LION ROCK GROUP LIMITED
獅子山集團有限公司
STOCK CODE:1127

ANNUAL REPORT 2023

CONTENTS

Despite the headwinds of a volatile and complex macroeconomic environment in 2023, characterized by geopolitical tensions, inflationary pressures, rising interest rates, and a sluggish global book market, the Group delivered solid performance.

CHAIRMAN'S STATEMENT

In 2023, we achieved a 3% increase in turnover, reaching $2,563 million (2022: $2,496 million). Our net profit after tax declined by 16% to $240.7 million (2022: $285.8 million). This was mainly due to the absence of the $31 million one-time gain in 2022 from derecognizing Quarto as an associate. Without this factor, our 2023 profit was in line with the previous year.

Despite the headwinds of a volatile and complex macroeconomic environment in 2023, characterized by geopolitical tensions, inflationary pressures, rising interest rates, and a sluggish global book market, the Group delivered solid performance.

Geopolitics and de-risking trade policies have dominated the news headlines in the past year, and we anticipate them to escalate as the US presidential election draws near. To navigate these challenges, the Group has adopted a proactive and agile approach, which entails diversifying our supply chain and markets, fostering regular dialogue with our overseas customers and regional suppliers and anticipating demand and price fluctuations of raw materials.

I am delighted to welcome Mr. Ng Siu On as our new independent non-executive director and a member of the Audit, Remuneration, and Nomination Committees. Mr. Ng has a remarkable and extensive career in banking, spanning over 40 years at HSBC and Bank of Communications. We look forward to benefiting from his insights and skills.

I would also like to thank my predecessor Mr. KS Yeung. Under his leadership, the Group has undergone a transformation from a commoditized book printer to a multinational enterprise that spans across multiple regions and sectors. KS has been appointed as "Chairman Emeritus" of the Group.

We are pleased to propose a final dividend of 8 cents per ordinary share, giving a full year dividend of 11 cents per ordinary share. This demonstrates our confidence in our long-term outlook, and our commitment to creating value for our shareholders.

LAU CHUK KIN
Chairman
Hong Kong, 27 March 2024

MANAGEMENT DISCUSSION AND ANALYSIS

The Group's turnover increased by 3% to $2,563 million in 2023 (2022: $2,496 million). This growth stemmed from the full-year revenue contribution of Griffin Press, an Australian company acquired in June 2022, and the consolidation of Quarto, a former associate that became a subsidiary of the Group in April 2022.

Net profit after tax dropped 16% to $240.7 million in 2023 (2022: $285.8 million). This decrease was largely attributable to one-off profit-and-loss items. Excluding the $31 million one-time gain in 2022 from derecognizing Quarto as an associate, the Group's profit in 2023 was in line with prior year.

The global book market encountered considerable headwind in 2023, with varying performance across different market segments. The US market, which is the largest book market in the world, saw a 3% decline in unit sales of printed books year-on-year (YoY), according to data from Circana BookScan. Within this market, the Adult Fiction category was the only one that achieved a marginal growth of 1%. Other categories, such as Adult Non-Fiction and Children's Books, suffered losses of 3% and 5% respectively. In other major markets, the UK and Australian book markets also experienced a downturn in unit sales of printed books. This was due to readers returning to their normal consumption habits after the surge in demand triggered by the pandemic.

In the wake of COVID-19, our publishing clients struggled with inventory management issues throughout 2023. Many of them were still dealing with the consequences of the substantial inventory buildup that took place in 2022, as a result of global supply chain disruptions. Consequently, they adopted a more cautious approach to placing print orders, aiming to reduce their stock levels to more optimal quantities. For example, Quarto's inventory turnover ratio decreased from 12 in 2022 to 9 in 2023, indicating a shift from a 20% overstock situation to a more manageable 5% overstock.

The Chinese book market experienced a 5% increase in unit sales of printed books in 2023. However, the full picture was gloomier as the actual value of books sold plunged by more than 7%, with the Children's books segment particularly hard hit. Publishers and booksellers have resorted to aggressive discounting tactics to clear the inventory that had accumulated during the COVID lockdown period. Given the difficult local market conditions, we noticed a rise in competition from indigenous Chinese printers for overseas book printing orders. And with no significant exits of Chinese printers from the market, this overcapacity has exerted downward pressure on printing margins for the industry.

BUSINESS REVIEW

A. PRINT MANUFACTURING

1010 Printing, China manufacturing and international sales operations:

Sales turnover registered a 5% YoY decline as market demand for print services remained soft. Profit margin fell due to pricing pressure from fierce competition and the additional resources allocated to support the capacity ramp-up at the Papercraft plant in Malaysia. Talent acquisition and retention remains the major challenge to enhance the productivity and efficiency of our plant.

Left Field Printing Group, Australia manufacturing:

Left Field Printing recorded a 10% growth in turnover, attributable to the acquisition of Griffin Press in June 2022. Despite the revenue increase, we faced some headwinds in our read-for-pleasure book printing segment, as the Australian book market suffered a downturn with significantly lower unit sales.

Since the 2022 acquisition, the management has been aligning Griffin Press with the overall Left Field group, including implementing the Group's cost control practice and setting up a production scheduler to track Delivery in full, on time (DIFOT) performances. We are delighted to report that the Griffin plant performance has improved significantly, and the result is appreciated by our customers.

A new state-of-the-art perfect binding line has been deployed at Ligare, our plant in New South Wales. All the above improvements, coupled with the synergy from the acquisition, have resulted in better efficiency, shorter delivery lead time, and higher customer satisfaction. Excluding the $14.7 million one-time provision in 2022 related to Ovato's voluntary administration in 2022, profit before tax has increased by 45%.

COS/Papercraft, Singapore & Malaysia manufacturing:
Sales turnover at COS/Papercraft rose by 9% as demand for its print services grew. The management team has been addressing the operational challenges in our supply chain, such as paper shortages and a scarcity of skilled workers. With the support of 1010 Printing, which provided human resources and technical expertise to streamline the production processes, COS/Papercraft has reduced their operating loss by 82%, with breakeven point in sight.

Despite falling short of their original budget for 2023, the management is optimistic that COS/Papercraft will turn profitable in 2024. The Group believes the strategic investment in Papercraft will differentiate us as one of the few printing groups in Asia that offers the "China Plus One" option.

B. PRINT SERVICES MANAGEMENT

APOL Group, international sales operations:
Sales turnover grew by 1% at APOL. The management has strengthened its cost control and implemented a headcount reduction program. This has resulted in an improvement in profit margin and a 25% increase in profit.

Regent, Hong Kong sales operation:
After a record-breaking sales year in 2022, Regent's sales turnover dropped by 14% in 2023. Regent mainly operates in the US, and its performance has been impacted by the soft performance of the US book market. The management is proactively seeking alternative markets to expand, including One-Belt-One-Road countries.

C. PUBLISHING

The Quarto Group
Quarto's revenue rose by 8% in 2023. However, excluding the timing factor of Quarto becoming the Group's subsidiary in April 2022, its revenue fell by 13%.

Quarto has excelled in the UK market with bestsellers such as Little People Big Dreams and the Complete Air Fryer Cookbook. However, they have lagged behind in the larger US market. The US downturn, and the discontinuation of Smart Lab and Quarto Distribution Services contributed to the decline of Quarto's revenue.

Post-reporting period, Quarto's shareholders have approved the voluntary delisting from the London Stock Exchange in January 2024. A tender offer has also been launched to buyback Quarto shares from its shareholders. We anticipate that, after the tender offer, the Group will own nearly 68% of Quarto. And as its majority owner, the Group will explore strategic options for Quarto to enhance value for our shareholders.

MANAGEMENT DISCUSSION AND ANALYSIS

STRATEGIC OUTLOOK

We have always advocated that our Group should adopt a diversification strategy to address the evolving landscape of manufacturing in China. While factors such as rising labour costs, improved education, and aging population have contributed to shifts in the manufacturing sector, particularly in labour-intensive areas such as clothing, furniture, and footwear, it is essential to recognize this strategic progression. China is transitioning from low-end manufacturing to high-end manufacturing and innovation-led sectors.

A significant portion of the cost of goods sold of printed books is attributed to paper costs, and we foresee that paper prices in China will remain favourable for the time being. Paper production capacity in China has expanded, while several paper mills in the United States and Europe have been decommissioned. The enforcement of strict environmental policies has further limited the capacities of paper production in the West. On a like-for-like basis, price of coated paper in China was 28% lower than Europe and 44% lower than the US as of Q4 23. While this price differential will continue to be a competitive advantage for book printers in China, we expect the pricing gap between China-made paper and Europe made paper to narrow in the next few years as Chinese paper producers switch production from coated paper to the higher margin uncoated paper. And the surplus supply will eventually be absorbed domestically as the Chinese economy continues to grow.

Freight costs have surged recently due to the Red Sea crisis and the conflict in the Middle East. Shipping rates from China to Europe have nearly tripled and to the US have doubled. However, we expect that prices will not reach the astronomic levels we witnessed during the pandemic as shipping demand is much lower now than in 2021. Freight costs will likely settle at lower levels in the coming months as more new ships are deployed and handling capacity at major ports remains sufficient. This will ensure that Chinese printers remain a viable option for publishing clients in the West.

The biggest uncertainty faced by Chinese printers is geopolitical risk. The Western governments have promoted the policy of "friendshoring", then "China Plus One", "de-coupling" and finally settling on "de-risking". Whatever term is used, the goal is to minimize the perceived risks of being commercially reliant on China and diversify the sources of supply. There is a significant risk that politicians in the West will apply more pressure on investors and corporates to comply with the de-risking policy and impose further tariffs on goods imported from China and other regions.

Book printing in China will remain competitive due to the advantages in paper prices, productivity, and an unrivalled supply chain ecosystem. We recognize that South-East Asia is gradually emerging as an appealing cost-effective alternative. With its abundant pool of affordable labour, South-East Asia has the potential to become a strong contender, but it will take the region some years to develop the infrastructure, skillset, and supply chain in order to match the book manufacturing productivity level in China.

How the above market and geopolitical forces play out in the long run is anybody's guess. But the Group is well positioned to capitalize on the "China Plus One" trend with our Malaysia-based Papercraft plant. As other manufacturers establish their operations in Malaysia, supply chain operations for exports will improve, which will benefit overall book printing in Malaysia. The strategic investment in Papercraft will further bolster our core printing business by providing customers with an alternative to China-based printing solutions.

NEAR-TERM PROSPECT

In the near term, the volatility of ocean freight due to conflicts in the Red Sea and geopolitical bickering between the East and West will bring uncertainty to the market. And we are already seeing some print demand shifting back to onshore printing for the larger publishing clients.

The Chinese book market will continue to be soft in 2024. This will prompt the indigenous Chinese printers to diversify from their local market and target overseas publishing clients. This overcapacity will exert pressure on printing prices and lead to closure of uncompetitive printing plants. We will differentiate our services by offering better customer service, delivering consistent quality, and developing a regional supply chain with diverse and competitive paper supply.

We will continue to ramp up our capacity in Malaysia as we see continued demand for book printing in South-East Asia. With other print manufacturers continuing to invest in print capacity in Malaysia, we are confident that the print industry will reach critical mass to support a more robust ecosystem of customers, paper suppliers and freight providers.

On our publishing business, the Group's 5-year effort to turnaround Quarto has reached a new phase. With a healthy balance sheet and streamlined operation, Quarto will shift its focus to growing the business. It is now entering its third year under the current management, which has pursued a strategy of publishing fewer but better books in order to attract more prominent authors, literary agents, and higher calibre staff. This high risk, high reward initiative has led to a higher level of investment, and 2024 will be a crucial year to evaluate the effectiveness of the new approach as these high-profile titles will be released into the market.

Previously, the Group has taken on more bank debt in anticipation of M&A opportunities in the past 24 months. So far, we have not found any attractive acquisition opportunities at reasonable prices. The Group has conducted a critical review of our cash and debt levels and decided that we should repay some of the bank debt due to a lack of deal making opportunity.

Despite the uncertainties in the business environment, we are cautiously optimistic with our outlook. The 1010 Printing plant in China is a well-oiled operation, consolidation at Left Field in Australia is yielding results, we are witnessing growing demand from our customers for our Malaysian plant, our print management businesses, APOL and Regent, are run by very capable management, and Quarto is on a new growth trajectory after a very successful delisting.

Last but not least, I would like to express my gratitude to all of our staff for your hard work, dedication, and professionalism. You have been the pillars of our success and the driving force behind our achievements.

FINANCIAL REVIEW

Turnover for the year ended 31 December 2023 was approximately HK$2,562.8 million and represented an increase of 2.7% from previous corresponding year (2022: HK$2,496.1 million). The increase in turnover was attributed to the increase in book publishing revenue as a result of inclusion of the full year results of the Quarto Group, Inc ("Quarto") in 2023 compared with nine months' results in 2022. Revenue contributed by the book publishing segment was approximately HK$947.9 million for the year (2022: HK$875.9 million). Turnover contributed by the printing segment was approximately HK$1,614.9 million, a slight decrease of approximately HK$5.3 million as compared with approximately HK$1,620.2 million in 2022. Publishers that were destocking in 2022 and early 2023 started to recover their print orders in the lower half of the year.

Gross profit margin slightly decreased from 33.3% to 32.7% for the year ended 31 December 2023 compared with 2022. The strong competition from local printers imposed pricing pressure and the printing segment margin reduced accordingly. The effect was mitigated by the inclusion of the full year result of the publishing segment in 2023 which provided a higher gross profit contribution to the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

Other income decreased by HK$43.7 million to approximately HK$66.9 million for the year ended 31 December 2023 (2022: HK$110.7 million). The decrease was mainly due to the non-recurring one-off gain on disposal of associate of HK$31.3 million in 2022 upon derecognition of Quarto as an associate and the decrease in bad debt recovered.

Selling and distribution expenses increased slightly from approximately HK$346.3 million for the year ended 31 December 2022 to HK$350.1 million in 2023. Selling and distribution expenses against sales decreased from 13.9% in 2022 to 13.7% in 2023. The benefit from the decreased freight cost in 2023 was partially offset by the higher sales and marketing costs derived from the publishing segment.

Administrative expenses increased by HK$31.8 million to approximately HK$212.0 million (2022: HK$180.1 million). The increase was mainly driven by the inclusion of the full year administrative expenses of Quarto and Griffin business in 2023 compared with nine months results in Quarto and six months results in Griffin.

Impairment losses on property, plant and equipment of HK$23.7 million and right-of-use asset of HK$4.7 million were recognised for the year ended 31 December 2022. The impairment losses were made from the expectation of lower future recoverable value on the assets in Papercraft, our subsidiary in Malaysia. No further impairment loss was needed in 2023 in view of the gradual pickup of the operation in Malaysia.

Provision for impairment of trade and other receivables decreased by HK$24.2 million as compared with 2022. The decrease was due to the reduced expected credit loss on the trade receivables of the publishing business.

Finance costs increased from approximately HK$18.1 million in 2022 to approximately HK$36.4 million in 2023. Higher interest cost incurred following the gradual increase in floating interest rate during the year.

Share of result of an associate amounted to HK$6.5 million in 2022, representing the share of first quarter result in Quarto before it became subsidiary of the Company.

Income tax expenses decreased only slightly to approximately HK$60.4 million in 2023 (2022: HK$61.7 million) despite the 13% decrease in profit before tax. This was due to the decrease in non-taxable income and the increase in tax rate in our publishing segment operated in United Kingdom.

Profit attributable to owners of the Company amounted to approximately HK$185.2 million for the year ended 31 December 2023 (2022: HK$219.9 million), a 15.8% decrease compared with 2022.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2023, the Group had net current assets of approximately HK$991.5 million (2022: HK$869.3 million) of which the cash and cash equivalents were approximately HK$780.1 million (2022: HK$770.2 million). The Group's current ratio was approximately 2.1 (2022: 1.9).

Total bank borrowings and lease liabilities for the Group amounted to approximately HK$485.7 million (2022: HK$552.0 million). Bank borrowings of HK$330.0 million were denominated in Hong Kong dollars. All bank borrowings were carried at floating rates repayable within five years. The Group's gearing ratio as at 31 December 2023 was 27.0% (2022: 33.4%), which is calculated on the basis of the Group's total interest-bearing debts (comprising bank borrowings and lease liabilities) over the total equity interest.

The Group adopts centralized financing and treasury policies in order to ensure the Group funding is utilized efficiently. The Group also regularly monitors its liquidity requirements, its compliance with lending covenants and its relationship with bankers to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term.

FOREIGN CURRENCY MANAGEMENT

The Group's sales were denominated in a mixture of currencies, primarily US dollars, Australian dollars, Euros and Pound Sterling. In addition, the Group's costs and expenses are mainly denominated in US dollars, Australian dollars, Pound Sterling, Hong Kong dollars and Renminbi. From time to time the Group enters into foreign currency exchange contracts to hedge its currency risk.

CAPITAL EXPENDITURE

During the year, the Group had acquired property, plant and equipment at approximately HK$78.9 million. The purchase is mainly financed by internal resources. The carrying amount of right-of-use assets as at 31 December 2023 was approximately HK$142.5 million.

PLEDGE OF ASSETS/CHARGE OF ASSETS

As at 31 December 2023, the Group had assets of HK$845.7 million (2022: HK$844.3 million) comprising property, plant and equipment of HK$10.2 million, right-of-use assets of HK$39.5 million, intangible assets of HK$194.6 million, inventories of HK$132.7 million, trade and other receivables of HK$311.2 million, cash and cash equivalents of HK$157.5 million and equity interests of certain subsidiaries being charged as security against the banking facilities granted to Quarto. In addition, the Group had pledged deposit of approximately HK$0.1 million (2022: HK$0.1 million) as a security for the banking guarantee facilities of a subsidiary.

CONTINGENT LIABILITIES

As at 31 December 2023, the Group had no material contingent liabilities.

EMPLOYEES AND EMOLUMENT POLICY

As at 31 December 2023, the Group had around 1,771 full-time employees (2022: 1,683). The pay scale of the Group's employees is maintained at a competitive level and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system. Other employees benefits include provident fund, insurance and medical cover.

FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has resolved to recommend the payment of a final dividend of HK$0.08 (the "Final Dividend") for the year ended 31 December 2023 (2022: final dividend of HK$0.07 and special dividend of HK$0.03) to holders of ordinary shares whose names appear on the register of holders of ordinary shares of the Company as at the close of business on 23 May 2024.

The register of members will be closed on 23 May 2024 and no transfer of shares will be registered on such day. To qualify for the Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, whose share registration public offices are located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 22 May 2024. Subject to the passing of the relevant resolution of the forthcoming annual general meeting, the Final Dividend are expected to be paid and dispatched on 6 June 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

PURCHASE, SALE OR REDEMPTION OF SHARES

During the year ended 31 December 2023, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

CODE ON CORPORATE GOVERNANCE PRACTICES

In the opinion of the Board, the Company has complied with the Corporate Governance Code contained in Appendix C1 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules") during the year.

AUDIT COMMITTEE

The audit committee has four members comprising the four independent non-executive directors, namely, Prof. Lee Hau Leung, Dr. Ng Lai Man, Carmen, Mr. Ho Tai Wai, David and Mr. Ng Siu On with terms of reference in compliance with the Listing Rules. The audit committee has reviewed the audited financial results of the Group for the year ended 31 December 2023.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

EXECUTIVE DIRECTORS

MR. LAU CHUK KIN

Mr. Lau Chuk Kin, aged 71, was appointed as an executive Director in 2011. He was also appointed as Chairman of the Company in May 2023. Mr. Lau has been responsible for the overall strategic formulation and management of the Group. Mr. Lau is an executive director of Left Field Printing Group Limited, a subsidiary of the Company whose shares are listed on the Stock Exchange of Hong Kong Limited and The Quarto Group, Inc., a subsidiary of the Company whose shares were listed on the London Stock Exchange before it was delisted in January 2024. Mr. Lau obtained a Bachelor of Arts degree from the University of Minnesota in the United States and a Master of Business Administration degree from the Chinese University of Hong Kong. Mr. Lau is the compliance officer of the Group. He has over 30 years of experience in printing business. He is a director of ER2 Holdings Limited and City Apex Ltd., substantial shareholders of the Company. He is a shareholder of ER2 Holdings Limited.

MS. LAM MEI LAN

Ms. Lam Mei Lan, aged 57, was appointed as an executive Director in 2015. She is the chief financial officer of the Group and has been responsible for the financial management of the Group. Ms. Lam holds a Master of Business Administration degree from the Chinese University of Hong Kong and a Doctor of Business Administration degree from The Hong Kong Polytechnic University. She is a fellow of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. Ms. Lam has over 30 years of experience in finance and has held senior financial positions in various main board listed companies and a non-profit charitable organization in Hong Kong. Ms. Lam is a non-executive director of The Quarto Group, Inc., a subsidiary of the Company whose shares were listed on the London Stock Exchange before it was delisted in January 2024.

MR. CHU CHUN WAN

Mr. Chu Chun Wan, aged 73, was appointed as an executive Director in 2015. Mr. Chu has been the managing director of Asia Pacific Offset Limited ("APOL") since 1999. He has over 40 years of experience in the printing industry in Hong Kong and held senior positions, including as deputy managing director of Mandarin Offset Limited and executive vice president of Hua Yang Printing Group. Mr. Chu is responsible for making overall strategic decisions in APOL which is a subsidiary acquired by the Group in 2012. Mr. Chu is father of Ms. Stephanie Chu, general manager of APOL.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

NON-EXECUTIVE DIRECTOR

MR. LI HOI, DAVID

Mr. Li Hoi, David, aged 66, was appointed as an executive Director in 2013 and re-designated to non-executive Director in 2017. Before Mr. Li's re-designation to non-executive role, he was the Managing Director of Oceanic Graphic International Inc. ("OGI"), a subsidiary of the Group and was responsible for the overall management of OGI. Mr. Li is the founder of a print management company in the United States. Mr. Li has over 30 years of experience in publishing and printing industries and has held different positions in several publishing and printing companies in the United Kingdom, United States and Hong Kong. Mr. Li received a diploma from London College of Printing (currently known as London College of Communication) and a diploma from the British Printing Industries Federation.

MR. GUO JUNSHENG

Mr. Guo Junsheng, aged 34, was appointed as a non-executive Director in 2016. Mr. Guo holds a Bachelor of marketing degree from the Guangzhou University. He is also a founding and controlling shareholder of an art and cultural development company, a trading company and an information technology company in China. He also has extensive experience in a non-profit charitable organization in Guangdong.

INDEPENDENT NON-EXECUTIVE DIRECTORS

PROF. LEE HAU LEUNG

Prof. Lee Hau Leung, aged 71, was appointed as an independent non-executive Director of the Company in 2011 and has become the Lead Independent Non-executive Director of the Company since May 2023. He is the Thoma Professor of Operations, Information and Technology at the Graduate School of Business at Stanford University. Prof. Lee was elected to the National Academy of Engineering in 2010, and is a Fellow of the Manufacturing and Service Operations Management Society in 2001, a Fellow of the Institute for Operations Research and the Management Sciences in 2005, and a Fellow of the Production and Operations Management Society in 2005. Prof. Lee obtained his Bachelor of Social Science degree from the University of Hong Kong, his Master of Science degree in Operational Research from the London School of Economics and Political Science, University of London, and his Master of Science and Doctorate degree from the University of Pennsylvania.

Prof. Lee is an independent non-executive director of TD Synnex Corporation, a company listed on the New York Stock Exchange, and Silvaco Group, Inc., a private company based in the United States.

DR. NG LAI MAN, CARMEN

Dr. Ng Lai Man, Carmen, aged 59, was appointed as an independent non-executive Director in 2011. Dr. Ng has over 30 years of experience in professional accounting and corporate finance in Hong Kong, the PRC, the United States and Europe. Dr. Ng is a practising certified public accountant in Hong Kong, a fellow of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and Institute of Chartered Accountants in England and Wales. She is a director of Cosmos CPA Limited and Redwood Asset Management Limited (a company licensed with the Hong Kong Securities and Futures Commission).

Dr. Ng received her Doctor of Business Administration degree from the Hong Kong Polytechnic University, Juris Doctor degree from the Chinese University of Hong Kong, Master of Laws degree in Corporate and Financial Law from the University of Hong Kong, Master of Business Administration degree from the Chinese University of Hong Kong, Master of Professional Accounting degree from the Hong Kong Polytechnic University and Master of Science in Global Finance jointly offered by Leonard N. Stern School of Business of New York University and School of Business and Management from the Hong Kong University of Science of Technology. Dr. Ng is currently an independent non-executive director of eSun Holdings Limited, Global International Credit Group Limited and Moiselle International Holdings Limited, all being companies listed on the Stock Exchange of Hong Kong Limited.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

MR. HO TAI WAI, DAVID

Mr. Ho Tai Wai, David, aged 75, was appointed as an independent non-executive Director in December 2022. Mr. Ho obtained a Master of Business Administration Degree from The Chinese University of Hong Kong. He is a fellow member of the Association of Chartered Certified Accountants, The Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Ho has over 40 years of experience in finance and accounting and held management positions in various companies prior to his retirement in 2007. Mr. Ho is an independent non-executive director of Left Field Printing Group Limited, a subsidiary of the Company and Build King Holdings Limited, both are companies listed on The Stock Exchange of Hong Kong Limited.

MR. NG SIU ON

Mr. Ng Siu On, aged 70, was appointed as an independent non-executive Director in February 2024. Mr. Ng holds a Bachelor of Business Administration (BBA) and a Master of Business Administration (MBA) from The Chinese University of Hong Kong in 1977 and 1984, respectively. He joined HSBC in 1978 as a management trainee and worked his way up through various positions in retail banking, corporate banking, international trade, and branch management roles in Hong Kong, Mainland China, and Canada. He was the Head of Corporate for Commercial Banking in Hong Kong, responsible for serving Hong Kong Commercial Banking's corporate clients in all facets of corporate banking, international trade, and cross-border businesses. In 2013, he was seconded to Bank of Communications (BOCOM) in Shanghai, where he served as HSBC-BOCOM Strategic Cooperation Advisor and BOCOM Senior Management Team Member. He retired from HSBC in 2023.

EMERITUS CHAIRMAN

MR. YEUNG KA SING, GBS MBE JP

Mr. Yeung Ka Sing, GBS MBE JP aged 82, retired from independent non-executive Director and Chairman of the Company in May 2023 since his appointment of the roles from 2011. He is now the Emeritus Chairman of the Company. Mr. Yeung has been active in public and community services for over 30 years. Notably, he was chairman of the Hong Kong Housing Society, Standing Commission on Civil Service Salaries and Condition of Service, Community Investment and Inclusion Fund Committee. He was also a member of the Transport Advisory Committee, member of the City University Council, member of the Employers' Federation and council member of the Hong Kong Management Association.

Mr. Yeung was awarded the Gold Bauhinia Star by the Hong Kong Special Administrative Region in 2012. He was also awarded the Honorary Fellow of the City University of Hong Kong in 2014 and the Honorary Fellowship of The HKU School of Professional and Continuing Education in 2021.

Prior to his retirement in 2006, he was the Head of Corporate Human Resources of the Hong Kong and China Gas Company Limited.

SENIOR MANAGEMENT

MR. GEORGE TAI

Mr. George Tai, aged 74, is the managing director and minority shareholder of Regent Publishing Services Limited ("Regent"). He founded Regent, a subsidiary acquired by the Group in 2017, in 1985 and has been responsible for the overall management of Regent since its incorporation. Mr. Tai has been in the printing industry since 1973 and started his career in printing with Dai Nippon Printing Company and Hong Kong Scanner Craft Limited.

MR. RICHARD F. CELARC

Mr. Richard F. Celarc, aged 67, is the chairman and executive director of Left Field Printing Group Limited ("Left Field"), a subsidiary of the Company whose shares are listed on the Stock Exchange of Hong Kong Limited. He is responsible for the overall strategic planning and management of Left Field Group. Mr. Celarc has around 40 years of experience in the printing business in Australia. He co-founded Ligare Pty Ltd, a subsidiary of the Company, and grew the business into the largest specialist book printer in New South Wales.

MS. STEPHANIE CHU

Ms. Stephanie Chu, aged 42, has been appointed as the General Manager of APOL since 1 December 2015. Ms. Chu has been with APOL for over 15 years, including 9 years at senior management level. She graduated from The University of Kent in 2004 with a Bachelor of Science degree in Forensic Studies. Ms Chu oversees the overall operations and management of APOL. Ms. Chu is daughter of Mr. Chu Chun Wan, an executive director of the Company.

MR. LAM WING YIP

Mr. Lam Wing Yip, aged 50, is the chief technology officer of the Group. Mr. Lam is responsible for the design and implementation of information technology strategies that align with the Group's business goals. He has over 20 years of experience in information technology field. Prior to joining the Group in 2011, he worked in several multinational corporations. Mr. Lam obtained a Bachelor of Science degree from the Chinese University of Hong Kong.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

MS. TAN LAI MING

Ms. Tan Lai Ming, aged 46, is the company secretary and financial controller of the Group. Ms. Tan obtained a bachelor's degree in accountancy from the City University of Hong Kong and has been a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. She is responsible for the company secretarial and finance functions of the Group. She worked at Deloitte Touche Tohmatsu for over 7 years before joining the Group in 2011.

MR. SU LEIGANG

Mr. Su Leigang, aged 47, is the vice president of supply chain of the Group. He obtained a Master's degree in information system from the University of Southampton, United Kingdom and a bachelor's degree in industrial automation (computer control) from China Textile University (currently known as Donghua University), Shanghai, the PRC. Mr. Su has over 10 years of experience in the information technology field. Prior to joining the Group in 2007, he worked as IT manager for 5 years at a company listed on the Shanghai Stock Exchange.

MR. TONG WING WAI, GILBERT

Mr. Tong Wing Wai, Gilbert, aged 49, is the regional director of China and Southeast Asia. He joined the Group in 2011. Mr. Tong is responsible for the production and administration of 1010 Printing's China Plant and also oversees the business operation in Singapore and Malaysia. He has over 10 years of experience in the printing industry. He obtained a Master of Business Administration from the University of Adelaide and a bachelor degree in Mechanical and Automation Engineering from the Chinese University of Hong Kong.

MS. TANG TSZ YING

Ms. Tang Tsz Ying, aged 39, is an executive director and company secretary of Left Field Printing Group Limited ("Left Field"). She is responsible for overseeing the finance and company secretarial function of Left Field Group. Ms. Tang obtained a Bachelor's degree in Business Administration in Accountancy from the Hong Kong Polytechnic University. She is a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in Australia. Ms. Tang joined OPUS Group Pty. Ltd. (Formerly known as OPUS Group Limited), a subsidiary of the Company in 2016. She worked in Ernst and Young, both Hong Kong office and Sydney office, for over 7 years.

MS. WONG WAI YEE

Ms. Wong Wai Yee, aged 37, is the sales director of the Group. She oversees the sales functions of 1010 Printing International Limited, a wholly owned subsidiary of the Company. Ms Wong obtained a Bachelor's degree of arts in language studies for the professions from The Hong Kong Polytechnic University. She joined the Group in 2012 and has 10 years of experience in international trade.

MR. LIU WAI TUNG

Mr. Liu Wai Tung, aged 44, is the director of technology and innovation of the Group. Mr. Liu obtained a Master's degree of Business Administration from The University of Greenwich, a Master's degree of Philosophy from The Hong Kong Polytechnic University and a Bachelor's degree of Information Engineering from The Chinese University of Hong Kong. He oversees the information system management and related projects. Prior to joining the Group in 2017, Mr. Liu has over 10 years of experience in information technology consulting and management in various industries.

MR. WAN HON MAN, VICTOR

Mr. Wan Hon Man, Victor, aged 43, is the Strategic Planning Director of the Group. Mr. Wan has over 16 years of experience in the technology field. Prior to joining the Group in 2019, he was the founder and managing director of an e-commerce business. He served in various leadership roles at a Fortune 500 technology firm for over a decade in the areas of corporate strategy, alliance management and business development. Mr. Wan obtained his bachelor's and master's degrees in Science and Engineering from the University of Pennsylvania and a master's degree of Business Administration from INSEAD.

DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements of the Company and the Group for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and provides corporate management services. The activities of its principal subsidiaries are set out in note 35 to the financial statements.

BUSINESS REVIEW

A review of the Group's business during the year and analysis of the Group's performance using financial key performance indicators and prospects of the Group's business is set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" on pages 004 to 010 respectively of this Annual Report.

PRINCIPAL RISK AND UNCERTAINTIES

Macro-economic and political conditions

The Group's principal business is engaged in the provision of printing services to international book publishers, trade, professional and educational publishing conglomerates and print media companies and book publishing. The principal printing facilities are located in Mainland China, Australia and Malaysia. The Group's long term profitability and business growth are affected by the volatility and uncertainty of macro-economic conditions, and uncertain economic outlook and political conditions of Hong Kong, Mainland China, Australia, US, UK, Eurozone and South American countries. During the period of economic uncertainty, consumer consumption might be scaled back.

Digitalisation of information

With increased digitalisation of information, both the supply of and demand for electronic information will impact the demand for printed material and media. As consumer preferences and trends shift towards electronic media and platforms and the popularity and sales of products such as e-book readers and electronic tablet devices increase, the Group's customers may decide to transfer or increase distribution of their content on digital mediums and reduce the usage of print media, which may affect the business and financial performance of the Group.

Technological developments in the printing industry

Revolutionary changes in technology, mainly in the pre-press and press areas will happen in the coming years, ushered in by the launch of a series of digital printing presses using nanotechnology developed ink. Digital printing technology will be a future trend of printing for providing a shorter run and rapid stock replenishment capabilities, which will reduce warehouse inventory and free up capital.

Cyber Security risk

Cyber-attacks increased rapidly across every industry. The management of cyber security and information risk is mandatory to prevent exploit to cyber criminals from new virus, malware and hacking tools spreading through the internet, email and social media network. The impact has caused the Group to use up more resources to implement measures and controls to protect our critical IT systems and data. Cyber-attack could result in the loss of income and asset from inability to operate, failure to complete customer orders or business deals, reduction in productivity, staff downtime and the cost of attempting to recover lost information, equipment or data.

Financial risks

Details of financial risks are set out in note 37 to the consolidated financial statements.

RELATIONSHIP WITH STAKEHOLDERS

The Group is committed to operate in a sustainable manner while balancing the interests of its various stakeholders including customers, suppliers and employees. This includes providing quality services to customers, developing effective and mutual beneficial working relationships with its suppliers, and offering competitive remuneration package with safety working environments to employees.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to environmental-friendly development as a part of social responsibility. The Group achieves this through rational resources utilisation and compliance with applicable environmental laws and practices of environmental protection, seeking to contribute to the improvement of ecological environment and sustainable development. The Group continues to improve the environmental performance as an integral and fundamental part of the business strategy and operating methods.

COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

The Group has operations in different overseas countries carried by the Company's subsidiaries. The Group accordingly shall comply with relevant laws and regulations in these countries and the respective places of incorporation of the Company and its subsidiaries.

During the year and up to the date of this report, the Board was unaware of any non-compliance with relevant laws and regulations that have a significant impact on the business and operations of the Group.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on page 039.

DIVIDEND

During the year, the Directors have declared an interim dividend of HK$0.03 (2022: HK$0.03) per share, totaling HK$23,100,000 which was paid on 29 September 2023.

The Directors recommended a final dividend of HK$0.08 (2022: HK$0.07) per share (the "Final Dividend") for the year ended 31 December 2023. Subject to the passing of the relevant resolution at the forthcoming annual general meeting, the Final Dividend will be payable on 6 June 2024.

RESERVES

Details of movements in the reserves of the Group and the reserves of the Company during the year are set out in the consolidated statement of changes in equity on pages 042 to 043 and note 29 to the financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's reserves available for distribution to the shareholders of the Company amounted to approximately HK$392 million.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 135 of the annual report.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in note 27 to the financial statements.

DIRECTORS' REPORT

DIRECTORS

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

EXECUTIVE DIRECTORS

Mr. Lau Chuk Kin
Ms. Lam Mei Lan
Mr. Chu Chun Wan

NON-EXECUTIVE DIRECTORS

Mr. Li Hoi, David
Mr. Guo Junsheng

INDEPENDENT NON-EXECUTIVE DIRECTORS

Prof. Lee Hau Leung
Dr. Ng Lai Man, Carmen
Mr. Ho Tai Wai, David
Mr. Ng Siu On (appointed on 1 February 2024)

In accordance with No. 83(2) and No. 84 of the Company's bye-laws, Mr. Lau Chuk Kin, Mr. Guo Junsheng, Dr. Ng Lai Man, Carmen and Mr. Ng Siu On will retire at the forthcoming annual general meeting. Dr. Ng Lai Man, Carmen has informed the Board that she would not offer herself for re-election and accordingly will retire as director upon the conclusion of the forthcoming annual general meeting. Mr. Lau Chuk Kin, Mr. Guo Junsheng and Mr. Ng Siu On, being eligible, offer themselves for re-election.

DIRECTORS' SERVICES CONTRACT

Each of the independent non-executive directors has entered into a service contract with the Company for a term of two years ending on 31 December 2024, except Mr. Ho Tai Wai, David's service contract being entered for the period from 28 December 2022 to 31 December 2024 and Mr. Ng Siu On's service contract being entered for the period from 1 February 2024 to 31 December 2024. The service contract is subject to termination by either party giving not less than three months' prior written notice to the other.

None of the directors being proposed for re-election at the forthcoming annual general meeting has any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Connected Transactions and Continuing Connected Transactions" and note 34 to the consolidated financial statements contained in this annual report, no transactions, arrangements or contracts of significance to which the Company, its holding company, fellow subsidiaries or subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at 31 December 2023, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any associated corporations, within the meaning of Part XV the Securities and Futures Ordinance (the "SFO"), as recorded in the register maintained by the Company required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the 'Model Code") were as follows:

(a) Long Position in the shares of the Company (the "Shares")

Name of Directors	Personal Interests	Family Interests	Corporate Interests	Total Interests	Percentage to the issued share capital of the Company
	(Shares)	(Shares)	(Shares)	(Shares)	(%)
Mr. Lau Chuk Kin (Note 1)	93,183,906	Nil	266,432,717	359,616,623	46.70
Ms. Lam Mei Lan	10,148,688	Nil	Nil	10,148,688	1.32
Mr. Chu Chun Wan	200,000	Nil	Nil	200,000	0.03
Mr. Li Hoi, David	200,000	Nil	Nil	200,000	0.03
Mr. Guo Junsheng (Note 2)	200,000	Nil	249,804	449,804	0.06
Prof. Lee Hau Leung	200,000	Nil	Nil	200,000	0.03
Dr. Ng Lai Man, Carmen	200,000	Nil	Nil	200,000	0.03

(b) Long Position in the shares of Left Field Printing Group Limited ("Left Field"), an associated corporation of the Company

Name of Directors	Personal Interests	Family Interests	Corporate Interests	Total Interests	Percentage to the issued share capital of Left Field
	(Shares)	(Shares)	(Shares)	(Shares)	(%)
Mr. Lau Chuk Kin (Note 3)	9,803,278	Nil	315,805,997	325,609,275	65.30
Ms. Lam Mei Lan	1,035,543	Nil	Nil	1,035,543	0.21

DIRECTORS' REPORT

(c) Long Position in the underlying shares of the Company under the share award scheme

	Number of shares				
Name of Director	Outstanding at 1.1.2023	Granted during the year	Vested during the year	Cancelled/ lapsed during the year	Outstanding at 31.12.2023
Mr. Lau Chuk Kin	200,000	–	(200,000)	–	–
Ms. Lam Mei Lan	3,840,000	–	(1,280,000)	–	2,560,000
Mr. Chu Chun Wan	200,000	–	(200,000)	–	–
Mr. Li Hoi, David	200,000	–	(200,000)	–	–
Mr. Guo Junsheng	200,000	–	(200,000)	–	–
Prof. Lee Hau Leung	200,000	200,000	(200,000)	–	200,000
Dr. Ng Lai Man, Carmen	200,000	–	(200,000)	–	–
Mr. Ho Tai Wai, David	–	200,000	–	–	200,000
Mr. Yeung Ka Sing*	200,000	–	(200,000)	–	–

* Retired on 30 May 2023

Notes:

1. Of 266,432,717 shares, 258,135,326 shares and 8,297,391 shares are beneficially owned by City Apex Ltd. and ER2 Holdings Limited ("ER2 Holdings") respectively. As at 31 December 2023, ER2 Holdings was the ultimate holding company of City Apex Ltd.. Mr. Lau Chuk Kin owned 69.76% of the issued share capital of ER2 Holdings and accordingly, Mr. Lau is deemed to be interested in the said shares pursuant to Part XV of the Securities and Futures Ordinance.

2. The shares are beneficially owned by Dragon Might Global Limited ("Dragon Might"). As at 31 December 2023, Dragon Might is 100% directly owned by Mr. Guo Junsheng and therefore Mr. Guo is deemed to be interested in the said shares.

3. Of 315,805,997 shares, 16,133,457 shares, 518,586 shares and 299,153,954 shares are beneficially owned by City Apex Ltd., ER2 Holdings and Bookbuilders BVI Ltd respectively. As at 31 December 2023, Bookbuilders BVI Ltd is an indirect wholly-owned subsidiary of the Company. As stated under note 1 above, Mr. Lau is deemed to be interested in 46.70% issued share capital of the Company. Accordingly, Mr. Lau is deemed to be interested in the said shares.

Save as disclosed above, as at 31 December 2023, to the knowledge of the Company, none of the Directors or chief executive of the Company had or was deemed to have any interests of short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be maintained under section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SHARE OPTION SCHEME AND SHARE AWARD SCHEME

Details of the share option scheme and share award scheme of the Company are set out in note 28 to the financial statements.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year and at the end of the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities, including debentures, of the Company or any other body corporate, and none of the Directors, chief executive or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2023, the following persons, other than a Director or chief executive of the Company, had interests or short positions in the shares or underlying shares of the Company, being 5% or more in the issued share capital of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

	Nature of interest			
Name of shareholder	Beneficial Owner	Interest in controlled corporation	Total Interests	Percentage to the issued share capital of the Company
	(Shares)	(Shares)	(Shares)	(%)
ER2 Holdings Limited (Note 1)	8,297,391	258,135,326	266,432,717	34.60
City Apex Ltd. (Note 1)	258,135,326	Nil	258,135,326	33.52
Mr. Chang Mun Kee (Note 2)	10,067,583	54,112,030	64,179,613	8.34
Mr. Webb David Michael (Note 3)	27,931,168	41,413,808	69,344,976	9.00
JcbNext Berhad (Note 2)	54,112,030	Nil	54,112,030	7.03
Preferable Situation Assets Limited (Note 3)	41,413,808	Nil	41,413,808	5.38

Notes:

1. 258,135,326 shares are beneficially owned by City Apex Ltd. ER2 Holdings is the ultimate holding company of City Apex Ltd.. Accordingly, ER2 Holdings is deemed to be interested in the said shares pursuant to Part XV of the Securities and Futures Ordinance.

2. According to the record kept by the Company, as at 31 December 2023, Mr. Chang Mun Kee is interested in 45.49% of the shares in JcbNext Berhad. Therefore, Mr. Chang is deemed to be interested in the said shares held by JcbNext Berhad.

3. According to the record kept by the Company, as at 31 December 2023, Preferable Situation Assets Limited is 100% directly owned by Mr. Webb David Michael and therefore Mr. Webb is deemed to be interested in the said shares held by Preferable Situation Assets Limited.

Save as disclosed above, as at 31 December 2023, the Company had not been notified of any other person (other than a Director or chief executive of the Company) who had an interest or short position in the shares, underlying shares or debentures of the Company and was required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

DIRECTORS' REPORT

MAJOR SUPPLIERS AND CUSTOMERS

The top five suppliers in aggregate and the single largest supplier of the Group accounted for approximately 34% and 11% of the Group's total purchases for the year ended 31 December 2023 respectively.

The top five customers in aggregate and the single largest customer of the Group accounted for approximately 22% and 8% of the Group's total sales for the year ended 31 December 2023 respectively.

Save as disclosed above, at no time during the year did a director, an associate of a Director, within the meaning of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules"), or a shareholder of the Company which to the knowledge of the Directors owns more than 5% of the Company's share capital have any interest in the Group's five largest suppliers and five largest customers.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws and there was no restriction against such rights under the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision as defined in the Hong Kong Companies Ordinance for the benefit of the Directors is currently in force and was in force throughout this year. The Company has maintained Directors' liabilities insurance which provides appropriate cover for the Directors.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the year ended 31 December 2023, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

COMPETING INTERESTS

None of the directors of the Company or any of their respective associates (as defined in the Listing Rules) has any business or interest that competes or may compete with the business of the Group.

CONTRACTS WITH CONTROLLING SHAREHOLDERS

Other than disclosed in the section headed "Connected Transactions and Continuing Connected Transactions" and note 34 to the consolidated financial statements contained in this annual report, no contract of significance was entered into between the Company or any of its subsidiaries and the Controlling Shareholders or any of its subsidiaries during the year ended 31 December 2023 or subsisted at the end of the year and no contract of significance for the provision of services to the Company or any of its subsidiaries by a Controlling Shareholder or any of its subsidiaries was entered into during the year ended 31 December 2023 or subsisted at the end of the year.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Save as disclosed above and in note 34 to the Financial Statements, the Group has not entered into any discloseable connected transaction or continuing connected transaction for the year pursuant to the requirements of Chapter 14A of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of its Directors, the Directors confirm that the Company has maintained throughout the year ended 31 December 2023, the amount of public float as required under the Listing Rules.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

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

CORPORATE GOVERNANCE

A report on the principle corporate governance practices adopted by the Company is set out on pages 026 to 033 of the annual report.

EMPLOYEES AND EMOLUMENT POLICY

As at 31 December 2023, the Group had around 1,771 full-time employees (2022: 1,683). The pay scale of the Group's employees is maintained at a competitive level and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system. Other employees benefits include provident fund, insurance and medical cover, share option scheme and share award scheme.

AUDITOR

A resolution will be proposed at the forthcoming annual general meeting to re-appoint BDO Limited as auditor of the Company.

On behalf of the Board

Lau Chuk Kin
Chairman
Hong Kong, 27 March 2024

CORPORATE GOVERNANCE REPORT

The Group has adopted practices which meet the Corporate Governance Code during the year (the "Code") as set out in Appendix C1 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the" Stock Exchange"). The report describes its corporate governance practices, explains the applications of the principles of the Code and deviations, if any.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with the required standard as set out in the Model Code regarding securities transactions by the Directors throughout the year ended 31 December 2023.

BOARD OF DIRECTORS

As at 31 December 2023, the Board comprises eight Directors, of whom three are executive Directors, two are non-executive Directors and three are independent non-executive Directors. The Board has in its composition a balance of skills and experience necessary for decision making and fulfilling its business needs. The participation of non-executive Directors in the Board brings independent judgement on issues relating to the Group's strategy, performance, conflicts of interest and management process to ensure that the interests of all shareholders of the Company have been duly considered.

Except Mr. Ho Tai Wai, David who's service contract was entered for the period from 28 December 2022 (date of appointment) to 31 December 2024, each of the non-executive directors and independent non-executive directors entered into a service contract with the Company for a term of two years ending 31 December 2024. All are subject to termination by either party giving not less than three months' prior written notice to the other.

The Board considers that all of the independent non-executive Directors are independent and has received from each of them the annual confirmation of independence required by the Listing Rules.

The Company had adopted a Board diversity policy aims to set out the approach to achieve the diversity of the Board. The Company currently has two female Directors, and the Board will endeavour to maintain female representation on the Board. The Company recognises and embraces the benefits of having a diverse Board (including gender diversity) to enhance the quality of its performance. The Board has in its composition a balance of skills and experience necessary for decision making and fulfilling its business needs. All Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members. The Nomination Committee will follow a range of diversified perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be made upon possible contribution that the selected candidates will bring to the Board.

The Board members for the year ended 31 December 2023 were:

Chairman
Mr. Lau Chuk Kin

Executive Directors
Mr. Lau Chuk Kin
Ms. Lam Mei Lan
Mr. Chu Chun Wan

Non-executive Directors
Mr. Li Hoi, David
Mr. Guo Junsheng

Independent non-executive Directors
Prof. Lee Hau Leung
Dr. Ng Lai Man, Carmen
Mr. Ho Tai Wai, David
Mr. Yeung Ka Sing (retired on 30 May 2023)

The Board is responsible for the approval and monitoring of the Group's overall strategies and policies; approval of business plans; evaluating the performance of the Group and oversight of management. It is also responsible for promoting the success of the Company and its businesses by directing and supervising the Company's affairs.

The Board focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group.

The Board delegates day-to-day operations of the Group to executive Directors and senior management, while reserving certain key matters for its approval. Decisions of the Board are communicated to the management through executive Directors who have attended Board meetings.

The Company had arranged for appropriate liability insurance for the directors and officers of the Group for indemnifying their liabilities arising from corporate activities.

All Directors have been provided, on a monthly basis, with the Group's management information updates to keep them aware of the Group's affairs and facilitates them to discharge their duties under the relevant requirements of the Listing Rules.

The Board held 4 Board meetings and one annual general meeting ("AGM") in 2023. Details of the attendance of the Board are as follows:

	Attended/Held	
Directors	**Board meeting**	**AGM**
Mr. Lau Chuk Kin	4/4	1/1
Ms. Lam Mei Lan	4/4	1/1
Mr. Chu Chun Wan	4/4	1/1
Mr. Li Hoi, David	4/4	1/1
Mr. Guo Junsheng	4/4	1/1
Prof. Lee Hau Leung	4/4	1/1
Dr. Ng Lai Man, Carmen	4/4	0/1
Mr. Ho Tai Wai, David	4/4	1/1
Mr. Yeung Ka Sing (retired on 30 May 2023)	1/1	1/1

ACCOUNTABILITY AND AUDIT

The Directors acknowledge responsibility for overseeing the preparation of the financial statements for the year ended 31 December 2023.

The Directors' responsibilities in the preparation of the financial statements and the auditors' responsibility are set out in the Independent Auditor's Report.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges that it has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and maintaining appropriate and effective risk management and internal control systems. The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems. The systems and internal controls can only provide reasonable and not absolute assurance against material misstatement or loss, as they are designed to manage, rather than eliminate the risk of failure to achieve business objectives.

CORPORATE GOVERNANCE REPORT

The Group has established an on-going process for identifying, evaluating and managing the significant risks of the Group. Business units are responsible for identifying, assessing and monitoring risks associated with their respective units. The results of evaluation will be reported to management through regular internal meetings. Each year, management prepares the risk assessment report listing the risks identified and management's assessment on the impact to the Group. The Board discusses findings in the risk assessment report and evaluates the effectiveness of the risk management and internal control system in Board meeting.

The Group handles and disseminates inside information with due care. Staff is required to comply with the confidentiality terms inside the staff manual. Only personnel at appropriate level can get reach of price sensitive information.

Appropriate policies and controls have been designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements.

The Group has established a whistle-blowing policy under which it encourages the employees who have concerns about any suspected misconduct or malpractice within the Group to come forward and voice those concerns to the members of the audit committee. Code of conduct to promote and support anti-corruption practices are also set in the staff handbook or inside staff assessable public system.

The Group does not have an internal audit function due to the size of the Group and for cost effectiveness consideration. Instead, a review on the internal control system is done annually by independent qualified accountant. During the year, the independent qualified accountant conducted an annual review to assess the effectiveness of the Group's risk management and internal control systems. The review covered major financial, operational controls in rotation basis and also the risk management functions. No significant deficiency was identified during course of review and the systems were operating effectively and adequately. The internal control report findings and recommendations were discussed with the Audit Committee and Audit Committee reports the findings to the Board. The Board concluded the internal control system of the Group was operated effectively. The Group continues to review the need for an internal audit function annually.

CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

Mr. Lau Chuk Kin is the chairman of the Company. The Chairman's responsibility is to oversee the functioning of the Board and the strategies and policies of the Group.

The Company has no specific title named as chief executive officer and the daily operation and management of the Company is monitored by the executive directors.

PROFESSIONAL DEVELOPMENT

Every newly appointed Director will be given an induction training so as to ensure that he/she has appropriate understanding of the Group's business and of his/her duties and responsibilities under the Listing Rules and the relevant statutory and regulatory requirements.

The Company also provides regular updates on the business development of the Group. The Directors are regularly briefed on the latest development regarding the Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, the Company has been encouraging the Directors to enroll in professional development courses and seminars relating to the Listing Rules, companies ordinance and corporate governance practices organized by professional bodies or chambers in Hong Kong. All directors are requested to provide the Company with their respective training records pursuant to the Code.

All Directors have participated in appropriate continuous professional development and refresh their knowledge and skills during the year for ensuring their contribution to the Board remains informed and relevant. Such professional development was completed either by way of attending briefings, conference, courses, forum and seminars, teaching, self-reading and participated in business-related researches which are relevant to the business or directors' duties.

CORPORATE GOVERNANCE FUNCTIONS

The Board delegated the Corporate Governance Functions to the compliance officer, Mr. Lau Chuk Kin. The compliance officer is responsible for the corporate governance duties as follows:

(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 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 directors; and

(e) To review the Company's compliance with the Code and disclosure in the Corporate Governance Report

COMPANY SECRETARY

The company secretary of the Company is Ms. Tan Lai Ming, a fellow member of The Hong Kong Institute of Certified Public Accountants. Ms. Tan is also the financial controller of the Company. As an employee of the Company, the company secretary assists the Board by ensuring good information flow within the Board and that Board policy and procedures are followed. She has taken not less than 15 hours of relevant professional training in 2023.

REMUNERATION COMMITTEE

The Remuneration Committee was established in June 2011. As at 31 December 2023, the Remuneration Committee comprised of one executive Director namely Mr. Lau Chuk Kin and three independent non-executive Directors, namely Prof. Lee Hau Leung, Dr. Ng Lai Man, Carmen and Mr. Ho Tai Wai, David. The chairman of the Remuneration Committee was Prof. Lee Hau Leung.

The terms of reference of the Remuneration Committee are posted on the Company's website. The principal functions include:

– to recommend to the Board on the Company's policies and structure for the remuneration of the Directors and senior management of the Group;

– to determine the remuneration packages of all executive Directors and senior management of the Group; and

– to review and approve the management's remuneration proposal with reference to corporate goals and objectives resolved by the Board from time to time.

CORPORATE GOVERNANCE REPORT

The principal elements of executive remuneration package include basic salary and discretionary bonus. The emoluments of executive Directors are based on skill, knowledge and involvement in the Company's affairs of each Director and are determined by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

The Remuneration Committee consults the executive Directors about its proposals relating to the remuneration of other executive Directors.

The Remuneration Committee held two meetings in 2023. Details of the attendance record of the committee meetings are as follows:

Committee members	Attended/Held
Mr. Lau Chuk Kin	2/2
Prof. Lee Hau Leung	2/2
Dr. Ng Lai Man, Carmen	2/2
Mr. Ho Tai Wai, David	2/2

The meetings were held to review the remuneration policy and structure and determination of the annual remuneration packages of the executive Directors and the senior executives, share award benefits and other related matters.

Pursuant to paragraph E.1.5 of the Code, the remuneration of the members of the senior management paid by the Group by band for the year ended 31 December 2023 is set out below:

Remuneration band	Number of individuals
HK$1,000,001 – HK$1,500,000	2
HK$1,500,001 – HK$2,000,000	7
HK$2,000,001 – HK$2,500,000	1
HK$2,500,001 – HK$3,000,000	1

NOMINATION COMMITTEE

The Nomination Committee of the Company was established in February 2012. As at 31 December 2023, the Nomination Committee comprised of the Executive Director namely Mr. Lau Chuk Kin, the Independent Non-executive Directors namely Prof. Lee Hau Leung, Dr. Ng Lai Man, Carmen and Mr. Ho Tai Wai, David. The Chairman of Nomination Committee was Mr. Lau Chuk Kin. The terms of reference of the Nomination committee are posted on the Company's website.

The roles and functions of the Nomination Committee include reviewing the structure, size and composition of the Board, identifying individuals suitably qualified to become Directors, selecting or making recommendations to the Board on nominations, appointment or re-appointment of Directors and Board succession, and assessing the independence of the independent non-executive directors.

The Nomination Committee held one meeting in 2023. Details of the attendance record of the committee meetings are as follows:

Committee members	Attended/Held
Mr. Lau Chuk Kin	1/1
Mr. Yeung Ka Sing (retired on 30 May 2023)	1/1
Prof. Lee Hau Leung	1/1
Dr. Ng Lai Man, Carmen	1/1
Mr. Ho Tai Wai, David	1/1

The meeting was held for reviewing the structure, size and composition, and assessing the independence of the independent non-executive directors of the board of directors. During the year, the Nomination Committee also recommended the Board for appointment of Mr. Lau Chuk Kin as Chairman and Prof. Lee Hau Leung as Lead Independent Non-executive Director.

AUDIT COMMITTEE

The Audit Committee was established in June 2011. As at 31 December 2023, the Audit Committee comprised of three independent non-executive Directors, namely Prof. Lee Hau Leung, Dr. Ng Lai Man, Carmen and Mr. Ho Tai Wai, David. The chairman of the Audit Committee was Dr. Ng Lai Man, Carmen.

The terms of reference of the Audit Committee, which are in compliance with the Listing Rules, are posted on the Company's website. Under the terms of reference, the Audit Committee is responsible for overseeing the relationship between the Company and its external auditors, reviewing the Group's financial information and overseeing the Group's financial reporting, internal control and risk management systems.

The Audit Committee held three meetings in 2023. Details of the attendance record of the committee meetings are as follows:

Committee members	Attended/Held
Dr. Ng Lai Man, Carmen	3/3
Mr. Yeung Ka Sing (retired on 30 May 2023)	1/1
Prof. Lee Hau Leung	3/3
Mr. Ho Tai Wai, David	3/3

During the year, the Audit Committee met with the senior management of the Company to review the Group's draft annual report and accounts, draft interim report, internal control report and circulars, and provided advice and comments thereon to the Company's Board of Directors. The Audit Committee members also met with the external auditors to discuss matters arising from the audit and the nature and scope of the audit and reporting obligations before the audit commenced.

The Group's 2023 interim report and 2022 annual report have been reviewed by the Audit Committee, which was of the opinion that such reports were prepared in accordance with the applicable accounting standards and requirements. For the 2022 annual report, the Audit Committee met with the external auditors to discuss auditing, internal control, statutory compliance and financial reporting matters before recommending it to the Board for approval. The Audit Committee also monitored the Company's progress in implementing the code provisions on corporate governance practices as required under the Listing Rules.

AUDITOR'S REMUNERATION

The fees in relation to services provided by the Company's auditor and its related network firms for the year ended 31 December 2023 were as follows:

	HK$'000
Audit and review of financial reports	
BDO Limited, Hong Kong	1,700
Other BDO network firms	645
	2,345
Other non-audit services	
BDO Limited, Hong Kong	70
Other BDO network firms	38
	108

DIVIDEND POLICY

The Company has adopted a dividend policy. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia, the following factors:

(i) the Group's actual and expected financial results;

(ii) the Group's working capital requirements, capital expenditure requirements and future expansion plans;

(iii) the Group's liquidity position;

(iv) the financial covenants to which the Group is subject and any restrictions on the payment of dividends that may be imposed by the Group's lenders;

CORPORATE GOVERNANCE REPORT

(v) the general economic and political conditions and other external factors that may have an impact on the future business and financial performance of the Group; and

(vi) any other factors that the Board may consider relevant.

The payment of dividend is also subject to the compliance with applicable laws and regulations, including the laws of Bermuda and the Company's bye-laws. The Board shall review the dividend policy from time to time and there can be no assurance that dividends will be paid in any particular amount for any given period.

DIVERSITY

The Company currently has two female Directors, and the Board will endeavour to maintain female representation on the Board. As at 31 December 2023, the percentages of male and female employees (including senior management) are 54% and 46% respectively. The Board considers that the Group's workforce is diverse in terms of gender.

COMMUNICATION WITH SHAREHOLDERS

The Company has adopted a Shareholders' Communication Policy in February 2012 reflecting mostly the current practices of the Company for communication with its shareholders. Information will be communicated to shareholders through:

– continuous disclosure to the Stock Exchange of all material information;

– periodic disclosure through the annual and interim reports;

– notices of meetings and explanatory material;

– the annual general meetings and other general meetings; and

– the Company's website at www.lionrockgrouphk.com

The Board endeavours to maintain an on-going dialogue with shareholders and in particular, use annual general meetings or other general meetings to communicate with shareholders and encourage their participation. The Directors attended the AGM held in 2023 to answer questions and collect views of shareholders. The external auditor also attended the annual general meeting to answer questions of shareholders. The shareholders communication policy allows shareholders views to be collected and responded effectively.

SHAREHOLDERS' RIGHTS

(i) Procedures for members to convene a special general meeting ("SGM")

Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the Company's registered office in Bermuda and its principal place of business in Hong Kong, for the attention of the Company Secretary, to require a SGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the Shareholders concerned themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act, but any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition.

The written requisition must state the purposes of the general meeting, signed by the Shareholders concerned and may consist of several documents in like form, each signed by one or more of those Shareholders.

If the requisition is in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered Members. On the contrary, if the requisition is invalid, the Shareholders concerned will be advised of this outcome and accordingly, a SGM will not be convened as requested.

The notice period to be given to all the registered Members for consideration of the proposal raised by the shareholders concerned at a SGM varies according to the nature of the proposal, as follows:

– at least twenty-one clear days' and not less than ten clear business days' notice in writing if the proposal constitutes a special resolution of the Company, which cannot be amended other than to a mere clerical amendment to correct a patent error; and

– at least fourteen clear days' and not less than ten clear business days' notice in writing if the proposal constitutes an ordinary resolution of the Company.

(ii) Procedures for a member to propose a person for election as a director

As regards the procedures for proposing a person for election as a Director, please refer to the procedures made available under the Corporate Governance section of the Company's website at www.lionrockgrouphk.com

(iii) Procedures for directing Shareholders' enquires to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing to the principal place of business of the Company in Hong Kong or by e-mail to investor@lionrockgrouphk.com for the attention of the company secretary.

(iv) Procedures for putting forward proposals at a general meeting

Shareholders holding (i) not less than one-twentieth of the total voting rights of all Shareholders having the right to vote at the general meeting of the Company; or (ii) not less than 100 Shareholders, can submit a written request stating the resolution intended to be moved at the AGM; or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting. The written request/statements must be signed by the Shareholders concern and deposited at the Company's registered office in Bermuda and its principal place of business in Hong Kong for the attention of the company secretary of the Company, not less than six weeks before the AGM in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition.

If the written request is in order, the Company Secretary will ask the Board (i) to include the resolution in the agenda for the AGM; or (ii) to circulate the statement for the general meeting, provided that the Shareholders concerned have deposited a sum of money reasonably determined by the Board sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the Shareholders concerned in accordance with the statutory requirements to all the registered Members. On the contrary, if the requisition is invalid or the Shareholders concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the Shareholders concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM; or the statement will not be circulated for the general meeting.

INDEPENDENT AUDITOR'S REPORT

Tel : +852 2218 8288
Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話：+852 2218 8288
傳真：+852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

TO THE SHAREHOLDERS OF LION ROCK GROUP LIMITED
(獅子山集團有限公司)
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Lion Rock Group Limited (the Company) and its subsidiaries (together the Group) set out on pages 039 to 134, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (HKICPA) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

Impairment assessment on goodwill and non-financial assets

Refer to note 17 and the Group's critical accounting estimates and judgements in relation to impairment of goodwill and non-financial assets set out in note 4(i) and note 4(ii) to the consolidated financial statements

As at 31 December 2023, the Group had goodwill and non-financial assets of carrying amount of HK$321,331,000 and HK$741,713,000 relating to the acquisitions of Asia Pacific Offset Limited, OPUS Group Pty. Limited, Papercraft Sdn. Bhd., Quarto Group Limited, Regent Publishing Services Limited and book printing business operating by Griffin Press Printing Pty Ltd. Goodwill is assessed annually for impairment and non-financial assets is assessed annually whether there are any indicators of impairment for all non-financial assets.

Management concluded that the cash-generating units ("CGUs") or group of CGUs or group of CGUs containing goodwill and non-financial assets do not suffer any impairment (2022: impairment of HK$26,716,000). This conclusion was based on value-in-use calculations that require the estimation of recoverable amounts of the CGUs, as detailed in Note 17 to the consolidated financial statements.

We identified impairment assessment on goodwill and non-financial assets as a key audit matter because of its potential significance to the consolidated financial statements. The estimation of recoverable amounts of the CGUs to which goodwill and non-financial assets was allocated involves a significant degree of judgement and estimation in relation to the 5-year period cash flow forecasts of the businesses and other key assumptions to be made by management.

OUR RESPONSE

Our procedures in relation to management's impairment assessment included:

– Assessing the reasonableness of key assumptions, in particular those relating to the 5-year period cash flow forecasts underlying the value-in-use calculations;

– Assessing management's historical forecasting accuracy by comparing previous projections to actual results achieved; and

– Checking, on a sample basis, the accuracy and relevance of the data provided by management, such as growth rates and discount rates used.

Impairment assessment on trade and other receivables

Refer to Note 20 and the Group's critical accounting estimates and judgements in relation to impairment of receivables set out in note 4(iii) to the consolidated financial statements

As at 31 December 2023, the carrying amount of trade and other receivables amounted to HK$702,868,000 which represented 37% of the Group's current assets. Provision for impairment on trade and other receivables of HK$6,534,000 was recognised in consolidated profit or loss during the year.

Loss allowances for trade and other receivables are based on management's estimate of the lifetime expected credit losses to be incurred, which is estimated by taking into account the credit loss experience, ageing of overdue trade and other receivables, customers' repayment history and customers' financial position and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgement.

INDEPENDENT AUDITOR'S REPORT

We identified assessing the recoverability of trade and other receivables as a key audit matter because the assessment of the recoverability of trade and other receivables and recognition of loss allowance are inherently subjective and require significant management judgement, which increases the risk of error or potential management bias.

OUR RESPONSE

Our procedures in relation to management's impairment assessment included:

– Asserting our understanding on the policy of key internal controls which govern credit control, debt collection and estimate of expected credit losses;

– Assessing, on a sample basis, whether items in the trade and other receivables ageing report were classified within the appropriate ageing bracket by comparing individual items in the report with the relevant sales invoices;

– Assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information;

– Inspecting subsequent cash receipts from customers after the financial year end relating to trade and other receivables balances as at 31 December 2023, on a sample basis;

– Discussing with management about the recoverability status of material overdue balances and assess whether provision is required; and

– Reviewed management's assessment on impairment and considered whether it has been recognised in accordance with Hong Kong Financial Reporting Standards.

OTHER INFORMATION IN THE ANNUAL REPORT

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

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

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

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibilities in this regard.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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 HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

INDEPENDENT AUDITOR'S REPORT

- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with the directors, 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.

BDO Limited
Certified Public Accountants
Au Yiu Kwan
Practising Certificate Number P05018

Hong Kong, 27 March 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2023

	Notes	2023	2022
		HK$'000	HK$'000
Revenue	5	2,562,781	2,496,089
Direct operating costs		(1,723,560)	(1,664,664)
Gross profit		839,221	831,425
Other income	7	66,949	110,670
Selling and distribution costs		(350,128)	(346,275)
Administrative expenses		(211,955)	(180,118)
Impairment loss of property, plant and equipment	15	–	(23,742)
Impairment loss of right-of-use assets	16	–	(4,739)
Provision for impairment of trade receivables and other receivables, net	19	(6,534)	(30,713)
Reversal of impairment of loans to an associate	32	–	2,600
Share of profit of an associate	32	–	6,503
Finance costs	8	(36,402)	(18,093)
Profit before income tax	9	301,151	347,518
Income tax expense	12	(60,429)	(61,709)
Profit for the year		240,722	285,809
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Exchange loss on translation of financial statements of foreign operations		3,070	(39,377)
Share of other comprehensive income of an associate		–	(2,878)
Release upon step acquisition of a subsidiary	32	–	5,929
Other comprehensive income for the year, net of tax		3,070	(36,326)
Total comprehensive income for the year		243,792	249,483
Profit for the year attributable to:			
Owners of the Company		185,248	219,911
Non-controlling interests		55,474	65,898
		240,722	285,809
Total comprehensive income attributable to:			
Owners of the Company		185,835	192,005
Non-controlling interests		57,957	57,478
		243,792	249,483
Earnings per share for profit attributable to owners of the Company during the year	14		
Basic		HK24.97 cents	HK29.70 cents
Diluted		HK24.64 cents	HK29.34 cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2023

	Notes	2023	2022
		HK$'000	HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	15	255,912	224,642
Deposits for acquisition of property, plant and equipment	19	15,925	24,026
Right-of-use assets	16	142,501	103,216
Intangible assets	17	516,534	521,980
Lease receivables	23	–	533
Deferred tax assets	25	44,714	42,102
		975,586	916,499
Current assets			
Inventories	18	430,510	436,355
Trade and other receivables and deposits	19	702,868	671,007
Lease receivables	23	–	1,165
Financial assets at fair value through profit or loss	24	238	11
Tax recoverable		–	2,415
Pledged deposits	20	141	147
Cash and cash equivalents	20	780,094	770,217
		1,913,851	1,881,317
Current liabilities			
Trade and other payables	21	486,920	478,954
Bank borrowings	22	330,029	428,352
Lease liabilities	23	36,179	36,390
Provisions	26	29,406	31,755
Provision for taxation		39,863	36,570
		922,397	1,012,021
Net current assets		991,454	869,296
Total assets less current liabilities		1,967,040	1,785,795

	Notes	2023	2022
		HK$'000	HK$'000
Non-current liabilities			
Bank borrowings	22	–	10,135
Provisions	26	3,487	2,713
Lease liabilities	23	119,534	77,089
Deferred tax liabilities	25	43,502	40,897
		166,523	130,834
Net assets		1,800,517	1,654,961
EQUITY			
Share capital	27	7,700	7,700
Reserves	29	1,444,707	1,350,268
Equity attributable to owners of the Company		1,452,407	1,357,968
Non-controlling interests		348,110	296,993
Total equity		1,800,517	1,654,961

On behalf of the directors

Lau Chuk Kin
Director

Lee Hau Leung
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2023

	Attributable to owners of the Company												Non-controlling interests	Total equity
	Share capital	Share premium	Exchange reserve	Merger reserve	Contributed surplus	Statutory reserve	Other reserve	Employee compensation reserve	Share award scheme reserve	Proposed dividend	Retained earnings	Total		
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Balance as at 1 January 2023	7,700	173,078	(83,092)	(136,875)	310,125	737	(5,101)	10,157	(21,618)	77,000	1,025,857	1,357,968	296,993	1,654,961
2022 final and special dividends paid (Note 13)	–	–	–	–	–	–	–	–	–	(77,000)	–	(77,000)	–	(77,000)
2023 interim dividend paid (Note 13)	–	–	–	–	–	–	–	–	–	–	(23,100)	(23,100)	–	(23,100)
Dividend in relation to share award	–	–	–	–	–	–	–	–	–	–	3,846	3,846	–	3,846
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	–	–	–	–	(6,750)	(6,750)
Recognition of equity-settled share-based expenses	–	–	–	–	–	–	–	4,885	–	–	–	4,885	–	4,885
Acquisition of additional interests in subsidiaries	–	–	–	–	–	–	(27)	–	–	–	–	(27)	(90)	(117)
Shares vested under share award scheme	–	–	–	–	–	–	–	(6,149)	6,562	–	(413)	–	–	–
Transactions with owners	–	–	–	–	–	–	(27)	(1,264)	6,562	(77,000)	(19,667)	(91,396)	(6,840)	(98,236)
Profit for the year	–	–	–	–	–	–	–	–	–	–	185,248	185,248	55,474	240,722
Other comprehensive income														
Currency translation	–	–	587	–	–	–	–	–	–	–	–	587	2,483	3,070
Total comprehensive income for the year	–	–	587	–	–	–	–	–	–	–	185,248	185,835	57,957	243,792
2023 proposed final dividend (Note 13)	–	–	–	–	–	–	–	–	–	61,600	(61,600)	–	–	–
Balance at 31 December 2023	7,700	173,078	(82,505)	(136,875)	310,125	737	(5,128)	8,893	(15,056)	61,600	1,129,838	1,452,407	348,110	1,800,517

	Attributable to owners of the Company												Non-controlling interests	Total equity
	Share capital	Share premium	Exchange reserve	Merger reserve	Contributed surplus	Statutory reserve	Other reserve	Employee compensation reserve	Share award scheme reserve	Proposed dividend	Retained earnings	Total		
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Balance as at 1 January 2022	7,700	173,078	(55,186)	(136,875)	310,125	737	(1,738)	5,356	(21,618)	46,200	903,384	1,231,163	116,376	1,347,539
2021 final dividend paid (Note 13)	–	–	–	–	–	–	–	–	–	(46,200)	–	(46,200)	–	(46,200)
2022 interim dividend paid (Note 13)	–	–	–	–	–	–	–	–	–	–	(23,100)	(23,100)	–	(23,100)
Dividend in relation to share award	–	–	–	–	–	–	–	–	–	–	2,662	2,662	–	2,662
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	–	–	–	–	(12,068)	(12,068)
Recognition of equity-settled share-based expenses	–	–	–	–	–	–	–	4,801	–	–	–	4,801	–	4,801
Acquisition of additional interests in subsidiaries	–	–	–	–	–	–	(3,363)	–	–	–	–	(3,363)	(3,652)	(7,015)
Acquisition of non-controlling interests	–	–	–	–	–	–	–	–	–	–	–	–	138,859	138,859
Transactions with owners	–	–	–	–	–	–	(3,363)	4,801	–	(46,200)	(20,438)	(65,200)	123,139	57,939
Profit for the year	–	–	–	–	–	–	–	–	–	–	219,911	219,911	65,898	285,809
Other comprehensive income														
Currency translation	–	–	(30,957)	–	–	–	–	–	–	–	–	(30,957)	(8,420)	(39,377)
Share of other comprehensive income of an associate	–	–	(2,878)	–	–	–	–	–	–	–	–	(2,878)	–	(2,878)
Release upon step acquisition of a subsidiary	–	–	5,929	–	–	–	–	–	–	–	–	5,929	–	5,929
Total comprehensive income for the year	–	–	(27,906)	–	–	–	–	–	–	–	219,911	192,005	57,478	249,483
2022 proposed final dividend (Note 13)	–	–	–	–	–	–	–	–	–	53,900	(53,900)	–	–	–
2022 proposed special dividend (Note 13)	–	–	–	–	–	–	–	–	–	23,100	(23,100)	–	–	–
Balance at 31 December 2022	7,700	173,078	(83,092)	(136,875)	310,125	737	(5,101)	10,157	(21,618)	77,000	1,025,857	1,357,968	296,993	1,654,961

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023

	Notes	2023	2022
		HK$'000	HK$'000
Cash flows from operating activities			
Profit before income tax		301,151	347,518
Adjustments for:			
Depreciation of owned property, plant and equipment	9,15	43,003	43,335
Amortisation of intangible assets	9,17	130,260	105,623
Depreciation of right-of-use assets	9,16	42,774	47,768
Equity-settled share-based payment expenses	11	4,885	4,801
Gain on disposal of financial assets at fair value through profit or loss	7	(936)	(3,298)
Loss on financial assets at fair value through profit or loss	9	–	2,635
Bank interest income	7	(24,045)	(3,157)
Loan interest income	7,9	(75)	(4,269)
Interest income on lease receivables	7	(25)	(48)
Gain on disposals of property, plant and equipment	7	(4,902)	(6,751)
Provision for impairment of trade and other receivables	9,19	6,534	30,713
Reversal of impairment of loans to an associate	9,32	–	(2,600)
Reversal of provision for lease dilapidation	7	–	(980)
Bad debts recovered	7	(4,041)	(16,938)
Interest on lease liabilities	8,23	7,042	5,004
Interest on long service payment liabilities	8,26	11	–
Interest expenses on bank borrowings	8	28,735	12,611
Amortisation of debt issuance costs and bank fees	8	614	478
Provision for inventories	9,18	13,610	14,072
Gain on disposal of an associate	7,9,32	–	(31,285)
Loss on lease modification	9,16,23	43	950
Written off of pre-publication costs	9,17	13,117	19,684
Impairment loss of property, plant and equipment	15	–	23,742
Impairment loss of right-of-use assets	16	–	4,739
Debt forgiveness	7,9	–	(4,484)
Share of profit of an associate	7,32	–	(6,503)
Operating profit before working capital changes		557,755	583,360
Decrease/(increase) in inventories		2,383	(23,468)
(Increase)/decrease in trade and other receivables and deposits		(14,106)	289,384
Decrease in trade and other payables		(1,801)	(234,295)
Decrease in provisions		(5,350)	(5,808)
Changes in financial assets at fair value through profit or loss		709	3,324
Cash generated from operations		539,590	612,497
Income taxes paid		(54,927)	(99,987)
Net cash generated from operating activities		484,663	512,510

	Notes	2023	2022
		HK$'000	HK$'000
Cash flows from investing activities			
Interest received		24,145	3,205
Proceeds from disposals of owned property, plant and equipment		6,192	7,671
Payments for purchases of owned property, plant and equipment	15	(78,868)	(84,549)
Decrease/(increase) in deposits for acquisition of owned property, plant and equipment		8,119	(21,814)
Payments made upfront for leased plant and equipment in right-of-use assets		–	(17,374)
Payments for addition of intangible assets	17	(134,401)	(114,976)
Decrease in loans to an associate	32	–	69,570
Increase in loan to a third party		–	(56,700)
Loan repayment received		–	49,950
Loan interest received		–	3,158
Purchases of financial assets at fair value through profit or loss	24	–	(13,875)
Proceeds from disposals of financial assets at fair value through profit or loss	24	–	9,900
Acquisition of a subsidiary, net of cash acquired	32	–	61,169
Cash consideration paid for business combination	32	–	(47,175)
Proceeds from lease received from tenants	23	1,165	1,142
Payment for acquisition of investment in an associate		–	(19,280)
Purchase of additional interests in subsidiaries		(117)	(7,015)
Net cash used in investing activities		(173,765)	(176,993)
Cash flows from financing activities			
Proceeds from new bank borrowings	36	150,000	345,000
Repayments of bank borrowings	36	(257,793)	(211,422)
Interest paid on bank borrowings	36	(28,735)	(12,611)
Interest on long service payment liabilities	8,26	(11)	–
Repayments of principal portion of the lease liabilities	36	(39,593)	(45,194)
Interest portion of the lease liabilities paid	36	(7,042)	(5,004)
Dividends paid to the owners of the Company	13	(96,254)	(66,638)
Dividends paid to non-controlling interests		(6,750)	(12,068)
Net cash used in financing activities		(286,178)	(7,937)
Net decrease in cash and cash equivalents		24,720	327,580
Effect of exchange rate fluctuations, net		(14,843)	10,717
Cash and cash equivalents at 1 January		770,217	431,920
Cash and cash equivalents at 31 December		780,094	770,217
Analysis of cash and cash equivalents			
Cash and bank balances		780,094	770,217

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

1. GENERAL INFORMATION

Lion Rock Group Limited (the "Company") was incorporated in Bermuda under the Bermuda Companies Act as an exempted limited liability company. The address of the Company's registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal place of business is Level 11 East Wing, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong. The Company's shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "SEHK") in 2011.

The Company acts as an investment holding company. Details of the activities of its principal subsidiaries are set out in Note 35 to the financial statements. The Company and its subsidiaries are collectively referred to as the "Group" hereafter.

The financial statements for the year ended 31 December 2023 were approved for issue by the board of directors of the Company (the "Directors") on 27 March 2024.

2. MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements on pages 039 to 134 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKAS") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. The financial statements also include the applicable disclosures required by the Rules Governing the Listing of Securities on the SEHK.

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented. The adoption of new or amended HKFRSs and the impacts on the Group's financial statements, if any, are disclosed in Note 3.

The financial statements have been prepared under historical cost convention, except for certain financial instruments, which are stated at fair value. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in the preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. 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.

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.2 Business combinations and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

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

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

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

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.3 Foreign currency translation

The financial statements are presented in Hong Kong Dollars ("HK$"), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured at historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK$. Assets and liabilities have been translated into HK$ at the closing rates at the reporting date. Income and expenses have been converted into HK$ at the average exchange rates for the month of the transactions, unless exchange rates fluctuated significantly during the year, in which case, the exchange rates prevailing at the dates of transactions are used. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the exchange reserve in equity.

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.4 Property, plant and equipment

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

Freehold land in Australia is not depreciated. Depreciation on other property, plant and equipment is provided to write-off their costs over their estimated useful lives, using straight-line method, at the following rates per annum:

Buildings on freehold land	4%-14%
Buildings	Over the remaining life of the leases but not exceeding 50 years
Furniture and fixtures	10%-50%
Office equipment	10%-50%
Leasehold improvements	4% – 50% or over the lease terms, whichever is shorter
Computer equipment and systems	20%-100%
Motor vehicles	12.5%-33.33%
Machinery	5% – 50%

The assets' depreciation methods and estimated useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.5 Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests in the acquiree and the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree over the fair value of identifiable assets and liabilities acquired.

Where the fair value of identifiable assets and liabilities exceed the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant CGUs that are expected to benefit from the synergies of the acquisition. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A CGU to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount (see Note 2.12), and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the CGUs to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGUs is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value-in-use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.6 Intangible assets (other than goodwill)

Intangible assets acquired separately

Intangible assets, mainly non-contractual customer relationship and customer contract, acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Intangible assets with indefinite useful lives are carried at cost less accumulated impairment losses.

Amortisation for customer contract, non-contractual customer relationship, software and backlists is provided on straight-line method over their useful lives of 2 years, 3 years, 4 years and 5 years respectively. The amortisation expenses is recognised in profit or loss and included in administrative expenses.

Pre-publication cost (development costs of book titles)

Expenditure incurred on projects to development of book titles prior to their publication is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

The amount initially recognised for pre-publication cost is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, pre-publication cost are reported at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation for pre-publication cost with finite useful lives is recognised on reducing-balance method of 50% per annum. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.7 Financial instruments

(i) Financial assets

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

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place. Financial assets with embedded derivatives are considered in their entirely when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

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

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

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

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.7 Financial instruments (Continued)

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss ("ECL") on trade receivables, loan to associate, and financial assets measured at amortised cost. ECLs are measured on either of the following bases:

(1) 12-month ECLs: these are ECLs that result from possible default events within the 12 month after the reporting date: and

(2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

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

The Group elected to measure loss allowances for its trade receivables and contract assets using HKFRS 9 simplified approach and calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, ECLs are based on lifetime ECLs except when there has not been a significant increase in credit risk since initial recognition, in which case the allowance will be based on the 12 months ECLs.

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.7 Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

The Group considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Group in full or the financial asset is more than 90 days past due.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status.

The Group considers a financial asset to be credit-impaired when:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

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

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

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.7 Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

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

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at FVTPL are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

<u>Financial liabilities at amortised costs</u>

Financial liabilities at amortised costs including trade and other payables and bank borrowings are subsequently measured at amortised costs, using the effective interest method. The related interest expense is recognised in profit or loss.

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

(iv) Effective interest method

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

(v) Derecognition

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.8 Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost is determined using weighted average cost method, and in the case of work-in-progress and finished goods, cost comprises direct materials and, where applicable, direct labour costs and those overhead costs that have been 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 applicable selling expenses.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period in which the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

2.9 Leases

The Group as a lessee

All leases are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

<u>Right-of-use asset</u>

The right-of-use asset should be recognised at cost and would comprise:

(i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability);

(ii) any lease payments made at or before the commencement date, less any lease incentives received;

(iii) any initial direct costs incurred by the lessee; and

(iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

The Group measures the right-of-use assets applying the cost model, under which the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.9 Leases (Continued)

The Group as a lessee (Continued)

Right-of-use asset (Continued)

The Group accounts for leasehold land and buildings which is held for own use under HKAS 16 and are carried at cost. Other than the above right-of-use assets, the Group also has leased a number of properties under tenancy agreements which the Group exercises it judgement and determines that it is a separate class of asset apart from the leasehold land and buildings which is held for own use. As a result, right-of-use asset arising from the properties under tenancy agreements are carried at depreciated cost.

Lease liability

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

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments:

(i) fixed payments less any lease incentives receivable;

(ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date;

(iii) amounts expected to be payable by the lessee under residual value guarantees;

(iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and

(v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by:

(i) increasing the carrying amount to reflect interest on the lease liability;

(ii) reducing the carrying amount to reflect the lease payments made; and

(iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised in-substance fixed lease payments.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.9 Leases (Continued)

Lease liability (Continued)

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases, an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

When the Group renegotiates the contractual terms of a lease with the lessor, if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease, in all other cases, where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount. With the exception to which the practical expedient for Covid-19-Related Rent Concessions applies, if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date and the right-of-use asset is adjusted by the same amount.

The Group as a lessor

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

The Group has sub-leased out its offices to a number of tenants. When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

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

A leased property which is recognised as a right-of-use asset under HKFRS 16 is derecognised if the Group as intermediate lessor classified the sublease as a finance lease. Any gain or loss arising on derecognition of the property is included in profit or loss in the period in which the property is derecognised.

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.10 Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

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

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

(i) Printing income and sales of scrapped paper and by-products

Printing income and sales of scrapped paper and by-products are recognised at a point in time when the goods are transferred and the customer has received the publications, since only by that time the Group has a present right to payment for the goods delivered. In determining the transaction price, the Group measured at the fair value of the consideration received or receivable, net of trade discounts and volume rebates.

There is no significant financial components for the contracts and the consideration is not variable.

(ii) Book Publishing

Revenue from the sale of publishing rights is recognised at a point in time when the license are transferred to the customer, which it is able to use and benefit from the right to use the license. This is when the Group has discharged its performance obligations under the contractual arrangements, since only by that time the Group has a present right to payment for the goods delivered. The sale of publishing rights includes the right to future sales based royalties. Revenue generated from the sales based royalties is only recognised when the subsequent sale occurs. The Group licences the intellectual property rights to the customer on a right to use basis. This allows the customer to use the intellectual property as detailed in the contract. Once the term of the contract has expired, the licence becomes cancelled.

There is no significant financial components for the contracts and the consideration is not variable.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.10 Revenue recognition (Continued)

(iii) Rental income, interest income and dividend income

Rental income under operating leases is recognised on straight-line method over the term of the relevant lease.

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

Dividend income is recognised when the right to receive the dividend is established.

Contract assets and liabilities

A contract asset represents the Group's right to consideration in exchange for goods/services that the Group has transferred to a customer that is not yet unconditional. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods/services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

2.11 Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of property, plant and equipment, intangible assets other than goodwill, right-of-use assets and interests in subsidiaries and associate to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value-in-use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of the impairment loss is treated as a revaluation increase under that HKFRS.

Value-in-use is based on the estimated future cash flows expected to be derived from the asset or CGU (see Note 2.7), 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 or CGU.

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.12 Employee benefits

(i) Retirement benefit schemes

The Group participates in several staff retirement benefit schemes for employees in Hong Kong, the People's Republic of China (the "PRC"), Australia and other countries, comprising defined contribution retirement schemes or a Mandatory Provident Fund scheme (the "MPF Scheme"). The assets of these schemes are held separately from those of the Group in independently administered funds. The retirement benefit schemes are generally funded by payments from employees and by the relevant group companies. The retirement benefit scheme costs charged to profit or loss represents contributions payable by the Group to the schemes.

The subsidiaries operating in the PRC and other countries are required to participate in the defined contribution retirement schemes for their employees, organised by the relevant local government authorities. They are required to make contributions to the retirement benefit schemes at a specified percentage of employees' relevant income and there are no other further obligations to the Group.

(ii) Share-based employee compensation

The Group operates two equity-settled share-based compensation plans, including share option scheme and share award scheme to remunerate its employees, directors and sale agents.

For share options granted by the Group, the share-based compensation is recognised as an expense in the Group's statement of profit or loss and other comprehensive income with a corresponding credit to the employee compensation reserve.

All employee services received in exchange for the grant of any share-based compensation are measured at their fair values. The fair value is measured at the grant date using applicable option-pricing models, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

For share award scheme, when the trustee purchases the Company's shares from the open market, the consideration paid, including any directly attributable incremental costs, is presented as share award scheme reserve and deducted from total equity. No gain or loss is recognised on the transactions of the Company's own shares. When the trustee transfers the Company's shares to the grantees upon vesting, the related costs of the granted shares vested are transferred to share award scheme reserve. Accordingly, the related expense of the granted shares vested is transferred from employee compensation reserve. The difference arising from such transfer is debited or credited to retained earnings. At the end of the reporting period, the Group revises its estimates of the number of shares that are expected to ultimately vest. The impact of the revision of the estimates, if any, is recognised in profit or loss with a corresponding adjustment to employee compensation reserve.

(iii) Bonus plans

The Group recognises a liability and an expense for bonuses where it has a contractual obligation or where there is a past practice that has created a constructive obligation.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.12 Employee benefits (Continued)

(iv) Short-term employee benefits

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the reporting date. Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

(v) Other long-term employee benefits

The liability for long service leave and annual leave in Australia which is not expected to be settled within 12 months after the end of the period in which the employees render the related service is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period. Consideration is given to the expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period on high-quality corporate bonds with terms and currency that match, as closely as possible, the estimated future cash outflows.

The obligations are presented as current liabilities in the consolidated statement of financial position if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

2.13 Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.14 Income taxes

Income tax for the year comprises current tax and deferred tax.

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

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill not deductible for tax purposes and initial recognition of assets and liabilities that are not part of the business combination which affect neither accounting nor taxable profits, taxable temporary differences arising on investments in subsidiaries and associates where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised, provided that the deductible temporary differences are not arises from initial recognition of assets and liabilities in a transaction other than in a business combination that affects neither taxable profit nor the accounting profit.

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.14 Income taxes (Continued)

Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period, and reflects any uncertainty related to income taxes.

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

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

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if, the entity has a legally enforceable right to set off current tax assets against current tax liabilities and deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either:

(i) the same taxable entity; or

(ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.15 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.15 Segment reporting (Continued)

In the previous year, the Group considers that the operation constitutes a single operating, which is the provision of printing services. In the current year, the Group reorganised its internal reporting structure after the business combination which resulted in identification of two operating and reportable segments as follows, prior year segment disclosures have also been represented to conform with the current year's presentation.

(a) Printing – provision of printing services;

(b) Publishing – book publishing.

The Group has identified two reportable and operating segments which is the provision of printing services. No segment information is presented other than the analysis of sales and non-current assets by geographical location.

The measurement policies the Group uses for reporting segment profit under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- finance costs
- share of profits of associate
- income tax expense

are not included in arriving at the operating profit of the operating segment.

Segment assets include all assets whilst segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. These include deferred tax liabilities and liabilities incurred for financing rather than operating purposes.

2.16 Related parties

(a) A person or a close member of that person's family is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of key management personnel of the Group or the Company's parent.

2. MATERIAL ACCOUNTING POLICIES (Continued)

2.16 Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies:

(i) 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).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Company'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 and include:

(i) that person's children and spouse or domestic partner;

(ii) children of that person's spouse or domestic partner; and

(iii) dependents of that person or that person's spouse or domestic partner.

2.17 Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

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, the existence of which 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.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS")

3.1 Adoption of new or amended HKFRSs

The HKICPA has issued a number of amended HKFRSs that are first effective for the current accounting period of the Group:

Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules

These amended HKFRSs did not have any significant impact on the Group's results and financial position for the current or prior period. The Group has not early applied any new or amended HKFRSs that is not yet effective for the current accounting period. Impact on the applications of these amended HKFRSs are summarised below.

Amendments to HKAS 1 – Disclosure of Accounting Policies

The amendments to HKAS 1 require companies to disclose their material accounting policy information rather than their significant accounting policies. The amendments to HKFRS Practice Statement 2 provide guidance on how to apply the concept of materiality to accounting policy disclosures.

Amendments to HKAS 8 – Definition of Accounting Estimates

The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. That distinction is important because changes in accounting estimates are applied prospectively only to future transactions and other future events, but changes in accounting policies are generally also applied retrospectively to past transactions and other past events.

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

The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 Income Taxes so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

3.1 Adoption of new or amended HKFRSs (Continued)

Amendments to HKAS 12 – International Tax Reform – Pillar Two Model Rules

The amendments add the exception to recognising and disclosing information about deferred tax assets and liabilities that are related to tax law enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development (the "Pillar Two legislation"). The amendments require that entities apply the amendments immediately upon issuance and retrospectively. The amendments also require that entities to disclose separately its current tax expense/income related to Pillar Two income taxes in periods which the Pillar Two legislation is in effect, and the qualitative and quantitative information about its exposure to Pillar Two income taxes in periods in which the Pillar Two legislation is enacted or substantially enacted but not yet in effect in annual reporting periods beginning on or after 1 January 2023.

3.2 New or amended HKFRSs that have been issued but are not yet effective

The following new or amended HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to HKAS 1	Classification of liabilities as current or non-current[1]
Amendments to HKAS 1	Non-current Liabilities with Covenants[1]
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements[1]
Amendments to HKAS 21	Lack of Exchangeability[2]
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback[1]

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

2 Effective for annual periods beginning on or after 1 January 2025.

Amendments to HKAS 1 – Classification of Liabilities as Current or Non-Current

The amendments clarify the classification of a liability as either current or non-current is based on the entity's rights at the end of the reporting period and make clear the link between the settlement of the liability and the outflow of resources from the entity.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS") (Continued)

3.2 New or amended HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKAS 1 – Non-current Liabilities with Covenants

The 2022 Amendments modify the requirements introduced by the amendments to HKAS 1 issued in 2020, Classification of Liabilities as Current or Non-current (the "2020 Amendments") on how an entity classifies debt and other financial liabilities with covenants as current or non-current. The amendments specify that only covenants with which the entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

Amendments to HKAS 7 and HKFRS 7 – Supplier Finance Arrangements

The amendments require new disclosure requirements about the supplier financing arrangements. The amendments are intended to enable investors to assess the effects on an entity's liabilities, cash flows and the exposure to liquidity risk.

Amendments to HKAS 21 – Lack of Exchangeability

The amendments specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking.

Amendments to HKFRS 16 – Lease Liability in a Sale and Leaseback

The amendments specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are intended to improve the requirements for sale and leaseback transactions in HKFRS 16. They do not change the accounting for leases unrelated to sale and leaseback transactions. The amendments apply retrospectively to annual reporting periods beginning on or after 1 January 2024. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's consolidated financial statements.

The directors of the Company do not anticipate that the application of the amendments in the future will have a material impact on the financial statements.

3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

3.3 New guidance on accounting for the MPF-LSP offsetting mechanism in Hong Kong issued by HKICPA

In June 2022, Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 ('the Amendment Ordinance') was enacted. The Amendment Ordinance abolishes the use of the accrued benefits derived from employers' mandatory contributions under the mandatory provident fund ('MPF') scheme to offset severance payment ('SP') and long service payments ('LSP') ('the Abolition'). Subsequently, the Government of HKSAR announced that the Abolition will take effect on 1 May 2025 ('the Transition Date').

The following key changes will take effect since the Transition Date:

- Accrued benefits derived from employers' mandatory MPF contributions cannot be used to offset the LSP/SP in respect of the employment period after the Transition Date.

- The pre-transition LSP/SP is calculated using the last month's salary immediately preceding the Transition Date, instead of using the last month's salary of employment termination date.

Due to the complexities of the accounting for the offsetting of accrued benefits derived from an employer's mandatory MPF contributions and its LSP obligation and the accounting for the offsetting mechanism could become material in light of the Abolition, the HKICPA published 'Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong' ('the Guidance') in July 2023 to provide guidance to account for the offsetting mechanism and the Abolition. The HKICPA concluded that there are two acceptable accounting approaches for the offsetting mechanism, being:

- Approach 1: Account for the amount expected to be offset as a deemed employee contribution towards that employee's LSP benefits in terms of HKAS 19.93(a).

- Approach 2: Account for the employer MPF contributions and the offsetting mechanism as a funding mechanism for the LSP obligation.

For the years ended 31 December 2022 and 2023, the Group's LSP liability before the expected offsetting under the MPF-LSP offsetting mechanism is immaterial. Application of the Guidance had no material effect on the consolidated financial statements of the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

The preparation of the consolidated financial statements requires management to make judgement, estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that may have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(i) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in Note 2.7. The recoverable amounts of CGUs have been determined based on value-in-use calculations, which require the Group to estimate the future cash flows expected to arise from the CGUs and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise.

(ii) Estimated impairment of non-financial assets

The Group assesses annually whether there are any indicators of impairment for all non-financial assets with the accounting policy stated in Note 2.15. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or CGU and choose a suitable discount rate in order to calculate the present value of those cash flows. For the year ended 31 December 2023, no impairment (2022: impairment of HK$26,716,000) of non-financial assets was recognised in the consolidated statement of profit or loss. Details of the estimates of the recoverable amounts of CGUs containing the non-financial assets are disclosed in Note 17.

(iii) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of competitor actions in response to the changes in market condition. Management reassesses these estimations at the reporting date.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(iv) Provision for ECLs of receivables

The Group uses a provision matrix to calculate ECLs for receivables. The provision rates are based on days past due for groupings of various debtors that have similar loss patterns. The provision matrix is based on management's estimate of the lifetime ECL to be incurred, which is estimated by taking into account the credit loss experience, ageing of overdue trade receivables, customers' repayment history and customers' financial position and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgement.

The provision of ECLs is sensitive to changes in circumstances and forecast general economic conditions. The information about the ECLs and the Group's trade receivables are disclosed in Notes 39 and 20 respectively. If the financial condition of the customers or the forecast economic conditions were to deteriorate, actual loss allowance would be higher than estimated.

(v) Depreciation

The Group depreciates property, plant and equipment using straight-line method over the estimated useful lives, starting from the date on which the assets are placed into productive use. The estimated useful lives reflect the directors' best estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment.

(vi) Current taxation and deferred taxation

The Group is subject to income taxes in different jurisdictions. Significant judgement is required in determining the amount of the provision of taxation, the timing of the recognition of related tax and whether deferred tax assets are recognised on the statement of financial position.

There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final outcome of the tax matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets, including those arising from un-utilised tax losses, require management to assess the likelihood that the Group will generate taxable earnings in future periods, in order to utilise recognised deferred tax assets. Estimates of future taxable earnings in future periods are based on forecasted taxable income.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(vii) Fair value measurement

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are:

Level 1: Quoted prices in active markets for identical items (unadjusted);

Level 2: Observable direct or indirect inputs other than Level 1 inputs;

Level 3: Unobservable in puts (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures certain financial assets/liabilities at fair value. For more detailed information in relation to the fair value measurement of the items above, please refer to Note 37.

(viii) Employee benefits provision

The liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

5. REVENUE

Revenue represents the printing income and publishing income earned by the Group during the year. The Group derives its revenue from printing income and publishing income which is recognised on a point in time basis during the years.

Revenue is disaggregated by geographical markets information was disclosed under segment information and revenue disaggregated by major products and service lines and timing of revenue recognition as following tables.

	2023	2022
	HK$'000	HK$'000
Major products/services lines		
Provision of printing income	1,614,872	1,620,197
Provision of publishing income	947,909	875,892
	2,562,781	2,496,089
Timing of revenue recognition		
At a point in time	2,562,781	2,496,089

The following table provides information about contract liabilities from contracts with customers.

	2023	2022
	HK$'000	HK$'000
Contract liabilities (Note 21)	49,596	45,454

Contract liabilities relate to the advances received from customers. HK$45,076,000 (2022: HK$23,983,000) of contract liabilities as of 31 December 2022 and no (2022: HK$38,529,000) contract liabilities acquired through business combination in 2022 has been recognised as revenue for the year ended 31 December 2023 from performance obligations satisfied in current year. The Group expected the balance will recognise as revenue within one year.

The Group has applied the practical expedient to its printing income and publishing income, and therefore does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts for printing income and publishing income that had an original expected duration of one year or less.

Revenue from single customer included the sales to entities which are, to the best knowledge of the Group, under common control with these customers. No customer was contributing over 10% of the Group total revenue for the year ended 31 December 2023 and 2022.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2023

6. SEGMENT INFORMATION

HKFRS 8 "Operating Segments" requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the senior executive management of the Company, the chief operating decision makers (the "CODM"), in order to allocate resources and to assess performance.

In the previous year, the CODM considers that the operation of the Group constitutes a single operating segment as the revenue and profit are derived entirely from the provisions of printing service. In the current year, the Group reorganised its internal reporting structure after the business combination which resulted in identification of two operating and reportable segments as follows, prior year segment disclosures have also been represented to confirm with the current year's presentation.

(a) Printing – provision of printing services;

(b) Publishing – provision of publishing services.

The CODM monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit or loss before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that finance costs, reversal of/provision for impairment of loan to an associate, fair value gain on disposal of an associate, share of result of an associate, corporate expenses are excluded from such measurement.

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segments:

6. SEGMENT INFORMATION (Continued)

	Printing		Publishing		Elimination		Consolidation	
	2023	2022	2023	2022	2023	2022	2023	2022
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Revenue								
– External	1,614,872	1,620,197	947,909	875,892	–	–	2,562,781	2,496,089
– Inter-segment	153,836	131,198	–	–	(153,836)	(131,198)	–	–
	1,768,708	1,751,395	947,909	875,892	(153,836)	(131,198)	2,562,781	2,496,089
Segment Result	236,275	182,429	104,410	147,060	–	(482)	340,685	329,007
Reversal of impairment of loan to an associate							–	2,600
Fair value gain on disposal of an associate							–	31,285
Unallocated corporate expenses							(3,132)	(3,784)
Share of profit of associate							–	6,503
Finance cost							(36,402)	(18,093)
Profit before income tax							301,151	347,518

	Printing		Publishing		Consolidation	
	2023	2022	2023	2022	2023	2022
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Other segment information						
Additions to property, plant and equipment	77,020	75,061	1,848	9,488	78,868	84,549
Additions to right-of-use assets	1,720	38,234	–	28,520	1,720	66,754
Bank interest income	23,245	3,156	800	1	24,045	3,157
Loan interest income	75	4,269	–	–	75	4,269
Depreciation of property, plant and equipment	(40,631)	(40,174)	(2,372)	(3,161)	(43,003)	(43,335)
Depreciation of right-of-use assets	(32,439)	(37,213)	(10,335)	(10,555)	(42,774)	(47,768)
Amortisation of intangible assets, less pre-publication cost	–	–	(659)	(1,596)	(659)	(1,596)
Amortisation of pre-publication cost	–	–	(129,601)	(104,027)	(129,601)	(104,027)
Impairment of right-of-use assets	–	(2,974)	–	(1,765)	–	(4,739)
Provision for impairment to trade receivables and other receivables, net	(396)	(14,536)	(6,138)	(16,177)	(6,534)	(30,713)
Gain/(loss) on financial assets at fair value through profit or loss	936	(2,634)	–	–	936	(2,634)

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

Deferred tax assets, deferred tax liabilities, goodwill, bank borrowings, corporate assets and corporate liabilities are not allocated to the reportable segments as they are not included in the measure of the segments' assets and segments' liabilities that are used by the CODM for assessment of segment performance. The following table presents the asset and liability information of the Group's operating segments as at 31 December 2023 and 31 December 2022:

	Printing	Publishing	Consolidation
	HK$'000	HK$'000	HK$'000
31 December 2023			
Segment assets	1,677,684	846,284	2,523,968
Unallocated			
Deferred tax assets	–	–	44,714
Goodwill	–	–	321,331
Group assets			2,890,013
Segment Liabilities	(447,865)	(268,056)	(715,921)
Unallocated			
Deferred tax liabilities			(43,502)
Bank borrowings			(330,029)
Group liabilities			(1,089,452)
31 December 2022			
Segment assets	1,587,831	846,149	2,433,980
Unallocated			
Deferred tax assets			42,102
Goodwill			321,734
Group assets			2,797,816
Segment Liabilities	(359,764)	(303,707)	(663,471)
Unallocated			
Deferred tax liabilities			(40,897)
Bank borrowings			(438,487)
Group liabilities			(1,142,855)

6. SEGMENT INFORMATION (Continued)

The Group's revenues from external customers and its non-current assets are divided into the following geographical areas.

	Revenue from external customers		Non-current assets (excluding deferred tax assets and lease receivables)	
	2023	2022	2023	2022
	HK$'000	HK$'000	HK$'000	HK$'000
PRC	13,855	8,928	208,400	153,864
United States of America ("USA")	1,126,741	1,244,789	108,161	126,309
Australia	710,373	652,367	183,273	174,710
United Kingdom ("UK")	298,090	278,243	274,103	271,549
Spain	54,012	49,664	–	–
Canada	50,845	42,984	–	–
France	40,061	28,242	–	–
Germany	37,719	21,515	–	–
Italy	23,726	13,591	–	–
Netherland	28,599	12,748	–	–
New Zealand	10,707	12,451	–	–
Ireland	15,392	12,050	–	–
Chile	12,051	10,790	–	–
Singapore	12,122	7,773	1,147	10,519
Hong Kong (domicile)	1,073	1,983	91,255	94,589
Malaysia	105	281	64,533	42,324
Others	127,310	97,690	–	–
	2,562,781	2,496,089	930,872	873,864

Sales by geographical markets are analysed based on the location of customers and the geographical location of non-current assets is based on (1) physical location of the assets (for property, plant and equipment and right-of-use assets) and (2) location of operations (for intangible assets). Hong Kong is considered as the Group's country of domicile for the purpose of the disclosures of geographical analysis of revenue and non-current assets as required by HKFRS 8 "Operating Segment" as the Group has majority of its operation and workforce in Hong Kong.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

7. OTHER INCOME

	2023	2022
	HK$'000	HK$'000
Sales of scrapped paper and by-products	17,731	22,478
Sales commission	1,689	3,491
Bad debt recovered	4,041	16,938
Bank interest income	24,045	3,157
Interest income on lease receivables	25	48
Gain on disposal of financial assets at fair value through profit or loss	936	3,298
Gain on disposal of an associate (Note 32)	–	31,285
Gain on disposals of property, plant and equipment	4,902	6,751
Government subsidies (Note (i))	1,272	4,715
Foreign exchange gain, net	9,398	2,406
Loan interest income	75	4,269
Reversal of over provision on lease dilapidation	–	980
Debt forgiveness (Note (ii))	–	4,484
Sundry income	2,835	6,370
	66,949	110,670

Notes:

(i) Government subsidies received mainly related to various employee scheme in different countries and solar project in Australia. The Group received HK$359,000 for financial support for installing solar panel and no (2022: HK$2,611,000) employee retention schemes payments in Hong Kong, Singapore and Malaysia to provide a time-limited financial support during the year.

There are no unfulfilled conditions or contingencies attached to these subsidies.

(ii) On 10 September 2022, the Group entered into a deed of settlement with Ovato Limited ("Ovato") in which Ovato released all claims in connection with the business combination and other payables from the Group. Aggregate amount HK$4,484,000 was recognised as other income during 2022.

8. FINANCE COSTS

	2023	2022
	HK$'000	HK$'000
Interest charges on bank borrowings, which contain repayment on demand clause	28,735	12,611
Interest on lease liabilities (Note 23)	7,042	5,004
Amortisation of debt issuance costs and bank fees	614	478
Interest on long service payment liabilities (Note 26)	11	–
	36,402	18,093

9. PROFIT BEFORE INCOME TAX

	2023	2022
	HK$'000	HK$'000
Profit before income tax is arrived at after charging/(crediting):		
Auditor's remuneration (Note (i) below)	6,202	5,642
Provision for impairment on trade and other receivables (Note 19)	6,534	30,713
Reversal of impairment of loans to an associate	–	2,600
Cost of inventories recognised as direct operating costs	1,723,560	1,664,664
Provision for inventories, net, included in cost of inventories recognised as direct operating costs (Note 18)	13,594	14,072
Depreciation of owned property, plant and equipment (Note 15 and Note (ii) below)	43,003	43,335
Depreciation of right-of-use assets (Note 16 and Note (ii) below)	42,774	47,768
Amortisation of intangible assets, less amortisation of pre-publication cost (Note 17)	659	1,596
Amortisation of pre-publication costs recognised as direct operating costs (Note 17)	129,601	104,027
Written off of pre-publication costs recognised as direct operating costs (Note 17)	13,117	19,684
Short-term leases expenses	3,705	4,396
Gain on disposal of an associate (Note 32)	–	(31,285)
Loss on lease modification (Note 16 and Note 23)	43	950
Loss on financial assets at fair value through profit or loss	–	2,635
Loan interest income (Note 7)	(75)	(4,269)
Debt forgiveness	–	(4,484)
Employee benefit expense, including directors' emoluments (Note 11 and Note (iii) below)	582,446	522,947

Notes:

(i) Auditor's remuneration for other non-audit services of HK$108,000 was recognised during the year (2022: HK$782,000).

(ii) Depreciation of owned property, plant and equipment of HK$37,548,000 (2022: HK$35,728,000) and HK$5,455,000 (2022: HK$7,607,000) have been included in cost of inventories recognised as direct operating costs and administrative expenses respectively.

Depreciation of right-of-use assets of HK$22,307,000 (2022: HK$26,035,000) and HK$20,467,000 (2022: HK$21,733,000) have been included in cost of inventories recognised as direct operating costs and administrative expenses respectively.

(iii) Employee benefit expense of HK$338,057,000 (2022: HK$309,629,000), HK$122,905,000 (2022: HK$111,723,000) and HK$121,484,000 (2022: HK$101,595,000) have been included in cost of inventories recognised as direct operating costs, selling and distribution costs and administrative expenses respectively.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

10. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

The aggregate amounts of the emoluments paid or payable to the directors, including the chief executive are as follows:

	Fee	Salaries and allowances	Retirement benefit scheme contributions	Equity-settled share-based payment expenses	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
2023					
Executive directors					
Mr. Lau Chuk Kin	–	1,800	–	40	1,840
Mr. Chu Chun Wan	–	2,323	180	40	2,543
Ms. Lam Mei Lan	–	3,509	18	602	4,129
Non-executive director					
Mr. Guo Junsheng	150	–	–	40	190
Mr. Li Hoi, David	150	–	–	40	190
Independent non-executive directors					
Mr. Yeung Ka Sing (retired on 30 May 2023)	112	–	–	19	131
Prof. Lee Hau Leung	258	–	–	43	301
Dr. Ng Lai Man, Carmen	240	–	–	40	280
Mr. Ho Tai Wai David	240	240	–	4	484
	1,150	7,872	198	868	10,088
2022					
Executive directors					
Mr. Lau Chuk Kin	–	1,800	–	45	1,845
Mr. Chu Chun Wan	–	2,232	171	45	2,448
Ms. Lam Mei Lan	–	3,520	18	638	4,176
Non-executive director					
Mr. Guo Junsheng	120	–	–	45	165
Mr. Li Hoi, David	120	–	–	45	165
Independent non-executive directors					
Mr. Yeung Ka Sing	240	–	–	45	285
Prof. Lee Hau Leung	210	–	–	45	255
Dr. Ng Lai Man, Carmen	210	–	–	45	255
Mr. Ho Tai Wai David (appointed on 28 December 2022)	212	–	–	–	212
	1,112	7,552	189	953	9,806

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The non-executive directors' emoluments shown above were mainly for their services as directors of the Company or its subsidiaries. The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company or its subsidiaries.

10. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

During each of the two years ended 31 December 2023 and 2022, none of the directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to the directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included one (2022: two) directors whose emolument are reflected in the analysis presented above. Emoluments payable to the remaining four (2022: three) individuals during the year are as follows:

	2023	2022
	HK$'000	HK$'000
Salaries, allowances and other benefits	12,659	7,649
Retirement benefit scheme contributions	531	174
Equity-settled share-based payment expenses	404	483
	13,594	8,306

Their emoluments fell within the following bands:

	Number of individuals	
	2023	2022
Emolument bands		
HK$2,000,001 – HK$2,500,000	–	1
HK$2,500,001 – HK$3,000,000	2	1
HK$3,000,001 – HK$3,500,000	–	1
HK$3,500,001 – HK$4,000,000	1	–
HK$4,000,001 – HK$4,500,001	1	–
	4	3

During each of the two years ended 31 December 2023 and 2022, no emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2023

10. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(b) Five highest paid individuals (Continued)

Emoluments paid or payable to members of senior management were within the following bands:

	Number of individuals	
	2023	2022
Emolument bands		
HK$1,000,001 – HK$1,500,000	2	5
HK$1,500,001 – HK$2,000,000	7	4
HK$2,000,001 – HK$2,500,000	1	1
HK$2,500,001 – HK$3,000,000	1	1

11. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

	2023	2022
	HK$'000	HK$'000
Directors' fees	1,150	1,112
Wages, salaries and other benefits	549,159	494,518
Equity-settled share-based payments expenses	4,885	4,801
Retirement benefit scheme contributions	27,252	22,516
	582,446	522,947
Less: capitalised as pre-publication cost under intangible assets	(75,102)	(59,897)
	507,344	463,050

12. INCOME TAX EXPENSE

For years ended 31 December 2023 and 2022, under the two-tiered profits tax rate regime, Hong Kong Profits Tax of the qualifying group entity with chargeable profits in Hong Kong is calculated at 8.25% on the first HK$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK$2 million. Profits of group entities chargeable profits in Hong Kong not qualified for the two-tiered profits tax rates regime continue to be taxed at a flat rate of 16.5%.

The Group's subsidiaries in Australia, UK, USA and Singapore are subject to domestic tax rate of 30% (2022: 30%), 25% (2022: 19%), 27% (2022: 27%) and 17% (2022: 17%) respectively on the estimated assessable profits.

12. INCOME TAX EXPENSE (Continued)

Taxation on other overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

	2023	2022
	HK$'000	HK$'000
Current tax – Hong Kong profits tax		
Tax for the year	23,806	27,368
Over provision in prior years	(1,069)	(10)
	22,737	27,358
Current tax – Australia		
Tax for the year	13,878	5,219
Over provision in prior years	(1,107)	(388)
	12,771	4,831
Current tax – other overseas countries		
Tax for the year	25,647	22,703
Under provision in prior years	–	–
	25,647	22,703
Deferred tax (Note 25)		
(Credited)/charged during the year	(726)	6,817
	60,429	61,709

Reconciliation between income tax expense and accounting profit at applicable tax rates is as follows:

	2023	2022
	HK$'000	HK$'000
Profit before income tax	301,151	347,518
Notional tax calculated at the rates applicable to the profits in the tax jurisdictions concerned	63,896	63,035
Tax effect of non-taxable income	(4,360)	(8,376)
Tax effect of non-deductible expenses	3,787	3,210
Tax effect of temporary differences not recognised	807	3,836
Tax effect of tax losses not recognised	1,956	2,543
Others	(3,481)	(2,141)
Over provision in prior years	(2,176)	(398)
Income tax expense	60,429	61,709

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

13. DIVIDENDS

	2023	2022
	HK$'000	HK$'000
Final dividend paid in respect of prior year of HK$0.07 (2022: HK$0.06) per share	53,900	46,200
Special dividend paid in respect of prior year of HK$0.03 (2022: Nil) per share	23,100	–
Interim dividend paid in respect of current year of HK$0.03 (2022: HK$0.03) per share	23,100	23,100
Dividend in respect of shares held under share award scheme	(3,846)	(2,662)
	96,254	66,638

At a meeting held on 27 March 2024, the directors recommended a final dividend of HK$0.08 per ordinary share, amounting to approximately HK$61,600,000, in aggregate based on the total number of ordinary shares in issue at that date. This proposed final dividend are not reflected as a dividend payable in these financial statements, but reflected as an appropriation of retained earnings for the year ended 31 December 2023.

There are no income tax consequences related to the payment of dividends by the Company to its shareholders.

14. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to owners of the Company of approximately HK$185,248,000 (2022: HK$219,911,000) and on the weighted average number of ordinary shares in issue less shares held under share award scheme that have not been vested unconditionally to the employees during the year of 741,833,276 (2022: 740,417,090).

For the year ended 31 December 2023, the calculation of diluted earnings per share is based on the profit attributable to owners of the Company of approximately HK$185,248,000 and on the following data:

	2023	2022
	Number of shares	Number of shares
Weighted average number of ordinary shares for the purpose of basic earnings per share	741,833,276	740,417,090
Effect of dilutive potential ordinary shares:		
– Share awards	10,090,305	9,167,315
	751,923,581	749,584,405

15. PROPERTY, PLANT AND EQUIPMENT

	Construction in Progress	Land and buildings	Furniture and fixtures	Office equipment	Leasehold improvements	Computer equipment and systems	Motor vehicles	Machinery	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Year ended 31 December 2022									
Opening net book amount	–	18,946	449	2,747	10,334	803	2,044	179,036	214,359
Exchange differences	–	(810)	(38)	(106)	(784)	(137)	(35)	(11,580)	(13,490)
Additions	10,873	1,283	2,595	452	9,819	2,132	820	56,575	84,549
Acquired through business combination (Note 32)	–	–	32	8	3,253	1,487	–	2,441	7,221
Impairment loss	(4,511)	(5,461)	(475)	–	–	–	–	(13,295)	(23,742)
Disposals	–	–	(1)	(460)	–	(19)	–	(440)	(920)
Depreciation	–	(1,016)	(166)	(765)	(5,824)	(1,166)	(747)	(33,651)	(43,335)
Closing net book amount	6,362	12,942	2,396	1,876	16,798	3,100	2,082	179,086	224,642
At 31 December 2022									
Cost	6,362	21,428	7,576	8,776	82,478	19,625	6,673	484,751	637,669
Accumulated depreciation	–	(8,486)	(5,180)	(6,900)	(65,680)	(16,525)	(4,591)	(305,665)	(413,027)
Net book amount	6,362	12,942	2,396	1,876	16,798	3,100	2,082	179,086	224,642
Year ended 31 December 2023									
Opening net book amount	6,362	12,942	2,396	1,876	16,798	3,100	2,082	179,086	224,642
Exchange differences	(381)	(6)	(8)	(348)	28	51	(22)	(2,619)	(3,305)
Additions	5,117	–	2,358	251	1,593	1,430	1,047	67,072	78,868
Disposals	–	–	–	–	–	(8)	(398)	(884)	(1,290)
Depreciation	–	(594)	(522)	(496)	(4,427)	(1,503)	(682)	(34,779)	(43,003)
Closing net book amount	11,098	12,342	4,224	1,283	13,992	3,070	2,027	207,876	255,912
At 31 December 2023									
Cost	11,098	21,324	9,930	8,975	84,362	20,816	5,933	526,563	689,001
Accumulated depreciation	–	(8,982)	(5,706)	(7,692)	(70,370)	(17,746)	(3,906)	(318,687)	(433,089)
Net book amount	11,098	12,342	4,224	1,283	13,992	3,070	2,027	207,876	255,912

As at 31 December 2023 and 2022, the Group's land and buildings represented (1) freehold land and buildings of HK$3,963,000 (2022: HK$4,322,000), which are situated in Australia; and (2) leasehold buildings of HK$8,379,000 (2022: HK$8,620,000), which are situated in Malaysia.

As at 31 December 2023, the net book value of assets under construction includes an amount of HK$11,098,000 (2022: HK$6,362,000) relating to the Group's new printing factory, which is currently under construction situated in Malaysia. The cost of the factory will be depreciated once the property is complete and available for use. The estimated cost to completion of the property to which the Group is contractually committed, is HK$1,670,000 (2022: HK$18,556,000). No interest or borrowing costs was capitalised during the year.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Management has performed an impairment assessment in accordance with its accounting policies which complies with HKAS36 by reviewing the recoverable amount of all non-financial assets. Throughout the assessment, management noted Papercraft CGU Group had an impairment indicator of incurred loss for the year due to the increase in material cost and procurement cost in Malaysia for the year ended 2022 and 2023. The Papercraft CGU Group comprises two operating entities, being COS and Papercraft, which are principally engaged in providing printing services in the Group. Papercraft CGU is engaged in printing of periodical books, paper based stationery products in Malaysia whilst COS CGU is engaged in sales of periodicals, books and magazines. The key assumptions used for recoverable amounts are disclosed in Note 17.

As at 31 December 2023, estimated recoverable amount of Papercraft CGU Group was higher than its carrying amount of HK$13,494,000, no impairment was recognised among the Papercraft CGU Group's non-financial assets. Property plant and equipment do not suffer any impairment for the year ended 31 December 2023.

As at 31 December 2022, the carrying amount of the Papercraft CGU Group was higher than its estimated recoverable amount of HK$26,716,000, an impairment loss was recognised among the Papercraft CGU Group's non-financial assets. The impairment loss was allocated to the non-financial assets of the Papercraft CGU Group by pro rata basis, which impairment of property, plant and equipment of HK$23,742,000 and impairment of right-of-use assets of HK$2,974,000 (Note 16) have been provided respectively. Provision for impairment of HK$23,742,000 on property plant and equipment was allocated to certain construction in progress, land and buildings, furniture and fixtures and machinery for the year ended 31 December 2022.

Carrying amount of leasehold improvements, furniture and fixtures and machinery amounted HK$10,239,000 (2022: HK$10,366,000) has been pledged as security for the Group's certain bank borrowings (Note 22).

16. RIGHT-OF-USE ASSETS

	Leasehold land	Leased properties	Plant and equipment	Total
	HK$'000	HK$'000	HK$'000	HK$'000
At 1 January 2022	7,970	62,862	686	71,518
Acquired through business combinations (Note 32)	–	36,380	609	36,989
Additions	–	42,627	24,127	66,754
Depreciation	(243)	(40,832)	(6,693)	(47,768)
Impairment	(2,974)	(1,765)	–	(4,739)
Lease modifications	–	(8,487)	(9,340)	(17,827)
Exchange differences	(207)	308	(1,812)	(1,711)
At 31 December 2022 and at 1 January 2023	4,546	91,093	7,577	103,216
Additions	–	–	1,720	1,720
Depreciation	(144)	(39,243)	(3,387)	(42,774)
Lease modifications	–	82,338	(2,451)	79,887
Exchange differences	(141)	538	55	452
At 31 December 2023	4,261	134,726	3,514	142,501

16. RIGHT-OF-USE ASSETS (Continued)

As at 31 December 2023, the Group's leasehold land are situated in Malaysia with lease term expiring in 2054 – 2055.

As at 31 December 2023 and 2022, the Group leased a number of properties and production equipment for its operations. The leases run for an initial period which ranged from one to ten years (2022: one to ten years) for leased properties and ranged from two to five years (2022: two to five years) for leased plant and equipment. Lease terms are negotiated on an individual basis. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable. There is no extension or termination options and residual value guarantees for these leases. There is no variable lease payments not included in lease liabilities.

As at 31 December 2023, the Group assessed the right-of-use assets do not suffer any impairment. As at 31 December 2022, the Group assessed the impairment of right-of-use assets under one of the CGU group, the Papercraft CGU Group which identified in Note 17, and a provision for impairment of HK$2,974,000 on certain leasehold land was made after the assessment.

As at 31 December 2022, the Group assessed two of the leased premises that became vacant and having difficulty in subletting those premises during the year after relocation of business office in UK and USA, due to the short remaining lease term. Provision for impairment of HK$1,765,000 on certain leasehold properties was provided.

As at 31 December 2023, leased properties amounted HK$39,497,000 (2022: HK$49,436,000) have been pledged as security for the Group's certain bank borrowings (Note 22).

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

17. INTANGIBLE ASSETS

	Goodwill	Customer relationship	Pre-publication costs	Backlists	Software	Customer contract	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
At 1 January 2022							
Cost	197,700	9,700	–	–	–	–	207,400
Amortisation and impairment	(19,775)	(9,700)	–	–	–	–	(29,475)
Net carrying amount	177,925	–	–	–	–	–	177,925
Year ended 31 December 2022							
Opening net carrying amount	177,925	–	–	–	–	–	177,925
Acquired through business combination (Note 33)	–	–	222,380	5	203	2,048	224,636
Additions	150,418	–	114,976	–	–	–	265,394
Written off	–	–	(19,684)	–	–	–	(19,684)
Amortisation	–	–	(104,027)	–	(203)	(1,393)	(105,623)
Exchange differences	(6,609)	–	(14,058)	(1)	–	–	(20,668)
Closing net carrying amount	321,734	–	199,587	4	–	655	521,980
At 31 December 2022 and 1 January 2023							
Cost	341,509	9,700	266,542	4	203	2,048	620,006
Amortisation and impairment	(19,775)	(9,700)	(66,955)	–	(203)	(1,393)	(98,026)
Net carrying amount	321,734	–	199,587	4	–	655	521,980
Year ended 31 December 2023							
Opening net carrying amount	321,734	–	199,587	4	–	655	521,980
Additions	–	–	134,401	–	–	–	134,401
Written off	–	–	(13,117)	–	–	–	(13,117)
Amortisation	–	–	(129,601)	(4)	–	(655)	(130,260)
Exchange differences	(403)	–	3,933	–	–	–	3,530
Closing net carrying amount	321,331	–	195,203	–	–	–	516,534
At 31 December 2023							
Cost	341,106	9,700	414,028	4	203	2,048	767,089
Amortisation and impairment	(19,775)	(9,700)	(218,825)	(4)	(203)	(2,048)	(250,555)
Net carrying amount	321,331	–	195,203	–	–	–	516,534

17. INTANGIBLE ASSETS (Continued)

Goodwill is allocated to the Group's CGUs, or group of CGUs, based on how the goodwill is monitored for internal management purposes. Summary of goodwill which arose from acquisitions of subsidiaries and business is presented below:

	2023	2022
	HK$'000	HK$'000
Asia Pacific Offset Limited ("APOL")	56,132	56,132
Griffin Press Printing Pty Ltd ("Griffin")#	12,303	12,374
OPUS Group Pty. Ltd. ("OPUS")	88,639	89,145
Papercraft Sdn. Bhd. ("Papercraft")*	–	–
Regent Publishing Services Limited ("Regent")	27,741	27,741
The Quarto Group, Inc. ("Quarto")^	136,516	136,342
	321,331	321,734

Griffin was acquired in 2022 with the main purpose of expanding the book printing business and market share in Australia, as the Group is optimistic with the development of printing industry. Accordingly, the goodwill which arose from the acquisition of book printing business had been allocated, from the acquisition date, to the CGU.

* Papercraft was acquired in 2020 with the main purpose as an extension to the production facilities for C.O.S. Printers Pte. Ltd. (COS), a subsidiary incorporated in Singapore and provide the printing services to the Group. Accordingly, the goodwill which arose from the acquisition of Papercraft had been allocated, from the acquisition date, to the group of CGUs represented by COS and Papercraft (the "Papercraft CGU Group") as this group of CGUs represents the lowest level within the Group at which the goodwill is being monitored for internal management purposes.

^ Quarto was acquired in 2022 with the main purpose of strengthening the supply chain capability by gaining visibility of the end-to-end supply chain of the book industry and tighter integration of planning, procurement, production and logistics functions across the publishing and print manufacturing segments. Accordingly, the goodwill which arose from the acquisition of Quarto had been allocated, from the acquisition date, to the CGU.

The recoverable amounts for the CGUs or group of CGUs were determined based on value–in-use calculations using discounted cash flow technique. These calculations use cash flow projections based on financial budgets approved by management covering a 5-year period, which were mainly based on the actual results of these CGUs or group of CGUs for the current year. Cash flows beyond the 5-year period are extrapolated using the estimated growth rates as stated below. The growth rate does not exceed the long-term average growth rate for the printing business in which the CGUs or group of CGUs operates. The discount rates used for value–in-use calculations are pre-tax and reflect specific risks relating to the relevant CGUs or group of CGUs.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

17. INTANGIBLE ASSETS (Continued)

The key assumptions used for recoverable amounts are as follows:

	Growth rate		Discount rate	
	2023	2022	2023	2022
APOL	0%	0%	12%	13%
Griffin	0%	0%	14%	13%
OPUS	0%	0%	13%	12%
Papercraft CGU Group	0%	0%	12%	13%
Quarto	0%	0%	15%	15%
Regent	0%	0%	14%	13%

Apart from the considerations described above in determining the recoverable amounts of the CGUs or group of CGUs, management is not aware of any other probable changes that would necessitate changes in the key assumptions.

As at 31 December 2023, management determines that the CGUs or group of CGUs containing goodwill do not suffer any impairment.

During the year, the Group spent HK$134,401,000 (2022: HK$114,976,000) on development of book titles prior to their publication. No borrowing costs have been capitalised in current year.

As at 31 December 2023, the Group reviewed the carrying amount of the pre-publication cost to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use based on an internal discounted cash flow valuation.

As at 31 December 2023, the Group assessed the probability of expected future economic benefits from unpublished titles and written off those unpublished titles when no future economic benefits are expected from its use or disposal. Pre-publication costs with carry amount HK$13,117,000 (2022: HK$19,684,000) has been written off and recognised in direct operating costs after the assessment.

Customer contract arose from the acquisition of Quarto in 2022. In accordance with HKFRS 3 "Business Combination", the Group recognised Quarto's assets and liabilities which included intangible assets at the acquisition date. The fair value of customer contract of HK$2,048,000 on the acquisition date was determinded based on a valuation performed by an independent professional valuer, BMI Appraisals Limited. The valuation was determined based on the multi-period excess earnings method of income approach. The balance was fully amortised in 2023.

As at 31 December 2023, total pre-publication costs, backlist and software amounted HK$194,589,000 (2022: HK$198,441,000) has been pledged as security for the Group's certain bank facilities (Note 22).

18. INVENTORIES

	2023	2022
	HK$'000	HK$'000
Raw materials	258,801	208,394
Work-in-progress	53,292	64,689
Finished goods	157,794	188,943
Less: provision for obsolescence	(39,377)	(25,671)
	430,510	436,355

During the year, the Group wrote back provision for inventories of HK$2,562,000 (2022: HK$12,524,000) made in prior years as the related inventories were sold above their net written down value during the year. The Group also made provision for inventories of HK$16,156,000 (2022: HK$26,596,000) during the year for its slow moving inventories. These amounts are included in "direct operating costs" in profit or loss.

As at 31 December 2023, inventories amounted HK$132,653,000 (2022: HK$170,018,000) has been pledged as security for the Group certain bank borrowings (Note 23).

19. TRADE AND OTHER RECEIVABLES AND DEPOSITS

	2023	2022
	HK$'000	HK$'000
Trade receivables	637,750	608,792
Less: Provision for impairment of trade receivables	(30,752)	(30,420)
Trade receivables – net	606,998	578,372
Prepayment and other receivables	83,493	71,838
Less: Provision for impairment of other receivables	–	(14,687)
Prepayment and other receivables – net	83,493	57,151
Deposits	12,377	35,484
	702,868	671,007

Movements in provision for impairment losses of trade and other receivables are as follows:

	2023	2022
	HK$'000	HK$'000
Balance at the beginning of the year	45,107	15,338
Amount written off during the year	(17,345)	(403)
Impairment losses recognised during the year (Note 9)	6,534	30,713
Impairment losses recovered during the year (Note 7)	(4,041)	–
Exchange difference	497	(541)
Balance at the end of the year	30,752	45,107

The Group recognised provision for impairment of trade and other receivables based on the accounting policy in Note 2.9.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

19. TRADE AND OTHER RECEIVABLES AND DEPOSITS (Continued)

Ageing analysis of gross carrying amounts of trade receivables as at 31 December 2023, based on the invoice date, is as follows:

	2023	2022
	HK$'000	HK$'000
0 – 30 days	222,120	219,125
31 – 60 days	185,209	181,823
61 – 90 days	102,405	111,215
91 – 120 days	63,056	49,004
121 – 150 days	23,433	10,841
Over 150 days	41,527	36,784
Total trade receivables	637,750	608,792

In general, the Group allows a credit period from 30 to 150 days (2022: 30 to 150 days) to its customers.

The directors consider that the fair values of trade receivables are not materially different from their carrying amounts because these amounts have short maturity periods on their inception.

As mentioned in Note 2.9(ii), the Group applied the simplified approach to provide the expected credit losses prescribed by HKFRS 9. Impairment losses of HK$6,534,000 (2022: HK$30,713,000) was made against the gross amounts of trade and other receivables during the year. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in Note 37(a).

As at 31 December 2023 and 2022, the Group did not hold any collateral as security or other credit enhancements over the impaired trade receivables.

As at 31 December 2023, there are deposits for acquisition of property, plant and equipment of HK$15,925,000 (2022: HK$24,026,000).

As at 31 December 2023, trade and other receivables amounted HK$311,216,000 (2022: HK$312,553,000) has been pledged as security for the Group certain bank borrowings (Note 22).

20. PLEDGED DEPOSIT/CASH AND CASH EQUIVALENTS

As at 31 December 2023, the Group had cash and cash equivalents amounted HK$157,476,000 (2022: HK$103,530,000) which has been pledged as security for the Group's certain bank borrowings (Note 22), and pledged deposits amounted HK$141,000 (2022: HK$147,000) which has been pledged as securities for the banking guarantee facilities of a subsidiary.

Cash at banks earned interest at floating rates based on the daily bank deposits rates during the year.

As at 31 December 2023, included in cash and cash equivalents of the Group was HK$9,588,000 (2022: HK$16,956,000) of bank balances denominated in Renminbi ("RMB") placed with the banks in the PRC. RMB is not a freely convertible currency. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through the banks that are authorised to conduct foreign exchange business.

21. TRADE AND OTHER PAYABLES

	2023	2022
	HK$'000	HK$'000
Trade payables	177,380	146,947
Other payables and accruals	309,540	332,007
	486,920	478,954

As at 31 December 2023, ageing analysis of trade payables based on invoice date is as follows:

	2023	2022
	HK$'000	HK$'000
0 – 30 days	99,118	89,281
31 – 60 days	39,999	31,433
61 – 90 days	16,475	13,170
91 – 120 days	16,085	8,632
Over 120 days	5,703	4,431
	177,380	146,947

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

21. TRADE AND OTHER PAYABLES (Continued)

Credit terms granted by the suppliers are generally 0 to 90 days (2022: 0 to 90 days). All amounts are short term and hence the carrying values of trade and other payables are considered to be a reasonable approximation to their fair values.

Breakdown of other payables and accruals:

	2023	2022
	HK$'000	HK$'000
Staff costs and commission payables	42,344	41,611
Volume rebate payables	39,587	58,515
Severance payment provision	43,989	41,837
Contract liabilities (Note (i))	49,596	45,454
Accrued charges	18,316	13,438
Royalty payables	34,785	33,110
Sales return provision	29,290	37,964
Others	51,633	60,078
	309,540	332,007

Note:

(i) All contract liabilities at year ends arose from sales of goods. The Group may take a certain deposit on acceptance of the order, with the remainder of the consideration payable at the delivery of the finished goods. The deposits remain as contract liabilities until such time as the goods are delivered. No element of financing is deemed present as the sales are made with a credit term which is consistent with market practice.

Movements in contract liabilities:

	2023	2022
	HK$'000	HK$'000
At 1 January	45,454	24,152
Acquired through business combination	–	38,529
Amount recognised as revenue during the year	(154,064)	(108,636)
Amount received in advance from customers during the year	157,327	94,413
Exchange difference	879	(3,004)
At 31 December	49,596	45,454

The Group expected the balance will recognise as revenue within one year.

22. BANK BORROWINGS

	2023	2022
	HK$'000	HK$'000
Current portion		
– Bank loans due for repayment within one year or contain a repayment on demand clause	330,029	428,352
Non-current portion		
– Bank loans due for repayment in the second year	–	10,135
Total bank borrowings	330,029	438,487

As at 31 December 2023, bank borrowings of approximately HK$330,029,000 (2022: HK$$394,413,000) are supported by the corporate guarantees by the Company and interest bearing at floating rates, and bank borrowings of nil (2022: HK$44,075,000) are secured by the joint guarantee and the Group's certain plant, property and equipment (Note 15), right-of-use assets (Note 16), intangible assets (Note 17), inventories (Note 18), cash and cash equivalents (Note 20), and share charges over the equity interests of 39 subsidiaries of the Company (Note 35).

The ranges of interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

	2023	2022
Variable-rate borrowings	HIBOR+1.8 to 2.0%	HIBOR+1.8 to 2.0% SOFR+ margin (3%) EUROBOR+ margin (3%)

No interest was capitalised for the years ended 31 December 2023 and 2022.

Assuming that the banks do not exercise the clause for repayment on demand and based on the repayment dates as scheduled in the loan agreements, the Group's bank borrowings are due for repayments, as at each of the reporting dates, as follows:

	2023	2022
	HK$'000	HK$'000
Within one year	185,576	216,232
In the second year	106,786	160,135
In the third to fifth year	37,667	62,120
Wholly repayable within five years	330,029	438,487

Effective interest rates of bank borrowings range from 4.02% to 7.38% (2022: from 1.90% to 6.40%) per annum for the year.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

22. BANK BORROWINGS (Continued)

The carrying amounts of the Group's bank borrowings which are denominated in the following currencies are as follows:

	2023	2022
	HK$'000	HK$'000
HK$	330,029	394,413
EUR	–	2,085
US$	–	41,989
	–	438,487

23. LEASES

The Group as a lessee

	2023	2022
	HK$'000	HK$'000
Balance as at 1 January	113,479	73,729
Acquired through business combination (Note 32)	–	40,029
Additions	1,720	64,346
Lease modifications (Note (i))	79,397	(16,876)
Interest expense	7,042	5,004
Lease payments	(46,635)	(50,198)
Exchange adjustments	710	(2,555)
Balance as at 31 December	155,713	113,479
Represented by:		
Current liabilities	36,179	36,390
Non-current liabilities	119,534	77,089
	155,713	113,479

Note:

(i) The Group has entered in to a lease agreement on 13 April 2023 in respect of the lease renewal of the Premises in Huizhou, for a term of 7 years commencing from 1 October 2025 and ending on 30 September 2032. The Premises are currently used for factory and office of the Group and the existing tenancy of the Premises is due to expire on 30 September 2025.

The total consideration under the lease agreement represents the aggregate amount of rental payments to be made over the term of the lease agreement measured at present value basis, which amounts to approximately RMB67.8 million (equivalent to approximately HK$77.3 million) as of the date of commencement of the lease.

23. LEASES (Continued)

Future lease payments are due as follows:

	Minimum lease payments	Interest	Present value
	HK$'000	HK$'000	HK$'000
As at 31 December 2023			
Due within one year	42,484	6,305	36,179
Due in the second to fifth years	90,062	14,347	75,715
Due over fifth year	47,390	3,571	43,819
	179,936	24,223	155,713
As at 31 December 2022			
Due within one year	40,820	4,430	36,390
Due in the second to fifth years	75,131	6,333	68,798
Due over fifth year	8,597	306	8,291
	124,548	11,069	113,479

The Group as a lessor

The Group has sub-leased out its offices to a number of tenants for the same lease terms as the head lease and therefore the Group classified these lease as finance leases.

	2023	2022
	HK$'000	HK$'000
Balance as at 1 January	1,698	2,840
Lease modification	(533)	–
Interest income	(25)	(48)
Lease receipts	(1,140)	(1,094)
Balance as at 31 December	–	1,698
Represented by:		
Current	–	1,165
Non-current	–	533
	–	1,698
Total cash inflow for sub-leases	1,165	1,142

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

23. LEASES (Continued)

The Group as a lessor (Continued)

Future lease receipts are due as follows:

	Minimum lease receipts	Interest	Present value
	HK$'000	HK$'000	HK$'000
As at 31 December 2023			
Due within one year	–	–	–
Due in the second to fifth years	–	–	–
	–	–	–
As at 31 December 2022			
Due within one year	1,190	25	1,165
Due in the second to fifth years	535	2	533
	1,725	27	1,698

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

(a) Recurring fair value measurements

	2023		2022	
	Level 2	Level 3	Level 2	Level 3
	HK$'000	HK$'000	HK$'000	HK$'000
Financial assets at fair value through profit or loss:				
Unlisted convertible note (Note i)	–	–	–	–
Forward foreign exchange contracts (Note ii)	238	–	11	–
Net fair values	238	–	11	–

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

(a) Recurring fair value measurements (Continued)

Note:

(i) On 24 May 2022, the Group entered into a subscription agreement to subscribe the convertible note of Ovato Limited ("Ovato") at a consideration of AUD2,500,000 (equivalent to approximately HK$13,875,000). The subscription was completed on 17 June 2022. In the opinion of the directors of the Company, the subscription of convertible note has no connection with the business acquisition of Ovato's printing business as stated in Note 32 on 24 May 2022, on the basis that the subscription was for the purpose of providing an opportunity for the Group to acquire equity interest in Ovato. This was considered beneficial to the Group. The principal activity of Ovato was commercial printing, catalogue printing, magazine and newspaper printing and packing printing. Details of the key contractual terms on the subscription agreement are set out below.

Principle amount	AUD2,500,000
Issue date	17 June 2022
Maturity date	25 November 2023
Coupon rate	0%
Conversion Period	From 17 June 2022 to 25 November 2023
Conversion Price	AUD0.14 per share, which subject to adjustment

The convertible note has been recognised as financial assets mandatorily measured at fair value through profit or loss at the initial recognition.

On 19 September 2022, the Group entered into an agreement with Ovato to split the convertible note to principle amount of AUD2,000,000("Convertible Note A") and AUD500,000 ("Convertible Note B") (the "Convertible Note Split"), subsequently, the Group disposed the Convertible Note A amount of AUD2,000,000 (equivalent to approximately HK$9,900,000) to Mr. Lau Chuk Kin (the "Convertible Note Disposal"), the director of the Company, for a consideration of AUD2,000,000 (equivalent to approximately HK$9,900,000) and settled in cash. Upon the date of the Convertible Note Disposal, the carrying amount of the Convertible Note A was to be derecognised at the fair value as at the date of disposal.

In light of Ovato's ongoing insolvency proceedings, the Convertible Note B has been derecognised on 25 November 2023 without any conversion taking place. A fair value loss of HK$2,635,000 on the Convertible Note was recognised in the profit or loss for the year ended 31 December 2022.

(ii) These relate to the forward foreign exchange contracts which are considered by management as part of economic hedging arrangements but have not been formally designated as hedges in accordance with HKFRS 9. These foreign exchange contracts were stated at fair value as described in Note 4.

(b) Fair values of financial instruments carried at other than fair value

Loans to an associate, loan receivables, lease receivables, trade and other receivables, trade and other payables, bank and other borrowings and lease liabilities are carried at cost or amortised cost which are not materially different from their fair values as at 31 December 2023 and 31 December 2022.

(c) Measurement of fair values

The fair value of forward foreign exchange contracts and convertible note is measured using the applicable forward exchange rates and market prices respectively at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

25. DEFERRED TAX ASSETS/LIABILITIES

Deferred taxation is calculated on temporary differences under liability method using the rates of taxation prevailing in the countries in which the Group operates.

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

	Accelerated tax depreciation		Fair value arising from acquisition of subsidiary		Impairment of trade receivables		Write-down of inventories		Provisions and accruals and others		PRC dividend withholding tax		Intangible Assets		Capital raising cost		Total	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
At 1 January	(5,452)	(3,925)	(3,529)	(2,531)	2,626	439	4,552	792	37,569	16,704	(3,400)	(3,400)	(31,161)	–	–	2,211	1,205	10,290
Acquired through business combination (Note 32)	–	(217)	–	(1,165)	–	2,703	–	2,691	–	23,099	–	–	–	(31,154)	–	–	–	(4,043)
Addition	–	–	–	–	–	–	–	–	–	419	–	–	–	–	–	–	–	419
(Charged)/credited to profit or loss for the current year (Note 12)	(4,472)	(1,717)	2,229	–	423	(545)	1,984	1,074	(504)	(1,539)	(286)	–	1,352	(2,362)	–	(1,728)	726	(6,817)
Exchange differences	180	407	1,116	167	(5)	29	13	(5)	(476)	(1,114)	61	–	(1,608)	2,355	–	(483)	(719)	1,356
At 31 December	(9,744)	(5,452)	(184)	(3,529)	3,044	2,626	6,549	4,552	36,589	37,569	(3,625)	(3,400)	(31,417)	(31,161)	–	–	1,212	1,205

For the purpose of presentation in statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2023	2022
	HK$'000	HK$'000
Deferred tax assets	44,714	42,102
Deferred tax liabilities	(43,502)	(40,897)
	1,212	1,205

Pursuant to the PRC Corporate Income Tax Law, 10% withholding tax is levied on dividends declared to foreign investment enterprises established in the PRC effective from 1 January 2008. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. The applicable rate to the Group is 5%. The Group is liable to withholding taxes on dividends distributed by the subsidiary established in the PRC in respect of earnings generated from 1 January 2008. As at 31 December 2023 and 2022, deferred tax liabilities HK$3,625,000 and HK$3,400,000 have been recognised in respect of the tax that would be payable on the distribution of the retained profits of the Group's subsidiary established in the PRC.

25. DEFERRED TAX ASSETS/LIABILITIES (Continued)

At the reporting date, the amount of the deferred tax assets not recognised is as follows:

	2023	2022
	HK$'000	HK$'000
Unutilised tax losses	65,263	57,398

As at 31 December 2023 and 2022, deferred tax asset in respect of unused tax losses amounting to HK$13,856,000 and HK$11,900,000 in aggregate has not been recognised in the consolidated financial statements due to the unpredictability of future profit streams against which the tax losses can be utilised. All tax losses had no expiry dates under the current tax legislation. There were no other significant temporary differences not recognised as deferred tax assets as at 31 December 2023 and 2022.

26. PROVISIONS

	2023	2022
	HK$'000	HK$'000
Current portion:		
Employee benefit liabilities for annual leave and time in lieu	13,033	13,667
Employee benefit liabilities for long service leave (Note (i))	15,163	16,749
Leasehold dilapidations (Note (ii))	1,065	1,042
Others	145	297
Total current portion	29,406	31,755
Non-current portion:		
Employee benefit liabilities for long service leave (Note (i))	1,809	1,382
Leasehold dilapidations (Note (ii))	1,360	1,331
Long service payment liabilities (Note (iii))	318	–
Total non-current portion	3,487	2,713
	32,893	34,468

Notes:

(i) Long service leave in Australia covers all unconditional entitlements where employees have completed the required period of service and also where employees are entitled to pro-rata payments in certain circumstances. These are classified as current liabilities in cases where the Group does not have an unconditional right to defer settlement. For employees who have not completed the required period of service, their entitlements of long service leave is classified as non-current liabilities.

(ii) Leasehold dilapidations relate to the estimated cost of re-instalment of the leasehold properties to its original state at the end of the lease in accordance with the lease terms. The main uncertainty relates to estimating the cost that will be incurred at the end of the lease. The amounts were classified as current or non-current liabilities when the relevant leases will be expired within one year or over one year from the reporting date respectively.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

26. PROVISIONS (Continued)

Notes: (Continued)

(iii) Under Employment Ordinance, Cap.57, an employee who has been employed under a continuous contract for not less than 5 years of service is eligible for LSP under the following circumstances:

- The employee resigns at age of 65 or above;
- The employee dies during employment;
- The employee resigns on ground of ill health;
- The fixed term employment contract expires without being renewed;
- The employee is dismissed which is not because of redundancy or serious misconduct.

The LSP benefit is determined with reference to the employee's last full month's salary (capped at HK$22,500) and number of years of service. The LSP benefit is capped at HK$390,000 for each eligible employee. The accrued benefits derived from the Group's mandatory contributions under the mandatory provident fund ('MPF') scheme in respect of that employee can be used to offset the LSP benefit.

Under the Mandatory Provident Fund Schemes Ordinance, Cap. 485, the Group, as an employer, is required to make mandatory MPF contribution at 5% of the employee's monthly salary (capped at HK$1,500). The Group makes the contribution to separate trustees. MPF scheme has attributes of a defined contribution plan.

In June 2022, Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 ('the Amendment Ordinance') was enacted. The Amendment Ordinance abolishes the use of the accrued benefits derived from employers' mandatory MPF contributions to offset LSP ('the Abolition'). Subsequently, the Government of HKSAR announced that the Abolition will take effect on 1 May 2025 ('the Transition Date').

The following key changes will take effect since the Transition Date:

- Accrued benefits derived from employers' mandatory MPF contributions cannot be used to offset the LSP in respect of the employment period after the Transition Date.
- The pre-transition LSP is calculated using the last month's salary immediately preceding the Transition Date, instead of using the last month's salary of employment termination date.

The group has determined that the Amendment Ordinance primarily impacts the group's LSP liability with respect to Hong Kong employees that do not participate in the group's ORSO plans.

On the date the Government gazetted the amendment, the Group assessed that abolishing the offsetting mechanism does not have a material impact on the disclosure of the financial statements in both qualitative and quantitative aspects. In July 2023, HKICPA published accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong and provided two acceptable approaches to account for the offsetting mechanism. The Group has accounted for the offsetting mechanism and its abolition as disclosed in note 2.16(i) to accurately disclose and take into account the impact of the Amendment Ordinance.

26. PROVISIONS (Continued)

The present value of unfunded obligations and its movements are as follows:

	2023	2022
	HK$'000	HK$'000
At 1 January	–	–
Expenses recognised in profit or loss during the year:		
Current service cost	307	–
Interest cost	11	–
At 31 December	318	–

The weighted average duration of the defined benefit obligation is 21 years (2022: nil).

The above expenses are recognised in the following line items in the consolidated statement of profit or loss:

	2023	2022
	HK$'000	HK$'000
Selling & distribution costs	233	–
Administrative expenses	74	–
	307	–

Significant actuarial assumptions (expressed as weighted averages) are as follows:

	2023	2022
Discount rate	3.69%	NA
Future salary increases	3%	NA
Expected investment return on offsetable MPF accrued benefits	2.22%	NA

27. SHARE CAPITAL

	2023		2022	
	Number of shares	Amount	Number of shares	Amount
		HK$'000		HK$'000
Ordinary shares of HK$0.01 each				
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	1,500,000,000	15,000	1,500,000,000	15,000
Issued and fully paid:				
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	770,000,000	7,700	770,000,000	7,700

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

28. SHARE-BASED EMPLOYEE COMPENSATION

Share option scheme of the Company

A share option scheme (the "Share Option Scheme") was adopted by the Group, pursuant to its resolution passed on 22 April 2013 and effective for a period of ten years commencing from the adoption date. The purpose of the Share Option Scheme is to reward participants who have contributed to the Group and to encourage participants to work towards enhancing the value of the Group and its shares for the benefit of the Company and its shareholders as a whole. The directors may, at its discretion, offer to directors, employees of any member of the Group, any advisors and service providers of any member of the Group, options to subscribe for the shares in the Company at a price not less than the highest of: (i) the closing price of the shares of the Company on the SEHK on the date of offer of the option; (ii) the average of the closing prices of the shares on the SEHK for the five trading days immediately preceding the date of the grant of the options; and (iii) the nominal value of a share. A nominal consideration of HK$1 is payable on acceptance of the grant of an option irrespective of numbers of share options granted. The options vest on the condition that the grantee is a director or employee of any member of the Group or any advisor and service provider of any member of the Group from the date of options granted to the commencement date of the exercisable period of the options.

The options are exercisable at any time during the period to be determined and notified by the directors to the grantee at the time of making an offer in respect of any particular option which shall not expire later than 10 years from the date of grant.

The share-based employee compensation is to be settled by the issue of the ordinary shares of the Company. The Group has no legal or constructive obligation to repurchase or settle the options other than in the ordinary shares of the Company. During the year, there was no share option issued under the Share Option Scheme (2022: Nil) and as at 31 December 2023, there was no outstanding share options issued under the scheme (2022: Nil).

The Share Option Scheme was expired on 21 April 2023. At 31 December 2022, the Company had 70,000,000 share options available for issue under the Share Option Scheme, which represented approximately 9.1% of the Company's shares in issue at that date.

Share award scheme of the Company

A share award scheme (the "Share Award Scheme") was adopted by the Company on 30 December 2013. The purpose of the Share Award Scheme is to recognise and motivate the contribution of participants and to incentivise them to further the operation and development of the Group and to attract suitable personnel for the Group. A trust has been set up and fully funded by the Company for the purpose of purchasing, administrating and holding the Company's shares for the Share Award Scheme. Total number of shares which may be granted to the selected participants under the Share Award Scheme shall not exceed 10% of the total issued share capital (i.e. 77,000,000 shares) of the Company as at the adoption date. The maximum number of shares which may be awarded to a selected participant under the scheme shall not exceed 1% of the issued share capital (i.e. 7,700,000 shares) of the Company as at the adoption date. The Share Award Scheme shall be valid and effective for a term of ten years commencing from the adoption date.

28. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

Share award scheme of the Company (Continued)

During the year ended 31 December 2023, equity-settled share-based payment expenses of HK$4,885,000 (2022: HK$4,801,000) were recognised in profit or loss.

The Group granted 400,000 shares under the Share Award Scheme during the year ended 31 December 2023.

All the shares granted under the Share Award Scheme for the year ended 31 December 2023 and 2022 represented existing shares purchases by the trustee on the market.

Share award scheme of the Company

Eligible participants

The eligible participants of the Share Award Scheme are employees (including any executive and non-executive director of any member of the Group) and agents (the person who render his service exclusively for any Group Company in relation to sale of products or service of the Group).

Total number of shares available for grant

At 1 January 2023, the number of shares available for grant was 37,128,000, representing approximately 4.8% of the Company's shares in issue at that date. The Share Award Scheme was expired on 30 December 2023.

Exercisable period under the Share Award Scheme

No exercise period for awarded shares was set.

Vesting period

The vesting period of the share awards shall be determined by the Board at the time of grant of such share awards.

Acceptance price

No consideration is payable on application or acceptance of an award under the Share Award Scheme.

Basic of determining the purchase price of shares awarded

The purchase price of each awarded share shall be determined by the Board at the time of grant of the share awards under the Share Awards Scheme.

Remaining life of the Share Award Scheme

The Share Award Scheme was expired on 30 December 2023.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

28. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

Share award scheme of the Company (Continued)

Details of the share awards granted are as follows:

For the year ended 31 December 2023

Category/Name	Date of approval by Board	Date of award	Number of awarded shares	Fair value per share at date of grant	Vesting period	Outstanding as at 1 January 2023	Granted/ (lapsed) during the year	Vested during the year	Outstanding as at 31 December 2023	Closing price per share before date of grant
				HK$						HK$
Directors										
Lau Chuk Kin	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	(200,000)	–	0.70
Lam Mei Lan	16.11.2020	16.11.2020	1,280,000	0.68	36 months	1,280,000	–	(1,280,000)	–	0.70
Lam Mei Lan	16.11.2020	16.11.2020	2,560,000	0.68	60 months	2,560,000	–	–	2,560,000	0.70
Chu Chun Wan	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	(200,000)	–	0.70
Li Hoi, David	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	(200,000)	–	0.70
Guo Junsheng	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	(200,000)	–	0.70
Yeung Ka Sing	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	(200,000)	–	0.70
Lee Hau Leung	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	(200,000)	–	0.70
Lee Hau Leung	20.12.2023	20.12.2023	200,000	1.10	24 months	–	200,000	–	200,000	1.10
Ng Lai Man Carmen	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	(200,000)	–	0.70
Ho Tai Wai, David	20.12.2023	20.12.2023	200,000	1.10	24 months	–	200,000	–	200,000	1.10
					Sub-total	**5,240,000**	**400,000**	**(2,680,000)**	**2,960,000**	
Five Highest Paid Individual 2023 (excluding Directors)										
	30.09.2020	30.09.2020	936,000	0.65	37 months	936,000	–	(936,000)	–	0.65
	30.09.2020	30.09.2020	4,984,000	0.65	61 months	1,876,000	–	–	1,876,000	0.65
					Sub-total	**2,812,000**	**–**	**(936,000)**	**1,876,000**	

28. SHARE-BASED EMPLOYEE COMPENSATION (continued)

Share award scheme of the Company (Continued)

Category/Name	Date of approval by Board	Date of award	Number of awarded shares	Fair value per share at date of grant	Vesting period	Outstanding as at 1 January 2023	Granted/ (lapsed) during the year	Vested during the year	Outstanding as at 31 December 2023	Closing price per share before date of grant
				HK$						HK$
Other employees	30.09.2020	30.10.2020	4,984,000	0.69	36 months	4,876,000	–	(4,876,000)	–	0.69
	30.09.2020	30.10.2020	500,000	0.69	41 months	500,000	–	–	500,000	0.69
	30.09.2020	30.10.2020	56,000	0.69	52 months	56,000	–	–	56,000	0.69
	30.09.2020	30.10.2020	500,000	0.69	53 months	500,000	–	–	500,000	0.69
	30.09.2020	30.10.2020	10,624,000	0.69	60 months	10,008,000	–	–	10,008,000	0.69
	30.09.2020	30.10.2020	1,000,000	0.69	65 months	1,000,000	–	–	1,000,000	0.69
	30.09.2020	30.10.2020	116,000	0.69	76 months	116,000	–	–	116,000	0.69
	30.09.2020	30.10.2020	1,000,000	0.69	77 months	1,000,000	–	–	1,000,000	0.69
	16.11.2020	16.11.2020	400,000	0.68	36 months	400,000	–	(400,000)	–	0.70
	16.11.2020	16.11.2020	428,000	0.68	43 months	428,000	–	–	428,000	0.70
	16.11.2020	16.11.2020	860,000	0.68	67 months	860,000	–	–	860,000	0.70
	01.09.2022	01.09.2022	88,000	0.93	16 months	88,000	–	(88,000)	–	0.94
	01.09.2022	01.09.2022	228,000	0.93	24 months	228,000	–	–	228,000	0.94
	01.09.2022	01.09.2022	1,400,000	0.93	38 months	1,400,000	–	–	1,400,000	0.94
					Sub-total	21,460,000	–	(5,364,000)	16,096,000	
Total						29,512,000	400,000	(8,980,000)	20,932,000	

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

28. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

Share award scheme of the Company (Continued)

Details of the share awards granted are as follows:

For the year ended 31 December 2022

Category/Name	Date of approval by Board	Date of award	Number of awarded shares	Fair value per share at date of grant	Vesting period	Outstanding as at 1 January 2022	Granted/ (lapsed) during the year	Outstanding as at 31 December 2022	Closing price per share before date of grant
				HK$					HK$
Directors									
Lau Chuk Kin	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	200,000	0.70
Lam Mei Lan	16.11.2020	16.11.2020	1,280,000	0.68	36 months	1,280,000	–	1,280,000	0.70
Lam Mei Lan	16.11.2020	16.11.2020	2,560,000	0.68	60 months	2,560,000	–	2,560,000	0.70
Chu Chun Wan	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	200,000	0.70
Li Hoi, David	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	200,000	0.70
Guo Junsheng	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	200,000	0.70
Yeung Ka Sing	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	200,000	0.70
Lee Hau Leung	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	200,000	0.70
Ng Lai Man Carmen	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	200,000	0.70
					Sub-total	5,240,000	–	5,240,000	
Five Highest Paid Individual 2022 (excluding Directors)									
	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	200,000	0.70
	30.09.2020	30.09.2020	936,000	0.65	37 months	936,000	–	936,000	0.65
	30.09.2020	30.09.2020	4,984,000	0.65	61 months	1,876,000	–	1,876,000	0.65
					Sub-total	3,012,000	–	3,012,000	

28. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

Share award scheme of the Company (Continued)

Category/Name	Date of approval by Board	Date of award	Number of awarded shares	Fair value per share at date of grant	Vesting period	Outstanding as at 1 January 2022	Granted/ (lapsed) during the year	Outstanding as at 31 December 2022	Closing price per share before date of grant
				HK$	HK$				
Other employees									
	30.09.2020	30.10.2020	4,984,000	0.69	36 months	4,876,000	–	4,876,000	0.69
	30.09.2020	30.10.2020	500,000	0.69	41 months	500,000	–	500,000	0.69
	30.09.2020	30.10.2020	56,000	0.69	52 months	56,000	–	56,000	0.69
	30.09.2020	30.10.2020	500,000	0.69	53 months	500,000	–	500,000	0.69
	30.09.2020	30.10.2020	10,624,000	0.69	60 months	10,008,000	–	10,008,000	0.69
	30.09.2020	30.10.2020	1,000,000	0.69	65 months	1,000,000	–	1,000,000	0.69
	30.09.2020	30.10.2020	116,000	0.69	76 months	116,000	–	116,000	0.69
	30.09.2020	30.10.2020	1,000,000	0.69	77 months	1,000,000	–	1,000,000	0.69
	16.11.2020	16.11.2020	200,000	0.68	36 months	200,000	–	200,000	0.70
	16.11.2020	16.11.2020	428,000	0.68	43 months	428,000	–	428,000	0.70
	16.11.2020	16.11.2020	860,000	0.68	67 months	860,000	–	860,000	0.70
	01.09.2022	01.09.2022	88,000	0.93	16 months	–	88,000	88,000	0.94
	01.09.2022	01.09.2022	228,000	0.93	24 months	–	228,000	228,000	0.94
	01.09.2022	01.09.2022	1,400,000	0.93	38 months	–	1,400,000	1,400,000	0.94
					Sub-total	19,544,000	1,716,000	21,260,000	
					Total	27,796,000	1,716,000	29,512,000	

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

29. RESERVES

Group

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 042 to 043. Nature and purpose of the reserves is as follows:

(a) ***Share premium***

The application of the share premium account is governed by Section 40 of Bermuda Companies Act 1981 (as amended).

(b) ***Exchange reserve***

Exchange differences arising from the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong Dollars) are recognised directly in other comprehensive income and accumulated in the exchange reserve. The reserve is dealt with in accordance with the accounting policy of foreign currencies set out in Note 2.5.

(c) ***Merger reserve***

This represented the difference between the par value of the shares of the Company issued in exchange for the entire share capital of 1010 Group Limited pursuant to the group reorganisation on 20 June 2011.

(d) ***Contributed surplus***

The contributed surplus represents the difference between the costs of investment in subsidiaries acquired pursuant to the Group's reorganisation prior to the listing of the Company's shares and the nominal value of the Company's shares issued in exchange thereof.

The Company's reserves available for distribution comprise its contributed surplus and retained earnings.

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus, if:

(i) it is, or would after the payment be, unable to pay its liabilities as they become due; or

(ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

(e) ***Other reserve***

This represents the difference between the proportionate share of the carrying amount of its subsidiaries' net assets and the consideration paid for the additional interests when the Group acquired non-controlling interests.

29. RESERVES (Continued)

Group (Continued)

(f) ***Statutory reserve***

In accordance with the relevant laws and regulations of the PRC, the PRC subsidiary is required to appropriate 10% of its profit after tax, prepared in accordance with the accounting regulation in the PRC, to the statutory reserve fund until the statutory reserve balance reaches 50% of the registered capital. Such reserve may be used to reduce any losses incurred or to increase capital.

(g) ***Put option reserve***

This represented the present value of the expected redemption amount of the Put Option at the grant date in 2017. The option was expired during the year ended 31 December 2021.

(h) ***Employee compensation reserve***

This represented cumulative expenses recognised in respect of the granting of share awards to the employees over the vesting period.

(i) ***Share award scheme reserve***

For share award scheme, when the trustee purchases the Company's shares from the open market, the consideration paid, including any directly attributable incremental costs, is presented as share award scheme reserve and deducted from total equity.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2023

29. RESERVES (Continued)

Company

Movements of the Company's reserves are as follows:

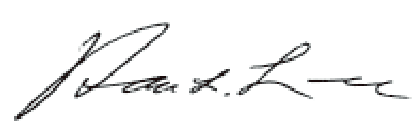
	Share premium	Contributed surplus	Proposed dividend	Employee compensation reserve	Shares award scheme reserve	Retained earnings	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Balance as at 1 January 2022	173,078	310,125	46,200	5,356	(21,618)	21,851	534,992
Recognition of equity-settled share-based payment expenses	–	–	–	4,801	–	–	4,801
Profit for the year	–	–	–	–	–	87,021	87,021
Dividend income in relation to share award	–	–	–	–	–	2,662	2,662
2021 final dividend paid	–	–	(46,200)	–	–	–	(46,200)
2022 Interim dividend paid	–	–	–	–	–	(23,100)	(23,100)
2022 proposed final dividend	–	–	53,900	–	–	(53,900)	–
2022 proposed special dividend	–	–	23,100	–	–	(23,100)	–
Balance as at 31 December 2022 and 1 January 2023	173,078	310,125	77,000	10,157	(21,618)	11,434	560,176
Recognition of equity-settled share-based payment expenses	–	–	–	4,885	–	–	4,885
Share vested under share award scheme	–	–	–	(6,149)	6,562	(413)	–
Profit for the year	–	–	–	–	–	90,068	90,068
Dividend income in relation to share award	–	–	–	–	–	3,846	3,846
2022 final dividend paid	–	–	(53,900)	–	–	–	(53,900)
2022 special dividend paid	–	–	(23,100)	–	–	–	(23,100)
2023 Interim dividend paid	–	–	–	–	–	(23,100)	(23,100)
2023 proposed final dividend	–	–	61,600	–	–	(61,600)	–
Balance as at 31 December 2023	173,078	310,125	61,600	8,893	(15,056)	20,235	558,875

30. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

	Notes	2023	2022
		HK$'000	HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Investments in subsidiaries		313,876	313,876
Current assets			
Other receivables		372	1,220
Amounts due from subsidiaries		252,485	253,054
Tax recoverable		–	6
Cash and bank balances		13	176
		252,870	254,456
Current liabilities			
Other payables		136	424
Amounts due to subsidiaries		30	32
Tax payables		5	–
		171	456
Net current assets		252,699	254,000
Net assets		566,575	567,876
EQUITY			
Share capital	28	7,700	7,700
Reserves	29	558,875	560,176
Total equity		566,575	567,876

On behalf of the directors

Lau Chuk Kin
Director



Lee Hau Leung
Director

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

31. CAPITAL COMMITMENTS

	2023	2022
	HK$'000	HK$'000
Commitments for acquisition of property, plant and equipment	5,072	25,531

32. BUSINESS COMBINATION

(a) Acquisition of Quarto

During the period from 1 January 2022 up to 26 January 2022, the Group further increased its shareholdings from 41.2% to 44.6% in Quarto with a total consideration of HK$19,280,000 through the open market purchases of shares of Quarto.

On 1 April 2022, the Group acquired 4.6% of the issued share of Quarto from an independent third party, at a consideration of HK$23,130,000. Quarto is a company incorporated in the United States with its shares listed on the Main Market of the London Stock Exchange. Quarto is principally engaged in illustrated book publishing. After the Acquisition, the Group held 49.2% of the equity interest in Quarto. The Directors considered Quarto as a subsidiary of the Company as the Group gained control over Quarto thereafter. The principal reason for this acquisition was establish the Group's diversification strategy to establish the publishing business to generate synergistic value and bring in additional potential revenue for the book printing segment of the Group.

Summarised financial information of Quarto and its subsidiaries (the "Quarto Group") is as follows:

	Year ended 31 December 2023	Year ended 31 December 2022
	HK$'000	HK$'000
		(Note (i))
Revenue	–	216,203
Profit for the year	–	15,016
Other comprehensive income	–	–
Total comprehensive income	–	15,016
Dividends received from an associate	–	–
Share of profit of associate	–	6,503

Note:

(i) The amount referring to the contribution from the Quarto Group to the Group as an associate from 1 January 2022 to 31 March 2022.

32. BUSINESS COMBINATION (Continued)

(a) Acquisition of Quarto (Continued)

The Acquisition of the Quarto shares in 2022 resulted in the disposal of the interest in an associate. The Group re-measured the fair value of its previously held equity interest in Quarto as at the date of the disposal. The excess of the fair value of the previously held equity interest over the carrying value of Quarto of HK$31,285,000 was recognised as gain on disposal of investment in an associate included in "Other income" in the consolidated statement of profit or loss and other comprehensive income in 2022.

	HK$'000
Fair value of previously held equity interest	248,942
Less: carrying amount of previous equity interest	(211,728)
	37,214
Release of exchange reserve	(5,929)
Gain on disposal of an associate	31,285

Details of the fair value of identifiable assets and liabilities of the Quarto Group acquired, purchase consideration and goodwill arising from the acquisition were as follows:

	HK$'000
Property, plant and equipment	4,409
Right-of-use assets	32,892
Intangible assets	224,636
Inventories	165,955
Trade and other receivables	307,981
Cash and bank balances	84,299
Trade and other payables	(332,209)
Bank and other borrowings	(105,174)
Lease liabilities	(35,932)
Provisions for taxation	(66,417)
Deferred tax liabilities	(6,896)
Identifiable assets acquired and liabilities assumed	273,544
Non-controlling interest's proportionate share in identifiable assets	(138,859)
Fair value of net assets acquired	134,685
Purchase consideration – cash paid during the year	23,130
Fair value of previously held equity interest	248,942
Goodwill (Note 17)	137,387
Cash and cash equivalents acquired	84,299
Purchase consideration settled in cash	(23,130)
Cash inflow on acquisition of a subsidiary	61,169

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

32. BUSINESS COMBINATION (continued)

(a) Acquisition of Quarto (Continued)

The fair value of trade and other receivables acquired as of the acquisition date amounted to HK$307,981,000. None of these receivables have been impaired and it is expected that the full contractual amounts can be collected.

Goodwill of HK$137,387,000, which is not deductible for tax purposes, mainly represented the value of expected synergies arising from the combination of the book publishing business with the existing operations of the Group.

Since the acquisition date to 31 December 2022, Quarto had contributed HK$875,892,000 to group revenues and HK$113,617,000 to group net profit. If the acquisition had occurred on 1 January 2022, group revenue and profit after income tax would have been HK$2,673,836,000 and group profit for the period would have been HK$294,322,000.

The acquisition-related costs of HK$1,224,000 arose as a result of the transaction. These have been recognised as part of administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

Between 1 April 2022 and 31 December 2022, the Group further increased its shareholdings in Quarto with a total consideration of HK$5,898,000 through the open market and Independent Third Parties to purchases the shares of Quarto.

(b) Acquisition of book printing business

On 24 May 2022, OPUS Group Pty Limited ("OPUS"), a non-wholly owned subsidiary of the Company, entered into a business acquisition agreement with Ovato Limited ("Ovato"), an independent third party, pursuant to which, OPUS has conditionally agreed to purchase and Ovato has conditionally agreed to sell its book printing business at an initial consideration of AUD 8,500,000 (equivalent to approximately HK$47,175,000, subject to adjustments as the note below) ("Acquisition of Business"). As all conditions precedent to the business acquisition agreement have been satisfied or waived in accordance with the terms and conditions therein, the Acquisition of Business was completed on 17 June 2022 and was accounted for using acquisition method. The principal reason for this acquisition was to develop strong business connection established with several renowned publishers and consolidate the Group's strong presence in the book printing industry in Australia.

32. BUSINESS COMBINATION (Continued)

(b) Acquisition of book printing business (Continued)

Details of the fair value of identifiable assets and liabilities of the acquired business ("Acquired Business"), purchase consideration and goodwill arising from the acquisition were as follows:

	HK$'000
Property, plant and equipment	2,813
Right-of-use assets	4,097
Inventories	20,399
Trade and other receivables	33,520
Deferred tax asset	2,853
Trade and other payables	(13,386)
Lease liabilities	(4,097)
Provisions	(9,857)
Fair value of net assets acquired	36,342
Consideration	
– Cash consideration paid during the year	47,175
– Deferral consideration	2,198
Goodwill (Note 17)	13,031

The fair value of trade and other receivables acquired as of the acquisition date amounted to HK$33,520,000. None of these receivables have been impaired and it is expected that the full contractual amounts can be collected.

Goodwill of HK$13,031,000, which is not deductible for tax purposes, mainly represented the value of expected synergies arising from the combination of the Acquired Business with the existing operations of the Group.

Since the acquisition date to 31 December 2022, the Acquired Business has contributed HK$102,322,000 to revenue and a loss of HK$7,246,000 to the Group. If the acquisition had occurred on 1 January 2022, the Group's revenue and profit after income tax would have been HK$585,046,000 and HK$7,942,000 respectively for the year ended 31 December 2022.

During 2022, the acquisition-related costs of HK$3,741,000 arose as a result of the transaction. These have been recognised as part of administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

33. NON-CONTROLLING INTERESTS

Material non-controlling interests

As at 31 December 2023, the subsidiaries of the Group which have material non-controlling interests included (1) Left Field Printing Group Limited, a 59.99% (2022: 59.97%) owned subsidiary of the Company, and its subsidiaries (the "Left Field Group"), (2) Regent, a 75% (2022: 75%) owned subsidiary of the Company, and The Quarto Group, Inc. a 50.08% (2022: 50.07%) owned subsidiary of the Company, and its subsidiaries (the "Quarto Group"). The NCI of other subsidiaries that are not 100% owned by the Group are considered to be immaterial. Summarised financial information in relation to non-controlling interests of the Left Field Group and Regent, before intra-group eliminations, is presented below:

	Left Field Group		Regent		Quarto Group	
	2023	2022	2023	2022	2023	2022
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Proportion of ownership interests and voting rights held by non-controlling interests	40.01%	40.03%	25%	25%	49.92%	49.93%
For the year ended 31 December						
Revenue	558,038	505,361	122,857	143,507	1,011,291	916,022
Profit for the year	33,333	11,224	20,244	27,377	75,080	113,617
Total comprehensive income/(loss)	32,766	(3,373)	20,244	27,377	80,042	109,515
Profit allocated to non-controlling interests	13,336	4,585	5,061	6,844	37,480	56,791
Dividends paid to non-controlling interests	–	6,068	6,750	6,000	–	–
For the year ended 31 December						
Cash generated from operating activities	83,704	4,034	14,265	27,157	309,070	182,714
Cash generated from/(used in) investing activities	(27,753)	(96,936)	964	(5)	(135,447)	(139,192)
Cash used in financing activities	(19,483)	(32,930)	(28,229)	(25,553)	(121,195)	(158,121)
Net cash inflows/(outflows)	36,468	(125,832)	13,000	1,599	52,428	(114,599)
At 31 December						
Current assets	288,116	267,205	46,205	59,883	601,345	586,101
Non-current assets	114,691	106,921	1,933	3,291	267,730	417,599
Current liabilities	(95,786)	(93,842)	(27,323)	(35,603)	(342,794)	(335,994)
Non-current liabilities	(19,468)	(25,497)	–	–	(63,867)	(143,138)
Net assets	287,553	254,787	20,815	27,571	462,414	524,568
Accumulated non-controlling interests	115,049	101,981	5,204	6,892	230,837	190,845

34. RELATED PARTY TRANSACTIONS AND BALANCES

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. In addition to those balances and transactions disclosed elsewhere, details of other significant transactions between the Group and other related parties during the year are disclosed as follows:

From the period 1 January 2022 to 31 March 2022, the Group derived printing income of HK$38,456,000 from Quarto Group (Note 33(a)). From the period 1 January 2022 to 31 March 2022, the Group also earned interest income of HK$845,000 from Quarto Group.

During the year ended 2022, OPUS Group Pty Limited ("OPUS"), a non-wholly owned subsidiary of the Company, entered into an agreement with Mr. Lau Chuk Kin, the director and substantial shareholder of the Company. OPUS agreed to dispose the Convertible Note A at consideration of AUD2,000,000 (equivalent to approximately HK$9,900,000) to Mr. Lau. The directors are of the opinion that the consideration of the Convertible Note A was fair and reasonable and the Convertible Note Disposal was on normal commercial terms.

Compensation of key management personnel

The key management personnel of the Group are the directors of the Company. Remuneration of the key management personnel is determined by the remuneration committee having regard to the performance of individuals and market trends. Details of the remuneration paid to them are set out in Note 10(a) to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

35. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Name of company	Date of incorporation/ establishment	Place/Country of incorporation/establishment and kind of legal entity	Class of shares	Issued and fully paid share capital/ registered capital	Percentage of issued capital held by the Company^	Principal activities and place of operations
1010 Group Limited	10 January 2005	Hong Kong, limited liability company	Ordinary	HK$177,000,000	100%	Investment holding, Hong Kong
1010 Printing International Limited 匯星印刷國際有限公司	10 January 2005	Hong Kong, limited liability company	Ordinary	HK$1	100%	Printing, Hong Kong
1010 Printing Asia Limited	3 April 2007	Hong Kong, limited liability company	Ordinary	HK$1	100%	Printing, Hong Kong
1010 Printing (UK) Limited	2 January 2007	United Kingdom, limited liability company	Ordinary	British Pounds ("GBP") 1,000	100%	Printing services, United Kingdom
Anson Worldwide Limited	8 November 2002	British Virgin Islands ("BVI"), limited liability company	Ordinary	United States Dollars ("US$")10,000	93%	Investment holding, Hong Kong
1010 Printing Limited 匯星印刷有限公司	5 February 2010	Hong Kong, limited liability company	Ordinary	HK$1,000,000	100%	Printing, Hong Kong
Naturbest Investments Limited	15 August 2006	BVI, limited liability company	Ordinary	US$1	100%	Investment holding, Hong Kong
O. G. Printing Productions Limited 海濤製作有限公司	11 August 1989	Hong Kong, limited liability company	Ordinary	HK$500,000	100%	Provision of graphic design, Hong Kong
Oceanic Graphic International Inc.	12 August 2011	USA, limited liability company	Ordinary	US$100,000	100%	Printing, USA
惠州市滙星印刷有限公司	28 January 2011	PRC, sino-foreign equity enterprise	N/A	RMB150,000,000 (registered capital)	100%	Production and distribution of books and publications, PRC
Investor Vantage Limited	12 November 2012	BVI, limited liability company	Ordinary	US$1	100%	Investment holding, Hong Kong
Asia Pacific Offset Limited	15 December 1978	Hong Kong, limited liability company	Ordinary	HK$3,273,369	100%	Provision of printing services, Hong Kong
OPUS Group Pty. Ltd.^^^	7 June 1983	Australia, limited liability company	Ordinary	AUD$26,234,000	59.99% (2022: 59.97%)	Investment holding, Australia
CanPrint Communications Pty Limited^^^	4 September 1997	Australia, limited liability company	Ordinary	AUD$17,333	59.99% (2022: 59.97%)	Production and distribution of published content, Australia
Ligare Pty Ltd^^^	17 September 1979	Australia, limited liability company	Ordinary	AUD$4	59.99% (2022: 59.97%)	Production and distribution of published content, Australia
McPherson's Printing Pty. Ltd. ^^^	1 November 1971	Australia, limited liability company	Ordinary	AUD$10,000	59.99% (2022: 59.97%)	Production and distribution of published content, Australia
Griffin Press Printing Pty Ltd (formerly known as Integrated Print and Logistics Management Pty Ltd)^^^	5 February 1999	Australia, limited liability company	Ordinary	AUD2,300	59.99% (2022: 59.97%)	Production and distribution of published content, Australia
C.O.S. Printers Pte Limited	19 July 1980	Singapore, limited liability company	Ordinary	Singapore Dollars 6,000,000	100%	Production and distribution of published content, Singapore
Asia Pacific Offset Group Limited	2 July 2008	Hong Kong, limited liability company	Ordinary	HK$1,000	100%	Provision of printing services, Hong Kong
Bookbuilders BVI Limited	25 May 1993	BVI, limited liability company	Ordinary	US$10,000	100%	Investment holding, Hong Kong
Regent Publishing Services Limited 麗晶出版社有限公司	23 October 1985	Hong Kong, limited liability company	Ordinary	HK$10,000	75%	Provision of printing services, Hong Kong
Left Field Printing Group Limited ^^ 澳獅環球集團有限公司	18 April 2018	Bermuda, limited liability company	Ordinary	HK$5,069,000	59.99% (2022: 59.97%)	Investment holding, Hong Kong
Papercraft Sdn. Bhd.	15 April 1993	Malaysia, limited liability company	Ordinary	MYR5,000,000	93%	Provision of printing services, Malaysia
The Quarto Group, Inc.^^^^	10 October 1986	United States, limited liability company	Ordinary	US$4,088,910	50.08% (2022: 50.07%)	Investment holding, United States

35. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of company	Date of incorporation/ establishment	Place/Country of incorporation/establishment and kind of legal entity	Class of shares	Issued and fully paid share capital/ registered capital	Percentage of issued capital held by the Company^	Principal activities and place of operations
Quarto Publishing Group USA Inc.^^^^^	28 June 2004	United States, limited liability company	Ordinary	US$3.80	50.08% (2022: 50.07%)	Publishing, United States
Quarto, Inc. ^^^^^	16 October 1986	United States, limited liability company	Ordinary	86 shares of no par value	50.08% (2022: 50.07%)	Investment holding, United States
Quarto Publishing plc ^^^^^	1 April 1976	United Kingdom, limited liability company	Ordinary	GBP100,000	50.08% (2022: 50.07%)	Publishing, United Kingdom
QEB Publishing Inc ^^^^^	27 April 2004	United States, limited liability company	Ordinary	1500 shares of no par value	50.08% (2022: 50.07%)	Dormant, United States
Quarto Marketing Inc ^^^^^	26 April 1995	United States, limited liability company	Ordinary	3000 shares of no par value	50.08% (2022: 50.07%)	Investment holding, United States
EYE Quarto Inc ^^^^^	19 December 2002	United States, limited liability company	Ordinary	1000 shares of no par value	50.08% (2022: 50.07%)	Dormant, United States
Quarto Media Inc ^^^^^	10 December 2010	United States, limited liability company	Ordinary	US$1,000	50.08% (2022: 50.07%)	Dormant, United States
Frances Lincoln Limited ^^^^^	15 December 1980	United Kingdom, limited liability company	Ordinary	GBP56,500	50.08% (2022: 50.07%)	Dormant, United Kingdom
Books & Gifts Direct Limited ^^^^^	27 September 1996	New Zealand, limited liability company	Ordinary	NZ$400,000	50.08% (2022: 50.07%)	Dormant, New Zealand
Global Book Publishing Pty Limited ^^^^^	7 July 1986	United Kingdom, limited liability company	Ordinary	GBP1,000	50.08% (2022: 50.07%)	Dormant, United Kingdom
Apple Press Limited ^^^^^	5 June 1984	United Kingdom, limited liability company	Ordinary	GBP100	50.08% (2022: 50.07%)	Dormant, United Kingdom
A. P. Screen Printers Limited ^^^^^	30 September 1980	United Kingdom, limited liability company	Ordinary	GBP1,000	50.08% (2022: 50.07%)	Dormant, United Kingdom
Aurum Press Limited ^^^^^	31 May 1977	United Kingdom, limited liability company	Ordinary	GBP382,502	50.08% (2022: 50.07%)	Investment holding, United Kingdom
Cartographica Press Limited ^^^^^	27 July 1981	United Kingdom, limited liability company	Ordinary	GBP1,000	50.08% (2022: 50.07%)	Dormant, United Kingdom
Design Eye Holdings Limited ^^^^^	22 June 1992	United Kingdom, limited liability company	Ordinary	GBP200	50.08% (2022: 50.07%)	Investment holding, United Kingdom
Frances Lincoln Publishers Limited ^^^^^	11 March 1987	United Kingdom, limited liability company	Ordinary	GBP100	50.08% (2022: 50.07%)	Dormant, United Kingdom
Fine Wine Editions Limited ^^^^^	23 June 1949	United Kingdom, limited liability company	Ordinary	GBP9,020	50.08% (2022: 50.07%)	Dormant, United Kingdom
IQON Editions Limited ^^^^^	5 December 1972	United Kingdom, limited liability company	Ordinary	GBP300	50.08% (2022: 50.07%)	Investment holding, United Kingdom
JR Books Limited ^^^^^	9 September 1986	United Kingdom, limited liability company	Ordinary	GBP43,004	50.08% (2022: 50.07%)	Dormant, United Kingdom
Lewes Holdings Limited ^^^^^	21 July 2005	United Kingdom, limited liability company	Ordinary	GBP208.40	50.08% (2022: 50.07%)	Investment holding, United Kingdom
Marshall Editions Limited ^^^^^	7 February 2002	United Kingdom, limited liability company	Ordinary	GBP1	50.08% (2022: 50.07%)	Dormant, United Kingdom
Marshall Publishing Limited ^^^^^	7 February 2002	United Kingdom, limited liability company	Ordinary	GBP1	50.08% (2022: 50.07%)	Dormant, United Kingdom
QU: ID Publishing Limited ^^^^^	30 September 1980	United Kingdom, limited liability company	Ordinary	GBP100	50.08% (2022: 50.07%)	Dormant, United Kingdom
Quantum Books Limited ^^^^^	7 February 1983	United Kingdom, limited liability company	Ordinary	GBP100	50.08% (2022: 50.07%)	Dormant, United Kingdom
Quarto Children's Books Limited ^^^^^	6 January 1976	United Kingdom, limited liability company	Ordinary	GBP2	50.08% (2022: 50.07%)	Dormant, United Kingdom
Quarto Magazines Limited ^^^^^	20 May 1986	United Kingdom, limited liability company	Ordinary	GBP1,000	50.08% (2022: 50.07%)	Dormant, United Kingdom
Quarto Multi Media Limited ^^^^^	14 December 1984	United Kingdom, limited liability company	Ordinary	GBP1,000	50.08% (2022: 50.07%)	Dormant, United Kingdom
Quill Publishing Limited ^^^^^	14 May 1979	United Kingdom, limited liability company	Ordinary	GBP1,000	50.08% (2022: 50.07%)	Dormant, United Kingdom

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

35. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of company	Date of incorporation/ establishment	Place/Country of incorporation/establishment and kind of legal entity	Class of shares	Issued and fully paid share capital/ registered capital	Percentage of issued capital held by the Company^	Principal activities and place of operations
Quintessence Editions Limited ^^^^^	7 February 2002	United Kingdom, limited liability company	Ordinary	GBP1	50.08% (2022: 50.07%)	Dormant, United Kingdom
QED Publishing Limited ^^^^^	12 November 1974	United Kingdom, limited liability company	Ordinary	GBP400	50.08% (2022: 50.07%)	Dormant, United Kingdom
Quintet Publishing Limited ^^^^^	14 May 1979	United Kingdom, limited liability company	Ordinary	GBP100	50.08% (2022: 50.07%)	Dormant, United Kingdom
Small World Creations Limited ^^^^^	20 September 1997	United Kingdom, limited liability company	Ordinary	GBP1,536	50.08% (2022: 50.07%)	Dormant, United Kingdom
Design Eye Limited ^^^^^	18 March 1988	United Kingdom, limited liability company	Ordinary	GBP100	50.08% (2022: 50.07%)	Dormant, United Kingdom
Design Eye Publishing Limited ^^^^^	17 June 1992	United Kingdom, limited liability company	Ordinary	GBP2	50.08% (2022: 50.07%)	Dormant, United Kingdom
The Great American Trading Company Limited ^^^^^	24 February 1982	United Kingdom, limited liability company	Ordinary	GBP100	50.08% (2022: 50.07%)	Dormant, United Kingdom
iqu-digital.com Limited ^^^^^	30 November 1978	United Kingdom, limited liability company	Ordinary	GBP100	50.08% (2022: 50.07%)	Dormant, United Kingdom
The Ivy Press Limited ^^^^^	9 July 1996	United Kingdom, limited liability company	Ordinary	GBP10.42	50.08% (2022: 50.07%)	Dormant, United Kingdom
Quarto (JS) LLP ^^^^^	6 November 1998	United Kingdom, Limited liability partnership	N/A	N/A	50.08% (2022: 50.07%)	Dormant, United Kingdom
Quarto Group Limited (formerly known as Quarto China Company Limited)	16 March 2021	Hong Kong, limited liability company	Ordinary	HK$1	50.08% (2022: 50.07%)	Dormant, Hong Kong
iqu-digital.com Limited ^^^^^	30 November 1978	United Kingdom, limited liability company	Ordinary	GBP100	50.08% (2022: 50.07%)	Dormant, United Kingdom

^ Except for 1010 Group Limited, all subsidiaries are indirectly held by the Company.

^^ Left Field Printing Group Limited is listed on the Main Board of The Stock Exchange of Hong Kong Limited.

^^^ Subsidiaries of Left Field Printing Group Limited.

^^^^ The Quarto Group, Inc. is listed on the London Stock Exchange, and voluntarily cease to a publicly listed company on the London Stock Exchange (Note 40).

^^^^^ Certain bank loans of the Group are secured by share charges over of the equity interests of these subsidiaries (Note 22).

The directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the above list contains only the particulars of the subsidiaries which materially affect the results or assets of the Group.

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

36. NOTES SUPPORTING STATEMENT OF CASH FLOWS

During the year, the Group entered into new leases and recognised addition of right-of-use assets for leased properties and plant and equipment of HK$18,299,000 (2022: HK$64,346,000) and lease liabilities of HK$18,299,999 (2022: HK$64,346,000).

Reconciliation of liabilities arising from financial activities:

	Bank borrowings (Note 22)		Lease liabilities (Note 23)	
	2023	2022	2023	2022
	HK$'000	HK$'000	HK$'000	HK$'000
At 1 January	438,487	261,967	113,479	73,729
Changes from cash flows:				
Proceeds from new bank borrowings	150,000	345,000	–	–
Acquired from business combinations	–	105,174	–	40,029
Repayments of bank borrowings	(257,793)	(211,422)	–	–
Interest paid on bank borrowings	(28,735)	(12,611)	–	–
Principle portion of the lease liabilities paid	–	–	(39,593)	(45,194)
Interest portion of the lease liabilities paid	–	–	(7,042)	(5,004)
Total changes from financing cash flows	(136,528)	226,141	(46,635)	(10,169)
Other changes:				
Additions of lease liabilities	–	–	1,720	64,346
Lease modifications	–	–	79,397	(16,876)
Elimination on consolidation of a subsidiary	–	(62,143)	–	–
Exchange difference	(665)	(89)	710	(2,555)
Interest expenses	28,735	12,611	7,042	5,004
At 31 December	330,029	438,487	155,713	113,479

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

37. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial instrument risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance by closely monitoring the individual exposure.

The Group does not have written risk management policies and guidelines. However, the directors meet periodically to analyse and formulate strategies to manage the Group's exposure to a variety of risks which resulted from its operating and investing activities. Generally, the Group employs conservative strategies regarding its risk management to ensure appropriate measures are implemented on a timely and effective manner. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out as follows:

(a) Credit risk

The Group is exposed to credit risk in relation to its cash and cash equivalent, pledged deposits and trade and other receivables. The carrying amounts of each class of the above financial assets represent the Group's maximum exposure to credit risk in relation to financial assets.

To manage this risk arising from cash and cash equivalent and pledged deposit, the Group only transacts with reputable commercial banks which are all high-credit-quality financial institutions. There has been no recent history of default in relation to these financial institutions.

The directors consider the Group does not have a significant concentration of credit risk. The top 5 customers accounted for approximately 22% (2022: 21%) of total revenue during the year ended 31 December 2023. In this regard, the Group's trade and other receivables are actively monitored to avoid significant concentrations of credit risk.

The Group also continuously evaluates the credit risk of its customers to ensure appropriateness of the amount of credit granted. Credit terms are extended to customers based on the evaluation of individual customer's financial conditions. In addition, the Group reviews the recoverable amount of each individual trade debt at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. The credit policies have been followed by the Group consistently throughout the years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

For other receivables and lease receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of these receivables based on historical settlement records and past experience. The directors of the Company believe that there is no material credit risk inherent in the Group's outstanding balance of other receivables and deposits, except one individual debtor was identified as irrecoverable.

The Group measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The ECL on trade receivables is estimated using a provision matrix with reference to past default experience of the debtor, current market condition in relation to each debtor's exposure. The ECL also incorporated forward looking information with reference to general macroeconomic conditions that may affect the ability of the debtors to settle receivables.

37. FINANCIAL RISK MANAGEMENT (Continued)

(a) Credit risk (Continued)

As at 31 December 2023 and 2022, the Group recognised lifetime ECL for its trade receivables based on individually significant customer or the ageing of customers collectively that are not individually significant as follows:

	Weighted average lifetime ECL (%)	Gross carrying amount (HK$'000)	Loss allowance (HK$'000)
As at 31 December 2023			
Current (not past due)	1.03	510,436	(5,233)
1-30 days past due	2.14	58,783	(1,257)
31-90 days past due	7.20	36,434	(2,624)
More than 90 days past due	53.54	22,514	(12,055)
Individual assessment	100	9,583	(9,583)
		637,750	(30,752)
As at 31 December 2022			
Current (not past due)	0.97	472,786	(4,597)
1-30 days past due	3.46	79,295	(2,746)
31-90 days past due	6.34	27,100	(1,717)
More than 90 days past due	39.21	13,573	(5,322)
Individual assessment	100	16,038	(16,038)
		608,792	(30,420)

(b) Currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Most of the sales transactions of the Group are denominated in US$, AUD, GBP and Euros ("EUR") and there are expenses and capital expenditures denominated in US$, RMB and HK$. Certain trade receivables and trade payables of the Group are denominated in foreign currencies, mainly US$, AUD, GBP, RMB and EUR.

To mitigate the impact of exchange rate fluctuations, the Group continuously assesses and monitors the exposure to foreign currency risk. During the year, management of the Group had used foreign currency forward contracts to hedge the exposure to foreign exchange risk when the need arises.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

37. FINANCIAL RISK MANAGEMENT (Continued)

(b) Currency risk (Continued)

Foreign currencies denominated financial assets and liabilities are as follows:

2023

	US$'000	RMB'000	AUD'000	GBP'000	EUR'000
Trade and other receivables	28,123	10	2,321	11,342	1,401
Cash and bank balances	52,964	6,281	3,488	2,099	2,603
Trade and other payables	(5,452)	(534)	(170)	(6,992)	(675)
	75,635	5,757	5,639	6,449	3,329
Notional amounts of forward foreign exchange contracts	(2,901)	7,226	–	1,500	–
	72,734	12,983	5,639	7,949	3,329

2022

	US$'000	RMB'000	AUD'000	GBP'000	EUR'000
Trade and other receivables	19,499	63	2,889	10,349	895
Cash and bank balances	60,010	8,216	4,553	3,443	990
Trade and other payables	(2,633)	(219)	(116)	(7,792)	(783)
	76,876	8,060	7,326	6,000	1,102
Notional amounts of forward foreign exchange contracts	(1,000)	6,967	–	–	–
	75,876	15,027	7,326	6,000	1,102

37. FINANCIAL RISK MANAGEMENT (Continued)

(b) Currency risk (Continued)

The following table illustrates the sensitivity of the net results for the year and retained earnings in regards to the Group's financial assets and liabilities at the reporting date and the reasonably possible changes in the foreign exchange rates in the next 12 months to which the Group has significant exposure at the reporting date, based on the assumption that other variables are held constant. Changes in foreign exchange rates have no impact on the Group's other components of equity.

	2023		2022	
	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained earnings	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained earnings
		HK$'000		HK$'000
RMB	1.8%	257	8.9%	1,498
	(1.8%)	(257)	(8.9%)	(1,498)
AUD	0.6%	177	5.2%	2,008
	(0.6%)	(177)	(5.2%)	(2,008)
GBP	4.7%	3,673	9.9%	5,578
	(4.7%)	(3,673)	(9.9%)	(5,578)
EUR	2.7%	766	4.7%	430
	(2.7%)	(766)	(4.7%)	(430)

As HK$ is pegged to US$, management of the Company does not expect that the change in US$/HK$ will have significant impact on the consolidated financial statements.

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposure to currency risk.

(c) Interest rate risk

The Group has no financial assets and liabilities of material amounts with floating interest rates except for deposits held in banks and bank borrowings. Cash at bank earns interest at floating rates based on the daily bank deposits rates during the year. Any change in the interest rate promulgated by banks from time to time is not considered to have significant impact to the Group. The Group adopts centralised treasury policies in cash and financial management and focuses on reducing the Group's overall interest expense. Terms of repayment of bank borrowings are set out in Notes 23.

During the year, management did not consider it necessary to use interest rate swaps to hedge their exposure to interest rate risk as the interest rate risk exposure is not significant.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

37. FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements, its compliance with lending covenants and its relationships with its bankers to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term. The Group has net current assets of HK$991,454,000 (2022: HK$869,296,000) and net assets of HK$1,800,517 (2022: HK$1,654,961,000) as at 31 December 2023. In the opinion of the directors, the Group's exposure to liquidity risk is limited.

The following table details the remaining contractual maturities at each of the reporting dates of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payment computed using contractual rates or, if floating, based on current rates at the reporting date) and the earliest date the Group may be required to pay.

Specifically, for term loans which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity is required to pay, that is if the banks were to invoke the unconditional rights to call the loans with immediate effect.

	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 5 years	Over 5 years
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
As at 31 December 2023					
Non-derivative financial liabilities					
Trade and other payables	486,920	486,920	486,920	–	–
Bank borrowings	330,029	352,495	352,495	–	–
Lease liabilities	155,713	179,936	42,484	90,062	47,390
	972,662	1,019,351	881,899	90,062	47,390
As at 31 December 2022					
Non-derivative financial liabilities					
Trade and other payables	478,955	478,955	478,955	–	–
Bank borrowings	438,487	464,996	454,671	10,325	–
Lease liabilities	113,479	124,548	40,820	75,131	8,597
	1,030,921	1,068,499	974,446	85,456	8,597

37. FINANCIAL RISK MANAGEMENT (Continued)

(d) Liquidity risk (Continued)

The table that follows summarises the maturity analysis of those term loans with repayment on demand clause based on the agreed scheduled repayments set out in the loan agreements. The amounts included interest payments computed using contractual rates. As a result, these amounts are greater than the amounts disclosed in the "on demand" time band in the above maturity analysis. Taking into account the Group's financial position, the directors do not consider that it is probable that the banks will exercise their discretion to demand immediate repayment, the directors believe that such term loans will be repaid in accordance with the scheduled repayment dates as set out in the loan agreements.

	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 5 years
	HK$'000	HK$'000	HK$'000	HK$'000
Term loans subject to repayment on demand clause based on scheduled repayments:				
31 December 2023	330,029	352,495	201,604	150,891
31 December 2022	394,412	419,131	207,481	211,650

(e) Fair values

The directors consider the fair values of the Group's current financial assets and liabilities are not materially different from their carrying amounts because of the immediate or short-term maturity of these financial instruments. The fair values of non-current financial assets and liabilities were not disclosed because these are not materially different from their carrying amounts.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

38. SUMMARY OF FINANCIAL ASSETS AND LIABILITIES BY CATEGORY

The following table shows the carrying amount and fair value of financial assets and liabilities:

	2023		2022	
	Carrying amount	Fair value	Carrying amount	Fair value
	HK$'000	HK$'000	HK$'000	HK$'000
Financial assets				
Non-current assets				
Financial assets measured at amortised cost:				
– Lease receivables	–	–	533	533
Current assets				
Financial assets at fair value through profit or loss				
– Held for trading	238	238	11	11
Financial assets measured at amortised cost:				
– Trade and other receivables and deposits	690,117	690,117	661,868	661,868
– Lease receivables	–	–	1,165	1,165
– Pledged deposit	141	141	147	147
– Cash and bank balances	780,094	780,094	770,217	770,217
	1,470,590	1,470,590	1,433,941	1,433,941
Financial liabilities				
Current liabilities				
Financial liabilities measured at amortised cost:				
– Trade and other payables	486,920	486,920	478,955	478,955
– Bank borrowings	330,029	330,029	428,352	428,352
– Lease liabilities	36,179	36,179	36,390	36,390
Non-current liabilities				
Financial liabilities measured at amortised cost:				
– Bank borrowings	–	–	10,135	10,135
– Lease liabilities	119,534	119,534	77,089	77,089
	972,662	972,662	1,030,921	1,030,921

38. SUMMARY OF FINANCIAL ASSETS AND LIABILITIES BY CATEGORY (Continued)

(a) Financial instruments not measured at fair value

Financial instruments not measured at fair value include loan to an associate, lease receivables, cash and bank balances, pledged deposits and trade and other receivables and deposits, trade and other payables, financial liabilities arising from put options, bank borrowings and lease liabilities.

Due to their short term nature, the carrying value of cash and bank balances, trade and other receivables and deposits, loan to an associate, lease receivables, trade and other payables, bank borrowings and lease liabilities approximates fair value.

(b) Financial instruments measured at fair value

The fair value of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.

The valuation techniques and significant unobservable inputs used in determining the fair value measurement of level 2 and level 3 financial instruments, as well as the relationship between key observable inputs and fair value are set out below.

The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

– Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;

– Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

– Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

38. SUMMARY OF FINANCIAL ASSETS AND LIABILITIES BY CATEGORY (Continued)

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

	2023			
	Level 1 HK$'000	Level 2 HK$'000 (Note i)	Level 3 HK$'000 (Note ii)	Total HK$'000
Financial assets at fair value through profit or loss				
Forward foreign exchange contracts	–	238	–	–
Net fair values	–	238	–	–

	2022			
	Level 1 HK$'000	Level 2 HK$'000 (Note i)	Level 3 HK$'000 (Note ii)	Total HK$'000
Financial assets at fair value through profit or loss				
Forward foreign exchange contracts	–	11	–	11
Net fair values	–	11	–	11

(i) The fair value of forward exchange contracts is determined based on the applicable forward exchange rates prevailing at the reporting date.

(ii) The fair values of the unlisted convertible note in Level 3 is denominated in AUD. Fair value of unlisted convertible note included in level 3 has been determined based on fair values of underlying investments and contractual cash flows determined by the directors of the Company with reference to the valuation performed by independent professional valuer.

The following table gives information about how the fair value of the financial assets are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Level 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

38. SUMMARY OF FINANCIAL ASSETS AND LIABILITIES BY CATEGORY (Continued)

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

Financial items	Fair value at 2023 HK$'000	Fair value at 2022 HK$'000	Fair value hierarchy	Basis of fair value measurement/ valuation technique(s) and key input(s)	Significant unobservable inputs	Relationship of unobservable inputs to fair value
Forward foreign exchange contracts	238	11	Level 2	N/A	Risk free rate	The higher the risk free rate, the higher the fair value and vice versa
Unlisted convertible note	–	–	Level 3	Binomial Option Pricing Model	Volatility	The higher the positive volatility, the higher the fair value and vice versa

There were no transfers between levels during the year.

The movement of the convertible note during the year are as follows:

	2023 HK$'000	2022 HK$'000
Balance as at 1 January	–	–
Addition	–	13,875
Disposal	–	(9,900)
Fair value changes	–	(2,634)
Exchange differences	–	(1,341)
Balance as at 31 December	–	–

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

39. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Group's objectives when managing capital are:

- To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders;
- To support the Group's stability and growth; and
- To provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group has not adopted any formal dividend policy.

Management regards total equity as capital, for capital management purpose. The amount of capital as at 31 December 2023 amounted to approximately HK$1,800,517,000 (2022: HK$1,654,961,000), which management considers as satisfactory having considered the projected capital expenditures and the projected strategic investment opportunities.

The Group's overall strategy in capital management remains unchanged during the year.

40. EVENTS SUBSEQUENT TO THE YEAR

On 18 January 2024, The Quarto Group, voluntarily ceased to be a publicly listed company in the London Stock Exchange. The Group expected to achieve benefits from cost savings, plus administrative and transactional efficiencies after delisting from the London Stock Exchange.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and restated upon the adoption of the new or amended HKFRSs as appropriate, is set out below:

FINANCIAL RESULTS

	Financial year ended 31 December				
	2019	2020	2021	2022	2023
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Revenue and turnover	1,606,969	1,373,471	1,737,616	2,496,089	2,562,781
Profit before income tax	192,540	149,407	177,130	347,518	301,151
Income tax expense	(38,739)	(33,102)	(35,105)	(61,709)	(60,429)
Profit for the year	153,801	116,305	142,025	285,809	240,722
Attributable to:					
Owners of the Company	138,801	104,323	132,491	219,911	185,248
Non-controlling interests	15,000	11,982	9,534	65,898	55,474
Profit for the year	153,801	116,305	142,025	285,809	240,722

	As at 31 December				
	2019	2020	2021	2022	2023
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
ASSETS AND LIABILITIES					
Total assets	1,758,485	1,866,113	2,028,000	2,797,816	2,889,437
Total liabilities	(581,555)	(589,397)	(680,461)	(1,142,855)	(1,088,920)
Total equity	1,176,930	1,276,716	1,347,539	1,654,961	1,800,517

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors
Mr. Lau Chuk Kin *(Chairman)*
Ms. Lam Mei Lan
Mr. Chu Chun Wan

Non-Executive Directors
Mr. Li Hoi, David
Mr. Guo Junsheng

Independent Non-Executive Directors
Prof. Lee Hau Leung *(Lead Independent Non-Executive Director)*
Dr. Ng Lai Man, Carmen
Mr. Ho Tai Wai, David
Mr. Ng Siu On

COMPANY SECRETARY

Ms. Tan Lai Ming FCPA, FCCA

COMPLIANCE OFFICER

Mr. Lau Chuk Kin

AUTHORISED REPRESENTATIVES

Ms. Lam Mei Lan
Ms. Tan Lai Ming

BERMUDA RESIDENT REPRESENTATIVE

Conyers Corporate Services (Bermuda) Limited

AUDIT COMMITTEE

Dr. Ng Lai Man, Carmen *(Chairman)*
Prof. Lee Hau Leung
Mr. Ho Tai Wai, David
Mr. Ng Siu On

NOMINATION COMMITTEE

Mr. Lau Chuk Kin *(Chairman)*
Prof. Lee Hau Leung
Dr. Ng Lai Man, Carmen
Mr. Ho Tai Wai, David
Mr. Ng Siu On

REMUNERATION COMMITTEE

Prof. Lee Hau Leung *(Chairman)*
Mr. Lau Chuk Kin
Dr. Ng Lai Man, Carmen
Mr. Ho Tai Wai, David
Mr. Ng Siu On

AUDITOR

BDO Limited
Certified Public Accountants
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

LEGAL ADVISER

LF Legal
Suite 2004
20/F, Bonham Strand Trade Centre
No. 135 Bonham Strand
Sheung Wan
Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
No. 1 Queen's Road Central
Hong Kong

Standard Chartered Bank (Hong Kong) Limited
Standard Chartered Bank Building
4-4A Des Voeux Road Central
Hong Kong

SHARE REGISTRARS AND TRANSFER OFFICES

Principal Registrar
MUFG Fund Services (Bermuda) Limited
4th Floor North Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

Hong Kong Branch Registrar
Computershare Hong Kong Investor Services Limited
Shops 1712 – 1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Level 11 East Wing, NEO
123 Hoi Bun Road
Kwun Tong
Kowloon
Hong Kong

WEBSITE

www.lionrockgrouphk.com

STOCK CODE

1127

LION ROCK GROUP

www.lionrockgrouphk.com