TCL ELECTRONICS HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
Stock code: 01070

INSPIRE GREATNESS

ANNUAL REPORT 2022

CONTENTS

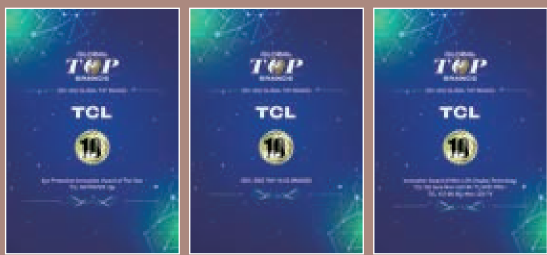
Headquartered in the PRC, **TCL Electronics** is a world-leading consumer electronics company that covers display, innovative and internet businesses. The Group actively transforms and innovates under the strategy of "Value Led by Brand with Relative Cost Advantage" with technology as basis. Focusing on the mid-to-high-end market around the world, the Group strives to consolidate the "intelligent IoT ecosystem" strategy with all-category layout and is committed to providing users with an all-scenario smart and healthy life while developing into a world-leading smart technology company.

YEAR IN REVIEW 2022

1

Showcased the world's thinnest 85-inch 8K Mini LED TV prototype, consumer-grade XR smart glasses TCL NXTWEAR AIR and a broad spectrum of smart products at CES 2022

Won the "2021-2022 Top 10 CE Brands", "Eye Protection Innovation Award of the Year" and "Innovation Award of Mini LED Display Technology" at the "Global Top Brands" Award Ceremony



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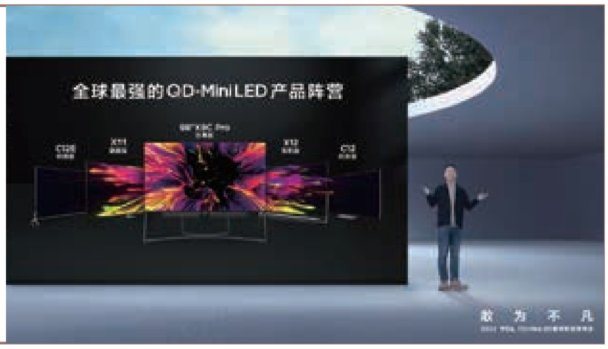
Launched TCL QD-Mini LED smart screen 98X9C Pro and TCL QD-Mini LED smart screen X11 at the TCL QD-Mini LED Product Release Conference in Spring 2022



Won the "Hong Kong-listed Company (H-shares) of Best Investor Relations (IR)" at the 5th New Fortune

YEAR IN REVIEW 2022

TCL QD-Mini LED smart screen C12E, TCL QD-Mini LED smart screen X11, TCL Mini LED 8K smart screen and other 8 products won the "Red Dot Award 2022" in Germany

New Product Launch Press Conference in Hong Kong – New flagship TCL Mini LED 8K smart screen was rolled out in Hong Kong

Won four EISA awards, including "Premium Mini LED TV 2022-2023" and "Best Buy TV 2022-2023"

YEAR IN REVIEW 2022

Unveiled a series of large-sized smart screens and all-category products at IFA 2022 in Berlin, Germany

9

TCL Photovoltaic Technology showcased at the International Photovoltaic Exhibition

10

TCL Product Release Conference in Autumn — TCL Q10 Molecule-Grade Fresh Refrigerator with industry-leading molecular preservation technology launched

12

Won various awards in the capital market such as:

1. the 7th Gelonghui Award "Information Disclosure Award of Year"
2. 7th Golden Hong Kong Listed Stock — "Most Valuable Consumption Company"
3. "Best Information Disclosure Award" of 6th China IR Annual Awards

2 | 1
3

PR BRAND EVENTS 2022

Teamed up with National Football League (NFL) – becoming the official TV Partner of the NFL in North America

Renewed partnership with the Chinese Theatre

Became the official sponsor of the Brazilian Football Confederation (CBF) which played in the World Cup

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Ms. DU Juan (Chairperson)
Mr. YAN Xiaolin
Mr. HU Dien Chien (CFO)

Non-executive Directors

Mr. WANG Cheng
Mr. SUN Li
Mr. LI Yuhao
Mr. Albert Thomas DA ROSA, Junior (retired as a non-executive Director with effect from 17 June 2022)

Independent Non-executive Directors

Dr. TSENG Shieng-chang Carter
Professor WANG Yijiang
Mr. LAU Siu Ki
Mr. Robert Maarten WESTERHOF (retired as an independent non-executive Director with effect from 17 June 2022)

CEO

Mr. ZHANG Shaoyong

JOINT COMPANY SECRETARIES

Mr. HU Dien Chien
Ms. CHOY Fung Yee, Solicitor, Hong Kong

AUTHORISED REPRESENTATIVES

Ms. DU Juan
Ms. CHOY Fung Yee, Solicitor, Hong Kong
Mr. HU Dien Chien (alternate authorised representative to both Ms. DU Juan and Ms. CHOY Fung Yee)

AUDITOR

Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor
27/F One Taikoo Place, 979 King's Road
Quarry Bay, Hong Kong

LEGAL ADVISOR

Ronald Tong & Co
Room 501, 5/F, Sun Hung Kai Centre
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Cayman Islands

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16 Harcourt Road
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Shatin, New Territories, Hong Kong

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Futian District, Shenzhen, the PRC

WEBSITE

http://electronics.tcl.com

FINANCIAL HIGHLIGHTS

(HK$ Million)	For the year ended 31 December 2022	2021	Change
Revenue	**71,351**	74,847	(4.7%)
Gross profit	**13,112**	12,534	4.6%
Profit after tax	**554**	1,279	(56.7%)
Profit attributable to owners of the parent	**447**	1,184	(62.2%)
Non-HKFRS measure: adjusted profit attributable to owners of the parent	**704**	348	102.4%
Proposed final dividend per share (HK cents)	**12.70**	16.70	(24.0%)

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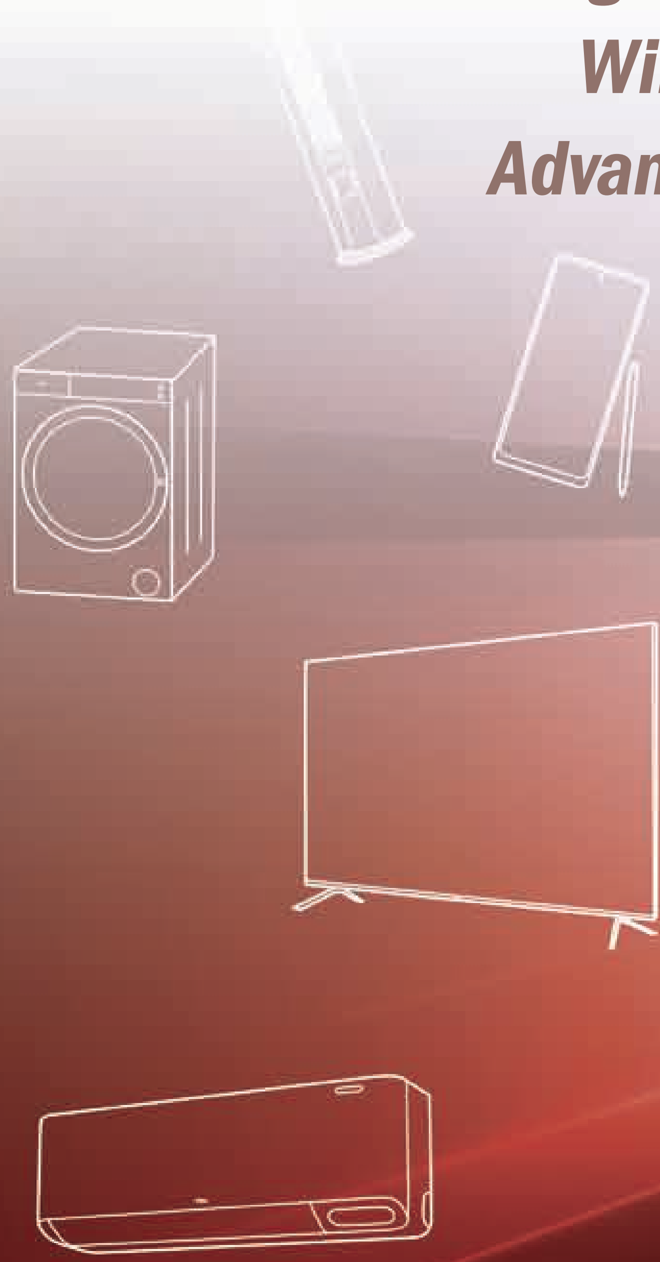
Forge Boldly Ahead:
Winning with Strategy,
Advancing Fearlessly



Chairperson's Statement

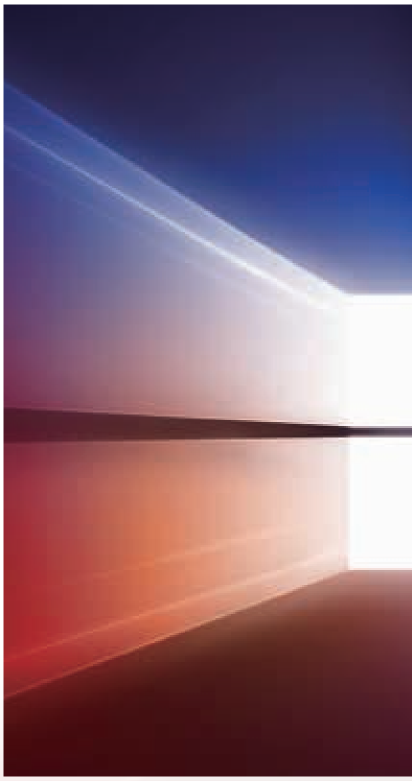
Ms. DU Juan
Chairperson

Chairperson's Statement

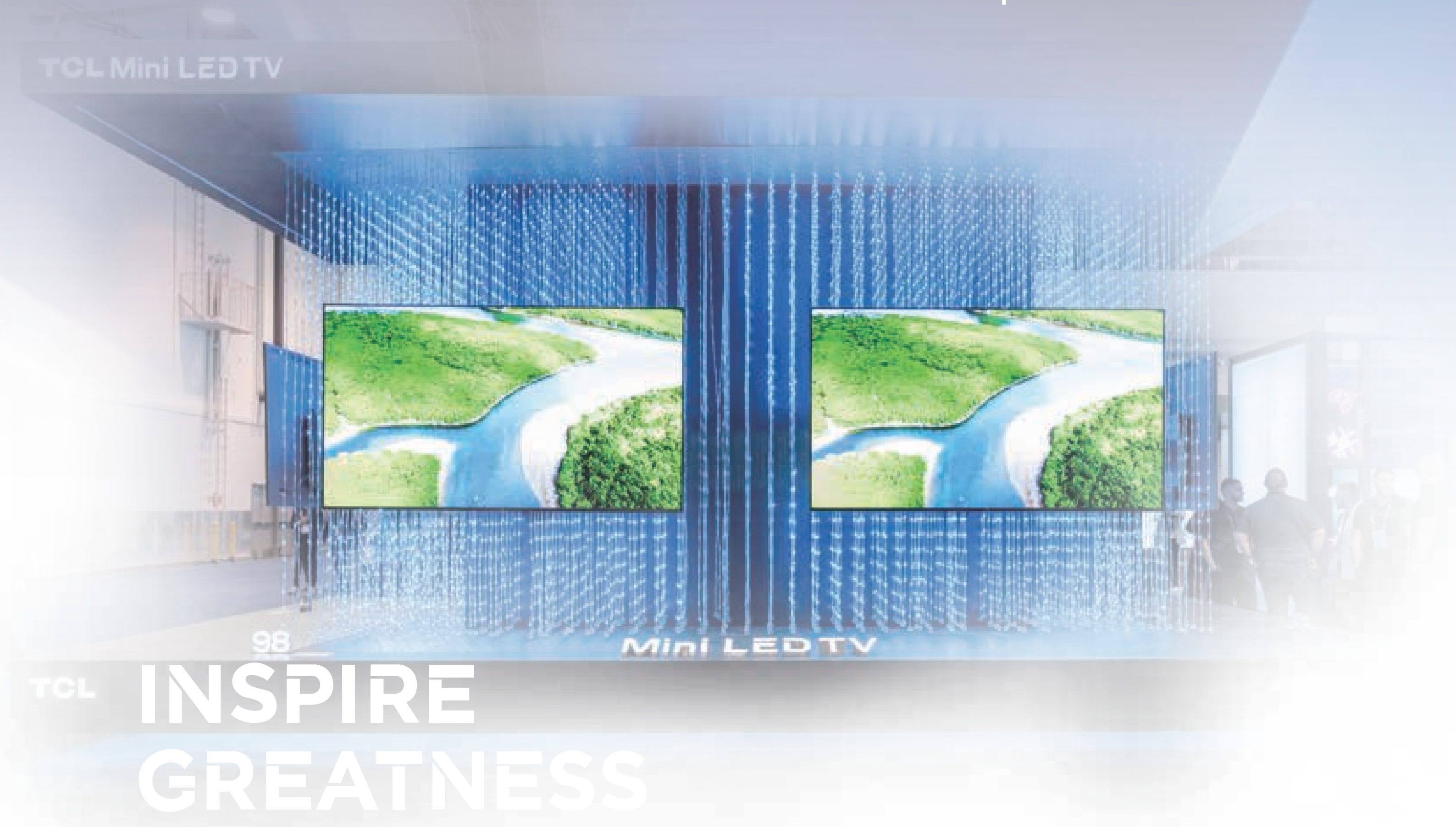
DEAR SHAREHOLDERS, PARTNERS AND EMPLOYEES,

In 2022, Covid-19 pandemic continued, while unexpected events such as geopolitical conflicts, energy crisis and global inflation occurred, the trend and pattern of global economic development has undergone significant changes and the economic development of the PRC has also been subject to unprecedented challenges. At the same time, the transformation and upgrading of the domestic economic structure, the restructuring of the global industrial landscape and the increasing demand for digital intelligence from users have brought new development opportunities for the Group's smart devices and innovative business. In 2022, the Group actively seized the emerging industry opportunities and continued to promote transformation and innovation. We maintained our commitment to the leading development strategy of "Value Led by Brand with Relative Cost Advantage", comprehensively accelerated our global strategic deployment, bolstered our R&D capabilities, prioritised breakthroughs in the mid-to-high-end market and vigorously explored new tracks for innovative business. The efforts outlined above have strengthened the market position and increased profitability of the Group's core display business, and realised new breakthroughs in the development of innovative business.

In 2022, the Group's total revenue amounted to HK$71,351 million, revenue from innovative business increased by 22.2% year-on-year to HK$10,444 million, and revenue from its internet business grew by 24.3% year-on-year to HK$2,298 million. The Group remained dedicated to making breakthroughs in the mid-to-high-end market and expanding its global presence, which enhanced its operation quality and profitability. The overall gross profit rose by 4.6% year-on-year to HK$13,112 million, resulting in a gross profit margin improvement of 1.7 percentage points to 18.4% when compared to that of 2021. The profit attributable to owners of the parent was HK$447



Chairperson's Statement



INSPIRE GREATNESS

million, while adjusted profit attributable to owners of the parent increased by 102.4% year-on-year to HK$704 million. To express our sincere gratitude to and reward our shareholders, the Board proposed a final dividend of HK12.70 cents per share, representing a payout ratio of 45.0% of the adjusted profit attributable to owners of the parent.

The Group has strengthened its leading position in the display business, delivering outstanding performance in both mid-to-high-end market strategy execution and cutting-edge technological R&D. In 2022, the Group saw its global shipment of TCL smart screens increased against the trend, reaching 23.78 million sets, propelling the Group's market share[1] to rank second globally. The implementation of the "TCL + Falcon" dual-brand strategy in the PRC market contributed to a significant 21.3% year-on-year increase in TCL smart screens shipment. Moreover, the market share of the Group's TCL smart screens ranked among the top five in more than 20 major countries overseas, demonstrating a steady growth. The market share of TCL smart Android tablets ranked the fifth in the world. The market share of TCL mobile phones ranked the third and the fourth in Canada and the U.S., respectively. The Group's competitive advantage in the mid-to-high-end products was further reinforced, with shipment of TCL smart screens of 65 inches and above witnessing a remarkable 75.7% year-on-year increase, and its corresponding proportion of shipment increased by 8.2 percentage points to 19.3%. Additionally, the global shipment of TCL Mini LED smart screens grew by 26.8% year-on-year. Outstanding results in the mid-to-high-end market have contributed to the 2.1 percentage points year-on-year increase of the gross profit margin of the Group's large-sized display business, reaching 18.8%. Meanwhile, the Group continued to prioritise technological R&D and innovation, and increased its investment in display and intelligence fields. During the year, the Group's products received multiple awards, including the "Premium Mini LED TV 2022-2023" award, the German "Red Dot Award 2022", the "iF Design Award", and the "Mini LED Display Innovation of the Year Award", reflecting the industry's recognition of the Group's technological achievements. Moving forward, the Group will adhere to its globalisation strategic layout, solidify and expand its advantages in global supply chain deployment, optimise its channels and product structure, refine its technology and innovation capacity and continuously enhance its competitiveness in the international market.

1 The market share calculations are based on the full-year 2022 data. The global TV market data is sourced from Omdia's report on global branded TV shipment data, while country-specific TV data is obtained from GfK's shipment data and NPD's retail sales volume data. Mobile phone and Android tablet data is sourced from IDC's shipment data.

Chairperson's Statement

The Group's global Internet business recorded a steady growth during the year, reflecting a year-on-year growth of 24.3% to HK$2,298 million in terms of revenue. In the PRC market, Falcon Network Technology Group's brand power has further advanced, as user loyalty and activeness have both elevated. Moreover, membership penetration rate has continued to improve, while the ARPU of Falcon Network Technology Group has increased by 10.7% year-on-year to HK$85.1 in 2022, further strengthening its profit-generating capabilities. In the global market, the Group has maintained its close cooperation with major Internet giants such as Roku and Google, and expedited the commercial transformation of TCL Channel through the overseas business of Falcon Network Technology Group. As a result, revenue from the Group's international Internet business increased by 39.6% year-on-year to HK$501 million in 2022.

During 2022, the Group's innovative business sustained its high-growth momentum and achieved remarkable breakthroughs throughout the year. We have been actively deepening our global layout and robustly developing the market space for our all-category marketing business worldwide. During the year, the Group's all-category marketing business achieved a year-on-year revenue growth of 29.4% to HK$8,243 million, and the distribution gross margin rose by 2.1 percentage points year-on-year to 13.2%. Meanwhile, during this year, we successfully developed a new track of distributed photovoltaic business. The Group officially commenced its photovoltaic business in the second quarter of 2022. By the end of 2022, over 150 new distribution channels were developed and more than 120 commercial and industrial projects were entered into. As of the end of 2022, the Group's photovoltaic business had extended its coverage to nine provinces and cities in the PRC. In the future, we will further develop the global layout of our photovoltaic business to empower the Group's second growth curve in the long run. In addition, we released the new consumer-grade XR smart glasses, NXTWEAR AIR, and its upgraded version, NXTWEAR AIR 1S. NXTWEAR AIR was honored with "the VR/AR Innovation Award" at the 2022 World Conference on VR Industry, demonstrating continued market recognition of our product strength.

Chairperson's Statement

Looking ahead to 2023, the global economy remains uncertain due to factors including geopolitical challenges and high inflation. Nonetheless, there are growth prospects in emerging markets and recovery opportunities in the PRC market. Meanwhile, against the backdrop of the digitisation of the economy and society, as well as the shift towards clean energy, there is a strong momentum for consumption upgrades and industrial structure optimisation. This has given rise to new development opportunities in the development of new energy, new scenarios and new intelligent ecosystem, which will inject momentum into the development of smart devices and digital industries. The Group will maintain its strategic focus and pursue its development strategies of "Globalisation" and "Technology Transformation", with a particular emphasis on key regional development worldwide and core channel coverage. It will increase input in R&D to promote product transformation and upgrading, further improving product competitiveness and brand influence. These efforts will enable the Group to achieve all-round high-quality development. The Group will also keep a close eye on emerging trends, seize new opportunities, expand its business and service boundaries, and proactively develop new growth curves, all with the aim of achieving sustained performance growth and delivering greater returns to our shareholders.

On behalf of the Board, I would like to express my heartfelt appreciation to the global consumers for giving the Group the opportunity to provide our products and services. I would also like to extend my sincere gratitude for the unwavering support and trust from all our shareholders, investors, global customers and partners as well as the dedication and contribution of the Directors and the Group's management team and staff over the years.

DU Juan
Chairperson
10 March 2023

BUSINESS REVIEW AND PROSPECTS

1. Overview

In 2022, under the combined influence of the ongoing Covid-19 pandemic, geopolitical conflicts, energy crisis and persistent global inflation, the trend and pattern of global economic development have undergone significant changes and the economic development of the PRC has also been subject to unprecedented challenges. At the same time, the transformation and upgrading of the domestic economy in the PRC, the restructuring of the global industrial landscape and the increasing demand for digital intelligence from users have brought new development opportunities for the Group's smart devices and innovative business. The Group has endeavoured to identify growth opportunities in an increasingly challenging market environment while continuously promoting its development strategy of "Value Led by Brand with Relative Cost Advantage". The Group has expanded its global presence and focused on the high-quality development of its core display business and internet business. Moreover, it has proactively explored emerging areas of growth, such as new energy, new scenarios and new smart hardware, to expedite the expansion of innovative business and create the Group's second growth curve.

In 2022, the Group fully made use of TCL's strong global brand power, comprehensive global distribution network, and the advantages of vertical integration across the entire value chain to advance its mid-to-high-end strategy, resulting in remarkable outcomes. Notably, high-end and large-screen products defied the market trend by registering growth, with their global market share continued to increase, and operational quality of the Group steadily improved. The Group has continued to broaden its business boundaries and rapidly expand its innovative business, bringing new impetus to the Group's sustained growth.

Focus on Mid-to-High-End Breakthrough and Strengthen Product Competitiveness, with Gross Profit Enhanced and Adjust Profit Attributable to Owners of the Parent Doubled

The Group's revenue for the year ended 31 December 2022 was HK$71,351 million, indicating a year-on-year decline of 4.7%. Nonetheless, the Group's gross profit demonstrated a 4.6% year-on-year increase, amounting to HK$13,112 million, and the overall gross profit margin rose by 1.7 percentage points year-on-year to 18.4%, which was attributable to the Group's higher proportion of high-end and large-screen products, optimisation of the distribution structure and reduction in raw material costs. In addition, the Group increased its investment in R&D, with R&D costs increased by 2.0% year-on-year to HK$2,531 million, and R&D expense ratio increased by 0.2 percentage points over the last year to 3.5%. For the year ended 31 December 2022, the Group's non-HKFRS measure: adjusted profit attributable to owners of the parent was HK$704 million, representing a significant increase of 102.4% year-on-year. To reward shareholders, the Board proposed a final dividend of HK12.70 cents per share, representing a payout ratio of 45.0% of the adjusted profit attributable to owners of the parent.

Display Business Sustained Global Market Leadership, Innovative Business and Internet Business Became New Growth Drivers

In 2022, the Group actively implemented the all-category layout of "intelligent IoT ecosystem" and continued to upgrade its smart screen product mix, with the scale of its innovative business growing rapidly. Revenue from the display business for the year amounted to HK$57,907 million, with a gross profit margin of 18.2%, representing a year-on-year increase of 2.1 percentage points. Notably, the large-sized display business in the PRC market recorded a revenue of HK$15,194 million, representing a year-on-year growth of 14.8%, and an increase in gross profit margin by 6.1 percentage points to 24.4%. The small-and-medium-sized display business and the smart commercial display business recorded an increase of 1.7 percentage points and 2.1 percentage points in gross profit margin, reaching 15.9% and 17.3%, respectively. The Group's innovative business generated HK$10,444 million in revenue, representing a substantial increase of 22.2% year-on-year. The all-category marketing business continued to expand, resulting in a year-on-year revenue increase of 29.4% to HK$8,243 million, with a gross profit margin improvement of 2.1 percentage points year-on-year, reaching 13.2%. The photovoltaic business, which officially commenced operation in the second quarter of 2022, contributed a total of HK$328 million[2] to revenue for the year. Revenue from the Internet business reached HK$2,298 million, representing a steady increase of 24.3% year-on-year, with a further increase in profit contribution.

2 The total order value for photovoltaic business received in 2022 was HK$741 million, out of which HK$328 million was recognised as revenue for the year ended 31 December 2022.

In addition, the Group's display business has maintained its global leadership position, with the market share of TCL smart screen jumping to the 2nd place in the world[3], ranking among the top five[4] in more than 20 countries worldwide and its market share steadily increasing, while the market share[5] of its smart Android tablet ranked 5th in the world, and its mobile phone market share[5] ranked 3rd and 4th in Canada and the U.S., respectively.

Increased R&D Investment Leads to Iteration of Frontier Technologies, Receiving Various International Awards for New Products across All Categories

In terms of R&D investment and achievements, the Group continued to increase its investment in cutting-edge technology and product development and launched a broad spectrum of intelligent products in 2022, including Mini LED smart screen, 5G mobile phone, educational tablet and AR/XR glasses, etc., which won numerous international awards and were recognised for their core technologies. In terms of display business, the TCL Mini LED 4K Smart Screen 65C835 won the "Premium Mini LED TV 2022-2023" award from the EISA, the TCL Mini LED Smart Screen X12 and X11 series won the "Red Dot Award" of 2022 in Germany, the TCL Mini LED 4K Smart Screen 75C935 and 75C835 both won the "CES® 2023 Innovation Award" for their innovative engineering design and advanced Mini LED display technology, and TCL X11 QD-Mini LED Smart Screen and the TCL 4K Mini LED Smart Screen C845 won the "Innovation Award for Mini LED Display of the Year" and "Gold Award for New Generation Display Technology" in "Global Top Brands" Award Ceremony, respectively. TCL NXTPAPER 10s Smart Tablet won the "TABLET INNOVATION 2022-2023" award from EISA. In the area of innovative business, the TCL Q10 Molecule-Grade Fresh Refrigerator, the TCL Fresh Air II Series Air Conditioner and the TCL Dual Wash Washing Machine were awarded the "Annual Technical Innovation Award", "Annual Product Innovation Award" and "Annual Design Innovation Award", respectively, by China Household Electric Appliance Research Institute for their unique innovative technologies. Furthermore, the TCL P73 Series and 93 Series Home Theatre Soundbar and the TCL NXTWEAR AIR Smart Glasses all received the "iF Design Award of 2022" in Germany. The TCL Fresh Air Series Air Conditioner won the "Red Dot Award" of 2022 in Germany. The NXTWEAR AIR 1S won the "Outstanding AR Hardware of the Year Award" in the 7th Golden Gyro Ceremony. The award-winning recognition of various new smart products reflects the Group's leading position in the field of cutting-edge display and smart technologies.

3 Source: Global TV brand shipment data of 2022 from Omdia.

4 Source: TV retail sales volume data of 2022 from NPD and TV shipment data of 2022 from GfK.

5 Source: Global shipment data of 2022 from IDC.

2. Display Business

2.1 Large-Sized Display

In 2022, the overall TV sales across the industry continued to face challenges due to weak demand in the end-consumer market, driven by macro environmental factors such as the recurrence of the Covid-19 pandemic, geopolitical conflicts and high inflation. According to the latest statistics from Omdia, global TV shipment in 2022 was 203 million sets, down by 4.8% year-on-year, with the revenue reaching USD102.42 billion, down by 13.2% year-on-year. Despite the challenges brought by the tough market environment, the Group focused on mid-to-high-end products and continued to implement the dual-brand strategy of "TCL+Falcon", achieving remarkable results. In 2022, the Group recorded a 0.8% year-on-year increase in global shipment of TCL smart screens against downward trend, totaling 23.78 million sets. Notably, the shipment of TCL smart screens of 65 inches and above rose significantly by 75.7% year-on-year, and its corresponding proportion increased by 8.2 percentage points to 19.3%. Such favourable outcomes in mid-to-high-end strategy contributed to the 2.1 percentage points year-on-year increase in gross profit margin of the Group's large-sized display business to 18.8%. Additionally, the Group launched a variety of new Mini LED products in 2022, which were well-recognised by both consumers and the industry. During the year, the global shipment of TCL Mini LED smart screens increased by 26.8% year-on-year and the high-end product strategy yielded significant results.

The PRC Market

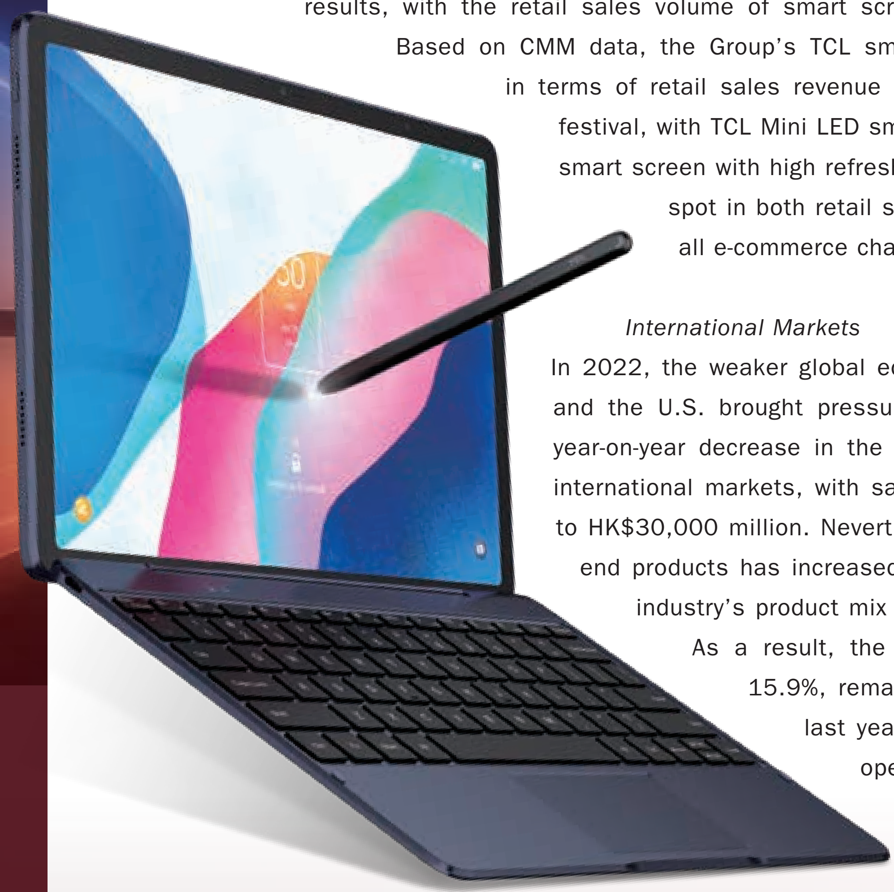
In 2022, the TV industry in the PRC faced continued pressure due to the impact of the pandemic and continuous weakened demand. According to the latest omni-channel data of CMM[6], the retail sales volume of colour TV in the PRC market in 2022 decreased by 5.6% year-on-year, totaling 34.94 million sets, with retail sales revenue declining by 12.2% year-on-year to RMB115.50 billion. Nevertheless, the Group further enhanced it product mix and optimised online and offline sales channels, leading to a 21.3% year-on-year growth of TCL smart screen's overall shipment in the PRC market in the whole year of 2022. The market share in terms of retail sales revenue of TCL smart screen rose by 1.8 percentage points year-on-year to 14.6%, securing the Group's position among the top two in the PRC market[6].

[6] Source: CMM omni-channel retail sales volume in the PRC market of 2022.

Management Discussion and Analysis

In 2022, the Group vigorously executed its "mid-to-high-end + large screen" strategy, resulting in a continuous increase in the sales proportion of large-sized smart screens. Notably, the shipment of TCL smart screens of 65 inches and above in the PRC market grew by an impressive 96.0% year-on-year, accounting for 43.6% of the total shipment of TCL smart screens, representing a year-on-year growth of 16.6 percentage points. Furthermore, the average size of TCL smart screens sold in the PRC market increased by 4.5 inches year-on-year from 52.4 inches to 56.9 inches. Simultaneously, TCL Mini LED smart screen's retail sales volume share in the PRC Mini LED TV market exceeded 53%, affirming the Group's continued first place in the industry[6]. In 2022, the Group's annual sales revenue of smart screens in the PRC market grew by 14.8% year-on-year to HK$15,194 million, and gross profit margin improved by 6.1 percentage points year-on-year to 24.4%, benefitting from the optimisation and upgrading of product mix.

During the 2022 Double Eleven Shopping Festival[7], the Group adeptly aligned itself with emerging consumer trends, and the dual-brand strategy of "TCL+Falcon" yielded significant results, with the retail sales volume of smart screens achieving a remarkable breakthrough. Based on CMM data, the Group's TCL smart screens emerged as the top performer in terms of retail sales revenue across all e-commerce channels during the festival, with TCL Mini LED smart screens, 98-inch giant smart screen and smart screen with high refresh rate of 120 Hz and above clinching the top spot in both retail sales revenue and retail sales volume across all e-commerce channels.



International Markets

In 2022, the weaker global economic growth and high inflation in Europe and the U.S. brought pressure on market demand, resulting in a 4.9% year-on-year decrease in the Group's shipment of TCL smart screens in international markets, with sales revenue dropping by 16.7% year-on-year to HK$30,000 million. Nevertheless, the Group's shipment of mid-to-high-end products has increased steadily due to the gradual shift in the TV industry's product mix towards high-end and large-screen products. As a result, the gross profit margin of the Group reached 15.9%, remaining at basically the same level as that of last year, with steady improvement in the quality of operations.

7 It refers to the period from 20:00 31 October 2022 to 24:00 11 November 2022.

According to the latest reports by GfK and NPD, the market share in terms of shipment of the Group's TCL smart screens ranked among the top five in more than 20 countries overseas, demonstrating year-on-year growth, including:

- North American Markets: in spite of the continuous weaker demand in the North American colour TV market due to the previous demand in advance impacted by the pandemic, the Group's smart screen business in North America still made steady progress and maintained its leading market share in terms of retail sales volume in 2022. For the year ended 31 December 2022, market share of TCL smart screen in terms of retail sales volume ranked a solid No.2 in the U.S., No.4 in Mexico and No.5 in Canada (Source: NPD[8]);

- Emerging Markets[9]: the persistent efforts in key countries and regions have led to a 10.4% year-on-year increase in the shipment of TCL smart screens in emerging markets in 2022, with shipment in the Philippines, Turkey and Indonesia soaring by 43.0%, 52.3% and 62.0%, respectively. For the year ended 31 December 2022, TCL smart screen secured the top spot for market share by shipment in Australia, the Philippines and Pakistan, the second in Myanmar and Saudi Arabia, the third in Brazil and Kazakhstan, the fourth in Thailand, Vietnam, Argentina and Morocco, and the fifth in Chile and the United Arab Emirates (Source: GfK[10]); and

- European Markets: TCL smart screen experienced a slight decline in the first half of 2022 due to geopolitical and inflationary impacts. However, since the third quarter, the shipment of TCL smart screens has rebounded and increased by 5.3% year-on-year for the year. Notably, the year-on-year increase of shipment in the Benelux[11] and the United Kingdom was 41.3% and 53.8%, respectively. Throughout the year, rankings of TCL smart screen by shipment in several European countries continued to rise. For the year ended 31 December 2022, market share of TCL smart screen in terms of shipment jumped to the second in France, the third in the Czech Republic and Italy, the fourth in Poland and Greece, and the fifth in Hungary (Source: GfK[10]).

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8 This report refers to NPD's U.S./Canada/Mexico Retail Market Survey Report and covers LCD TV retail sales volumes for the periods of January to December 2022 and January to December 2021.

9 Emerging markets include Asia Pacific, Latin America and Central and East Asia, etc.

10 This report refers to GfK's Global Market Survey Report and covers TV shipment for the periods of January to December 2022 and January to December 2021.

11 Benelux refers to Belgium, the Netherlands and Luxembourg.

2.2 Small-and-Medium-Sized Display

During 2022, the Group launched a variety of new small-and-medium-sized smart display products, such as smart eye-protection tablets and smartphones, and continued to deepen cooperation with leading network operators worldwide, maintaining a leading position in overall shipment in the European and American markets. In 2022, the Group's total shipment of small-and-medium-sized display products reached 16.43 million sets, with total revenue of HK$11,802 million. Benefitting from product upgrades, sales in North American region were strong, with revenue increasing by 20.2% year-on-year. According to the latest report by IDC in key global markets, in 2022, shipment of the Group's smartphones ranked the third in Canada, the fourth in the U.S., the fifth in Australia, and the sixth in Western Europe. In 2022, the Group ranked the fifth in the world in terms of smart Android tablet shipment, and ranked the second, fourth and fifth in the U.S., Latin America and Western Europe, respectively.

2.3 Smart Commercial Display

In 2022, the Group focused on the Interactive Flat Panel Display (IFPD) market and continuously cooperated with DingTalk and Tencent to bolster the domestic intelligent meeting ecosystem. Moreover, the Group made successful inroads into the international commercial display market, accumulating valuable product and operational experience in overseas markets. During the year, the Group introduced the 98-inch TCL NXTHUB 98V50 intelligent interactive meeting board and the TCL Smart Education Whiteboard 86X60, which served to facilitate efficient office applications for corporate clients and improve education and teaching quality across various scenarios. In 2022, the Group's smart commercial display business continued to expand, with its total revenue surging to HK$911 million, representing a significant year-on-year increase of 196.6%.

3. Innovative Business

3.1 All-Category Marketing

The Group has fully capitalised on its robust brand influence and channel advantages to proactively expand its global layout and accelerate the introduction of smart products like air-conditioners, refrigerators and washing machines to international markets, and enhance its global distribution scale. In 2022, the Group maintained strong growth across all-category marketing, with distribution revenue reaching HK$8,243 million, representing a year-on-year increase of 29.4%. The gross profit of distribution increased by 53.7% year-on-year to HK$1,085 million, and gross margin of distribution rose significantly by 2.1 percentage points year-on-year to 13.2%. Additionally, the Group introduced several intelligent products, including the TCL Fresh Air III Series Air Conditioner with two-way fresh air technology, and the TCL Q10 Molecule-Grade Refrigerator and TCL Dual Wash Washing Machine. The Group's new product series of refrigerators and washing machines received numerous industry accolades, further bolstering its brand power. Looking ahead, the Group will continue to enhance brand recognition and strengthen its advantage in synergy of distribution channels to drive global growth across all-category marketing.

3.2 *Photovoltaic Business*

In light of the global energy transformation and carbon neutrality, the Group capitalised on the opportunity and utilised its industrial synergy to partner with TCL Zhonghuan Renewable Energy Technology Co., Limited* (TCL中環新能源科技股份有限公司) (a joint stock limited company established under the laws of the PRC and listed on the Shenzhen Stock Exchange, stock code: 002129.SZ) to leverage on its leading photovoltaic industry chain and project operation experience to swiftly penetrate and compete in the photovoltaic sector, thereby fortifying its capabilities for sustainable and high-quality development. At the same time, the Group has taken advantage of its extensive channel coverage in the PRC market to accelerate the implementation of distributed photovoltaic solutions in both B2B (business-to-business) and B2C (business-to-customer) sectors, while also actively seeking new growth opportunities.

Since the Group officially commenced its photovoltaic business in the second quarter of 2022, by the end of 2022, it had extended its coverage to nine major provinces and cities in the PRC. The photovoltaic business achieved a remarkable "zero to one", generating revenue[12] of HK$328 million for the year, with rapid growth in monthly installation orders and revenue. In the future, the Group will actively promote the high-quality development of its distributed photovoltaic business in more provinces and regions, with the goal of becoming an innovator and leader in providing comprehensive solutions for rural zero-carbon lifestyle and zero-carbon industrial park.

3.3 *Smart Connection and Smart Home*

The Group has continued to expand its intelligent IoT ecosystem layout across all categories and actively fostered the development of smart connective products, including smart glasses[13], routers and smart wearables, as well as the smart home business, featuring smart door locks. During 2022, the Group successfully launched consumer-grade smart glasses of NXTWEAR AIR and its upgraded version NXTWEAR AIR 1S in the PRC. The NXTWEAR AIR smart glasses were awarded "the VR/AR Innovation Award" at the 2022 World Conference on VR Industry. Falcon smart glasses ranked No.1[14] in terms of market share by domestic online sales volume for the year ended 31 December 2022. The revenue of the Group's smart connection and smart home businesses was HK$1,873 million in 2022, of which revenue from the smart home business increased by 17.0% year-on-year, reaching HK$719 million. The smart connection business was affected by the pandemic and geopolitical conflicts, with MiFi markets in Europe and the U.S. declining year-on-year, while maintaining relative competitiveness.

In terms of global key markets and countries and according to the latest TSR report on annual global shipment in 2022, TCL mobile routers ranked the third and TCL CPE ranked the sixth in the global market.

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12 The total order value for photovoltaic business received in 2022 was HK$741 million, out of which HK$328 million was recognised as revenue for the year ended 31 December 2022.

13 The smart glasses business is mainly carried out by Falcon Innovations Technology (Shenzhen) Co., Ltd.* (雷鳥創新技術(深圳)有限公司). As at 31 December 2022, the Company held approximately 14.99% of its equity interest.

14 Source: Annual Report on the Sales of Consumer-Grade AR Glasses on Major Online Platforms in the PRC Market for 2022 from iResearch.

4. Internet Business

The Group is committed to deepening the global presence of its home internet business and strives to offer users with products and services that allow multi-screen, real-time interaction and smart sensing across all scenarios. For the year ended 31 December 2022, the Group's global internet business revenue reached HK$2,298 million, representing a 24.3% increase year-on-year.

4.1 Internet Business in the PRC Market

The Group's domestic internet business, mainly the domestic business of Falcon Network Technology Group, showed a positive trend in terms of its monetisation and profitability capabilities. In 2022, the Internet business in the PRC market recorded revenue of HK$1,797 million, representing an increase of 20.6% year-on-year. During the year, the Falcon Network Technology Group continued to enrich the content and improve the user-friendliness of its system while also enhancing the precision of content recommendations. The Group experienced a significant 83.9% year-on-year growth in revenue from its vertical and innovative business, including music, games, education, children and application stores, being a new growth engine. With the continuous enhancement of software product competitiveness, innovative business expansion and user loyalty, the ARPU of Falcon Network Technology Group reached HK$85.1 in 2022, up by 10.7% year-on-year, and the MAU (monthly active user) base exceeded 21.70 million, up by 10.6% year-on-year.

4.2 Internet Business in International Markets

The Group has maintained close cooperation with prominent internet giants such as Roku and Google to continually enhance user service experience. Furthermore, the Group has been receiving revenue sharing from Google's platform operation since 2021. In 2022, the Group has continued to improve its global home internet business, with revenue from internet business in international markets reaching HK$501 million, reflecting a year-on-year growth of 39.6%. Falcon Network Technology Group has also actively expanded its overseas business by reaching out to the vast number of TCL smart screen users by partnering with OTT platforms to rapidly build up the cohort of TCL Channel subscribers. As of the end of December 2022, TCL Channel, the integrated content application of the Group, has covered 60 countries in North America, Europe, Central and South America, and Asia Pacific, with an accumulated user base of over 12 million. Going forward, the Group intends to strengthen the traffic monetisation capability of the TCL Channel, thereby providing high-quality experience and services to users in various key markets.

5. Outlook

Looking forward to 2023, the global consumer market is anticipated to continue its slow recovery amid various uncertainties, and the trend of structural upgrade is expected to persist. Meanwhile, the economy of the PRC market is expected to have a good chance for a full recovery. Additionally, the digital economy, together with green economy is projected to drive the emergence of new growth opportunities for new energy, new scenarios and new smart hardware. The Group is committed to leveraging its strengths and avoiding shortcomings, ensuring strategic stability amidst an unpredictable business climate. The Group remains steadfast in its upgraded overarching strategy “Value Led by Brand with Relative Cost Advantage, Ultimate Efficiency Operation and Collaborative Innovation”, while continuing to advance the development strategy of “Globalisation” and “Technological Transformation”. The Group will actively build an “intelligent IoT ecosystem” across all categories, enhancing its brand competitiveness to become a leader in the global intelligent device market, with the ultimate goal of generating value for consumers, while achieving leading market presence and profitability.

Reinforce Global Layout, Strengthen Supply Chain Resilience, Advance Top-notch Operations, and Build High-value Brands

In response to the ongoing global economic restructuring, the Group is committed to maintaining its position as a global leader. It will continue to expand its global business layout, leveraging its distinctive advantage of vertical integration across the entire industry chain to enhance its global competitiveness amid the new circumstances. The Group will also focus on consolidating and strengthening its supply chain system and market channels development, increasing its global TV market share and brand recognition, enhancing its competitiveness and operational resilience in the global market, and prioritising in the order of “cash flow growth rate, profit growth rate, revenue scale growth rate, and sales scale growth rate”, to achieve high-quality growth and cultivate a higher brand value.

Continuously Boosting R&D Investment, and Upgrading Products Driven by Technology to Inject Growth Vitality

The Group will prioritise enhancing the consumer experience through investments in product and technology, with a focus on R&D innovation to elevate product and brand values. The Group will seize the trend of the next-generation display technologies and continue to boost R&D investments to develop industry-leading, high-end display technologies, such as Mini LED, QD and 8K. Furthermore, the Group will accelerate the application of technological achievements to optimise its product mix. In addition, the Group will further its future-oriented deployment in the field of intelligent interaction, prioritising AI, cloud services, 5G and intelligent manufacturing to stay ahead in cutting-edge technology development and application and reinforce its core technological competitiveness.

Core Business Profitability and New Business Growth as Twin Engines, Deepening the Implementation of the All-Scenario Smart Living Strategy, Empowering Long-Term Development

Proactively Expanding the Market Share in Core Businesses and Continue to Improve Earnings Quality. The Group will adhere to its mid-to-high-end branding strategy, continuously upgrade brand and product power, accelerate development of existing business, promote cost reduction and efficiency improvement in the supply chain, ensure quality and speed of overall operations, and achieve high-quality earnings growth. The Group will remain focused on achieving market and sales channel breakthroughs, while upholding refined operation and marketing strategies to stimulate synergy across all categories and businesses. Efforts are underway to continuously expand the scale and service scope of the global Internet business while maintaining the operation and profitability of Falcon Network Technology Group at a relatively high level. Concurrently, the Group is actively expanding its overseas operations and exploring and deepening cooperation opportunities with overseas Internet partners. Domestic and overseas content resources are being integrated to develop and explore innovative business ventures, optimise the business ecosystem and greatly enhance the operation and profitability of the global Internet business.

Exploring New Areas for Growth, Pursuing a Second Growth Curve, and Continuously Optimising the All-Scenario Smart Living Strategy in Line with Changing Times. The Group will seize emerging opportunities, including the national target on carbon neutrality, green and clean energy and green economy, and leverage its vertical industry chain, sales channels, financial resources and technological advantages to achieve breakthroughs in diversified new businesses such as photovoltaic and AR/XR smart glasses. This will build strength for the Group's long-term high-quality development. Furthermore, the Group aims to keep abreast of social and economic changes driven by consumption and green development, and implements the all-scenario smart living strategy. It will persist in developing and enhancing the three smart scenarios of smart home, mobile services and smart commercial display, identify consumer needs in various dimensions, establish a more convenient and comfortable "intelligent IoT ecosystem", and aspire to become the world's premier smart device enterprise by achieving a prominent market position and business profitability while creating value for its consumers.

Comparison between 2022 and 2021

The table below lists and compares the figures of 2022 and 2021:

	For the year ended 31 December	
	2022	2021
	HK$'000	HK$'000
REVENUE	**71,351,415**	74,846,888
Cost of sales	**(58,239,832)**	(62,312,579)
Gross profit	**13,111,583**	12,534,309
Other income and gains	**3,140,951**	3,029,028
Selling and distribution expenses	**(7,401,415)**	(7,043,046)
Administrative expenses	**(4,428,643)**	(4,222,634)
Research and development costs	**(2,531,283)**	(2,480,566)
Other operating expenses	**(385,315)**	(81,755)
Impairment losses of financial assets, net	**(91,520)**	(32,147)
	1,414,358	1,703,189
Finance costs	**(668,671)**	(400,860)
Shares of profits and losses of:		
– Joint ventures	**26,784**	610
– Associates	**63,057**	144,827
Profit before tax	**835,528**	1,447,766
Income tax	**(281,604)**	(168,476)
Profit for the year	**553,924**	1,279,290
Profit attributable to owners of the parent	**447,007**	1,183,999
Non-HKFRS measure: adjusted profit attributable to owners of the parent	**704,422**	348,059

Revenue

The Group's revenue decreased by 4.7% year-on-year from HK$74,847 million in 2021 to HK$71,351 million in 2022. The following table sets out the Group's revenue by business for the years ended 31 December 2022 and 31 December 2021.

	For the year ended 31 December			
	2022		2021	
	HK$ Million	**Proportion of the total revenue**	HK$ Million	Proportion of the total revenue
Display Business[15]	**57,907**	**81.1%**	63,949	85.4%
– Large-Sized Display	**45,194**	**63.3%**	49,267	65.8%
– The PRC Market	**15,194**	**21.3%**	13,238	17.7%
– International Markets	**30,000**	**42.0%**	36,029	48.1%
– Small-and-Medium-Sized Display	**11,802**	**16.5%**	14,375	19.2%
– Smart Commercial Display	**911**	**1.3%**	307	0.4%
Innovative Business[16]	**10,444**	**14.7%**	8,546	11.4%
– All-Category Marketing	**8,243**	**11.6%**	6,372	8.5%
– Photovoltaic Business	**328**	**0.5%**	–	N/A
– Smart Connection and Smart Home	**1,873**	**2.6%**	2,174	2.9%
Internet Business[17]	**2,298**	**3.2%**	1,849	2.5%
– The PRC Market	**1,797**	**2.5%**	1,490	2.0%
– International Markets	**501**	**0.7%**	359	0.5%
Others	**702**	**1.0%**	503	0.7%
Total revenue	**71,351**	**100.0%**	74,847	100.0%

15 "Display business" (including large-sized display (i.e. smart screen business), small-and-medium-sized display and smart commercial display) corresponds to (i) the "Smart screen" segment; and (ii) the display business in both "Smart mobile, connective devices and services" segment and "Smart commercial display, smart home, photovoltaic and other businesses" segment as set out in the operating segment information of the notes to the financial statements.

16 "Innovative business" (including smart connection, smart home, all-category marketing and photovoltaic business) corresponds to (i) "All-category marketing" segment; and (ii) the remaining business after excluding the display business both in the "Smart mobile, connective devices and services" segment and the "Smart commercial display, smart home, photovoltaic and other businesses" segment as set out in the operating segment information of notes to the financial statements.

17 "Internet business" refers to "Internet business" as set out in the operating segment information of the notes to the financial statements.

Display Business

In 2022, revenue from the display business decreased by 9.4% year-on-year, from HK$63,949 million in 2021 to HK$57,907 million. The decline was mainly attributable to the weakened demand in the global consumer market during the year, which was affected by various external factors, including the escalation of global geopolitical risks, energy crisis and overseas inflation. This led to a year-on-year decrease in revenue of both the Group's small-to-medium-sized display business and overseas large-sized display business.

Innovative Business

The Group's innovative business revenue saw an increase of 22.2% year-on-year from HK$8,546 million in 2021 to HK$10,444 million in 2022. The growth was mainly attributable to the rapid expansion of the all-category marketing and photovoltaic businesses, which saw remarkable development and scale expansion during the year.

Internet Business

The Group's revenue from the internet business increased by 24.3% year-on-year, from HK$1,849 million in 2021 to HK$2,298 million in 2022. The growth was primarily driven by the expansion of the vertical and innovative business under the Falcon Network Technology Group, the enhancement of platform content and overall platform efficiency optimisation. Additionally, the Group's overseas internet business experienced a significant breakthrough in its operation, resulting in a substantial increase of 39.6% in revenue from international internet business for the year.

Gross Profit and Gross Profit Margin

Overall gross profit increased by 4.6% year-on-year from HK$12,534 million in 2021 to HK$13,112 million in 2022. Gross profit margin for 2022 was 18.4%, representing an increase of 1.7 percentage points as compared to that of 2021. The rebound of the Group's gross profit and gross profit margin was mainly attributable to the Group's commitment to operational excellence, the focus on mid-to-high-end breakthroughs and efforts to enhance cost-effectiveness and efficiency.

Display Business

In 2022, gross profit margin of the display business increased by 2.1 percentage points year-on-year to 18.2%. The improvement was primarily attributable to the successful mid-to-high-end breakthroughs of the Group, resulting in outstanding sales performance of large-sized and high-end products. In addition, the downtrend of the panel price led to the reduction of the cost. Consequently, the smart screen business of the Group experienced a significant rebound in its gross profit margin.

Innovative Business

The gross profit margin of innovative business for the year 2022 was 13.5%, showing a minor decline of 0.2 percentage points compared to that of the previous year, indicating a stable performance.

Internet Business

In 2022, the gross profit margin of the internet business was 50.5%, down by 5.9 percentage points year-over-year. The decrease was primarily attributable to the increase in revenue proportion from vertical and innovative business, which has relatively lower gross profit compared to advertising business.

Other Income and Gains

Other income and gains increased by 3.7% year-on-year from HK$3,029 million in 2021 to HK$3,141 million in 2022, mainly due to the increase of the foreign exchange gains and interest income year-on-year.

Selling and Distribution Expenses

In 2022, the Group recorded a 5.1% year-on-year increase in selling and distribution expenses, from HK$7,043 million in 2021 to HK$7,401 million in 2022. This was primarily driven by the Group's sustained investment in brand marketing, resulting in increases in related selling expenses.

Administrative Expenses

The Group experienced a 4.9% year-on-year increase in administrative expenses, from HK$4,223 million in 2021 to HK$4,429 million in 2022. This was largely attributable to net realised loss on settlement of derivative financial instruments[18] during the year.

R&D Costs

The Group's R&D costs increased by 2.0% year-on-year from HK$2,481 million in 2021 to HK$2,531 million in 2022. The rise was mainly attributable to the Group's ongoing increase in R&D investment in advanced display technologies like Mini LED, and cutting-edge technologies such as IoT, algorithm optimisation and cloud services.

Impairment Losses on Financial Assets, Net

The net impairment loss on financial assets increased by 184.7% year-on-year from HK$32.15 million in 2021 to HK$91.52 million in 2022, mainly due to the increase in provision for trade receivables from a commercial retailer (being a listed company) during the reporting period.

Finance Costs

Finance costs increased by 66.8% year-on-year from HK$401 million in 2021 to HK$669 million in 2022, mainly due to the increase in the federal funds rate of the U.S. during the reporting period.

Share of Profits and Losses – Joint Ventures and Associates

The Group's share of profits decreased by 38.2% year-on-year from HK$145 million in 2021 to HK$89.84 million in 2022, primarily due to sluggish market sentiment and weak industry demand. The Group's share of profits and losses from associates decreased during the year.

Profit before Tax

Profit before tax decreased by 42.3% year-on-year from HK$1,448 million in 2021 to HK$836 million in 2022, mainly attributable to the one-off gain of HK$741 million resulting from the partial disposal of the equity interest in Amlogic held by the Group in 2021.

Income Tax

The Group's income tax increased by 67.1% year-on-year from HK$168 million in 2021 to HK$282 million in 2022, mainly due to the increase in income tax provision as a result of underprovision of income tax of certain subsidiaries of the Group in prior years.

Profit for the Year and Profit Attributable to Owners of the Parent

The Group's profit decreased by 56.7% year-on-year from HK$1,279 million in 2021 to HK$554 million in 2022. The Group's profit attributable to owners of the parent decreased by 62.2% year-on-year from HK$1,184 million in 2021 to HK$447 million in 2022. The decrease was mainly due to the one-off gain of HK$741 million resulting from the partial disposal of the equity interest in Amlogic held by the Group in 2021.

18 The year 2022 saw significant fluctuations in foreign exchange rates. In response, the Group utilised derivative financial instruments to prudently hedge the foreign exchange risk and counteract the impact of foreign exchange gain or loss during the year. As a result of this hedging strategy, the Group achieved a net foreign exchange gain for the year ended 31 December 2022.

Non-HKFRS Measure: Adjusted Profit Attributable to Owners of the Parent

The adjusted profit attributable to owners of the parent increased by 102.4% year-on-year from HK$348 million in 2021 to HK$704 million in 2022.

To supplement the Group's consolidated results prepared and presented in accordance with HKFRS issued by the HKICPA, the Group uses adjusted profit attributable to owners of the parent as an additional financial measure. The Group defines adjusted profit attributable to owners of the parent as profit attributable to owners of the parent after adding back the following adjustments: (i) (gain)/loss from investment companies, net; (ii) (gain)/loss on disposal and liquidation of subsidiaries, net; (iii) earnings related to call options and put options; and (iv) (gain)/loss on disposal of non-current assets, net.

Whilst adjusted profit attributable to owners of the parent is not required by or presented in accordance with HKFRS, the management of the Company believes that such non-HKFRS financial measure provides useful supplementary information to investors in assessing the results of the Group's core businesses by excluding the impact of certain non-cash items, investments and non-current assets transactions. However, such unaudited non-HKFRS financial measure should be regarded as supplement to, and not substitute for, the Group's financial results prepared in accordance with HKFRS. In addition, the definition of such non-HKFRS financial measure does not have a standardised meaning prescribed by HKFRS and therefore may not be comparable to similar measures presented by other companies, and may differ from similar terminology used by other companies. Accordingly, the use of such non-HKFRS measure has limitation as an analytical tool, and investors should not consider it in isolation form, or as a substitute for analysis of our results of operations or financial conditions as reported under HKFRS.

The following tables set forth reconciliations of the Group's adjusted profit attributable to owners of the parent to the nearest comparable financial measure (profit attributable to owners of the parent) prepared and presented in accordance with HKFRS.

	For the year ended 31 December	
	2022	2021
	HK$'000	HK$'000
Profit attributable to owners of the parent, as reported	**447,007**	1,183,999
(Gain)/loss from investment companies, net[19]	**300,825**	(802,981)
(Gain)/loss on disposal and liquidation of subsidiaries, net[20]	**(4,529)**	16,752
Earnings related to call options and put option[21]	**(39,975)**	(19,331)
(Gain)/loss on disposal of non-current assets, net[22]	**1,094**	(30,380)
Non-HKFRS measure:		
adjusted profit attributable to owners of the parent	**704,422**	348,059

19 (Gain)/loss from investment companies, net includes net (gains)/losses on deemed disposals, disposals, liquidations, deemed partial purchases of investment companies.

20 (Gain)/loss on disposal and liquidation of subsidiaries, net includes net (gains)/losses on deemed disposals, disposals and liquidation of subsidiaries.

21 Earnings related to call options and put option include changes in fair value of call options and put option, imputed interests on a financial liability arising from a put option and net (gain)/loss on settlement of expired call options.

22 (Gain)/loss on disposal of non-current assets, net includes net (gains)/losses on disposal of fixed assets, other intangible assets, right-of-use assets and other assets.

FINANCIAL REVIEW

Significant Investments, Acquisitions and Disposals

On 13 May 2022 (after trading hours), TCL Electronics (Huizhou) entered into an acquisition agreement with T.C.L. Industries (H.K.), pursuant to which T.C.L. Industries (H.K.) conditionally agreed to sell, and TCL Electronics (Huizhou) conditionally agreed to acquire, 100% of the equity interest in and of TCL Digital Technology (Shenzhen) at the consideration of approximately RMB116,031,000 (equivalent to approximately HK$136,731,000). For further details, please refer to the Company's announcement dated 13 May 2022. The transaction was completed in May 2022.

Save as disclosed above, the Group had no other significant investment held as at 31 December 2022, and did not undertake any material acquisition or disposal of subsidiaries, associates or joint ventures during the year ended 31 December 2022.

Liquidity and Financial Resources

The Group's principal financial instruments to manage liquidity risk comprise bank loans, factorings, cash and short-term deposits. The main objective for the use of these financial instruments is to maintain a continuity of funding and flexibility at the lowest cost possible.

The cash and cash equivalents of the Group as at 31 December 2022 amounted to approximately HK$9,390,941,000, decreasing by 18.4% year-on-year, of which 0.3% was in Hong Kong dollars, 38.7% was in USD, 42.5% was in RMB, 6.5% was in Euros and 12.0% was in other currencies for overseas operations.

For the purpose of day-to-day liquidity management and future expansion, the Group has access to bank and other borrowings. The bank borrowings of the Group as at 31 December 2022 were approximately HK$5,463,083,000 which were interest-bearing at fixed rates ranging from 0.70% to 5.99% and denominated in USD, RMB, Euros and Mexican Peso. The maturity profile of borrowing was on demand to within six years. It is the intention of the Group to maintain a mix of equity and debt to ensure an efficient capital structure and in view of the reasonable interest rate. There was no material change in available credit facilities when compared with the year ended 31 December 2021 and there was no asset held under finance lease as at 31 December 2022.

As at 31 December 2022, the Group's gearing ratio was 0% since the Group's cash and cash equivalents, and restricted cash and pledged deposits of approximately HK$9,510,496,000 were higher than the total interest-bearing bank and other borrowings and lease liabilities of approximately HK$5,872,824,000. Gearing ratio was calculated by net borrowings (i.e. total interest-bearing bank borrowings and lease liabilities, less cash and cash equivalents, and restricted cash and pledged deposits), divided by equity attributable to owners of the parent. The maturity profile of such borrowings ranged from on demand to within six years.

Pledge of Assets

Please refer to notes 23, 25 and 27 to the financial statements.

Capital Commitments and Contingent Liabilities

As at 31 December 2022, the Group had the following capital commitments:

	2022 HK$'000	2021 HK$'000
Contracted, but not provided for	**673,618**	400,089
Authorised, but not contracted for	**116,590**	663,529
	790,208	1,063,618

As at 31 December 2022, the Group had the following contingent liabilities which have not been provided for in the financial statements:

SEMP Mobilidade is currently a respondent in a tax assessment dispute in Brazil with Brazil tax authority for alleged improper application of tax credits for the financial years of 2012 and 2013. As at 31 December 2022, the tax assessment dispute was still ongoing. The information usually required by HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* is not disclosed on the grounds that such disclosure can be expected to prejudice seriously the outcome. Based on the response from the independent attorney in charge, it is expected that the dispute will last for 3 to 5 years. The Group has not made any provision as the Group, based on the advice from its legal counsel, believes that SEMP Mobilidade has a valid defence against the allegation.

Pending Litigation

Save as disclosed above, the Group was not involved in any material litigation as at 31 December 2022.

Foreign Exchange Exposure

Due to its international presence and operation, the Group is facing foreign exchange exposure including transaction exposure and translation exposure.

It is the Group's policy to centralise foreign currency management to monitor its total foreign currency exposure, to net off affiliate positions and to consolidate hedging transactions with banks. The Group emphasises the importance of trading, investing and borrowing in functional currency to achieve natural hedging. In addition, in line with the aim of prudent financial management, the Group does not engage in any high risk derivative trading or leveraged foreign exchange contracts.

Employee and Remuneration Policy

As at 31 December 2022, the Group had a total of 24,694 dynamic and talented employees. During the year ended 31 December 2022, the total staff costs amounted to approximately HK$5,568,229,000, which were all dedicated to advancing the quality and reliability of our operations. The Group promotes individuals based on their performance and development potential in the positions held. In order to attract and retain high quality staff, competitive remuneration package is offered to employees (with reference to market norms and individual employees' performance, qualification and experience). On top of basic salaries, bonuses may be paid with reference to the Group's performance as well as individual employees' performance. In addition, training and development programmes are provided on an on-going basis throughout the Group. The remuneration policy of the Group was reviewed regularly, making reference to current legislation, market condition and both the performance of individual employees and the Group. In order to align the interests of staff with those of Shareholders, share options were granted to relevant grantees, including employees of the Group, under the Company's share option scheme adopted on 18 May 2016. Share options carrying rights to subscribe for a total number of 39,121,343 Shares remained outstanding as at 31 December 2022.

The Award Scheme was also adopted by the Company on 6 February 2008 and was amended from time to time. Pursuant to the Award Scheme, existing Shares may be purchased from the market or new shares may be subscribed for by the designated Trustee out of cash contributed by the Company, and would be held on trust by the designated trustee for the relevant selected persons until such Shares are vested with the relevant selected persons in accordance with the rules of the Award Scheme. The Award Scheme expired on 5 February 2023.

Board of Directors and Senior Management

Ms. DU Juan
EXECUTIVE DIRECTOR

Mr. YAN Xiaolin
EXECUTIVE DIRECTOR

Mr. HU Dien Chien
EXECUTIVE DIRECTOR

Mr. WANG Cheng
NON-EXECUTIVE DIRECTOR

Mr. SUN Li
NON-EXECUTIVE DIRECTOR

Mr. LI Yuhao
NON-EXECUTIVE DIRECTOR

Board of Directors and Senior Management

Dr. TSENG Shieng-chang Carter
INDEPENDENT NON-EXECUTIVE DIRECTOR

Professor WANG Yijiang
INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LAU Siu Ki
INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. ZHANG Shaoyong
CHIEF EXECUTIVE OFFICER

Ms. DU Juan

EXECUTIVE DIRECTOR

Born in May 1970, the chairperson of the Board, an executive Director and the chairperson of the Strategy Committee. Ms. DU joined the Company in August 2021. Ms. DU is also a director and the CEO of TCL Holdings. From July 1991 to May 1999, she worked in the Huizhou branch of China Construction Bank Corporation; in May 1999, she joined TCL Technology (000100.SZ) and successively worked as the general manager of the settlement centre of TCL Technology, the general manager of TCL Finance, the president and the chairperson of TCL Financial Services Holdings Group (Guangzhou) Company Limited* (TCL金服控股集團(廣州)有限公司). From July 2016 to February 2018, she was a vice president of TCL Technology; from March 2018 to August 2021, she was an executive director and the COO of TCL Technology; from January 2019 to August 2021, she also took up the role of the CFO of TCL Technology; from August 2021 to December 2022, she was a non-executive director of TCL Technology; from October 2019 to October 2021, she was a non-executive director of Bank of Shanghai Co., Ltd. (601229.SH). Ms. DU graduated from the Department of Investments of Zhongnan University of Economics and Law (bachelor's degree), and obtained an EMBA degree from Cheung Kong Graduate School of Business.

Mr. YAN Xiaolin

EXECUTIVE DIRECTOR

Born in November 1966, an executive Director and a member of the Strategy Committee. Mr. YAN joined the Company in 2001. He is currently the CTO and senior vice president of TCL Technology, the president of TCL Research, a director and CTO of CSOT, and the chairperson of Guangdong Juhua Printing Display Technology Co., Ltd.* (廣東聚華印刷顯示技術有限公司). From May 2001 to May 2004, he served as the senior engineer of display system product research institute, director of panel display technology research institute and deputy general manager of the R&D Centre of the Group. From May 2004 to October 2005, he was the CTO of Components Business Unit of TCL Technology and the deputy principal and acting principal of TCL Research. From October 2005 to present, he has been the president of TCL Research. From March 2017 to May 2020, Mr. YAN was a director of Amlogic (688099.SH). Mr. YAN is also an expert of the National Advisory Committee on New Materials Industry, the leader of new display direction of "Key Project for New Materials Research and Development and Application (2030)", the leader of new display direction of the National High-tech R&D Program (863 Program) of the Ministry of Science and Technology of the PRC of the "12th Five-Year Plan", the leader of new display direction of "Key Project on Strategic Advanced Electronic Materials" of the "13th Five-Year Plan", the leader of new display direction of the implementation program of the "Key Project on New Display and Strategic Advanced Electronic Materials" of the "14th Five-Year Plan", chairperson of TC 110 of International Electrotechnical Commission and the vice chairperson, president (Asia) of Organic and Printed Electronics Association and the fellow of the Society for Information Display (SID). Mr. YAN graduated from the Institute of Plasma Physics of Chinese Academy of Science with a Doctoral Degree in July 1999. From July 1999 to May 2001, he was a postdoctoral fellow in the Chinese Academy of Science. Mr. YAN is currently a professor-level senior engineer. Mr. YAN was awarded the special allowance from the State Council of the PRC, the National Middle-aged and Young Expert with Outstanding Contributions in the National "Hundred, Thousand and Ten Thousand Talent Project", Outstanding Leader for Technology and Innovation in Special Support for High-level Talent Program by Organisation Department of the CPC Central Committee, the leader of the Innovative Team in Key Sector of Innovative Talent Promotion Program supported by the Ministry of Science and Technology, Guangdong Province's Guangdong Hundred Talent, the Labour Model of Guangdong Province and the Outstanding National Technological Leader of Shenzhen. In addition, Mr. YAN completed a number of national projects as a person-in-charge, formulated one set of international standard and two sets of national standard of International Electrotechnical Commission as a group leader, as well as applied for 59 patents as the chief inventor, 33 of which were granted licenses, including 26 invention patents.

Mr. HU Dien Chien

EXECUTIVE DIRECTOR

Born in March 1979, an executive Director, the CFO, a member of the Remuneration Committee, the Nomination Committee, the Strategy Committee, a joint company secretary of the Company and a director of various subsidiaries of the Company. Mr. HU became an executive Director in December 2020. He is also the CFO of TCL Holdings and the chairperson of the board of directors of Guangdong Homa (002668.SZ). From June 2014 to November 2016, Mr. HU worked for Gogoro Inc., an electric vehicle company in Taiwan, as CFO. He also served from June 2016 to December 2016 as an independent director of Growww Media Co., Ltd. (formerly known as United Advertising Co., Ltd.), a company previously listed on the Taiwan Stock Exchange (the then stock code: 08497) from March 2018 to October 2020. Mr. HU held the positions as the CFO, the head of strategic investment department and an executive director with Yue Yuen Industrial (Holdings) Limited (00551.HK) from November 2016 to November 2020. In addition, Mr. HU was an executive director of Eagle Nice (International) Holdings Limited (02368.HK) from May 2019 to November 2020 and acting board secretary of Guangdong Homa (002668.SZ) from April 2021 to September 2022. Mr. HU also once held the following positions: an executive director with Goldman Sachs (Asia) L.L.C., a business analyst with Deutsche Asset Management and a research associate with CLSA Limited (Taiwan branch). Mr. HU has won numerous capital market related awards. In 2019, he was awarded as one out of three "Best CFOs (Developed Market – Hong Kong)" by Institutional Investor 2019 All-Asia Executive Team Research, as well as one out of five "Best IR by CFO (Mid-cap)" by Hong Kong Investor Relations Association. In 2020, he was again awarded as one out of three "Best CFOs (Developed Market - Consumer/Discretionary Sector)" by Institutional Investor 2020 All-Asia Executive Team Research, as well as one out of four "Best IR by CFO (Mid-cap)" by Hong Kong Investor Relations Association. In 2022, he was granted the award of "Best CFO" by the Golden Hong Kong Listed Stock's Annual Award Ceremony. The aforementioned awards represent wide recognition from investment communities for his professional capabilities. He holds a Master of Business Administration Degree in Finance and Accounting from Leonard N. Stern School of Business, New York University, and a Bachelor of Business Administration Degree in Finance from National Taiwan University.

Mr. WANG Cheng
NON-EXECUTIVE DIRECTOR

Born in November 1974, a non-executive Director. Mr. WANG is currently a director and the COO of TCL Technology, a director of TCL Holdings, a director of Amlogic (688099.SH) and a director of Guangdong Homa (002668.SZ). Mr. WANG joined the Company in July 1997. During 1997 to 2006, he held various positions in human resources department of the sales branch and Europe channel customer department of strategic OEM business centre of the Group. From 2006 to 2015, he successively worked as general manager of TCL (Vietnam) Corporation Limited (a then subsidiary of the Company), general manager of overseas business centre and vice president of the Company. From June 2015 to July 2016, Mr. WANG was assigned as human resources director and general manager of human resource management centre of TCL Technology. From August 2016 to November 2017, Mr. WANG was the general manager of supply chain management centre and COO of the Company; from January 2017 to August 2021, Mr. WANG was the CEO of the Company; from September 2017 to August 2021, Mr. WANG was an executive Director. From January 2019 to August 2021, Mr. WANG was the CEO of TCL Holdings. Mr. WANG is also currently the chairperson of Huizhou Electronic Information Industry Association and vice chairperson of the First High-end Manufacturing Industry Committee of China Association of Listed Companies. Mr. WANG graduated from Heilongjiang Commercial College in 1997 with a Bachelor's Degree in Economics. In 2005, he acquired an EMBA degree from University of Texas at Arlingto. On 19 January 2023, the Guangdong Regulatory Bureau of the China Securities Regulatory Commission issued a warning to and imposed a fine on TCL Home Appliance Group Co., Ltd* (TCL家電集團有限公司, a company established under the laws of the PRC, the Company did not and does not hold any interest in the said company) and certain then directors thereof including Mr. WANG (who resigned as a director thereof on 17 February 2022), and demanded rectification by the said company, as a result of the said company failing to observe obligations of information disclosure and making takeover offer, etc.. For further details, please refer to the Company's announcements dated 15 January 2023 and 20 January 2023.

Mr. SUN Li

NON-EXECUTIVE DIRECTOR

Born in April 1977, a non-executive Director and the CTO of TCL Holdings. Mr. SUN became a non-executive Director with effect from February 2020. He graduated from Shanghai Jiao Tong University with a Master's Degree in Engineering. With extensive experience in the communications industry, Mr. SUN has been deeply involved in AI for many years. Mr. SUN worked at the mobile phone R&D department of Alcatel from March 2001 to 2004. Since joining TCL Communication in 2004, he had served as R&D department manager, pre-research department manager, director of software at global R&D centre and deputy general manager of global R&D centre and established a team engaged in smart phone software, a management system of global operators' technological needs and a software platform for global operators from 2004 to July 2017. From August 2017 to June 2019, he was a vice president of Thunder Software Technology Co., Ltd. (300496. SZ). During this period, Mr. SUN established the intelligent vision business group, focusing on camera technology, computer vision algorithms and AI algorithms which were applied to mobile phones, IoT, automotive and industrial fields, and opened up new businesses for industrial visual detection based on deep learning.

Mr. LI Yuhao

NON-EXECUTIVE DIRECTOR

Born in November 1981, a non-executive Director. Mr. LI became a non-executive Director in August 2018 and is currently also the CEO of Maxrock. Robot AI Technology (Beijing) Co., Limited* (麥岩智能科技(北京)有限公司). Mr. LI served as an engineer and the chief business manager in BOE Technology Group Co., Ltd. (000725.SZ & 200725.SZ) from July 2004 to September 2008. From January 2010 to December 2010, he worked as an investment manager of AXA. From January 2011 to August 2013, he was employed as an investment leader of the Beijing office of Infinity Investment Group. From August 2013 to September 2017, he was the chief investment officer and the head of Internet investment department in Legend Holdings Limited (03396.HK). From October 2017 to December 2018, Mr. LI was a director and senior vice president of Leshi Internet Information & Technology Corp., Beijing (whose shares were listed on the Shenzhen stock exchange from August 2010 to July 2020, the then stock code 300104.SZ). From December 2018 to May 2021, Mr. LI served as the vice president of Sunac Culture Group and general manager of content and investment centre in Sunac China Holdings Limited (01918.HK). Mr. LI graduated from Peking University with a Master's Degree in Business Administration.

Dr. TSENG Shieng-chang Carter

INDEPENDENT NON-EXECUTIVE DIRECTOR

Born in September 1948, an independent non-executive Director, the chairperson of the Remuneration Committee, and a member of the Audit Committee and the Nomination Committee. Dr. TSENG became an independent non-executive Director in July 2011. He also served as an independent director of TCL Technology from June 2008 to June 2011. Dr. TSENG is currently a senior consultant of the Shenzhen Municipal Government, senior consultant of Tianjin Economic Technological Development Area and the executive chairperson of Nankai International Business Forum. Dr. TSENG also serves as adjunct professor at a number of renowned universities over the globe including the University of Alberta (Canada), the City University of Hong Kong, the Nankai University in Tianjin, the Sichuan University and the University of Electronic Science and Technology of China in Chengdu. Dr. TSENG is also a member of the US-based "Committee of 100". Dr. TSENG holds a Bachelor's Degree of Science in Electrical Engineering from the National Taiwan University, he then pursued further studies at the University of California where he obtained his Master's and Doctor's Degrees in Computer Science and Electronics Engineering. Dr. TSENG has over 40 years of experience in the high-tech industry. While in the U.S., Dr. TSENG worked at PARC (XEROX Research Center) in Silicon Valley and various U.S.-based companies including Lockheed Aircraft Co. and NRL. Dr. TSENG then returned to Taiwan in 1980, and was a co-founder of MICROTEK which was listed in 1988 – the then world class leader in the image scanner industry, one of the first and most successful listed high-tech companies based in Taiwan Hsinchu Science Park. Dr. TSENG has also drawn on his rich experience to coach and mentor executives and managers in the high-tech arena. In 1998, Dr. TSENG set up the "Little Dragon Foundation" with a mission to guide entrepreneurs of tomorrow, which has served many large corporations in the PRC. Dr. TSENG also serves as an overseas director of Canada National Institute of Nano-Technology and a director of China National Academy of Nano Technology & Engineering.

Professor WANG Yijiang

INDEPENDENT NON-EXECUTIVE DIRECTOR

Born in May 1953, an independent non-executive Director, the chairperson of the Nomination Committee, and a member of the Audit Committee and the Remuneration Committee. Professor WANG became an independent non-executive Director in February 2016. He is currently the Professor of Economics and Human Resource Management and an Academic Associate Dean at Cheung Kong Graduate School of Business and a senior researcher at the National Center of Economic Research, Tsinghua University. He is currently also a director of Zhejiang Red Dragonfly Footwear Co., Ltd. (603116.SH); an independent non-executive director of China VAST Industrial Urban Development Company Limited (06166.HK), an independent director of Shenzhen Overseas Chinese Town Co., Ltd. (000069.SZ) and an independent director of Bank of Sanxiang. He served as a consultant of World Bank, a senior researcher of Chinese Economy Research Institute in Business Management School of Tsinghua University and vice president of the Chinese Economists Society. He was also a professor emeritus of Human Resource Management at the Carlson School of Management of University of Minnesota and a research fellow at the William Davidson Institute of Transition Economics of the University of Michigan. He was an independent director of Shenzhen ZQ Game Co., Ltd. (300052.SZ) from March 2014 to May 2020; and an independent non-executive director of Zhuhai Holdings Investment Group Limited (the withdrawal of listing of its shares from the Hong Kong Stock Exchange took effect in June 2021, then stock code: 00908.HK) from August 2015 to June 2021. His research areas cover human resource management, labour and personnel economics, comparative international management systems, economics of transition and emerging markets and economics of organisation, and his research findings have been frequently quoted. Professor WANG graduated from the Peking University with a Bachelor's Degree in Economics and a Master's Degree in International Economics in 1982 and 1985 respectively. He then pursued further studies and obtained a Master's Degree and a Doctor of Philosophy Degree in Economics at the Harvard University in 1989 and 1991 respectively.

Mr. LAU Siu Ki

INDEPENDENT NON-EXECUTIVE DIRECTOR

Born in July 1958, an independent non-executive Director, the chairperson of the Audit Committee, and a member of the Nomination Committee and the Remuneration Committee. Mr. LAU became an independent non-executive Director in November 2017. He graduated from The Hong Kong Polytechnic University in 1981. He is currently a financial advisory consultant of his management consultancy firm, Hin Yan Consultants Limited. Previously, Mr. LAU worked at Ernst & Young for over 15 years. He has over 35 years of experience in corporate governance, corporate financing, financial advisory and management, accounting and audit. Mr. LAU is currently a fellow member of both of ACCA and HKICPA. Mr. LAU was a member of the World Council of ACCA from 2002 to 2011 and was the chairperson of ACCA Hong Kong in 2000/2001. During these years, he has helped raising the profile of ACCA. Currently, Mr. LAU also serves as an independent non-executive director of Binhai Investment Company Limited (02886.HK), Comba Telecom Systems Holdings Limited (02342.HK), IVD Medical Holdings Limited (01931.HK), Embry Holdings Limited (01388.HK), Samson Holding Ltd. (00531.HK) and FIH Mobile Limited (02038.HK). He is also the company secretary of Hung Fook Tong Group Holdings Limited (01446.HK), Yeebo (International Holdings) Limited (00259.HK) and Expert Systems Holdings Limited (08319.HK). In 2021, the Market Misconduct Tribunal fined and made orders against China Medical & HealthCare Group Limited (a company whose shares are listed on the Hong Kong Stock Exchange with stock code: 00383.HK and which was formerly known as COL Capital Limited) and six then directors thereof including Mr. LAU (who served as an independent non-executive director between June 2004 to December 2018) for breach of the requirements of the corporate disclosure regime by the said company. For further details, please refer to the Company's announcements dated 5 November 2019 and 13 May 2021.

Mr. ZHANG Shaoyong

CHIEF EXECUTIVE OFFICER

Born in August 1978, the CEO of the Company. Mr. ZHANG is also currently a vice president, a member of the executive committee and the general manager of the China Business Group of TCL Holdings and a director in various subsidiaries of the Company. Mr. ZHANG joined the Company after he graduated from Northwestern Polytechnical University in 2000. Starting from entry level, he successively worked as the manager, senior manager, vice president and general manager of various branches, business units and departments of the Company. During his tenure, he proposed the strategy of "brand upgrade campaign" and made valuable contribution to increase market share of the Group in the PRC market. He also introduced a series of smart household appliance products and laid down the foundation of TCL smart home ecosystem and IoT. Mr. ZHANG holds a bachelor's degree from Northwestern Polytechnical University and an EMBA degree from Renmin University of China. Currently, Mr. ZHANG has also taken up a number of public positions such as the deputy chairperson of the EMBA alumni association of Renmin University of China, vice chairperson of China Video Industry Association and vice chairperson of China Household Electrical Appliances Association.

INTRODUCTION

The Board aims to achieve a high standard of corporate governance and business ethics in pursuing the mission of the Group of "building a sustainable and connected future with advanced technology". The Group's ultimate goal is to maximise values for its Shareholders and customers, and to provide opportunities for its employees. The Group holds on to change, innovation, accountability and excellence as its core values.

The Board is committed to enhancing the Group's corporate governance standards by improving corporate transparency through effective channels of information disclosure. The Board believes that good corporate governance is beneficial for maintaining close and trustful relationships with its employees, business partners, Shareholders and investors.

Accordingly, the Company has adopted a corporate governance code prepared based on the Code Provisions of the CG Code as the guidelines for corporate governance of the Company, as amended, revised and updated from time to time to reflect the latest changes in the Code Provisions, and the Company has taken steps to comply with and apply the Code Provisions and principles of good corporate governance under the CG Code wherever appropriate.

CORPORATE GOVERNANCE PRACTICES

Throughout the year ended 31 December 2022, the Company has complied with the Code Provisions of the CG Code, except for the deviation from the Code Provision C.3.3 of the CG Code during the period from 1 January 2022 to 21 December 2022, the details of which are set out below.

Under Code Provision C.3.3 of the CG Code, all directors should clearly understand delegation arrangements in place, and the Company should have formal letters of appointment for directors setting out the key terms and conditions of their appointment.

The Company has no formal letters of appointment for Mr. Albert Thomas DA ROSA, Junior, being a then non-executive Director, and Mr. Robert Maarten WESTERHOF, being a then independent non-executive Director, who have retired as a non-executive Director and an independent non-executive Director, respectively, with effect from 17 June 2022. From 1 January 2022 to 21 December 2022, the Company had no formal letter of appointment for Dr. TSENG Shieng-chang Carter, being an independent non-executive Director. As the abovementioned three Directors have been serving as Directors for a considerable period of time, and as such a clear understanding of the terms and conditions of their appointment already exists between the Company and them, there has been no written record of the same until the retirement of Mr. Albert Thomas DA ROSA, Junior and Mr. Robert Maarten WESTERHOF and until 21 December 2022 for Dr. TSENG Shieng-chang Carter. In any event, all Directors, including those without a letter of appointment and those appointed for a specific term, shall be subject to retirement by rotation in the manner prescribed under the Articles, and on re-election of the retiring Directors, Shareholders are given information that is reasonably necessary for them to make an informed decision on the reappointment of the relevant Directors.

Nevertheless, in order to promote better corporate governance, on 22 December 2022, the Company entered into a letter of appointment with Dr. TSENG Shieng-chang Carter to set out the key terms and conditions of his appointment.

For the period from 22 December 2022 up to the date of publication of this annual report, the Company has fully complied with the Code Provisions under the CG Code.

COMPLIANCE WITH DEED OF NON-COMPETITION

The Company has received a written confirmation from TCL Holdings and T.C.L. Industries (H.K.) confirming that for the period from 1 January 2022 to 31 December 2022 (both dates inclusive), they had fully complied with the Deed of Non-Competition (2020) executed by them in favour of the Company dated 29 June 2020.

The Company has received a written confirmation from TCL Technology confirming that for the period from 1 January 2022 to 31 December 2022 (both dates inclusive), it had fully complied with the Deed of Termination (2020) executed by and among TCL Technology, T.C.L. Industries (H.K.) and the Company dated 29 June 2020.

The independent non-executive Directors have reviewed the relevant confirmations on Deed of Non-Competition (2020) and Deed of Termination (2020), and all of them are satisfied that the non-competition undertakings under the Deed of Non-Competition (2020) and the Deed of Termination (2020) have been complied with during the year ended 31 December 2022.

DIRECTORS

The Board

The Board, led by the chairperson, steers the Company's business direction. It is responsible for formulating the Company's long-term strategies, setting business development goals, establishing and shaping the corporate culture, assessing results of management policies, monitoring the management's performance and ensuring effective implementation of risk management measures on a regular basis. The Board is accountable to the Shareholders for the long-term development and success of the Company.

The Directors meet regularly to review the Group's financial and operational performance and to discuss and formulate future development plans. Regular Board meetings are attended by a majority of the Directors in person or through electronic means of communication.

Board Composition

There are currently 9 Directors, all being industry veterans, responsible to the Shareholders for formulating the overall business development targets and long-term company strategies, assessing results of management policies and monitoring performance of the management. The Board comprises the following Directors during the year ended 31 December 2022 and as at the date of this annual report:

Executive Directors
Ms. DU Juan (Chairperson)
Mr. YAN Xiaolin
Mr. HU Dien Chien (CFO and joint company secretary)

Non-executive Directors
Mr. WANG Cheng
Mr. SUN Li
Mr. LI Yuhao
Mr. Albert Thomas DA ROSA, Junior (retired as a non-executive Director with effect from 17 June 2022)

Independent Non-executive Directors
Dr. TSENG Shieng-chang Carter
Professor WANG Yijiang
Mr. LAU Siu Ki
Mr. Robert Maarten WESTERHOF (retired as an independent non-executive Director with effect from 17 June 2022)

An updated list of the Company's Directors by category identifying their roles and functions is at all times available on the websites of the Company and the Hong Kong Stock Exchange. The list specifies whether the Director is an independent non-executive Director and sets out the respective roles and functions of each Director.

The Company identifies the independent non-executive Directors in all corporate communications which disclose the names of Directors.

Details of the biographies of the Directors are given under the section "Board of Directors and Senior Management" of this annual report at pages 36 to 47.

There are no relationships (including financial, business, family or other material or relevant relationships) among members of the Board and between the chairperson of the Board and the chief executive.

The non-executive Directors (including independent non-executive Directors) play important roles on the Board. Accounting for more than half of the Board members, they are experienced professionals in their respective fields. They are responsible for ensuring that the Board maintains high standards of financial and other mandatory reporting as well as providing adequate checks and balances for safeguarding the interest of Shareholders and the Group as a whole.

Throughout the year of 2022, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors and the number of independent non-executive Directors made up at least one-third of the total number of members of the Board. At least one of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise as required under the Listing Rules.

Number of meetings attended/eligible to attend in 2022

During the year of 2022, the Board held four regular meetings at about quarterly intervals. As regards general meetings, the Company held the 2022 AGM on 17 June 2022 and the EGM on 29 September 2022 and 15 December 2022 during the year of 2022 to consider the matters regarding, inter alia, (i) the seeking of scheme mandate to issue shares under the Award Scheme; (ii) the entering into of the Master Finance Lease (2022-2024) Agreement and the Master Photovoltaic Power Construction Services (2022-2024) Agreement; and (iii) the proposed amendments to the Memorandum and Articles, respectively. A table summary in regard to the Directors' participation at various Board meetings, Board Committee meetings and the Company's general meetings is set out below:

	Regular Board Meetings	Audit Committee Meetings	Remuneration Committee Meetings	Nomination Committee Meetings	Strategy Committee Meetings (Note 3)	General Meetings
Executive Directors						
DU Juan	4/4	N/A	N/A	N/A	10/10	1/3
YAN Xiaolin	0/4	N/A	N/A	N/A	9/10	0/3
HU Dien Chien	4/4	N/A	2/2	1/1	10/10	3/3
Non-executive Directors						
WANG Cheng	4/4	N/A	N/A	N/A	N/A	2/3
SUN Li	4/4	N/A	N/A	N/A	N/A	3/3
LI Yuhao	4/4	N/A	N/A	N/A	N/A	3/3
Albert Thomas DA ROSA, Junior (Note 1)	2/2	N/A	N/A	N/A	N/A	1/1
Independent Non-executive Directors						
TSENG Shieng-chang Carter	4/4	3/3	2/2	1/1	N/A	3/3
WANG Yijiang	4/4	3/3	2/2	1/1	N/A	2/3
LAU Siu Ki	3/4	3/3	2/2	1/1	N/A	3/3
Robert Maarten WESTERHOF (Note 2)	2/2	N/A	N/A	N/A	N/A	1/1

Notes:

1. Mr. Albert Thomas DA ROSA, Junior retired as a non-executive Director with effect from 17 June 2022.

2. Mr. Robert Maarten WESTERHOF retired as an independent non-executive Director with effect from 17 June 2022.

3. The Strategy Committee was established on 22 September 2017. During the year ended 31 December 2022 and up to the date of this annual report, it comprises Ms. DU Juan as the chairperson, Mr. YAN Xiaolin and Mr. HU Dien Chien as the members.

Notices of regular Board meetings are served to all Directors at least 14 days before the meeting.

Agenda and Board papers together with all appropriate, complete and reliable information are sent to all Directors in a timely manner, and at least three days before the intended date of each Board or Board Committee meeting, except agreed otherwise among the members, to ensure that they have sufficient time to review the Board papers, be adequately prepared for the meeting, keep the Directors apprised of the latest developments and financial position of the Company and to enable them to include any matter in the agenda and to make informed decisions.

The Company has in place effective mechanisms to ensure independent views and input are available to the Board. The Board has conducted an annual review on such mechanisms in 2022 and is of the view that the mechanisms have been properly implemented and are effective. In particular, the Company plans Board and Board committees meeting schedules well in advance and provides remote facilities for attendance, so as to facilitate active attendance and participation in the meetings. Board members, especially independent non-executive Directors, are welcome and are encouraged to raise enquiries, suggestions and views during the meetings. The Board process as stated above, including agenda setting and provision of meeting information, facilitates effective and active participation by all Directors. The Board and each Director, upon reasonable request, have access to independent professional advice to assist them in performing their duties to the Company, at the Company's expense.

Minutes of all Board, Audit Committee, Remuneration Committee, Nomination Committee and Strategy Committee meetings are kept by the joint company secretaries of the Company. All of the above minutes record the matters considered and the discussions and decisions reached by the relevant Directors or Board Committee members in sufficient detail, including any concern raised by Directors or dissenting views expressed. Any Director may inspect the minutes at any reasonable time on reasonable notice.

Draft minutes are normally circulated to Directors or members of the relevant committee for comment within reasonable time after each meeting and the final version is sent to all Directors or Board Committee members for their record.

According to the current Board practice, any transaction, which involves a conflict of interests between a substantial Shareholder or a Director and the Company, will be considered and dealt with by the Board at a duly convened Board meeting with the presence of the independent non-executive Directors who have no material interest in the said transaction. Directors abstain from voting and are not counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

The Company has maintained appropriate insurance cover in respect of legal action against its Directors and officers arising out of corporate activities.

Chairperson and CEO

The Company fully supports the division of responsibility between the chairperson of the Board and the CEO (being the chief executive of the Company) to ensure a balance of power and authority, and adopted a set of consolidated memorandum of duties setting out its division of responsibilities between the chairperson and the CEO on 24 February 2012.

During the year ended 31 December 2022 and up to the date of this annual report, the position of the chairperson of the Board is held by Ms. DU Juan and the position of CEO is held by Mr. ZHANG Shaoyong.

The core duties of the chairperson of the Board include:

- ensuring, with the assistance of the management, that the Directors receive adequate, accurate, clear, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meetings;
- providing leadership for the Board;
- ensuring that the Board works effectively, performs its responsibilities, discusses all key and appropriate issues in a timely manner, with good corporate governance practices and procedures;
- ensuring that the agenda for each Board meeting is drawn up and approving the same, taking into account matters proposed by other Directors;
- encouraging all Directors to fully and actively contribute to the Board's affairs, express different views and discuss issues in sufficient depth before reaching any consensus in Board decisions;
- facilitating the effective contribution of Directors, in particular, non-executive Directors, and promoting the constructive relations between executive and non-executive Directors;

- meeting at least annually with the independent non-executive Directors without the presence of other Directors. The Board regards such meeting as opinion exchange gathering whereby a broad range of strategic and performance matters are openly discussed; and

- ensuring the effective communication between the Board and the Shareholders as a whole through different channels, including (i) printed or electronic copies (as elected by Shareholders) of corporate communications required by the Listing Rules; (ii) the AGM which provides a forum for Shareholders to raise comments and exchange views with the Board; and (iii) the Company's website which allows the Shareholders to acquire the updated and key information on the Group and to provide feedback for the Company.

Appointment, re-election and removal of members of the Board

Under article 116 of the Articles, at each AGM, not less than one-third of the Directors for the time being shall retire from office by rotation and every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years while those retiring Directors shall be eligible for re-election. Any director who has not been subject to retirement by rotation in the three years preceding the AGM shall retire by rotation at such AGM.

Accordingly, at the 2022 AGM, Mr. Albert Thomas DA ROSA, Junior, Mr. SUN Li, Mr. Robert Maarten WESTERHOF and Dr. TSENG Shieng-chang Carter retired from office by rotation pursuant to article 116 of the Articles, and Mr. SUN Li and Dr. TSENG Shieng-chang Carter were re-elected as Directors thereat, whilst Mr. Albert Thomas DA ROSA, Junior and Mr. Robert Maarten WESTERHOF did not offer themselves for re-election to focus on their other personal commitments which required more of their dedication and time commitment.

Independent Non-executive Directors

Pursuant to Rule 3.13 of the Listing Rules, the Company has received a written confirmation from each independent non-executive Director of his independence to the Company. The Company has assessed the independence and considers all of the independent non-executive Directors to be independent based on the independence criteria in accordance with the requirements in Listing Rules, their non-involvement in the daily operation and management of the Group and the absence of any relationships which will interfere with the exercise of their independent judgement.

Non-executive Directors

All non-executive Directors (including independent non-executive Directors), including those appointed for a specific term, are subject to retirement by rotation and re-election at AGM of the Company in accordance with the Articles and the Listing Rules. A summary of rotation and re-election of non-executive Directors is set out in the table below:

Name of Directors	Position	Date of last election or rotation and re-election	Term of appointment
WANG Cheng	Non-executive Director	EGM held on 10 December 2021	Until conclusion of the AGM in 2024
SUN Li	Non-executive Director	AGM held on 17 June 2022	No specific term, subject to retirement by rotation and re-election
LI Yuhao	Non-executive Director	AGM held on 21 May 2021	Until conclusion of the AGM in 2024
TSENG Shieng-chang Carter	Independent non-executive Director	AGM held on 17 June 2022	No specific term, subject to retirement by rotation and re-election
WANG Yijiang	Independent non-executive Director	AGM held on 2 June 2020	Until conclusion of the AGM in 2023
LAU Siu Ki	Independent non-executive Director	AGM held on 21 May 2021	Until conclusion of the AGM in 2024

Nomination of Directors

The Board has established the Nomination Committee to provide a framework and set the standards for the appointment of high quality directors who should have the capacity and ability to lead the Company towards achieving sustainable development. It considers matters regarding the nomination and/or appointment or re-appointment of Director(s).

Details of the Nomination Committee are set out in the sub-section headed "Nomination Committee" below.

Responsibilities of Directors

The CFO of the Company (who is currently also a joint company secretary of the Company), with assistance from the Company's external legal advisor (who is currently also the other joint company secretary of the Company), works closely with the newly appointed Directors both immediately before and after his/her appointment to acquaint the newly appointed Directors with the duties and responsibilities as a Director and the business operation of the Company.

A package compiled and reviewed by the Company's legal advisor setting out such duties and responsibilities under the Listing Rules, the Hong Kong Companies Ordinance and other related laws and relevant regulatory requirements of Hong Kong is provided to each newly appointed Director. The package also includes information relating to the operations and business of the Group. The Directors are updated with the latest developments in laws, rules and regulations relating to the duties and responsibilities of Directors from time to time. Guidelines for Directors issued by the Companies Registry of Hong Kong have been forwarded to each Director for his/her information and ready reference.

During the year ended 31 December 2022, the Board is of the view that the non-executive Directors are well aware of their functions and have been actively performing their functions including but not limited to exercising their independent judgement at the Board meetings, taking the lead where potential conflicts of interest arise, scrutinising the Company's performance and providing constructive and informed advice on the business strategy, policy, performance and management of the Company. They regularly review the financial information, monitor the operational performance of the Company and serve on the Audit Committee, the Remuneration Committee and/or the Nomination Committee.

The Directors have disclosed to the Company at the time of their appointment, and in a timely manner for any change, the number and nature of offices held in public companies or organisations and other significant commitments. They have also informed the Company of the identity of other public companies or organisations they serve and the time involved in these public companies or organisations.

During the year ended 31 December 2022, all Directors have devoted their time and attention to the affairs of the Company with their hands-on knowledge and expertise in the areas and operation in which they are charged with. The contribution made by the Directors to the affairs of the Company is measured in terms of time as well as quality of the attention and the ability of the Directors with reference to their necessary knowledge and expertise. The satisfactory attendance at Board meetings, general meetings and Board Committee meetings indicates the constant participation of all Directors, including executive, non-executive and independent non-executive Directors and ensures the better understanding of the views of Shareholders by all Directors. The extent of participation and contribution should be viewed both quantitatively and qualitatively.

To fulfil their duties properly, where they consider it necessary to obtain additional information other than that provided by the management, the Directors make inquiries during the Board meetings and Board Committee meetings. The queries raised by Directors have received prompt and full responses.

Induction and Continuous Professional Development

The Directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities through various Board meetings, resolutions, memos and Board papers. According to the records maintained by the Company, the Directors received the following training with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the requirement of the CG Code on continuous professional development during the period from 1 January 2022 to 31 December 2022:

Directors	Read materials	Attend seminars/briefings
Executive Directors		
Ms. DU Juan (Chairperson)	✔	✔
Mr. YAN Xiaolin	✔	✔
Mr. HU Dien Chien (CFO and joint company secretary)	✔	✔
Non-executive Directors		
Mr. WANG Cheng	✔	✔
Mr. SUN Li	✔	✔
Mr. LI Yuhao	✔	✔
Mr. Albert Thomas DA ROSA, Junior (Note 1)	✔	✔
Independent Non-executive Directors		
Dr. TSENG Shieng-chang Carter	✔	✔
Professor WANG Yijiang	✔	✔
Mr. LAU Siu Ki	✔	✔
Mr. Robert Maarten WESTERHOF (Note 2)	✔	✔

Notes:

1. Mr. Albert Thomas DA ROSA, Junior retired as a non-executive Director with effect from 17 June 2022.

2. Mr. Robert Maarten WESTERHOF retired as an independent non-executive Director with effect from 17 June 2022.

Securities Transactions Guidelines

The Board has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard as set out in the Model Code under Appendix 10 to the Listing Rules.

Specific enquiries have been made with all Directors, and all of them confirmed that they have complied with the required standard set out in the Model Code and the Company's code of conduct regarding Directors' securities transactions during the year ended 31 December 2022.

The Directors' and chief executive's interests in Shares within the meaning of Part XV of the SFO as at 31 December 2022 are set out on pages 99 to 100 of this annual report.

The Board has also established written guidelines on no less exacting terms than the Model Code for the relevant employees, including any employee or a director or employee of a subsidiary or holding company who, because of his/her office or employment, is likely to be in possession of inside information in relation to the Company or its securities, in respect of their dealings in the Company's securities.

DELEGATION BY THE BOARD

Management Functions

The Board delegates its powers and authorities from time to time to the Board Committees and the management in order to ensure the operational efficiency and specific issues are being handled by personnel with the relevant expertise. All Board Committees are provided with accurate and sufficient information in a timely manner so as to enable the Board Committees to make informed decisions for the benefit of the Company and sufficient resources for the Board Committees to discharge their duties. The management team of the Company is accountable to the Board for the operations and businesses of the Group. During the year ended 31 December 2022, the Board Committees and the management team of the Company have performed the duties delegated to them as set out further below.

On 24 February 2012, the Board has adopted a set of consolidated memorandum of duties setting out its delegation policy. The segregation of duties and responsibilities between the Board and the management has been clearly defined and provided as internal guidelines of the Company.

The types of decisions which are to be taken by the Board include those relating to:

- corporate and capital structure;
- corporate strategy;
- significant policies affecting the Company as a whole and material changes thereof;
- business plan, budgets and any subsequent material changes, public announcements and matters referred to the Board by Board Committees;
- key financial matters;
- appointment, removal or reappointment of Board members, senior management and auditor;
- remuneration of Directors and senior management; and
- communication with key stakeholders, including Shareholders and regulatory bodies.

The types of decisions that the Board has delegated to the management include:

- approving the extension of the Group's activities not in a material manner into a new geographic location or a new business;
- approving assessing and monitoring the performance of all business units and ensuring that all necessary corrective actions have been taken;
- approving expenses up to a certain limit;
- approving the nomination and appointment of personnel other than the member of the Board, senior management and auditor;
- approving press release concerning matters decided by the Board;
- approving any matters related to routine matters or day-to-day operation of the Group (including the entering into of any transaction not requiring disclosure under the Listing Rules and cessation of non-material part of the Group's business); and
- carrying out any other duties as the Board may delegate from time to time.

Operation

To facilitate the strategic development of the Company, enhance its operation efficiency and core competitiveness and improve its management and decision-making procedures, the Board transformed the predecessor executive committee into the Strategy Executive Committee on 23 October 2014 with specific written terms of reference. The Strategy Executive Committee comprised three then executive Directors, namely Mr. BO Lianming (chairperson), Mr. YAN Xiaolin and Ms. XU Fang.

In order to facilitate the strategic development of the Company and enhance its operation decision-making efficiency, the Board resolved on 22 September 2017 to dissolve the Strategy Executive Committee and to establish the Strategy Committee in place of it. After the dissolution of the Strategy Executive Committee, the Strategy Executive Committee no longer remained in force. The purpose of the Strategy Committee is to lead the development of the Group in relation to research and exploration of new directions and modes of business for approval of the Board and for implementation of the same, and improvement of operation decision-making efficiency. Currently, the Strategy Committee comprises Ms. DU Juan (chairperson), Mr. YAN Xiaolin and Mr. HU Dien Chien, all being executive Directors. The Strategy Committee is delegated by the Board to approve and implement matters including but not limited to transactions not requiring disclosures under the Listing Rules, business development plans proposed by the management and assessing performance of business units of the Group.

Board Committees

Throughout 2022, the Board had four Board Committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the Strategy Committee, all with specific written terms of reference, to oversee particular aspects of the Group's affairs.

Attendance of the relevant members of the Board Committees at the meetings of the Board Committees in 2022 is set out on page 51 of this annual report.

Nomination Committee

The Nomination Committee currently comprises four members, namely Mr. HU Dien Chien, being an executive Director and Dr. TSENG Shieng-chang Carter, Professor WANG Yijiang, and Mr. LAU Siu Ki, all being independent non-executive Directors. Professor WANG Yijiang is the chairperson of the Nomination Committee. The Nomination Committee held one meeting during the year of 2022.

The Nomination Committee is governed by its terms of reference, which are closely aligned with the relevant Code Provisions requirements and are available at both the Company's website (http://electronics.tcl.com) and the Hong Kong Stock Exchange's website (http://www.hkex.com.hk).

The main duties of the Nomination Committee include the following:

- review and supervise the performance, structure, size, diversity and composition of the Board;
- identify qualified individuals to become members of the Board;
- assess the independence of the independent non-executive Directors;
- make recommendations to the Board on the appointment, re-appointment and succession planning of Directors, in particular the chairperson of the Board and chief executive(s), and any proposed change to the Board to implement the Company's corporate strategy;
- consider Board succession planning and conduct periodical reviews of the plan;
- review the Board Diversity Policy;
- monitor and review the Nomination Policy to ensure that it remains relevant to the Company's needs and reflects both current regulatory requirements and good corporate governance practice; and
- review the sufficiency of time commitment of Directors to perform their responsibilities.

The work performed by the Nomination Committee during 2022 included:

- considering the nomination of Mr. YAN Xiaolin, Mr. HU Dien Chien and Professor WANG Yijiang to be re-elected as Directors at the AGM in 2023 in accordance with the Nomination Policy and Board Diversity Policy;
- reviewing the Nomination Policy and Board Diversity Policy;
- reviewing the current Board structure, diversity, size and composition;
- assessing the independence of all independent non-executive Directors; and
- reviewing the contribution required from a Director to perform his/her responsibilities and whether he/she has spent sufficient time performing them.

The Nomination Committee performed all these main duties in 2022.

Nomination Policy

The Company has adopted the Nomination Policy on 20 December 2018 (with effect from 1 January 2019), which sets out the Company's policy in relation to nomination of Directors that the Company has been following. The terms of the Company's Nomination Policy are set out as follows:

OBJECTIVE

1. The Nomination Policy aims to list the principles and procedures for selection and nomination of the Board, to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

2. The Nomination Committee shall nominate suitable candidates to the Board for it to consider and make recommendations to Shareholders for election as Directors at general meetings, or to appoint as Directors to fill casual vacancies.

3. The Nomination Committee may, as it considers appropriate, nominate a number of candidates more than the number of Directors to be appointed or re-elected at a general meeting, or the number of casual vacancies to be filled.

SELECTION CRITERIA

4. The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate.

Common Criteria for All Directors

4.1. Reputation, character and integrity

4.2. Commitment in respect of available time

4.3. The willingness to assume fiduciary responsibility

4.4. Present needs of the Board for particular experience or expertise and whether the candidate would satisfy those needs

4.5. Relevant experience, including experience at the strategy/policy setting level, high level managerial experience in a complex organisation, industry experience and familiarity with the products and processes used by the Company

4.6. Significant business or public experience relevant and beneficial to the Board and the Company

4.7. Breadth of knowledge about issues affecting the Company

4.8. Ability to objectively analyse complex business problems and exercise sound business judgement

4.9. Ability and willingness to contribute special competencies to Board matters

4.10. Fit with the Company's culture

4.11. Diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service

Criteria Applicable to Non-executive Directors/Independent Non-executive Directors

4.12. Willingness and ability to make a sufficient time commitment to the affairs of the Company in order to effectively perform the duties of a Director (including attendance at and active participation in Board and committee meetings), and considering other responsibilities of the relevant candidate (such as other directorships held in public companies the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments, if any) and the effort and time that may be required by the candidate in fulfilling such role

4.13. Accomplishments of the candidate in his/her field

4.14. Outstanding professional and personal reputation

4.15. The candidate's ability to meet the independence criteria for directors established in the Listing Rules

5. These factors are for reference only, and are not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person as it considers appropriate.

6. Retiring directors, save for those who have served as independent non-executive Directors for a period of nine consecutive years or more, are eligible for nomination by the Board to stand for re-election at a general meeting. Any independent non-executive Director who has served such role for a period of nine consecutive years or more are, subject to the Nomination Committee having satisfied that he/she still maintains his/her independence and that his/her continuation to serve in such role is in the interest of the Company and its shareholders as a whole, eligible for nomination by the Board to stand for re-election at a general meeting.

7. Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as such directorship of the Company and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as such directorship.

8. The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

NOMINATION PROCEDURES

9. The Board Affairs team of the Company shall be responsible to liaise with the company secretary to call a meeting of the Nomination Committee, and invite nominations of candidates from Board members, if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members.

10. 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 follows the procedures below when considering nomination of Directors:

10.1. the Nomination Committee will evaluate the balance of skills, knowledge and experience of the Board, and identify any special requirements for the vacancy or the directorship the candidate is proposed to take (e.g. independence status in the case of an independent non-executive Director);

10.2. the Nomination Committee will consider the role and capabilities required for the particular vacancy or the directorship;

10.3. the Nomination Committee will identify candidates through personal contacts/recommendations by Board members, senior management, business partners or investors, and will to the extent possible select from a broad range of candidates who are outside the Board's circle of contacts in accordance with the Company's Board Diversity Policy;

10.4. where appropriate, the Nomination Committee will conduct interview with the relevant candidate to evaluate whether he/she meets the aforesaid selection and nomination criteria, and verify the information provided by the candidate; and

10.5. the Nomination Committee will make recommendations to the Board on the appointment or re-appointment of Directors.

11. The Nomination Committee shall ensure the selection process to be transparent and fair.

12. For the avoidance of doubt, the ultimate responsibility for selection and appointment of Directors rests with the entire Board.

13. Until the issue of the shareholder circular, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.

14. In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, a circular will be sent to Shareholders. The names, brief biographies (including qualifications and relevant experience), independence (for independent non-executive Directors), proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to Shareholders.

15. "Procedures for Shareholders to propose a person for election as a director" of the Company shall apply in respect of the nomination by Shareholders of person for election as Director.

16. A candidate is allowed to withdraw his/her candidature at any time before the despatch of circular to Shareholders for election at the general meeting by serving the Company a notice in writing provided that such notice shall be served to the Company not less than three business days prior to the despatch of the said circular. If any candidate wishes to withdraw his/her candidature after the despatch of circular but before the convening of the general meeting for any special reason(s), the Board may, after considering such reason(s) and having confirmed that such withdrawal is in the interest of the Company and the Shareholders, approve such withdrawal.

17. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

CONFIDENTIALITY

18. Unless required by law or any regulatory authority, under no circumstances shall a member of the Nomination Committee or a staff member of the Company disclose any information to or entertain any enquiries from the public with regard to any nomination or candidature before the circular to Shareholders, as the case may be, is issued. Following the issue of the circular, the Nomination Committee or other staff member of the Company approved by the Nomination Committee may answer enquiries from the regulatory authorities or the public but confidential information regarding nominations and candidates should not be disclosed.

REVIEW

19. In addition to meeting for the purpose of considering Board appointment(s), the Nomination Committee shall from time to time meet (and at least once annually):

    19.1. to review and consider the performance of the Board, including but not limited to looking at benchmarking how the Company's Board measures up against the other boards in Hong Kong or Mainland China of peer issuers;

    19.2. to consider the need to refresh the Board composition regularly to avoid entrenchment and to attract fresh thinking;

    19.3. to consider Board succession planning and conduct periodical reviews of the plan to ensure the long-term success of the Company; and

    19.4. to monitor and review this Nomination Policy to ensure that it remains relevant to the Company's needs and reflects both current regulatory requirements and good corporate governance practice.

20. The Nomination Committee will continually review the Nomination Policy and reserves the right in its sole and absolute discretion to update, amend, modify and/or cancel the Nomination Policy at any time.

21. The Board may in accordance with the requirements of the relevant laws and regulations disclose in the Company's Corporate Governance Report annually any information regarding the Nomination Policy, procedures and objectives made for implementation of the Nomination Policy and the progress made towards achieving the objectives.

Board Diversity Policy

The Company has adopted the Board Diversity Policy on 13 August 2013 which sets out its approach to achievement and maintenance of diversity on the Board in order to enhance the effectiveness of the Board, which was subsequently revised and updated on 20 December 2018. 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, and the Board diversity also helps to achieve a diversity of views and perspectives among members of the Board, to enhance decision making capacity, and to fairly and effectively safeguard the interests of various stakeholders, especially the long-term Shareholders' interests of the Company.

The Company recognises and embraces the benefits of Board diversity and endeavours to ensure that the Board has the appropriate balance and level of skills, experience and perspectives required to support the execution of its business strategies. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. All Board appointments and succession will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of 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.

The Board has set measurable objectives (in terms of gender, skills and professional experience, etc. as aforementioned) to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. In particular, in accordance with the requirements under the CG Code, the Company has set an initial target of appointing at least one director of a different gender in the Board and has achieved such target since August 2021 when Ms. DU Juan was appointed as an executive Director and the chairperson of the Board. Currently, the gender diversity of the Board is at approximately 11% (1 female out of 9 Directors). The Nomination Committee and the Board will review the Board's target gender diversity ratio from time to time and take opportunities to increase the proportion of female members over time as and when suitable candidates are identified. Further, the Board currently consists of members with different professional backgrounds (including corporate management, marketing, human resources management, financial management and technology) and from different age groups (from 40's to 70's). Accordingly, the Nomination Committee considers that the current composition of the Board is characterised by diversity (including gender diversity) after taking into account its own business model and specific needs, whether considered in terms of professional experience or skills.

The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness from time to time. The Nomination Committee will discuss at least annually any changes to the Board Diversity Policy and Board composition that may be required (including the need to identify potential successors to the Board to achieve gender diversity), and make such recommendations to the Board for consideration and approval. The Board has reviewed the Board Diversity Policy in 2022 and is of the view that the Board Diversity Policy has been properly implemented and is effective.

The overall gender diversity of the Group is relatively balanced. As at 31 December 2022, the overall workforce of the Group consisted of approximately 58.28% male and 41.72% female employees. The Board was led by a female chairperson. In addition, there were two senior management (as referred to under paragraph 12 of Appendix 16 to the Listing Rules) in the Group and both of them were male employees. The Group has in place a mechanism to support diversity across all facets including but not limited to gender diversity. The Group treats every employee equally, adheres to equal pay for equal work and equal opportunities for different genders. In particular, the recruitment process of the Group shall not involve any discrimination on the grounds of race, disability, gender, sexual orientation, family responsibilities, marital status, union membership, political opinion, age, languages or other discriminatory factors. The Group also cares for the legal rights and special needs of female employees and has established a "mummy hut" to provide comfortable and private breastfeeding spaces for female employees during their lactation, so as to attract and retain more female talents. In the past three years, the proportion of female employees of the overall workforce of the Group increased steadily. Whilst it is relatively more challenging for the Group to achieve equal gender ratio across all business units of the Group due to the characteristics and work types of different business units, it is the Group's goal to achieve a balanced gender ratio in the overall workforce (including senior management). For further details of the diversity of the workforce of the Group, please refer to the ESG Report of the Group for the year ended 31 December 2022.

Remuneration Committee

The Remuneration Committee currently comprises four members, namely Mr. HU Dien Chien, being an executive Director and Dr. TSENG Shieng-chang Carter, Professor WANG Yijiang and Mr. LAU Siu Ki, all being independent non-executive Directors. Dr. TSENG Shieng-chang Carter is the chairperson of the Remuneration Committee. The Remuneration Committee held two meetings during the year of 2022.

The Remuneration Committee is governed by its terms of reference, which were adopted by the Board on 24 February 2012 and subsequently revised by way of the written resolutions of all Directors dated 29 December 2022. The terms of reference are made available on the Company's website (http://electronics.tcl.com) and the Hong Kong Stock Exchange's website (http://www.hkex.com.hk).

The Remuneration Committee was established on 16 April 2005 pursuant to Rule 3.25 of the Listing Rules. It meets from time to time to discharge its duties as set out in its terms of reference. Among others, it makes recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management, and on the establishment of a formal and transparent procedure for developing policy on such remuneration. It also reviews and approves the management's remuneration proposals with reference to corporate goals and objectives resolved by the Board from time to time, and determines, with delegated responsibility, the remuneration packages of individual executive Directors and senior management.

The work performed by the Remuneration Committee during 2022 included:

- reviewing and making recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration, and reviewing and approving management's remuneration proposals, with reference to the Board's corporate goals and objectives;

- reviewing and determining the remuneration packages of all executive Directors and senior management of the Company with reference to their performance;

- assessing the performance of executive Directors; and

- reviewing and making recommendations to the Board on the remuneration of non-executive Directors.

There are no material matters relating to the Award Scheme or the Share Option Scheme which are required to be reviewed and/or approved by the Remuneration Committee during the year ended 31 December 2022.

The human resources department provides administrative support and implements the approved remuneration packages and other human resources related decisions approved by the Remuneration Committee.

Emolument Policy and Long-Term Incentive Plans

To attract and retain talent, the Company provides a competitive remuneration package to its employees, including executive Directors and senior management. This comprises base monthly salary, guaranteed cash benefits and allowances, special allowances, variable pay, and long-term incentive plans which include Share Option and Award Scheme, if applicable. The amount of variable pay is set at a percentage of the fixed pay, and is paid half-yearly or yearly depending on performance delivered through plans and objectives which have pre-determined criteria and standards. Long-term incentive plans primarily consist of share options carrying rights to subscribe for the Shares and Shares under the Award Scheme respectively. Please refer to pages 103 to 112 of this annual report for details of the Share Option Schemes and the Award Scheme. The emoluments payable to the Directors are determined with reference to their duties and responsibilities with the Company and the market rate for the positions.

The remuneration package of executives is designed so that a proportion is structured to link rewards to corporate and individual performance, and gives incentives to executives to perform at the highest levels. Through job evaluation and job matching, the Group ensures the pay is internally equitable. Besides, the Group ensures external competitiveness of the pay through reference to market survey and data.

The non-executive Directors' compensation relates to the time commitment and responsibilities. They receive fees which comprise the following components:

- directors' fee, which is usually paid annually; and
- share options and/or restricted shares of the Company which are awarded subject to the discretion of the Board, if any.

The fees and any other reimbursement or emolument payable to the Directors and senior management by band are set out in notes 8 and 9 to the financial statements.

DIVIDEND POLICY

The Company has confirmed and consolidated its Dividend Policy on 20 December 2018 (taking effect from 1 January 2019).

Purpose

1. The Dividend Policy aims to consolidate and set out the approach and principles of the Company in declaration of dividend.

Factor(s) to be considered for declaration of dividends

2. In considering whether to declare any dividend, the Board shall consider factors in all aspects such as the operating results, cash flow, financial condition and capital requirements of the Group and the interests of the Shareholders, including but not limited to:

    2.1. the Company's actual and expected financial performance;

    2.2. retained earnings and distributable reserves of the Company and each of the members of the Group;

    2.3. the level of the Group's debts to equity ratio, return on equity and the relevant financial covenants;

    2.4. any restrictions on payment of dividends that may be imposed by the Group's lenders;

    2.5. the Group's expected working capital requirements and future expansion plans;

    2.6. general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and

    2.7. any other factors that the Board deems appropriate.

Principles in relation to declaration of dividends

3. If the Group records a profit and the Board, having considered factors of all aspects (including but not limited to those factors set out in paragraph 2 above), is satisfied that the declaration and distribution of dividends does not affect the Group's normal operations, and subject to compliance with any restrictions under the Companies Act (As Revised) of the Cayman Islands and the Articles:

   3.1. the Company may declare and distribute dividends to the Shareholders;

   3.2. the Company will take priority to distributing dividends in cash and share its profits with the Shareholders, whereas the target payout ratio of dividends distributed is expected to be in the range of 30%–50% of the Group's net profit for the current year, and the remaining profit will be used for the business development and operation of the Group; and

   3.3. yet, any such declaration and payment of dividends shall remain to be determined at the sole discretion of the Board.

4. Subject to the Articles and all laws and regulations applicable to the Company,

   4.1. the Company in general meeting may declare final dividends in any currency but no dividends shall exceed the amount recommended by the Board; and

   4.2. the Board may from time to time pay to the Shareholders such interim dividends as appear to the Board to be justified by the profits of the Company.

5. The Dividend Policy and the declaration and/or payment of dividends under the Dividend Policy are subject to the Board's continuing determination that the Dividend Policy and the declaration and/or payment of dividends would be in the best interests of the Group and Shareholders, and are in compliance with all laws and regulations applicable to the Group.

6. The Board endeavours to maintain a balance between meeting the Shareholders' expectations and prudent capital management with a sustainable dividend policy.

7. The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend, modify and/or cancel the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company in respect of its future dividend and/or in no way obligate the Company to declare a dividend at any time or from time to time.

Audit Committee

The Audit Committee currently comprises three members, namely Mr. LAU Siu Ki, Dr. TSENG Shieng-chang Carter and Professor WANG Yijiang, all of them being independent non-executive Directors. Mr. LAU Siu Ki is the chairperson of the Audit Committee.

The Audit Committee is governed by its terms of reference. The terms of reference are made available on the Company's website (http://electronics.tcl.com) and Hong Kong Stock Exchange's website (http://www.hkex.com.hk). Among others, it is responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, reviewing and monitoring the external auditor's independence and objectivity and effectiveness of the audit process, reviewing the financial information of the Company, as well as overseeing the Company's financial reporting system, risk management and internal control systems.

The Audit Committee usually meets to review the Company's interim and annual results and the integrity of the Group's financial statements. In addition, to review and monitor the effectiveness of the audit process in accordance with applicable standards, the Audit Committee will meet with the external auditor before the annual audit commences to discuss the nature and scope of the audit and reporting obligations of the Company. The Audit Committee held three meetings during the year of 2022.

The Audit Committee meetings are normally attended by the Company's CFO. When meetings concern the routine finance control, the head of the internal audit department and risk management department of the Company also attends the meeting to report on the problems identified during the internal control audits (if any) and recommend methods to alleviate and solve the problems identified. The external auditor is often present on discussion of the audit of financial results and audit planning.

The work performed by the Audit Committee during 2022 included consideration of the following matters:

- the integrity, completeness and accuracy of the 2021 annual and 2022 interim financial statements and reports;
- review of the Company's compliance with statutory and regulatory requirements, developments in accounting standards and the effect on the Company;
- review of the effectiveness of the systems of financial controls, internal audit function, internal control and risk management of the Group;
- review of the financial reporting system of the Group;
- review of the internal control reports submitted by the internal audit department of the Company;
- review of the financial and accounting policies and practices of the Group;

- review of the legal department structure of the Group;
- review of the audit fees payable to external auditor, the nature, scope and timetable of the audit for year 2022;
- review of the external auditor's independence and objectivity and effectiveness of the audit process in accordance with applicable standards; and
- recommendations to the Board, for the approval by Shareholders, the reappointment of Messrs. Ernst & Young as the external auditor, which the Board agreed and accepted.

The Audit Committee has been advised that it may seek independent professional advice at the expense of the Company wherever necessary. The Audit Committee is also supported by the staff of finance department, internal audit department, risk management department and the external auditor.

The Audit Committee recommended to the Board, and the Board agreed and accepted, that subject to Shareholders' approval at the forthcoming AGM, Messrs. Ernst & Young be re-appointed as the Company's external auditor for 2023.

Strategy Committee

The Board established the Strategy Executive Committee on 23 October 2014 with specific written terms of reference, which was subsequently dissolved on 22 September 2017, whereas the Strategy Committee was established on the same date in place of it.

The Board delegated responsibilities to the Strategy Committee for making certain decisions for the management of the Company. In accordance with their terms of reference, members of the Strategy Committee shall be appointed by the Board from amongst the executive Directors only.

As at the date of this annual report, the Strategy Committee comprises three executive Directors, namely, Ms. DU Juan (chairperson), Mr. YAN Xiaolin and Mr. HU Dien Chien.

For details of the Strategy Executive Committee and the Strategy Committee, please refer to the section "Delegation by the Board - Operation" of this Corporate Governance Report on page 60.

The work completed by the Strategy Committee during 2022 included consideration of the following matters:

- approval of any routine matters or matters concerning day-to-day operation of the Group;
- formulating for the Board's review the Group's overall corporate governance policy and investor relation policy;

- implementing the annual business plan, operating and capital expenditure budgets of the Company as approved by the Board; and

- implementing the strategic plans and long-term objectives as approved by the Board.

Corporate Governance Function

The work completed by the Board during 2022 as part of its corporate governance function included the following:

- reviewing the Company's policies and practices on corporate governance;

- reviewing and monitoring the training and continuous professional development of Directors and senior management;

- reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;

- reviewing and monitoring the code of conduct applicable to employees and Directors; and

- reviewing the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Board aims to present a balanced, clear and understandable assessment in annual and interim reports, inside information announcements and other financial disclosures required under the Listing Rules and other regulatory requirements.

The Directors have acknowledged their responsibility for the preparation of the accounts for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period.

The statement by the auditor of the Company regarding its reporting responsibilities on the financial statements of the Group is set out in the "Independent Auditor's Report" on pages 122 to 127.

The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and hence decide that it is appropriate to prepare the financial statements set out on pages 128 to 299 on a going concern basis. The Board is 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 basis on which the Company generates or preserves value over the longer term and the strategy for delivering its objectives are explained in the "Management Discussion and Analysis" set out on pages 16 to 35 of this annual report.

The management of the Company provides the Board with sufficient explanation and information, such as the Group's major business activities and key financial information, to enable the Board to make an informed assessment of the financial information and position of the Company before approval.

The management of the Company also provides all Directors with monthly updates giving them a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties under Rule 3.08 and Chapter 13 of Listing Rules.

Risk Management and Internal Controls

The Board is responsible for overseeing the risk management and internal control systems of the Group on an ongoing basis. The Directors acknowledge their responsibility to establish, maintain and review from time to time the effectiveness of the Group's system of risk management and internal controls. During the year, the Directors, through the Audit Committee, have reviewed the effectiveness of all material aspects of the risk management and internal control system of the Group, including the identification and monitoring of risks, the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit, financial reporting function and those relating to the Company's ESG performance and reporting, and covering all material controls, including financial, operational and compliance controls.

The Company has adopted a set of risk management and internal control mechanisms and processes to identify, evaluate and properly manage significant risks, to safeguard the Group's assets, to ensure proper maintenance of accounting records and reliability of financial reporting, and to ensure compliance with relevant legislation and regulations. Such mechanisms and processes included the review by the senior management of financial budgets, strategic plans and operational reports, regularly reviewing the Group's internal operations and investigating into complaints made internally following guidelines developed internally and implementing disciplinary actions for non-compliance incidents accordingly. Certain executive Directors and senior management have been delegated with respective level of authorities and have specific responsibility for monitoring the performance of business operating units.

The Company has assigned different geographical locations in which the Group carries out its business with different risk profile and set different priorities and coverage for its internal control, risk management and internal audit work to be carried out in these locations, which enhances the cost-effectiveness of the Group's internal control, risk management and internal audit work. The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve its business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness.

Each year, the Audit Committee reviews the findings made by the external auditor in respect of issues encountered by them in preparation of the independent auditor's report, which often cover issues relating to internal control. The Audit Committee also reviews the risk management and internal control report submitted by the Company's internal audit department and risk management department. The Audit Committee then reviews the actions performed or the plans to be carried out by the management in addressing the issues. The issues identified and the corresponding remedial plans and recommendations are then submitted to the Board for consideration.

The Company has established an internal audit and risk management function. The Company's internal audit department and risk management department independently reviews the effectiveness of the internal controls and risk management, including financial, operational and compliance controls, in the key activities of the Group's business. The heads of the Company's internal audit department and risk management department report to the Audit Committee, and submit regular reports for its review in accordance with the approved review and audit mechanisms. The internal audit department submits a detailed report twice a year to the Board for its review and monitors the effectiveness of the system of internal control and risk management of the Group during the year. In case any material internal control defect is discovered, the Board would require reports on the cause of and proposed solution for remedying the defect be submitted by the internal audit department and risk management department and follow up with the defect until it is resolved.

For the year of 2022, no significant control failings, weaknesses, risk or critical internal control issues have been identified.

The Audit Committee has reviewed the effectiveness of the Group's internal control and risk management systems and is of the opinion that the resources for and qualifications of staff of the Company's accounting and financial reporting function are adequate and effective. Based on information furnished to them and on their own observations, the Audit Committee and the Board are satisfied with the adequacy and effectiveness of the internal control and risk management system of the Group.

The Company has procedures and internal controls for the handling and dissemination of inside information, including strictly prohibiting unauthorised use of inside information and communication of sensitive information are made on a "need-to-know" basis only. The Group strives to identify inside information and any information which may potentially constitute inside information at the earliest practicable opportunity, which is then assessed and handed to the Board for decision on the need for disclosure. Further, relevant employees of the Group are subject to black-out period prior to the release of the Company's interim and annual results. Inside information and other information which is required to be disclosed pursuant to the Listing Rules and the SFO will be disclosed in accordance with all applicable requirements in due course. Inside information would be kept strictly confidential until such disclosure.

In accordance with the requirements under the CG Code, the Company has consolidated, codified and adopted a whistleblowing policy and an anti-corruption policy in 2022, so as to promote and support anti-corruption laws and regulations and to encourage employees and those who deal with the Company to raise concerns about possible improprieties in any matter related to the Company. Both policies are made available on the Company's website (http://electronics.tcl.com).

Connected Transactions

The Company is committed to ensuring compliance with regulatory requirements under the Listing Rules, applicable laws and regulations in handling connected transactions. Accordingly, the Company implemented various internal control mechanisms to identify and monitor connected transactions to ensure that connected transactions are conducted under normal commercial terms or on terms that are fair and reasonable and properly disclosed and (if necessary) approved by the independent Shareholders in accordance with the Listing Rules. The relevant connected persons to which the respective connected transactions relate will be required to abstain from voting in the relevant general meetings. Details of the connected transactions of the Company during the year ended 31 December 2022 are set out in the Report of the Directors in this annual report.

Senior Management's Remuneration

For the year ended 31 December 2022, senior management of the Company comprises two individuals. The senior management's remuneration during the year ended 31 December 2022 falls within the following bands:

Remuneration (per annum) (Note)	**Number of Individuals**
HK$3,000,001 to HK$4,000,000	1
HK$14,000,001 to HK$15,000,000	1

Note: The remuneration included salaries, allowances, benefits in kind, discretionary performance related bonuses, long-term incentives and pension scheme contributions.

Auditor's Remuneration

For the year under review, the remuneration for services provided by the auditor is roughly as follows:

Statutory audit services	HK$11,937,000
Non-audit services (which mainly include taxation compliance, agreed upon procedures and advisory services)	HK$9,471,000
Non-audit service in respect of reviewing continuing connected transactions	HK$480,000

COMPANY SECRETARY

The position of joint company secretaries of the Company is held by Mr. HU Dien Chien (an executive Director and the CFO of the Company) and Ms. CHOY Fung Yee (a practising solicitor of Hong Kong who is not an employee of the Company). Mr. HU Dien Chien is also the primary corporate contact person with Ms. CHOY Fung Yee. Information in relation to the performance, financial position and other major developments and affairs of the Group (including but not limited to the management monthly report to the Board) is speedily delivered to Ms. CHOY Fung Yee through the contact person assigned. The joint company secretaries are responsible to the Board and report to the chairperson of the Board from time to time. All Directors have access to the advice and services of the joint company secretaries to ensure that Board procedures, and all applicable laws, rules and regulations are followed.

Each of Mr. HU Dien Chien and Ms. CHOY Fung Yee is required to take no less than 15 hours of relevant professional training during the year 2022. Each of them has fulfilled the requirement during the year under review.

INVESTOR RELATIONS PROGRAMS

Key Investor Relations Events in 2022

Month	Event	Location
January	Participated in online investor conference (organised by Credit Suisse)	N/A
March	Participated in online investor conference (organised by SIG)	N/A
	2021 annual results online presentation (press conference and analyst/investor briefing)	N/A
	Hosted an online non-deal road show (organised by CICC)	N/A
	Hosted an online non-deal road show (organised by Guotai Junan Securities)	N/A
	Participated in online investor conference (organised by Guohai Securities)	N/A
	Participated in online investor conference (organised by Western Securities)	N/A
	Participated in online investor conference (organised by Essence International)	N/A
	Participated in online investor conference (organised by Cathay Securities)	N/A
	Participated in online investor conference (organised by CITIC Securities)	N/A
	Participated in online investor conference (organised by Haitong Securities)	N/A
April	Hosted an online non-deal road show (organised by China Securities)	N/A
May	Participated in online investor conference (organised by Essence International)	N/A
	Participated in online investor conference (organised by Cinda Securities)	N/A
	Participated in online investor conference (organised by Huachuang Securities)	N/A
	Participated in online investor conference (organised by CITIC Securities)	N/A
	Hosted company visit for investors (organised by CICC)	Shenzhen
	Participated in online investor conference (organised by Citi)	N/A
	Hosted an online non-deal road show (organised by CICC)	N/A

Month	Event	Location
June	Participated in online investor conference (organised by CITIC Securities)	N/A
	Participated in online investor conference (organised by Citi)	N/A
	Participated in investor conference (organised by China Securities)	Shenzhen
	Participated in online investor conference (organised by Guotai Junan Securities)	N/A
	Participated in online investor conference (organised by Huaan Securities)	N/A
	Participated in online investor conference (organised by BOC International)	N/A
	Participated in online investor conference (organised by East Asia Securities)	N/A
	Participated in online investor conference (organised by CITIC Securities)	N/A
	Participated in online investor conference (organised by Essence International)	N/A
July	Participated in online investor conference (organised by Topsperity Securities)	N/A
	Participated in online investor conference (organised by Guohai Securities)	N/A
	Participated in online investor conference (organised by TF Securities)	N/A
	Participated in online investor conference (organised by CICC)	N/A
	Hosted company visit for investors (organised by CICC)	Shenzhen
August	2022 Interim results online presentation (press conference and analyst/investor briefing)	N/A
	Hosted a non-deal road show (organised by CICC)	Shenzhen
	Hosted an online non-deal road show (organised by CICC)	N/A
	Hosted an online non-deal road show (organised by Guotai Junan Securities)	N/A
	Participated in online investor conference (organised by BOC International)	N/A
	Hosted an online non-deal road show (organised by CITIC Securities)	N/A
	Hosted an online non-deal road show (organised by China Securities)	N/A
	Participated in online investor conference (organised by Industrial Securities)	N/A
	Participated in online investor conference (organised by LightShed)	N/A
	Participated in online investor conference (organised by Citi)	N/A
	Participated in online investor conference (organised by Cathay Securities)	N/A
September	Participated in online investor conference (organised by China Merchants Securities)	N/A
	Participated in online investor conference (organised by Guohai Securities)	N/A
November	Participated in online investor conference (organised by Western Securities)	N/A
	Participated in online investor conference (organised by Citi)	N/A
	Participated in investor conference (organised by Industrial Securities)	Shanghai
	Participated in investor conference (organised by Kaiyuan Securities)	Shanghai
	Participated in online investor conference (organised by CICC)	N/A
December	Participated in online investor conference (organised by Western Securities)	N/A
	Participated in online investor conference (organised by Haitong Securities)	N/A
	Participated in online investor conference (organised by CITIC Securities)	N/A
	Participated in online investor conference (organised by Guotai Junan Securities)	N/A
	Participated in online investor conference (organised by Essence International)	N/A
	Participated in online investor conference (organised by Guohai Securities)	N/A
	Participated in online investor conference (organised by Cinda Securities)	N/A
	Participated in online investor conference (organised by BOC International)	N/A

Communication with Shareholders and Procedures for Putting Forward Proposals at General Meetings

The Company has formulated and adopted a shareholders' communication policy (as amended from time to time) to ensure the Shareholders are provided with ready, equal and timely access to balanced information about the activities of the Company in order to enable Shareholders to exercise their rights and to engage with the Company in an informed manner. The Board has taken appropriate steps to provide effective communication with Shareholders.

All published corporate information, including all the statutory announcements, annual and interim reports, corporate presentation, press releases and event calendars, is promptly posted on the Company's website at http://electronics.tcl.com. Shareholders may raise enquiries, suggestions or their views on the Company to the Board or management of the Company by sending an email to hk.ir@tcl.com, which will be promptly handled and directed by the Company's dedicated investor relations team. The investor relations department takes a proactive approach to communicate with existing and potential investors, Shareholders and stakeholders in a timely manner by various means including making regular face-to-face meetings and conference calls in order to solicit and understand their views. Shareholders can also send proposals to be put forward at Shareholders' meetings to the Board or senior management by contacting the investor relations department by sending an e-mail to hk.ir@tcl.com, or directly through the questions and answers session at Shareholders' meetings or press conference. Shareholders who wish to move a resolution may also request the Company to convene a general meeting following the procedures set out in the section headed "Shareholders' Rights to Convene an EGM" below.

The general meetings of the Company provide the best opportunity for communication between the Board and the Shareholders. The Company complies with the required notice periods for general meetings under the applicable laws, rules and regulations.

The chairperson of the Board and the respective chairperson of the Remuneration Committee, the Nomination Committee and the Audit Committee or, in their absence, other members of the respective committees and, where applicable, the independent board committee, are available to answer questions at the Shareholders' meetings.

The external auditor of the Company, Messrs. Ernst & Young, also attends the AGM to answer questions about the conduct of the audit, the preparation and content of the independent auditor's report, the accounting policies and auditor independence.

The Board has reviewed its prevailing shareholders' communication policy during the year, and believes that, in light of the multiple channels of communication and engagement in place as stated above, the current shareholders' communication policy of the Company has been properly implemented during 2022 and is effective.

Voting by Poll

The Company states in each relevant corporate communication that the Shareholders shall vote by poll so as to allow the Shareholders to have one vote for every Share held. The chairperson of the meeting would explain the voting procedures and answer any questions from the Shareholders regarding voting by poll in the general meetings. The poll voting results of the general meetings were published on the websites of the Hong Kong Stock Exchange and the Company respectively on the same day when the general meetings were held.

Shareholders' Rights to Convene an EGM

Under article 72 of the Articles, general meetings shall also be convened on the written requisition of any one or more members of the Company 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, in the issued share capital 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 requisitionist(s). If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, provided that any meeting so convened must be a physical meeting at only one location and 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 requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Constitutional Documents

In 2022, in view of the revision of Appendix 3 to the Listing Rules, the Board resolved to amend the then Memorandum and Articles and put forward the proposed amendments for consideration and approval by the Shareholders at the December EGM. The current Memorandum and Articles, which incorporated the proposed amendments, were approved by the Shareholders at the December EGM and adopted with effect from 15 December 2022. The amendments were mainly made to (i) bring the Memorandum and Articles in line with the relevant requirements of the Listing Rules as well as the applicable laws of Cayman Islands; (ii) allow general meetings of the Company to be held in the form of a hybrid meeting or electronic meeting where Shareholders may attend by electronic means in addition to a physical meeting where Shareholders attend in person; and (iii) provide flexibility to the Company in relation to the conduct of general meetings. Other housekeeping and consequential amendments to the Memorandum and Articles were also proposed, including making consequential amendments in connection with the above amendments to the Memorandum and Articles and for clarity and consistency with the other provisions of the Memorandum and Articles where it is considered desirable and to better align the wording with those of the Listing Rules and the applicable laws of the Cayman Islands. For details, please refer to the circular of the Company dated 15 November 2022 and the poll results announcement of the Company dated 15 December 2022.

Save as disclosed above, there was no change to the Company's constitutional documents in 2022.

Conclusion

Going forward, the Company will continue to work diligently to maintain the highest level of corporate transparency possible. Relevant corporate information including annual and interim reports, statutory announcements, corporate presentation and press releases, is disclosed in a timely manner and is available on the Company's website (http://electronics.tcl.com). Enquiries can also be sent to the Board or senior management by contacting the investor relations department via e-mail to hk.ir@tcl.com, or directly through the questions and answers session at Shareholders' meetings or press conference.

HUMAN RESOURCES

In 2022, the Group focused on the theme of "Value Led by Brand with Relative Cost Advantage" and carried out a series of human resource management initiatives to provide direct and effective supports for sustaining the Group's strategy, enhancing its organisational performance and boosting employees' growth.

1. Basic Profile of Human Resources

As at 31 December 2022, the total number of employees was 24,694. The male-to-female ratio was 1.4:1. The distribution was as follows:

Employees by Geographic Region as of 31 December 2022:

Mainland China	20,514
Regions other than Mainland China (including Hong Kong)	4,180

2. Major Accomplishments in Human Resources

In order to support the development strategy of the Group, the Group endeavored to optimise its talent structure and increase the efficiency of its talents continuously, and as such, centering on the theme of "Value Led by Brand with Relative Cost Advantage", a series of proactive measures in strengthening areas such as appraisals and incentives, recruitment of talents, talent nurturing and development were adopted as follows:

In respect of performance appraisals and incentives, the Group continued to optimise its performance management and remuneration and incentives systems in 2022 through a fair, transparent, reasonable and effective appraisal system, with an aim to elevate staff motivation and creativity, promote achievement of corporate business objectives and realise sustainable development. Through implementing bonus schemes based on business lines, the integration of incentives of more rewards for more work for both frontline and back office support were further strengthened. The Group also focused its resources on motivating key projects including sales breakthrough and technological innovation, so as to improve retail capabilities, product competitiveness and technological innovation capabilities to support the long-term sustainable development of the Group. In terms of long-term incentives, the Group developed and implemented a long-term profit-sharing scheme for senior management and key personnel, which had helped achieve the incentive orientation of responsibility-sharing and profit-sharing and strengthened the retention and motivation of outstanding talents.

In 2022, the Group continued to perfect and optimise its performance management system and process with a more impartial and scientific appraisal system, which will surely serve as a strong guarantee for staff occupational development and corporate development.

In terms of talent recruitment, the Group acted on its strategic business plan and the philosophy to excel globally with first-class talents focusing on business development to formulate a talent recruitment strategy that integrates global talents through a diversified, scientific and efficient talents recruitment pipeline, realising the targeted recruitment for key areas in terms of mid-to-high-end breakthrough, global operation and innovative business. In 2022, a total of 2,738 talents were recruited, of whom 618 (22.6%) were from universities, and 2,120 (77.4%) were experienced hire. In 2022, 1,253 talents were recruited for key sectors to augment the organisational capabilities in our four key areas including production, marketing, operation and organisation.

With regard to talent nurturing and development, the Group actively carried out reviews on talents, strengthened the application of talent review results, which involved issuing a manager-related management policy for comprehensive manager management to promote consistently a high-potential talent rotation and build speedily an accreditation system for key post appointment qualifications, which had clarified the career development paths for the staff, initiated talent organising, endeavored to help match the new personnel structure with the Group's strategy and contributed to a high quality development of the Group.

Meanwhile, based on the needs of business development and requirements of the talent pool, the Group launched with effort the "Eagle Program" for high-potential talents and development programs for incumbent talents and professional talents. According to business changes, special breakthrough programs targeting the development of talents working in overseas markets, product, R&D, supply chain and new retail were launched, with an objective to enhance the employees' international perspectives, business philosophy, management skills, customer-oriented thinking and innovation ideas. While meeting the current business needs, the Group also focused on development in the long run.

SOCIAL RESPONSIBILITY

In the past year, the Group continued to attach great importance to social responsibility as previous and contributed to the society with actions including proactively organising and participating in educational support, public charity activities and school-enterprise cooperation.

1. Charitable Funds

1.1 Shenzhen TCL Foundation

The Shenzhen TCL Foundation (the "TCL Foundation") was formally incorporated in June 2012, and was rated an AAAA-grade social organisation of Shenzhen in 2020. Upholding the values of "complying with constitutions, laws and regulations and national policies and practicing core values of socialism" with the objective of "creating educational and growth opportunities for the disadvantaged, seeking community welfare and sustainable environmental development", the TCL Foundation devoted itself constantly to four key undertakings, namely science and technology, education, culture and sports and directed support, in order to construct a complete TCL public welfare eco-system.

The "Home A.I." program distributed nearly 100 sets of "Eagle Story-Telling Machines" to children left behind in rural areas and with no fixed abode; bringing together children from rural schools through "Eagle Story Telling Machine", the "Eagle Story Club" program was put under trial in 34 village schools in 13 provinces across the country with a total of 150 "Eagle Story Boxes" distributed, benefitting more than 11,000 people; integrating AI technology of voice customisation and story and music playing, and supporting users to use recording function for AI-empowered voice synthesis and simulation and listen to stories with the synthesised voice, the "Eagle Listening" Wechat mini program had more than 3,000 users. The "Little Musician+" program was put under trial in 34 village schools from 16 provinces across the country with a total of 150 "Xiaoxue Music Boxes" distributed, covering more than 12,000 students. The TCL Foundation built with donation two TCL public welfare smart classrooms in some urban and rural schools, promoting the information-based education with the power of science and technology. The TCL photovoltaic-sunlight school program donated photovoltaic roof power systems together with their revenue from power generated for 25 years to 4 rural schools to promote the use of clean energy. Under the "TCL Hope Project Candlelight Award Program", a public welfare project set up for teachers in village schools since the establishment of TCL Foundation, approximately 3,000 eminent teachers from over 2,000 village schools had won the award so far. The TCL universities donation system provided funding supports to in-school students, young scholars and scientific research projects in universities, which comprise the "Huameng Scholarship", the "TCL Young Scholar Program" and the "TCL Science and Technology Innovation Fund". The "SUST-TCL Grand Lecture Hall on Innovation and Entrepreneurship" joined hands with Southern University of Science and Technology (SUST) to nurture young science and technology talents. The candlelight public welfare concert named TCL "Salut d'Amour" held by the TCL Foundation delivered love and sincerity through music, and the public welfare creativity contest held for TCL staff also fueled the spread of a public welfare and charity culture among the Group. The TCL Foundation constantly unfolds directed support actions in respect of areas such as dedicated poverty alleviation, rural vitalisation, disaster relief and education assistance, making active contribution to social justice and harmonic development.

In 2022, the expenditure on public welfare undertakings of the TCL Foundation amounted to approximately RMB52,013,000. The TCL Foundation hopes to collaborate with more organisations in the future and work together to promote the development of public welfare industry and social progress.

1.2 *Huameng Charity Foundation*

In 2007, Mr. LI Dongsheng, the founder of TCL, with his wife Ms. WEI Xue established Huameng Fund under the China Youth Development Foundation, and the Huameng Charity Foundation (the "Huameng Foundation") was founded in 2021. Huameng takes the meaning of "Love for China's children", and has always been committed to the support of the Chinese educational development with an aim to give fair educational opportunities. From scholarship funding to the inclusion of professional music courses, the Huameng Foundation has closely followed the national policies of supporting education to gradually enhance and focus on the development of quality education, which features key project including the "Huameng Classroom", the "Music-Dream Crossover" and the "Huameng Scholarship". As of 31 December 2022, the Huameng Foundation has sponsored more than 1,200 students in the past 16 years with an accumulated input in the educational area reaching approximately RMB80,000,000.

The Huameng Classroom had so far sponsored more than 1,200 students who are of impoverished family background but are excellent both in studies and integrity; the "Huameng Alumni Association" had over 500 alumni joined; the "Huameng Summer Camp" had organised activities under its seventh camping session; the "Huameng Classroom" had held the "Graduate Farewell Party" for graduating high-school students; the "Music-Dream Crossover" had sponsored 13 outstanding music students at home and abroad in total, and the "Huameng Scholarship" of South China University of Technology had sponsored 40 award winning students.

1.3 *TCL Electronics Mutual Aid Fund*

The Group is dedicated to building a mutual aid platform internally for caring for employees, poverty alleviation and relieving the distress of employees. To boost the team spirit of "Assistance for Those with Adversities, Mutual Help and Dedication with Love", the sense of humanity and the corporate culture of people-orientation among the employees, the TCL Electronics Mutual Aid Fund, advocated and supported with donation by Dr. TSENG Shieng-chang Carter (an independent non-executive Director) and others, was set up. Established in August 2012, the TCL Electronics Mutual Aid Fund is a self-managed organisation formed by employees under the Group's Union Association and is dedicated to assisting employees or families suffering from serious illness or major disasters. The TCL Electronics Mutual Aid Fund has been rendering assistance to employees who suffered hardship with a total donation amount of approximately RMB60,000 in 2022.

The TCL Electronics Mutual Aid Fund also fulfilled corporate social responsibility externally by sponsoring the student financial support program "Caring for Tomorrow" for nine consecutive years, with the cumulative donation amount of approximately RMB1,320,000 as of 31 December 2022. A number of volunteers would have been designated to participate in the sponsorship activities of "Caring For Tomorrow" in poverty-stricken mountain areas and former revolutionary base regions in Jingxi and Lingyun (of Guangxi Province) and Chengdu (of Sichuan Province), which had to be suspended due to the Covid-19 pandemic, while the TCL-TV laboratory jointly planned and designed by the Group and Shenzhen Shekou Yucai Education Group ("Yucai Group") was put into use in 2020, with the sponsoring amount of approximately RMB200,000 in the sports facilities and activities of Yucai Group in 2022. These activities will continue on an on-going basis, and more new charitable projects will also be included to support more children receiving quality education. In 2022, in order to expand the assistance coverage of the TCL Electronics Mutual Aid Fund, the Fund donated a batch of household appliances and greeting articles to Xili Union for the Disabled and built 5 baby-care rooms with TCL Foundation in TCL International E City, organised a series of events like book donation, step donation, clothes donation, and organised public welfare activities such as street cleaning and gratis blood donating, which had subsidised over 100 disabled persons and over 500 residents in underprivileged mountain regions, with over 200 workplace women in lactation period receiving lactation aids. A total amount of approximately RMB250,000 was donated in 2022.

2. School-enterprise Cooperation

Campus recruitment, which undertakes the important mission of introducing outstanding young talents all over the world, not only is an important program in achieving younger talent structure, but also a strategic program in cultivating next-generation TCL personnel. In 2022, the Group continued to strengthen its strategic cooperation with key universities, by reaching strategic cooperation with 15 leading universities across the country and donating TCL smart educational machines amounting to nearly RMB1,000,000 in aggregate. The Group, aided with cooperation projects in production, studies and research under TCL Holdings, established TCL training bases for university talents with South China University of Technology, Nanjing University, Sichuan University, Hunan University, Central South University, Huazhong University of Science and Technology, Chongqing University, Xidian University and Jilin University for arranging TCL's experts to enter the campus to jointly explore the industry-university-research cooperation in order to promote business development. TCL also established a talent training base for major colleges and universities to further advance the healthy development of school-enterprise relations.

Campus recruitment fairs are held twice annually in spring and autumn, whilst the summer intern program has recruited approximately 1,500 talents, providing a professional development and career platform to all eminent graduates. The Group continues to operate the "Super-A Special Trainee Program" (超A特訓生) in domestic and overseas top universities to orientate towards a future leader reserve program, and select outstanding talents with business minds, development potentials, determination to succeed and leadership aptitudes from universities, providing a driving force to the organisational development.

3. Environmental Protection

The Group strives to achieve environmental sustainability and incorporates its philosophy of corporate social responsibility into daily operations. The Group operates its in-house manufacturing facilities in compliance with all applicable local environmental regulations. The Group strives to protect the environment.

The Group continuously implements a fine-tuned strategy to shoulder its corporate environmental, social and ethical responsibility and improve corporate governance, in order to create greater value for all of the Group's stakeholders including Shareholders, customers and employees as well as the communities where it operates. Further, the Group continues to adhere to a highly responsible attitude toward employees, customers and the environment, in the product manufacturing process from raw materials to finished goods, by strictly regulating and controlling toxic and hazardous substances. Toxic and hazardous substances are prohibited in all aspects of production, packaging, distribution, marketing, etc., and any matter that is harmful to the health of employees and consumer safety and damages natural environment or any matter that has other serious consequences are also prohibited.

The ESG Report of the Company for the year ended 31 December 2022 prepared in accordance with Appendix 27 to the Listing Rules will be published separately pursuant to the requirements under Appendix 27 to the Listing Rules.

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

PRINCIPAL ACTIVITIES

The Group is engaged in display business, innovative business and internet businesses as disclosed in the section headed "Management Discussion and Analysis". The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries of the Company are set out in note 1 to the financial statements. Except for the photovoltaic business which became officially operational in the second quarter of 2022, there was no significant change in the nature of the Group's principal activities during the year ended 31 December 2022.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2022 and the state of affairs of the Company and the Group as at that date are set out in the financial statements on pages 128 to 299.

The Board has proposed a final dividend for the year ended 31 December 2022 of HK12.70 cents in cash per share (31 December 2021: HK16.70 cents) out of the share premium account of the Company.

Subject to (i) Shareholders' approval at the forthcoming AGM to be held on 1 June 2023, Thursday, and (ii) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, and immediately after the final dividends are paid, will be unable to pay its liabilities as they become due in the ordinary course of business, the said final dividend will be payable on or about 4 August 2023, Friday to Shareholders whose names appear on the register of members of the Company on 19 July 2023, Wednesday.

FIVE YEAR FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements and restated/reclassified as appropriate, is set out on page 300. This summary does not form part of the audited financial statements.

RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS

To ascertain the entitlements to attend and vote at the forthcoming AGM, members of the Company must lodge the relevant transfer document(s) and share certificate(s) at the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 25 May 2023, Thursday for registration. Members of the Company whose names are recorded in the register of members of the Company on 25 May 2023, Thursday are entitled to attend and vote at the forthcoming AGM.

The record date for determining the entitlements of the Shareholders to the proposed final dividend is 19 July 2023, Wednesday. In order to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:30 p.m. on 18 July 2023, Tuesday. The Hong Kong register of members of the Company will be closed on 19 July 2023, Wednesday during which no transfer of the Shares may be registered.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2022 is set out in the section headed "Management Discussion and Analysis" on pages 16 to 35 of this annual report. Discussions on non-financial performance including human resources management initiatives, the key relationships with its employees and the Group's environmental policies and performance are disclosed in the section headed "Human Resources and Social Responsibility" of this annual report. Those discussions form part of this Report of the Directors. Key relationships with customers and suppliers are disclosed in the section headed "Major Customers and Suppliers" in this Report of the Directors. Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a review of the business of the Group, discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position, particulars of important events affecting the Group that have occurred since 31 December 2022 and up to the date of this annual report, and an indication of the outlook and future development of the business of the Group, are set out under sections headed "Chairperson's Statement" and "Management Discussion and Analysis" of this annual report. Those discussions also form part of this Report of the Directors.

COMPLIANCE WITH LAWS AND REGULATIONS

In the face of complex and changing internal and external environments and risks, the Group strictly complies with the requirements of various laws and regulations, continuously improves the Group's governance structure, enhances the Group's standard operation level, strengthens the internal control system, and effectively prevents and controls various risks with an aim to ensure the sustainable, stable and healthy development of the Group.

Headquartered in the PRC, the Group is a world-leading consumer electronics company that covers display, innovative and internet businesses. Manufacturing and production is one of the most important parts of the businesses of the Group. The Group has complied with regulations related to production and occupational safety, including but not limited to the Fire Prevention Law of the PRC, the Production Safety Law of the PRC and the Law of the PRC on the Prevention and Control of Occupation Diseases.

The Group maintains the occupational safety of employees mainly by the following methods: weekly inspection of safety production risks including risks of fire, piling up of hazardous materials and electricity; regular disinfection of workplace and arranging professional medical institutions to conduct physical examination for employees; accelerating the automatisation of factories and replacing dangerous operation by machines to prevent employees from being injured.

The Group has also complied with regulations related to production materials and emission, including but not limited to the Environmental Protection Law of the PRC. The Group carries out supervision mainly by the following methods: regular commissioning of professional institutions to implement the indicator(s) which monitor(s) pollution discharge so as to meet the national standard; reasonable storage and isolation of dangerous materials; as well as strict selection of suppliers to source and prioritise materials that meet the EU REACH and ROHS standards.

As at 31 December 2022 and up to the date of this annual report, the Board was not aware of any non-compliance with the relevant laws and regulations that had a significant impact on the Company.

SIGNIFICANT RISKS AND UNCERTAINTIES

Some significant risks and uncertainties affecting the Group are outlined below. They are not exhaustive and there may be other additional risks and uncertainties which are now unknown or immaterial to the Group but could become material in future.

Market Environment

In 2022, under the combined influence of the ongoing Covid-19 pandemic, geopolitical conflicts, energy crisis and persistent global inflation, the trend and pattern of global economic development has undergone significant changes and the economic development of the PRC has also been subject to unprecedented challenges. At the same time, the transformation and upgrading of the domestic economy in the PRC, the restructuring of the global industrial landscape and the increasing demand for digital intelligence from users have brought new development opportunities for the Group’s smart devices and innovative business.

The Group has endeavoured to identify growth opportunities in an increasingly challenging market environment while continuously promoting its development strategy of “Value Led by Brand with Relative Cost Advantage”. The Group has expanded its global presence and focused on the high-quality development of its core display business and internet business. Moreover, it has proactively explored emerging areas of growth, such as new energy, new scenarios and new smart hardware, to expedite the expansion of innovative business and create the Group’s second growth curve.

Raw Materials

Panels are an important raw material to the Group's TV products and hence the Group's business is dependent on the availability and price of panels.

To better control the risk, the Company maintains good relationships with its suppliers (as more specifically discussed in the section headed "Major Customers and Suppliers" below in this Report of the Directors). Further, the Group has been pursuing and will continue to pursue synergies with multiple industries of TCL Holdings Group and TCL Technology Group and leverage the advantages from the long-term relationship with CSOT (which is a major panel supplier in the PRC) of integrated industrial chain in order to become a forerunner in capitalising opportunities arising from the revolution of the industry and to establish an eco-system enterprise based on smart screen. Further, it will consolidate and expand its existing display business while actively diversifying its business to develop communications, commercial display and photovoltaic business through investments, mergers and acquisitions, and restructuring to explore new business growth opportunities. Further discussion in this aspect has been set out under the sections headed "Chairperson's Statement" and "Management Discussion and Analysis" of this annual report.

Technological Developments

The market is rapidly evolving and subject to continuous technological changes. The Group's success will depend on its ability to keep up with the changes in technology. If the Group fails to adapt its products and services to such changes in an effective and timely manner, it could adversely affect its business, financial condition and results of operations.

Therefore, the Group will maintain high-level R&D investment, attach great importance to product innovation and continue adjusting the product mix to develop high-end display technologies, such as Mini LED, QLED and 8K. At the same time, the Group will plan ahead for a deeper layout in the field of intelligent interaction, vigorously explore frontier technologies, such as AI, internet-based big data, 5G and intelligent manufacturing, and further enhance the core technology competitiveness of the Group.

Policy Regulatory Risks

With the continuous expansion of the Group's business at home and abroad, multiple factors such as continuously evolving international trade policies, increasingly stringent regulatory environments in various countries, and changing international political situations have exposed the Group to more severe trade, compliance and political risks (including geopolitical risks), mainly manifested as trade policy risks, export and sanctions compliance risks, supply chain compliance risks, anti-bribery risks, privacy protection, network security and other compliance risks, as well as risks associated with political certainty.

The Group has always been committed to strictly complying with applicable laws and regulations, established relevant management organisations and departments to study and judge laws, regulations and market rules, and set up key compliance management systems within the Group. A wide range of compliance management and control methods, such as emphasis from the management, construction of organisational structure, publication of policies, built-in processes, training and publicity, inspection and auditing, etc., are in place to manage and control related risks in a systematic manner. On one hand, the Group will actively pay attention to changes in relevant laws, regulations and policies, broaden and strengthen the existing compliance management system through political risk prevention and early warning, and improve crisis response capabilities; on the other hand, the strength of global layout will be fully leveraged and production capacity layout and supply chain system will be optimised to mitigate the negative impact of policy regulatory risks on the Group's business.

Financial Risks

Further discussions on the financial risks, including interest rate risk, foreign currency risk, credit risk, liquidity risk, that would affect the business operations of the Group, as well as the potential financial impact and measures undertaken to manage those risk areas are disclosed in note 47 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL, SHARE OPTIONS AND AWARD SCHEME

Details of movements in the Company's share capital (including issue of Shares), share options and Award Scheme during the year, together with the reasons thereof are set out in notes 35 and 36 to the financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or Cayman Law which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

There was no purchase, redemption or sale by the Company, or any of its subsidiaries, of its listed securities during the year ended 31 December 2022.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 48 to the financial statements and the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the Company had an aggregate of HK$4,521,954,000 standing to credit of its share premium account and HK$738,936,000 standing to the credit of its capital reserve account. As the aforesaid capital reserve represents a premium arising on the issue of Shares, the entire amount of HK$738,936,000 standing to the credit of the capital reserve account of the Company will be transferred to the share premium account in compliance with the Articles and Cayman Law. Subject to compliance with the applicable requirements under Cayman Law, the share premium may be applied for payment of dividend by the Company. After the transfer of the capital reserve as aforesaid, the amount which can be utilised for payment of dividend by the Company out of its share premium account would be HK$5,260,890,000.

CHARITABLE CONTRIBUTIONS

During the year ended 31 December 2022, the Group made charitable contributions totaling approximately HK$12,138,000.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases

– the largest supplier	15%
– the five largest suppliers combined	31%

Sales

– the largest customer	11%
– the five largest customers combined	31%

The Group recognises that maintaining good and stable relationship with suppliers, customers and business partners is key for the sustainable development of the Group. The Group also endeavours to maintain reliable business relationships with its major suppliers and customers which have been cooperating with the Group for a long time.

Major customers

The Group's major customers are all from consumer electronics products industry, which is characterised by its cycle of integration and intensified competition. Any loss of or changes in market position of any of these customers may materially and adversely affect the business, financial conditions and operating results of the Group. In light of this, the Group adopts the following strategies to reduce the risks from reliance on one single customer. On the one hand, the Group strengthens the relationship with its existing customers which have made relatively stable contribution to the revenue of the Group. On the other hand, the Group endeavours to expand business and acquire new customers by improving its product mix and integrating its industry chain. Further discussion in this aspect has been set out in the section headed "Management Discussion and Analysis" of this annual report.

The Group's credit terms with its customers including credit period are disclosed in note 23 to the financial statements. Each customer has a credit limit depending on the size and credibility of the customers. The Group also maintains credit insurance for trade receivables from customers.

Major Suppliers

There are numerous suppliers providing materials required for the Group's production and other business operations. The Group adopts multiple sourcing policies and strategic inventory management to ensure sufficient supply of materials for production.

The Group has fully capitalised on its robust brand influence and channel advantages to proactively expand its global layout and accelerate the all-categories smart products to international markets through purchasing air conditioners, refrigerators, and washing machines from TCL Holdings Group, and also takes advantage of the online channel of TCL Holdings Group to enhance its overall distribution scale. Thus, three of the five largest suppliers and one of the five largest customers of the Group are subsidiaries of TCL Holdings. Notwithstanding the respective interests and/or roles of certain Directors in TCL Holdings, in particular, as at 31 December 2022, (i) Ms. DU Juan was also a director and the CEO of TCL Holdings; (ii) Mr. WANG Cheng was also a director of TCL Holdings; (iii) Mr. HU Dien Chien was also the CFO of TCL Holdings; and (iv) Mr. SUN Li was also the CTO of TCL Holdings, as their respective direct or indirect interests in TCL Holdings were insignificant, none of them was considered as having a material interest in those subsidiaries of TCL Holdings.

One of the five largest suppliers of the Group is a subsidiary of TCL Technology, which is a major pannel supplier in the PRC. In particular, as at 31 December 2022, (i) Mr. WANG Cheng was also a director and the COO of TCL Technology; and (ii) Mr. YAN Xiaolin was also the CTO of TCL Technology, as their respective direct or indirect interests in TCL Technology were insignificant, none of them was considered as having a material interest in that subsidiary of TCL Technology.

Save as aforesaid, none of the Directors, their close associates or Shareholders (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 or five largest suppliers.

DIRECTORS

The Directors during the year ended 31 December 2022 and up to the date of this annual report were:

Executive Directors:
Ms. DU Juan
Mr. YAN Xiaolin
Mr. HU Dien Chien

Non-executive Directors:
Mr. WANG Cheng
Mr. SUN Li
Mr. LI Yuhao
Mr. Albert Thomas DA ROSA, Junior (retired on 17 June 2022)

Independent Non-executive Directors:
Dr. TSENG Shieng-chang Carter
Professor WANG Yijiang
Mr. LAU Siu Ki
Mr. Robert Maarten WESTERHOF (retired on 17 June 2022)

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

In accordance with Article 116 of the Articles, at each AGM, not less than one-third of the Directors for the time being shall retire from office by rotation and, under the corporate governance code adopted by the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. All retiring Directors shall be eligible for re-election. Accordingly, Mr. YAN Xiaolin, Mr. HU Dien Chien and Professor WANG Yijiang shall retire from office by rotation at the conclusion of the forthcoming AGM. All of them, being eligible, will offer themselves for re-election at the forthcoming AGM.

REMUNERATION OF DIRECTORS, SENIOR MANAGEMENT AND THE FIVE HIGHEST PAID EMPLOYEES

Particulars of the remuneration of the Directors, senior management and the five highest paid employees (including senior management) during the financial year are set out in notes 8 and 9 to the financial statements, respectively.

EMOLUMENT POLICY AND LONG-TERM INCENTIVE SCHEMES

Please refer to the Corporate Governance Report contained on pages 48 to 83 of this annual report for the Group's emolument policy and long-term incentive schemes, as well as the basis for determining the remuneration payable to the Directors.

PENSION SCHEMES

Particulars of the Group's pension schemes are set out in note 2.4 to the financial statements.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and senior management of the Company are set out on pages 36 to 47 of this annual report.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2022, none of the Directors is interested in any business apart from the Group's business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT AND CONTRACTS

Save as disclosed in the section headed "Connected Transactions" in this Report of the Directors, none of the Directors or their connected entities had a material interest, either directly or indirectly, in any transactions, arrangements and contract of significance to the business of the Group to which the Company, or any of its subsidiaries, holding companies or fellow subsidiaries was a party during the year ended 31 December 2022.

CONTROLLING SHAREHOLDER'S INTERESTS IN SIGNIFICANT CONTRACTS

Save as disclosed in the section headed "Connected Transactions" in this Report of the Directors, no contract of significance was entered into among the Company or any of its subsidiaries and the controlling shareholder of the Company (as defined under the Listing Rules) or any of its subsidiaries during the year ended 31 December 2022.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code were as follows:

Interests in the Company – Long Positions

		Number of ordinary Shares interested or deemed to be interested		Number of underlying Shares interest or deemed to be interested under equity derivatives (Note 2)		
Name of Directors and chief executive	Capacity	Personal interests	Other interests (Note 1)	Personal interests	Total	Approximate percentage of the number of issued Shares (Note 3)
Directors						
DU Juan	Beneficial owner	1,364,075	–	–	1,364,075	0.05%
YAN Xiaolin	Beneficial owner	687,923	2,032,904	654,834	3,375,661	0.14%
WANG Cheng	Beneficial owner	5,231,652	4,409,768	4,693,924	14,335,344	0.57%
SUN Li	Beneficial owner	497,498	1,457,137	–	1,954,635	0.08%
LI Yuhao	Beneficial owner	24,000	–	–	24,000	0.001%
WANG Yijiang	Beneficial owner	44,312	–	116,442	160,754	0.01%
LAU Siu Ki	Beneficial owner	44,778	–	236,301	281,079	0.01%
Chief executive						
ZHANG Shaoyong	Beneficial owner	1,182,991	2,939,845	381,747	4,504,583	0.18%

Notes:

1. These interests are restricted Shares that have been granted to the relevant Directors and/or chief executive under the Award Scheme and were not vested as at 31 December 2022.

2. These equity derivatives were outstanding share options granted to the relevant Directors and/or chief executive of the Company under the Share Option Scheme as at 31 December 2022.

3. The percentages are calculated based on the number of issued Shares as at 31 December 2022, i.e. 2,499,780,203 Shares.

Save as disclosed above, as at 31 December 2022, none of the Directors and/or chief executive of the Company had registered an interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

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

As at 31 December 2022, the interests and short positions of the persons, other than a Director or chief executive of the Company, in the Shares and underlying Shares of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

Long position in Shares

Shareholders	Capacity	Number of Shares held	Approximate percentage of the number of issued Shares (Note 1)
TCL Holdings (Note 2)	Interest of controlled corporation	1,373,956,288 (Note 3)	54.96%
WANG Jingbo	Interest of controlled corporation	348,850,000 (Note 4)	13.96%
ZENG Edward Qiang	Interest of controlled corporation	348,850,000 (Note 4)	13.96%
Noah Holdings Limited	Interest of controlled corporation	348,850,000 (Note 5)	13.96%
Shanghai Noah Investment Management Co., Ltd* (上海諾亞投資管理有限公司)	Interest of controlled corporation	348,850,000 (Note 4)	13.96%

Shareholders	Capacity	Number of Shares held	Approximate percentage of the number of issued Shares (Note 1)
諾亞正行基金銷售有限公司	Interest of controlled corporation	348,850,000 (Note 5)	13.96%
China Bridge Capital Management Co., Ltd* (北京鑫根投資管理有限公司)	Interest of controlled corporation	348,850,000 (Note 4)	13.96%
歌斐創世鑫根併購一號投資基金	Interest of controlled corporation	348,850,000 (Note 4)	13.96%
歌斐創世鑫根併購基金F投資基金	Interest of controlled corporation	348,850,000 (Note 6)	13.96%
Aeon Life Insurance Co. Ltd* (百年人壽保險股份有限公司)	Interest of controlled corporation	348,850,000 (Note 7)	13.96%
Wuhu Gopher Asset Management Co., Ltd* (蕪湖歌斐資產管理有限公司)	Interest of controlled corporation	348,850,000 (Note 4)	13.96%
Leshi Internet Information and Technology Corp., Beijing* (樂視網信息技術(北京)股份有限公司)	Interest of controlled corporation	348,850,000 (Note 4)	13.96%
深圳市樂視鑫根併購基金投資管理企業(有限合夥)	Interest of controlled corporation	348,850,000 (Note 4)	13.96%
深圳市樂視鑫根併購基金投資管理有限公司	Interest of controlled corporation	348,850,000 (Note 4)	13.96%

Notes:

1. The percentage in respect of the interest of the relevant substantial Shareholder was calculated based on the number of Shares and underlying Shares in which such substantial Shareholder was interested as notified to the Company and disclosed on the website of the Hong Kong Stock Exchange against the number of issued Shares as at 31 December 2022, being 2,499,780,203 Shares in issue.

2. As at 31 December 2022, the following Directors were directors/employees of a company who had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

   (a) Ms. DU Juan was also a director and the CEO of TCL Holdings;

   (b) Mr. HU Dien Chien was also the CFO of TCL Holdings;

   (c) Mr. WANG Cheng was also a director of TCL Holdings; and

   (d) Mr. SUN Li was also the CTO of TCL Holdings.

3. As at 31 December 2022, TCL Holdings was deemed to be interested in 1,373,956,288 Shares held by T.C.L. Industries (H.K.).

4. Based on the information set out in the relevant disclosures made by the said substantial Shareholder(s), the 348,850,000 Shares were held by Zeal Limited, a 100% controlled corporation of 深圳市樂視鑫根併購基金投資管理企業(有限合夥), which was in turn indirectly held as to (i) 0.1% by Mr. ZENG Edward Qiang through China Bridge Capital Management Co., Ltd.* (北京鑫根投資管理有限公司); (ii) 60.41% by Ms. WANG Jingbo through Shanghai Noah Investment Management Co., Ltd.* (上海諾亞投資管理有限公司), Wuhu Gopher Asset Management Co., Ltd* (蕪湖歌斐資產管理有限公司) and 歌斐創世鑫根併購一號投資基金. Leshi Internet Information and Technology Corp., Beijing (樂視網信息技術(北京)股份有限公司) was interested or deemed to be interested in the 348,850,000 Shares through corporation controlled by it.

5. Based on the information set out in the relevant disclosures made by the said substantial Shareholder(s), 諾亞正行基金銷售有限公司 was interested or deemed to be interested in the 348,850,000 Shares as a beneficiary of a trust, and Noah Holdings Limited was deemed to be interested in such Shares through its indirect 100% interest in 諾亞正行基金銷售有限公司.

6. Based on the information set out in the relevant disclosures made by the said substantial Shareholder(s), 歌斐創世鑫根併購基金F投資基金 was deemed to be interested in 348,850,000 Shares through its 65.23% indirect interest in 歌斐創世鑫根併購一號投資基金.

7. Based on the information set out in the relevant disclosures made by the said substantial Shareholder(s), Aeon Life Insurance Co. Ltd* (百年人壽保險股份有限公司) was interested or deemed to be interested in the 348,850,000 Shares as a beneficiary of a trust.

Save as disclosed above, as at 31 December 2022, no person, other than the Directors and chief executive of the Company whose interests or short positions are set out in the section “DIRECTORS’ AND CHIEF EXECUTIVE’S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES” above, had notified the Company of an interest or short position in the Shares or underlying Shares that was required to be recorded pursuant to Section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections under the headings "DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES", "SHARE OPTION SCHEMES" and "AWARD SCHEME" in this Report of the Directors, at no time during the year ended 31 December 2022 were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or his/her spouse or children under 18 years of age, or were any such rights exercised by them; nor was the Company, or any of its subsidiaries, holding companies or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEMES

The Company adopted the 2007 Scheme on 15 February 2007 for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. By a Shareholders' resolution passed in the AGM held on 18 May 2016, the 2016 Scheme was adopted and the 2007 Scheme was terminated. As a result, the Company can no longer grant any further options under the 2007 Scheme but all options granted prior to the termination of the 2007 Scheme will remain in full force and effect. For details, please refer to the circular of the Company dated 18 April 2016. The purpose of the 2016 Scheme is to recognise and motivate the contribution of the participants and to provide incentives and help the Group in retaining its existing employees and recruiting additional employees and to provide them with a direct economic interest in attaining the long-term business objectives of the Group.

Eligible participants of the 2007 Scheme include the Directors, including independent non-executive Directors, other employees of the Group, advisers, consultants, agents, contractors, clients or suppliers of any member of the Group or any other person whom the Board in its sole discretion considers may contribute or have contributed to the Group. The eligible participants of the 2016 Scheme is the same as the 2007 Scheme save that under the 2016 Scheme, the definition of "any other person" is refined to employees and officers of any affiliated company (i.e. TCL Technology (being the then ultimate controlling shareholder of the Company), its subsidiaries and companies which, in accordance with the generally accepted accounting principles in the PRC, is recorded as an affiliated companies in the financial statements of TCL Technology, which shall include any company in which TCL Technology is directly or indirectly interested in not less than 20% of its issued share capital). The 2016 Scheme became effective on 18 May 2016 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date until 17 May 2026.

The total number of Shares which may be issued upon exercise of all share options to be granted under the 2016 Scheme of the Company must not in aggregate exceed 10% of the number of Shares in issue on the date of approval of the 2016 Scheme. The 10% limit may be refreshed with the approval by ordinary resolution of the Shareholders. The maximum number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the 2016 Scheme of the Company must not exceed 30% of the number of Shares in issue from time to time. The maximum number of Shares issued or to be issued upon exercise of share options granted to (i.e. the maximum entitlement of) any one participant in a 12-month period shall not exceed 1% (or 0.1% for any substantial Shareholder, independent non-executive Director or any of their respective associates) of the number of issued Shares, unless otherwise approved by the Shareholders in a general meeting of the Company.

Share options granted to a Director, chief executive or substantial Shareholder, or to any of their respective associates are subject to approval in advance by the independent non-executive Directors. In addition, the grant of any share options to a substantial Shareholder or an independent non-executive Director, or to any of their respective associates, in excess of 0.1% of the number of Shares in issue at any time and with an aggregate value (based on the price of the Shares at the date of grant) in excess of HK$5 million, within any 12-month period, are subject to Shareholders' approval in advance in a general meeting of the Company.

The offer of a grant of share options may be accepted upon payment of a non-refundable nominal consideration of HK$1.00, and within the period determined by the Board provided that no such offer shall be open for acceptance after the expiry or termination of the 2016 Scheme by each grantee. The 2016 Scheme does not specify any vesting period or minimum holding period but the Board has the authority to determine the minimum period for which a share option in respect of some or all of the underlying shares of the share options must be held before it can be exercised. The exercise period of the share options granted is determinable by the Directors, and commences on a specified date and ends on a date which is not later than ten years from the date of grant of the relevant share options.

The exercise price of a share option to subscribe for Shares is determinable by the Directors, but may not be less than the highest of (i) the closing price of the Shares on the Hong Kong Stock Exchange on the date of grant; (ii) the average closing price of the Shares on the Hong Kong Stock Exchange for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Shares.

Share options do not confer rights on the holders to receive dividends or to vote at general meetings of the Company.

The Directors have estimated the values of the share options granted, calculated using the binomial option pricing model as at the date of grant of the options. The values of share options calculated using the binomial model are subject to certain fundamental limitations, due to the subjective nature of and uncertainty relating to a number of assumptions of the expected future performance input to the model, and certain inherent limitations of the model itself.

The value of an option varies with different variables of certain subjective assumptions. Any change to the variables used may materially affect the estimation of the fair value of a share option.

Details of the 2016 Scheme and the amendments were set out in the circular of the Company dated 18 April 2016.

At the AGM held on 23 May 2018, an ordinary resolution was passed to refresh the scheme mandate limit under the 2016 Scheme provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of share option under the 2016 Scheme shall not exceed 10% of the number of issued Shares as at the date on which the resolution was passed. For details, please also refer to the circular of the Company dated 20 April 2018.

As at 1 January 2022, the number of Shares that could be issued upon exercise of all share options that could be granted under the then available scheme mandate limit was 233,261,356, which represented approximately 9.41% of the total number of issued Shares as at 1 January 2022. As at 31 December 2022, the number of Shares that could be issued upon exercise of (i) all outstanding share options; and (ii) all share options that could be granted under the then available scheme mandate limit were 39,121,343 and 233,261,356, respectively, which represented approximately 1.56% and 9.33% of the total number of issued Shares as at 31 December 2022, respectively. Assuming all said 39,121,343 outstanding share options were exercised as at 31 December 2022, the total number of Shares as at 31 December 2022 would be 2,538,901,546, and the shareholding of T.C.L. Industries (H.K.) and Zeal Limited would have dropped to approximately 54.12% and 13.74% respectively.

As at 21 April 2023, being the latest practicable date of this annual report, the number of Shares that could be issued upon exercise of (i) all outstanding share options; and (ii) all share options that could be granted under the then available scheme mandate limit were 38,880,977 and 233,261,356, respectively, which represented approximately 1.56% and 9.33% of the total number of issued Shares as at the latest practicable date of this annual report, respectively.

The following share options were outstanding under the share option schemes during the year:

Name or category of participants	Number of share options: At 1 January 2022	Reclassification	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year	At 31 December 2022	Date of grant of share options	Exercise price of share options HK$	Exercise period of share options	Share closing price immediately before the date of grant of share options HK$	Weighted average share closing price immediately before the exercise dates HK$
Directors												
Executive Director												
YAN Xiaolin	153,478	–	–	–	–	(153,478)	–	2-Jun-16	4.3860	Note 1	4.49	N/A
	116,442	–	–	–	–	–	116,442	23-Jan-18	4.1520	Note 3	3.91	N/A
	538,392	–	–	–	–	–	538,392	25-Apr-18	3.5700	Note 4	3.55	N/A
	808,312	–	–	–	–	(153,478)	654,834					
	808,312	**-**	**-**	**-**	**-**	**(153,478)**	**654,834**					
Non-executive Directors												
WANG Cheng	158,282	–	–	–	–	(158,282)	–	2-Jun-16	4.3860	Note 1	4.49	N/A
	291,063	–	–	(290,000)		–	1,063	12-May-17	3.7329	Note 2	3.70	4.16
	4,301,397	–	–	–		–	4,301,397	23-Jan-18	4.1520	Note 3	3.91	N/A
	391,464	–	–	–		–	391,464	25-Apr-18	3.5700	Note 4	3.55	N/A
	5,142,206	–	–	(290,000)	–	(158,282)	4,693,924					
Albert Thomas DA ROSA, Junior*	116,442	(116,442)	–	–	–	–	–	23-Jan-18	4.1520	Note 3	3.91	N/A
	116,442	(116,442)	–	–	–	–	–					
Independent Non-executive Directors												
WANG Yijiang	125,818	–	–	–	–	(125,818)	–	2-Jun-16	4.3860	Note 1	4.49	N/A
	116,442	–	–	–	–	–	116,442	23-Jan-18	4.1520	Note 3	3.91	N/A
	242,260	–	–	–	–	(125,818)	116,442					
LAU Siu Ki	116,442	–	–	–	–	–	116,442	23-Jan-18	4.1520	Note 3	3.91	N/A
	119,859	–	–	–	–	–	119,859	25-Apr-18	3.5700	Note 4	3.55	N/A
	236,301	–	–	–	–	–	236,301					
Robert Maarten WESTERHOF**	116,442	(116,442)	–	–	–	–	–	23-Jan-18	4.1520	Note 3	3.91	N/A
	116,442	(116,442)	–	–	–	–	–					
	5,853,651	**(232,884)**	**-**	**(290,000)**	**-**	**(284,100)**	**5,046,667**					
Chief executive												
ZHANG Shaoyong	381,747	–	–	–	–	–	381,747	23-Jan-18	4.1520	Note 3	3.91	N/A
	381,747	**-**	**-**	**-**	**-**	**-**	**381,747**					
Other employees of the Group#	782,524	–	–	–	–	(782,524)	–	2-Jun-16	4.3860	Note 1	4.49	N/A
	3,202,436	–	–	(1,006,078)	–	(39,115)	2,157,243	12-May-17	3.7329	Note 2	3.70	4.72
	22,111,854	–	–	(1,615,995)	–	(1,930,556)	18,565,303	23-Jan-18	4.1520	Note 3	3.91	5.08
	172,376	–	–	(71,766)	–	–	100,610	25-Apr-18	3.5700	Note 4	3.55	5.06
	26,269,190	**-**	**-**	**(2,693,839)**	**-**	**(2,752,195)**	**20,823,156**					

Name or category of participants	At 1 January 2022	Reclassification	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year	At 31 December 2022	Date of grant of share options	Exercise price of share options HK$	Exercise period of share options	Share closing price immediately before the date of grant of share options HK$	Weighted average share closing price immediately before the exercise dates HK$
	Number of share options											
Employees of TCL Holdings and fellow subsidiaries and associated companies of the Company[#]	961	–	–	–	–	(961)	–	2-Jun-16	4.3860	Note 1	4.49	N/A
	31,764	–	–	–	–	(788)	30,976	12-May-17	3.7329	Note 2	3.70	N/A
	667,200	–	–	(30,000)	–	–	637,200	23-Jan-18	4.1520	Note 3	3.91	5.08
	699,925	**-**	**-**	**(30,000)**	**-**	**(1,749)**	**668,176**					
Others[#]	1,598,736	–	–	–	–	(1,598,736)	–	2-Jun-16	4.3860	Note 1	4.49	N/A
	220,083	–	–	(22,302)	–	–	197,781	12-May-17	3.7329	Note 2	3.70	4.72
	7,766,238	232,884	–	(975,583)	–	(142,971)	6,880,568	23-Jan-18	4.1520	Note 3	3.91	5.08
	4,977,919	–	–	(311,641)	–	(197,864)	4,468,414	25-Apr-18	3.5700	Note 4	3.55	5.06
	14,562,976	**232,884**	**-**	**(1,309,526)**	**-**	**(1,939,571)**	**11,546,763**					
	48,575,801	**-**	**-**	**(4,323,365)**	**-**	**(5,131,093)**	**39,121,343**					

Note 1 For share options granted to grantees in their capacity as employees of the Group, approximately 13% of such share options are exercisable commencing from 9 January 2017, a further approximately 43% are exercisable commencing from 9 January 2018, and the remaining approximately 44% are exercisable commencing from 9 January 2019, up to 1 June 2022.

For share options granted to grantees in their capacity as employees of TCL Technology Group (excluding the Group), approximately one-third of such share options are exercisable commencing from 31 December 2016, a further approximately one-third are exercisable commencing from 31 December 2017, and the remaining approximately one-third are exercisable commencing from 31 December 2018, up to 1 June 2022.

Note 2 Approximately 21% of such share options are exercisable commencing from 9 January 2018, and the remaining approximately 79% are exercisable commencing from 9 January 2019, up to 11 May 2023.

Note 3 Approximately one-sixth of such share options are exercisable commencing from 18 May 2019, approximately one-sixth from 9 January 2020, approximately one-sixth from 18 May 2020, approximately one-sixth from 9 January 2021, a further approximately one-sixth are exercisable commencing from 18 May 2021, and the remaining approximately one-sixth are exercisable commencing from 9 January 2022, up to 22 January 2024.

Note 4 For share options granted to grantees in their capacity as employees of the Group, all of such share options are exercisable commencing from 9 January 2019, up to 24 April 2024.

For share options granted to grantees in their capacity as employees of TCL Technology Group (excluding the Group), approximately one-third of such share options are exercisable commencing from 15 June 2018, a further approximately one-third are exercisable commencing from 15 June 2019, and the remaining approximately one-third are exercisable commencing from 15 June 2020, up to 24 April 2024.

* Mr. Albert Thomas DA ROSA, Junior retired as a non-executive Director with effect from 17 June 2022.

** Mr. Robert Maarten WESTERHOF retired as an independent non-executive Director with effect from 17 June 2022.

[#] The outstanding share options were granted under the 2016 Scheme for a wide scope of participants covering any person who is or was (i) an employee, adviser, consultant, agent, contractor, client or supplier of any member of the Group or (ii) an employee or officer of any affiliated company whom the Board in its sole discretion considers may contribute or have contributed to the Group, whereas affiliated company refers to the then holding company of the Company (TCL Technology), subsidiary of such holding company and companies which, in accordance with the generally accepted accounting principles in the PRC, are recorded as affiliated companies in the financial statements of such holding company.

To comply with the disclosure requirements under the new Rule 17.07 of the Listing Rules which have come into effect on 1 January 2023, information in the above table are presented in the manner that grantees have been re-categorised, with reference to their capacity as at 31 December 2022, into (i) employee participants; (ii) related entity participants; and (iii) service providers by category. In this connection, (i) other employees of the Group are employees of the Group other than Directors and chief executives; (ii) employees of TCL Holdings, fellow subsidiaries and associated companies of the Company correspond to the related entity participants within the meaning of the new Chapter 17; and (iii) others are participants which do not fall into the definition of employee participants, related entity participants or service providers under the new Chapter 17 of the Listing Rules, who are employees of the then affiliated companies of the Company which however do not fall within the definition of related entity participants under the new Chapter 17.

AWARD SCHEME

The Company adopted the Award Scheme on 6 February 2008 and, unless otherwise cancelled or amended, will remain in force for 15 years from that date until 5 February 2023. The purposes of the Award Scheme are to recognise and motivate the contribution of certain participants and to provide incentives and help the Group in retaining its existing employees and recruiting suitable personnel as additional employees to further the operation and development of the Group and to provide them with a direct economic interest in attaining the long-term business objectives of the Group. Eligible participants of the Award Scheme include employees of the Group (including but not limited to directors, chief executives and supervisors), advisers, consultants, agents, contractors, clients or suppliers of any member of the Group, and any employees or officer of any affiliated company (i.e. TCL Technology (being the then ultimate controlling shareholder of the Company), its subsidiaries and companies which, in accordance with the generally accepted accounting principles in the PRC, is recorded as an affiliated companies in the financial statements of TCL Technology, which shall include any company in which TCL Technology is directly or indirectly interested in not less than 20% of its issued share capital) who has a managerial role in the affiliated company, whom the Board in its sole discretion considers may contribute or have contributed to the Group.

By a Shareholders' resolution passed in the EGM held on 11 August 2015, the Award Scheme was amended. Details of the Award Scheme and the amendments were set out in the Company's announcements dated 6 February 2008 and 25 June 2015 respectively and the circulars dated 19 March 2008 and 27 July 2015 respectively. On 13 June 2016, the Board further resolved to amend the Award Scheme to allow the Board, at its sole and absolute discretion, to accelerate the vesting of awarded Shares and/or waive and/or alter any or all of the vesting conditions attached to the awarded Shares. On 24 November 2017, the Board resolved to, among others, divide the Award Scheme into two sub-schemes, namely the Restricted Share Award Scheme for Management and the Restricted Share Award Scheme for Employees and Others respectively for the said two groups of participants for better management and administration ("2017 Amendments").

On 4 May 2018, the Board further resolved to, among others, introduce a refreshment mechanism that allowed for refreshment of the scheme limit subject to fulfilment of certain conditions, as well as an annual specific mandate be granted to the Directors, subject to Shareholders' approval, to allot and issue new Shares under the Award Scheme for not exceeding 3% of the number of Shares in issue as at the date on which the resolution was passed, and make other consequential amendments to the Award Scheme (collectively "2018 Amendments"). For further details of the 2017 Amendments and the 2018 Amendments, please refer to the circular of the Company dated 7 May 2018. On 23 May 2018, ordinary resolutions were passed by the Shareholders to approve, among others, the amended Award Scheme with the 2018 Amendments incorporated.

Unless specifically approved by the Shareholders, the maximum number of Shares which may be awarded to (i.e. the maximum entitlement of) any participant in any 12-month period under the Award Scheme shall not exceed 1% of the number of issued Shares as at 11 August 2015 or the latest date on which the Board approved the refreshment of scheme limit ("New Approval Date") (as the case may be), excluding all the Shares awarded under the Award Scheme up to 11 August 2015 or the latest New Approval Date (as the case may be). The Award Scheme does not specify any vesting period. The Board has the authority to determine, among other things, the vesting conditions, the vesting period and schedule, the number and form of awarded Shares, the terms and conditions for each grant awarded Shares, and the period for acceptance of grant. In general, no amount is payable on acceptance of grant of awarded Shares under the Award Scheme. The Trustee of the Award Scheme shall purchase Shares from the market for grant of awarded Shares at prevailing market price.

On 18 May 2021, the Company granted (i) a total of 42,054,488 awarded Shares being new Shares under the specific mandate approved by the Shareholders at the AGM of the Company held on 2 June 2020 for issuance and allotment of new Shares pursuant to the Award Scheme ("2021 New Shares Grant"); and (ii) a total of 72,417,732 awarded Shares being existing shares pursuant to the terms of the Award Scheme. For details, please refer to the announcement of the Company dated 19 May 2021. On 27 April 2022, the Company allotted and issued 15,497,430 ordinary Shares pursuant to awards granted in the form of new Shares on 18 May 2021 under the Award Scheme.

As at 1 January 2022 and 31 December 2022, the maximum number of awarded Shares (whether in the form of new Shares or existing Shares) available for grant under the Award Scheme (i.e. the scheme limit) were both 118,757,710 (representing approximately 4.79% and 4.75% of the total number of issued Shares as at 1 January and 31 December 2022, respectively). As at 1 January 2022, the number of new Shares which could be issued under the then specific mandate was 74,102,002 (representing approximately 2.99% of the total number of issued Shares as at 1 January 2022).

The current specific mandate for the issuance and allotment of new Shares pursuant to the Award Scheme was approved by the Shareholders at the AGM held on 17 June 2022. As at 17 June 2022, the total number of issued Shares was 2,495,495,667 and the maximum number of new Shares which could be issued under the said specific mandate as approved was therefore 74,864,870. No Shares had been awarded under the said specific mandate up to 31 December 2022. Accordingly, as at 31 December 2022, an aggregate of 74,864,870 Shares can be issued under the Award Scheme (representing approximately 2.99% of the total number of issued Shares as at 31 December 2022). The said specific mandate has expired upon the expiration of the Award Scheme on 5 February 2023. Accordingly, as at the date of this annual report, save for those new Shares to be issued and allotted upon vesting pursuant to the terms of the 2021 New Shares Grant which was made under the specific mandate approved by the Shareholders at the AGM of the Company held on 2 June 2020, no new Shares are available for issue under the Award Scheme.

The Company has appointed the Trustee for the administration of the Award Scheme. To the knowledge and belief of the Company, the Trustee is an independent third party to the Company. No one, including the Trustee, may exercise any voting rights in respect of the awarded Shares held by the Trustee. During the year ended 31 December 2022, the Trustee acquired 16,827,000 Shares from market for future vesting purpose.

The trust for management and the trust for employees and other details are set out in note 36 to the financial statements.

The following awarded Shares were outstanding during the year:

Name or category of participants	Number of awarded Shares							Date of grant of awarded Shares	Share closing price on the date of grant of awarded Shares HK$	Vesting period of awarded Shares	Share closing price immediately before the date of grant of awarded Shares HK$	Weighted average share closing price immediately before the vesting dates HK$
	At 1 January 2022	Reclassification	Granted during the year	Vested during the year#	Cancelled during the year	Lapsed during the year	At 31 December 2022					
Directors												
Executive Director												
YAN Xiaolin	7,463	–	–	(7,463)	–	–	–	23-Jan-18	4.02	Note 1	3.91	4.08
	3,388,174	–	–	(1,355,270)	–	–	2,032,904	18-May-21	5.21	Note 2	5.16	3.65
	3,395,637	–	–	(1,362,733)	–	–	2,032,904					
	3,395,637	**–**	**–**	**(1,362,733)**	**–**	**–**	**2,032,904**					
Non-executive Directors												
WANG Cheng	275,677	–	–	(275,677)	–	–	–	23-Jan-18	4.02	Note 1	3.91	4.08
	7,349,613	–	–	(2,939,845)	–	–	4,409,768	18-May-21	5.21	Note 2	5.16	3.65
	7,625,290	–	–	(3,215,522)	–	–	4,409,768					
SUN Li	2,428,562	–	–	(971,425)	–	–	1,457,137	18-May-21	5.21	Note 2	5.16	3.65
	2,428,562	–	–	(971,425)	–	–	1,457,137					
Albert Thomas DA ROSA, Junior*	7,463	–	–	(7,463)	–	–	–	23-Jan-18	4.02	Note 1	3.91	4.08
	7,463	–	–	(7,463)	–	–	–					
Independent Non-executive Directors												
WANG Yijiang	7,463	–	–	(7,463)	–	–	–	23-Jan-18	4.02	Note 1	3.91	4.08
	7,463	–	–	(7,463)	–	–	–					
LAU Siu Ki	7,463	–	–	(7,463)	–	–	–	23-Jan-18	4.02	Note 1	3.91	4.08
	7,463	–	–	(7,463)	–	–	–					
Robert Maarten WESTERHOF**	7,463	–	–	(7,463)	–	–	–	23-Jan-18	4.02	Note 1	3.91	4.08
	7,463	–	–	(7,463)	–	–	–					
	10,083,704	**–**	**–**	**(4,216,799)**	**–**	**–**	**5,866,905**					

Name or category of participants	Number of awarded Shares: At 1 January 2022	Reclassification	Granted during the year	Vested during the year#	Cancelled during the year	Lapsed during the year	At 31 December 2022	Date of grant of awarded Shares	Share closing price on the date of grant of awarded Shares HK$	Vesting period of awarded Shares	Share closing price immediately before the date of grant of awarded Shares HK$	Weighted average share closing price immediately before the vesting dates HK$
Chief executive												
ZHANG Shaoyong	73,514	–	–	(73,514)	–	–	–	23-Jan-18	4.02	Note 1	3.91	4.08
	4,899,742	–	–	(1,959,897)	–	–	2,939,845	18-May-21	5.21	Note 2	5.16	3.65
	4,973,256	**-**	**-**	**(2,033,411)**	**-**	**-**	**2,939,845**					
Other employees of the Group	2,524,818	–	–	(2,524,818)	–	–	–	23-Jan-18	4.02	Note 1	3.91	4.08
	79,373,404	–	–	(27,949,050)	–	(27,003)	51,397,351	18-May-21	5.21	Note 2	5.16	3.65
	81,898,222	**-**	**-**	**(30,473,868)**	**-**	**(27,003)**	**51,397,351**					
Employees of TCL Holdings and fellow subsidiaries and associated companies of the Company	67,543	–	–	(67,543)	–	–	–	23-Jan-18	4.02	Note 1	3.91	4.08
	2,598,954	–	–	(924,352)	–	–	1,674,602	18-May-21	5.21	Note 2	5.16	3.65
	2,666,497	**-**	**-**	**(991,895)**	**-**	**-**	**1,674,602**					
Others	803,054			(803,054)			–	23-Jan-18	4.02	Note 1	3.91	4.08
	13,565,971			(5,426,389)			8,139,582	18-May-21	5.21	Note 2	5.16	3.65
	14,369,025	**-**	**-**	**(6,229,443)**	**-**	**-**	**8,139,582**					
	117,386,341	**-**	**-**	**(45,308,149)**	**-**	**(27,003)**	**72,051,189**					

Note 1 Approximately one-sixth of such awarded Shares were vested on 18 May 2019, approximately one-sixth were vested on 9 January 2020, approximately one-sixth were vested on 18 May 2020, approximately one-sixth were vested on 9 January 2021, a further approximately one-sixth were vested on 18 May 2021 and the remaining approximately one-sixth were vested on 9 January 2022.

Note 2 For awarded Shares granted in view of the achievement of performance targets for 2017 to 2020, approximately 40% of such awarded Shares were vested on 20 June 2022, a further approximately 30% are scheduled to be vested on 20 June 2023, and the remaining approximately 30% are scheduled to be vested on 20 June 2024. For awarded Shares granted in view of the achievement of performance targets for 2021, approximately 40% of such awarded Shares are scheduled to be vested on 20 June 2023, a further approximately 30% are scheduled to be vested on 20 June 2024, and the remaining approximately 30% are scheduled to be vested on 20 June 2025. For details, please refer to the announcement of the Company dated 19 May 2021.

Note 3 The purchase price (being the price payable by a grantee to purchase the awarded Shares) of all awarded Shares disclosed in the above table is nil.

* Mr. Albert Thomas DA ROSA, Junior retired as a non-executive Director with effect from 17 June 2022.

** Mr. Robert Maarten WESTERHOF retired as an independent non-executive Director with effect from 17 June 2022.

\# The awarded Shares vested during the year set out in the above table represent the awarded Shares underlying such awards of which the relevant vesting conditions have been fulfilled, i.e. such awarded Shares which the grantees are entitled to vest upon them, during the year in accordance with the vesting schedule. Yet, under the rules of the Award Scheme, out of the aforesaid awarded Shares, certain awarded Shares may be deducted by the Company for paying relevant withholding tax for and on behalf of the relevant grantee, if any and where applicable, and accordingly, the final number of awarded Shares, net of tax (if any), actually vested upon and received by a particular grantee during the year may be less than the figures shown in this column.

During the year ended 31 December 2022, the Company has not granted any share options under the Share Option Scheme or awarded Shares under the Award Scheme. As disclosed above, as at 1 January 2022, an aggregate of 48,575,801 share options of the Company and 41,186,688 awarded Shares (being granted in the form of new Shares) were outstanding/unvested and hence in 2022, an aggregate of 89,762,489 Shares may be issued out of the aforesaid outstanding/unvested share options and awarded Shares (being granted in the form of new Shares) granted under the Share Option Scheme and Award Scheme of the Company (representing approximately 3.72% of the weighted average number of Shares in issue for the year ended 31 December 2022).

During the year ended 31 December 2022, a total of 19,820,795 Shares were issued, 4,323,365 of which were issued to option holders who exercised their share options granted under the Share Option Scheme, whilst 15,497,430 of which were issued as awarded Shares under 2021 New Shares Grant pursuant to the Award Scheme.

CONNECTED TRANSACTIONS

During the year, the Group entered into a number of connected transactions and continuing connected transactions with its connected persons including (i) TCL Holdings (being the ultimate controlling shareholder of the Company), its subsidiaries and its associates (as defined in the Listing Rules) and (ii) Tencent Holdings Limited (a connected person at the subsidiary level as one of Tencent Holdings Limited's wholly-owned subsidiaries held approximately 16.67% of Falcon Network Technology as at 31 December 2022) and its subsidiaries (collectively "Tencent Group").

The Group entered into the following connected transaction (other than connected transactions that are exempted under Rule 14A.73 of the Listing Rules) during the year ended 31 December 2022:

(a) On 13 May 2022 (after trading hours), TCL Electronics (Huizhou), an indirect subsidiary of the Company, entered into an acquisition agreement with T.C.L. Industries (H.K.), pursuant to which T.C.L. Industries (H.K.) conditionally agreed to sell, and TCL Electronics (Huizhou) conditionally agreed to acquire, 100% of the equity interest in and of TCL Digital Technology (Shenzhen) at the cash consideration of approximately RMB116,031,000 (equivalent to approximately HK$136,731,000). The transaction was completed in May 2022. For details, please refer to the announcement of the Company dated 13 May 2022.

The Group carried out the following continuing connected transactions (other than continuing connected transactions that are fully exempted under Rule 14A.73 of the Listing Rules) during the year ended 31 December 2022:

(a) Pursuant to the Internet TV Cooperation Agreement dated 7 March 2017 (as supplemented and/or amended from time to time) entered into between the Company and Tencent Computer, the Group (i) paid service fees to Tencent Computer for video-on-demand online services provided to the Group amounting to HK$303,623,000; (ii) procured resources on Tencent platform from Tencent Computer amounting to HK$1,709,000; (iii) received TV commercials income from Tencent Computer amounting to HK$72,761,000; (iv) received online membership income from Tencent Computer amounting to HK$15,041,000; and (v) received value-added services income from Tencent Computer amounting to HK$19,642,000 during the year. Further details of the Internet TV Cooperation Agreement are set out in the announcement of the Company dated 22 June 2020.

(b) Pursuant to the Master Sale and Purchase (2022-2024) Agreement dated 11 November 2021 entered into between the Company and TCL Holdings, the Group (i) purchased TCL Associates Products (as defined in the announcement of the Company dated 11 November 2021) from TCL Holdings and its various associates amounting to HK$6,374,601,000; and (ii) sold Electronics Products (as defined in the announcement of the Company dated 11 November 2021) to TCL Holdings and its various associates amounting to HK$8,265,125,000 during the year. Further details of the Master Sale and Purchase (2022-2024) Agreement are set out in the announcement of the Company dated 11 November 2021 and the circular of the Company dated 22 November 2021.

(c) Pursuant to the Master Services (2022-2024) Agreement dated 11 November 2021 entered into between the Company and TCL Holdings, the Group (i) paid service fees to TCL Holdings and its various associates amounting to HK$1,052,036,000; and (ii) received service fees from TCL Holdings and its various associates amounting to HK$162,374,000 during the year. Further details of the Master Services (2022-2024) Agreement are set out in the announcement of the Company dated 11 November 2021 and the circular of the Company dated 22 November 2021.

(d) Pursuant to the Master Brand Promotion (2022-2024) Agreement dated 11 November 2021 entered into between the Company and TCL Holdings, the Group shall pay brand promotion fees to TCL Holdings for setting up and/or maintaining promotion fund(s) for advertisement, promotion, management and maintenance of TCL Brand (as defined in the announcement of the Company dated 11 November 2021) and/or TCL Holdings Brand (as defined in the announcement of the Company dated 11 November 2021). During the year, the Group paid brand promotion fee to TCL Holdings amounting to HK$387,433,000. Further details of the Master Brand Promotion (2022-2024) Agreement are set out in the announcement of the Company dated 11 November 2021 and the circular of the Company dated 22 November 2021.

(e) Pursuant to the Master Financial (2022-2024) Agreement dated 11 November 2021 entered into among the Company, TCL Holdings and Finance Company (HK) (a subsidiary of TCL Holdings), (i) the maximum outstanding daily balances of deposits (including interest receivables in respect of these deposits and deposits as security) placed by TCL Electronics Qualified Members (as defined in the announcement of the Company dated 11 November 2021) with Finance Company (HK) and/or TCL Holdings Financial Services Associates (as defined in the announcement of the Company dated 11 November 2021) amounted to HK$2,252,750,000; (ii) the maximum daily balances of outstanding loans (including interest receivables in respect of those loans) provided by the Group to the Qualified Holdings Group (as defined in the announcement of the Company dated 11 November 2021) amounted to HK$4,120,737,000; (iii) the facility limit (including interest and handling fees) provided by TCL Holdings Financial Services Associates to TCL Electronics Qualified Members amounted to HK$178,291,000; (iv) the maximum daily balance of value of security provided by TCL Electronics Qualified Members to TCL Holdings Financial Services Associates for Financing Services (as defined in the announcement dated 11 November 2021) amounted to HK$178,291,000; and (v) foreign exchange transactions entered into between the Group and Finance Company (HK) and/or TCL Holdings Financial Services Associates amounted to HK$5,559,207,000 during the year. Further details of the Master Financial (2022-2024) Agreement are set out in the announcement of the Company dated 11 November 2021 and the circular of the Company dated 22 November 2021.

(f) Pursuant to the Master Rental (2022-2024) Agreement dated 11 November 2021 entered into between the Company and TCL Holdings, during the year, (i) the Group received rental/license income from TCL Holdings and its associates amounting to HK$11,857,000; (ii) the Group paid rental/license cost to TCL Holdings and its associates amounting to HK$11,662,000; and (iii) the total maximum value of the right-of-use assets for TCL Holdings and its associates leased to the Group amounted to HK$111,716,000. Further details of the Master Rental (2022-2024) Agreement are set out in the announcement of the Company dated 11 November 2021.

(g) Pursuant to the Master Finance Lease (2022) Agreement dated 16 May 2022 entered into among the Company, TCL Holdings and TCL Finance Lease (Zhuhai) (a subsidiary of TCL Holdings), and in aggregate with the Pilot Scheme (as defined in the announcement of the Company dated 16 May 2022), during the period from 1 January 2022 to 28 September 2022, (i) the Group had entered into individual agreements for sale of leased assets to TCL Holdings and its associates for contractual sum of HK$401,424,000 receivable pending completion of the transactions, out of which HK$48,300,000 was received for transactions completed during the said period; (ii) the Group did not have aggregate actual amount paid under the guarantee arrangement; and (iii) the maximum outstanding balance of security deposits paid by the Group to TCL Holdings and its associates amounted to HK$3,096,000. Further details of the Master Finance Lease (2022) Agreement are set out in the announcement of the Company dated 16 May 2022.

(h) Pursuant to the Master Photovoltaic Power Construction Services (2022) Agreement dated 16 May 2022 entered into between the Company and TCL Holdings, during the period from 16 May 2022 to 28 September 2022, the Group (i) received construction services income from TCL Holdings and its various associates amounting to HK$36,617,000; and (ii) received operation and maintenance services income from TCL Holdings and its various associates amounting to HK$190,000. Further details of the Master Photovoltaic Power Construction Services (2022) Agreement are set out in the announcement of the Company dated 16 May 2022.

(i) Pursuant to the Master Finance Lease (2022-2024) Agreement dated 26 August 2022 entered into among the Company, TCL Holdings and TCL Finance Lease (Zhuhai) (a subsidiary of TCL Holdings), and in aggregate with the Pilot Scheme (as defined in the announcement of the Company dated 16 May 2022) and the Master Finance Lease (2022) Agreement dated 16 May 2022, (i) the Group had during the financial year ended 31 December 2022 entered into individual agreements for sale of leased assets to TCL Holdings and its associates for contractual sum of HK$460,872,000 receivable pending completion of the transactions, out of which HK$178,857,000 was received for transactions completed during the said financial year; (ii) the Group did not have aggregate actual amount paid under the guarantee arrangement; and (iii) the maximum outstanding balance of security deposits paid by the Group to TCL Holdings and its associates amounted to HK$13,770,000 during the year. Further details of the Master Finance Lease (2022-2024) Agreement are set out in the announcement of the Company dated 26 August 2022 and the circular of the Company dated 8 September 2022.

(j) Pursuant to the Master Photovoltaic Power Construction Services (2022-2024) Agreement dated 26 August 2022 entered into between the Company and TCL Holdings, the Group (i) received construction services income from TCL Holdings and its various associates amounting to HK105,465,000; and (ii) received operation and maintenance services income from TCL Holdings and its various associates amounting to HK$331,000 during the year. Further details of the Master Photovoltaic Power Construction Services (2022-2024) Agreement are set out in the announcement of the Company dated 26 August 2022 and the circular of the Company dated 8 September 2022.

(k) Pursuant to the Internet TV Cooperation (2022-2024) Framework Agreement dated 28 October 2022 entered into between the Company and Tencent Computer, during the financial year ended 31 December 2022, the Group (i) received aggregate income from Tencent Computer amounting to HK$71,504,000; and (ii) paid aggregate fees to Tencent Computer amounting to HK$374,786,000. Further details of the Internet TV Cooperation (2022-2024) Framework Agreement are set out in the announcement of the Company dated 28 October 2022.

(l) Pursuant to the Exclusive Business Cooperation Agreement dated 23 July 2019 (as supplemented and amended from time to time) entered into between Falcon Network Technology and the OPCO, the OPCO Group (as defined in page 117 of this annual report) shall engage Falcon Network Technology on an exclusive basis to provide business support, technical services, consulting services and other services, including but not limited to technical services, network support, business consultation, intellectual property licensing, leasing of equipment, market consultation, system integration, product research and development, system maintenance and other related services from time to time in accordance with the PRC Laws. The OPCO Group shall pay, on a quarterly basis, to Falcon Network Technology a service fee that is set by Falcon Network Technology and stated in the invoice issued by Falcon Network Technology to the OPCO Group having taking into account the workload and commercial value of the services provided by Falcon Network Technology to the OPCO Group, and the service fee shall be equivalent to all profits generated by the OPCO Group, after deducting relevant costs, expenses and taxes , and subject to adjustment by Falcon Network Technology. The Group received service fee amounting to HK$349,809,000 from the OPCO Group during the year ended 31 December 2022. After deducting all costs and expenses including the aforesaid service fee paid, the net profit of OPCO and the OPCO Group for the year ended 31 December 2022 amounted to HK$21,579,000 and HK$17,340,000 respectively, and such profit has been retained in the OPCO Group to facilitate its future development. No dividends or other distributions have been made by the OPCO Group to the PRC Equity Owners which are not otherwise subsequently assigned or transferred to the Group. Further details of the Exclusive Business Cooperation Agreement are set out in the VIE Announcement and the section “VIE Structure” below.

The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

All the related parties transactions set out in note 45 to the financial statements (except for the transactions with joint ventures and associates of the Group, addition of right-of-use assets, deprecation of right-of-use assets, interest expense on lease liabilities and transactions with TCL Technology and/or companies controlled by TCL Technology included in note 45 to the financial statements) constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules, and the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

The independent non-executive Directors have reviewed that the above-mentioned continuing connected transactions, and confirmed that such continuing connected transactions were entered into: (i) in the ordinary and usual course of the Group's business; (ii) on normal commercial terms or better; and (iii) in accordance with the terms of the respective agreements governing such transactions on terms that were fair and reasonable and in the interests of the Shareholders as a whole.

The Company's auditor, Messrs. Ernst & Young, was engaged to report on the Group's 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 Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules issued by the Hong Kong Institute of Certified Public Accountants. Messrs. Ernst & Young have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditors' letter has been provided by the Company to the Hong Kong Stock Exchange. Messrs. Ernst & Young have confirmed in the letter to the Board that, with respect to the aforesaid continuing connected transactions carried out during the year ended 31 December 2022, (i) nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have not been approved by the Board; (ii) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that the continuing connected transactions were not, in all material respects, in accordance with the pricing policies of the Group; (iii) nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and (iv) nothing has come to their attention that causes them to believe that such continuing connected transactions have exceeded the annual caps as set by the Company.

VIE Structure

Reference is made to the VIE Announcement. Unless otherwise defined, all capitalised terms and abbreviations under this section shall have the same meanings as those defined in the VIE Announcement.

On 23 July 2019, Falcon Network Technology entered into the VIE Agreements with the OPCO and/or the PRC Equity Owners and/or their spouses. Through the VIE Agreements, Falcon Network Technology has effective control over the finance and operation of the OPCO and enjoys the entire economic interests and benefits generated by the OPCO. Upon the entering into of the VIE Agreements, the financial results of the OPCO have been consolidated into the consolidated financial statements of the Group and the OPCO has become an indirect subsidiary of the Company. The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver pursuant to Rule 14A.102 of the Listing Rules from (i) setting a fixed term for each of the VIE Agreements pursuant to Rule 14A.52 of the Listing Rules, and (ii) setting a maximum aggregate annual cap pursuant to Rule 14A.53 of the Listing Rules for the services fees payable by the OPCO to Falcon Network Technology under the Exclusive Business Cooperation Agreement.

Particulars of the OPCO and major terms of the VIE Agreements

For the particulars of the OPCO, as well as a summary of the major terms of the VIE Agreements, please refer to the VIE Announcement. The OPCO did not have any subsidiary when the VIE Agreements were entered into. In order to make it clear that the provisions in the VIE Agreements applicable to the OPCO are equally applicable to any subsidiary of the OPCO so as to better protect the interest of the Company in the OPCO and its subsidiaries from time to time (collectively the "OPCO Group"), and to ensure that the Company (through Falcon Network Technology) will have effective control over the finance and operation of the OPCO Group and enjoy the entire economic interests and benefits generated by the OPCO Group, on 20 January 2022, a supplemental agreement has been entered into between Falcon Network Technology and the OPCO, pursuant to which the provisions of the VIE Agreement are confined to be equally applicable to the entire OPCO Group. Save as aforementioned, for the year ended 31 December 2022, there was no material change in the particulars of the OPCO, the VIE Structure and/or the circumstances under which they were adopted, and none of the VIE Agreements has been unwound as none of the restrictions that led to the adoption of the VIE Structure has been removed.

The independent non-executive Directors have reviewed the VIE Agreements (including the aforementioned supplemental agreement) and confirmed for the year ended 31 December 2022 that: (i) the transactions carried out during the year have been entered into in accordance with the relevant provisions of the VIE Agreements, and have been operated so that the profit generated by the OPCO Group has been substantially retained by the Group; (ii) no dividends or other distributions have been made by the OPCO Group to the PRC Equity Owners which are not otherwise subsequently assigned or transferred to the Group; and (iii) any new contracts entered into, renewed or reproduced between the Group and the OPCO during the relevant financial period are fair and reasonable, or advantageous to the Shareholders, so far as the Group is concerned and in the interests of the Shareholders as a whole. To this extent, save as disclosed above, no new VIE agreements or contractual arrangements were entered into between the Group and the OPCO during the year ended 31 December 2022.

The Company's auditor has carried out review procedures for the year ended 31 December 2022 on the transactions carried out pursuant to the VIE Agreements (including the aforementioned supplemental agreement) and has confirmed that the transactions have received the approval of the Directors, have been entered into in accordance with the relevant VIE Agreements and that no dividends or other distributions have been made by the OPCO Group to the PRC Equity Owners which are not otherwise subsequently assigned or transferred to the Group.

Whilst the operations of the OPCO Group in aggregate were not considered to be material to the Group as at 31 December 2022, for the purpose of good corporate governance, the information regarding the OPCO Group for the year ended 31 December 2022 are set out below:

Financial information, business activities of the OPCO and their significance to the Group

For the year ended 31 December 2022, the major business activities of the OPCO Group were to conduct valued-added telecommunications business and internet cultural business in the PRC (i.e. the Subject Business). As at 31 December 2022, the registered owners of the OPCO were Mr. WANG Hao and Ms. ZHU Xiaojiang, and each of them respectively owned 50% equity interests of the OPCO. The OPCO Group's significance to the Group is that it holds relevant licences to provide valued-added telecommunications business and Internet cultural business in the PRC. The revenue of the OPCO Group amounted to approximately HK$1,107,022,000 for the year ended 31 December 2022, whilst the net asset value of the OPCO Group was approximately HK$62,456,000 as at 31 December 2022.

Reasons for adopting the VIE Structure

The primary purpose for the Group to adopt the VIE Structure was to enable the Group to engage in the value-added telecommunications business and internet cultural business in the PRC, thereby deepening the Group's reach to those business segments as well as widening the Group's customer base. Nevertheless, pursuant to various laws and regulations of the PRC currently in force, the value-added telecommunications business and internet cultural business operated by the OPCO Group are regarded as restricted foreign investment business. As a foreign owned enterprise, Falcon Network Technology is not entitled to obtain licences to provide value-added telecommunications business and internet cultural business in the PRC. In order to comply with the PRC laws, the VIE Agreements were entered into among Falcon Network Technology, the OPCO and the PRC Equity Owners. Through the VIE Agreements (including the aforementioned supplemental agreement), Falcon Network Technology will have effective control over the finance and operation of the OPCO Group and will enjoy the entire economic interests and benefits generated by the OPCO Group despite the lack of registered equity ownership.

Risk factors and mitigation actions in relation to the VIE Structure

The risk factors and mitigation actions in relation to the VIE Structure are summarised below. Please also refer to the VIE Announcement for more details.

As the primary beneficiary of the OPCO Group, the Group will bear economic risks which may arise from difficulties in the operation of their businesses. Falcon Network Technology will have to provide financial support in the event of financial difficulty of the OPCO Group. Under these circumstances, the Group's financial results and financial position may be adversely affected by the worsening financial performance of the OPCO Group and the need to provide financial support to the OPCO Group. Since the Group conducts business through the OPCO Group and the financial results of the OPCO Group are consolidated into the financial statements of the Group, any losses suffered by the OPCO Group would be reflected in the Group's consolidated financial statements and the Group's consolidated financial position such as the consolidated earnings and profits will be adversely affected.

Moreover, there is no assurance that the VIE Agreements could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the VIE Agreements do not comply with applicable regulations. The VIE Agreements may also not be as effective as direct ownership in providing control over the OPCO Group, especially in the event there was conflict of interests between the Group and the PRC Equity Owners. There may be limitations in acquiring ownership in the equity interests of the OPCO Group by the Group.

Further, certain terms of the VIE Agreements may not be enforceable under the PRC laws. The PRC government may determine that the VIE Agreements do not comply with the applicable regulations. The VIE Agreements may also be subject to scrutiny of the PRC tax authorities and additional tax may be imposed. Up to 31 December 2022, the Group did not have any insurance which covers the risks relating to the VIE Agreements and the transactions contemplated thereunder.

In order to mitigate the aforementioned risks, as well as to safeguard the assets of the OPCO Group, the VIE Agreements provided that the PRC Equity Owners shall not sell, transfer, mortgage or otherwise dispose of any of their interests in the OPCO Group or be allowed to create any encumbrances on them without the prior written consent of Falcon Network Technology. Moreover, Falcon Network Technology has the right to request for the OPCO Group's financial information to ascertain its consolidated profit before tax from time to time.

In addition, as internal control measures, the seals, chops, incorporation documents of the OPCO Group are kept at the office of Falcon Network Technology to the extent permitted by the PRC laws. Falcon Network Technology is involved in assessing material financial matters, as well as making corporate strategy, business plan and budgets of the OPCO Group. Terms of appointment of senior management of the OPCO Group are also subject to review by Falcon Network Technology.

The adoption of the VIE Structure was not related to any requirements other than the foreign ownership restriction in the PRC. As at 31 December 2022, as advised by the PRC legal advisers to the Company, the VIE Structure did not contravene the prevailing laws and regulations in the PRC, and the VIE Agreements were binding on each of the contracting party save as disclosed in the VIE Announcement. The Company will monitor the relevant PRC laws and regulations relevant to the VIE Structure and will take all necessary actions to protect the Company's interest in the OPCO Group.

CORPORATE GOVERNANCE

Details of the Group's corporate governance practices can be found in the Corporate Governance Report contained on pages 48 to 83 in this annual report.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF THE COMPANY

The Company has adopted a model code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard as set out in the Model Code. Specific enquiries have been made with all Directors and all of them have confirmed that they have complied with the required standard set out in the Model Code and the Company's code of conduct regarding Directors' securities transactions during the year ended 31 December 2022.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at 21 April 2023, the latest practicable date prior to the issue of this annual report.

AUDIT COMMITTEE

The Company has an audit committee for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls.

AUDITOR

Ernst & Young will retire and, being eligible, will offer itself for re-appointment as auditor of the Company at the forthcoming AGM.

EQUITY-LINKED AGREEMENTS

Other than the Share Option Schemes and the Award Scheme as disclosed above and in note 36 to the financial statements respectively and the grant letters issued pursuant to the schemes, no equity-linked agreements that will or may result in the Company issuing Shares or that require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Company during the year or subsisted at the end of the year.

PERMITTED INDEMNITY PROVISION

The Articles provides that the Directors shall be indemnified out of the assets of the Company from and against all losses or liabilities which they incur or sustain as a Director in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour, or in which he/she is acquitted.

The Company has taken out and maintained Directors' liability insurance which provides aforesaid indemnities with appropriate cover for the Directors and directors of the subsidiaries of the Company. The permitted indemnity provisions (within the meaning in section 469 of Hong Kong Companies Ordinance) contained in the Articles and the Directors' liability insurance were in force during the financial year ended 31 December 2022 and as at the date of this annual report.

ON BEHALF OF THE BOARD
DU Juan
Chairperson

Hong Kong
10 March 2023

EY 安永

To the shareholders of TCL Electronics Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of TCL Electronics Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 128 to 299, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for opinion

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

Key audit matters

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

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

Key audit matter	How our audit addressed the key audit matter
Impairment of goodwill	
As at 31 December 2022, the Group had goodwill of HK$3,195,180,000, representing approximately 28% of the total non-current assets of the Group. The determination of the recoverable amount, being the higher of fair value less costs of disposal and value-in-use, requires judgement on the part of management in both identifying and then valuing the relevant cash-generating unit ("CGU"). Recoverable amounts were based on management's estimates of variables such as budgeted revenue/gross margins, growth rates and the most appropriate discount rates. The accounting policies and disclosures in respect of goodwill are included in notes 2.4, 3 and 17 to the Group's consolidated financial statements.	Our audit procedures included the following: • we evaluated the methodologies, assumptions and parameters used by management, in particular those relating to the budgeted revenue/gross margins, growth rates and pre-tax discount rates, by comparing the cash flow forecast to historical trend analyses and referring to the industry discount rate; • we assessed the historical results of management's estimates and evaluation of business plans by referring to the market situation as at 31 December 2022; • we evaluated the sensitivity analysis performed by management in respect of the growth rates and pre-tax discount rates to assess the extent of impact on the calculations of the value-in-use; • we involved our internal valuation expert to assist us with our assessment of the methodology and the discount rate used to determine the recoverable amounts; and • we assessed the disclosures made in the Group's consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of trade and other receivables	
As at 31 December 2022, the Group had trade receivables and other receivables of HK$10,935,081,000 and HK$6,213,370,000, respectively, representing approximately 25% and 14% of the current assets of the Group, respectively. Management develops expected credit loss models ("ECL") to assess the impairment allowance for trade and other receivables at the end of each reporting period. The ECL model of trade and other receivables involves judgement and subjective estimations such as the staging, groupings of the debtor segments and estimated loss rates. The accounting policies and disclosures in respect of trade and other receivables are included in notes 2.4, 3, 23, 25 and 47 to the Group's consolidated financial statements.	In evaluating management's impairment assessment, our audit procedures included the following: • we assessed the methodologies, assumptions and estimates used by management, checked historical repayment pattern and identified any events of default or disputes with the debtors; • we evaluated the data inputs by management which included the ageing of trade and other receivables as at 31 December 2022 and historical observed loss rates; and • we assessed the disclosures made in the Group's consolidated financial statements.

Other information included in the Annual Report

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

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

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

Responsibilities of the directors for the consolidated financial statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by 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 of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

Auditor's responsibilities for the audit of the consolidated financial statements

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

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

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

Ernst & Young
Certified Public Accountants
Hong Kong
10 March 2023

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Year ended 31 December 2022

	Notes	2022 HK$'000	2021 HK$'000
REVENUE	5	**71,351,415**	74,846,888
Cost of sales		**(58,239,832)**	(62,312,579)
Gross profit		**13,111,583**	12,534,309
Other income and gains	5	**3,140,951**	3,029,028
Selling and distribution expenses		**(7,401,415)**	(7,043,046)
Administrative expenses		**(4,428,643)**	(4,222,634)
Research and development costs		**(2,531,283)**	(2,480,566)
Other operating expenses		**(385,315)**	(81,755)
Impairment losses on financial assets, net		**(91,520)**	(32,147)
		1,414,358	1,703,189
Finance costs	6	**(668,671)**	(400,860)
Share of profits and losses of:			
Joint ventures		**26,784**	610
Associates		**63,057**	144,827
PROFIT BEFORE TAX	7	**835,528**	1,447,766
Income tax	11	**(281,604)**	(168,476)
PROFIT FOR THE YEAR		**553,924**	1,279,290

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Year ended 31 December 2022

	2022 **HK$'000**	2021 HK$'000
OTHER COMPREHENSIVE INCOME/(LOSS)		
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:		
Cash flow hedge:		
Effective portion of changes in fair value of the hedging instruments arising during the year	**31,604**	144,746
Reclassification adjustments for gains included in the profit or loss	**(40,345)**	(103,426)
Income tax effect	**(1,456)**	2,280
	(10,197)	43,600
Exchange differences:		
Exchange differences on translation of foreign operations	**(1,756,071)**	378,920
Reclassification adjustments for foreign operations disposed of or liquidated during the year	**(2,786)**	16,736
Reclassification adjustments for associates deemed partial disposed, partial disposed of, disposed of or liquidated during the year	**(234)**	(7,769)
	(1,759,091)	387,887
Financial assets at fair value through other comprehensive income:		
Changes in fair value, net of income tax	**642**	5,677
Net other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods	**(1,768,646)**	437,164
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:		
Equity investments designated at fair value through other comprehensive income:		
Changes in fair value, net of income tax	**31,478**	10,953
Share of other comprehensive income of associates and a joint venture	**42,673**	12,122
Remeasurements of post-employment benefit obligations	**824**	–
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	**74,975**	23,075

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Year ended 31 December 2022

	Note	2022 HK$'000	2021 HK$'000
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR, NET OF TAX		**(1,693,671)**	460,239
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		**(1,139,747)**	1,739,529
Profit for the year attributable to:			
Owners of the parent		**447,007**	1,183,999
Non-controlling interests		**106,917**	95,291
		553,924	1,279,290
Total comprehensive income/(loss) for the year attributable to:			
Owners of the parent		**(1,229,155)**	1,638,822
Non-controlling interests		**89,408**	100,707
		(1,139,747)	1,739,529
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	13		
Basic		**HK18.53 cents**	HK49.26 cents
Diluted		**HK17.87 cents**	HK47.50 cents

Consolidated Statement of Financial Position

31 December 2022

	Notes	2022 HK$'000	2021 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment	14	**2,738,647**	3,061,005
Investment properties	15	**545,800**	569,177
Right-of-use assets	16(a)	**992,237**	1,079,530
Goodwill	17	**3,195,180**	3,322,316
Other intangible assets	18	**1,206,929**	1,311,484
Investments in joint ventures	19	**110,458**	80,852
Investments in associates	20	**1,558,882**	1,600,929
Equity investments designated at fair value through other comprehensive income	21	**200,433**	141,356
Deferred tax assets	34	**426,150**	336,792
Other deferred assets		**567,197**	179,210
Total non-current assets		**11,541,913**	11,682,651
CURRENT ASSETS			
Inventories	22	**9,837,314**	13,555,596
Trade receivables	23	**10,935,081**	11,697,726
Bills receivable	24	**2,219,329**	1,901,694
Prepayments, other receivables and other assets	25	**9,019,669**	6,901,965
Tax recoverable		**191,904**	122,154
Financial assets at fair value through profit or loss	26	**1,266,076**	1,342,088
Derivative financial instruments	30	**579,984**	240,587
Restricted cash and pledged deposits	27	**119,555**	576,758
Cash and cash equivalents	27	**9,390,941**	11,509,166
		43,559,853	47,847,734
Assets classified as held for sale	10	**3,681**	3,952
Total current assets		**43,563,534**	47,851,686
CURRENT LIABILITIES			
Trade payables	28	**14,086,945**	15,826,244
Bills payable		**4,859,890**	3,599,248
Other payables and accruals	29	**11,525,218**	12,743,589
Interest-bearing bank and other borrowings	32	**4,433,624**	6,387,292
Lease liabilities	16(b)	**153,915**	140,820
Tax payable		**175,716**	116,231
Financial liability associated with put option	31	**160,667**	121,370
Derivative financial instruments	30	**134,214**	34,782
Provisions	33	**1,007,542**	971,448
Total current liabilities		**36,537,731**	39,941,024

Consolidated Statement of Financial Position

31 December 2022

	Notes	2022 HK$'000	2021 HK$'000
NET CURRENT ASSETS		7,025,803	7,910,662
TOTAL ASSETS LESS CURRENT LIABILITIES		18,567,716	19,593,313
NON-CURRENT LIABILITIES			
Interest-bearing bank and other borrowings	32	1,029,459	492,825
Lease liabilities	16(b)	255,826	319,684
Deferred tax liabilities	34	327,879	341,846
Other long-term payables		76,896	48,715
Derivative financial instruments	30	–	17,579
Total non-current liabilities		1,690,060	1,220,649
Net assets		16,877,656	18,372,664
EQUITY			
Equity attributable to owners of the parent			
Issued capital	35	2,499,780	2,479,959
Reserves	37	13,960,448	15,477,904
		16,460,228	17,957,863
Non-controlling interests		417,428	414,801
Total equity		16,877,656	18,372,664

DU Juan
Director

HU Dien Chien
Director

Consolidated Statement of Changes in Equity

Year ended 31 December 2022

	Attributable to owners of the parent															
	Issued capital HK$'000 (Note 35)	Share premium account HK$'000 (Note 35)	Share option reserve HK$'000 (Note 37(i))	Capital reserve HK$'000 (Note 37(ii))	Reserve funds HK$'000 (Note 37(iii))	Cash flow hedge reserve HK$'000 (Note 37(v))	Exchange fluctuation reserve HK$'000	Put option reserve HK$'000	Other reserve HK$'000	Shares held for the Award Scheme HK$'000 (Note 36)	Awarded share reserve HK$'000 (Note 37(iv))	Fair value reserve HK$'000	Retained profits HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 January 2022	2,479,959	4,906,432*	67,984*	344,750*	948,382*	1,417*	1,017,963*	(110,584)*	120,662*	(246,965)*	232,227*	19,033*	8,176,603*	17,957,863	414,801	18,372,664
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	-	447,007	447,007	106,917	553,924
Other comprehensive income/(loss) for the year:																
Cash flow hedge	-	-	-	-	-	(10,748)	-	-	-	-	-	-	-	(10,748)	551	(10,197)
Exchange differences related to translation of foreign operations	-	-	-	-	-	-	(1,738,008)	-	-	-	-	-	-	(1,738,008)	(18,063)	(1,756,071)
Reclassification of exchange differences for subsidiaries disposed of or liquidated	-	-	-	-	-	-	(2,789)	-	-	-	-	-	-	(2,789)	3	(2,786)
Reclassification of exchange differences for associates deemed partial disposal, partial disposed, disposed or liquidated	-	-	-	-	-	-	(234)	-	-	-	-	-	-	(234)	-	(234)
Change in fair value of financial assets at fair value through other comprehensive income, net of tax	-	-	-	-	-	-	-	-	-	-	-	642	-	642	-	642
Change in fair value of equity investments designated at fair value through other comprehensive income, net of tax	-	-	-	-	-	-	-	-	-	-	-	31,478	-	31,478	-	31,478
Share of other comprehensive income of associates and a joint venture	-	-	-	-	-	-	-	-	42,673	-	-	-	-	42,673	-	42,673
Remeasurements of post-employment benefit obligations	-	-	-	-	-	-	-	-	824	-	-	-	-	824	-	824
Total comprehensive income/(loss) for the year	-	-	-	-	-	(10,748)	(1,741,031)	-	43,497	-	-	32,120	447,007	(1,229,155)	89,408	(1,139,747)
Acquisition of non-controlling interests	-	-	-	85,172	-	-	-	-	-	-	-	-	-	85,172	(85,172)	-
Liquidation of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	(3)	(3)	(1,609)	(1,612)
Equity – settled share option arrangements	-	-	91	-	-	-	-	-	-	-	-	-	-	91	-	91
Issue of shares upon exercise of share options (note 35)	4,323	19,340	(6,489)	-	-	-	-	-	-	-	-	-	-	17,174	-	17,174
Forfeiture of share options during the year	-	-	(9,014)	-	-	-	-	-	-	-	-	-	9,014	-	-	-
Issue of shares under the Award Scheme (note 35)	15,498	-	-	-	-	-	-	-	-	(15,498)	-	-	-	-	-	-
Employee share-based compensation benefits under the Award Scheme (note 36)	-	-	-	-	-	-	-	-	-	-	147,629	-	-	147,629	-	147,629
Vesting of shares under the Award Scheme	-	-	-	-	-	-	-	-	-	79,035	(142,477)	-	-	(63,442)	-	(63,442)
Purchase of shares for the Award Scheme	-	-	-	-	-	-	-	-	-	(53,666)	-	-	-	(53,666)	-	(53,666)
2021 final dividend paid	-	(403,818)	-	-	-	-	-	-	-	-	-	-	-	(403,818)	-	(403,818)
Transfer reserve funds to retained profits	-	-	-	-	(5)	-	-	-	-	-	-	-	5	-	-	-
Transfer from retained profits	-	-	-	-	39,086	-	-	-	-	-	-	-	(39,086)	-	-	-
Debt relief from shareholders	-	-	-	2,383	-	-	-	-	-	-	-	-	-	2,383	-	2,383
At 31 December 2022	2,499,780	4,521,954*	52,572*	432,305*	987,463*	(9,331)*	(723,068)*	(110,584)*	164,159*	(237,094)*	237,379*	51,153*	8,593,540*	16,460,228	417,428	16,877,656

* These reserve accounts comprise the consolidated reserves of HK$13,960,448,000 (2021: HK$15,477,904,000) in the consolidated statement of financial position.

Consolidated Statement of Changes in Equity

Year ended 31 December 2022

	Attributable to owners of the parent															
	Issued capital HK$'000 (Note 35)	Share premium account HK$'000 (Note 35)	Share option reserve HK$'000 (Note 37(i))	Capital reserve HK$'000 (Note 37(ii))	Reserve funds HK$'000 (Note 37(iii))	Cash flow hedge reserve HK$'000 (Note 37(v))	Exchange fluctuation reserve HK$'000	Put option reserve HK$'000	Other reserve HK$'000	Shares held for the Award Scheme HK$'000 (Note 36)	Awarded share reserve HK$'000 (Note 37(iv))	Fair value reserve HK$'000	Retained profits HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 January 2021	2,452,482	5,062,656*	115,089*	88,283*	947,543*	(42,298)*	635,607*	(110,584)*	89,995*	(192,941)*	133,686*	2,403*	6,982,269*	16,164,190	570,687	16,734,877
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	-	1,183,999	1,183,999	95,291	1,279,290
Other comprehensive income/(loss) for the year:																
Cash flow hedge	-	-	-	-	-	43,715	-	-	-	-	-	-	-	43,715	(115)	43,600
Exchange differences related to translation of foreign operations	-	-	-	-	-	-	373,389	-	-	-	-	-	-	373,389	5,531	378,920
Reclassification of exchange differences for subsidiaries disposed of or liquidated	-	-	-	-	-	-	16,736	-	-	-	-	-	-	16,736	-	16,736
Reclassification of exchange differences for associates deemed partial disposal, partial disposed, disposed or liquidated	-	-	-	-	-	-	(7,769)	-	-	-	-	-	-	(7,769)	-	(7,769)
Change in fair value of financial assets at fair value through other comprehensive income, net of tax	-	-	-	-	-	-	-	-	-	-	-	5,677	-	5,677	-	5,677
Change in fair value of equity investments designated at fair value through other comprehensive income, net of tax	-	-	-	-	-	-	-	-	-	-	-	10,953	-	10,953	-	10,953
Share of other comprehensive income of associates and a joint venture	-	-	-	-	-	-	-	-	12,122	-	-	-	-	12,122	-	12,122
Total comprehensive income for the year	-	-	-	-	-	43,715	382,356	-	12,122	-	-	16,630	1,183,999	1,638,822	100,707	1,739,529
Capital injection from non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15,565	15,565
Acquisition of non-controlling interests	-	-	-	256,467	-	-	-	-	-	-	-	-	-	256,467	(287,972)	(31,505)
Long term incentive plans of a subsidiary	-	-	-	-	-	-	-	-	23,722	-	-	-	-	23,722	15,814	39,536
Equity – settled share option arrangements	-	-	1,912	-	-	-	-	-	-	-	-	-	-	1,912	-	1,912
Issue of shares upon exercise of share options (note 35)	27,477	121,010	(43,020)	-	-	-	-	-	-	-	-	-	-	105,467	-	105,467
Forfeiture of share options during the year	-	-	(5,997)	-	-	-	-	-	-	-	-	-	5,997	-	-	-
Employee share-based compensation benefits under the Award Scheme (note 36)	-	-	-	-	-	-	-	-	-	-	132,163	-	-	132,163	-	132,163
Vesting of shares under the Award Scheme	-	-	-	-	-	-	-	-	-	28,942	(33,622)	-	-	(4,680)	-	(4,680)
Purchase of shares for the Award Scheme	-	-	-	-	-	-	-	-	-	(82,966)	-	-	-	(82,966)	-	(82,966)
Reclassification of gain previously in other reserve related to partial disposal of an associate	-	-	-	-	-	-	-	-	(5,177)	-	-	-	5,177	-	-	-
2020 final dividend paid	-	(277,234)	-	-	-	-	-	-	-	-	-	-	-	(277,234)	-	(277,234)
Transfer from retained profits	-	-	-	-	839	-	-	-	-	-	-	-	(839)	-	-	-
At 31 December 2021	2,479,959	4,906,432*	67,984*	344,750*	948,382*	1,417*	1,017,963*	(110,584)*	120,662*	(246,965)*	232,227*	19,033*	8,176,603*	17,957,863	414,801	18,372,664

Consolidated Statement of Cash Flows

Year ended 31 December 2022

	Notes	**2022 HK$'000**	2021 HK$'000 (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**835,528**	1,447,766
Adjustments for:			
Finance costs	6	**668,671**	400,860
Share of profits and losses of joint ventures and associates		**(89,841)**	(145,437)
Loss on liquidation of an associate	7	**1,174**	–
Loss on disposal of an associate	7	**298,071**	–
Deemed loss/(gain) on partial disposal of associates	7	**9,329**	(61,993)
Deemed gain on partial acquisition of a joint venture	7	**(7,749)**	–
Gain on partial disposal of an associate	7	**–**	(740,988)
Impairment loss on goodwill	17	**–**	12,049
Loss/(gain) on disposal of items of other intangible assets, net	7	**741**	(5,593)
Gain on disposal of items of right-of-use assets, net	7	**(1,545)**	–
(Gain)/loss on disposal of subsidiaries	41	**(4,425)**	2
Gain on disposal of items of other deferred assets		**–**	(497)
(Gain)/loss on liquidation of subsidiaries	7	**(104)**	16,750
Interest income	7	**(631,002)**	(404,475)
Fair value (gains)/losses, net:			
Derivative instruments – transactions not qualifying as hedges	7	**(176,344)**	47,142
Call options and put option	7	**(53,906)**	(24,791)
Gain on settlement of expired call options	7	**(17,579)**	–
Realised gain on settlement of financial assets at fair value through profit or loss	7	**(78,589)**	(86,986)
Loss/(gain) on disposal of items of property, plant and equipment, net	7	**1,898**	(23,111)
Depreciation of property, plant and equipment	14	**401,441**	348,606
Foreign exchange difference, net		**131,374**	–
Depreciation of investment properties	15	**14,078**	14,922
Depreciation of right-of-use assets	16(a)	**204,799**	166,251
Amortisation of other intangible assets	18	**622,922**	599,069
Amortisation of other deferred assets		**16,509**	1,043
Equity-settled share option expenses		**91**	1,912
Employee share-based compensation benefits under the Award Scheme		**147,629**	132,163
Share award benefits of a subsidiary		**–**	39,536
Cash inflow before working capital changes		**2,293,171**	1,734,200

Consolidated Statement of Cash Flows

Year ended 31 December 2022

	2022 HK$'000	2021 HK$'000
Decrease/(increase) in inventories	3,255,457	(3,619,362)
Decrease/(increase) in trade receivables	451,560	(714,941)
(Increase)/decrease in bills receivable	(475,150)	871,336
Increase in other deferred assets	(117,759)	(62,939)
Decrease/(increase) in pledged time deposits	441,788	(655,072)
Increase in prepayments, other receivables and other assets	(2,382,736)	(763,032)
(Decrease)/increase in trade payables	(968,442)	1,629,147
Increase in bills payable	1,628,901	638,519
(Decrease)/increase in other payables and accruals	(2,051,697)	2,134,256
Increase in provisions	69,391	154,735
Increase in other long-term payables	24,685	11,611
Cash generated from operations	2,169,169	1,358,458
Interest paid	(367,043)	(254,315)
Interest element of lease payments	(18,041)	(22,187)
Income taxes paid	(419,082)	(286,423)
Net cash flows from operating activities	1,365,003	795,533
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest received	629,881	396,304
Dividend received	24,209	20,130
Purchases of items of property, plant and equipment	(447,101)	(688,740)
Prepayment of right-of-use assets	(22,898)	(128,234)
Proceeds from disposal of items of property, plant and equipment	50,721	63,020
Proceeds from disposal of/(purchase) of financial assets at fair value through profit or loss, net	22,944	(121,338)
Acquisition of subsidiaries	(65,973)	(56,438)
Contribution from liquidation of an associate	1,589	–
Investments in associates	(3,935)	(51,512)
Capital withdrawals from joint ventures	–	726
Capital withdrawals from an associate	26,130	–
Disposal of subsidiaries	(21,429)	96,311
Proceeds from disposal of associates	–	94,853
Additions of other intangible assets	(489,101)	(554,830)
Disposal of other intangible assets	4,759	3,875
Additions of other deferred assets	(233,139)	–
Decrease/(increase) in pledged time deposits	15,227	(15,437)
Advance receipts from expected disposal of non-current assets classified as held for sale	–	8,706
Purchase of equity investments designated at fair value through other comprehensive income	(22,007)	–
Receipt from partial disposal of an associate	–	837,217
Advances to related parties of TCL Holdings	(241,446)	(726,849)
Net cash flows used in investing activities	(771,569)	(822,236)

Consolidated Statement of Cash Flows

Year ended 31 December 2022

	Note	**2022 HK$'000**	2021 HK$'000
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares upon exercise of share options		**17,174**	105,467
Interest paid		**(228,368)**	(121,240)
Principal portion of lease payments		**(167,312)**	(135,177)
Purchase of shares for the Award Scheme		**(53,666)**	(82,966)
New bank and other loans		**14,055,822**	16,065,555
Acquisition of non-controlling interests		**(58,613)**	(31,505)
Repayment of bank and other loans		**(15,384,907)**	(14,706,747)
Capital injection from a non-controlling interest		**–**	15,565
Dividends paid		**(416,741)**	(277,243)
Decrease in restricted cash		**290**	293,590
Net cash flows (used in)/from financing activities		**(2,236,321)**	1,125,299
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		**(1,642,887)**	1,098,596
Cash and cash equivalents at beginning of year		**11,509,166**	10,384,885
Effect of foreign exchange rate changes, net		**(475,338)**	25,685
CASH AND CASH EQUIVALENTS AT END OF YEAR		**9,390,941**	11,509,166
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	27	**9,510,496**	12,085,924
Less: Restricted cash and pledged deposits	27	**(119,555)**	(576,758)
Cash and cash equivalents as stated in the consolidated statement of financial position and the consolidated statement of cash flows		**9,390,941**	11,509,166

1. CORPORATE AND GROUP INFORMATION

TCL Electronics Holdings Limited (the "Company") is a limited liability company incorporated in the Cayman Islands. The registered address of the Company is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The principal place of business of the Company is located at 5th Floor, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong.

During the year, the Group and its subsidiaries (collectively referred to as the "Group") were mainly involved in the manufacture and sale of television ("TV") sets, smartphones, smart connective devices, smart commercial display and smart home products, photovoltaic equipment and the provision of internet platform operating services.

In the opinion of the directors, T.C.L. Industries Holdings (H.K.) Limited ("T.C.L. Industries (H.K.)"), a company incorporated in Hong Kong, is the immediate holding company of the Company. In the first quarter of 2019, a restructuring occurred whereby TCL Technology Group Corporation ("TCL Technology", formerly known as TCL Corporation) spun off and transferred, among others, all its equity interests in T.C.L. Industries (H.K.) to TCL Industries Holdings Co., Limited ("TCL Holdings"), a limited liability company registered in the People's Republic of China (the "PRC"). Accordingly, the ultimate holding company of the Company has changed to TCL Holdings following the completion of such restructuring. As the major shareholders of TCL Holdings are the key management of TCL Technology, TCL Technology remains a related party of the Group.

Information about subsidiaries

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

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	% of equity attributable to the Company		Principal activities
			2022	2021	
TCL Commercial Information Technology (Huizhou) Limited	PRC/ Mainland China	RMB100,000,000	100	100	Trading of commercial display products
Guangzhou Kuyu Network Technology Co., Ltd.#	PRC/ Mainland China	RMB100,000,000	100	100	Trading of TV products
TCL Smart Home Technologies Co., Limited	Hong Kong	RMB135,670,000	100	100	Investment holding

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

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

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	% of equity attributable to the Company 2022	2021	Principal activities
Manufacturas Avanzadas, S.A. de. C.V.	Mexico	USD15,866,637	100	100	Manufacture of TV products
TTE Corporation@	British Virgin Islands ("BVI")/ Hong Kong	USD10,001	100	100	Investment holding
Shenzhen TCL New Technology Company Limited*/#	PRC/ Mainland China	HK$10,000,000	100	100	Manufacture and sale of TV products
TCL Smart Device (Vietnam) Company Limited	Vietnam	VND256,080,000,000	100	100	Manufacture and sale of TV products
Huizhou TCL Electrical Appliances Sales Co., Ltd.#	PRC/ Mainland China	RMB2,430,000,000	100	100	Operation of a distribution network in the PRC
TCL Electronics (HK) Limited	Hong Kong	HK$30,000,000	100	100	Trading of TV products and components
TCL Electronics (Thailand) Co., Limited	Thailand	THB255,000,000	100	100	Trading of TV products and components
TCL Holdings (BVI) Limited@	BVI/Hong Kong	USD25,000	100	100	Investment holding
TCL Belgium S.A.	Belgium	EUR66,928,368	100	100	Investment holding
TCL International Electronics (BVI) Limited@	BVI/Hong Kong	USD1	100	100	Investment holding

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

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

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	% of equity attributable to the Company 2022	2021	Principal activities
TTE (North America) Holdings Limited	BVI/Hong Kong	USD1	100	100	Investment holding
TCL Information Technology Industrial (Group) Co., Ltd.@	BVI/Hong Kong	USD4,500,000	100	100	Investment holding
TCL King Electrical Appliances (Chengdu) Company Limited*/#	PRC/ Mainland China	HK$95,000,000	100	100	Manufacture of TV products
TCL King Electrical Appliances (Huizhou) Company Limited ("TCL King (Huizhou)")*/#	PRC/ Mainland China	HK$1,291,604,481	100	100	Manufacture and sale of TV products and trading of components
TCL King Electrical Appliances (Nanchang) Company Limited*/#	PRC/ Mainland China	HK$20,000,000	100	100	Manufacture of TV products
TCL Overseas Holdings Limited	BVI/Hong Kong	USD1	100	100	Investment holding
TCL Overseas Marketing Limited	BVI/Hong Kong	USD1	100	100	Trading of TV products and components
TTE Technology Inc.	USA	USD129,433,108	100	100	Trading of TV products and components
TCL Operations Polska SP. Z O.O.	Poland	PLN126,716,500	100	100	Manufacture of TV products
TCL Optoelectronics Technology (Huizhou) Co., Ltd.**/@/#	PRC/ Mainland China	RMB576,000,000	100	100	Manufacture and sale of TV products and trading of components
Chengdu TCL Xinan Electrical Appliance Sales Co., Ltd.#	PRC/ Mainland China	RMB10,000,000	100	100	Operation of a distribution network in the PRC

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

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

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	% of equity attributable to the Company		Principal activities
			2022	2021	
TCT Mobile International Limited	Hong Kong	HK$5,000,000	100	100	Development and distribution of mobile devices and other products and rendering of services
Huizhou TCL Mobile Communication Co., Ltd.*	PRC/ Mainland China	USD229,733,227	100	100	Manufacture and distribution of mo-bile devices and rendering of services
TCL Mobile Communication (HK) Company Limited	Hong Kong	HK$1,509,675,500	100	100	Distribution of mobile devices and related components
TCL Digital Technology (Shenzhen) Company Limited ("TCL Digital Technology (Shenzhen)")#	PRC/ Mainland China	RMB49,966,904	100	100	Manufacture and sale of TV products and other household products
TCL Communication Technology Holdings Limited @	Cayman Islands/ Hong Kong	HK$1,278,984,118	100	100	Investment holding
Shenzhen Hawk Internet Company Limited#	PRC/ Mainland China	RMB338,889,344	100	100	R&D of software on smart TV devices and mobile devices and internet platform operation
Huizhou TCL Photovoltaic Technology Co., Ltd.#	PRC/ Mainland China	RMB100,000,000	100	100	Sale of photovoltaic power generating facilities
Shaanxi TCL Photovoltaic Engineering Co., Ltd.#	PRC/ Mainland China	RMB60,000,000	100	–	Construction of photovoltaic power stations

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

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

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	% of equity attributable to the Company 2022	% of equity attributable to the Company 2021	Principal activities
Shenzhen Falcon Network Technology Co., Ltd. ("Falcon Network Technology")*/#	PRC/ Mainland China	RMB121,621,629	82.22	77.14	Research and development ("R&D") of software on smart TV devices and internet platform operation
Shenzhen Falcon Network Media Company Limited#	PRC/ Mainland China	RMB15,000,000	82.22	77.14	R&D of software on smart TV devices and internet platform operation
TCL Intelligent Technology (Ningbo) Co., Ltd.#	PRC/ Mainland China	RMB62,500,000	80	80	Trading of TV products and components and white goods
SEMP TCL	Brazil	BRL443,120,000	80	80	Manufacture and sale of TV products and other household products
Guangzhou Digital Rowa Technology Co., Ltd.*/#	PRC/ Mainland China	RMB120,000,000	70	70	Manufacture of TV products

@ Direct subsidiaries of the Company

* Registered as sino-foreign equity joint ventures under the PRC law

** Registered as wholly-foreign-owned enterprises under the PRC law

\# The English names of these companies are not official and are the direct translation from their Chinese names for identification purposes only.

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

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

None of the above subsidiaries has debt securities.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, materially contributed to the net income of the Group or formed a material portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for derivative financial instruments and certain financial assets which have been measured at fair value. As further explained in note 10, assets classified as held for sale is stated at the lower of their carrying amounts and fair values less costs to sell. These financial statements are presented in Hong Kong dollars ("HK$") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2022. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e. existing rights that give the Group the current ability to direct the relevant activities of the investee).

2.1 BASIS OF PREPARATION (CONTINUED)

Basis of consolidation (continued)

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

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

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

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

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

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 3	*Reference to the Conceptual Framework*
Amendments to HKAS 16	*Property, Plant and Equipment: Proceeds before Intended Use*
Amendments to HKAS 37	*Onerous Contracts – Cost of Fulfilling a Contract*
Annual Improvements to HKFRSs 2018-2020	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

The nature and the impact of the revised HKFRSs that are applicable to the Group are described below:

(a) Amendments to HKFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* (the "Conceptual Framework") issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 January 2022. As there were no contingent assets, liabilities and contingent liabilities within the scope of the amendments arising in the business combination that occurred during the year, the amendments did not have any impact on the financial position and performance of the Group.

(b) Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by HKAS 2 *Inventories*, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 January 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

(c) Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 January 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.

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

- HKFRS 9 Financial Instruments: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively from 1 January 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs

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

Amendments to HKFRS 10 and HKAS 28 (2011)	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
Amendments to HKFRS 16	*Lease Liability in a Sale and Leaseback*[2]
HKFRS 17	*Insurance Contracts*[1]
Amendments to HKFRS 17	*Insurance Contracts*[1, 5]
Amendment to HKFRS 17	*Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information*[6]
Amendments to HKAS 1	*Classification of Liabilities as Current or Non-current* (the "2020 Amendments")[2, 4]
Amendments to HKAS 1 and HKFRS Practice Statement 2	*Disclosure of Accounting Policies* (the "2022 Amendments")[1]
Amendments to HKAS 8	*Definition of Accounting Estimates*[1]
Amendments to HKAS 12	*Deferred Tax related to Assets and Liabilities arising from a Single Transaction*[1]

1 Effective for annual periods beginning on or after 1 January 2023

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

3 No mandatory effective date yet determined but available for adoption

4 As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised to align the corresponding wording with no change in conclusion

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

6 An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

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

2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs (CONTINUED)

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

Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of HKFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. In 2022, the HKICPA issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs (CONTINUED)

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates and joint ventures

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

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

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and other comprehensive income. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments in associates and joint ventures (continued)

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

Business combinations and goodwill

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

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

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units ("CGUs"), or groups of CGUs, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the CGU (group of CGUs) to which the goodwill relates. Where the recoverable amount of the CGU (group of CGUs) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a CGU (or group of CGUs) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the CGU retained.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value measurement

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

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

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

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

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties

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

(a) the party is a person or a close member of that person's family and that person

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

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or a joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

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

(vi) the entity is controlled or jointly controlled by a person identified in (a);

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

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

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

Leasehold land	Over the lease terms
Buildings	2% – 10%
Leasehold improvements	20% – 50% or over the lease terms whichever is shorter
Plant and machinery	5% – 50%
Furniture, fixtures and equipment	10% – 50%
Motor vehicles	16.7% – 25%

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation (continued)

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

Investment properties

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

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

Buildings	2% – 3.67%
Leasehold land under finance leases	Over the lease terms

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

Non-current assets and disposal groups held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups (other than financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment, investment properties and intangible assets classified as held for sale are not depreciated or amortised.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the CGU level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Patents and licences

Purchased patents and licences with finite lives are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 4 to 40 years.

Purchased patents and licences with indefinite useful lives are stated at cost less any identified impairment losses.

Trademarks

Purchased trademarks with finite lives are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 10 to 40 years.

Customer relationships

Purchased customer relationships with finite lives are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 5 to 14.3 years.

Computer software

Purchased computer software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 2 to 10 years.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets (other than goodwill) (continued)

Research and development costs

All research costs are charged to profit or loss as incurred.

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

Deferred development costs are stated at cost less any impairment losses and are amortised on a systematic basis with reference to projected sales volume, upon future sales volume of related products.

Leases

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

The Group as a lessee

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

The Group as a lessee (continued)

(a) Right-of-use assets

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

Leasehold land	20 to 70 years
Plant and properties	1 (non-inclusive) to 10 years
Motor vehicles and other equipment	2 to 5 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

The Group as a lessee (continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

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

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

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

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

The Group as a lessor

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

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying assets to the lessee are accounted for as finance leases.

When the Group is an intermediate lessor, a sublease is classified as a finance lease or operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the on-balance sheet recognition exemption, the Group classifies the sublease as an operating lease.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets

Initial recognition and measurement

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

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

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Subsequent measurement

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

Financial assets at amortised cost (debt instruments)

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

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to profit or loss.

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other revenue in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Financial assets at fair value through profit or loss

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

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

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derecognition of financial assets

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

- the rights to receive cash flows from the asset have expired; or

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets

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

General approach

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

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

General approach (continued)

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

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

The Group's financial liabilities include trade payables, bills payable, derivative financial instruments, lease liabilities, interest-bearing bank and other borrowings, financial liabilities included in other payables and accruals, other long-term payable and financial liability associated with put option.

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss. The net fair value gain or loss recognised in profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in HKFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to profit or loss. The net fair value gain or loss recognised in profit or loss does not include any interest charged on these financial liabilities.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities (continued)

Financial liabilities at amortised cost (loans and borrowings)

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

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

Financial liability associated with put option over non-controlling interests

Put option written to non-controlling interest ("NCI put") is a financial instrument granted by the Group whereby the counterparty may has the right to request the Group to purchase their equity interests in the Group's non-wholly-own subsidiaries for cash or other financial assets when certain conditions are met. If the Group does not have the unconditional right to avoid delivering cash or other financial assets under the put option, the Group has to initially recognise a financial liability at the present value of the estimated future cash outflows under the put option. Subsequently, if the Group revises its estimates of payments, the Group adjusts the carrying amount of the financial liability to reflect actual and revised estimated cash outflows. At the end of each reporting period, the Group recalculates the carrying amount by computing the present value of revised estimated future cash outflows at the financial instrument's original effective interest rate and the adjustment to its carrying amount is to be recognised as income or expenses in profit or loss. If the put option expires without being exercised, the carrying amount of the liability is reclassified as equity.

The put option liability is current liability unless the put option first becomes exercisable 12 months after the end of the reporting period.

Derecognition of financial liabilities

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Offsetting of financial instruments

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

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

The fair value of commodity purchase contracts that meet the definition of a derivative as defined by HKFRS 9 is recognised in profit or loss as cost of sales. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Group's expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

For the purpose of hedge accounting, hedges are classified as:

- fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment; or

- cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction, or a foreign currency risk in an unrecognised firm commitment; or

- hedges of a net investment in a foreign operation.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derivative financial instruments and hedge accounting (continued)

Initial recognition and subsequent measurement (continued)

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting, the risk management objective and its strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is “an economic relationship” between the hedged item and the hedging instrument.
- The effect of credit risk does not “dominate the value changes” that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derivative financial instruments and hedge accounting (continued)

Initial recognition and subsequent measurement (continued)

Hedges which meet all the qualifying criteria for hedge accounting are accounted for as follows:

Cash flow hedges

The effective portion of the gain or loss on the hedging instruments is recognised directly in other comprehensive income in the cash flow hedge reserve, while any ineffective portion is recognised immediately in profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The amounts accumulated in other comprehensive income are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in other comprehensive income for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment to which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in other comprehensive income is reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in other comprehensive income must remain in accumulated other comprehensive income if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After the discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated other comprehensive income is accounted for depending on the nature of the underlying transaction as described above.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derivative financial instruments and hedge accounting (continued)

Current versus non-current classification

Derivative instruments that are not designated as effective hedging instruments are classified as current or non-current or separated into current and non-current portions based on an assessment of the facts and circumstances (i.e. the underlying contracted cash flows).

- Where the Group expects to hold a derivative as an economic hedge (and does not apply hedge accounting) for a period beyond 12 months after the end of the reporting period, the derivative is classified as non-current (or separated into current and non-current portions) consistently with the classification of the underlying item.

- Embedded derivatives that are not closely related to the host contract are classified consistently with the cash flows of the host contract.

- Derivative instruments that are designated as, and are effective hedging instruments, are classified consistently with the classification of the underlying hedged item. The derivative instruments are separated into current portions and non-current portions only if a reliable allocation can be made.

Treasury shares

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal. Cost of inventories includes the transfer from equity of gains and losses on qualifying cash flow hedges in respect of the purchases of raw materials.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

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

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

Provisions

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

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

The Group provides for warranties in relation to the sale of certain TV and other products for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax

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

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

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

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

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax (continued)

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

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

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

Government grants

Government grants are recognised at their fair values where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item except research and development cost item, it is deducted from the related expense on systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset except research and development cost item, the fair value is deducted from the carrying amount of the relevant asset and is released to profit or loss over the expected useful life of the relevant asset by way of a reduced depreciation charge.

Where the grant relates to research and development asset or cost item, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset or on systematic basis.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Revenue from contracts with customers

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

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

(a) Sale of TV, mobile devices and other products

Revenue from the sale of TV, mobile devices and other products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the TV, mobile phones and other products.

Some contracts for the sale of TV, mobile devices and other products provide customers with volume rebates which give rise to variable consideration.

Volume rebates

Retrospective volume rebates may be provided to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the most likely amount method is used for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The requirements on constraining estimates of variable consideration are applied and a refund liability for the expected future rebates is recognised.

(b) Construction services

Revenue from the provision of construction services is recognised over time, using an input method to measure progress towards complete satisfaction of the service, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The input method recognises revenue based on the proportion of the actual costs incurred relative to the estimated total costs for satisfaction of the construction services.

(c) Video-on-demand internet services

Video-on-demand internet services primarily offers customers to assess certain videos on the internet platform. Revenue from video-on-demand services is recognised over the validity period on a straight-line basis.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

(d) Advertising, value-added and other services

Revenue from advertising, value-added and other services is recognised at the point in time when the services are rendered.

(e) Processing and technical service income

Revenue from rendering of processing service and technical service income are recognised at the point in time upon the transfer of service outcome to customer.

Revenue from other sources

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

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Contract liabilities

A contract liability is recognised when a payment is received or the payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Share-based payments

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

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model.

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

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Share-based payments (continued)

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

The dilutive effect of outstanding equity-settled award is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") in Hong Kong under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully and immediately with the employees when contributed into the MPF Scheme. There is no forfeited contributions that may be used by the Group to reduce the existing level of contribution. The Group has no further obligations for post-retirement benefit beyond the contributions.

The employees of the Group's subsidiaries in the PRC and overseas are required to participate in a central pension scheme operated by the local government. Certain subsidiaries are required to contribute a certain percentage of their payroll costs to the pension schemes at the applicable rates based on the amounts stipulated by the local government organisations. The only obligation of the Group with respect to the pension schemes is to pay the required ongoing contributions. Contributions under the schemes are charged to profit or loss as they become payable in accordance with the rules of the pension schemes.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

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

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

Foreign currencies

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

Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies (continued)

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

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

The functional currencies of certain overseas subsidiaries, joint ventures and associates are currencies other than the HK$. As at the end of the reporting period, the assets and liabilities of these entities are translated into HK$ at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss and other comprehensive income are translated into HK$ at the exchange rates that approximate to those prevailing at the dates of the transactions.

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

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

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

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Revenue from contracts with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Determining the method to estimate variable consideration and assessing the constraint for the sale of TV, mobile devices and other products

Certain contracts for the sale of TV, mobile devices and other products include volume rebates that give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

In estimating the variable consideration for the sale of TV, mobile devices and other products with volume rebates, the Group determined that using a combination of the most likely amount method and the expected value method is appropriate. The selected method that better predicts the amount of variable consideration related to volume rebates is primarily driven by the number of volume thresholds contained in the contract. The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Judgements (continued)

Property lease classification – the Group as lessor

The Group has entered into various commercial and industrial properties leases on its investment properties portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial or industrial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial or industrial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty

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

Variable consideration for volume rebates

The Group estimates variable consideration to be included in the transaction price for the sale of TV and other products with volume rebates.

The Group's expected volume rebates are analysed on a per customer basis for contracts that are subject to a single volume threshold. Determining whether a customer will likely be entitled to a rebate depends on the customer's historical rebate entitlement and accumulated purchases to date.

The Group applied a statistical model for estimating expected volume rebates for contracts with more than one volume threshold. The model uses the historical purchasing patterns and rebate entitlement of customers to determine the expected rebate percentages and the expected value of the variable consideration. Any significant changes in experience as compared to historical purchasing patterns and rebate entitlements of customers will impact the expected rebate percentages estimated by the Group.

The Group updates its assessment of volume rebates monthly and the rebate allowances are adjusted accordingly. Estimates of volume rebates are sensitive to changes in circumstances and the Group's past experience regarding rebate entitlements may not be representative of customers' actual rebate entitlements in the future. As at 31 December 2022, the amount recognised as rebate allowance was HK$1,981,422,000 (2021: HK$2,279,951,000) for the expected rebates.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value-in-use of the CGUs to which the goodwill is allocated. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the CGUs and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2022 was HK$3,195,180,000 (2021: HK$3,322,316,000). Further details are given in note 17 to the financial statements.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Provision for ECLs on trade and other receivables

The Group uses a provision matrix to calculate ECLs for trade and other receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and other receivables is disclosed in notes 23 and 25 to the financial statements, respectively.

Leases – Estimating the IBR

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an IBR to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of -use assets) at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a CGU exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value-in-use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or CGU and choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in note 34 to the financial statements.

Fair value of unlisted equity investments

The unlisted equity investments have been valued based on a market-based valuation technique as detailed in note 46 to the financial statements. The valuation requires the Group to determine the comparable public companies (peers) and select the price multiple. In addition, the Group makes estimates about the discount for illiquidity and size differences. The Group classifies the fair value of these investments as Level 3. The fair value of the unlisted equity investments at 31 December 2022 was HK$183,629,000 (2021: HK$124,552,000). Further details are included in note 21 to the financial statements.

Fair value of financial instruments determined using valuation techniques

Fair value of financial instruments, in the absence of an active market, is estimated by using appropriate valuation techniques. Such valuations were based on certain assumptions about credit risk, volatility and liquidity risks, associated with the instruments, which are subject to uncertainty and might materially differ from the actual results. Further details are included in note 46 to the financial statements.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Useful lives and impairment of property, plant and equipment

The Group determines the useful lives and related depreciation charges for its property, plant and equipment based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. The estimated useful lives could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles.

Management will increase the depreciation charge where useful lives are less than previously estimated, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned. Actual economic lives of property, plant and equipment may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and, therefore, depreciation in the future periods.

Provision against obsolete and slow-moving inventories

The Group reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Management estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review at the end of the reporting period and makes provision against obsolete and slow-moving items. Management reassesses the estimation at the end of the reporting period.

The provision against obsolete and slow-moving inventories requires the use of judgements and estimates. Where the expectation is different from the original estimate, such difference will impact on the carrying value of inventories and the write-down of inventories recognised in the periods in which such estimates have been changed.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Warranty provisions

As further explained in note 33 to the financial statements, the Group makes provisions for the warranties it gives on the sale of its products, taking into account the Group's current sales levels and past experience of the level of repairs and returns. As the Group is continually upgrading its product designs and launching new models, it is possible that the past experience of the level of repairs and returns is not indicative of future claims that it will receive in respect of past sales. Any increase or decrease in the actual claims would affect profit or loss in future years.

PRC corporate income tax

The Group is subject to income taxes in the PRC. As a result of the fact that certain matters relating to the income taxes have not been confirmed by the local tax bureaus, objective estimates and judgements based on currently enacted tax laws, regulations and other related policies are required in determining the provision for income taxes to be made. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact on the income tax and tax provisions in the period in which the differences realise.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their geographical smart screen segments and other product types and has five reportable operating segments as follows:

(a) Smart screen segment – manufacture and sale of smart screen in:

– TCL smart screen – the PRC market; and

– TCL smart screen – the international markets;

(b) Internet business segment – membership cards, video-on-demand, advertising, vertical application and other new businesses;

(c) Smart mobile, connective devices and services segment – manufacture and sale of mobile phones, smart connective products and display and service;

(d) All-category marketing segment – distribution of TCL branded air conditioners, refrigerators and washing machines and other household appliances; and

(e) Smart commercial display, smart home, photovoltaic and other businesses segment.

The management of the Company monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on segment revenue and gross profit of each operating segment.

The presentation of reportable operating segments has been revised as detailed in page 193 of this annual report, and accordingly the comparative figures of such reportable operating segments have been restated, as the management believes that the information regarding such restated segments would be useful to the users of these financial statements.

4. OPERATING SEGMENT INFORMATION (CONTINUED)

Information regarding these reportable segments, together with their related comparative information, is presented below.

	Smart screen				Internet business		Smart mobile, connective devices and services		All-Category marketing*		Smart commercial display, smart home, photovoltaic and other businesses		Total		Eliminations		Consolidated	
	TCL Smart screen – the PRC market		TCL Smart screen – international markets															
	2022 HK$'000	2021 HK$'000	**2022 HK$'000**	2021 HK$'000	**2022 HK$'000**	2021 HK$'000	**2022 HK$'000**	2021 HK$'000	**2022 HK$'000**	2021 HK$'000 (restated)	**2022 HK$'000**	2021 HK$'000 (restated)	**2022 HK$'000**	2021 HK$'000	**2022 HK$'000**	2021 HK$'000	**2022 HK$'000**	2021 HK$'000
Segment revenue:																		
Sales to external customers	**15,194,117**	13,238,010	**29,999,916**	36,028,572	**2,298,195**	1,849,165	**12,956,448**	15,935,477	**8,243,564**	6,371,641	**2,659,175**	1,424,023	**71,351,415**	74,846,888	**-**	-	**71,351,415**	74,846,888
Intersegment sales	**1,796,179**	2,401,943	**1,766,617**	709,543	**13,889**	18,153	**4,633**	2,817	**386**	1,031	**116,165**	75,012	**3,697,869**	3,208,499	**(3,697,869)**	(3,208,499)	**-**	-
Total	**16,990,296**	15,639,953	**31,766,533**	36,738,115	**2,312,084**	1,867,318	**12,961,081**	15,938,294	**8,243,950**	6,372,672	**2,775,340**	1,499,035	**75,049,284**	78,055,387	**(3,697,869)**	(3,208,499)	**71,351,415**	74,846,888
Gross profit	**3,702,991**	2,429,129	**4,779,836**	5,795,769	**1,160,033**	1,042,269	**2,041,469**	2,359,633	**1,085,467**	706,308	**341,787**	201,201	**13,111,583**	12,534,309	**-**	-	**13,111,583**	12,534,309

* All-category marketing segment has been reclassified to a separate segment from smart commercial display, smart home, photovoltaic and other businesses segment for better decision making of management of the Company.

Geographical information

	PRC		Europe		North America		Others		Consolidated	
	2022 HK$'000	2021 HK$'000	**2022 HK$'000**	2021 HK$'000	**2022 HK$'000**	2021 HK$'000	**2022 HK$'000**	2021 HK$'000	**2022 HK$'000**	2021 HK$'000
Revenue from external customers	**23,632,874**	19,518,365	**9,840,245**	11,158,321	**18,133,414**	22,373,453	**19,744,882**	21,796,749	**71,351,415**	74,846,888
Non-current assets	**8,187,807**	8,225,886	**193,316**	183,882	**212,705**	559,841	**2,527,935**	2,376,250	**11,115,763**	11,345,859

The revenue information above is based on the locations of the customers. The non-current assets information above is based on the locations of the assets and excludes deferred tax assets.

Information about a major customer

For the year ended 31 December 2022, revenue of approximately HK$8,133,350,000 was derived from sales by the TCL smart screen – the PRC market to a single customer, including sales to a group of entities which are known to be under common control with that customer. For the year ended 31 December 2021, no revenue with a single external customer amounted to 10% or more of the Group's total revenue.

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

	2022 HK$'000	2021 HK$'000
Revenue from contracts with customers	71,351,415	74,846,888

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 31 December 2022

Segments	Smart screen and other products HK$'000	Internet business HK$'000	Total HK$'000
Types of goods or services			
Sale of goods	68,915,963	139,622	69,055,585
Construction services	137,257	–	137,257
Video-on-demand services	–	517,559	517,559
Advertising, vertical application and other new businesses	–	1,641,014	1,641,014
Total revenue from contracts with customers	69,053,220	2,298,195	71,351,415
Geographical markets			
Mainland China	21,835,754	1,797,120	23,632,874
Europe	9,840,245	–	9,840,245
North America	17,927,898	205,516	18,133,414
Emerging markets	19,449,323	295,559	19,744,882
Total revenue from contracts with customers	69,053,220	2,298,195	71,351,415
Timing of revenue recognition			
Goods transferred at a point in time	68,915,963	139,622	69,055,585
Services transferred over time	137,257	517,559	654,816
Services transferred at a point in time	–	1,641,014	1,641,014
Total revenue from contracts with customers	69,053,220	2,298,195	71,351,415

5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

Revenue from contracts with customers (continued)

(i) Disaggregated revenue information (continued)

For the year ended 31 December 2021

Segments	Smart screen and other products HK$'000	Internet business HK$'000	Total HK$'000
Types of goods or services			
Sale of goods	72,997,723	235,120	73,232,843
Video-on-demand services	–	389,715	389,715
Advertising, vertical application and other new businesses	–	1,224,330	1,224,330
Total revenue from contracts with customers	72,997,723	1,849,165	74,846,888
Geographical markets			
Mainland China	18,028,151	1,490,214	19,518,365
Europe	11,158,321	–	11,158,321
North America	22,331,632	41,821	22,373,453
Emerging markets	21,479,619	317,130	21,796,749
Total revenue from contracts with customers	72,997,723	1,849,165	74,846,888
Timing of revenue recognition			
Goods transferred at a point in time	72,997,723	235,120	73,232,843
Services transferred over time	–	389,715	389,715
Services transferred at a point in time	–	1,224,330	1,224,330
Total revenue from contracts with customers	72,997,723	1,849,165	74,846,888

5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

Revenue from contracts with customers (continued)

(i) Disaggregated revenue information (continued)

Set out below is the reconciliation of the revenue from contracts with customers to the amounts disclosed in the segment information:

For the year ended 31 December 2022

Segments	Smart screen and other products HK$'000	Internet business HK$'000	Total HK$'000
Revenue from contracts with customers			
External customers	**69,053,220**	**2,298,195**	**71,351,415**
Intersegment sales	**3,683,980**	**13,889**	**3,697,869**
	72,737,200	**2,312,084**	**75,049,284**
Intersegment adjustments and eliminations	**(3,683,980)**	**(13,889)**	**(3,697,869)**
Total revenue from contracts with customers	**69,053,220**	**2,298,195**	**71,351,415**

For the year ended 31 December 2021

Segments	Smart screen and other products HK$'000	Internet business HK$'000	Total HK$'000
Revenue from contracts with customers			
External customers	72,997,723	1,849,165	74,846,888
Intersegment sales	3,190,346	18,153	3,208,499
	76,188,069	1,867,318	78,055,387
Intersegment adjustments and eliminations	(3,190,346)	(18,153)	(3,208,499)
Total revenue from contracts with customers	72,997,723	1,849,165	74,846,888

5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

Revenue from contracts with customers (continued)

(ii) Performance obligations

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

Sales of smart screens, mobile devices and other products

The performance obligation is satisfied upon delivery of the smart screens, mobile devices and other products and payment is generally due within 180 days from delivery. Some contracts provide customers with a right of return and volume rebates which give rise to variable consideration subject to constraint.

Construction services

The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 to 90 days from the date of billing.

Video-on-demand services

The performance obligation is satisfied over time as the services allow customers to play and watch certain videos on the internet platform within the validity period, where payment in advance is normally required. The validity period ranging from a few hours to one year depends on the respective terms of the service contracts.

Advertising, vertical application and other new businesses

The performance obligation is satisfied upon rendering of the services and payment is generally due within 30 to 90 days from rendering.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

	2022	2021
	HK$'000	HK$'000
Amounts expected to be recognised as revenue:		
Within one year	**1,342,829**	2,157,007

All the amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include consideration which is constrained.

5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

Other income and gains

	Notes	2022 HK$'000	2021 HK$'000
Other income			
Interest income	7	631,002	404,475
Sales of scrap materials		5,641	25,170
Sales of raw materials		–	58,461
Government grants	7	661,401	635,297
Foreign exchange differences, net		1,345,131	–
Promotion income		2,191	5,818
Write-off of balances due to creditors		3,610	31,097
Software development income		46,387	129,225
Gross rental income from investment property operating lease:			
Other lease payments, including fixed payments	7	22,250	19,356
Others		63,557	61,651
		2,781,170	1,370,550
Gains			
Gain on disposal of other intangible assets, net	7	–	5,593
Gain on disposal of items of right-of-use assets, net	7	1,545	–
Claim indemnity		9,153	–
Gain on disposal of items of property, plant and equipment	7	–	23,111
Fair value gains, net:			
Derivative instruments – transactions not qualifying as hedges	7	176,344	–
Call options and put option	7	53,906	–
Realised gain on settlement of derivative financial instruments	7	–	703,723
Realised gain on settlement of financial assets at fair value through profit or loss	7	–	86,986
Gain on settlement of expired call options	7	17,579	–
Gain on liquidation of subsidiaries	7	104	–
Gain on disposal of subsidiaries	41	4,425	–
Gain on partial disposal of an associate	7	–	740,988
Deemed gain on partial acquisition of a joint venture	7	7,749	–
Deemed gain on partial disposal of associates	7	–	61,993
Others		88,976	36,084
		359,781	1,658,478
		3,140,951	3,029,028

6. FINANCE COSTS

An analysis of finance costs is as follows:

	2022 **HK$'000**	2021 HK$'000
Interest on:		
Bank and other loans	**573,094**	331,038
Loans from companies controlled by TCL Holdings	**45,055**	22,515
Imputed interest on a financial liability arising from a put option	**31,510**	5,460
Interest expense on lease liabilities	**18,041**	22,187
Discounting bills receivable from a company controlled by TCL Holdings	**971**	–
Loans from a company controlled by TCL Technology	**–**	17,179
Discounting bills receivable from a company controlled by TCL Technology	**–**	2,481
	668,671	400,860

7. PROFIT BEFORE TAX

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

	Notes	2022 HK$'000	2021 HK$'000
Cost of inventories sold and services provided		**58,239,832**	62,312,579
Depreciation of property, plant and equipment	14	**401,441**	348,606
Depreciation of investment properties	15	**14,078**	14,922
Depreciation of right-of-use assets	16(a)	**204,799**	166,251
Depreciation of other deferred assets		**16,509**	1,043
Research and development costs		**2,531,283**	2,480,566
Amortisation of other intangible assets	18	**622,922**	599,069
Lease payments not included in the measurement of lease liabilities		**87,781**	138,075
Auditor's remuneration		**11,937**	11,649
Employee benefit expenses (including directors' remuneration):	8		
Wages and salaries		**4,925,322**	5,311,468
Equity-settled share option expense		**91**	1,912
Employee share-based compensation benefits under the Award Scheme		**147,629**	132,163
Share award benefits of a subsidiary		**–**	39,536
Defined contribution expenses		**495,187**	504,560
		5,568,229	5,989,639
Foreign exchange differences, net		**(1,345,131)**	496,816
Impairment of financial assets, net:			
Impairment of trade receivables	23	**83,408**	31,827
Impairment of other receivables	25	**8,112**	2,716
		91,520	34,543

7. PROFIT BEFORE TAX (CONTINUED)

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

	Notes	2022 HK$'000	2021 HK$'000 (Restated)
Impairment of goodwill	17	–	12,049**
Write-down of inventories to net realisable value		148,162	381,395
Rental income, net	5	(22,250)	(19,356)
Interest income	5	(631,002)	(404,475)
Government grants*			
Credited to other income and gains	5	(661,401)	(635,297)
Deducted from cost of sales and relevant expenses		(12,393)	(52,723)
		(673,794)	(688,020)
Fair value (gains)/losses, net:			
Derivative instruments – transactions not qualifying as hedges		(176,344)	47,142
Call options and put option		(53,906)	(24,791)
Realised (gain)/loss on settlement, net:			
Derivative financial instruments		1,295,490	(703,723)
Financial assets at fair value through profit or loss		(78,589)	(86,986)
Gain on settlement of expired call options	5	(17,579)	–
(Gain)/loss on disposal of items of property, plant and equipment, net		1,898**	(23,111)
(Gain)/loss on disposal of other intangible assets, net		741**	(5,593)
Gain on disposal of items of right-of-use assets, net	5	(1,545)	–
(Gain)/loss on liquidation of subsidiaries		(104)	16,750**
(Gain)/loss on disposal of subsidiaries	41	(4,425)	2**
Loss on disposal of an associate		298,071**	–
Gain on partial disposal of an associate	5	–	(740,988)
Deemed (gain)/loss on partial disposal of associates		9,329**	(61,993)
Deemed gain on partial acquisition of a joint venture	5	(7,749)	–
Loss on liquidation of an associate		1,174**	–
Product warranty provision, net		689,500	772,885

Notes:

* Certain government grants have been received related to the Group's day-to-day activities. Government grants including value-added tax ("VAT") refund and national patent subsidies are recorded in "Other income and gains" in the consolidated statement of profit and loss and other comprehensive income. There are no unfulfilled conditions or contingencies relating to these grants.

** These items are included in "Other operating expenses" on the face of the consolidated statement of profit or loss and other comprehensive income.

8. DIRECTORS' AND CHIEF EXECUTIVES' REMUNERATION

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

	2022 **HK$'000**	2021 HK$'000
Fees	**1,067**	1,350
Other emoluments:		
Salaries, allowances and benefits in kind	**2,591**	3,536
Discretionary performance related bonuses	**5,261**	6,186
Equity-settled share option benefits	**8**	211
Employee share-based compensation benefits under the Award Scheme	**38,748**	30,299
Pension scheme contributions	**151**	146
	46,759	40,378
	47,826	41,728

8. DIRECTORS' AND CHIEF EXECUTIVES' REMUNERATION (CONTINUED)

(a) Independent non-executive directors

The remuneration paid to independent non-executive directors during the year was as follows:

	2022					2021				
	Fees HK$'000	Discretionary performance related bonuses# HK$'000	Equity-settled share option benefits HK$'000	Employee share-based compensation benefits under the Award Scheme HK$'000	Total remuneration HK$'000	Fees HK$'000	Discretionary performance related bonuses HK$'000	Equity-settled share option benefits HK$'000	Employee share-based compensation benefits under the Award Scheme HK$'000	Total remuneration HK$'000
Mr. Robert Maarten WESTERHOF (note (i))	138	-	-	-	138	300	-	4	13	317
Dr. TSENG Shieng-chang Carter (note (ii))	-	-	-	-	-	-	-	-	-	-
Professor WANG Yijiang	300	100	-	-	400	300	-	4	13	317
Mr. LAU Siu Ki	300	100	-	-	400	300	-	4	13	317
	738	200	-	-	938	900	-	12	39	951

No other emoluments were payable to the independent non-executive directors during the year (2021: Nil).

8. DIRECTORS' AND CHIEF EXECUTIVES' REMUNERATION (CONTINUED)

(b) Executive directors, non-executive directors and chief executives

The remuneration paid to executive directors, non-executive directors and chief executives during the year was as follows:

	Fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Discretionary performance related bonuses# HK$'000	Equity-settled share option benefits HK$'000	Employee share-based compensation benefits under the Award Scheme HK$'000	Pension scheme contributions HK$'000	Total remuneration HK$'000
2022							
Executive directors:							
Ms. DU Juan (note (iii))	–	–	–	–	–	–	–
Mr. YAN Xiaolin	–	–	100	–	7,267	–	7,367
Mr. HU Dien Chien	–	1,659	1,977	–	–	29	3,665
	–	1,659	2,077	–	7,267	29	11,032
Non-executive directors:							
Mr. WANG Cheng (note(iv))	-	–	100	6	15,763	–	15,869
Mr. SUN Li	–	–	–	–	5,209	–	5,209
Mr. LI Yuhao	225	–	100	–	–	–	325
Mr. Albert Thomas DA ROSA, Junior (note (v))	104	–	–	–	–	–	104
	329	–	200	6	20,972	–	21,507
Chief executive:							
Mr. ZHANG Shaoyong (note (vi))	–	932	2,784	2	10,509	122	14,349
	329	2,591	5,061	8	38,748	151	46,888

8. DIRECTORS' AND CHIEF EXECUTIVES' REMUNERATION (CONTINUED)

(b) Executive directors, non-executive directors and chief executives (continued)

	Fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Discretionary performance related bonuses# HK$'000	Equity-settled share option benefits HK$'000	Employee share-based compensation benefits under the Award Scheme HK$'000	Pension scheme contributions HK$'000	Total remuneration HK$'000
2021							
Executive directors:							
Mr. LI Dongsheng (note (vii))	–	393	–	41	149	18	601
Ms. DU Juan (note (iii))	–	–	–	–	–	–	–
Mr. YAN Xiaolin	–	–	–	4	6,697	–	6,701
Mr. HU Dien Chien	–	1,665	2,641	–	–	24	4,330
	–	2,058	2,641	45	6,846	42	11,632
Non-executive directors:							
Mr. WANG Cheng (note(iv))	–	949	2,630	136	14,992	64	18,771
Mr. Albert Thomas DA ROSA, Junior (note (v))	225	–	–	4	13	–	242
Mr. SUN Li	–	–	–	–	4,791	–	4,791
Mr. LI Yuhao	225	–	–	–	–	–	225
	450	949	2,630	140	19,796	64	24,029
Chief executives:							
Mr. ZHANG Shaoyong (note (vi))	–	487	860	13	3,382	37	4,779
Mr. WU Jiyu (note (viii))	–	42	55	1	236	3	337
	–	529	915	14	3,618	40	5,116
	450	3,536	6,186	199	30,260	146	40,777

The discretionary performance related bonuses for each of the financial year represents the estimated amount of such bonuses determined based on the performance targets set for the relevant individual Director and chief executive, whereas the actual amount would only be determined and paid after the end of the financial year with reference to the financial performance of the Group and the performance of the individual Director or chief executive and subject to approval by the Board and/or the Remuneration Committee.

8. DIRECTORS' AND CHIEF EXECUTIVES' REMUNERATION (CONTINUED)

(b) Executive directors, non-executive directors and chief executives (continued)

Notes:

(i) Mr. Robert Maarten WESTERHOF retired as an independent non-executive director of the Company with effect from 17 June 2022.

(ii) Dr. TSENG Shieng-chang Carter agreed to waive his remuneration as a director for the year ended 31 December 2022 of HK$400,000 (2021: HK$300,000) and such remuneration will be donated by the Company for charity use.

(iii) Ms. DU Juan was appointed as an executive director of the Company with the effect from 9 August 2021.

(iv) Mr. WANG Cheng was re-designated from an executive director to a non-executive director of the Company with effect from 9 August 2021. All his remuneration for the year 2021 was considered to be those of executive director.

(v) Mr. Albert Thomas DA ROSA, Junior retired as a non-executive director of the Company with effect from 17 June 2022.

(vi) Mr. ZHANG Shaoyong was appointed as a Co-CEO of the Company with effect from 9 August 2021 and re-designated as a CEO with effect from 20 August 2021.

(vii) Mr. LI Dongsheng resigned as an executive director of the Company with effect from 9 August 2021.

(viii) Mr. WU Jiyu was appointed as a Co-CEO of the Company with effect from 9 August 2021 and resigned as a Co-CEO of the Company with effect from 20 August 2021.

8. DIRECTORS' AND CHIEF EXECUTIVES' REMUNERATION (CONTINUED)

(b) Executive directors, non-executive directors and chief executives (continued)

Save as disclosed in note (ii) above, there was no arrangement under which a director or chief executive of the Company returned, waived or agreed to waive any remuneration during the year.

Save as disclosed above, no emoluments were paid by the Group to any director or chief executive of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

During the year, there were no loans, quasi-loans and other dealings in favour of (i) directors of the Company and of a holding company of the Company; (ii) bodies corporate controlled by such directors; and (iii) entities connected with such directors, and there were no consideration provided to or receivable by third parties for making available directors' services.

Save as disclosed in the section headed "Connected Transactions" under Report of the Directors in this annual report, none of the directors of the Company or their connected entities had a material interest, either directly or indirectly, in any transactions, arrangements or contract of significance to the business of the Group to which the Company, or any of its subsidiaries, holding companies or fellow subsidiaries was a party during the year ended 31 December 2022.

The executive directors' and chief executives' emoluments shown above were paid for their services in connection with the management of affairs of the Company and the Group; and the non-executive directors' and independent non-executive directors' emoluments shown above were for their services as directors of the Company, except for certain employee share-based compensation benefits under the Award Scheme paid to Mr. WANG Cheng, Mr. YAN Xiaolin and Mr. SUN Li during the years ended 31 December 2022 and 2021, which represented the awarded shares of the Company granted as replacement of the incentives granted under the incentive scheme adopted by Falcon Network Technology, a subsidiary of the Company. For details, please refer to the announcement of the Company dated 19 May 2021.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2021: two) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining two (2021: three) non-directors, highest paid employees for the year are as follows:

	2022	2021
	HK$'000	HK$'000
Salaries, allowances and benefits in kind	**2,025**	3,662
Discretionary performance related bonuses	**2,784**	5,963
Equity-settled share option benefits	**2**	108
Employee share-based compensation benefits under the Award Scheme	**18,637**	21,158
Pension scheme contributions	**231**	295
	23,679	31,186

During the year, no emoluments were paid by the Group to the two non-directors, highest paid employees disclosed above as an inducement to join or upon joining the Group or as compensation for loss of office.

The number of non-directors, highest paid employees whose remuneration fell within the following bands are as follows:

	Number of employees	
	2022	2021
HK$6,000,001 to HK$6,500,000	**–**	1
HK$9,000,001 to HK$9,500,000	**1**	–
HK$11,000,001 to HK$11,500,000	**–**	1
HK$13,500,001 to HK$14,000,000	**–**	1
HK$14,000,001 to HK$14,500,000	**1**	–
	2	3

10. ASSETS CLASSIFIED AS HELD FOR SALE

On 20 May 2021, the Group decided to dispose of a piece of its land located in the Mainland China. The disposal is expected to be completed in 2023. As at 31 December 2022, final negotiations for the sale were in progress and the land and the buildings were classified as current assets held for sale.

11. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2021: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

	2022 **HK$'000**	2021 HK$'000
Current – Hong Kong		
Charge for the year	**7,449**	24,723
(Overprovision)/underprovision in prior years	**(479)**	1,644
Current – Elsewhere		
Charge for the year	**356,102**	233,514
(Overprovision)/underprovision in prior years	**47,357**	(12,351)
Deferred	**(128,825)**	(79,054)
Total tax charge for the year	**281,604**	168,476

11. INCOME TAX (CONTINUED)

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

	2022 HK$'000	2021 HK$'000
Profit before tax	835,528	1,447,766
Tax at the statutory/applicable tax rates of different countries/jurisdictions	544,947	820,559
Lower tax rates for specific provinces or enacted by local authority	(140,504)	(95,469)
Previously unrecognised tax losses used to reduce deferred tax expense	(16,127)	–
Effect on shares transfer within the Group	–	(234,125)
Adjustments in respect of current tax of previous periods	46,878	(10,707)
Profits and losses attributable to joint ventures and associates	(21,439)	(13,380)
Income not subject to tax	(185,196)	(139,514)
Super deduction of R&D expenditures	(161,084)	(71,584)
Expenses not deductible for tax	144,847	43,149
Tax losses utilised from previous periods	(148,223)	(239,837)
Tax losses not recognised	217,505	109,384
Tax charge at the Group's effective rate	281,604	168,476

The share of tax attributable to joint ventures and associates amounting to tax credit of HK$ 2,613,000 (2021: tax credit of HK$1,770,000) and tax credit of HK$18,826,000 (2021: tax credit of HK$11,610,000), respectively, is included in "Share of profits and losses of joint ventures and associates" in the consolidated statement of profit or loss and other comprehensive income.

In accordance with the relevant tax rules and regulations of the PRC, certain of the Group's subsidiaries in the PRC enjoy a preferential corporate income tax rate of 15%, and one subsidiary in the PRC enjoys a preferential corporate income tax rate of 10%. Also, one subsidiary of the Group in Mainland China enjoys a total exemption of corporate income tax for the first year and a preferential corporate income tax rate of 10% for the following five years.

12. DIVIDENDS

	2022 HK$'000	2021 HK$'000
Proposed final dividend – HK12.70 cents (2021: HK16.70 cents) per ordinary share	**317,472**	414,153

The Board resolved to not declare any dividend for the six months ended 30 June 2022 (30 June 2021: Nil).

The above amount of proposed final dividend for the year ended 31 December 2022 was calculated based on the number of shares of the Company as at 31 December 2022 for illustration. The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting ("AGM"). These consolidated financial statements do not reflect this dividend payable.

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

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of the Company of 2,412,318,560 (2021: 2,403,808,710) in issue during the year.

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (CONTINUED)

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

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

	2022	2021
	HK$'000	HK$'000
Earnings		
Profit attributable to ordinary equity holders of the parent, used in the basic and diluted earnings per share calculations	**447,007**	1,183,999

	Number of shares	
	2022	2021
Shares		
Weighted average number of ordinary shares in issue less shares held for the Award Scheme during the year used in the basic earnings per share calculation	**2,412,318,560**	2,403,808,710
Effect of dilution – weighted average number of ordinary shares:		
Share options	**277,097**	11,739,101
Awarded shares	**89,246,219**	77,246,828
Weighted average number of ordinary shares in issue during the year used in the diluted earnings per share calculation	**2,501,841,876**	2,492,794,639

14. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings HK$'000	Leasehold improvements HK$'000	Plant and machinery HK$'000	Furniture, fixtures and equipment HK$'000	Motor vehicles HK$'000	Construction in progress HK$'000	Total HK$'000
31 December 2022							
At 1 January 2022							
Cost	2,430,229	514,000	2,244,894	913,068	21,922	235,426	6,359,539
Accumulated depreciation and impairment	(901,973)	(359,999)	(1,427,643)	(595,345)	(13,574)	–	(3,298,534)
Net carrying amount	1,528,256	154,001	817,251	317,723	8,348	235,426	3,061,005
At 1 January 2022, net of accumulated depreciation and impairment	1,528,256	154,001	817,251	317,723	8,348	235,426	3,061,005
Additions	18,505	20,337	100,701	90,980	2,391	214,187	447,101
Disposals	(137)	(1,916)	(43,989)	(4,117)	(488)	(1,972)	(52,619)
Transfer to other intangible assets (note 18)	–	–	–	–	–	(87,063)	(87,063)
Transfer to other deferred assets	–	–	–	–	–	(49,363)	(49,363)
Transfers	48,204	11,157	157,073	69,920	–	(286,354)	–
Depreciation provided during the year	(97,483)	(43,682)	(138,352)	(120,975)	(949)	–	(401,441)
Exchange realignment	(78,785)	(9,825)	(55,988)	(23,422)	(631)	(10,322)	(178,973)
At 31 December 2022, net of accumulated depreciation and impairment	1,418,560	130,072	836,696	330,109	8,671	14,539	2,738,647
At 31 December 2022:							
Cost	2,345,919	504,242	2,180,670	971,693	19,392	14,539	6,036,455
Accumulated depreciation and impairment	(927,359)	(374,170)	(1,343,974)	(641,584)	(10,721)	–	(3,297,808)
Net carrying amount	1,418,560	130,072	836,696	330,109	8,671	14,539	2,738,647

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Land and buildings HK$'000	Leasehold improvements HK$'000	Plant and machinery HK$'000	Furniture, fixtures and equipment HK$'000	Motor vehicles HK$'000	Construction in progress HK$'000	Total HK$'000
31 December 2021							
At 1 January 2021							
Cost	2,389,405	429,237	1,955,945	734,652	21,054	180,437	5,710,730
Accumulated depreciation and impairment	(789,025)	(327,703)	(1,330,300)	(493,924)	(12,588)	–	(2,953,540)
Net carrying amount	1,600,380	101,534	625,645	240,728	8,466	180,437	2,757,190
At 1 January 2021, net of accumulated depreciation and impairment	1,600,380	101,534	625,645	240,728	8,466	180,437	2,757,190
Additions	4,936	20,508	94,713	107,733	855	459,995	688,740
Transfer to investment properties (note 15)	(2,034)	–	–	–	–	–	(2,034)
Disposals	(1,319)	(874)	(13,257)	(9,539)	(10)	(14,910)	(39,909)
Transfer to other intangible assets (note 18)	–	–	–	–	–	(47,691)	(47,691)
Transfer to assets held for sale (note 10)	(1,948)	–	–	–	–	–	(1,948)
Transfers	–	70,561	215,489	61,909	–	(347,959)	–
Depreciation provided during the year	(98,909)	(39,960)	(120,496)	(88,090)	(1,151)	–	(348,606)
Exchange realignment	27,150	2,232	15,157	4,982	188	5,554	55,263
At 31 December 2021, net of accumulated depreciation and impairment	1,528,256	154,001	817,251	317,723	8,348	235,426	3,061,005
At 31 December 2021:							
Cost	2,430,229	514,000	2,244,894	913,068	21,922	235,426	6,359,539
Accumulated depreciation and impairment	(901,973)	(359,999)	(1,427,643)	(595,345)	(13,574)	–	(3,298,534)
Net carrying amount	1,528,256	154,001	817,251	317,723	8,348	235,426	3,061,005

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Note:

As at 31 December 2022, certain buildings of the Group situated in Hohhot, the PRC, with an aggregate carrying amount of HK$82,966,000 (2021: HK$99,137,000), did not have the building ownership certificates registered under the names of the respective subsidiaries of the Group. Moreover, the land transfer procedures of the land on which the relevant buildings were constructed have been completed and the related land premium has been finalised with the Ministry of Land and Resources of the PRC.

In the opinion of the directors, the risk of the Group not being able to obtain the legal titles for the relevant buildings is low and the Group will continue to pursue and discuss with the Ministry of Land and Resources of Mainland China for the final settlement and complete the ownership registration of the buildings.

15. INVESTMENT PROPERTIES

	2022 **HK$'000**	2021 HK$'000
Carrying amount at 1 January	**569,177**	579,559
Transfer from property, plant and equipment (note 14)	**–**	2,034
Depreciation provided during the year (note 7)	**(14,078)**	(14,922)
Exchange realignment	**(9,299)**	2,506
Carrying amount at 31 December	**545,800**	569,177

The Group's investment properties mainly consist of commercial, residential and industrial properties located in Hong Kong, the PRC and Mexico with the carrying amounts of HK$11,896,000 (2021: HK$12,345,000), HK$430,803,000 (2021: HK$456,097,000) and HK$103,101,000 (2021: HK$100,735,000), respectively, and are held under operating lease arrangements.

According to the valuation results provided by independent third parties, the fair values of the investment properties located in Hong Kong, the PRC and Mexico approximate to HK$106,600,000 (2021: HK$114,500,000), HK$476,053,000 (2021: HK$479,461,000) and HK$266,540,000 (2021: HK$267,938,000), respectively.

16. LEASES

The Group as a lessee

The Group has lease contracts for various items of plant and properties, motor vehicles and other equipment used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 20 to 70 years, and no ongoing payments will be made under the terms of these land leases. Leases of plant and properties generally have lease terms between 1 and 10 years, while motor vehicles generally have lease terms between 2 and 5 years. Other equipment generally has lease terms of 12 months or less and/or is individually of low value. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

(a) Right-of-use assets

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

	Leasehold land HK$'000	Plant and properties HK$'000	Motor vehicles HK$'000	Other equipment HK$'000	Total HK$'000
As at 1 January 2021	514,601	327,288	2,391	89	844,369
Additions	142,151	214,059	1,088	–	357,298
Transfer to assets held for sale	(1,976)	–	–	–	(1,976)
Depreciation charge (note 7)	(12,092)	(152,575)	(1,537)	(47)	(166,251)
Lease modification	–	39,085	(30)	–	39,055
Exchange realignment	7,177	(4)	(126)	(12)	7,035
As at 31 December 2021 and 1 January 2022	**649,861**	**427,853**	**1,786**	**30**	**1,079,530**
Additions	**–**	**169,122**	**1,377**	**–**	**170,499**
Depreciation charge (note 7)	**(12,965)**	**(190,698)**	**(1,093)**	**(43)**	**(204,799)**
Lease modification	**–**	**(2,910)**	**–**	**–**	**(2,910)**
Exchange realignment	**(25,395)**	**(24,652)**	**(49)**	**13**	**(50,083)**
As at 31 December 2022	**611,501**	**378,715**	**2,021**	**–**	**992,237**

16. LEASES (CONTINUED)

(b) Lease liabilities

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

	2022 HK$'000	2021 HK$'000
As at 1 January	460,504	346,032
New leases	150,478	211,075
Lease modification	(7,332)	38,656
Accretion of interest recognised during the year	18,041	22,187
Payments	(185,353)	(157,364)
Exchange realignment	(26,597)	(82)
As at 31 December	409,741	460,504
Analysed into:		
Current portion	153,915	140,820
Non-current portion	255,826	319,684

The maturity analysis of lease liabilities is disclosed in note 47 to the financial statements.

16. LEASES (CONTINUED)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2022 HK$'000	2021 HK$'000
Interest expenses on lease liabilities	**18,041**	22,187
Depreciation charge of right-of-use assets	**204,799**	166,251
Expense relating to short-term leases and leases of low-value assets	**87,781**	138,075
Covid-19-related rent concessions from lessors	**(1,277)**	(451)
Total amount recognised in profit or loss	**309,344**	326,062

(d) The total cash outflow for leases and future cash outflows relating to leases that have not yet commenced are disclosed in notes 42(c) and 43(b), respectively, to the financial statements.

The Group as a lessor

The Group leases its investment properties (note 15) consisting of various commercial, residential and industrial properties in Hong Kong, the PRC and Mexico under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was HK$22,250,000 (2021: HK$19,356,000), details of which are included in note 5 to the financial statements.

At 31 December 2022, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	2022 HK$'000	2021 HK$'000
Within one year	**37,365**	20,218
After one year but within two years	**20,757**	10,602
After two years but within three years	**10,650**	564
After three years but within four years	**10,442**	193
After four years but within five years	**10,601**	313
After five years	**6,303**	–
	96,118	31,890

17. GOODWILL

	HK$'000
At 1 January 2021:	
Cost	3,352,364
Accumulated impairment	(50,983)
Net carrying amount	3,301,381
Cost at 1 January 2021, net of accumulated impairment	3,301,381
Impairment during the year (note 7)	(12,049)
Exchange realignment	32,984
Cost and net carrying amount at 31 December 2021	3,322,316
At 31 December 2021:	
Cost	3,385,348
Accumulated impairment	(63,032)
Net carrying amount	3,322,316
Cost at 1 January 2022, net of accumulated impairment	3,322,316
Exchange realignment	(127,136)
Cost and net carrying amount at 31 December 2022	3,195,180
At 31 December 2022:	
Cost	3,258,212
Accumulated impairment	(63,032)
Net carrying amount	3,195,180

17. GOODWILL (CONTINUED)

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following CGUs for impairment testing:

- PRC TV products with the TCL brand ("PRC TCL TV CGU")
- Commercial display products ("Commercial Display Products CGU")
- Falcon internet business ("Falcon Internet Business CGU")
- Smart mobile, connective devices and services ("Smart Mobile, Connective devices and Services CGU")
- Brazil TV products with the TCL brand and other household products ("Brazil TCL TV and Other Household Products CGU")
- Others*

* The others represented certain CGUs which individually form an insignificant portion of the goodwill amount of the Group.

The recoverable amount of each CGU has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to cash flow projections and the growth rate used to extrapolate the cash flows beyond the five-year period of each CGU are as follows:

		2022	2021
PRC TCL TV CGU	discount rates	16%	16%
	growth rates	3%	3%
Commercial Display Products CGU	discount rates	15%	13%
	growth rates	3%	3%
Falcon Internet Business CGU	discount rates	14%	14%
	growth rates	3%	3%
Smart Mobile, Connective devices and Services CGU	discount rates	14%	15%
	growth rates	3%	3%
Brazil TCL TV and Other Household Products CGU	discount rates	20%	16%
	growth rates	3%	2%
Others	discount rates	21%	20%
	growth rates	3%	3%

17. GOODWILL (CONTINUED)

Impairment testing of goodwill (continued)

The carrying amount of goodwill allocated to each of the CGUs is as follows:

	PRC TCL TV CGU HK$'000	Commercial Display Products CGU HK$'000	Falcon Internet Business CGU HK$'000	Smart Mobile, Connective Devices and Services CGU HK$'000	Brazil TCL TV and Other Household Products CGU HK$'000	Others HK$'000	Total HK$'000
As at 31 December 2021	360,992	274,728	1,176,758	1,260,399	236,459	12,980	3,322,316
As at 31 December 2022	**340,531**	**251,437**	**1,076,995**	**1,260,399**	**252,838**	**12,980**	**3,195,180**

Assumptions were used in the value-in-use calculation of all CGUs for 31 December 2022 and 31 December 2021. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margins – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

Discount rates – The discount rates used are before tax and reflect specific risks relating to the relevant units.

18. OTHER INTANGIBLE ASSETS

	Patents and licences HK$'000	Trademarks HK$'000	Customer relationships HK$'000	Computer software HK$'000	Deferred development costs HK$'000	Total HK$'000
31 December 2022						
Cost at 1 January 2022, net of accumulated amortisation and impairment	308,389	144,461	326,602	166,240	365,792	1,311,484
Additions	9,055	–	21,334	19,779	438,933	489,101
Acquisition of subsidiaries (note 40)	37	–	–	–	–	37
Amortisation provided during the year	(33,894)	(29,078)	(64,855)	(44,125)	(450,970)	(622,922)
Disposals	–	–	(264)	(5,236)	–	(5,500)
Transfer from construction in progress (note 14)	–	–	–	87,063	–	87,063
Exchange realignment	(2,357)	(203)	(6,428)	(12,768)	(30,578)	(52,334)
At 31 December 2022	281,230	115,180	276,389	210,953	323,177	1,206,929
At 31 December 2022:						
Cost	451,254	406,173	435,616	744,046	553,344	2,590,433
Accumulated amortisation and impairment	(170,024)	(290,993)	(159,227)	(533,093)	(230,167)	(1,383,504)
Net carrying amount	281,230	115,180	276,389	210,953	323,177	1,206,929

18. OTHER INTANGIBLE ASSETS (CONTINUED)

	Patents and licences HK$'000	Trademarks HK$'000	Customer relationships HK$'000	Computer software HK$'000	Deferred development costs HK$'000	Total HK$'000
31 December 2021						
Cost at 1 January 2021, net of accumulated amortisation and impairment	353,897	172,507	346,551	149,848	291,932	1,314,735
Additions	9,903	–	31,049	9,259	504,619	554,830
Amortisation provided during the year	(33,907)	(27,889)	(53,582)	(43,385)	(440,306)	(599,069)
Disposals	(22,388)	–	–	–	–	(22,388)
Transfer from construction in progress (note 14)	–	–	–	47,691	–	47,691
Exchange realignment	884	(157)	2,584	2,827	9,547	15,685
At 31 December 2021	308,389	144,461	326,602	166,240	365,792	1,311,484
At 31 December 2021:						
Cost	444,920	406,996	428,746	678,443	799,783	2,758,888
Accumulated amortisation and impairment	(136,531)	(262,535)	(102,144)	(512,203)	(433,991)	(1,447,404)
Net carrying amount	308,389	144,461	326,602	166,240	365,792	1,311,484

19. INVESTMENTS IN JOINT VENTURES

	2022 HK$'000	2021 HK$'000
Share of net assets	96,363	66,757
Goodwill on acquisition	21,807	21,807
	118,170	88,564
Provision for impairment	(7,712)	(7,712)
	110,458	80,852

The following table illustrates the aggregate summarised financial information of the Group's joint ventures that are not individually material:

	2022 HK$'000	2021 HK$'000
Share of the joint ventures' profit for the year	26,784	610
Share of the joint ventures' total comprehensive income for the year	24,795	1,508
Aggregate carrying amount of the Group's investments in the joint ventures	110,458	80,852

The Group has discontinued the recognition of its share of losses of a joint venture, TCL-IMAX Entertainment Co., Ltd., since the year ended 31 December 2017 because the share of losses of the joint venture exceeded the Group's interest in the relevant joint venture and the Group has no obligation to take up further losses.

20. INVESTMENTS IN ASSOCIATES

	2022 HK$'000	2021 HK$'000
Share of net assets	1,192,663	902,653
Goodwill on acquisition	366,219	698,276
	1,558,882	1,600,929

During the current year, the Group partially disposed its investment in an associate. The investment was transferred to equity investments designated at fair value through other comprehensive income and a loss on disposal of HK$298,071,000 was recognised in profit or loss as other operating expenses. Please refer to note 7 to the financial statements.

Particulars of the Group's material associates are as follows:

Name	Particulars of registered capital	Place of registration and business	Percentage of ownership interest attributable to the Group	Principal activities
Amlogic (Shanghai) Co., Ltd.* ("Amlogic")#	RMB413,499,880	PRC/ Mainland China	5.00	Note(a)
Huan Technology Co., Ltd.* ("Huan Technology")	RMB52,989,648	PRC/ Mainland China	34.00	Note(b)

* The English names of the companies are not official and are the direct translation from their Chinese names for identification purposes only.

Up to the date of approval of these financial statements, Amlogic has not yet disclosed its annual financial statements for the year ended 31 December 2022. The figures presented in the table below are extracted from financial information which was released publicly disclosed by Amlogic, with some information not being disclosed.

All the associates have been accounted for using the equity method in these financial statements.

20. INVESTMENTS IN ASSOCIATES (CONTINUED)

Notes:

(a) Amlogic

Amlogic, which is considered as a material associate of the Group, is a strategic partner of the Group engaged in the manufacture and trading of integrated circuits and other semiconductor services.

Although the Group holds less than 20% of the voting power of Amlogic, in the opinion of the directors, the Group is in a position to exercise significant influence over Amlogic through its representation in the board of directors and its participation in policy-making processes of Amlogic.

The following table illustrates the summarised financial information of Amlogic, adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

	2022 HK$'000	2021 HK$'000
Net assets	**5,349,565**	4,836,109
Net assets, excluding goodwill	**5,331,520**	4,818,060
Reconciliation to the Group's interest in the associate:		
Proportion of the Group's ownership	**5.00%**	5.00%
Group's share of net assets of the associate, excluding goodwill	**266,576**	240,903
Goodwill on acquisition	**18,045**	18,049
Carrying amount of the investment	**284,621**	258,952
Revenue	**6,439,630**	5,762,113
Profit for the year	**809,922**	943,676

20. INVESTMENTS IN ASSOCIATES (CONTINUED)

Notes: (continued)

(b) Huan Technology

Huan Technology, which is considered a material associate of the Group, is a strategic partner of the Group engaged in internet platform operation. Huan Technology has become an associate of the Group since 1 November 2019.

The following table illustrates the summarised financial information of Huan Technology, adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

	2022 HK$'000	2021 HK$'000
Net assets	**952,825**	956,040
Net assets, excluding goodwill	**844,888**	833,958
Reconciliation to the Group's interest in the associate:		
Proportion of the Group's ownership	**34.00%**	35.19%
Group's share of net assets of the associate, excluding goodwill	**287,262**	293,470
Goodwill on acquisition	**107,937**	122,082
Carrying amount of the investment	**395,199**	415,552
Revenue	**802,744**	808,754
Profit for the year	**72,684**	71,011
Total comprehensive income for the year	**72,684**	71,011

The following table illustrates the aggregate summarised financial information of the Group's associates that are not individually material:

	2022 HK$'000	2021 HK$'000
Share of the associates' (loss)/profit for the year	**(2,409)**	70,428
Share of the associates' other comprehensive income for the year	**24,567**	5,495
Share of the associates' total comprehensive income for the year	**22,158**	75,923
Aggregate carrying amount of the Group's investments in these associates	**879,062**	926,425

21. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2022 HK$'000	2021 HK$'000
Listed equity investments, at fair value		
Beijing Digital Telecom Co., Ltd.	16,804	16,804
	16,804	16,804
Unlisted equity investments, at fair value		
Shenzhen Digital TV National Engineering Laboratory Co., Ltd.*	9,146	9,174
Shanghai Digital TV National Engineering Research Center Co., Ltd.*	3,750	3,329
Shenzhen Zhongcailian Technology Co., Ltd.*	2,989	4,779
Shanghai Guanmu Investment Management Partnership (Limited Partnership)*	121,397	82,588
Falcon Innovations Technology (Shenzhen) Co., Ltd.*	13,619	24,452
Fengzhang Qingyu Investment (Ningbo) Partnership (Limited Partnership)*	22,603	–
Others	10,125	230
	183,629	124,552
	200,433	141,356

* The English names of the companies are not official and are the direct translation from their Chinese names for identification purposes only.

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers that these investments are strategic in nature.

22. INVENTORIES

	2022 HK$'000	2021 HK$'000
Raw materials	**3,255,196**	5,100,633
Work in progress	**398,544**	1,043,177
Finished goods	**6,183,574**	7,411,786
	9,837,314	13,555,596

23. TRADE RECEIVABLES

	Note	2022 HK$'000	2021 HK$'000
Due from third parties		**8,146,870**	10,405,892
Due from related parties:			
Companies controlled by TCL Holdings	(a)	**154,659**	45,822
Affiliates of TCL Holdings	(a)	**184,501**	71,596
Companies controlled by TCL Technology	(a)	**521,234**	327,773
Affiliates of TCL Technology	(a)	**28,804**	6
Joint ventures	(a)	**388,213**	267,210
Associates	(a)	**1,752,743**	767,468
		3,030,154	1,479,875
Impairment allowance		**(241,943)**	(188,041)
		10,935,081	11,697,726

Note:

(a) As at 31 December 2022 and 2021, the amounts were interest-free, unsecured and repayable within one year.

23. TRADE RECEIVABLES (CONTINUED)

The majority of the Group's sales in Mainland China are conducted on a cash-on-delivery basis or on commercial bills guaranteed by banks within credit periods ranging from 30 to 90 days. For overseas sales, the Group usually requires settlement by letters of credit with tenures ranging from 90 to 180 days. Sales to certain long-term strategic customers were made on the open-account basis with credit terms of no more than 180 days.

Save for those amounts due from the related parties, in view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group holds a commercial property from a group of customers as collaterals for trade receivables of HK$359,746,000 (2021: HK$443,049,000) due by them with interest bearing at 3% (2021: 3%) per annum. The Group does not hold any collaterals or other credit enhancements over its remaining trade receivables. The remaining trade receivables are non-interest bearing.

Included in the Group's trade receivables are (i) receivables to be factored of HK$315,207,000 (2021: HK$955,454,000), as well as (ii) the assets and the associated liabilities representing the extent of the Group's continuing involvement in the factored trade receivables of which the Group neither retained nor transferred substantially all of the risks and rewards, amounting to HK$25,106,000 (2021: HK$9,016,000). The above receivables are classified as financial assets at fair value through profit or loss. The remaining trade receivables with a gross carrying amount of HK$10,836,711,000 (2021: HK$10,921,297,000) are measured at amortised cost.

23. TRADE RECEIVABLES (CONTINUED)

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

	2022 **HK$'000**	2021 HK$'000
Current to 90 days	**8,349,202**	9,216,657
91 to 180 days	**1,672,728**	1,704,485
181 to 365 days	**324,001**	443,167
Over 365 days	**831,093**	521,458
	11,177,024	11,885,767
Impairment allowance	**(241,943)**	(188,041)
	10,935,081	11,697,726

The movements in the loss allowance for impairment of trade receivables are as follows:

	2022 **HK$'000**	2021 HK$'000
At beginning of year	**188,041**	158,240
Impairment losses, net (note 7)	**83,408**	31,827
Amount written off as uncollectible	**(14,050)**	(189)
Exchange realignment	**(15,456)**	(1,837)
At end of year	**241,943**	188,041

An impairment analysis is performed at each reporting date using a provision matrix to measure ECLs. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

23. TRADE RECEIVABLES (CONTINUED)

Set out below is the information about the credit risk exposure on the Group's trade receivables measured at amortised cost using a provision matrix:

As at 31 December 2022

		Past due				
	Current	Less than 180 days	181 days to 1 year	1 year to 2 years	Over 2 years	Total
ECL rate	**0.04%**	**2.05%**	**11.32%**	**2.34%**	**61.42%**	**2.23%**
Gross carrying amount (HK$'000)	**6,961,248**	**3,011,008**	**202,804**	**426,316**	**235,335**	**10,836,711**
ECLs (HK$'000)	**2,824**	**61,626**	**22,963**	**9,986**	**144,544**	**241,943**

As at 31 December 2021

		Past due				
	Current	Less than 180 days	181 days to 1 year	1 year to 2 years	Over 2 years	Total
ECL rate	0.14%	2.11%	5.07%	26.54%	38.40%	1.72%
Gross carrying amount (HK$'000)	7,223,734	3,201,284	235,904	14,791	245,584	10,921,297
ECLs (HK$'000)	10,203	67,643	11,971	3,926	94,298	188,041

24. BILLS RECEIVABLE

	2022 HK$'000	2021 HK$'000
Financial assets at fair value through other comprehensive income	**2,219,329**	1,901,694
	2,219,329	1,901,694

25. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	Notes	2022 HK$'000	2021 HK$'000
Prepayments and deposits		188,778	543,140
Other receivables	(a)	3,620,104	3,258,825
VAT receivables		2,585,102	2,056,270
Dividend receivable		19,639	10,457
Interest receivable		12,780	7,091
Due from companies controlled by TCL Holdings	(b) (d)	2,632,679	1,209,533
Due from affiliates of TCL Holdings	(c) (d)	34,475	12,173
Due from companies controlled by TCL Technology	(c)	44,280	14,721
Due from affiliates of TCL Technology	(c)	2,449	4,513
Due from associates	(c)	84,124	1,798
		9,224,410	7,118,521
Impairment allowance		(204,741)	(216,556)
		9,019,669	6,901,965

Notes:

(a) As at 31 December 2022, other receivables of HK$209,075,000 (2021: nil) was pledged for certain discounted bills.

(b) As at 31 December 2022 and 2021, the amount due from companies controlled by TCL Holdings of HK$1,230,171,000 (2021: HK$1,179,034,000) was interest bearing at 0.01% to 8.00% (2021: 0.01% to 8.00%) per annum. The remaining amounts were interest-free, unsecured and repayable within one year.

(c) As at 31 December 2022 and 2021, the amounts were interest-free, unsecured and repayable within one year.

25. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (CONTINUED)

Notes: (continued)

(d) The relevant balance of advance to TCL Holdings under the meaning of Chapter 13 of the Listing Rules amounted to approximately HK$2,667,154,000 (2021: HK$1,221,706,000), out of which: (i) approximately HK$549,851,000 (2021: HK$101,637,000) was deposits placed with TCL Finance (Hong Kong) Co., Limited and/or TCL Holdings Financial Services Associates pursuant to the Master Financial (2022-2024) Agreement dated 11 November 2021 entered into among the Company, TCL Holdings and TCL Finance (Hong Kong) Co., Limited with interest rates ranging from 0.01% to 3.30% (2021: 0.01% to 1.70%) per annum and repayable within one year and without collateral; (ii) approximately HK$680,320,000 (2021: HK$1,077,397,000) was loans provided by the Group to Qualified Holdings Group (as defined in the announcement of the Company dated 11 November 2021) pursuant to the Master Financial (2022-2024) Agreement dated 11 November 2021 entered into among the Company, TCL Holdings and TCL Finance (Hong Kong) Co., Limited with interest rates ranging from 4.00% to 8.00% (2021: 4.05% to 8.00%) per annum and repayable within one year and without collateral; and (iii) approximately HK$1,436,983,000 (2021: HK$42,672,000) was other receivables from TCL Holdings Group arising from non-trading nature transactions which were interest-free, unsecured and repayable within one year. For details of the Master Financial (2022-2024) Agreement, please refer to the Company's announcement dated 11 November 2021 and the circular dated 22 November 2021.

The Group has classified certain other receivables amounting to HK$76,136,000 (2021: HK$89,999,000) as financial assets measured at fair value through profit or loss as these items are held for trading. The remaining amounts are measured at amortised cost.

ECLs are estimated for other receivables and amounts due from related companies by applying a loss rate approach with reference to the historical loss records of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

The credit quality of the financial assets included in the line items of prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful". Set out below is the information about the credit risk exposure on the Group's other receivables and amounts due from related companies:

25. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (CONTINUED)

As at 31 December 2022

	Normal	Doubtful	Total
ECL rate	0.10%	7.26%	3.19%
Gross carrying amount (HK$'000)	3,645,037	2,773,074	6,418,111
ECLs (HK$'000)	3,543	201,198	204,741

As at 31 December 2021

	Normal	Doubtful	Total
ECL rate	0.09%	10.45%	4.81%
Gross carrying amount (HK$'000)	2,449,005	2,052,558	4,501,563
ECLs (HK$'000)	2,134	214,422	216,556

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to the receivables for which there was no recent history of default.

The movements in the loss allowance for impairment of financial assets included in prepayments, other receivables and other assets are as follows:

	2022 HK$'000	2021 HK$'000
At beginning of year	216,556	223,742
Impairment losses, net (note 7)	8,112	2,716
Amount written off as uncollectible	(8,776)	(15,969)
Exchange realignment	(11,151)	6,067
At end of year	204,741	216,556

26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2022 HK$'000	2021 HK$'000
Trust products and financial products issued by commercial banks	1,266,076	1,342,088

27. CASH AND CASH EQUIVALENTS, RESTRICTED CASH AND PLEDGED DEPOSITS

	2022 HK$'000	2021 HK$'000
Cash and bank balances	9,390,941	11,509,166
Restricted cash and pledged deposits	119,555	576,758
	9,510,496	12,085,924
Less: Restricted cash and pledged deposits:		
– for factored trade receivables	69,746	508,491
– for banking facilities and other financial instruments	22,672	41,119
– others restricted cash and pledged deposits	27,137	27,148
Cash and cash equivalents	9,390,941	11,509,166

As at 31 December 2022, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK$4,015,498,000 (2021: HK$5,099,007,000). RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances, restricted cash and pledged deposits are deposited with creditworthy banks with no recent history of default.

As at 31 December 2022, included in the Group's cash and bank balances were deposits of HK$335,850,000 (2021: HK$ nil), placed with TCL Technology Finance Co., Ltd., a subsidiary of TCL Technology and a financial institution approved by the People's Bank of China.

28. TRADE PAYABLES

	Note	2022 HK$'000	2021 HK$'000
Due to third parties		**8,053,031**	9,841,942
Due to related parties:			
Companies controlled by TCL Holdings	(a)	**2,528,936**	1,494,278
Affiliates of TCL Holdings	(a)	**622,568**	348,295
Companies controlled by TCL Technology	(a)	**2,187,509**	3,994,289
Affiliates of TCL Technology	(a)	**16,430**	1,770
Joint ventures	(a)	**68,267**	56,240
Associates	(a)	**610,204**	89,430
		6,033,914	5,984,302
		14,086,945	15,826,244

Note:

(a) As at 31 December 2022 and 2021, the amounts were interest-free, unsecured and repayable within one year.

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2022 HK$'000	2021 HK$'000
Current to 90 days	**11,589,314**	13,976,830
91 to 180 days	**1,920,841**	1,468,244
181 to 365 days	**382,203**	145,062
Over 365 days	**194,587**	236,108
	14,086,945	15,826,244

The trade payables are non-interest-bearing and are normally settled within credit periods ranging from 30 to 120 days.

29. OTHER PAYABLES AND ACCRUALS

	Notes	2022 HK$'000	2021 HK$'000
Other payables	(a)	**6,991,280**	7,853,002
Advanced receipts		**7,739**	8,449
Accruals		**2,026,575**	2,046,580
Dividend payable		**18**	12
Contract liabilities	(b)	**1,342,829**	2,157,007
Due to companies controlled by TCL Holdings	(c)	**950,582**	477,809
Due to affiliates of TCL Holdings	(c)	**44,763**	74,142
Due to companies controlled by TCL Technology	(c)	**78,110**	63,681
Due to affiliates of TCL Technology	(c)	**10,926**	–
Due to associates	(c)	**72,396**	62,907
		11,525,218	12,743,589

Notes:

(a) The other payables are non-interest-bearing and are expected to be settled within one year.

(b) Details of contract liabilities are as follows:

	31 December 2022 HK$'000	31 December 2021 HK$'000	1 January 2021 HK$'000
Short-term advances received from customers			
Sale of goods	**1,245,818**	2,078,712	1,042,688
Video-on-demand services	**97,011**	78,295	55,371
Total contract liabilities	**1,342,829**	2,157,007	1,098,059

Contract liabilities include short-term advances received to deliver goods and video-on-demand services.

(c) As at 31 December 2022, the amounts were interest-free, unsecured and repayable within one year. As at 31 December 2021, amounts due to companies controlled by TCL Holdings of HK$101,971,000 were interest bearing at 0.3% to 1.7% per annum. The remaining amounts were interest-free, unsecured and repayable within one year.

30. DERIVATIVE FINANCIAL INSTRUMENTS

	2022 HK$'000	2021 HK$'000
Current assets		
Forward currency contracts	**335,448**	52,612
Call options and put options	**244,536**	187,975
	579,984	240,587
Current liabilities		
Forward currency contracts	**134,214**	34,782
Non-current liabilities		
Call options and put options	**–**	17,579

Cash flow hedge – Foreign currency risk

Foreign currency forward contracts are designated as hedging instruments in cash flow hedges of forecast sales in BRL/EUR/GBP/MXN/AUD/JYP/RMB/RUB and forecast purchases in the USD, These forecast transactions are highly probable, and they comprise about 100% of the Group's total expected sales in BRL/EUR/GBP/MXN/AUD/JYP/RMB/RUB and purchases in USD. The foreign exchange forward contract balances vary with the level of expected foreign currency sales and purchases and changes in foreign exchange forward rates.

There is an economic relationship between the hedged items and the hedging instruments as the terms of the foreign exchange forward match the terms of the expected highly probable forecast transactions and the secured bank loan (i.e., notional amount and expected payment date). To measure the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

Hedge ineffectiveness can arise from:

- Differences in the timing of the cash flows of the forecasted sales and purchases and the hedging instruments
- Different interest rate curves applied to discount the hedged items and hedging instruments
- The counterparties' credit risks differently impacting the fair value movements of the hedging instruments and hedged items
- Changes to the forecasted amounts of cash flows of hedged items and hedging instruments

30. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

The Group holds the following foreign exchange forward contracts:

	Maturity less than 3 months	3 to 6 months	Total
As at 31 December 2022			
Foreign currency forward contracts (highly probable forecast sales)			
Notional amount (in HK$'000)	626,510	422,832	1,049,342
Foreign currency forward contracts (highly probable forecast purchases)			
Notional amount (in HK$'000)	2,378,943	–	2,378,943

The impacts of the hedging instruments on the statement of financial position are as follows:

	Notional amount HK$'000	Carrying amount HK$'000	Line item in the statement of financial position	Change in fair value used for measuring hedge ineffectiveness for the year HK$'000
As at 31 December 2022				
Foreign currency forward contracts (highly probable forecast sales)	514,201	12,520	Derivative financial instruments (assets)	51,633
Foreign currency forward contracts (highly probable forecast sales)	535,141	(19,210)	Derivative financial instruments (liabilities)	(109,804)
Foreign currency forward contracts (highly probable forecast purchases)	–	–	Derivative financial instruments (assets)	(25,278)
Foreign currency forward contracts (highly probable forecast purchases)	2,378,943	(4,551)	Derivative financial instruments (liabilities)	115,053

30. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

The impacts of the hedged items on the statement of financial position are as follows:

	Change in fair value used for measuring hedge ineffectiveness for the year HK$'000	Cash flow hedge reserve HK$'000
Year ended 31 December 2022		
Highly probable forecast sales	(58,172)	(9,480)
Highly probable forecast purchases	89,776	(506)

The effects of the cash flow hedge on the statement of profit or loss and other comprehensive income are as follows:

	Total hedging gain/(loss) recognised in other comprehensive income			Amount reclassified from other comprehensive income to profit or loss			
	Gross amount HK$'000	Tax effect HK$'000	Total HK$'000	Gross amount HK$'000	Tax effect HK$'000	Total HK$'000	Line item (gross amount) in profit or loss
Year ended 31 December 2022							
Highly probable forecast sales	(58,172)	23,981	(34,191)	45,475	(25,437)	20,038	Revenue/ Other income
Highly probable forecast purchases	89,776	-	89,776	(85,820)	-	(85,820)	Cost of sales

Non-hedging currency derivatives

In addition, the Group has entered into various forward currency contracts to manage its exchange rate exposures. They are not designated for hedge purposes and are measured at fair value through profit or loss. Net gain of HK$176,344,000 (2021: net loss of HK$47,142,000 (restated)) as a result of the changes in the fair value of these non-hedging derivative financial contracts were recognised in profit or loss for the year ended 31 December 2022.

30. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

Call options and put options

(1) TCL Call Options, TCL Put Options and RV Holdcos Call Options

On 28 May 2018, the Group entered into equity transfer agreements with Radio Victoria Argentina S.A. ("RVF"), Sontec Argentina S.A. ("Sontec") and the sellers (the "Sellers") of RVF and Sontec, pursuant to which the Group was granted with:

Pursuant to the equity transfer agreements, the Group also granted call options ("RV Holdcos Call Options") to the Sellers whereby the Sellers have the discretion to acquire all equity interest in RVF and/or Sontec at a consideration based on:

the higher of (i) the net book value with reference to audited financial statements of RVF and Sontec respectively for the fiscal year immediately preceding the date of the exercise and (ii) the investment cost of the Group plus a compounded annual rate of return as stipulated, which is exercisable within 180 days starting from 4 years after the RVF and Sontec Acquisition; or

the higher of (i) the net book value with reference to audited financial statements of RVF and Sontec respectively for the fiscal year immediately preceding the date of the exercise and (ii) the fair market value of the equity interests of RVF and Sontec, which is exercisable within 60 days starting from the date on which the percentage of shareholding of the Group in RVF and Sontec falls below 5%.

In 2022, RV Holdcos Call Options were not exercised which were expired in December 2022. The accumulated gain of the option recognised in profit or loss of was HK$17,579,000. Please refer to note 5 to the financial statements.

Call options ("TCL Call Options") whereby the Group has the discretion to acquire additional equity interest in RVF and/or Sontec, subject to the total shareholding of the Group not exceeding 49% shareholding of RVF and/or Sontec at any time, at a consideration based on the net book value with reference to audited financial statements of RVF and Sontec respectively for the fiscal year immediately preceding the date of the exercise, which is exercisable at any time within 8 years after the closing date of acquisition of RVF and Sontec (the "RVF and Sontec Acquisition").

Put options ("TCL Put Options") whereby the Group has the discretion to dispose of all equity interest in RVF and/or Sontec at a consideration based on the net book value with reference to audited financial statements of RVF and Sontec respectively for the fiscal year immediately preceding the date of the exercise, which is exercisable at any time after 2 years and within 8 years of the RVF and Sontec Acquisition.

30. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

Call options and put options (continued)

(1) TCL Call Options, TCL Put Options and RV Holdcos Call Options (continued)

As at 31 December 2022 and 2021, the fair values of options were determined by Asset Appraisal Limited based on the Black-Scholes Options Pricing Model. The key inputs into the model for the values of the options are as follows:

	TCL Call Options and TCL Put Options		RV Holdcos Call Options	
	2022	2021	**2022**	2021
Maturity (year)	**3.5**	4.5	–	1.0
Risk-free rate (%)	**4.2**	1.3	–	0.7
Volatility (%)	**45.4**	45.0	–	32.3

(2) SEMP TCL Call Option

On 3 June 2020, the Group entered into a sale and purchase agreement with STA, pursuant to which the Group was granted a call option by STA ("SEMP TCL Call Option"), whereby the Group has the right to purchase all, but not less than all, of the remaining 20% equity interest of SEMP TCL held by STA at the exercise price based on the adjusted net book value of SEMP TCL on the date of exercise, which is exercisable within 3 years since the date of acquisition of SEMP TCL.

As at 31 December 2022, the fair value of the call option was determined by Cosmos Advisors (31 December 2021: Labeo Finance) based on the Monte Carlo simulation model. The key inputs into the model for the value of the call option are as follows:

	SEMP TCL Call Option	
	2022	2021
Maturity (year)	**0.5**	1.5
Risk-free rate (%)	**3.9**	8.2
Volatility (%)	**34.6**	36.2

31. FINANCIAL LIABILITY ASSOCIATED WITH PUT OPTION

	2022 HK$'000	2021 HK$'000
Measured at amortised cost:		
Redemption liability arising from a put option (current)	160,667	121,370

The amount represented a financial liability associated with a put option granted to the non-controlling shareholder of SEMP TCL.

32. INTEREST-BEARING BANK AND OTHER BORROWINGS

	31 December 2022			31 December 2021		
	Contractual interest rate (%)	Maturity	HK$'000	Contractual interest rate (%)	Maturity	HK$'000
Current						
Bank loans – unsecured	0.88 to 5.99	2023	4,408,518	0.20 to 4.75	2022	6,356,258
Other loans – unsecured	–	–	–	1.10	2022	22,018
Advances from banks as consideration for factored trade receivables	0.70 to 5.77	2023	25,106	0.43 to 1.41	2022	9,016
			4,433,624			6,387,292
Non-current						
Bank loans – unsecured	1.46 to 4.75	2024-2028	1,029,459	1.46 to 4.75	2023-2028	492,825
			1,029,459			492,825
			5,463,083			6,880,117

32. INTEREST-BEARING BANK AND OTHER BORROWINGS (CONTINUED)

	2022 HK$'000	2021 HK$'000
Analysed into:		
Bank loans repayable:		
Within one year or on demand	**4,433,624**	6,365,274
In the second year	**250,287**	117,057
In the third to fifth years, inclusive	**738,870**	253,448
After five years	**40,302**	122,320
	5,463,083	6,858,099
Analysed into:		
Other loans repayable:		
Within one year or on demand	**–**	22,018
	–	22,018
	5,463,083	6,880,117

Notes:

(a) As at 31 December 2022 and 2021, the carrying amounts of the Group's bank and other borrowings approximated to their fair values.

(b) TCL Holdings together with TCL Technology have not guaranteed any of the Group's bank loans (2021: HK$3,564,279,000), TCL Technology has individually guaranteed certain of the Group's bank loans of up to HK$123,114,000 (2021: HK$1,598,204,000) and TCL Holdings has individually guaranteed certain of the Group's bank loans of up to HK$3,374,453,000 (2021: nil) as at the end of the reporting period.

32. INTEREST-BEARING BANK AND OTHER BORROWINGS (CONTINUED)

Included in bank and other loans are the following amounts denominated in currencies other than the functional currencies of the entities to which they relate:

	2022 HK$'000	2021 HK$'000
USD	3,118,233	5,537,217
RMB	2,343,041	1,340,202
EUR	1,656	468
MXN	153	2,230
	5,463,083	6,880,117

33. PROVISIONS

	Note	Warranties HK$'000	Restructuring costs HK$'000	Pending litigation HK$'000	Total HK$'000
At 1 January 2022		963,659	1,412	6,377	971,448
Additional provision		1,800,720	–	22,507	1,823,227
Reversal of unutilised amounts		(1,111,220)	–	(27,314)	(1,138,534)
Amount utilised during the year		(616,168)	(839)	(3,360)	(620,367)
Disposal of subsidiaries	41	(54)	–	–	(54)
Exchange realignment		(32,928)	(39)	4,789	(28,178)
At 31 December 2022		1,004,009	534	2,999	1,007,542

Warranties

The Group provides warranties ranging from one to three years to its customers on certain of its electronic products, under which faulty products are repaired or replaced. The amount of the provision for the warranties is estimated based on sales volumes and past experience of the level of repairs and returns. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

33. PROVISIONS (CONTINUED)

Restructuring costs

The restructuring costs were mainly related to the redundancy costs incurred for a streamlined business model.

Pending litigation

Provision has been provided based on the best estimate of the litigation compensation.

34. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

	Depreciation allowance in excess of related depreciation HK$'000	Changes in fair value HK$'000	Fair value adjustments arising from acquisition of subsidiaries HK$'000	Right-of-use assets HK$'000	Deferred income HK$'000	Total HK$'000
At 1 January 2021	1,259	5,725	341,810	47	6,349	355,190
Deferred tax charged/(credited) to profit or loss during the year	(127)	(4,479)	(13,860)	2,644	327	(15,495)
Deferred tax charged to other comprehensive income during the year	–	1,419	–	–	–	1,419
Exchange realignment	–	406	320	6	–	732
Gross deferred tax liabilities at 31 December 2021 and 1 January 2022	1,132	3,071	328,270	2,697	6,676	341,846
Acquisition of subsidiaries (note 40)	–	–	9	–	–	9
Deferred tax charged/(credited) to profit or loss during the year	61	26,703	(13,857)	–	(2,342)	10,565
Deferred tax charged to other comprehensive income during the year	–	20,703	–	–	–	20,703
Exchange realignment	–	(2,603)	(1,298)	(234)	–	(4,135)
Gross deferred tax liabilities at 31 December 2022	1,193	47,874	313,124	2,463	4,334	368,988

34. DEFERRED TAX (CONTINUED)

Deferred tax assets

	Elimination of unrealised profits arising from intra-group transactions	Accruals and other provisions	Losses available for offsetting against future taxable profits	Changes in fair value	Fair value adjustments arising from acquisition of subsidiaries	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
At 1 January 2021	65,573	166,524	36,399	2	3,054	271,552
Deferred tax credited/(charged) to profit or loss during the year	18,604	51,736	(5,385)	(2)	(1,394)	63,559
Deferred tax credited to other comprehensive income during the year	–	2,981	–	–	–	2,981
Exchange realignment	1	(941)	310	–	(670)	(1,300)
Gross deferred tax assets at 31 December 2021 and 1 January 2022	**84,178**	**220,300**	**31,324**	**–**	**990**	**336,792**
Deferred tax credited/(charged) to profit or loss during the year	**28,447**	**84,084**	**23,731**	**4,118**	**(990)**	**139,390**
Deferred tax credited/(charged) to other comprehensive income during the year	**–**	**4,352**	**–**	**(1,888)**	**–**	**2,464**
Exchange realignment	**–**	**(9,769)**	**(1,607)**	**(11)**	**–**	**(11,387)**
Gross deferred tax assets at 31 December 2022	**112,625**	**298,967**	**53,448**	**2,219**	**–**	**467,259**

34. DEFERRED TAX (CONTINUED)

Deferred tax assets (continued)

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

	2022 HK$'000	2021 HK$'000
Net deferred tax assets recognised in the consolidated statement of financial position	426,150	336,792
Net deferred tax liabilities recognised in the consolidated statement of financial position	327,879	341,846

The movements in deferred tax liabilities and assets during the year are as follows:

The Group has tax losses of HK$9,640,643,000 (2021: HK$9,911,965,000) that are available for offsetting against future taxable profits of the companies in which the losses arose, subject to certain tax rules of the countries/jurisdictions in which the Group operates. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Deferred tax assets have not been recognised in respect of the following items:

	2022 HK$'000	2021 HK$'000
Tax losses	9,496,323	9,897,318
Deductible temporary differences	876,151	3,617,085
	10,372,474	13,514,403

The above tax losses are available for offsetting against future taxable profits of the companies in which the losses arose, subject to certain tax rules of the countries/jurisdictions in which the Group operates. Deferred tax assets have not been recognised in respect of the above items as it is not considered probable that taxable profits will be available against which the above items can be utilised.

34. DEFERRED TAX (CONTINUED)

Deferred tax assets (continued)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

As at 31 December 2022, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK$8,942,965,000 as at 31 December 2022 (2021: HK$8,104,245,000).

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

35. SHARE CAPITAL

Shares

	2022 HK$'000	2021 HK$'000
Authorised:		
3,000,000,000 (2021: 3,000,000,000) shares of HK$1.00 each	**3,000,000**	3,000,000
Issued and fully paid:		
2,499,780,203 (2021: 2,479,959,408) shares of HK$1.00 each	**2,499,780**	2,479,959

A summary of movements in the Company's issued share capital and share premium account is as follows:

	Notes	Number of shares in issue	Issued capital HK$'000	Share premium account HK$'000	Total HK$'000
At 1 January 2021		2,452,481,691	2,452,482	5,062,656	7,515,138
Dividend paid to shareholders		–	–	(277,234)	(277,234)
Issue of shares upon exercise of share options	(a)	27,477,717	27,477	121,010	148,487
At 31 December 2021 and 1 January 2022		2,479,959,408	2,479,959	4,906,432	7,386,391
Dividend paid to shareholders		–	–	(403,818)	(403,818)
Issue of shares upon exercise of share options	(a)	4,323,365	4,323	19,340	23,663
Issue of shares under the Award Scheme	(b)	15,497,430	15,498	–	15,498
At 31 December 2022		2,499,780,203	2,499,780	4,521,954	7,021,734

35. SHARE CAPITAL (CONTINUED)

Shares (continued)

Notes:

(a) During the year ended 31 December 2022, the subscription rights attaching to 383,407, 1,318,380 and 2,621,578 share options were exercised at the subscription prices of HK$3.5700, HK$3.7329 and HK$4.1520 per share, respectively, resulting in the issue of an aggregate of 4,323,365 shares of HK$1.00 each for a total cash consideration of HK$17,174,000, before expenses. An amount of HK$6,489,000 was transferred from the share option reserve to the share premium account upon the exercise of the share options.

During the year ended 31 December 2021, the subscription rights attached to 12,144,021, 1,416,399, 957,186, 7,422,836, 747,999 and 4,789,276 share options were exercised at the subscription prices of HK$3.3918, HK$3.7329, HK$3.5700, HK$4.1520, HK$4.3860 and HK$4.4834 per share, respectively, resulting in the issue of an aggregate of 27,477,717 shares of HK$1.00 each for a total cash consideration of HK$105,467,000, before expenses. An amount of HK$43,020,000 was transferred from the share option reserve to the share premium account upon the exercise of the share options.

(b) Details of the shares allotted for the Award Scheme are set out in note (c) of the restricted share award scheme below.

36. SHARE-BASED PAYMENTS

Share option scheme of the Company

The Company adopted the share option scheme on 15 February 2007 ("2007 Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. By a shareholders' resolution passed in the annual general meeting held on 18 May 2016, the new share option scheme ("2016 Scheme") was adopted and the 2007 Scheme was terminated. As a result, the Company can no longer grant any further options under the 2007 Scheme, but all options granted prior to the termination of the 2007 Scheme will remain in full force and effect. Eligible participants of the 2007 Scheme include the Company's directors, including independent non-executive directors, other employees of the Group, advisers, consultants, agents, contractors, suppliers of goods or services to the Group, customers of the Group, the Company's shareholders, any non-controlling shareholder in the Company's subsidiaries and any other person whom the Board of the Company at its sole discretion considers may contribute or have contributed to the Group. The 2016 Scheme mainly refined the definition of "any other person" in the eligible participants of the 2007 Scheme to employees and officers of TCL Technology and its affiliated companies. The 2016 Scheme became effective on 18 May 2016 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

36. SHARE-BASED PAYMENTS (CONTINUED)

Share option scheme of the Company (continued)

The total number of shares of the Company which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the shares of the Company in issue on the date of approval of each of the share option schemes. The 10% limit may be refreshed with the approval by ordinary resolution of the shareholders. The maximum number of shares of the Company which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the share option scheme and any other schemes of the Company must not exceed 30% of the shares of the Company in issue from time to time. The maximum number of shares issued or to be issued upon exercise of share options granted to any one participant in a 12-month period shall not exceed 1% (or 0.1% for any substantial shareholder, independent non-executive director or other associates, see the paragraph below) of the issued shares of the Company.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted upon payment of a non-refundable nominal consideration of HK$1.00 by each grantee. The Share Option Scheme does not specify any minimum holding period but the Board has the authority to determine the minimum period for which a share option in respect of some or all of the shares forming the subject of the share options must be held before it can be exercised. The exercise period of the share options granted is determinable by the directors, and commences on a specified date and ends on a date which is not later than ten years from the date of grant of the relevant share option.

The exercise price of a share option to subscribe for shares of the Company is determinable by the directors, but may not be less than the highest of (i) the closing price of the Company's shares on the Hong Kong Stock Exchange on the date of grant; (ii) the average closing price of the Company's shares on the Hong Kong Stock Exchange for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

Share options do not confer rights on the holders to receive dividends or to vote at general meetings of the Company.

36. SHARE-BASED PAYMENTS (CONTINUED)

Share option scheme of the Company (continued)

The directors have estimated the values of the share options granted, calculated using the binomial option pricing model as at the date of grant of the options. The values of share options calculated using the binomial model are subject to certain fundamental limitations, due to the subjective nature of and uncertainty relating to a number of assumptions of the expected future performance input to the model, and certain inherent limitations of the model itself.

The value of an option varies with different variables of certain subjective assumptions. Any change to the variables used may materially affect the estimation of the fair value of an option.

The following share options were outstanding under the share option scheme during the year:

	2022		2021	
	Weighted average exercise price per share HK$	Number of options '000	Weighted average exercise price per share HK$	Number of options '000
At 1 January	4.0590	48,576	3.9910	83,185
Forfeited during the year	4.2549	(5,132)	4.1164	(7,132)
Exercised during the year	3.9726	(4,323)	3.8383	(27,477)
At 31 December	4.0428	39,121	4.0590	48,576

The weighted average share price at the date of exercise for share options exercised during the year ended 31 December 2022 was HK$4.9335 per share (2021: HK$5.8103 per share).

36. SHARE-BASED PAYMENTS (CONTINUED)

Share option scheme of the Company (continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2022

Number of options '000	Exercise price per share* HK$	Exercise period
2,387	**3.7329**	**Note 2**
31,115	**4.1520**	**Note 3**
5,619	**3.5700**	**Note 4**
39,121		

2021

Number of options '000	Exercise price per share* HK$	Exercise period
2,820	4.3860	Note 1
3,745	3.7329	Note 2
35,811	4.1520	Note 3
6,200	3.5700	Note 4
48,576		

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

36. SHARE-BASED PAYMENTS (CONTINUED)

Share option scheme of the Company (continued)

Note 1: For share options granted to the employees of the Group, approximately 13% of such share options are exercisable commencing from 9 January 2017; a further approximately 43% are exercisable commencing from 9 January 2018; and the remaining approximately 44% are exercisable commencing from 9 January 2019, up to 1 June 2022.

For share options granted to the employees of TCL Technology and its subsidiaries (excluding the Group), approximately one-third of such share options are exercisable commencing from 31 December 2016; a further approximately one-third are exercisable commencing from 31 December 2017; and the remaining approximately one-third are exercisable commencing from 31 December 2018, up to 1 June 2022.

Note 2: Subject to fulfilment of the performance targets for the year ended 31 December 2016; approximately 21% of the share options are exercisable commencing from 9 January 2018 to 11 May 2023; and subject to fulfilment of the performance targets for the year ended 31 December 2017; approximately 79% of the share options are exercisable commencing from 9 January 2019 to 11 May 2023.

Note 3: Subject to fulfilment of the performance targets for the year ended 31 December 2018, up to about one-sixth of the share options are exercisable commencing from 18 May 2019 to 22 January 2024 and up to another about one-sixth of share options are exercisable commencing from 9 January 2020 to 22 January 2024; and subject to fulfilment of the performance targets for the year ended 31 December 2019, up to about one-sixth of the share options are exercisable commencing from 18 May 2020 to 22 January 2024 and up to another about one-sixth of share options are exercisable commencing from 9 January 2021 to 22 January 2024; and subject to fulfilment of the performance targets for the year ended 31 December 2020, up to about one-sixth of the share options are exercisable commencing from 18 May 2021 to 22 January 2024 and up to another about one-sixth of share options are exercisable commencing from 9 January 2022 to 22 January 2024.

Note 4: Subject to fulfilment of the conditions for exercise of share options that the relevant option grantee (i) has paid the costs incurred or to be incurred by the Company for the relevant part of the share options and (ii) remains to be an employee of TCL Technology and its subsidiaries or TCL Holdings and its subsidiaries on 15 June 2018, 15 June 2019 and 15 June 2020 (as the case may be) respectively, approximately one-third of the share options are exercisable commencing from 15 June 2018 to 24 April 2024; another approximately one-third of the share options are exercisable commencing from 15 June 2019 to 24 April 2024; and the remaining approximately one-third of the share options are exercisable commencing from 15 June 2020 to 24 April 2024.

There was no share option granted during 2022.

The 4,323,365 share options exercised during the year resulted in the issue of 4,323,365 ordinary shares of the Company and additional share capital of HK$4,323,000 and share premium of HK$19,340,000.

At the end of the reporting period, the Company had 39,121,000 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 39,121,000 additional ordinary shares of the Company and additional share capital and share premium amounts of approximately HK$39,121,000 and HK$119,040,000, respectively.

36. SHARE-BASED PAYMENTS (CONTINUED)

Restricted share award scheme of the Company

A restricted share award scheme was adopted by the Company on 6 February 2008 (the "Adoption Date") (as amended on 11 August 2015, 13 June 2016, 24 November 2017 and 4 May 2018) (the "Award Scheme") to recognise and motivate the contribution of certain participants and to provide incentives and help the Group in retaining its existing employees and recruiting suitable personnel as additional employees to further extend the operation and development of the Group and to provide them with a direct economic interest in attaining the long-term business objectives of the Group. The Award Scheme does not constitute a share option scheme pursuant to the then Chapter 17 of the Listing Rules (before its amendment which took effect on 1 January 2023) and is a discretionary scheme of the Company.

As at 31 December 2022, the Award Scheme comprises (i) the trust for management for the benefit of selected persons including, among others, connected persons of the Company and the senior management of the Group and (ii) the trust for employees and others for the benefit of selected persons who are not connected persons of the Company. The Company has appointed BOCI-Prudential Trustee Limited (the "Trustee") for administration of each of the trusts under the Award Scheme.

Pursuant to the terms of the Award Scheme:

1. The Board may, from time to time, at its sole and absolute discretion, designate any award to be made to any selected participant ("Selected Person(s)"). Participants cover (i) employees, advisers, consultants, agents, contractors, clients or suppliers of any member of the Group; and (ii) employees or officers of the affiliated companies whom the Board in its sole discretion considers may contribute or have contributed to the Group (collectively the "Selected Persons" and each a "Selected Person").

2. An award may be satisfied by existing shares to be acquired by the Trustee from the market or new shares to be allotted and issued to the Trustee by the Company (collectively "Awarded Shares") to be held on trust by the Trustee for the Selected Persons until the end of each vesting period subject to fulfilment of the vesting condition(s). The Board has the discretion to decide whether the Awarded Shares are the existing shares or new shares.

3. The Selected Persons shall also be entitled to the related distribution derived from the relevant Awarded Shares, which mainly covers a dividend paid by the Company in respect of the Awarded Shares concerned distributed during the period from the grant date to the vesting date of the Awarded Shares. The Awarded Shares shall however only be vested on the relevant Selected Persons on the vesting date subject to fulfilment of the vesting conditions.

36. SHARE-BASED PAYMENTS (CONTINUED)

Restricted share award scheme of the Company (continued)

Pursuant to the terms of the Award Scheme: (continued)

4. The Company may be obliged to pay the taxes and levies on behalf of the Selected Persons at the time when the liabilities arise and has the discretion to deduct from such number of Awarded Shares entitled by the relevant Selected Persons a certain number of the Awarded Shares which is sufficient to cover the relevant liabilities of such taxes and levies as reimbursement. The Awarded Shares so deducted will become returned shares, which will be held by the Trustee and may be awarded as Awarded Shares pursuant to the Award Scheme.

5. The maximum aggregate number of shares awarded by the Board under the Award Scheme is ten percent (10%) of the number of issued shares of the Company as at 11 August 2015 (the "Amendment Date"), excluding all the shares awarded under the rules of the pre-amended Award Scheme up to the Amendment Date.

6. The duration of the Award Scheme is 15 years from the Adoption Date, i.e., continue in force until 5 February 2023.

7. The Board may, at its sole and absolute discretion, accelerate the vesting of awarded shares add/or waive and/or alter any or all of the vesting conditions attached to the Awarded Shares.

36. SHARE-BASED PAYMENTS (CONTINUED)

Restricted share award scheme of the Company (continued)

The following Awarded Shares were outstanding during the year:

	2022 Number of Awarded Shares '000	2021 Number of Awarded Shares '000
At 1 January		
– Number of Awarded Shares held by the Trustee	**79,550**	66,680
– Number of Awarded Shares granted but not vested	**117,386**	14,537
– Number of Awarded Shares available for grant	**118,758**	233,230
At 31 December		
– Number of Awarded Shares held by the Trustee	**84,053**	79,550
– Number of Awarded Shares granted but not vested	**72,051**	117,386
– Number of Awarded Shares available for grant	**118,758**	118,758
Granted during the year (note a)	**–**	114,472
– Grant using existing shares	**–**	72,418
– Grant using new shares	**–**	42,054
Lapsed during the year	**27**	3,627
Vested during the year	**45,308**	7,996
Purchased during the year (note b)	**16,827**	20,000
Allotted and issued during the year (note c)	**15,498**	–
Individual income tax paid on behalf of the Selected Persons during the year (note d)	**17,486**	866

36. SHARE-BASED PAYMENTS (CONTINUED)

Restricted share award scheme of the Company (continued)

Notes:

(a) For the year ended 31 December 2022, no (2021: 114,742,220) Awarded Shares were granted to the Selected Employees. The fair values of the Awarded Shares on the date of grant totalled HK$596,400,000 of HK$5.21 per share for the year ended 31 December 2021, of which the Group recognised employee share-based compensation benefits under the Award Scheme of HK$147,629,000 (2021: HK$132,163,000) in respect of the Awarded Shares granted to the Selected Employees.

(b) For the year ended 31 December 2022, the Trustee purchased 16,827,000 Awarded Shares at a total cost (including transaction costs) of HK$53,666,000. For the year ended 31 December 2021, the Trustee purchased 20,000,000 Awarded Shares at a total cost (including transaction costs) of HK$82,966,000.

(c) For the year ended 31 December 2022, 15,497,430 Awarded Shares were allotted and issued to the Trustee at par value. For the year ended 31 December 2021, no Awarded Shares were allotted and issued to the Trustee at par value.

(d) For the year ended 31 December 2022, tax has been paid by the Group on behalf of certain Selected Persons whose rights were vested in the Awarded Shares and 17,486,641 (2021: 866,110) Awarded Shares were deducted from the total number of Awarded Shares entitled to be vested to those Selected Persons as the settlement for the Individual Income Tax paid by the Group on their behalf.

Equity-settled share-based payment of a subsidiary of the Group

Falcon Network Technology was co-founded by the Group, as an associate of the Company, and various joint ventures partners in 2017 to engage in internet smart television platform operation business. Falcon Network Technology adopted the Falcon Incentive Scheme for the benefit of the Falcon Incentive Scheme Participants. Falcon Network Technology granted certain restricted share units ("Falcon RSUs") under the Falcon Incentive Scheme to eligible Falcon Incentive Scheme Participants before 31 December 2021. For the avoidance of doubt, such award scheme did not constitute a share option scheme under then Chapter 17 of the Listing Rules and was a discretionary scheme of such subsidiary.

36. SHARE-BASED PAYMENTS (CONTINUED)

Equity-settled share-based payment of a subsidiary of the Group (continued)

Falcon Network Technology became a subsidiary of the Company in 2019 after the Group completed the acquisition of additional 15.56% of equity interest in Falcon Network Technology. On 31 May 2021, as Falcon Network Technology has become a subsidiary of the Company since March 2019, in order to further enhance the incentive effect of the existing incentive arrangement under the Falcon Incentive Scheme, as well as to strengthen the alignment of interests of the Falcon Incentive Scheme Participants with those of the Group, the Board has resolved to terminate the Falcon Incentive Scheme and to replace the Falcon RSUs already granted with restricted shares to be granted under the Award Scheme, pursuant to which (i) the Falcon RSU holders ("Falcon RSU Holders") are disenfranchised of their rights under the Falcon RSUs granted to them under the Falcon Incentive Scheme; and (ii) at the same time, the Falcon RSU Holders (each being an eligible Participant under the Award Scheme) are granted Restricted Shares under the Award Scheme with reference to the amount of Falcon RSUs already granted to such Falcon RSU Holders and the contribution made and to be made by such Falcon RSU Holders, subject to their acceptance.

In May 2021, against the foregoing background, the Group accounted for the granting of the Awarded Shares as replacement instruments for the cancelled Falcon RSUs. The number of replaced cumulative Falcon RSUs is 6,940,884 with the net fair value of HK$237,693,000. The Group granted an aggregate of 114,472,220 Restricted Shares of which 72,417,732 were existing Shares and 42,054,488 were new Shares, and the net fair value of the Restricted Shares is HK$596,400,000.

37. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 133 to 134.

(i) Share option reserve

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire after the vesting period.

(ii) Capital reserve

The Group's capital reserve represented the excess of the nominal value of the shares of the subsidiaries acquired prior to the listing of the Company's shares over the nominal value of the Company's shares issued in exchange therefor as well as the difference between the amounts of consideration and the carrying values of non-controlling interests acquired or disposed of.

(iii) Reserve funds

Pursuant to the relevant laws and regulations in the PRC, a portion of the profits of the Group's subsidiaries in the PRC has been transferred to the reserve funds which are restricted to use.

(iv) Awarded share reserve

The awarded share reserve represents the excess of the fair value of the Awarded Shares over the total cost (including related transaction costs) of the Awarded Shares awarded and vested to the Selected Employees at the date of award.

(v) Cash flow hedge reserve

The cash flow hedge reserve comprises the effective portion of the cumulative net gain or loss on the hedging instruments used in cash flow hedges pending subsequent recognition of the hedged cash flows in accordance with the accounting policy adopted for cash flow hedges.

38. PARTLY-OWNED SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS

Details of Falcon Network Technology Group, the Group's subsidiaries that have material non-controlling interests are set out below:

	2022	2021
Falcon Network Technology Group	17.78%	22.86%

	2022 HK$'000	2021 HK$'000
Profit for the year allocated to non-controlling interests	58,855	109,907
Accumulated balances of non-controlling interests at the reporting date	317,251	370,532

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

	2022 (Consolidated) HK$'000	2021 (Consolidated) HK$'000
Revenue	1,846,034	1,515,177
Total expenses	(1,537,174)	(1,210,155)
Profit for the year	308,860	305,022
Total comprehensive income for the year	308,860	305,022
Current assets	2,397,662	2,005,756
Non-current assets	100,981	100,339
Current liabilities	(563,201)	(406,158)
Non-current liabilities	(16,476)	(12,456)
Net cash flows from operating activities	207,781	554,110
Net cash flows used in investing activities	(69,975)	(77,472)
Net cash flows used in financing activities	(4,003)	(4,284)
Net increase in cash and cash equivalents	133,803	472,354

39. TRANSFERS OF FINANCIAL ASSETS

Financial assets that are derecognised in their entirety

Factoring trade receivables

At 31 December 2022, the Group has entered into certain receivables purchase agreements with financial institutions for the factoring of trade receivables due from certain specified customers with an aggregate carrying amount of HK$3,300,447,000 (2021: HK$3,244,692,000). In the opinion of the directors, the Group has transferred substantially all risks and rewards relating to the factored trade receivables. Accordingly, it has derecognised the full carrying amounts of the factored trade receivables. The maximum exposure to loss from the Group's continuing involvement in the factored trade receivables and the undiscounted cash flows to repurchase these factored trade receivables is equal to their carrying amounts. In the opinion of the directors, the fair values of the Group's continuing involvement in the factored trade receivables are not significant.

During the years ended 31 December 2022 and 2021, no gains or losses were recognised on the date of transfer of the factored trade receivables. No gains or losses were recognised from the continuing involvement, both during the year or cumulatively.

Bills discounted

At 31 December 2022, certain bills receivable were discounted by banks in the PRC and banks in Hong Kong with a carrying amount of HK$648,729,000 (2021: HK$952,523,000). In the opinion of the directors, the Group has transferred substantially all risks and rewards relating to the discounted bills. Accordingly, it has derecognised the full carrying amounts of the discounted bills. The maximum exposure to loss from the Group's continuing involvement in the discounted bills and the undiscounted cash flows to repurchase these discounted bills is equal to their carrying amounts. In the opinion of the directors, the fair values of the Group's continuing involvement in the discounted bills are not significant.

During the years ended 31 December 2022 and 2021, no gains or losses was recognised on the date of transfer of the discounted bills. No gains or losses were recognised from the continuing involvement, both during the year or cumulatively.

39. TRANSFERS OF FINANCIAL ASSETS

Financial assets that are derecognised in their entirety (continued)

Endorsed bills

At 31 December 2022, certain subsidiaries of the Group endorsed certain bills receivable accepted by banks and an associate in the PRC (the "derecognised bills") to certain of its suppliers in order to settle the trade payables due to such suppliers with a carrying amount in aggregate of HK$1,096,974,000 (2021: HK$326,269,000). The derecognised bills had a maturity of one to six months at the end of the reporting period. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the derecognised bills have a right of recourse against the Group if the PRC banks default. In the opinion of the directors, the Group has transferred substantially all risks and rewards relating to the derecognised bills and the associated trade payables. The maximum exposure to loss from the Group's continuing involvement in the derecognised bills and the undiscounted cash flows to repurchase these derecognised bills is equal to their carrying amounts. In the opinion of the directors, the fair values of the Group's continuing involvement in the derecognised bills are not significant.

During the years ended 31 December 2022 and 2021, no gains or losses were recognised on the date of transfer of the derecognised bills. No gains or losses were recognised from the continuing involvement, both during the year or cumulatively.

Financial assets that are not derecognised in their entirety

Factoring trade receivables

During the year ended 31 December 2022, the Group entered into trade receivable factoring arrangements and transferred certain trade receivables to banks. Under the arrangements, the Group was required to pay interest to banks during the payment term of trade debtors or a certain period, using the less. The Group is not exposed to default risks of the trade debtors after the transfer. Subsequent to the transfer, the Group did not retain any rights on the use of the trade receivables, including the sale, transfer or pledge of the trade receivables to any other third parties. The carrying amount of the assets that the Group continued to recognise and that of the associated liabilities as at 31 December 2022 amounted to HK$25,106,000 (2021: HK$9,016,000).

40. BUSINESS COMBINATIONS

Year ended 31 December 2022

Acquisition of equity interest in TCL Digital Technology Group

On 13 May 2022, TCL Electronics (Huizhou) Co., Limited* ("TCL Electronics (Huizhou)", TCL電子（惠州）有限公司), a subsidiary of the Company, entered into the acquisition agreement with T.C.L. Industries (H.K.), pursuant to which T.C.L. Industries (H.K.) conditionally agreed to sell, and TCL Electronics (Huizhou) conditionally agreed to acquire, 100% of the equity Interest in and of TCL Digital Technology (Shenzhen) and its subsidiaries ("TCL Digital Technology Group") at the consideration of approximately RMB116,031,000 (equivalent to approximately HK$136,731,000). The transaction was completed in May 2022 and TCL Digital Technology Group have become wholly-owned subsidiaries of the Group since then.

The fair values of the identifiable assets and liabilities of TCL Digital Technology Group as at the date of acquisition were as follows:

	Notes	Fair value recognised on acquisition HK$'000
Other intangible assets	18	37
Investments in associates		377,747
Equity investments designated at fair value through other comprehensive income		1,768
Prepayments, other receivables and other assets		36,850
Cash and bank balances		274
Other payables and accruals		(279,936)
Deferred tax liabilities	34	(9)
Total identifiable net assets at fair value		136,731
Goodwill on acquisition		–
Satisfied by:		
Cash		66,247
Other payables		70,484
		136,731

40. BUSINESS COMBINATIONS (CONTINUED)

Year ended 31 December 2022 (continued)

Acquisition of equity interest in TCL Digital Technology Group (continued)

The fair values of the other receivables as at the date of acquisition amounted to HK$36,850,000. The gross contractual amount of other receivables was HK$36,850,000.

An analysis of the cash flows in respect of the acquisition of subsidiaries is as follows:

	HK$'000
Cash consideration	(66,247)
Cash and bank balances acquired	274
Net outflow of cash and cash equivalents included in cash flows from investing activities	(65,973)

Since the completion of the acquisition, TCL Digital Technology Group had not contributed to the Group's revenue but contributed HK$26,055,000 to the consolidated profit for the year ended 31 December 2022.

Had the combination taken place on 1 January 2022, the revenue of the Group and consolidated profit of the Group for the year ended 31 December 2022 would have been HK$71,351,415,000 and HK$566,434,000, respectively.

41. DISPOSAL OF SUBSIDIARIES

Year ended 31 December 2022

(a) On 29 August 2022, TTE Corporation entered into the equity transfer agreement with Shenzhen Langtai Technology Holdings Limited* ("Langtai Tech", 深圳市朗泰科技控股有限公司), pursuant to which TTE Corporation had agreed to sell, and Langtai Tech had agreed to purchase, 100% equity interest in ST Overseas Limited, a subsidiary of TTE Corporation, at the consideration of approximately HK$669,000. The transaction was completed on 31 August 2022.

The total net assets disposed of in respect of the disposal of a subsidiary during the year ended 31 December 2022 is as follows:

	Notes	2022 HK$'000
Net assets disposed of:		
Inventories		5
Trade receivables		23,236
Prepayments, other receivables and other assets		121
Cash and cash equivalents		21,073
Trade payables		(21,304)
Other payables and accruals		(24,068)
Provisions	33	(26)
		(963)
Release of exchange fluctuation reserve and other reserves		42
		(921)
Gain on disposal of a subsidiary	7	1,590
		669
Satisfied by:		
Consideration receivable included in other receivables		669

41. DISPOSAL OF SUBSIDIARIES (CONTINUED)

Year ended 31 December 2022 (continued)

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

	2022 HK$'000
Cash consideration received	–
Cash and bank balances disposed of	(21,073)
Net outflow of cash and cash equivalents included in cash flows from investing activities	(21,073)

(b) On 16 September 2022, TCL Entertainment Solutions Limited ("TES Limited") entered into the equity transfer agreement with Langtai Tech, pursuant to which TES Limited had agreed to sell, and Langtai Tech had agreed to purchase, 100% equity interest in Shenzhen Langhe Industrial Co., Ltd*(深圳市朗和實業有限公司, formerly known as Shenzhen TCL Entertainment Solutions Limited*(深圳TCL娛樂系統有限公司)), at the consideration of approximately HK$1.14, the transaction was completed on 21 September 2022.

The total net assets disposed of in respect of the disposal of a subsidiary during the year ended 31 December 2022 is as follows:

	Notes	2022 HK$'000
Net assets disposed of:		
Prepayments, other receivables and other assets		259
Cash and cash equivalents		356
Other payables and accruals		(3,503)
Provisions	33	(28)
		(2,916)
Release of exchange fluctuation reserve		81
		(2,835)
Gain on disposal of a subsidiary	7	2,835
		–
Satisfied by:		
Consideration receivable included in other receivables		–

41. DISPOSAL OF SUBSIDIARIES (CONTINUED)

Year ended 31 December 2022 (continued)

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

	2022 HK$'000
Cash consideration	–
Cash and bank balances disposed of	**(356)**
Net outflow of cash and cash equivalents included in cash flows from investing activities	**(356)**

Year ended 31 December 2021

On 17 December 2021 (after trading hours), TCL King (Huizhou) entered into the equity transfer agreement with TCL Holdings, pursuant to which TCL King (Huizhou) had agreed to sell, and TCL Holdings had agreed to purchase, 100% equity interest in TCL Hengshi Tianrui Investment (Ningbo) Co., Ltd.* ("TCL Hengshi Tianrui", TCL恒時天瑞投資（寧波）有限公司, a subsidiary of TCL King (Huizhou)) at the consideration of approximately RMB10,400,000 (equivalent to approximately HK$12,723,000). The transaction was completed on 28 December 2021.

The total net assets disposed of in respect of the disposal of a subsidiary during the year ended 31 December 2021 is as follows:

	Note	2021 HK$'000
Net assets disposed of:		
Prepayments, other receivables and other assets		67
Cash and cash equivalents		12,675
Other payables and accruals		(1)
Tax payable		(1)
		12,740
Release of exchange fluctuation reserve		(15)
		12,725
Loss on disposal of a subsidiary	7	(2)
		12,723
Satisfied by:		
Cash		12,723

41. DISPOSAL OF SUBSIDIARIES (CONTINUED)

Year ended 31 December 2021 (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

	2021 HK$'000
Cash consideration received	12,723
Cash and bank balances disposed of	(12,675)
Net inflow of cash and cash equivalents included in cash flows from investing activities	48

42. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK$150,478,000 (2021: HK$357,298,000) and HK$150,478,000 (2021: HK$211,075,000), respectively, in respect of lease arrangements for plant and equipment.

(b) Changes in liabilities arising from financing activities

	Bank loans and other borrowings HK$'000	Lease liabilities HK$'000	Dividend payable included in other payables HK$'000	Total HK$'000
At 1 January 2022	**6,880,117**	**460,504**	**12**	**7,340,633**
Changes from financing cash flows	**(1,329,085)**	**(167,312)**	**(416,741)**	**(1,913,138)**
New lease arising from addition of right-of-use assets	**–**	**150,478**	**–**	**150,478**
Change in lease contracts	**–**	**(7,332)**	**–**	**(7,332)**
Foreign exchange movement	**(87,949)**	**(26,597)**	**–**	**(114,546)**
Interest expense – lease liabilities	**–**	**18,041**	**–**	**18,041**
Interest paid classified as operating cash flows	**–**	**(18,041)**	**–**	**(18,041)**
Dividend payable	**–**	**–**	**416,747**	**416,747**
At 31 December 2022	**5,463,083**	**409,741**	**18**	**5,872,842**

42. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(b) Changes in liabilities arising from financing activities (continued)

	Bank loans and other borrowings HK$'000	Lease liabilities HK$'000	Dividend payable included in other payables HK$'000	Total HK$'000
At 1 January 2021	5,446,788	346,032	21	5,792,841
Changes from financing cash flows	1,358,808	(135,177)	(277,243)	946,388
New lease arising from addition of right-of-use assets	–	211,075	–	211,075
Change in lease contracts	–	38,656	–	38,656
Foreign exchange movement	74,521	(82)	–	74,439
Interest expense – lease liabilities	–	22,187	–	22,187
Interest paid classified as operating cash flows	–	(22,187)	–	(22,187)
Dividend payable	–	–	277,234	277,234
At 31 December 2021	6,880,117	460,504	12	7,340,633

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	2022 HK$'000	2021 HK$'000
Within operating activities	**105,822**	160,262
Within financing activities	**167,312**	135,177
	273,134	295,439

43. COMMITMENTS

(a) The Group had the following capital commitments at the end of the reporting period:

	2022 HK$'000	2021 HK$'000
Contracted, but not provided for:		
Capital contribution payable to a subsidiary	452,161	–
Capital contribution payable to joint ventures	–	16,183
Capital contribution payable to associates	221,457	383,906
	673,618	400,089
Authorised, but not contracted for:		
Land and buildings	116,590	663,529
	790,208	1,063,618

(b) The Group has various lease contracts that have not yet commenced as at 31 December 2022. The future lease payments for these non-cancellable lease contracts are HK$756,000 due within one year and HK$756,000 due in the second to fifth years, inclusive.

(c) The Group has various short-term leases and lease of low-value assets contracts that have not yet completed as at 31 December 2022. The future lease payments for these non-cancellable lease contracts are HK$2,183,000 due within one year and HK$207,000 due in the second to fifth years, inclusive.

44. CONTINGENT LIABILITIES

SEMP Mobilidade, a subsidiary of SEMP TCL, is currently a defendant in a lawsuit in Brazil with Brazil tax authority for alleged improper application of tax credits for the period of 2012 and 2013. As at the date of this report, the lawsuit is still ongoing. The information usually required by HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* is not disclosed on the grounds that it can be expected to prejudice seriously the outcome of the litigations. Based on the response from the independent attorney in charge, it is expected that the litigation will last for 3 to 5 years. The Group has not made any provision as the Group, based on the advice from the Group's legal counsel, believes that SEMP Mobilidade has a valid defence against the allegation.

45. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

	Notes	2022 HK$'000	2021 HK$'000
Joint ventures:			
Sales of finished goods	(i)	1,670,673	976,381
After-sales service income	(ii)	2,393	4,326
Sales of raw materials	(vii)	8,371	5,471
Purchases of raw materials	(vi)	205,172	56,195
Other service income		8,816	–
Associates:			
Interest income	(iii)	617	864
Purchases of raw materials	(vi)	1,199,910	–
Sales of finished goods	(i)	8,172,849	6,050,321
Rental expense and licence fee	(xi)	–	203
After-sales service fee	(xiv)	470,721	391,339
After-sales service income	(ii)	730	1,399
Sales of raw materials	(vii)	49,315	41,543
Purchases of finished goods	(vi)	502	–
Platform service fee	(viii)	–	37,424
Rental, maintenance fees and facilities usage income	(x)	5,551	5,222
Other service income	(xvi)	96,845	112,861

45. RELATED PARTY TRANSACTIONS (CONTINUED)

(a) (continued)

	Notes	2022 HK$'000	2021 HK$'000
Companies controlled by TCL Holdings*:			
Interest income	(iii)	**64,446**	13,920
Interest expense	(iv)	**46,026**	22,515
Sales of raw materials	(vii)	**14,088**	18,967
Sales of finished goods	(i)	**626,095**	498,128
Purchases of raw materials	(vi)	**30,298**	122,901
Purchases of finished goods	(vi)	**6,351,530**	5,577,081
Rental, maintenance income and facilities usage income	(x)	**3,754**	19,941
Rental expense and licence fee	(xi)	**15,287**	29,165
Brand promotion fee	(xii)	**387,433**	89,644
After-sales service income	(ii)	**2,072**	1,986
After-sales service fee	(xiv)	**42,205**	38,531
Promotion fee income	(xv)	**2,191**	954
Other service income	(xvi)	**143,201**	149,238
Addition of right-of-use assets		**15,912**	12,288
IT and other service fees	(viii)	**96,266**	83,009
Depreciation of right-of-use assets		**33,864**	16,352
Interest expense on lease liabilities		**1,754**	2,204
Other finance service fees	(v)	**14,606**	2,018
Affiliates of TCL Holdings:			
Purchases of raw materials	(vi)	**1,432,472**	2,207,174
Purchases of finished goods	(vi)	**17,490**	42,352
Sales of finished goods	(i)	**674,101**	494,566
Sales of raw materials	(vii)	**6,362**	2,491
After-sales service income	(ii)	**–**	836
Subcontracting fee expense	(xviii)	**331,626**	310,030
Logistics service fee expense	(xvii)	**433,936**	441,558
Addition of right-of-use assets		**715**	43,612
Depreciation of right-of-use assets		**9,446**	10,286
Interest expense on lease liabilities		**1,582**	2,009
Rental income	(x)	**3,568**	2,606

45. RELATED PARTY TRANSACTIONS (CONTINUED)

(a) (continued)

	Notes	2022 HK$'000	2021 HK$'000
Companies controlled by TCL Technology*:			
Sales of raw materials	(vii)	**230,648**	39,027
Sales of finished goods	(i)	**577,837**	660,347
Purchases of raw materials	(vi)	**8,319,380**	14,899,971
Purchases of finished goods	(vi)	**2,733,130**	1,879,176
Rental, maintenance income and facilities usage income	(x)	**66,054**	52,615
Rental expense and licence fee	(xi)	**7,549**	12,824
Reimbursement of R&D and rental expenses	(xiii)	**127,119**	104,387
After-sales service income	(ii)	**5,368**	8,653
After-sales service fee	(xiv)	**5,119**	–
Promotion fee income	(xv)	**–**	4,864
Platform service fee	(viii)	**3,674**	4,027
Subcontracting fee expense	(xviii)	**150**	4,294
IT and other service fees	(viii)	**95,776**	5,804
Addition of right-of-use assets	(xix)	**12,698**	1,794
Depreciation of right-of-use assets		**19,350**	19,801
Interest on lease liabilities		**1,496**	2,179
Other service income	(xvi)	**1,651**	11,394
Other finance service fees	(v)	**1**	–
Interest expense	(iv)	**–**	19,660
Interest income	(iii)	**507**	4,116
Other related parties:			
Sales of finished goods	(i)	**–**	405,288

45. RELATED PARTY TRANSACTIONS (CONTINUED)

(a) (continued)

Notes:

(i) The sales of finished goods were made by reference to the prevailing market prices.

(ii) The after-sales service income was determined with reference to the rates of other similar services and the amount of general after-sales service expenses of the Group in the past.

(iii) The interest was charged at rates ranging from 0.01% to 5.00% (2021: from 1.70% to 3.30%) per annum, which were determined with reference to the savings rates quoted by the People's Bank of China.

(iv) The interest was charged at rates ranging from 1.70% to 3.10% (2021: 0.95% to 3.25%) per annum.

(v) The other finance service fees were determined with reference to the rates of other similar services provided by third party companies.

(vi) For the years ended 31 December 2022 and 2021, the purchases of raw materials and finished goods were made at prices similar to those set by independent third party suppliers or the acquisition price plus mark-ups.

(vii) The sales of raw materials were made at the cost plus a certain mark-up which is mutually agreed.

(viii) The platform and IT and other services fee were determined with reference to service expenses charged by third party companies offering similar services.

(ix) The subcontracting income was determined with reference to the rates of similar services provided to other third party companies.

(x) The rental, maintenance income and facilities usage income were determined with reference to the rates of other similar premises.

(xi) The rental expense was charged at rates ranging from RMB55 to RMB131 (2021: RMB12 to RMB131) per square metre. The licence fee was charged at rates ranging from HK$34 to HK$39 (2021: HK$34) per square feet.

45. RELATED PARTY TRANSACTIONS (CONTINUED)

(a) (continued)

Notes: (continued)

(xii) Brand promotion fee incurred by TCL Holdings was made based on 2.22% (2021: 0.73%) of the annual sales of products using TCL brand within the PRC, 0.70% (2021: 0.04%) of the annual sales of products using TCL brand outside the PRC and 0.25% (2021: 0.25%) of the annual sales of products of ODM and OEM brands, as defined in the Master Brand Promotion (2022-2024) Agreement.

(xiii) The research and development expenses represent human resource costs allocated to the Group in respect of personnel of companies controlled by TCL Technology. The rental expenses were determined with reference to the rates of other similar premises.

(xiv) The after-sales service fee was calculated and charged at a percentage of the sales revenue (capped at 2%) of certain TV products in the PRC market.

(xv) The promotion fee income was determined with reference to the percentage charged by other active market participants in providing similar promotion services.

(xvi) The platform and other service income was determined with reference to the rates of similar services provided to other third party companies.

(xvii) The logistics service fee was determined with reference to the rates of other similar services provided by other third party companies.

(xviii) The subcontracting fee expense was determined with reference to subcontracting fees charged by third party companies offering similar services.

(xix) The price of addition of right-of-use assets was determined with reference to prices charged by third party companies.

* On 23 April 2021, T.C.L. Industries (H.K.) has completed the disposal of Moka International Limited and its subsidiaries to TCL Technology Investment (H.K.) Limited ("TCL Technology Investment") at a consideration of RMB2,800,000,000 (equivalent to approximately HK$3,326,680,000).

45. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Other material transactions with related parties:

(i) On 13 May 2022 (after trading hours), TCL Electronics (Huizhou), a subsidiary of the Company, entered into the Acquisition Agreement with T.C.L. Industries (H.K.), pursuant to which T.C.L. Industries (H.K.) conditionally agreed to sell, and TCL Electronics (Huizhou) conditionally agreed to acquire, 100% of the equity interest in and of TCL Digital Technology Group at the cash consideration of approximately RMB116,031,000 (equivalent to approximately HK$136,731,000). The transaction was completed in May 2022.

(ii) On 17 December 2021 (after trading hours), TCL King (Huizhou) entered into the equity transfer agreement with TCL Holdings, pursuant to which TCL King (Huizhou) had agreed to sell, and TCL Holdings had agreed to purchase, 100% equity interest in TCL Hengshi Tianrui, a subsidiary of TCL King (Huizhou) at the consideration of approximately RMB10,400,000 (equivalent to approximately HK$12,723,000). The transaction was completed on 28 December 2021. For more details, please refer to note 41 to the financial statements.

(iii) In December 2021, TCL Technology entered into the equity transfer agreement with TCL King (Huizhou), pursuant to which TCL Technology had agreed to sell, and TCL King (Huizhou) had agreed to purchase, 19.23% equity interest in Shanlian Information Technology Engineering Center Co., Ltd. (閃聯信息技術工程中心有限公司, an associate of TCL Technology) at the consideration of approximately RMB4,500,000 (equivalent to approximately HK$5,504,000).

(iv) On 17 December 2021 (after trading hours), the investment cooperation framework agreement ("Investment Cooperation Framework Agreement") was entered into between the Company and TCL Holdings in respect of, among others, the establishment of the investment fund ("Investment Fund") in the form of limited partnership, the subscription of interests therein and the entering into of the limited partnership agreement in relation thereto. The Investment Fund would be principally engaged in the business of equity investment in the fields of core emerging and frontier technology which would provide synergistic effect to the respective businesses of the Group and TCL Holdings Group. Pursuant to the Investment Cooperation Framework Agreement, the total capital commitment to the Investment Fund was RMB1,000.00 million (equivalent to approximately HK$1,222.50 million), of which RMB199.90 million in cash would be contributed by one or more subsidiary(ies) of the Company to be nominated by the Company as limited partner(s) and RMB 800.10 million in cash would be contributed by one or more subsidiary(ies) of TCL Holdings to be nominated by TCL Holdings as general partner(s). The transaction has been completed as at the date of this annual report. For more details. please refer to the announcement of the Company dated 17 December 2021.

45. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Other material transactions with related parties: (continued)

(v) On 20 December 2021 (after trading hours), the strategic cooperation agreement ("Strategic Cooperation Agreement") was entered into between the Company and TCL Holdings in respect of, among others, the formation of a joint venture company ("JV Company"), the subscription of interests therein and the entering into of the shareholders' agreement ("Shareholders' Agreement") and articles of associations in relation thereto. Pursuant to the Strategic Cooperation Agreement, the registered capital of the JV Company was RMB100.00 million (equivalent to approximately HK$ 122.25 million), of which RMB19.99 million would be contributed by one or more subsidiary(ies) of the Company to be nominated by the Company ("TCL Electronics Nominee Company(ies)") and RMB80.01 million in cash would be contributed by one or more subsidiary(ies) of TCL Holdings to be nominated by TCL Holdings ("TCL Holdings Nominee Company(ies)") pursuant to the Strategic Cooperation Agreement. Upon completion, the JV Company would be owned as to 19.99% by TCL Electronics Nominee Company(ies) and 80.01% by TCL Holdings Nominee Company(ies).

Pursuant to the Shareholders' Agreement, among others, the entire capital commitment from TCL Electronics Nominee Company(ies) to the JV Company in the sum of RMB19.99 million (equivalent to approximately HK$ 24.44 million) shall be satisfied by way of injecting into and transferring to the JV Company the 51 registered invention patents legally and beneficially owned by the Group in relation to augmented reality technology ("Intellectual Property Rights"). As TCL Electronics Nominee Company(ies) would hold only 19.99% equity interest of the JV Company upon formation of the JV Company, the JV Company would not become a subsidiary of the TCL Electronics Nominee Company(ies), and hence the injection into and transfer of Intellectual Property Rights from the Group to the JV Company subject to and in accordance with the Strategic Cooperation Agreement and the Shareholders' Agreement would constitute a disposal of the Intellectual Property Rights by the Group. The transaction has been completed. For more details, please refer to the announcement of the Company dated 20 December 2021.

(c) Details of compensation of key management personnel of the Group are set out in notes 8 and 9 to the financial statements.

Except for the transactions with joint ventures, associates of the Group, addition of right-of-use assets, deprecation of right-of-use assets, interest expense on lease liabilities and transactions with TCL Technology and/or companies controlled by TCL Technology included in note 45, all the above transactions disclosed in note 45 also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2022	2021	**2022**	2021
	HK$'000	HK$'000	**HK$'000**	HK$'000
Financial assets				
Equity investments designated at fair value through other comprehensive income	**200,433**	141,356	**200,433**	141,356
Trade receivables classified as financial assets at fair value through profit or loss	**340,313**	964,470	**340,313**	964,470
Bills receivable	**2,219,329**	1,901,694	**2,219,329**	1,901,694
Other receivables classified as financial assets at fair value through profit or loss	**76,136**	89,999	**76,136**	89,999
Financial assets at fair value through profit or loss	**1,266,076**	1,342,088	**1,266,076**	1,342,088
Derivative financial instruments	**579,984**	240,587	**579,984**	240,587
	4,682,271	4,680,194	**4,682,271**	4,680,194
Financial liabilities				
Interest-bearing bank and other borrowings	**5,463,083**	6,880,117	**5,394,702**	6,830,798
Derivative financial instruments	**134,214**	52,361	**134,214**	52,361
Financial liability associated with put option	**160,667**	121,370	**160,667**	121,370
Other long-term payables	**16,731**	48,715	**16,731**	48,715
	5,774,695	7,102,563	**5,706,314**	7,053,244

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Management has assessed that the fair values of cash and cash equivalents, trade receivables, trade and bills payables, financial assets included in prepayments, other receivables and other assets, and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the financial controller is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The financial controller reports directly to the CFO and the Audit Committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the Audit Committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair value of interest-bearing bank and other borrowings has been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The change in fair value as a result of the Group's own non-performance risk for interest-bearing bank and other borrowings as at 31 December 2022 was assessed to be insignificant.

The fair value of the financial liability associated with put option is measured by discounted cash flow model using significant unobservable market inputs.

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

The fair values of listed equity investments are based on quoted market prices. The fair values of unlisted equity investments designated at fair value through other comprehensive income have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and to calculate an appropriate price multiple, such as enterprise value to sales ("EV/S") multiple, price to sales ("P/S") and price to earnings ("P/E") multiple, for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by an earnings measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to the corresponding earnings measure of the unlisted equity investments to measure the fair value. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

The Group invests in unlisted investments, which represent wealth management products issued by banks in the PRC. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

Derivative financial instruments, including forward currency contracts, foreign currency swaps and interest rate swaps, are measured using valuation techniques similar to forward pricing and swap models, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates and interest rate curves. The Group enters into these kinds of derivative financial instruments with various counterparties, principally financial institutions with AAA credit ratings. Derivative financial instruments, including call options and put options, are measured using valuation techniques of Black-Scholes Options Pricing Model or Monte Carlo Simulation Model. The models incorporate various market observable inputs including risk-free rate ("RFR") and volatility. The carrying amounts of forward currency contracts, foreign currency swaps and interest rate swaps, call options and put options are the same as their fair values.

As at 31 December 2022, the mark-to-market value of the derivative asset position was net of a credit valuation adjustment attributable to derivative counterparty default risk. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationship and other financial instruments recognised at fair value.

For the fair value of the unlisted equity investments at fair value through other comprehensive income, management has estimated the potential effect of using reasonably possible alternatives as inputs to the valuation model.

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2022 and 2021:

	Valuation technique	Significant unobservable input	Range	Sensitivity of fair value to the input
Unlisted equity investments	Valuation multiples	Average EV/S multiple of peers	2022: 3.9x to 6.4x (2021:3.9x to 8.8x)	5% (2021: 5%) increase in multiple would result in increase in fair value by HK$800,000 (2021: HK$4,219,000)
		Average P/S multiple of peers	2022: 3.7x to 16.0x (2021: 15.4x)	5% (2021: 5%) increase in multiple would result in increase in fair value by HK$1,515,000 (2021: HK$664,000)
		Average P/E multiple of peers	2022: 11.5x to 23.1x (2021: 17.7x)	5% increase in multiple would result in increase in fair value by HK$9,347,000 (2021: HK$1,588,000)
Unlisted equity investments	Back Solve Method	RFR	2022: Nil (2021: 0.9%)	1% (2021: 1%) increase (decrease) in RFR would have no material impact on the fair value
		Volatility	2022: Nil (2021: 50.4%)	1% (2021: 1%) increase (decrease) in volatility would have no material impact on the fair value
Call options	Black-Scholes Options Pricing Model and Monte Carlo Simulation Model	RFR	2022: 3.9% to 4.2% (2021: 0.7% to 8.2%)	1% (2021: 1%) increase (decrease) in RFR would have no material impact on the fair value
		Volatility	2022: 34.6% to 45.4% (2021: 32.3% to 45.0%)	1% (2021: 1%) increase (decrease) in volatility would have no material impact on the fair value
Put option	Black-Scholes Options Pricing Model	RFR	2022: 3.9% to 4.2% (2021: 1.3% to 8.2%)	1% (2021: 1%) increase (decrease) in RFR would have no material impact on the fair value
		Volatility	2022: 34.6% to 45.4% (2021: 36.2% to 45.0%)	1% (2021: 1%) increase (decrease) in volatility would have no material impact on the fair value

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy

The discount for lack of marketability represents the amounts of premiums and discounts determined by the Group that market participants would take into account when pricing the investments.

Assets measured at fair value:

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

As at 31 December 2022

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Equity investments designated at fair value through other comprehensive income	16,804	–	183,629	200,433
Trade receivables classified as financial assets at fair value through profit or loss	–	340,313	–	340,313
Other receivables classified as financial assets at fair value through profit or loss	–	76,136	–	76,136
Bills receivable	–	2,219,329	–	2,219,329
Derivative financial instruments	–	335,448	244,536	579,984
Financial assets at fair value through profit or loss	–	1,266,076	–	1,266,076
	16,804	4,237,302	428,165	4,682,271

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (continued)

Assets measured at fair value: (continued)

As at 31 December 2021

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000 (Restated)	Significant unobservable inputs (Level 3) HK$'000 (Restated)	Total HK$'000
Equity investments designated at fair value through other comprehensive income	16,804	–	124,552	141,356
Trade receivables classified as financial assets at fair value through profit or loss	–	964,470	–	964,470
Other receivables classified as financial assets at fair value through profit or loss	–	89,999	–	89,999
Bills receivable	–	1,901,694	–	1,901,694
Derivative financial instruments	–	52,612	187,975	240,587
Financial assets at fair value through profit or loss	–	1,342,088	–	1,342,088
	16,804	4,350,863	312,527	4,680,194

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (continued)

The movements in fair value measurements within Level 3 during the year are as follows:

	2022 HK$'000	2021 HK$'000
Equity investments at fair value through other comprehensive income:		
At 1 January	124,552	91,953
Additions	30,548	24,452
Acquisition of subsidiaries (note 40)	1,768	–
Disposals	(8,952)	–
Total gain recognised in other comprehensive income	36,006	4,297
Income tax effect	11,557	1,074
Exchange realignment	(11,850)	2,776
	183,629	124,552

	2022 HK$'000	2021 HK$'000 (Restated)
Derivative financial instruments:		
At 1 January	187,975	162,545
Total gains recognised in profit or loss	54,979	27,445
Exchange realignment	1,582	(2,015)
	244,536	187,975

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (continued)

Liabilities measured at fair value:

As at 31 December 2022

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Derivative financial instruments	**–**	**134,214**	**–**	**134,214**

As at 31 December 2021

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Derivative financial instruments	–	34,782	17,579	52,361

The movements in fair value measurements within Level 3 during the year are as follows:

	2022 HK$'000	2021 HK$'000
Derivative financial instruments:		
At 1 January	**17,579**	14,827
Total loss/(gain) recognised in profit or loss	**(17,579)**	2,655
Exchange realignment	**–**	97
	–	17,579

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (continued)

Liabilities for which fair values are disclosed:

As at 31 December 2022

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Interest-bearing bank borrowings	–	5,394,702	–	5,394,702
Financial liability associated with put option	–	–	160,667	160,667
Other long-term payables	–	16,731	–	16,731
	–	5,411,433	160,667	5,572,100

As at 31 December 2021

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Interest-bearing bank borrowings	–	6,830,798	–	6,830,798
Financial liability associated with put option	–	–	121,370	121,370
Other long-term payables	–	48,715	–	48,715
	–	6,879,513	121,370	7,000,883

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise bank loans, other interest-bearing borrowings, and cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The Group also enters into derivative transactions including principally forward currency contracts. The purpose is to manage the currency risks arising from the Group's operations and its sources of finance. It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below. The Group's accounting policies in relation to derivatives are set out in note 2.4 to the financial statements.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates.

In general, the Group's treasury department (the "Group Treasury") implements all external financings to meet the borrowing needs of all subsidiaries. In some cases, subsidiaries may borrow directly from local banks upon approval from the Group Treasury in advance. At the subsidiary level, financing is generally done on a short-term floating rate basis. Long term financing is normally done at group level.

The following table demonstrates the sensitivity to a reasonably possible change in interest rate, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings). There is no material impact on other components of the Group's equity.

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Interest rate risk (continued)

	Increase/ (decrease) in basis points	Increase/ (decrease) in profit before tax HK$'000
2022		
USD	**(25)**	**2,576**
USD	**25**	**(2,576)**
2021		
USD	(25)	2,392
USD	25	(2,392)

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. In addition, certain bank loans were denominated in currencies other than the functional currencies of the entities to which they relate. The Group takes rolling forecasts on the foreign currency revenue and expenses and matches the currency and the amount incurred so as to alleviate the impact on business due to exchange rate fluctuations. The Group uses foreign currency forward contracts to reduce the foreign currency exposures.

It is the Group's policy to negotiate the terms of the hedging instruments to match the terms of the hedged items to maximise hedge effectiveness.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the exchange rates of currencies other than the functional currencies of the relevant operating units, with all other variables held constant, of the Group's profit before tax (due to changes in the fair values of monetary assets and liabilities). There is no material impact on other components of the Group's equity.

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Foreign currency risk (continued)

	Increase/ (decrease) in exchange rates %	Increase/ (decrease) in profit before tax HK$'000
2022		
If the HK$ weakens against the USD	**5**	**(265,154)**
If the HK$ weakens against the EUR	**5**	**(4,881)**
If the HK$ weakens against the RMB	**5**	**(56,868)**
If the HK$ weakens against the MXN	**5**	**327**
If the RMB weakens against the USD	**5**	**6,317**
If the RMB weakens against the HKD	**5**	**1,539**
If the RMB weakens against the EUR	**5**	**(228)**
If the RMB weakens against the PLN	**5**	**7,730**
If the EUR weakens against the USD	**5**	**3**
If the EUR weakens against the HKD	**5**	**(711)**
If the USD weakens against the RMB	**5**	**25**
If the THB weakens against the USD	**5**	**(10)**
If the MXN weakens against the EUR	**5**	**(4)**
If the HK$ strengthens against the USD	**(5)**	**265,154**
If the HK$ strengthens against the EUR	**(5)**	**4,881**
If the HK$ strengthens against the RMB	**(5)**	**56,868**
If the HK$ strengthens against the MXN	**(5)**	**(327)**
If the RMB strengthens against the USD	**(5)**	**(6,317)**
If the RMB strengthens against the HKD	**(5)**	**(1,539)**
If the RMB strengthens against the EUR	**(5)**	**228**
If the RMB strengthens against the PLN	**(5)**	**(7,730)**
If the EUR strengthens against the USD	**(5)**	**(3)**
If the EUR strengthens against the HKD	**(5)**	**711**
If the USD strengthens against the RMB	**(5)**	**(25)**
If the THB strengthens against the USD	**(5)**	**10**
If the MXN strengthens against the EUR	**(5)**	**4**
2021		
If the HK$ weakens against the USD	5	(388,613)
If the HK$ weakens against the EUR	5	286
If the HK$ weakens against the RMB	5	(48,545)
If the HK$ weakens against the MXN	5	(1,285)
If the RMB weakens against the USD	5	(65,126)
If the RMB weakens against the HKD	5	(3)
If the RMB weakens against the EUR	5	(13)
If the MXN weakens against the USD	5	(2,261)
If the EUR weakens against the USD	5	5,093
If the EUR weakens against the PLN	5	55,896
If the USD weakens against the PLN	5	(4,473)
If the HK$ strengthens against the USD	(5)	388,613
If the HK$ strengthens against the EUR	(5)	(286)
If the HK$ strengthens against the RMB	(5)	48,545
If the HK$ strengthens against the MXN	(5)	1,285
If the RMB strengthens against the USD	(5)	65,126
If the RMB strengthens against the HKD	(5)	3
If the RMB strengthens against the EUR	(5)	13
If the MXN strengthens against the USD	(5)	2,261
If the EUR strengthens against the USD	(5)	(5,093)
If the EUR strengthens against the PLN	(5)	(55,896)
If the USD strengthens against the PLN	(5)	4,473

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk

The Group trades only with recognised and creditworthy third parties and related parties. There is no requirement for collateral. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

Maximum exposure and year-end staging

The tables below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December.

The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2022

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	Total HK$'000
Trade receivables measured at amortised cost*	–	–	–	10,836,711	10,836,711
Financial assets included in prepayments, other receivables and other assets**					
–Normal	3,645,037	–	–	–	3,645,037
–Doubtful	–	–	2,773,074	–	2,773,074
Cash and cash equivalents					
–Not yet past due	9,390,941	–	–	–	9,390,941
Restricted cash and pledged deposits					
–Not yet past due	119,555	–	–	–	119,555
	13,155,533	–	2,773,074	10,836,711	26,765,318

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 December 2021

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	Total HK$'000
Trade receivables measured at amortised cost*	–	–	–	10,921,297	10,921,297
Financial assets included in prepayments, other receivables and other assets**					
–Normal	2,466,537	–	–	–	2,466,537
–Doubtful	–	–	2,052,558	–	2,052,558
Cash and cash equivalents					
–Not yet past due	11,509,166	–	–	–	11,509,166
Restricted cash and pledged deposits					
–Not yet past due	576,758	–	–	–	576,758
	14,552,461	–	2,052,558	10,921,297	27,526,316

* For trade receivables and financial assets included in prepayments, other receivables and other assets to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 23 and 25 to the financial statements, respectively.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 23 to the financial statements.

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g. trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, lease liabilities and other interest-bearing borrowings.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

	2022				
	Within 1 year or on demand HK\$'000	More than 1 year but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000	More than 5 years HK\$'000	Total HK\$'000
Interest-bearing bank and other borrowings	4,471,675	262,930	787,862	41,577	5,564,044
Lease liabilities	160,837	97,324	119,303	69,009	446,473
Trade payables	14,086,945	–	–	–	14,086,945
Bills payable	4,859,890	–	–	–	4,859,890
Derivative financial instruments	134,214	–	–	–	134,214
Financial liability associated with put option	162,423	–	–	–	162,423
Financial liabilities included in other payables	8,116,868	–	–	–	8,116,868
	31,992,852	360,254	907,165	110,586	33,370,857

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk (continued)

	2021				
	Within 1 yearor on demand HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	More than 5 years HK$'000	Total HK$'000
Interest-bearing bank and other borrowings	8,226,208	125,130	294,990	142,766	8,789,094
Lease liabilities	159,219	127,565	176,562	75,202	538,548
Trade payables	15,826,244	–	–	–	15,826,244
Bills payable	3,599,248	–	–	–	3,599,248
Derivative financial instruments	34,782	17,579	–	–	52,361
Financial liability associated with put option	122,919	–	–	–	122,919
Financial liabilities included in other payables	8,523,656	–	–	–	8,523,656
	36,492,276	270,274	471,552	217,968	37,452,070

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2022 and 2021.

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Capital management (continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital. The Group's policy is to maintain the gearing ratio not exceeding 100%. Net debt is calculated as a total of lease liabilities, interest-bearing bank and other borrowings, less cash and cash equivalents and restricted cash and pledged deposits. Total capital refers to equity attributable to owners of the parent. The gearing ratios as at the end of the reporting periods were as follows:

	Notes	2022 HK$'000	2021 HK$'000
Lease liabilities	16	409,741	460,504
Interest-bearing bank and other borrowings	32	5,463,083	6,880,117
Less: Cash and cash equivalents	27	(9,390,941)	(11,509,166)
Restricted cash and pledged deposits	27	(119,555)	(576,758)
Net asset		(3,637,672)	(4,745,303)
Equity attributable to owners of the parent		16,460,228	17,957,863
Gearing ratio		N/A	N/A

48. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2022 HK$'000	2021 HK$'000
NON-CURRENT ASSETS		
Investments in subsidiaries	**5,520,119**	5,372,408
Right-of-use assets	**10,302**	–
	5,530,421	5,372,408
CURRENT ASSETS		
Due from related parties	**4,321,955**	4,846,734
Other receivables	**60,780**	38,235
Cash and cash equivalents	**315**	361
Total current assets	**4,383,050**	4,885,330
CURRENT LIABILITIES		
Due to related parties	**359,502**	304,545
Other payables and accruals	**17,178**	7,802
Lease liabilities	**3,606**	–
Total current liabilities	**380,286**	312,347
NET CURRENT ASSETS	**4,002,764**	4,572,983
TOTAL ASSETS LESS CURRENT LIABILITIES	**9,533,185**	9,945,391
NON-CURRENT LIABILITIES		
Lease liabilities	**6,651**	–
Total non-current liabilities	**6,651**	–
Net assets	**9,526,534**	9,945,391
EQUITY		
Issued capital	**2,499,780**	2,479,959
Reserves	**7,026,754**	7,465,432
Total equity	**9,526,534**	9,945,391

DU Juan
Director

HU Dien Chien
Director

48. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

A summary of the Company's reserves is as follows:

	Share premium account HK$'000 (note 35)	Share option reserve HK$'000	Capital reserve# HK$'000	Shares held for the Award Scheme HK$'000	Awarded share reserve* HK$'000	Retained earnings HK$'000	Total HK$'000
At 1 January 2021	5,062,656	167,182	738,936	(192,941)	133,686	1,854,096	7,763,615
Total comprehensive loss for the year	–	–	–	–	–	(145,368)	(145,368)
Equity-settled share option arrangements	–	1,912	–	–	–	–	1,912
Issue of shares upon exercise of share options	121,010	(43,020)	–	–	–	–	77,990
Employee share-based compensation benefits under the Award Scheme (note 36)	–	–	–	–	132,163	–	132,163
Purchase of shares for the Award Scheme (note 36)	–	–	–	(82,966)	–	–	(82,966)
Vesting of shares under the Award Scheme	–	–	–	28,942	(33,622)	–	(4,680)
Profit distribution to owners	(277,234)	–	–	–	–	–	(277,234)
At 31 December 2021 and 1 January 2022	4,906,432	126,074	738,936	(246,965)	232,227	1,708,728	7,465,432
Total comprehensive loss for the year	–	–	–	–	–	(62,825)	(62,825)
Equity-settled share option arrangements	–	91	–	–	–	–	91
Issue of shares upon exercise of share options	19,340	(6,489)	–	–	–	–	12,851
Issue of shares under the Award Scheme	–	–	–	(15,498)	–	–	(15,498)
Employee share-based compensation benefits under the Award Scheme (note 36)	–	–	–	–	147,629	–	147,629
Purchase of shares for the Award Scheme (note 36)	–	–	–	(53,666)	–	–	(53,666)
Vesting of shares under the Award Scheme	–	–	–	79,035	(142,477)	–	(63,442)
Profit distribution to owners	(403,818)	–	–	–	–	–	(403,818)
At 31 December 2022	4,521,954	119,676	738,936	(237,094)	237,379	1,645,903	7,026,754

Δ The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire after the vesting period.

The capital reserve arose as a result of the Group reorganisation in 1999 and represents the excess of the fair value of the shares of the subsidiaries acquired over the nominal value of the Company's shares issued in exchange therefor.

* The awarded share reserve represents the excess of the fair value of the Awarded Shares over the total cost (including related transaction costs) of the Awarded Shares awarded and vested to the Selected Persons at the date of award.

49. COMPARATIVE AMOUNTS

Certain comparative amounts have been restated to conform with current year's presentation and disclosure.

50. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board on 10 March 2023.

Five Year Financial Summary

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements and reclassified/re-presented as appropriate, is set out below.

	Year ended 31 December				
	2022	2021	2020	2019	2018
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
RESULTS					
CONTINUING OPERATIONS					
REVENUE	**71,351,415**	74,846,888	50,952,927	36,335,232	35,406,919
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	**835,528**	1,447,766	2,079,338	1,999,484	892,178
Income tax	**(281,604)**	(168,476)	(185,935)	(128,237)	(178,444)
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS	**553,924**	1,279,290	1,893,403	1,871,247	713,734
DISCONTINUED OPERATIONS					
Profit for the year from discontinued operations	**–**	–	1,752,216	457,836	317,700
PROFIT FOR THE YEAR	**553,924**	1,279,290	3,645,619	2,329,083	1,031,434
Attributable to:					
Owners of the parent	**447,007**	1,183,999	3,599,442	2,283,416	1,040,819
Non-controlling interests	**106,917**	95,291	46,177	45,667	(9,385)
	553,924	1,279,290	3,645,619	2,329,083	1,031,434

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

	As at 31 December				
	2022	2021	2020	2019	2018
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
TOTAL ASSETS	**55,105,447**	59,534,337	52,336,259	33,332,087	28,302,910
TOTAL LIABILITIES	**(38,227,791)**	(41,161,673)	(35,601,382)	(21,391,189)	(18,426,974)
NON-CONTROLLING INTERESTS	**(417,428)**	(414,801)	(570,687)	(356,776)	(244)
	16,460,228	17,957,863	16,164,190	11,584,122	9,875,692

Glossary

In this annual report, unless the context otherwise requires, the following expressions shall have the following meanings:

"2007 Scheme"	the share option scheme adopted by the Company on 15 February 2007;
"2016 Scheme"	the share option scheme adopted by the Company on 18 May 2016;
"2017 Amendments"	the amendments of the Award Scheme on 24 November 2017, which has the meaning ascribed to it under the section "Award Scheme" of the "Report of the Directors" in this annual report;
"2018 Amendments"	the amendments of the Award Scheme on 4 May 2018, which has the meaning ascribed to it under the section "Award Scheme" of the "Report of the Directors" in this annual report;
"2022 AGM"	the AGM held on 17 June 2022;
"ACCA"	Association of Chartered Certified Accountants;
"adjusted profit attributable to owners of the parent"	adjusted profit attributable to owners of the parent according to non-HKFRS measure, details of which are set out on page 31 of this annual report;
"AGM"	the annual general meeting of the Company;
"AI"	artificial intelligence;
"Amlogic"	Amlogic (Shanghai) Co., Ltd.* (晶晨半導體(上海)股份有限公司), a joint stock limited company established in the PRC, the shares of which are listed on the sci-tech innovation board of the Shanghai Stock Exchange (stock code: 688099.SH);
"AR"	augmented reality;
"ARPU"	the average revenue per user;
"Articles"	the articles of association of the Company as amended from time to time;
"associate(s)"	has the meaning ascribed to it under the Listing Rules;
"Audit Committee"	the audit committee of the Company;

Glossary

"Award Scheme"	the restricted share award scheme adopted by the Company on 6 February 2008 (as amended or revised from time to time);
"Board"	the board of Directors;
"Board Committee(s)"	the committee(s) under the Board, including the Audit Committee, Nomination Committee, Remuneration Committee and Strategy Committee;
"Board Diversity Policy"	the board diversity policy of the Company adopted on 13 August 2013;
"Cayman Law"	the laws of the Cayman Islands;
"CEO"	the chief executive officer;
"CES"	Consumer Electronics Show;
"CFO"	the chief financial officer;
"CG Code"	the corporate governance code as set out in Appendix 14 to the Listing Rules;
"CMM"	China Market Monitor Co., Ltd., a Chinese institution that focuses on retail market research of consumer goods and home appliance in the PRC;
"Code Provision(s)"	the code provision(s) of the CG Code;
"Company" or "TCL Electronics"	TCL Electronics Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Hong Kong Stock Exchange (stock code: 01070.HK);
"connected person(s)"	has the meanings ascribed to it under the Listing Rules;
"COO"	the chief operating officer;
"Covid-19"	Coronavirus disease 2019;
"CPE"	customer premise equipment, which converts broadband signals or mobile network data into WiFi signal directly;

"CSOT"	TCL China Star Optoelectronics Technology Co., Ltd.* (TCL華星光電技術有限公司), formerly known as Shenzhen China Star Optoelectronics Technology Co., Ltd.* (深圳市華星光電技術有限公司), a company stablished under the laws of the PRC with limited liability, a subsidiary of TCL Technology;
"CTO"	the chief technology officer;
"December EGM"	the EGM held on 15 December 2022;
"Deed of Non-Competition (2020)"	the deed executed by TCL Holdings, T.C.L. Industries (H.K.) and the Company on 29 June 2020 in favour of the Company whereby each of TCL Holdings and T.C.L. Industries (H.K.) has undertaken not to (save for the exception as defined on page 39 of the announcement of the Company dated 29 June 2020), directly or indirectly, carry on or be engaged or interested in the manufacture and assembly of TCL brand TV sets and smart phones;
"Deed of Termination (2020)"	the deed executed by TCL Technology, T.C.L. Industries (H.K.) and the Company on 29 June 2020 pursuant to which the parties agreed to terminate the Deed of Non-Competition (1999) as amended from time to time and TCL Technology has undertaken not to (save for the Exception as defined on page 39 of the announcement of the Company dated 29 June 2020), directly or indirectly, carry on or be engaged or interested in the manufacture and assembly of TV sets bearing TCL brand;
"Director(s)"	the director(s) of the Company;
"Dividend Policy"	the dividend policy of the Company which was confirmed and consolidated on 20 December 2018 and took effect from 1 January 2019;
"EGM"	the extraordinary general meeting of the Company;
"EISA"	European Imaging and Sound Association;
"ESG"	environmental, social and governance;
"Falcon Network Technology"	Shenzhen Falcon Network Technology Co., Ltd.* (formerly literally translated and known as Shenzhen Thunderbird Network Technology Company Limited) (深圳市雷鳥網絡科技有限公司), a limited liability company established and subsisting under the laws of the PRC, a subsidiary of the Company;
"Falcon Network Technology Group"	Falcon Network Technology and its subsidiaries;

Glossary

"Finance Company (HK)"	TCL Finance (Hong Kong) Co., Limited, a company incorporated in Hong Kong with limited liability and a direct subsidiary of T.C.L. Industries (H.K.);
"GfK"	Gesellschaft für Konsumforschung, headquartered in Nuremberg, Germany, a global consumer product market research company;
"Group"	the Company and its subsidiaries;
"Guangdong Homa"	Guangdong Homa Group Co., Ltd.* (廣東奧馬電器股份有限公司), a joint stock limited company established under the laws of the PRC, the shares of which are listed on Shenzhen Stock Exchange (stock code: 002668.SZ), a subsidiary of TCL Holdings;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"HKAS"	Hong Kong Accounting Standards;
"HKFRS"	Hong Kong Financial Reporting Standards;
"HKICPA"	Hong Kong Institute of Certified Public Accountants;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Hong Kong Companies Ordinance"	the Companies Ordinance (Cap. 622 of the Laws of Hong Kong);
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"IDC"	International Data Corporation, a global provider of market intelligence and advisory services for the information technology, telecommunications, and consumer technology markets;
"IoT"	internet of things;
"iResearch"	a third-party provider of data product services and research consultancy services in China;
"LCD"	liquid crystal display;
"LED"	light emitting diodes;

Glossary

"Listing Rules"	the rules governing the listing of securities on the Hong Kong Stock Exchange;
"Memorandum"	the memorandum of association of the Company as amended from time to time;
"MiFi"	Mobile WiFi, a portable broadband wireless device;
"Model Code"	the model code for securities transactions by directors of listed issuers as set out in Appendix 10 to the Listing Rules;
"Nomination Committee"	the nomination committee of the Company;
"Nomination Policy"	the nomination policy of the Company, which was adopted on 20 December 2018 and took effect from 1 January 2019;
"NPD"	the NPD Group, Inc., a market research company that offers data, industry expertise, and prescriptive analytics globally;
"Omdia"	a global technology research company formed by unifying research brands (Ovum, Heave Reading and Tractica) and IHS Markit International;
"OPCO"	Ningbo Falcon Digital Entertainment Co., Ltd.* (寧波雷鳥數字娛樂有限公司), formerly known as Hawk Digital Entertainment Technology (Shenzhen) Co. Limited* (豪客數字娛樂科技(深圳)有限公司) and Shenzhen Falcon Digital Entertainment Co., Ltd.* (深圳市雷鳥數字娛樂科技有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company;
"OTT"	over the top, i.e. a media service offered directly to viewers via the internet;
"PRC"	the People's Republic of China excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan for the purposes of this annual report;
"PRC Equity Owners"	Mr. WANG Hao and Ms. ZHU Xiaojiang, the details of which are set out on page 116 of this annual report;
"QD"	Quantum Dot;
"QLED"	Quantum Dot Light Emitting Diodes;
"R&D"	research and development;

Glossary

"Remuneration Committee"	the remuneration committee of the Company;
"RMB"	Renminbi, the lawful currency of the PRC;
"SEMP Mobilidade"	SEMP TCL Mobilidade Ltda., formerly known as TCT Mobile - Telefones Ltda. (a former subsidiary of TCL Communication, disposed of to SEMP TCL in March 2018);
"SEMP TCL"	SEMP TCL Indústria e Comércio de Eletroeletrônicos S.A., a company incorporated under the laws of Brazil with limited liability, which became a subsidiary of the Company since July 2020;
"SFO"	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
"Share(s)"	ordinary share(s) of HK$1.00 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of Share(s);
"Share Option Scheme(s)"	the share option scheme(s) of the Company adopted by the Company from time to time;
"smart screen"	mainly refers to smart TV related products. By shipment over 95% of the Group's TV products are smart screen products;
"specific mandate"	the specific mandate, Shareholders' approval of which is to be obtained at a general meeting of the Company, for the issuance and allotment of new Shares pursuant to the Award Scheme (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares that may be allotted and issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same);
"Strategy Committee"	the strategy committee of the Company established on 22 September 2017;
"Strategy Executive Committee"	the strategy executive committee of the Company established on 23 October 2014 and dissolved on 22 September 2017;
"subsidiary(ies)"	any entity within the meaning of the term "subsidiary" as defined in the Listing Rules and the term "subsidiaries" shall be construed accordingly;

Glossary

"TCL Communication"	TCL Communication Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose shares were listed on the Hong Kong Stock Exchange from September 2004 to September 2016 (then stock code: 02618.HK), which became a subsidiary of the Company on 1 September 2020;
"TCL Communication Group"	TCL Communication and its subsidiaries;
"TCL Digital Technology (Shenzhen)"	TCL Digital Technology (Shenzhen) Company Limited*(TCL數碼科技(深圳)有限責任公司), a company established in the PRC with limited liability, which became a subsidiary of the Company since June 2022;
"TCL Electronics (Huizhou)"	TCL Electronics (Huizhou) Co., Limited* (TCL電子(惠州)有限公司), a company established in the PRC with limited liability and a subsidiary of the Company;
"TCL Finance"	TCL Technology Finance Co., Ltd.* (TCL科技集團財務有限公司, formerly known as TCL Finance Co., Ltd.* (TCL集團財務有限公司)), a company established in the PRC with limited liability and a subsidiary of TCL Technology;
"TCL Finance Lease (Zhuhai)"	TCL Finance Lease (Zhuhai) Co., Ltd.* (TCL融資租賃(珠海)有限公司), a limited company established under the laws of the PRC and a subsidiary of TCL Holdings;
"TCL Holdings"	TCL Industries Holdings Co., Ltd.* (TCL實業控股股份有限公司), formerly known as TCL Industries Holdings (Guangdong) Inc.* (TCL實業控股(廣東)股份有限公司), a joint stock limited company established under the laws of the PRC, the ultimate controlling shareholder of the Company;
"TCL Holdings Group"	TCL Holdings and its subsidiaries;
"T.C.L. Industries (H.K.)"	T.C.L. Industries Holdings (H.K.) Limited, a company incorporated in Hong Kong with limited liability, the immediate controlling shareholder of the Company and a wholly-owned subsidiary of TCL Holdings;
"TCL King (Huizhou)"	TCL King Electrical Appliances (Huizhou) Company Limited* (TCL王牌電器(惠州)有限公司), a company established in the PRC with limited liability and a subsidiary of the Company;

Glossary

"TCL Technology"	TCL Technology Group Corporation (TCL科技集團股份有限公司), formerly known as TCL Corporation (TCL集團股份有限公司), a joint stock limited company established under the laws of the PRC, the shares of which are listed on Shenzhen Stock Exchange (stock code: 000100.SZ);
"TCL Technology Group"	TCL Technology and its subsidiaries;
"Tencent Computer"	Shenzhen Tencent Computer Systems Company Limited* (深圳市騰訊計算機系統有限公司), a limited liability company established in the PRC and a wholly-owned subsidiary of Tencent Holdings Limited (an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Hong Kong Stock Exchange (stock code: 00700.HK));
"Trustee"	BOCI Prudential Trustee Limited, the trustee appointed by the Board for the administration of the Award Scheme;
"TSR"	refers to Techno Systems Research, a market research company for electronic devices and related technologies founded in Tokyo, Japan;
"TV(s)"	television(s);
"USA" or "U.S."	United States of America;
"VIE Agreements"	collectively the exclusive business cooperation agreement, the exclusive purchase right agreement, the equity pledge agreement, the authorisation letters, the confirmation letters and the spousal consent letters entered into between Falcon Network Technology, OPCO and/or the PRC Equity Owners and/or their spouses on 23 July 2019 (as amended or revised from time to time);
"VIE Announcement"	the announcement of the Company dated 23 July 2019;
"XR"	extended reality; and
"%"	percent.

The English translation of Chinese names or words in this annual report, where indicated by "*", is included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.

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