MBV International Limited

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 1957

Contents

Corporate Information

EXECUTIVE DIRECTORS

Dato' Tan Meng Seng *(Chairman)*
Dato' Tan Mein Kwang *(Chief Executive Officer)*
Mr. Tan Beng Sen

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Chui Sin Heng
Mr. Au Wing Yuen
Mr. Yu Cheeric

COMPANY SECRETARY

Ms. Lam Hoi Ki (HKICPA)

AUDIT COMMITTEE

Ms. Chui Sin Heng *(Chairman)*
Mr. Au Wing Yuen
Mr. Yu Cheeric

REMUNERATION COMMITTEE

Mr. Au Wing Yuen *(Chairman)*
Ms. Chui Sin Heng
Mr. Yu Cheeric

NOMINATION COMMITTEE

Mr. Yu Cheeric *(Chairman)*
Ms. Chui Sin Heng
Mr. Au Wing Yuen

AUTHORISED REPRESENTATIVES

Dato' Tan Meng Seng
Ms. Lam Hoi Ki

REGISTERED OFFICE

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN MALAYSIA

No. 58–66, Jalan Seroja 39
Taman Johor Jaya
81100 Johor Bahru
Johor, Malaysia

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit B, 23/F, Yue Hing Building
103 Hennessy Road
Wanchai, Hong Kong

JOINT AUDITORS

Mazars CPA Limited

Certified Public Accountants, Hong Kong
42nd Floor, Central Plaza
18 Harbour Road
Wanchai, Hong Kong

Mazars LLP

Public Accountants and Chartered Accountants, Singapore
135 Cecil Street
#10–01
Singapore 069536

Corporate Information

PRINCIPAL BANKS

Public Bank Berhad

B-21 & B-23 Jalan Molek 1/5a
Taman Molek
81100 Johor Bahru
Johor, Malaysia

CIMB Bank Berhad

2, Jalan Dedap 20
Johor Jaya
81100 Johor Bahru
Johor, Malaysia

Alliance Bank Malaysia Berhad

No.1 & 1-01
Jalan Molek 1/29
Taman Molek
81100 Johor Bahru
Johor, Malaysia

HSBC Amanah Malaysia Berhad

46, Jalan Molek 1/10
Taman Molek
81100 Johor Bahru
Johor, Malaysia

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited

2103B, 21/F
148 Electric Road
North Point
Hong Kong

STOCK CODE

1957

COMPANY WEBSITE

http://www.orensport.com

Financial Highlights

	For the year ended 31 December	
	2022	2021
	RM'000	RM'000
Revenue	**198,927**	120,771
Gross profit	**53,184**	32,354
Gross profit margin	**26.7%**	26.8%
Profit before tax	**24,367**	13,923
Profit for the year attributable to owners of the Company	**15,104**	9,326
Earnings per share attributable to owners of the Company		
— Basic (RM cents)	**2.41**	1.49

Management Discussion and Analysis

COMPANY BACKGROUND

MBV International Limited (the "**Company**") together with its subsidiaries (the "**Group**") is a leading imprintable apparel and gift products provider in Malaysia and Singapore. The Group sells a broad product portfolio of imprintable apparel ranging from t-shirts, uniforms, jackets, and others including other causal wear and accessories in a variety of sizes, colour and styles primarily in "blank" or undecorated form, without imprints or embellishment to customers who may decorate products with designs and logos for sale to a diversified range of consumers. With 27 years presence in the market, the Group has accumulated a large and diverse customer base in Malaysia and Singapore. Leveraging on the established and massive customer base, the Group expanded product portfolio by offering gifts and promotion items mainly for corporate marketing and advertising.

To store a large volume of products to meet the customers' demand, the Group has established warehousing facilities consisting of two owned warehouses in Johor Bahru in Malaysia and storage space at each of the sales offices in Johor Bahru, Kuala Lumpur and other Selangor areas. Other than engaging in a number of original equipment manufacturers in the People's Republic of China, Bangladesh and other countries to produce major imprintable apparel and gift product, the Group also leverage on their own facilities to manufactures imprintable apparel with special designs, requirements or specifications.

The Company was successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 8 July 2020 (the "**Initial Listing**"). The Initial Listing represents an important milestone to the Group and will greatly benefit the Group's development in the future.

Financial Overview

For the year ended 31 December 2022 (the "**Year**"), the Group's revenue and gross profit increased by approximately 64.7% and 64.4%, respectively, as compared to last corresponding year ended 31 December 2021 (the "**Last Year**"). This was mainly attributable to the increase in sales due to the recovery of economy from COVID-19 as a result of an increase in demand for apparels during Year 2022.

The economic outlook for year 2023 will remain uncertain and challenging. Nevertheless, the Group will continue to be vigilant to changes in business environment and strive to improve the efficiency of its operations in order to maintain sustainability of its business under the present uncertain and challenging circumstances.

DIVIDEND

The Company did not recommend the declaration of any dividend for the Year (2021: Nil).

Management Discussion and Analysis

Revenue by products

The Group's product portfolio is broadly categorised into (i) imprintable apparel; and (ii) gift products. The Group's revenue is primarily generated from Malaysia which accounted for approximately 82.8% and 79.9% of the Group's total revenue for the Year and the Last Year, respectively. With positive market consumer sentiment after Malaysia loose COVID-19 restriction, the Group's revenue has increased by approximately RM78.1 million or 64.7% from approximately RM120.8 million in the Last Year to approximately RM198.9 million in the Year.

Imprintable apparel

The imprintable apparel products, the Group's primary product category, are core apparel essentials commonly used for a wide range of consumers across different demographics throughout a year in Malaysia and Singapore. The revenue generated from the imprintable apparel increased by approximately RM64.2 million or 61.5% from approximately RM104.4 million in the Last Year to approximately RM168.6 million in the Year, which was mainly attributable to the increase in the quantity sold by approximately 49.1% in the Year compared to the Last Year, primarily due to the positive market sentiment after Malaysia has loosen the COVID-19 restriction.

Gift products

The Group has broaden gift product portfolio by offering more product categories for the customers to choose from and successfully expanded into the imprintable gift segment since 2015, which are popular corporate marketing and advertising items. The revenue generated from the gift products increased by approximately RM13.9 million or 84.8% from approximately RM16.4 million in the Last Year to approximately RM30.3 million in the Year, which was mainly attributable to the increase in the quantity sold by approximately 81.8% in the Year compared to the Last Year, primarily due to the positive market sentiment after Malaysia has loosen the COVID-19 restriction.

Selling and distribution Costs

Selling and distribution costs for the Year increased by approximately 70.2% to approximately RM9.7 million (2021: approximately RM5.7 million). It was primarily due to increase of sales.

Administrative and other operating expenses

Administrative and other operating expenses primarily comprise staff costs including directors' remuneration, directors' bonus, directors' fees, other staffs costs, staff salary and bonus, transportation and courier fee, depreciation, repair and maintenance, net fair value gain on financial assets at FVPL and others. Administrative and other operating expenses increased by approximately RM6.4 million or 40.8%, from approximately RM15.7 million in the Last Year to approximately RM22.1 million in the Year which was mainly due to the increase of directors' remunerations, staff related expenses and sales related expenses which mainly due to sales increase.

Finance costs

Finance costs mainly represent interest on interest-bearing borrowings and interest on lease liabilities. The Group's finance costs was relatively stable and remained at approximately RM0.1million in the Year and the Last Year.

Income tax expenses

Income tax expenses primarily consist of current and deferred income tax at the applicable tax rate in accordance with the relevant laws and regulations in Malaysia and Singapore. No provision for Hong Kong profit tax has been made as the Group has no assessable profits arising in or derived from Hong Kong for the Year. The group entities established in the Cayman Islands and the British Virgin Islands are exempted from corporate income tax therein. Income tax expenses for the Year increased by approximately RM3.4 million or 79.1% to approximately RM7.7 million from approximately RM4.3 million in the Last Year. The increase in income tax expenses was mainly due to the increase in profit before tax generated in the Year.

Financial Position

As at 31 December 2022, the Group's cash and cash equivalents amounted to approximately RM79.2 million (2021: approximately RM81.1 million). The decrease was mainly due to additional deposit paid for acquisition of land.

OUTLOOK

With the world learning to coexist with COVID-19, social restrictions have eased in many countries, leading to a rebound in domestic activities and a resumption of international travel. Whilst this may work well for economic recovery, however given the adverse global environment, increase in interest rate, global inflation and result global rising pricing, which affect the consumers' purchasing power and lifestyle, the Group expected the outlook for Malaysia and Singapore's economy for 2023 to be challenging. We will continue to be prudent in managing our business operations and financial resources and maximise our business potential during this challenging time.

Notwithstanding that the Group will continue expand its market shares by increasing and enhancing the warehouse capabilities including the land acquisition in Johor for building new warehouse and improving the logistics flow.

LIQUIDITY, CAPITAL RESOURCES AND CAPITAL STRUCTURE

The Group manages its capital structure with the objectives of maintaining a sustainable growth in business and providing a long term reasonable return to its shareholders. The Group's financial position remained healthy and stable. It is anticipated that the Group has sufficient working capital to fund its future working capital.

As at 31 December 2022, the Group had bank balances and cash amounting to approximately RM79.2 million (as at 31 December 2021: approximately RM81.1 million), and current assets and current liabilities of approximately RM143.4 million (as at 31 December 2021: approximately RM130.1 million) and approximately RM7.3 million (as at 31 December 2021: approximately RM6.5 million) respectively. It should be noted that net current assets balances as at 31 December 2022 was approximately RM136.1 million (as at 31 December 2021: approximately RM123.6 million).

As at 31 December 2022, there were interest-bearing borrowings of approximately RM6.3 million (as at 31 December 2021: approximately RM7.0 million) and unutilized bank facilities of approximately RM18.6 million. As at 31 December 2022, the Group's interest-bearing borrowings carried mainly variable rate borrowings with annual effective interest rate of 0.1% (as at 31 December 2021: 0.2%) per annum.

Management Discussion and Analysis

TREASURY POLICIES AND FOREIGN EXCHANGE EXPOSURE

The Group is exposed to foreign currency risk which refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The Group's transactions are mainly denominated in Malaysian Ringgit (or "**RM**") and Singapore dollars (or "**S$**"). Certain financial assets and liabilities of the Group are denominated in currencies other than the functional currency of the respective group entities and therefore exposed to foreign currency risk.

The Group has not experienced any material difficult or liquidity problems resulting from foreign exchange fluctuations. Although the Group does not undertake any hedging activities, it will monitor exchange rate trends from time to time to consider if there is such a need in the future in order to mitigate any risks arising from foreign exchange fluctuation.

GEARING RATIO

As at 31 December 2022, the gearing ratio of the Group, based on total interest-bearing borrowings and lease liabilities to total equity (including all capital and reserves) of the Group was approximately 4.3% (as at 31 December 2021: approximately 5.3%). The decrease in gearing ratio is primarily attributable to the repayment of interest-bearing borrowings and the increase in equity base.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2022, the Group employed 447 (2021: 390) full-time employees in Malaysia and Singapore. The Group recognises the importance of maintaining good relationship with its employees and retaining competent staff to ensure operational efficiency and effectiveness. The remuneration packages offered to the Group's employees are based on each employee's qualifications, relevant experience, position and seniority. The Group conducts review on salary increments, bonuses and promotions based on the performance of each employee. The Company has adopted a share option scheme as incentive to the eligible persons. The total staff cost (including director's emoluments) for the year ended 31 December 2022 amounted to approximately RM26.8 million (as at 31 December 2021: approximately RM18.5 million).

The Group provides on-job training to new employees. During the Year, the Group had not experienced any strike, any significant problems with its employees or other material labour disputes which had materially disrupted its operation. The Group has not experienced any difficulties in the recruitment of experienced and skilled staff.

CAPITAL COMMITMENTS

As at 31 December 2022, the Group has capital commitments of RM14.2 million for contracted but not provided for net of deposits paid for acquisition of property, plant and equipment (2021: RM18.9 million).

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND FUTURE PLAN FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

On 11 March 2021, the Group entered into a sale and purchase agreement with an independent third party (the "**Vendor**") (the "**Agreement**"), pursuant to which, the Group agreed to purchase, and the Vendor agreed to sell a piece of a land located in Johor Bahru, Malaysia (the "**Land**") at a consideration of approximately RM23.6 million. At 31 December 2022 and up to the date of this report, 40% (2021:20%) of the total consideration together with the related transaction costs, including legal and professional fee, were settled by the Group. The administrative process for registration of the legal title of the Land is still in progress.

According to the Agreement, before transferring the legal title of the Land, it was required to obtain the conversion approval from agriculture land to industrial land. Up to 31 December 2022, the Land was converted from agriculture land to industrial land and the administrative process for registration of the legal title of the Land is still in progress. Upon completion of the registration of the legal title, the remaining balance of the total consideration will be fully settled by the Group to the Vendor.

Save for the above, there were no other significant investments held, nor were there material acquisition or disposal of subsidiaries during the Year under review, and the Group did not have any specific plan for material investments or capital assets as at 31 December 2022.

CONTINGENT LIABILITIES

As at 31 December 2022, the Group has no significant contingent liabilities.

PLEDGE OF ASSETS

The interest-bearing borrowings of the Group are all secured by certain assets of the Group.

OTHER INFORMATION

Use of proceeds from the initial public offering

On 8 July 2020 (the "**Listing Date**"), the shares of the Company (the "**Share**") were listed on the Main Board of the Stock Exchange. The Group intends to apply the proceeds from the issuance of 157,000,000 Shares at the offer price of HK$0.80 per Share (the "**Global Offering**") in accordance with the proposed applications set out in the section headed "Net Proceeds from the Global Offering" in the announcement of Final Offer Price and Allotment Result dated 7 July 2020.

After deducting share issuance expense and professional fee regarding to the Global Offering, the net proceeds amounted to approximately HK$60.3 million. Utilisation of the proceeds as at 31 December 2022 and 2021 are as per followings.

Management Discussion and Analysis

The following sets out the use of net proceeds:

	Planned use of net proceeds HK$ million	Balance of unutilised proceeds as at 31 December 2021 HK$ million	Actual use of proceeds as at 31 December 2022 HK$ million	Balance of unutilised proceeds as at 31 December 2022 HK$ million	Expected timeline for unutilised proceeds
Increase and enhancement to existing warehousing capabilities	22.3	22.3	0.0	22.3	December 2024
Strengthen the sales and marketing efforts	14.4	14.2	1.7	12.5	December 2024
Establishment of two new distribution centers	4.8	2.9	1.0	1.9	December 2024
Investment in information systems	8.6	5.6	0.0	5.6	December 2024
Development in e-commerce sales platform	6.1	5.7	0.3	5.4	December 2024
General working capital purposes	4.1	0.0	0.0	0.0	NA
	60.3	50.7	3	47.7	

Such utilization of the net proceeds was in accordance with the proposed allocations as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

As at 31 December 2022, approximately HK$47.7 million (representing approximately 79.1% of the net proceeds from the global offering) had not yet been utilised. The unutilised portion of the net proceeds were deposited in the Group’s banks in Malaysia and is intended to be utilised in the manner consistent with the proposed allocation as set forth in the Prospectus.

There is a delay in the timing of utilising the remaining net proceeds from the global offering. Such delay is due to COVID-19 pandemic deterioration in Malaysia, the Group had experienced significant disruption to its operations during the Year as Malaysia government implemented a nationwide lockdown. The economic environment remains unstable and the future market remains uncertain.

We will also continuously evaluate, reassess, change or modify the existing plans and explore new business opportunities in view of the latest market condition with an aim to achieve sustainable business growth and to bring long-term benefits for the Shareholders.

Directors and Senior Management

EXECUTIVE DIRECTORS

Dato' Tan Meng Seng ("Dato' Tan MS"), aged 50, was appointed as the Company's Director on 3 January 2019 and was redesignated as the Company's executive Director, chairman of the Board and chief executive officer on 10 April 2019. Dato' Tan MS has ceased to act as the chief executive officer of the Company with effect from 21 September 2020 in order to focus on the work of the Board of the Company and the strategic aspects of the Group. He is responsible for overall business strategic direction, planning and execution of the Group.

Dato' Tan MS obtained a diploma in commerce from Southern College Malaysia in May 1994. From September 2013 to October 2014, he completed the Executive Program on Oriental-Western Wisdom and Business Management for CEOs at the School of Continuing Education in Tsinghua University. Dato' Tan MS has more than 20 years of experience in the apparel industry, and is a co-founder of the Company and director of the group subsidiaries including Oren Holdings, MyGift Holdings, MBV (HK), Oren Sport, UB Uniform, UB Apparel, Oren PJ, Oren Klang, Oren Kepong, MyGift, Oren Cheras, Excel MBV, Oren Singapore and A-Vision Apparel.

Dato' Tan MS was appointed as the President of The Boss Club of Malaysia from 2021 to 2023. Dato' Tan MS has been appointed as Chairman of the Board of Directors of Southern University College, Malaysia from 2018 to 2023. He is the brother of another two executive Directors namely Dato' Tan Mein Kwang and Mr. Tan Beng Sen, and the spouse of Datin Kong Siew Peng (the chief operation officer of the Company).

Dato' Tan Mein Kwang ("Dato' Tan MK"), aged 54, was appointed as the Company's Director on 3 January 2019 and was redesignated as the Company's executive Director on 10 April 2019 and chief executive officer on 21 September 2020. He oversees the sales and marketing division of the Group.

Dato' Tan MK attained senior middle three from Chong Hwa High School in Malaysia in November 1986. Dato' Tan MK has more than 20 years of experience in the apparel industry, and is a co-founder of the Company and director of the group subsidiaries including Oren Holdings, MyGift Holdings, MBV (HK), Oren Sport, UB Uniform, UB Apparel, Oren PJ, Oren Klang, Oren Kepong, MyGift, Oren Cheras, Excel MBV, Oren Singapore and A-Vision Apparel.

Dato' Tan MK was the Vice President in The Federation Of Hokkien Associations Malaysia from 2021 to 2024. He is the brother of another two executive Directors namely Dato' Tan MS and Mr. Tan BS.

Mr. Tan Beng Sen ("Mr. Tan BS"), aged 52, was appointed as the Company's Director on 3 January 2019 and was redesignated as the Company's executive Director on 10 April 2019. He oversees the logistic operations and productions of the Group.

Mr. Tan BS attained senior middle three from Chong Hwa High School in Malaysia in October 1989. He has more than 20 years of experience in the apparel industry, and is a co-founder of the Company and director of the group subsidiaries including Oren Holdings, MyGift Holdings, MBV (HK), Oren Sport, UB Uniform, UB Apparel, Oren PJ, Oren Klang, Oren Kepong, MyGift, Oren Cheras, Excel MBV, Oren Singapore and A-Vision Apparel.

Mr. Tan BS is the Vice President of SME Association of South Johor from 2017 to 2022. He is the brother of another two executive Directors namely Dato' Tan MS and Dato' Tan MK.

Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Chui Sin Heng (徐倩珩), aged 42, was appointed as our Independent Non-executive Director on 28 February 2020. She is also the chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee. Ms. Chui has over 17 years of experience in finance and accounting. Ms. Chui is currently the general manager (corporate affairs) of Hong Kong Ferry (Holdings) Co., Ltd (HKEx stock code:0050). Ms. Chui was the director (corporate finance and investor relations) of EC Healthcare (HKEx stock code: 2138) and the head of investor relations of Beijing Tong Ren Tang Chinese Medicine Co., Ltd. (HKEx stock code: 3613). Prior to joining the above corporates, Ms. Chui was a licensed representative and worked for various investment banks, including Piper Jaffray Asia Limited, a company previously operated by Piper Sandler Companies (New York Stock Exchange: PJC), Kim Eng Securities (Hong Kong) Limited, a wholly-owned subsidiary of Malaysia Banking Berhad (Kuala Lumpur Stock Exchange: MAYBANK) and CMBC International Holdings Limited, a wholly-owned subsidiary of China Minsheng Banking Corp., Ltd. (HKEx stock code: 1988). Ms. Chui also served as Independent Non-executive Director of Asia-express Logistics Holdings Limited (HKEx Stock code: 8620) since April 2020.

Ms. Chui obtained a bachelor of commerce in accounting and international business and a master of commerce in international finance from the University of New South Wales in Australia. Ms. Chui was admitted as a certified practicing accountant of CPA Australia and full member of the Institute of Certified Management Accountants, Australia.

Mr. Au Wing Yuen (區永源), aged 46, was appointed as our Independent Non-executive Director on 28 February 2020. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee. Mr. Au has over 20 years of experience in handling numerous valuation cases for private and public listed companies. Mr. Au is currently the managing Director and shareholder of Masterpiece Valuation Advisory Limited and Riskory Consultancy Limited. Prior to setting up of the above corporates, Mr. Au worked for various valuation and corporate advisory firms, including DTZ (Debenham Tie Leung) as a senior valuer, Jones Lang LaSalle Sallmanns as valuation assistant manager and AVISTA Valuation Advisory Limited as director. Mr. Au is the Founder and Managing Director of Masterpiece Valuation Advisory Limited and the Riskory Consultancy Limited. Mr. Au has also been a guest speaker at the Chinese University of Hong Kong.

Mr. Au obtained a bachelor of planning and design and a bachelor of property and construction from the University of Melbourne in Australia, and a Master of Science in Real Estate from the University of Hong Kong. Mr. Au is an associate of the Australian Property Institute, a member of the Hong Kong Institute of Surveyors and a registered professional surveyor of the Hong Kong Surveyors Registration Board.

Mr. Yu Cheeric (余致力), aged 47, was appointed as our Independent Non-executive Director on 28 February 2020. He is also the chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee. Mr. Yu has over 20 years of experience in auditing, advisory business services and finance management. Mr. Yu is currently employed by China New City Commercial Development Limited (HKEx stock code: 1321) and responsible for financial management. Mr. Yu started his career as an accountant in assurance and advisory business service with Ernst & Young, thereafter, worked for various listed companies on the Stock Exchange, including CLP Holdings Limited (HKEx stock code: 0002), China Lilang Limited (HKEx stock code: 1234), Shimao Property Holdings Limited (HKEx stock code: 0813) and Greentown Management Holdings Limited (HKEx stock code: 9979).

Mr. Yu obtained a bachelor of science in business administration (accountancy) from the California State University and completed the Wharton-Greentown Asset — Light-Program Organised by the University of Pennsylvania. Mr. Yu is a member of the American Institute of Certified Public Accountants and a certified public accountant of the State of Delaware.

Directors and Senior Management

SENIOR MANAGEMENT

Datin Kong Siew Peng, aged 50, is the chief operation officer of the Group and is mainly responsible for overall group account, finance and management information system. She obtained a diploma in commerce from Southern College Malaysia in May 1995. From September 2013 to October 2014, she completed the Executive Program on Oriental-Western Wisdom and Business Management for CEOs at the School of Continuing Education in Tsinghua University. Datin Kong has been the vice president of the Alumni Association of Southern University College, Malaysia since February 2018.

Datin Kong has over 20 years of experience in the apparel industry. She joined the Company in February 1998 and she was appointed as the salesperson of the Company in Malaysia and Singapore. In December 2010, she was promoted as a chief operation officer of the Group to oversee Groups' account, finance and management information system.

Mr. Tong Zhi Hao, aged 39, is the chief financial officer of the Group and is mainly responsible for group financial planning and direction. In November 2002, he studied in Kolej International Crescendo in Malaysia and he obtained his certification from the Association of Chartered Certified Accountants in February 2007. He was admitted as a member of the ACCA in April 2007 and was classified as a Chartered Accountant from the Malaysian Institute of Accountants in January 2010. He was admitted as a fellow of the Association of Chartered Certified Accountants in November 2018. Mr. Tong has over 17 experience in accounting and finance field and other corporate works.

Mr. Tong began his career as an audit senior with Atarek Choong, an accounting firm in July 2004 while pursuing his ACCA certification. He left Atarek Choong in March 2007 to join Lo Hock Ling & Co, an accounting firm in Singapore as an audit senior from June 2007 to February 2008. From March 2008 to July 2009, he worked in KPMG, an accounting firm as audit assistant. From August 2009 to June 2014, he worked in PHHP Marketing (M) Sdn Bhd, a direct selling organisation for various nutritional, food and beverage and personal healthcare products, as internal audit executive, executive assistant to the CEO and he was also assigned to oversee the Thailand operations as acting country manager. In June 2014, Mr. Tong joined the Group as finance manager and was promoted to chief financial officer in December 2018.

Mr. Lim Kok Kheng, aged 55, is the senior operation manager of the Group and is mainly responsible for overseeing the logistics and production department daily activities. He obtained a Master of Business Administration in Management from Greenwich University in Australia in October 2002 and had obtained a Master of Business Administration from Honolulu University in USA in December 2002.

Mr. Lim has over 29 years of experience in engineering, factor, production and operation management. He joined E&Q Electronics Sdn. Bhd. in April 1992 and left as a factory manager in April 2001. Since 2003, he worked at Shinyei Kaisha Elect (M) Sdn. Bhd. and left as a production control manager in 2013. In April 2013, Mr. Lim joined the Group as senior manager of operations and since March 2018, he has been responsible for overseeing the logistics and production department daily activities.

Directors and Senior Management

Ms. Ee Say Wei, aged 39, is the sales manager of the Group and is mainly responsible for overseeing all sales matters and leader of the sales team in its cooperation with the marketing department. She obtained a professional diploma in supervisory management in Universiti Teknologi Malaysia, in May 2017. Ms. Ee has over 17 years of experience in the sales area. She began her career by joining the Group as a sales executive in June 2004. Thereafter, she was promoted to assistant sales manager in September 2010 and sales manager in June 2019.

Ms. Lam Hoi Ki (林海琪), aged 36, was appointed as company secretary of the Company on 11 June 2021. She is primarily responsible for the company secretarial matters of the Group. Ms. Lam has over 10 years of experience in the accounting and financing industry. She worked at Ernst & Young in her early years. For several years after, she had joined Hysan Development Company Limited (HKEx stock code: 0014) as financial planning and analysis role. Since August 2015, she has been working at Merrytime Corporate Services Limited and has been engaged in various accounting and company secretarial tasks during her employment. Ms. Lam holds a bachelor degree of Business Administration (Honours) in Managerial Statistics from the City University of Hong Kong. She is currently a member of Hong Kong Institute of Certified Public Accountants.

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICE

The Board of Directors (the "**Board**") of MBV International Limited (the "**Company**") is committed to designing and maintaining robust corporate governance and effective internal control system for the Group, which are essential to enhancing corporate value and accountability, formulating business strategies, developing sustainable operations, enhancing transparency and safeguarding shareholders' interests.

The Company has adopted the code provisions set out in the Corporate Governance Code (the "**CG Code**") as set out in Appendix 14 to the Listing Rules as its own code of corporate governance. In the opinion of the Directors, the Company, the Company was in compliance with all applicable code provisions set out in the CG Code for the year ended 31 December 2022.

Details of the corporate governance practices adopted by the Company are set out below.

ENVIRONMENTAL POLICIES AND PERFORMANCE

In 2022, in order to implement the requirements of the Environmental, Social and Governance ("**ESG**") Reporting Guide in Appendix 27 of the Listing Rules, the Company has further attached great importance to organizing and arranging relevant preparation and disclosure, and the Company's ESG Report for the Year was published on the websites of the Company and the Stock Exchange.

DIRECTORS' SECURITIES TRANSACTIONS

The Group has adopted a code of conduct regarding directors' securities transactions on terms and at required standard as set out in the Model Code in Appendix 10 of the Listing Rules.

The Group has made specific enquiries of all the Directors and they have confirmed that they have been complying with the required standard and the related code of conduct regarding Director's securities transactions.

As far as the Group is aware, the Directors and Senior Management of the Group have not breached the required standard and the code of conduct regarding Director's securities transactions.

BOARD OF DIRECTOR

The Board, acting in the interest of the Group and its shareholders, is primarily responsible for strategy formulation, business development, corporate governance, risk management, compliance, internal control systems, dividend policy, board diversity policy, shareholders' relationship, accounting policies and financial statements, and other functions and matters assigned to the Board as set out in the Listing Rules and Articles of Association of the Company.

The Board delegates the daily operational management of the Group's business, execution of business development plan, administrative and operational duties and the implementation of risk management and internal controls to the CEO and other senior management of the Group. The Board also conducts regular reviews of the functions and performance of the management. The management of the Group shall obtain the approval of the Board before entering into and arranging any significant transaction/contract.

Corporate Governance Report

As at the date of annual report, the Group has complied with the relevant Listing Rules regarding (i) appointment of at least three non-executive directors, among whom at least one independent non-executive director has appropriate professional qualifications or accounting or related financial management expertise; (ii) independent non-executive directors account for at least one-third of the board of directors; and (iii) independent non-executive directors is majority in the Audit Committee of the Group and the chairman of the committee is an independent non-executive director.

As at the date of the annual report, each independent non-executive director has made an annual independence confirmation, and the Board is satisfied that all independent non-executive directors are independent and comply with the independence guidelines of the Listing Rules.

There are mechanism established to ensure independent views and input are available to the Board, which has covered the following aspects:

— independent non-executive director's recruitment process;

— number of independent non-executive director and their time contribution;

— assessment or evaluation of independent non-executive director's contribution;

— other channels where independent views are available

The Board will review the implementation and effectiveness of the mechanism on an annual basis.

The Company has arranged appropriate liability insurance in respect of relevant legal actions against the Directors.

Board Composition

The Board is comprised of six members, with three executive directors, three independent non-executive directors, as set out below:

Executive Directors

1. Dato' Tan Meng Seng (Chairman)
2. Dato' Tan Mein Kwang (Chief Executive Officer)
3. Mr. Tan Beng Sen

Independent Non-Executive Directors

4. Ms. Chui Sin Heng
5. Mr. Au Wing Yuen
6. Mr. Yu Cheeric

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals.

The chairman of the Board (the "**Chairman**") and the chief executive officer of the Company (the "**Chief Executive Officer**") are currently two separate position held by Dato' Tan Meng Seng and Dato' Tan Mein Kwang, respectively, with clear distinction in responsibilities. Dato' Tan Meng Seng is responsible for devising strategies for the continuous development of the Group, overseeing the Group's business and financial performance, as well as leading the Board in performing its function. Dato' Tan Mein Kwang is responsible for managing the overall business operation and execute business strategies of the Group.

Detailed biographical information of all Directors is contained in the Directors and Senior Management section on pages 11 to 14.

Save as disclosed in the Directors' biographies set out in the section headed "Directors and Senior Management" in this annual report, none of the Directors have any personal relationship (including financial, business, family or other material or relevant relationship) with any other Directors and the chief executive of the Company.

Number of Meetings and Directors' Attendance

The Board will conduct at least four regular meetings a year. At least a 14-day notice will be given to all Directors before convening the Board meeting. All related information will be submitted to the Directors at least 3 days in advance. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Company's articles of association (the "**Articles**").

Regular Board Meetings are held at least four times a year at approximately quarterly intervals for reviewing the Group's financial and operating performance, discussing and approving annual and interim results and considering and approving the overall strategies of the Company. For the financial year ended 31 December 2022, the Company had held an Annual General meeting and four regular Board meetings in accordance to the principles and requirements set out in code provision C.1. All minutes of the Board meetings and meetings of Board Committees recorded in sufficient detail the matters considered by the Board and the decisions reached. Other than regular meetings, the Chairman also at least annually meets with Independent Non-Executive Directors without the presence of other Directors, to facilitate an open discussion among the Independent Non-Executive Directors on issues relating to the Group. Details of the attendance of Directors are as follows:

	Number of meetings attended/held during the Year				
		Board Committees			General Meeting
	Board	Audit Committee	Remuneration Committee	Nomination Committee	AGM
Number of meetings held during the Year	4	2	1	1	1
Executive Directors					
Dato' Tan Meng Seng (Chairman)	4/4	N/A	N/A	N/A	1/1
Dato' Tan Mein Kwang	4/4	N/A	N/A	N/A	1/1
Mr. Tan Beng Sen	4/4	N/A	N/A	N/A	1/1
Independent Non-Executive Directors					
Ms. Chui Sin Heng	4/4	2/2	1/1	1/1	1/1
Mr. Au Wing Yuen	4/4	2/2	1/1	1/1	1/1
Mr. Yu Cheeric	4/4	2/2	1/1	1/1	1/1

The Company Secretary is also the company secretary of Board Committees and is responsible for maintaining full minutes of the above meetings which are open for inspection at any reasonable time on reasonable notice by any of our director.

Corporate Governance Report

Practice and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting are normally made available to Directors in advance. At least 14 days' notice will be given for a regular Board meeting to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting. For other Board and committee meetings, reasonable notices are generally given. Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each Board meeting or Board committee meeting to ensure that they have sufficient time to review the papers and are adequately prepared for the meetings, and to keep the Directors apprised of the latest developments and financial position of the Group and to enable them to make informed decisions.

Minutes of all Board meetings recording sufficient details of matters considered and decisions reached are duly kept by the Company Secretary at the meetings and open for inspection by the Directors.

The Articles contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

Appointment and Re-election of Directors

Each of the Executive Directors has entered into a service contract with the Company for a term of three years, which is subject to retirement by rotation and re-election in accordance with the Articles of Association, and may be terminated by either party upon a one-month prior written notice.

The Articles provide that at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation and that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Each of the independent non-executive Directors has entered into an appointment letter with the Company. The appointment letter of each of the independent non-executive Directors is for a term of three years commencing from the Listing Date, which may be terminated by not less than one month's notice in writing served by either party on the other. The aforesaid appointment letters are subject to termination provisions therein and the retirement and re-election provisions in the Articles. Details of the appointment letters are summarised in the Report of the Board of Directors on pages 41 of this report.

BOARD COMMITTEES AND CORPORATE GOVERNANCE FUNCTIONS

The Board has established three Board Committees, namely the Audit Committee (the "**Audit Committee**"), the Remuneration Committee (the "**Remuneration Committee**") and the Nomination Committee (the "**Nomination Committee**"). All three Board Committees are established, empowered and accountable for duties under relevant terms of references which are available on the Company's and the Stock Exchange's website.

All Directors (including independent non-executive directors) bring valuable business experience, knowledge and expertise from different areas to the Board facilitating it to operate efficiently and effectively. All Directors have full and timely access to all information of the Group and to the services and advice of the Company Secretary and senior management. The Directors may, where appropriate, seek independent professional advice for performing their duties of the Group, at the expense of the Group. Directors shall disclose the details of their other duties to the Group and the Board of Directors regularly reviews the contributions of the Directors in the discharge of their duties with the Group.

The Board is responsible for performing the functions set out in the code provision A.2.1 of the CG Code. The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Required Standard of Dealings by Directors of securities transactions, as well as the Company's compliance with the CG Code and disclosure in this Corporate Governance report.

Audit Committee

The Board has established our Audit Committee on 28 February 2020 in compliance with the code provision of the Corporate Governance Code (the "**CG Code**") set out in Appendix 14 of the Listing Rules.

The Audit Committee consists of three independent non-executive directors, namely Mr. Au Wing Yuen, Mr. Yu Cheeric and Ms. Chui Sin Heng. Ms. Chui Sin Heng is the chairman of the Audit Committee and she has professional qualifications and experience in accounting and financial management as stipulated in the Listing Rules.

The Audit Committee's terms of reference in writing was adopted by the Company pursuant to the Board Resolution passed on 28 February 2020. The terms of reference requires that the Audit Committee must hold meetings twice a year and the necessary quorum shall be at least two.

The main responsibilities of the Audit Committee include, but not limited to:

1. Making recommendations to the Board on the appointment, reappointment, resignation, dismissal and removal of the external joint auditors, and to approve the remuneration and terms of engagement of the external joint auditors; review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process;

2. Review of financial information of the Group, including changes in accounting policies and practice, major judgemental areas, significant adjustments resulting from audit, going concern consideration, compliance with accounting standards and listing rules in relation to financial reporting;

3. Oversight of the Company's financial reporting system, including review of the adequacy of resources, qualifications and experience of accounting staff, and their training programmes and budget of the Company's accounting and financial reporting function;

4. Review and monitor the effectiveness and adequacy of the Group's risk management and internal control measures; ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor the effectiveness of the internal audit function;

5. Regularly report observations and make recommendations to the board (if any).

The Audit Committee also acts as the Corporate Governance function of the Group, and is mainly responsible for:

- developing and reviewing the corporate governance policies and practices of the Company and making recommendations to the Board;
- reviewing and monitoring the training and continuous professional development of directors and senior management;
- reviewing and monitoring the policies and practices on compliance with legal and regulatory requirements;
- developing, reviewing and monitoring the code of conduct applicable to employees and directors; and
- reviewing the Company's compliance with the CG Code set out in Appendix 14 of the Listing Rules and disclosure in the Corporate Governance Report.

For the financial year ended 31 December 2022, the Audit Committee has held two meetings regarding the followings: to assess the independence of the Company's auditor; to review the risk management and internal control systems, the Group's annual financial results and report for the year ended 31 December 2021, the Group's interim financial results and report for the six months ended 30 June 2022 before submission to the Board for approval, determined the policy for the corporate governance and performed the duties for corporate governance functions. The Audit Committee also met with the external auditors twice during the year ended 31 December 2022. The attendance of the members is detailed on page 17.

Remuneration Committee

The Board has established our Remuneration Committee on 28 February 2020 in compliance with the code provision of the CG Code set out in Appendix 14 of the Listing Rules.

The Remuneration Committee consists of three members, which are all independent non-executive Directors of the Company. It is chaired by Mr. Au Wing Yuen and consisted of a majority of independent non-executive Directors as stipulated in the Listing Rules.

The Remuneration Committee's terms of reference in writing was amended and adopted by the Company pursuant to the Board Resolution passed on 30 December 2022. The terms of reference requires that the Remuneration Committee must hold meeting at least once a year and the necessary quorum shall be at least two.

The Company adopts the remuneration committee model set out in E.1.2 (c)(i) of Appendix 14 of the Listing rules. Accordingly, the Remuneration Committee is responsible for making recommendations to the Board regarding the Company's remuneration policy. It has the delegated responsibility for the formulation, determination and review of the remuneration packages of Directors and Senior Management. In evaluating the remuneration packages for Directors and Senior Management, the Remuneration Committee takes into consideration of various factors such as salaries paid by comparable companies, time commitment, responsibilities and employment terms elsewhere in the Group. Any discretionary bonus and other merit payments are linked to the performance of the Group and the individual performance of the Directors and Senior Management.

The main responsibilities of the Remuneration Committee include, but not limited to:

- making 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;
- determining the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payment;
- reviewing and approving performance-based remuneration and discretionary bonus;
- considering and approving the grant of share options and share appreciation rights to eligible participants;
- reviewing and approving matters relating to share schemes under Chapter 17 of the Listing Rules; and
- ensuring that no director can solely determine his/her own remuneration.

For the financial year ended 31 December 2022, the Remuneration Committee has held one meeting to review and approve the remuneration packages of the Directors and Senior Management of the Group and assesses the performance of the Executive Directors and other related matters.

Remuneration of Directors and Senior Management

Particulars of the remuneration of the Directors for the Year are set out in Note 7 to the consolidated financial statements. Pursuant to code provision E.1.5 of the CG Code, the remuneration of the four senior management and the company secretary, whose particulars are contained in the section headed "Directors and Senior Management" in this report, by band is set out below:

Remuneration band (in HK$)	Number of individuals
Nil to HK$1,000,000	5

Nomination Committee

The Board has established our Nomination Committee on 28 February 2020 in compliance with the code provision of the CG Code set out in Appendix 14 of the Listing Rules.

The Nomination Committee consists of three members, which are all independent non-executive Directors of the Company. It is chaired by Mr. Yu Cheeric and consisted of a majority of independent non-executive Directors as stipulated in the Listing Rules.

The Nomination Committee's terms of reference in writing was adopted by the Company pursuant to the Board Resolution passed on 28 February 2020. The terms of reference requires that the Nomination Committee must hold meeting at least once a year and the necessary quorum shall be at least two.

The main responsibilities of the Nomination Committee include, but not limited to:

- reviewing the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually or when necessary and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

- identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of individuals nominated for directorships;

- assessing the independence of the independent non-executive Directors and any proposed independent non-executive Directors;

- making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors;

- reviewing the Board diversity policy, as appropriate and making recommendations on any required changes to the board for consideration;

- reviewing the measurable objectives under the board diversity policy and the progress of the attainment of the objectives, so as to ensure effective implementation and make disclosure of its review results.

Nomination Policy

The Board has adopted a Nomination Policy setting out the selection criteria and procedures to select and recommend suitable candidates for directorship. Following the Nomination Policy, the Nomination Committee is required to consider a variety of factors in assessing the suitability of a proposed candidate, including but not limited to the following criteria:

- Board Diversity Policy;

- Reputation for integrity;

- Sufficient commitment in time and interest to the Group;

- Qualification, experience and achievements that are relevant and appropriate to the Group's business;

- Independence for the appointment of independent non-executive Director; and

- any other relevant and significant factors as may be considered by the Nomination Committee and/or the Board.

Having due consideration of matters under code provision B.3.4 of the CG Code for appointing and re-appointing a Director, where nominating an independent non-executive Director for election at general meetings.

Board Diversity Policy

The Board has approved and adopted a board diversity policy (the "**Policy**") effective since 1 June 2019 and has delegated to the Nomination Committee the responsibilities of implementation, monitoring and review of the Policy.

The Board believes that diversity of the Board can be achieved through consideration of a number of factors when deciding on appointments of Directors, including but not limited to skills, regional and industrial experience, cultural and educational background, professional qualifications, race, gender, age and length of service and any other factors that the Board deems appropriate from time to time. The Board is currently comprised of diversified members, including six directors, one of whom is female (2021: 1). For the detail composition of the Board and Senior Management, please refer to section headed "Directors and Senior Management" in this annual report. The Board will take opportunities to increase the proportion of female members over time as and when suitable candidates are identified.

All Board appointments 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 Nomination Committee will conduct regular review on the Director Nomination and Diversity Policy, as appropriate, to ensure its effectiveness.

Measurable objective

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service.

The Company will also take into account factors based on its own business model and specific needs from time to time. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Implementation and Review

Annually, the Nomination Committee reviews the Board's composition under diversified perspectives, including but not limited to progress on achieving any measurable objectives that have been set for Policy implementation.

The Nomination Committee also has the responsibility for identifying suitably qualified candidates to become members of the Board and, in carrying out such responsibility, will give adequate consideration to the Policy.

The Nomination Committee will review the Policy on a regularly basis, as appropriate, to ensure the effectiveness of the Policy and recommend any such revisions to the Board for consideration and approval.

For the financial year ended 31 December 2022, the Nomination Committee has held one meeting to review the Board's composition, structure, size and diversity; and is of the view that the Board consisted of members with balanced and diversified attributes, such as gender, age, education background, professional qualifications, experience, skills and knowledge.

Corporate Governance Report

DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

Our policy requires that each new Director is given formal, comprehensive and customised induction training at the time of first appointment to ensure their proper understanding of the Group's business and operations, and sufficient awareness of the Directors' duties and responsibilities under the Listing Rules and related regulations.

The Group provides professional training to Directors to keep them up to date on the Listing Rules and other applicable regulatory requirements as well as the Group's business and governance policies.

During the Year, the Directors participated in the following continuous professional development:

	Types of training
Executive Directors	
Dato' Tan Meng Seng	A & B
Dato' Tan Mein Kwang	A & B
Mr. Tan Beng Sen	A & B
Independent Non-Executive Directors	
Ms. Chui Sin Heng	A & B
Mr. Au Wing Yuen	A & B
Mr. Yu Cheeric	A & B

A: attending seminars, conferences and/or briefings on directors' duties and corporate governance, regulatory updates, and financial and economic development.

B: reading regulatory updates, newspapers, journals, and other business, financial and economic publications.

The Board requires Directors to devote sufficient time and attention to their duties and the Company's affairs. The Directors are also required to disclose to the Company annually the number and nature of offices held in public companies or organisations and other significant commitments with an indication of the time involved, as well as the identity of the public companies or organisations and the time involved to the Company, the Directors have agreed to disclose their commitments and any subsequent change to the Company in a timely manner.

Independent Non-Executive Directors provide the Group with diversified expertise and experience. Their views and participation in Board and Board committees meetings bring independent judgement and advice on issues relating to the Group's strategies, performance and management process, to ensure that the interests of all shareholders are taken into account and safeguarded. Pursuant to code provision C.1.2, the functions of non-executive directors should include:

(a) taking the lead where potential conflicts of interests arise;

(b) serving on the audit, remuneration, nomination and other governance committees, if invited; and

(c) scrutinising the issuer's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting.

Independent non-executive directors, as equal board members, should give the board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. Generally they should also attend general meetings to gain and develop a balanced understanding of the views of shareholders.

The Board periodically reviews the Company's practices on corporate governance, compliance with the CG Code training and continuous professional development of Directors, and the disclosures in this report.

DIRECTORS' RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Directors are aware of their obligations to prepare consolidated financial statements for the Year, to reflect a true and fair financial position, results and cash flows of the Group for the year then ended, and the proper preparation of financial statements on a going concern basis in accordance with applicable statutory requirements and accounting standards. The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with quarterly updates on the Group's performance, positions and prospects. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern, and therefore the Directors continue to adopt the going concern approach in preparing financial statements.

The responsibility statement by the joint auditors regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the independent joint auditors' report on pages 50 to 51 of this report.

COMPANY SECRETARY

Ms. Lam Hoi Ki was appointed as the company secretary of the Company (the "**Company Secretary**") on 11 June 2021. Ms. Lam is a member of the Hong Kong Institute of Certified Public Accountants and has taken not less than 15 hours of relevant professional training during the Year to comply with Rule 3.29 of the Listing Rules. All Directors have access to the advice and services of the Company Secretary to ensure that Board procedures, and all applicable rules and regulations are followed.

SHAREHOLDERS' RIGHT

The Board and management are committed to meeting and communicating with shareholders through the annual general meeting of the Group, listening to shareholder opinions and answering questions from shareholders about the Group and its business. The Chairman of the board, the Directors and senior management will attend the annual general meeting of the Group to answer questions from shareholders. Notice of the annual general meeting is sent to the shareholders at least 21 days before the holding of the annual general meeting.

Right to Convening an Extraordinary General Meeting

The procedure to convene an extraordinary general meeting is set out in the Article of the Company. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Right to make enquiries to the Board

Shareholders may send their enquiries and concerns, in written form, to the Board by addressing them to the Company Secretary at the Company's principal place of business in Hong Kong: Unit B, 23th Floor, Yue Hing Building, 103 Hennessy Road, Wanchai, Hong Kong. Shareholders may also make enquiries to the Board at the general meeting of the Company. In addition, shareholders can contact Boardroom Share Registrars (HK) Limited, the branch share registrar of the Company in Hong Kong, if they have any enquiries about their shareholdings and entitlements to dividend.

Procedures for putting forward proposals at shareholders' meetings

To put forward proposals at a shareholders' meeting of the Company, a shareholder should lodge a written notice of his/her proposal with his/her detailed contact information at the Company's principal place of business in Hong Kong. The request will be verified with the Company's branch share registrar in Hong Kong and upon their confirmation that the request is proper and in order, the Board will be asked to include the proposal in the agenda for the general meeting.

DIVIDEND POLICY

The Board has adopted a dividend policy effective since 1 April 2020.

The Board considers sustainable returns to shareholders whilst retaining adequate reserves for the Group's future development to be an objective. Under the dividend policy adopted by the Company, dividends may be recommended, declared and paid to shareholders from time to time.

In summary, the declaration of dividend is subject to the discretion of the Board, taking into consideration of, among others, the following factors:

- the group's actual and expected financial results;
- the general economic conditions and other internal or external factors that may have impact on the business or financial performance and position of the Group;

- the Group's business operation strategy, including expected working capital requirements, capital expenditure requirements and future development plans;
- the Group's cash flow and liquidity position;
- retained earnings and distributable profit reserves of the Group;
- contractual restrictions on the payment of dividends imposed by the Group's lenders and other institutions;
- effects on the Group's creditworthiness;
- interest of shareholders;
- applicable statutory and regulatory restrictions; and
- any other factors that the Board considers to be applicable from time to time.

Depending on the financial conditions of the Company and the Group and the factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period:

- interim dividend;
- final dividend;
- special dividend; and
- any distribution of profits that the Board may deem appropriate.

The payment of dividend is subject to any restrictions under the Laws of Hong Kong and Cayman Islands and the Company's Articles of Association.

The Company does not have any pre-determined dividend distribution proportion or distribution ratio. The declaration, payment and amount of dividends will be subject to the Board's discretion and there is no assurance that dividends will be declared and/or paid in any particular amount for any given period.

Any dividend for a financial year will be subject to shareholders' approval.

The Board will review the Dividend Policy on a regular basis.

Corporate Governance Report

JOINT AUDITORS' STATEMENT AND REMUNERATION

A statement by the Group's joint auditors on their reporting obligations in respect of the Group's financial statements for the Year is set out in the "Independent Joint Auditors' Report" section of this report.

An analysis of the remuneration of the external joint auditors, Messrs Mazars CPA Limited, Certified Public Accountants, Hong Kong, and Messrs Mazars LLP, Public Accountants and Chartered Accountants, Singapore, of the Company for the Year is set out below:

	Amount of Fee RM
Annual audit services for the Year	686,000
Agreed-upon procedures on interim financial information for the six months ended 30 June 2022	109,000
Total	795,000

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for establishing and maintaining an effective and adequate risk management and internal control systems.

The Board aims to minimise the risks rather than eliminate them entirely. Accordingly, the Board has a risk management system, including performance of a risk assessment for reviewing the key risk areas and determining appropriate risk mitigation strategies. The Group has also taken sufficient steps to identify, assess, update and monitor certain particular risks associated with its financial, operational and compliance activities.

The Group does not have an internal audit department. Instead, the Group has engaged an independent professional internal control consultant firm (the "**Internal Control Consultant**") to review the key business process and internal control systems, policies and procedures from financial, operational and compliance aspect.

The Internal Control Consultant has independently reported the findings and recommendations to the Audit Committee.

The Board shall be responsible for monitoring compliance with the laws and regulations that are applicable to the operation of the Group, as well as assessing the adequacy and effectiveness of the Group's regulatory compliance procedures and system. Other than reviewing and monitoring our financial reporting process and the risk management procedures, our Audit Committee shall, on an annual basis: (a) review the reports and findings submitted by the internal control consultant to ensure the effectiveness of our regulatory compliance procedures and system; (b) advise the Board on the adoption of the recommendation (if any) proposed by the internal control consultant; (c) assess and review the adequacy of resources and training provided to our management and staff in relation to our regulatory compliance functions; and (d) receive the recommendations and reports of the Group's internal audit function, review and approve the organisation, responsibilities, plans, results, budget and resources of the internal audit team to ensure the quality of the Group's internal control measures are maintained. The Audit and Risk Management Committee shall also supervise the Group's internal audit team in handling actual or potential non-compliance matters (if any).

Risk Management

The Group has established a risk management policy and formal risk assessment system. The Group's risk management framework comprises the following key elements:

1. Identify risks;

2. Analyse risks;

3. Evaluate risks; and

4. Treat risks.

Senior management identifies the key risks that potentially impact the key business processes of their operations on an annual basis. The identified risks are analysed and evaluated using established risk assessment criteria which include appropriate qualitative and quantitative techniques, these identified risks are scored based on their likelihood of occurring and the impact on business should they occur. Such risk evaluation system helps to rank the risks and to prioritise risk management efforts to determine the appropriate risk mitigation plans (i.e. accept, reduce, transfer and avoid). Results of the annual risk assessment are reported to the Audit Committee, including the significant risks of the Group and the associated control activities to mitigate or transfer the identified risks. The risk assessment results indicated limited changes in the nature and extent of significant risks identified by the Group since the Listing Date. To provide assurance over the effectiveness of the risk mitigating controls, the Group has formulated an internal audit plan which covers the identified risk mitigating controls and key business processes of the Group.

Internal Controls

The Group has established policies and procedures including defined levels of responsibilities and reporting lines. Controls have been designed and established to ensure that assets are safeguarded against improper use or disposal, financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are identified and assessed. To assist the Audit Committee in discharging its duties, the Company has engaged an internal control consultant to conduct an annual review on the adequacy and effectiveness of the Group's internal control system in respect of its compliance each financial year and submit a report. In particular, the internal control consultant shall set out in its report regarding the Group's effectiveness of the Group's internal control system in ensuring the Group's compliance. The management then provided an action plan so as to mitigate those identified deficiencies in a timely manner.

The Group has established an independent internal audit function, which is headed by the financial controller and supported by the head of the Group's accounting department. The internal audit function shall be responsible for implementing and supervising the Group's internal control system, reporting to the Directors at least annually on the effectiveness of the Group's internal control system, and devising any improvements needed to the Group's internal control system. In carrying out its duties, the Group's internal audit team shall receive reports from the Group's management team and its employees regarding any actual or potential material non-compliance, report material non-compliance matters to the Group's Audit Committee, where appropriate, and make recommendation to the Audit Committee and/or the Board for rectifying such non-compliances. The Group has also engaged an external consultant to assist in its internal audit efforts in the coming financial year.

Corporate Governance Report

In respect of the year ended 31 December 2022, the Board conducted a review of the effectiveness of the risk management and internal control systems and considers the systems to be effective and adequate. No significant areas of concern that may affect the financial, operational, compliance controls, and risk management functions of the Group have been identified. The systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. A review on the risk management and internal control systems will be conducted on an annual basis. During the review, the Board also considered the resources, qualification/experience of staff of the Group's internal control, accounting and financial reporting function, and their training and budget to be adequate

The Group is aware of its obligation of handling and dissemination of inside information under the Listing Rules and the Securities and Futures Ordinance. The Group has established an inside information management policy for identifying, monitoring and reporting inside information to our shareholders, investors, analysts and media. The internal policy is updated whenever required and adopted accordingly to guide its stakeholder communications and the determination of inside information in order to ensure consistent and timely disclosure. The Group conducts its affairs in accordance with the disclosure requirement under the Listing Rules as well as the "Guidelines on Disclosure of Inside Information" published by the Securities and Futures Commission in June 2012.

During the year end 31 December 2022, the Board and the Audit Committee have reviewed the need for an internal audit function and considers it more cost-effective to appoint external independent professionals to independently review and continuously evaluate the Group's internal monitoring systems and risk management systems, taking into account the size and nature of the Group. The Board will review the need for an internal audit function at least once a year.

Overall, the Board and the Audit Committee consider that the risk management and internal control system of the Group are effective and adequate. The Board will continue to assess the effectiveness and adequacy of risk management and internal controls through consideration of the reviews and recommendations made by the Audit Committee, Senior Management and Internal Control consultant.

The Company has established and maintained the procedures and internal controls for the handling and dissemination of inside information. The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Other employees of the Group who are likely to be in possession of inside information of the Company are also subject to the same dealing restrictions. The Group also strictly prohibits the Directors from the unauthorized use of confidential or inside information to the advantage of himself or others. The Company promptly identifies, assesses and escalates any inside information and any information which may potentially constitute inside information to the Board, which decides the need for disclosure. Inside information and other information which is required to be disclosed pursuant to the Listing Rules will be announced on the respective websites of the Stock Exchange and the Company in due course.

WHISTLE-BLOWING MECHANISM

A Whistle-blowing Policy has been set up to encourage and allow employees to raise concerns about possible improprieties in matters of financial reporting, compliance, and other malpractices at the earliest opportunity. The audit committee has the overall responsibility for the policy and has delegated day-to-day responsibility of overseeing and implementing such policy to the Finance Manager of the Group. If any employee believes reasonably and in good faith that malpractice exists in the workplace, he/she should report immediately to his/her immediate supervisor within the department. The supervisor should then forward the concerns by email to the Finance Manager upon receiving reports from employees. All reports are treated confidentially and the Group makes every effort to keep the employee's identity confidential.

ANTI-CORRUPTION TRAINING

To strengthen understanding of relevant applicable laws and regulations, training regarding ethical business conduct covering topics such as integrity and discipline, confidentiality and conflict of interest is provided to all managers and above. The Board has also received internal training on related topics.

INVESTORS' RELATIONSHIP

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognises the importance of timely and non-selective disclosure of information, which will enable Shareholders and investors to make the informed investment decisions.

The Group has a number of channels of communication with shareholders and public investors to ensure that they are kept up to date with the latest news and developments of the Group. The Group provides shareholders with up-to-date information on the Group's development, financial results and major events through annual, half-yearly reports. All published information is uploaded to the Group's website at http://www.orensport.com.

The general meetings of the Company provide opportunities for the Shareholders to communicate directly with the Directors. The chairman of the Company and the chairmen of the Board Committees will attend the AGMs to answer Shareholders' questions. The Auditors will also attend the AGMs to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor's independence. Separate resolutions are proposed at shareholders' meetings on each substantial issue. Procedures regarding the conduct of the poll are explained to the shareholders at the commencement of each general meeting, and questions from shareholders regarding the voting procedures are answered. Shareholders may also submit enquiries to management and make recommendations to the Board or senior management at the Shareholders' Meeting. Shareholders' enquiries about their shareholdings can be directed to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited. Other shareholders' enquiries can be directed by post to the principal office of the Company at shown in the section headed "Corporate Information" on page 2 of this report, or by email to our Company at ir@orensport.com.

The Articles of Association of the Group remains unchanged since the Listing Date.

Corporate Governance Report

To promote effective communication, the Company adopts a shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and the Shareholders. The Company has established several channels to communicate with the shareholders as follows:

- corporate communications such as annual reports, interim reports and circulars are issued in printed form and are available on the website of the Stock Exchange and on the website of the Company at http://www.orensport.com;

- announcements are published on the websites of the Stock Exchange and the Company;

- corporate information is made available on the Company's website; and

- annual and extraordinary general meetings, if any, provide a forum for the shareholders to make comments and exchange views with the Directors and senior management.

The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquiries to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong.

The Company reviewed the implementation and effectiveness of the shareholders' communication policy and considered it to be effective for the year ended 31 December 2022.

Report of the Directors

The Board of Directors (the "**Board**") of MBV International Limited (the "**Company**") presents its report together with the audited financial statements of the Company and its subsidiaries (together, the "**Group**") for the Year.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are mainly engaged in sourcing, wholesaling, supplying and marketing of imprintable apparel and gift products in Malaysia and Singapore.

RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 53 of this report.

No interim dividend was paid for the Year.

The Board does not recommend payment of a final dividend to Shareholders of the Company for the Year.

BUSINESS REVIEW

The business review of the Group for the Year is set out in the section headed "Management Discussion and Analysis" on pages 5 to 10 of this report.

MAJOR RISKS AND UNCERTAINTIES

The following are the principal risks and uncertainties facing the Company as required to be disclosed pursuant to the Companies Ordinance (Chapter 622 of the laws of Hong Kong):

1. Economic climate and individual market performance

The impact of economic conditions on consumer confidence and buying habits would affect sales and results of the Group. The economic growth or decline in our geographical markets that affect consumer spending on garments would also affect our business. The Group continues to implement its strategies to develop and strengthen penetration of different geographical markets thereby reducing its dependency on specific markets.

2. Customers' credit risk

The exposure to credit risk by the Group, which will cause a financial loss due to failure to discharge an obligation by the counterparties, arises from the carrying amounts of the recognised financial assets as stated in the consolidated statement of financial position. The Group only extends credit to customers based on careful evaluation of the customers' financial conditions and credit history. Credit sales of products are made to customers with an appropriate credit history. In addition, the Group reviews the recoverable amount of debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. Details of the customers' credit risk are set out in Note 29 to the consolidated financial statements.

3. Liquidity risk

In management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures adequacy of financial resources for operations' need and compliance with the relevant loan covenants.

Details of liquidity risk are set out in Note 29 to the consolidated financial statements.

4. Currency risk

The Group has foreign currency transactions and foreign currency borrowings, which expose the Group to foreign currency risk. The Group manages and monitors foreign exchange exposure to ensure appropriate measures are implemented on a timely and effective manner.

Details of the currency risk are set out in Note 29 to the consolidated financial statements.

5. Interest rate risk

The Group is mainly exposed to cash flow interest rate risk in relation to floating-rate bank balances and bank borrowings. The management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises.

Details of interest rate risk are set out in Note 29 to the consolidated financial statements.

ENVIRONMENTAL POLICIES, COMPLIANCE WITH LAWS AND REGULATIONS

The Group is dedicated to maintaining sustainable working practices and pay close attention to ensure all resources are efficiently utilised with minimal impact on our environments. Details on the Group's environmental policies and performance can be found in the Environmental, Social and Governance Report ("**ESG Report**") which will be published in the Company's and the Stock Exchange's websites.

The Group has established various management systems and measures such as internal control and staff training to ensure its compliance with laws and regulations in relation to the Group's business and operation. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Group has no material breach relevant of laws and regulations that has a material impact on the Group's business and operation during the Year.

RELATIONSHIP WITH SUPPLIERS, CUSTOMERS AND OTHER STAKEHOLDERS

The Group understands the importance of maintaining a good relationship with its employees, suppliers, customers and other stakeholders to meet its immediate and long-term goals. During the Year, there were no material and significant dispute between the Group and its suppliers, customers and/or other stakeholders.

PROPERTY, PLANT AND EQUIPMENT

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

SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 December 2022 are set out in Note 12 to the consolidated financial statements.

SHARE CAPITAL

Details of the share capital of the Company are set out in Note 23 to the consolidated financial statements.

RESERVES

Movements in reserves of the Group and of the Company during the Year are set out on page 56 in the consolidated statement of changes in equity and Note 24 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Company are set out in Note 33 to the consolidated financial statements. As at 31 December 2022, the Company's reserves available for distribution to equity holders amounted to approximately RM22.7 million (2021: RM23.5 million).

SHARE OPTION SCHEME

The share option scheme (the "**Share Option Scheme**") was approved and conditionally adopted by the Board and shareholders of the Company by way of written resolutions on 19 May 2020. As of 31 December 2022, no share option was granted, exercised, cancelled or lapsed pursuant to the Share Option Scheme. The following is a summary of the principal terms of the Share Option Scheme but does not form part of, nor was it intended to be, part of the Share Option Scheme nor should it be taken as affecting the interpretation of the rules of the Share Option Scheme:

(1) Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to enable the Group to grant options under the Share Option Scheme ("**Options**") to Eligible Persons as incentives or rewards for their contributions to the Group.

(2) Who may join

The Board may, at its discretion, invite the following classes of participants to take up Options at a price calculated in accordance as stipulated below:

(i) any full-time or part-time employee or the Company;

(ii) any member of the Group, including any executive, non-executive directors and independent non-executive directors;

(iii) any advisers or consultants of the Company; and

(iv) any of the group subsidiaries.

(3) Total number of shares to be issued

(i) The total number of Shares which may be issued upon the exercise of all Options to be granted under the Share Option Scheme and Other Schemes must not, in aggregate, exceed 10% of the Shares in issue as at the Listing Date (the "**Scheme Mandate Limit**") provided that Options lapsed in accordance with the terms of the Shares Option Scheme or Other Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit. On the basis of 628,000,000 Shares in issue on the Listing Date, the Scheme Mandate Limit will be equivalent to 62,800,000 Shares, representing 10% of the Shares in issue as at the Listing Date.

(ii) Subject to the approval of Shareholders in general meeting, the Company may renew the Scheme Mandate Limit to the extent that the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and Other Schemes under the Scheme Mandate Limit as renewed must not exceed 10% of the Shares in issue as at the date of such Shareholders' approval provided that Options previously granted under the Share Option Scheme and Other Schemes (including those outstanding, cancelled, exercised or lapsed in accordance with the terms thereof) will not be counted for the purpose of calculating the Scheme Mandate Limit as renewed. In relation to the Shareholders' approval referred to in this paragraph (ii), the Company shall send a circular to our Shareholders containing the information required by the Listing Rules.

(iii) Subject to the approval of Shareholders in general meeting, the Company may also grant Options beyond the Scheme Mandate Limit provided that Options in excess of the Scheme Mandate Limit are granted only to Eligible Persons specifically identified by the Company before such Shareholders' approval is sought. In relation to the Shareholders' approval referred to in this paragraph (iii), the Company shall send a circular to the Shareholders containing a generic description of the identified Eligible Persons, the number and terms of the Options to be granted, the purpose of granting Options to the identified Eligible Persons, an explanation as to how the terms of such Options serve the intended purpose and such other information required by the Listing Rules.

(iv) Notwithstanding the foregoing, the Company may not grant any Options if the number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and Other Schemes exceeds 30% of the Shares in issue from time to time.

(v) The exercise of any Option shall be subject to the Shareholders in general meeting approving any increase in the authorised share capital of the Company. Subject thereto, the Board shall make available sufficient authorised but unissued share capital of the Company for purpose of allotment of shares upon exercise of Options.

As at the date of this report, there was no share option granted, exercised, cancelled or lapsed pursuant to the Share Option Scheme.

(4) Maximum entitlement of each eligible person under the Share Option Scheme

The total number of Shares issued and to be issued upon exercise of the Options granted to a participant under the Share Option Scheme and Other Schemes (including both exercised and outstanding Options) in any 12-month period must not exceed 1% of the Shares in issue from time to time, and provided that if approved by Shareholders in general meeting with such Participant and his close associates (or his associates if the participant is a connected person) abstaining from voting, the Company may make a further grant of Options to such Participant (the "**Further Grant**") notwithstanding that the Further Grant would result in the Shares issued and to be issued upon exercise of all Options granted and to be granted under the Share Option Scheme and Other Schemes to such Participant (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of the Further Grant representing in aggregate over 1% of the Shares in issue from time to time.

Where Options are proposed to be granted to a director, chief executive or substantial shareholder of the Company or any of their respective associates, the proposed grant must be approved by the Independent Non-executive Directors (excluding any Independent Non-executive Director who is the grantee of the Options).

If a grant of Options to a substantial shareholder of the Company or an Independent Non-executive Director, or any of their respective associates will result in the total number of the Shares issued and to be issued upon exercise of the Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person under the Share Option Scheme or Other Schemes in any 12-month period up to and including the date of the grant (i) representing in aggregate over 0.1% (or such other percentage as may from time to time specified by the Stock Exchange) of the Shares in issue from time to time, and (ii) having an aggregate value, based on the closing price of the Shares at the date of the grant, in excess of HK$5 million, then the proposed grant of Options must be approved by the Shareholders. The grantee, his associates and all core connected persons of the Company must abstain from voting at such general meeting, except that any connected person may vote against the resolution provided that his or her intention to do so has been stated in the circular. The circular must contain the information required under the Listing Rules.

In addition, shareholders' approval as described above will also be required for any change in terms of the Options granted to an Eligible Person who is a substantial shareholder of the Company, an Independent Non-executive Director or their respective associates.

The circular must contain the following:

(i) details of the number and terms of the Options (including the subscription price relating thereto) to be granted to each Eligible Person, which must be fixed before the relevant shareholders' meeting, and the date of Board meeting for proposing such further grant is to be taken as the date of grant for the purpose of calculating the subscription price;

(ii) a recommendation from our Independent Non-executive Directors (excluding any Independent Non-executive Director who is a proposed grantee of the Options in question) to independent Shareholders, as to voting; and

(iii) all other information as required by the Listing Rules.

For the avoidance of doubt, the requirements for the granting of Options to a Director or chief executive (as defined in the Listing Rules) of the Company set out in this paragraph do not apply where the Eligible Person is only a proposed Director or proposed chief executive of the Company.

(5) Option period

The Share Option Scheme will be valid and effective for a period of ten years commencing on the Listing Date, after which period no further Options may be granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects and Options granted during the life of the Share Option Scheme may continue to be exercisable in accordance with their terms of issue.

(6) Minimum vesting period

The exercise of an Option may be subject to the achievement of performance target and/or any other conditions to be notified by the Board to each Participant, which the Board may in its absolute discretion determine.

(7) Payment on acceptance of the option

Upon acceptance of the Option, the Eligible Person shall pay HK$1.00 to the Company by way of consideration for the grant. The Option will be offered for acceptance for a period of not less than five trading days from the date on which the Option is granted.

(8) Basis of determining the exercise price

The subscription price for the Shares subject to Options will be a price determined by our Board and notified to each Participant and shall be at least the higher of

(i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date (the "**Offer Date**"), which must be a trading day, on which the Board passes a resolution approving the making of an offer of grant of an option to an Eligible Person;

(ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the Offer Date; and

(iii) the nominal value of a Share on the Offer Date.

For the purpose of calculating the subscription price, in the event that on the date of grant, the Company has been listed for less than five trading days, the offer price shall be used as the closing price for any trading day falling within the period before the Listing Date.

(9) The Remaining life of the Scheme

The Share Option Scheme will be valid and effective for a period of ten years commencing on the Listing Date, after which period no further Options may be granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects and Options granted during the life of the Share Option Scheme may continue to be exercisable in accordance with their terms of issue.

BANK BORROWINGS

Details of the bank borrowings of the Group are set out in Note 20 to the consolidated financial statements.

DIRECTORS

The directors of the Company (the "**Directors**") who held office during the Year and up to the date of this report are:

Executive Directors:

Dato' Tan Meng Seng *(Chairman)*
Dato' Tan Mein Kwang *(Chief Executive Officer)*
Mr. Tan Beng Sen

Independent Non-Executive Directors:

Ms. Chui Sin Heng
Mr. Au Wing Yuen
Mr. Yu Cheeric

For compliance with Code Provision B.2.2 set out in the CG Code of the Listing Rules and in accordance with Articles 108(a) and (b) of the Company's Articles of Association, all Directors will retire by rotation and, being eligible, offer themselves for re-election as Directors at the forthcoming annual general meeting.

The Company has received from each of the Independent Non-Executive Directors an annual confirmation of his independence and considers that each of the Independent Non-Executive Directors is independent in accordance with the guidelines set out in Rule 3.13 of the Listing Rules.

DIRECTORS OF SUBSIDIARIES

During the Year and up to the date of this directors' report, each of Dato' Tan Meng Seng, Dato' Tan Mein Kwang and Mr. Tan Beng Sen holds directorship in certain of the Company's subsidiaries.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of the Directors of the Group as at the date of this report are set out on pages 11 to 12.

Report of the Directors

INTERESTS OF DIRECTORS AND THE CHIEF EXECUTIVE

As at 31 December 2022, the interests and short positions of each Director and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Future Commission ("**SFO**")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Interests and/or short positions in the Company

Director	Capacity/Nature of Interest	Number of Shares Held[1]	Percentage of Interest in the Company
Dato' Tan Meng Seng	Interest in controlled corporation[2]	471,000,000 (L)	75.0%
Dato' Tan Mein Kwang	Interest in controlled corporation[2]	471,000,000 (L)	75.0%
Mr. Tan Beng Sen	Interest in controlled corporation[2]	471,000,000 (L)	75.0%

Notes:

(1) The letter "L" denotes long position in the shares held.

(2) These shares are held by MBV Capital Limited. The issued share capital of MBV Capital Limited is owned as to approximately 33.3% by each of Dato' Tan Meng Seng, Dato' Tan Mein Kwang and Mr. Tan Beng Sen, and therefore, each of Dato' Tan Meng Seng, Dato' Tan Mein Kwang and Mr. Tan Beng Sen are deemed to be interested in all the Shares registered in the name of MBV Capital Limited in the Company under Part XV of the SFO.

Save as disclosed above, as at 31 December 2022, none of our Directors nor the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

ARRANGEMENT TO ACQUIRE SHARES

At no time during the Year or at the end of the Year was the Company, its subsidiaries, its holding company or the subsidiaries of its holding company, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in the Company or any other body corporate.

DONATIONS

During the year ended 31 December 2022, the Group made charitable donation amount to approximately RM13,000.00.

EQUITY-LINKED AGREEMENTS

Save as disclosed in the section headed "Share Options", at no time during the Year or at the end of the Year was the Company a party to any equity-linked agreements.

DIRECTORS' SERVICE CONTRACTS

Each of the Executive Directors has entered into a service contract with the Company for a term of three years, which is subject to retirement by rotation and re-election in accordance with the Articles of Association, and may be terminated by either party upon a one-month prior written notice.

Each of Independent Non-executive Directors has entered into an appointment letter with the Company for a term of three years, which is subject to retirement by rotation and re-election in accordance with the Articles of Association, and may be terminated by either party upon a one-month prior written notice.

The service contracts and appointment letters are automatically renewed upon expiration.

None of the Directors proposed for re-election at the forthcoming annual general meeting 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).

INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Continuing Connected Transactions" in this report of the Directors and Note 27 to the consolidated financial statements, no transaction, arrangement or contract of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party and in which any of the Company's Director or an entity connected with the Director or controlling shareholder or its subsidiaries had a material interest, whether directly or indirectly, subsisted at any time during the Year.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the Year, none of the Directors had any interest in business apart from the Group's businesses which competed, or was likely to compete, either directly or indirectly, with the Group's businesses under Rule 8.10 of the Listing Rules.

NON-COMPETITION UNDERTAKING

Each of MBV Capital Limited, Dato' Tan MS, Mr. Tan BS and Dato' Tan MK have confirmed to the Company of their compliance with the non-competition undertakings provided to the Company deeds of non-competition both dated 21 March 2020 (the "**Deeds of Non-competition**"). The Independent Non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the Deeds of Non-competition had been complied with by the above-mentioned persons and duly enforced.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2022, so far as our Directors are aware, the following persons had an interest or short position in the Shares or the underlying Shares as recorded in the register required to be kept under section 336 of the SFO or which were required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name	Capacity/nature of interest	Number of shares/ positions Held[5]	Approximate percentage of shareholding
MBV Capital Limited[1]	Beneficial Owner	471,000,000 (L)	75.0%
Dato' Tan Meng Seng[1]	Interest in a controlled corporation	471,000,000 (L)	75.0%
Dato' Tan Mein Kwang[1]	Interest in a controlled corporation	471,000,000 (L)	75.0%
Mr. Tan Beng Sen[1]	Interest in a controlled corporation	471,000,000 (L)	75.0%
Datin Kong Siew Peng[2]	Interest of spouse	471,000,000 (L)	75.0%
Ms. Foo Kim Foong[3]	Interest of spouse	471,000,000 (L)	75.0%
Datin Loi Siew Yoke[4]	Interest of spouse	471,000,000 (L)	75.0%

Notes:

1. These shares are held by MBV Capital Limited. The issued share capital of MBV Capital Limited is owned as to approximately 33.3% by each of Dato' Tan MS, Mr. Tan BS and Dato' Tan MK, and therefore, each of Dato' Tan MS, Mr. Tan BS and Dato' Tan MK are deemed to be interested in all the Shares registered in the name of MBV Capital Limited in the Company under Part XV of the SFO.

2. Datin Kong Siew Peng is the spouse of Dato' Tan MS. Accordingly, Datin Kong Siew Peng is deemed to be interested in all the Shares held by Dato' Tan MS under Part XV of the SFO.

3. Ms. Foo Kim Foong is the spouse of Mr. Tan BS. Accordingly, Ms. Foo Kim Foong is deemed to be interested in all the Shares held by Mr. Tan BS under Part XV of the SFO.

4. Datin Loi Siew Yoke is the spouse of Dato' Tan MK. Accordingly, Datin Loi Siew Yoke is deemed to be interested in all the Shares held by Dato' Tan MK under Part XV of the SFO.

5. The letter "L" denotes long position in the shares held.

Save as disclosed above, as at 31 December 2022, the Directors are not aware of any other person (other than the Directors and chief executives of the Company) had a beneficial interest or short position in the Shares as recorded in the register required to be kept under section 336 of the SFO or the underlying Shares which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2022, the Group employed 447 full-time employees in Malaysia and Singapore. The Group recognises the importance of maintaining good relationship with its employees and retaining competent staff to ensure operational efficiency and effectiveness. The remuneration packages offered to the Group's employees are based on each employee's qualifications, relevant experience, position and seniority. The Group conducts review on salary increments, bonuses and promotions based on the performance of each employee. The Group provides on-job training to new employees. During the Year, the Group had not experienced any strike, any significant problems with its employees or other material labour disputes which had materially disrupted its operation. The Group has not experienced any difficulties in the recruitment of experienced and skilled staff.

PERMITTED INDEMNITY PROVISION

Pursuant to Article 164 of the Company's Articles of Association, the Directors shall be indemnified out of the assets of the Company from liabilities which they may incur by reason of the execution of their duties, unless such indemnification provision is avoided by any provisions of the applicable laws of the Cayman Islands.

The Company maintains an insurance policy for directors' and officers' liability during the Year.

MANAGEMENT CONTRACT

No contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the Year.

MAJOR CUSTOMERS AND SUPPLIERS

The Group's revenue from any single external customer did not contribute 10% or more of the total revenue of the Group during the Year.

For the year ended 31 December 2022, the aggregate amount of revenue attributable by the Group's five largest customers represented less than 30% of the Group's total revenue.

The aggregate purchases attributable to the Group's largest and five largest suppliers combined were approximately 23.0% and 71.9% respectively of the Group's total purchases for the Year.

Saved as disclosed above, none of the Directors, their close associates, or any shareholder (who to the knowledge of the Directors owns more than 5% of the number of issued shares of the Company) had, at any time during the Year, a beneficial interest in any of the Group's five largest customers or suppliers.

CONTINUING CONNECTED TRANSACTIONS

On 10 March 2020, the Company has entered into a master service agreement (the "**Master Service Agreement**") with Forever Silkscreen & Embroidery Sdn. Bhd. ("**Forever Silkscreen**"), for provision of silkscreen printing and embroidery services (the "**Continuing Connected Transactions**"). Dato' Tan Meng Sen, Dato' Tan Mein Kwang and Mr. Tan Beng Sen, hold in aggregate 50% of shares in Forever Silkscreen. As such, Forever Silkscreen is a connected person of the Company as defined under Chapter 14A of the Listing Rules.

The annual caps for each of the financial years are set out as follows:

Period	Annual Cap RM
Year ended 31 December 2022	3,700,000

During the Year, the service fee charged by Forever Silkscreen against the Group amounted to approximately RM1.9 million, which was within the annual cap for the Year.

The transactions are subject to the reporting, announcement and annual review requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules. Further details of the Continuing Connected Transactions were set out in the section of "Connected Transactions" of the Prospectus.

The Company's joint auditors were 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 — Auditors' Letter on Continuing Connected Transactions under the Hong Kong Listing Rules issued by the Hong Kong Institute of Certified Public Accountants. The Board has received an unqualified letter from the joint auditors of the Company in accordance with Rule 14A.56 of the Listing Rules containing their findings and conclusion on the Continuing Connected Transactions of the Group, stating that the joint auditors did not notice anything that causes them to believe that any of the Continuing Connected Transactions (a) had not been approved by the Board; (b) were not entered into in accordance with the relevant agreements governing the Continuing Connected Transactions in all material aspects; and (c) exceeded the relevant annual caps for the financial year ended 31 December 2022 with respect to the aggregate amount of the Continuing Connected Transactions. The Company has provided a copy of the joint auditors' letter to the Stock Exchange.

The Independent Non-Executive Directors have reviewed the Continuing Connected Transactions in accordance with Rule 14A.55 of Listing Rules and confirmed that up to the date of this report such transactions have been entered into:

(i) in the ordinary and usual course of business of the Group;

(ii) on normal commercial terms; and

(iii) in accordance with the Master Service Agreement on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

RELATED PARTY TRANSACTIONS

Details of the related party transactions of the Group are set out in Note 27 to the consolidated financial statements.

The Master Service Agreement as disclosed in the section headed "Continuing Connected Transactions" in this report of the Directors constituted continuing connected transactions for the Company under the Listing Rules. Save as disclosed above, no other related party transactions as set out in Note 27 to the consolidated financial statements constitute connected transactions or continuing connected transactions that are required to be disclosed in this annual report in accordance with the requirements of Chapter 14A of the Listing Rules, and the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association and there are no restrictions against such rights under the laws of Cayman Islands (being the jurisdiction in which the Company was incorporated), which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities for the Year and up to the date of this report.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float as required under the Listing Rules for the Year and up to the date of this report.

CORPORATE GOVERNANCE CODE

During the Year, the Board considered that the Company has complied with all the Code Provisions set out in the CG Code. Further information of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 15 to 32.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Board has adopted the Model Code as the Company's code of conduct for dealings in securities of the Company by the Directors. Having made specific enquiry with all the Company's Directors, the Company has ascertained that all of its Directors have complied with the required standards set out in the Model Code throughout the Year.

Report of the Directors

POST BALANCE SHEET EVENT

On 17 March 2023, Forever Silkscreen & Embroidery Sdn. Bhd. (the "**Forever Silkscreen**") and the Company entered into the renewed master service agreement (the "**2023 Master Service Agreement**") for a term of three financial years ending 31 December 2025, to continuously provide silkscreen printing and embroidery services by Forever Silkscreen to the Group, after the expiry of the master service agreement on 31 December 2022. Forever Silkscreen is owned as to 50% by Dato' Tan MS, Mr. Tan BS and Dato' Tan MK. As such, Forever Silkscreen is an associate of Dato' Tan MS, Mr. Tan BS and Dato' Tan MK, collectively the Controlling Shareholders and thus it is a connected person of the Company according to Chapter 14A of the Listing Rules. The transaction contemplated under the 2023 Master Service Agreement constitute continuing connected transactions of the Group under Chapter 14A of the Listing Rules. For details of the 2023 Master Service Agreement, please refer to the Company's announcements "Renewal of Continuing Connected Transaction" published on 17 March 2023.

Save as disclosed above, there are no significant post balance sheet events affecting our Company that have occurred since the end of the Year to the date of this report.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the shareholders by reason of their holding of the Company's securities. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or exercising of any rights in relation to the Shares, they are advised to consult their professional advisers.

JOINT AUDITORS

The consolidated financial statements have been jointly audited by Mazars CPA Limited, Certified Public Accountants, Hong Kong, and Mazars LLP, Public Accountants and Chartered Accountants, Singapore, who will retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board
Dato' Tan Meng Seng
Chairman and Executive Director

Hong Kong, 17 March 2023

Independent Joint Auditors' Report

TO THE MEMBERS OF
MBV INTERNATIONAL LIMITED
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of MBV International Limited (the "**Company**") and its subsidiaries (together the "**Group**") set out on pages 53 to 123, which comprises the consolidated statement of financial position 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 financial position of the Group at 31 December 2022, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards ("**IFRSs**") issued by the International Accounting Standards Board (the "**IASB**") 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 Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). Our responsibilities under those standards are further described in the "*Joint Auditors' 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.

KEY AUDIT MATTERS (CONTINUED)

Key Audit Matters	How our audit addressed the key audit matter

Loss allowance for expected credit loss ("ECL") of trade and other receivables

Refer to Notes 18 and 29 to the consolidated financial statements

At 31 December 2022, the Group had trade and other receivables (net of loss allowance for ECL) of approximately RM15,904,000. The loss allowance for ECL was approximately RM1,246,000 at 31 December 2022.

In determining the loss allowance for ECL of trade and other receivables, the Group's management assesses whether the credit risk on trade and other receivables has increased significantly since initial recognition and whether trade and other receivables are credit impaired, and considers the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

We identified the loss allowance for ECL on trade and other receivables as a key audit matter due to its significance to the consolidated financial statements, and the use of judgement by the Group's management in evaluating the ECL of trade and other receivables.

Our procedures, among others, included:

a) enquiring the Group's management to understand the Group's process for estimating the loss allowance for ECL of trade and other receivables;

b) evaluating the design and implementation of key controls relating to estimate of loss allowance of trade and other receivables;

c) evaluating the judgement made by the Group's management in identifying trade and other receivables with significant increase in credit risk and credit-impaired trade and other receivables;

d) assessing whether the loss allowance for ECL of trade and other receivables is properly supported by considering available forward-looking information, the debtors' ageing analysis, settlement record and history of bad debt, on a sample basis;

e) for credit-impaired trade and other receivables, testing and challenging the reasonableness of the loss allowance with reference to the future estimated cash flows from the customers as prepared by the Group's management, including the expected recoverable amount from the counterparties, on a sample basis; and

f) recalculating the loss allowance for ECL of trade and other receivables made by the Group's management.

KEY AUDIT MATTERS (CONTINUED)

Key Audit Matter	How our audit addressed the key audit matter
Valuation for inventories	
Refer to Note 17 to the consolidated financial statements	
At 31 December 2022, the Group had inventories (net provision for write-down of inventories) of approximately RM45,007,000. In determining the provision for write-down of inventories, the Group's management assesses the level of provision for write-down of inventories required at the end of the reporting period after considering the inventory ageing and other relevant factors, including obsolescence, slow-moving or no longer recoverable or suitable for use in production. Such assessment involves significant management judgement and estimation in determining the value of inventories which will not be recoverable at the end of the reporting period. We identified the valuation for inventories as a key audit matter due to its significance to the consolidated financial statements, and the use of judgement by the Group's management in evaluating the provision for write-down of inventories.	Our procedures, among others, included: a) obtaining an understanding of the basis used to determine the policy for provision for write-down of inventories and the information used by the Group's management to determine the inventory provision, including the historical accuracy of management estimation on provision for write-down of inventories; b) assessing the application of the Group's key internal controls over the provision for write-down of inventories' assessment process; c) checking on a sample basis, whether items in the inventory ageing report were classified within the appropriate ageing brackets by comparing the individual items selected with underlying production records; d) checking the mathematical accuracy of inventory provision made by the management of the Group; and e) selecting inventory items, on a sample basis, at the end of the reporting period and comparing their carrying value with their subsequent selling prices as indicated in sales invoices subsequent to the end of the reporting period.

Independent Joint Auditors' Report

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the 2022 annual report of the Company, but does not include the consolidated financial statements and our joint auditors' report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE 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 IFRSs issued by the IASB, 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 the 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

JOINT AUDITORS' 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 a joint auditors' report that includes our opinion. This report is made solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

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

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

- 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 joint auditors' 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 joint auditors' 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 those charged with governance 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 those charged with governance 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.

Independent Joint Auditors' Report

From the matters communicated with those charged with governance, 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 joint auditors' 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.

Mazars CPA Limited
Certified Public Accountants,
Hong Kong
42nd Floor, Central Plaza
18 Harbour Road
Wanchai
Hong Kong

17 March 2023

The engagement director of Mazars CPA Limited on the audit jointly resulting in this independent joint auditors' report is:

She Shing Pang
Practising Certificate number: P05510

Mazars LLP
Public Accountants and
Chartered Accountants of Singapore
135 Cecil Street
#10-01
Singapore 069536

17 March 2023

The engagement partner of Mazars LLP on the audit jointly resulting in this independent joint auditors' report is:

Lai Keng Wei

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Year ended 31 December 2022

	Note	2022 RM'000	2021 RM'000
Revenue	4	**198,927**	120,771
Cost of sales		**(145,743)**	(88,417)
Gross profit		**53,184**	32,354
Other income	5	**2,813**	2,776
Selling and distribution expenses		**(9,709)**	(5,675)
Administrative and other operating expenses	6	**(22,123)**	(15,722)
Reversal of impairment loss of trade receivables, net		**284**	253
Finance costs	6	**(82)**	(63)
Profit before tax	6	**24,367**	13,923
Income tax expenses	9	**(7,697)**	(4,323)
Profit for the year		**16,670**	9,600
Other comprehensive income (loss):			
Items that will not be reclassified to profit or loss			
Exchange differences on translation of the Company's financial statements to presentation currency		**1,630**	498
Items that may be reclassified subsequently to profit or loss			
Exchange differences on consolidation		**(919)**	(304)
Other comprehensive income for the year		**711**	194
Total comprehensive income for the year		**17,381**	9,794
Profit for the year attributable to:			
Owners of the Company		**15,104**	9,326
Non-controlling interests		**1,566**	274
		16,670	9,600
Total comprehensive income for the year attributable to:			
Owners of the Company		**15,815**	9,520
Non-controlling interests		**1,566**	274
		17,381	9,794
		RM cents	RM cents
Earnings per share attributable to owners of the Company			
Basic and diluted	10	**2.41**	1.49

Consolidated Statement of Financial Position

At 31 December 2022

	Note	2022 RM'000	2021 RM'000
Non-current assets			
Property, plant and equipment	13	29,783	29,769
Intangible assets	14	1,298	1,535
Deposits paid for acquisition of property, plant and equipment	31(a)	10,240	4,718
Deferred tax assets	22	1,686	3,140
		43,007	39,162
Current assets			
Financial assets at fair value through profit or loss ("**FVPL**")	15	1,359	2,739
Financial assets at amortised cost	16	750	–
Inventories	17	45,007	19,985
Trade and other receivables	18	17,167	26,223
Bank balances and cash		79,156	81,132
		143,439	130,079
Current liabilities			
Trade and other payables	19	5,618	4,359
Interest-bearing borrowings	20	917	946
Lease liabilities	21	773	584
Tax payable		1	615
		7,309	6,504
Net current assets		136,130	123,575
Total assets less current liabilities		179,137	162,737
Non-current liabilities			
Interest-bearing borrowings	20	5,364	6,031
Lease liabilities	21	375	689
		5,739	6,720
NET ASSETS		173,398	156,017

Consolidated Statement of Financial Position

At 31 December 2022

	Note	2022 RM'000	2021 RM'000
Capital and reserves			
Share capital	23	3,379	3,379
Reserves	24	166,641	150,826
Equity attributable to owners of the Company		170,020	154,205
Non-controlling interests	26	3,378	1,812
TOTAL EQUITY		173,398	156,017

These consolidated financial statements on pages 53 to 123 were approved and authorised for issue by the Board of Directors on 17 March 2023 and signed on its behalf by

Dato' Tan Meng Seng
Director

Dato' Tan Mein Kwang
Director

Consolidated Statement of Changes in Equity

Year ended 31 December 2022

	Attributable to owners of the Company							
		Reserves						
	Share capital RM'000 (Note 23)	Share premium RM'000 (Note 24(a))	Capital reserve RM'000 (Note 24(b))	Translation reserve RM'000 (Note 24(c))	Accumulated profits RM'000	Total RM'000	Non-controlling interests RM'000 (Note 26)	Total equity RM'000
At 1 January 2021	3,379	45,543	2,190	460	93,113	144,685	1,538	146,223
Profit for the year	–	–	–	–	9,326	9,326	274	9,600
Other comprehensive income (loss):								
Items that will not be reclassified to profit or loss								
Exchange differences on translation of the Company's financial statements to presentation currency	–	–	–	498	–	498	–	498
Items that may be reclassified subsequently to profit or loss								
Exchange differences on consolidation	–	–	–	(304)	–	(304)	–	(304)
Total comprehensive income for the year	–	–	–	194	9,326	9,520	274	9,794
At 31 December 2021	3,379	45,543	2,190	654	102,439	154,205	1,812	156,017
At 1 January 2022	**3,379**	**45,543**	**2,190**	**654**	**102,439**	**154,205**	**1,812**	**156,017**
Profit for the year	**–**	**–**	**–**	**–**	**15,104**	**15,104**	**1,566**	**16,670**
Other comprehensive income (loss):								
Items that will not be reclassified to profit or loss								
Exchange differences on translation of the Company's financial statements to presentation currency	**–**	**–**	**–**	**1,630**	**–**	**1,630**	**–**	**1,630**
Items that may be reclassified subsequently to profit or loss								
Exchange differences on consolidation	**–**	**–**	**–**	**(919)**	**–**	**(919)**	**–**	**(919)**
Total comprehensive income for the year	**–**	**–**	**–**	**711**	**15,104**	**15,815**	**1,566**	**17,381**
At 31 December 2022	**3,379**	**45,543**	**2,190**	**1,365**	**117,543**	**170,020**	**3,378**	**173,398**

Consolidated Statement of Cash Flows

Year ended 31 December 2022

	2022 RM'000	2021 RM'000
OPERATING ACTIVITIES		
Profit before tax	24,367	13,923
Adjustments for:		
Depreciation	2,103	1,851
Amortisation	327	26
Exchange differences	135	177
Finance costs	82	63
Interest income	(1,156)	(1,052)
Loss on disposal of property, plant and equipment	–	13
Written-off of property, plant and equipment	264	–
Gain on early termination of lease agreements	–	(2)
Net fair value loss on financial assets at FVPL	830	96
Loss on disposal of financial assets at FVPL	97	–
(Reversal of) Provision for write-down of inventories, net	(4,819)	373
Reversal of impairment loss of trade receivables, net	(284)	(253)
Operating cash inflows before movements in working capital	21,946	15,215
Changes in working capital:		
Inventories	(20,203)	9,855
Trade and other receivables	9,340	(2,055)
Trade and other payables	1,259	859
Cash generated from operations	12,342	23,874
Income tax paid	(6,857)	(3,417)
Interest paid	(82)	(63)
Net cash generated from operating activities	5,403	20,394
INVESTING ACTIVITIES		
Interest received	1,156	1,025
Deposits paid for acquisition of property, plant and equipment	(5,522)	(4,718)
Purchase of property, plant and equipment	(1,642)	(1,087)
Purchase of intangible assets	–	(1,553)
Purchase of financial assets at FVPL	(48)	(2,647)
Purchase of financial assets at amortised cost	(750)	–
Proceeds from disposal of financial assets at amortised cost	–	1,030
Proceeds from disposal of property, plant and equipment	–	103
Proceeds from disposal of financial assets at FVPL	501	4,553
Net cash used in investing activities	(6,305)	(3,294)

Consolidated Statement of Cash Flows

Year ended 31 December 2022

	2022 RM'000	2021 RM'000
FINANCING ACTIVITIES		
Inception of interest-bearing borrowings	328	328
Repayment of interest-bearing borrowings	(1,024)	(1,678)
Repayment of lease liabilities	(844)	(676)
Net cash used in financing activities	(1,540)	(2,026)
Net (decrease) increase in cash and cash equivalents	(2,442)	15,074
Cash and cash equivalents at the beginning of the reporting period	81,132	66,075
Effect on exchange rate changes	466	(17)
Cash and cash equivalents at the end of the reporting period, represented by bank balances and cash	79,156	81,132

1. CORPORATE INFORMATION AND BASIS OF PREPARATION

MBV International Limited (the "**Company**", together with its subsidiaries are collectively referred to as the "**Group**") was incorporated as an exempted company with limited liability in the Cayman Islands on 3 January 2019. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 8 July 2020 (the "**Listing**"). The registered office of the Company is situated at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The Company's principal place of business is situated at Unit B, 23/F, Yue Hing Building, 103 Hennessy Road, Wan Chai, Hong Kong and the Group's headquarter is situated at No. 58–66, Jalan Seroja 39, Taman Johor Jaya, 81100 Johor Bahru, Johor, Malaysia.

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of imprintable apparel and gift products in Malaysia and Singapore.

The immediate and ultimate holding company of the Company is MBV Capital Limited ("**MBV Capital**"), which is incorporated in the British Virgin Islands (the "**BVI**"). In the opinion of the directors of the Company, the ultimate controlling parties are Dato' Tan Meng Seng, Dato' Tan Mein Kwang and Mr. Tan Beng Sen (together the "**Ultimate Controlling Party**"), who have been acting in concert over the course of the Group's business history.

2. PRINCIPAL ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRSs**") issued by the International Accounting Standards Board (the "**IASB**"), which collective term includes all applicable individual IFRSs, International Accounting Standards ("**IASs**") and Interpretations issued by the IASB. The consolidated financial statements also complies with the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").

The consolidated financial statements are presented in Malaysian Ringgit ("**RM**") and all amounts have been rounded to the nearest thousand ("**RM'000**"), unless otherwise indicated.

These consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2021 consolidated financial statements except for the adoption of the new/revised IFRSs that are relevant to the Group and effective from the current period.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Changes in accounting policies

The Group has applied, for the first time, the following new/revised IFRSs that are relevant to the Group:

Amendments to IAS 16	Proceeds before Intended Use
Amendments to IAS 37	Cost of Fulfilling a Contract
Amendments to IFRS 3	Reference to the Conceptual Framework
Annual Improvements to IFRSs	2018–2020 Cycle

Amendments to IAS 16: Proceeds before Intended Use

The amendments clarify the accounting requirements for proceeds received by an entity from selling items produced while testing an item of property, plant or equipment before it is used for its intended purpose. An entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss and measures the cost of those items applying the measurement requirements of IAS 2.

Amendments to IAS 37: Cost of Fulfilling a Contract

The amendments clarify that for the purpose of assessing whether a contract is onerous under IAS 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 (for example, direct labour and materials) and an allocation of other costs that relate directly to fulfilling contracts (for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

Amendments to IFRS 3: Reference to the Conceptual Framework

The amendments update a reference in IFRS 3 to the Conceptual Framework for Financial Reporting issued in 2018. The amendments also add to IFRS 3 an exception to its requirement for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for some types of liabilities and contingent liabilities, an entity applying IFRS 3 should instead refer to IAS 37. The exception has been added to avoid an unintended consequence of updating the reference.

Annual Improvements Project – 2018-2020 Cycle

IFRS 1: Subsidiary as a First-time Adopter

This amendment simplifies the application of IFRS 1 for a subsidiary that becomes a first-time adopter of IFRSs later than its parent – i.e. if a subsidiary adopts IFRSs later than its parent and applies IFRS 1.D16(a), then a subsidiary may elect to measure cumulative translation differences for all foreign operations at amounts included in the consolidated financial statements of the parent, based on the parent’s date of transition to IFRSs.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Changes in accounting policies (Continued)

Annual Improvements Project – 2018-2020 Cycle (Continued)

IFRS 9: Fees in the "10 per cent" Test for Derecognition of Financial Liabilities

This amendment clarifies that — for the purpose of performing the "10 per cent test" for derecognition of financial liabilities — in determining those fees paid net of fees received, a borrower includes only fees 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.

IFRS 16: Lease Incentives

The amendment removes the illustration of payments from the lessor relating to leasehold improvements. As currently drafted, Example 13 is not clear as to why such payments are not a lease incentive.

The adoption of the new/revised IFRSs that are relevant to the Group and effective from the current year had no significant effects on the results and financial position of the Group for the current and prior years.

A summary of the principal accounting policies adopted by the Group in preparing the consolidated financial statements is set out below.

Basis of measurement

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis, except for the listed debt securities, listed equity securities and unlisted investments of money market funds classified as "Financial assets at FVPL" which are measured at fair value, as explained in the accounting policy set out below.

Basis of consolidations

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting period as that of the Company using consistent accounting policies.

All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full. Unrealised losses are also eliminated unless the transactions provide evidence of an impairment of the asset transferred.

Non-controlling interests are presented, separately from owners of the Company, in the consolidated statement of profit or loss and other comprehensive income and within equity in the consolidated statement of financial position. The non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in event of liquidation, are measured initially either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. This choice of measurement basis is made on an acquisition-by-acquisition basis. Other types of non-controlling interests are initially measured at fair value, unless another measurement basis is required by IFRSs.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation (Continued)

Allocation of total comprehensive income

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to the owners of the Company and the non-controlling interest even if this results in the non-controlling interest having a deficit balance.

Changes in ownership interest

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary are accounted for on the same basis as would be required if the parent had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary are accounted for as a financial asset, associate, joint venture or others as appropriate from the date when control is lost.

Subsidiaries

A subsidiary is an entity that is controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position as set out in Note 33, investments in subsidiaries are stated at cost less impairment loss. The carrying amount of the investments is reduced to its recoverable amount on an individual basis, if it is higher than the recoverable amount. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment

Property, plant and equipment, other than freehold land, are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to the profit or loss during the period in which they are incurred.

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment over their estimated useful lives at the annual rate/useful lives as set out below from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method. Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis and depreciated separately:

Right-of-use assets	Shorter of assets useful lives and over the unexpired term of lease
Buildings	50 years or over the unexpired term of lease, as appropriate
Leasehold improvements	10% to 20%
Plant and machinery, furniture, fixtures and office equipment	10% to 20%
Motor vehicles	10% to 20%

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognised.

Intangible assets — Software

The initial cost of acquiring software is capitalised. Software with finite useful live is carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is provided on the straight-line basis over their estimated useful lives of 5 years.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments

Financial assets

Recognition and derecognition

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis.

A financial asset is derecognised when and only when (i) the Group's contractual rights to future cash flows from the financial asset expire or (ii) the Group transfers the financial asset and either (a) it transfers substantially all the risks and rewards of ownership of the financial asset, or (b) it neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but it does not retain control of the financial asset.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises the financial asset to the extent of its continuing involvement and an associated liability for amounts it may have to pay.

Classification and measurement

Financial assets (except for trade receivables without a significant financing component which are initially measured at their transaction price) are initially recognised at their fair value plus, in the case of financial assets not carried at FVPL, transaction costs that are directly attributable to the acquisition of the financial assets.

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt investment measured at fair value through other comprehensive income; (iii) equity investment measured at fair value through other comprehensive income; or (iv) measured at FVPL.

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

1) Financial assets measured at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as FVPL:

(i) it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

(ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

The Group's financial assets at amortised cost include trade and other receivables, unlisted debentures recognised under financial assets at amortised cost and bank balances and cash.

2) Financial assets at FVPL

These investments include financial assets held for trading, financial assets designated upon initial recognition as FVPL, financial assets resulting from a contingent consideration arrangement in a business combination to which IFRS 3 applies, and financial assets that are otherwise required to be measured at FVPL. They are carried at fair value, with any resultant gain and loss recognised in profit or loss, which does not include any dividend or interest earned on the financial assets. Dividend or interest income is presented separately from fair value gain or loss.

A financial asset is classified as held for trading if it is:

(i) acquired principally for the purpose of selling it in the near term;

(ii) part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking on initial recognition; or

(iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.

Financial assets are designated at initial recognition as at FVPL only if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases.

The Group's financial assets designated as at FVPL include listed debt securities, listed equity securities and unlisted investments of money market funds recognised as financial assets at FVPL.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial liabilities

Recognition and derecognition

Financial liabilities are recognised when and only when the Group becomes a party to the contractual provisions of the instruments.

A financial liability is derecognised when and only when the liability is extinguished, that is, when the obligation specified in the relevant contract is discharged, cancelled or expires.

Classification and measurement

Financial liabilities are initially recognised at their fair value plus, in the case of financial liabilities not carried at FVPL, transaction costs that are direct attributable to the issue of the financial liabilities.

The Group's financial liabilities include trade and other payables and interest-bearing borrowings. All financial liabilities, except for financial liabilities at FVPL, are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

Impairment of financial assets

The Group recognises loss allowances for expected credit losses ("**ECL**") on financial assets that are measured at amortised cost. Except for the specific treatments as detailed below, at each reporting date, the Group measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

Measurement of ECL

ECL is a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument.

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument while 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Measurement of ECL (Continued)

Where ECL is measured on a collective basis, the financial instruments are grouped based on the following one or more shared credit risk characteristics:

(i) past due information

(ii) nature of instrument

(iii) nature of collateral, if any

(iv) industry of debtors

(v) geographical location of debtors

(vi) external credit risk ratings

Loss allowance is remeasured at each reporting date to reflect changes in the financial instrument's credit risk and loss since initial recognition. The resulting changes in the loss allowance are recognised as an impairment gain or loss in profit or loss with a corresponding adjustment to the carrying amount of the financial instrument.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that the Group may not receive the outstanding contractual amounts in full if the financial asset that meets any of the following criteria.

(i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group); or

(ii) there is a breach of financial covenants by the counterparty.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Assessment of significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, except for the financial instrument which the Group has reasonable and supportable information to demonstrate that previous non-payments were an administrative oversight, instead of resulting from financial difficulty of the borrower, or that there is no correlation between significant increases in the risk of a default occurring and financial assets on which payments are more than 30 days past due.

Notwithstanding the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

Low credit risk

A financial instrument is determined to have low credit risk if:

(i) it has a low risk of default;

(ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and

(iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

Simplified approach of ECL

For trade receivables without a significant financing components or otherwise for which the Group applies the practical expedient not to account for the significant financing components, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and 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. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Credit-impaired financial asset

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;

(e) the disappearance of an active market for that financial asset because of financial difficulties; or

(f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Write-off

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

Cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Revenue from contracts with customers within IFRS 15

The Group adopts a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation

Nature of goods or services

The nature of the goods or services provided by the Group is provision of imprintable apparel and gift products.

Identification of performance obligations

At contract inception, the Group assesses the goods or services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

(a) a good or service (or a bundle of goods or services) that is distinct; or

(b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

A good or service that is promised to a customer is distinct if both of the following criteria are met:

(a) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer (i.e. the good or service is capable of being distinct); and

(b) the Group's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the good or service is distinct within the context of the contract).

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (Continued)

Revenue from contracts with customers within IFRS 15 (Continued)

Timing of revenue recognition

Revenue is recognised when (or as) the Group satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Group transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

(a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

(b) the Group's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or

(c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

Wholesaling of imprintable apparel and gift products and manufacturing of imprintable apparel are recognised at a point in time at which the customer obtains the control of the promised asset, which generally coincides with the time when the goods are delivered to customers and the title is passed.

Transaction price: significant financing components

When the contract contains a significant financing component (i.e. the customer or the Group is provided with a significant benefit of financing the transfer of goods or services to the customer), in determining the transaction price, the Group adjusts the promised consideration for the effects of the time value of money. The effect of the significant financing component is recognised as an interest income or interest expense separately from revenue from contracts with customers in profit or loss.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (Continued)

Revenue from contracts with customers within IFRS 15 (Continued)

Transaction price: significant financing components (Continued)

The Group determines the interest rate that is commensurate with the rate that would be reflected in a separate financing transaction between the Group and its customer at contract inception by reference to, where appropriate, the interest rate implicit in the contract (i.e. the interest rate that discounts the cash selling price of the goods or services to the amount paid in advance or arrears), the prevailing market interest rates, the Group's borrowing rates and other relevant creditworthiness information of the customer of the Group.

The Group has applied the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for the effect of the significant financing component if the period of financing is one year or less.

Interest income

Interest income from financial assets is recognised using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the assets while it is applied to the amortised cost (i.e. the gross carrying amount net of loss allowance) in case of credit-impaired financial assets.

Contract assets and contract liabilities

If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the contract is presented as a contract asset, excluding any amounts presented as a receivable. Conversely, if a customer pays consideration, or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a good or service to the customer, the contract is presented as a contract liability when the payment is made or the payment is due (whichever is earlier). A receivable is the Group's right to consideration that is unconditional or only the passage of time is required before payment of that consideration is due.

For a single contract or a single set of related contracts, either a net contract asset or a net contract liability is presented. Contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The consolidated financial statements are presented in RM and rounded to the nearest thousands unless otherwise indicated. The Company's functional currency is Hong Kong dollars ("**HK$**").

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

The results and financial position of all the group entities that have a functional currency different from the presentation currency ("**foreign operations**") are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the reporting period;

- income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rate;

- all resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity;

- on the disposal of a foreign operation, which includes a disposal of the Group's entire interest in a foreign operation and a disposal involving the loss of control over a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to the foreign operation that is recognised in other comprehensive income and accumulated in the separate component of equity is reclassified from equity to profit or loss when the gain or loss on disposal is recognised; and

- on the partial disposal of the Group's interest in a subsidiary that includes a foreign operation which does not result in the Group losing control over the subsidiary, the proportionate share of the cumulative amount of the exchange differences recognised in the separate component of equity is re-attributed to the non-controlling interests in that foreign operation and are not reclassified to profit or loss.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

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

Impairment of other assets

At the end of each reporting period, the Group reviews internal and external sources of information to assess whether there is any indication that the Group's property, plant and equipment (included right-of-use assets), intangible assets and the Company's investments in subsidiaries may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs of disposal and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e., cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense in profit or loss immediately.

A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior periods. Reversal of impairment loss is recognised as income in profit or loss immediately.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Borrowing costs

Borrowing costs incurred, net of any investment income on the temporary investment of the specific borrowings, that are 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. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is credited to a deferred income account/recognised as a deduction from the carrying amount of the relevant asset and is released to profit or loss over the expected useful life of the relevant assets by equal annual instalments.

Leases

The Group assesses whether a contract is, or contains, a lease at inception of the contract. 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 lessor

The Group classifies each of its leases as either a finance lease or an operating lease at the inception date of the lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset. All other leases are classified as operating leases.

The Group accounts for each lease component within a lease contract as a lease separately from non-lease components of the contract. The Group allocates the consideration in the contract to each lease component on a relative stand-alone price basis.

The Group as lessor – operating lease

The Group applies the derecognition and impairment requirements in IFRS 9 to the operating lease receivables.

A modification to an operating lease is accounted for as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

The Group's rental income from operating lease is recognised to profit or loss on a straight-line basis over the term of the relevant lease.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

The Group as lessee

The Group leases various properties. Rental contracts are typically made for fixed periods of one to four years. The lease agreements do not impose any covenants and the lease terms are negotiated on an individual basis with a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may be used as security for borrowing purposes.

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

The Group has elected not to separate non-lease components from lease components, and accounts for each lease component and any associated non-lease components as a single lease component.

The Group accounts for each lease component within a lease contract as a lease separately. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component.

Amounts payable by the Group that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

Leases are recognised as a right-of-use asset (included in property, plant and equipment) and corresponding liability at the date of which the leased asset is available for use by the Group. Each lease payment is discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee and allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The depreciation of the right-of-use asset is provided to write off the cost less accumulated impairment losses over the shorter of the asset's useful life and the unexpired term of lease on a straight-line basis (unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option).

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments that are not paid:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease if the lease term reflects the Group exercising an option to terminate the lease.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

The Group as lessee (Continued)

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

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentive received;
- any initial direct costs; and
- restoration costs unless those costs are incurred to produce inventories.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis over the lease term as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise small items of office furniture with individual value below RM20,000.

The Group has applied the practical expedient provided in Amendments to IFRS 16: COVID-19-Related Rent Concessions beyond June 2021, and does not assess whether eligible rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modification. The Group accounts for any change in lease payments resulting from the rent concession the same way it would account for the change applying IFRS 16 if the change were not a lease modification.

The practical expedient applies only to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met:

(a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

(b) any reduction in lease payments affects only payments originally due on or before 30 June 2022; and

(c) there is no substantive change to other terms and conditions of the lease.

The Group has applied the practical expedient consistently to all eligible rent concessions with similar characteristics and in similar circumstances.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Employee benefits

Short term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees.

Defined contribution plans

The obligations for contributions to defined contribution retirement scheme are recognised as an expense in profit or loss as incurred. The assets of the scheme are held separately from those of the Group in an independently administered fund.

In accordance with the statutory requirements prescribed by the relevant Malaysian laws and regulations, the Group's entities established in Malaysia are required to contribute certain percentage range from 4%–13% of payroll costs to Employees Provident Fund, which is a federal statutory body managing the retirement benefits for the employees in Malaysia.

For the Group's entities established in Singapore, as required by the relevant laws and regulations in Singapore, the maximum contributions by the Group's entities for each of the employee are fixed at Singapore dollar ("**S$**") 1,020 (equivalent to approximately RM3,300) per month for monthly salaries to Central Provident Fund, which is a local fund in Singapore. These employees are also required to contribute 20% of their gross salaries and bonus, if applicable, to the Central Provident Fund.

The Group's entities in Malaysia and Singapore participate in defined contribution schemes managed by the respective local governments in these countries. The Group has no further payment obligations once the contributions have been paid.

During the years ended 31 December 2022 and 2021, there were no contributions forfeited by the Group on behalf of its employees who leave the plan prior to vesting fully in such contribution, nor had there been any utilisation of such forfeited contributions to reduce future contributions. At 31 December 2022 and 2021, no forfeited contributions were available for utilisation by the Group's entities to reduce the existing level of contributions.

Taxation

The charge for current income tax is based on the results for the period as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax is provided, using the liability method, on all temporary differences at the end of each reporting period between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, any deferred tax arising from initial recognition of goodwill; or other asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

The deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Related parties

A related party is a person or entity that is related to the Group:

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

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

  (ii) has significant influence over the Group; or

  (iii) is a member of the key management personnel of the Group or of a holding company of the Group.

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

  (i) the entity and the Group are members of the same group (which means that each holding company, subsidiary and fellow subsidiary is related to the others).

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

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

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

  (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

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

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Related parties (Continued)

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

(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 holding company of the entity).

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

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

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

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

(c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to Group's most senior executive management for the purpose of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individual material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Critical accounting estimates and judgements

Estimates and assumptions concerning the future and judgements are made by the management in the preparation of the consolidated financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Critical accounting estimates and judgements (Continued)

Key sources of estimation uncertainty:

(i) Useful lives of property, plant and equipment (included right-of-use assets) and intangible assets

The management of the Group determines the estimated useful lives of the Group's property, plant and equipment and intangible assets based on the historical experience of the actual useful lives of the relevant assets of similar nature and functions. The estimated useful lives could be different as a result of technical innovations which could affect the related depreciation charges included in profit or loss.

(ii) Impairment of property, plant and equipment (included right-of-use assets) and intangible assets

The management of the Group determines whether the Group's property, plant and equipment and intangible assets are impaired when an indication of impairment exists. This requires an estimation of the recoverable amount of the property, plant and equipment and intangible assets, which is equal to the higher of fair value less costs of disposal and value in use. Estimating the value in use requires the management of the Group to make an estimate of the expected future cash flows from the property, plant and equipment and intangible assets and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Any impairment will be charged to profit or loss.

(iii) Allowance for inventories

The management of the Group reviews the inventory ageing analysis periodically and makes allowances for inventories that are identified as obsolete, slow-moving or no longer recoverable or suitable for use in production. The Group carries out the inventory review on a product-by-product basis and makes allowances at the end of each reporting period by reference to management's estimation of the net realisable value based on the latest market prices and current market conditions.

(iv) Loss allowance for ECL

The management of the Group estimates the loss allowance for trade and other receivables by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade and other receivables.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Critical accounting estimates and judgements (Continued)

(v) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes and deferred taxation. There are transactions and calculations for which the ultimate tax determination is uncertain where the final tax outcome of these matters may be different from the amounts that were initially recorded and such differences will affect the income tax and deferred tax provision in the period in which such determination is made.

Future changes in IFRSs

At the date of approving these consolidated financial statements, the IASB has issued the following new/revised IFRSs that are not yet effective for the current period, which the Group has not early adopted.

Amendments to IAS 1	Disclosure of Accounting Policies [1]
Amendments to IAS 8	Definition of Accounting Estimates [1]
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction [1]
IFRS 17	Insurance Contracts [1]
Amendment to IFRS 17	Initial Application of IFRS 17 and IFRS 9 — Comparative Information [1]
Amendments to IAS 1	Classification of Liabilities as Current or Non-current [2]
Amendments to IAS 1	Non-current Liabilities with Covenants [2]
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback [2]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture [3]

[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] The effective date to be determined

The management of the Group does not anticipate that the adoption of the new/revised IFRSs in future periods will have any material impact on the Group's consolidated financial statements.

3. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being identified as the chief operating decision makers ("**CODM**"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered. No operating segments identified by the CODM have been aggregated in arriving at the reportable operating segments of the Group.

Specifically, the Group's reportable and operating segments are as follows:

1) Wholesaling of imprintable apparel and gift products.

2) Manufacturing of imprintable apparel.

Segment revenue and results

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 2.

Segment revenue represents revenue derived from wholesaling of imprintable apparel and gift products and manufacturing of imprintable apparel.

Segment results represent the gross profit reported by each segment without allocation of other income, selling and distribution expenses, administrative and other operating expenses, reversal of impairment loss of trade receivables, net, finance costs and income tax expenses. This is the measure reported to the CODM of the Group for the purposes of resource allocation and performance assessment.

3. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (Continued)

The segment information provided to the CODM of the Group for the reportable operating segments is as follows:

	Wholesaling RM'000	Manufacturing RM'000	Total RM'000
Year ended 31 December 2022			
Segment revenue	185,005	13,922	198,927
Segment cost of sales	(138,000)	(7,743)	(145,743)
Segment results	47,005	6,179	53,184
Other income			2,813
Selling and distribution expenses			(9,709)
Administrative and other operating expenses			(22,123)
Reversal of impairment loss of trade receivables, net			284
Finance costs			(82)
Profit before tax			24,367
Income tax expenses			(7,697)
Profit for the year			16,670
Other information			
Depreciation	(2,043)	(60)	(2,103)
Amortisation	(327)	–	(327)
Reversal of write-down of inventories, net	4,819	–	4,819
Reversal of impairment loss of trade receivables, net	284	–	284

3. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (Continued)

	Wholesaling RM'000	Manufacturing RM'000	Total RM'000
Year ended 31 December 2021			
Segment revenue	111,595	9,176	120,771
Segment cost of sales	(82,246)	(6,171)	(88,417)
Segment results	29,349	3,005	32,354
Other income			2,776
Selling and distribution expenses			(5,675)
Administrative and other operating expenses			(15,722)
Reversal of impairment loss of trade receivables, net			253
Finance costs			(63)
Profit before tax			13,923
Income tax expenses			(4,323)
Profit for the year			9,600
Other information			
Depreciation	(1,787)	(64)	(1,851)
Amortisation	(26)	–	(26)
Provision for write-down of inventories, net	(373)	–	(373)
Reversal of impairment loss of trade receivables, net	253	–	253

3. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities

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

	Wholesaling RM'000	Manufacturing RM'000	Unallocated RM'000	Total RM'000
At 31 December 2022				
Assets				
Reportable segment assets	**98,733**	**3,464**	**84,249**	**186,446**
Liabilities				
Reportable segment liabilities	**4,880**	**738**	**7,430**	**13,048**
Other information				
Capital expenditures	**2,349**	**12**	**–**	**2,361**
At 31 December 2021				
Assets				
Reportable segment assets	77,497	3,198	88,546	169,241
Liabilities				
Reportable segment liabilities	3,637	721	8,866	13,224
Other information				
Capital expenditures	1,245	4	2,553	3,802

For the purposes of monitoring segment performance and allocating resources between segments:

- segment assets include property, plant and equipment, intangible assets, inventories and certain trade and other receivables. Other assets are not allocated to operating segments as these assets are managed on a corporate basis; and
- segment liabilities include certain trade and other payables. Other liabilities are not allocated to operating segments as these liabilities are managed on a corporate basis.

3. SEGMENT INFORMATION (CONTINUED)

Geographical information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment and intangible assets (the "**Specified Non-current Assets**"). The geographical location of the revenue is presented based on the entity's countries of domicile for the provision of imprintable apparel and gift products. The geographical location of the Specified Non-current Assets is presented based on the physical location of the assets.

(a) Location of revenue

	Wholesaling RM'000	**Manufacturing** RM'000	**Total** RM'000
Year ended 31 December 2022			
Malaysia	**156,567**	**8,046**	**164,613**
Singapore	**28,438**	**5,876**	**34,314**
	185,005	**13,922**	**198,927**
Year ended 31 December 2021			
Malaysia	91,489	4,947	96,436
Singapore	20,106	4,229	24,335
	111,595	9,176	120,771

(b) Location of the Specified Non-current Assets

	2022 **RM'000**	2021 RM'000
Malaysia	**30,452**	30,515
Singapore	**629**	789
	31,081	31,304

Information about major customers

The Group's revenue from any single external customer did not contribute 10% or more of the total revenue of the Group during the reporting periods.

4. REVENUE

	2022 RM'000	2021 RM'000
Revenue from contracts with customers within IFRS 15 — at a point in time		
Wholesaling		
— Imprintable apparel	154,697	95,204
— Gift products	30,308	16,391
Manufacturing	13,922	9,176
	198,927	120,771

5. OTHER INCOME

	2022 RM'000	2021 RM'000
Interest income	1,156	1,052
Dividend income	3	2
Exchange gain, net	669	267
Government grants (Note i)	353	1,099
Gain on early termination of lease agreements (Note ii)	–	2
Rental income	47	35
Sundry income	585	319
	2,813	2,776

Notes:

(i) Government grants primarily consists of the fiscal support that the relevant government authorities offered to the Group's entities for subsiding on staff wages under COVID-19.

(ii) During the year ended 31 December 2021, the Group early terminated certain lease agreements for rental of offices and showrooms. The Group derecognised right-of-use assets of approximately RM50,000 and lease liabilities of approximately RM52,000 respectively, resulting in a gain on early termination of lease agreements of approximately RM2,000.

6. PROFIT BEFORE TAX

This is stated after charging (crediting):

	2022 RM'000	2021 RM'000
Finance costs		
Interest on interest-bearing borrowings	8	12
Interest on lease liabilities	74	51
	82	63
Staff costs (including directors' emoluments)		
Salaries, discretionary bonus, allowances and other benefits in kind	24,121	16,569
Contributions to defined contribution plans	2,647	1,967
	26,768	18,536

	2022 RM'000	2021 RM'000
Other items		
Cost of inventories sold (Note)	145,743	88,417
Auditor's remuneration		
— Audit services	749	585
— Non-audit services	109	103
Amortisation (charged to "cost of sales" and "administrative and other operating expenses", as appropriate)	327	26
Depreciation (charged to "cost of sales" and "administrative and other operating expenses", as appropriate)	2,103	1,851
Lease payments on premises recognised as short-term lease	108	19
Loss on disposal of financial assets at FVPL	97	–
Loss on disposal of property, plant and equipment	–	13
Written-off of property, plant and equipment	264	–
Net fair value loss on financial assets at FVPL	830	96
(Reversal of) Provision for write-down of inventories, net (included in cost of inventories sold)	(4,819)	373

Note: During the year ended 31 December 2022, cost of inventories sold included approximately RM8,443,000 (2021: RM6,353,000) relating to the aggregate amount of certain staff costs, depreciation of intangible assets and property, plant and equipment, which were included in the respective amounts as disclosed above.

7. DIRECTORS' REMUNERATION

The aggregate amounts of remuneration received and receivable by the directors of the Company are set out below.

Year ended 31 December 2022

	Directors' fees RM'000	Salaries, allowances and benefits in kind RM'000	Discretionary 1bonus RM'000	Contributions to defined contribution plans RM'000	Total RM'000
Executive directors					
Dato' Tan Meng Seng	–	743	371	133	1,247
Dato' Tan Mein Kwang	–	720	360	131	1,211
Mr. Tan Beng Sen	–	720	360	131	1,211
Independent non-executive directors					
Mr. Au Wing Yuen	95	–	–	–	95
Ms. Chui Sin Heng	95	–	–	–	95
Mr. Yu Cheeric	95	–	–	–	95
	285	2,183	1,091	395	3,954

7. DIRECTORS' REMUNERATION (CONTINUED)

Year ended 31 December 2021

	Directors' fees RM'000	Salaries, allowances and benefits in kind RM'000	Discretionary bonus RM'000	Contributions to defined contribution plans RM'000	Total RM'000
Executive directors					
Dato' Tan Meng Seng	–	644	–	75	719
Dato' Tan Mein Kwang	–	615	–	80	695
Mr. Tan Beng Sen	–	615	–	80	695
Independent non-executive directors					
Mr. Au Wing Yuen	83	–	–	–	83
Ms. Chui Sin Heng	83	–	–	–	83
Mr. Yu Cheeric	83	–	–	–	83
	249	1,874	–	235	2,358

During the years ended 31 December 2022 and 2021, no remuneration was paid by the Group to any of these directors as an inducement to join or upon joining the Group, or as a compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any emoluments during the years ended 31 December 2022 and 2021.

8. FIVE HIGHEST PAID INDIVIDUALS

An analysis of the five highest paid individuals during the years ended 31 December 2022 and 2021 is as follows:

	Number of individuals	
	2022	2021
Director	**3**	3
Non-director	**2**	2
	5	5

8. FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

Details of the remuneration of the above highest paid non-director individuals are as follows:

	2022 RM'000	2021 RM'000
Salaries, allowances and other benefits in kind	930	898
Discretionary bonus	97	12
Contributions to defined contribution plans	88	72
	1,115	982

The number of these non-director individuals whose emoluments fell within the following emoluments band is as follows:

	2022	2021
Nil to HK$1,000,000	2	2

During the years ended 31 December 2022 and 2021, no remuneration was paid by the Group to any of these highest paid non-director individuals as an inducement to join or upon joining the Group, or as a compensation for loss of office. There was no arrangement under which any of these highest paid non-director individuals waived or has agreed to waive any emoluments during the years ended 31 December 2022 and 2021.

9. TAXATION

	2022 RM'000	2021 RM'000
Current tax		
Malaysia corporate income tax		
Current year	5,131	4,099
Under-provision in prior year	716	–
	5,847	4,099
Singapore corporate income tax		
Current year	491	226
Under-provision in prior year	(95)	–
	396	226
	6,243	4,325
Deferred tax (Note 22)		
Changes in temporary differences	1,454	(2)
Total income tax expenses for the year	7,697	4,323

9. TAXATION (CONTINUED)

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in or derived from Hong Kong for the reporting periods.

The group entities established in the Cayman Islands and the BVI are exempted from corporate income tax ("**CIT**") therein.

Malaysia CIT is calculated at 24% of the estimated assessable profits for the year ended 31 December 2022 (2021: 24%). For the years ended 31 December 2022 and 2021, Malaysia incorporated entities with paid-up capital of RM2.5 million or less and having annual sales of not more than RM50 million enjoy tax rate of 17% on the first RM600,000 of the estimated assessable profits and remaining balance at tax rate of 24%.

Singapore CIT is calculated at 17% of the assessable profits for the years ended 31 December 2022 and 2021. The Group's entities incorporated in Singapore can also enjoy 75% tax exemption on the first S$10,000 of normal chargeable income and a further 50% tax exemption on the next S$190,000 of normal chargeable income for the years ended 31 December 2022 and 2021.

Reconciliation of income tax expenses

	2022 **RM'000**	2021 RM'000
Profit before tax	**24,367**	13,923
Income tax at statutory tax rate applicable in respective territories	**5,614**	3,255
Non-deductible expenses	**1,571**	1,151
Tax concessions	**(109)**	(89)
Under-provision in prior year	**621**	–
Others	**–**	6
Income tax expenses	**7,697**	4,323

10. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share attributable to owners of the Company is based on the following information:

	2022 **RM'000**	2021 RM'000
Profit for the year attributable to owners of the Company, used in basic and diluted earnings per share calculation	**15,104**	9,326
	'000	'000
Weighted average number of ordinary shares for basic and diluted earnings per share calculation	**628,000**	628,000

Diluted earnings per share are same as the basic earnings per share as there are no potential dilutive ordinary shares in existence for the years ended 31 December 2022 and 2021.

11. DIVIDEND

The directors did not recommend a payment of any dividend for the year ended 31 December 2022 and 2021.

12. SUBSIDIARIES

Details of the subsidiaries at the end of each reporting period are as follows:

Name of subsidiary	Place of incorporation/ establishment	Date of incorporation/ establishment	Issued/Paid up capital	Attributable equity interest held by the Company	Principal activities/place of operation
Directly held					
Oren Holdings Limited ("**Oren Holdings**")	The BVI	19 December 2018	United States Dollars ("**US$**") 3	100% (2021: 100%)	Investment holding/ The BVI
MyGift Holdings Limited ("**MyGift Holdings**")	The BVI	19 December 2018	US$3	100% (2021: 100%)	Investment holding/ The BVI
MBV (HK) Limited ("**MBV (HK)**")	Hong Kong	12 October 2018	HK$300	100% (2021: 100%)	Investment holding/ Hong Kong
Indirectly held					
Oren Land Sdn. Bhd.	Malaysia	31 March 2022	RM3	100% (2021: N/A)	Investment holding/ Malaysia
Oren Sport (Cheras) Sdn. Bhd.	Malaysia	6 April 2007	RM3	100% (2021: 100%)	Wholesale of garments/ Malaysia
Oren Sport (Kepong) Sdn. Bhd.	Malaysia	13 July 2006	RM100	100% (2021: 100%)	Wholesale of garments/ Malaysia
Oren Sport (Klang) Sdn. Bhd.	Malaysia	24 November 2006	RM150,000	100% (2021: 100%)	Wholesale of garments/ Malaysia
Oren Sport (PJ) Sdn. Bhd.	Malaysia	7 January 2010	RM250,000	100% (2021: 100%)	Wholesale of garments/ Malaysia
Oren Sport (S) Pte. Ltd.	Singapore	9 July 1977	S$300,003	100% (2021: 100%)	Import, sale and distribution of uniforms, apparels, souvenirs and gifts/ Singapore
Oren Sport Sdn. Bhd.	Malaysia	23 October 2008	RM500,000	100% (2021: 100%)	Wholesale of garments/ Malaysia
MyGift Universal Sdn. Bhd. ("**MyGift**")	Malaysia	23 May 2007	RM100,000	70% (2021: 70%)	Wholesale of gifts, articles and related products of souvenirs, clothes and garments/Malaysia
A-Vision Apparel (S) Pte. Ltd.	Singapore	25 May 2007	S$100,000	100% (2021: 100%)	Sales and distribution of uniforms, apparels, souvenirs and gifts/ Singapore
Excel MBV Sdn. Bhd.	Malaysia	24 November 2014	RM100,000	100% (2021: 100%)	Wholesale of garments/ Malaysia
UB Apparel (M) Sdn. Bhd.	Malaysia	14 May 2002	RM200,000	100% (2021: 100%)	Wholesale of garments/ Malaysia
UB Uniform Marketing (M) Sdn. Bhd.	Malaysia	2 June 2005	RM300,000	100% (2021: 100%)	Sale of clothes/Malaysia

13. PROPERTY, PLANT AND EQUIPMENT

	Right-of-use assets RM'000	Freehold land RM'000	Buildings RM'000	Leasehold improvements RM'000	Plant and machinery, furniture, fixtures and office equipment RM'000	Motor vehicles RM'000	Total RM'000
Reconciliation of carrying amount – year ended 31 December 2021							
At 1 January 2021	832	14,175	12,039	185	1,000	1,280	29,511
Additions	1,162	–	–	–	87	1,000	2,249
Disposals	–	–	–	–	(8)	(108)	(116)
Written-off	(50)	–	–	–	–	–	(50)
Depreciation	(678)	–	(275)	(77)	(396)	(425)	(1,851)
Transfer to property, plant and equipment	(46)	–	–	–	–	46	–
Exchange realignments	–	–	–	–	26	–	26
At 31 December 2021	1,220	14,175	11,764	108	709	1,793	29,769
Reconciliation of carrying amount – year ended 31 December 2022							
At 1 January 2022	**1,220**	**14,175**	**11,764**	**108**	**709**	**1,793**	**29,769**
Additions	**719**	**–**	**–**	**568**	**668**	**406**	**2,361**
Written-off	**–**	**–**	**–**	**–**	**(1)**	**(263)**	**(264)**
Depreciation	**(833)**	**–**	**(273)**	**(107)**	**(365)**	**(525)**	**(2,103)**
Exchange realignments	**19**	**–**	**–**	**–**	**1**	**–**	**20**
At 31 December 2022	**1,125**	**14,175**	**11,491**	**569**	**1,012**	**1,411**	**29,783**

13. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Right-of-use assets RM'000	Freehold land RM'000	Buildings RM'000	Leasehold improvements RM'000	Plant and machinery, furniture, fixtures and office equipment RM'000	Motor vehicles RM'000	Total RM'000
At 31 December 2021							
Cost	2,714	14,175	14,396	1,812	6,364	3,863	43,324
Accumulated depreciation	(1,494)	–	(2,632)	(1,704)	(5,655)	(2,070)	(13,555)
	1,220	14,175	11,764	108	709	1,793	29,769
At 31 December 2022							
Cost	**2,369**	**14,175**	**14,396**	**2,380**	**6,890**	**3,877**	**44,087**
Accumulated depreciation	**(1,244)**	**–**	**(2,905)**	**(1,811)**	**(5,878)**	**(2,466)**	**(14,304)**
	1,125	**14,175**	**11,491**	**569**	**1,012**	**1,411**	**29,783**

The carrying amounts of the Group's property, plant and equipment pledged to secure banking facilities (Note 20) and lease liabilities (Note 21) at 31 December 2022 and 2021 are as follows:

	Freehold land RM'000	Buildings RM'000
Pledged to secure banking facilities		
At 31 December 2022	**14,175**	**11,491**
At 31 December 2021	14,175	11,764

	Motor vehicles RM'000
Pledged to secure lease liabilities	
At 31 December 2022	**88**
At 31 December 2021	–

14. INTANGIBLE ASSETS

	Software RM'000
Reconciliation of carrying amount — year ended 31 December 2021	
At 1 January 2021	–
Additions	1,553
Amortisation	(26)
Exchange realignments	8
At 31 December 2021	1,535
Reconciliation of carrying amount — year ended 31 December 2022	
At 1 January 2022	1,535
Amortisation	(327)
Exchange realignments	90
At 31 December 2022	**1,298**
At 31 December 2021	
Cost	1,561
Accumulated amortisation	(26)
	1,535
At 31 December 2022	
Cost	**1,657**
Accumulated amortisation	**(359)**
	1,298

15. FINANCIAL ASSETS AT FVPL

	2022 RM'000	2021 RM'000
At fair value		
Listed equity securities (Note i)	1,000	2,020
Listed debt securities (Note ii)	359	719
	1,359	2,739

Notes:

(i) The amounts at 31 December 2022 and 2021 represent equity securities listed in Malaysia. The fair values of the listed equity securities are determined on the basis of quoted market prices at the end of the reporting period.

(ii) The amounts at 31 December 2022 and 2021 represent listed investments managed by a bank in Malaysia and mainly invested in a bond instrument which will be matured in August 2024. It can be redeemed from time to time and bear return at market rate. The fair value of the listed bond is determined on the basis of quoted market prices at the end of the reporting period reported by the bank.

The movement of the listed debt securities, listed equity securities and unlisted investments are analysed as follows:

	2022			
	Listed debt securities RM'000	Listed equity securities RM'000	Unlisted investments RM'000	Total RM'000
At the beginning of the reporting period	719	2,020	–	2,739
Additions	–	48	–	48
Disposals	(354)	(147)	–	(501)
Disposals – realised loss	–	(97)	–	(97)
Fair value changes recognised in profit or loss	(6)	(824)	–	(830)
At the end of the reporting period	359	1,000	–	1,359

15. FINANCIAL ASSETS AT FVPL (CONTINUED)

	2021			
	Listed debt securities RM'000	Listed equity securities RM'000	Unlisted investments RM'000	Total RM'000
At the beginning of the reporting period	–	198	4,543	4,741
Additions	737	1,910	–	2,647
Disposals	–	(317)	(4,236)	(4,553)
Fair value changes recognised in profit or loss	(18)	229	(307)	(96)
At the end of the reporting period	719	2,020	–	2,739

16. FINANCIAL ASSETS AT AMORTISED COST

	2022 RM'000	2021 RM'000
Unlisted debentures	**750**	–

Debt securities

The unlisted debentures are unsecured, carried at interest rates at 6.5% per annum and have been matured and fully recovered in January 2023.

17. INVENTORIES

	2022 RM'000	2021 RM'000
Raw materials	1,271	945
Work-in-progress	521	508
Finished goods	43,215	18,532
	45,007	19,985

At the end of each reporting period, the ageing analysis of inventories is as follows:

	2022 RM'000	2021 RM'000
Within 30 days	14,016	6,913
31 to 60 days	13,492	4,045
61 to 90 days	6,291	1,510
91 to 120 days	3,803	1,004
121 to 180 days	2,097	312
Over 180 days but less than 1 year	5,308	6,201
	45,007	19,985

18. TRADE AND OTHER RECEIVABLES

	Note	2022 RM'000	2021 RM'000
Trade receivables			
From third parties		8,591	7,840
Less: Loss allowances	29	(1,246)	(1,530)
	18(a)	7,345	6,310
Other receivables			
Prepayments		1,263	2,145
Deposits paid to suppliers (Note)		8,141	17,270
Other deposits and receivables		418	498
		9,822	19,913
		17,167	26,223

Note: The balances at 31 December 2022 and 2021 included payment in advance to certain suppliers for the ordered apparels and gifts products to be delivered, upon completion, to the Group.

18. TRADE AND OTHER RECEIVABLES (CONTINUED)

18(a). Trade receivables

The ageing of trade receivables, net of loss allowances, based on invoice date at the end of each reporting period is as follows:

	2022 RM'000	2021 RM'000
Within 30 days	5,279	5,030
31 to 60 days	1,739	1,143
61 to 90 days	304	127
Over 90 days	23	10
	7,345	6,310

At the end of each reporting period, the ageing analysis of the trade receivables, net of loss allowances, by due date is as follows:

	2022 RM'000	2021 RM'000
Not yet due	6,385	5,329
Past due:		
Within 30 days	743	849
31 to 60 days	217	132
	960	981
	7,345	6,310

The Group normally grants credit terms up to 60 days (2021: up to 60 days) from the date of issuance of invoices.

18(b). Information about the Group's exposure to credit risks and loss allowance for trade and other receivables is included in Note 29.

19. TRADE AND OTHER PAYABLES

	Note	2022 RM'000	2021 RM'000
Trade payables			
To a related party	19(a)	383	282
To third parties		985	796
	19(b)	1,368	1,078
Other payables			
Salary payables		1,642	916
Other accruals and other payables		2,608	2,365
		4,250	3,281
		5,618	4,359

19(a). Trade payables to a related party

The trade payables to a related party are unsecured, interest-free and with normal credit terms up to 30 days (2021: up to 30 days).

	2022 RM'000	2021 RM'000
Forever Silkscreen & Embroidery Sdn. Bhd. ("**Forever Silkscreen**") (Note)	383	282

Note: At 31 December 2022 and 2021, the Ultimate Controlling Party held 50% equity interests of Forever Silkscreen.

19(b). Trade payables

The trade payables are interest-free and with normal credit terms up to 30 days (2021: up to 30 days).

At the end of each reporting period, the ageing analysis of the trade payables based on invoice date is as follows:

	2022 RM'000	2021 RM'000
Within 30 days	1,114	1,010
31 to 60 days	254	30
61 to 90 days	–	38
	1,368	1,078

20. INTEREST-BEARING BORROWINGS

The secured bank borrowings are repayable ranging from within one year to over five years since their inception. At 31 December 2022, the secured bank borrowings carried weighted average effective interest rate of approximately 0.11% per annum (2021: 0.20% per annum).

At the end of each reporting period, details of the interest-bearing borrowings of the Group are as follows:

	2022 RM'000	2021 RM'000
Secured bank borrowings		
– Current portion	917	946
– Non-current portion	5,364	6,031
	6,281	6,977
Carrying amounts of the above borrowings are repayable:		
Within one year	917	946
More than one year, but not exceeding two years	680	710
More than two years, but not exceeding five years	2,042	2,138
Over five years	2,642	3,183
	6,281	6,977
Less: amounts shown under current liabilities	(917)	(946)
Amounts shown under non-current liabilities	5,364	6,031

The interest-bearing borrowings are secured by:

(i) guarantees provided by the Ultimate Controlling Party;

(ii) properties owned by the Ultimate Controlling Party; and

(iii) certain property, plant and equipment with aggregate net carrying amount of approximately RM25,666,000 (2021: RM25,939,000), as set out in Note 13.

All the banking facilities are subject to the fulfilment of covenants, as is commonly found in lending arrangements with financial institutions. If the subsidiaries were to breach the covenants, the drawn down facilities would become repayable on demand. At 31 December 2022, none (2021: None) of the covenants relating to drawn down facilities had been breached.

At the date of this report, the Group is in the process of releasing the above guarantees/pledged properties provided by the Ultimate Controlling Party by replacement of corporate guarantees provided by the Company.

21. LEASE LIABILITIES

	2022 RM'000	2021 RM'000
Right-of-use assets (Note 13)		
Motor vehicles	88	–
Leased properties	1,037	1,220
	1,125	1,220

	2022 RM'000	2021 RM'000
Depreciation charge of right-of-use assets		
Motor vehicles	17	–
Leased properties	816	678
	833	678

The lease contracts of leased properties contain extension or termination options. These options aim to provide flexibility to the Group in managing the leased assets. The extension option of the leased properties is normally exercised because the Group does not want to incur additional costs, such as leasehold improvements, while exercising the termination option is normally unusual unless the Group could replace the leased properties without significant cost or acquisition of a new property. The Group seldom exercises options that were not included in the lease liabilities. During the year ended 31 December 2022, all of lease contracts for leased properties contains an extension or termination option, in which the total lease payment made amounted to approximately RM844,000 (2021: RM676,000), representing the total cash outflows for lease during the reporting period.

Most of the leases impose a restriction that, unless approval is obtained from the lessor, the right-of-use asset can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets. The Group is also required to keep those leased assets in a good state of repair and return the leased assets in their original condition at the end of the lease.

At 31 December 2022 and 2021, the Group has no commitment to lease contracts in relation to leased properties that have not yet commenced.

At 31 December 2022, the Group was committed to short-term leases or low-value asset leases of approximately RM108,000 (2021: RM19,000).

During the years ended 31 December 2022 and 2021, no lease contract contains variable lease payment terms.

21. LEASE LIABILITIES (CONTINUED)

	2022 RM'000	2021 RM'000
Lease liabilities		
Current	773	584
Non-current	375	689
	1,148	1,273

Commitments and present value of lease liabilities:

	Lease payments		Present value of lease payments	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Amounts payable:				
Within one year	812	635	773	584
In the second to fifth years inclusive	384	718	375	689
	1,196	1,353	1,148	1,273
Less: future finance charges	(48)	(80)	–	–
Total lease liabilities	1,148	1,273	1,148	1,273

The lease liabilities are secured by certain motor vehicles with aggregate net carrying amount of approximately RM88,000 (2021: nil) at 31 December 2022, as set out in Note 13.

At 31 December 2022, the weighted average effective interest rates of the lease liabilities of the Group were approximately 5.3% per annum (2021: 5.3% per annum).

22. DEFERRED TAX ASSETS

	2022 RM'000	2021 RM'000
At the beginning of the reporting period	3,140	3,138
(Charged) Credited to profit or loss	(1,454)	2
At the end of the reporting period	1,686	3,140

The movements in the Group's deferred tax assets (liabilities) for the reporting periods were as follows:

	Impairment/ write-down of assets RM'000	Accelerated tax depreciation RM'000	Total RM'000
At 1 January 2021	3,245	(107)	3,138
Income tax credit (expenses)	64	(62)	2
At 31 December 2021	3,309	(169)	3,140
At 1 January 2022	3,309	(169)	3,140
Income tax expenses	(1,261)	(193)	(1,454)
At 31 December 2022	2,048	(362)	1,686

23. SHARE CAPITAL

	Number of shares		Equivalent to RM approximately
	'000	HK$'000	RM'000
Ordinary shares of HK$0.01 each			
Authorised:			
At 1 January 2021, 31 December 2021, **1 January 2022 and 31 December 2022**	**5,000,000**	**50,000**	**25,636**
Issued and fully paid:			
At 1 January 2021, 31 December 2021, **1 January 2022 and 31 December 2022**	**628,000**	**6,280**	**3,379**

24. RESERVES

24(a). Share premium

Share premium represents the excess of the net proceeds from issuance of the Company's shares over its par value. Under the law of the Cayman Islands and the Company's Articles of Association, it is distributable to the Company's shareholders provided that the Company is able to pay its debts as they fall due in the ordinary course of business.

24(b). Capital reserve

The capital reserve represents the aggregate amount of the nominal value of the issued/paid-up capital of the entities now comprising the Group less consideration paid to acquire the relevant interests (if any), after adjusting the issued/paid-up capital held by those attributable to the non-controlling interests prior to the reorganisation for the Listing.

24(c). Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of foreign operations for consolidation and the Company's financial statements to the presentation currency.

25. SHARE OPTION SCHEME

The Company's share option scheme (the "**Scheme**") was adopted pursuant to the written resolutions of the shareholders passed on 19 May 2020.

Under the Scheme, the Board of Directors (the "**Board**") may at its discretion offer to any individual who is an employee of the Group (including directors) or any entity in which the Company holds any equity interest and such other persons (the "**Participants**") in the sole discretion of the Board, has contributed or will contribute to the Group of the options to subscribe for shares in the Company in accordance with the terms of the Scheme and Chapter 17 of the Listing Rules. The principal purposes of the Scheme are to recognise and acknowledge the contributions made by the Participants, to attract skilled and experienced personnel, to incentivise them to remain with the Company and to motivate them to strive for the future development and expansion of the Group. The Scheme commenced on 19 May 2020 and will end on the day immediately prior to the tenth anniversary thereof.

The maximum number of shares in respect of which options may be granted under the Scheme and any other share option scheme of the Company may not exceed 10% of issued share capital of the Company, or may not exceed a maximum of 30%, should the shareholders renew the 10% limit, from time to time which have been duly allotted and issued. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted under the Scheme where applicable to a director, chief executive, substantial shareholder or management shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors (excluding any independent non-executive directors who are the prospective grantees in question). In addition, any share options granted to a substantial shareholder or any independent non-executive director of the Company, or any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

An option may be exercised in accordance with the terms of the Scheme where applicable at any time during the option period after the option has been granted by the Board. The option period, during which an option may be exercised, is determined by the Board under the Scheme, but may not be later than ten years after the date of the grant of the option. According to the Scheme where applicable, there is no provision requiring a minimum holding period before an option may be exercised. A nominal consideration of HK$1 is payable on acceptance of the grant of an option under the Scheme where applicable.

The subscription price for the shares subject to options will be a price determined by the Board and notified to each Participant and shall be at least the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the options, which must be a trading day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant of the options; and (iii) the nominal value of a share.

No option has been granted or exercised under the Scheme during the years ended 31 December 2022 and 2021.

26. NON-CONTROLLING INTERESTS

The following table shows the information relating to MyGift that has material non-controlling interests ("**NCI**") during the years ended 31 December 2022 and 2021. The summarised financial information represents amounts before inter-company eliminations.

At the end of the reporting periods, 30% (2021: 30%) of equity interests of MyGift were owned by the non-controlling shareholders.

	2022 RM'000	2021 RM'000
Current assets	12,390	7,780
Non-current assets	560	184
Current liabilities	(1,690)	(1,924)
Net assets	11,260	6,040
Carrying amounts of NCI	3,378	1,812

	2022 RM'000	2021 RM'000
Revenue and other income	30,530	16,081
Expenses	(25,310)	(15,168)
Profit and total comprehensive income for the year	5,220	913
Profit and total comprehensive income for the year attributable to NCI	1,566	274
Net cash flows (used in) from:		
Operating activities	(537)	318
Investing activities	(285)	(463)
Financing activities	(167)	(202)

27. RELATED PARTY TRANSACTIONS

In addition to the transactions/information disclosed elsewhere in the consolidated financial statements, further information of the related party transactions for the reporting periods is set out below.

(a) Related party transactions of the Group:

Name of the related party	Nature of transaction	2022 RM'000	2021 RM'000
Forever Silkscreen	Service costs	(1,870)	(1,485)

(b) Remuneration for key management personnel (including directors) of the Group:

	2022 RM'000	2021 RM'000
Salaries, discretionary bonus, allowances and other benefits in kind	4,783	3,125
Contributions to defined contribution plans	545	355
	5,328	3,480

Further details of the directors' remuneration are set out in Note 7.

28. ADDITIONAL INFORMATION ON THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

In addition to the information disclosed elsewhere in the consolidated financial statements, the Group had the following major non-cash transactions:

During the year ended 31 December 2022, the Group entered into lease arrangements in respect of leased assets with a total capital value at the inception of leases of approximately RM719,000 (2021: RM1,162,000).

28. ADDITIONAL INFORMATION ON THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities

The movements during the years ended 31 December 2022 and 2021 in the Group's liabilities arising from financing activities are as follows:

			Non-cash changes		
	At 1 January 2022 RM'000	Net cash outflow RM'000	Addition of property, plant and equipment RM'000	Lease termination RM'000	At 31 December 2022 RM'000
Year ended 31 December 2022					
Interest-bearing borrowings	6,977	(696)	–	–	6,281
Lease liabilities	1,273	(844)	719	–	1,148
Total liabilities from financing activities	8,250	(1,540)	719	–	7,429

			Non-cash changes		
	At 1 January 2021 RM'000	Net cash outflow RM'000	Addition of property, plant and equipment RM'000	Lease termination RM'000	At 31 December 2021 RM'000
Year ended 31 December 2021					
Interest-bearing borrowings	8,327	(1,350)	–	–	6,977
Lease liabilities	839	(676)	1,162	(52)	1,273
Total liabilities from financing activities	9,166	(2,026)	1,162	(52)	8,250

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial instruments comprise financial assets at FVPL, unlisted debentures, trade and other receivables, bank balances and cash, trade and other payables, interest-bearing borrowings and lease liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Price risk

The Group is exposed to price risk arising from its listed debt securities and listed equity securities which are classified as financial assets at FVPL.

At the end of the reporting period, if the fair value of the listed debt securities and listed equity securities has been 5% higher/lower with all other variables held constant, the Group's pre-tax results would increase/decrease by approximately RM68,000 (2021: RM137,000) in aggregate, for the year ended 31 December 2022.

The sensitivity analysis has been determined assuming that the reasonably changes in the fair value of the listed debt securities and listed equity securities had occurred at the end of the reporting period and had been applied to the exposure to price risk in existence at that date. The stated changes represent the management's assessment of reasonably possible changes in the fair value of the listed debt securities and listed equity securities over the next 12 months after the end of reporting period.

In the opinion of the management of the Group, the sensitivity analysis in unrepresentative of the inherent price risk because the exposure at the end of each reporting period does not reflect the exposure during the years ended 31 December 2022 and 2021.

Interest rate risk

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's interest-bearing borrowings with floating interest rates of approximately RM6,281,000 at 31 December 2022 (2021: RM6,977,000). The Group currently does not have a policy to hedge against the interest rate risk as the management of the Group does not expect any significant interest rate risk at the end of each reporting period.

At the end of each reporting period, if interest rates had been 1% higher/lower and all other variables were held constant, the Group's pre-tax results would decrease/increase by approximately RM63,000 (2021: RM69,000).

The sensitivity analysis above has been determined assuming that the changes in interest rate had occurred throughout the year and had been applied to the exposure to interest rate risk for the closing balances of interest-bearing borrowings in existence at the end of each reporting period. The stated changes represent management's assessment of a reasonably possible change in interest rates over the next twelve months after the end of the reporting period.

In the opinion of the management of the Group, the sensitivity analysis is unrepresentative of the inherent interest rate risk because the exposure at the end of each reporting period does not reflect the exposure during the years ended 31 December 2022 and 2021.

In addition, the Group's financial liabilities measured at amortised cost are considered not to expose to fair value interest rate risk at the end of each reporting period.

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Foreign currency risk

The Group's transactions are mainly denominated in RM and S$.

Certain financial assets and financial liabilities of the Group are denominated in currencies other than the functional currency of the respective group entities and therefore exposed to foreign currency risk. The carrying amounts of those financial assets and liabilities are analysed as follows:

	Financial assets		**Financial liabilities**	
	2022	2021	**2022**	2021
	RM'000	RM'000	**RM'000**	RM'000
S$	**7,582**	9,883	**(1,725)**	(1,148)

The following table indicates the approximate change in the Group's pre-tax results if exchange rates of S$ had changed against the functional currencies of the respective group entities by 10% and all other variables were held constant at the end of each reporting period.

	2022	2021
	RM'000	RM'000
+10%	**586**	874
-10%	**(586)**	(874)

The sensitivity analysis has been determined assuming that the changes in foreign exchange rates had occurred at the end of each reporting period and had been applied to the Group's exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the end of the next reporting period.

In the opinion of the management of the Group, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of each reporting period does not reflect the exposure during the years ended 31 December 2022 and 2021.

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk

The carrying amount of financial assets recognised on the consolidated financial statements, which is net of impairment loss allowances, represents the Group's exposure to credit risk on these financial assets without taking into account the credit enhancements.

	2022	2021
	RM'000	RM'000
Financial assets at amortised cost	**750**	–
Trade and other receivables	**15,904**	24,078
Bank balances and cash	**79,156**	81,132
	95,810	105,210

Trade receivables from third parties

The Group trades only with recognised, creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the management of the Group. The Group limits its exposure to credit risk from trade receivables by establishing a maximum payment period of 60 days.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. Credit quality of a customer is assessed based on an extensive credit rating and individual credit limit assessment which is mainly based on the Group's own trading records.

At 31 December 2022, the Group had a concentration of credit risk as approximately 5% (2021: 5%) of the total trade receivables was due from the Group's largest trade debtor, and approximately 14% (2021: 17%) of the total trade receivables was due from the Group's five largest trade debtors.

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk (Continued)

Trade receivables from third parties (Continued)

The Group's customer base consists of a wide range of customers and the trade receivables are categorised by common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The Group applies a simplified approach in calculating ECL for trade receivables and recognises loss allowances based on lifetime ECL at each reporting date and 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. The expected loss rate used in the provision matrix is calculated for each category based on actual credit loss experience over the past three years and adjusted for current and forward-looking factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's estimate on future economic conditions over the expected lives of the receivables. Having considered the default risk of trade receivables is not significant for the balances overdue for less than 90 days and it will increase significantly if overdue for more than 90 days upon due for payment, the Group consistently applied 0% and 100% expected credit loss rate on the trade receivables overdue for less than 90 days and over 90 days, respectively, during the reporting period. There was no change in the estimation techniques or significant assumptions made during the years ended 31 December 2022 and 2021.

The information about the exposure to credit risk and ECL for trade receivables using a provision matrix is summarised as follows:

At 31 December 2022

Group: Risk of non-payment

Past due	Expected loss rate %	Gross carrying amount RM'000	Loss allowance RM'000	Carrying amount RM'000
>90 days	100	1,246	(1,246)	–

The group of risk of late-payment has gross carrying amount of approximately RM7,345,000, for which the estimated credit losses are insignificant.

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk (Continued)

Trade receivables from third parties (Continued)

At 31 December 2021

Group: Risk of non-payment

Past due	Expected loss rate %	Gross carrying amount RM'000	Loss allowance RM'000	Carrying amount RM'000
>90 days	100	1,530	(1,530)	–

The group of risk of late-payment has gross carrying amount of approximately RM6,310,000, for which the estimated credit losses are insignificant.

The Group does not hold any collateral over trade receivables at 31 December 2022 (2021: Nil).

At 31 December 2022, the Group recognised the loss allowance of approximately RM1,246,000 (2021: RM1,530,000) on the trade receivables. The movement in the loss allowance for trade receivables during the years ended 31 December 2022 and 2021 is summarised below.

	2022 RM'000	2021 RM'000
Balance at the beginning of the reporting period	**1,530**	1,791
Increase in allowance	**170**	192
Reversal of allowance	**(454)**	(445)
Amount written off	**–**	(8)
Balance at the end of the reporting period	**1,246**	1,530

For the year ended 31 December 2022, no written off of the trade receivables are still subject to enforcement activities (2021: RM8,000).

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk (Continued)

Trade receivables from third parties (Continued)

The following significant changes in the gross carrying amounts of trade receivables contributed to the changes in the loss allowance during the during the years ended 31 December 2022 and 2021:

(a) changes because of financial instruments originated or acquired during the reporting period; and

(b) changes because of financial instruments that were recovered or derecognised during the report period.

Unlisted debentures and other receivables

The management of the Group considers that unlisted debentures and other receivables have low credit risk based on its strong capacity to meet its contractual cash flow obligations in the near term and low risk of default. Impairment on unlisted debentures and other receivables is measured on 12-month ECL and reflects the short maturities of the exposures.

In estimating the ECL, the management of the Group has taken into account the historical actual credit loss experience over the past three years and the financial position of the counterparties, adjusted for forward-looking factors that are specific to the debtors and general economic conditions of the industry in which the counterparties operate, in estimating the probability of default of these financial assets, as well as the loss upon default in each case. The management of the Group considers the ECL of unlisted debentures and other receivables to be insignificant after taking into account the financial position and credit quality of the counterparties.

There was no change in the estimation techniques or significant assumptions made during the years ended 31 December 2022 and 2021.

Bank balances and cash

The management of the Group considers the credit risk in respect of bank balances and cash is minimal because the counterparties are authorised financial institutions with high credit ratings.

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility. The Group has no specific policy for managing its liquidity. The undiscounted contractual maturity profile of the Group's financial liabilities at the end of each reporting period, based on the contractual undiscounted payments, is summarised below:

	Total carrying amount RM'000	Total contractual undiscounted cash flow RM'000	On demand or less than 1 year RM'000	1 to 2 years RM'000	2 to 5 years RM'000	Over 5 years RM'000
At 31 December 2022						
Trade and other payables	**5,618**	**5,618**	**5,618**	**–**	**–**	**–**
Interest-bearing borrowings	**6,281**	**6,316**	**924**	**686**	**2,055**	**2,651**
Lease liabilities	**1,148**	**1,196**	**812**	**384**	**–**	**–**
	13,047	**13,130**	**7,354**	**1,070**	**2,055**	**2,651**
At 31 December 2021						
Trade and other payables	4,359	4,359	4,359	–	–	–
Interest-bearing borrowings	6,977	7,038	958	720	2,161	3,199
Lease liabilities	1,273	1,353	635	455	263	–
	12,609	12,750	5,952	1,175	2,424	3,199

30. FAIR VALUE MEASUREMENTS

The following presents the assets and liabilities measured at fair value or required to disclose their fair value on a recurring basis across the three levels of the fair value hierarchy defined in IFRS 13 "Fair Value Measurement" with the fair value measurement categorised in its entirety based on the lowest level input that is significant to the entire measurement. The levels of inputs are defined as follows:

- Level 1 (highest level): quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 (lowest level): unobservable inputs for the asset or liability.

(a) Assets measured at fair value

	Fair value hierarchy	Valuation techniques and key inputs	2022 RM'000	2021 RM'000
Financial assets at FVPL				
– Listed equity securities (Note 15)	Level 1	Quoted prices in an active market	1,000	2,020
– Listed debt securities (Note 15)	Level 1	Quoted prices in an active market	359	719
			1,359	2,739

During the years ended 31 December 2022 and 2021, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurements.

(b) Assets and liabilities with fair value disclosure, but not measured at fair value

All other financial assets and liabilities are carried at amounts not materially different from their fair values at the end of each reporting period.

31. COMMITMENTS

(a) Capital expenditure commitments

	2022 RM'000	2021 RM'000
Contracted but not provided net of deposits paid for acquisition of property, plant and equipment	14,154	18,872

31. COMMITMENTS (CONTINUED)

(a) Capital expenditure commitments (Continued)

On 11 March 2021, the Group entered into a sale and purchase agreement with an independent third party (the "**Vendo**r") (the "**Agreement**"), pursuant to which, the Group agreed to purchase, and the Vendor agreed to sell a piece of a land located in Johor Bahru, Malaysia (the "**Land**") at a consideration of approximately RM23.6 million. At 31 December 2022 and up to the date of this report, 40% (2021: 20%) of the total consideration together with the related transaction costs, including legal and professional fee, were settled by the Group. The administrative process for registration of the legal title of the Land is still in progress.

According to the Agreement, before transferring the legal title of the Land, it was required to obtain the conversion approval from agriculture land to industrial land. Up to 31 December 2022, the Land was converted from agriculture land to industrial land and the administrative process for registration of the legal title of the Land is still in progress. Upon completion of the registration of the legal title, the remaining balance of the total consideration will be fully settled by the Group to the Vendor.

(b) Commitments under operating leases

The Group as lessor

The Group leases out its properties under operating leases with average lease terms of three years. The future aggregate minimum rental receivables under non-cancellable operating leases are as follows:

	2022 RM'000	2021 RM'000
Within one year	86	–
In the second to third years inclusive	45	–
	131	–

32. CAPITAL MANAGEMENT

The objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to provide returns for equity owners. The Group manages its capital structure and makes adjustments, including payment of dividend, call for additional capital from equity owners or sale of assets to reduce debts. No changes were made in the objectives, policies or processes during the years ended 31 December 2022 and 2021.

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Pursuant to the Hong Kong Companies Ordinance, the statement of financial position of the Company and the movement in its reserve is set out below:

	Note	2022 RM'000	2021 RM'000
Non-current assets			
Property, plant and equipment		1,298	1,535
Investments in subsidiaries	33(a)	–*	–*
		1,298	1,535
Current assets			
Other receivables		77	360
Amounts due from subsidiaries	33(b)	28,962	28,985
		29,039	29,345
Current liabilities			
Other payables		696	541
Amounts due to subsidiaries	33(b)	3,590	3,470
		4,286	4,011
Net current assets		24,753	25,334
NET ASSETS		26,051	26,869
Capital and reserves			
Share capital	23	3,379	3,379
Reserves	33(c)	22,672	23,490
TOTAL EQUITY		26,051	26,869

* Represent amount less than RM1,000.

The statement of financial position was approved and authorised for issue by the Board of Directors on and signed on its behalf by

Dato' Tan Meng Seng
Director

Dato' Tan Mein Kwang
Director

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

33(a). Investments in subsidiaries

Investments in subsidiaries represents 100% of the issued share capital of Oren Holdings, MyGift Holdings and MBV (HK).

33(b). Amounts due from/to subsidiaries

The amounts due from/to subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand.

33(c). Movement of share capital and reserves

	Share capital RM'000 (Note 23)	Share premium RM'000 (Note 24(a))	Translation reserve RM'000 (Note 24(c))	Accumulated losses RM'000	Total RM'000
At 1 January 2021	3,379	45,543	(2,025)	(17,630)	29,267
Loss for the year	–	–	–	(2,896)	(2,896)
Other comprehensive income:					
Exchange differences on translation	–	–	498	–	498
Total comprehensive income (loss) for the year	–	–	498	(2,896)	(2,398)
At 31 December 2021 and 1 January 2022	**3,379**	**45,543**	**(1,527)**	**(20,526)**	**26,869**
Loss for the year	**–**	**–**	**–**	**(2,448)**	**(2,448)**
Other comprehensive income:					
Exchange differences on translation	**–**	**–**	**1,630**	**–**	**1,630**
Total comprehensive income (loss) for the year	**–**	**–**	**1,630**	**(2,448)**	**(818)**
At 31 December 2022	**3,379**	**45,543**	**103**	**(22,974)**	**26,051**

During the years ended 31 December 2022 and 2021, certain corporate administrative expenses of the Company were borne by the subsidiaries of the Company without recharge.

Five-Year Financial Summary

The following is a summary of the published results and assets and liabilities of the Group for the last five financial years. The financial information for the year ended at 31 December 2022, 2021 and 2020 is extracted from the consolidated financial statements in this annual report while the relevant information for the years ended at 31 December 2018 and 2019 is extracted from the Prospectus.

	Results of the Group for the years ended 31 December				
	2022	2021	2020	2019	2018
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	**198,927**	120,771	109,459	178,206	164,137
Gross profit	**53,184**	32,354	30,295	54,145	50,078
Profit for the year attributable to owners of our Company	**15,104**	9,326	386	18,923	20,419
Non-IFRSs measures:					
Profit for the year attributable to owners of our Company	**15,104**	9,326	386	18,923	20,419
Add: Listing expenses	**–**	–	7,370	6,117	2,540
Adjusted profit for the year attributable to owners of our Company (Note)	**15,104**	9,326	7,756	25,040	22,959

Note: Adjusted profit for the year attributable to owners of our Company was calculated based on our profit for the year attributable to owners of our Company excluding non-recurring listing expenses. This is a non-IFRS measure. In addition to the IFRSs measures in our consolidated/combined financial statements, we also use the non-IFRSs financial measures of adjusted profit for the year attributable to owners of our Company to evaluate our operating performance. Our directors believe that this non-IFRSs measure provides useful information to investor in understanding and evaluating our consolidated/combined results of operations in the same manner as our management and in comparing financial results across accounting periods and to those of our peer companies.

	Assets and liabilities of the Group at 31 December				
	2022	2021	2020	2019	2018
	RM'000	RM'000	RM'000	RM'000	RM'000
Non-current assets	**43,007**	39,162	32,649	33,212	32,278
Current assets	**143,439**	130,079	126,240	87,670	88,326
Current liabilities	**7,309**	6,504	5,562	15,445	34,715
Net current assets	**136,130**	123,575	120,678	72,225	53,611
Net assets/Total equity	**173,398**	156,017	146,223	97,326	77,658