協議日期起計為期三年，並按年利率3.0%計息。

Report of the Directors 董事會報告書

On 28 June 2022, HKC as the borrower entered into a loan agreement with Celestial Pioneer Limited as the lender. Pursuant to such loan agreement, the said borrower obtained an unsecured loan with a principal amount of HK\$50 million for a term of three years from the date of the said loan agreement, with an interest rate of 3.0% per annum.

On 24 August 2022, HKC as the borrower entered into a said loan agreement with Celestial Pioneer Limited as the lender. Pursuant to such loan agreement, the borrower obtained an unsecured loan with a principal amount of HK\$80 million for a term of three years from the date of the said loan agreement, with an interest rate of 3.0% per annum.

On 8 November 2022, HKC as the borrower entered into a said loan agreement with Celestial Pioneer Limited as the lender. Pursuant to such loan agreement, the borrower obtained an unsecured loan with a principal amount of HK\$50 million for a term of three years from the date of the said loan agreement, with an interest rate of 3.0% per annum.

On 9 January 2023, HKC as the borrower entered into a said loan agreement with Celestial Pioneer Limited as the lender. Pursuant to such loan agreement, the borrower obtained an unsecured loan with a principal amount of HK\$80 million for a term of three years from the date of the said loan agreement, with an interest rate of 5.0% per annum.

As the provision of the above-mentioned loans are conducted on normal commercial terms or better and are not secured by the assets of the Group, the transactions contemplated under the loan agreements are fully exempt from shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules pursuant to Rule 14A.90 of the Listing Rules.

The related party transactions entered into by the Group during the financial year ended 31 December 2022 are disclosed in the section headed "Material Related Party Transactions" in Note 30 to the consolidated financial statements in this annual report. These transactions include amounts which fall under the definition of "connected transaction" or "continuing connected transaction" in accordance with Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules with respect to the connected transactions and continuing connected transactions entered into by the Group during the financial year ended 31 December 2022.

於二零二二年六月二十八日，有線電視(作為借款人)與Celestial Pioneer Limited(作為貸款人)訂立貸款協議。根據該貸款協議，上述借款人獲得本金額為50,000,000港元的無抵押貸款，自上述貸款協議日期起計為期三年，並按年利率3.0%計息。

於二零二二年八月二十四日，有線電視(作為借款人)與Celestial Pioneer Limited(作為貸款人)訂立貸款協議。根據該貸款協議，上述借款人獲得本金額為80,000,000港元的無抵押貸款，自上述貸款協議日期起計為期三年，並按年利率3.0%計息。

於二零二二年十一月八日，有線電視(作為借款人)與Celestial Pioneer Limited(作為貸款人)訂立貸款協議。根據該貸款協議，上述借款人獲得本金額為50,000,000港元的無抵押貸款，自上述貸款協議日期起計為期三年，並按年利率3.0%計息。

於二零二三年一月九日，有線電視(作為借款人)與Celestial Pioneer Limited(作為貸款人)訂立貸款協議。根據該貸款協議，上述借款人獲得本金額為80,000,000港元的無抵押貸款，自上述貸款協議日期起計為期三年，並按年利率5.0%計息。

由於提供上述貸款乃按一般商業條款或更佳條款進行，且並無以本集團資產作抵押，根據上市規則第14A.90條，貸款協議項下擬進行的交易獲全面豁免遵守上市規則第14A章項下的股東批准、年度審閱及所有披露規定。

本集團於截至二零二二年十二月三十一日止財政年度訂立的關連方交易於本年報綜合財務報表附註30「有關連人士之間的重大交易」一節內披露。該等交易包括符合上市規則第14A章「關連交易」或「持續關連交易」定義的金額。本公司已就本集團截至二零二二年十二月三十一日止財政年度所訂立之關連交易及持續關連交易遵照上市規則第14A章之披露規定。

Report of the Directors

董事會報告書

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

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

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this annual report, based on information that is publicly available to the Company and within the knowledge of the Directors, the percentage of the Shares which are in the hands of the public exceeds 25.0% of the Company's total number of issued Shares.

AUDITOR

The consolidated financial statements of the Group now presented have been audited by PricewaterhouseCoopers, Certified Public Accountants who will retire and, being eligible, offer themselves for re-appointment, at the forthcoming annual general meeting of the Company.

On behalf of the Board

Dr. Cheng Kar-Shun, Henry

Chairman

Hong Kong, 27 March 2023

購買、出售或贖回本公司的上市證券

於截至二零二二年十二月三十一日止財政年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

足夠公眾持股量

於本年報日期，根據本公司公開可得資料並就董事所知，公眾持有的股份百分比佔本公司已發行股份總數超過 25.0%。

核數師

本集團現時呈列的綜合財務報表經由執業會計師羅兵咸永道會計師事務所審核，羅兵咸永道會計師事務所將於本公司應屆股東週年大會上退任，並符合資格且願意重獲聘用。

代表董事會

主席

鄭家純博士

香港，二零二三年三月二十七日

Report of the Directors

董事會報告書

SUPPLEMENTARY CORPORATE INFORMATION

(A) Biographical Details of Directors and Senior Management

(i) Directors

Dr. CHENG Kar-Shun, Henry *GBM, GBS (Age: 76)*

Dr. Cheng was appointed as the Vice-chairman and a non-executive Director in September 2017, and re-designated as the Chairman in November 2021. Dr. Cheng is the chairman and executive director of New World Development Company Limited, NWS Holdings Limited and Chow Tai Fook Jewellery Group Limited, and the chairman and non-executive director of FSE Lifestyle Services Limited, all of them are listed public companies in Hong Kong. He was a non-executive director of DTXS Silk Road Investment Holdings Company Limited until his resignation in March 2021, and chairman and a non-executive director of New World Department Store China Limited until his resignation in May 2021, all of which are listed public companies in Hong Kong. He is a director of Cheng Yu Tung Family (Holdings) Limited, Cheng Yu Tung Family (Holdings II) Limited, Chow Tai Fook Capital Limited, Chow Tai Fook (Holding) Limited and Chow Tai Fook Enterprises Limited. Dr. Cheng is also a director of each of Forever Top (the controlling shareholder of the Company) and Celestial Pioneer (the controlling shareholder of Forever Top and is wholly-owned by Dr. Cheng).

Dr. Cheng is the chairman of the Advisory Council for The Better Hong Kong Foundation. He was a Standing Committee Member of the Twelfth Chinese People's Political Consultative Conference of The People's Republic of China. Dr. Cheng was awarded the Gold Bauhinia Star and the Grand Bauhinia Medal in 2001 and 2017, respectively by the Government of the Hong Kong Special Administrative Region.

Dr. Cheng is the uncle of the spouse of Mr. Tsang On Yip, Patrick, an executive Director.

公司補充資料

(A) 董事及高級管理層之簡介

(i) 董事

鄭家純博士 *GBM, GBS (76歲)*

鄭博士於二零一七年九月獲委任為副主席兼非執行董事，並於二零二一年十一月調任為主席。鄭博士為新世界發展有限公司、新創建集團有限公司及周大福珠寶集團有限公司之主席兼執行董事以及豐盛生活服務有限公司之主席兼非執行董事，該等公司均為香港上市公眾公司。彼曾任大唐西市絲路投資控股有限公司之非執行董事，直至彼於二零二一年三月辭任及曾任新世界百貨中國有限公司之主席兼非執行董事，直至彼於二零二一年五月辭任，該等公司均為香港上市公眾公司。彼為Cheng Yu Tung Family (Holdings) Limited、Cheng Yu Tung Family (Holdings II) Limited、Chow Tai Fook Capital Limited、周大福(控股)有限公司及周大福企業有限公司之董事。鄭博士亦為永升(本公司的控股股東)及Celestial Pioneer(永升的控股股東及由鄭博士全資擁有)之董事。

鄭博士為香港明天更好基金顧問委員會主席。彼曾為中華人民共和國第十二屆全國政協常務委員。鄭博士於二零零一年及二零一七年分別獲香港特別行政區政府頒授金紫荊星章及大紫荊勳章。

鄭博士為執行董事曾安業先生配偶之舅父。

Report of the Directors

董事會報告書

SUPPLEMENTARY CORPORATE INFORMATION

(Continued)

(A) Biographical Details of Directors and Senior Management (Continued)

(i) Directors (Continued)

Tan Sri Dato' David CHIU (Age: 68)

Tan Sri Dato' David Chiu, *B.Sc.*, was appointed as the Chairman and a non-executive Director in September 2017 and re-designated as a Vice-chairman in November 2021. He is also a member of the CC.

Tan Sri Dato' David Chiu holds a double degree of Bachelor of Science in Business Administration and Economics at the University of Sophia, Japan. He is a prominent businessman with over 45 years' experience in the property development and extensive experience in the hotel development. In his business career, he established a number of highly successful business operation through organic growth and acquisitions, covering Mainland China, Hong Kong, Japan, Malaysia, Singapore and Australia. Since 1978, Tan Sri Dato' David Chiu had been the managing director of Far East Consortium Limited, the predecessor of Far East Consortium International Limited ("FECIL"), a listed public company in Hong Kong. He was appointed as the deputy chairman and chief executive officer of FECIL on 8 December 1994 and 8 October 1997, respectively. On 8 September 2011, Tan Sri Dato' David Chiu has been appointed as the chairman of FECIL. FECIL and its subsidiaries ("FECIL Group") is mainly engaged in property development and investment, hotel operations and management, car park operations and facilities management, securities and financial product investment and gaming operations. FECIL Group adopts the diversified regional strategy and the "Asian Wallet" strategy with business covering Mainland China, the Hong Kong Special Administrative Region, Australia, New Zealand, Malaysia, Singapore, the United Kingdom and other European countries.

公司補充資料(續)

(A) 董事及高級管理層之簡介(續)

(i) 董事(續)

丹斯里拿督邱達昌 (68歲)

丹斯里拿督邱達昌，*B.Sc.*，於二零一七年九月獲委任為主席兼非執行董事，並於二零二一年十一月調任為副主席。彼亦為薪酬委員會成員。

丹斯里拿督邱達昌持有日本上智大學之工商管理及經濟學士雙學位。彼為知名商人，擁有逾45年物業發展經驗，並於酒店發展方面具備豐富經驗。彼於中國內地、香港、日本、馬來西亞、新加坡及澳洲等地發展事業，透過增長及收購為其成功之道。丹斯里拿督邱達昌自一九七八年起擔任遠東發展有限公司(香港上市公眾公司Far East Consortium International Limited ("FECIL")之前身公司)之董事總經理。彼分別於一九九四年十二月八日及一九九七年十月八日獲委任為FECIL之副主席及行政總裁。於二零一一年九月八日，丹斯里拿督邱達昌獲委任為FECIL之主席。FECIL及其附屬公司("FECIL集團")主要從事物業發展及投資、酒店業務及管理、停車場業務及設施管理、證券及金融產品投資以及博彩業務。FECIL集團採取多元區域策略及「亞洲足跡」策略，業務覆蓋中國大陸、香港特別行政區、澳洲、紐西蘭、馬來西亞、新加坡、英國及其他歐洲國家。

Report of the Directors

董事會報告書

SUPPLEMENTARY CORPORATE INFORMATION

(Continued)

(A) Biographical Details of Directors and Senior Management (Continued)

(i) Directors (Continued)

In regard to Tan Sri Dato' David Chiu's devotion to community services in China and Hong Kong, he was appointed as the member of the 12th and 13th Chinese People's Political Consultative Conferences and deputy director of the Social and Legal Committee in 2018, the vice chairman of All-China Federation of Industry and Commerce in 2017. Currently, he is a member of the 2021 Election Committee of HKSAR, a trustee member of The Better Hong Kong Foundation, an honorary chairman of Mid-Autumn Festival Celebration — People and Forces' Committee, a director and a member of Concerted Efforts Resource Centre, a patron of China-United States Exchange Foundation, an honorary chairman of Guangdong Chamber of Foreign Investors, an honorary chairman of the Association of Chinese Culture of Hong Kong, the 8th board member of Friends of Hong Kong Association, a member of Hong Kong General Chamber of Commerce, a member of the Constitutional Reform Synergy, a member of The Real Estate Developers Association of Hong Kong, a member of Pacific Basin Economic Council, a director of three Ju Ching Chu Schools in Hong Kong and the vice chairman of Guangdong-Hong Kong-Macao Greater Bay Area Radio and Television Union. In Malaysia, Tan Sri Dato' David Chiu was awarded an honorary award which carried the title "Dato" and a more senior honorary title of "Tan Sri" by His Majesty, King of Malaysia in 1997 and 2005, respectively. He was also awarded the WCEF Lifetime Achievement Awards by Asian Strategy & Leadership Institute in 2013, the "Best Executive in Hong Kong" in the "2016 Asiamoney Best Managed Company Award", the FinanceAsia's "Best CEO" in 2017 & FinanceAsia's "Best CEO in Hong Kong" in 2018, 2019, 2020, 2021 and 2022, "Asia's Best CEO in Investor Relations at Asian Excellence Award 2018, 2019 & 2020, the "Best IR by Chairman/CEO" in "HKIRA Investor Relations Awards" in 2017, 2019, 2020 and 2021.

Tan Sri Dato' David Chiu is the father of Mr. Andrew Wah Wai Chiu ("Mr. Chiu"), a non-executive Director, and the brother of the brother-in-law of Mr. Tang Sing Ming Sherman, an independent non-executive Director.

公司補充資料(續)

(A) 董事及高級管理層之簡介(續)

(i) 董事(續)

丹斯里拿督邱達昌對中國及香港的公益事務不遺餘力，彼為第十二屆及第十三屆中國人民政治協商會議全國委員會委員及於二零一八年擔任社會和法制委員會副主任、於二零一七年擔任中華全國工商業聯合會之副主席。彼現為香港特區二零二一年選舉委員會會員、香港明天更好基金信託人、慶中秋 — 軍民同樂活動籌委會之名譽主席、羣力資源中心之董事兼成員、中美交流基金會之贊助人、廣東外商公會有限公司之名譽會長、香港中華文化總會之名譽會長、香港友好協進會第八屆董事會會員、香港總商會委員、工商界政改動力委員、香港地產建設商會委員、太平洋地區經濟理事會委員及香港三所裘錦秋中學之校董，並擔任粵港澳大灣區廣電聯盟副理事。在馬來西亞，丹斯里拿督邱達昌分別於一九九七年及二零零五年獲得馬來西亞國皇陛下頒發「拿督」榮銜及更高榮譽名銜「丹斯里拿督」。彼亦於二零一三年獲得 Asian Strategy & Leadership Institute 頒發 WCEF Lifetime Achievement Awards、亞洲貨幣「2016年度最佳管理公司評選」之「香港最佳高層管理人員獎」、於二零一七年獲得金融亞洲「最佳行政總裁」以及於二零一八年、二零一九年、二零二零年、二零二一年及二零二二年獲得金融亞洲「香港地區最佳行政總裁」、於二零一八年、二零一九年及二零二零年獲得「亞洲卓越獎」之「亞洲最佳投資者關係行政總裁」、於二零一七年、二零一九年、二零二零年及二零二一年獲得「香港投資者關係大獎」之「最佳投資者關係(主席/行政總裁)」。

丹斯里拿督邱達昌為非執行董事邱華璋先生(「邱先生」)之父親及獨立非執行董事湯聖明先生之姻兄之弟。

Report of the Directors

董事會報告書

SUPPLEMENTARY CORPORATE INFORMATION

(Continued)

(A) Biographical Details of Directors and Senior Management (Continued)

(i) Directors (Continued)

Mr. TSANG On Yip, Patrick (Age: 51)

Mr. Tsang was appointed as a non-executive Director in September 2017 and re-designated as an executive Director in November 2021. He was appointed as a Vice-chairman in November 2021. He is also a member of the CC. He is also a director of a subsidiary of the Company.

Mr. Tsang is the chief executive officer and director of Chow Tai Fook Enterprises Limited. He is also an executive director of Melbourne Enterprises Limited and UMP Healthcare Holdings Limited, and a non-executive director of Giordano International Limited and SJM Holdings Limited, all of which are listed public companies in Hong Kong. Mr. Tsang was a non-executive director of Greenheart Group Limited and Integrated Waste Solutions Group Holdings Limited, all of which are listed public companies in Hong Kong, until his retirement from the office in May 2022 and in August 2022 respectively. Mr. Tsang is a director of Cheng Yu Tung Foundation Limited and Chow Tai Fook (Holding) Limited, the founder and a director of CTFE Social Solutions Limited, a governor of Chow Tai Fook Charity Foundation Limited, a member of Hong Kong Chief Executive Election Committee, and a General Committee member of Employers' Federation of Hong Kong. He has been a member of the 12th Henan Provincial Committee of the Chinese People's Political Consultative Conference since 2018. Mr. Tsang obtained a Bachelor of Arts degree in Economics from Columbia College of Columbia University in New York, USA. Mr. Tsang is also a director of each of Forever Top (the controlling shareholder of each of the Company) and Celestial Pioneer (the controlling shareholder of Forever Top and is wholly-owned by Dr. Cheng, a non-executive Director).

Mr. Tsang's spouse is a niece of Dr. Cheng, a non-executive Director.

公司補充資料(續)

(A) 董事及高級管理層之簡介(續)

(i) 董事(續)

曾安業先生 (51歲)

曾先生於二零一七年九月獲委任為非執行董事，並於二零二一年十一月調任為執行董事。彼於二零二一年十一月獲委任為副主席。彼亦為薪酬委員會成員。彼亦為本公司附屬公司之董事。

曾先生為周大福企業有限公司的行政總裁兼董事。彼亦為萬邦投資有限公司和聯合醫務集團有限公司的執行董事，以及佐丹奴國際有限公司及澳門博彩控股有限公司的非執行董事，該等公司均為香港上市公眾公司。曾先生曾任香港上市公眾公司綠心集團有限公司及綜合環保集團有限公司的非執行董事，直至彼分別於二零二二年五月及二零二二年八月退任為止。曾先生為鄭裕彤慈善基金有限公司和周大福(控股)有限公司的董事，周大福企業社會方案有限公司創辦人及董事，周大福慈善基金有限公司的理事，香港行政長官選舉委員會委員及香港僱主聯合會理事會會員。彼自二零一八年以來擔任中國人民政治協商會議第十二屆河南省委員會委員。曾先生於美國紐約哥倫比亞大學哥倫比亞學院取得經濟學學士學位。曾先生亦為永升(本公司控股股東)及Celestial Pioneer(永升之控股股東及由非執行董事鄭博士全資擁有)各自的董事。

曾先生之配偶為非執行董事鄭博士之外甥女。

Report of the Directors

董事會報告書

SUPPLEMENTARY CORPORATE INFORMATION

(Continued)

(A) Biographical Details of Directors and Senior Management (Continued)

(i) Directors (Continued)

Mr. LIE KEN JIE Remy Anthony Ket Heng (Age: 43)

Mr. Lie Ken Jie was appointed as a non-executive Director in July 2019, and re-designated as an executive Director in November 2021. He is an authorised representative of the Company (the "Authorised Representative"). He is also a director of a subsidiary of the Company. He is currently a senior vice president of Chow Tai Fook Enterprises Limited with responsibilities in making strategic investments globally. He is also a non-executive director of Greenheart Group Limited which is a listed public company in Hong Kong. Mr. Lie Ken Jie holds a Master's degree in Finance and a Master's degree in Civil Engineering, both from Imperial College London in the United Kingdom. He is also a director of Forever Top, the controlling shareholder of the Company.

Mr. Andrew Wah Wai CHIU (Age: 34)

Mr. Chiu was appointed as an executive Director in September 2017, and re-designated as a non-executive Director in November 2021. He is a director of certain subsidiaries of the Company. He is the founder and the executive chairman of Land Pacific Limited, Deacon House International Limited and Ariana Social Community Limited. These companies focus on different sectors in the real estate industry including property development, hotel management and student housing investment.

From 2015, Mr. Chiu serves as the assistant to the chairman of FECIL. He is also a director of Malaysia Land Properties Sdn Bhd, and a non-independent non-executive director of Land & General Berhad, a company whose shares are listed on the Bursa Malaysia. Mr. Chiu was a director and vice chairman of the board of directors of AMTD International Inc., a company listed on both the New York Stock Exchange and the Mainboard of the Singapore Exchange Security Trading Limited up to his resignation in December 2020. He is a member of Hong Kong General Chamber of Commerce and a member of The Real Estate Developers Association of Hong Kong.

Mr. Chiu is the son of Tan Sri Dato' David Chiu, a non-executive Director, and the nephew of the brother-in-law of Mr. Tang Sing Ming Sherman, an independent non-executive Director.

公司補充資料(續)

(A) 董事及高級管理層之簡介(續)

(i) 董事(續)

李國恒先生(43歲)

李國恒先生於二零一九年七月獲委任為非執行董事，並於二零二一年十一月調任為執行董事。彼為本公司授權代表（「授權代表」）。彼亦為本公司一間附屬公司之董事。彼現為周大福企業有限公司高級副總裁，負責全球策略投資。彼亦為香港上市公司公眾綠心集團有限公司的非執行董事。李國恒先生持有英國倫敦帝國學院金融學碩士學位及土木工程碩士學位。彼亦為本公司控股股東永升之董事。

邱華璋先生(34歲)

邱先生於二零一七年九月獲委任為執行董事，並於二零二一年十一月調任為非執行董事。彼為本公司若干附屬公司之董事。彼為Land Pacific Limited、德根飯店國際有限公司及Ariana Social Community Limited的創辦人兼執行主席。該等公司專注於房地產行業的不同領域，包括物業發展、酒店管理以及學生住屋投資。

二零一五年起，邱先生擔任FECIL之主席助理。彼亦是Malaysia Land Properties Sdn Bhd之董事及Land & General Berhad（其股份於馬來西亞股票交易所上市）之非獨立非執行董事。邱先生曾為紐約證券交易所及新加坡證券交易所有限公司主板上市公司AMTD International Inc.的董事及董事會副主席，直至彼於二零二零年十二月辭任為止。彼為香港總商會及香港地產建設商會的成員。

邱先生為非執行董事丹斯里拿督邱達昌之兒子及獨立非執行董事湯聖明先生姻兄之侄子。

Report of the Directors

董事會報告書

SUPPLEMENTARY CORPORATE INFORMATION

(Continued)

(A) Biographical Details of Directors and Senior Management (Continued)

(i) Directors (Continued)

Mr. HOONG Cheong Thard (Age: 54)

Mr. Hoong, *B.Eng., ACA*, was appointed as a non-executive Director in September 2017. He is also a member of the AC. He is an executive director of FECIL, a listed public company in Hong Kong, since August 2012. He joined FECIL in September 2008 as the managing director. He is responsible for the formulation and implementation of FECIL's overall strategies for development.

Prior to joining FECIL, Mr. Hoong was the chief executive officer of China LotSynergy Holdings Limited (now known as China Ecotourism Group Limited), a listed public company in Hong Kong, where he retired as a non-executive director of the company with effect from 1 June 2017.

Mr. Hoong was an investment banker for over 12 years and had held senior positions at Deutsche Bank and UBS where he was responsible for corporate finance business in Asia. Besides, he was a director of AGORA Hospitality Group Co., Ltd., a company listed on the Tokyo Stock Exchange, until March 2017 and is a non-independent non-executive director of Land & General Berhad, a company listed on the Bursa Malaysia.

Mr. Hoong is a member of the Institute of Chartered Accountants in England and Wales and holds a bachelor's degree in Mechanical Engineering from Imperial College, University of London.

公司補充資料(續)

(A) 董事及高級管理層之簡介(續)

(i) 董事(續)

孔祥達先生(54歲)

孔先生，*B.Eng.，ACA*，於二零一七年九月獲委任為非執行董事。彼亦為審核委員會之成員。彼自二零一二年八月起擔任香港上市公眾公司FECIL之執行董事。彼於二零零八年九月加入FECIL出任董事總經理。彼負責制定及執行FECIL整體業務發展策略。

於加入FECIL前，孔先生乃香港上市公眾公司華彩控股有限公司(現稱為中國生態旅遊集團有限公司)之行政總裁，彼於二零一七年六月一日退任該公司非執行董事。

孔先生擔任投資銀行家逾十二年，曾於德意志銀行及瑞士聯合銀行出任高職，負責亞洲區企業財務業務。此外，彼直至二零一七年三月曾為東京證券交易所上市公司AGORA Hospitality Group Co., Ltd.董事及現為馬來西亞股票交易所上市公司Land & General Berhad之非獨立非執行董事。

孔先生為英格蘭及威爾斯特許會計師公會會員，並持有英國倫敦大學帝國學院機械工程學士學位。

Report of the Directors

董事會報告書

SUPPLEMENTARY CORPORATE INFORMATION

(Continued)

(A) Biographical Details of Directors and Senior Management (Continued)

(i) Directors (Continued)

Ms. NG Yuk Mui Jessica (Age: 44)

Ms. Ng was appointed as a non-executive Director in July 2019. She is an executive director, the executive vice chairman, chief executive officer and a member of the executive committee of South China Financial Holdings Limited whose shares are listed on the Main Board of the Stock Exchange, and the executive vice chairman of South China Media group.

She is also a non-executive director of South China Holdings Company Limited whose shares are listed on the Main Board of the Stock Exchange, and an executive director and the executive vice chairman of South China Assets Holdings Limited whose shares were listed on GEM of the Stock Exchange and were delisted on GEM of the Stock Exchange in March 2022.

She holds a Bachelor's degree in Law from King's College London, University of London in the United Kingdom and was admitted to the Hong Kong Bar in 2006. She is an associate member of the Chartered Institute of Management Accountants and a member of 12th Hebei Provincial Committee of the Chinese People's Political Consultative Conference.

Ms. Ng is the daughter of Mr. Ng Hung Sang, who, together with his spouse and companies controlled by him, is interested in approximately 10.08% of the total number of Shares.

公司補充資料(續)

(A) 董事及高級管理層之簡介(續)

(i) 董事(續)

吳旭棻女士 (44歲)

吳女士於二零一九年七月獲委任為非執行董事。彼現為南華金融控股有限公司(其股份在聯交所主板上市)之執行董事、執行副主席、行政總裁及執行委員會成員，以及南華傳媒集團的執行副主席。

彼亦為南華集團控股有限公司(其股份在聯交所主板上市)之非執行董事以及南華資產控股有限公司(其股份在聯交所GEM上市)之執行董事兼執行副主席。南華資產控股有限公司自二零二二年三月起於聯交所GEM除牌。

彼持有英國倫敦大學倫敦英皇書院法律學士學位及於二零零六年取得香港大律師執業資格。彼亦為英國特許管理會計師公會會員及第十二屆中國人民政治協商會議之河北省委員會委員。

吳女士為吳鴻生先生之女兒，而吳鴻生先生(連同其配偶及其所控制的公司)擁有股份總數約10.08%的權益。

Report of the Directors

董事會報告書

SUPPLEMENTARY CORPORATE INFORMATION

(Continued)

(A) Biographical Details of Directors and Senior Management (Continued)

(i) Directors (Continued)

Mr. LAM Kin Fung Jeffrey *GBS, JP (Age: 71)*

Mr. Lam was appointed as an independent non-executive Director in September 2017. He is also the chairman and a member of the CC and a member of the NC. Mr. Lam holds a bachelor degree in mechanical engineering from Tufts University in the United States. He has over 40 years of experience in the toy industry and is currently the managing director of Forward Winsome Industries Limited which is engaged in toy manufacturing.

Mr. Lam is an executive director of Hong Kong Aerospace Technology Group Limited, and an independent non-executive director of Chow Tai Fook Jewellery Group Limited, C C Land Holdings Limited, China Overseas Grand Oceans Group Limited, Wynn Macau Limited, CWT International Limited, Wing Tai Properties Limited, Analogue Holdings Limited and CSC Holdings Limited (formerly known as China Strategic Holdings Limited), all of which are listed public companies in Hong Kong.

Mr. Lam is a non-official member of the Executive Council and a member of the Legislative Council in Hong Kong. He also holds a number of other public and community service positions including being a general committee member of the Hong Kong General Chamber of Commerce, member of HKSAR Advisory Committee on the Northern Metropolis, and a member of the board of directors of Heifer International-Hong Kong.

公司補充資料(續)

(A) 董事及高級管理層之簡介(續)

(i) 董事(續)

林健鋒先生 *GBS, JP (71歲)*

林先生於二零一七年九月獲委任為獨立非執行董事。彼亦為薪酬委員會之主席及成員以及提名委員會成員。林先生持有美國塔夫斯大學機械工程學士學位。彼於玩具業擁有逾四十年經驗，現為玩具製造商永和實業有限公司之董事長。

林先生為香港航天科技集團有限公司的執行董事，及周大福珠寶集團有限公司、中渝置地控股有限公司、中國海外宏洋集團有限公司、永利澳門有限公司、CWT International Limited、永泰地產有限公司、安樂工程集團有限公司及中策資本控股有限公司(前稱為「中策集團有限公司」)的獨立非執行董事，該等公司均為香港上市公眾公司。

林先生為香港特別行政區行政會議非官守成員、香港立法會議員。彼亦身兼多項其他公職及社區服務職銜，包括香港總商會理事會成員、香港特別行政區北部都會區諮詢委員會成員、董事及國際小母牛香港分會董事局成員。

Report of the Directors

董事會報告書

SUPPLEMENTARY CORPORATE INFORMATION

(Continued)

(A) Biographical Details of Directors and Senior Management (Continued)

(i) Directors (Continued)

Dr. HU Shao Ming Herman *SBS, JP (Age: 69)*

Dr. Hu, *B.Sc., FCIBSE, FHKIE, MIEEE, C.Eng.*, has been an independent non-executive Director since April 2012. He is also the chairman and a member of the NC and a member of the CC. He is the chairman of Ryoden Development Limited. Dr. Hu has been re-elected as a Deputy to the 14th National People's Congress of the People's Republic of China. He is the vice-chairman of The Chinese General Chamber of Commerce, Hong Kong. He is also a general committee member and chairman of Mainland China Committee of the Employers' Federation of Hong Kong, the Vice-President of the Sports Federation & Olympic Committee of Hong Kong, China, an Honorary Court Member of The Hong Kong University of Science & Technology, a member of the Election Committee of the Government of the Hong Kong Special Administrative Region and the Vice Patron of The Community Chest of Hong Kong. He was awarded the Honour of Silver Bauhinia Star (SBS) by the Government of the Hong Kong Special Administrative Region of the People's Republic of China on 30 June 2017.

公司補充資料(續)

(A) 董事及高級管理層之簡介(續)

(i) 董事(續)

胡曉明博士 *SBS, JP (69歲)*

胡博士 *B.Sc., FCIBSE, FHKIE, MIEEE, C.Eng.* 自二零一二年四月起出任獨立非執行董事。彼亦為提名委員會主席及成員以及薪酬委員會成員。彼為菱電發展有限公司主席。胡博士獲重選為第十四屆中華人民共和國全國人大代表。彼為香港中華總商會副主席。彼亦為香港僱主聯合會理事會成員及內地事務委員會主席、中國香港體育協會暨奧林匹克委員會副會長、香港科技大學顧問委員會榮譽委員、香港特別行政區政府選舉委員會委員及香港公益金名譽副會長。彼於二零一七年六月三十日獲中華人民共和國香港特別行政區政府授予銀紫荊星章榮譽。

Report of the Directors

董事會報告書

SUPPLEMENTARY CORPORATE INFORMATION

(Continued)

(A) Biographical Details of Directors and Senior Management (Continued)

(i) Directors (Continued)

Mr. LUK Koon Hoo, Roger *BBS, JP (Age: 71)*

Mr. Luk, *FHKIB*, has been an independent non-executive Director since September 2010. He also serves as the chairman of the AC and a member of each of the AC, CC and NC. He has over 30 years of comprehensive experience in accounting and financial management. He joined Hang Seng Bank in 1975, became the bank's director and deputy chief executive in 1994 and then became managing director and deputy chief executive of the bank in 1996 until his retirement in May 2005. Mr. Luk is an independent non-executive director of four companies publicly listed in Hong Kong, namely, China Properties Group Limited, Computime Group Limited, Hung Hing Printing Group Limited and Harbour Centre Development Limited. Mr. Luk was formerly an independent non-executive director of Wheelock Properties Limited, formerly a listed public company until it became a wholly-owned subsidiary of Wheelock and Company Limited in July 2010, from February 2008 to July 2010. He also serves as a council member of The Chinese University of Hong Kong. Mr. Luk also served in the past on the Court and Council of Hong Kong Baptist University, the Advisory Committee on New Broad-based Taxes, the Personal Data (Privacy) Advisory Committee, the Central Policy Unit of the Hong Kong Government, the Statistics Advisory Board, the Broadcasting Authority, the Advisory Committee and the Investor Education Advisory Committee of the Securities and Futures Commission, the Barristers Disciplinary Tribunal Panel, the Operations Review Committee of ICAC and the Town Planning Board. He was an appointed member of the Hong Kong Legislative Council from 1992 to 1995, and also a member of the first Election Committee of the Legislative Council.

Mr. Luk graduated with a Bachelor of Social Sciences Degree in Statistics from The University of Hong Kong and also holds a Master of Business Administration Degree granted by The Chinese University of Hong Kong. He is a fellow of The Hong Kong Institute of Bankers. He is also a Non-official Justice of the Peace and was awarded the honour of Bronze Bauhinia Star in 2004 in recognition of his contributions to public services.

公司補充資料(續)

(A) 董事及高級管理層之簡介(續)

(i) 董事(續)

陸觀豪先生 *BBS, JP (71歲)*

陸先生 *FHKIB* 自二零一零年九月起出任獨立非執行董事，亦擔任審核委員會主席兼成員及審核委員會、薪酬委員會和提名委員會成員。他於會計及財務管理方面擁有超過三十年豐富經驗。他於一九七五年加入恒生銀行，於一九九四年成為該銀行的董事及副行政總裁，其後於一九九六年出任常務董事兼副行政總裁，直至二零零五年五月退休。陸先生目前為四間香港公眾上市公司的獨立非執行董事，該四間公司分別為China Properties Group Limited、金寶通集團有限公司、鴻興印刷集團有限公司及海港企業有限公司。陸先生曾於二零零八年二月至二零一零年七月期間出任會德豐地產有限公司(其於二零一零年七月成為會德豐的全資附屬公司之前乃一間公眾上市公司)的獨立非執行董事。他現時亦擔任香港中文大學校董會成員。陸先生過去曾任香港浸會大學諮議會及校董會、稅基廣闊的新稅項事宜諮詢委員會、個人資料(私隱)諮詢委員會、香港政府中央政策組、統計諮詢委員會、廣播事務管理局、證券及期貨事務監察委員會的諮詢委員會和投資者教育諮詢委員會、大律師紀律審裁團、廉政公署審查貪污舉報諮詢委員會及城市規劃委員會之成員。他於一九九二年至一九九五年獲委任為香港立法局議員，亦為特區第一屆立法會選舉委員會成員。

陸先生畢業於香港大學，取得社會科學學士學位(主修統計學)，並持有香港中文大學頒授的工商管理碩士學位。彼為香港銀行學會資深會員。陸先生現為非官守太平紳士，並於二零零四年獲頒授銅紫荊星章，以嘉許他在公共事務方面作出的貢獻。

Report of the Directors

董事會報告書

SUPPLEMENTARY CORPORATE INFORMATION

(Continued)

(A) Biographical Details of Directors and Senior Management (Continued)

(i) Directors (Continued)

Mr. TANG Sing Ming Sherman (Age: 66)

Mr. Tang has been appointed an independent non-executive Director since January 2014. He is also a member of the AC. He holds a Master degree in Electrical Engineering and a degree of Doctor in Medicine from the University of Southern California, the United States of America. Mr. Tang is a seasoned entrepreneur in the hospitality industry and has over 20 years of experience in investment and operation of restaurants, cafes and bars. He is the founder and owner of the Epicurean Group and also served as the chairman and chief executive officer of Epicurean and Company, Limited (now known as StarGlory Holdings Company Limited), a listed public company in Hong Kong, until his resignation in November 2016.

Mr. Tang is the brother of the sister-in-law of Tan Sri Dato' David Chiu, a non-executive Director, and the brother of the aunt of Mr. Andrew Wah Wai Chiu, a non-executive Director.

公司補充資料(續)

(A) 董事及高級管理層之簡介(續)

(i) 董事(續)

湯聖明先生(66歲)

湯先生自二零一四年一月起獲委任為獨立非執行董事。彼亦為審核委員會成員。他持有美國南加州大學電機工程學碩士學位及醫學博士學位。湯先生是餐飲業界的資深企業家，於投資及管理餐廳、咖啡館及酒吧方面有逾二十年經驗。他創立並擁有惟膳集團，曾任香港上市公眾公司惟膳有限公司(現稱榮暉控股有限公司)的主席兼行政總裁，已於二零一六年十一月辭任。

湯先生為非執行董事丹斯里拿督邱達昌之嫂子之弟，並為非執行董事邱華璋先生之伯娘之弟。

Report of the Directors

董事會報告書

SUPPLEMENTARY CORPORATE INFORMATION

(Continued)

(A) Biographical Details of Directors and Senior Management (Continued)

(ii) Senior Management

Mr. WONG See Yuen, *Chief Executive Officer (Age: 48)*

Mr. Wong joined the Group in September 2021 and was appointed as the chief executive officer of the Company in March 2022. He is responsible for the general operations of the Group. He is also a director of certain subsidiaries of the Company.

Prior to joining the Group, Mr. Wong co-founded Dory Network Technology Limited, a social enterprise focusing on using design and technology to create impact globally, in August 2019. Its products include Me2you app that facilitates idle items sharing and newgig.me, a platform helping people find their next fulfilling move or career. Me2you has won the prestigious Singapore Good Design Mark in three categories in 2021.

From September 2018 to August 2019, he used to be a director of strategic business development for Swire Coca-Cola Ltd, where he charted strategy for vending, smart retail, digital partnership and customer engagement portal for China.

公司補充資料(續)

(A) 董事及高級管理層之簡介(續)

(ii) 高級管理層

黃思遠先生，*行政總裁(48歲)*

黃先生於二零二一年九月加入本集團，並於二零二二年三月獲委任為本公司行政總裁。彼負責本集團的整體營運。彼亦為本公司若干附屬公司的董事。

加入本集團前，黃先生於二零一九年八月與其他創辦人共同創辦多莉網絡科技有限公司，該公司為專門利用設計及技術在全球創造影響力的社會企業。其產品包括促成閒置物品分享的Me2you應用程式，及幫助人們物色下一個充實的行動或職業的平台newgig.me。Me2you於二零二一年在著名的新加坡好設計標誌獎的三個類別贏得殊榮。

自二零一八年九月至二零一九年八月，彼曾任太古可口可樂有限公司的商務發展戰略總監，為中國的自動售賣機、智慧零售、科技夥伴合作及客戶平台發展制定策略。

Report of the Directors

董事會報告書

SUPPLEMENTARY CORPORATE INFORMATION

(Continued)

(A) Biographical Details of Directors and Senior Management (Continued)

(ii) Senior Management (Continued)

From July 2011 to August 2018, Mr. Wong had a successful run as the chief executive officer of Asia Miles Limited. He was responsible for managing and growing the Asia's leading travel and lifestyle rewards programme of over 11 million members and more than 700 business partners worldwide. He joined Cathay Pacific Airways as a management trainee in 1998 and has been with the airline group in various management positions living and working in Hong Kong, the United States of America, Singapore, Japan and Vietnam.

Mr. Wong is an ardent advocate of design thinking, a collaborative and customer-focused problem-solving methodology. He takes special interest in a stakeholder-centric approach that combines innovation, customer insights and technology to drive corporate value creation.

Mr. Wong is a sought-after speaker delivering presentations globally on the value of design thinking and innovation, customer loyalty, customer relationship management & digital transformation. Mr. Wong is also the founder and lead curator of Design Thinking in Action, an innovative non-profit community that brings together thought leaders, educators and practitioners to share, learn and grow together in the field of human-centred design since 2016.

Mr. Wong has been a Sloan Fellow of the Stanford Graduate School of Business with the Degree of Master of Science in Management and obtained a certificate in Public Management and Social Innovation. Mr. Wong also obtained the Degree of Bachelor of Arts in Marketing from Michigan State University, and completed the IESE & INSEAD Executive Education Programme in Spain, France and Singapore.

公司補充資料(續)

(A) 董事及高級管理層之簡介(續)

(ii) 高級管理層(續)

自二零一一年七月至二零一八年八月，黃先生曾任亞洲萬里通有限公司的行政總裁，並取得成功。彼負責管理及發展亞洲領先的旅遊及消閒獎勵計劃，擁有超過一千一百萬名會員及全球逾七百個商業夥伴。彼於一九九八年加入國泰航空任職見習行政人員，並在該航空集團擔任多個管理職位，曾於香港、美國、新加坡、日本及越南居住及工作。

黃先生積極提倡「設計思維」(design thinking)，此乃以持份者為中心的解決問題方法論。彼對以利益相關者為中心的方法特別感興趣，該思維模式糅合創意、顧客識見及科技，為企業創造價值。

黃先生是一位受歡迎的演講者，在全球就設計思維與創新、客戶忠誠度、客戶關係管理及數碼化轉型的價值進行演講。黃先生亦為Design Thinking in Action的創辦人及策展人，其為一個創新的非牟利性社區，自二零一六年以來讓思想領袖、教育家及從業員聚首一堂，在以人為本的設計領域中分享、學習及共同成長。

黃先生取得美國史丹福大學商學院Sloan Fellow名銜，並獲頒發管理學碩士學位，並取得公共管理及社會創新證書。黃先生亦取得密芝根州立大學文學學士(市場學)學位，並在西班牙、法國及新加坡完成IESE商學院及歐洲工商管理學院(INSEAD)財務及綜合管理行政人員培訓計劃。

Report of the Directors

董事會報告書

SUPPLEMENTARY CORPORATE INFORMATION

(Continued)

(A) Biographical Details of Directors and Senior Management (Continued)

(ii) Senior Management (Continued)

He is currently the deputy chairman of the board of directors of Ocean Park Corporation, a mentor for Cyberport Mentorship Services and a member of the Social Enterprise Advisory Committee for the Government of the Hong Kong Special Administrative Region of the People's Republic of China. He is also currently a licensed football coach under the Asian Football Confederation.

Mr. KWOK Chi Kin, *Chief Financial Officer and Company Secretary (Age: 46)*

Mr. Kwok joined the Group in September 2017 and he is the Chief Financial Officer and the Company Secretary of the Company. He is also the Authorised Representative. He is responsible for the accounting and financial management, company secretarial matters and corporate governance functions of the Group. Mr. Kwok obtained his Bachelor of Business Administration in Finance with First Class Honours from The Hong Kong University of Science and Technology. He is a fellow of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, a Chartered Secretary, a Chartered Governance Professional and an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. He has over 20 years of experience in auditing, accounting and financial management, company secretarial practice, and corporate governance. Prior to joining the Group, he worked for an international accounting firm and was the chief financial officer and the company secretary of International Entertainment Corporation, a company listed on the Main Board of the Stock Exchange, from May 2004 to June 2017.

公司補充資料(續)

(A) 董事及高級管理層之簡介(續)

(ii) 高級管理層(續)

彼現為海洋公園公司董事會副主席、數碼港導師服務的導師及中華人民共和國香港特別行政區政府社會企業諮詢委員會成員。彼目前亦為亞洲足球協會的持牌足球教練。

郭子健先生，*財務總裁及公司秘書(46歲)*

郭先生於二零一七年九月加入本集團，現為本公司之財務總裁兼公司秘書。彼亦為授權代表。彼負責本集團之會計及財務管理、公司秘書事務以及企業管治職能。郭先生於香港科技大學取得工商管理學士(財務學)學位(甲等榮譽)。彼為香港會計師公會和英國特許公認會計師公會之資深會員，亦為特許秘書、公司治理師，以及香港公司治理公會及特許公司治理公會的會員。彼於審核、會計及財務管理、公司秘書實踐以及企業管治方面具備逾二十年經驗。於加入本集團前，彼曾於一間國際會計師行任職並於二零零四年五月至二零一七年六月擔任國際娛樂有限公司(於聯交所主板上市的公司)之財務總監兼公司秘書。

Independent Auditor's Report

獨立核數師報告書



To the members of i-CABLE Communications Limited
(incorporated in Hong Kong with limited liability)

OPINION

What we have audited

The consolidated financial statements of i-CABLE Communications Limited (the "Company"), its subsidiaries and its consolidated structured entities (the "Group"), which are set out on pages 154 to 262, comprise:

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

Our opinion

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

羅兵咸永道

致有線寬頻通訊有限公司股東
(於香港註冊成立的有限公司)

意見

我們已審計的內容

有線寬頻通訊有限公司(以下簡稱「貴公司」)及其附屬公司及綜合結構性實體(以下統稱「貴集團」)列載於第154頁至第262頁的綜合財務報表，包括：

- 於二零二二年十二月三十一日的綜合財務狀況表；
- 截至該日止年度的綜合損益表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策及其他解釋信息。

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零二二年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》妥為擬備。

Independent Auditor's Report

獨立核數師報告書

BASIS FOR OPINION

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

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

Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

Key audit matters identified in our audit are summarised as follows:

- Going concern assessment
- Impairment assessment of property, plant & equipment ("PP&E"), right-of-use assets, programming library and other related intangible assets
- Assessment of the recoverability of recognised deferred tax assets

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表之責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 持續經營評估
- 物業、廠房及設備(「物業、廠房及設備」)、使用權資產、備用節目及其他相關無形資產的減值評估
- 評估已確認遞延稅項資產的可收回性

Independent Auditor's Report

獨立核數師報告書

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

Going concern assessment

持續經營評估

Refer to Note 2 to the consolidated financial statements.

請參閱綜合財務報表附註2。

As at 31 December 2022, the Group had net current liabilities of HK\$489 million and total deficit of HK\$740 million and during the year ended 31 December 2022, the Group recorded a net loss of HK\$886 million and total operating cash outflows amounted to HK\$89 million. Included in its current liabilities as at 31 December 2022 was an interest-bearing bank borrowing of HK\$295 million which was immediately repayable on demand and subject to review at any time and in any event not less than annually. Hong Kong Cable Television Limited, an indirect wholly-owned subsidiary of the Company, submitted an application for the termination of the domestic pay television programme service licence ("Pay TV Licence") to the Government of the Hong Kong Special Administrative Region, which was approved on 14 February 2023. The termination of the licence will become effective from 1 June 2023.

於二零二二年十二月三十一日，貴集團有流動負債淨額489,000,000港元及總虧絀740,000,000港元，而於截至二零二二年十二月三十一日止年度，貴集團錄得淨虧損886,000,000港元及經營現金流出總額89,000,000港元。於二零二二年十二月三十一日，流動負債包括帶息銀行貸款295,000,000港元，有關款項須按要求即時償還，且須隨時及無論如何不少於一年接受審查。貴公司間接全資附屬公司香港有線電視有限公司已向香港特別行政區政府申請終止本地收費電視節目服務牌照（「收費電視牌照」），該申請已於二零二三年二月十四日獲批准。該牌照將自二零二三年六月一日起終止。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Our audit procedures to assess this key audit matter included the following:

我們評估該關鍵審計事項的審計程序包括以下各項：

- Understanding management's processes in relation to the preparation of cash flow forecast and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and the judgement involved in preparing the cash flow forecast for the purpose of going concern assessment;
- 了解管理層有關編製現金流量預測的程序，透過考慮估計不確定性的程度及就持續經營評估編製現金流量預測所涉及的判斷，評估重大錯誤陳述的固有風險；
- Discussing with management to understand the key assumptions used in the cash flow forecast and their future operation plans in the Forecast Period;
- 與管理層討論以了解預測期間現金流量預測所用的主要假設及其未來經營計劃；

Independent Auditor's Report

獨立核數師報告書

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

These events casted doubt on the Group's ability to continue as a going concern. As part of the going concern assessment, the directors reviewed the Group's cash flow forecast prepared by management which covered for a period of twelve months from 31 December 2022 ("Forecast Period") and have taken into account certain plans and measures as set out in note 2 of the consolidated financial statements and considered that it is appropriate to prepare the consolidated financial statements on a going concern basis.

該等事件引發對 貴集團是否有能力持續經營的疑慮。作為持續經營評估的一部分，董事已審閱管理層所編製涵蓋自二零二二年十二月三十一日起計十二個月期間(「預測期間」)的 貴集團現金流量預測，並已考慮綜合財務報表附註2所載的若干計劃及措施，並認為按持續經營基準編製綜合財務報表屬適當。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- Challenging the reasonableness of the key assumptions adopted by management, including the revenue growth rate, estimated operating expenses by considering the historical trend, current business plans and approved budget;
- 透過考慮歷史趨勢、當前經營計劃及獲批預算，質疑管理層所採用主要假設(包括收益增長率、估計經營開支)的合理性；
- Enquiring management of the availability of financing facilities, other recourse to financing and the proposed fundraising activities and corroborating with relevant supporting information, including agreements and deeds of undertaking of financial support;
- 向管理層查詢可用融資、其他融資途徑及建議集資活動，並以相關支持資料作為佐證，包括協議及財務支持承諾契據；

Independent Auditor's Report

獨立核數師報告書

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

As management's assessment of the going concern basis used in the preparation of consolidated financial statements involves significant management's judgements and assumptions, this matter is considered as a key audit matter.

由於管理層對編製綜合財務報表所使用持續經營基準的評估涉及重大管理層判斷及假設，該事項被視為關鍵審計事項。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- Evaluating the financial capability of Forever Top (Asia) Limited (a substantial shareholder holding 43.2% shareholding of the Company) and its beneficial shareholders to provide financial support to the Group based on relevant supporting evidence;
- 根據相關支持憑證，評估永升(亞洲)有限公司(持有 貴公司43.2%股權的主要股東)及其實益股東向 貴集團提供財務支持的財務能力；
- Evaluating management's sensitivity analyses around the key assumptions in the cash flow forecast to consider the downside effect of such changes; and
- 評估管理層對現金流量預測主要假設的敏感度分析，以考慮該等變動的下行影響；及
- Evaluating the appropriateness of the disclosures relating to the going concern basis of preparation included in the consolidated financial statements.
- 評估綜合財務報表所載有關持續經營編製基準的披露是否適當。

Based on our work, we found that the key management's judgement and assumptions used in management's going concern assessment were supported by the available evidence. 根據我們的工作，我們發現管理層在持續經營評估中使用的關鍵管理層判斷及假設獲得證據支持。

Independent Auditor's Report

獨立核數師報告書

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

Impairment assessment of PP&E, right-of-use assets, programming library and other related intangible assets

物業、廠房及設備、使用權資產、備用節目及其他相關無形資產的減值評估

Refer to Notes 4(b), 13, 14, 15 and 16 to the consolidated financial statements.

請參閱綜合財務報表附註4(b)、13、14、15及16。

The Group held various PP&E, right-of-use assets, programming library and other related intangible assets amounting to HK\$481 million (net of impairment) as at 31 December 2022. The Group recorded a total impairment loss of HK\$234 million for the year ended 31 December 2022, according to the impairment assessment for these assets.

於二零二二年十二月三十一日，貴集團持有多項物業、廠房及設備、使用權資產、備用節目及其他相關無形資產，金額為481,000,000港元(扣除減值)。根據該等資產的減值評估，貴集團於截至二零二二年十二月三十一日止年度錄得減值虧損總額234,000,000港元。

Management conducts impairment assessments on these assets if events or changes in circumstances indicate a potential impairment. The impairment assessment is based on the recoverable amounts of the relevant cash-generating unit ("CGU") to which these assets are allocated.

倘有事件或情況變動顯示可能出現減值，管理層會對該等資產進行減值評估。減值評估乃基於該等資產獲分配的相關現金產生單位(「現金產生單位」)的可收回金額。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Our audit procedures to assess this key audit matter included the following:

我們評估該關鍵審計事項的審計程序包括以下各項：

- Understanding management's processes in relation to the preparation of impairment assessment and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and the judgement on key assumptions used in preparing the cash flow forecast for the purpose of impairment;
- 了解管理層對編製減值評估的程序，並透過考慮就減值評估編製現金流量預測所涉及估計不確定性程度以及所用主要假設的判斷，評估重大錯誤陳述的固有風險；
- Discussing with the independent external valuer to understand the valuation approach, methodology and key assumptions used;
- 與獨立外部估值師進行討論，以了解所用估值方法、手段及主要假設；
- Evaluating the outcome of prior period assessment of management's forecast to assess the effectiveness of management's estimation process;
- 評估管理層預測的過往期間評估結果，以評估管理層估計過程的有效性；
- Assessing the valuation methodology and the reasonableness of key assumptions, including discount rates and long term growth rate, by comparing the industry comparables, with the involvement of our internal valuation experts;
- 透過比較行業，評估估值方法及主要假設(包括貼現率及長期增長率)的合理性，內部估值專家亦參與其中；

Independent Auditor's Report

獨立核數師報告書

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

Management determined the recoverable amounts with the assistance of an independent external valuer, where appropriate. The recoverable amounts were determined based on the higher of its value in use and fair value less costs of disposal. The determination of CGU and recoverable amounts involves significant judgment and the estimation or forecast of cash flows of the relevant CGU based on certain key assumptions.

管理層在獨立外部估值師的協助下(倘適用)釐定可收回金額。可收回金額乃根據其使用價值與公允價值減出售成本之較高者釐定。釐定現金產生單位及可收回金額涉及重大判斷及根據若干主要假設估計或預測相關現金產生單位的現金流量。

Significant management's judgement and assumptions were involved in the impairment assessment, including forecast revenue, forecast operating costs, long term growth rate and discount rate, and hence we considered this is a key audit matter.

減值評估涉及重大管理層判斷及假設，包括預測收益、預測營運成本、長期增長率及貼現率，因此，我們認為此為關鍵審計事項。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- Assessing the reasonableness of CGU determination based on our understanding of the Group's business and assessing the reasonableness of forecast revenue and operating costs by considering the Group's business development plans, approved budget and our knowledge of the industry and the Group;
- 根據我們對 貴集團業務的了解，評估現金產生單位釐定的合理性，並透過考慮 貴集團的業務發展計劃、獲批預算及我們對行業及 貴集團的知識，評估預測收益及營運成本的合理性；
- Checking data input in the discounted cash flow forecasts to supporting evidence;
- 將貼現現金流量預測中的輸入數據與支持證據進行核對；
- Evaluating management's sensitivity of a reasonably possible change in the key assumptions adopted in the discounted cash flow calculation to the recoverable amounts of the CGU; and
- 評估管理層對貼現現金流量計算中所採用主要假設的合理可能變動對現金產生單位可收回金額的敏感度；及
- Assessing the adequacy of the disclosures relating to the impairment assessment in the context of applicable financial reporting standards.
- 根據適用財務報告準則評估有關減值評估的披露是否充足。

Based on our work, we found that the management's judgment and assumptions adopted in the impairment assessment were supported by the available evidence.

根據我們的工作，我們發現管理層在減值評估中採用的判斷及假設獲得證據支持。

Independent Auditor's Report

獨立核數師報告書

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

Assessment of the recoverability of recognised deferred tax assets

評估已確認遞延稅項資產的可收回性

Refer to Notes 4(a) and 26(b) to the consolidated financial statements.

請參閱綜合財務報表附註4(a)及26(b)。

As at 31 December 2022, the Group had recognised net deferred tax assets of HK\$102 million which was after a write-down of HK\$176 million, for which deferred tax assets of HK\$152 million related to the future benefit of unutilised tax losses without expiry date. For the year ended 31 December 2022, the Group incurred a consolidated loss before taxation of HK\$698 million which may indicate that the recognised deferred tax assets may not be recoverable, in whole or in part.

於二零二二年十二月三十一日，貴集團已確認遞延稅項資產淨值102,000,000港元（經扣除撇減176,000,000港元），其中遞延稅項資產152,000,000港元與未扣減稅項虧損的未來利益有關，且並無到期日。截至二零二二年十二月三十一日止年度，貴集團產生除稅前綜合虧損698,000,000港元，顯示已確認遞延稅項資產可能無法全部或部分收回。

According to the recoverability assessment of deferred tax assets, a write down of deferred tax assets of HK\$176 million was charged to the consolidated statement of profit or loss for the year ended 31 December 2022.

根據遞延稅項資產可收回性評估，為數176,000,000港元的遞延稅項資產的撇減已於截至二零二二年十二月三十一日止年度的綜合損益表扣除。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Our audit procedures to assess this key audit matter included the following:

我們評估該關鍵審計事項的審計程序包括以下各項：

- Understanding management's processes in relation to the preparation of the assessment of the recoverability of deferred tax assets and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and the judgement involved in estimating the forecasts of the profit or loss and future taxable profits of the relevant entities with the deferred tax assets;
- 了解管理層有關編製遞延稅項資產可收回性評估的程序，並透過考慮估計不確定性的程度及估計遞延稅項資產相關實體的損益及未來應課稅溢利預測所涉及的判斷，評估重大錯誤陳述的固有風險；
- Assessing management's key assumptions in the forecasts of the probable future taxable profits of the relevant entities and the periods over which management expects the tax losses to be utilised by the entities and evaluating the historical profitability, future profitability and loss utilisation trends for the relevant entities;
- 評估管理層於預測相關實體的可能未來應課稅溢利及管理層預期實體將扣減稅項虧損的期間的主要假設，並評估相關實體的過往盈利能力、未來盈利能力及虧損扣減趨勢；

Independent Auditor's Report

獨立核數師報告書

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

With a history of recent losses, management recognises deferred tax assets in respect of the future benefit of unutilised tax losses for individual entities, to the extent that those entities have sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profits will be available against which the tax losses can be utilised by those entities.

由於近期出現虧損，管理層就個別實體的未扣減稅項虧損的未來利益確認遞延稅項資產，惟以該等實體有足夠應課稅暫時差額或有其他明確證據顯示將有足夠應課稅溢利可用於抵銷該等實體的稅項虧損為限。

The determination of the recoverability of deferred tax assets requires significant management's judgement in estimating and evaluating the likelihood of future taxable profits (including forecast revenue and forecast expenses) and the timing of utilisation of the tax losses. This is a key audit matter because of the inherent uncertainties involved in forecasting future taxable profits.

釐定遞延稅項資產的可收回性涉及重大管理層判斷，以估計及評估產生未來應課稅溢利(包括預測收益及預測開支)的可能性及扣減稅項虧損的時間。由於預測未來應課稅溢利涉及固有不确定因素，故此為關鍵審計事項。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- Evaluating management's sensitivity of a reasonably possible change in the key assumptions adopted in the forecasts to the recoverable amount of deferred tax assets; and
- 評估管理層對遞延稅項資產可收回金額的預測所採用主要假設的合理可能變動之敏感度；及
- Assessing the adequacy of the disclosures relating to the deferred tax assets in the context of applicable financial reporting standards.
- 根據適用財務報告準則評估有關遞延稅項資產的披露是否充足。

Based on our work, we found that the significant judgement and estimates applied in the assessment of recoverability of the recognised deferred tax assets was supported by the available evidence.

根據我們的工作，我們發現評估已確認遞延稅項資產的可收回性所應用的重大判斷及估計獲得證據支持。

Independent Auditor's Report

獨立核數師報告書

OTHER INFORMATION

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

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

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

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

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他信息

貴公司董事須對其他信息負責。其他信息包括刊載於年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行其監督 貴集團的財務報告過程的責任。

Independent Auditor's Report

獨立核數師報告書

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment 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.

核數師就該審計綜合財務報表的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們是按照香港《公司條例》第405條，向閣下（作為整體）報告我們的意見。除此以外，本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告書

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

(Continued)

- 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 safeguard applied.

核數師就該審計綜合財務報表的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，用以消除對獨立性產生威脅的行動或採取的防範措施。

Independent Auditor's Report

獨立核數師報告書

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

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 Chan Ka Yee.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 27 March 2023

核數師就該審計綜合財務報表的責任(續)

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人為陳嘉怡。

羅兵咸永道會計師事務所
執業會計師

香港，二零二三年三月二十七日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Note 附註		
Revenue	收入	6,7	895,199	989,197
Cost of services	服務成本			
— Programming costs	— 節目製作成本		(594,504)	(583,057)
— Network expenses	— 網絡費用		(386,841)	(292,870)
— Cost of sales	— 銷售成本		(155,448)	(149,638)
Selling, general and administrative and other operating expenses	銷售、一般、行政及其他經營費用		(346,591)	(272,261)
Loss from operations	經營虧損		(588,185)	(308,629)
Interest income	利息收入		1,111	1,177
Finance costs	融資費用		(55,561)	(46,307)
Non-operating (expenses)/income, net	非經營(開支)/收入淨額		(55,456)	1,544
Loss before taxation	除稅前虧損	8	(698,091)	(352,215)
Income tax	入息稅項	9(a)	(187,627)	(11,437)
Loss for the year	年內虧損		(885,718)	(363,652)
Attributable to:	應佔：			
Equity shareholders of the Company	本公司權益股東		(885,718)	(363,652)
Loss per share	每股虧損			
Basic	基本	12	(12.4) HK cents 港仙	(5.1) HK cents 港仙
Diluted	攤薄後	12	(12.4) HK cents 港仙	(5.1) HK cents 港仙

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loss for the year	年內虧損	(885,718)	(363,652)
Other comprehensive income for the year	年內其他全面收益		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目：</i>		
Currency translation difference	貨幣折算差額	100	(36)
Total comprehensive income for the year	年內全面收益總額	(885,618)	(363,688)
Attributable to:	應佔：		
Equity shareholders of the Company	本公司權益股東	(885,618)	(363,688)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2022
於二零二二年十二月三十一日

			2022	2021
		Note	二零二二年	二零二一年
		附註	HK\$'000	HK\$'000
			千港元	千港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	457,567	650,140
Right-of-use assets	使用權資產	14	9,655	74,231
Programming library	備用節目	15	11,075	67,991
Other intangible assets	其他無形資產	16	2,661	11,863
Contract acquisition costs	合約收購成本		3,683	5,383
Deferred tax assets	遞延稅項資產	26(b)	102,144	289,501
Deposits, prepayments and other receivables	按金、預付賬款及其他應收款		34,132	35,996
			620,917	1,135,105
Current assets	流動資產			
Inventories	存貨	18	6,473	6,863
Trade receivables and contract assets	應收營業賬款及合約資產	19	106,219	108,031
Deposits, prepayments and other receivables	按金、預付賬款及其他應收款		41,565	48,207
Contract acquisition costs	合約收購成本		6,102	10,938
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	20	40,081	95,736
Restricted bank balances	受限制銀行結餘	21	16,550	10,550
Cash and bank balances	現金及銀行結餘	21	41,587	70,162
			258,577	350,487
Total assets	總資產		879,494	1,485,592
EQUITY	權益			
Capital and reserves	資本及儲備			
Share capital	股本	25(c)	7,928,975	7,928,975
Reserves	儲備		(8,668,504)	(7,782,886)
Total (deficit)/equity	總(虧絀)/權益		(739,529)	146,089

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2022
於二零二二年十二月三十一日

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Note 附註		
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	24	546,040	521,929
Interest-bearing borrowings	帶息貸款	23	296,035	–
Lease liabilities	租賃負債	14	7,820	36,192
Other non-current liabilities	其他非流動負債		21,373	21,373
			871,268	579,494
Current liabilities	流動負債			
Trade payables	應付營業賬款	22	50,278	57,613
Accrued expenses and other payables	預提費用及其他應付款	22	247,316	253,172
Receipts in advance and customers' deposits	預收賬款及客戶按金	22	117,811	115,213
Interest-bearing borrowings	帶息貸款	23	295,000	295,000
Lease liabilities	租賃負債	14	37,258	38,930
Current tax liabilities	當期稅項負債	26(a)	92	81
			747,755	760,009
Total liabilities	總負債		1,619,023	1,339,503
Total equity and liabilities	總權益及負債		879,494	1,485,592

The notes on pages 162 to 262 form part of these consolidated financial statements.

第162至262頁之附註為本綜合財務報表的組成部分。

Approved and authorised for issue by the Board of Directors on 27 March 2023.

經董事會於二零二三年三月二十七日通過及獲授權公佈。

Dr. CHENG Kar-Shun, Henry

鄭家純博士

Director

董事

Mr. TSANG On Yip, Patrick

曾安業先生

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		Attributable to equity shareholders of the Company 本公司權益股東應佔部分							
		Share capital	Capital reserve	Exchange reserve	Accumulated losses	Share option reserve	Equity component of convertible bonds	Total reserves	Total equity/(deficit)
		股本	資本儲備	外匯儲備	累計虧損	購股權儲備	可換股債券權益部分	儲備總額	總權益／(虧絀)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 January 2022	於二零二二年一月一日之結餘	7,928,975	13,985	3,028	(8,186,258)	17,468	368,891	(7,782,886)	146,089
Loss for the year	年內虧損	-	-	-	(885,718)	-	-	(885,718)	(885,718)
Other comprehensive income	其他全面收益	-	-	100	-	-	-	100	100
Total comprehensive income for the year	年內全面收益總額	-	-	100	(885,718)	-	-	(885,618)	(885,618)
Transactions with owners	與擁有人之交易								
Transfer of reserve upon lapse of share option	購股權失效時轉撥儲備	-	-	-	17,468	(17,468)	-	-	-
Total transactions with owners	與擁有人之交易總額	-	-	-	17,468	(17,468)	-	-	-
Balance at 31 December 2022	於二零二二年十二月三十一日之結餘	7,928,975	13,985	3,128	(9,054,508)	-	368,891	(8,668,504)	(739,529)

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		Attributable to equity shareholders of the Company 本公司權益股東應佔部分							
		Share capital	Capital reserve	Exchange reserve	Accumulated losses	Share option reserve	Equity component of convertible bonds	Total reserves	Total equity
		股本	資本儲備	外匯儲備	累計虧損	購股權儲備	可換股債券權益部分	儲備總額	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 January 2021	於二零二一年一月一日之結餘	7,928,975	13,985	3,064	(7,822,606)	17,468	224,281	(7,563,808)	365,167
Loss for the year	年內虧損	-	-	-	(363,652)	-	-	(363,652)	(363,652)
Other comprehensive income	其他全面收益	-	-	(36)	-	-	-	(36)	(36)
Total comprehensive income for the year	年內全面收益總額	-	-	(36)	(363,652)	-	-	(363,688)	(363,688)
Transactions with owners	與擁有人之交易								
Issue of convertible bonds	發行可換股債券	-	-	-	-	-	145,809	145,809	145,809
Transactions costs incurred in respect of convertible bonds	可換股債券產生的交易成本	-	-	-	-	-	(1,199)	(1,199)	(1,199)
Total transactions with owners	與擁有人之交易總額	-	-	-	-	-	144,610	144,610	144,610
Balance at 31 December 2021	於二零二一年十二月三十一日之結餘	7,928,975	13,985	3,028	(8,186,258)	17,468	368,891	(7,782,886)	146,089

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash flows from operating activities	經營活動產生的現金流		
Loss before taxation	除稅前虧損	(698,091)	(352,215)
Adjustments for:	調整：		
Finance costs	融資費用	55,561	46,307
Interest income	利息收入	(1,111)	(1,177)
Depreciation	折舊	207,344	214,992
Amortisation of programming library	備用節目攤銷	48,228	50,684
Amortisation of other intangible assets	其他無形資產攤銷	4,064	4,040
Amortisation of contract acquisition costs	合約收購成本攤銷	13,672	16,057
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損	138,884	–
Impairment losses on right-of-use assets	使用權資產減值虧損	34,382	–
Impairment losses on programming library	備用節目減值虧損	55,924	–
Impairment losses on other intangible assets	其他無形資產減值虧損	5,138	–
Impairment losses on contract acquisition costs	合約收購成本減值虧損	6,526	–
Net (gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之 (收益)/虧損淨額	(96)	136
Loss on redemption of financial assets at fair value through profit or loss	贖回按公允價值計入損益的 金融資產的虧損	–	70
Fair value losses/(net fair value gains) on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產的 公允價值虧損/(公允價值收益淨額)	55,655	(1,602)
Net loss allowance/(reversal of loss allowance) on trade receivables	應收營業賬款的虧損撥備/ (虧損撥備撥回)淨額	7,087	(3,930)
Write down of inventories	存貨撇減	1,692	1,316
Gain on modification of lease contracts	修訂租賃合約之收益	(13)	(148)
Operating loss before changes in working capital	未計入營運資金變動前經營虧損	(65,154)	(25,470)
(Increase)/decrease in inventories	存貨(增加)/減少	(1,302)	1,801
(Increase)/decrease in trade receivables and contract assets	應收營業賬款及合約資產 (增加)/減少	(5,275)	8,198
Decrease in deposits, prepayments and other receivables	按金、預付賬款及 其他應收款減少	7,952	9,541
Increase in contract acquisition costs paid	已付合約收購成本增加	(13,662)	(11,685)
Decrease in trade payables	應付營業賬款減少	(7,335)	(11,513)
Decrease in accrued expenses and other payables	預提費用及其他應付款減少	(2,960)	(6,845)
Increase/(decrease) in receipts in advance and customers' deposits	預收賬款及客戶按金 增加/(減少)	2,598	(16,852)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Note 附註	
Cash flows used in operations	經營所用的現金流	(85,138)	(52,825)
Tax paid	已付稅項	(253)	(400)
Interest element of lease payments	租賃付款利息部分	(3,519)	(5,578)
Net cash used in operating activities	經營活動所用的現金淨額	(88,910)	(58,803)
Cash flows from investing activities	投資活動產生的現金流		
Purchase of property, plant and equipment	購買物業、廠房及設備	(114,187)	(107,112)
Additions to programming library	增添備用節目	(48,549)	(48,182)
Additions to other intangible assets	增添其他無形資產	-	(166)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	209	216
Purchase of financial assets at fair value through profit or loss	購買按公允價值計入損益的金融資產	-	(23,943)
Proceeds from redemption of financial assets at fair value through profit or loss	贖回按公允價值計入損益的金融資產所得款項	-	7,800
Interest received	已收利息	1,127	1,308
Net cash used in investing activities	投資活動所用的現金淨額	(161,400)	(170,079)
Cash flows from financing activities	融資活動產生的現金流		
Proceeds from issue of convertible bonds	發行可換股債券所得款項	27	200,000
Transaction costs upon issue of convertible bonds	發行可換股債券時之交易成本	27	(1,645)
Drawdown of interest-bearing borrowings	提取帶息貸款	27	-
Repayment of interest-bearing borrowings	償還帶息貸款	27	-
Increase in restricted bank balances	受限制銀行結餘增加	(6,000)	-
Principal elements of lease payments	租賃付款本金部分	27	(37,376)
Finance costs paid	已付融資費用	(27,121)	(19,476)
Net cash from financing activities	融資活動所得的現金淨額	221,806	141,503
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(28,504)	(87,379)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物	70,162	157,423
Effect of foreign exchange rates changes	外匯匯率變動之影響	(71)	118
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等價物	41,587	70,162

Notes to the Consolidated Financial Statements

綜合財務報表附註

1. GENERAL INFORMATION

i-CABLE Communications Limited (the “Company”) is a limited liability company incorporated in Hong Kong. The address of its registered office in Hong Kong is 7th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, Hong Kong.

The Company has its primary listing on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company, its subsidiaries and consolidated structured entities (together the “Group”) are engaged in television subscription business, domestic free television programme service, advertising, channel carriage, television relay service, programme licensing, theatrical release, other television related businesses, broadband internet access services, portal operation, telephony services, network leasing, network construction, mobile service and mobile agency service as well as other internet access related businesses.

The consolidated financial statements are presented in thousands of Hong Kong dollars (*HK\$’000*), unless otherwise stated.

The consolidated financial statements have been approved by the board (the “Board”) of directors (the “Directors”) of the Company on 27 March 2023.

2. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The consolidated financial statements have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss (“FVTPL”), which are measured at fair value.

The preparation of consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4 below.

1. 一般資料

有線寬頻通訊有限公司(「本公司」)是一家於香港註冊成立的有限公司。其香港註冊辦事處地址為香港荃灣海盛路九號有線電視大樓七樓。

本公司的股份主要在香港聯合交易所有限公司(「聯交所」)上市。

本公司、其附屬公司及綜合結構性實體(統稱「本集團」)經營有關電視用戶服務的訂購、本地免費電視節目服務、廣告、頻道轉播、電視轉播服務、節目特許權、戲院放映、其他電視相關業務、寬頻上網服務、網站訂購、電話服務、網絡租賃、網絡建設、流動通訊服務及流動電話代理服務以及其他上網相關業務。

除另有指明外，綜合財務報表以千港元呈列。

該等綜合財務報表已於二零二三年三月二十七日由本公司董事(「董事」)會(「董事會」)批准。

2. 編製基準

綜合財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)而編製。除按公允價值計入損益(「按公允價值計入損益」)的金融資產按公允價值計量外，該等綜合財務報表乃按歷史成本慣例編製。

編製符合香港財務報告準則的綜合財務報表須運用若干關鍵會計估計。管理層於應用本集團會計政策時亦須作出判斷。涉及高度的判斷或高度複雜性，或涉及對財務報表屬重大的假設及估算之範疇於下文附註4披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. BASIS OF PREPARATION (Continued)

During the year ended 31 December 2022, the Group incurred a net loss of HK\$886 million (2021: HK\$364 million) which included non-cash impairment losses and write-down of certain assets of HK\$417 million. As at 31 December 2022, the Group's current liabilities exceeded its current assets by HK\$489 million (31 December 2021: HK\$410 million) and total deficit amounted to HK\$740 million (31 December 2021: total equity of HK\$146 million). Total operating cash outflows amounted to HK\$89 million (2021: HK\$59 million) and total cash outflow amounted to HK\$29 million during the year (2021: HK\$87 million). Included in the Group's current liabilities was an interest-bearing bank borrowing of HK\$295 million which is immediately repayable on demand and subject to review at any time and in any event not less than annually. Besides the banking facility, the Group has received financing from time to time from Forever Top (Asia) Limited ("Forever Top"), a substantial shareholder holding 43.2% shareholding of the Company, through rights issue and issue of long-term convertible bonds in June 2019 and March 2021 to improve the Group's liquidity. During the year ended 31 December 2022, the controlling shareholder of Forever Top further advanced unsecured 3-year interest-bearing loans totalling in aggregate HK\$300 million to the Group. Subsequently to the year end in January 2023, the controlling shareholder of Forever Top further advanced an unsecured 3-year interest-bearing loan of HK\$80 million to the Group. On 14 February 2023, the Chief Executive in Council approved the termination (the "Licence Termination") of the domestic pay television programme service licence ("Pay TV Licence") of Hong Kong Cable Television Limited, an indirect wholly-owned subsidiary of the Company, with effect from 1 June 2023.

In view of such circumstances, the Directors have given careful consideration of the liquidity requirement for the Group's operations, the performance of the Group and available sources of financing in assessing whether the Group has sufficient financial resources to continue as a going concern. The Directors have reviewed the Group's cash flow forecast prepared by management which covers a period of twelve months from 31 December 2022. The Directors have taken into account the following plans and measures in assessing the sufficiency of working capital requirements in the foreseeable future:

1. The Group's banking facility was recently renewed in mid-March 2023 and the outstanding loan balance of HK\$295 million has been rolled over, which will continue to be subject to the clause of the bank's overriding right to demand repayment;

2. 編製基準(續)

截至二零二二年十二月三十一日止年度，本集團錄得淨虧損886,000,000港元(二零二一年：364,000,000港元)，包括非現金減值虧損及若干資產撇減417,000,000港元。於二零二二年十二月三十一日，本集團的流動負債較其流動資產超過489,000,000港元(二零二一年十二月三十一日：410,000,000港元)及總虧絀為740,000,000港元(二零二一年十二月三十一日：總權益146,000,000港元)。年內經營現金流出總額為89,000,000港元(二零二一年：59,000,000港元)，而現金流出總額為29,000,000港元(二零二一年：87,000,000港元)。本集團的流動負債包括帶息銀行借款295,000,000港元，有關借款須按要求立即償還，並須隨時及無論如何不少於一年接受審查。除銀行融資外，本集團不時獲得永升(亞洲)有限公司(「永升」)(持有本公司43.2%股權的主要股東)融資，方式為供股以及於二零一九年六月及二零二一年三月發行長期可換股債券，以改善本集團的流動性。截至二零二二年十二月三十日止年度，永升的控股股東進一步向本集團墊付合共300,000,000港元之3年期無抵押帶息貸款。於二零二三年一月財政年度結束後，永升的控股股東進一步向本集團墊付為數80,000,000港元之3年期無抵押帶息貸款。於二零二三年二月十四日，行政長官會同行政會議批准自二零二三年六月一日起終止(「終止牌照」)本公司間接全資附屬公司香港有線電視有限公司的本地收費電視節目服務牌照(「收費電視牌照」)。

鑑於有關情況，董事在評估本集團是否有足夠財務資源持續經營時，已仔細考慮本集團營運的流動資金需求、本集團的表現及可用融資來源。董事已審閱由管理層編製的本集團現金流量預測，其涵蓋自二零二二年十二月三十一日起計十二個月期間。董事在評估於可預見未來的營運資金需求是否充足時已考慮以下計劃及措施：

1. 本集團的銀行融資最近於二零二三年三月中旬更新，未償還貸款結餘295,000,000港元已獲重續，並將繼續受銀行要求優先還款的權力之條款所規限；

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. BASIS OF PREPARATION (Continued)

- Following the approval to terminate the Pay TV Licence, Hong Kong Cable Television Limited remains bound by the terms and conditions of the Pay TV Licence until the Licence Termination with effect from 1 June 2023, and thereafter the Group will continue to provide free television programme services and other businesses as usual, including broadband telecommunications services, telephony services, network construction and mobile services. The Group will continue with its strategic transformation plan to enhance the Group's business performance; enrichment of contents; cooperation with other partners and cost savings initiatives; and
- Forever Top has entered into an irrevocable deed of undertaking for a period of twelve months from 31 December 2022 to provide financial support to the Group, up to a cap with reference to the latest funding requirement based on the 12-month cash flow forecast as approved by the board of directors of the Company, as and when necessary up to 31 December 2023. In turn, Forever Top has received back to back financial support undertakings from its beneficial shareholders.

Notwithstanding the above, whether the Group is able to achieve its plans and measures as described above, which incorporate assumptions about future events and conditions are subject to inherent uncertainties. In particular, whether the Group will be able to continue as a going concern would depend upon the continuous availability of existing banking facility, the successful implementation of cost saving initiatives and enhancement of business performance, and from time to time as and when is necessary, the financial support from Forever Top as backed by the beneficial shareholders of Forever Top.

The Directors, after due consideration of the basis of the Group's plans and measures as well as the reasonably possible downside changes to the cash flow assumptions in the cash flow projections, consider that the Group will have sufficient working capital to meet its financial obligations as and when they fall due in the coming twelve months from 31 December 2022. Accordingly, the Directors consider it is appropriate to prepare the consolidated financial statements on a going concern basis.

2. 編製基準(續)

- 終止收費電視牌照獲批後，香港有線電視有限公司仍受其收費電視牌照的條款及條件約束，直至於二零二三年六月一日終止牌照，此後本集團將繼續如常提供免費電視節目服務及其他業務，包括但不限於寬頻通訊服務、電話服務、網絡建設及流動通訊服務。本集團將繼續推行其策略轉型計劃以提升本集團的業務表現、豐富內容、與其他合作夥伴合作及實施成本節約舉措；及
- 永升已訂立不可撤銷承諾契約，以於必要時向本集團提供財務支援，自二零二二年十二月三十一日起計為期十二個月，直至二零二三年十二月三十一日，上限乃參考經本公司董事會所批准12個月現金流量預測的最新資金需求。繼之，永升已獲得其實益股東的背對背財務支持承諾。

儘管有上述情況，本集團是否能夠實現上述計劃及措施(其中包括對未來事件及條件的假設)受限於固有不确定性。具體而言，本集團能否持續經營將取決於現有銀行融資是否持續可用、成本節約措施是否成功實施及業務表現的提升，以及不時及必要時獲得由永升實益股東提供的永升之財務支援。

經周詳考慮本集團計劃及措施的基礎以及現金流量預測中現金流量假設的合理可能下行變化後，董事認為本集團將有足夠營運資金應付其於二零二二年十二月三十一日起計未來十二個月內到期的財務責任。因此，董事認為以持續經營基準編製綜合財務報表實屬適當。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. BASIS OF PREPARATION (Continued)

(a) Amendments to standards and accounting guideline effective in current accounting period and are relevant to the Group's operations

During the year ended 31 December 2022, the Group has adopted the following amendments to standards and accounting guideline which are relevant to the Group's operations and are mandatory for accounting period beginning on 1 January 2022:

HKFRS 3 (Amendments)	Reference to the Conceptual Framework
HKFRS 16 (Amendments)	COVID-19-Related Rent Concessions beyond 30 June 2021
HKAS 16 (Amendments)	Property, Plant and Equipment — Proceeds before Intended Use
HKAS 37 (Amendments)	Onerous Contracts — Cost of Fulfilling a Contract
Annual Improvements	Annual Improvement to HKFRSs 2018–2020 Cycle
Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combinations

The adoption of these amendments to standards and accounting guideline does not have any significant change to the accounting policies or any significant effect on the results and financial position of the Group.

2. 編製基準(續)

(a) 於本會計期間生效且與本集團營運有關的準則修訂本及會計指引

截至二零二二年十二月三十一日止年度，本集團已採納下列與本集團營運有關且自二零二二年一月一日起之會計期間強制生效的準則修訂本及會計指引：

《香港財務報告準則》 第3號(修訂本)	概念框架之提述
《香港財務報告準則》 第16號(修訂本)	二零二一年六月三十日後 二零一九冠狀病毒病 相關租金減免
《香港會計準則》 第16號(修訂本)	物業、廠房及設備—於作 擬定用途前之所得款項
《香港會計準則》 第37號(修訂本)	有償合約—履行合約之 成本
年度改進	《香港財務報告準則》 二零一八年至二零二零年 週期之年度改進
會計指引第5號 (修訂本)	共同控制下合併的合併 會計法

採納該等準則修訂本及會計指引不會對會計政策造成任何重大變動或對本集團的業績及財務狀況造成任何重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. BASIS OF PREPARATION (Continued)

(b) New standard, amendments to standards, HKFRS Practice Statement and interpretation that are not yet effective and have not been early adopted by the Group

The following new standard, amendments to standards, HKFRS Practice Statement and interpretation have been published which are mandatory for the Group's accounting periods beginning on or after 1 January 2023 but have not been early adopted by the Group:

HKFRS 16 (Amendments)	Lease Liability in a Sale and Leaseback ⁽²⁾
HKFRS 17 and HKFRS 17 (Amendments)	Insurance Contracts ⁽¹⁾
HKFRS 17 (Amendments)	Initial application of HKFRS 17 and HKFRS 9 — Comparative Information ⁽¹⁾
HKAS 1 (Amendments) and HKFRS Practice Statement 2	Disclosure of Accounting Policies ⁽¹⁾
HKAS 1 (Amendments)	Classification of Liabilities as Current or Non-current ⁽²⁾
HKAS 1 (Amendments)	Non-current Liabilities with Covenants ⁽²⁾
HKAS 8 (Amendments)	Definition of Accounting Estimates ⁽¹⁾
HKAS 12 (Amendments)	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ⁽¹⁾
Hong Kong Interpretation 5 (2020)	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ⁽²⁾
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁽³⁾

⁽¹⁾ Effective for accounting periods beginning on or after 1 January 2023

⁽²⁾ Effective for accounting periods beginning on or after 1 January 2024

⁽³⁾ Effective date is to be determined

The Group does not expect that these new standard, amendments to standards, HKFRS Practice Statement and interpretation would have any material impact on its results and financial position.

2. 編製基準(續)

(b) 尚未生效及尚未獲本集團提早採納的新訂準則、準則修訂本、《香港財務報告準則》實務聲明及詮釋

下列已頒佈之新訂準則、準則修訂本、《香港財務報告準則》實務聲明及詮釋必須於本集團於二零二三年一月一日或之後開始的會計期間採用，惟本集團並無提早採納：

《香港財務報告準則》第16號 (修訂本)	售後租回之租賃負債 ⁽²⁾
《香港財務報告準則》第17號及《香港財務報告準則》第17號 (修訂本)	保險合約 ⁽¹⁾
《香港財務報告準則》第17號 (修訂本)	首次應用《香港財務報告準則》第17號及《香港財務報告準則》第9號 — 比較資料 ⁽¹⁾
《香港會計準則》第1號 (修訂本)及《香港財務報告準則》實務聲明第2號	會計政策之披露 ⁽¹⁾
《香港會計準則》第1號 (修訂本)	負債分類為流動或非流動 ⁽²⁾
《香港會計準則》第1號 (修訂本)	附帶契諾之非流動負債 ⁽²⁾
《香港會計準則》第8號 (修訂本)	會計估計之定義 ⁽¹⁾
《香港會計準則》第12號 (修訂本)	與單一交易產生之資產及負債有關之遞延稅項 ⁽¹⁾
香港詮釋第5號(二零二零年)	呈列財務報表 — 借款人對包含按要價還條款之定期貸款之分類 ⁽²⁾
《香港財務報告準則》第10號及《香港會計準則》第28號 (修訂本)	投資者與其聯營或合營企業之間的資產出售或注資 ⁽³⁾

⁽¹⁾ 於二零二三年一月一日或之後開始的會計期間生效

⁽²⁾ 於二零二四年一月一日或之後開始的會計期間生效

⁽³⁾ 生效日期待定

本集團預期該等新訂準則、準則修訂本、《香港財務報告準則》實務聲明及詮釋將不會對其業績及財務狀況造成任何重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies adopted for the preparation of these consolidated financial statements, which have been consistently applied to all the years presented, unless otherwise stated, are set out below:

(a) Consolidation

The consolidated financial statements incorporate the financial statements of the Company and all of its subsidiaries made up to 31 December.

(i) Subsidiaries

Subsidiaries are all entities (including consolidated structured entities) controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which controls is transferred to the Group. They are deconsolidated from the date that control ceases.

Intra-group balances, transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements of the Group. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no gain or loss is recognised in profit or loss.

3. 主要會計政策

除另有指明外，編製該等綜合財務報表的主要會計政策（已貫徹應用於所有呈報年度）載列如下：

(a) 綜合

綜合財務報表包括本公司及其所有附屬公司截至十二月三十一日止編製的財務報表。

(i) 附屬公司

附屬公司（包括綜合結構性實體）是指受本集團控制的所有實體。當本集團從參與實體業務而承擔取得其可變回報的風險或享有可變回報的權利，並有能力透過其對實體活動的主導權影響該等回報時，則本集團控制該實體。附屬公司於控制權轉移至本集團當日起全面綜合入賬，並於終止控制權當日起終止綜合入賬。

集團內部往來的結餘、交易，以及集團內部交易所產生的任何未變現收益，均會在編製本集團綜合財務報表時全數抵銷。集團內部交易所引致未變現虧損的抵銷方法與未變現收益相同，但抵銷額只限於沒有證據顯示已出現減值的部分。附屬公司的會計政策已在有需要時作出調整，以確保與本集團所採納有關政策一致。

本集團於附屬公司的權益變更，如不構成失去控制權，這些變更會被視為權益交易，於綜合權益的控股權益及非控股權益將會被調整，以反映其權益轉變，但不會於損益內確認收益或虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(a) Consolidation (Continued)

(i) Subsidiaries (Continued)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 3(p)(ii)).

(ii) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements of the Group under the equity method and is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see Note 3(p)(ii)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition, post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of other comprehensive income.

3. 主要會計政策(續)

(a) 綜合(續)

(i) 附屬公司(續)

如本集團失去附屬公司控制權，其該將被視為出售該附屬公司之全部權益，所得收益或虧損於損益表中確認。於失去附屬公司控制權當日，如仍然持有該附屬公司部分權益，該部分權益將會以公允價值確認，而該金額將被視為金融資產初始確認的公允價值，或於初始確認的聯營公司投資成本(如適用)。

本公司財務狀況表所示於附屬公司的投資，是按成本減去減值虧損(見附註3(p)(ii))後列賬。

(ii) 聯營公司

聯營公司是指本集團或本公司對其有重大影響力，但不是控制或聯合控制其管理層的(包括參與其財務和經營決策)的實體。

於聯營公司的投資是按權益法記入本集團綜合財務報表，並且以成本初始入賬，及就本集團於收購日所佔該被投資公司可辨別資產淨值的公允價值超過該投資成本(如適用)而作出調整。然後該投資就本集團所佔該被投資公司資產淨值的收購後變動及與投資有關的任何減值虧損作出調整(見附註3(p)(ii))。綜合損益表反映在收購日的可辨別資產淨值的公允價值與本集團投資成本的差額，年內本集團所佔被投資公司於收購後的除稅後業績及任何減值虧損，綜合其他全面收益表反映本集團應佔該被投資公司於收購後之其他全面收益中的除稅後項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(a) Consolidation (Continued)

(ii) Associates (Continued)

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to HK\$Nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

In the Company's statement of financial position, investment in an associate is stated at cost less impairment losses (see Note 3(p)(ii)).

3. 主要會計政策(續)

(a) 綜合(續)

(ii) 聯營公司(續)

當本集團對聯營公司承擔的虧損額超過其所佔權益時，本集團所佔權益便會減少至零港元，並且不再確認額外虧損；但如本集團須履行法定或推定義務，或代聯營公司作出付款則除外。就此而言，本集團在聯營公司所佔權益是以按照權益法計算投資的賬面金額，以及實質上構成本集團在聯營公司投資淨額一部分的長期權益為準。

本集團與聯營公司之間交易所產生的未變現損益，均按本集團於聯營公司所佔的權益比率抵銷；但如能證明已轉讓資產出現減值，則會即時在損益中確認有關未變現虧損。

當本集團不再對聯營公司有重大影響力，其將被列作出售該投資對象之全部權益，所得出收益或虧損於損益表中確認。於失去重大影響力當日於前投資對象保留之任何權益乃按公允價值確認，有關金額被列為初始確認一項金融資產之公允價值。

本公司財務狀況表所示於聯營公司之投資是按成本減去減值虧損後列賬(見附註3(p)(ii))。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(b) Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see Note 3(p)(ii)). The cost of self-constructed items of property, plant and equipment includes the cost of materials, labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see Note 3(k)).

Gain or loss arising from the retirement or disposal of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives at annual rates as follows:

Network assets and television production systems	5% to 25%
Furniture, fixtures, other equipment and motor vehicles	10% to 33.33%
Buildings situated on leasehold land*	Higher of 2.5% or percentage to amortise the asset cost over the unexpired term of land leases
Leasehold improvements	Over the lease term

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

3. 主要會計政策(續)

(b) 物業、廠房及設備及其折舊

物業、廠房及設備乃按成本減累計折舊及減值虧損(見附註3(p)(ii))後列賬。自行建造之物業、廠房及設備成本包括材料成本、人工、有關在原先評估之拆卸及移除項目與還原舊址之成本，和適當比例之生產運作費用以及借貸成本(見附註3(k))。

退廢或出售每項物業、廠房及設備產生的收益或虧損被釐定為相關資產的銷售淨得款與賬面金額之間的差額，且在退廢或出售當日在損益內予以確認。

折舊以每項物業、廠房及設備之成本金額扣減其估計剩餘價值(如有)後，按其可使用年限以直線法計算年率如下：

網絡資產及電視製作系統	5%至25%
傢具、裝置、其他設備及汽車	10%至33.33%
租賃土地上的樓宇*	2.5%或根據土地未屆滿租期攤銷資產成本之百分率(以較高者為準)
租賃物業裝修	按租期

當一項物業、廠房及設備的各部分有著不同的可使用年限，這項目各部分的成本將按合理基礎分配，而每部分將作個別折舊。可使用年限和剩餘價值(如有)，將每年進行檢討。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(b) Property, plant and equipment and depreciation (Continued)

Under certain circumstances, the Group may have an obligation to dismantle part of its network upon request by concerned parties. Owing to the absence of such history, no reliable estimate can be reasonably made in respect of such potential obligation.

* *This represents units in industrial and commercial buildings which the management considers impracticable to split the cost into land and buildings. Thus, depreciation is provided at 2.5% to write off the cost of the properties held by the Group.*

(c) Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments (including in-substance fixed payments), less any lease incentives receivable. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. The Group determines the incremental borrowing rate by using recent third-party financing received with adjustments specific to the term of the leases.

3. 主要會計政策(續)

(b) 物業、廠房及設備及其折舊(續)

在某種情況下，本集團可能於有關人士要求下有責任拆卸部分網絡。因為沒有相關歷史，潛在責任不能可靠地作出評估。

* *管理層認為對該等工業和商業樓宇的單位在土地及樓宇部分之間作出成本分配乃不可行。因此，折舊將按2.5%以撇銷本集團所持物業的成本。*

(c) 租賃

租賃確認為使用權資產，並在租賃資產可供本集團使用之日確認相應負債。

租賃產生的資產及負債初始按現值基準計量。租賃負債包括固定付款(包括實質性的固定付款)的現值淨額，減任何應收租賃優惠。根據合理確定續期選擇權作出的租賃付款亦計入負債的計量中。

租賃付款採用租賃所隱含的利率予以貼現。倘無法釐定該利率，則一般就本集團租賃而言，會使用承租人的增量借款利率，即個別承租人在類似條款、抵押及條件的類似經濟環境中借入獲得類似使用權資產價值資產所需資金所必須支付的利率。本集團使用最近收到就租賃條款作出的特定調整的第三方融資釐定增量借款利率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(c) Leases (Continued)

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Lease income from operating leases where the Group is a lessor is recognised in the consolidated statement of profit or loss on a straight-line basis over the lease term. The respective leased assets are included in the consolidated statement of financial position based on their nature.

3. 主要會計政策(續)

(c) 租賃(續)

租賃付款在本金和融資費用之間分配。融資費用在租賃期內從損益中扣除，以就每個期間的負債餘額產生固定的定期利率。

使用權資產按成本計量，包括以下各項：

- 租賃負債的初始計量金額；
- 於開始日期或之前所作的任何租賃付款，減任何應收租賃優惠；
- 任何初始直接成本；及
- 修復成本。

使用權資產一般按資產使用年期及租期(以較短者為準)以直線法折舊。

相關支付短期租賃及低價值資產的租賃以直線法於損益中確認為開支。短期租賃指租賃期為12個月或以下的租賃。

本集團作為出租人而產生的經營租賃的租金收入在租賃期內按直線法於綜合損益表中確認。各租賃資產根據其性質計入綜合財務狀況表中。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(d) Programming costs

(i) Programming library

Programming library consists of presentation rights for acquired programmes for showing on the Group's television channels, film rights and films in progress produced by the Group and perpetual film rights acquired by the Group.

Presentation rights for acquired programmes are capitalised as intangible assets and stated in the consolidated statement of financial position of the Group at cost less accumulated amortisation and accumulated impairment losses (see Note 3(p)(ii)). Amortisation is charged to profit or loss in accordance with a formula on an accelerated basis over a maximum of three transmissions. Subsequent expenditure, which may include subtitling costs and dubbing costs, on programmes after initial acquisition is recognised as an expense when incurred unless it is probable that the expenditure would enable the programmes to generate future economic benefits in excess of their originally assessed standard of performance and the expenditure could be measured and attributed to the assets reliably.

Film rights produced by the Group and perpetual film rights acquired by the Group are capitalised as intangible assets and stated at cost less accumulated amortisation and accumulated impairment losses (see Note 3(p)(ii)). Costs of film rights produced by the Group and perpetual film rights acquired by the Group represent the carrying value transferred from films in progress upon completion and the purchase price of the perpetual film rights respectively. Amortisation is charged to profit or loss over the expected number of future showings.

3. 主要會計政策(續)

(d) 節目製作成本

(i) 備用節目

備用節目包括於本集團電視頻道播放之外購節目播放權、本集團製作的電影及攝製中電影播放權，以及本集團外購電影永久播放權。

外購節目的播放權資本化為無形資產，並按成本減累計攤銷及累計減值虧損(見附註3(p)(ii))呈列於本集團綜合財務狀況表內。攤銷則根據程式按加速基準(以最多三次播放為限)計入損益中。節目於初始採購後的其後支出(可能包括字幕成本及配音成本)在發生時確認為費用，除非該支出有可能令節目產生超出原先估計表現標準的未來經濟利益及該支出能可靠計量並歸屬於資產。

本集團製作的電影播放權及外購電影永久播放權均資本化為無形資產並按成本減累計攤銷及累計減值虧損(見附註3(p)(ii))列賬。本集團製作的電影播放權及外購電影永久播放權的成本分別指攝製中電影完成時轉撥之賬面值及永久電影播放權之購入價。攤銷按已預期的未來播出次數計入損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(d) Programming costs (Continued)

(i) Programming library (Continued)

Films in progress are stated at cost less accumulated impairment losses (see Note 3(p)(ii)). Costs include all direct costs associated with the production of films. Costs of films are transferred to film rights upon completion.

(ii) Live programmes and in-house developed programmes

Live programmes consist of third party feed programmes while in-house developed programmes consist primarily of news, documentary and general entertainment programmes with short lead-time from production to telecast. The costs of both types of programmes are charged to profit or loss upon telecast. Payments of programme costs made in advance or in arrears are recorded as prepayments or accruals, as appropriate.

(e) Other intangible assets

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite useful lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at the end of each reporting period.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. An intangible asset with an indefinite useful life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

3. 主要會計政策(續)

(d) 節目製作成本(續)

(i) 備用節目(續)

攝製中電影按成本減累計減值虧損(見附註3(p)(ii))列賬。成本包括製作影片所涉及之一切直接成本。電影完成時成本會撥入電影播放權。

(ii) 現場直播節目及自製節目

現場直播節目包括第三方接收節目，而自製節目主要包括於製作後短期內播放之新聞、紀錄影片及一般娛樂節目。兩種類型的節目的成本均於播放時計入損益。預付或應付節目製作成本乃於適當時候確認為預付賬款或應付賬款。

(e) 其他無形資產

無形資產之可使用年期可評估為有限或無限。可使用年期有限之無形資產乃於可使用經濟年期內攤銷，並於該無形資產出現減值跡象時進行減值評估。可使用年期有限之無形資產之攤銷期及攤銷方法須於每個報告期的結算日檢討一次。

具無限可使用年期之無形資產於每年按個別基準或於可產生現金單位水平作減值測試。該等無形資產並不予以攤銷。具無限可使用年期之無形資產於每年作評估，以釐定無限可使用年期之評估是否持續可靠。如屬否定，則可使用年期之評估自此按前瞻基準由無限年期改為有限年期列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(e) Other intangible assets (Continued)

(i) Club debentures

The Group's club debentures are stated in the consolidated statement of financial position of the Group at cost less impairment losses (see Note 3(p)(ii)).

(ii) Computer software and website development costs

The Group's computer software and website development costs are stated in the consolidated statement of financial position of the Group at cost less accumulated amortisation and impairment losses (see Note 3(p)(ii)). Computer software and website development costs are amortised on a straight-line basis over the estimated useful life of 5 years.

Costs associated with maintaining software programmes and website are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique computer software products and website controlled by the Group are recognised as intangible assets where the following criteria are met:

- it is technically feasible to complete the software and website so that it will be available for use;
- management intends to complete the software and website and use (or sell) it;
- there is an ability to use or sell the software and website;
- it can be demonstrated how the software and website will generate probable future economic benefits;

3. 主要會計政策(續)

(e) 其他無形資產(續)

(i) 會籍

本集團之會籍乃以成本減減值虧損於本集團綜合財務狀況表列賬(見附註3(p)(ii))。

(ii) 電腦軟件及網站開發費用

本集團的電腦軟件及網站開發費用於本集團綜合財務狀況表按成本減累計攤銷及減值虧損後列賬(見附註3(p)(ii))。電腦軟件及網站開發費用於5年估計使用期內按直線法攤銷。

維護軟件程式及網站相關費用於發生時確認為開支。倘符合以下條件，則直接歸屬於本集團所控制可識別及獨特的電腦軟件產品及網站設計及測試之開發費用確認為無形資產：

- 完成軟件及網站使其可供使用在技術上屬可行；
- 管理層擬完成及使用(或出售)軟件及網站；
- 有能力使用或出售軟件及網站；
- 可以證明軟件及網站將如何產生可能的未來經濟利益；

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(e) Other intangible assets (Continued)

(ii) Computer software and website development costs (Continued)

- adequate technical, financial and other resources are available to complete the development and to use the software and website; and
- the expenditure attributable to acquisition, development and enhancement of the software and website can be reliably measured.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use.

Computer software and website development costs that do not meet the above criteria are expensed in the consolidated statement of profit or loss as incurred.

(f) Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is calculated on the weighted average basis and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

3. 主要會計政策(續)

(e) 其他無形資產(續)

(ii) 電腦軟件及網站開發費用(續)

- 具備足夠技術、財務及其他資源以完成開發及使用軟件及網站；及
- 購置、開發及提升軟件及網站所產生的支出能夠可靠計量。

資本化的開發費用記錄為無形資產，並從資產達到可使用狀態時開始攤銷。

不符合上述標準的電腦軟件及網站開發費用於產生時在綜合損益表支銷。

(f) 存貨

存貨以成本與可變現淨值兩者中較低者列賬。成本乃按加權平均基準計算，並包括所有採購成本、加工成本及令存貨達致現狀之其他成本。可變現淨值為日常業務中的估計售價減去估計完工成本及進行銷售所需的估計成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(g) Financial instruments

(i) Recognition and initial measurement

The Group initially recognises trade and other receivables, trade and other payables, deposits and borrowings on the date on which they are originated. All other financial instruments are recognised on the trade date, which is the date on which the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability (unless it is trade and other receivables without a significant financing component) is measured initially at fair value plus, in the case of an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. Transaction costs of financial assets or liabilities carried at FVTPL are expensed in profit or loss. Trade and other receivables without a significant financing component are initially measured at transaction price.

(ii) Classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at: amortised cost, fair value through other comprehensive income ("FVOCI") or FVTPL. Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. 主要會計政策(續)

(g) 金融工具

(i) 確認及初始計量

本集團在應收營業及其他應收款、應付營業及其他應付款、按金及借款產生當日初始確認相關項目。所有其他金融工具會於交易日期(即本集團成為相關工具的訂約條款方之日)確認。

金融資產或金融負債(除非是不含重大融資部分的應收營業及其他應收款)按公允價值及(如相關項目並非按公允價值計入損益)因收購或發行相關項目直接應佔的交易成本初始確認。按公允價值計入損益之金融資產或負債的交易成本在損益中列為開支。不含重大融資部分的應收營業及其他應收款會按交易價初始確認。

(ii) 分類及其後計量

於最初確認時，金融資產會分別按攤銷成本、按公允價值計入其他全面收益(「按公允價值計入其他全面收益」)或按公允價值計入損益列賬。除了在本集團因管理金融資產而改變業務模式的期間外，均不會在最初確認金融資產後進行重新分類。

當金融資產同時符合以下情況，而且沒有被指派按公允價值計入損益時，便會按攤銷成本計量：

- 相關資產由一個旨在通過持有資產收回訂約現金流的業務模式所持有；及
- 相關金融資產的訂約條款在指定日期可提高現金流，而該現金流純粹為就未償還本金額支付的本金和利息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(g) Financial instruments (Continued)

(ii) Classification and subsequent measurement (Continued)

Trade and other receivables, including balances due from group companies are classified as financial assets at amortised cost. All other financial assets are classified and measured at fair values.

Financial assets at amortised cost are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss. Financial assets at FVTPL and FVOCI are subsequently measured at fair values. Changes in fair values of financial assets at FVTPL are recognised in the consolidated statement of profit or loss.

Financial liabilities are classified as measured at amortised cost or FVTPL. Financial liabilities at amortised cost are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss. Trade and other payables, including balances due to group companies, interest-bearing borrowings and convertible bonds are classified as financial liabilities at amortised cost. The Group does not have financial liability measured at FVTPL.

3. 主要會計政策(續)

(g) 金融工具(續)

(ii) 分類及其後計量(續)

應收營業及其他應收款(包括應收集團成員公司餘額)會按攤銷成本分類為金融資產。所有其他金融資產均按公允價值分類和計量。

金融資產是按攤銷成本列賬後利用實際利率法按攤銷成本計量。有關攤銷成本會利用減值虧損扣減。利息收入、外匯損益及減值會在損益中確認。因取消確認產生的任何損益會於損益中確認。按公允價值計入損益及按公允價值計入其他全面收益的金融資產其後按公允價值計量。按公允價值計入損益的金融資產之公允價值變動於綜合損益表中確認。

金融負債是按攤銷成本或按公允價值計入損益分類計量。按攤銷成本列賬的金融負債其後會利用實際利率法按攤銷成本計量。利息支出及匯兌損益會在損益中確認。因取消確認產生的任何損益亦會於損益中確認。應付營業及其他應付款(包括應付集團成員公司結餘、帶息貸款及可換股債券)獲分類為按攤銷成本列賬的金融負債。本集團並無按公允價值計入損益的金融負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(g) Financial instruments (Continued)

(iii) Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. The Group enters into transactions whereby it transfers assets recognised on its consolidated statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In such cases, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

3. 主要會計政策(續)

(g) 金融工具(續)

(iii) 取消確認

金融資產

當金融資產現金流的合約權利屆滿，或當本集團轉讓某宗交易中收取合約現金流的權利，而金融資產的絕大部分擁有權風險和回報已獲轉讓，或本集團既無轉讓也無保留絕大部分的擁有權風險和回報，而且並無持有金融資產的控制權時，本集團便會取消確認金融資產。本集團進行交易，將在綜合財務狀況表中確認的資產轉讓，但保留已轉讓資產的所有或絕大部分的風險和報酬。於這些情況下，已轉讓的資產未獲取取消確認。

金融負債

當合約責任獲解除、註銷或屆滿時，本集團會取消確認金融負債。當金融負債的條款經過修訂，而已修訂負債的現金流大致上不同時，本集團會取消確認金融負債。在這種情況下，包含已修訂條款的新金融負債會以公允價值確認。金融負債的賬面價值之間的差額已消失，而包含已修訂條款的新金融負債會於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(g) Financial instruments (Continued)

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously. Income and expenses are presented on a net basis only when permitted under HKFRSs, or for gains and losses arising from a group of similar transactions such as in the Group's trading activity.

(h) Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand, demand deposits with banks, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within 3 months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows of the Group.

3. 主要會計政策(續)

(g) 金融工具(續)

(iv) 抵銷

金融資產和金融負債會互相抵銷，並會於及只會於本集團目前具有法律約束力的權利去抵銷金額，而且計劃按淨額清償金額，或同時將資產變現和將負債清償時，才會在綜合財務狀況表呈列淨額。只會在《香港財務報告準則》允許的情況下，或就一組類似交易(例如本集團的交易活動)產生損益時，才會按淨額呈報收支。

(h) 現金及現金等價物

現金及現金等價物包括銀行結存及現金、銀行之活期存款，及短期而高流動性的投資，即於購入時3個月內到期而沒有涉及重大價值轉變的風險下可以容易地轉換為已預知金額的現金。本集團綜合現金流量表中的現金及現金等價物亦包括須即期償還，並構成集團資金管理一部分的銀行透支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(i) Revenue recognition

The Group recognises different types of revenue, as follows:

- (i) The Group enters into individual or packaged and fixed price subscription sale contracts with customers in which, it may include single or multiple elements of subscription television services, broadband internet access services and telephony services. Under such arrangements, the total transaction price receivable from customers is allocated among the Group's performance obligations on a relative standalone selling price basis. The Group estimates the standalone selling price at contract inception based on the observable retail prices of the respective performance obligations in similar circumstances to similar customers. Revenue allocated to the subscription television services, broadband internet access services and telephony services is recognised over time when the services are provided, which is generally over the contract period. In general, customers are invoiced according to agreed billing schedules set out in the customer contracts, invoices are usually billable in advance of the services to be rendered and are due for payments within 15 days.
- (ii) Advertising revenue net of agency deductions is recognised on telecast of the advertisement. When an advertising contract covers a specified period, the related revenue is recognised evenly over the specified period. Customers are invoiced according to agreed billing schedules, in advance of the advertising services, with payments due within 30 days. In case of non-cash consideration under barter transactions, the fair value of the non-cash consideration is measured at the inception of contracts. If the fair value cannot be reasonably estimated, the Group measures consideration indirectly by reference to the standalone selling price of the services promised to the customer in exchange for the consideration.

3. 主要會計政策(續)

(i) 收入之確認

本集團確認不同類型的收入，如下：

- (i) 本集團與客戶訂立個別或套裝及定價的訂購銷售合約，當中或包括訂購電視服務、寬頻上網服務及電話服務等單一或多種服務要素。根據該等安排，應收客戶的總交易價格按相關獨立售價基準於本集團履約責任期間分配。本集團根據合約訂立時在相若情況對相若客戶相關履約責任的可奉行零售價估計獨立售價。分配至訂購電視服務、寬頻上網服務及電話服務之收入於提供該等服務時一段時間內予以確認（其通常為合約期）。一般來說，客戶根據客戶合約所載的協定賬單時間表會獲發發票，發票一般於服務提供前預先發出，並於15日內到期付款。
- (ii) 廣告收入在扣除代理商費用後，於電視播放該廣告時予以確認。倘廣告合約設有指定期限，有關收入則在整個指定期內平均地予以確認。客戶根據協定賬單時間表於廣告服務前獲發發票，並於30日內到期付款。在以物易物交易項下的非現金代價的情況下，非現金代價的公允價值在合約成立時計量。倘無法合理估計公允價值，則本集團經參考向客戶承諾用以換取代價的服務的獨立售價間接計量代價。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(i) Revenue recognition (Continued)

- (iii) Revenue from network construction service contract is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation using input method.
- (iv) Revenue from rendering mobile agency services and mobile services is recognised when the services have been rendered. Variable fees are recognised only to the extent that it is highly probable that a significant reversal will not occur.
- (v) Revenue from network leasing is recognised over time on a straight line basis.
- (vi) Revenue from theatrical distributions is recognised when the films are exhibited.
- (vii) Revenue from distribution of films is recognised upon delivery of the master tapes to the customers.
- (viii) Income from licensing of television rights is recognised in full upon delivery of the programmes concerned in accordance with the terms of the licence contracts.
- (ix) Income from network maintenance and operations is recognised at the time when services are provided.
- (x) Rental income receivable under operating leases is recognised in profit or loss in equal installments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as integral part of the aggregate net lease payments receivables. Contingent rentals are recognised as income in the accounting period in which they are earned.
- (xi) Interest income is recognised as it accrues using the effective interest method.

3. 主要會計政策(續)

(i) 收入之確認(續)

- (iii) 網絡建設服務合約收入在合約期內按輸入法參照完全履行該履約義務的進度而確認。
- (iv) 提供流動電話代理服務及流動通訊服務產生的收入於提供服務時確認。可變費用僅於不太可能出現顯著撥回時確認。
- (v) 網絡租賃收入於一段時間內按直線法予以確認。
- (vi) 戲院發行收入於電影上映時予以確認。
- (vii) 電影發行收入於母帶交付顧客時予以確認。
- (viii) 節目特許權收入乃根據該等節目之合約條款於提供相關之節目時全數予以確認。
- (ix) 網絡維修及經營收入於提供該等服務時予以確認。
- (x) 透過經營租賃而產生的應收租金收入在租賃期所涵蓋的會計期間以相同等份在損益中予以確認；但如有其他基準能更清楚地反映使用租賃資產所得的利益模式則除外。經營租賃協議所涉及的租賃獎勵於損益表中確認為應收租金淨值總額的一部分。或然租金則在賺取的會計期間內予以確認。
- (xi) 利息收入在產生時按實際利率法確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(i) Revenue recognition (Continued)

Incremental costs incurred to obtain a contract with a customer are capitalised as contract acquisition costs if the Group expects to recover these costs. Costs of obtaining a contract are amortised on a straight-line basis over the terms of the specific contracts. As a practical expedient, the Group recognises the incremental cost of obtaining a contract as an expense when incurred if the amortisation period of the asset that the Group otherwise would have recognised is 1 year or less.

The period between the transfer of promised goods and services to the customers and payments by customers usually is within 1 year, as a result, there is no financing component which requires adjustment of the transaction prices for the time value of money.

If the payments by customers exceed the services rendered, a contract liability is recognised as receipts in advance on the consolidated statement of financial position. If the services rendered exceed the payments by customers and unconditional rights to contract consideration to date, a contract asset is recognised on the consolidated statement of financial position.

(j) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

3. 主要會計政策(續)

(i) 收入之確認(續)

倘本集團預期收回該等成本，則取得與客戶的合約所產生的增量成本資本化為合約收購成本。獲得合約的成本按特定合約的期限以直線法攤銷。作為實際權宜之計，倘本集團原應確認的資產攤銷期間為1年或更短，則本集團於產生時將取得合約的增加成本確認為開支。

向客戶轉讓承諾商品及服務以及客戶付款之間的期限通常在1年之內，因此，沒有融資部分需要調整交易價格以獲得貨幣的時間價值。

倘客戶付款超過所提供服務，則合約負債會於綜合財務狀況表中確認為預收賬款。倘若所提供的服務超過客戶的付款及到目前為止對合約代價的無條件權利，則合約資產會在綜合財務狀況表中確認。

(j) 借貸

借貸最初按公允價值扣除所產生的交易成本確認。其後借貸按攤銷成本計量。所得款項(扣除交易成本後)與贖回金額之間的任何差額於借貸期內採用實際利率法在損益中確認。設立貸款融資支付的費用，於有可能提取部分或全部融資時確認為貸款的交易成本。在此情況下，該費用會遞延至提取融資為止。倘若並無任何證據顯示將會提取部分或全部融資，則有關費用將資本化作流動資金服務的預付款項，並在融資相關期間攤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(j) Borrowings (Continued)

Borrowings are removed from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

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

(k) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

3. 主要會計政策(續)

(j) 借貸(續)

當合約內訂明的責任獲解除、取消或過期時，借貸從綜合財務狀況表中剔除。已終止或轉讓予另一方的金融負債的賬面值與已付代價之差額(包括任何轉讓的非現金資產或承擔的負債)在損益中確認為其他收入或融資費用。

除非本集團有權將債務結算日期無條件遞延至報告期後至少12個月，否則借貸將歸類為流動負債。

(k) 借貸成本

因購置、建造或生產一項須長時間方可投入擬定用途或售賣的資產而直接產生之借貸成本，則資本化為資產成本。其他借貸成本乃在其發生期間於損益表列為支出。

借貸成本在資產產生開支、借貸成本產生和使資產投入擬定用途所必須的準備工作進行期間或可出售時開始資本化為合資格資產成本的一部分。在使合資格資產投入擬定用途所必須的絕大部分準備工作中止或完成時，借貸成本便會暫停或停止資本化。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(I) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of share options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted at the date of grant, excluding the impact of any non-market vesting conditions. At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the consolidated statement of profit or loss, with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital when the options are exercised. On lapse of share options according to the plan, corresponding amount recognised in share option reserve is transferred to retained profits.

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent entity accounts.

3. 主要會計政策(續)

(I) 股份報酬補償

本集團設有以股本支付及以股份為基礎之薪酬計劃。員工為獲取授予購股權而提供的服務的公允價值確認為費用。在歸屬期間內將予支銷的總金額參考於授予日授予的購股權的公允價值釐定，不包括任何非市場歸屬條件的影響。在每個報告期結算日，本集團修訂其對預期可予歸屬購股權數目的估計。本集團在綜合損益表確認對原估算修訂(如有)的影響，並對權益作出相應調整。

當購股權被行使時，扣除任何直接所佔交易成本之所得款會計入股本。當購股權根據計劃失效時，已在購股權儲備中確認的相應金額將轉入盈餘保留。

本公司之購股權授予本集團附屬公司之員工被視作為股本注資。員工提供服務之公允價值參考授予日之公允價值計量，於歸屬期間確認為增加對該附屬公司的投資，及於母公司之權益中反映。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(m) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

3. 主要會計政策(續)

(m) 入息稅項

本年度之入息稅項包括當期稅項及遞延稅項資產及負債之變動。當期稅項及遞延稅項資產及負債之變動在損益表確認，惟與其他全面收入或直接於權益內確認之項目有關者除外，在此情況下，相關稅項金額分別於其他全面收入或直接於權益內確認。當期稅項是指預期就該年應課稅入息，按結賬日已頒佈或實質上已頒佈的稅率計算的應付稅項，以及對過往年度應付稅項的調整。

遞延稅項資產及負債是指由財務報表之賬面值及其課稅基礎值兩者間的差異而產生的暫時性可扣稅或應課稅差額。遞延稅項資產還包括尚未使用的稅務虧損及稅收抵免。

遞延入息稅採用負債法就資產及負債的稅基與其在綜合財務報表中的賬面值之間產生的暫時性差額計提全額撥備。遞延稅項資產僅在很可能有預期應課稅金額用於抵銷該等暫時性差額及虧損時確認。能支持確認因暫時性可扣稅差額而引起的遞延稅項資產的預期應課稅盈利包括來自是年的暫時性應課稅差額撥回的應課稅盈利，惟有關的應課稅差額須關乎同一稅務機關向同一企業開徵，並且預期與暫時性可扣稅差額於同期撥回，或與因遞延稅項資產而引致的稅務虧損於某幾個有效期間撥回或結轉。在釐定現有的暫時性應課稅差額是否支持確認因尚未使用的稅務虧損及抵免而引致的遞延稅項資產時，會採用相同的準則，即若應課稅差額乃關乎同一稅務機關向同一企業開徵，並且預期於一個期間或多個期間可撥回作稅務虧損或抵免者，則會計入有關差額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(m) Income tax (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted. The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit of part or all of that deferred tax asset to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available. Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

3. 主要會計政策(續)

(m) 入息稅項(續)

遞延稅項資產及負債確認之有限例外情況包括不影響會計或應課稅溢利(如屬業務合併之一部分則除外)之資產或負債之初始確認產生之暫時性差額，以及與於附屬公司之投資相關之暫時性差額(如屬應課稅差額，只限於本集團可以控制撥回之時間，而且在可預見之將來不大可能撥回之差額；或如屬可予扣減之差額，則除非可在可預見將來撥回及有應課稅溢利用於抵銷暫時性差額)。

遞延稅項的數額是按資產及負債預期可能兌現或結算的形式，就結賬日已頒佈或實質上已頒佈的稅率計算，遞延稅項資產及負債並不會調整至其貼現值。於結賬日評核遞延稅項資產的賬面值，並在預期未能取得足夠應課稅盈利以使用部分或全部遞延稅項資產之相關稅收利益之情況下作出減值調整。當預期能取得足夠應課稅盈利作扣減時，減值會被撥回。當派付相關股息的責任確立時，派息產生的額外所得稅會被確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(m) Income tax (Continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the entity has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- (i) In the case of current tax assets and liabilities, the entity intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- (ii) In the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - (1) the same taxable entity; or
 - (2) different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(n) Translation of foreign currency

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

3. 主要會計政策(續)

(m) 入息稅項(續)

當期稅項餘額及遞延稅項餘額，以及其變動，均分別列載，並不互相抵銷。當期稅項資產及負債和遞延稅項的資產及負債不能互相抵銷，實體擁有法律認可權力將當期稅項資產沖銷當期稅項負債，並符合以下條款者除外：

- (i) 就當期稅項資產及負債而言，實體預備支付其淨額，或同時變現資產及清償負債；或
- (ii) 就遞延稅項資產及負債而言，兩者均由於同一稅務單位所徵收的所得稅項而產生的，而且：
 - (1) 向同一家應課稅單位開徵的；或
 - (2) 向多家應課稅單位開徵的，凡在日後預期清償重大遞延稅項負債或變現重大遞延稅項資產時，均以淨額形式支付，或者同時清償遞延稅項負債及變現遞延稅項資產。

(n) 外幣換算

本集團各實體財務報表內各項目乃根據相關實體營運所在主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表以港元呈列。本公司之功能貨幣為港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(n) Translation of foreign currency (Continued)

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair values are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(o) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
- (1) has control or joint control over the Group;
 - (2) has significant influence over the Group; or
 - (3) is a member of the key management personnel of the Group or the Group's parent.

3. 主要會計政策(續)

(n) 外幣換算(續)

年內以外幣結算之交易乃按交易當日的外匯匯率換算。以外幣結算之貨幣資產及負債乃按報告期結算日的外匯匯率換算。因外幣換算而產生之兌換損益均計入損益表中。

以外幣為單位而以歷史成本列賬的非貨幣性資產及負債按交易日的外匯匯率換算。以外幣結算而以公允價值列賬的非貨幣性資產及負債按計算其公允價值日的外匯匯率換算。

海外業務的損益賬以接近交易當日外匯匯率的兌換率折算為港元。財務狀況表項目則按報告期結算日的外匯匯率換算為港元。折算海外業務財務報表時產生的差額於其他全面收益確認並於權益內之外匯儲備分開累計。

如出售海外業務，於確認出售之盈利或虧損時，與該海外業務相關之累計兌換差額乃由權益重新分類至損益表中。

(o) 有關連人士

- (i) 該名人士須附合以下條件時，該名人士或其關係密切的家族成員與本集團方有關連：
- (1) 對本集團擁有控制權或聯合控制權；
 - (2) 對本集團擁有重大影響；或
 - (3) 為本集團或本集團的母公司之主要管理人員。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(o) Related parties (Continued)

- (ii) An entity is related to the Group if any of the following conditions applies:
- (1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (3) Both entities are joint ventures of the same third party.
 - (4) One entity is a joint venture of a third entity and the other entity is an associate of the third parties.
 - (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (6) The entity is controlled or jointly controlled by a person identified in (i).
 - (7) A person identified in (i)(1) 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).
 - (8) 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 Group's parent.

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

3. 主要會計政策(續)

(o) 有關連人士(續)

- (ii) 實體於適用以下任何條件時，與本集團方有關連：
- (1) 實體與本集團為同一集團成員，即母公司、附屬公司及同母系附屬公司各自彼此相互關連。
 - (2) 某一實體為另一實體之聯營公司或合營公司，或為另一實體所屬集團成員之聯營公司或合營公司。
 - (3) 實體均為同一第三方之合營公司。
 - (4) 實體為第三實體之合營公司，而另一實體為第三實體之聯營公司。
 - (5) 實體為本集團或與本集團有關之實體之員工福利的退休福利計劃。
 - (6) 實體受(i)所界定人士控制或聯合控制。
 - (7) (i)(1)所界定人士對實體擁有重大影響或為實體(或該名實體母公司)之主要管理人員。
 - (8) 實體或任何本集團成員為本集團或本集團的母公司提供主要管理人員服務。

關係密切的家族成員為預期將會影響與實體交易之該名人士或受其影響之家族成員。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(p) Impairment of assets

(i) Impairment of financial assets

The Group recognises loss allowances for lifetime expected credit loss ("ECL") on trade and other receivables. For bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition, the loss allowances are measured as 12-month ECL. Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). In all cases, the maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

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

3. 主要會計政策(續)

(p) 資產減值

(i) 金融資產的減值

本集團就應收營業及其他應收款的全期預期信用損失(「預期信用損失」)確認虧損撥備。關於自初始確認以來信貸風險(即金融工具預計年期出現違約風險)並無顯著提升的銀行結餘,相關虧損撥備會按12個月的預期信用損失計量。全期預期信用損失是指金融工具預期年期的所有可能違約事件產生的預期信用損失。12個月的預期信用損失是指報告日後12個月(或如金融工具的預期壽命少於12個月,則為較短期間)內可能發生的違約事件產生的預期信用損失部分。在所有情況下,估計預期信用損失時的最長期限是以本集團面對信貸風險的合約期上限為準。

在釐定金融資產的信貸風險自初始確認以來是否顯著提升及估計預期信用損失時,本集團會考慮相關和可用的合理和支持信息,而不會產生不恰當的成本或工序。這包括根據本集團的歷史經驗和所知道的信貸評估作出的定量和定性信息和分析,包括前瞻性的信息。在所有情況下,估計預期信用損失時的最長期限是以本集團面對信貸風險的合約期上限為準。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(p) Impairment of assets (Continued)

(i) Impairment of financial assets (Continued)

Measurement of ECLs and presentation of ECLs in the consolidated statement of financial position

ECLs are a probability-weighted estimate of credit losses. They are measured as follows:

- financial assets that are not credit-impaired at the reporting date: as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive);
- financial assets that are credit-impaired at the reporting date: as the difference between the gross carrying amount and the present value of estimated future cash flows;
- undrawn loan commitments: as the present value of the difference between the contractual cash flows that are due to the Group if the commitment is drawn down and the cash flows that the Group expects to receive; and
- financial guarantee contracts: the expected payments to reimburse the holder less any amounts that the Group expects to recover.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to profit or loss.

3. 主要會計政策(續)

(p) 資產減值(續)

(i) 金融資產的減值(續)

預期信用損失的計量和其於綜合財務狀況表的呈報

預期信用損失是以概率加權估計的信用損失，並按以下方式計量：

- 於報告日並無出現信貸減值的金融資產：按照所有現金缺額的現值(即根據合約應付本集團的現金流和本集團預計會收取的現金流之間的差額)計量；
- 於報告日出現信貸減值的金融資產：按照估計未來現金流的賬面總值和現值之間的差額計量；
- 未提取的貸款承諾：按照應付本集團的合約現金流(如果貸款承諾已被提取)和本集團預計會收取的現金流之間的差額現值計量；及
- 財務擔保合約：按照償還持有人的預期付款，再扣除本集團預計收回的任何金額計量。

按攤銷成本計量的金融資產虧損撥備會自相關資產的賬面總值中扣除。按公允價值計入其他全面收益的債務證券方面，相關虧損撥備會扣入損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(p) Impairment of assets (Continued)

(i) Impairment of financial assets (Continued)

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no reasonable expectations of recovering the financial asset. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets;
- programming library (including film rights, perpetual film rights and films in progress);
- other intangible assets; and
- investments in subsidiaries and associate in the Company's statement of financial position.

3. 主要會計政策(續)

(p) 資產減值(續)

(i) 金融資產的減值(續)

撇減

金融資產賬面總值的其中一部分或全部會被撇減，但以合理預期不會收回的金融資產金額為限。當本集團釐定債權人並無資產或收入來源，以產生足夠的現金流來償還須予撇減的金額時，便會出現這種常見情況。不過，已撇減的金融資產可能仍須受執法活動所限，以遵守本集團收回欠款的程序。

(ii) 其他資產減值

於結賬日評核內部及外部資料來源，以分辨出下列資產有否出現減值，或已經確認的減值虧損不再存在或可能減少的跡象：

- 物業、廠房及設備；
- 使用權資產；
- 備用節目（包括電影播放權、永久電影播放權及攝製中電影）；
- 其他無形資產；及
- 本公司財務狀況表項下於附屬公司及聯營公司的投資。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(p) Impairment of assets (Continued)

(ii) Impairment of other assets (Continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

— Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

— Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

3. 主要會計政策(續)

(p) 資產減值(續)

(ii) 其他資產減值(續)

如有此等跡象存在，須估計該資產的可收回金額。此外，對於尚未可用之無形資產和無預計可使用年限之無形資產而言，須每年估計可收回金額，以確定有否出現減值的情況。

— 可收回金額的計算

各項資產的可收回金額為其公允價值減去出售成本及實用價值兩者中的較高者。實用價值的計算方法，是估計將來的現金流量，以稅前之貼現率計至現值。貼現率應能反映當前由市場評估的金錢時間值及該項資產的特有風險。當一項資產不能獨立於其他資產產生現金流量時，應以能獨立產生現金流量的最小一組資產(可產生現金單位)為單位釐定可收回金額。

— 確認減值虧損

當一項資產(或其屬於的可產生現金單位)的賬面金額高於其可收回金額時，便會在損益表中確認減值虧損。就可產生現金單位確認的減值虧損會作出分配，然後按比例減少該單位(或該組單位)內資產的賬面金額；但資產的賬面值不得減少至低於其個別公允價值減去出售成本(如可計量)後所得數額或其使用價值(如能釐定)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(p) Impairment of assets (Continued)

(ii) Impairment of other assets (Continued)

— Reversals of impairment losses

In respect of assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(q) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's chief operating decision maker (the "CODM") for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

3. 主要會計政策(續)

(p) 資產減值(續)

(ii) 其他資產減值(續)

— 減值虧損的撥回

當用作決定可收回金額的估計出現正面變動時，資產減值虧損會被撥回。

減值虧損的撥回以於以往年度未有確認減值虧損時的資產賬面值為限。減值虧損的撥回會確認並計入當年損益表內。

(q) 分部報告

綜合財務報表中之營運分部及分部項目之金額乃自財務資料中確認，並定期向本集團主要營運決策人(「主要營運決策人」)提供以分配資源及評估本集團各業務之表現及地域位置。

就財務報告而言，除非分部具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務之方法及監管環境之性質相似，否則各個重大營運分部不會進行合算。個別非重大之營運分部，如果按上述大部分標準，則可進行合算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(r) Financial guarantees issued, provisions and contingent liabilities

(i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of

- the amount determined in accordance with the expected credit loss model under HKFRS 9 "Financial Instruments"; and
- the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS 15 "Revenue from Contracts with Customers".

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

3. 主要會計政策(續)

(r) 所發出之財務擔保、撥備及或然負債

(i) 所發出之財務擔保

財務擔保乃要求發行人(即擔保人)就擔保受益(「持有人」)因特定債務人未能根據債項工具的條款於到期時付款而蒙受的損失，而向持有人支付特定款項的合約。

在擔保發出的同時，財務擔保合約確認為金融負債。該負債初始按公允價值計量並且其後按以下兩者之更高者計量：

- 根據《香港財務報告準則》第9號「金融工具」項下之預期信用損失模式釐定的金額；及
- 初始確認的金額減去，如適用，根據《香港財務報告準則》第15號「客戶合約收入」準則確認的累計收入金額。

財務擔保的公允價值乃根據該債務工具下規定的合約付款與無擔保情況下所需的付款之間的現金流量差額之現值或為承擔責任而應付第三方之估計金額而釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(r) Financial guarantees issued, provisions and contingent liabilities (Continued)

(ii) Provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

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

(s) Employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Group, except to the extent that they are included in the cost of property, plant and equipment and programming library not yet recognised as an expense. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

3. 主要會計政策(續)

(r) 所發出之財務擔保、撥備及或然負債(續)

(ii) 撥備及或然負債

當本集團因過往的事件而須負上法律或推定的責任，可能須為處理該責任而導致含有經濟效益的資源外流及於可作出可靠的估計時，則須為未能確定何時發生或數額的其他負債計提撥備。當數額涉及重大的時間價值時，處理該責任的撥備以預計所需支出的現有價值呈列。

如果含有經濟效益的資源外流的可能性較低，或其數目未能可靠地預測，則披露有關責任為或然負債。除非資源外流的可能性極微。當可能發生的責任的存在將只由一項或多項未來事件之產生與否所決定，此等責任亦披露為或然負債，付出經濟效益的可能性極微則除外。

(s) 員工福利

薪金、年終花紅、有薪年假、界定供款退休計劃的供款和非金錢福利之成本在本集團員工提供相關服務的年度內入賬，但計入物業、廠房及設備及備用節目成本內但並未確認為支出則除外。若支出已遞延及有重大影響，該數額則以折現值報值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(t) Convertible bonds

Convertible bonds are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability, including fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit or loss over the period of the borrowings using the effective interest method.

The fair value of the liability portion of a convertible bond is determined using a market interest rate for an equivalent non-convertible bond. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the conversion option. This is recognised and included in shareholders' equity, net of income tax effects.

(u) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate. Government grants are deducted in reporting the related expenses, when appropriate.

3. 主要會計政策(續)

(t) 可換股債券

可換股債券初始按公允價值扣除所產生之交易成本確認。交易成本為收購、發行或出售金融資產或金融負債直接相關之遞增成本，包括向代理、顧問、經紀及交易商支付之費用及佣金、監管機構及證券交易所之徵費，以及轉讓稅項及稅款。借貸於其後按攤銷成本列賬，而所得款項(扣除交易成本)與贖回價值之任何差額則於借貸期以實際利率法於損益表內確認。

可換股債券負債部分之公允價值乃使用等額非可換股債券之市場利率釐定。該金額按攤銷成本基準列為負債，直至債券轉換或到期註銷為止。所得款項餘額分配至轉換期權。此確認為及計入股東權益(已扣除入息稅項影響)。

(u) 政府補助

政府補助乃按公允價值，於合理確定將收到補助及本集團將遵守全部附帶條件時，予以確認。

與成本相關的政府補助作出遞延，及在所需期間於損益確認，以符合原定彌補的成本。政府補助於呈報相關開支時扣減(倘適用)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4. ACCOUNTING ESTIMATES AND JUDGEMENTS

(a) Recognition and recoverability of deferred tax assets

Management considers the key source of estimation uncertainty lies in the recognition of deferred tax assets from unused tax losses. These tax losses can be carried forward indefinitely and have no expiry date. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be utilised. Management reviews the carrying amount of deferred tax assets at the end of each reporting period, based on the forecast results of the Group and the forecasts of future taxable profits of the relevant entities with recognised deferred tax assets. The forecasts take into account the expected growth of the business due to the new business development and the approved business plans. Significant judgement is involved in assessing whether there is convincing evidence that sufficient taxable profits will be available in view of a history of recent losses, including estimating the projected future taxable profits and the timing of the utilisation of tax losses (which is the evidence supporting the recognition of deferred tax assets). In the event that the Group's estimates of projected future taxable profits due to changes in operating environment and business strategies would impact the timing or extent of the Group's ability to utilise the tax loss carry-forwards in the future, adjustments to the recorded amount of deferred tax assets would be required. For the purpose of sensitivity analysis, if the gross revenue for each year in the forecasts were to decrease by 1% as compared with the forecasted amounts under the base case scenario, deferred tax assets of about HK\$3 million would have been further written down.

4. 會計估計及判斷

(a) 遞延稅項資產的確認及可收回性

管理層認為估計不確定性的主要來源在於確認來自未使用稅務虧損的遞延稅項資產。該等稅務虧損可以無限期結轉且沒有到期日。遞延稅項資產僅在可能預期日後有應課稅盈利可用作抵銷時方可確認。管理層於各報告期結算日按本集團業績預測及相關實體日後應課稅盈利預測審閱遞延稅項資產之賬面值。預測會因應新業務發展及已批准業務計劃計入預期業務增長。在錄得近期虧損的情況下評估是否有可靠憑證顯示將有充足的應課稅溢利，包括估計預測日後應課稅盈利及動用稅務虧損（即支持確認遞延稅項資產的證據）的時間涉及重大判斷。倘本集團因應經營環境及業務策略變動估計預測日後應課稅盈利會影響本集團日後能動用稅務虧損結轉的時間或程度，則所錄得遞延稅項資產的金額應予調整。就敏感度分析而言，倘在基本情況下預測中的每年總收入較預測金額減少1%，約3,000,000港元之遞延稅項資產將進一步撇減。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4. ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(b) Impairment of property, plant and equipment, right-of-use assets, programming library and other related intangible assets

Management regularly reviews whether there are any indications of impairment and will recognise an impairment loss if the carrying amount of an asset or a cash-generating unit is higher than its recoverable amount which is the greater of its fair value less costs of disposal or its value in use.

Management conducts impairment assessments on the group of assets relating to the Pay TV business to be terminated and the remaining business, based on the recoverable amounts of the relevant cash-generating units to which these assets are allocated.

4. 會計估計及判斷(續)

(b) 物業、廠房及設備、使用權資產、備用節目及其他相關無形資產減值

管理層定期檢討是否出現任何減值跡象，並於資產或可產生現金單位之賬面值高於其可回收金額(為其公允價值減出售成本或其使用價值中之較高者)時確認減值虧損。

管理層根據資產獲分配之相關現金產生單位的可收回金額，對將予終止的收費電視業務及其餘業務相關的資產組別進行減值評估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4. ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(b) Impairment of property, plant and equipment, right-of-use assets, programming library and other related intangible assets (Continued)

Management determined the recoverable amounts with the assistance of an independent professional valuer, where appropriate. Significant judgement is involved in the identification of the cash-generating unit that generates largely independent cash inflows to which the assets are allocated, and in determining the key assumptions adopted in the cash flow forecast, including forecast revenue, forecast operating costs, long term growth rate and discount rate used in the discounted cash flow calculation. The Group has determined that upon the decision to terminate the Pay TV business, it became a separate cash-generating unit from the rest of the remaining business. Changes in the assumptions of the Group's estimates of projected cash flows due to changes in operating environment, uncertainty in the expected growth in business and change in discount rate and long term growth rate would impact the recoverable amount of the cash-generating units. For the purpose of sensitivity analysis, if the annual estimated revenue were to increase or decrease by 1%, the Group's loss before taxation would have decreased or increased by approximately HK\$88,000,000 or HK\$58,000,000 respectively. If the discount rate were to increase or decrease by 0.5%, the Group's loss before taxation would have increased or decreased by approximately HK\$43,000,000 or HK\$47,000,000 respectively.

4. 會計估計及判斷(續)

(b) 物業、廠房及設備、使用權資產、備用節目及其他相關無形資產減值(續)

管理層在獨立專業估值師的協助下釐定可收回金額(倘適當)。識別資產分配至的可產生現金單位(其主要產生獨立現金流入)，及釐定現金流量預測中所採納的關鍵假設(包括預測收入、預測營運成本、長期增長率及貼現現金流計算中使用的貼現率)時涉及重大判斷。本集團已釐定，在決定終止收費電視業務後，其成為獨立於其餘業務的現金產生單位。本集團估計預測現金流量涉及的假設出現變動是由於經營環境變動、預期業務增長的不確定性及貼現率和長期增長率的變動會對可產生現金單位的可收回金額帶來影響。就敏感度分析而言，倘全年預計收益增加或減少1%，則本集團的除稅前虧損將分別減少或增加約88,000,000港元或58,000,000港元。倘貼現率上升或下降0.5%，則本集團的除稅前虧損將分別增加或減少約43,000,000港元或47,000,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate, currency and price risks arises in the normal course of the Group's businesses. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to trade receivables, contract assets and other receivables. Management has a defined credit policy in place with general credit terms ranging from 0 to 15 days in respect of television, broadband, telephony and mobile service subscription and from 0 to 30 days in respect of advertising, network leasing and network construction services. The exposure to credit risks is monitored on an ongoing basis. The Group has no significant concentrations of credit risk from customers receivables as the customers' bases were widely dispersed in different sectors, except for a single external customer which accounts for approximately 35% (2021: approximately 36%) of the total trade receivables, contract assets and other receivables. Subscription revenue from customers is settled mainly in cash or via major credit cards.

Contract assets are considered to have low credit risk. Taking into account the historical settlement of contractual payment and forward-looking factors, management considered the lifetime ECLs surrounding contracts is not significant.

Other receivables are considered to have low credit risk. These assets are continuously monitored by assessing the credit quality of the counter parties, taking into account past experiences and other factors. Where necessary, provision for impairment loss is made for estimated irrecoverable amounts. As at 31 December 2022 and 2021, other receivables were fully performing.

The maximum exposure to credit risk is represented by the carrying amount of the trade receivables and contract assets and other receivables in the consolidated statement of financial position.

5. 財務風險管理及金融工具的公允價值

本集團業務之正常過程中產生承擔信貸、流動資金、利率、外幣及價格之風險。本集團面臨之該等風險以及本集團用以管理此等風險的財務風險管理政策及慣例敘述如下。

(a) 信貸風險

本集團之信貸風險主要來自應收營業賬款、合約資產以及其他應收款。管理層有既定之信貸政策，就電視、寬頻、電話及流動通訊服務訂戶而言，一般允許之信用期為0至15日，而就廣告、網絡租賃及網絡建設服務而言，一般允許之信用期為0至30日。信貸風險會被不斷地監察。本集團並無高度集中之應收客戶款項信貸風險，原因為客戶廣泛分佈在不同領域，惟一名單一外界客戶佔應收營業賬款、合約資產及其他應收款項總額約35%（二零二一年：約36%）除外。客戶訂購服務收費主要以現金或透過主要信用卡清償。

合約資產被認為屬低信貸風險。經計及過往合約付款的結算狀況及前瞻因素後，管理層認為合約附帶之全期預期信用損失並不重大。

其他應收款項被認為屬低信貸風險。該等資產一直透過評估對手方的信貸質素（如考慮過往經驗及其他因素）監察。如有需要，會就估計不可收回金額作出減值虧損撥備。於二零二二年及二零二一年十二月三十一日，其他應收款項已獲悉數履行。

信貸風險的最大敞口指載於綜合財務狀況表內的應收營業賬款及合約資產以及其他應收款的賬面金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and its compliance with lending covenants. The Group's objective is to maintain a balance between the continuity of funding and the flexibility through use of interest-bearing borrowings. As disclosed in Note 2, certain measures have been taken by the Directors to mitigate the liquidity pressures faced by the Group.

The following table shows the remaining contractual maturities of the Group's non-derivative financial liabilities at the end of the reporting period, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

5. 財務風險管理及金融工具的公允價值 (續)

(b) 流動資金風險

保守的流動資金風險管理乃維持足夠現金、透過適度信貸承擔以獲得充裕資金及遵守借款契諾。本集團的目標為在集資之持續性與透過使用帶息貸款之靈活度兩者取得平衡。誠如附註2所披露，董事已採納若干舉措以減輕本集團所面對的流動資金壓力。

下表列出本集團於報告期結算日未經貼現及受合約規管需在限期內清償的非衍生工具金融負債(包括按合約利率計算或根據報告期結算日通行的利率計算的利息(如浮動))，以及本集團須償還有關款項的最早日期詳情：

		Within 1 year or on demand	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total	Carrying amount in the consolidated statement of financial position
						contractual undiscounted cash flows 已立約而 未貼現的 現金流量總額	
At 31 December 2022	於二零二二年 十二月三十一日	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade payables	應付營業賬款	50,278	-	-	-	50,278	50,278
Accrued expenses and other payables	預提費用及其他應付款	247,316	-	-	-	247,316	247,316
Customers' deposits	客戶按金	41,498	-	-	-	41,498	41,498
Interest-bearing borrowings	帶息貸款	318,985	8,551	300,056	-	627,592	591,035
Lease liabilities	租賃負債	38,646	3,482	4,768	-	46,896	45,078
Convertible bonds	可換股債券	15,360	15,360	46,080	798,040	874,840	546,040
		712,083	27,393	350,904	798,040	1,888,420	1,521,245

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(b) Liquidity risk (Continued)

At 31 December 2021	於二零二一年十二月三十一日	Within	Between 1	Between 2	Over	Total	Carrying
		1 year or on demand	and 2 years	and 5 years	5 years	contractual undiscounted cash flows	amount in the consolidated statement of financial position
		1年內或 按要求還款	1年以上 但在2年內	2年以上 但在5年內	5年以上	已立約而 未貼現的 現金流量總額	綜合財務 狀況表賬面值
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade payables	應付營業賬款	57,613	-	-	-	57,613	57,613
Accrued expenses and other payables	預提費用及其他應付款	253,172	-	-	-	253,172	253,172
Customers' deposits	客戶按金	42,682	-	-	-	42,682	42,682
Interest-bearing borrowings	帶息貸款	300,191	-	-	-	300,191	295,000
Lease liabilities	租賃負債	40,479	36,493	704	-	77,676	75,122
Convertible bonds	可換股債券	15,360	15,360	46,080	813,400	890,200	521,929
		709,497	51,853	46,784	813,400	1,621,534	1,245,518

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's main exposure to interest rate risk relates principally to the Group's borrowings and convertible bonds. Borrowing at variable rates expose the Group to cash flow interest rate risk whilst borrowings and convertible bond at fixed rate expose the Group to fair value interest rate risk.

At 31 December 2022, the Group had revolving loan of HK\$295,000,000 (2021: HK\$295,000,000) from a banking facility at variable rates.

At 31 December 2022, the Group had convertible bonds of outstanding amount of HK\$768,000,000 (2021: HK\$768,000,000). The coupon rate is 2.0% per annum and payable quarterly. The Group also had loans from Celestial Pioneer Limited amounting to approximately HK\$296,035,000 (2021: HK\$Nil) at fixed interest rates ranging from 2.5% to 3.0% per annum.

5. 財務風險管理及金融工具的公允價值 (續)

(b) 流動資金風險 (續)

(c) 利率風險

利率風險為金融工具的公允價值或未來現金流因市場利率變動而波動的風險。本集團的主要利率風險主要與本集團的貸款及可換股債券有關。按浮動利率計息的貸款使本集團面臨現金流利率風險，而以固定利率計息的貸款及可換股債券使本集團面臨公允價值利率風險。

於二零二二年十二月三十一日，本集團因銀行融資獲提供按浮動利率計息循環貸款295,000,000港元(二零二一年：295,000,000港元)。

於二零二二年十二月三十一日，本集團有尚未轉換可換股債券金額768,000,000港元(二零二一年：768,000,000港元)。票息率為每年2.0%，須按季支付。本集團亦有來自Celestial Pioneer Limited的貸款約296,035,000港元(二零二一年：零港元)，按固定年利率介乎2.5%至3.0%計息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(c) Interest rate risk (Continued)

At 31 December 2022, the Group had time deposits with bank amounting to approximately HK\$16,550,000 (2021: approximately HK\$18,320,000) with original maturities of 90 to 278 days (2021: 61 to 365 days).

Apart from the foregoing, the Group has no other significant income-generating financial assets or interest-bearing financial liabilities. The Group's revenue, expenses and cash flows are substantially independent of changes in market interest rates.

Effective interest rates analysis

In respect of income-earning financial assets and interest-bearing financial liabilities, the following table indicates their effective interest rates at the end of the reporting period:

Interest rate risk	利率風險	Total 總額		Effective interest rate 實際利率	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 %	2021 二零二一年 %
Floating rate:	浮動利率：				
Cash at banks	銀行現金	41,232	62,163	0.03	0.00
Interest-bearing borrowings	帶息貸款				
— bank loan	— 銀行貸款	(295,000)	(295,000)	2.73	1.74
		(253,768)	(232,837)		
Fixed rate:	固定利率：				
Time deposits with banks	銀行定期存款	16,550	18,320	2.54	0.10
Interest-bearing borrowings	帶息貸款				
— loans from Celestial Pioneer Limited	— 來自 Celestial Pioneer Limited 之貸款	(296,035)	—	2.89	—
Convertible bonds	可換股債券				
— liability component	— 負債部分	(546,040)	(521,929)	7.48	7.48
		(825,525)	(503,609)		

5. 財務風險管理及金融工具的公允價值 (續)

(c) 利率風險 (續)

於二零二二年十二月三十一日，本集團有為數約16,550,000港元(二零二一年：約18,320,000港元)的定期銀行存款，原到期日為90至278日(二零二一年：61至365日)。

除此之外，本集團並無其他重大之可產生收入金融資產或帶息金融負債。市場利率變動對本集團之收入、費用及現金流量並無重大影響。

實際利率分析

下表列出有關產生收入的金融資產及帶息金融負債於報告期結算日之實際利率：

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(c) Interest rate risk (Continued)

Effective interest rates analysis (Continued)

At 31 December 2022, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have increased/decreased the Group's loss before taxation and increased/decreased the accumulated losses by approximately HK\$2,538,000 (2021: approximately HK\$2,328,000).

The sensitivity analysis above indicates the instantaneous change in the Group's loss before taxation and accumulated losses that would arise assuming that the change in interest rates had occurred at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's loss before taxation and accumulated losses is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis as 2021.

(d) Currency risk

The Group is exposed to currency risk primarily through trade and other receivables, financial assets at FVTPL, restricted bank balances, cash and bank balances, and trade and other payables that are denominated in a foreign currency, i.e. currency other than the functional currency of the operations to which the transactions relate. The currency giving rise to this risk is primarily United States dollars.

5. 財務風險管理及金融工具的公允價值 (續)

(c) 利率風險 (續)

實際利率分析 (續)

於二零二二年十二月三十一日，估計利率普遍上升／下跌100個基點，而所有其他可變因素保持不變，將令本集團除稅前虧損上升／下跌及累計虧損上升／下跌約2,538,000港元(二零二一年：約2,328,000港元)。

上述敏感度分析顯示，假設利率已於報告期結算日變動，對本集團之除稅前虧損及累計虧損將會造成之即時影響。就本集團所持浮息非衍生工具於報告期結算日所承受現金流量利率風險而言，本集團之除稅前虧損及累計虧損所受影響，乃按該等利率變動對年度化利息支出或收入之影響估計。二零二一年分析亦以相同基準計算。

(d) 外幣風險

本集團的外幣風險主要來自應收營業及其他應收款、按公允價值計入損益的金融資產、受限制銀行結餘、現金及銀行結餘和應付營業及其他應付款的外幣匯價，即交易由以其所相關業務功能貨幣之外的貨幣進行。外幣匯價的風險主要為美元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(d) Currency risk (Continued)

In view that the Hong Kong dollar is pegged to the United States dollar under the Linked Exchange Rate System in Hong Kong, management does not expect that there will be any significant currency risk associated with recognised assets and liabilities denominated in United States dollar. It is therefore assumed that the risk of movements in exchange rates between Hong Kong dollar and United States dollar would be insignificant. Accordingly, no sensitivity analysis has been prepared.

(e) Price risk

The Group is exposed to price risk through its investments and redemption option of long-term convertible bonds recognised as financial assets at FVTPL. The Group manages this exposure by maintaining a portfolio of investments with different risk and return profiles.

Sensitivity analysis

At 31 December 2022, if the price of the Group's investments recognised as financial assets at FVTPL had been 1% higher/lower with all other variables held constant, the loss for the year would have decreased/increased by approximately HK\$27,000 (2021: approximately HK\$87,000).

Based on the share price of the Company as at 31 December 2022, if the share price of the Company had been HK\$0.01 higher/lower with all other variables held constant, the fair value of the redemption option of long-term convertible bonds recognised as financial assets at FVTPL would have increased by approximately HK\$4,904,000 and decreased by approximately HK\$9,311,000, respectively (2021: decreased by approximately HK\$3,780,000 and HK\$21,236,000, respectively) and the loss for the year would have decreased by approximately HK\$4,904,000 and increased by approximately HK\$9,311,000, respectively (2021: increased by approximately HK\$3,780,000 and HK\$21,236,000, respectively).

5. 財務風險管理及金融工具的公允價值 (續)

(d) 外幣風險 (續)

鑒於於香港的聯繫匯率制度下港元與美元掛鈎，管理層預期將不會有與美元計值的確認資產及負債有關的任何重大貨幣風險。因此，我們預期港元與美元間匯率變動的風險甚微。據此，並無編製任何敏感度分析。

(e) 價格風險

本集團因獲確認為按公允價值計入損益的金融資產的長期可換股債券的投資及贖回選擇權而面臨價格風險。本集團通過維持具有不同風險及回報特徵的投資組合來管理有關風險。

敏感度分析

於二零二二年十二月三十一日，倘本集團獲確認為按公允價值計入損益的金融資產的投資之價格上升/下跌1%，而所有其他變數維持不變，則年內虧損將減少/增加約27,000港元(二零二一年：約87,000港元)。

根據本公司於二零二二年十二月三十一日的股價，倘本公司的股價上升/下跌0.01港元，而所有其他變數維持不變，則獲確認為按公允價值計入損益的金融資產的長期可換股債券的贖回選擇權公允價值將分別增加約4,904,000港元及減少約9,311,000港元(二零二一年：分別減少約3,780,000港元及21,236,000港元)，而年內虧損將會分別減少約4,904,000港元及增加約9,311,000港元(二零二一年：分別增加約3,780,000港元及21,236,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders of the Company and benefits for other stakeholders of the Group, and to support the Group's stability and growth, by pricing products and services commensurately with the level of risk.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholders return, taking into consideration the future of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares or new debt financing. The Group made no changes to its capital management objectives, policies or processes during the years ended 31 December 2022 and 2021.

The net gearing ratio, measured in terms of the total interest-bearing borrowings and convertible bonds less cash and bank balances and restricted bank balances divided by total deficit/equity, was a negative of approximately 146% (as divided by total deficit) as at 31 December 2022 (2021: approximately 504% (as divided by total equity)).

5. 財務風險管理及金融工具的公允價值 (續)

(f) 資本管理

本集團對產品及服務的定價會跟風險程度相稱，資本管理上的首要目的是保障本集團持續經營之能力，使其繼續為本公司股東及本集團其他利益人士提供回報及利益，並支持本集團之穩定及增長。

本集團積極及定期檢討及管理其資本架構，以確保最佳資本架構及股東回報，並考慮到本集團的未來及資本效率、現行及預期盈利能力、預期經營現金流量、預期資本性開支及預期策略性投資機會。

本集團管理資本結構以及根據經濟狀況之轉變作出調整。本集團可以通過向股東發還資本、發行新股或新債務融資以保持或調整資本結構。截至二零二二年及二零二一年十二月三十一日止年度內，本集團之資本管理目標、政策或程序並無轉變。

於二零二二年十二月三十一日，淨資產負債比率(按總帶息貸款及可換股債券減現金及銀行結餘及受限制銀行結餘除以總虧絀／權益計算)為約負146%(除以總虧絀)(二零二一年：約504%(除以總權益))。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(g) Fair values of financial instruments

Financial instruments carried at fair value are measured by different valuation methods. The inputs to valuation methods are categorised into three levels within a fair value hierarchy, as follows:

- Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.
- Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.
- Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

5. 財務風險管理及金融工具的公允價值 (續)

(g) 金融工具的公允價值

以公允價值計量的金融工具採用不同的估值方法計量。估值方法的輸入數據在公允價值層級中分為以下三個級別：

- 第一級：在活躍市場中交易的金融工具（例如公開買賣的衍生工具及股票證券）的公允價值乃基於報告期結算日的市場報價。本集團持有的金融資產使用的市場報價為當前買入價。則該工具計入第一級。
- 第二級：並非在活躍市場中交易的金融工具（例如場外衍生工具）的公允價值採用估值技術釐定，該估值技術會盡量利用可觀察市場數據，並盡可能減少依賴實體個別的估算。倘若計算公允價值所需的所有重大輸入資料均可觀察，則該工具計入第二級。
- 第三級：倘若一項或多項重要輸入數據並非基於可觀察的市場數據，則該工具計入第三級。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(g) Fair values of financial instruments (Continued)

The following table presents the Group's assets that are measured at fair value at the end of the reporting period on a recurring basis:

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 31 December 2022	於二零二二年 十二月三十一日				
Assets	資產				
Financial assets at FVTPL	按公允價值計入損益的 金融資產				
— Listed debt securities	— 上市債務證券	2,673	—	—	2,673
— Redemption option of long-term convertible bonds	— 長期可換股債券之 贖回選擇權	—	—	37,408	37,408
		2,673	—	37,408	40,081
At 31 December 2021	於二零二一年 十二月三十一日				
Assets	資產				
Financial assets at FVTPL	按公允價值計入損益的 金融資產				
— Listed debt securities	— 上市債務證券	8,731	—	—	8,731
— Redemption option of long-term convertible bonds	— 長期可換股債券之 贖回選擇權	—	—	87,005	87,005
		8,731	—	87,005	95,736

During the years ended 31 December 2022 and 2021, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

5. 財務風險管理及金融工具的公允價值 (續)

(g) 金融工具的公允價值(續)

下表載列本集團於報告期末以經常性基準按公允價值計量的資產：

截至二零二二年及二零二一年十二月三十一日止年度，第一級及第二級之間並無轉移，亦無轉入第三級或自第三級轉出。本集團的政策旨在於發生轉移的報告期結算日確認公允價值層級之間的轉移。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(g) Fair values of financial instruments (Continued)

The following table presents the changes in Level 3 financial instrument for the years ended 31 December 2022 and 2021:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Redemption option:	贖回選擇權：		
At the beginning of the year	於年初	87,005	–
Inception of redemption option of long-term convertible bonds	訂立長期可換股債券的贖回選擇權	–	78,061
Unrealised fair value change recognised in non-operating (expenses)/income, net	於非經營(開支)/收入淨額確認的未變現公允價值變動	(49,597)	8,944
At the end of the year	於年末	37,408	87,005

The following table summarises the quantitative information about the significant unobservable inputs used in Level 3 fair value measurements:

	Fair value as at 31 December 於十二月三十一日的公允價值		Unobservable inputs 不可觀察輸入數據	Range of unobservable inputs as at 不可觀察輸入數據範圍		Relationship of unobservable inputs to fair value 不可觀察輸入數據與公允價值的關係
	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	
Redemption option of long-term convertible bonds 長期可換股債券之贖回選擇權	37,408	87,005	Discount rate 貼現率	9.40%	6.88%	The higher the discount rate, the lower the fair value of the redemption option of long-term convertible bonds 貼現率越高，長期可換股債券的贖回選擇權的公允價值越低

5. 財務風險管理及金融工具的公允價值(續)

(g) 金融工具的公允價值(續)

下表載列第三級金融工具於截至二零二二年及二零二一年十二月三十一日止年度的變動：

下表概述第三級公允價值計量所用重大不可觀察輸入數據相關的量化資料：

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(g) Fair values of financial instruments (Continued)

The main Level 3 input used by the Group in measuring the fair value of financial instrument is derived and evaluated as follows:

Discount rate was determined with reference to the risk-free rate, credit spread of comparable bonds and liquidity spread in the market.

The carrying amounts of the Group's financial instruments carried at costs or amortised cost were not materially different from their fair values as at 31 December 2022 and 2021.

6. REVENUE

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries and consolidated structured entities of the Company set out in Note 17 to the consolidated financial statements.

Revenue comprises principally subscription, service and related fees for television, broadband internet access and telephony services. It also includes advertising revenue net of agency deductions, channel service and distribution fees, programme licensing income, film exhibition and distribution income, network leasing income, network construction income, mobile service income, mobile agency service income and other telecommunications income.

7. SEGMENT INFORMATION

The Group managed its businesses according to the nature of services provided. The Group's CODM, which comprises executive Directors and management of the Company, has determined two reportable operating segments for measuring performance and allocating resources. The segments are media and telecommunications.

5. 財務風險管理及金融工具的公允價值 (續)

(g) 金融工具的公允價值(續)

本集團在計量金融工具公允價值時所用的主要第三級輸入數據從以下資訊取得及評估：

貼現率乃參考市場上的無風險利率、可資比較債券的信貸息差及流動資金息差而釐定。

本集團按成本或攤銷成本列賬的金融工具的賬面值與其於二零二二年及二零二一年十二月三十一日的公允價值並無重大差異。

6. 收入

本公司之主要業務是投資控股。本公司主要附屬公司及綜合結構性實體之主要業務載列於綜合財務報表附註17。

收入主要包括電視、寬頻上網服務及電話用戶服務的訂購、服務及相關收費，並包括扣除代理商費用後之廣告收入、頻道服務及傳送服務費、節目特許權收入、戲院放映及發行收入、網絡租賃收入、網絡建設收入、流動通訊服務收入、流動電話代理服務收入及其他電訊收入。

7. 分部資料

本集團按其提供的服務的性質來管理其業務。本集團主要營運決策人(包括本公司執行董事及管理層)已確定兩個應列報之經營分部以評估表現及分配資源。兩個分部為媒體及電訊。

Notes to the Consolidated Financial Statements

綜合財務報表附註

7. SEGMENT INFORMATION (Continued)

The media segment includes operations related to the television subscription business, domestic free television programme service, advertising, channel carriage, television relay service, programme licensing, theatrical release and other related businesses.

The telecommunications segment includes operations related to broadband internet access services, portal operation, telephony services, network leasing, network construction, mobile service and mobile agency service as well as other related businesses.

The CODM evaluates performance primarily based on segment results before depreciation of property, plant and equipment and right-of-use assets, amortisation of other intangible assets, impairment losses on property, plant and equipment, right-of-use assets, programming library, other related intangible assets and contract acquisition costs, corporate expenses, corporate depreciation of property, plant and equipment, corporate impairment losses, interest income, finance costs, non-operating (expenses)/income, net and income tax, but after amortisation of programming library and amortisation of contract acquisition costs. Besides, the CODM also evaluates performance based on segment results before corporate expenses, corporate depreciation of property, plant and equipment, corporate impairment losses, interest income, finance costs, non-operating (expenses)/income, net and income tax, but after amortisation of programming library, amortisation of contract acquisition costs, depreciation of property, plant and equipment and right-of-use assets and amortisation of other intangible assets.

Inter-segment pricing is generally determined at arm's length basis.

Segment assets principally comprise all assets, deferred tax assets and assets managed at the corporate office. Segment liabilities include all liabilities, convertible bonds and interest-bearing borrowings directly attributable to and managed by each segment with the exception of current tax liabilities and liabilities at corporate office.

Besides, the CODM is also provided with segment information concerning revenue (including inter-segment revenue).

7. 分部資料(續)

媒體分部包括經營有關電視用戶服務的訂購、本地免費電視節目服務、廣告、頻道轉播、電視轉播服務、節目特許權、戲院放映及其他相關業務。

電訊分部包括經營有關寬頻上網服務、網站訂購、電話服務、網絡租賃、網絡建設、流動通訊服務及流動電話代理服務以及其他相關業務。

主要營運決策人主要基於分部業績(未包括物業、廠房及設備及使用權資產折舊、其他無形資產攤銷、物業、廠房及設備、使用權資產、備用節目、其他相關無形資產及合約收購成本減值虧損、企業開支、企業物業、廠房及設備折舊、企業減值虧損、利息收入、融資費用、非經營(開支)／收入淨額及入息稅項，但已扣除備用節目攤銷及合約收購成本攤銷)來評估表現。此外，主要營運決策人亦基於未包括企業開支、企業物業、廠房及設備折舊、企業減值虧損、利息收入、融資費用、非經營(開支)／收入淨額及入息稅項，但已扣除備用節目攤銷、合約收購成本攤銷、物業、廠房及設備及使用權資產折舊以及其他無形資產攤銷的分部業績來評估表現。

分部之間的定價一般是按公平原則釐定。

分部資產主要包括全部資產、遞延稅項資產及於企業辦事處管理的資產。分部負債包括每個分部直接應佔及管理的全部負債、可換股債券及帶息貸款，惟當期稅項負債及企業辦事處負債除外。

此外，主要營運決策人亦獲提供有關收入的分部資料(包括分部之間收入)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

7. SEGMENT INFORMATION (Continued)

Information regarding the Group's reportable segments as provided to the CODM for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2022 and 2021 is set out below:

7. 分部資料(續)

截至二零二二年及二零二一年十二月三十一日止年度，就資源分配及評估分部表現而向主要營運決策人提供的本集團應列報之分部資料列載如下：

		Year ended 31 December 截至十二月三十一日止年度					
		Media 媒體		Telecommunications 電訊		Total 總額	
		2022	2021	2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Reportable segment revenue	應列報之分部收入	496,472	572,487	398,935	416,918	895,407	989,405
Less: Inter-segment revenue	減：分部之間收入	-	-	(208)	(208)	(208)	(208)
Revenue from external customers	來自外來客戶之收入	496,472	572,487	398,727	416,710	895,199	989,197
Revenue from contracts with customers:	客戶合約收入：						
Timing of revenue recognition:	確認收入的時間：						
At a point in time	於某一時點	18,246	19,269	35,243	46,412	53,489	65,681
Over time	於一段時間	433,297	499,783	363,097	369,892	796,394	869,675
Revenue from other sources:	其他來源收入：						
Rental income	租金收入	44,929	53,435	387	406	45,316	53,841
		496,472	572,487	398,727	416,710	895,199	989,197
Reportable segment (loss)/profit before depreciation, amortisation of other intangible assets and impairment losses	未扣除折舊、其他無形資產攤銷及減值虧損前之應列報分部(虧損)/溢利	(212,150)	(187,864)	135,072	150,982	(77,078)	(36,882)
Depreciation	折舊	(105,793)	(116,602)	(86,997)	(88,543)	(192,790)	(205,145)
Amortisation of other intangible assets	其他無形資產攤銷	(4,064)	(4,040)	-	-	(4,064)	(4,040)
Impairment losses	減值虧損	(180,257)	-	(47,147)	-	(227,404)	-
Reportable segment results before corporate expenses, corporate depreciation and corporate impairment losses	未扣除企業開支、企業折舊及企業減值虧損前之應列報分部業績	(502,264)	(308,506)	928	62,439	(501,336)	(246,067)
Corporate expenses	企業開支					(58,845)	(52,715)
Corporate depreciation	企業折舊					(14,554)	(9,847)
Corporate impairment losses	企業減值虧損					(13,450)	-
Loss from operations	經營虧損					(588,185)	(308,629)
Interest income	利息收入					1,111	1,177
Finance costs	融資費用					(55,561)	(46,307)
Non-operating (expenses)/income, net	非經營(開支)/收入淨額					(55,456)	1,544
Income tax	入息稅項					(187,627)	(11,437)
Loss for the year	年內虧損					(885,718)	(363,652)

Notes to the Consolidated Financial Statements

綜合財務報表附註

7. SEGMENT INFORMATION (Continued)

7. 分部資料(續)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Segment assets	分部資產		
Media	媒體	373,735	662,928
Telecommunications	電訊	379,086	498,568
		752,821	1,161,496
Corporate assets	企業資產	24,529	34,595
Deferred tax assets	遞延稅項資產	102,144	289,501
Total assets	總資產	879,494	1,485,592
Segment liabilities	分部負債		
Media	媒體	913,143	786,459
Telecommunications	電訊	692,640	537,681
		1,605,783	1,324,140
Corporate liabilities	企業負債	13,148	15,282
Current tax liabilities	當期稅項負債	92	81
Total liabilities	總負債	1,619,023	1,339,503

Geographical segment:

No geographical segment information is shown as, during the year presented, less than 10% of the Group's segment revenue, segment results, segment assets and segment liabilities are derived from activities conducted outside Hong Kong.

Information about major customer:

Revenue of approximately HK\$134,618,000 (2021: approximately HK\$139,813,000) were derived from a single external customer during the year ended 31 December 2022, of which approximately HK\$132,318,000 (2021: approximately HK\$137,813,000) and approximately HK\$2,300,000 (2021: approximately HK\$2,000,000) were attributed to the telecommunications segment and the media segment, respectively.

地域分部：

由於在所呈報的年度內，本集團來自在香港以外進行的業務之分部收入、分部業績、分部資產及分部負債少於10%，因此並未列出地域分部資料。

有關主要客戶的資料：

截至二零二二年十二月三十一日止年度，收入約134,618,000港元(二零二一年：約139,813,000港元)乃來自單一外界客戶，其中約132,318,000港元(二零二一年：約137,813,000港元)及約2,300,000港元(二零二一年：約2,000,000港元)分別歸屬於電訊分部及媒體分部。

Notes to the Consolidated Financial Statements

綜合財務報表附註

8. LOSS BEFORE TAXATION

Loss before taxation is stated after (crediting)/charging:

8. 除稅前虧損

除稅前虧損已(計入)/扣除下列各項：

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Interest income	利息收入		
Interest income from deposits with banks and listed debt securities	銀行存款及上市債務證券利息收入	(1,111)	(1,177)
Finance costs	融資費用		
— Interest expenses on borrowings	— 貸款利息支出	12,571	5,116
— Interest expenses on lease liabilities	— 租賃負債利息支出	3,519	5,578
— Interest expenses on convertible bonds	— 可換股債券利息支出	39,471	35,613
Staff costs, including Directors' emoluments	員工費用，包括董事薪酬		
Salaries, wages and other benefits*	薪金、工資及其他福利*	342,748	369,718
Contributions to defined contribution retirement plans	定額供款退休金計劃之供款	14,927	16,565
Other items	其他項目		
Depreciation	折舊		
— assets held for use under operating leases	— 用作經營租賃持作使用之資產	18,139	22,833
— other assets	— 其他資產	147,893	151,125
— right-of-use assets	— 使用權資產	41,312	41,034
		207,344	214,992
Impairment losses**	減值虧損**		
— Property, plant and equipment	— 物業、廠房及設備	138,884	—
— Right-of-use assets	— 使用權資產	34,382	—
— Programming library	— 備用節目	55,924	—
— Other related intangible assets	— 其他相關無形資產	5,138	—
— Contract acquisition costs	— 合約收購成本	6,526	—
		240,854	—

Notes to the Consolidated Financial Statements

綜合財務報表附註

8. LOSS BEFORE TAXATION (Continued)

8. 除稅前虧損(續)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Amortisation	攤銷		
— programming library***	— 備用節目***	48,228	50,684
— other intangible assets	— 其他無形資產	4,064	4,040
— contract acquisition costs	— 合約收購成本	13,672	16,057
Net loss allowance/(reversal of loss allowance) on trade receivables	應收營業賬款的虧損撥備/(虧損撥備撥回)淨額	7,087	(3,930)
Carrying amount of inventories consumed and sold	已耗用及已售存貨之賬面值	7,932	9,140
Write down of inventories	存貨撇減	1,692	1,316
Rental expenses in respect of land and buildings under short-term leases and low-value leases not included in lease liabilities	不計入租賃負債的短期租賃及低價值租賃項下的土地及樓宇租金開支	9,529	9,227
Auditor's remuneration	核數師酬金		
— audit services	— 核數服務	2,784	2,560
— non-audit services	— 非核數服務	1,118	819
Net foreign exchange loss/(gain)	外匯虧損/(收益)淨額	700	(289)
Rental income under operating leases in respect of	經營租賃租金收入		
— owned plant and machinery	— 自用廠房及機器	(45,316)	(53,841)
Non-operating expense/(income), net	非經營開支/(收入)淨額		
— net (gain)/loss on disposal of property, plant and equipment	— 出售物業、廠房及設備之(收益)/虧損淨額	(96)	136
— gain on modification of lease contracts	— 修訂租賃合約之收益	(13)	(148)
— loss on redemption of financial assets at FVTPL (Note 20(b))	— 贖回按公允價值計入損益的金融資產之虧損(附註20(b))	-	70
— fair value losses/(net fair value gains) on financial assets at FVTPL (Note 20(b))	— 按公允價值計入損益的金融資產的公允價值虧損/(公允價值收益淨額)(附註20(b))	55,655	(1,602)

* During the year ended 31 December 2022, subsidies of approximately HK\$25,010,000 (2021: HK\$Nil) from the Employment Support Scheme under the Anti-epidemic Fund set up by the Government of the Hong Kong Special Administrative Region were included in salaries, wages and other benefits.

** The impairment losses of approximately HK\$93,256,000, HK\$77,145,000 and HK\$70,453,000 were included within programming costs, network expenses and selling, general and administrative and other operating expenses, respectively, in the consolidated statement of profit or loss of the Group for the year ended 31 December 2022. The aggregate amount of the impairment losses recognised for the year ended 31 December 2022 were amounted to approximately HK\$240,854,000, primarily as a result of the Licence Termination with effect from 1 June 2023, as well as management's assessment of the business prospect of the Group in light of the latest market environment.

*** Amortisation of programming library was included within programming costs in the consolidated statement of profit or loss of the Group.

* 截至二零二二年十二月三十一日止年度，香港特別行政區政府設立的防疫基金項下保就業計劃提供的補貼約25,010,000港元(二零二一年：零港元)已計入薪金、工資及其他福利。

** 減值虧損約93,256,000港元、77,145,000港元及70,453,000港元分別於本集團截至二零二二年十二月三十一日止年度的綜合損益表中計入節目製作成本、網絡費用及銷售、一般、行政及其他營運費用。截至二零二二年十二月三十一日止年度確認的減值虧損總額約240,854,000港元，主要由於自二零二三年六月一日起終止牌照，以及管理層根據最新市場環境對本集團業務前景的評估。

*** 備用節目攤銷包括於本集團綜合損益表之節目製作成本之內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9. INCOME TAX

Hong Kong and other jurisdictions profits tax has been provided at the rate of 16.5% (2021: 16.5%) and at the rates of taxation prevailing in the jurisdictions in which the Group operates respectively.

(a) Income tax in the consolidated statement of profit or loss represents:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current income tax	當期入息稅項		
Provision for the year	年內撥備	270	413
Deferred income taxation* (Note 26(b))	遞延入息稅項* (附註 26(b))	187,357	11,024
Income tax	入息稅項	187,627	11,437

* During the year ended 31 December 2022, write down of previously recognised deferred tax assets of approximately HK\$176,318,000 was recognised, primarily as a result of the Licence Termination with effect from 1 June 2023, as well as management's assessment of the business prospect of the Group in the light of the latest market environment.

9. 入息稅項

香港及其他司法權區利得稅分別按 16.5% 稅率 (二零二一年: 16.5%) 及本集團經營所處司法權區之現行稅率釐定。

(a) 綜合損益表內之入息稅項包括：

* 截至二零二二年十二月三十一日止年度，已確認先前確認的遞延稅項資產撤減約 176,318,000 港元，主要由於自二零二三年六月一日起終止牌照，以及管理層根據最新市場環境對本集團業務前景的評估。

(b) Reconciliation between the effective income tax rate and the applicable tax rate:

		2022 二零二二年 %	2021 二零二一年 %
Statutory income tax rate	法定入息稅率	(16.5)	(16.5)
Tax effect of non-deductible expenses	不可扣減之支出的稅務影響	3.3	2.4
Tax effect of non-taxable income	毋須課稅收入的稅務影響	(0.6)	(0.8)
Tax effect of temporary differences not recognised	未確認的臨時差額的稅務影響	3.0	0.1
Tax effect of unused tax losses not recognised	未確認的未使用稅務虧損的稅務影響	12.9	18.9
Tax effect of previously unrecognised tax losses now recognised	以往未確認稅務虧損現在確認的稅務影響	(0.5)	(1.1)
Tax effect of write down of previously recognised deferred tax assets	先前已確認遞延稅項資產撤減的稅務影響	25.3	-
Differential tax rate on subsidiaries' income	附屬公司收入的稅率差異	-	0.2
Effective income tax rate	實際入息稅率	26.9	3.2

(b) 實際入息稅率與適當稅率之對賬：

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綜合財務報表附註

10. DIRECTORS' BENEFITS AND INTERESTS

The following disclosures are made pursuant to section 383(1) of the Hong Kong Companies Ordinance (Cap. 622) and Part 2 to 4 of the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) are as follows:

10. 董事福利及利益

以下披露依照載列於香港法例第622章香港《公司條例》第383(1)條及香港法例第622G章《公司(披露董事利益資料)規例》之第二至四部分的規定作出如下：

Name of directors	董事姓名	Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及其他津貼 HK\$'000 千港元	Retirement scheme contributions 退休金計劃供款 HK\$'000 千港元	Discretionary bonuses and/or performance related bonuses 酌情花紅及/或按業績釐定之花紅 HK\$'000 千港元	Total emoluments 薪酬總額 HK\$'000 千港元
2022:	二零二二年：					
Dr. CHENG Kar-Shun, Henry (Chairman, Non-executive Director)	鄭家純博士(主席，非執行董事)	60	-	-	-	60
Tan Sri Dato' David CHIU (Vice-chairman, Non-executive Director)	丹斯里拿督邱達昌(副主席，非執行董事)	60	-	-	-	60
Mr. TSANG On Yip, Patrick (Vice-chairman, Executive Director)	曾安業先生(副主席，執行董事)	60	-	-	-	60
Mr. LIE KEN JIE Remy Anthony Ket Heng (Executive Director)	李國恒先生(執行董事)	60	-	-	-	60
Mr. Andrew Wah Wai CHIU (Non-executive Director)	邱華瑋先生(非執行董事)	60	-	-	-	60
Mr. HOONG Cheong Thard (Non-executive Director)	孔祥達先生(非執行董事)	60	-	-	-	60
Ms. NG Yuk Mui Jessica (Non-executive Director)	吳旭茱女士(非執行董事)	60	-	-	-	60
Mr. LAM Kin Fung Jeffrey (Independent non-executive Director)	林健鋒先生(獨立非執行董事)	60	-	-	-	60
Dr. HU Shao Ming Herman (Independent non-executive Director)	胡曉明博士(獨立非執行董事)	60	-	-	-	60
Mr. LUK Koon Hoo, Roger (Independent non-executive Director)	陸觀豪先生(獨立非執行董事)	80	-	-	-	80
Mr. TANG Sing Ming Sherman (Independent non-executive Director)	湯聖明先生(獨立非執行董事)	80	-	-	-	80
		700	-	-	-	700

Notes to the Consolidated Financial Statements

綜合財務報表附註

10. DIRECTORS' BENEFITS AND INTERESTS (Continued)

10. 董事福利及利益(續)

Name of directors	董事姓名	Fees	Salaries and other benefits	Retirement scheme contributions	Discretionary bonuses and/or performance related bonuses	Total emoluments
		袍金	薪金及其他津貼	退休金計劃供款	酌情花紅及／或按業績釐定之花紅	薪酬總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
2021:	二零二一年:					
Dr. CHENG Kar-Shun, Henry (Chairman, Non-executive Director) (note (i))	鄭家純博士 (主席, 非執行董事)(附註(i))	60	-	-	-	60
Tan Sri Dato' David CHIU (Vice-chairman, Non-executive Director) (note (i))	丹斯里拿督邱達昌 (副主席, 非執行董事)(附註(i))	60	-	-	-	60
Mr. TSANG On Yip, Patrick (Vice-chairman, Executive Director) (note (ii) & (iii))	曾安業先生(副主席, 執行董事) (附註(ii)及(iii))	60	-	-	-	60
Mr. LIE KEN JIE Remy Anthony Ket Heng (Executive Director) (note (iii))	李國恒先生 (執行董事)(附註(iii))	60	-	-	-	60
Mr. Andrew Wah Wai CHIU (Non-executive Director) (note (iv))	邱華璋先生 (非執行董事)(附註(iv))	60	-	-	-	60
Mr. HOONG Cheong Thard (Non-executive Director)	孔祥達先生 (非執行董事)	60	-	-	-	60
Ms. NG Yuk Mui Jessica (Non-executive Director)	吳旭萊女士 (非執行董事)	60	-	-	-	60
Mr. LAM Kin Fung Jeffrey (Independent non-executive Director)	林健鋒先生 (獨立非執行董事)	60	-	-	-	60
Dr. HU Shao Ming Herman (Independent non-executive Director)	胡曉明博士 (獨立非執行董事)	60	-	-	-	60
Mr. LUK Koon Hoo, Roger (Independent non-executive Director)	陸觀豪先生 (獨立非執行董事)	80	-	-	-	80
Mr. TANG Sing Ming Sherman (Independent non-executive Director)	湯聖明先生 (獨立非執行董事)	80	-	-	-	80
		700	-	-	-	700

Notes:

- (i) Tan Sri Dato' David Chiu has been re-designated from the Chairman to a Vice-chairman, and Dr. Cheng Kar-Shun, Henry has been re-designated from the Vice-chairman to the Chairman, with effect from 30 November 2021.
- (ii) Mr. Tsang On Yip, Patrick has been appointed as a Vice-chairman with effect from 30 November 2021.
- (iii) Each of Mr. Tsang On Yip, Patrick and Mr. Lie Ken Jie Remy Anthony Ket Heng has been re-designated from a non-executive Director to an executive Director with effect from 30 November 2021.
- (iv) Mr. Andrew Wah Wai Chiu has been re-designated from an executive Director to a non-executive Director with effect from 30 November 2021.

附註:

- (i) 丹斯里拿督邱達昌已由主席調任為副主席, 鄭家純博士則由副主席調任為主席, 自二零二一年十一月三十日起生效。
- (ii) 曾安業先生獲委任為副主席, 自二零二一年十一月三十日起生效。
- (iii) 曾安業先生及李國恒先生各自由非執行董事調任為執行董事, 自二零二一年十一月三十日起生效。
- (iv) 邱華璋先生已由執行董事調任為非執行董事, 自二零二一年十一月三十日起生效。

Notes to the Consolidated Financial Statements

綜合財務報表附註

10. DIRECTORS' BENEFITS AND INTERESTS

(Continued)

There was no compensation for loss of office and/or inducement for joining the Group paid/payable to the directors of the Company in respect of the years ended 31 December 2022 and 31 December 2021.

During the year ended 31 December 2022, no retirement benefits, payments or benefits in respect of termination of directors' services were paid or made, directly or indirectly, to the directors; nor are any payable (2021: HK\$Nil). No consideration was provided to or receivable by third parties for making available directors' services (2021: HK\$Nil). There are no loans, quasi-loans or other dealings in favour of the directors, their controlled bodies corporate and connected entities (2021: None).

Save as disclosed in Note 30, during the years and at the years ended 31 December 2022 and 2021, no Director had or has a material interest, directly or indirectly, in any significant transactions, arrangements and contracts in relation to the Company's business to which the Company was or is a party.

10. 董事福利及利益(續)

截至二零二二年十二月三十一日及二零二一年十二月三十一日止年度並無已付／應付離職補償及／或促使加入集團所得利益予本公司的董事。

截至二零二二年十二月三十一日止年度，概無就終止董事服務直接或間接向董事支付或提供退休福利、付款或利益；亦無任何應付款項（二零二一年：零港元）。概無因董事提供服務而向第三方支付或應付代價（二零二一年：零港元）。概無以董事、受該等董事控制的法人團體及關連實體為受益人的貸款、類似貸款或其他交易（二零二一年：無）。

除附註30所披露，於本年度及截至二零二二年及二零二一年十二月三十一日止年度，概無董事直接或間接於與本公司業務有關且本公司曾為或目前為當事方的任何重大交易、安排及合約中擁有重大權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11. INDIVIDUALS WITH HIGHEST EMOLUMENTS AND EMOLUMENTS OF SENIOR MANAGEMENT

(a) Five highest paid individuals

The aggregate of the emoluments in respect of the five (2021: five) individuals with the highest emoluments are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries and other benefits	薪金及其他津貼	10,536	9,255
Retirement scheme contributions	退休金計劃供款	460	335
Discretionary bonuses and/or performance related bonuses	酌情花紅及／或按業績釐定之花紅	-	-
Share options	購股權	-	-
		10,996	9,590

The emoluments of the five (2021: five) individuals with the highest emoluments are within the following bands:

HK\$	港元	2022 二零二二年 Number of individuals 人數	2021 二零二一年 Number of individuals 人數
1,500,001–2,000,000	1,500,001–2,000,000	3	4
2,000,001–2,500,000	2,000,001–2,500,000	1	1
2,500,001–3,000,000	2,500,001–3,000,000	-	-
3,000,001–3,500,000	3,000,001–3,500,000	-	-
3,500,001–4,000,000	3,500,001–4,000,000	1	-
		5	5

11. 最高薪人士及高級管理層酬金

(a) 五位最高薪人士

有關五位(二零二一年：五位)最高薪人士的酬金總額如下：

五位(二零二一年：五位)最高薪人士之薪金級別如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

11. INDIVIDUALS WITH HIGHEST EMOLUMENTS AND EMOLUMENTS OF SENIOR MANAGEMENT (Continued)

(b) Emoluments of senior management

For the year ended 31 December 2022, the emoluments of the senior management of the Group, whose biographical details are set out in the “Biographical Details of Directors and Senior Management” section of this annual report, were within following bands:

HK\$	港元	2022 二零二二年 Number of individuals 人數	2021 二零二一年 Number of individuals 人數
Nil–1,000,000	0–1,000,000	–	–
1,000,001–1,500,000	1,000,001–1,500,000	–	–
1,500,001–2,000,000	1,500,001–2,000,000	–	1
2,000,001–2,500,000	2,000,001–2,500,000	1	1
2,500,001–3,000,000	2,500,001–3,000,000	1	–
3,000,001–3,500,000	3,000,001–3,500,000	–	–
3,500,001–4,000,000	3,500,001–4,000,000	–	–
		2	2

12. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to equity shareholders of the Company of approximately HK\$885,718,000 (2021: approximately HK\$363,652,000) and the weighted average number of 7,134,623,520 ordinary shares of the Company (2021: approximately 7,134,623,520 shares) in issue during the year.

(b) Diluted loss per share

The diluted loss per share for the years ended 31 December 2022 and 2021 equals to the basic loss per share since the exercise of the outstanding share options of the Company (the “Share Options”) granted under the share option scheme of the Company adopted on 24 May 2018 (the “Share Option Scheme”) and conversion rights attached to the unlisted long-term convertible bonds would not have a dilutive effect on the loss per share.

11. 最高薪人士及高級管理層酬金(續)

(b) 高級管理層酬金

截至二零二二年十二月三十一日止年度，本集團高級管理層(彼等之履歷詳情載於本年報「董事及高級管理層之簡介」一節)之薪酬級別如下：

12. 每股虧損

(a) 每股基本虧損

每股基本虧損乃根據本公司權益股東應佔虧損約885,718,000港元(二零二一年：約363,652,000港元)及年內本公司已發行普通股之加權平均數7,134,623,520股(二零二一年：約7,134,623,520股)計算。

(b) 每股攤薄虧損

截至二零二二年及二零二一年十二月三十一日止年度的每股攤薄虧損與每股基本虧損相等，此乃由於行使根據本公司於二零一八年五月二十四日所採納購股權計劃(「購股權計劃」)所授出之本公司未行使購股權(「購股權」)及非上市長期可換股債券所附之兌換權不會對每股虧損產生攤薄效應。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

	Network assets and television production systems	Furniture, fixtures, other equipment and motor vehicles	Leasehold land and building in Hong Kong and The People's Republic of China 在香港及 中華人民共和國 之租賃土地 及樓宇	Leasehold improvements	Total
	網絡資產及 電視製作系統	傢具、裝置、 其他設備及汽車	租賃物業裝修	租賃物業裝修	總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元

Cost	成本					
At 1 January 2021	於二零二一年一月一日	6,223,641	658,597	29,795	278,241	7,190,274
Additions	增添	100,490	12,583	-	6,663	119,736
Disposals	出售	(15,591)	(10,960)	-	-	(26,551)
Exchange differences	匯兌差額	-	547	921	269	1,737

At 31 December 2021	於二零二一年十二月三十一日	6,308,540	660,767	30,716	285,173	7,285,196
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Cost	成本					
At 1 January 2022	於二零二二年一月一日	6,308,540	660,767	30,716	285,173	7,285,196
Additions	增添	93,760	13,111	-	6,703	113,574
Disposals	出售	(17,092)	(2,297)	-	(3)	(19,392)
Exchange differences	匯兌差額	-	(1,670)	(2,802)	(818)	(5,290)

At 31 December 2022	於二零二二年十二月三十一日	6,385,208	669,911	27,914	291,055	7,374,088
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Notes to the Consolidated Financial Statements

綜合財務報表附註

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

13. 物業、廠房及設備(續)

	Network assets and television production systems	Furniture, fixtures, other equipment and motor vehicles	Leasehold land and building in Hong Kong and The People's Republic of China 在香港及 中華人民共和國 之租賃土地 及樓宇	Leasehold improvements	Total
	網絡資產及 電視製作系統	傢具、裝置、 其他設備及汽車	租賃物業裝修	租賃物業裝修	總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元

Accumulated depreciation	累計折舊					
At 1 January 2021	於二零二一年一月一日	5,576,383	634,581	15,720	259,286	6,485,970
Charge for the year	本年度計提	156,136	8,904	1,148	7,770	173,958
Written back on disposals	出售時撥回	(15,240)	(10,959)	-	-	(26,199)
Exchange differences	匯兌差額	-	547	516	264	1,327
At 31 December 2021	於二零二一年十二月三十一日	5,717,279	633,073	17,384	267,320	6,635,056

Accumulated depreciation and impairment losses	累計折舊及減值虧損					
At 1 January 2022	於二零二二年一月一日	5,717,279	633,073	17,384	267,320	6,635,056
Charge for the year	本年度計提	142,431	10,212	1,117	12,272	166,032
Impairment losses	減值虧損	103,591	23,984	1,729	9,580	138,884
Written back on disposals	出售時撥回	(16,979)	(2,297)	-	(3)	(19,279)
Exchange differences	匯兌差額	-	(1,666)	(1,699)	(807)	(4,172)
At 31 December 2022	於二零二二年十二月三十一日	5,946,322	663,306	18,531	288,362	6,916,521
Net book value	賬面淨值					
At 31 December 2022	於二零二二年十二月三十一日	438,886	6,605	9,383	2,693	457,567

At 31 December 2021	於二零二一年十二月三十一日	591,261	27,694	13,332	17,853	650,140
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As at 31 December 2022, the net book value of plant and equipment of the Group held for use in operating leases were approximately HK\$21,214,000 (2021: approximately HK\$34,902,000).

於二零二二年十二月三十一日，本集團持有用於經營租賃的廠房及設備賬面淨值約21,214,000港元(二零二一年：約34,902,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

In view of the rapidly changing media landscape in Hong Kong and fierce competition among the global paid TV content providers and pay TV operators, the Group obtained approval from the Government of the Hong Kong Special Administrative Region on 14 February 2023 for the termination of the domestic pay television programme service licence with effect from 1 June 2023. During the year ended 31 December 2022, the revenue generated from the Pay TV business (the "Pay TV Revenue") contributed over one-third of the revenue of the Group. Due to the future reduction of the Pay TV Revenue as well as management's assessment of the business prospect of the Group in light of the latest market environment, impairment losses in relation to a group of assets of Pay TV business and certain assets of the remaining business were recognised.

During the year ended 31 December 2022, impairment losses of property, plant and equipment of approximately HK\$40,726,000 and programming library of approximately HK\$16,484,000 were recognised in relation to a group of assets of the Pay TV business. The estimated recoverable amount of this group of assets was nil value, since the estimated cash inflows from the Pay TV business is lower than the estimated cash outflows of the Pay TV business from 1 January 2023 to the effective date of the Licence Termination.

Moreover, impairment losses of property, plant and equipment of approximately HK\$98,158,000, right-of-use assets of approximately HK\$34,382,000, programming library of approximately HK\$39,440,000 and other related intangible assets of approximately HK\$5,138,000, were recognised in relation to the cash-generating unit to which the remaining assets of the Group are allocated. The estimated recoverable amount of the cash-generating unit was its value in use, which was equal to the carrying amount of these assets after the impairment as at 31 December 2022. Management determined the value in use of the cash-generating unit with the assistance of an independent professional valuer, which is measured using the discounted cash flow projections. The cash flow projections are based on financial budgets covering a five-year period approved by the Board. Cash flows beyond the five-year period are extrapolated using a long term growth rate. The valuation method used was consistent with the requirements prescribed by HKAS 36 "Impairment of Assets" and remained the same as that of last year.

13. 物業、廠房及設備(續)

鑒於香港媒體市場結構急速改變，環球收費電視內容供應商及收費電視營運商競爭日益激烈，本集團已於二零二三年二月十四日獲得香港特別行政區政府批准自二零二三年六月一日起終止本地收費電視節目服務牌照。截至二零二二年十二月三十一日止年度，收費電視業務產生的收益（「收費電視收益」）佔本集團收益超過三分之一。由於未來收費電視收益減少以及管理層根據最新市場環境對本集團業務前景的評估，已確認收費電視業務的一組資產及餘下業務的若干資產之相關減值虧損。

截至二零二二年十二月三十一日止年度，已就收費電視業務的一組資產確認物業、廠房及設備減值虧損約40,726,000港元以及備用節目減值虧損約16,484,000港元。該資產組別的估計可收回金額的價值為零，乃由於自二零二三年一月一日起至終止牌照生效日期止期間，收費電視業務的估計現金流入低於收費電視業務的估計現金流出。

此外，已就本集團餘下資產獲分配的現金產生單位確認物業、廠房及設備減值虧損約98,158,000港元、使用權資產減值虧損約34,382,000港元、備用節目減值虧損約39,440,000港元及其他相關無形資產減值虧損約5,138,000港元。於二零二二年十二月三十一日，該現金產生單位的估計可收回金額為其使用價值，相等於該等資產減值後的賬面值。管理層在獨立專業估值師的協助下釐定現金產生單位的使用價值，其使用貼現現金流量預測計量。現金流量預測基於董事會批准的五年期財務預算。超過五年期的現金流量使用長期增長率推算。所採用的估值方法符合香港會計準則第36號「資產減值」的規定，以及與去年相同。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

The key assumptions used in the cash flow projections included forecast revenue at growth rates ranging from -25% to 18% (2021: 9% to 14%) and forecast operating costs at rates ranging from -13% to -2% (2021: -3% to 10%) over the five-year period, which are determined by considering both internal and external factors relating to the businesses; long term growth rate of 2.5% (2021: 2.5%) which is consistent with the forecast of the businesses and the expected market development; and the pre-tax discount rate of 17.44% (2021: 14.55%) which reflects specific risks relating to the businesses. Changes in assumptions from previous year's reflected management's latest business plans and business prospect in light of the latest market environment.

14. LEASES

This note provides information for leases where the Group is a lessee.

(a) Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Right-of-use assets	使用權資產		
Properties	物業	9,655	74,231
Lease liabilities	租賃負債		
Current	流動	37,258	38,930
Non-current	非流動	7,820	36,192

Additions to the right-of-use assets during the year ended 31 December 2022 were approximately HK\$11,654,000 (2021: approximately HK\$5,669,000).

13. 物業、廠房及設備(續)

現金流量預測中使用的主要假設包括於五年期內按增長率介乎-25%至18%(二零二一年:9%至14%)計量的預測收益及按比率介乎-13%至-2%(二零二一年:-3%至10%)計量的預測運營成本,乃透過考慮與業務相關的內部及外部因素釐定;長期增長率2.5%(二零二一年:2.5%),與業務預測及預期市場發展一致;以及除稅前貼現率17.44%(二零二一年:14.55%),其反映與業務相關的特定風險。與上一年度相比,假設的變動反映管理層根據最新市場環境制定的最新業務計劃及業務前景。

14. 租賃

本附註提供本集團作為承租人的租賃資料。

(a) 於綜合財務狀況表確認的金額

綜合財務狀況表呈列以下與租賃有關的金額:

截至二零二二年十二月三十一日止年度,增添使用權資產約11,654,000港元(二零二一年:約5,669,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14. LEASES (Continued)

(b) Amounts recognised in the consolidated statement of profit or loss

The consolidated statement of profit or loss shows the following amounts relating to lease:

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Note 附註		
Depreciation charge of right-of-use assets	使用權資產折舊開支			
Properties	物業	8	41,312	41,034
Impairment losses on right-of-use assets	使用權資產的減值虧損	8	34,382	-
Interest expense (included in finance costs)	利息支出 (計入融資費用)	8	3,519	5,578
Expense relating to short-term leases	與短期租賃有關之開支	8	9,100	8,617
Expense relating to leases of low-value assets that are not shown above as short-term leases	上述未列為短期租賃且與低價值資產租賃有關之開支	8	429	610

The total cash outflows for leases in 2022 was approximately HK\$54,156,000 (2021: approximately HK\$52,181,000).

The Group leases a number of premises under operating leases mainly for use as office premises, car parks and warehouses. The terms of the leases vary and may be renewable on a monthly basis or run for an initial period of 2 to 15 years (2021: 2 to 15 years), and certain leases have an option for a 3-year term, to renew the lease after that date at which time all terms are renegotiated. Lease payments are usually adjusted every 2 to 3 years to reflect market rentals. None of the leases includes contingent rentals.

14. 租賃(續)

(b) 於綜合損益表確認的金額

綜合損益表呈列以下與租賃有關的金額：

於二零二二年，租賃的現金流出總額約54,156,000港元(二零二一年：約52,181,000港元)。

本集團以經營租賃方式租賃若干物業，主要用作辦公室物業、停車場及倉庫。租約條款各不相同，可按月續租或初始期限為2至15年(二零二一年：2至15年)，而若干租約有一項為期3年的選擇權，可在該日後續租，屆時所有條款將重新磋商。租賃付款一般每2至3年調整一次，以反映市場租金。此等租約不包括或然租金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14. LEASES (Continued)

(c) The Group's leasing activities and how they are accounted for

(i) Extension and termination options

Extension and termination options are included in a number of property leases across the Group. These terms are used to maximise operational flexibility in terms of managing contracts. Approximately 73% (2021: approximately 76%) of the total lease payments made in 2022 were optional.

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). Potential future cash outflows of approximately HK\$62,070,000 (2021: approximately HK\$62,070,000) have not been included in the lease liability because it is not reasonably certain that the leases will be extended (or not terminated).

The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee. During the year ended 31 December 2021, the financial effect of revising lease terms to reflect the effect of exercising termination option was a decrease in recognised lease liabilities and right-of-use assets of approximately HK\$2,696,000 and HK\$2,548,000, and there was no such event in the year ended 31 December 2022.

14. 租賃(續)

(c) 本集團的租賃活動及其列賬方式

(i) 延長及終止選擇權

本集團的多份物業租約包括延長及終止選擇權。該等條款旨在最大限度地提高管理合約條款的經營靈活性。於二零二二年作出的租賃付款總額中約73%(二零二一年：約76%)為可選擇項目。

於釐定租賃期限時，管理層會考慮產生行使延長選擇權或不行使終止選擇權的經濟激勵措施的所有事實及情況。僅於合理確定延長租約(或不終止租約)下，方會將延長選擇權(或終止選擇權後的期間)計入租賃期。由於無法合理確定租約將予延長(或未被終止)，因此約62,070,000港元(二零二一年：約62,070,000港元)的潛在未來現金流出未有計入租賃負債。

如發生影響該評估的重大事件或重大情況變動，且有關評估是在承租人控制範圍內，則會對該評估作出檢討。截至二零二一年十二月三十一日止年度，修訂租賃條款以反映行使終止選擇權的影響的財務影響，為已確認租賃負債及使用權資產分別減少約2,696,000港元及約2,548,000港元，而截至二零二二年十二月三十一日止年度並無該事項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14. LEASES (Continued)

(c) The Group's leasing activities and how they are accounted for (Continued)

The Group leases out decoders to subscribers under operating leases which are renewable on a monthly basis. None of the leases includes contingent rentals.

The management of the Group undertook a review of right-of-use assets to assess the respective recoverability. As a result of the assessment, impairment losses of approximately HK\$34,382,000 were recognised during the year (2021: HK\$Nil). For details of the impairment, please refer to Note 13 to the consolidated financial statements in this annual report.

14. 租賃(續)

(c) 本集團的租賃活動及其列賬方式(續)

本集團以經營租賃把解碼器租予客戶。此等經營租賃每月更新，並不包含或然租金。

本集團管理層對使用權資產進行審閱，以評估各自的可收回性。經評估後，年內確認減值虧損約34,382,000港元(二零二一年：零港元)。有關減值詳情，請參閱本年報綜合財務報表附註13。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15. PROGRAMMING LIBRARY

15. 備用節目

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cost	成本		
At 1 January	於一月一日	526,981	620,854
Additions	增添	47,236	47,787
Written off	撇銷	(92,538)	(141,660)
At 31 December	於十二月三十一日	481,679	526,981
Accumulated amortisation and impairment losses	累計攤銷及減值虧損		
At 1 January	於一月一日	458,990	549,966
Charge for the year	本年度計提	48,228	50,684
Impairment losses	減值虧損	55,924	-
Written off	撇銷	(92,538)	(141,660)
At 31 December	於十二月三十一日	470,604	458,990
Net book value	賬面淨值		
At 31 December	於十二月三十一日	11,075	67,991

The management of the Group undertook a review of its programming library to assess the respective recoverability. As a result of the assessment, impairment losses of approximately HK\$55,924,000 were recognised during the year (2021: HK\$Nil). For details of the impairment, please refer to Note 13 to the consolidated financial statements in this annual report.

本集團管理層回顧其備用節目，以評估其各自之可收回款額。經評估後，年內確認減值虧損約55,924,000港元(二零二一年：零港元)。有關減值詳情，請參閱本年報綜合財務報表附註13。

Notes to the Consolidated Financial Statements

綜合財務報表附註

16. OTHER INTANGIBLE ASSETS

16. 其他無形資產

		Club debentures 會籍 HK\$'000 千港元	Computer software development costs 電腦軟件 開發費用 HK\$'000 千港元	Website development costs 網站 開發費用 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本				
At 1 January 2021	於二零二一年一月一日	1,218	20,152	-	21,370
Additions	增添	-	-	166	166
At 31 December 2021	於二零二一年十二月三十一日	1,218	20,152	166	21,536
Cost	成本				
At 1 January 2022 and at 31 December 2022	於二零二二年一月一日及 於二零二二年 十二月三十一日	1,218	20,152	166	21,536
Accumulated amortisation	累計攤銷				
At 1 January 2021	於二零二一年一月一日	-	5,633	-	5,633
Charge for the year	本年度計提	-	4,030	10	4,040
At 31 December 2021	於二零二一年十二月三十一日	-	9,663	10	9,673
Accumulated amortisation and impairment losses	累計攤銷及減值虧損				
At 1 January 2022	於二零二二年一月一日	-	9,663	10	9,673
Charge for the year	本年度計提	-	4,031	33	4,064
Impairment losses	減值虧損	-	5,042	96	5,138
At 31 December 2022	於二零二二年十二月三十一日	-	18,736	139	18,875
Net book value	賬面淨值				
At 31 December 2022	於二零二二年十二月三十一日	1,218	1,416	27	2,661
At 31 December 2021	於二零二一年十二月三十一日	1,218	10,489	156	11,863

Notes to the Consolidated Financial Statements

綜合財務報表附註

16. OTHER INTANGIBLE ASSETS (Continued)

- (i) The useful lives of the club debentures are indefinite. Accordingly, no amortisation was charged to the consolidated statement of profit or loss of the Group during the current and prior years. The Group completed its annual impairment test for the club debentures by comparing the fair values less costs of disposal of the club debentures to their carrying amounts as at the end of the reporting period. No impairment loss was recognised during the year (2021: HK\$Nil).
- (ii) The Group's computer software development costs and website development costs are amortised using the straight-line method over their estimated useful lives of 5 years. The management of the Group undertook a review of its computer software development costs and website development costs to assess the respective recoverability. As a result of the assessment, impairment losses of approximately HK\$5,138,000 were recognised during the year (2021: HK\$Nil). For details of the impairment, please refer to Note 13 to the consolidated financial statements in this annual report.

17. INVESTMENTS IN SUBSIDIARIES

- (a) The following list contains only the particulars of the Company's principal subsidiaries and consolidated structured entities.

Name of company 公司名稱	Place of incorporation/ operation 註冊成立/ 經營地方	Principal activities 主要業務	Particular of issued capital all fully paid 已發行及全數繳足股本	Proportion of ownership 擁有權益比例	
				Directly 直接	Indirectly 間接
Fantastic Television Limited ("FTL")** 奇妙電視有限公司 (「奇妙電視」)**	Hong Kong 香港	Free television broadcasting 免費電視廣播	HK\$10,000 divided into 9,999 ordinary shares and 1 non-voting preference share 10,000港元分為9,999股普通股及1股無投票權優先股	14.9%	-
HOY TV Limited** (formerly known as HK Open TV Company Limited)	Hong Kong 香港	Advertising services and programme production and acquisition 廣告服務以及節目製作及採購	HK\$1 divided into 1 ordinary share 1港元分為1股普通股	-	14.9%
HOY TV Limited** (前稱香港開電視有限公司)	Hong Kong 香港	Advertising services and programme production and acquisition 廣告服務以及節目製作及採購	1港元分為1股普通股	-	14.9%

16. 其他無形資產(續)

- (i) 會籍並無限期。因此，於本年度及過往年度本公司綜合損益表內並無計提攤銷。通過將報告期末之公允價值減出售會籍之成本與彼等之賬面值相對比，本集團完成其會籍年度減值測試。年內並無確認減值虧損(二零二一年：零港元)。
- (ii) 本集團之電腦軟件開發費用及網站開發費用採用直線法於5年估計使用期內攤銷。本集團管理層對其電腦軟件開發費用及網站開發費用進行審閱，以評估各自的可收回性。經評估後，年內確認減值虧損約5,138,000港元(二零二一年：零港元)。有關減值詳情，請參閱本年報綜合財務報表附註13。

17. 於附屬公司之投資

- (a) 下表僅載有本公司主要附屬公司及綜合結構性實體詳情。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17. INVESTMENTS IN SUBSIDIARIES (Continued)

- (a) The following list contains only the particulars of the Company's principal subsidiaries and consolidated structured entities. (Continued)

17. 於附屬公司之投資(續)

- (a) 下表僅載有本公司主要附屬公司及綜合結構性實體詳情。(續)

Name of company 公司名稱	Place of incorporation/ operation 註冊成立/ 經營地方	Principal activities 主要業務	Particular of issued capital all fully paid 已發行及全數繳足股本	Proportion of ownership 擁有權益比例	
				Directly 直接	Indirectly 間接
Hong Kong Cable News Express Limited 香港有線新聞速遞有限公司	Hong Kong 香港	Advertising services 廣告服務	HK\$20 divided into 2 ordinary shares 20港元分為2股普通股	–	100%
Hong Kong Cable Television Limited ("HKC") 香港有線電視有限公司 (「有線電視」)	Hong Kong 香港	Television and broadband internet access 電視及寬頻上網服務	HK\$750,000,000 divided into 750,000,000 ordinary shares 750,000,000港元分為750,000,000股普通股	–	100%
Hong Kong International Business Channel Limited ("HKIBCL")** Hong Kong International Business Channel Limited (「HKIBCL」)**	Hong Kong 香港	Advertising services and programme production and acquisition 廣告服務以及節目製作及採購	HK\$1 divided into 1 ordinary share 1港元分為1股普通股	–	14.9%
Hong Kong OTT Company Limited Hong Kong OTT Company Limited	Hong Kong 香港	Content provision and programme production 內容及節目製作	HK\$1 divided into 1 ordinary share 1港元分為1股普通股	–	100%
i-CABLE Entertainment Limited 香港有線娛樂有限公司	Hong Kong 香港	Programme production and channel operation 節目製作及頻道營運	HK\$10,000,000 divided into 10,000,000 ordinary shares 10,000,000港元分為10,000,000股普通股	–	100%
i-CABLE Finance Media Limited 有線財經媒體有限公司	Hong Kong 香港	Content provision, programme production and channel operation 內容、節目製作及頻道營運	HK\$1 divided into 1 ordinary share 1港元分為1股普通股	–	100%

Notes to the Consolidated Financial Statements

綜合財務報表附註

17. INVESTMENTS IN SUBSIDIARIES (Continued)

- (a) The following list contains only the particulars of the Company's principal subsidiaries and consolidated structured entities. (Continued)

17. 於附屬公司之投資(續)

- (a) 下表僅載有本公司主要附屬公司及綜合結構性實體詳情。(續)

Name of company 公司名稱	Place of incorporation/ operation 註冊成立/ 經營地方	Principal activities 主要業務	Particular of issued capital all fully paid 已發行及全數繳足股本	Proportion of ownership 擁有權益比例	
				Directly 直接	Indirectly 間接
i-CABLE Network Limited 有線寬頻網絡有限公司	Hong Kong 香港	Network operation 網絡營運	HK\$102 divided into 100 ordinary shares and 2 non-voting deferred shares 102港元分為100股普通股及2股無投票權遞延股	-	100%
i-CABLE Network Operations Limited i-CABLE Network Operations Limited	Hong Kong 香港	Network operation 網絡營運	HK\$500,000 divided into 500,000 ordinary shares 500,000港元分為500,000股普通股	-	100%
i-CABLE News Limited 香港有線新聞有限公司	Hong Kong 香港	Programme production and channel operation 節目製作及頻道營運	HK\$10,000,000 divided into 10,000,000 ordinary shares 10,000,000港元分為10,000,000股普通股	-	100%
i-CABLE Sports Limited 香港有線體育有限公司	Hong Kong 香港	Programme production and channel operation 節目製作及頻道營運	HK\$10,000,000 divided into 10,000,000 ordinary shares 10,000,000港元分為10,000,000股普通股	-	100%
i-CABLE Telecom Limited 有線寬頻電訊有限公司	Hong Kong 香港	Mobile service, mobile agency service and telephony 流動通訊服務、流動電話代理服務及電話業務	HK\$1 divided into 1 ordinary share 1港元分為1股普通股	-	100%
i-CAN Digital Solutions Limited i-CAN Digital Solutions Limited	Hong Kong 香港	Technology services 技術服務	HK\$1 divided into 1 ordinary share 1港元分為1股普通股	-	100%

Notes to the Consolidated Financial Statements

綜合財務報表附註

17. INVESTMENTS IN SUBSIDIARIES (Continued)

- (a) The following list contains only the particulars of the Company's principal subsidiaries and consolidated structured entities. (Continued)

17. 於附屬公司之投資(續)

- (a) 下表僅載有本公司主要附屬公司及綜合結構性實體詳情。(續)

Name of company 公司名稱	Place of incorporation/ operation 註冊成立/ 經營地方	Principal activities 主要業務	Particular of issued capital all fully paid 已發行及全數繳足股本	Proportion of ownership 擁有權益比例	
				Directly 直接	Indirectly 間接
i-DATA Company Limited	Hong Kong	Technology services	HK\$1 divided into 1 ordinary share	–	100%
i-DATA Company Limited	香港	技術服務	1 港元分為 1 股普通股		
International Distribution Limited ("IDL")** 香港國際發行有限公司 (「香港國際發行」)**	Hong Kong 香港	Programme licensing and distribution 節目特許權及分銷	HK\$2 divided into 2 ordinary shares 2 港元分為 2 股普通股	–	14.9%
Sundream Motion Pictures Limited ("SMPL")** 驕陽電影有限公司 (「驕陽電影」)**	Hong Kong 香港	Film production, distribution and licensing 電影生產、分銷及特許權	HK\$300,000,000 divided into 300,000,000 ordinary shares 300,000,000 港元分為 300,000,000 股普通股	–	14.9%
The Force Production Company Limited 原力製作有限公司	Hong Kong 香港	Content provision and programme production 內容及節目製作	HK\$1 divided into 1 ordinary share 1 港元分為 1 股普通股	–	100%
廣州市寬訊技術服務有限公司*	The People's Republic of China	Technical services	HK\$34,600,000	–	100%
廣州市寬訊技術服務有限公司*	中華人民共和國	技術服務	34,600,000 港元		

Notes to the Consolidated Financial Statements

綜合財務報表附註

17. INVESTMENTS IN SUBSIDIARIES (Continued)

- (a) The following list contains only the particulars of the Company's principal subsidiaries and consolidated structured entities. (Continued)

* This entity is registered as a wholly foreign owned enterprise under the People's Republic of China law and is not audited by PwC.

** The Company holds 1 non-voting preference share and 1,489 class "A" ordinary shares of FTL, which wholly owns the equity interests in IDL, SMPL, HOY TV Limited and HKIBCL, while the remaining 4,255 class "B" ordinary shares of FTL and 4,255 class "C" ordinary shares of FTL are held by two independent trustees respectively. The entities are consolidated by the Group in accordance with HKFRSs and the principal accounting policies adopted by the Group as disclosed in Note 3, as the Group is exposed to and has the rights to variable returns from its involvement with the entities and has the ability to affect those returns through its power over the entity, including, but not limited to: (i) the Company's nominated directors to the board of FTL pursuant to the right attached to the class "A" ordinary shares of FTL held by the Company provided in the articles of association of FTL; (ii) the requirement of the presence of the Company as a quorum in any general meeting of FTL; and (iii) veto rights over certain matters attached to class "A" ordinary shares requiring the prior approval of all holders thereof of FTL such as, the modification of any of the rights attached to any of the shares of FTL, alteration to the articles of association of FTL and the nature of the business of FTL, commencement of new business or activity by FTL, or making of any capital commitment by FTL. The Company, being the only preference shareholder, is entitled to receive the first HK\$1 billion profits generated in any financial year and the ordinary shareholders of FTL shall be entitled to receive any surplus dividends exceeding such amount of the same financial year on a pro rata basis. For the year ended 31 December 2022, no non-controlling interests is recognised as distributable profits of FTL did not surpass the threshold for the other shareholders.

None of the Company's subsidiaries or consolidated structured entities had issued any debt securities at the end of the year or during the year.

The above table lists the Company's subsidiaries and consolidated structured entities which, in the opinion of the Directors, principally affected the results of the year or formed a material portion of assets or liabilities of the Group.

17. 於附屬公司之投資(續)

- (a) 下表僅載有本公司主要附屬公司及綜合結構性實體詳情。(續)

* 該公司乃根據中華人民共和國法律註冊為外商獨資企業，並非由羅兵咸永道審核。

** 本公司持有1股無投票權優先股及1,489股奇妙電視(其全資擁有香港國際發行、驕陽電影、HOY TV Limited及HKIBCL)普通「A」股，其餘4,255股奇妙電視普通「B」股及4,255股奇妙電視普通「C」股則由兩位獨立信託人分別持有。誠如附註3所披露，該等實體由本集團根據《香港財務報告準則》及本集團所採納的主要會計政策而綜合，此乃由於本集團因為參與該實體而承擔可變回報的風險或享有可變回報的權利，並透過於該實體的權力而有能力影響該等回報，包括(但不限於)：(i) 奇妙電視章程細則內訂明，本公司根據其持有的奇妙電視「A」類普通股附設的權利提名董事至奇妙電視董事會；(ii) 本公司出席奇妙電視任何股東大會被視為法定人數的規定；及(iii) 需要所有持有人事先批准的奇妙電視「A」類普通股附設對若干事項的否決權，如修改任何奇妙電視股份附設的任何權利、修改奇妙電視章程細則及奇妙電視業務性質、奇妙電視開展新業務或活動或由奇妙電視作出任何資本承擔。本公司作為唯一優先股東，有權收取任何財政年度內產生的首1,000,000,000港元利潤，而奇妙電視的普通股股東將有權按比例收取同一財政年度超出該金額的任何盈餘股息。由於奇妙電視可分配利潤於截至二零二二年十二月三十一日止年度內不超過為其他股東所設的門檻，因此本集團沒有確認非控股權益。

於年末或年內，本公司的附屬公司或綜合結構性實體概無發行任何債務證券。

董事認為，上表列示的本公司附屬公司及綜合結構性實體對年度業績具主要影響或構成本集團資產或負債的重要部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

18. INVENTORIES

18. 存貨

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Spare parts and consumables for repair and maintenance	供維修及維護的零件及消耗品	6,473	6,863

19. TRADE RECEIVABLES AND CONTRACT ASSETS

19. 應收營業賬款及合約資產

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	應收營業賬款	107,711	98,806
Less: loss allowance (Note 19(b))	減：虧損撥備(附註19(b))	(24,289)	(17,328)
		83,422	81,478
Contract assets	合約資產	22,797	26,553
		106,219	108,031

(a) An ageing analysis of trade receivables (net of loss allowance), based on the invoice date is set out as follows:

(a) 應收營業賬款(扣除虧損撥備後)之賬齡按發票日分析列載如下：

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
0 to 30 days	0至30日	47,462	42,313
31 to 60 days	31至60日	11,332	12,963
61 to 90 days	61至90日	6,766	9,639
Over 90 days	超過90日	17,862	16,563
		83,422	81,478

The Group's credit policy is set out in Note 5(a).

本集團之信貸政策載於附註5(a)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

19. TRADE RECEIVABLES AND CONTRACT ASSETS (Continued)

- (b) Loss allowance in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the loss allowance is written off against trade receivables directly (see Note 3(p)(i)).

The movement in the loss allowance during the year, is as follows:

19. 應收營業賬款及合約資產 (續)

- (b) 有關應收營業賬款之虧損撥備記錄於撥備賬中，除了本集團認為收回該款之機會很低，則會把該虧損撥備直接沖減應收營業賬款(見附註3(p)(i))。

年內虧損撥備之變化列載如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Balance at beginning of the year	年初餘額	17,328	21,236
Net loss allowance/(reversal of loss allowance) on trade receivables	應收營業賬款之虧損撥備/(虧損撥備撥回)淨額	7,087	(3,930)
Written off	沖銷	(126)	-
Reversal of written off	沖銷撥回	-	22
Balance at end of the year	年末餘額	24,289	17,328

Notes to the Consolidated Financial Statements

綜合財務報表附註

19. TRADE RECEIVABLES AND CONTRACT ASSETS (Continued)

- (c) The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime expected loss allowance for all trade receivables. To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the historical loss rates as adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

19. 應收營業賬款及合約資產(續)

- (c) 本集團採用《香港財務報告準則》第9號簡化法計量預期信用損失，就所有應收營業賬款使用全期預期損失撥備。為計量預期信用損失，應收營業賬款根據共同信用風險特色及逾期日數分組。預期損失比率以過往損失比率為基準，該比率已調整以反映影響客戶償還應收款項能力的有關宏觀經濟因素的目前及前瞻性資料。

		Weighted average expected credit loss rate 加權平均全期預期信用損失比率	Gross carrying amount 賬面總值 HK\$'000 千港元	Lifetime expected credit loss 全期預期信用損失 HK\$'000 千港元	Net carrying amount 賬面淨值 HK\$'000 千港元
At 31 December 2022	於二零二二年十二月三十一日				
Not yet due	未逾期	0%	34,614	(103)	34,511
1 to 30 days past due	逾期1至30日	1%	18,132	(176)	17,956
31 to 60 days past due	逾期31至60日	1%	9,976	(136)	9,840
61 to 90 days past due	逾期61至90日	5%	6,251	(339)	5,912
Over 90 days past due	逾期多於90日	61%	38,738	(23,535)	15,203
			107,711	(24,289)	83,422
At 31 December 2021	於二零二一年十二月三十一日				
Not yet due	未逾期	0%	33,029	(62)	32,967
1 to 30 days past due	逾期1至30日	0%	18,606	(87)	18,519
31 to 60 days past due	逾期31至60日	1%	10,949	(96)	10,853
61 to 90 days past due	逾期61至90日	2%	6,967	(148)	6,819
Over 90 days past due	逾期多於90日	58%	29,255	(16,935)	12,320
			98,806	(17,328)	81,478

- (d) The lifetime expected loss allowance for contract assets is not material.

- (d) 合約資產的全期預期信用損失並不重大。

Notes to the Consolidated Financial Statements

綜合財務報表附註

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

(a) Classification of financial assets at FVTPL

Financial assets measured at FVTPL include the following:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current asset	流動資產		
— Listed debt securities	— 上市債務證券	2,673	8,731
— Redemption option of long-term convertible bonds	— 長期可換股債券之贖回選擇權	37,408	87,005
		40,081	95,736

(b) Amounts recognised in profit or loss

During the year, the following items were recognised in profit or loss:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Fair value (losses)/net fair value gains on financial assets at FVTPL	按公允價值計入損益的金融資產之公允價值(虧損)/公允價值收益淨額	(55,655)	1,602
Loss on redemption of financial assets at FVTPL	贖回按公允價值計入損益的金融資產之虧損	-	(70)

(c) Risk exposure and fair value measurements

Information about the Group's exposure to price risk is provided in Note 5(e). For information about the methods and assumptions used in determining fair value refer to Note 5(g).

20. 按公允價值計入損益的金融資產

(a) 按公允價值計入損益的金融資產的分類

按公允價值計入損益的金融資產包括以下各項：

(b) 於損益確認之金額

年內下列項目已於損益內確認：

(c) 所面對風險及公允價值計量

有關本集團所面對價格風險的資料載於附註5(e)。有關釐定公允價值之方法及所用假設載於附註5(g)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

21. CASH AND BANK BALANCES

Cash and cash equivalents comprise:

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Bank deposits and cash in the consolidated statement of financial position	綜合財務狀況表之銀行存款及現金	58,137	80,712
Less: restricted bank balances*	減：受限制銀行結餘*	(16,550)	(10,550)
Cash and cash equivalents in the consolidated statement of cash flows	綜合現金流量表之現金及現金等價物	41,587	70,162

* The restricted bank balances represent deposits made by the Group to secure certain banking facilities granted to the Group.

21. 現金及銀行結餘

現金及現金等價物包括：

* 受限制銀行結餘指本集團之押金，藉以為本集團的若干銀行融資提供擔保。

22. TRADE AND OTHER PAYABLES

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Trade payables	應付營業賬款	50,278	57,613
Accrued expenses	預提費用	209,274	213,988
Other payables	其他應付款	38,042	39,184
Contract liabilities (receipts in advance)	合約負債(預收賬款)	76,313	72,531
Customers' deposits	客戶按金	41,498	42,682
		415,405	425,998

As at 31 December 2022, contract liabilities of approximately HK\$76,313,000 (2021: approximately HK\$72,531,000) will be recognised as revenue in the next reporting period. Revenue recognised during the year ended 31 December 2022 that was included in the contract liabilities balance at the beginning of the period amounted to approximately HK\$72,531,000 (2021: approximately HK\$82,443,000).

22. 應付營業賬款及其他應付款

於二零二二年十二月三十一日，合約負債約76,313,000港元(二零二一年：約72,531,000港元)將於下一報告期間確認為收入。截至二零二二年十二月三十一日止年度，計入期初合約負債結餘的已確認收入約72,531,000港元(二零二一年：約82,443,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

22. TRADE AND OTHER PAYABLES (Continued)

An ageing analysis of trade payables, based on the invoice date is set out as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
0 to 30 days	0 至 30 日	5,947	8,694
31 to 60 days	31 至 60 日	17,430	10,266
61 to 90 days	61 至 90 日	12,301	8,633
Over 90 days	超過 90 日	14,600	30,020
		50,278	57,613

22. 應付營業賬款及其他應付款(續)

應付營業賬款之賬齡按發票日分析列載如下：

23. INTEREST-BEARING BORROWINGS

		2022 二零二二年			2021 二零二一年		
		Current 流動 HK\$'000 千港元	Non-current 非流動 HK\$'000 千港元	Total 總額 HK\$'000 千港元	Current 流動 HK\$'000 千港元	Non-current 非流動 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Bank loan (Note (a))	銀行貸款(附註(a))	295,000	-	295,000	295,000	-	295,000
Loans from Celestial Pioneer Limited (Note (b))	來自 Celestial Pioneer Limited 之貸款(附註(b))	-	296,035	296,035	-	-	-
Total borrowings	貸款總額	295,000	296,035	591,035	295,000	-	295,000

23. 帶息貸款

Note:

- (a) The carrying amount of bank loan denominated in Hong Kong dollar as at 31 December 2022 was HK\$295,000,000 (2021: HK\$295,000,000), which is unsecured, carries interest at variable rates and repayable on demand.
- (b) The carrying amount of the loans from Celestial Pioneer Limited (a company holding 72.0% of the total number of issued shares of Forever Top and wholly-owned by the director, Dr. Cheng Kar-Shun, Henry) denominated in Hong Kong dollar as at 31 December 2022 was approximately HK\$296,035,000 (2021: HK\$Nil), which are unsecured, carry interest at fixed rates ranging from 2.5% to 3.0% per annum and with a term of 3 years from the date of the respective loan agreements.

附註：

- (a) 於二零二二年十二月三十一日，以港元計值之銀行貸款賬面值為295,000,000港元(二零二一年：295,000,000港元)，其為無抵押、按浮動利率計息並須按要求償還。
- (b) 於二零二二年十二月三十一日，來自 Celestial Pioneer Limited (持有永升已發行股份總數72.0%及由董事鄭家純博士全資擁有之公司)以港元計值之貸款賬面值約296,035,000港元(二零二一年：零港元)，其為無抵押、按固定年利率介乎2.5%至3.0%計息，並自相關貸款協議日期起計為期3年。

Notes to the Consolidated Financial Statements

綜合財務報表附註

23. INTEREST-BEARING BORROWINGS (Continued)

The maturity of interest-bearing borrowings was as follows:

		Bank loan		Loans from Celestial Pioneer Limited 來自 Celestial Pioneer Limited 之貸款		Total	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 1 year or on demand	1年內或按要求還款	295,000	295,000	-	-	295,000	295,000
After 1 year but within 5 years	1年以上但在5年內	-	-	296,035	-	296,035	-
		295,000	295,000	296,035	-	591,035	295,000

23. 帶息貸款(續)

帶息貸款之到期日如下：

24. CONVERTIBLE BONDS

(a) The 2019 LCS

On 25 January 2019, the Company entered into the unlisted long-term convertible securities subscription agreement with Forever Top, pursuant to which the Company has conditionally agreed to issue, and Forever Top has conditionally agreed to subscribe for the unlisted long-term convertible bonds issued in June 2019 (the "2019 LCS"). On 4 June 2019, the issuance of the 2019 LCS with the principal amount of HK\$568,000,000 to Forever Top was completed. The 2019 LCS would be convertible into 4,544,000,000 new ordinary shares of the Company (the Share(s)) upon full conversion of the 2019 LCS based on the initial conversion price of HK\$0.125 per conversion share. The initial conversion price represents a premium of approximately 8.7% over the closing price of HK\$0.115 per Share as quoted on the Stock Exchange on 25 January 2019, being the date on which the terms of the 2019 LCS were fixed. The coupon rate of the 2019 LCS is 2.0% per annum and payable quarterly. The 2019 LCS is convertible into ordinary Shares at any time during the period from the date of the issue of the 2019 LCS up to the close of business on the maturity date, subject to the conversion restrictions. The maturity date of the 2019 LCS is the end of the tenth year from date of the issue of the 2019 LCS and all of the remaining outstanding 2019 LCS will be redeemed by the Company at 100% of the outstanding principal amount of the 2019 LCS together with any interest accrued but unpaid thereon.

24. 可換股債券

(a) 二零一九年長期可換股證券

於二零一九年一月二十五日，本公司與永升訂立非上市長期可換股證券認購協議，據此，本公司已有條件同意發行而永升已有條件同意認購於二零一九年六月發行的非上市長期可換股債券（「二零一九年長期可換股證券」）。於二零一九年六月四日，已完成向永升發行本金額為568,000,000港元的二零一九年長期可換股證券。於根據初始兌換價每股兌換股份0.125港元悉數兌換二零一九年長期可換股證券後，二零一九年長期可換股證券可兌換為4,544,000,000股本公司新普通股（「股份」）。初始兌換價較於二零一九年一月二十五日（釐定二零一九年長期可換股證券條款當日）聯交所所報收市價每股0.115港元溢價約8.7%。二零一九年長期可換股證券之票息率為每年2.0%，須每季支付。在兌換限制規限下，二零一九年長期可換股證券可自二零一九年長期可換股證券發行日期起至到期日營業時間結束期間，隨時兌換為普通股。二零一九年長期可換股證券之到期日為二零一九年長期可換股證券發行日期起計第十年結束時，所有剩餘尚未行使二零一九年長期可換股證券將由本公司按二零一九年長期可換股證券未償還本金額100%連同其任何已累計但未支付之利息贖回。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24. CONVERTIBLE BONDS (Continued)

(a) The 2019 LCS (Continued)

On the date of issuance of the 2019 LCS, the fair value of liability component of approximately HK\$343,719,000 was recognised and the fair value of approximately HK\$224,281,000, representing equity element, was recognised and presented in equity heading “equity component of convertible bonds” at initial recognition. The effective interest rate of the liability component was 7.69% per annum. As at 31 December 2022, the carrying amount of liability component of the 2019 LCS is approximately HK\$405,277,000 (2021: approximately HK\$386,387,000).

The relevant fair value measurement was carried out by an independent qualified professional valuer not connected to the Group.

(b) The 2021 LCS

On 27 January 2021, the Company entered into the unlisted long-term convertible securities subscription agreement with Forever Top, pursuant to which the Company has conditionally agreed to issue, and Forever Top has conditionally agreed to subscribe for, the unlisted long-term convertible bonds issued in March 2021 (the “2021 LCS”). On 31 March 2021, the issuance of the 2021 LCS with the principal amount of HK\$200,000,000 with a maturity of 10 years by the Company to Forever Top was completed. The 2021 LCS would be convertible into 2,941,176,470 new ordinary Shares upon full conversion of the 2021 LCS based on the initial conversion price of HK\$0.068 per conversion share and the coupon rate of the 2021 LCS is 2.0% per annum and payable quarterly. The Company may at any time on or after the date of issue of the 2021 LCS by giving not less than 10 business days’ written notice to the holder(s) of the 2021 LCS to redeem all or part of the 2021 LCS at the outstanding principal amount of the 2021 LCS together with all accrued but unpaid interest.

24. 可換股債券(續)

(a) 二零一九年長期可換股證券(續)

於發行二零一九年長期可換股證券日期，約343,719,000港元的負債組成部分公允價值已獲確認，而約224,281,000港元公允價值(即權益要素)已獲確認，並於初始確認時於「可換股債券的權益組成部分」呈列為權益。負債組成部分的實際年利率為7.69%。於二零二二年十二月三十一日，二零一九年長期可換股證券的負債部分的賬面值約405,277,000港元(二零二一年：約386,387,000港元)。

相關公允價值計量由與本集團概無關連的獨立合資格專業估值師進行。

(b) 二零二一年長期可換股證券

於二零二一年一月二十七日，本公司與永升訂立非上市長期可換股證券認購協議，據此，本公司有條件同意發行而永升有條件同意認購於二零二一年三月發行的非上市長期可換股債券(「二零二一年長期可換股證券」)。於二零二一年三月三十一日，本公司已完成向永升發行本金額為200,000,000港元且年期為10年之二零二一年長期可換股證券。於根據初始兌換價每股兌換股份0.068港元悉數兌換二零二一年長期可換股證券後，二零二一年長期可換股證券可兌換為2,941,176,470股普通股，且二零二一年長期可換股證券之票息率為每年2.0%，並須每季支付。本公司可於發行二零二一年長期可換股證券當日或之後透過向二零二一年長期可換股證券持有人發出不少於10個營業日的書面通知，按二零二一年長期可換股證券的未償還本金額連同全部已累計但未付利息贖回全部或部分二零二一年長期可換股證券。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24. CONVERTIBLE BONDS (Continued)

(b) The 2021 LCS (Continued)

On the date of issuance of the 2021 LCS, the fair value of liability component of approximately HK\$131,806,000 was recognised, the fair value of approximately HK\$144,610,000, representing equity element, was recognised and presented in equity heading “equity component of convertible bonds” and the fair value of the redemption option of approximately HK\$78,061,000 was recognised as financial assets at FVTPL at initial recognition. The effective interest rate of the liability component was 6.88% per annum. As at 31 December 2022, the carrying amount of liability component and redemption option of the 2021 LCS is approximately HK\$140,763,000 (2021: approximately HK\$135,542,000) and approximately HK\$37,408,000 (2021: approximately HK\$87,005,000) respectively.

The relevant fair value measurement was carried out by an independent qualified professional valuer not connected to the Group.

25. CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group’s consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company’s individual components of equity between the beginning and the end of the year are set out below:

24. 可換股債券(續)

(b) 二零二一年長期可換股證券(續)

於發行二零二一年長期可換股證券日期，約131,806,000港元的負債組成部分公允價值已獲確認，而約144,610,000港元公允價值(即權益要素)已獲確認，並於初始確認時於「可換股債券的權益組成部分」呈列為權益，而贖回選擇權的公允價值約78,061,000港元獲確認為按公允價值計入損益計量的金融資產。負債部分的實際年利率為6.88%。於二零二二年十二月三十一日，二零二一年長期可換股證券的負債部分及贖回選擇權的賬面值分別約140,763,000港元(二零二一年：約135,542,000港元)及約37,408,000港元(二零二一年：約87,005,000港元)。

相關公允價值計量由與本集團概無關連的獨立合資格專業估值師進行。

25. 資本、儲備及股息

(a) 權益成份變動

本集團的綜合權益成份於年初及年終結餘之對賬已列明在綜合權益變動表。本公司的權益成份於年初及年結的變動詳情如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

25. CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(a) Movements in components of equity (Continued)

		Capital and Reserves 資本及儲備				Total equity/ (deficit) 總權益/ (虧絀)
Company	本公司	Share capital 股本 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Equity component of convertible bonds 可換股債券 權益部分 HK\$'000 千港元	HK\$'000 千港元
Balance at 1 January 2021	於二零二一年一月一日之結餘	7,928,975	(6,986,313)	17,468	224,281	1,184,411
Changes in equity for 2021:	二零二一年的權益變動：					
Loss and total comprehensive income for the year	年內虧損及全面收益總額	-	(343,076)	-	-	(343,076)
Issue of convertible bonds	發行可換股債券	-	-	-	145,809	145,809
Transactions costs incurred in respect of convertible bonds	可換股債券產生的交易成本	-	-	-	(1,199)	(1,199)
Balance at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日之結餘	7,928,975	(7,329,389)	17,468	368,891	985,945
Changes in equity for 2022:	二零二二年的權益變動：					
Loss and total comprehensive income for the year	年內虧損及全面收益總額	-	(1,184,286)	-	-	(1,184,286)
Transfer of reserve upon lapse of share option	購股權失效時轉撥儲備	-	17,468	(17,468)	-	-
Balance at 31 December 2022	於二零二二年十二月三十一日 之結餘	7,928,975	(8,496,207)	-	368,891	(198,341)

(b) Dividends

The Board does not recommend the payment of any dividend for the year ended 31 December 2022 (2021: HK\$Nil).

25. 資本、儲備及股息(續)

(a) 權益成份變動(續)

(b) 股息

董事會不建議就截至二零二二年十二月三十一日止年度派發任何股息(二零二一年：零港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25. CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(c) Share capital

(i) Issued share capital

		2022 二零二二年		2021 二零二一年	
		Number of shares 股份數目	HK\$'000 千港元	Number of shares 股份數目	HK\$'000 千港元
Ordinary shares, issued and fully paid:	已發行及繳足之普通股：				
At 1 January	於一月一日	7,134,623,520	7,928,975	7,134,623,520	7,928,975
At 31 December	於十二月三十一日	7,134,623,520	7,928,975	7,134,623,520	7,928,975

In accordance with section 135 of the Hong Kong Companies Ordinance, the ordinary shares of the Company do not have a par value.

The holders of ordinary shares of the Company are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings of the Company. All ordinary shares of the Company rank equally with regard to the Company's residual assets.

(ii) Share Option Scheme

The Share Option Scheme was adopted by the Company on 24 May 2018 which shall be valid and effective for a period of ten years from the date of adoption.

On 15 June 2018, Share Options carrying the rights to subscribe for a total of 279,200,000 Shares were granted to certain eligible persons under the Share Option Scheme at an exercise price of HK\$0.210 per Share.

25. 資本、儲備及股息(續)

(c) 股本

(i) 已發行股本

根據香港《公司條例》第135條，本公司的普通股並無面值。

本公司普通股持有人均享有獲得本公司不時所宣派股息及於股東大會上每股投一票的權利。全部本公司普通股於本公司的剩餘資產上為平等。

(ii) 購股權計劃

本公司於二零一八年五月二十四日採納購股權計劃，該計劃將從採納日期起計十年期內有效。

於二零一八年六月十五日，根據購股權計劃，附帶權利認購合共279,200,000股股份之購股權已按行使價每股股份0.210港元授予若干合資格人士。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25. CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(c) Share capital (Continued)

(ii) Share Option Scheme (Continued)

The fair value of the Share Options granted at the date of grant, 15 June 2018, was estimated at approximately HK\$20,771,000. The fair value is determined by Binomial model using inputs, including share price of HK\$0.15 per Share, exercise price of HK\$0.21 per Share, volatility of 66%, risk-free rate of 2.25% and dividend yield of 0%.

As a result of the Rights Issue (as defined thereafter), the number of Shares issuable and the exercise price per Share payable upon exercise of the outstanding Share Options granted under the Share Option Scheme were adjusted from 279,200,000 to 287,240,960 and from HK\$0.210 to HK\$0.204 respectively.

No Share Option was exercised during the years ended 31 December 2022 and 2021. During the year ended 31 December 2022, Share Options carrying the rights to subscribe 241,562,240 Shares was lapsed (2021: Nil). As at 31 December 2022, there were no outstanding exercisable Share Options carrying the rights to subscribe Shares (2021: 241,562,240 Shares).

(iii) Rights Issue

On 25 January 2019, the Company announced a fund raising proposal comprising a rights issue on the basis of three (3) new ordinary Shares of the Company (the "Rights Shares") for every four (4) existing Shares then held at the subscription price of HK\$0.1 per Rights Share (the "Rights Issue"). On 4 June 2019, the Company completed the Rights Issue of 928,603,364 Rights Shares for gross proceeds of approximately HK\$92,860,000 (net proceeds of approximately HK\$84,503,000).

25. 資本、儲備及股息(續)

(c) 股本(續)

(ii) 購股權計劃(續)

於授出日期二零一八年六月十五日授出之購股權公允價值估計約20,771,000港元。公允價值乃透過二項式模型使用輸入數據(包括股價每股股份0.15港元、行使價每股股份0.21港元、波動比率66%、無風險利率2.25%及股息率0%)釐定。

由於供股(定義見下文)，行使根據購股權計劃授出的尚未行使購股權後可予發行的股份數目及應付每股行使價分別由279,200,000股調整至287,240,960股，及由0.210港元調整至0.204港元。

截至二零二二年及二零二一年十二月三十一日止年度，概無購股權已獲行使。截至二零二二年十二月三十一日止年度，附帶權利認購241,562,240股股份(二零二一年：無)的購股權已失效。於二零二二年十二月三十一日，概無尚未行使之可予行使附帶權利認購股份(二零二一年：241,562,240股股份)的購股權。

(iii) 供股

於二零一九年一月二十五日，本公司宣佈集資建議，包括基準為按當時每持有四(4)股現有股份獲發三(3)股本公司新普通股(「供股股份」)的供股，認購價為每股供股股份0.1港元(「供股」)。於二零一九年六月四日，本公司完成發行928,603,364股供股股份之供股，所得款項總額約92,860,000港元(所得款項淨額約84,503,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25. CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(d) Nature and purpose of reserves

(i) Capital reserve

The capital reserve is non-distributable. In 2004, the issued share capital of a subsidiary under the Group was reduced ("Capital Reduction") and the credit arising from the Capital Reduction was applied to eliminate the accumulated losses standing in the statement of profit or loss of that subsidiary as at 30 September 2004. An undertaking was given to the Court by the subsidiary in connection with the Capital Reduction (the "Undertaking"). Pursuant to the Undertaking, any future recoveries or reversals of provisions and depreciation made by the subsidiary in respect of certain assets ("relevant assets") held by the subsidiary as at 30 September 2004 to the extent that such recoveries exceed the written down amounts of the relevant assets, up to an aggregate amount of HK\$1,958,524,266 (the "Limit"), will be credited to a capital reserve. While any debt or liability of, or claim against, the subsidiary at the date of the Capital Reduction remains outstanding and the person entitled to the benefit thereof has not agreed, the capital reserve shall not be treated as realised profits.

The Limit may be reduced by the amount of any increase in the issued share capital of the subsidiary or upon a capitalisation of distributable reserves. The Limit may also be reduced after the disposal or other realisation of the relevant assets by the amount of the charge to provision or depreciation made in relation to such asset as at 30 September 2004 less reversal as a result of such disposal or realisation. In the event that the amount standing to the credit of the capital reserve exceeds the Limit, the subsidiary shall be at liberty to transfer the amount of any such excess to the general reserves of the subsidiary, which shall become available for distribution. As at 31 December 2022, the Limit of the capital reserve, as reduced by HK\$109,589 (2021: HK\$2,078,387) related to recoveries and reversals of provisions of the relevant assets, was HK\$756,183,055 (2021: HK\$756,073,466), and the amount standing to the credit of the capital reserve was HK\$13,984,483 (2021: HK\$13,984,483).

25. 資本、儲備及股息(續)

(d) 儲備之性質及目的

(i) 資本儲備

資本儲備乃不可供分派。於二零零四年，本集團旗下一附屬公司減持其已發行股本(「資本減持」)。資本減持貸項乃用作抵銷該附屬公司於二零零四年九月三十日在損益表內的累計虧損。該附屬公司曾就資本減持一事向法院作出承擔(「承擔」)。按照承擔，任何日後回收或回撥金額及折舊涉及該附屬公司於二零零四年九月三十日持有的若干資產之撥備(「相關資產」)，如若超過相關資產經撇減後之賬面值，須以不多於1,958,524,266港元(「限額」)的累計數額計入資本儲備內。若該附屬公司仍未償還於資本減持日之債務、負債或索賠，及索償人未有同意放棄就此索賠獲得金額的權利，則此資本儲備不能視作已變現利潤。

限額可按附屬公司已發行股本的任何增加或於可供分派儲備撥充資本時扣減。限額亦可就出售或其他變現相關資產而減少，減少的金額為該資產於二零零四年九月三十日已計提之撥備或折舊減去因出售或變現資產之金額。若計入資本儲備之金額超出限額，該附屬公司有權將超出的數額轉撥至其一般儲備以供派發。於二零二二年十二月三十一日，資本儲備之限額於扣減相關資產之回收及撥備回撥額後減少109,589港元(二零二一年：2,078,387港元)至756,183,055港元(二零二一年：756,073,466港元)，而計入資本儲備之金額則為13,984,483港元(二零二一年：13,984,483港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25. CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(d) Nature and purpose of reserves (Continued)

(ii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 3(n).

(e) Distributability of reserves

At 31 December 2022, the aggregate amount of reserves of the Company available for distribution to equity shareholders of the Company, as calculated under the provisions of Part 6 of the Hong Kong Companies Ordinance, was HK\$Nil (2021: HK\$Nil).

26. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

25. 資本、儲備及股息(續)

(d) 儲備之性質及目的(續)

(ii) 外匯儲備

外匯儲備包括所有由換算海外業務財務報表產生之外匯兌換差額。此儲備已根據列載於附註3(n)的會計政策處理。

(e) 可供分派儲備

於二零二二年十二月三十一日，按香港《公司條例》之第6部分的規定計算，本公司可供分派予本公司權益股東之儲備總額為零港元(二零二一年：零港元)。

26. 綜合財務狀況表內之入息稅項

(a) 綜合財務狀況表內之當期稅項包括：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
The People's Republic of China taxation 中華人民共和國稅項	92	81

Notes to the Consolidated Financial Statements

綜合財務報表附註

26. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Continued)

(b) Deferred tax assets and liabilities recognised:

The components of deferred tax liabilities/(assets) recognised in the consolidated statement of financial position of the Group and the movements during the year are as follows:

26. 綜合財務狀況表內之入息稅項(續)

(b) 已確認的遞延稅項資產及負債：

年內於本集團綜合財務狀況表確認的遞延稅項負債/(資產)的組成部分及其變動如下：

Deferred tax arising from	遞延稅項的來源：	Depreciation allowances in excess of the related depreciation 超出相關會計折舊之折舊免稅額 HK\$'000 千港元	Tax losses 稅務虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2021 (Credited)/charged to the consolidated statement of profit or loss (Note 9(a))	於二零二一年一月一日 於綜合損益表中(計入)/扣除(附註9(a))	49,994	(350,519)	(300,525)
		(3,125)	14,149	11,024
At 31 December 2021	於二零二一年十二月三十一日	46,869	(336,370)	(289,501)
At 1 January 2022 Charged to the consolidated statement of profit or loss (Note 9(a))	於二零二二年一月一日 於綜合損益表中 扣除(附註9(a))	46,869	(336,370)	(289,501)
		3,397	183,960	187,357
At 31 December 2022	於二零二二年十二月三十一日	50,266	(152,410)	(102,144)

Notes to the Consolidated Financial Statements

綜合財務報表附註

26. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

(b) Deferred tax assets and liabilities recognised: (Continued)

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Net deferred tax assets recognised in the consolidated statement of financial position	(102,144)	(289,501)

(c) Deferred tax assets not recognised:

The Group has not recognised deferred tax assets in respect of unused tax losses amounting to approximately HK\$6,336,642,000 (2021: approximately HK\$4,604,097,000) and deductible temporary differences of approximately HK\$54,115,000 (2021: approximately HK\$23,447,000) due to the uncertainty in utilising the unused tax losses in the relevant entities. These unused tax losses have no expiry date.

26. 綜合財務狀況表內之入息稅項(續)

(b) 已確認的遞延稅項資產及負債： (續)

(c) 尚未確認的遞延稅項資產：

本集團並未就未使用稅務虧損約6,336,642,000港元(二零二一年：約4,604,097,000港元)及可扣減暫時性差額約54,115,000港元(二零二一年：約23,447,000港元)確認遞延稅項資產，原因為使用相關實體的未使用稅務虧損含有不確定性。該等未使用稅務虧損並無到期日。

Notes to the Consolidated Financial Statements

綜合財務報表附註

27. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

27. 融資活動所產生負債之對賬

融資活動所產生負債之對賬如下：

		Convertible bonds 可換股債券 HK\$'000 千港元	Leases 租賃 HK\$'000 千港元	Interest- bearing borrowings 帶息貸款 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	368,881	109,586	295,000	773,467
Changes from cash flows	現金流變動				
Proceeds from issue of convertible bonds	發行可換股債券所得款項	200,000	-	-	200,000
Transaction costs upon issue of convertible bonds	發行可換股債券時的交易成本	(1,645)	-	-	(1,645)
Principal elements of lease payments	租賃付款本金部分	-	(37,376)	-	(37,376)
Other changes	其他變動				
Interest expenses	利息支出	21,242	-	-	21,242
Inception of leases	訂立租賃	-	5,669	-	5,669
Equity component of convertible bonds	可換股債券權益部分	(144,610)	-	-	(144,610)
Inception of redemption option of long-term convertible bonds	始初的長期可換股債券的贖回選擇權	78,061	-	-	78,061
Lease modification	租賃修訂	-	(2,757)	-	(2,757)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	521,929	75,122	295,000	892,051
Changes from cash flows	現金流變動				
Drawdown of interest-bearing borrowings	提取帶息貸款	-	-	300,000	300,000
Repayment of interest-bearing borrowings	償還帶息貸款	-	-	(3,965)	(3,965)
Principal elements of lease payments	租賃付款本金部分	-	(41,108)	-	(41,108)
Other changes	其他變動				
Interest expenses	利息支出	24,111	-	-	24,111
Inception of lease	租賃開始	-	11,654	-	11,654
Lease modification	租賃修訂	-	(590)	-	(590)
At 31 December 2022	於二零二二年十二月三十一日	546,040	45,078	591,035	1,182,153

Notes to the Consolidated Financial Statements

綜合財務報表附註

28. COMMITMENTS

- (a) Capital commitments outstanding as at 31 December 2022 were as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備		
— Contracted but not provided for	— 已訂約但尚未計提	6,709	5,335
Programming library	備用節目		
— Contracted but not provided for	— 已訂約但尚未計提	5,301	16,214
		12,010	21,549

- (b) At 31 December 2022, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
— Within 1 year	— 1年內	780	1,642
— After 1 year but within 5 years	— 1年後而在5年內	-	182
		780	1,824

The operating lease commitment as at 31 December 2022 represents the total future minimum lease payments under non-cancellable short-term leases and low-value leases which are not included in lease liabilities.

28. 承擔

- (a) 於二零二二年十二月三十一日，未提撥準備之資本承擔如下：

- (b) 於二零二二年十二月三十一日，不可撤銷經營租賃項下之未來最低租賃付款總額須按以下期限支付：

於二零二二年十二月三十一日之經營租賃承擔包括不可撤銷短期租賃項下之未來最低租賃付款總額及未計入租賃負債之低價值租賃。

Notes to the Consolidated Financial Statements

綜合財務報表附註

28. COMMITMENTS (Continued)

(c) Future operating lease income

The total future minimum lease payments receivable in respect of decoders under non-cancellable operating leases are as follows:

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 1 year	3,014	3,973

(d) Funding commitment under television broadcasting licences are as follows:

- (i) Upon acceptance of the renewal of the domestic pay television programme service licence of HKC on 29 May 2017 for the period of 12 years from 1 June 2017 to 31 May 2029, HKC has become subject to a commitment of a 6-year investment plan of HK\$3,447 million from 2017 to 2023, comprising HK\$251 million of capital investment and HK\$3,196 million of programming investment in content including in-house channels containing self-produced and/or acquired programmes as well as in acquired channels.

Subsequently to the year end of 2022, the Communications Authority of Hong Kong (the "CA") has decided to waive the requirement for HKC to comply with the 6-year investment plan for 2017 to 2023 under the domestic pay television programme service licence.

- (ii) In accordance with the terms of the domestic free television programme service licence issued to FTL, FTL should implement the investment plan for the period from 31 May 2022 to 30 May 2028 amounting to approximately HK\$1,330 million.

28. 承擔(續)

(c) 日後經營租賃收入

根據不可撤銷經營租賃就解碼器應收之未來最低租賃付款總額如下：

(d) 電視廣播牌照之資金承擔如下：

- (i) 於二零一七年五月二十九日批准重續有線電視的本地付費電視節目服務牌照(由二零一七年六月一日至二零二九年五月三十一日為期12年)後，有線電視須承擔由二零一七年至二零二三年為期6年規模達3,447,000,000港元的投資計劃，包括資本投資251,000,000港元及節目投資3,196,000,000港元(包括內部頻道(包括自製及/或外購節目)及外購頻道等內容)。

於二零二二年末後，香港通訊事務管理局(「通訊局」)已決定豁免有線電視遵守本地收費電視節目服務牌照項下二零一七年至二零二三年之6年投資計劃的規定。

- (ii) 根據簽發予奇妙電視的本地免費電視節目服務牌照之條款，奇妙電視須於二零二二年五月三十一日至二零二八年五月三十日期間實行金額約1,330,000,000港元的投資計劃。

Notes to the Consolidated Financial Statements

綜合財務報表附註

28. COMMITMENTS (Continued)

(d) Funding commitment under television broadcasting licences are as follows: (Continued)

- (iii) In accordance with the terms of the Unified Carrier Licence issued to FTL, FTL has issued a performance bond in favour of the Government of the Hong Kong Special Administrative Region and the balance as at 31 December 2022 was HK\$6,000,000 (2021: HK\$Nil). Under the terms of the performance bond, unless the CA otherwise approves or determines:
- within 9 months from the date on which the CA granted the formal approval for FTL to employ spectrum as an additional means of transmission for its licensed domestic free television programme service (the "Formal Approval"), FTL should broadcast a new channel for domestic free television programme service (in addition to the two designated integrated channels) each day;
 - within 15 months from the date on which the CA granted the Formal Approval, the licensed domestic free television programme service shall be available for reception by not less than 99% population coverage of Hong Kong;
 - within the first 12-month period after the commencement date of the transmission of the domestic free television programmes on the designated integrated channels of FTL through the spectrum assigned (being 1 April 2022), FTL shall incur not less than HK\$100 million as the capital and operating expenditure (including programming cost) for providing the licensed domestic free television programme services; and

28. 承擔(續)

(d) 電視廣播牌照之資金承擔如下：(續)

- (iii) 根據簽發予奇妙電視的綜合傳送者牌照之條款，奇妙電視已向香港特別行政區政府作出履約保證，於二零二二年十二月三十一日之結餘為6,000,000港元(二零二一年：零港元)。根據履約保證的條款，除非通訊局另行批准或決定，否則：
- 於通訊局正式批准奇妙電視使用頻譜作為持牌本地免費電視節目服務的新增傳送方式(「正式批准」)當日起計9個月內，奇妙電視應就本地免費電視節目服務提供一個新頻道(除兩個指定綜合頻道外)每天播放；
 - 於通訊局授出正式批准當日起計15個月內，持牌本地免費電視節目服務須可覆蓋香港不少於99%的人口接收；
 - 於透過獲分配的頻譜在奇妙電視指定綜合頻道開始播放本地免費電視節目日期(即二零二二年四月一日)起計首12個月內，奇妙電視提供持牌本地免費電視節目服務的資本及營運開支(包括節目製作成本)須不少於100,000,000港元；及

Notes to the Consolidated Financial Statements

綜合財務報表附註

28. COMMITMENTS (Continued)

(d) Funding commitment under television broadcasting licences are as follows: (Continued)

(iii) (Continued)

- within the second 12-month period after the commencement date of the transmission of the domestic free television programmes on the designated integrated channels of FTL through the spectrum assigned (being 1 April 2022), FTL shall incur not less than HK\$100 million as the capital and operating expenditure (including programming cost) for providing the licensed domestic free television programme services.

29. GUARANTEES

As at 31 December 2022, a corporate guarantee had been provided by the Company to a bank of HK\$400,000,000 (2021: HK\$400,000,000) in respect of the facility of borrowing up to HK\$400,000,000 (2021: HK\$400,000,000) to a wholly-owned subsidiary of the Company, of which HK\$295,000,000 (2021: HK\$295,000,000) was utilised by the subsidiary of the Company. On 24 March 2023, the above-mentioned corporate guarantee provided by the Company to a bank was revised from HK\$400,000,000 to HK\$295,000,000 in respect of the renewed facility of borrowing up to HK\$295,000,000 to a wholly-owned subsidiary of the Company, of which HK\$295,000,000 was utilised by the subsidiary of the Company.

As at 31 December 2022, the Group had made arrangements with a bank to provide two separate performance bonds to the counterparties amounting to HK\$39,830,000 (2021: HK\$33,830,000), of which HK\$9,830,000 (2021: HK\$3,830,000) was secured by bank deposits. The performance bonds are to guarantee in favour of the counterparties the Group's performance in fulfilling the obligations under a contract and the requirements as set out in the licence issued by a regulatory body.

28. 承擔(續)

(d) 電視廣播牌照之資金承擔如下：(續)

(iii) (續)

- 於透過獲分配的頻譜在奇妙電視指定綜合頻道開始播放本地免費電視節目日期(即二零二二年四月一日)起計第二個12個月期間內，奇妙電視提供持牌本地免費電視節目服務的資本及營運開支(包括節目製作成本)須不少於100,000,000港元。

29. 擔保

於二零二二年十二月三十一日，本公司就一間全資附屬公司所獲提供為數最多400,000,000港元(二零二一年：400,000,000港元)的借款信貸額向一間銀行提供公司擔保400,000,000港元(二零二一年：400,000,000港元)，本公司附屬公司已動用其中295,000,000港元(二零二一年：295,000,000港元)。於二零二三年三月二十四日，本公司向一間銀行提供的上述公司擔保由400,000,000港元修訂為295,000,000港元，以向本公司一間全資附屬公司續借最多295,000,000港元的貸款，其中295,000,000港元由本公司附屬公司動用。

於二零二二年十二月三十一日，本集團與一間銀行安排向對手方提供兩項獨立履約保證39,830,000港元(二零二一年：33,830,000港元)，其中9,830,000港元(二零二一年：3,830,000港元)以銀行存款作抵押。履約保證旨在向對手方保證本集團將履行合約項下責任以及符合監管機構發出的牌照所載規定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements of the Group, the Group entered into the following material related party transactions during the year ended 31 December 2022:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Finance costs paid to Forever Top	已付予永升之融資費用	15,360	14,371
Finance costs paid to Celestial Pioneer Limited	已付予 Celestial Pioneer Limited 之 融資費用	4,528	-
Hardware maintenance paid to a company wholly owned by a director	已付予由董事全資擁有之公司之 硬件維護費用	1,680	1,680
Rentals and related management fees on properties paid to a related company	已付予有關連公司之物業租金及 相關管理費	883	963

Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's Directors as disclosed in Note 10 and other members of key management of the Group, is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Short-term employee benefits	短期員工福利	5,717	4,107
Post-employment benefits	離職後福利	251	176
		5,968	4,283

30. 有關連人士之間的重大交易

除在本集團綜合財務報表其他地方所披露之交易及結餘外，本集團截至二零二二年十二月三十一日止年度內曾參與下列有關連人士之間的重大交易：

主要管理人員之酬金

主要管理人員之酬金(包括已付予附註10所披露本公司董事及本集團主要管理人員之其他成員之款項)列載如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

31. COMPANY LEVEL STATEMENT OF FINANCIAL POSITION 31. 公司財務狀況表

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		5	17
Investments in subsidiaries	於附屬公司之投資	17(a)	3,000	3,000
Amounts due from subsidiaries	應收附屬公司賬款		1,333,449	2,104,543
			1,336,454	2,107,560
Current assets	流動資產			
Prepayments and other receivables	預付賬款及其他應收款		1,703	1,363
Loan to a subsidiary	向附屬公司貸款		16,375	16,375
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產		37,408	87,005
Restricted bank balances	受限制銀行結餘		3,830	3,830
Cash and bank balances	現金及銀行結餘		13,488	27,825
			72,804	136,398
Total assets	總資產		1,409,258	2,243,958
EQUITY	權益			
Capital and reserves	資本及儲備			
Share capital	股本	25(c)	7,928,975	7,928,975
Reserves	儲備	25(a)	(8,127,316)	(6,943,030)
Total (deficit)/equity	總(虧絀)/權益		(198,341)	985,945

Notes to the Consolidated Financial Statements

綜合財務報表附註

31. COMPANY LEVEL STATEMENT OF FINANCIAL POSITION (Continued) 31. 公司財務狀況表(續)

		2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元
		Note 附註	
LIABILITIES	負債		
Non-current liability	非流動負債		
Convertible bonds	可換股債券	546,040	521,929
Current liabilities	流動負債		
Accrued expenses and other payables	預提費用及其他應付款	3,110	3,541
Amounts due to subsidiaries	應付附屬公司賬款	1,058,449	732,543
		1,061,559	736,084
Total liabilities	總負債	1,607,599	1,258,013
Total equity and liabilities	總權益及負債	1,409,258	2,243,958

Approved and authorised for issue by the Board of Directors on 27 March 2023.

經董事會於二零二三年三月二十七日通過及獲授權公佈。

Dr. CHENG Kar-Shun, Henry

鄭家純博士

Director

董事

Mr. TSANG On Yip, Patrick

曾安業先生

Director

董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

32. EVENTS AFTER THE REPORTING PERIOD

- On 9 January 2023, HKC (an indirect wholly-owned subsidiary of the Company), as the borrower, entered into a loan agreement with Celestial Pioneer Limited (a company holding 72.0% of the total number of issued shares of Forever Top) as the lender, pursuant to which, HKC obtained an unsecured loan with a principal amount of HK\$80,000,000 for a term of 3 years from the date of the said loan agreement, with an interest rate of 5.0% per annum.
- In view of the rapidly changing media landscape in Hong Kong, and fierce competition among global Pay TV content providers and Pay TV operators, HKC submitted an application for the Licence Termination to the Government of the Hong Kong Special Administrative Region. On 14 February 2023, the Chief Executive in Council has approved the Licence Termination with effect from 1 June 2023. Following the approval, HKC remains bound by the terms and conditions of its Pay TV Licence until the Licence Termination with effect from 1 June 2023, and thereafter HKC will remain as a subsidiary of the Company and the Group will continue to provide Free TV programme services and other businesses as usual, including without limitations broadband telecommunications services, telephony services, network construction and mobile services, allowing a more flexible utilisation and investment of HKC's talents and resources. For details, please refer to the Company's announcement dated 14 February 2023. Due to the Licence Termination, as well as the assessment of the business prospect of the Group in light of the latest market environment, the Group recognised the non-cash write down of deferred tax assets and non-cash impairment losses on programming library, property, plant and equipment, right-of-use assets, other related intangible assets and contract acquisition costs for the year ended 31 December 2022. For details, please refer to Note 7 and Note 8 to consolidated financial statements.

32. 報告期後事項

- 於二零二三年一月九日，有線電視(本公司間接全資附屬公司)(作為借款人)與Celestial Pioneer Limited (持有永升已發行股份總數72.0%的公司)(作為貸款人)訂立貸款協議，據此，有線電視取得本金額為80,000,000港元的無抵押貸款，自上述貸款協議日期起計為期三年，年利率為5%。
- 鑑於香港媒體市場結構急速改變，環球付費電視內容供應商及收費電視營運商競爭日益激烈，有線電視已向香港特別行政區政府申請終止牌照。於二零二三年二月十四日，行政長官會同行政會議已批准自二零二三年六月一日起終止牌照。獲批後，有線電視仍受其收費電視牌照的條款及條件約束，直至於二零二三年六月一日終止牌照，此後有線電視仍為本公司的附屬公司，而本集團將繼續如常提供免費電視節目服務及其他業務，包括但不限於寬頻通訊服務、電話服務、網絡建設及流動通訊服務，使有線電視的人才及資源可更靈活運用及投資。有關詳情請參閱本公司日期為二零二三年二月十四日的公告。截至二零二二年十二月三十一日止年度，由於終止牌照，以及根據最新市場環境對本集團業務前景的評估，本集團確認遞延稅項資產的非現金撇減以及備用節目、物業、廠房及設備、使用權資產、其他相關無形資產及合約收購成本的非現金減值虧損。有關詳情請參閱綜合財務報表附註7及附註8。

Five-Year Financial Summary

五年財務摘要

(Expressed in HK\$ million)
(以百萬港元列示)

		2018 二零一八年	2019 二零一九年	2020 二零二零年	2021 二零二一年	2022 二零二二年
Results	業績					
Revenue	收入	1,163	1,161	1,069	989	895
Operating expenses	經營費用	(1,652)	(1,525)	(1,303)	(1,298)	(1,483)
Loss from operations	經營虧損	(489)	(364)	(234)	(309)	(588)
Interest income	利息收入	2	5	–	1	1
Finance costs	融資費用	(10)	(38)	(41)	(46)	(56)
Non-operating income/ (expenses), net	非經營收入/(開支) 淨額	42	–	–	2	(55)
Loss before taxation	除稅前虧損	(455)	(397)	(275)	(352)	(698)
Income tax	入息稅項	(1)	–	(1)	(11)	(188)
Loss for the year	年內虧損	(456)	(397)	(276)	(363)	(886)
Attributable to: Equity shareholders of the Company	應佔： 本公司權益股東	(456)	(397)	(276)	(363)	(886)
Loss from operations	經營虧損	(489)	(364)	(234)	(309)	(588)
Depreciation ^(Note 1)	折舊 ^(附註1)	196	226	220	215	207
Amortisation of other intangible assets	其他無形資產攤銷	–	2	4	4	4
Impairment losses	減值虧損	–	–	–	–	241
Loss from operations before depreciation, amortisation of other intangible assets and impairment losses ^(Note 2)	未扣除折舊、其他 無形資產攤銷及 減值虧損前之 經營虧損 ^(附註2)	(293)	(136)	(10)	(90)	(136)

Five-Year Financial Summary

五年財務摘要

(Expressed in HK\$ million)
(以百萬港元列示)

		2018	2019	2020	2021	2022
		二零一八年	二零一九年	二零二零年	二零二一年	二零二二年
Assets and Liabilities	資產及負債					
Non-current assets	非流動資產	1,335	1,350	1,237	1,135	621
Current assets	流動資產	343	529	371	351	258
Total assets	總資產	1,678	1,879	1,608	1,486	879
Share capital	股本	7,844	7,929	7,929	7,929	7,929
Reserves	儲備	(7,120)	(7,289)	(7,564)	(7,783)	(8,669)
Total equity/(deficit) attributable to equity shareholders of the Company	本公司權益股東應佔總權益/(虧絀)	724	640	365	146	(740)
Total liabilities	總負債	954	1,239	1,243	1,340	1,619
Total liabilities and equity	總負債及權益	1,678	1,879	1,608	1,486	879

Notes:

- The Group has adopted HKFRS 16 "Leases" from 1 January 2019 retrospectively but has not restated comparatives for the previous reporting period, as permitted under the specific transitional provisions in the standard. Depreciation of right-of-use assets recognised during the years ended 31 December 2022 and 31 December 2021 were approximately HK\$41.3 million and approximately HK\$41.0 million respectively.
- The Group presents the loss from operations before depreciation, amortisation of other intangible assets and impairment losses, a non-HKFRS financial measure, which is a supplemental information in relation to the operating performance of the Group to enable the stakeholders to evaluate and compare the performance across the same industry.

附註：

- 本集團自二零一九年一月一日起追溯應用《香港財務報告準則》第16號「租賃」，但根據該準則的特定過渡條款所允許，並無重列上一報告期間的比較數字。截至二零二二年十二月三十一日及二零二一年十二月三十一日止年度確認的使用權資產折舊分別約41,300,000港元及約41,000,000港元。
- 本集團呈列未扣除折舊、其他無形資產攤銷及減值虧損前的經營虧損，其為非香港財務報告準則財務計量，乃有關本集團經營業績的補充資料，可讓持份者評估及比較同一行業的表現。



有線寬頻 i-CABLE