

REPORT OF THE DIRECTORS

董事會報告書

The directors of the Company (the “Board”) submit their report together with the audited financial statements for the year ended 31 March 2023.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in Note 37 on pages 156 to 159 to the financial statements.

BUSINESS REVIEW

A fair review of the Group’s businesses for the year ended 31 March 2023 and an indication of likely future development in the Group’s businesses are set out under Management Discussion and Analysis on pages 26 to 30.

There were no important events affecting the Group that have occurred since the end of FY2022/23.

Stelux is a company that cares about the way it does business, the way we engage with our customers, our employees, our suppliers, and others in general. Certain core principles underpin the way we achieve our business objectives. We engage our business partners and treat our employees in a fair, honest and responsible manner to deliver sustainable results to our shareholders.

Our vision to “Beautify and enrich lives through our products and services” underscores the way we engage with our customers. From our lifestyle products, ranging from trendy watches and smart watches available at our physical and online stores, we strive to deliver a personal shopping experience to our customers engaging them through traditional and social media.

Customers looking for a wide brand selection will enjoy shopping at multi-branded retailer “CITY CHAIN”, appealing to customers who enjoy fashionable watches.

本公司董事會（「董事會」）提呈董事會報告書連同截至2023年3月31日止年度的經審核財務報表。

主要業務

本公司的主要業務為投資控股。其主要附屬公司的業務載於財務報表第156頁至第159頁附註37。

業務回顧

有關截至2023年3月31日止年度本集團業務的公平檢討及本集團業務未來可能發展的評論載於第26頁至第30頁的管理層討論及分析。

自於2022/23財政年度結束以來，概無發生對集團造成影響的重要事件。

寶光一直重視其經營業務的手法以及與顧客、員工、供應商及其他人士的互動形式。我們依照若干核心原則經營業務，務求實現業務目標。我們以公平、誠實及負責的態度與業務夥伴合作及對待員工，從而為股東帶來持續回報。

「通過我們提供的產品和服務，豐富和美化您的生活」的願景強調了我們服務客戶的方式。由我們的實體店舖及網上購物平台所提供的潮流手錶及智能穿戴式裝置等生活產品，本集團致力為顧客帶來傳統及社交媒體層面的個人購物體驗。

作為多樣化品牌零售商，「時間廊」讓客戶享有廣泛的鐘錶品牌選擇，吸引追求時尚鐘錶的客戶。

As for the Group's watch wholesale business, (in addition to selling to CITY CHAIN), our customers comprise of a large network of independent dealer stores spanning, Hong Kong, Singapore and Malaysia. Many of these dealers have been doing business with the Group for an average period of over 25 years. Some of our watch dealers operate at least 2 points of sales.

With older workers delaying retirement and younger workers joining the workforce, the Group is aware of the challenges brought on by these underlying structural changes and also higher employee expectations towards work life balance and work fluidity. We continue with our mission to grow, respect and reward our employees as they progress their careers with us. More details on the Group's employment policies can be found on pages 171 to 181 of the Environmental, Social and Governance Report.

The Group's suppliers are an important component of our businesses, ranging from upstream component vendors, assemblers and manufacturers to downstream third party brand principals and distributors, where third party brands are sourced. Some brand principals have been partnering the Group for over 20 years. Credit terms granted by the Group's suppliers range from 30 to 90 days. More details on our suppliers and business partners are set out on pages 181 to 184 of the Environmental, Social and Governance Report.

Businesses require stable relationships with their lenders. Without exception, the Group maintains strong and active communications with its lenders who provide important trade and other short and long term credit facilities. These lenders range from local banks with strong local connections to regional and global banks with solid reputations.

The Group faces certain principal risks and uncertainties, described below (in no order of preference):

關於本集團的鐘錶批發業務(銷售予時間廊除外)，本集團的客戶包括龐大的獨立代理店舖網絡，橫跨香港、新加坡及馬來西亞。大部分代理商與本集團於業務上已合作多年，平均年期超過25年。部份鐘錶代理商於最少2個銷售點經營。

隨著老年員工延遲退休及年輕員工人加入工作崗位，本集團關注到勞工市場的潛在結構變化及員工對工作生活平衡及工作流動性的更高期望帶來挑戰。我們亦明白使命感對員工表現、滿意程度及留任率極為重要，我們將繼續履行我們的使命，在員工與我們的職業生涯中不斷成長、尊重及獎勵他們。有關本集團僱員政策的詳情載於環境、社會及管治報告內第171頁至第181頁。

本集團的供應商為業務的重要部分，包括從事上游業務的零件供應商、裝配商和製造商以及從事下游業務的第三方品牌代理及分銷商。一些品牌代理與本集團合作已超過20年。本集團供應商授出的信貸期介乎30至90日。有關供應商及業務夥伴的詳情載於環境、社會及管治報告內第181頁至第184頁。

企業須與借貸人保持穩定的關係。本集團與其借貸人維持良好及積極溝通，以獲取重要貿易融資(包括其他短期及長期貿易融資)。我們的借貸人包括擁有強大網絡的本地銀行以及具備良好聲譽的地區及國際銀行。

本集團所面對的主要風險及不確定性如下(排名不分先後)：

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Due to the challenging business environment, cash flow management was strengthened with appropriate measures adopted to improve liquidity. For more details, refer to the “Finance” section of the Management, Discussion and Analysis on pages 30 to 32.

As inventory levels impact sales, profitability and cash flows and with long production lead times for some products, effective inventory management is important. Systems are in place to ensure key functions including merchandising, store operations and finance closely monitor metrics like, inventory levels, aging and turnover ratios. The Group adopts a conservative approach to ordering and purchasing stock with increased monitoring due to the adverse business environment. There are also measures to fasten stock turn and to facilitate disciplined capital management including flexible cross regional clearance initiatives.

Securing the right store location at an appropriate rental is another principal driver of performance and affects Group turnover and profitability. Leasing, store operations, finance and senior management review and assess location suitability using a checklist of pre-agreed criteria. A dedicated leasing team focuses on leasing strategies and activities in our major markets.

Product sourcing impacts Group turnover, gross margins and inventory levels. CITY CHAIN being a multi-branded retailer, sources a proportion of products from third party brand principals or distributors and there is no assurance that supply will continue on terms acceptable to the Group. CITY CHAIN has a dedicated merchandising function to focus on sourcing of non-house branded products and maintaining good relationships, particularly with principal suppliers. We look to form medium to long term strategic brand partnerships with our suppliers, working closely with them to facilitate the sharing of fashion trends and market information. To stay attuned to customer tastes and preferences, market research on social media trends, competitors’ offerings and market visits are carried out regularly, and customer feedback is closely monitored.

The Group’s financial risks and relevant management policies can be found in the “Finance” section under Management, Discussion and Analysis on pages 30 to 32 and Note 6 to the Consolidated Financial Statements.

Laws and regulations governing consumer protection, employment and personal data have a significant impact on the Group’s retail businesses.

由於營商環境充滿挑戰，本公司更加重視現金流管理，並採取適當措施加強流動性。進一步詳情載於第30頁至第32頁的管理層討論及分析內「財務」一節。

由於存貨水平影響銷售、盈利能力、現金流量及若干生產週期較長的产品，故有效的存貨管理甚為重要。集團已建立系統以確保透過主要職能，包括商品、店舖營運及財務，密切監察指標、存貨水平、賬齡及週轉率。由於不利的商業環境，本集團採取保守方式訂購及購買存貨。亦有措施加快存貨週轉期，並加強資本管理紀律，包括採取彈性跨區減存貨的措施。

能確保於合適地點並按合適的租金開設店舖是另一個對業績表現的主要推動力，並影響集團營業額及盈利水平。不同的部門，包括租賃、店舖營運、財務及高級管理層利用預先協定的準則審核及評估位置合適度。本集團設有租賃團隊專注於主要市場的租賃策略及活動。

產品採購影響集團營業額、毛利率及存貨水平。「時間廊」作為多品牌零售商，不少產品均採購自第三方品牌代理或分銷商，因此難確保供應符合集團可接受的條款。「時間廊」設有採購部，專注於採購非自家品牌產品尤其與主供應商維持良好關係。本集團採取與供應商建立中長期戰略品牌合作夥伴關係的策略與其密切合作，促進交流時尚趨勢及市場資料。為適時了解客戶喜好，本集團定期進行社交媒體市場研究、競爭對手的產品及考察，並對客戶反饋進行密切監控。

有關本集團財務風險及有關管理政策的詳情載於管理層討論及分析內的「財務」部分第30頁至第32頁及綜合財務報表附註6。

監管消費者保障、僱傭及個人資料的法律及法規對本集團的零售業務造成重大影響。

A non-exhaustive list of these laws are:

- Personal Data Protection (see pages 188 to 189)
- Employment (see page 175 to 176)

A non-exhaustive list of relevant applicable consumer protection legislation for each territory where the Group operates are as follows:

Mainland China:

- Law of the People's Republic of China on the Protection of Consumer Rights and Interests (2013 Amendment)

Hong Kong:

- Control of Exemption Clauses (Amendment) Ordinance 2018 (Cap. 71)
- Sale of Goods (Amendment) Ordinance 2018 (Cap. 26)
- Trade Descriptions (Amendment) Ordinance 2022 (Cap. 362)

Macau:

- Consumer Rights and Interests Protection Law (Law No. 9/2021)

Malaysia:

- Consumer Protection (Amendment) Act 2019
- Sale of Goods (Amendment and Extension) Act 1990

Singapore:

- Consumer Protection (Fair Trading) Act 2003 (Revised 2020) (Chapter 52A)
- Consumer Protection (Trade Descriptions And Safety Requirements) Act 1975 (Revised 2020) (Chapter 53)
- Sale of Goods Act 1979 (Revised 2020) (Chapter 393)

Thailand:

- Consumer Protection Act B.E. 2522 (1979)(Amendment B.E. 2562 (2019))

The Group has an in-house legal function and where necessary seeks external legal advice and training to keep abreast of latest developments in different areas of law. There was no material non-compliance with the above laws and regulations for the year ended 31 March 2023.

此等法律的一個非詳盡的清單：

- 個人資料保障(參閱第188至189頁)
- 僱傭(參閱第175至176頁)

本集團經營所在每個地區的相關的適用消費者保障法規的非詳盡清單如下：

中國內地：

- 中華人民共和國消費者權益保護法(2013年修正)

香港：

- 第71章《2018年管制免責條款(修訂)條例》
- 第26章《2018年貨品售賣(修訂)條例》
- 第362章《2022年商品說明(修訂)條例》

澳門：

- 第9/2021號法律—消費者權益保護法

馬來西亞：

- 2019年消費人保護(修訂)法令
- 1990年貨品銷售(修訂及擴展)法

新加坡：

- 第52A章2003年消費者保障(公平交易)法(2020年修訂)
- 第53章1975年消費者保障(商品說明及安全規定)法(2020年修訂)
- 第393章1979年商品銷售法(2020年修訂)

泰國：

- 1979年消費者保護法B.E. 2522 (B.E. 2562 (2019年)修訂)

本集團設有內部法律部門，並於需要時尋求外部法律意見及培訓，以了解不同範疇相關法律的最新發展情況。於截至2023年3月31日止年度，本集團並無嚴重違反以上法律及法規。

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Climate change and other social issues may at times impact our business decisions and actions. Our environmental policy is based on 3R's – to reduce, reuse or recycle whenever feasible or practical so as to reduce our environmental impact. Changing the way we consume the earth's resources requires the collective efforts of individuals and businesses together with supportive and progressive environmental policies enacted by governments. The different regions where we operate in have varying degrees of commitment to environmental friendly legislation, regulations and practices, and in places with less awareness, there are more constraints on our performance.

Further reporting on environmental matters can be found on pages 165 to 171 of the Environmental, Social and Governance Report.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2023 are set out in the consolidated income statement and statement of other comprehensive income on page 44.

No interim dividend was paid during the year (2022: nil).

The directors did not recommend the payment of a final dividend in respect of the year ended 31 March 2023 (2022: nil).

DONATIONS

During the year, the Group made charitable and other donations of HK\$132,000.

SHARES ISSUED IN THE YEAR

Details of the shares issued in the year ended 31 March 2023 are set out in Note 26 to the financial statements.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 1 of this annual report.

DISTRIBUTABLE RESERVES

As at 31 March 2023, the distributable reserves of the Company available for distribution as dividends to shareholders amounted to HK\$32.737 million (2022: HK\$32.737 million).

氣候變化及其他社會問題於任何時候或對我們的業務決策及措施造成一定影響。我們的環境政策根據減量、再利用及循環使用的環保3R原則而定，以減少環境影響。改變消耗地球資源的模式須集合個人及商界的共同努力，並配合政府推行的鼓勵及推動環保政策。本集團不同的營運所在地區都推行不同程度的環保法例、法規及慣例，但低環保意識的地區則對本集團的表現造成較多限制。

環保事項的進一步匯報詳情載於第165頁至第171頁的環境、社會及管治報告。

業績及股息

本集團截至2023年3月31日止年度的業績載於第44頁的綜合收益表及其他全面收益表內。

年內，本公司並沒有派發中期股息（2022年：無）。

董事會不建議派發截至2023年3月31日止年度的末期股息（2022年：無）。

捐款

年內，本集團作出慈善及其他捐款港幣132,000元。

年內已發行股份

截至2023年3月31日止年度已發行的股份的詳情載於財務報表附註26。

五年財務摘要

本集團於過去五個財政年度之業績以及資產及負債摘要載於年報第1頁。

可分派儲備

於2023年3月31日，本公司可作為股息向股東分派的可分派儲備為港幣32.737百萬元（2022年：港幣32.737百萬元）。

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws although there is no restriction against such rights under the laws in Bermuda.

DIRECTORS AND INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

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

Joseph C. C. Wong	(Chairman and Chief Executive Officer)
Suriyan Joshua Kanjanapas	(non-executive director)
Wallace Kwan Chi Kin	(executive director and CFO)
Agnes Kwong Yi Hang	(independent non-executive director) (retired on 16 August 2022)
Jeff Ho Chi Kin	(independent non-executive director)
Ricky Lai Kai Ming	(independent non-executive director)
Honnus Cheung Ho Ling	(independent non-executive director) (appointed from 16 August 2022)

In accordance with the Company's Bye-law 110(A), Mr. Wallace Kwan Chi Kin and Mr. Ricky Lai Kai Ming will retire by rotation at the Company's forthcoming Annual General Meeting ("AGM") and, being eligible, offer themselves for re-election.

During the year and up to the date of this report, Mr. Joseph C. C. Wong, Mr. Suriyan Joshua Kanjanapas and Mr. Wallace Kwan Chi Kin are also directors in certain subsidiaries of the Company. Other directors of the Company's subsidiaries in Hong Kong during the year and up to the date of this report are: Ms. Kelly Liao Ching Mei, Mr. William Hui Kin Wai, Ms. Stella Chow Yin Oi and Mr. Johnny Chan Koon Kiu.

No director has a service contract with the Company which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

The Company's directors have formal letters of appointment setting out the key terms and conditions of their appointment. During the year, Mr. Wallace Kwan Chi Kin was eligible to an annual bonus determinable under the terms of a KPI based executive bonus scheme with respect to his management of the Group. Provision for the bonus under the executive bonus scheme for the year ended 31 March 2023 amounted to HK\$1,450,000 (2022: HK\$1,450,000). Mr. Joseph C. C. Wong did not participate in the executive bonus scheme for the year ended 31 March 2023.

優先認股權

本公司的公司細則並無有關優先認股權的規定，百慕達的法例亦無對該等權利作出限制。

董事及交易、協議及合約權益

年內及直至本報告日期的在任董事如下：

黃創增	(主席及行政總裁)
黃瑞欣	(非行政董事)
關志堅	(行政董事及首席財務總裁)
鄺易行	(獨立非行政董事) (於2022年8月16日退任)
何致堅	(獨立非行政董事)
黎啟明	(獨立非行政董事)
張可玲	(獨立非行政董事) (於2022年8月16日獲委任)

按照公司細則第110(A)條，關志堅先生及黎啟明先生將於本公司應屆股東週年大會（「股東週年大會」）輪席告退，彼等合資格並願膺選連任。

年內及直至本報告日期，黃創增先生、黃瑞欣先生及關志堅先生同為本公司若干附屬公司董事。年內及直至本報告日期，其他香港本公司附屬公司董事：廖晶薇女士、許健偉先生、周燕愛女士及陳冠橋先生。

各董事概無與本公司訂立本公司不可於1年內免付補償（法定賠償除外）而終止的服務合約。

本公司董事均有正式委任信，載列其委任的主要條款及條件。年內，關志堅先生就管理本集團作出貢獻而合資格根據「關鍵績效指標」之行政人員花紅計劃條款獲得待定金額之年度花紅。截至2023年3月31日止年度，就行政人員花紅計劃合資格董事而作出之行政人員花紅撥備為港幣1,450,000元（2022年：港幣1,450,000元）。黃創增先生未參加截至2023年3月31日止年度的行政人員花紅計劃。

DIRECTORS AND INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS (continued)

Apart from the foregoing and continuing connected transactions of the Group, no other transactions, arrangements and contracts of significance in relation to the Group's businesses to which the Company's subsidiaries or its holding company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES**Chairman and Chief Executive Officer**

Chumphol KANJANAPAS (aka Joseph C. C. WONG), aged 63, was appointed an executive director of the Company in 1986. Mr. Wong undertook his tertiary studies in the United Kingdom. He graduated from the University of Bradford with a B.Sc. in Industrial Engineering (First Class Honours). Mr. Wong also holds a M.Sc. (with Distinction) in Operational Research from the University of Southampton. Mr. Wong is the Founding Honorary Patron of the HKU Foundation for Education Development and Research and has been serving the Board of Directors of the Foundation for over 20 years. He is also a member of the Court of the University of Hong Kong. He was awarded an Honorary Fellowship by the University of Hong Kong in 2012. He is the father of Mr. Suriyan KANJANAPAS (aka Suriyan Joshua KANJANAPAS), non-executive director of the Company.

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Suriyan KANJANAPAS (aka Suriyan Joshua KANJANAPAS), aged 31, was appointed a non-executive director of the Company on 20 October 2021. He holds a Bachelor of Business Administration and Law, a Bachelor of Laws and a Postgraduate Certificate in Laws from the University of Hong Kong. He also holds a Masters of Science in Development Management from the London School of Economics and Political Science. He has been a practising barrister since 2018, with a predominantly civil practice, specialising in construction and company law. Mr. Kanjanapas has also been a non-clinical lecturer for contract and land law at the University of Hong Kong since 2019. He was admitted as a Member of the Chartered Institute of Arbitrators in 2021. He is the son of Mr. Chumphol Kanjanapas (also known as Joseph C.C. WONG), the Chairman and Chief Executive Officer of the Company.

董事及交易、協議及合約權益 (續)

除上述者及本集團的持續關聯交易外，於年終時或年內任何時間，概無任何本公司附屬公司或其控股公司所簽訂而本公司董事及其關聯方直接或間接享有重大利益之與本集團業務有關之重要交易、協議及合約。

董事及高級管理人員的履歷詳情**主席及行政總裁**

黃創增先生，63歲，於1986年獲委任為本公司行政董事。黃先生於英國接受高等教育，畢業於布拉德福德大學並擁有工業工程專業理學士學位（一級榮譽）。黃先生亦持有英國南開普敦大學運籌學理碩士學位（最優等）。黃先生為香港大學教育發展研究基金會名譽贊助人並已於該基金的董事會任職逾二十年。彼亦為香港大學校董會的成員並於2012年獲得香港大學名譽院士銜頭。彼為本公司非行政董事黃瑞欣先生之父親。

董事

黃瑞欣先生，31歲，於2021年10月20日獲委任為本公司非行政董事。黃先生持有香港大學工商管理學學士（法學）及法學士及法學研究生證書。彼亦持有倫敦政治經濟學院發展管理學碩士學位。自2018年起，彼一直為一名執業大律師，主要從事民事執業，專長於建築及公司法。自2019年起，黃先生亦於香港大學擔任合同及土地法的非臨床講師。於2021年，彼獲英國特許仲裁師公會接納為會員。彼為本公司主席及行政總裁黃創增先生之子。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES *(continued)*

Directors *(continued)*

Wallace KWAN Chi Kin, aged 53, joined the Group in November 2011 as Group Finance Director and was appointed an executive director and Chief Financial Officer of the Company in July 2013. Mr. Kwan holds a Bachelor of Social Science Degree from The Chinese University of Hong Kong. He also holds a MBA from the University of Manchester and a LLM in Corporate & Financial Law from The University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants and also a fellow of the Association of Chartered Certified Accountants. Mr. Kwan has 30 years of experience in financial management having worked at an international audit firm and several listed companies.

Agnes KWONG Yi Hang, aged 63, holds a PhD in Molecular Immunology from the University of Hong Kong and an MBA from Troy State University in the USA. She was appointed an independent non-executive director of the Company in 2006. She has a background in consulting with a major focus on health and environmental sustainable living.

董事及高級管理人員的履歷詳情 *(續)*

董事 *(續)*

關志堅先生，53歲，自2011年11月加入本集團出任集團首席財務總監及於2013年7月獲委任為本公司行政董事及首席財務總裁。彼擁有香港中文大學社會科學學士。彼亦擁有曼徹斯特大學工商管理碩士及香港大學公司及金融法法學碩士。彼為香港會計師公會會員及特許公認會計師公會資深會員。關先生曾在國際審計師事務所及數間上市公司任職，擁有大約30年的財務管理經驗。

鄺易行博士，63歲，擁有香港大學頒授之分子免疫學博士銜頭及美國Troy State University頒授之工商管理碩士銜頭。彼於2006年獲委任為本公司獨立非行政董事。彼擁有顧問背景，主要專注健康及環保生活方式。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES *(continued)*

Directors *(continued)*

Mr. Jeff HO Chi Kin, aged 54 was appointed an independent non-executive director of the Company on 28 August 2020. He holds a MBA from Hawaii Pacific University and a BBA from the University of Hawaii. Mr. Ho is a qualified accountant and a member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in the operation and development of online social platforms, online advertising service business and mobile online games in Mainland China. In addition, he has over 20 years of experience in wealth management services in Mainland China, Hong Kong and USA, providing independent financial consulting services for high-end customers, focusing on corporate restructuring, mergers and acquisitions and assisting domestic clients with managing assets in their overseas listings. Mr. Ho was an executive director and chief executive officer of Smartac International Holdings Ltd from December 2019 to April 2021. Prior to that, Mr. Ho was an executive director, and chief financial officer of Daohe Global Group Limited, (HKEX stock code: 915), from 2018 to 2019. Mr. Ho began his career as an accountant at Tang and Wong CPA in Hawaii in 1993. From 2000 to 2005, he was a principal for audit and assurance at CCP C.P.A. Limited where he served clients in the property, manufacturing, construction, trading and retailing, hotels and financial sectors. From 2005 to 2016, Mr. Ho was founder and managing director of TAKA International Corporation, a professional firm for corporate restructuring, company secretarial and accounting services in Mainland China. TAKA International Corporation was acquired by the Vistra Group in 2014.

董事及高級管理人員的履歷詳情 *(續)*

董事 *(續)*

何致堅先生，54歲，於2020年8月28日獲委任為本公司獨立非行政董事。彼持有夏威夷太平洋大學工商管理碩士學位及夏威夷大學工商管理學士學位。何先生為合資格會計師，並為香港會計師公會會員。彼於中國內地線上社交平台、線上廣告服務業務及移動網絡遊戲擁有豐富的運營及開發經驗。此外，彼於中國內地、香港及美國積逾20年財富管理服務經驗，為高端客戶提供獨立財務諮詢服務，專注於企業重組、併購及協助國內客戶管理其海外上市資產。自2019年12月至2021年4月，何先生曾出任環球智能控股有限公司的執行董事及首席執行官。於此之前，自2018年至2019年，何先生亦曾任道和環球集團有限公司（股份代號：915）的執行董事及首席財務官。何先生於1993年在夏威夷的Tang & Wong會計師事務所擔任會計師開始其職業生涯。自2000年至2005年，彼為永新會計師事務所有限公司的審計及核證的合夥人，彼於該公司服務物業、製造、建築、貿易及零售、酒店及金融行業的客戶。自2005年至2016年，何先生為TAKA International Corporation的創辦人及董事總經理，該公司為一間在中國內地提供企業重組、公司秘書及會計服務的專業公司。TAKA International Corporation於2014年被瑞致達集團收購。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES *(continued)***Directors** *(continued)*

Ricky LAI Kai Ming, aged 52, was appointed an independent non-executive director of the Company on 31 August 2021. He obtained a Higher Diploma in English for Professional Communications from City Polytechnic of Hong Kong (currently known as City University of Hong Kong) in November 1994. He holds a Master of Business Administration degree from Lancaster University. Mr. Lai is also a Certified Anti-Money Laundering Specialist of The Association of Certified Anti-Money Laundering Specialist. From 1996 to 2016, Mr. Lai worked in several international banking roles with Standard Chartered Bank, Deutsche Bank and HSBC in London, Tokyo and Hong Kong in relation to corporate banking, risk management and compliance. Mr. Lai's last position was at HSBC where he was Head of Client Management, Global Banking and Markets in Hong Kong. Mr. Lai was the Chief Executive Officer of FWM Group from December 2016 to April 2022, a multi-concept hospitality group operating restaurant concepts, including Morton's of Chicago, Morton's Grille and The Butchers Club in Beijing, Shanghai, Guangzhou, Hong Kong, Shenzhen and Taipei. Mr. Lai had been instrumental in building up FWM Group's restaurant network across China, with over 24 new units opening during his tenure with the FWM Group. Mr. Lai was the President of Red Lobster China, a seafood concept chain of restaurants which has over 750 outlets worldwide, from April 2018 to April 2022. Mr. Lai has been an independent non-executive director, the remuneration committee chairman, the audit committee member and the nomination committee member of i-Control Holdings Limited (HKEX stock code: 1402) since 31 May 2022.

董事及高級管理人員的履歷詳情 *(續)***董事** *(續)*

黎啟明先生，52歲，於2021年8月31日獲委任為本公司獨立非行政董事。黎先生於1994年11月獲得香港城市理工學院(現稱為香港城市大學)的專業通訊英語高級文憑。彼持有蘭卡斯特大學工商管理碩士學位。黎先生亦為公認反洗黑錢專家協會之公認反洗黑錢專家。自1996年至2016年，黎先生在倫敦、東京及香港渣打銀行、德意志銀行及滙豐銀行擔任若干國際銀行的職務，涉及企業銀行業務、風險管理及合規。黎先生於滙豐銀行最後任職為香港環球銀行及市場的客戶管理主管。黎先生於2016年12月至2022年4月擔任FWM集團的首席執行官，FWM集團為一個多概念的餐飲集團，在北京、上海、廣州、香港、深圳及台北等地經營概念餐廳，包括Morton's of Chicago、Morton's Grille及The Butchers Club。黎先生在建立FWM集團在中國之餐飲網絡方面發揮重要作用，其任職FWM集團期間有逾24家新餐廳開業。黎先生於2018年4月至2022年4月擔任Red Lobster China的總裁，其為一家海鮮概念的連鎖餐廳，在全球擁有超過750家門店。從2022年5月31日起，黎先生為超智能控股有限公司(股份代號：1402)之獨立非執行董事、薪酬委員會主席、審核委員會成員以及提名委員會成員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES (continued)

Directors (continued)

Honnus CHEUNG Ho Ling, aged 52, who has over 20 years of working experience, specializes in building operations, providing financial leadership and spearheading mergers and acquisitions and fundraising across the global media, mobile, e-commerce, internet and fintech industries and has expertise in digital transformation, environmental, social and governance (ESG), finance, and start-up topics. Ms. Cheung is the co-founder and the chief strategy officer of Mojodomo Group, a financial technology startup. She is primarily responsible for investment and providing strategic direction to expand Mojodomo Group's business globally. She is currently an independent non-executive director, the remuneration committee member, the audit committee member and the nomination committee member of Mobvista Inc., which is a listed company in Hong Kong (HKEX Stock Code: 1860). From 2017 to March 2021, Ms. Cheung was an independent non-executive director and the chairman of the audit committee of iClick Interactive Asia Group Limited (NASDAQ: ICLK), an independent online marketing technology platform. From September 2007 to July 2019, Ms. Cheung was the chief financial officer, Asia of Travelzoo (NASDAQ: TZOO), a global internet media company, and served as its general manager, China from October 2017 to July 2019. She was also the co-owner of Travelzoo Asia and contributed to its establishment. Prior to joining Travelzoo, she was a founding executive of Yahoo Asia and worked here as the regional finance director from April 1999 to August 2007. Prior to this, she held various professional positions at American Standard Inc. and PricewaterhouseCoopers. She is a fellow member of the Hong Kong Institute of Certified Public Accountants, Certified Practising Accountants of Australia and the Hong Kong Institute of Directors (HKIoD.GD). Ms. Cheung received her bachelor of commerce degree from the University of Queensland, Australia and her master of business administration degree from the Northwestern University – Kellogg School of Management. Moreover, she obtained the Certificate of Sustainability Leadership from University of Cambridge, Executive Diploma in Corporate Governance and Sustainability Directorship from HKIoD and Financial Times Non-Executive Director Diploma.

董事及高級管理人員的履歷詳情 (續)

董事 (續)

張可玲女士，52歲，擁有20多年的工作經驗，擅長於全球媒體、移動通信、電子商務、互聯網及金融科技行業創立業務、提供財務領導以及牽頭併購及籌資，並於數字化轉型、環境、社會和管治、金融及創業主題方面擁有專業知識。張女士是一家金融科技初創公司－Mojodomo集團的聯合創始人及首席策略官，彼主要負責Mojodomo集團的投資工作，並為該集團全球業務拓展提供戰略指導。張女士現為匯量科技有限公司（一間香港上市公司，聯交所股份代號：1860）之獨立非執行董事、薪酬委員會成員、審核委員會成員以及提名委員會成員。自2017年至2021年3月，張女士為一家獨立在線營銷技術平台愛點擊互動亞洲集團有限公司（納斯達克：ICLK）的獨立非執行董事兼審核委員會主席。自2007年9月至2019年7月，張女士為一家全球互聯網媒體公司－Travelzoo（納斯達克：TZOO）的亞洲區首席財務官，並自2017年10月至2019年7月擔任中國區總經理。彼亦為Travelzoo Asia的聯合擁有人，並為其創立作出貢獻。在加入Travelzoo之前，彼為雅虎亞洲區的創始高管，並於1999年4月至2007年8月在此擔任區域財務總監。在此之前，彼於美國標準公司及羅兵咸永道會計師事務所擔任不同的專業職位。張女士是香港會計師公會、澳洲會計師公會及香港董事學會（HKIoD.GD）的資深會員。張女士獲澳大利亞昆士蘭大學頒授商業學士學位，並獲美國西北大學凱洛格商學院頒授工商管理碩士學位。此外，彼獲得了由劍橋大學頒發的可持續發展領導力證書、由HKIoD頒發的公司治理和可持續發展董事的行政證書以及金融時報的非執行董事證書。

SHARE OPTIONS

The Company and its subsidiaries did not set up or operate any share option scheme for the year ended 31 March 2023 and up to the date of publication of this Annual Report.

DIRECTORS' INTERESTS

As at 31 March 2023, the interests and short positions of the directors, and the Company's chief executive in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

(a) The Company – Ordinary shares

Long position in shares and underlying shares of the Company

購股權

本公司及其附屬公司於截至2023年3月31日止年度及直至本年報刊發日期並無設立或進行任何購股權計劃。

董事之權益

於2023年3月31日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條而置存之登記冊所記錄，董事及本公司之最高行政人員於本公司或其任何相聯法團（按證券及期貨條例第XV部之定義）之股份、相關股份及債券中擁有之權益及淡倉，或根據上市發行人董事進行證券交易之標準守則而須知會本公司及聯交所之權益及淡倉如下：

(a) 本公司－普通股

於本公司之股份及相關股份之好倉

Name of Director	Number of shares 股份數目				Total	Approximate percentage of the total shares in issue as at 31 March 2023 於2023年 3月31日佔全部 已發行股份 之概約百分比
	Personal interest	Family interest	Corporate/ trust interest	Other interest		
董事姓名	個人權益	家屬權益	法團/ 信託權益	其他權益	總數	
Mr. Joseph C. C. Wong 黃創增先生	548,474,814	11,000	855,200 (Note 1) (附註1)	–	549,341,014	52.49

DIRECTORS' INTERESTS (continued)

Notes:

- (1) As at 31 March 2023, Yee Hing Company Limited held 855,200 shares of the Company through its subsidiary Active Lights Company Limited, 55% of the total issued ordinary shares of Yee Hing Company Limited is held by Klayze Holdings Limited, which is the trustee of a discretionary trust (the "Trust"). Mr. Joseph C. C. Wong is a beneficiary of the Trust and was therefore deemed to be interested in 855,200 shares of the Company through the Trust's interest in Yee Hing Company Limited.
- (b) Subsidiaries – Preference shares

董事之權益(續)

附註：

- (1) 於2023年3月31日，義興有限公司通過其附屬公司Active Lights Company Limited持有本公司855,200股股份。Klayze Holdings Limited以作為一項酌情信託(「信託」)之受託人身份持有義興有限公司全部已發行普通股之55%權益。黃創增先生為信託之受益人，故被視為通過信託於義興有限公司之權益而擁有本公司855,200股股份權益。
- (b) 附屬公司－優先股

	Number of shares 股份數目				Total 總數	Approximate percentage of the total preference shares in issue as at 31 March 2023 於2023年3月 31日佔全部已 發行優先股 概約百分比
	Personal interests 個人權益	Family interest 家屬權益	Corporate/ trust interest 法團/ 信託權益	Other Interest 其他權益		
(i) City Chain (Thailand) Company Limited – Preference shares ¹ City Chain (Thailand) Company Limited – 優先股 ¹						
Mr. Joseph C. C. Wong 黃創增先生	200	–	208,800	–	209,000	99.52
(ii) Stelux Watch (Thailand) Company Limited – Preference shares ² Stelux Watch (Thailand) Company Limited – 優先股 ²						
Mr. Joseph C. C. Wong 黃創增先生	600	–	–	–	600	16.67
(iii) Stelux (Thailand) Limited – Preference shares ³ Stelux (Thailand) Limited – 優先股 ³						
Mr. Joseph C. C. Wong 黃創增先生	5,100	–	–	–	5,100	100

DIRECTORS' INTERESTS (continued)

Notes:

- (1) City Chain (Thailand) Company Limited is a subsidiary of the Company. Each preference share carries a right to vote and a right to an annual fixed dividend but not to any other profit sharing.
- (2) Stelux Watch (Thailand) Company Limited is a subsidiary of the Company. Each preference share carries a right to vote and a right to an annual fixed dividend but not to any other profit sharing.
- (3) Stelux (Thailand) Limited is a subsidiary of the Company. Mr. Joseph C. C. Wong is entitled to approximately 8.6% of the voting power of such subsidiary and an annual fixed dividend by virtue of the 5,100 preference shares held by him but not to any other profit sharing.

Save as disclosed above, no directors, chief executive of the Company or their associates have any interest or short positions in the shares or underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies or no such interest or right has been granted or exercised.

INTERESTS OF SHAREHOLDERS DISCLOSEABLE PURSUANT TO THE SFO

As at 31 March 2023, the following persons had interests in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

董事之權益 (續)

附註：

- (1) City Chain (Thailand) Company Limited為本公司的附屬公司。每股優先股享有投票權及每年的固定股息，但並無權利分取任何其他盈利。
- (2) Stelux Watch (Thailand) Company Limited為本公司的附屬公司。每股優先股享有投票權及每年的固定股息，但並無權利分取任何其他盈利。
- (3) Stelux (Thailand) Limited為本公司的附屬公司。黃創增先生於該附屬公司所持有的5,100股優先股享有該附屬公司大概8.6%投票權及每年的固定股息，但並無權利分取任何其他盈利。

除上文所披露者外，根據本公司依據證券及期貨條例第352條而置存登記冊所記錄或本公司及聯交所根據上市公司董事進行證券交易的標準守則所獲通知，本公司各董事、最高行政人員或彼等的聯繫人士概無在本公司或其任何相聯法團(按證券及期貨條例第XV部的定義)的股份或相關股份及債券中擁有任何權益或淡倉或並無授出或行使該權益或權利。

根據證券及期貨條例須予以披露之股東權益

根據證券及期貨條例第336條而置存之登記冊所記錄，以下人士於2023年3月31日於本公司之股份或相關股份中擁有權益：

INTERESTS OF SHAREHOLDERS DISCLOSEABLE PURSUANT
TO THE SFO (continued)

根據證券及期貨條例須予以披露之股東權益(續)

Long position in shares and underlying shares of the Company

於本公司之股份及相關股份之好倉

Name of Shareholder 股東姓名	Number of shares 股份數目				Total 總數	Approximate percentage of the total shares in issue as at 31 March 2023 於2023年 3月31日佔全部 已發行股份 之概約百分比
	Personal interest 個人權益	Family interest 家屬權益	Corporate/ trust interest 法團/ 信託權益	Other interest 其他權益		
Mr. Joseph C. C. Wong 黃創增先生	548,474,814	11,000	855,200 (Note 1) (附註1)	–	549,341,014	52.49

Notes:

附註：

(1) As at 31 March 2023, Yee Hing Company Limited held 855,200 shares of the Company through its subsidiary Active Lights Company Limited, 55% of the total issued ordinary shares of Yee Hing Company Limited is held by Klayze Holdings Limited, which is the trustee of a discretionary trust (the "Trust"). Mr. Joseph C.C. Wong is a beneficiary of the Trust and was therefore deemed to be interested in 855,200 shares of the Company through the Trust's interest in Yee Hing Company Limited.

(1) 於2023年3月31日，義興有限公司通過其附屬公司Active Lights Company Limited持有本公司855,200股股份。Klayze Holdings Limited以作為一項酌情信託(「信託」)之受託人身份持有義興有限公司全部已發行普通股之55%權益。黃創增先生為信託之受益人，故被視為通過信託於義興有限公司之權益而擁有本公司855,200股股份。

INTERESTS OF SHAREHOLDERS DISCLOSEABLE PURSUANT TO THE SFO (continued)

Save as disclosed above, the directors are not aware of any person (other than a director or chief executive of the Company or his/her respective associate(s)), who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO as at 31 March 2023.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

MAJOR CUSTOMERS AND SUPPLIERS

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

Purchases	
– the largest supplier	63%
– five largest suppliers combined	82%
Sales	
– the largest customer	3%
– five largest customers combined	7%

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the best knowledge of the directors of the Company, at least 25% of the issued share capital of the Company was held by public members as at the date of this report.

根據證券及期貨條例須予以披露之股東權益(續)

除上文所披露者外，於2023年3月31日，按本公司根據證券及期貨條例第336條而置存之登記冊所記錄，董事概無知悉有任何人士(董事或本公司之最高行政人員或其各自之聯繫人除外)於本公司之股份或相關股份中擁有權益或淡倉。

上市證券的購買、出售或贖回

本公司於年內並無贖回其任何股份。本公司或其任何附屬公司於年內並無購買或出售本公司的任何股份。

主要客戶及供應商

本集團主要供應商及客戶應佔本年度採購額及銷售額百分比如下：

採購額	
– 最大供應商	63%
– 五大供應商合計	82%
銷售額	
– 最大客戶	3%
– 五大客戶合計	7%

就各董事所知各董事、彼等之聯繫人士或擁有本公司股本5%以上之股東並無於上述主要供應商或客戶擁有權益。

管理合約

年內，本公司並無簽訂或存有任何有關於整體或部分主要業務的管理及行政合約。

足夠公眾持股量

根據本公司可公開獲得之資料及據本公司董事所知，於本報告日期本公司已發行股本中至少25%由公眾人士持有。

CONTINUING CONNECTED TRANSACTIONS

The following continuing connected transactions are based on normal commercial terms agreed after arms' length negotiations between the relevant parties and are in the ordinary and usual course of business of the Group. The continuing connected transactions are subject to the annual review, reporting and announcement requirements under Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules") and exempt from independent shareholders' approval.

The Group's internal audit function conducted an audit to verify compliance of the following continuing connected transactions with the Listing Rules and a summary of the audit findings were presented to the independent non-executive directors as part of their annual review of the continuing connected transactions.

Continuing connected transactions of the Group for the financial year ended 31 March 2023

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive directors of the Company have reviewed the following continuing connected transactions and confirmed that all these transactions have been entered into by the Group:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) according to the agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with the Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The directors confirm that the Company's auditor has issued an unqualified letter in respect of the continuing connected transactions disclosed by the Group below in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Hong Kong Stock Exchange.

持續關聯交易

以下持續關聯交易乃基於相關訂約各方經公平磋商後協定的一般商業條款，並於本集團一般及日常業務過程中進行。持續關聯交易須遵守香港聯合交易所有限公司證券上市規則（「上市規則」）第14A章有關年度審閱、申報及公告的規定，並獲豁免獨立股東的批准。

本集團的內部審計部進行了審核，以核實下列各項持續關聯交易與上市規則的合規性。審核結果概要已呈報給獨立非行政董事作為年度審閱持續關聯交易的一部分。

本集團截至2023年3月31日止財政年度之持續關聯交易

根據上市規則第14A.55條，本公司的獨立非行政董事已審閱以下各項持續關聯交易，並已確認本集團的所有該等交易：

- (a) 於本集團一般及日常業務過程中訂立；
- (b) 按一般商業條款或更好條款訂立；及
- (c) 根據規管該等交易的相關協議按公平合理並符合本公司股東整體利益的條款訂立。

根據香港會計師公會頒佈的香港鑒證業務準則第3000號（修訂）「歷史財務資料審核或審閱以外之鑒證工作」並參考實務說明第740號「香港上市規則規定的持續關聯交易的核數師函件」，本公司核數師已受聘對本集團持續關聯交易作出報告。董事確認，根據上市規則第14A.56條，本公司核數師已就本集團以下披露的持續關聯交易發出無保留意見函件。本公司已向香港聯交所提供核數師函件副本。

CONTINUING CONNECTED TRANSACTIONS (continued)

持續關聯交易 (續)

Summary of the continuing connected transactions:

持續關聯交易概要：

1. Renewal of leases or licensing of office premises, storerooms, parking spaces and warehouse spaces

1. 更新租賃或獲許可使用辦公室場所、儲物室、車位及倉庫

Connected persons 關聯人士	Nature of transactions 交易性質	Income/ (expenses) 收入／(支出) HK\$'000 港幣仟元	Annual Caps 年度上限 HK\$'000 港幣仟元	Notes 附註
Mengiwa Property Investment Limited ("MPIL") as Landlord/Licensor 明華物業投資有限公司(「明華」)， 作為業主／許可人	Leasing of properties and Licensing of Storerooms 租賃物業及儲物室許可	(7,310)	(7,400)	(i), (iii) & (vi)
MPIL, as Licensor 明華，作為許可人	Licensing of parking spaces 車位許可	(433)	(500)	(i), (iii) & (vi)
Active Lights Company Limited ("ALCL") as Landlord Active Lights Company Limited (「ALCL」) 作為業主	Leasing of a warehouse and licensing of parking space 租賃倉庫及車位許可	(194)	(200)	(ii), (iii) & (v)
MPIL as Principal 明華，作為委託人	Provision of management and property agency liaison services 提供管理及物業代理 聯絡服務	2,580	2,580	(iv) & (vi)

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes:

All definitions in the notes below have the same meaning as referred to in the Company's announcement dated 24 March 2022 unless otherwise indicated.

(i) Leasing of properties and licensing of storeroom and parking spaces

On 24 March 2022, Stelux Holdings Limited ("SHL") and Thong Sia Watch Company Limited ("TSWCL"), wholly owned subsidiaries of the Company, each individually as tenant/licensee, entered into the Stelux House Tenancy Agreements, Stelux House Storeroom Licence and Stelux House Carpark Licence with MPIL in respect of the following properties:

Premises A:	whole of 27th floor and portion of 28th floor of Stelux House
Premises B:	office unit number 2206A on the 22nd floor of Stelux House
Premises C:	portion of 21st floor of Stelux House
Storeroom:	storeroom 6A on the 6th floor storeroom 6A on the 16th floor storeroom 1B on the 17th floor storeroom 6A on the 18th floor storeroom 6A on the 20th floor and storeroom 6A on the 22nd floor
Carpark:	nine carpark spaces at Stelux House

For a term of one year from 1 April 2022 up to and including 31 March 2023.

The total monthly rental for Premises A, B and C amounted to HK\$584,347.5 (exclusive of rates, government rent and management charges). The total monthly licence fees for Storeroom and Carpark amounted to HK\$24,840 and HK\$36,100 respectively (inclusive of rates, government rent and management charges). All rents and licence fees are payable monthly in advance in cash by the tenants/licensees on the first day of each and every calendar month.

The monthly rents of the above-mentioned premises and storerooms were determined on an arm's length basis taking into account a rental valuation conducted by an independent property valuer dated 24 March 2022 and as such reflected the prevailing market rental values/licence fees of the subject premises and storerooms. The monthly licence fee for the Stelux House Carpark Licence was determined on an arm's length basis taking into account prevailing market rates for carparking spaces in the vicinity of Stelux House. Accordingly, the directors considered the Stelux House Tenancy Agreements, Stelux House Storeroom Licence and Stelux House Carpark Licence were on normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

持續關聯交易(續)

附註：

除另有註明者外，本附註所有刊發定義與本公司於2022年3月24日所刊發之公告所載者具相同涵義。

(i) 租賃物業及儲物室及車位許可

於2022年3月24日，本公司全資附屬公司寶光實業(集團)有限公司(「SHL」)及通城鐘錶有限公司(「通城鐘錶」)(各自個別作為租戶／獲許可人)與明華訂立寶光商業中心租賃協議、寶光商業中心儲物室及車位許可使用協議，內容有關以下物業：

物業A：	寶光商業中心27樓全層及28樓的一部份
物業B：	寶光商業中心22樓2206A室之辦公室單位
物業C：	寶光商業中心21樓的一部分
儲物室：	6樓6A儲物室 16樓6A儲物室 17樓1B儲物室 18樓6A儲物室 20樓6A儲物室及 22樓6A儲物室
車位：	寶光商業中心的九個車位

租約年期自2022年4月1日至2023年3月31日(包括該日)，為期一年。

物業A、B及C的每月租金總額為港幣584,347.5元(不包括差餉、政府地租及管理費)。儲物室及車位的每月許可使用費總額分別為港幣24,840元及港幣36,100元(包括差餉、政府地租及管理費)。所有租金及許可使用費由租戶／獲許可人於每個曆月首日以現金預付。

上述物業及儲物室每月租金乃根據公平原則釐定，並經計及獨立物業估值師於2022年3月24日作出的租金估值，且該估值反映該等物業及儲物室的現行市場租賃價值／許可使用費。寶光商業中心車位許可使用協議之每月許可使用費乃按公平原則釐定，並計及寶光商業中心附近車位之現行市場租金。因此，董事認為，寶光商業中心租賃協議、寶光商業中心儲物室許可使用協議及寶光商業中心車位許可使用協議乃一般商業條款訂立，屬公平合理，並符合本公司及股東之整體利益。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

(ii) Leasing of warehouse and licensing of parking space

On 24 March 2022, Active Lights Company Limited (“ALCL”) (as licensor) and a wholly-owned subsidiary of the Company (as licensee), entered into Warehouse Licence with respect to the following warehouse in Hong Kong:

one warehouse unit and one car parking space at an industrial building in Kowloon Bay, Kowloon, Hong Kong (“Kowloon Bay Building”).

for a term of one year from 1 April 2022 up to and including 31 March 2023.

All licence fees are payable monthly in advance in cash by the licensee on the first day of each and every calendar month.

The monthly license fees were determined on an arm’s length basis taking into account the prevailing market rates in the vicinity, which indicated that the licence fees were favourable to the Group. Accordingly, the directors considered the Warehouse Licence was on normal commercial terms and was fair and reasonable and in the interests of the Company and the Shareholders as a whole.

(iii) The Group has been using the subject office premises, storerooms, warehouses and parking spaces primarily for office, administrative and storage purposes generally over a long period of time. In order to avoid possible disruption to its business due to relocation, the Group intends to continue to lease/licence the subject office premises, storerooms, parking spaces and warehouses following the expiration of the relevant leases/licences. The directors consider it to be in the interests of the Company and the Shareholders as a whole for the Group to continue with use as long as the relevant rental/ licence fee and other terms are on normal commercial terms or better to the Group so as to avoid relocation and refurbishment costs which otherwise the Group will have to incur.

The continuing connected transactions as set out in (i) to (ii) above, have been aggregated for the purpose of classification in accordance with Rule 14A.81 of the Listing Rules, and the aggregate annual cap for the financial year ended 31 March 2023 was approximately HK\$8,100,000.

持續關聯交易 (續)

附註：(續)

(ii) 租賃倉庫及車位許可

於2022年3月24日，Active Lights Company Limited (「ALCL」) (作為許可人) 及本公司一間全資附屬公司 (作為獲許可人) 訂立倉庫許可使用協議，內容有關以下香港倉庫：

位於香港九龍九龍灣一幢工業大廈 (「九龍灣樓宇」) 一個倉庫及一個車位。

租約年期自2022年4月1日至2023年3月31日 (包括該日)，為期一年。

所有許可使用費由獲許可人於每個曆月首日以現金預付。

每月許可使用費乃按公平原則釐定，並計及附近位置之現行市場利率，由此顯示的續期許可使用費經對本集團有利。因此，董事認為，許可使用協議乃按一般商業條款訂立，屬公平合理，並符合本公司及股東之整體利益。

(iii) 本集團於過去一直長期使用有關辦公室物業、儲物室、倉庫及車位，一般用作辦公室、行政及儲物用途。為避免搬遷可能對業務導致的影響，本集團擬於有關租約/許可屆滿後繼續租賃/獲許可使用有關辦公室物業、儲物室、車位及倉庫。董事認為，只要有關於之租金/許可使用費及其他條款按一般商業條款或更佳條款對本集團有利及使本集團可避免產生搬遷及裝修費用，本集團繼續使用以符合本公司及股東之整體利益。

根據上市規則第14A.81條，以上(i)至(ii)所載的交易為須合併計算之持續關聯交易，而截至2023年3月31日止財政年度的年度上限總額約為港幣8,100,000元。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

(iv) Provision of management and property agency liaison services

On 24 March 2022, Stelux Properties Agency Limited (“SPAL”), a wholly-owned subsidiary of the Company, as agent, renewed the management and property agency liaison services agreement (“Service Agreement”) with MPIL, as principal, for a term of three years from 1 April 2022 up to and including 31 March 2025 for the provision of the following services (“Services”):

- (a) contract administration with respect to contracts entered into between MPIL and third parties from time to time;
- (b) property agency liaison and tenancy management;
- (c) management of the property manager of Stelux House; and
- (d) other miscellaneous administrative services.

SPAL has been providing the Services with respect to Stelux House since 1998 and has accumulated relevant knowledge and experience. MPIL is satisfied so far with the Services provided by the Group, whilst the remuneration received by the Group is enough to cover the relevant costs incurred by the Group in providing the Services. As such, SPAL continued to provide the Services to MPIL following the expiration of the preceding service agreement on 31 March 2022.

Monthly remuneration was set at HK\$215,000 per calendar month (in the year ended 31 March 2023) payable in advance in cash on the first day of each and every calendar month. Parties to the Service Agreement shall negotiate and agree in good faith to increase the remuneration on an annual basis for the third year by not more than 10% over that in the preceding year with reference to the actual increase in costs (including but not limited to the related staff salaries) incurred by the Group with respect to the provision of the Services. In the event that no agreement is reached between the parties in negotiating the remuneration for the next year, the remuneration shall remain unchanged.

The remuneration was arrived at after arm’s length negotiations between the parties and with reference to the estimate of the costs to be incurred by the Company with respect to the provision of the Services in the financial year ended 31 March 2022. Accordingly, the directors considered the terms of the Service Agreement were on normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

持續關聯交易 (續)

附註：(續)

(iv) 提供管理及物業代理聯絡服務

於2022年3月24日，本公司全資附屬公司寶光地產代理有限公司(「寶光地產」)(作為代理)，與明華(作為委託人)重續管理及物業代理聯絡服務協議(「服務協議」)，由2022年4月1日起至2025年3月31日(包括該日)止為期三年，提供下列服務(「服務」)：

- (a) 管理明華與第三方不時訂立的合約；
- (b) 物業代理聯絡及租賃管理；
- (c) 管理寶光商業中心的物業管理公司；及
- (d) 其他行政服務。

寶光地產自1998年起向寶光商業中心提供服務，並累積相關知識及經驗。明華迄今滿意本集團提供的服務，同時本集團收取的酬金足以抵銷本集團提供服務所產生的有關成本。因此，寶光地產於2022年3月31日先前服務協議屆滿後繼續向明華提供服務。

每月酬金為每個曆月港幣215,000元(於截至2023年3月31日止年度)，須於每個曆月首日以現金預付。服務協議之訂約方須參考本集團因提供該等服務而產生之實際增加成本(包括但不限於相關員工薪酬)，並按年度基準真誠磋商及協定於第三年度之酬金升幅，惟升幅不得超過上一年度酬金之10%。倘訂約方在磋商下一年度酬金時未能達成協議，則該酬金將維持不變。

酬金按訂約各方公平磋商後達成，並參考本公司於截至2022年3月31日止財政年度提供服務所產生的估計成本。因此，董事認為，服務協議之條款為一般商業條款，屬公平合理，並符合本公司及股東之整體利益。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

Provision of management and property agency liaison services (continued)

(iv) (continued)

With reference to the monthly remuneration under the Service Agreement, the Annual Cap Amount for this continuing connected transaction was set at HK\$2,580,000 for the financial year ended 31 March 2023.

Relationships between counterparties

- (v) ALCL is a wholly owned subsidiary of Yee Hing Company Limited ("Yee Hing"). The Trust, of which Mr. Joseph C.C. Wong, is a beneficiary, holds 55% of the total issued shares of Yee Hing. As Mr. Joseph C.C. Wong is a director of the Company, ALCL is an associate of Mr. Joseph C.C. Wong and hence is a connected person of the Company.
- (vi) MPIL is a 30%-controlled company (as defined under Rule 14A.06 of the Listing Rules) held indirectly by Mr. Joseph C. C. Wong, who is a director of the Company.

2. Master Property Agreement

Connected persons
關聯人士

Nature of transactions
交易性質

Income
收入
HK\$'000
港幣仟元

Annual Caps
年度上限
HK\$'000
港幣仟元

Note
附註

All of Chumphol Kanjanapas (also known as Joseph C. C. Wong) and the Joseph Family Members
黃創增先生及其所有家族成員

Leasing, sub-leasing or licensing offices, shops and warehouses by the Group to the Optical 88 Entities*
本集團向眼鏡88實體*租賃、分租或許可使用辦公室、店舖及倉庫

3,130

9,999

(i)

* Optical 88 Entities includes Optical 88 Group (BVI) Limited, eGG Optical Boutique Group Limited, Thong Sia Optical Group Limited and Optical 88 (Thailand) Ltd which are wholly-owned subsidiaries of a company wholly-owned by Mr Joseph C.C. Wong.

* 眼鏡88實體包括Optical 88 Group (BVI) Limited、eGG Optical Boutique Group Limited、Thong Sia Optical Group Limited及Optical 88 (Thailand) Ltd (均為由黃創增先生全資擁有公司旗下之全資擁有附屬公司)。

On 1 April 2021, the Master Property Agreement was entered into between Stelux Holdings Limited with the Optical 88 Entities. Under the Master Property Agreement, members of the Group will lease, sub-lease or license certain offices, shops and warehouse to members of Optical 88 Entities from time to time.

於2021年4月1日，寶光實業(集團)有限公司與眼鏡88實體訂立物業總協議。根據物業總協議，集團成員不時租賃、分租或許可使用辦公室、店舖及倉庫予眼鏡88實體。

持續關聯交易(續)

附註：(續)

提供管理及物業代理聯絡服務(續)

(iv) (續)

參照根據服務協議下之每月酬金，該持續關聯交易截至2023年3月31日止財政年度之年度上限金額設定為港幣2,580,000元。

與交易對方之關係

- (v) ALCL為義興有限公司(「義興」)之全資附屬公司。黃創增先生實益擁有的信託持有義興已發行股份總數之55%。由於黃創增先生為本公司董事，而ALCL為黃創增先生之關聯公司，故此，黃創增先生為本公司之關連人士。
- (vi) 明華是由本公司董事黃創增先生間接持有30%控制權之公司(按上市規則第14A.06條定義)。

2. 物業總協議

CONTINUING CONNECTED TRANSACTIONS (continued)

持續關聯交易 (續)

2. Master Property Agreement (continued)

2. 物業總協議 (續)

Note: (i) The office, shops and warehouse leased, sub-leased or licensed by the Group to the Optical 88 Entities are as follows:

附註：(i) 本集團向眼鏡88實體租賃、分租或許可使用辦公室、店舖及倉庫如下：

Number 編號	Region 地區	Nature 性質	Location 地址
2	HK 香港	Shop 店舖	Shop 5B, MTR Floor, iSQUARE, 63 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong
3	Macau 澳門	Shop 店舖	Em Macau, Rua da Palha N20 Beco da Palha N 1A, San Vo Res-do-chao F and G
4	Macau 澳門	Shop 店舖	Em Macau, Estrada da Areia Preta N5, Kei Kuan Bairro (Bloco 1 A Bloco 6) Res-do-Chao G
6	SEA 東南亞	Office 辦公室	63 Ubi Avenue 1 #06-04 Singapore 408937
7	SEA 東南亞	Office 辦公室	G8, Jalan Puteri 7/13A Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan, Malaysia
9	SEA 東南亞	Shop 店舖	Central Rama III
11	SEA 東南亞	Warehouse 倉庫	Kai Tak
12	SEA 東南亞	Office 辦公室	CP27, Suite 2601-04, 26th Floor, Central Plaza, 34, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia

The total monthly rental for the above properties approximated HK\$260,000 (exclusive of rates, government rent and management charges). All rents incurred during FY2022/23 were paid during the year. The continuing connected transactions as set out above have been aggregated for the purpose of classification in accordance with Rule 14A.81 of the Listing Rules, and the aggregate annual cap for the financial year ended 31 March 2023 was approximately HK\$9,999,999.

上述物業的每月租金總額約為港幣260,000元(不包括差餉、政府地租及管理費)。所有於2022/23財政年度產生的租金已於年內支付。上述的持續關聯交易已根據上市規則第14A.81條合併計算，而截至2023年3月31日止財政年度的年度上限總額約為港幣9,999,999元。

The monthly rents of the above properties were determined on an arms-length basis taking into account publicly available information of similar properties leased, sub-leased or licensed by independent third parties.

上述物業的每月租金乃按公平原則，並已考慮獨立第三方租賃、分租或許可使用類似物業的公開資料後釐定。

The above continuing connected transactions also constitute related party transactions and are disclosed in Note 34 to the consolidated financial statements on page 150. For operating lease rental in respect of the office premises, the amounts shown in Note 34(a)(ii) to the consolidated financial statements on page 152 were calculated at effective rents in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants.

上述持續關聯交易亦構成有關連人士交易，並於第150頁綜合財務報表附註34內披露。就辦公室物業的營業租金而言，第152頁綜合財務報表附註34(a)(ii)所列之金額乃根據香港會計師公會頒佈的香港財務報告準則按實際租金計算。

PERMITTED INDEMNITY PROVISIONS

To the extent permitted by Bermuda law, and as permitted by the Bye-laws of the Company, a director of the Company may be indemnified out of the Company's assets against any liability incurred by the director save where incurred or sustained through his/her own wilful neglect or default, fraud and dishonesty. Such permitted indemnity provision has been in force throughout the financial year and is currently in force at the time of approval of this report.

The Company has also taken out and maintained directors' and officers' liability insurance throughout the year, which provides appropriate cover for certain legal actions brought against its directors and officers.

As permitted by the articles of association of the Company's subsidiaries in Hong Kong ("Hong Kong Subsidiaries"), a director or a former director of the Hong Kong Subsidiaries may be indemnified out of the Hong Kong Subsidiaries' assets against any liability incurred by the director to a person other than the Hong Kong Subsidiaries or an associated company of the Hong Kong Subsidiaries, to the extent permitted by law. Such permitted indemnity provision is currently in force at the time of approval of this report.

AUDITORS

The financial statements have been audited by RSM Hong Kong who retire and, being eligible, offer themselves for re-appointment.

Last but not least, I express my most sincere thanks and gratitude to colleagues and staff members for their commitment, hard work and loyalty to the Group during an unprecedented year.

On behalf of the Board

Joseph C. C. Wong
Chairman and Chief Executive Officer

Hong Kong, 27 June 2023

獲准許的彌償條文

本公司之細則允許及本公司董事可在百慕達法律允許的範圍內，獲得從本公司於其資產中補償所有責任，惟不包括由其自身故意忽視或違約、欺詐及不誠實所致或持續。此等獲准許的彌償條文於財政年度內及至批准本報告時仍為有效。

本公司於年內已購買及維持董事及高級職員責任保險，為其董事及高級職員面對若干法律行動時提供適當的保障。

本公司於香港附屬公司(「香港附屬公司」)之組織章程細則允許香港附屬公司董事或前董事可在法律允許的範圍內，獲得從香港附屬公司於其資產中補償所有除香港附屬公司或香港附屬公司相聯公司以外因該董事為香港附屬公司董事的任何責任。此等獲准許的彌償條文至批准本報告時仍為有效。

核數師

本財務報表已經由羅申美會計師事務所審核，該核數師任滿告退，惟合資格並願膺選連任。

最後，本人衷心感謝各位員工於過去不平凡的一年持續對本集團的辛勤貢獻及忠誠服務。

代表董事會

黃創增
主席及行政總裁

香港，2023年6月27日