

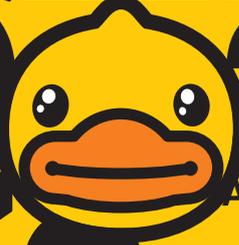
semk®

B.DUCK SEMK HOLDINGS INTERNATIONAL LIMITED
Incorporated in the Cayman Islands
with limited liability

B. Duck™

© SEMK Products Limited

ANNUAL REPORT 2023



Annual Report

2250

STOCK
CODE



B. Duck
B. DUCK

B. Duck

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IS MY NATURE

Playful

Playful

Playful

Be

B. DUCK BE PLAYFUL BORN TO

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Hui Ha Lam (*Chairman of the Board
and Chief Executive Officer*)

Mr. Kwok Chun Kit

Mr. Cheung Chin Yiu

Mr. Tse Tsz Leong

Non-Executive Directors

Mr. Li Xiang (*appointed on 28 April 2023*)

Mr. Chen Hongjiang (*resigned on 28 April 2023*)

Independent Non-Executive Directors

Ms. Leung Ping Fun Anita

Mr. Sung Chi Keung

Dr. Chan Kai Yue Jason, *MH, JP*

REMUNERATION COMMITTEE

Ms. Leung Ping Fun Anita (*Chairperson*)

Mr. Hui Ha Lam

Mr. Sung Chi Keung

NOMINATION COMMITTEE

Mr. Hui Ha Lam (*Chairman*)

Mr. Sung Chi Keung

Dr. Chan Kai Yue Jason, *MH, JP*

AUDIT COMMITTEE

Mr. Sung Chi Keung (*Chairman*)

Ms. Leung Ping Fun Anita

Dr. Chan Kai Yue Jason, *MH, JP*

COMPANY SECRETARY

Mr. Tse Tsz Leong (*HKICPA*)

AUTHORISED REPRESENTATIVES

(*for the purpose of the Listing Rules*)

Mr. Hui Ha Lam

Mr. Tse Tsz Leong

REGISTERED OFFICE

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit A6

25/F., TML Tower

3 Hoi Shing Road

Tsuen Wan

New Territories

Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Maples Fund Services (Cayman) Limited

P.O. Box 1093, Boundary Hall

Cricket Square

Grand Cayman, KY1-1102

Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited

2103B, 21/F

148 Electric Road

North Point

Hong Kong

COMPLIANCE ADVISER

China Everbright Capital Limited

12/F, Everbright Centre

108 Gloucester Road

Wan Chai

Hong Kong

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
11/F., The Center
99 Queen's Road Central
Hong Kong

Nanyang Commercial Bank, Limited
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Hong Kong

COMPANY WEBSITE

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LEGAL ADVISERS

As to Hong Kong laws

Jingtian & Gongcheng LLP
Suite 3203-3207, 32/F, Edinburgh Tower
The Landmark
15 Queen's Road Central
Hong Kong

As to Cayman Islands laws

Maples and Calder (Hong Kong) LLP
26th Floor
Central Plaza
18 Harbour Road
Wanchai, Hong Kong

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22/F, Prince's Building
Central, Hong Kong

STOCK CODE

2250



FINANCIAL HIGHLIGHTS

KEY FINANCIAL RATIOS

	FY2022 HK\$'000	FY2023 HK\$'000
Revenue	192,608	129,542
Profit/(loss) for the year	75,555	(46,691)
Profit/(loss) attributable to equity holders of the Company	75,555	(46,206)
Adjusted net profit/(loss) under non-HKFRS financial measures ⁽¹⁾	87,369	(40,588)
Adjusted net profit margin under non-HKFRS financial measures (%) ⁽²⁾	45.4	(31.3)

Notes:

- (1) Adjusted net profit/(loss) under non-HKFRS financial measures as profit/(loss) for the year attributable to equity holders of the Company excluding non-recurring listing expenses in FY2022 and share-based payment in FY2023.
- (2) Adjusted net profit margin under non-HKFRS financial measures for the year is calculated on adjusted net profit/(loss) attributable to equity holders of the Company under non-HKFRS financial measures for the year divided by revenue for the respective year.

	As at 31 December 2022	As at 31 December 2023
Segment gross profit margin (%) ⁽¹⁾	36.1	34.8
Net profit margin (%) ⁽²⁾	39.2	(36.0)
Return on equity (%) ⁽³⁾	21.5	(18.8)
Return on total assets (%) ⁽⁴⁾	18.3	(13.4)
Current ratio (times) ⁽⁵⁾	6.1	2.8
Quick ratio (times) ⁽⁶⁾	5.4	2.6
Gearing ratio (%) ⁽⁷⁾	N/A ⁽⁹⁾	17.5
Net debt to equity ratio (%) ⁽⁸⁾	N/A ⁽¹⁰⁾	N/A¹⁰

Notes:

- (1) No gross profit margin can be determined for character licensing business segment. Segment gross profit margin for each year is calculated based on revenue attributable to the Group's e-commerce and other business deducting cost of inventories sold divided by revenue attributable to the Group's e-commerce and other business for the respective year.
- (2) Net profit margin for each of the year is calculated based on net profit divided by revenue for the respective year.
- (3) Return on equity equals to profit for the year divided by total equity as at the end of the relevant year.
- (4) Return on total assets equals to profit for the year divided by total assets as at the end of the relevant year.
- (5) Current ratio is calculated based on the total current assets divided by the total current liabilities as at the end of the respective year.
- (6) Quick ratio is calculated based on total current assets less inventories divided by the total current liabilities as at the end of the respective year.
- (7) Gearing ratio is calculated based on the total interest-bearing borrowings divided by total equity as at the end of the respective year.
- (8) Net debt to equity ratio is calculated based on net debts as at the end of the respective year divided by total equity as at the end of the respective year. Net debt includes all interest-bearing borrowings (if any), net of cash and cash equivalents.
- (9) The Group had no interest-bearing borrowings, such that the gearing ratio is not applicable.
- (10) The Group was at a net cash position as the amount of cash and cash equivalents exceeded the total interest-bearing borrowings of the Group, such that the net debt to equity ratio is not applicable.

CHAIRMAN'S STATEMENT

Dear Shareholders and Investors,

It is our pleasure that herein I, Hui Ha Lam, founder of B.Duck Semk Holdings International Limited (“Company” or “B.Duck Semk”, together with its subsidiaries, the “Group”) and father of B.Duck, am presenting to you the annual report of the Group for the year ended 31 December 2023.

In 2023, after overcoming the challenges of the COVID-19 pandemic and under the influence of external uncertainties, China’s economy maintained a steady recovery trend. The government implemented a number of policies to support economic growth and structural optimization. In an environment where the overall economic growth is slowing down, we still achieved growth in the number of licensees. As of 31 December 2023, our licensee count has increased from 406 at the end of December 2022 to 455.

With the strong recovery of the cultural tourism economy, the Group has a keen insight into current market trends while actively responding to and proactively implementing strategic layout. We deeply explore and extensively expand offline location-based entertainment (LBE) business through establishing solid strategic cooperative relationships with leading brands in the industry. As of the reporting period, we jointly invested and established 深圳造夢遊樂有限公司 (Shenzhen Dream Making Entertainment Co., Ltd) with Jinma Entertainment to develop a new “Entertainment + IP” urban terminal cultural tourism project and successfully replicated such project in cities such as Zhuhai, Foshan and Shenzhen, achieving a copiable business model that can rapidly promote and further enhance brand exposure and recognition. In addition, we have also successfully signed strategic cooperation agreements with Greatcoco (大未可可), Suzhou HSR New Town and 蘇州相城生態文旅發展有限公司 (Suzhou Xiangcheng Ecological Culture and Tourism Development Co., Ltd.) to jointly explore the new business format of IP image and indoor entertainment as well as the direction of urban cultural and business tourism under the entertainment mode of “original IP + LBE + immersive experience”, cultivate new consumption hotspots, and promote high-quality development of the cultural and tourism industry.

At the same time, we launched a series of physical events in different scenarios in 2023, including the Shanghai PLAYA MAYA Water Park, Visionland Dinosaur Waterland in Huangshi, Hubei, B.Duck IP Theme Carnival in the OCT Harbour, Shenzhen, Chengdu Joy City, B.Duck Space-themed Playground in Studio City, Macau, a pop-up store at Siam Paragon in Thailand, and the B.Duck Gummy Summerland in Hong Kong. These events accelerate the brand influence of “B.Duck” and help regain the pace of business growth. In 2023, the contract amount of LBE licensing significantly increased from HK\$ 6.8 million in 2022 to HK\$ 8.8 million, representing a significant growth of 29% year-on-year.

With the rapid popularity of ChatGPT, the application of artificial intelligence has extended to all walks of life, setting off a new “industrial revolution” around the world. In the field of IP, AI technology has brought new vitality and creativity to the industry. The Group actively utilized AI technology to catch up with this trend and has taken an important step in the field of digital innovation by establishing the AIGC group, which fully demonstrates its forward-looking and innovative spirit. The AIGC team focuses on using current leading artificial intelligence technologies, including ChatGPT, Midjourney, Stable Diffusion, dalle-3 and video generation technology, to enhance the creative level of products and enhance market competitiveness. This strategy not only facilitates product and content innovation, improves work efficiency, but also significantly reduces economic costs. Therefore, the overall salary costs of the Group throughout the year of 2023 decreased by 13% year-on-year.

It is with great pleasure that we announce our ranking as the 21st global “Top Global Licensing Agents” in the 2023 report published by Licensing Global. The report also reveals that our brand retail sales amount to approximately US\$500 million annually. Over the past five years, our brand retail sales have accumulated to approximately HK\$20 billion, which fully demonstrates the Group’s strength and influence in the field of intellectual property licensing.

In regard of the field of product innovation, we have established new product line team to re-create self-developed B.Duck IP products and committed to the long-term development of brand IP. During the reporting period, we introduced the first “B.Duck” designer toy in the 18th Anniversary Brand Series of the “B.Duck IP” while launching self-made plush and 3C related products, in order to promote more youthful and trendy brand cultural and creative products, upgrade the brand tone and expand the business cooperation opportunities of the Group.



CHAIRMAN'S STATEMENT

In regard of the field of business innovation, we will establish a joint venture named 深圳德趣科技有限公司 (Shenzhen Dequ Technology Co. Ltd.*) with a “specialized and new” enterprise named 深圳市夢作坊科技有限公司 (Shenzhen Dream Studio Technology Co Ltd) to focus on the development and distribution of B.Duck IP games, attract targeted Generation Z fans through games, join the WeChat private domain and rely on the WeChat mini program mall to sell B.Duck products and game IP derivatives.

We are pleased to announce that the Group has continuously won multiple awards in the IP industry and capital market in 2023, which marks the attention and recognition of authoritative institutions and all walks of life towards our outstanding performance in core competitiveness, innovation results, social responsibility and capital market. For example, in the field of IP industry, the Group was awarded the “Top 10 IP Licensing Agency of the Year” and two of its licensed products were awarded as the “Top 10 Best-Selling Domestic IP Products of the Year” at the 6th Jade Monkey Awards in February 2023. In March 2023, the Company was awarded the highest honor, the “Hall of Fame” at the BDA Best Design Brands Awards 2023. “B.Duck x Studio City” marketing campaign was awarded the Pacific Asia Travel Association Gold Award 2023. In the field of capital market, the Group was awarded the “Annual Top Value Brand Award” from CLS and the “Best Listed Company ESG Practice Award” from HKTKWW.

To facilitate the continuous growth of our Group’s business and realize our long-term strategic vision of showcasing the soft power of Chinese culture, we have formulated a “Three-Year Development Plan” (“**Three-Year Development Plan**” or “**Plan**”). This Plan encompasses both “horizontal” and “vertical” initiatives that aim to achieve resource integration and synergies with upstream and downstream players and industry peers. Our guiding principle for development strategies in the coming three years is “精耕細作·做強做大” (meaning “refine and strengthen, strive for greatness”).

In terms of vertical expansion, we are actively pursuing business development in various regions. In 2023, licensing revenue from overseas regions increased by 205% compared to 2022. In Thailand, we have established a joint venture company to operate e-commerce and licensing businesses, collaborating with local institutions to generate synergistic value and replicate our successful business model from Mainland China in the Southeast Asian market. At the same time, we have initiated operations on various e-commerce platforms, targeting customers and fans in Indonesia, Vietnam, the Philippines, Malaysia, Singapore, and other countries. Starting from Southeast Asia, we expanded to South America, Russia, South Africa and other regions and countries, and cooperated with prestigious local licensing agents. Currently, our partnerships with Licensing Three Sixty LLC (Licensing 360) and Megalicense Licensing Agency (Megalicense) enable us to continuously expand our licensing business in the United States, Russia and other countries, respectively. During the reporting period, we have newly appointed Byfrog Lab Publicidade Ltda (Byfrog Lab) as the brand licensing agent in Brazil to further expand the licensing business of B.Duck in the Brazilian and South American markets. Leveraging the rich licensing experience of these agents in their respective local markets, we anticipate not only further expansion in the international market but also increase in business opportunities. With our extensive collection of over 1,500 unique style guides, we are committed to providing compelling and stylish shopping experiences to local customers, particularly those in the Generation Z demographic.

In terms of horizontal expansion, we will broaden our high-quality IP portfolio through internal development, incubation, acquisitions, and collaborations with licensing agents. Our strategic goal is to become a “leading integrated IP company”. To this end, we have executed strategic collaboration agreements with various entities in Suzhou, Mainland China, to explore inorganic growth and investment opportunities with other IPs that possess robust design capabilities, focusing on areas such as animation, games, new consumer economies, and LBE.

By pursuing these vertical and horizontal initiatives, we aim to achieve a robust growth, strengthen our position as a leader in the industry, and bring Chinese culture’s soft power to the forefront. Our Three-Year Development Plan on Culture Overseas serves as a roadmap for realizing these objectives and propelling our Group forward.

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of the Company, I would like to express my sincere thanks to all fans, licensees, partners and investors for your support and trust, and to all colleagues, for your work in execution of the Group’s strategies and operations.

Hui Ha Lam
Chairman

27 March 2024

MAJOR LICENSEES AND ACTIVITIES

MERCHADISE LICENSING



B*DUCKPLAYBE
LAYFUL



B.Duck x AIMA Series



MAJOR LICENSEES AND ACTIVITIES

MERCHADISE LICENSING



B.Duck x Tangle Teezer



B.DUCK



B. Duck x Liumangyike Mooncake

MAJOR LICENSEES AND ACTIVITIES

MERCHADISE LICENSING



B. Duck x Zippo Series



BORN TO
"Be"
Playful
Playful



↑↑ B.DUCK

B. Duck x Leconte Food



MAJOR LICENSEES AND ACTIVITIES

MERCHADISE LICENSING



B.Duck x SOSKILL



BE PLAYFUL



B.Duck x WaterLive

MAJOR LICENSEES AND ACTIVITIES

MERCHANDISE LICENSING



Russia TVOE Apparel Licensing



Playful
IS MY NATURE

B. Duck x Brasil Wick Clothing x Cocktail Party



MAJOR LICENSEES AND ACTIVITIES

MERCHANDISE LICENSING



B. Duck Thailand Pop Up Store



B*DUCKPLAYFUL



B.Duck x Aconatic Series

MAJOR LICENSEES AND ACTIVITIES

LOCATION-BASED ENTERTAINMENT LICENSING



BORN TO
"Be"
Playful
Playful
Playful
IS MY NATURE



B.Duck Pop-up Amusement Park - Foshan



MAJOR LICENSEES AND ACTIVITIES

LOCATION-BASED ENTERTAINMENT LICENSING



B. Duck x Meituan x Citic Bay Water World

B.DUCK



B. Duck Qingdao International Beer Festival - Camping Theme

MAJOR LICENSEES AND ACTIVITIES

LOCATION-BASED ENTERTAINMENT LICENSING



B. Duck x Nan'ao B.Duck-themed Spring Tour to the Coast



Playful
IS MY NATURE



B. Duck x Visionland - Huangshi



MAJOR LICENSEES AND ACTIVITIES

INVESTMENT IN HIDDEN WOOO



Hidden Wooo's IP, Including CHUBBY FAMILY, DIUDU BABY, THE SLLO, MUMU And BOXCAT CREW, Etc.



Brand New Series B.Duck(s) Co-created By B.Duck x HIDDEN WOOO

MAJOR LICENSEES AND ACTIVITIES

BRANDING ACTIVITIES



BDUCK^{BE}PLAYFUL



B.Duck x Chen Fenwan Limited – Edition Product



MAJOR LICENSEES AND ACTIVITIES

BRANDING ACTIVITIES



BORN TO
"Be"
Playful



B.Duck's 18th Anniversary Birthday Party

MAJOR LICENSEES AND ACTIVITIES

BRANDING ACTIVITIES



B.Duck x TAGSIU



B. Duck x Super Monkey



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in (i) the character licensing business: the creation, design, licensing, brand management and marketing of self-created B.Duck Family Characters across multi-channels. The Group licenses the B.Duck Family Characters and brands to its licensees, provides them with product design application services and allows them to use the same in their products and services offering; and (ii) the e-commerce and other business: the design, development, procurement and retail sales of the Group's B.Duck Family Characters-featured products through multi-channels.

Character Licensing Business

The Group's character licensing business can be broadly divided into five service types, namely (i) merchandise licensing; (ii) location-based entertainment (“LBE”) licensing; (iii) content and media licensing; (iv) promotion licensing; and (v) design consultation, which are interrelated and complementary to each other, with each of them being provided on a single, multi-service or integrated basis.

E-commerce and Other Business

The Group's e-commerce and other business mainly involves the sale of B.Duck Family Characters-featured products on e-commerce platforms of third parties and through offline sales channels. Seeing the potential synergies to be generated from the Group's character licensing business, the Group began to explore the possibility of designing and selling its own products on e-commerce platforms. In 2015, the Group's launched the first online flagship store on Tmall, a well-known business-to-customer online shopping platform in China. Following the Group's success in the opening of such flagship store, the Group subsequently expanded onto other e-commerce platforms, such as JD.com, VIP.com and HKTVmall, to offer its products and allow customers to pay online with products being directly shipped to the customers.

The following table sets forth a breakdown of revenue by business segments:

	FY2022 HK\$'000	FY2023 HK\$'000
Character licensing business	123,745	68,966
E-commerce and other business	68,863	60,576
Total	192,608	129,542

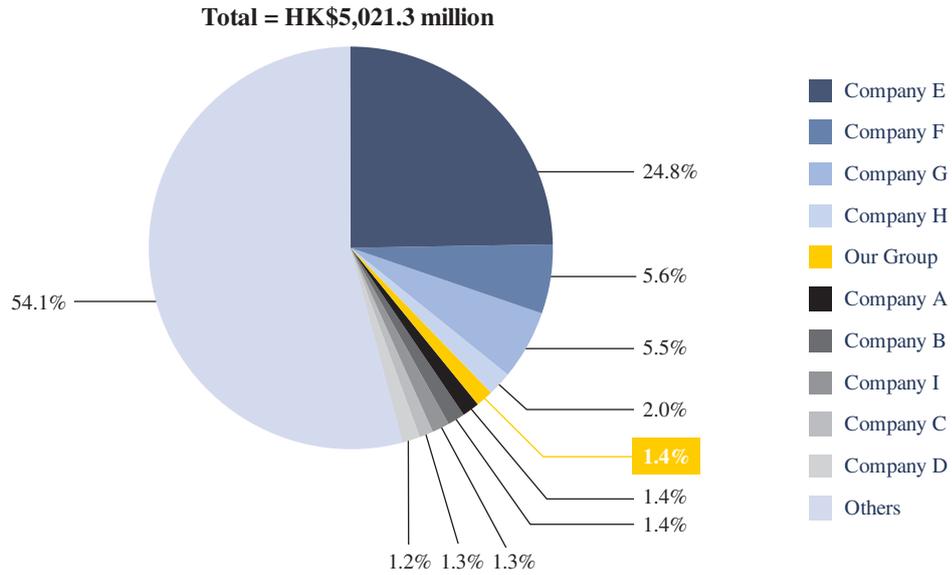
MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY OVERVIEW

In 2023, among the domestic licensors whose headquarter is registered in Mainland China or Hong Kong, B.Duck Semk Holdings International Limited, who is famous for B.Duck, was **the largest domestic licensor** in the market in terms of revenue in Mainland China and Hong Kong character licensing market.

Source: Company Reports, Frost & Sullivan

Ranking and Market Share of Top Licensors in Character Licensing Market (by IP licensing revenue), Mainland China and Hong Kong, 2023



Source: Company Annual Reports, Frost & Sullivan



MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue by Business Segment

The Group's revenue from character licensing business decreased by approximately HK\$54.7 million or approximately 44.2% from approximately HK\$123.7 million for the year ended 31 December 2022 ("FY2022") to approximately HK\$69.0 million for the year ended 31 December 2023 ("FY2023"). Such decrease was mainly attributable to the temporarily decrease in additional royalty charged to licensees. We charged royalty primarily based on production quantity produced by our licensees. During the FY2023, our licensees' utilized their accumulated inventory from last year which was suffered from weakened consumer sentiment due to the pandemic in last year.

The following table sets forth the movement of the number of licensees (exclusive of licensing agents) with which the Group had established business relationship during FY2023:

As at the end of FY2022	As at the end of FY2023
406	455

The Group's revenue from e-commerce and other business decreased by approximately HK\$8.3 million or approximately 12.0% from approximately HK\$68.9 million for FY2022 to approximately HK\$60.6 million for FY2023. Such decrease was primarily attributable to the decrease in sales through e-commerce platforms, partly as a result of utilization of accumulated inventory balance from last year, and led to the drop in mark-up rate from cost of inventory. In addition, it is our focus this year to develop e-Commerce sales platform overseas, including Thailand, Indonesia, Vietnam, Philippines, Malaysia and Singapore etc. The e-Commerce business overseas is still in growth stage and yet to reach maturity.

Revenue by IPs

The Group's B.Duck Family Characters are targeted at consumers aged between 15 and 34 who are brand conscious and possess qualities such as trendiness, high purchasing power, tech-savviness and affinity with social media primarily located in Asia.

The following table sets forth a breakdown of the Group's revenue by IP characters under its character licensing business:

	FY2022		FY2023	
	HK\$'000	%	HK\$'000	%
The Group's self-created IP characters				
B.Duck	85,867	69.4	54,476	79.0
Buffy	12,325	10.0	6,686	9.7
B.Duck Baby	22,604	18.3	7,036	10.2
Bath'N Duck	756	0.6	–	–
Licensed Characters	2,193	1.7	768	1.1
Total	123,745	100.0	68,966	100.0

B.Duck products are the Group's major product type. Revenue from B.Duck products, which contributed 79.0% of the Group's licensing revenue in FY2023, decreased by approximately 36.6% from approximately HK\$85.9 million for FY2022 to approximately HK\$54.5 million for FY2023.

MANAGEMENT DISCUSSION AND ANALYSIS

Revenue by Customers' Geographical Location

The following table sets forth a breakdown of the Group's revenue by customers' geographical location for FY2022 and FY2023:

	FY2022		FY2023	
	HK\$'000	%	HK\$'000	%
Mainland China	183,144	95.1	123,021	95.0
Hong Kong	8,119	4.2	2,420	1.8
Southeast Asia and Taiwan	1,248	0.6	4,030	3.1
Others <i>(Note)</i>	97	0.1	71	0.1
Total	192,608	100.0	129,542	100.0

Note: Others include revenue generated from Mexico and other countries.

Revenue generated from Character Licensing Business

The following table sets forth a breakdown of the Group's revenue by service type under its character licensing business for FY2022 and FY2023:

	FY2022		FY2023	
	HK\$'000	%	HK\$'000	%
Merchandise licensing				
Minimum guarantee	49,728	40.2	39,175	56.8
Excess royalties	25,086	20.3	8,209	11.9
Total royalty income	74,814	60.5	47,384	68.7
LBE licensing				
Minimum guarantee	5,315	4.3	4,668	6.8
Excess royalties	1,446	1.2	2,064	3.0
Total royalty income	6,761	5.5	6,732	9.8
Content and media licensing				
Minimum guarantee	2,310	1.9	791	1.1
Excess royalties	606	0.5	83	0.1
Total royalty income	2,916	2.4	874	1.2
Promotion licensing				
Minimum guarantee	2,675	2.1	1,632	2.4
Excess royalties	–	–	–	–
Total royalty income	2,675	2.1	1,632	2.4
Design consultation service fees	36,579	29.5	12,344	17.9
Total	123,745	100.0	68,966	100.0



MANAGEMENT DISCUSSION AND ANALYSIS

The following table sets forth the breakdown of the total and outstanding contract sum by business service types for its character licensing business for FY2022 and FY2023:

	FY2022 HK\$'000	FY2023 HK\$'000
Outstanding aggregate contract sum at the beginning of the year		
Merchandise licensing	62,946	80,349
LBE licensing	11,060	5,554
Content and media licensing	1,869	167
Promotion licensing	1,193	2,299
Design consultation	1,084	435
Add: Net contract sum of contracts awarded/terminated during the year		
Merchandise licensing	72,174	23,152
LBE licensing	3,035	4,386
Content and media licensing	606	629
Promotion licensing	3,760	527
Design consultation	35,975	11,930
Less: Revenue recognised during the year		
Merchandise licensing	(49,728)	(39,175)
LBE licensing	(5,315)	(4,668)
Content and media licensing	(2,310)	(790)
Promotion licensing	(2,675)	(1,632)
Design consultation	(36,579)	(12,449)
Foreign currency translation differences (Note)	(8,291)	(8,417)
Outstanding aggregate contract sum at the end of the year		
Merchandise licensing	80,349	59,134
LBE licensing	5,554	2,046
Content and media licensing	167	-
Promotion licensing	2,299	1,117
Design consultation	435	-
Total	88,804	62,297

Note: As certain licensing contracts are denominated in Renminbi (“RMB”), it refers to the foreign currency translation difference arisen from the exchange rate movement of RMB and HK\$ during the year.

MANAGEMENT DISCUSSION AND ANALYSIS

Cost of Inventories Sold and Employee Benefit Expenses

Cost of inventories sold (comprising primarily cost of inventories for the Group's e-commerce and other business) amounted to approximately HK\$39.5 million and HK\$44.0 million for FY2023 and FY2022, respectively, which accounted for approximately 21.9% and 24.3% of its total operating expenses (comprising employee benefit expenses, depreciation and amortisation, promotions costs, online platform usage fee, cost of inventories sold and other expenses) for the respective years. The Group generally sets the price of the merchandise it offers to its customers based on the merchandise procurement costs plus a profit margin. When the prices offered to the Group by its suppliers fluctuate, the selling prices of the merchandises would be adjusted correspondingly. However, there is no guarantee that the Group can fully translate the additional procurement costs into higher prices for customers and the results of operation may therefore be adversely affected. In addition, any rise in the merchandise selling price due to increase in procurement costs may render the merchandise less competitive in the market and lead to a possible decrease in the Group's profit margin.

The employee benefit expenses (primarily comprising salaries and allowances) amounted to approximately HK\$64.5 million and HK\$65.9 million for FY2023 and FY2022, respectively, representing approximately 35.8% and 36.5% of the Group's total operating expenses (comprising employee benefit expenses, depreciation and amortisation, promotion costs, online platform usage fee, cost of inventories sold and other expenses) for the respective years. Although there was a decrease in employee benefit expenses, the Group never stops to invest in human resources in order to expand overseas market. In addition, we are dedicated to the research and development and production of games and sales of derivative merchandizes, and establish design team which applies AI techniques, so as to strengthen our creativity. Moreover, the Group provides key employees with awarded shares (the "Awarded Shares") with incentives for continued operation and development of the Group.

Net Impairment Losses on Financial Assets and Contract Assets

The Group's net impairment losses on financial assets and contract assets decreased by approximately HK\$6.8 million from approximately HK\$15.1 million for FY2022 to approximately HK\$8.3 million for FY2023, primarily due to decrease in trade receivables and contract assets.

Other Income

Other income decreased by approximately 83.8% from approximately HK\$96.1 million for FY2022 to approximately HK\$15.6 million for FY2023, primarily due to the absence of gain on sale of trademarks of Bath'N Duck in FY2023.

Listing Expenses

The Group's listing expenses primarily include legal and other professional fees and other expenses associated with the preparation for the listing on The Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 17 January 2022. The listing expenses amounted to approximately HK\$11.8 million for FY2022. No such expenses were incurred for FY2023.

Promotion Costs

The Group's promotion costs primarily comprise costs incurred for promotional campaigns, advertisements, brand management and marketing activities. For FY2022 and FY2023, the Group's promotion costs amounted to approximately HK\$15.8 million and HK\$16.2 million, respectively.

Online Platform Usage Fee

The Group's online platform usage fee primarily represents sales commission and service fees payable to the e-commerce platforms for the Group's online sales under the e-commerce and other business. For FY2022 and FY2023, online platform usage fee amounted to approximately HK\$10.7 million and HK\$5.4 million, respectively.



MANAGEMENT DISCUSSION AND ANALYSIS

Operating Profit/(Loss)

As a result of the above, the Group's operating profit/(loss) decreased by approximately 155% from operating profit of approximately HK\$79.9 million for FY2022 to operating loss of approximately HK\$43.7 million for FY2023.

Other Expenses

The following table sets forth a breakdown of the Group's other expenses:

	FY2022		FY2023	
	HK\$'000	%	HK\$'000	%
Travelling and transportation	7,668	23.3	5,763	14.1
Office and office co-sharing expenses	5,618	17.1	4,304	10.5
Legal, audit and professional fee	12,227	37.1	23,435	57.4
Agency fee	488	1.5	635	1.6
Building management fee and rental expenses	1,777	5.4	3,247	8.0
Licensing fee	494	1.5	109	0.3
Others ^(Note)	4,665	14.1	3,300	8.1
	32,937	100.0	40,793	100.0

Note: Others include, among others, repair and maintenance, insurance expense, decoration expenses, sample fees, utilities and testing fee, etc.

Legal, audit and professional fees mainly relate to audit fee and legal costs incurred in (i) the protection of trademarks, and (ii) legal proceedings of the Group. Agency fee represents (i) the commission of licensing agents; and (ii) licensing fee for the licensed characters obtained from independent licensors. Such expenses increase for FY2023 primarily resulting from trademark registration in overseas countries in light of expected expansion in these countries in the near future.

Finance Costs, Net

Finance costs, net increased by approximately 212.5% from approximately HK\$0.8 million for FY2022 to approximately HK\$2.5 million for FY2023 primarily due to interest expense derived from discounting impact related to disposal of series of trademark last year.

Income Tax Expense

Income tax expense decreased by approximately 85.7% from approximately HK\$3.5 million for FY2022 to approximately HK\$0.5 million for FY2023 primarily due to an decrease in profit before income tax.

MANAGEMENT DISCUSSION AND ANALYSIS

Non-HKFRS Financial Measures

Adjusted net profit under non-HKFRS financial measures is defined as profit for the year attributable to holders of the Company excluding non-recurring listing expenses and Share Award Scheme expenses. As listing expenses and Share Award Scheme expenses are non-recurring in nature and not related to the performance of the Group's operation, the Directors consider that the presentation of the Group's adjusted net profit under non-HKFRS financial measures by eliminating the impact of listing expenses and Share Award Scheme expenses can better reflect the operational performance during the respective years. Furthermore, the Group's management also uses the non-HKFRS financial measures to assess the Group's operating performance and formulate business plans. The Group believes that the non-HKFRS financial measures provide useful information to the investors about its core business operations, which they can use to evaluate the Group's operating results and understand its consolidated results of operations in the same manner as the management. The following table sets forth a reconciliation of the Group's adjusted net profit under non-HKFRS financial measures for the years indicated to that prepared in accordance with HKFRS measures:

	FY2022 HK\$'000	FY2023 HK\$'000
Profit/(loss) for the year attributable to holders of the Company	75,555	(46,206)
Add:		
Listing expenses	11,814	–
Share Award Scheme expenses	–	5,618
Adjusted net profit/(loss) under non-HKFRS financial measures	87,369	(40,588)

Having said the above, the presentation of the non-HKFRS financial measures is not intended to be considered in isolation or as substitute for the financial information prepared and presented in accordance with HKFRS measures. The non-HKFRS financial measures have limitations as analytical tools and the Group's non-HKFRS financial measures may differ from the non-HKFRS financial measures used by other companies, and therefore the comparability of such information may be limited. The investors are encouraged to review the Group's financial information in its entirety.

Profit/(loss) for the Year

As a result of the above, the Group's profit for the year decreased by approximately 161.8% from profit of approximately HK\$75.6 million for FY2022 to loss of approximately HK\$46.7 million for FY2023.

CAPITAL STRUCTURE

The shares of the Company (the "Shares") were successfully listed on the Stock Exchange on 17 January 2022 (the "Listing Date"). Since then and up to 31 December 2023, the Company's capital structure has not changed. The Company's equity only consists of ordinary Shares.

As at 31 December 2023, the issued share capital of the Company amounted to US\$24,524.825 divided into 980,993,000 Shares of US\$0.000025 each.

Shares bought back on 18 January 2023, 19 January 2023, 20 January 2023, 26 January 2023, 27 January 2023, 6 April 2023, 14 April 2023, 24 April 2023, 28 April 2023, 4 May 2023, 8 May 2023 and 9 May 2023 were cancelled on 23 February 2023 and 15 May 2023 respectively.

MANAGEMENT DISCUSSION AND ANALYSIS

Current Assets, Financial Resources and Capital Expenditures

The Group adopts a prudent funding and treasury policy with regard to its overall business operations. A variety of the below resources are maintained to meet its working capital:

– Current assets and current liabilities

The Group's net current assets decreased from approximately HK\$265.6 million as of 31 December 2022 to approximately HK\$145.7 million as of 31 December 2023. The decrease was primarily due to (i) the decrease in cash and cash equivalents and time deposits at bank of approximately HK\$52.5 million, mainly due to the operating and investing cash outflows during FY2023; and (ii) the Group's payment of dividend and repurchase of shares.

– Trade receivables and contract assets

As at 31 December 2023, the Group had gross trade receivables and contract assets amounting to approximately HK\$70.8 million (2022: HK\$72.3 million) and approximately HK\$19.8 million (2022: HK\$36.0 million) respectively, and loss allowance amounting to approximately HK\$20.3 million (2022: HK\$20.6 million). The total amount of net trade receivables and contract assets represented approximately 20.2% (2022: 21.2%) of the total assets.

As at 31 December 2023, trade receivables and contract assets decrease to approximately HK\$70.2 million, primarily attributable to (i) the settlement of royalties payment; and (ii) decrease in the proportion of the Group's revenue attributable to character licensing business.

Provision for expected credit loss is made when the Group is not expected to collect all amounts due. The provision is determined by grouping together debtors with similar risk characteristics and collectively, or individually assessing them for likelihood of recovery. The provision matrix is determined based on the Group's historical observed default rates over the expected life of the trade receivables with similar credit risk characteristics and is adjusted for forward-looking estimates. In making the judgement, the Group's management considers available reasonable and supportive forwarding-looking information such as actual or expected significant changes in the operating results of customers, and actual or expected significant adverse changes in business and customers' financial position. At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates are analysed by the Group's management.

– Inventories

The Group's inventories comprise finished goods. The Group's inventories decreased from approximately HK\$35.1 million as of 31 December 2022 to approximately HK\$18.5 million as of 31 December 2023, primarily due to (i) continuous utilization of inventory balance; and (ii) conservative procurement policy in response to volatile consumer goods market.

– Cash and cash equivalents and time deposits at bank

The Group's cash and cash equivalents and time deposits at bank primarily comprise cash at bank and were denominated in HK\$ and RMB. Cash and cash equivalents and time deposits at bank decreased from approximately HK\$144.2 million as of 31 December 2022 to approximately HK\$91.7 million as of 31 December 2023, primarily due to (i) operating and investing cash outflows during FY2023, (ii) the Group's payment of dividends and repurchase of shares.

– Right-of-use assets

The Group's right-of-use assets comprise the initial measurement of the corresponding lease liability in relation to its office, lease payments made at or before the commencement date and any initial direct costs. The Group's right-of-use assets are depreciated starting at the commencement date over the shorter period of useful life of the underlying asset and lease term. The Group's right-of-use assets increased from approximately HK\$15.2 million as of 31 December 2022 to approximately HK\$23.6 million as of 31 December 2023, due to office lease agreement newly signed in FY2023.

MANAGEMENT DISCUSSION AND ANALYSIS

– Intangible assets

The Group's intangible assets consist mainly of trademark. The Group's intangible assets increased from approximately HK\$2.5 million as of 31 December 2022 to approximately HK\$2.9 million as of 31 December 2023, primarily due to additional trademark recognised during FY2023.

– Bank borrowings

The following table sets forth a breakdown of the Group's borrowings as at the dates indicated:

	FY2022 HK\$'000	FY2023 HK\$'000
Current portion		
Bank borrowings	–	43,572

The Group's bank borrowings as at FY2023 were denominated in HK\$.

PLEDGE OF ASSETS

The Group did not have any pledged assets as of 31 December 2023.

GEARING RATIO

As at 31 December 2023, the Group's gearing ratio was 17.5% as a result of new borrowing in FY2023. The Group had no interest-bearing borrowings as at 31 December 2022, such that the gearing ratio was not applicable. The gearing ratio is calculated based on the total interest-bearing borrowings divided by total equity.

CONTINGENT LIABILITIES

In May 2021, a third party (the “**Claimant**”) has lodged a claim to seek compensation of RMB55,000,000 (equivalent to approximately HK\$60,692,000), with the allegation of the Group and a retailer of the Group's licensed products (the “**Licensee**”) for causing unfair competition and infringement of certain registered trademarks (the “**Claimant's Trademarks**”) by sales of kitchen utensils, towels, and shoes and apparels bearing the trademarks of the Group (the “**Alleged Trademarks**”), which were alleged to be similar to the Claimant's Trademarks.

Judgement of the first hearing from the Jiangsu Suzhou Intermediate People's Court (the “**Judgement**”) on 30 December 2022 held that the Group and the Licensee were liable to pay sums of RMB6,000,000 and RMB1,000,000 respectively (equivalent to approximately HK\$6,621,000 and HK\$1,103,000 respectively) for damages to the Claimant.

On 19 January 2023, the Group has lodged an appeal (“**Appeal**”) against the Judgment. Based on the opinions from the legal advisors of the Group, there is a high probability that the Judgment can be overturned. Furthermore, should the Group fail to overturn the Judgment in the Appeal, potential exposure shall be limited to the gains of the Group resulted from the sales of goods of certain class bearing the Alleged Trademarks. Taking into consideration the judgement issued against the Group, the advice from the legal advisors, the uncertainty as to the outcome of the Appeal and the status of other legal actions taken by the Group in relation to this case, the directors have made a provision of RMB1,000,000 (equivalent to HK\$1,103,000) in respect of the damages and costs for this case as at 31 December 2023 and 2022.

Furthermore, on 20 December 2021, the controlling shareholders of the Company entered into a deed of indemnity with the Group to indemnify any losses, costs, expenses, damages and other liabilities suffered by the Group, directly or indirectly, in connection with the above case.



MANAGEMENT DISCUSSION AND ANALYSIS

FOREIGN EXCHANGE RISK MANAGEMENT

The Group operates principally in Hong Kong and Mainland China and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to United States dollar (“US\$”) and RMB. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities. The Group does not hold or issue any derivative financial instruments to manage its exposure to foreign currency risk. Majority of the revenue generated, and cost incurred from the local operations are primarily transacted in local functional currency and therefore foreign exchange transactional risks are minimal. Management manages its foreign exchange risks by performing regular review and monitoring its foreign exchange exposure.

CAPITAL EXPENDITURES

The Group’s capital expenditures consist of (i) purchases of property, plant and equipment; and (ii) purchases of intangible assets.

HUMAN RESOURCES

As of 31 December 2023, the Group had a total of 186 employees, including 60 licensing and sales personnel, 66 designers and 60 administrative and others personnel. For FY2023, the Group incurred staff costs (including remuneration, payrolls, allowances and benefits) of approximately HK\$64.5 million (FY2022: HK\$65.9 million).

Human resource is the key to maintain the design capabilities of a character licensing company. A team with strong design and operation talent and rich experience in licensing market is vital for continuous development of a character and enhancing its commercial value. As the character licensing industry is relatively new in mainland China, special talents for character licensing business are in shortage. The Group takes high input of capital and time for new entrants to build a qualified team for character licensing business.

The Group recruits the employees based on a number of factors such as their relevant work experience, educational background, language ability and vacancies. Competitive remuneration package is offered to retain elite employees, including salaries, medical insurance, discretionary bonuses as well as mandatory provident fund schemes for employees in Hong Kong. The Group also provides training to certain employees to strengthen staff commitment and enhance their skills and technical knowledge at work. The Company has also adopted a share option scheme and a share award scheme (the “Share Award Scheme”) to recognise and acknowledge the contributions made by the Group’s employees, to attract skilled and experienced personnel, to incentivise them to stay with the Company and to motivate them to strive for the future development and expansion of the Company and its subsidiaries, by providing them with the opportunity to acquire equity interests in the Company.

As at 31 December 2023, the Group had 186 full-time employees. The following table sets forth a breakdown of its employees by function and by geographical location as at 31 December 2023:

No. of employees by function	Hong Kong and overseas	Mainland China	Total
Management	2	–	2
Design	23	43	66
Licensing	4	19	23
Sales	1	36	37
Branding	3	17	20
Human resources and administration	4	20	24
Finance	5	7	12
Merchandise management	–	2	2
Total	42	144	186

MANAGEMENT DISCUSSION AND ANALYSIS

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the prospectus of the Company dated 30 December 2021 (the “Prospectus”), the Group did not have other plans for material investments or capital assets as of 31 December 2023.

MATERIAL ACQUISITIONS AND DISPOSALS

On 6 April 2023, SEMK Licensing Shenzhen Ltd.* (德盈商貿(深圳)有限公司) (“SEMK Licensing”), an indirect wholly-owned subsidiary of the Company, Mr. Huang Jiale (“Mr. Huang”), Shenzhen Hai Deng Wu Cultural Corporation (Limited Partnership)* (深圳嗨燈屋文化合夥企業(有限合夥)) (“Hidden Woo”) and Shenzhen Yin Cang Wa Ou Culture Technology Co., Ltd.* (深圳隱藏哇偶文化科技有限公司) (the “Target Company”) entered into an investment agreement (the “Agreement”), pursuant to which SEMK Licensing agrees to subscribe for 20% of the enlarged equity interest in the Target Company at a consideration of RMB7,000,000, part of which will be used for the research and development, sales costs and expenses of mystery boxes and pop toys to be developed under the Group’s IP series. For details, please referred to the announcement of the Company dated 6 April 2023.

Save as disclosed above, the Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures during FY2023.

EVENT AFTER REPORTING PERIOD

Grant of Awarded Shares Pursuant to Share Award Scheme

On 31 January 2024, the Company granted a total of 14,714,000 Awarded Shares (the “Grant”) to 2 selected participants (the “Grantee(s)”), who are the employees of the Group, in accordance with the terms of the Share Award Scheme and subject to the acceptance of the Grantees. For details of the Grant, please refer to the announcement of the Company dated 31 January 2024.

Continuing Connected Transactions – Entering into of Merchandise Supply Framework Agreements

Merchandise Supply Framework Agreement II

The Company entered into the Merchandise Supply Framework Agreement II with ENS Toys (Huizhou) Limited (“ENS Toys”) on 31 January 2024 for a term commencing from 1 February 2024 and ending on 31 May 2024. Pursuant to the Merchandise Supply Framework Agreement II, the Company has agreed to, and will procure other members of the Group to, purchase merchandise (including but not limited to apparel and toys) from ENS Toys, subject to the cap of HK\$8,000,000.

Merchandise Supply Framework Agreement I

The Company entered into the Merchandise Supply Framework Agreement I with ENS Toys on 1 January 2024 for a term commencing from 1 January 2024 and ending on 31 January 2024. Pursuant to the Merchandise Supply Framework Agreement I, the Company has agreed to, and will procure other members of the Group to, purchase merchandise (including but not limited to apparel and toys) from ENS Toys at a total consideration of no more than HK\$1,500,000.

For details of the Merchandise Supply Framework Agreement II and Merchandise Supply Framework Agreement I, please refer to the announcement of the Company dated 31 January 2024.

For details of the description of the connected relationship between ENS Toys and the Company, please refer to the section headed “Continuing Connected Transaction” in the Report of Directors.



MANAGEMENT DISCUSSION AND ANALYSIS

FUTURE OUTLOOK

LICENSE GLOBAL, a licensing trade magazine of the Licensing Expo published the Top Global Licensors Report 2023, showing colossal growth of the scale of the global licensing industry in the past year. In 2022, the total retail sales value of the TOP 84 global licensors increased to US\$278.0 billion. Amidst the glamour of these world-renowned companies, “B.Duck” of B.Duck Semk, being one of the only two Chinese original IPs that were selected into the list, became the focus of attentions in domestic licensing industry.

According to the Frost & Sullivan Report, the market size of global licensed derivative products amounted to HK\$2.6 trillion in 2022, and 61.8% of retail sales value was derived from the North American market, compared with only 3.1% of that derived from China (including Hong Kong). This was not in line with the total GDP of both sides. Amidst the background of exploring the overseas sales and consumption upgrading, B.Duck has developed its own operating logics on how to increase market shares amid market globalization and in the intensively-competitive domestic market. At the beginning of this year, chairman of the Board officially proposed the development strategy of “operating with diligent and meticulous efforts and make the Company prosper (精耕細作、做大做強)”. In the next three years, B.Duck Semk will take “B.Duck IP” as its pivot, leverage on its brand advantage, to set up design and merchandising team, develop proprietary products, reach out to downstream retail and proactively develop new consumption operations covering games, designer toys, metaverse and offline eco-cultural tourism, so as to enhance the competitiveness of B.Duck Semk in the industry. In particular, the Group will focus on developing the following aspects in the next three years:

1. Expanding the Internet grand entertainment segment and building a diversified growth model

The Group believes that, in terms of IP operation, in addition to focusing on the commercial value, it is also necessary to prospectively plan for penetrating into future markets, improve the artistic quality of the brand and concentrate on businesses targeting young people. Based on the horizontal extension dimension in the “Three-Year Development Plan” formulated by the Group, mobile games and e-sports, IP derivatives and ecological cultural tourism are the core directions of the Group to focus on product development in the Z era.

During the reporting period, the Group established the Grand Entertainment Innovative Business Development Center and will establish 深圳德趣科技有限公司 (Shenzhen Dequ Technology Co. Ltd.*) with leading research and development operator in WeChat mini program namely Shenzhen Dream Studio Technology Co Ltd (深圳市夢作坊科技有限公司), which carries out the core businesses of research and development and production of games and sales of derivative merchandises so as to explore the game e-sports market. The Group regards DeQu Technology, which engages in businesses including: 1. proprietary research and customization of thematic IP games; 2. game licensing; 3. private domain camps; 4. online and offline retail of designer toys, as an important carrier in the layout of the Internet grand entertainment industry, with an aim to maximize the development of the commercial value of its IPs. In order to further deepen the game and related business, the Group continued to increase its investment in the internet sector in the second half of the year, enriched the IP content of the game sector, formulated sales strategies based on the WeChat ecosystem to absorb private domain traffic, and established sales links between various platforms, so as to rapidly enhanced the effective traffic conversion. In the next two years, the Group will build a commercial realization ecosystem covering segments such as “B.Duck” games, “B.Duck” online community and IP e-commerce, in an effort to realize the closed loop of fan economy, broaden the Group’s second growth curve, and promote the implementation of the Group’s strategies driven by “growth engines”.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group has established a professional product line team and adopted an integrated operation model of self-research, self-production and self-sales to introduce self-developed IP derivatives at diversified consumption scenarios through online + offline channels, with an aim to improve brand exposure and profitability and lay the foundation for the sustainable development and expansion of the brand. Apart from self-developed products, B.Duck Semk has also jointly created “B.Duck 小黄鴨 X HIDDEN WOOO”, a new B.Duck (S) series, by investing in “Hidden Wooo”, a brand of Shenzhen Yin Cang Wa Ou Culture Technology Co., Ltd.* (深圳隱藏哇偶文化科技有限公司). In the future, the Group will create diversified IP images and derivatives with Hidden Wooo to deepen the youthful and trendy features of the brand and further enrich the product ecosystem. At the same time, the Group will broaden the IP derivatives market through coordination and mystery boxes sales to expand the room for growth in consumption.

Amidst the phenomenon of overcapacity and weak consumption in the domestic economy, the Chinese government has published policies to stimulate tourism consumption and vigorously promote the development of the tourism industry. Domestic theme parks and carnival projects are becoming increasingly popular, bringing growth opportunities to IP licensing and retail sector in various aspects, including theme parks, IP product retail, LBE projects, virtual reality and other XR cultural industry projects. In order to further amplify the commercial value of IP, the Group actively promotes the “Amusement + IP” urban terminal cultural tourism project, and moves in a number of large outdoor parks under the Happy Valley Group (歡樂谷集團) to jointly create amusement stall projects with the theme of B.Duck, opening up a new To C-end business cooperation model; at the same time, the Group has also reached a strategic cooperation with “Dream House (原舍)” under the Xband Group (鄉伴集團), and is expected to build the first B.Duck resort in 2024, promoting the in-depth integration of B.Duck and Chinese rural areas, and achieving leapfrog development of mutual empowerment. Looking forward, B.Duck Semk will continue to work hard in ecological and cultural tourism sector, and will cooperate with many domestic leading enterprises such as OCT Group (華僑城集團), Jinma Entertainment (金馬遊樂), Ctrip, Meituan, Xband Group (鄉伴集團), Jegoplay (季高集團) and Greatcoco (大未可可) to actively explore the innovative cooperation model and jointly create new stereoscopic offline consumption experience, with an aim to help promote the innovative development of the cultural tourism industry.

2. Embarking overseas and focusing on “internationalization”

As the domestic economy has entered a feverish stage, overseas markets, as the blue ocean markets, have brought huge development space and opportunities to Chinese enterprises. Currently, the Group’s revenues are mainly generated from the Mainland China and Hong Kong markets. As a company listed on the Stock Exchange, internationalization has always been the Group’s pursuit.

In recent years, with the transformation and upgrading of China’s economy and the promotion of globalization, the Chinese government has made multi-faceted initiatives to promote high-quality development of the “One Belt, One Road”. In order to actively comply with the “One Belt, One Road” policy, the Group has actively deployed in Southeast Asia and other markets. Currently, it has achieved initial results in the Thailand market, laying the foundation for achieving the strategic goal of embarking overseas. In the future, leveraging on the channel resources of large enterprise groups in Thailand and regarding “B.Duck IP” as an important link, the Group will deeply coordinate with OTA platforms such as Ctrip and Meituan and introduce products and corporate services from associated brand licensors to increase brand exposure and enhance popularity, and to further penetrate into the Southeast Asian market. In addition, the Group will rely on its accumulated fan base and brand influence to promote the localization of product services and LBE activities, so as to ensure the fulfillment of specific needs of customers and continue to deeply explore the Southeast Asian market. In order to accelerate the realization of all-round layout in the international market, the Group will take the Asia-Pacific Economic Area as the first position to expand the number and depth of cooperation with overseas licensing agents by launching “B.Duck IP” licensing and trading business. Furthermore, the Group will also export self-developed products and domestic products developed by licensing customers to Southeast Asia and global markets through high-quality electronic commercial business, and strive to replicate the successful business model in Mainland China to overseas markets. As the release of consumption potential in overseas emerging markets, the Group’s overall revenue scale, international influence and competitiveness will be further enhanced.



MANAGEMENT DISCUSSION AND ANALYSIS

3. Building AIGC application scenarios to fuel the parallel development of multi-line businesses

The application of AI technology will continue to boost the parallel development of the Group's IP mobile games, e-sports, IP derivatives and eco-cultural tourism. In the field of product development, the AIGC team will continue to deploy models with large amounts of data in order to improve production efficiency and quality, and drive product design and innovation. In the field of video generation, the AIGC team will use AI tools to produce videos, IP proprietary voice and theme songs and other materials and explore the application of these materials in the fields of creativity, marketing, film and television animation, so as to provide an impetus to the innovation and diversified development of the Group in the content end. In addition, AI technology will be further applied in the management fields of the Group to enhance management effectiveness of the Company from various aspects such as optimizing the data management mechanism and talent echelon construction.

4. IP incubation and artists nurturing program (the "Intensive Development Program")

Based on mature IP commercial operation capabilities, the Group has launched the in-house IP incubation and artists nurturing program to replicate its successful operation approaches and experience of the "B.Duck IP" for more than a decade to the research and development of new IPs, striving to shorten the period of time from IP incubation to commercial realization. Meanwhile, by vigorously expanding new IP agency business and acquiring external IP, the Group will further develop its new IP matrix, expand the Group's IP influence, gradually form an IP platform effect, and assist the development of China's original IP. In addition, the Group will establish cooperative relationships with art design, media marketing and other related departments of many well-known domestic universities to jointly cultivate talents in high-end design, cultural brand marketing and other fields through giving full play to the advantages of both parties, conducting various forms of communication and establishing a normalized communication mechanism, with an aim to lay the foundation for innovative development of B.Duck Semk in the IP field.

5. Industrial investment, mergers and acquisitions

- 1) The Group will engage in IP licensing business adopting the cognition of an industrial investor, and actively cooperate with start-up companies engaging in new consumption and new retail business. At the same time, the Group will make equity investment in these types of companies in a timely and appropriate manner, and provide them with the Group's resources such as "brand + IP operation + design + capital + channel", so as to promote the expansion of new categories of licensing while ensuring financial gains and in turn boosting IP licensing income.
- 2) For long-term licensees, the Group will seek to cooperate with clients who are able to establish in-depth cooperation with us in terms of business, retail channels, personnel, intellectual property rights and profitability in the future. Through investment, the Group will speed up the integration of its retail channels, strengthen supply chain cooperation and collaboration, enhance its product sales and distribution capabilities, as well as expand its revenue and asset scale.
- 3) The Group will proactively explore the possibility of cooperating with the local governments in China, so as to cooperate with state-owned capital and work with well-known large-scale fund management institutions to jointly set up industrial investment funds. In addition to expanding government channels, the Group will focus on investment in the fields of digital cultural IPs, new consumption, new media, ACGC and games, pay attention to "high-quality content", "technological empowerment" and "channel restructuring", and broaden the opportunity of creating synergy with potential licensing businesses in the future.

MANAGEMENT DISCUSSION AND ANALYSIS

6. Empowering “entities” through technology and building an inclusive and innovative community

Leveraging on the profound understanding of the IP industry and the acumen of Web 3.0, the Group believes that the decentralization, blockchain and smart contract features of Web 3.0 will bring numerous opportunities and innovations to the IP industry. The Group actively explores the application of this field in the overseas markets and will cooperate with technology enterprises to build virtual scenes in Gigaspace and Sandbox, so as to prepare for the development of Pay-to-Earn Games in the future, in anticipation of creating “B.Duck” hot topics in overseas markets by offline and online coordination. The group hopes to attract a more diverse customer base through NFT and creates a private closed-loop community. At the same time, we look forward to more business terminals being able to access the Web 3.0 ecosystem in the future to jointly promote the innovation and development of the IP industry.

In the next three years, the Company is committed to establishing a system with a revenue scale of more than RMB1 billion for the Group, and it is expected that the progress will be accelerated with the help of potential investors’ capital and resources. The Group will continue to innovate and expand from original innovative IPs to investment, mergers and acquisitions, from channel integration to embarking overseas, and to Web 3.0 and the exploration of the Generation Z, in order to promote the innovation and development of the IP industry. By continuously expanding the business reach, “striving for internal and external improvement” (内外兼修) and extending its channels of upstream and downstream industry chains, the Group will build an IP ecological commercial complex with a scale exceeding RMB10 billion, thereby continuously creating value and boosting gains for shareholders.



BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management are set out as follows:

EXECUTIVE DIRECTORS

Mr. HUI Ha Lam (許夏林) (“**Mr. Hui**”), aged 50, is the founder of the Group and was appointed as a Director on 10 December 2020. He was re-designated as the executive Director, chairman of the Board and chief executive officer of the Company on 28 April 2021 and he is primarily responsible for the overall strategic planning, and business development of the Group. Mr. Hui is also the chairman of the nomination committee of the Board (the “**Nomination Committee**”) and a member of the remuneration committee of the Board (the “**Remuneration Committee**”). Mr. Hui is also a director of several subsidiaries of the Company.

Mr. Hui has over 20 years of experience in design, marketing, licensing and branding industries. Prior to founding of the Group in late 2001, Mr. Hui worked as designer for Tint Concepts Limited and was responsible for both commercial and residential design projects from March 1998 to June 1999. From October 2000 to October 2001, Mr. Hui worked as a product designer for Kafutoy Industrial Co., Ltd and was responsible for the design and manufacturing of gifts and premium products to overseas markets. Since July 2020, Mr. Hui has been appointed as an independent non-executive director of Takbo Group Holdings Limited, a company listed on GEM of the Stock Exchange (Stock Code: 8436).

Mr. Hui was a committee member of the Toy Advisory Committee of Hong Kong Trade Development Council from 2012 to 2016. Mr. Hui was appointed as the vice chairman of Asia Branding and Franchising Association in 2014. Between 2014 to 2018, and from 2022, Mr. Hui was also a committee member of the Design, Marketing & Licensing Services Advisory Committee of the Hong Kong Trade Development Council. Mr. Hui was appointed as a director to the 51st to 53rd Term Board of Directors of Yan Chai Hospital from 2018 to 2020 and a honorary director to the 54th Term Board of Directors of Yan Chai Hospital in 2021. Mr. Hui was a member of the executive committee of Group 19 (Hong Kong Toys Council) and Group 30 (Innovation and Creative Industries Council) of the Federation of Hong Kong Industries. He was a committee member of the Hong Kong Young Industrialist Council (Design and Technology Committee) and the Hong Kong Designers Association from 2018 up to now. Since 2019, Mr. Hui has been appointed as a director of Hong Kong Design Centre. From 2020 to 2022, Mr. Hui has been a committee member of Advisory Committee of Licensing International Greater China. Since 2022, Mr. Hui has been the Vice-Chairman of the executive committee of the Hong Kong Young Industrialists (Public Relations Committee), a committee member of the Service Promotion Programme Committee of the Hong Kong Trade Development Council, an executive committee member of Merchants Support for Rehabilitated Offenders Committee. Since 2023, Mr. Hui has been appointed as a committee member of the Steering Committee of the Hong Kong Design Centre.

Mr. Hui obtained a bachelor of arts degree majoring in Fine Arts from the Chinese University of Hong Kong in December 1997 and a master of arts in three dimensional design from the Kent Institute of Art & Design in September 2000.

Mr. Hui is the sole director and the beneficial owner of Semk Products (Holdings) Limited and Semk Global Investment Ltd., both companies have disclosable interests in the shares of the Company under the provisions in Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong) (the “**SFO**”).

Mr. KWOK Chun Kit (郭振傑) (“**Mr. Kwok**”), aged 50, was appointed as an executive Director on 28 April 2021. Mr. Kwok has over 19 years of experience in sales, marketing and licensing. Mr. Kwok joined the Group as sales and marketing director in August 2003 and was promoted to the role of chief operating officer in November 2016 and is primarily responsible for the overall business operations of the Group and managing relationship with licensees. Mr. Kwok is also a director of several subsidiaries of the Company.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Prior to joining the Group, Mr. Kwok spent over four years in the banking industry. Mr. Kwok commenced his career as an officer in the corporate banking department of the China State Bank Limited from October 1996 to December 1997. He then worked as an officer of the property loans department of Bank of East Asia Limited from January 1998 to January 2001. Afterwards he worked as a personal financial executive in the sales and services department of Mevas Bank from January 2001 until July 2001.

Mr. Kwok graduated with a bachelor of arts in marketing in October 1995 from the Hong Kong Polytechnic University and a degree of master of science in finance in October 2002 from the City University of London through an approved course of higher study.

Mr. CHEUNG Chin Yiu (張展耀) (“Mr. Cheung”), aged 43, was appointed as an executive Director on 28 April 2021. Mr. Cheung has over 18 years of experience in licensing, marketing, event and promotion, business development, trademark registration and brand assurance. Mr. Cheung was the Group’s senior licensing manager from February 2011 to April 2013. He then left the Group to work at Zan’s Global Limited from June 2013 to July 2015 where he last held position was senior sales manager. He was mainly responsible for project management, identifying business partners for OEM projects and overseas distribution. Mr. Cheung rejoined the Group in July 2015 as senior licensing manager. He was promoted to head of licensing in January 2016 and licensing director and general manager in March 2017. He is mainly responsible for managing licensing operations, handling merchandise and event and promotion business in Hong Kong, China and overseas.

Prior to joining the Group in 2011, Mr. Cheung worked at Animation International Limited from October 2004 to June 2008 where he last held the position as senior licensing executive. He was mainly responsible for licensing and marketing, coordinating event and promotions. Between January 2009 to January 2011, Mr. Cheung worked at Toei Animation Enterprises Limited where his last held the position was senior licensing executive. He was mainly responsible for handling merchandise and promotional character licensing business in Hong Kong and provide administrative support to the merchandising department in relation to Japanese animation characters.

Mr. Cheung graduated with a diploma in management studies from the School of Professional and Continuing Education, the University of Hong Kong in December 2003 and a bachelor degree of management studies from the University of Hong Kong in December 2009.

Mr. TSE Tsz Leong (謝子亮) (“Mr. Tse”), aged 40, was appointed as an executive Director and company secretary of the Company on 28 April 2021. Mr. Tse joined the Group as financial controller in December 2016 and was promoted to the role of chief financial officer in January 2020. He is primarily responsible for the Group’s financial reporting, internal control systems, investor relationship and assisting the Board on corporate governance matters. Mr. Tse is also a director of a subsidiary of the Company. He has more than 16 years of experience in auditing, accounting and finance. From September 2006 to April 2015, Mr. Tse worked at PricewaterhouseCoopers and his last held position was senior manager in the assurance practice. Between April 2015 to November 2016, Mr. Tse worked at Sdcic Group Limited as the financial controller.

Mr. Tse graduated with a bachelor degree in business administration, majoring in professional accountancy from the Chinese University of Hong Kong in December 2006. He has also been a member of the Hong Kong Institute of Certified Public Accountants since January 2010.

NON-EXECUTIVE DIRECTOR

Mr. LI Xiang (李享) (“Mr. Li”), aged 42, was appointed as a non-executive Director of the Company on 28 April 2023. Mr. Li, a postgraduate, has successively served as the executive general manager of the investment department of OCT Hong Kong, the deputy general manager of Shenzhen OCT Huaxin Equity Investment Management Limited. He had worked in Telling Telecommunication Group, Ping An Group and CDF-Capital. Mr. Li obtained a master’s degree in business administration from Peking University in June 2017. Mr. Li obtained the board secretary qualification certificate issued by Shenzhen Stock Exchange in September 2017, and was awarded the intermediate economist title in October 2021.



BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. LEUNG Ping Fun Anita (梁丙焄) (“Ms. Leung”), aged 60, was appointed as an independent non-executive Director on 20 December 2021 and is primarily responsible for providing independent judgement to the Board. Ms. Leung is also the chairperson of the Remuneration Committee and a member of the audit committee of the Board (the “**Audit Committee**”).

Ms. Leung was qualified as a solicitor of Hong Kong in September 1989, and was admitted in England and Wales in 1991, Australian Capital Territory in 1991 and Singapore in 1995. Ms. Leung has extensive experience in the legal field and has worked at Baker & McKenzie from 1987 to 2008 where her last position was partner. Between 2008 and 2015, she was a partner at Jones Day and she is currently a consultant at David Lo & Partners. Ms. Leung graduated with a bachelor degree in laws and a postgraduate certificate in laws from the University of Hong Kong in 1986 and 1987.

Ms. Leung currently serves as a member of the Hong Kong Housing Society and is a member of its Audit Committee from September 2018 to September 2024. She had been appointed by the Chief Justice as a member of the Solicitors Disciplinary Tribunal Panel from 2011 to May 2023 and held the position of Deputy Tribunal Convenor between May 2014 and May 2017. Ms. Leung has also been appointed by the Secretary for Commerce and Economic Development as the Deputy Chairman of the Copyright Tribunal as from 1 December 2023. She is a member of each of the Inquiry Panel of the Preliminary Investigation Committee of the Hong Kong Institute of Clinical Psychologists, Intellectual Property Committee and Community Relations Committee of the Law Society of Hong Kong. She also serves as a Council Member of the Licensing Executives Society China, Hong Kong Sub-Chapter, after acting as its chairman from December 2012 to December 2016. Ms. Leung has also been serving as a member of the Business of IP Asia Forum Steering Committee of the Hong Kong Trade Development Council since 2013.

Previously, Ms. Leung was a member of the Design, Marketing & Licensing Services Advisory Committee of the Hong Kong Trade Development Council from April 2009 to March 2013 and a member of its Professional Services Advisory Committee from April 2013 to March 2017. She also served on the Board of Governors of the American Chamber of Commerce Hong Kong (the “**Board of American Chamber of Commerce**”) from January 2008 to December 2013 and the Board of American Chamber of Commerce Executive Committee from January 2010 to December 2013.

Mr. SUNG Chi Keung (宋治強) (“Mr. Sung”), aged 48, was appointed as an independent non-executive Director on 20 December 2021 and is primarily responsible for providing independent judgement to the Board. Mr. Sung is also the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee.

Mr. Sung has extensive experience in financial management, accounting taxation, auditing and corporate finance and has previously worked at KPMG, PricewaterhouseCoopers and Deloitte & Touche Corporate Finance Ltd. He is currently the chief financial officer of United Chinese Plastics Products Co., Ltd.. From June 2022 to February 2024, he served as the principal at the CFO Centre Greater China. From December 2019 to April 2022, he was the chief financial officer of Vershold Global Limited. From August 2004 to June 2013, he worked for Asian Citrus Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 73) and were admitted to trading on AIM (a market operated by the London Stock Exchange) in 2005 but which have been cancelled from trading on AIM since 29 March 2017, where his last held positions were finance director, executive director and company secretary. From April 2015 to October 2019 and May 2016 to October 2019, Mr. Sung was the chief financial officer and company secretary, respectively, of Chuanglian Holdings Limited (formerly known as China Chuanglian Education Group Limited), the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2371). From August 2013 to March 2015, Mr. Sung was the chief financial officer and company secretary of China Green (Holdings) Limited (formerly known as China Culiangwang Beverages Holdings Limited), the shares of which were formerly listed on the Main Board of the Stock Exchange (Stock Code: 904). Since September 2017, Mr. Sung has been appointed as an independent non-executive director of Takbo Group Holdings Limited, the shares of which are listed on GEM of the Stock Exchange (Stock Code: 8436).

Mr. Sung obtained bachelor degree in business administration, majoring in professional accountancy, from the Chinese University of Hong Kong in December 1997 and a master of corporate finance from the Hong Kong Polytechnic University in December 2006. He was admitted as an associate member of Hong Kong Society of Accountants (currently known as Hong Kong Institute of Certified Public Accountants (“**HKICPA**”)) in February 2002 and was advanced to be a fellow member of HKICPA in May 2019. He was also admitted as a fellow member of the Association of Chartered Certified Accountants in December 2007.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Dr. CHAN Kai Yue Jason, MH, JP (陳繼宇) (“Dr. Chan”), aged 49, was appointed as an independent non-executive Director on 20 December 2021 and is primarily responsible for providing independent judgement to the Board. Dr. Chan is also a member of each of the Audit Committee and Nomination Committee.

Dr. Chan has extensive experience in the education and the information technology industries. Between 2000 to 2003, he worked at The Hong Kong Institute of Education where his last position was part-time research assistant. Between 2002 to 2005, he worked at The Open University of Hong Kong where his last position was full-time research associate. Between 2006 to 2007, he worked at Bauhinia Foundation Research Centre Ltd. where his last position was Manager (Research). Since 2008, he has worked at College of Professional and Continuing Education of The Hong Kong Polytechnic University and he currently holds the positions of the Director of School of Professional Education and Executive Development, the Associate Dean (Information and Development) and Head of Information Technology of College of Professional and Continuing Education of The Hong Kong Polytechnic University.

He obtained a bachelor of arts in public and social administration with first class honours in November 1998 and a master of science in computing at City University of Hong Kong in July 2004. He also obtained a master of educational technology at The University of British Columbia in May 2005, Stanford Certified Project Manager in Stanford Center for Professional Development in May 2007 and doctor of education at The University of Bristol in August 2010.

Dr. Chan has been appointed in several public service roles, including serving as a member of Technology Review Panel of Hong Kong Applied Science and Technology Research Institute (ASTRI), Quality Education Fund Dissemination and Promotion Sub-committee, Entrepreneurship Committee Advisory Group of Hong Kong Cyberport Management Limited, and the Board of Governors of the Prince Philip Dental Hospital. He also served as a lay member of the Panel of Solicitors’ Disciplinary Tribunal, a member of Advisory Committee of Innovation and Technology Venture Fund, Child Development Fund Steering Committee, Enterprise Support Scheme Assessment Panel under the Innovation and Technology Fund, Transport Tribunals’ Panel, Education Development Fund Advisory Committee and Consumer Council. In June 2017, Dr. Chan was appointed as Justice of the Peace of Hong Kong. In July 2021, Dr. Chan was awarded the Medal of Honour by the Hong Kong Special Administrative Region. Since April 2019, Dr. Chan has been appointed as an independent non-executive director of Bamboos Health Care Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2293). Since October 2023, Dr. Chan has been appointed as an independent non-executive director of Primech Holdings Limited, the shares of which are listed on the Nasdaq (Stock Code: PMEC).

SENIOR MANAGEMENT

Mr. CHAN Wa Pan (陳華品), aged 38, joined the Group in February 2012 and he is the general manager and head of licensing operations of the Group. Mr. Chan is primarily responsible for handling all licensing, event and promotion related matters for the Group. Mr. Chan has accumulated over 15 years in the licensing industry. From July 2006 to February 2012, Mr. Chan worked with Animation International Limited and his last held position was event manager where he was primarily responsible for handling licensing, merchandising and promotion matters and events.

Mr. Chan graduated from Ma Kam Ming Charitable Foundation Ma Chan Duen Hey Memorial College in 2005.

Mr. LYU Xingyuan (呂行遠), aged 35, joined the Group in July 2022 and he is the chief investment officer of the Group. He successively worked as the manager and senior manager of the leveraged and acquisition finance division of the investment banking department of China Great Wall Securities Co., Ltd. (長城證券股份有限公司) from July 2015 to November 2020, the vice president of investment of Shenzhen Great Walle Investment Corp., Ltd. (深圳長城匯理投資股份有限公司) from November 2020 to July 2022, and an executive director of Greatwalle Inc. (HK.8315) from April 2022 to July 2022. Mr. Lyu holds a bachelor degree of mathematics of the University College London and a master degree of the Engineering and Aerospace Machinery Academy of the University of Manchester.



BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Ms. TAM Nga Chi (譚雅芝), aged 44, was appointed as the art director of the Group in January 2015. Ms. Tam is mainly responsible for managing the Group's brand, developing style guide and assisting the licensing department of the Group in approving the design works and products from the Group's licensees. Ms. Tam has over 20 years of experience in product design and development. Ms. Tam joined the Group as a graphic designer in October 2003 and was promoted to the role of senior designer, and subsequently to the role of assistant creative director in October 2004 and September 2009, respectively. Prior to joining the Group, Ms. Tam was a designer at Solution Marketing Services Limited from July 2001 to September 2003 where she was primarily responsible for advertising and promotional design.

Ms. Tam graduated with a Diploma in Digital Media Studies from Hong Kong Institute of Vocational Education in July 2001.

* *For identification purpose only*

REPORT OF THE DIRECTORS

The Directors are pleased to submit their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2023.

REORGANISATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 10 December 2020 and was registered as a non-Hong Kong company under Part 16 of the Companies Ordinance, (Cap. 622 of Laws of Hong Kong) on 9 June 2021. Pursuant to the completion of the group reorganisation as detailed in the section headed “History, Corporate Structure and Reorganisation — Reorganisation” in the Prospectus, the Company has since 26 March 2021 become the holding company of the subsidiaries now comprising the Group. The shares of the Company (the “Shares”) have been listed on the Stock Exchange with effect from 17 January 2022.

PRINCIPAL ACTIVITIES

The Group is principally engaged in (i) the character licensing business: the creation, design, licensing, brand management and marketing of self-created B.Duck Family Characters across multi-channels. The Group licenses the B.Duck Family Characters and brands to its licensees, provides them with product design application services and allows them to use the same in their products and services offering; and (ii) the e-commerce and other business: the design, development, procurement and retail sales of the B.Duck Family Characters-featured products through multi-channels.

BUSINESS REVIEW

A detailed review on the Group’s business performance and the material factors underlying its financial position, as well as the development and likely future prospects of the Group’s business are provided throughout this annual report and in particular under the following separate sections:

- (a) review of the Company’s business and financial position; and development and future prospects of the Company’s business are shown in the “Chairman’s Statement” and “Management Discussion and Analysis” sections of this annual report;
- (b) details of key performance indicators are shown in the sections headed “Financial Highlights” and “Management Discussion and Analysis” of this annual report;
- (c) the principal risks and uncertainties facing the Company are shown in the “Principal Risks and Uncertainties” set out in the following section of this report;
- (d) the Group’s environmental policies and performance are shown in the “Environmental, Social and Governance Report” (the “ESG Report”) of this annual report and the section headed “Environmental Policies and Performance” below;
- (e) the Group’s key relationships with employees, customers and suppliers are shown in the ESG Report and the section headed “Relationship with Stakeholders” below; and
- (f) the Group’s compliance with the relevant laws and regulations are shown in the ESG Report and the section headed “Compliance with Laws and Regulations” below.

Details of important event occurring after the year to the date of this annual report are set out in the “Management Discussion and Analysis” section of this annual report.

The discussions referred to in the above form part of this Report of the Directors.



REPORT OF THE DIRECTORS

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's businesses, financial condition, results of operations and growth prospects may be affected by risks and uncertainties directly or indirectly pertaining to its businesses. The risk factors set out below are those that could result in the Group's businesses, financial conditions, results of operations or growth prospects differing materially from expected or historical results. Such factors are by no means exhaustive or comprehensive, and there may be other risks in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

- (i) substantially all the Group's revenue is generated from its B.Duck Family Characters and any significant adverse impacts on the B.Duck Family Characters and its other character IP rights could materially affect the Group's business;
- (ii) the Group may not be able to identify and respond to the changes in trends and consumer preferences in a timely manner;
- (iii) the Group derived substantially all its revenue in the China market during the past years;
- (iv) infringement or misappropriation claims by any third parties against the Group or unauthorised use of the Group's character IP rights may adversely affect the Group's business and reputation; and
- (v) the Group's business relies on the ability to maintain its existing relationships with licensees and the ability to attract new licensees to utilise the Group's IP rights.

Please also refer to note 3 to the consolidated financial statements for the financial risks facing by the Group and the paragraph headed "Materiality Assessment" of the ESG Report of this annual report for the material ESG issues identified related to the Group's operations.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2023 and the state of affairs of the Group at that date are set out in the consolidated financial statements on pages 100 to 105 of this annual report.

The Board has resolved to propose a final dividend of HK0.5 cents per share for the year ended 31 December 2023 (2022: HK2.01 cents per share), amounting to a total of HK\$4,904,965 (2022: HK\$19,974,576). The proposed final dividend is subject to the approval of the shareholders at the annual general meeting of the Company to be held on Monday, 27 May 2024 (the "AGM").

There is no arrangement that a shareholder of the Company has waived or agreed to waive any dividend.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 22 May 2024 to Monday, 27 May 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 21 May 2024.

For determining the entitlement of the shareholders to the aforesaid proposed final dividend, the register of members of the Company will be closed from Monday, 3 June 2024 to Wednesday, 5 June 2024, both days inclusive, during which period no transfers of Shares will be registered. In order to qualify for the proposed final dividend, which is subject to approval of the shareholders at the AGM, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Friday, 31 May 2024.

DIVIDEND POLICY

The recommendation of the payment of dividend is subject to the absolute discretion of the Board, and any declaration of final dividend will be subject to the approval of the shareholders of the Company.

The Directors may recommend a payment of dividend in the future after taking into account the Group's operations, earnings, financial condition, cash requirements and availability, capital expenditure and future development requirements and other factors as they may deem relevant at such time. Any declaration and payment as well as the amount of the dividend will be subject to the Company's constitutional documents and the Companies Act of the Cayman Islands, including the approval of shareholders of the Company.

The Group's dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by us in the future.

Any distributable profits that are not distributed in any given year will be retained and available for distribution in subsequent years. To the extent profits are distributed as dividends, such portion of profits will not be available to be reinvested in the Group's operations.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 December 2023 are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the Company's share capital during the year ended 31 December 2023 are set out in note 23 to the consolidated financial statements.

As at 31 December 2023, the issued share capital of the Company was US\$24,524.825 divided into 980,993,000 Shares of US\$0.000025 each.



REPORT OF THE DIRECTORS

RESERVES

Details of movements in the reserves of the Group and the Company during the year ended 31 December 2023 are set out in the consolidated statement of changes in equity on pages 103 to 104 of this annual report and note 24 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's reserve available for distribution to shareholders amounted to approximately HK\$131.0 million.

ENVIRONMENTAL POLICIES AND PERFORMANCE

It is the Group's corporate and social responsibility to promote a sustainable and ecofriendly environment. In this respect, the Group strive to minimize its environmental impact by reducing the carbon footprint and to build its corporation in a sustainable way. During the year ended 31 December 2023, the Group is subject to various environmental protection laws and regulations. For more details, please refer to the ESG Report for the Group's work in respect of environmental protection, social and governance during the year ended 31 December 2023.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in Hong Kong and the Mainland China. The Group's establishment and operations accordingly shall comply with all applicable laws in the jurisdictions where it has operations. To the best of the Directors' knowledge, information and belief on the date of this annual report, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on its business and operation.

Further discussions on the compliance with laws and regulations is set out in the ESG Report.

RELATIONSHIP WITH STAKEHOLDERS

Employees

Human resource is the key to maintain the design capabilities of a character licensing company. A team with strong design and operation talent and rich experience in licensing market is vital for continuous development of a character and enhancing its commercial value. The Group offers a comprehensive range and attractive remuneration package, insurance benefits and training opportunities to its employees and maintains a good relationship with its employees.

Customers

The Group's customers primarily consist of (i) the licensees; (ii) the fans; and (iii) the wholesale customers. The Group had an extensive licensing network covering a diverse range of consumer sectors and gained a widespread reach to consumers across different regions, with a core focus in Asia, including the Mainland China, Hong Kong and Southeast Asian countries. The Group had established business relationship with its major customers ranging from 1 to 13 years.

For the year ended 31 December 2023, the Group's sales to its five largest customers accounted for 23.3% (2022: 31.8%) of its total sales and sales to the largest customer accounted for 14.0% (2022: 19.4%). None of the Directors or any of their close associates or any shareholders of the Company (which to the best knowledge of the Directors own more than 5% of the number of issued Shares) had any interest in the Group's five largest customers during the year ended 31 December 2023.

Suppliers

The Group's suppliers primarily consist of (i) OEM suppliers which mainly manufacture apparel and bags; and (ii) licensees of its merchandise licensing business. The Group mainly procures apparel and bags from various OEM suppliers located in the PRC. The Group has maintained stable and close relationship with its suppliers and had established business relationship with the major suppliers ranging from 1 to 12 years. To a lesser extent, the Group also procures finished products from the licensees of its merchandise licensing business and sells through its sales network.

For the year ended 31 December 2023, purchases from the Group's five largest suppliers accounted for 84.6% (2022: 84.4%) of its total purchases and purchases from the largest supplier accounted for 70.2% (2022: 52.4%). Save for the Group's largest supplier, ENS Toys, which is further discussed in the section headed "Continuing Connected Transaction" of this report, none of the Directors or any of their close associates or any shareholders of the Company (which to the best knowledge of the Directors own more than 5% of the number of issued Shares) had any interest in the five largest suppliers during the year ended 31 December 2023.

Further discussions on the relationship with stakeholders are set out in the ESG Report.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the five years ended 31 December 2023, as extracted from the Prospectus and the audited consolidated financial statements of the Company is set out on page 172 of this annual report. This summary does not form part of the audited consolidated financial statements.

DIRECTORS

The Directors during the year ended 31 December 2023 and up to the date of this annual report were as follows:

Executive Directors:

Mr. Hui Ha Lam (*Chairman of the Board and Chief Executive Officer*)
Mr. Kwok Chun Kit
Mr. Cheung Chin Yiu
Mr. Tse Tsz Leong

Non-executive Directors:

Mr. Li Xiang (*appointed on 28 April 2023*)
Mr. Chen Hongjiang (*resigned on 28 April 2023*)

Independent Non-executive Directors:

Ms. Leung Ping Fun Anita
Mr. Sung Chi Keung
Dr. Chan Kai Yue Jason, *MH, JP*

Pursuant to the articles of association of the Company (the "**Articles**"), Mr. Hui Ha Lam, Mr. Cheung Chin Yiu and Dr. Chan Kai Yue Jason, *MH, JP* will retire and, being eligible, offer themselves for re-election at the AGM.

Each of the executive Directors has entered into a service contract with the Company for a term of three years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant service contract).

The non-executive Director has entered into a letter of appointment with the Company for an initial term of three years commencing from 28 April 2023 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment).

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for an initial term of three years commencing from 20 December 2021 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment).

All Directors are subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles.

None of the Directors who is proposed for re-election at the AGM has any service agreement which is not determinable by the Group within one year without the payment of compensation (other than statutory compensation).

Brief biographical details of Directors and senior management are set out on pages 36 to 40 of this annual report.



REPORT OF THE DIRECTORS

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save for transactions as disclosed in the section headed “Continuing Connected Transactions” in this report and note 32 to the consolidated financial statements, no transaction, arrangements or contract of significance to the business of the Group to which the Company or any of its subsidiaries or fellow subsidiaries was a party, and in which a Director or his or her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year ended 31 December 2023 or at any time during the year ended 31 December 2023.

CONTRACTS OF SIGNIFICANCE

Save for transactions as disclosed in the section headed “Continuing Connected Transactions” in this report, no contract of significance had been entered into between the Company, or any of its subsidiaries, and the controlling shareholder(s) of the Company or any of its subsidiaries at the end of the year ended 31 December 2023 or at any time during the year ended 31 December 2023.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed as at 31 December 2023 or at any time during the year ended 31 December 2023.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed “Share Schemes” below, at no time during the year ended 31 December 2023 and up to the date of this annual report was the Company or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors or their associates to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

ISSUANCE OF DEBENTURES

During the year ended 31 December 2023, no issuance of debentures was made by the Company (2022: Nil).

CHARITABLE DONATIONS

The donations made by the Group during the year ended 31 December 2023 amounted to HK\$0.1 million (2022: HK\$0.1 million).

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities.

Pursuant to the Articles, every Director shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices; provided that such indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.

In accordance with the provisions of Section 470 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the aforesaid approved indemnity clause for the benefit of the Directors was effective during the financial year ended 31 December 2023 and at the time when this report prepared by the Directors was adopted in accordance with Section 391(1)(a) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Save for the above, at no time during the year ended 31 December 2023 and up to the date of this annual report, there was or is, any permitted indemnity provision (as defined in section 9 of the Companies (Directors' Report) Regulation (Chapter 622D of the Laws of Hong Kong)) being in force for the benefit at any of the Directors (whether made by the Company or otherwise) or any of the directors of an associated company (if made by the Company).

DIRECTORS' EMOLUMENTS

Details of the Directors' emoluments are set out in note 7 to the consolidated financial statements. The Remuneration Committee will review and recommend the Board the remuneration and compensation packages (including incentive plans) of the Directors and senior management members, by reference to, among other things, market level of remuneration and compensation paid by comparable companies, the respective responsibilities of the Directors and senior management team, as well as the overall performance of the Group. The executive Directors and senior management may also be granted options under the share option scheme of the Company (the "Share Option Scheme").

SHARE SCHEMES

Share Option Scheme

The Company adopted the Share Option Scheme on 20 December 2021. No option under the Share Option Scheme has been granted since its adoption.

Summary of the principal terms of the Share Option Scheme is as follow:

(a) Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to recognise and acknowledge the contributions made by the Group's employees, to attract skilled and experienced personnel, to incentivise them to stay with the Company and to motivate them to strive for the future development and expansion of the Company and its subsidiaries, by providing them with the opportunity to acquire equity interests in the Company.

(b) Participants of the Share Option Scheme and the basis of determining the eligibility of the participants

The Board may from time to time grants options to any individual who is an employee of the Group (including executive Directors) or any entity in which the Company holds any equity interest and such other persons who has or will contribute to the Company as approved by the Board from time to time on the basis of their contribution to the development and growth of the Group.

(c) Subscription price

The subscription price per Share at which a grantee may subscribe for Shares upon exercise of an option shall be a price determined by the Board in its sole and absolute discretion but in any event shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheets on the date on which the option is offered, which must be a business day; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the option; and (iii) the par value of the Shares.



REPORT OF THE DIRECTORS

(d) Grant price of options and acceptance of an offer

An option shall be deemed to have been granted to (subject to certain restrictions in the Share Option Scheme), and accepted by, the grantee and to have taken effect after the Company receives the offer letter signed by the grantee together with a remittance in favour of the Company of HK\$1.00 or the equivalent amount in any currency by way of consideration for the grant of the option on or before the last day for acceptance as defined by the Board.

(e) Maximum number of Shares available for issue

The total number of Shares available for issue under the Share Option Scheme is 100,000,000 Shares, represent 10.19% of the Shares in issue as at the date of this annual report.

(f) Maximum entitlement of each participant

Unless approved by the shareholders of the Company in general meeting in the manner prescribed in Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Board shall not grant options to any grantee if the acceptance of those options would result in the total number of shares issued and to be issued to that grantee on exercise of his/her options during any 12-month period exceeding 1% of the total Shares then in issue.

(g) Term of subscription of Shares upon exercise of the options

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

(h) Minimum period for which an option must be held before it can be exercised

The Board may in its absolute discretion set a minimum period for which an option must be held before an option can be exercised.

(i) Remaining life of the Share Option Scheme

The Share Option Scheme will remain in force for a period of ten years commencing on 17 January 2022, subject to early termination provisions contained in the Share Option Scheme.

The number of options available for grant under the limit of the Share Option Scheme as at 1 January 2023 and 31 December 2023 were 100,000,000 and 100,000,000, respectively.

SHARE AWARD SCHEME

On 5 September 2022, the Company adopted a share award scheme (the “**Share Award Scheme**”) as amended and supplemented by an amendment deed dated 8 September 2022 (the “**Amendment Deed**”) entered into between the Company and the trustee who was appointed by the Company to assist with the administration of the Share Award Scheme (the “**Trustee**”). According to the Amendment Deed, the Shares that may be awarded to a selected participant under the Share Award Scheme comprise only existing Shares.

Summary of the principal terms of the Share Award Scheme is as follows:

(a) Purpose of the Share Award Scheme

The purposes and objectives of the Share Award Scheme are: (i) to recognise the contributions by certain eligible participants and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group.

(b) Participants of the Share Award Scheme

The eligible participants under the Share Award Scheme include:

- (i) any employees of the Group;
- (ii) any employees of the holding companies, fellow subsidiaries or associated companies of the Company;
- (iii) any persons who provide services to any members of the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group; and/or
- (iv) such other persons permitted by the Listing Rules to be participants of the Share Award Scheme,

provided that such eligible participant is not a connected person of the Group.

(c) Maximum number of Shares available for issue

Pursuant to the Amendment Deed, the Share Awarded Scheme does not involve any award of new Shares. Therefore, there are no Shares available for issue under the Share Award Scheme.

(d) Grant price and subscription price of Awarded Shares

The Board may, from time to time, subject to the provisions of the Share Award Scheme, grant such number of existing Shares as award shares (the “Awarded Shares”) to any selected participant at no consideration and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine.

(e) Maximum number of Awarded Shares for grant

The Board shall not make any further award of Awarded Shares which will result in the aggregate number of the existing Shares awarded by the Board under the Share Award Scheme exceeding ten (10%) per cent of the issued share capital of the Company from time to time. As at the date of this report, the maximum number of Awarded Shares available for grant under the Share Award Scheme was 98,099,300, which represented 10% of the issued Shares of the Company as at the date of this annual report.

(f) Maximum entitlement of each participant

The maximum number of Shares which may be awarded to a selected participant under the Share Award Scheme shall not exceed one per cent (1%) of the issued share capital of the Company in any 12-month period.

(g) Vesting of Awarded Shares under the Share Award Scheme

Subject to the terms and conditions of the Share Award Scheme and the fulfillment of all vesting conditions to the vesting of the Awarded Shares on such selected participant as specified in the Share Award Scheme and the relevant grant instrument, the Awarded Shares held by the Trustee on behalf of the selected participant shall vest in such selected participant in accordance with the applicable vesting schedule, and the Trustee shall cause the Awarded Shares to be transferred to such selected participant in accordance with the terms of the Share Award Scheme. Where a selected participant subsequently becomes a connected person of the Company prior to vesting of the Awarded Shares, such vesting of the Awarded Shares will be subject to compliance by the Company of requirements under Chapter 14A of the Listing Rules, where applicable, and the Remuneration Committee shall have absolute discretion to alter the vesting, or terminate the award, of such Awarded Shares where such requirements would, in the opinion of the Remuneration Committee, be burdensome on the Company.



REPORT OF THE DIRECTORS

(h) Remaining life of the Share Award Scheme

Subject to any early termination as may be determined by the Board pursuant to the rules of the Share Award Scheme, the Share Award Scheme shall be valid and effective for a term of ten (10) years commencing on its adoption date, i.e. 5 September 2022.

Movements of Awarded Shares

During the year ended 31 December 2023, the movements of the Awarded Shares granted under the Share Award Scheme were as follows:

Grantee name/categories	Date of grant	Vesting date/period	Market price of award Shares at date of grant based on closing price of Shares as at date (HK\$)	Purchase price of the Awarded Shares (HK\$)	Closing price of Shares immediately before the date of grant (HK\$)	Closing price of Shares immediately before the vesting date (HK\$)	Weighted average closing price of the Shares immediately before the date on which the Awarded Shares were vested (HK\$)	Number of Unvested Shares at 1 January 2023 (excluding those vested on 1 January 2023)	Number of Awarded Shares granted during the year ended 31 December 2023	Number of Awarded Shares vested during the year ended 31 December 2023	Number of Awarded Shares lapsed during the year ended 31 December 2023	Number of Awarded Shares cancelled during the year ended 31 December 2023	Number of Unvested Shares at 31 December 2023
Eligible employees – (Non-connected employees):	31 October 2023	30 April 2024 – 30 April 2025	1,510	1,681	1,560	-	-	-	14,608,000	-	-	-	14,608,000
Five highest paid employees in aggregate	31 October 2023	30 April 2024 – 30 April 2025	1,510	1,681	1,560	-	-	-	3,862,000	-	-	-	3,862,000

The fair value of the 14,608,000 Awarded Shares granted during the year on the date of grant was approximately HK\$22,058,000, being the 14,608,000 Shares subject to the Awarded Shares multiply by the closing price of the Shares on the date of grant of HK\$1.510 per Share. The amount to be expensed as share-based compensation expenses is determined by reference to the fair value of the Awarded Shares granted.

The number of share awards available for grant under the limit of the Share Award Scheme as at 1 January 2023 and 31 December 2023 were 100,000,000 and 83,491,000, respectively.

No Shares may be issued in respect of options under the Share Option Scheme or share awards under the Share Award Scheme during the year ended 31 December 2023.

For details of the grant of 14,608,000 Awarded Shares, please refer to the announcement of the Company dated 31 October 2023.

REPORT OF THE DIRECTORS

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2023, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix C3 for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code") were as follows:

Long position in the Shares and underlying shares of the Company

Name of Director	Capacity/Nature of interest	Number of Shares/ underlying shares held/ interested	Percentage of the issued share capital of the Company
Hui Ha Lam	Interest of a controlled corporation	663,200,000 (Note)	67.61%
	Beneficial owner	7,000,000	0.71%

Note: Mr. Hui Ha Lam is the sole beneficial owner of Semk Products (Holdings) Limited which wholly-owns Semk Global Investment Ltd. By virtue of the SFO, he is deemed to be interested in all the 663,200,000 Shares held by Semk Global Investment Ltd.

Long position in the shares and underlying shares of Semk Global Investment Ltd and Semk Products (Holdings) Limited, each an associated corporation of the Company within the meaning of Part XV of the SFO

Name of Director	Name of associated corporation	Capacity/Nature of Interest	Number of shares or underlying shares of the relevant associated corporation	Percentage of interest to total issued share capital of the relevant associated corporation
Hui Ha Lam	Semk Global Investment Ltd	Interest of a controlled corporation	50,000	100%
	Semk Products (Holdings) Limited	Beneficial owner	1,120,000	100%

Save as disclosed above, as at the date of this annual report, none of the Directors and the chief executive of the Company nor their associates had or was deemed to have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were required to be recorded in the register to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.



REPORT OF THE DIRECTORS

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2023, to the best knowledge of the Directors and the senior management of the Company, the following persons (other than the Directors and the chief executive of the Company) had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company pursuant to provision of Division 2 and 3 of Part XV of the SFO, or as recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO:

Long position in the Shares and underlying shares of the Company

Name of shareholder	Capacity/Nature of interest	Number of Shares held/interested in	Approximate percentage of the issued share capital
Semk Global Investment Ltd ^(Note 1)	Beneficial owner	663,200,000	67.61%
Semk Products (Holdings) Limited ^(Note 1)	Interest of a controlled corporation	663,200,000	67.61%
Lam Ngan Shan ^(Note 1)	Interest of spouse	670,200,000	68.32%
City Legend International Limited ^(Note 2)	Beneficial owner	83,601,000	8.52%
Phoenix Ocean Developments Limited ^(Note 2)	Interest of a controlled corporation	83,601,000	8.52%
Overseas Chinese Town (Asia) Holdings Limited ^(Note 2)	Interest of a controlled corporation	83,601,000	8.52%
Pacific Climax Limited ^(Note 2)	Interest of a controlled corporation	83,601,000	8.52%
Overseas Chinese Town (HK) Company Limited ^(Note 2)	Interest of a controlled corporation	83,601,000	8.52%
深圳華僑城股份有限公司 ^(Note 2)	Interest of a controlled corporation	83,601,000	8.52%
華僑城集團有限公司 ^(Note 2)	Interest of a controlled corporation	83,601,000	8.52%
Top Plenty Limited ^(Note 3)	Beneficial owner	58,446,000	5.96%
Wong's Industrial (Holdings) Limited ^(Note 3)	Interest of a controlled corporation	58,446,000	5.96%
Catel (B.V.I) Limited ^(Note 3)	Interest of a controlled corporation	58,446,000	5.96%
Wong's International Holdings Limited ^(Note 3)	Interest of a controlled corporation	58,446,000	5.96%

REPORT OF THE DIRECTORS

Notes:

1. The entire issued share capital of Semk Global Investment Ltd is held by Semk Products (Holdings) Limited, which is in turn wholly-owned by Mr. Hui Ha Lam, the Chairman of the Board, executive Director and the chief executive officer of the Company. By virtue of the provisions of Part XV of the SFO, each of Semk Products (Holdings) Limited and Mr. Hui Ha Lam is deemed or taken to be interested in all the Shares beneficially owned by Semk Global Investment Ltd. Besides, Ms. Lam Ngan Shan is the spouse of Mr. Hui Ha Lam. By virtue of the provisions of Part XV of the SFO, Ms. Lam Ngan Shan is deemed to be interested in the same number of Shares in which Mr. Hui Ha Lam is deemed to be interested.
2. Based on the notice of disclosure of interests filed on 26 January 2022, City Legend International Limited is interested in 83,601,000 Shares. City Legend International Limited is wholly-owned by Phoenix Ocean Developments Limited, which is in turn wholly-owned by Overseas Chinese Town (Asia) Holdings Limited. Overseas Chinese Town (Asia) Holdings Limited is owned as to 70.94% by Pacific Climax Limited, which is wholly-owned by Overseas Chinese Town (HK) Company Limited. Overseas Chinese Town (HK) Company Limited is wholly-owned by 深圳華僑城股份有限公司, a company owned as to 47.01% and 0.96% by 華僑城集團有限公司 and 深圳華僑城資本投資管理有限公司. 深圳華僑城資本投資管理有限公司 is wholly-owned by 華僑城集團有限公司.
3. Based on the notice of disclosure of interests filed on 29 November 2023, Top Plenty Limited is interested in 58,446,000 Shares. Top Plenty Limited is wholly-owned by Wong's Industrial (Holdings) Limited, which is in turn wholly-owned by Catel (B.V.I) Limited. Catel (B.V.I) Limited is a company wholly-owned by Wong's International Holdings Limited.

Save as disclosed above, as at 31 December 2023, the Directors and the senior management of the Company are not aware of any other person who had an interest or short position in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of Part XV of the SFO.

NON-COMPETITION UNDERTAKING FROM CONTROLLING SHAREHOLDERS

As disclosed in the Prospectus, each of Mr. Hui Ha Lam, Semk Global Investment Ltd and Semk Products (Holdings) Limited (“**Controlling Shareholders**”) entered into the deed of non-competition (“**Deed of Non-competition Undertakings**”) in favour of the Company (for its itself and for benefit of each of the member of the Group) on 20 December 2021, pursuant to which each of the Controlling Shareholders, irrevocably and unconditionally undertaken and covenanted with the Company on a joint and several basis that, at any time commencing from the Listing Date and during the period that the Deed of Non-competition Undertakings remains effective, each of the Controlling Shareholders shall not, and shall not procure his/its respective subsidiaries and close associate(s) (other than through the Group or in respect of each Controlling Shareholder, together with his/its close associates, as a holder of not more than 5% of the issued shares or stock of any class or debentures of any company listed on any recognised stock exchanges), directly or indirectly be interested, involved or engaged in or acquire or hold any right or interest (in each case whether as a shareholder, director, partner, agent, employee or otherwise, and whether for profit, reward or otherwise) in any business which competes or is likely to compete directly or indirectly with the businesses currently engaged or possibly in the future to be engaged by the Group (including but not limited to the Group’s character licensing business and e-commerce and other business in Hong Kong and the Mainland China or any other country or jurisdiction to which the Group provides such services and/or in which any member of the Group carries on business mentioned above from time to time. Details of the Deed of Non-competition Undertakings have been set out in the section headed “Relationship with our Controlling Shareholders — Non-Competition Arrangement and Undertakings” of the Prospectus.

The Company has received the annual declaration from the Controlling Shareholders in respect of their respective compliance with the Deed of Non-competition Undertakings during the year ended 31 December 2023. The independent non-executive Directors, having reviewed the annual declaration and made reasonable enquiry, were satisfied that the Controlling Shareholders have complied with the Deed of the Non-competition Undertakings during the year ended 31 December 2023.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or applicable laws of the Cayman Islands where the Company is incorporated.

TAX RELIEF

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



REPORT OF THE DIRECTORS

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2023, the Company repurchased a total of 19,007,000 Shares on the market. All the Shares repurchased by the Company were subsequently cancelled. As at 31 December 2023, the total number of Shares in issue was 980,993,000. Details of the Shares repurchased are as follows:

Date of repurchase	Number of Shares repurchased	Price paid per Share		Aggregate consideration (excluding all related expenses) (HK\$)
		Highest price paid (HK\$)	Lowest price paid (HK\$)	
18 January 2023	500,000	1.74	1.74	870,000
19 January 2023	2,120,000	1.75	1.75	3,710,000
20 January 2023	925,000	1.74	1.74	1,609,500
26 January 2023	1,695,000	1.76	1.75	2,971,250
27 January 2023	1,000,000	1.76	1.76	1,760,000
6 April 2023	3,000,000	1.57	1.57	4,710,000
14 April 2023	3,000,000	1.51	1.51	4,530,000
24 April 2023	2,560,000	1.45	1.45	3,712,000
28 April 2023	720,000	1.45	1.45	1,044,000
4 May 2023	1,412,000	1.43	1.42	2,008,560
8 May 2023	1,000,000	1.41	1.41	1,410,000
9 May 2023	1,075,000	1.41	1.41	1,515,750
Total	19,007,000			29,851,060

In addition, the Trustee who was appointed by the Company to assist with the administration of the Share Award Scheme also purchased 32,700,000 Shares on the market for a total consideration of HK\$54,441,400 (excluding all related expenses, transaction levy, brokerage, tax, duties and levies) as of 31 December 2023 to hold on trust for the purpose of the Share Award Scheme.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2023.

COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors nor the controlling shareholder of the Company (as defined in the Listing Rules) nor any of their respective associates that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the years ended 31 December 2023 and 2022.

RELATED PARTY TRANSACTIONS

Details of material related party transactions of the Group undertaken in the normal course of business are set out in note 32 to the consolidated financial statements.

Certain related party transactions set out in note 32 to the consolidated financial statements are regarded as connected transactions or continuing connected transactions of the Group. Save for those as disclosed below, none of which is required to be disclosed under Chapter 14A of the Listing Rules. The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

CONTINUING CONNECTED TRANSACTION

During the year ended 31 December 2023, the Group has carried out the following continuing connected transactions that are subject to the annual review and annual reporting requirements under Chapter 14A of the Listing Rules. Details of such transactions are set out in the section headed “Connected transactions” in the Prospectus.

Merchandise Supply Framework Agreement

On 15 December 2021, the Company (as purchaser) entered into a merchandise supply framework agreement (the “**Merchandise Supply Framework Agreement**”) with ENS Toys (as supplier) for a term commencing from the Listing Date, to 31 December 2023.

As ENS Toys is wholly-owned by Mr. Hui Ha Lam, the executive Director, chairman of the Board, chief executive officer and controlling shareholder (as defined under the Listing Rules) of the Company, ENS Toys is considered as a connected person of the Group under Rule 14A.12(1)(c) of the Listing Rules and the transactions contemplated under the Merchandise Supply Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Pursuant to the Merchandise Supply Framework Agreement, the Company has agreed to, and will procure other members of the Group to purchase merchandise (including but not limited to apparel and toys) from ENS Toys. There is no minimum purchase amount stipulated in the Merchandise Supply Framework Agreement nor is the Group bound to purchase merchandise from ENS Toys. The purchase quantity and the purchase prices shall be specified in individual purchase order to be placed by the Group.

The products will be priced on normal commercial terms and in the ordinary course of the Group’s business with reference to the market price of the same or comparable kind of merchandise provided by independent third parties which are not connected with (within the meaning of the Listing Rules) any Directors, chief executive or substantial shareholders (within the meaning of the Listing Rules) of the Company or any of its subsidiaries or any of their respective associates and not connected person(s) of the Company (the “**Independent Third Parties**”). Before entering into any transactions with ENS Toys, the Group will obtain quotes from at least two Independent Third Parties which provide the same or similar products. The finance department of the Company will review and compare the quotes from Independent Third Parties with the quotes from ENS Toys when determining the supplier so as to ensure that the price of the products provided by ENS Toys to the Group is fair and reasonable and is determined on normal commercial terms or on terms no less favourable to the Group than the terms available from Independent Third Parties.



REPORT OF THE DIRECTORS

The annual cap in respect of the transactions contemplated under the Merchandise Supply Framework Agreement for the year ended 31 December 2023 is HK\$52,000,000.

For the year ended 31 December 2023, the aggregate amount paid/payable by the Group to ENS Toys under the Merchandise Supply Framework Agreement amounted to approximately HK\$20,306,000.

Annual Review of Continuing Connected Transactions

The independent non-executive Directors have reviewed and confirmed that for the year ended 31 December 2023, the continuing connected transactions as set out above were entered into:

- (i) in the ordinary and usual course of the business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Company and its shareholders as a whole.

The Company's auditor, was engaged to report on the continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter to the Board containing their findings and conclusions in respect of the above continuing connected transactions under Rule 14A.56 of the Listing Rules.

Merchandise Supply Framework Agreement II

The Company entered into the Merchandise Supply Framework Agreement II with ENS Toys on 31 January 2024 for a term commenced from 1 February 2024 and ending on 31 May 2024. Pursuant to the Merchandise Supply Framework Agreement II, the Company has agreed to, and will procure other members of the Group to, purchase merchandise (including but not limited to apparel and toys) from ENS Toys, subject to the cap of HK\$8,000,000.

Merchandise Supply Framework Agreement I

The Company entered into the Merchandise Supply Framework Agreement I with ENS Toys on 1 January 2024 for a term commenced from 1 January 2024 and ended on 31 January 2024. Pursuant to the Merchandise Supply Framework Agreement I, the Company has agreed to, and will procure other members of the Group to, purchase merchandise (including but not limited to apparel and toys) from ENS Toys at a total consideration of no more than HK\$1,500,000.

USE OF PROCEEDS FROM GLOBAL OFFERING

The Shares have been listed on the Stock Exchange since 17 January 2022. Based on the offer price of HK\$2.05 per Share, the net proceeds from the global offering, after deducting listing related expenses, amounted to approximately HK\$206.8 million. The Group will utilise such net proceeds for the purposes set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus. Nevertheless, the Directors will constantly evaluate the Group business objectives and may change or modify the plan against changing market conditions to ascertain the business growth of the Group.

The table below sets out the planned application of the net proceeds:

Intended application of the net proceeds	Percentage of total net proceeds	Planned allocation HK\$ in million	Amount	Amount	Amount	Expected timeline for utilization of the remaining proceeds
			unutilized as at 1 January 2023 HK\$ in million	utilized during the year ended 31 December 2023 HK\$ in million	unutilized as at 31 December 2023 HK\$ in million	
Enhancing the Company’s brand image and awareness of its IP characters	25.8%	53.4	52.0	14.7	37.3	June 2025
Establishing the Company’s “Fans Platform”	25.7%	53.2	40.6	16.4	24.2	December 2024
Strengthening the Company’s new economy online sales channel	17.5%	36.2	32.1	6.3	25.8	December 2024
Further enhancing the Company’s in-house design capabilities to offer creative and innovative solutions	11.8%	24.4	9.3	9.3	–	N/A
Repaying existing indebtedness to improve the Group’s gearing ratio	9.2%	19.0	–	–	–	N/A
General working capital	10%	20.6	–	–	–	N/A
Total	100.0%	206.8	134.0	46.7	87.3	

Following the recovery of the COVID-19 pandemic, the Company has resumed the site visit for potential lease properties for the establishment of the flagship store in Shanghai and the overseas representative offices. Taking into account the time required to identify suitable premises and the fluctuation of the property market of the PRC, it is expected that the remaining amount of the unutilised net proceeds allocated for enhancing the Company’s brand image and awareness of its IP characters will be fully utilised by June 2025.

Similarly, the Company has continued to conduct site visit for suitable lease properties for the establishment of a training centre for key opinion leaders in China and have conducted face-to-face interviews to recruit key opinion leaders. Considering the time required to set up the training centre and the recruitment process, it is expected that the remaining amount of the unutilised net proceeds allocated for strengthening the Company’s new economy online sales channel will be fully utilised by December 2024.

The unutilized net proceeds have been placed in short-term interest-bearing accounts with licensed banks in Hong Kong. In the event that the Directors decide to use such net proceeds in a manner different from that stated in the Prospectus, the Company will issue further announcement in compliance with the Listing Rules.



REPORT OF THE DIRECTORS

EXTENSION OF MEMORANDUM OF UNDERSTANDING

On 28 July 2023 (after trading hours), the Company entered into a non-legally binding memorandum of understanding (the “**Memorandum**”) with Public Investment Fund (“**PIF**”), a government fund established under the laws of Saudi Arabia in relation to a proposed investment which the Company intends to collaborate with PIF in form of investment and project and brand development. Pursuant to the Memorandum, the parties thereto intended to, within three months from the date of Memorandum or such other extended period as mutually agreed by the parties, further negotiate the subsequent performance of the respective obligations under the Memorandum and to enter into the Definitive Agreement(s).

On 28 October 2023, as additional time is required for the Company and PIF to negotiate and agree on the terms of the definitive agreement(s), PIF informed the Company in writing to extend the term of the Memorandum to six months from the date of Memorandum.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and to the best knowledge of the Directors, the Directors confirm that the Company maintained the public float as required under the Listing Rules since the Listing Date and has continued to maintain such float as at the date of this annual report.

AUDITOR

The Shares have been listed on the Stock Exchange since 17 January 2022 and there has been no change in auditor of the Company since the Listing Date. The financial statements for the year ended 31 December 2023 have been audited by PricewaterhouseCoopers, who will retire, being eligible, offer themselves for re-appointment at the AGM. A resolution will be proposed at the AGM to re-appoint PricewaterhouseCoopers as auditor of the Company.

On behalf of the Board

Hui Ha Lam
Chairman

27 March 2024

CORPORATE GOVERNANCE REPORT

The Company is committed to maintaining high corporate governance standards. The Board believes that high corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders of the Company and to enhance corporate value and accountability.

CORPORATE GOVERNANCE PRACTICE

The Company's corporate governance practices are based on principles and code provisions as set out in the Corporate Governance Code as set out in Part 2 of Appendix C1 to the Listing Rules (the "CG Code"). During the year ended 31 December 2023, save for the deviation from code provisions C.2.1 and D.1.2 of the CG Code as disclosed below, the Board considers that, the Company has complied, to the extent applicable and permissible, with the code provisions as set out in the CG Code and the Directors will use their best endeavours to procure the Company to comply with the CG Code and make disclosure of deviation from the CG Code in accordance with the Listing Rules.

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be segregated and should not be performed by the same individual. Mr. Hui Ha Lam ("Mr. Hui") is the chairman of the Board and the chief executive officer of the Company. Considering that Mr. Hui has been operating and managing the Group since its foundation, the Board believes that it is in the best interest of the Group to have Mr. Hui taking up both roles for effective management and business development. Therefore, the Board considers that the deviation from code provision C.2.1 of the CG Code is appropriate in such circumstance. The Board will continue to review and consider splitting the roles of chairman and chief executive officer at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

In respect of code provision D.1.2 of the CG Code, the Company did not provide all members of the Board with monthly updates. However, the Company has based on business situation, provided to the Board from time to time, updated business information to enable the Board as a whole and each Director to discharge their duties. The Company considers that such business information arising out of the ordinary business provided to the Board from time to time instead of monthly updates are sufficient for the Board to discharge its duties. In the event if there are any significant updates, the Company will update all the Directors as early as practicable for discussion and resolution.

BOARD OF DIRECTORS

The Board oversees the Group's businesses, strategic decisions and performance and takes decisions objectively in the best interest of the Company. The Directors are responsible for ensuring the Group keeps proper accounting records which disclose at any time the financial position of the Group from which the financial statements of the Group could be prepared in accordance with statutory requirements and the appropriate accounting policies. The Board has delegated the authority and responsibilities for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the Board has established three Board committees including the Audit Committee, the Remuneration Committee and the Nomination Committee. The Board has delegated to the Board committees responsibilities as set out in their respective terms of reference. All Board committees are provided with sufficient resources to perform their duties. The Board regularly reviews the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time performing them.



CORPORATE GOVERNANCE REPORT

Board Composition

The Board currently comprises eight Directors, consisting of four executive Directors, a non-executive Director and three independent non-executive Directors:

Executive Directors

Mr. HUI Ha Lam (*Chairman of the Board and Chief Executive Officer*)
Mr. KWOK Chun Kit
Mr. CHEUNG Chin Yiu
Mr. TSE Tsz Leong

Non-executive Director

Mr. Li Xiang (appointed on 28 April 2023)
Mr. Chen Hongjiang (resigned on 28 April 2023)

Independent non-executive Directors

Ms. LEUNG Ping Fun Anita
Mr. SUNG Chi Keung
Dr. CHAN Kai Yue Jason, *MH, JP*

The Board members have no financial, business, family or other material/relevant relationships with each other. Such balanced board composition is formed to ensure strong independence exists across the Board and has met the requirement under the Listing Rules for the Board to have at least one-third of its members comprising independent non-executive Directors. The biographical information of the Directors is set out on pages 36 to 40 under the section headed “Biographies of Directors and Senior Management”.

Chairman and Chief Executive Officer

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be segregated and should not be performed by the same individual. Mr. Hui Ha Lam is the chairman of the Board and the chief executive officer of the Company. Considering that Mr. Hui has been operating and managing the Group since its foundation, the Board believes that it is in the best interest of the Group to have Mr. Hui taking up both roles for effective management and business development. As about half of the Board members are independent non-executive Directors, the Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Group. Furthermore, as Mr. Hui is the founder of the Group and has substantial professional experience in the industry, the Board believes that the appointment of Mr. Hui to the combined role of Chairman and Group Chief Executive Officer is beneficial to the sustainable development of the Group, and for the long-term interests of the shareholders. Therefore, the Board considers that the deviation from code provision C.2.1 of the CG Code is appropriate in such circumstance. The Board will continue to review and consider splitting the roles of chairman and chief executive officer at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

Independent Non-Executive Directors

During the year ended 31 December 2023 and up to the date of this annual report, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing at least one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise. The Company has received a confirmation of independence from each of the independent non-executive Directors. The Board has assessed their independence and concluded that all independent non-executive Directors are independent.

CORPORATE GOVERNANCE REPORT

Term of Appointment of Non-executive Directors

The non-executive Director has entered into a letter of appointment with the Company for an initial term of three years commencing from 28 April 2023 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). Each of the independent non-executive Directors has entered into a letter of appointment with the Company for an initial term of three years commencing from 20 December 2021 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). Each of such appointment is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles.

DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

Directors must keep abreast of their collective responsibilities. All Directors are aware of their responsibilities to the shareholders of the Company and have exercised their duties with care, skill and diligence, in pursuit of the development of the Group. All Board members, namely, Mr. Hui Ha Lam, Mr. Kwok Chun Kit, Mr. Cheung Chin Yiu, Mr. Tse Tsz Leong, Mr. Li Xiang, Ms. Leung Ping Fun Anita, Mr. Sung Chi Keung and Dr. Chan Kai Yue Jason, had participated in continuous professional development with respect to directors' duties, and/or had perused reading materials and updated information on the latest developments of the Listing Rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practice. All Directors had provided their relevant training records for the year ended 31 December 2023 to the Company.

The Company will continuously update the Directors on the latest developments regarding the Listing Rules and other applicable regulatory and statutory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices.

BOARD MEETINGS AND GENERAL MEETING

During the year ended 31 December 2023, one general meeting, being the 2023 annual general meeting held on 22 May 2023 ("2023 AGM"), and six Board meetings were held.

Name of Directors	Number of meetings attended/Number of Meetings Eligible to attend				2023 AGM
	Board meeting	Audit committee meeting	Nomination committee meeting	Remuneration committee meeting	
Mr. HUI Ha Lam	6/6	N/A	1/1	3/3	1/1
Mr. KWOK Chun Kit	6/6	N/A	N/A	N/A	1/1
Mr. CHEUNG Chin Yiu	6/6	N/A	N/A	N/A	1/1
Mr. TSE Tsz Leong	6/6	N/A	N/A	N/A	1/1
Mr. Li Xiang (Note (1))	4/4	N/A	N/A	N/A	0/1
Mr. CHEN Hongjiang (Note (2))	0/2	N/A	N/A	N/A	N/A
Ms. LEUNG Ping Fun Anita	6/6	2/2	N/A	3/3	1/1
Mr. SUNG Chi Keung	6/6	2/2	1/1	3/3	0/1
Dr. CHAN Kai Yue Jason, MH, JP	6/6	2/2	1/1	N/A	1/1

Notes:

- (1) Mr. Li Xiang was appointed as a non-executive Director on 28 April 2023. After his appointment, four Board meetings and one general meeting were held.
- (2) Mr. Chen Hongjiang resigned as a non-executive Director on 28 April 2023. Prior to his resignation, two Board meetings were held.

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

CORPORATE GOVERNANCE REPORT

For other Board and Board committee meetings, reasonable notice will generally be given. The agenda and accompanying documents are dispatched to the Directors or Board committee members at least three days before the meetings to ensure that they have sufficient time to review the documents and be adequately prepared for the meetings.

When Directors or Board committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting. Minutes of the Board meetings and Board committee meetings will be recorded in sufficient detail to include the matters considered by the Board and the Board committee and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and Board committee meeting will be sent to the Directors for comments within a reasonable time after the date on which the meeting is held.

AUDIT COMMITTEE

The Company established the Audit Committee on 15 December 2021 with written terms of reference in compliance with the Listing Rules and the CG Code. The Audit Committee comprises all independent non-executive Directors, namely Mr. Sung Chi Keung, Ms. Leung Ping Fun Anita and Dr. Chan Kai Yue Jason, *MH, JP*, with Mr. Sung Chi Keung being the chairman of the Audit Committee.

The primary responsibilities of the Audit Committee include, among others, (i) providing an independent view of the effectiveness of the financial reporting process, internal control, compliance and risk management systems of the Group, (ii) nominating and monitoring the work of external auditors; (iii) overseeing the audit process and performing other duties and responsibilities as assigned by the Board; (iv) developing and reviewing the Group's policies and practices on corporate governance with legal and regulatory requirements and requirements under the Listing Rules; and (v) developing, reviewing and monitoring the code of conduct applicable to the Group's Directors and employees.

Two Audit Committee meetings were held during the year ended 31 December 2023 and the attendance of the members of the Audit Committee has been set out in the paragraph headed "Board Meetings and General Meeting" of this Corporate Governance Report.

The work performed by the Audit Committee during the year ended 31 December 2023 was summarized as follows:

- (a) reviewed the Group's annual audited financial statements for the year ended 31 December 2022, and reviewed the unaudited interim financial statements for the six months ended 30 June 2023 including the accounting principles and accounting standards adopted with recommendations made to the Board for approval;
- (b) reviewed the changes in accounting standards and assessed their potential impacts on the Group's financial statements;
- (c) reviewed the Group's internal control system and related matters;
- (d) considered and made recommendations on the re-appointment of the independent auditor of the Group, and the terms of engagement;
- (e) considered the amendments to the Company's whistleblowing policy and made recommendations to the Board;
- (f) reviewed the Company's practices on corporate governance and the Company's compliance with the CG Code and disclosure in the Corporate Governance Report of the Company; and
- (g) reviewed the training and continuous professional development of Directors and senior management of the Company.

The Audit Committee has reviewed the consolidated financial statements of the Group for the year ended 31 December 2023 and is of the opinion that such consolidated financial statements complied with the applicable accounting standards, the Listing Rules, other applicable legal requirements and that adequate disclosures have been made.

CORPORATE GOVERNANCE REPORT

REMUNERATION COMMITTEE

The Company established the Remuneration Committee on 15 December 2021 with written terms of reference in compliance with the Listing Rules as well as the CG Code.

The Remuneration Committee comprises three members, namely Ms. Leung Ping Fun Anita, Mr. Hui Ha Lam and Mr. Sung Chi Keung, out of whom Ms. Leung Ping Fun Anita and Mr. Sung Chi Keung are independent non-executive Directors whilst Mr. Hui Ha Lam is an executive Director. The chairperson of the Remuneration Committee is Ms. Leung Ping Fun Anita.

The Remuneration Committee has adopted the approach under code provision E.1.2(c)(ii) under the CG Code to make recommendations to the Board on remuneration packages of the Directors and the members of senior management. The Remuneration Committee will review and recommend the Board the remuneration and compensation packages (including incentive plans) of the Directors and senior management members, by reference to, among other things, market level of remuneration and compensation paid by comparable companies, the respective responsibilities of the Directors and senior management team, as well as the overall performance of the Company. The executive Directors and senior management may also be granted options under the share option scheme of the Company.

The primary responsibilities of the Remuneration Committee include, among others, (i) making recommendations to the Board on the Group's policy and structure for all remuneration of Directors and senior management members and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (ii) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives resolved by the Board from time to time; and (iii) making recommendations to the Board on the terms of specific remuneration packages, bonuses and other forms of compensation payable to the Group's Directors and senior management members.

Three Remuneration Committee meetings were held during the year ended 31 December 2023 and the attendance of the members of the Remuneration Committee has been set out in the paragraph headed "Board Meetings and General Meeting" of this Corporate Governance Report.

The work performed by the Remuneration Committee during the year ended 31 December 2023 mainly included the assessment of performance of executive Directors, the review of the remuneration packages of Directors and senior management and the grants of Awarded Shares under the Share Award Scheme.

NOMINATION COMMITTEE

The Company established the Nomination Committee on 15 December 2021 with written terms of reference in line with the CG Code. The Nomination Committee comprises three members, namely Mr. Hui Ha Lam, Mr. Sung Chi Keung and Dr. Chan Kai Yue Jason, *MH, JP*, out of whom Mr. Hui Ha Lam is an executive Director while Mr. Sung Chi Keung and Dr. Chan Kai Yue Jason, *MH, JP* are independent non-executive Directors. The chairman of the Nomination Committee is Mr. Hui Ha Lam.

The primarily responsibilities of the Nomination Committee include, among others, (i) reviewing the structure, size and composition of the Board; (ii) making recommendations to the Board regarding candidates to fill vacancies on the Board and/or in senior management team; (iii) assessing the independence of independent non-executive Directors; and (iv) overseeing the process for evaluating the performance of the Board.

One Nomination Committee meeting was held during the year ended 31 December 2023 and the attendance of the members of the Nomination Committee has been set out in the paragraph headed "Board Meetings and General Meeting" of this Corporate Governance Report.

The work performed by the Nomination Committee during the year ended 31 December 2023 mainly included reviewing the structure and composition (including the skills, knowledge and experience) of the Board as well as reviewing board diversity policy and recommending the same to the Board for approval. The Nomination Committee considered that an appropriate balance of diversity perspectives of the Board is maintained.

CORPORATE GOVERNANCE REPORT

BOARD DIVERSITY POLICY AND NOMINATION POLICY

The Board has adopted a board diversity policy (the “**Board Diversity Policy**”) since 15 December 2021 and will review its composition on a yearly basis. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board. The Company commits to selecting the best person for the role. Selection of candidates will be based on a range of diversity perspectives, and measurable objectives, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. When identifying potential candidates to the Board, the Nomination Committee and the Board will, among others, (i) consider the current level of representation of female members on the Board and the senior management when making recommendations for nominees as well as succession planning to the Board and senior management; (ii) consider the criteria that promotes diversity by making reference to the code of practices on employment published by the Equal Opportunities Commission from time to time; (iii) communicate this Board Diversity Policy to the Nomination Committee and encourage a cooperative approach to ensure diversity on the Board. The Company will also take into consideration factors based on its own business model and specific needs from time to time in determining the optimum composition of the Board.

As at the date of this annual report, the Board comprised eight Directors, one of whom is female. The Company targets to avoid a single gender Board and will timely review the gender diversity of the Board in accordance with the business development of the Group. The Company believes the balance of gender in the Board would bring more inspiration to the Board and enhance the business development of the Group, thus gender diversity is the essential factor for the Company to select suitable candidate as a Director. As at 31 December 2023, approximately 37.4% of the Company’s workforce (including the Directors and senior management) is male and approximately 62.6% is female which is considered as satisfactory.

The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee will review and monitor the implementation and effectiveness of the Board Diversity Policy annually.

To ensure changes to the Board composition can be managed without undue disruption, there should be a formal, considered and transparent procedure for selection, appointment and re-appointment of Directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board’s consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation. The Nomination Committee shall then evaluate such candidate based on the criteria as set out in the nomination policy and recommend to appoint the appropriate candidate for directorship. The appointment of a new Director (to be an additional Director or fill a casual vacancy as and when it arises) or any re-appointment of Directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Nomination Committee.

Selection of Board candidates shall be based on amongst others, character and integrity, qualifications, willingness to devote adequate time and a range of diversity perspectives with reference to the Company’s business model and specific needs. Selection and recommendation of candidates will be based on the nomination procedures and the process and criteria adopted by the Nomination Committee and a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services, personal integrity and time commitments of the proposed candidates. The Company will deploy multiple channels for identifying suitable candidates, including referral from Directors, Shareholders, management, advisors and external executive search firms. The Company should also take into account factors relating to its own business model and specific needs from time to time.

CORPORATE GOVERNANCE REPORT

In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service and any other factors that the Board may consider relevant and applicable from time to time. The composition of the Board from diversified angles up to the date of this report and summarised as follows:

		No. of Directors
Gender:	Male	7
	Female	1
Ethnicity:	Chinese	8
Age Group:	31–40	1
	41–50	6
	51- 60	1
	>61	0
Length of Service (year):	1-10	8

For the purpose of implementation of the Board Diversity Policy, the following measurable objectives were adopted:

The Company should comply with the requirements on board composition in the Listing Rules from time to time. The number of independent non-executive Directors should be not less than three and one-third of the Board. At least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise. At least one Director should be the professional or have intensive experience of the industry on which the business of the Group is. The Board has achieved the measurable objectives under the Board Diversity Policy for the year ended 31 December 2023.

As at the date of this report, the Board comprises 7 male Directors and 1 female Director. The Nomination Committee considered that the Board had achieved gender diversity and possessed skill and expertise and a diverse mix appropriate for the business of the Company and will review the composition and diversity of the Board annually to ensure its continued effectiveness. Measures to develop a pipeline of potential successors to achieve gender diversity:

- The Board will identify potential successors internally, having regard to the industry expertise, leadership skills, decision making capabilities, communication skills and professional qualification of the staff.
- The Board will also consider outside sources such as head hunter and referral. The details of workforce composition were disclosed under Environmental, Social and Governance Report in this report.

The Board is not aware of any factors or circumstances which make achieving gender diversity across the workforce (including senior management) of the Group more challenging or less relevant.



CORPORATE GOVERNANCE REPORT

MECHANISM TO ENSURE THAT THE BOARD OBTAINS INDEPENDENT OPINIONS AND PERSPECTIVES

The Board has established the following mechanism to ensure that the Board obtains independent opinions and perspectives:

- (i) where appropriate, the Company shall arrange suitable and sufficient resources to cover any matters relating to the obtaining of an independent advice or opinion by the Board, including but not limited to the engagement of a legal team or any other professionals for such purpose, where appropriate, at the Group's expenses;
- (ii) where appropriate, the Directors shall give at least three working days' notice to the Company Secretary of the Company to obtain an independent advice or opinion, including but not limited to engaging a professional team for such purpose;
- (iii) the Board is required to review its structure, size, composition (including skills, knowledge and experience) and diversity policy at least annually to ensure that the composition of the Board complies with the relevant requirements of the Listing Rules including maintaining a balanced mix of executive and non-executive directors (including independent non-executive directors) so that the Board has a strong element of independence which can effectively exercise independent judgment; and
- (iv) if all the independent non-executive Directors have served on the Board for more than nine years, the Company should consider to appoint a new independent non-executive director at the forthcoming annual general meeting.

The Board considers that the said mechanism has been operating effectively during the year ended 31 December 2023 and will continue to monitor the implementation and effectiveness of such mechanism on an annual basis.

CORPORATE GOVERNANCE FUNCTIONS

The corporate governance functions were performed by the Board.

The corporate governance functions are to develop and review the Company's policies and practices on corporate governance to comply with the CG Code and other legal or regulatory requirements, to review and monitor the training and continuous professional development of Directors and senior management, to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors, and to review the Company's compliance with the CG Code and the disclosure in the Corporate Governance Report according to the code provisions set out in part 2 of Appendix C1 to the Listing Rules.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges that it is responsible for the risk management and internal control systems and oversees such systems on an ongoing basis, while ensuring a review of the effectiveness of these systems of the Group is conducted at least annually. The scope of such review covers all material controls, including financial, operational and compliance controls. The Group's risk management and internal control systems are designed to managing risks rather than eliminating the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has delegated its responsibilities (with relevant authorities) of risk management and internal control to the Audit Committee, and management has provided a confirmation to the Audit Committee (and the Board) on the effectiveness of these systems for the year ended 31 December 2023.

CORPORATE GOVERNANCE REPORT

The Company adopted a series of risk management policies, measures and procedures designated to provide the management and staff of the Group to identify, assess, treat, monitor and communicate on key risks including strategic, financial, operational and compliance risk. The risk management process of the Company comprises of five activities, including determining context, risk assessment, risk treatment, risk monitoring and risk reporting. The relevant procedures are set out below:

Determine context

The Directors and senior management of the Group to determine the context of risks to be assessed.

Risk assessment

The Directors and senior management of the Group along with the department heads should hold a meeting annually to discuss and address the key risks faced by the Company using relevant and up-to-date information.

Risk treatment

The management of the Group should determine whether or not to reduce the current level of risk to an acceptable level through implementation of additional controls or risk mitigation actions.

Risk monitoring

Once an appropriate risk treatment has been determined, the Company's monitoring and review process should ensure that, among other things, the risk control and treatment measures are effective in both design and operation.

Risk reporting

The risk assessment results should be registered and such register should be approved by the Board.

The Group endeavours to uphold the integrity of its business by maintaining an internal control system into its organisational structure. The Group's internal control and risk management systems cover, among others, corporate governance, operations, management, legal matters, finance, auditing and ESG.

Risk assessment and internal control review report is submitted to the Audit Committee and the Board annually. The Board, through the Audit Committee, had performed a review on the effectiveness of the Group's risk management and internal control systems, including, but not limited to, (i) the changes in the nature and extent of significant risks, and the Company's ability to respond to changes in its business and the external environment; (ii) the scope and quality of management's ongoing monitoring of risks and of the internal control systems, (iii) the extent and frequency of communication of monitoring results to the Audit Committee and the Board which enables them to assess control of the Company and the effectiveness of risk management, (iv) significant control failings or weaknesses that have been identified, and (v) the effectiveness of the Company's processes for financial reporting and the Listing Rules compliance, and concluded that the risk management and internal control systems were effective and adequate for the year ended 31 December 2023. No significant areas of concern that might affect the financial, operational, compliance controls, and risk management functions of the Group were identified. The scope of such review covers the adequacy of resources, staff qualification and experience, training programmes and budget of the Group's accounting and financial reporting functions as well as those relating to the Company's ESG performance and reporting.

WHISTLEBLOWING POLICY

The Company has adopted arrangement to facilitate employees and other stakeholders to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters. The Audit Committee shall review such arrangement regularly and ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action. During the year ended 31 December 2023, the Group did not receive any whistleblowing incident.



CORPORATE GOVERNANCE REPORT

INSIDE INFORMATION

The Company is aware of and strictly complies with the requirements of the currently applicable laws, regulations and guidelines, including the obligations to disclose inside information under the SFO and the Listing Rules, and the Guidelines on Disclosure of Inside Information issued by the Securities and Futures Commission, at the time when the relevant businesses are transacted. The Group has established the authority and accountability, as well as the handling and dissemination procedures in relation to inside information, and has communicated to all relevant personnel and provided them with specific trainings in respect of the implementation of the continuous disclosure policy. The Board considers that the Company's handling and dissemination procedures and measures in relation to inside information are effective.

INTERNAL AUDIT FUNCTION

The Company does not have an internal audit department. The Board has reviewed the need for an internal audit function and is of the view that in light of the size, nature and complexity of the business of the Group, as opposed to diverting resources to establish a separate internal audit department, it would be more cost effective to appoint external independent professionals to perform independent review of the adequacy and effectiveness of the risk management and internal control systems of the Group. Nevertheless, the Board will continue to review at least annually the need for an internal audit department.

ANTI-CORRUPTION

The Group has established the Anti-fraud and Anti-corruption Policy and systems which prohibit any form of bribery or corruption. Accepting or offering advantages in any manner from or to clients, suppliers, or any person in connection with the Group's business is prohibited.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its code of conduct for securities transactions by Directors. The Directors are reminded of their obligations under the required standard of dealings set out in the Model Code on a regular basis. Having made specific enquiries to all the Directors, all the Directors have confirmed that they have complied with the Model Code during the year ended 31 December 2023 and up to the date of this annual report.

The Group's senior management who, because of their offices in the Company are likely to possess inside information, have also been requested to comply with the Model Code for securities transactions. No incident of non-compliance with the Model Code by such employees was noted by the Company during the year ended 31 December 2023 and up to the date of this annual report.

DIRECTORS' AND AUDITOR'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to prepare financial statements of the Group and other financial disclosures required under the Listing Rules and the Company's management will provide information and explanation to the Board to enable it to make informed assessments of the financial and other decisions. The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

The statement of the auditor of the Company in respect of its reporting responsibilities on the Company's financial statements for the year ended 31 December 2023 is set out in the "Independent Auditor's Report" on pages 94 to 99 of this annual report.

CORPORATE GOVERNANCE REPORT

AUDITOR'S REMUNERATION

The total fees paid/payable to the external auditor of the Company, PricewaterhouseCoopers, in respect of audit services and non-audit services for the years ended 31 December 2023 and 2022 are set out below:

	31 December 2023	31 December 2022
Audit services		
Consolidated financial statements	1,560,000	1,560,000
	1,560,000	1,560,000
Non-audit services		
Report on preliminary results announcement	10,000	10,000
Report on continuing connected transactions	10,000	10,000
Services related to tax consulting for transfer of Bath'N Duck trademark purpose	–	110,000
Interim financial information review	265,000	240,000
	285,000	370,000

DIRECTORS AND SENIOR MANAGEMENT EMOLUMENTS

The remuneration of the senior management (including Directors) of the Company for the years ended 31 December 2023 and 2022, by band is set out below (senior management refers to the same persons referred to in this annual report and required to be disclosed under paragraph 12 of Appendix D2):

Remuneration Band	Number of individuals	
	2023	2022
Nil	–	1
HK\$1 to HK\$1,000,000	6	6
HK\$1,000,001 – HK\$1,500,000	4	2
HK\$1,500,001 – HK\$2,000,000	–	3
	10	12

DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.



CORPORATE GOVERNANCE REPORT

COMPANY SECRETARY

The Board is of the view that Mr. Tse Tsz Leong, an executive Director, the Chief Financial Officer and the Company Secretary, is qualified and has appropriate experience to discharge his duties.

During the year ended 31 December 2023, Mr. Tse has undertaken not less than 15 hours of relevant professional training as required by the Rule 3.29 of the Listing Rules.

SHAREHOLDERS' COMMUNICATION POLICY

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of corporate information, which will enable its shareholders and investors to make the best investment decisions. The Company has adopted Shareholders' Communication Policy to ensure that Shareholders' views and concerns are appropriately addressed. The Company endeavours to maintain an on-going dialogue with its shareholders and in particular, through annual general meetings and other general meetings. The general meetings of the Company provide a platform for communication between the Board and its shareholders. The chairman of the Board as well as chairmen of the Audit Committee, the Remuneration Committee and the Nomination Committee or, in their absence, other members of the respective committees, will be available to answer shareholders' questions at general meetings. The external auditor of the Company will also be invited to attend the annual general meetings of the Company to answer questions about the conduct of audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

To promote effective communication, the Company maintains a website, where information and updates on the Company's financial information, corporate governance practices, biographical information of the Board and other information are available for public access. Media interviews are available on a regular basis in order to facilitate communication between the Company, Shareholders and the investment community. Shareholders and the investment community may, at any time, direct questions, request for publicly available information and provide comments and suggestions to directors or management of the Group. Such questions, requests and comments can be addressed to the Company Secretary of the Company by mail to Unit A6, 25/F, TML Tower, 3 Hoi Shing Road, Tsuen Wan, N.T., Hong Kong, or by email to info@semk.net.

Based on the above, the Board considered the implementation of the Shareholders' Communication Policy was effective during the year ended 31 December 2023.

SHAREHOLDERS' RIGHTS

Convening of extraordinary general meeting on requisition by shareholders

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

CORPORATE GOVERNANCE REPORT

Article 12.3 of the Articles provides that general meetings shall be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, Shares representing not less than one-tenth of the voting rights, on a one vote per share basis, of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitioner(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Putting forward proposals at General Meetings

Save for the procedures for the shareholders to convene an extraordinary general meeting, there are no provisions allowing shareholders to propose new resolutions at the general meetings under the Articles or the Companies Law of the Cayman Islands, as amended, modified and supplemented.

Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

Putting forward enquiries to the Board

Shareholder(s) may at any time send their enquiries and concerns to the Board in writing through the company secretary of the Company by post at Unit A6, 25/F, TML Tower, 3 Hoi Shing Road, Tsuen Wan, N.T., Hong Kong or by email to info@semk.net.

CONSTITUTIONAL DOCUMENTS

Pursuant to a special resolution of the then shareholders of the Company passed on 20 December 2021, the existing Articles were adopted, conditional upon and with effect from the Listing Date.

Save as disclosed above, there was no change in the Articles during the year ended 31 December 2023 and up to the date of the annual report.

The existing Articles are available on the websites of the Stock Exchange and the Company.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

This is the third environmental, social and governance (“ESG”) report of B.Duck Semk Holdings International Limited (the “Company”) and its subsidiaries (collectively the “Group”). This report captures the ESG performance during the year ended 31 December 2023 (the “Reporting Period” or “FY2023”). The structure of this report is by reference to Appendix C2 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. It is recommended that this report is to read together with the Corporate Governance Report as laid down in the Group’s Annual Report for the year ended 31 December 2023.

ABOUT THE REPORT

The Group contributes to sustainable development by delivering environmental, social and economic benefits to all stakeholders in a balanced way. The Group is pleased to present the environmental, social and governance report (the “ESG report”) for the year ended 31 December 2023 for the purpose of demonstration of its efforts on sustainable developments to the stakeholders.

This ESG report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide as set out in the Appendix C2 to the Listing Rules and is divided into two parts, namely environmental and social. The basis of reporting principles – materiality, quantitative, balance and consistency:

- “Materiality” Principle: The threshold at which ESG issues determined by the board are sufficiently important to investors and other stakeholders that they should be reported.
- “Quantitative” Principle: KPIs in respect of historical data need to be measurable. The issuer should set targets (which may be actual numerical figures or directional, forward-looking statements) to reduce a particular impact. In this way the effectiveness of ESG policies and management systems can be evaluated and validated. Quantitative information should be accompanied by a narrative, explaining its purpose, impacts, and giving comparative data where appropriate.
- “Balance” Principle: The ESG report should provide an unbiased picture of the issuer’s performance. The report should avoid selections, omissions, or presentation formats that may inappropriately influence a decision or judgment by the report reader.
- “Consistency” Principle: The issuer should use consistent methodologies to allow for meaningful comparisons of ESG over time.

The management and staff of the Group’s respective major functions have participated in the preparation of this ESG Report to assist the Group in identifying relevant and material ESG issues. With reference to the ESG Reporting Guide, the Group’s business operation and the material ESG issues identified, the scope of the ESG Report covers the environmental and social performances within the major operational boundaries of the Group which includes the character licensing business and e-commerce and other business, spanning over the period from 1 January 2023 to 31 December 2023.

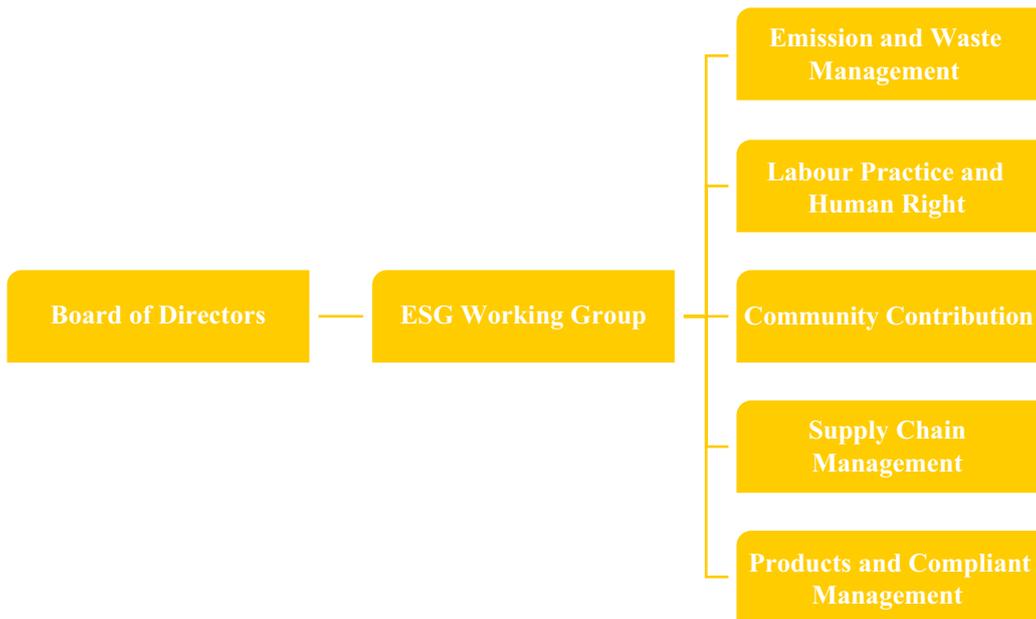
This report is designed to enable the shareholders, investors (including potential investors) and the public to have a more comprehensive understanding of the Company’s corporate governance and culture. The Company is willing to take up more social responsibilities in order to maintain the balance between the interest of shareholders and social benefits. Data contained in this report is derived from various Company’s documents and reports, as well as summary and statistical data provided by the Company’s subsidiaries.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

BOARD STATEMENT

The Board has an overall responsibility for overseeing and determining the Group’s environmental, social, and climate-related risks and opportunities impacting the Group, establishing and adopting the ESG Policy and targets of the Group, and reviewing the Group’s performance annually against the ESG targets and revising the ESG strategies as appropriate if significant variance from the target is identified.

ESG working group comprises four members, including the Group’s chief financial officer, human resources director, human resources manager, and senior compliance manager. The ESG working group serves as a supportive role to the Board in implementing the agreed ESG Policy, targets and strategies; conducting materiality assessments of environmental-related, climate-related, social-related risks and assessing how the Group adapts its business in light of climate change; collecting ESG data from different parties while preparing for the ESG report; and continuously monitoring of the implementation of measures to address the Group’s ESG-related risks. The ESG working group has to report to the Board on a semi-annual basis on the ESG performance of the Group and the effectiveness of the ESG systems. The Group’s governance structure for its sustainability matters is illustrated as follows:



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

MATERIALITY ASSESSMENT

The management and staff of the Group have participated in the preparation of the ESG Report to assist the Group in reviewing the operations and identifying relevant ESG issues. Materiality assessment has been conducted to assess the importance of related matters to the businesses and stakeholders. To identify potential material topics for disclosure in the Report, the Group adopted the disclosure topics of the ESG Reporting Guide. Based on the assessed significant ESG issues, information was collected from relevant departments of the Group and approved by the Board. The Group has built a two-dimensional analysis matrix and prioritised the 22 issues accordingly. The main concerns and material issues of the Group are listed below:

ESG aspects as set out in ESG Reporting Guide		Material ESG issues for the Group
A. Environmental	A1 Emissions	1. Air Emission 2. Greenhouse Gas Emission 3. Waste Management
	A2 Use of Resources	4. Energy Consumption 5. Water Consumption 6. Paper Consumption
	A3 The Environment and Natural Resources	7. Environmental Risk Management
	A4 Climate Change	8. Mitigation of significant climate-related issues 9. Extreme Weather
B. Social	B1 Employment	10. Human Resources Practices 11. Employment and Remuneration Policies 12. Equal Opportunity
	B2 Health and Safety	13. Employees' Health and Workplace Safety
	B3 Development and Training	14. Employee Development
	B4 Labour Standards	15. Anti-child and Forced Labour
	B5 Supply Chain Management	16. Supplier Practices
	B6 Product Responsibility	17. Intellectual Property 18. Legal Issue
	B7 Anti-corruption	19. Goods/Services quality and Customers Satisfaction 20. Protection of Customers Privacy
	B8 Community Investment	21. Anti-corruption and Anti-money Laundering 22. Community Investment

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Materiality Matrix



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

STAKEHOLDERS COMMUNICATION

The Group emphasises communication with stakeholders and strives to understand their requirements and aspirations. Therefore, the Group has a variety of channels that allow different stakeholders to share their opinions and demands on its operation and performances on topics covering the environmental, social, and governance aspects. The Group's major stakeholders include government authorities and regulators, customers, employees, investors, supplier and community. The table below is an overview of the Group's communication channels with its major stakeholders.

Relevant Stakeholder	Engagement Ways	Purpose
Government Authorities and Regulators	<ul style="list-style-type: none"> • Annual reports • Regulatory or voluntary disclosures • Written correspondence 	To facilitate (i) the appropriate risk governance on ESG matters, including climate-related risks and opportunities; (ii) ESG strategy formation procedures; (iii) ESG risk management and monitoring; (iv) the identification of key performance indicators (“KPIs”); and (v) the relevant measurements and mitigating measures.
Customers	<ul style="list-style-type: none"> • Customer service hotline or emails • On-site survey • Direct communication • Media 	To maintain quality products and services, protect customer privacy and promote the Group's business integrity and ethics.
Employees	<ul style="list-style-type: none"> • Appraisals • On-the-job coaching • Trainings • Internal memorandum • Human resources manual • Exit interview 	To promotes well-being in the workplace, which is crucial to long-term performance. The Group seize the opportunities to improve workplace conditions and avoid occupational hazards, take into account public health issues and address weaknesses and shortcomings.
Investors	<ul style="list-style-type: none"> • Annual or special general meetings • Corporate publications • Circulars and announcements • Corporate website • Media interviews • Written correspondence, phone or emails 	To minimize risk caused from ESG, and to enhance corporate value while achieving a stable and long-term growth for the benefit of its shareholders.
Suppliers	<ul style="list-style-type: none"> • On-site evaluation visits • Business meetings • Tendering for procurement of products or services 	To ensure fair tendering and build long-term reliable partnership with suppliers.
Community	<ul style="list-style-type: none"> • Community activities • Media conferences • Written correspondence 	To support the development of social and solidarity-based companies and is committed to improve education, health, culture and social sportiveness.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ENVIRONMENTAL PROTECTION

Environmental Policy and Compliance

The Group recognizes the importance of good environmental management and is committed to protecting and conserving the environment and natural resources. The Group strives to continuously improve its environmental performance for the management philosophy of sustainable development. In response to the global environmental protection trends, the Group implements the environmental protection policies to promote energy conservation, reduce emission of pollutants and to mitigate environmental risks, including compliance of the applicable local laws and regulations, ensuring efficient use of energy, water and other resources during operations, raising staff's awareness in environmental protection, and management monitoring of the implementation of environmental policies.

Emission

The Group recognizes the importance of establishing a balance between economic development and environmental protection as the impacts of the environmental and climate related issues become more severe in recent years. In the Reporting Period, the Group is not aware of any material noncompliance environmental protection laws and regulations that had a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes. The Group strictly complies with environmental laws and regulations in Hong Kong and the Mainland China, including but not limited to:

- Air Pollution Control Ordinance (Cap. 311 of the Laws of Hong Kong);
- Waste Disposal Ordinance (Cap. 354 of the Laws of Hong Kong); and
- Environmental Impact Assessment Ordinance (Cap. 499 of the Laws of Hong Kong).

No fines or non-monetary sanctions for non-compliance with relevant laws and regulations had been reported in the Reporting Period.

Air and Greenhouse Gas Emissions

The Group's core business does not directly generate significant air and greenhouse gas emissions. The most common emission from its daily business activities is greenhouse gas ("GHG") emission. It is mainly generated from the consumption of purchased electricity and the fuel consumed from the use of motor vehicles. Although the environmental impact is limited, the Group still strives to be more proactive on emission and energy reduction by its procedures.

To properly manage GHG emissions, the Group actively adopts energy saving and electricity conservation measures as well as other measures, including:

- Encourage employees to switch off IT devices, such as computers and monitors when not in use;
- Maintain indoor temperature at an optimal level for comfort; and
- Check and clean electrical appliances, such as refrigerator, air conditioning, ventilation and paper shredder regularly to ensure they are maintained at an efficient operating state.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group's objective is to achieve Reach net-zero target by 2060.

The emission data of GHG during the Reporting Period are set out as follows:

Scope of GHG Emissions		FY2023 Emission (in tCO ₂ e)
Scope 1	Direct emission	20.2
Scope 2	Indirect emissions	121.1
Scope 3	Other indirect emissions	39.7
Total Intensity (per employee)		1.0 (tCO₂e/employee)

Notes:

- Emission factors were made reference to Appendix C2 of the Listing Rules and their referred documentation as set out by The Stock Exchange of Hong Kong Limited, unless stated otherwise.
- The total number of employees used for intensity calculation is the number at the end of the reporting period, unless stated otherwise.

Apart from GHG emissions, fuel consumption from motor vehicles also emits air pollutants, such as nitrogen oxides, sulphur oxides and particulate matter.

The emission data from the vehicles used by the Group are set out as follows:

Types of air pollutants	Unit	FY2023 Emission
Nitrogen oxides (NOx)	kg	24.0
Sulphur dioxide (SO ₂)	kg	0.1
Particulate Matter (PM)	kg	2.1

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Waste Management

The Group does not generate any hazardous wastes, including chemical wastes, clinical wastes and hazardous chemicals, in the ordinary course of business. Non-hazardous waste produced from the operations of the Group is mainly comprised of general office consumables which have no significant impact on the environment. The Group's wastes are mainly classified into two categories, including general wastes (household wastes) and recyclable wastes.

The summary of non-hazardous wastes produced by the Group during the Reporting Period and their intensity are as follows:

Non-hazardous waste	FY2023 Emission
Total non-hazardous waste produced	5 tonnes
Total Intensity (per employee)	0.03 (tonnes/employee)

Note:

- The total number of employees used for intensity calculation is the number at the end of the reporting period, unless stated otherwise.

In summary, to the best of its Directors' knowledge, there was no material noncompliance with the applicable local rules and regulations relating to air emissions, GHG emissions, water and land discharges, and generation of hazardous and non-hazardous wastes in all material aspects. The Group's objection is to achieve 15% reduction of non-hazardous wastes by year 2031 from a base year of 2021, major reduction measures including to eliminate single use plastic from the Group's operation, to make all the Group's event paperless and set up recycling points for material recycling.

Use of Resources

The Group grasps every opportunity to encourage its employees in supporting the green initiatives in daily operations and incorporating environmental sustainability into its business operation. Due to the nature of the office's operations and business, the major resources consumed by the Group are electricity, water and paper.

Energy Consumption

The direct and indirect energies consumption by type are set out as follows:

Energy and Resources Use	Total Energy consumed FY2023 (in kWh)	Intensity ² FY2023 (in kWh/employee)
Purchased Electricity	220,260	1,184
Petrol ¹	73,644	396
Total energy consumed	293,904	1,580

Notes:

1. Conversion factors reference to the Energy Statistics Manual issued by the International Energy Agency, unless stated otherwise.
2. The total number of employees used for intensity calculation is the number at the end of the reporting period, unless stated otherwise.

The Group is committed to instilling the awareness of resources conservation and environmental protection into the work and life of every employee. The Group seeks business partners who also share the philosophy and commitment to environment conservation and compliance with the applicable environmental laws and regulations. The Group believes that these initiatives are capable to reflect its commitment to offering the best quality of services while maintaining the least adverse environmental impact on the planet.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Water Consumption

With respect to water conservation, the Group encourages all employees and customers to develop the habit of conserving water consciously. Pantry and washrooms are posted with environmental messages to remind employees the importance and urgency of water conservation.

Apart from education, the utility facilities are maintained regularly for service, to ensure that water seepage or leaking pipelines are replaced or repaired on a timely basis.

In the production process, water curtain cabins are employed so that wastewater can be recycled for the purpose of controlling air pollution in the spraying procedure.

During the Reporting Period, the total water consumption was approximately 188.0 m³ with an intensity of 1.0 m³ per employee. There is no issue in sourcing water, and the Group planned to achieve 15 % water reduction in water consumption by year 2031 from a base year of 2021.

Packaging Material

Due to the business nature of the Group, the management believe that it is not applicable to the Group. Moreover, the Group's products are packaged by the suppliers and the Group will continue to adopt the principles of defective packaging and green packaging for procurement and selecting suppliers.

The Environment and Natural Resources

The principal business activities of the Group do not have a significant impact on the environment and natural resources. Despite this, the Group is committed to sustainability by seeking to reduce the environmental impact of its operations, with a particular focus on the reduction of greenhouse gas emissions and preservation of resources.

Employees are well-informed of the green measures adopted by the Group through regular meetings and sending them emails and relevant materials to advocate their awareness and behavioural change. The Group encourages all employees to participate in different kinds of recycling activities and minimise the use of natural resources. The Group will continue to reduce emissions and wastes on an ongoing basis in order to minimise the Group's impacts of activities on the environment and natural resources.

As mentioned in the above sections, the Group has implemented various measures to protect water resources and reduce waste. The Group is also devoted to green office and resources conservation in order to contribute to the sustainable development of mankind.

Climate Change

Climate change and global warming are the major environmental concerns in the world. Despite having no significant impact on the Group's businesses, the Group still strives to put forward environmental conservation and raise the environmental awareness of the employees.

Since the major business nature of the Group are character licensing and e-commerce and other business, climate change does not have significant impacts on the business directly. With a higher temperature in the future, the Group may need to allocate more spending on indoor cooling.

On the other hand, the Group may experience productivity loss due to increased extreme weather, like typhoons and heavy rain. The Group will review the existing measures for adverse weather conditions and ensure the safety of the employees.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

EMPLOYMENT AND LABOUR PRACTICES

Employment

The Group values the vocational well-being of its staff, for we believe greater creativity and productivity are cultivated in happy workplaces. The Group ensures strict compliance with regulations to safeguard its employees' lawful rights. All employees of the Group in Hong Kong are covered by Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) and Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong); while employees in the Mainland China are covered by the Labour Contract Law of the PRC, Social Insurance Law, Juvenile Protection Act, Measures for Paid Annual Leave, the Minimum Wage Regulations, and the female labours are also protected by Female Workers' Labour Protection Regulations of the PRC.

The management regularly reviews the Group's remuneration and benefits policies in reference to the market standards and is committed to safeguarding the rights and interests of the employee including but not limited to policies regarding compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. Remuneration and benefits have been adjusted in accordance with the employees' individual performance, contribution and market conditions. Remuneration packages include holidays, annual leave, medical scheme, group insurance, mandatory provident fund and discretionary bonus.

In the recruitment process, the appointment of employees at all levels of the Group was based on academic qualifications, integrity, abilities and experience required for the position. Recruitment was conducted mainly through job posting. Candidates are vetted by human resources department and reviewed by the heads of the hiring department. All appointments are submitted to general manager for approval to ensure the decisions are fair and reasonable.

The Group encourages differences and individuality in employees, with the philosophy that diversity can bring new ideas, dynamics and challenges to the operations; but discourages all forms of discrimination on gender, age, family status, sexual orientation, disability, race and religion. The Group is committed to supporting the employees to maintain a family-friendly work environment and strives to make sure employees and business partners comply with laws and regulations, follow ethical business practices and respect equal opportunity in employment.

During the Reporting Period, the Group continues to strictly observe the applicable laws and regulations and follow the employment policies relating to recruitment and promotion, compensation and dismissal, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare, by providing competitive remuneration package, including internal promotion opportunities and performance-based bonus, so as to recruit and retain experienced employees.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group had a total number of 186 employees as at 31 December 2023. The employee compositions by gender, age group and geographical region were as follows:

Employee Structure		Number of employees as at 31 December 2023	Percentage of employees as at 31 December 2023
Total number of employees		186	100%
By gender	Male	68	36.6%
	Female	118	63.4%
By age	Aged 18 – 30	93	50.0%
	Aged 31 – 40	72	38.7%
	Aged 41 – 60	20	10.8%
	Aged over 60	1	0.5%
By employment type	General Staff	145	78.0%
	Middle Management	27	14.5%
	Senior Management	7	3.8%
	Contract of short term	7	3.8%
By geographical region	Hong Kong	40	21.5%
	Mainland China	144	77.4%
	Thailand	2	1.1%

Promotion and Career Development

The promotion of the Group's employees is subject to review regularly. The Group has established objective performance indicators for annual performance evaluation.

During the Reporting Period, the employee turnover rate of the Group was 65.4%. Those employees who left the Group were in their own accord. The Group was not aware of any material non-compliance with laws and regulations relating to employment and labour practices that had a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, antidiscrimination, and other benefits and welfare for the Reporting Period.

The following table sets for the turnover rates of the Group's employees for the Reporting Period:

Summary of Employee Data		Number of employees resigned in FY2023	Turnover rates
By gender	Male	36	54.1%
	Female	84	71.8%
By age	Aged 18 – 30	77	80.2%
	Aged 31 – 40	37	54.8%
	Aged 41 – 60	6	31.6%
	Aged over 60	0	0%
By geographical region	Hong Kong	21	50%
	Mainland China	99	70.5%
	Thailand	0	0%

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Health and Safety

The Group has been attaching great importance to a comfortable and safe working environment for the employees which protect them from potential occupational hazards and health and safety risks, in order to achieve zero tolerance of accidents and injuries.

As employees' health and safety are of paramount importance to the operation of the Group, the Group has accordingly formulated a series of relevant personnel management policy to provide employees with a healthy, positive and motivative working atmosphere.

The Group maintains the risk management system including identification, prevention and management of risks and hazards throughout the workplaces as well as follow-up actions for accidents or personal injuries. The Group has taken the following measures:

- Maintaining a safe working environment which poses no threat to health under the Group's control;
- Irregularly participating in occupational health and safety related seminars; and
- Conducting fire drills and emergency evacuation simulations to raise employees' awareness of fire prevention and to equip employees with appropriate knowledge and skills in the event of emergency.

Additionally, the Group provides induction programs and safety training programs to new employees such that they can be familiar with the corporate policies in relation to health and safety matters upon joining the Group.

Work-Related Fatality	FY2023	FY2022	FY2021
Work injury cases ≤ 3 days	0	0	0
Work injury cases > 3 days	0	0	0
Fatalities	0	0	0
Lost days due to work injury	0	0	0

During the Reporting Period, the Group did not record any work-related injury or fatality of employees, nor any lost days due to work injury. The Group is not aware of any material non-compliance with Occupational Safety and Health Ordinance that has a significant impact on the Group relating to providing a safe working environment and protecting employees from occupational hazards.

Development and Training

The Group sees each position of the Group to be of unique professional and technical needs. Thus, a comprehensive training scheme is in place to provide support and coaching to the employees.

For every new joiner, the Group provides proper orientation training and mentoring in order to help them adapt to the new working environment quickly. Mentoring and guidance in relation to the operating procedures and technical production requirements will be provided by senior staff or supervisor in each production unit.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group acknowledges the importance of continuous training and development of employees and encourages on-the-job training in each department. At the end of each year, all departments are required to draw up a training plan for the next year based on the specific need and nature of work in the department. Based on the nature and need of job duties, employees of certain positions will receive professional training from external institutes so that they can master the knowledge and skills required in the position. The Group also provides training subsidy to employees attending approved training courses related to the job.

A total of 163 training hours were conducted in the reporting period, and training hours (categorized by gender and employee category) are shown below:

Occupational Training Data FY2023

Training Hours of Employees by Gender	Male	55
	Female	108
Training Hours of Employees by Category	General Staff	135
	Middle Management	20
	Senior Management	5
	Contract or Short Term	3
Average Training Hours of Employees by Gender	Male	0.8
	Female	0.9
Average Training Hours of Employees by Category	General Staff	0.9
	Middle Management	0.7
	Senior Management	0.6
	Contract or Short Term	0.9
Percentage of employees trained by Gender	Male	33.3%
	Female	66.7%
Percentage of employees trained by Category	General Staff	82.9%
	Middle Management	10.9%
	Senior Management	3.9%
	Contract or Short Term	2.3%

Labour Standards

The Group strictly prohibits the use of child and forced labour. Through the well-established recruitment policies, including verifying the identity documents of all applicants by human resources department during the recruitment process, the Group ensured that its employees are all above the minimum legal working age and no forced labour is hired. In case any irregularities in ages, identities and/or validities of employment status were found, employment will be terminated immediately and the Group will report the incident to relevant authorities. The Group has complied with all applicable laws and regulations in relation to employment matters during the Reporting Period.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

OPERATING PRACTICES

The Group is determined to disseminate the pursuit of sustainability into the core business which is regarded as part of the responsibility of an accountable corporate citizen. A series of management systems and procedures have been developed in alignment with the Corporate Governance requirements required by the Stock Exchange. Furthermore, the Group encourages all business partners to incorporate those sustainability practices and policies into their operation thoroughly in order to work together in pursuit of sustainable development.

Supply Chain Management

The Group understands that supply chain management has always been one of the key aspects of the Group's operation. The supply chain management team not only considers economic and commercial benefits during the tendering processes, but also evaluates the suppliers' and contractors' track record relating to legal and regulatory compliance which include safeguarding workers' health and safety, and mitigating environmental impacts.

In addition to purchasing products and services according to the specified standards, the Group has established a sound supplier management system to manage the key links of the supply chain, including provisions about supplier admittance, supplier assessment and supplier evaluation, etc.

To maintain a good corporate control and governance, the Group has developed a series of management system and procedures in alignment with the Corporate Governance requirements required by the Stock Exchange and is obliged to terminate the cooperation contract with suppliers that may cause or have caused serious legal violation.

The Group believes in sourcing from local suppliers where possible and where procurement from overseas suppliers is required, it will be based on the suppliers' availability and capability. For the reporting period, the Group worked closely with 10 suppliers which all of them are located in China.

Product Responsibility

The Group has been dedicated in providing high product quality and professional services with the highest degree of integrity and pursuit of excellence to its customers. The Company has set different systems and procedures such as the Store Standard Operating Procedures, the Customer Service Handling Procedures for Return and Exchange and the Customer Complaints System to standardize store operations, promote follow-ups, handling and feedback of various issues.

The Company continue to improve the customer complaint handling system, and set up a customer service centre to investigate and follow up customer complaints about the Group's products and service. Customer service staff will be arranged based on the complaint types and deal with issues such as product quality, product after-sales and employee service attitudes, and within a limited time scale, communicate the Group's responses with the complainant in a timely manner. For products are defected or other quality problems, the Group will conduct product return or exchange depending on the severity of the problem. Meanwhile, the Company's quality inspection team will track and supervise the complaint processing results, so that customer demands can be resolved satisfactorily.

During the Reporting Period, there were no material recalls, significant complaints against the products, or any material amount of sales return for safety and health reasons.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Privacy Protection and Intellectual Property

The Group is committed to comply with the privacy laws and regulations. The Group undertakes to strictly comply with the requirements of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong), the Corporate Finance Consultant Code of Conduct and local legislations, to ensure that all data are securely kept in the internal system with access control. The Group has separated the customer data from other ordinary information to protect customers' privacy. Meanwhile, only authorized personnel can access the personal data collected from the Group's customers. Through the internal training and confidential agreements with employees, the Group emphasizes confidentiality obligations and the legal consequences of the breaches of relevant rules.

While striving for excellent quality and high-tech quality, the Group complies with the requirements of Patents Ordinance (Cap. 514) and Patent Law of the People's Republic of China (《中華人民共和國專利法》) focusing on protecting original designs and legally obtaining copyrights. Also, the staff periodically check the Hong Kong Intellectual Property Journal and other international source, the Group will raise objection accordingly if there is new application of trademark registration which is likely to make confuse with the Group's trademarks. To improve productivity and market competitiveness, the Group has obtained relevant patents for its products and has used them in its operations. The Group also will conclude an e-commerce platform agreement with customers to achieve the consumer data protection.

During the Reporting Period, the Group is not aware of any incidents of non-compliance with regulations and/or voluntary codes concerning the Group's service information and labelling, as well as marketing communications including advertising.

Anti-corruption

The Group is committed to upholding high standards of business integrity, honesty and transparency in all its business dealings and strictly prohibits any form of fraud or corruption, and is committed to the prevention, deterrence, detection and investigation of all forms of fraud and corruption. The Group will arrange anti-corruption training programmes for Board members and employees in Hong Kong and the Mainland China to update them on the latest anti-corruption enforcements and proper practice procedures.

The Group observed the related laws and regulations that have significant impact on the Group relating to bribery, extortion, fraud and money laundering, such as the "Prevention of Bribery Ordinance of Hong Kong" (Chapter 201 of Criminal Laws of Hong Kong), the Criminal Law of the PRC (《中華人民共和國刑法》), and the Regulations of the PRC for Suppression of Corruption (《中華人民共和國懲治貪污條例》). During the Reporting Period, the Group complied with the relevant laws and regulations relating to bribery, extortion, fraud and money laundering mentioned above, as well as the "Anti-Fraud and Anti-corruption Policy" set up by the Group, and there were no cases of anti-corruption.

Under the Group's whistleblowing policy, employees and other stakeholders of the Company may anonymously report any suspected or actual event of bribery and corruption to the Company's compliance manager, without the threat of dismissal or retaliation. The compliance manager who receive the reports will promptly act to evaluate the issue and investigate the issue where appropriate. The results of investigation will be reported to the Group's Audit Committee accordingly.

During the Reporting Period, the Group did not receive any complaint from employees and/or other stakeholders of the Group.

COMMUNITY INVESTMENTS

Being a socially responsible company, the Group actively strives to contribute to a better society through active involvement in the community, by putting the best effort in helping the employees and local communities through company events and outdoor activities.

The Group believes that a good corporate culture and harmonic working environment will help to achieve the work-life balance of the employees. In the coming future, the Group will continue to attach great importance to the well-being of the staff and community.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ESG REPORT INDEX

Subject Areas, Aspects,
General Disclosures
and KPIs

Description

Section/Declaration

Page

A. Environmental

Aspect A1: Emissions

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration	Page
General Disclosure	Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Environmental Policy and Compliance	77
KPI A1.1	The types of emissions and respective emissions data.	Emission — Air and Greenhouse Gas Emissions	78
KPI A1.2	Greenhouse gas emissions in total (in tons) and, where appropriate, intensity.	Emission — Air and Greenhouse Gas Emissions	78
KPI A1.3	Total hazardous waste produced (in tons) and, where appropriate, intensity.	Emission — Waste Management	79



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, General Disclosures and KPIs

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KPI A1.4	Total non-hazardous waste produced (in tons) and, where appropriate, intensity.	Emission — Waste Management	79
KPI A1.5	Description of emission target(s) set and steps taken to achieve them.	Emission — Air and Greenhouse Gas Emissions	77-78
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Emission — Waste Management	79

Aspect A2: Use of Resources

General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Use of Resources	79-80
KPI A2.1	Direct and/or indirect energy consumption by type in total and intensity.	Use of Resources — Energy Consumption	79
KPI A2.2	Water consumption in total and intensity.	Use of Resources — Water Consumption	80
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Use of Resources — Energy Consumption	79
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Use of Resources — Water Consumption	80
KPI A2.5	Total packaging material used for finished products (in tons) and, if applicable, with reference to per unit produced.	Use of Resources — Packaging Material	80

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects,
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and KPIs

	Description	Section/Declaration	Page
Aspect A3: The Environment and Natural Resources			
General Disclosure	Policies on minimising the issuer's significant impact on the environment and natural resources.	The Environment and Natural Resources	80
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	The Environment and Natural Resources	80
Aspect A4: Climate Change			
General Disclosure	Policies on minimising the issuer's significant impact on climate-related issues.	Climate Change	80
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Climate Change	80

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, General Disclosures and KPIs

	Description	Section/Declaration	Page
B. Social			
Aspect B1: Employment			
General Disclosure	Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment	81-82
KPI B1.1	Total workforce by gender, employment type, age group and geographical region.	Employment	82
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	Employment — Promotion and Career Development	82
Aspect B2: Health and Safety			
General Disclosure	Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety	83
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years, including the reporting year.	Health and Safety	83
KPI B2.2	Lost days due to work injury.	Health and Safety	83
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Health and Safety	83

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, General Disclosures and KPIs

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration	Page
Aspect B3: Development and Training			
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Development and Training	83-84
KPI B3.1	The percentage of employees trained by gender and employee category.	Development and Training	84
KPI B3.2	The average training hours completed per employee by gender and employee category.	Development and Training	84
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General Disclosure	Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Labour Standards	84
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	Labour Standards	84
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Labour Standards	84
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KPI B5.1	Number of suppliers by geographical region.	Supply Chain Management	85
KPI B5.2	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management	85



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, General Disclosures and KPIs

	Description	Section/Declaration	Page
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management	85
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management	85

Aspect B6: Product Responsibility

General Disclosure	Information on:	Product Responsibility	85
	a) the policies; and		
	b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Privacy Protection and Intellectual Property	86
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Product Responsibility	85
KPI B6.2	Number of products and service-related complaints received and how they are dealt with.	Product Responsibility	85
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Privacy Protection and Intellectual Property	86
KPI B6.4	Description of quality assurance process and recall procedures.	Product Responsibility	85
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Privacy Protection and Intellectual Property	86

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, General Disclosures and KPIs

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration	Page
Aspect B7: Anti-corruption			
General Disclosure	Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption	86
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Anti-corruption	86
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Anti-corruption	86
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption	86
Aspect B8: Community Investment			
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investments	86
KPI B8.1	Focus areas of contribution.	Community Investments	86
KPI B8.2	Resources contributed to the focus area.	Community Investments	86



INDEPENDENT AUDITOR'S REPORT



To the Members of **B.Duck Semk Holdings International Limited**
(incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of B.Duck Semk Holdings International Limited (the “Company”) and its subsidiaries (the “Group”), which are set out on pages 100 to 171, comprise:

- the consolidated statement of financial position as at 31 December 2023;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

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

Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS

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

Key audit matters identified in our audit are summarised as follows:

- Expected credit losses on other receivables, trade receivables and contract assets
- Net realisable value of inventories

Key Audit Matter

How our audit addressed the Key Audit Matter

Expected credit losses on other receivables, trade receivables and contract assets

Refer to Notes 4, 5(c), 20 and 21 to the consolidated financial statements.

As at 31 December 2023, the Group had other receivables, trade receivables and contract assets with gross carrying amount HK\$74,296,000 (2022: HK\$83,467,000), HK\$70,831,000 (2022: HK\$72,287,000), and HK\$19,759,000 (2022: HK\$36,046,000) respectively, and expected credit loss allowance amounting to HK\$3,863,000 (2022: HK\$1,310,000), HK\$19,803,000 (2022: HK\$19,125,000) and HK\$543,000 (2022: HK\$1,431,000) respectively.

The Group provides expected credit loss allowance for trade receivables and contract assets based on the lifetime expected credit losses. Trade receivables and contract assets are grouped in accordance with credit risk characteristics to determine the expected credit loss. The management assesses the expected credit loss for contract assets and trade receivables due from Lixun Group individually, based on the consideration of probability of default, loss given default, exposure and forward-looking adjustments. For other receivables, the Group adopted a general 3-stage approach when providing expected credit loss allowance.

Significant judgement is exercised by the management in making assumptions about risk of default and expected loss rates. In making such judgement, management needs to select the inputs to the expected credit losses calculations, based on the past collection history of the Group, existing market conditions as well as forward-looking estimates at the end of each reporting period, in developing its expectation of the ultimate realisation of the other receivables, trade receivables and contract assets.

The assessment was an area of focus for the audit given the judgment exercised by the management, inherent uncertainties in this area and the significance of the related balances.

Our audit procedures relating to management's assessment of the expected credit losses on other receivables, trade receivables and contract assets included:

We understood, evaluated and tested, on a sample basis, the internal controls over the Group's process in estimating the expected credit loss to determine the loss allowance for other receivables, trade receivables, contract assets and evaluated the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors;

For trade receivables and contract assets:

- We understood and evaluated the modelling methodologies used by management for measuring expected credit losses; assessed key parameters and assumptions made by management with reference to the relevant historical credit loss data of the Group and observable external economic data;
- We evaluated the reasonableness of grouping of trade receivables and contract assets against the nature of the risk characteristics;
- We checked, on sample basis, the accuracy of ageing profile of trade receivables and contract assets and their settlement records, which are extracted from management's reports used by management in the expected credit losses assessment;
- We evaluated the outcome of prior year assessment of the loss allowance, by checking receivable settlement records, to assess the effectiveness of management's estimation process;
- We involved our in-house valuation experts in assessing the methodology and the underlying assumptions adopted by management in the estimation of expected credit losses for trade receivables and contract assets of individually assessed customers;



INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (Continued)

Key Audit Matter

How our audit addressed the Key Audit Matter

- We assessed the appropriateness of management's process to identify significant changes of credit risks characteristics of specific customers and perform individual assessment of expected credit losses, in consideration of relevant factors, such as turnover days, settlement records and background of the customers;
- For forward looking estimates, we evaluated the appropriateness of economic indicators selected by management; evaluated the economic scenarios and the underlying probability weightings applied by management with reference to market data, our industry knowledge; and tested the resulting calculation of the economic indicators determined thereby; and
- We tested the mathematical accuracy of the calculations of provision for expected credit losses.

For other receivables:

- We assessed the appropriateness of the expected credit loss provisioning methodology and assumptions adopted by management with reference to market data and other relevant information;
- We assessed the appropriateness of the management's identification of significant increase in credit risk for the other receivables, in consideration of the settlement pattern and other relevant information;
- We challenged management for the assumptions and data used in assessing the expected credit loss rate, corroborated explanations and involvement of inhouse valuation expert, through examining underlying relevant supporting documents such as settlements record, default rate of comparable companies from public data, and other corresponding documents;
- For forward looking estimates, we evaluated the appropriateness of economic indicators selected by management; evaluated the economic scenarios and the underlying probability weightings applied by management with reference to market data, our industry knowledge; and tested the resulting calculation of the economic indicators determined thereby; and
- We tested the mathematical accuracy of the calculations of provision for expected credit losses.

Based on the procedures performed, we found the judgement and estimates made by management in respect of the expected credit loss on other receivables, trade receivables and contract assets to be supportable by available evidence.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (Continued)

Key Audit Matter

How our audit addressed the Key Audit Matter

Net realisable value of inventories

Refer to Notes 4 and 17 to the consolidated financial statements.

Inventories are carried at the lower of cost and net realisable value, being the estimated selling price less estimated costs necessary to make the sale. As at 31 December 2023, the Group's inventories amounted to HK\$26,487,000 (2022: HK\$50,434,000), net of provision for inventories amounted to HK\$7,952,000 (2022: HK\$15,301,000).

The determination of provision for inventories involves significant judgement, which is made with reference to recent selling prices, estimated costs necessary to make the sale ageing profile of the inventories and the marketability of the obsolete and/or slow-moving inventories.

We focused on this area due to the judgment exercised by management in determining the net realisable value of inventories.

Our audit procedures relating to management's assessment of the net realisable value of inventories included:

We understood, evaluated and tested management's internal controls and process for estimating net realisable values, including how management gathered sources of inventory data and adopted the assumptions for determining provision allowance. We assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors;

We assessed the appropriateness of methodology applied to identify obsolete and slow-moving inventories by inquiring management and other relevant employees and comparing against sales records and other relevant information;

We tested, on a sample basis, the estimated selling price, costs necessary to make the sale and sales pattern by comparing it with sales records of the selected items and historical selling expenses;

We tested, on a sample basis, the inventory aging profile of the inventories; and

We tested the mathematical accuracy of the calculations of net realisable value of inventories.

We evaluated the outcome of prior year assessment of the provision for inventories impairment, by reviewing actual utilisation rate of inventories, to assess the effectiveness of management's estimation process.

Based on the procedures performed, we found the judgment applied by management in respect of the net realisable value of inventories to be supportable by available evidence.



INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in B.Duck Semk Holdings International Limited 2023 Annual Report (the “annual report”) other than the consolidated financial statements and our auditor’s report thereon.

We have obtained some of the other information including Report of the Directors prior to the date of this auditor’s report. The remaining other information, including Corporate Information, Management Discussion and Analysis, Biographies of Directors and Senior Management, Major Licensees and Activities, Financial highlights, Chairman’s statement, Environment, Social and Governance Report, Financial Summary and the other sections to be included in the annual report, is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will 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 identified above 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 on the other information that we obtained prior to the date of this auditor’s report, 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.

When we read the remaining other information to be included in the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to Audit Committee and take appropriate action considering our legal rights and obligations.

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

As part of an audit in accordance with HKSAAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Li Wang Kei.

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong, 27 March 2024



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2023

	Note	For the year ended 31 December	
		2023 HK\$'000	2022 HK\$'000
Revenue	5	129,542	192,608
Other income	6	15,558	96,099
Other gains/(loss), net	6	70	(1,279)
Cost of inventories sold		(39,518)	(44,004)
Employee benefit expenses	7	(64,547)	(65,943)
Promotion costs		(16,193)	(15,752)
Listing expenses		–	(11,814)
Online platform usage fee		(5,410)	(10,705)
Depreciation and amortisation		(14,058)	(11,316)
Net impairment losses on financial assets and contract assets		(8,315)	(15,095)
Other expenses	8	(40,793)	(32,937)
Operating (loss)/profit		(43,664)	79,862
Finance income	9	1,940	389
Finance costs	9	(4,438)	(1,182)
Finance costs, net	9	(2,498)	(793)
(Loss)/profit before income tax		(46,162)	79,069
Income tax expense	10	(529)	(3,514)
(Loss)/profit for the year		(46,691)	75,555
Other comprehensive income:			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
– Currency translation differences		(2,280)	(10,649)
<i>Item that will not be subsequently reclassified to profit or loss:</i>			
– Currency translation differences		(17)	–
		(2,297)	(10,649)
Total comprehensive (loss)/income for the year		(48,988)	64,906
(Loss)/profit for the year attributable to			
Equity holders of the Company		(46,206)	75,555
Non-controlling interests		(485)	–
		(46,691)	75,555
Total comprehensive (loss)/income attributable to:			
Equity holders of the Company		(48,486)	64,906
Non-controlling interests		(502)	–
		(48,988)	64,906
(Loss)/earnings per share for profit attributable to the equity holders of the Company for the year:			
– Basic and diluted (expressed in HK cents per share)	11	(4.8)	7.7

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2023

	Note	As at 31 December	
		2023 HK\$'000	2022 HK\$'000
ASSETS			
Non-current assets			
Property, plant and equipment	14	13,292	6,238
Intangible assets	16	2,877	2,505
Right-of-use assets	15	23,591	15,210
Deferred income tax assets	19	8,042	6,482
Deposits, prepayments and other receivables	21	64,234	64,599
Financial assets at fair value through profit or loss	17	9,735	–
		121,771	95,034
Current assets			
Inventories	18	18,535	35,133
Trade receivables	20	51,028	53,162
Contract assets	5(c)	19,216	34,615
Deposits, prepayments and other receivables	21	45,125	50,803
Tax recoverable		873	–
Time deposits with original maturity over three months	22	40,000	2,524
Cash and cash equivalents	22	51,723	141,677
		226,500	317,914
Total assets		348,271	412,948
Equity and liabilities			
Equity attributable to holders of the Company			
Share capital	23	191	195
Share premium	23	245,253	294,437
Capital reserve	24	(34,386)	(34,386)
Retained earnings		86,212	132,418
Other reserves	24	(49,864)	(41,357)
		247,406	351,307
Non-controlling interests		1,573	–
Total equity		248,979	351,307



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2023

	Note	As at 31 December	
		2023 HK\$'000	2022 HK\$'000
LIABILITIES			
Non-current liabilities			
Lease liabilities	26	18,319	9,117
Deferred income tax liabilities	19	164	251
		18,483	9,368
Current liabilities			
Contract liabilities	5(c)	9,592	13,322
Trade payables	27	5,646	6,474
Accruals and other payables	28	14,222	18,812
Current income tax liabilities		–	6,392
Borrowings	29	43,572	–
Lease liabilities	26	7,777	7,273
		80,809	52,273
Total liabilities		99,292	61,641
Total equity and liabilities		348,271	412,948

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

The consolidated financial statements on pages 100 to 171 were approved by the Board of Directors on 27 March 2024 and were signed on its behalf:

Hui Ha Lam
Executive Director

Kwok Chun Kit
Executive Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2023

	Attributable to the holders of the Company									
	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000 (Note 24)	Shares held			Retained earnings HK\$'000	Total HK\$'000	Non-controlling interest HK\$'000	Total HK\$'000
				Share-based	for Share	Award				
				payment reserve HK\$'000 (Note 24)	Scheme HK\$'000 (Note 24)	Other reserves HK\$'000 (Note 24)				
Balance at 1 January 2023	195	294,437	(34,386)	-	(42,809)	1,452	132,418	351,307	-	351,307
Comprehensive income										
Loss for the year	-	-	-	-	-	-	(46,206)	(46,206)	(485)	(46,691)
Other comprehensive income										
Currency transaction differences	-	-	-	-	-	(2,280)	-	(2,280)	(17)	(2,297)
Total comprehensive income	-	-	-	-	-	(2,280)	(46,206)	(48,486)	(502)	(48,988)
Transactions with holders in their capacity of holders										
Share purchase under share award scheme (Note 25)	-	-	-	-	(11,845)	-	-	(11,845)	-	(11,845)
Shares repurchased and cancelled	(4)	(30,043)	-	-	-	-	-	(30,047)	-	(30,047)
Equity-settled share-based payments under Share-based payment reserve (Note 25)	-	-	-	5,618	-	-	-	5,618	-	5,618
Dividend paid	-	(19,141)	-	-	-	-	-	(19,141)	-	(19,141)
Non-controlling interest on acquisition of subsidiary	-	-	-	-	-	-	-	-	2,075	2,075
Total transactions with holders in their capacity of holders	(4)	(49,184)	-	5,618	(11,845)	-	-	(55,415)	2,075	(53,340)
Balance at 31 December 2023	191	245,253	(34,386)	5,618	(54,654)	(828)	86,212	247,406	1,573	248,979



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2023

	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000 (Note 23)	Shares held for Share Award Scheme HK\$'000 (Note 23)	Other reserves HK\$'000 (Note 23)	Retained earnings HK\$'000	Total HK\$'000
Balance at 1 January 2022	81	115,738	(34,386)	–	11,980	56,863	150,276
Comprehensive income							
Profit for the year	–	–	–	–	–	75,555	75,555
Other comprehensive income							
Currency transaction differences	–	–	–	–	(10,528)	–	(10,528)
Total comprehensive income	–	–	–	–	(10,528)	75,555	65,027
Transactions with owners in their capacity of owners							
Share purchase under share award scheme (Note 23)	–	–	–	(42,809)	–	–	(42,809)
Dividend paid (Note 12)	–	(48,000)	–	–	–	–	(48,000)
Capitalisation issue (Note 22 (iv))	91	(91)	–	–	–	–	–
Issuance of ordinary shares relating to global offering, netting of underwriting commissions and other issuance costs (Note 22 (v))	23	226,790	–	–	–	–	226,813
Total transactions with owners in their capacity of owners	114	178,699	–	(42,809)	–	–	136,004
Balance at 31 December 2022	195	294,437	(34,386)	(42,809)	1,452	132,418	351,307

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023

		For the year ended 31 December	
	Note	2023 HK\$'000	2022 HK\$'000
Cash flows from operating activities			
Net cash generated from operations	31(a)	4,243	1,337
Income tax paid		(10,241)	(13,385)
Net cash used in operating activities		(5,998)	(12,048)
Cash flows from investing activities			
Prepayment and addition of intangible assets		(2,762)	(7,111)
Additions to property, plant and equipment		(11,162)	(3,769)
Addition of financial asset at fair value through profit or loss		(8,886)	–
Proceed from disposal of property, plant and equipment		13	–
Interest received		181	389
Net cash used in investing activities		(22,616)	(10,491)
Cash flows from financing activities			
Repurchase of shares under Share Award Scheme	24	(11,845)	(42,809)
Proceeds from borrowings	31(b)	46,000	–
Injection from non-controlling shareholders		2,075	–
Repurchase and cancellation of shares	23(v)	(30,047)	–
Placement of time deposit		(40,000)	–
Release of time deposit		2,524	–
Listing expense paid		–	(17,366)
Proceed from issuance of shares	23(iii)	–	246,000
Repayments of borrowings	31(b)	(2,428)	(35,948)
Interest paid on borrowings	31(b)	(1,366)	(347)
Repayments of lease liabilities		(6,963)	(6,855)
Interest paid on lease liabilities		(869)	(773)
Dividend paid to shareholders		(19,141)	(48,000)
Interest paid		(73)	(62)
Net cash (used in)/generated from financing activities		(62,133)	93,840
Net (decreased)/increase in cash and cash equivalents		(90,747)	71,301
Cash and cash equivalents at beginnings of the year		141,677	73,205
Effect of foreign exchange rate changes on cash and cash equivalents		793	(2,829)
Cash and cash equivalents at the end of the year		51,723	141,677

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL INFORMATION

B.Duck Semk Holdings International Limited (the “Company”) was incorporated in the Cayman Islands (“Cayman”) on 10 December 2020 as an exempted company with limited liability under the Companies Act (Cap. 22, Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (together, the “Group”) are principally engaged in the provision of licensing services, design consultation services and trading of licensed brand products in Hong Kong and the Mainland China (the “Business”).

Semk Products (Holdings) Limited is the ultimate holding company of the Company.

Mr. Hui Ha Lam is the ultimate controlling shareholder of the Group.

The consolidated financial statements are presented in Hong Kong dollars (HK\$) and all values are rounded to the nearest thousand (“HK\$’000”) unless otherwise stated.

The Company has listed its shares on the Main Board of The Stock Exchange of Hong Kong Limited on 17 January 2022 (the “Listing”).

2 SUMMARY OF ACCOUNTING POLICY INFORMATION

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

(a) Compliance with HKFRS and HKCO

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). The consolidated financial statements have been prepared under the historical cost convention.

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

(b) Historical cost convention

The financial statements have been prepared on a historical cost basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.1 Basis of preparation *(Continued)*

(c) Adoption of new or amended standards and interpretations that are effective on 1 January 2023

The following new and amended standards and interpretations apply for the first time to the Group's financial reporting period commencing on 1 January 2023:

Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax Related to Assets and Liabilities Arising from Single Transaction
HKFRS 17 and Amendments	Insurance Contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules
HKFRS 17	Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information

The adoption of amendments to standards listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(d) New and amended standards and interpretations that have been issued but are not yet effective

The following new and amended standards and interpretations, which are 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.

		Effective for accounting periods beginning on or after
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to HKAS 1	Non-current Liabilities with Covenants	1 January 2024
Hong Kong Interpretation 5 (2020)	Presentation of Financial Statements - Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2024
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements	1 January 2024
Amendments to HKAS 21	Lack of Exchangeability	1 January 2025
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.1 Basis of preparation *(Continued)*

(d) New and amended standards and interpretations that have been issued but are not yet effective *(Continued)*

The Group has commenced, but not yet completed, an assessment of the impact of the new standards and amendments to standards on its results of operations and financial position. The Group is not yet in a position to state whether these new standards, amendments to standards and interpretations would have any significant impact on its results of operations and financial positions.

2.2 Summary of material accounting policies

2.2.1 Principles of consolidation

(a) *Subsidiaries*

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

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(b) *Changes in ownership interests*

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of Group.

When the Group ceases to consolidate for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.2 Summary of material accounting policies *(Continued)*

2.2.2 Foreign currency translation

(a) *Functional and presentation currency*

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

(b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that are related to borrowings are presented in the comprehensive income within "finance income" or "finance cost". All other foreign exchange gains and losses are presented in the consolidated statement of comprehensive income on a net basis within "other (losses)/gains, net".

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

(c) *Group companies*

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

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

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.2 Summary of material accounting policies *(Continued)*

2.2.3 Property, plant and equipment

All property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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. All other repairs and maintenance costs are charged in the profit or loss during the financial period in which they are incurred.

Depreciation on plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term as follows:

Leasehold improvements	Lease terms or 5 years, whichever is shorter
Motor vehicles	5 years
Computer equipment	2 – 3 years
Office equipment	2 – 3 years
Mold	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.5).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within "other (losses)/gains, net" in the consolidated statements of comprehensive income.

2.2.4 Intangible assets

(i) Trademark

Trademark that has a finite useful life are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost over their estimated useful lives of 10 years, based on validity of trademarks, expected economic benefits and useful life estimated by market comparable.

(ii) Computer software

Acquired software are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. Amortisation is calculated using the straight-line method to allocate the cost over their estimated useful lives of 10 years, based on expected economic benefits and useful life estimated by market comparable.

2.2.5 Impairment of non-financial assets

Property, plant and equipment, intangible assets and right-of-use assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.2 Summary of material accounting policies *(Continued)*

2.2.6 Financial assets

(a) Classification

The Group classifies its financial assets to be measured at amortised cost.

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

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

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

(b) Recognition and derecognition

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

(c) Measurement

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

Financial assets with embedded derivatives are considered in their entirety 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 three measurement categories into which the group classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in "other (losses)/gains, net" together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statement of comprehensive income.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.2 Summary of material accounting policies *(Continued)*

2.2.6 Financial assets *(Continued)*

(d) Credit loss allowance

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3.1(b) details how the Group determines whether there has been significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

2.2.7 Inventories

Inventories, comprising licensed brand products, are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (“FIFO”) method. The cost of finished goods comprises the cost of purchased inventory after deducting rebates or discounts. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

2.2.8 Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If no, they are presented as non-current assets.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

2.2.9 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand and deposits held at call with financial institutions with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. In the consolidated statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.2 Summary of material accounting policies *(Continued)*

2.2.10 Share capital and shares held for employee share scheme

Ordinary shares and non-redeemable participating preference shares are classified as equity, mandatorily redeemable preference shares are classified as liabilities.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the company's equity instruments, for example as the result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the owners of the Company as treasury shares until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owner of the Company.

Shares held under trust by a financial institution ("Trust") are disclosed as treasury shares and deducted from contributed equity.

2.2.11 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.2.12 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.2 Summary of material accounting policies *(Continued)*

2.2.13 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) *Current income tax*

The current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the country where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

(b) *Deferred income tax*

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

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.2 Summary of material accounting policies *(Continued)*

2.2.14 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.2.15 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

2.2.16 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods and services supplied, stated net of discounts and returns. Revenue is recognised when control of goods or services is transferred to the customer.

Depending on the terms of the contract and the laws that apply to the contract, service may provide over time or at a point in time. Service is provided over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer; or
- creates and 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 service 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 the service.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.2 Summary of material accounting policies *(Continued)*

2.2.16 Revenue recognition *(Continued)*

The progress towards complete satisfaction of the performance obligation is measured based on one of the following methods that best depict the Group's performance in satisfying the performance obligation:

- direct measurements of the value transferred by the Group to the customer; or
- the Group's efforts or inputs to the satisfaction of the performance obligation.

When determining the transaction price to be allocated for different performance obligations, the Group first determines the service fees that the Group entitles in the contract period and adjusts the transaction price for variable considerations. The Group includes in the transaction price some or all of an amount of variable considerations only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

If a contract involves multiple services, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus margin.

A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.

The following is description of the accounting policy for the principal revenue stream of the Group:

(a) *Revenue from provision of licensing services*

Revenue from provision of licensing services relates to granting licensees the right to use trademarks created, developed and registered by the Group in different categories of licensees' products and/or services, including license for use on (i) consumer products; (ii) promotional and marketing gifts (iii) entertainment, dining and leisure destinations and; (iv) online and offline media. The revenue from the provision of licensing services is recognised over the licensing period.

(b) *Revenue from provision of design consultation services*

Revenue from provision of design consultation services relates to provision of design consultation and brand management services to third parties and is recognised over time when the services are provided to the customer.

(c) *Sales of licensed brand products*

Revenue from the sales of licensed brand products primarily comprised of sales from self-operated retail platform and sales from wholesale market. Revenue is recognised when control of the products has transferred, being when the products are delivered to the customer, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been delivered to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.2 Summary of material accounting policies *(Continued)*

2.2.16 Revenue recognition *(Continued)*

(c) *Sales of licensed brand products (Continued)*

Most of the Group's sales of licensed brand products are made to customers through online platform with the remaining portion of sales being made to wholesalers, for which revenue is recognised when control of the goods is transferred, being at the point the customer receives the goods at the agreed location.

Revenue from sales of licensed brand products is recognised based on the price specified in the contract, net of discounts, returns and value added taxes. Accumulative experience is used to estimate returns at the time of sale at a portfolio level (expected value method), and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

2.2.17 Other income

(a) *Income from sample sales*

Income from sample sales relates to selling of design prototypes to the customers. Such income is recognised at the point that the control of the deliverables has been transferred to the customer, being when the customer has accepted the deliverables and there is no unfulfilled obligation that could affect the customer's acceptance of the deliverables.

(b) *Management fee income*

The Group provides management services to related companies. Income is recognised over the contract period when the relevant services are provided by the Group and the related companies simultaneously receive and consume the benefits provided by the Group's performance.

2.2.18 Contract assets and contract liabilities

Upon entering into a contract with a customer, the Group obtains rights to receive consideration from the customer and assume performance obligations to transfer goods or services to the customer. The combination of those rights and performance obligations give rise to a net asset or net liability depending on the relationship between the remaining rights and the performance obligations. The contract is an asset and recognised as contract assets if the measure of the remaining conditional rights to consideration exceeds the satisfied performance obligations. Conversely, the contract is a liability and recognised as contract liabilities if consideration received (or an amount of consideration is due) from the customer exceeds the measure of the remaining unsatisfied performance obligations.

2.2.19 Employee benefits

(a) *Short-term obligations*

Liabilities for wages and salaries, including non-monetary benefits and accumulating leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.2 Summary of material accounting policies *(Continued)*

2.2.19 Employee benefits *(Continued)*

(b) Pension obligations

The Group operates a defined contribution plan in Hong Kong and pays contributions to privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Full time employees of the Mainland China entity participate in a government mandated multiemployer defined contribution plan pursuant to which certain pension benefits, medical care, unemployment insurance, employee housing fund and other welfare benefits are provided to employees. Chinese labour regulations require the entity to accrue for these benefits based on certain percentages of the employees' salaries. Management believes full time employees who have passed the probation period are entitled to such benefits.

(c) Bonus plan

The Group recognises a liability and an expense for bonuses based on a formula that takes into consideration the profit attributable to the Company's shareholder. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(d) Share based compensation

The Group operates a not defined Share Award Scheme ("Share Award Scheme"). Under the Share Award Scheme, the directors and certain employees of the Group are entitled to receive shares in the Company. The shares held under trust by the Trustee for the benefit of the director and employees, would be paid and the paid up consideration would be capitalised in the Company's reserves. The Trustee has been instructed to buy shares from the market using the funds held by the Trustee to grant shares to the director and employees. The fair value of the employee services received in exchange for the grant of the share options and shares awarded is recognised as an employee benefits expense with a corresponding increase in equity.

2.2.20 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.2 Summary of material accounting policies *(Continued)*

2.2.20 Leases *(Continued)*

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third-party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the Group entities use that rate as a starting point to determine the incremental borrowing rate.

Lease payments are allocated between principal and finance cost. The finance cost is charged to the consolidated statements of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.2 Summary of material accounting policies *(Continued)*

2.2.20 Leases *(Continued)*

Payments associated with short-term leases of buildings are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Rent concession as a direct consequence of the COVID-19 pandemic are recognised in the same way as they would if they were not lease modification and presented in “other income” in the consolidated statement of comprehensive income only if all of the following conditions are met:

- a. The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- b. Any reduction in lease payments affects only payments due on or before 30 June 2022;
- c. There is no substantive change to other terms and conditions of the lease.

2.2.21 Earnings per share

(a) *Basic earnings per share*

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares; and
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(b) *Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 SUMMARY OF ACCOUNTING POLICY INFORMATION *(Continued)*

2.3 Summary of other accounting policies

2.3.1 Separate financial statements

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

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

2.3.2 Segment reporting

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

2.3.3 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

2.3.4 Borrowings costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

2.3.5 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

2.3.6 Interest income

Interest income is recognised using the effective interest method.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow 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.

Management regularly manages the financial risks of the Group. Because of the simplicity of the financial structure and the current operations of the Group, no hedging activities are undertaken by management.

(a) Market risk

(i) Foreign exchange risk

The Group operates principally in Hong Kong and Mainland China and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to United States dollar ("USD") and Renminbi ("RMB"). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities. The Group does not hold or issue any derivative financial instruments to manage its exposure to foreign currency risk.

Majority of the revenue generated, and cost incurred from the local operations are primarily transacted in local functional currency and therefore foreign exchange transactional risks are minimal.

Management manages its foreign exchange risks by performing regular review and monitoring its foreign exchange exposure. Management is of the view that the Group's exposure to US\$ is minimal since HK\$ is pegged to the US\$.

As at 31 December 2023 and 2022, if HK\$ had weakened/strengthened by 5% against RMB, with all other variables held constant, post-tax profit for the year would have been HK\$(2,927,000) and HK\$3,433,000 lower/higher, respectively, mainly as a result of foreign exchange losses/gains on translation of foreign currency-denominated non-derivative financial assets and liabilities.

(ii) Fair value and cash flow interest rate risk

As at 31 December 2023 and 2022, except for bank borrowings and cash at bank, the Group is substantially independent from changes in market interest rates and the Group has no other significant interest bearing assets and liabilities.

As at 31 December 2023 and 2022, if interest rates on borrowings and cash at bank had been had increased/decreased 100 basis points with all other variables held constant, the impact on the Group's profit for the year would have been approximately HK\$1,327,000 higher/lower and HK\$1,393,000 higher/lower.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(b) Credit risk

The Group is exposed to credit risk in relation to its trade receivables, contract assets, deposits and other receivables, amounts due from related companies and cash and cash equivalents. The Group's maximum exposure to credit risk is the carrying amounts of these financial assets.

The credit risk on cash and cash equivalents are limited because cash are placed in banks with sound credit ratings.

The Group is exposed to concentration of credit risk as at 31 December 2023 and 2022 on trade receivables which amounted to approximately HK\$44,587,000 and HK\$46,000,000 respectively and accounted for 63% and 64% respectively of the total trade receivables balances. The major trade receivables counterparties of the Group are reputable organisations. Management considers that the credit risk is limited in this regard.

It is the Group's policy that all customers who wish to have credit terms are subject to credit verification procedures. The management has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, management reviews regularly the recoverable amount of the customers' profiles and subsequent settlement to ensure that adequate impairment is made for the irrecoverable amount.

Loss allowance for trade receivables and contract assets

The Group applied the simplified approach in HKFRS 9 to measuring expected credit loss which uses a lifetime expected credit loss for trade receivables and contract assets. Except for trade receivables and contract assets with known insolvencies or significant outstanding balances which are assessed individually, the Group determines the expected credit loss on the remaining balances by using a provision matrix grouped by common risk characteristic.

Measurement of expected credit loss

The expected loss rates are based on the payment profiles of sales over a period of 36 months and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

	Gross carrying amount of trade receivables and contract assets (HK\$'000)	Credit loss allowance (HK\$'000) (Note 5(c) and 20)	Expected loss rate
As at 31 December 2023			
Character licensing			
Individual assessment	56,384	(14,450)	25.6%
Collective assessment			
Not yet past due and past due up to 30 days	20,777	(532)	2.6%
Past due 31-60 days	1,862	(234)	12.6%
Past due 61-90 days	220	(39)	17.7%
Past due 91-120 days	2,134	(684)	32.1%
Past due 121-180 days	750	(271)	36.1%
Past due over 180 days	5,172	(3,329)	64.4%
Total	30,915	(5,089)	
E-commerce and other			
Not yet past due and past due up to 30 days	2,179	(59)	2.7%
Past due 31-60 days	238	(19)	8.0%
Past due 61-90 days	33	(4)	12.1%
Past due 91-120 days	38	(8)	21.1%
Past due 121-180 days	71	(21)	29.6%
Past due over 180 days	732	(696)	95.1%
Total	3,291	(807)	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

	Gross carrying amount of trade receivables and contract assets (HK\$'000)	Credit loss allowance (HK\$'000) (Note 5(c) and 20)	Expected loss rate
As at 31 December 2022			
Character licensing			
Individual assessment	73,548	(15,523)	21.1%
Collective assessment			
Not yet past due and past due up to 30 days	25,842	(832)	3.2%
Past due 31-60 days	1,598	(267)	16.7%
Past due 61-90 days	238	(62)	26.1%
Past due 91-120 days	2,265	(948)	41.9%
Past due 121-180 days	911	(441)	48.4%
Past due over 180 days	1,963	(1,174)	59.8%
Total	32,817	(3,724)	
E-commerce and other			
Not yet past due and past due up to 30 days	206	(6)	2.9%
Past due 31-60 days	140	(11)	7.9%
Past due 61-90 days	240	(38)	15.8%
Past due 91-120 days	92	(20)	21.7%
Past due 121-180 days	73	(21)	28.8%
Past due over 180 days	1,217	(1,213)	99.7%
Total	1,968	(1,309)	



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Other financial assets at amortised cost

The Group adopts general approach for expected credit losses of deposits and other receivables and amounts due from related parties. The Group considers that these financial assets have not significantly increased in credit risk from initial recognition. Thus, these financial assets are classified in stage one and only consider 12-month expected credit losses. Considering the history of default, financial position of these debtors and forward looking factor, the expected credit loss is immaterial.

Deposits and other receivables

For deposits and other receivables, the management makes periodic individual assessment on the recoverability of deposits and other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information.

During the year ended 31 December 2023, the management considered there was significant increase in credit risk of other receivables due to a third party amounted HK\$74,297,000. Consequently, lifetime expected credit losses of approximately HK\$3,863,000 were recognised as at 31 December 2023.

The following table show reconciliation on loss allowance of deposits and other receivable under general approach:

	HK\$'000
As at 1 January 2022	1,310
Impairment loss recognised	2,553
As at 31 December 2023	3,863

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(c) Liquidity risk

The Group measures and monitors its liquidity through the maintenance of prudent ratio regarding the liquidity structure of the overall assets, liabilities, loans and commitments of the Group. The Group also maintains a prudent level of liquid assets and committed banking facilities to ensure the availability of sufficient cash flows to meet any unexpected and material cash requirements in the ordinary course of business.

The following tables show the remaining contractual maturities at the end of the reporting period of the Company's financial liabilities based on contractual undiscounted cash flows and the earliest date the Company can be required to pay. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	On demand or within 1 year HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Total HK\$'000
As at 31 December 2023				
Trade payables	5,646	–	–	5,646
Other payables	6,979	–	–	6,979
Lease liabilities	7,946	7,541	12,022	27,509
Borrowing	43,572	–	–	43,572
	64,143	7,541	12,022	83,706
As at 31 December 2022				
Trade payables	6,474	–	–	6,474
Other payables	8,362	–	–	8,362
Lease liabilities	7,642	6,242	3,220	17,104
	22,478	6,242	3,220	31,940



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(c) Liquidity risk *(Continued)*

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

	Within 1 year HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	More than 5 years HK\$'000	Total HK\$'000
As at 31 December 2023	3,048	6,720	23,841	9,963	43,572
As at 31 December 2022	–	–	–	–	–

3.2 Capital risk management

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

In order to maintain or adjust the capital structure, the Group may return capital to shareholder, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the consolidated statement of financial position) less cash and cash equivalents. Total capital is calculated as 'equity', as shown in the consolidated statement of financial position, plus net debt.

As at 31 December 2023 and 2022, the amount of cash and cash equivalents exceeded that of total borrowings, the Group was at a net cash position. Thus, the gearing ratio is not applicable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation

(a) Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the consolidated statements of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1:	quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2:	inputs other than quoted prices included within Level I that are observable for the asset or liability, either directly or indirectly.
Level 3:	unobservable inputs for the asset or liability.

The carrying amounts of the Group's current financial assets, including trade and other receivables, amounts due from related parties, cash and cash equivalents, restricted cash and; current financial liabilities, including trade payables, other payables and accruals and borrowings, approximate their fair values as at the reporting date due to their short term maturities. The carrying value of non-current financial assets and liabilities approximate its fair value as at the reporting date.

The following table presents the Group's assets that are measured at fair value

	2023 HK\$'000	2022 HK\$'000
Recurring fair value measurements		
Level 3:		
Financial assets at fair value through profit and loss	9,735	–

There were no transfers of financial assets between the fair value hierarchy classification during the years ended 31 December 2023 and 2022.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation *(Continued)*

(b) Fair value measurement using significant unobservable inputs (Level 3)

Specific valuation techniques used to value financial instruments include:

- Discounted cash flow model and unobservable inputs mainly including assumptions of expected future cash flows and discount rate;
- A combination of observable and unobservable inputs, including risk-free rate, discount rate, discount rate for lack of marketability, market multiples, etc.

Level 3 instruments of the Group's assets include unlisted equity investment.

The following table summarises the quantitative information about the significant unobservable inputs used in Level 3 fair value measurements:

Description	Fair value as at 31 December 2023 HK\$'000	Valuation technique	Unobservable input	Range of inputs	Relationship of unobservable inputs to fair value
Interests in unlisted equity	9,735,000	Discounted cash flow	Discount rate	20.75%	The higher the discount rate, the lower the fair value
			Growth rate	2.0%	The higher the growth rate, the higher the fair value

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

(a) Revenue recognition

Revenue from provision of licensing services is recognised over time when the Group grants licensees the right to use the trademarks created, developed and registered by the Group. Revenue from provision of design consultation services is recognised over the period that the services are provided.

For contracts that include multiple performance obligations, the transaction price is allocated to the performance obligations on a relative stand-alone selling price basis. Management estimates the stand-alone selling price at contract inception based on observable prices of the services rendered in similar circumstances to others.

(b) Impairment of trade receivables and contract assets

Provision for expected credit loss is made when the Group is not expected to collect all amounts due. The provision is determined by grouping together debtors with similar risk characteristics and collectively, or individually assessing them for likelihood of recovery. The provision matrix is determined based on the Group's historical observed default rates over the expected life of the trade receivables with similar credit risk characteristics and is adjusted for forward-looking estimates. In making the judgement, management considers reasonable and supportive forwarding-looking information available such as actual or expected significant changes in the operating results of customers and actual or expected significant adverse changes in business and customers' financial position. At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates are analysed by the Group's management.

(c) Net realisable value of inventories

Net realisable value of inventories is the estimated selling prices in the ordinary course of business, less estimated 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 changes in economic conditions in places where the Group operates and changes in customer taste and competitor actions in response to changes in market conditions. Management reassesses these estimates at each statement of financial position date.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(d) Fair value measurement of financial assets at fair value through profit or loss

The Group recognised the financial assets at fair value at recognition date as well as at each subsequent recording date. The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses its judgment to select methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Changes in these assumptions and estimates could materially affect the respective fair value of these financial instruments.

(e) Share-based payments

Judgement is exercised in the assessment of the fair value of the share-based payments to employees. In making its judgement, management considers the nature of services received and a wide range of factors such as the share price of the Company and other market performance conditions and non-vesting conditions.

(f) Income taxes

The Group is subject to income taxes in Hong Kong and the Mainland China. Significant judgement is required in determining the provision for income taxes. There are certain transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made. Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers it is likely that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectations are different from the original estimates, such differences will impact the recognition of deferred income tax assets and income tax charges in the period in which such estimates have been changed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5 REVENUE AND SEGMENT INFORMATION

(a) Revenue

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Revenue		
<u>Recognised over time</u>		
Provision of licensing services	56,622	87,130
Provision of design consultation services	12,344	36,615
	68,966	123,745
<u>Recognised at a point in time</u>		
Sales of licensed brand products	60,576	68,863
Total revenue	129,542	192,608

For the year ended 31 December 2023, there was 1 customer (2022: 1) which individually contributed 10% or more of the Group's total revenue. Customer A also contributes to 63% (2022: 64%) of trade receivable and 9% (2022: 43%) of contracted asset. Please refer to note 3.1(b) credit risk for management's view on concentration risk. The revenue contributed from the customer is as follow:

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Customer A	18,158	37,329



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

(b) Segment information

The directors have been identified as the CODM of the Group who review the Group's internal reporting in order to assess performance and allocate resources. The directors regard the Group's business as two reporting segments based on respective revenue and segment results, being profit after tax before unallocated expenses for the purposes of allocating resources and assessing performance. These reports are prepared on the same basis as these consolidated financial statements. Information relating to segment assets and liabilities are not disclosed as such information not regularly reported to the CODM.

The CODM identifies two reportable segments considering the nature of products and services, namely Character licensing and E-commerce and other. The Character licensing business is mainly engaged in the provision of licensing services and design consultation services, whilst E-commerce and other business is mainly engaged in the trading of licensed brand products through online platforms and offline channels.

	Character licensing HK\$'000	E-commerce and other HK\$'000	Total HK\$'000
For the year ended 31 December 2023			
Gross revenue	70,906	60,576	131,482
Inter-segment revenue	(1,940)	–	(1,940)
Revenue from external sales	68,966	60,576	129,542
Segment results	(30,004)	(16,687)	(46,691)
For the year ended 31 December 2022			
Gross revenue	126,061	68,863	194,924
Inter-segment revenue	(2,316)	–	(2,316)
Revenue from external sales	123,745	68,863	192,608
Segment results	120,361	(32,992)	87,369
Unallocated:			
Listing expenses			(11,814)
Profit after income tax			75,555

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

(b) Segment information (Continued)

The amount of revenue by customers' location is shown in the following table:

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Mainland China	123,021	183,144
Hong Kong	2,420	8,119
Southeast Asia and Taiwan	4,030	1,248
Others	71	97
	129,542	192,608

As of 31 December 2023, the total of non-current assets other than deferred tax assets located in Hong Kong was HK\$69,849,000 (2022: HK\$70,593,000) and the total of these non-current assets located in Mainland China was HK\$43,880,000 (2022: HK\$17,959,000).

(c) Assets and liabilities related to contracts with customer

The Group has recognised the following assets and liabilities related to contracts with customer:

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Contract assets	19,759	36,046
Less: loss allowance of contract assets	(543)	(1,431)
	19,216	34,615
Contract liabilities	9,592	13,322

Movement on the provision for impairment of contract assets is as follows:

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Beginning of the year	1,431	2,236
Reversal of provision for loss allowance of contract assets	(869)	(647)
Currency translation differences	(19)	(158)
End of the year	543	1,431

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

c) Assets and liabilities related to contracts with customer (Continued)

Revenue recognised in relation to contract liabilities

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Revenue recognised in current year that was included in the contract liabilities balance at the beginning of the year	12,787	13,013

Unfulfilled performance obligation

Aggregate amount of the transaction price allocated to contracts that are partially or fully unfulfilled as at the end of the year and are expected to be fulfilled in the following time bands. The amounts disclosed below do not include variable consideration.

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Within 1 year	29,760	37,323
1–2 years	15,691	24,738
2–3 years	10,439	13,433
3–4 years	5,683	7,861
After 4 years	724	5,449
	62,297	88,804

Assets recognised from costs to fulfil a contract

In addition to the contract balances disclosed above, the Group has also recognised an asset in relation to costs to fulfil a long-term contract. This is presented within contract costs in the consolidated statement of financial position (Note 21).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6 OTHER INCOME AND OTHER GAINS/(LOSS), NET

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Other income		
Sample sales	2,435	4,464
Gain on sale of trademarks (<i>Note c</i>)	–	83,194
Management fee income (<i>Note 32(a)</i>)	2,419	2,649
Government subsidies (<i>Note a</i>)	1,935	1,326
Compensation received (<i>Note b</i>)	7,748	1,668
Rental concession	–	1,725
Gain on termination of leases	101	–
Sundry income	920	1,073
	15,558	96,099
Other gains/(loss), net		
Fair value gain from financial assets at fair value through profit or loss	914	–
Net foreign exchange losses	(886)	(1,325)
Changes in surrender value of investment life insurance contract	42	46
	70	(1,279)

Note a: Government subsidies comprise grant received from various local governments in Mainland China and Hong Kong. There are no unfulfilled conditions or contingencies in relation to the grants.

Note b: The amount represented compensation from legal action against third parties for infringement of the Group's trademark.

Note c: Pursuant to the sales and purchase agreement entered between the Group and an independent third party on 23 December 2022, the Group agreed to sell a series of trademarks at the consideration of HK\$88,000,000 to be paid over 4 years based on original contract dated 23 December 2022. The gain on disposal was calculated as follow:

	For the year ended 31 December 2022 HK\$'000
Present value of consideration	83,467
Transaction costs	(260)
Net book value of registered trademarks in the PRC (<i>Note 16</i>)	(13)
Gain on sale of trademarks (<i>Note 31(a)</i>)	83,194

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

7 EMPLOYEE BENEFIT EXPENSES

(a) Employee benefit expenses, including benefits and interests of directors

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Salaries and allowances	50,206	57,818
Social security costs	6,259	5,925
Pension costs – defined contribution plan	463	783
Share-based payment (<i>Note 25</i>)	5,618	–
Other employee benefits	2,001	1,417
	64,547	65,943

Note:

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (“the MPF Scheme”), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, the Group (the employer) and its employees make monthly contributions to the scheme generally at 5% of the employees’ earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the employer and the employee are subject to a maximum contribution of HK\$1,500 per month (for period after 1 June 2014) and thereafter contributions are voluntary. The Group has no further obligation for post-retirement benefits beyond the contributions.

As stipulated by rules and regulations in the Mainland China, the Group contributes to state-sponsored retirement plans for employees of its subsidiaries established the Mainland China.

No forfeited contributions were utilised during the years ended 31 December 2023 and 2022 and none was left available as at 31 December 2023 and 2022 to reduce future contributions. Contributions totaling HK\$47,000 were payable to the fund as at 31 December 2023 (2022: HK\$149,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

7 EMPLOYEE BENEFIT EXPENSES (CONTINUED)

(b) Benefits and interests of directors

The remuneration of every director of the Company (in their role as senior management and employee before their appointment as directors respectively) for the years ended 31 December 2023 and 2022 are set out below:

Name of director	Fees \$'000	Salaries, allowances and benefits in kind \$'000	Employer's Contribution to pension scheme \$'000	Bonuses \$'000	Total \$'000
For the year ended 31 December 2023					
Executive directors					
Mr. Hui Ha Lam	–	1,421	18	–	1,439
Mr. Kwok Chun Kit	–	1,321	18	–	1,339
Mr. Cheung Chin Yiu	–	999	18	–	1,017
Mr. Tse Tsz Leong	–	1,310	18	–	1,328
Non-executive directors					
Mr. Li Xiang	–	–	–	–	–
Mr. Chen Hongjiang (resigned on 28 April 2023)	–	–	–	–	–
Independent Non-executive directors					
Ms. Leung Ping Fun Anita	180	–	–	–	180
Mr. Sung Chi Keung	180	–	–	–	180
Dr. Chan Kai Yue Jason, <i>MH, JP</i>	180	–	–	–	180
	540	5,051	72	–	5,663
For the year ended 31 December 2022					
Executive directors					
Mr. Hui Ha Lam	–	1,241	18	246	1,505
Mr. Kwok Chun Kit	–	1,154	18	214	1,386
Mr. Cheung Chin Yiu	–	803	18	729	1,550
Mr. Tse Tsz Leong	–	1,269	18	438	1,725
Non-executive directors					
Mr. Wong Yin Shun Vincent, <i>MH</i> (resigned on 13 September 2022)	–	–	–	–	–
Mr. Chen Hongjiang	–	–	–	–	–
Independent Non-executive directors					
Ms. Leung Ping Fun Anita	180	–	–	–	180
Mr. Sung Chi Keung	180	–	–	–	180
Dr. Chan Kai Yue Jason, <i>MH, JP</i>	180	–	–	–	180
	540	4,467	72	1,627	6,706



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

7 EMPLOYEE BENEFIT EXPENSES (CONTINUED)

(b) Benefits and interests of directors (Continued)

The remuneration shown above represents remuneration received from the Group by these directors in their capacity as management to the Group during the years ended 31 December 2023 and 2022.

There was no arrangement under which a director waived or agreed to waive any emoluments during the years ended 31 December 2023 and 2022.

Mr. Chen Hongjiang resigned as a non-executive director of the Company on 28 April 2023.

(i) Directors' retirement benefits

No retirement benefits were paid to or receivable by any directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiaries undertaking during the years ended 31 December 2023 and 2022.

(ii) Directors' termination benefits

No payment was made to directors as compensation for the early termination of the appointment during the years ended 31 December 2023 and 2022.

(iii) Consideration provided to third parties for making available directors' services

During the years ended 31 December 2023 and 2022, the Group did not pay consideration to any third parties for making available directors' services.

(iv) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

As at 31 December 2023 and 2022 there are no loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors.

(v) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in Note 30 to the consolidated financial statements, there were no significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of each of the years ended 31 December 2023 and 2022 or at any time during the years ended 31 December 2023 and 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

7 EMPLOYEE BENEFIT EXPENSES (CONTINUED)

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include 4 directors for the year ended 31 December 2023 (2022: 4), whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining 1 individual (2022: 1) during the year ended 31 December 2023 is as follows:

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Salaries, allowances and benefits in kind	957	783
Bonuses	–	290
Pension costs – defined contribution plan	18	18
	975	1,091

The emoluments of above individual are within the following bands:

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Emoluments band		
HK\$ 500,000 – HK\$ 999,999	1	–
HK\$1,000,000 – HK\$1,999,999	–	1



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

8 OTHER EXPENSES

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Travelling and transportation	5,763	7,668
Office expenses	4,284	5,588
Legal and professional fees	21,455	10,387
Agency fee	635	488
Rental expenses – short term leases (<i>Note 15(a)</i>)	2,342	1,294
Repair and maintenance	195	245
Insurance expense	619	743
Building management fee	905	483
Licensing fee	109	494
Office co-sharing expense (<i>Note 32(a)</i>)	20	30
Auditor's remuneration		
– Audit service	1,600	1,600
– Non-audit service	380	240
Others	2,486	3,677
	40,793	32,937

9 FINANCE COSTS, NET

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Finance income		
Interest income from bank deposits	(181)	(389)
Imputed interest from other receivables	(1,759)	–
Finance costs		
Finance charges on lease liabilities (<i>Note 15(a)</i>)	869	773
Bank charges	74	62
Bank loan interest	1,366	–
Imputed interest from other receivables	2,129	347
	4,438	1,182
Finance costs, net	2,498	793

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10 INCOME TAX EXPENSE

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Current income tax:		
– Hong Kong profits tax	43	1,123
– Mainland China corporate income tax	–	2,083
– Withholding tax	2,214	3,959
	2,257	7,165
Deferred income tax (<i>Note 18</i>)	(1,728)	(3,651)
	529	3,514

Hong Kong profits tax has been provided at the rate of 16.5% for the years ended 31 December 2023 and 2022.

In accordance with the two-tiered profits tax regime effective from 1 January 2018, Hong Kong profits tax has calculated at 8.25% on the first HK\$2,000,000 for one of the subsidiaries in Hong Kong, and 16.5% on the remaining balance of the estimated assessable profits for the years ended 31 December 2023 and 2022.

The Group is also subject to withholding tax at the rate of 7% and 10%, respectively, on management fee and design fee charged from the Group's Hong Kong subsidiaries to the Group's Mainland China subsidiaries.

No overseas profits tax has been calculated as the Company incorporated in the Cayman Islands is exempted from local income tax.

As at 31 December 2023 and 2022, there were no deferred income tax provided in relation to the unremitted earnings as the Group's management has approved that the Mainland China subsidiaries have no intention and are not probable to declare dividend in the foreseeable future and the Group is able to control the timing of the reversal of the temporary differences and it is decided that the unremitted earnings will not be remitted in the foreseeable future.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10 INCOME TAX EXPENSE (CONTINUED)

The taxation on the Group's profit before income tax differs from the theoretical amount that would arise using the taxation rate applicable to the respective jurisdiction as follows:

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
(Loss)/profit before income tax	(46,162)	79,069
Tax charge at 16.5%	(7,617)	13,046
Effect of different taxation rates in other countries	1,882	(1,031)
Tax effect under two tier profits tax rates regime	–	(165)
Income not subjected to tax	(313)	(13,793)
Non-deductible expenses for tax purposes	3,377	3,553
Effect of changes in tax rate (Note i)	–	889
Tax losses not recognised	986	1,015
Withholding tax	2,214	3,959
Tax effect of withholding tax	–	(3,959)
	529	3,514

Note i

The statutory income tax rate applicable to entities in the Mainland China is 25% during the year ended 31 December 2023 (2022: same), other than a qualified subsidiary registered in Qianhai Shenzhen – Hong Kong Modern Service Industry Cooperation Zone, which is entitled to a concessionary tax rate of 15% from 2022.

11 (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share is as follows:

a) Basic

Basic (loss)/earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the years ended 31 December 2023 and 2022.

The weighted average number of shares in issue for the years ended 31 December 2023 and 2022 for the purpose of earnings per share computation has been retrospectively adjusted for the effect of 413,471,730 shares and 465,492,000 shares issued under the share subdivision and capitalisation issue on 17 January 2022. The 120,000,000 new shares issued on 17 January 2022 upon the Listing and 32,700,000 shares purchased for the purpose of the Share Award Scheme of the Company during the year are accounted at time portion basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

11 (LOSS)/EARNINGS PER SHARE (CONTINUED)

a) Basic (Continued)

	For the year ended 31 December	
	2023	2022
(Loss)/profit attributable to holders of the Company (HK\$'000)	(46,206)	75,555
Weighted average number of ordinary shares in issue	971,235,342	987,540,203
Basic (loss)/earnings per share (expressed in HK cents per share)	(4.8)	7.7

b) Diluted

For the year ended 31 December 2023, the Company had potential ordinary shares being share awards (2022: no potential ordinary shares).

Diluted loss per share presented for the year ended 31 December 2023 is the basic loss per share as the inclusion of the potential ordinary shares in the calculation of dilutive loss per share would be anti-dilutive.

12 DIVIDEND

On 30 March 2022, the Directors proposed a final dividend for the year ended 31 December 2021 of HK4.8 cents per share, totalling HK\$48,000,000, which was approved and paid out of share premium account during the year ended 31 December 2022.

On 30 March 2023, the Directors proposed a final dividend for the year ended 31 December 2022 of HK2.01 cents per share, totalling HK\$19,718,000, which was approved and paid out of share premium account during the year ended 31 December 2023.

On 27 March 2024, the Directors proposed a final dividend for the year ended 31 December 2023 of HK0.5 cents per shares, totalling HK\$4,904,965, which is subject to the approval by the shareholders of the Company.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

13 SUBSIDIARIES

The is a list of principal subsidiaries as at 31 December 2023.

Name of subsidiary	Place of incorporation/ establishment and kind of legal entities	Principal activities and place of operations	Particulars of issued share/ registered capital	Equity interest held as at	
				31 December 2023	31 December 2022
Directly held					
Semk International Enterprises Limited ("Semk International")	BVI	Investment holding in Hong Kong	65,000 Ordinary Shares of USD1 each	100%	100%
Indirectly held					
Semk Holdings Investment Limited ("Semk Investment")	Hong Kong	Investment holding in Hong Kong	2 Ordinary Shares HK\$1 each	100%	100%
Semk (BVI) Limited ("Semk BVI")	BVI	Investment holding in Hong Kong	100 Ordinary Shares of USD1 each	100%	100%
SEMK PRODUCTS LIMITED ("Semk Products")	Hong Kong	Provision of licensing services in Hong Kong	11,000 Ordinary Shares of HK\$1 each	100%	100%
Semk Global Marketing Limited ("Semk Hong Kong")	Hong Kong	Provision of licensing services in Hong Kong	100 Ordinary Shares of HK\$1 each	100%	100%
Semk Licensing (Shenzhen) Limited 德盈商貿(深圳)有限公司* ("Semk Licensing")	Shenzhen, the Mainland China [†]	Provision of licensing services in the Mainland China	RMB8,000,000	100%	100%
ENS Holdings Investment Limited ("ENS Holdings")	Hong Kong	Trading of toys and accessories in Hong Kong	1 ordinary shares of HK\$1 each	100%	100%
ENS Internet Technology (Shenzhen) Limited 盈思網絡科技(深圳)有限公司* ("ENS IT")	Shenzhen, the Mainland China [^]	Trading of apparels, toys and accessories on e-commerce platform in the Mainland China	HK\$1,500,000	100%	100%
ENS Huizhou Yingmao Trading Company Limited 惠州市盈茂商貿有限公司* ("Yingmao Trading")	Huizhou, the Mainland China [®]	Storage service in the Mainland China	RMB1,000,000	100%	–
ENS Business Development Limited ("ENS Business")	Hong Kong	Trading of toys and accessories in Hong Kong	1 ordinary share of HK\$1 each	100%	100%
ENS Retailing (Shenzhen) Limited 深圳市盈志商貿有限公司* ("ENS Retailing")	Shenzhen, the Mainland China [®]	Trading of toys and accessories on e-commerce platform in the Mainland China	RMB100,000	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

13 SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation/ establishment and kind of legal entities	Principal activities and place of operations	Particulars of issued share/ registered capital	Equity interest held as at	
				31 December 2023	31 December 2022
ENS Promotion (Shenzhen) Limited 深圳市盈際商貿有限公司* ("ENS Promotion")	Shenzhen, the Mainland China [@]	Trading of apparels, toys and accessories on e-commerce platform in the Mainland China	RMB1,000,000	100%	100%
Shenzhen ENS Trend Network Technology Limited 深圳市盈思潮流網絡科技有限公司* ("ENS Trend")	Shenzhen, the Mainland China [@]	Investment holding in the Mainland China	RMB 1,000,000	100%	100%
Shenzhen ENS Fashion Network Technology Limited 深圳市盈思風尚網絡科技有限公司* ("ENS Fashion")	Shenzhen, the Mainland China [@]	Investment holding in the Mainland China	RMB 1,000,000	100%	100%
ENS Lishui Network Limited 麗水盈思網絡有限公司* ("ENS Lishui")	Lishui, the Mainland China [@]	Trading of apparels, toys and accessories on e-commerce platform in the Mainland China	RMB 500,000	100%	100%
ENS Hangzhou Network Limited 杭州盈意網絡有限公司* ("ENS Hangzhou")	Hangzhou, the Mainland China [@]	Information Technology Consulting Service in the Mainland China	RMB 500,000	100%	100%

Notes:

- * English translation is for identification purpose
- # Registered as wholly foreign-owned enterprises under Mainland China Law
- @ Registered as wholly-owned enterprise under Mainland China Law
- ^ Registered as wholly-owned enterprises of Taiwan, Hong Kong or Macau corporate body under Mainland China Law



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

14 PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK\$'000	Motor vehicles HK\$'000	Office equipment HK\$'000	Computer equipment HK\$'000	Mold HK\$'000	Total HK\$'000
As at 1 January 2022						
Cost	4,478	4,269	4,768	6,997	926	21,438
Accumulated depreciation	(2,304)	(3,625)	(3,361)	(4,529)	(537)	(14,356)
Net book amount	2,174	644	1,407	2,468	389	7,082
Year ended 31 December 2022						
Opening net book amount	2,174	644	1,407	2,468	389	7,082
Addition	–	–	1,881	1,888	–	3,769
Depreciation	(739)	(554)	(1,229)	(1,411)	(183)	(4,116)
Currency translation differences	(149)	(2)	(165)	(181)	–	(497)
Closing net book amount	1,286	88	1,894	2,764	206	6,238
As at 31 December 2022 and 1 January 2023						
Cost	4,478	4,269	6,649	8,885	926	25,207
Accumulated depreciation	(3,192)	(4,181)	(4,755)	(6,121)	(720)	(18,969)
Net book amount	1,286	88	1,894	2,764	206	6,238
Year ended 31 December 2023						
Opening net book amount	1,286	88	1,894	2,764	206	6,238
Addition	5,164	2,696	2,688	282	332	11,162
Depreciation	(942)	(394)	(1,355)	(1,116)	(181)	(3,988)
Currency translation differences	(49)	–	(39)	(30)	(2)	(120)
Closing net book amount	5,459	2,390	3,188	1,900	355	13,292
As at 31 December 2023						
Cost	9,642	6,965	9,337	9,167	1,258	36,369
Accumulated depreciation	(4,183)	(4,575)	(6,149)	(7,267)	(903)	(23,077)
Net book amount	5,459	2,390	3,188	1,900	355	13,292

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

15 RIGHT-OF-USE ASSETS

	Building HK\$'000
Year ended 31 December 2022	
Opening net book amount	20,431
Addition	2,748
Depreciation	(6,749)
Currency translation differences	(1,220)
Closing net book amount	15,210
Year ended 31 December 2023	
Opening net book amount	15,210
Addition	20,182
Depreciation	(8,394)
Currency translation differences	(302)
Early termination	(3,105)
Closing net book amount	23,591

a) Amounts recognised in the consolidated profit or loss

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Interest expense (<i>Note 9</i>)	869	773
Expense relating short- term leases (included in “rental expenses – short term leases”) (<i>Note 8</i>)	2,322	1,294

The total cash outflow for leases during year ended 31 December 2023 was HK\$10,154,000 (2022: HK\$8,922,000).

b) The Group’s leasing activities and how these are accounted for

The Group leases various offices. Rental contracts are typically made for fixed periods of 2 years to 5 years. Lease terms are negotiated on individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets are not be used as security for borrowing purposes.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

16 INTANGIBLE ASSETS

	Trademark and computer software HK\$'000
At 1 January 2022	
Cost	3,390
Accumulated amortisation	(1,166)
Net book amount	2,224
Year ended 31 December 2022	
Opening net book amount	2,224
Additions	745
Disposal (<i>Note 6(c)</i>)	(13)
Amortisation	(451)
Closing net book amount	2,505
At 31 December 2022 and 1 January 2023	
Cost	4,116
Accumulated amortisation	(1,611)
Net book amount	2,505
Year ended 31 December 2023	
Opening net book amount	2,505
Additions	2,054
Amortisation	(1,676)
Currency translation differences	(6)
Closing net book amount	2,877
At 31 December 2023	
Cost	6,170
Accumulated amortisation	(3,293)
Net book amount	2,877

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

17 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at fair value through profit or loss include the following:

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Unlisted equity investments	9,735	–

Movement of financial assets through profit or loss is analysed as follows:

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Beginning of the year	–	–
Addition	8,886	–
Fair value gain	914	–
Currency translation differences	(65)	–
End of the year	9,735	–

On 19 April 2023, the Group has subscribed 20% equity interest in an unlisted entity incorporated in the PRC at consideration of RMB7,000,000 (appropriately HK\$7,592,000). Due to the existence of certain preferential right granted by the investee, the investment is classified as financial assets at fair value through profit or loss as at 31 December 2023.

On 9 November 2023, the Group has subscribed 10% equity interest in an unlisted entity incorporated in the PRC at consideration of RMB1,000,000 (appropriately HK\$1,294,000). Due to the lack of control or significant influence over the investee, the investment is classified as financial assets at fair value through profit or loss as at 31 December 2023.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

18 INVENTORIES

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Finished goods – Gross	26,487	50,434
Less: Provision of inventories	(7,952)	(15,301)
Finished goods – Net	18,535	35,133

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Beginning of the year	15,301	5,930
(Reversal of)/provision for the year	(7,157)	10,216
Currency translation differences	(192)	(845)
End of the year	7,952	15,301

During the year ended 31 December 2023, cost of inventories amounted to HK\$39,518,000 was recognised as expense and included in “cost of inventories sold” within the consolidated statement of comprehensive income (2022: HK\$44,004,000).

During the years ended 31 December 2023, reversal of provision for impairment amounted to HK\$7,157,000 was included in “cost of inventories sold” within the consolidated statement of comprehensive income (2022 provision for impairment amounted to HK\$10,216,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

19 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same taxation authority. The following amounts, determined after appropriate offsetting, are shown in the consolidated statement of financial position:

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Deferred income tax assets	8,042	6,482
Deferred income tax liabilities	(164)	(251)
	7,878	6,231

Movement of the deferred income tax account is as follows:

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Beginning of the year	6,231	3,896
Credited to the consolidated statement of comprehensive income (<i>Note 10</i>)	1,728	3,651
Effect of changes in tax rate charged to the consolidated statements of comprehensive income	–	(889)
Currency translation differences	(81)	(427)
End of the year	7,878	6,231



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

19 DEFERRED INCOME TAX (Continued)

The movement in deferred income tax assets/(liabilities) during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

	Tax losses HK\$'000	Accelerated depreciation HK\$'000	Provision HK\$'000	Others HK\$'000	Total HK\$'000
As at 1 January 2022	645	(496)	3,585	162	3,896
Credited/(charged) to the consolidated statement of comprehensive income	656	66	3,910	(981)	3,651
Effect of changes in tax rate charged to the consolidated statements of comprehensive income	–	–	(891)	2	(889)
Currency translation differences	(78)	–	(375)	26	(427)
As at 31 December 2022	1,223	(430)	6,229	(791)	6,231
As at 1 January 2023	1,223	(430)	6,229	(791)	6,231
Credited/(charged) to the consolidated statement of comprehensive income	2,768	48	(1,874)	786	1,728
Effect of changes in tax rate charged to the consolidated statements of comprehensive income	–	–	–	–	–
Currency translation differences	(31)	–	(55)	5	(81)
As at 31 December 2023	3,960	(382)	4,300	–	7,878

As at 31 December 2023 and 2022, there were no material unprovided deferred income tax in relation to the unremitted earnings as the Group's management has approved that the unremitted earnings will be not be distributed in the foreseeable future.

Deferred income tax assets are recognised for tax loss carry-forward to the extent that the realisation of the related tax benefit through the future taxable profits is probable. As at 31 December 2023 and 2022, the Group has unrecognised tax losses of HK\$28,234,000 and HK\$23,524,000, respectively, that can be carried forward against future taxable income. These tax losses have not been recognised due to uncertainty of future realisation. Such tax losses have no expiry date, except for the tax losses amounting to HK\$3,027,541 and HK\$8,234,000, respectively, which will be expired within 5 years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

20 TRADE RECEIVABLES

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Trade receivables	70,831	72,287
Less: loss allowance	(19,803)	(19,125)
	51,028	53,162

The Group normally grants credit term to its customers ranging from 0 to 30 days. The ageing analysis of the trade receivables based on invoice date is as follows:

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Current – 30 days	49,939	14,021
31 – 60 days	2,185	4,694
61 – 90 days	253	2,308
91 – 120 days	2,203	2,469
121 – 180 days	1,537	7,363
Over 180 days	14,714	41,432
	70,831	72,287

Movement on the credit loss allowance of trade receivables is as follows:

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Beginning of the year	(19,125)	(10,223)
Impairment loss on trade receivables	(6,631)	(14,432)
Written off	5,651	4,373
Currency translation differences	302	1,157
End of the year	(19,803)	(19,125)

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. Note 3.1(b) provides for details about the calculation of the loss allowance.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

20 TRADE RECEIVABLES (Continued)

The gross amounts of the Group's trade receivables are denominated in the following currencies:

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
HK\$	1,418	1,529
RMB	69,413	70,758
	70,831	72,287

The maximum exposure to credit risk at the reporting date is the carrying value of the trade receivables mentioned above. The Group does not hold any collateral as security.

21 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Current portion:		
Consideration receivable from transfer of trademarks	16,776	28,136
VAT recoverable	8,636	6,377
Deposits	5,869	3,808
Contract costs	421	134
Other receivables	2,491	1,480
Prepayment for inventories	3,899	6,407
Other prepayments	7,905	4,902
	45,997	51,244
Less: provision for impairment (Note 3.1(b))	(872)	(441)
	45,125	50,803
Non-current portion:		
Contract costs	–	–
Prepayment for trademarks	8,422	8,854
Other asset – investment in life insurance contract (Note (i))	1,283	1,283
Consideration receivable from transfer of trademark	57,520	55,331
	67,225	65,468
Less: provision for impairment (Note 3.1(b))	(2,991)	(869)
	64,234	64,599

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

21 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

Note (i):

As at 31 December 2023 and 2022, the Group held a life insurance policy for a director of the Group. The investment in life insurance contract is denominated in USD. The Group has the right to surrender the insurance partially or in full at any time after the first policy anniversary for cash value. Cash value represents the account value net of surrender charges.

The gross amounts of the Group's deposits and other receivables are denominated in the following currencies:

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
HK\$	74,335	83,029
RMB	6,155	4,416
Others	7	–
	80,497	87,445

22 CASH AND CASH EQUIVALENTS AND TIME DEPOSITS AT BANKS

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Cash at bank	89,096	141,800
Cash at licensed payment platforms (Note a)	2,574	2,342
Cash on hand	53	59
	91,723	144,201
Less: Time deposits with original maturity over three months	(40,000)	(2,524)
	51,723	141,677



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

22 CASH AND CASH EQUIVALENTS AND TIME DEPOSITS AT BANKS *(Continued)*

The cash and cash equivalents and time deposits at banks are denominated in the following currencies:

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
HK\$	52,498	91,206
RMB	38,992	52,035
US\$	124	918
Others	109	42
	91,723	144,201

Notes:

- (a) Cash at licensed payment platforms are denominated in RMB, represent cash that were deposited with licensed payment platforms in the Mainland China. The balances are unsecured and non-interest bearing.
- (b) As at 31 December 2023 and 2022, cash and cash equivalents of approximately RMB35,215,000 and RMB24,244,000, respectively (equivalent to HK\$38,859,000 and HK\$27,198,000, respectively), were deposited with banks and licensed payment platforms in the Mainland China. The conversion of these RMB denominated balances into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the Mainland China government.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

23 SHARE CAPITAL

	Number of ordinary shares	Share capital nominal value HK\$'000	Share premium HK\$'000
Authorised:			
At 31 December 2021	5,000,000	388	–
Subdivision of authorised capital (<i>Note i</i>)	1,995,000,000	–	–
At 31 December 2022 and 2023	2,000,000,000	388	–
Issued and fully paid:			
At 31 December 2021	1,036,270	81	115,738
Subdivision of Shares (<i>Note i</i>)	413,471,730	–	–
Capitalisation issue (<i>Note ii</i>)	465,492,000	91	(91)
Global Offering (<i>Note iii</i>)	120,000,000	23	226,790
Dividend declared out of share premium account (<i>Note iv</i>)	–	–	(48,000)
At 31 December 2022	1,000,000,000	195	294,437
Repurchase and cancellation of shares (<i>Note v</i>)	(19,007,000)	(4)	(30,043)
Dividend declared out of share premium account (<i>Note vi</i>)	–	–	(19,141)
At 31 December 2023	980,993,000	191	245,253

Note i: On 17 January 2022, each and every issued and unissued share of US\$0.01 par value in the authorised share capital of the Company was subdivided into 400 shares of US\$0.000025 each, such that the authorised share capital of the Company is US\$50,000 divided (equivalent to approximately HK\$388,000) into 2,000,000,000 shares of US\$ 0.000025 par value each.

Note ii: On 17 January 2022, the Company issued additional 465,492,000 shares, credited as fully paid, to the existing shareholders of the Company. Share premium amounted approximately US\$12,000 (equivalent to approximately HK\$91,000) was being capitalised as a result of issuance of the new shares.

Note iii: On 17 January 2022, the Company issued 120,000,000 ordinary shares at an issue price of HK\$2.05 per share for gross proceeds of HK\$246,000,000 upon Listing. These shares rank pari passu in all respects with the shares in issue. The transaction costs directly attributable to issue of shares amounting to HK\$19,187,000 was treated as a deduction from share premium.

Note iv: Pursuant to the resolution passed at the Company's annual general meeting held on 20 May 2022, the Company has declared 2021 final dividend of the HK4.8 cents per ordinary shares totaling HK\$48,000,000 out of the share premium account of the Shareholders. This dividend has been fully settled on 15 June 2022.

Note v: The Company acquired a total of 19,007,000 of its own ordinary shares through purchases on the Stock Exchange. The purchased shares were cancelled during 2023. The total amount paid to acquire these shares was approximately HK\$30,047,000, of which approximately HK\$4,000 and HK\$30,043,000 have been deducted from share capital and share premium respectively.

Note vi: Pursuant to the resolution passed at the Company's annual general meeting held on 22 May 2023, the Company has declared 2022 final dividend of the HK2.01 cents per ordinary shares totaling HK\$19,718,000 out of the share premium account of the Shareholders. This dividend has been fully settled on 14 June 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

24 CAPITAL RESERVE AND OTHER RESERVES

	Capital reserve (Note a) HK\$'000	Statutory reserve (Note b) HK\$'000	Share-based payment reserve (Note 25) HK\$'000	Shares held for Share Award Scheme (Note c) HK\$'000	Exchange reserve HK\$'000	Total HK\$'000
Balance at 1 January 2022	(34,386)	7,859	–	–	4,121	(22,406)
Other comprehensive income						
Currency translation differences	–	–	–	–	(10,528)	(10,528)
Transactions with holders						
Share purchase under Share Award Scheme	–	–	–	(42,809)	–	(42,809)
Transfer to statutory reserve	–	–	–	–	–	–
	–	–	–	(42,809)	(10,528)	(53,337)
Balance at 31 December 2022	(34,386)	7,859	–	(42,809)	(6,407)	(75,743)
Balance at 1 January 2023	(34,386)	7,859	–	(42,809)	(6,407)	(75,743)
Other comprehensive income						
Currency translation differences	–	–	–	–	(2,280)	(2,280)
Transactions with holders						
Share purchase under Share Award Scheme	–	–	–	(11,845)	–	(11,845)
Equity-settled share-based payments under Share-based payment reserve	–	–	5,618	–	–	5,618
Transfer to statutory reserve	–	–	–	–	–	–
	–	–	5,618	(11,845)	(2,280)	(8,507)
Balance at 31 December 2023	(34,386)	7,859	5,618	(54,654)	(8,687)	(84,250)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

24 CAPITAL RESERVE AND OTHER RESERVES *(Continued)*

Note a – Capital reserve

Capital reserve as at 1 January 2021 and 31 December 2021 arose from the issuance of shares to the then shareholders of a subsidiary now comprising the Group during the year ended 31 December 2016. During the year ended 31 December 2021, capital reserve and combined capital amounted the net asset value of the subsidiaries acquired by the Company pursuant to the Reorganisation were reclassified to share capital and share premium of the Company.

Note b – Statutory reserve

Pursuant to the Mainland China regulations and respective Articles of Association, subsidiaries incorporated in the Mainland China incorporated company are required to transfer 10% of its profit for the year, as determined under the Mainland China Accounting Regulations, to a statutory common reserve fund until the fund balance exceeds 50% of their registered capital. The statutory common reserve fund can be used to offset previous years' losses, if any, and to increase capital.

Note c – Shares held for Share Award Scheme

The Board has appointed a Trustee to implement a Shares repurchase program to purchase a total of 32,700,000 shares on the market during the period from 13 September 2022 to 2 November 2023, for the purpose of the Share Award Scheme.

As at 31 December 2023, the Trustee has purchased a total of 32,700,000 shares for a consideration of HK\$54,654,000, including all related expenses. These shares are currently held under the Trust.

25 SHARE AWARD SCHEME

Futu Trustee Limited, a company incorporated in Hong Kong and authorised to undertake trust business in accordance with the laws of Hong Kong, was appointed as the trustee (the “Trustee”) for the administration of the share award scheme (“Share Award Scheme”).

The aggregate number of shares granted by the Group (“Awarded shares”) currently permitted to be awarded under the Share Award Scheme is limited to 10% of the issued share capital of the Company to be refreshed automatically from time to time.

Under the Share Award Scheme, the (i) employees of the Group; (ii) employees of holding companies, fellow subsidiaries or associated companies of the Company; and (iii) any persons who provide services to any members of the Group on a continuing or recurring basis in its ordinary and usual course of business (“Eligible Participant”) may be selected by the Board to participate in the share award scheme.

The Board may, from time to time, select any Eligible Participant for participation in the Share Award Scheme as a Selected Participant, and grant such number of Awarded Shares to any Selected Participant at no consideration and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine.

The Trustee holds the shares for the benefits of the Selected Participants before the share awards are vested.

When a Selected Participant has satisfied all vesting conditions, which might include service and/or performance conditions, specified by the Board at the time of making the award and become entitled to the shares of the Company forming the subject of the award, the Trustee shall transfer the relevant vested Awarded shares to that Selected Participant employee at no cost.

The Trustee shall not exercise the voting rights in respect of any shares of the Company held under the Trust, including, inter alia, the Awarded shares and further shares of the Company acquired out of the income derived therefrom.

During the year ended 31 December 2023, 14,608,000 Awarded shares were granted to the Selected Participants (“Granted Shares”). No Granted Shares were vested as at 31 December 2023.

The fair value of the share awards was calculated based on market price of the Group’s shares at the respective grant date. The Group recognised an expense of approximately HK\$5,618,000 (2022: Nil) for the year ended 31 December 2023 in relation to share awards granted by the Company.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

26 LEASE LIABILITIES

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Current	7,777	7,273
Non- current	18,319	9,117
	26,096	16,390

The Group leases various properties for warehouses, office premises and motor vehicles. These lease liabilities were measured at net present value of the lease payments during the lease terms that are not yet paid at the end of each reporting period.

27 TRADE PAYABLES

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Trade payables		
– Third parties	5,646	6,474

The credit period granted by suppliers for trade payables generally range around 60 days. The ageing analysis of the trade payables by invoice date is as follows:

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Up to 30 days	1,149	5,676
31 to 60 days	67	377
61 to 90 days	131	46
Over 90 days	4,299	375
	5,646	6,474

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

27 TRADE PAYABLES (Continued)

The Group's trade payables are denominated in the following currencies:

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
HK\$	16	114
RMB	5,630	6,360
	5,646	6,474

28 ACCRUALS AND OTHER PAYABLES

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Accrued expenses	4,517	3,584
Accrued salary and other benefits	4,693	4,338
Other payables	2,460	4,778
Value added tax and other tax payable	2,518	5,536
Provision of sales return	34	576
	14,222	18,812

As at 31 December 2023 and 2022, accruals and other payables approximate their fair values and are denominated in the following currencies:

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
HK\$	3,305	1,511
RMB	10,862	17,301
Others	55	–
	14,222	18,812



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

29 BORROWINGS

	As at 31 December	
	2023	2022
	HK\$'000	HK\$'000
Current		
Bank borrowings – secured	43,572	–
	43,572	–

As at 31 December 2023, the carrying amounts of the borrowings approximate their fair values and are denominated in the HK\$.

The amounts repayable based on the scheduled repayment date set out in the loan agreements ignoring the effect of any repayment on demand clause are as follows:

	As at 31 December	
	2023	2022
	HK\$'000	HK\$'000
Within 1 year	3,048	–
Between 1 to 2 years	6,720	–
Between 2 to 5 years	33,804	–
	43,572	–

As at 31 December 2023, the weighted average effective interest rate of bank borrowing was 3.42% per annum.

As at 31 December 2023, banking facilities of HK\$46,000,000 were granted by banks to subsidiaries of the Group (31 December 2022: Nil), which were fully utilised by the subsidiaries of the Group. The facilities are secured by corporate guarantee provided by the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 FINANCIAL INSTRUMENTS BY CATEGORY

	As at 31 December	
	2023	2022
	HK\$'000	HK\$'000
Financial assets		
Financial assets at amortised cost		
– Financial assets at fair value through profit and loss	9,735	–
– Trade receivables (<i>Note 20</i>)	70,795	53,162
– Deposits and other receivables (excluding non- financial assets)	78,714	87,445
– Time deposits with original maturity over three months	40,000	2,524
– Cash and cash equivalents (<i>Note 21</i>)	51,723	141,677
	250,967	284,808

	As at 31 December	
	2023	2022
	HK\$'000	HK\$'000
Financial liabilities		
Financial liabilities at amortised cost		
– Trade payables (<i>Note 27</i>)	5,646	6,474
– Other payables (excluding non- financial liabilities)	6,979	8,362
– Borrowings (<i>Note 29</i>)	43,572	–
– Lease liabilities (<i>Note 26</i>)	26,096	16,390
	82,293	31,226



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

a) Reconciliation of profit before income tax to cash generated from operations:

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Cash flows from operating activities		
Profit before income tax	(46,162)	79,069
Adjustment for:		
– Depreciation and amortisation	14,058	11,316
– (Reversal of provision)/provision for impairment of inventories	(7,157)	10,216
– Changes in surrender value of investment in life insurance contract	(42)	(46)
– Net impairment loss on financial assets and contract assets	1,849	11,287
– Net impairment loss on other receivables	2,553	1,310
– Gain on sale of trademarks (<i>Note 6</i>)	–	(83,194)
– Equity-settled share-based payments under share award scheme	5,618	–
– Gain on termination of leases	(101)	–
– Gain on disposal of property, plant and equipment	(13)	–
– Gain on finance asset at fair value through profit and loss	(914)	–
– Finance income	(1,940)	(389)
– Finance costs	4,437	1,182
Operating profit before working capital changes	(27,814)	30,751
Changes in working capital:		
– Trade receivables	812	(13,002)
– Contract assets	14,171	(6,967)
– Inventories	23,335	(1,745)
– Deposits, prepayments and other receivables	3,343	(3,794)
– Trade payables	(828)	2,224
– Accruals, provision and other payables	(5,046)	(6,439)
– Contract liabilities	(3,730)	309
Net cash generated from operations	4,243	1,337

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

b) Reconciliation of liabilities arising from financial activities:

	Liabilities from financing activities			Total HK\$'000
	Lease liabilities HK\$'000	Bank borrowings HK\$'000	Amounts due to related parties HK\$'000	
As at 1 January 2022	21,084	35,948	–	57,032
Cash flows	(7,628)	(36,295)	–	(43,923)
Non- cash transactions:				
– Increase in lease liabilities from entering into new leases	2,748	–	–	2,748
– Interest incurred	773	347	–	1,120
– Currency translation differences	(587)	–	–	(587)
As at 31 December 2022	16,390	–	–	16,390
As at 1 January 2023	16,390	–	–	16,390
Cash flows	(7,832)	42,206	–	34,374
Non- cash transactions:				
– Increase in lease liabilities from entering into new leases	20,182	–	–	20,182
– Early termination of lease	(3,206)	–	–	(3,206)
– Interest incurred	869	1,366	–	2,235
– Currency translation differences	(307)	–	–	(307)
As at 31 December 2023	26,096	43,572	–	69,668

32 RELATED PARTIES TRANSACTIONS

The directors of the Company are of the view that the following companies or individuals were related parties that had transactions or balances with the Group as at and during the years ended 31 December 2023 and 2022:

Related parties

Semk Products (Holdings) Limited
 Semk Global
 Semk Cayman
 ISA Global Licensing Limited
 Kafutoy Industrial Co Limited

 ENS Toys (Huizhou) Limited (“ENS Toys”)
 Shenzhen Dream Studio Technology Co Ltd
 (“Dream Studio”)

Relationship with the Group

Ultimate holding company
 Intermediate holding company
 Intermediate holding company
 A company controlled by Mr. Hui Ha Lam
 A company controlled by Mr. Hui Pak Shun and
 Ms. Ng Pui Ching, parents of Mr. Hui Ha Lam
 A company controlled by Mr. Hui Ha Lam
 A shareholder of the Company’s non-wholly-owned subsidiary



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

32 RELATED PARTIES TRANSACTIONS (Continued)

a) Transactions with related parties

The following transactions were carried out with related parties at terms mutually agreed by the relevant parties.

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Purchase of goods:		
– ENS Toys	(20,306)	(19,202)
Management fee income (Note 6):		
– ENS Toys	2,419	2,649
Office co- sharing expense (Note 8):		
– ENS Toys	(20)	(30)
Rental expense – short term:		
– Kafutoy Industrial Co Limited	(120)	(479)
– ISA Global Licensing Limited	(217)	(217)
	(337)	(696)
Revenue:		
– Dream Studio	305	–

During the year ended 31 December 2023, the Group has sold certain inventories to a third party at a consideration of RMB4,598,000 (equivalent to HK\$5,108,000) through ENS Toys, who acted as an agent in the transaction. Commission being charged by ENS Toys to the Group was considered de minimus.

b) Balances with related parties

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Trade:		
Prepayment and other receivable from a related party:		
– ENS Toys	6,445	9,092
Trade receivables		
– Dream Studio	311	–

The above balances were unsecured, interest- free and repayable on demand.

The carrying amounts of the balances approximate their fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

32 RELATED PARTIES TRANSACTIONS *(Continued)*

c) Key management compensation

Key management includes directors (executive and non-executive) and certain senior management. The compensation paid or payable to key management for employee services is shown below:

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Salaries, allowances and benefits in kind	7,169	6,333
Bonus	–	1,961
Pension costs – defined contribution plan	193	168
	7,362	8,462

33 LITIGATION

In May 2021, a third party (the “Claimant”) has lodged a claim to seek compensation of RMB55,000,000 (equivalent to approximately HK\$60,692,000), with the allegation of the Group and a retailer of the Group’s licensed products (the “Licensee”) for causing unfair competition and infringement of certain registered trademarks (the “Claimant’s Trademarks”) by sales of kitchen utensils, towels, and shoes and apparels bearing the trademarks of the Group (the “Alleged Trademarks”), which were alleged to be similar to the Claimant’s Trademarks.

Judgement of the first hearing from the Jiangsu Suzhou Intermediate People’s Court (the “Judgement”) on 30 December 2022 held that the Group and the Licensee were liable to pay sums of RMB6,000,000 and RMB1,000,000 respectively (equivalent to approximately HK\$6,621,000 and HK\$1,103,000 respectively) for damages to the Claimant.

On 19 January 2023, the Group has lodged an appeal (the “Appeal”) against the Judgment. Based on the opinions from the legal advisors of the Group, there is a high probability that the Judgment can be overturned. Furthermore, should the Group fail to overturn the Judgment in the Appeal, potential exposure shall be limited to the gains of the Group resulted from the sales of goods of certain class bearing the Alleged Trademarks. Taking into consideration the judgement issued against the Group, the advice from the legal advisors, the uncertainty as to the outcome of the appeal and the status of other legal actions taken by the Group in relation to this case, the directors have made a provision of RMB1,000,000 (equivalent to HK\$1,103,000) in respect of the damages and costs for this case as at 31 December 2023 and 2022.

Furthermore, on 20 December 2021, the controlling shareholders of the Company entered into a deed of indemnity with the Group to indemnify any losses, costs, expenses, damages and other liabilities suffered by the Group, directly or indirectly, in connection with the above case.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

34 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

	Note	For the year ended 31 December	
		2023 HK\$'000	2022 HK\$'000
Assets			
Non-current asset			
Investment in a subsidiary		64,884	64,884
Current assets			
Prepayments		1,141	424
Amount due from a subsidiary		64,114	120,039
Cash and cash equivalents		1,100	7,474
		66,355	127,937
Total assets		131,239	192,821
Equity			
Share capital		191	195
Share premium		245,253	294,437
Reserve	(a)	(114,205)	(101,811)
Total equity		131,239	192,821
Liabilities			
Current liabilities			
Accruals		-	-
Amounts due to subsidiaries		-	-
Total liabilities		-	-
Total equity and liabilities		131,239	192,821

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

Notes:

a) RESERVE MOVEMENT OF THE COMPANY

	Retained earnings HK\$'000	Other reserves HK\$'000
At 1 January 2022	(20,005)	(27,001)
Loss for the year	(11,996)	–
Dividend declared (Note 12)	–	(42,809)
At 31 December 2022	(32,001)	(69,810)
At 1 January 2023	(32,001)	(69,810)
Loss for the year	(6,167)	–
Share purchase under Share Award Scheme	–	(11,845)
Equity-settled share-based payments under Share-based payment reserve	–	5,618
At 31 December 2023	(38,168)	(76,037)

35 EVENTS AFTER REPORTING PERIOD

On 31 January 2024, the Company granted a total of 14,714,000 Awarded Shares (the “Grant”) to 2 selected participants (the “Grantee(s)”), who are the employees of the Group, in accordance with the terms of the scheme and subject to the acceptance of the Grantees. For details of the Grant, please refer to the announcement of the Company dated 31 January 2024.



FINANCIAL SUMMARY

The following is a summary of the published results and assets and liabilities of the Group for the last five financial years. The financial information for the year ended/as at 31 December 2021, 2022 and 2023 is extracted from the consolidated financial statements in annual report while the relevant information for the years ended/as at 31 December 2019 and 2020 is extracted from the Prospectus.

CONSOLIDATED RESULTS

	Year ended 31 December				
	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000
Revenue	243,046	233,515	290,022	192,608	129,542
Profit/(loss) for the year	24,102	54,548	62,943	75,555	(46,691)
Profit/(loss) attributable to equity holders of the Company	24,102	54,548	62,943	75,555	(46,206)
Adjusted net profit/(loss) under non-HKFRS financial measures*	32,856	59,836	77,260	87,369	(40,588)

CONSOLIDATED ASSETS AND LIABILITIES

	As at 31 December				
	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000
Non-current assets	27,080	18,758	39,495	95,034	121,771
Current assets	112,418	170,140	226,265	317,914	226,500
Total assets	139,498	188,898	265,760	412,948	348,271
Non-current liabilities	5,336	515	15,877	9,368	18,483
Current liabilities	87,615	100,238	99,607	52,273	80,809
Total liabilities	92,951	100,753	115,484	61,641	99,292
Equity attributable to holders of the Company	46,547	88,145	150,276	351,307	247,406

Note:

* Adjusted net profit/(loss) under non-HKFRS financial measures as profit/(loss) for the year attributable to equity holders of the Company excluding non-recurring listing expenses in FY2022 and share-based payment in FY2023.