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Thing On Enterprise Limited

晉安實業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2292)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2022

FINANCIAL HIGHLIGHTS	For the year ended		Change %
	31 December 2022	31 December 2021	
	HK\$'000	HK\$'000	
Revenue	37,517	37,616	(0.26)
Gross profit	32,045	32,533	(1.50)
Loss before income tax	(35,688)	(5,114)	597.85
Profit for the year attributable to owners of the Company (Excluding changes in fair value of investment properties charged to profit or loss)	18,211	17,984	1.26

ANNUAL RESULTS

The board (the “Board”) of directors (the “Directors”) of Thing On Enterprise Limited (the “Company”) presents the consolidated results of the Company and its subsidiaries (collectively as the “Group”) for the year ended 31 December 2022, together with the comparative figures for the year ended 31 December 2021 as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2022

	Note	2022 HK\$'000	2021 HK\$'000
Revenue	2	37,517	37,616
Cost of sales	4	<u>(5,472)</u>	<u>(5,083)</u>
Gross profit		32,045	32,533
Other income and gains	3	802	867
Changes in fair value of investment properties		(57,177)	(26,377)
General and administrative expenses	4	<u>(11,321)</u>	<u>(11,679)</u>
Operating loss		(35,651)	(4,656)
Finance expenses	5	<u>(37)</u>	<u>(458)</u>
Loss before income tax		(35,688)	(5,114)
Income tax expenses	6	<u>(3,278)</u>	<u>(3,279)</u>
Loss for the year		(38,966)	(8,393)
Other comprehensive income		<u>—</u>	<u>—</u>
Loss and total comprehensive expenses attributable to owners of the Company		<u><u>(38,966)</u></u>	<u><u>(8,393)</u></u>
Loss per share:			
Basic and diluted (Hong Kong cents)	8	<u><u>(5.41)</u></u>	<u><u>(1.17)</u></u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	<i>Note</i>	2022 HK\$'000	2021 <i>HK\$'000</i>
ASSETS			
Non-current assets			
Investment properties		1,279,793	1,336,970
Property, plant and equipment		10,720	10,988
Deferred income tax assets		118	94
		<u>1,290,631</u>	<u>1,348,052</u>
Current assets			
Trade receivables, prepayments, deposits and other receivables	9	1,706	1,686
Tax prepayment		114	552
Cash and bank balances		17,409	77,850
		<u>19,229</u>	<u>80,088</u>
Total assets		<u>1,309,860</u>	<u>1,428,140</u>
EQUITY			
Share capital		36	36
Reserves		1,291,034	1,330,000
Total equity attributable to owners of the Company		<u>1,291,070</u>	<u>1,330,036</u>
LIABILITIES			
Non-current liabilities			
Borrowings	10	—	78,651
Deferred income tax liabilities		7,301	6,295
		<u>7,301</u>	<u>84,946</u>
Current liabilities			
Other payables and accruals		10,913	13,043
Tax payable		576	115
		<u>11,489</u>	<u>13,158</u>
Total liabilities		<u>18,790</u>	<u>98,104</u>
Net current assets		<u>7,740</u>	<u>66,930</u>
Total equity and liabilities		<u>1,309,860</u>	<u>1,428,140</u>

NOTES

1 BASIS OF PREPARATION

The principal accounting policies applied in the preparation of the consolidated financial statements which are in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) are set out below. The consolidated financial statements also comply with the applicable requirements of the Hong Kong Companies Ordinance (Cap. 622) and the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties which are stated at fair value.

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

(a) Amended standards and accounting guideline adopted by the Group

The accounting standards and amendments used in the preparation of the consolidated financial information are consistent with those set out in the 2021 financial statements, except for the adoption of the following amendments to existing standards and accounting guideline issued by the HKICPA:

Amendments to HKFRS 16	Covid-19 — Related Rent Concessions beyond 30 June 2021
Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combination
Amendments to HKAS 16	Proceeds before Intended Use
Amendments to HKAS 37	Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Annual improvements projects 2018-2020 Cycle	Annual Improvements 2018-2020 Cycle

The adoption of these amendments to standards and accounting guideline did not have significant impact on the consolidated financial statements of the Group.

(b) New and amended standards and interpretation issued but not yet applied by the Group

The HKICPA has issued a new standard and certain amendments which are relevant to the Group's operation but not yet effective for the annual period beginning on 1 January 2022 and the Group has not early adopted.

		Effective for annual periods beginning on or after
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies	1 January 2023
Amendments to HKAS 8	Definition of Accounting Estimates	1 January 2023
HKFRS 17 and amendments to HKFRS 17	Insurance Contracts	1 January 2023
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current	1 January 2024
HK Int 5 (Revised)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2024
Amendments to HKAS 1	Non-current Liabilities with Covenants	1 January 2024
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be announced

The Group is in the process of assessing potential impact of the new standard, amendments to standards and interpretation above upon initial application. Based on a preliminary assessment, the management of the Group does not anticipate the adoption of the new standard and amendments would have a significant impact on the Group's financial positions and results of operations.

2 REVENUE AND SEGMENT INFORMATION

The executive directors of the Company are the Group's chief operating decision-maker ("CODM"). The Group's management has determined the operating segments based on the information reviewed by the CODM for the purposes of allocating resources and assessing performance.

The Group's revenue represents rental income from office properties, rental income from retail properties and property management fee income. An analysis of the Group's revenue is as follows:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Total segment revenue		
Rental income — Office properties	20,450	20,974
Rental income — Retail properties	13,002	12,933
Property management fee income	12,750	12,685
Less: Inter-segment revenue		
Property management fee income	(8,685)	(8,976)
	37,517	37,616

The CODM considers the business from service perspectives and the Group is organised into rental and property management major business segments according to the nature of services provided: rental income from office properties, rental income from retail properties and property management fee income.

The CODM assesses the performance of the operating segments based on the segment (loss)/profit of each segment. The measurement of segment (loss)/profit is (loss)/profit before income tax and before items which are not specifically attributed to individual reportable segments, such as unallocated corporate income/expenses.

The unallocated corporate income/expenses represent the income/expenses that are not directly attributable to the property investment and management business.

Operating expenses are allocated to the relevant segment which is the predominant user of the services provided by the operating segment. Corporate expenses are included as unallocated costs.

For the year ended 31 December 2022, inter-segment property management fee income of HK\$8,685,000 (2021: HK\$8,976,000) was charged.

Segment assets are those operating assets that are employed by a segment in its operating activities. Segment assets are determined after deducting related allowance that are reported as direct offsets in the consolidated statement of financial position. Segment assets consist primarily of property, plant and equipment, investment properties, deferred income tax assets, trade receivables, prepayments, deposits and other receivables and certain cash and bank balances.

Segment liabilities are those operating liabilities that result from the operating activities of a segment. Segment liabilities do not include other liabilities that are incurred for financing rather than operating purpose unless the segment is engaged in financing activities.

Unallocated assets represented other corporate receivables and certain cash and bank balances.

Unallocated liabilities represented borrowings and other corporate payables.

For the years ended 31 December 2022 and 31 December 2021, there was no addition to non-current assets.

(a) As at and for the year ended 31 December 2022

The segment results for the year ended 31 December 2022 and other segment item included in the consolidated statement of comprehensive income are as follows:

	Office properties <i>HK\$'000</i>	Retail properties <i>HK\$'000</i>	Property management <i>HK\$'000</i>	Total <i>HK\$'000</i>
Total segment revenue	20,450	13,002	12,750	46,202
Less: inter-segment revenue	—	—	(8,685)	(8,685)
Revenue	20,450	13,002	4,065	<u>37,517</u>
Segment (loss)/profit	(32,479)	(8,181)	3,954	(36,706)
Unallocated corporate income and expenses, net				<u>1,018</u>
Loss before income tax				(35,688)
Income tax expenses				<u>(3,278)</u>
Loss for the year				<u><u>(38,966)</u></u>
Other item				
Depreciation	—	—	(268)	<u><u>(268)</u></u>

The segment assets and liabilities as at 31 December 2022 are as follows:

	Office properties <i>HK\$'000</i>	Retail properties <i>HK\$'000</i>	Property management <i>HK\$'000</i>	Total <i>HK\$'000</i>
Segment assets	828,854	454,567	11,838	1,295,259
Unallocated assets				<u>14,601</u>
Total assets				<u><u>1,309,860</u></u>
Segment liabilities	(12,771)	(4,417)	(944)	(18,132)
Unallocated liabilities				<u>(658)</u>
Total liabilities				<u><u>(18,790)</u></u>

(b) As at and for the year ended 31 December 2021

The segment results for the year ended 31 December 2021 and other segment item included in the consolidated statement of comprehensive income are as follows:

	Office properties <i>HK\$'000</i>	Retail properties <i>HK\$'000</i>	Property management <i>HK\$'000</i>	Total <i>HK\$'000</i>
Total segment revenue	20,974	12,933	12,685	46,592
Less: inter-segment revenue	<u>—</u>	<u>—</u>	<u>(8,976)</u>	<u>(8,976)</u>
Revenue	20,974	12,933	3,709	<u><u>37,616</u></u>
Segment (loss)/profit	(16,451)	6,845	3,411	(6,195)
Unallocated corporate income and expenses, net				<u>1,081</u>
Loss before income tax				(5,114)
Income tax expenses				<u>(3,279)</u>
Loss for the year				<u><u>(8,393)</u></u>
Other item				
Depreciation	<u>—</u>	<u>—</u>	<u>(268)</u>	<u><u>(268)</u></u>

The segment assets and liabilities as at 31 December 2021 are as follows:

	Office properties <i>HK\$'000</i>	Retail properties <i>HK\$'000</i>	Property management <i>HK\$'000</i>	Total <i>HK\$'000</i>
Segment assets	870,735	469,861	12,136	1,352,732
Unallocated assets				75,408
Total assets				1,428,140
Segment liabilities	(13,784)	(4,118)	(833)	(18,735)
Unallocated liabilities				(79,369)
Total liabilities				(98,104)

Revenue from external customers by geographical areas is based on the geographical location of the customers. The Group's revenue for the years ended 31 December 2022 and 2021 is generated from Hong Kong in which the customers are located.

The analysis of the Group's major customers, which a single external customer has contributed 10% or more to the Group's revenue, is as follows:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Customer A	4,811	4,809

The revenue contributed by the above major customer is mainly attributable to the office properties segment and property management segment in Hong Kong.

As at 31 December 2022, non-current assets of HK\$1,290,513,000 (2021: HK\$1,347,958,000) other than deferred income tax assets are located in Hong Kong.

3 OTHER INCOME AND GAINS

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Bank interest income	193	717
Forfeiture of rental deposit (<i>Note i</i>)	177	150
Sundries (<i>Note ii</i>)	432	—
	<u>802</u>	<u>867</u>

Notes:

- (i) The forfeiture of rental deposit was recognised, netting off the rental receivables, when the rental agreement was early terminated by a tenant.
- (ii) Included in sundries of HK\$432,000 for the year ended 31 December 2022 were the government grants from the Employment Support Scheme (“ESS”) under the Anti-epidemic Fund launched by the Hong Kong Government, which aimed to retain employment and to assist the economy to recover once the coronavirus disease 2019 (“COVID-19”) is contained. As a condition of receiving the grants under the ESS, the Group had undertaken to employ sufficient number of employees in each subsidy month.

These government grants were received with the compliance of all the attached conditions. Therefore the government grants were recognised in the consolidated statement of comprehensive income for the year ended 31 December 2022.

4 EXPENSES BY NATURE

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Auditor’s remuneration		
Audit services	620	830
Non-audit services	200	200
Depreciation of property, plant and equipment	268	268
Direct operating expenses arising from investment properties generating rental income (<i>Note</i>)	814	531
Employee benefit expenses (including Directors’ emoluments)	8,888	8,867
Legal and professional expenses	773	821
Other expenses	571	693
Property management fee expenses	3,474	3,442
Rates and government rent	1,185	1,110
	<u>16,793</u>	<u>16,762</u>

Note:

The direct operating expenses arising from investment properties generating rental income mainly include cleaning expenses, commission expenses, repairs and maintenance expenses and others.

5 FINANCE EXPENSES

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Interest expenses on borrowings	<u>37</u>	<u>458</u>

6 INCOME TAX EXPENSES

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Hong Kong Profits Tax	2,376	2,326
Over-provision in prior years	(80)	(80)
Deferred income tax expenses	<u>982</u>	<u>1,033</u>
	<u>3,278</u>	<u>3,279</u>

For the years ended 31 December 2022 and 2021, Hong Kong Profits Tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying corporation under Hong Kong Profits Tax will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The assessable profits of other entities of the Group not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the rate of 16.5%.

No overseas profits tax have been provided for the years ended 31 December 2022 and 2021.

The taxation on the Group's loss before income tax differs from the theoretical amount that would arise using the taxation rate of Hong Kong as follows:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Loss before income tax	<u>(35,688)</u>	<u>(5,114)</u>
Calculated at a tax rate of 16.5%	(5,889)	(844)
Income not subject to taxation	(104)	(118)
Expenses not deductible for taxation purposes	9,516	4,491
Effect of different tax rate of a subsidiary	(165)	(165)
Recognition of previously unrecognised tax losses	—	(5)
Over-provision in prior years	<u>(80)</u>	<u>(80)</u>
Income tax expenses	<u>3,278</u>	<u>3,279</u>

7 DIVIDEND

No dividend has been paid or declared by the Company for the years ended 31 December 2022 and 2021.

8 LOSS PER SHARE — BASIC AND DILUTED

(a) Basic loss per share

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the respective years.

	2022	2021
Loss attributable to owners of the Company (HK\$'000)	(38,966)	(8,393)
Weighted average number of ordinary shares in issue (thousands)	<u>720,000</u>	<u>720,000</u>
Basic loss per share (Hong Kong cents)	<u>(5.41)</u>	<u>(1.17)</u>

(b) Diluted loss per share

Diluted loss per share is of the same amount as the basic loss per share as there were no potentially dilutive ordinary shares outstanding as at 31 December 2022 and 2021.

9 TRADE RECEIVABLES, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Trade receivables	72	—
Prepayments, deposits and other receivables	<u>1,634</u>	<u>1,686</u>
	<u>1,706</u>	<u>1,686</u>

Trade receivables represent rental income receivables and property management fee receivables. The Group normally does not grant credit period to its trade customers. The ageing analysis of the trade receivables based on invoice date is as follows:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Within 30 days	22	—
31 to 60 days	50	—
61 to 90 days	—	—
Over 90 days	—	—
	<u>72</u>	<u>—</u>

As at 31 December 2022 and 2021, no impairment provision was made on the trade receivables. No trade receivables were written off for the years ended 31 December 2022 and 2021.

The Group does not hold any collateral as security, except that the Group holds rental deposits from tenants for leasing of properties.

The carrying amounts of trade receivables, deposits and other receivables approximate their fair values and are denominated in Hong Kong dollars.

10 BORROWINGS

As at 31 December 2021, the borrowings maturity date was further extended to January 2023. As a result, such borrowings were classified as non-current liabilities as at 31 December 2021. The borrowings were interest bearing at the rate of one-month Hong Kong Interbank Offered Rate plus 0.4% per annum. The borrowings were secured by corporate guarantees of the Company as at 31 December 2021.

As at 31 December 2022, the borrowings have been fully settled and the facilities have further extended its maturity date to 2 January 2024.

The Group's borrowings were repayable as follows:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Between 1 and 2 years	—	78,651

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates at the end of the relevant years are as follows:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
6 months or less	—	78,651

As at 31 December 2022, the carrying amounts of the Group's borrowings were denominated in Hong Kong dollars.

CHAIRMAN’S STATEMENT

On behalf of the Board, I would like to present to the shareholders of the Company (the “Shareholders”) the annual results and consolidated financial statements of the Group for the year ended 31 December 2022.

The Group engages in property investment business in Hong Kong with a principal focus on office and retail properties leasing and in the property management business. Its investment property portfolio covers office space in core business areas and retail shops in prime urban areas.

The Group recorded rental income of approximately HK\$33.5 million for the year ended 31 December 2022 (2021: HK\$33.9 million), of which (i) approximately HK\$20.5 million or 61.1% (2021: HK\$21.0 million or 61.9%) of rental income was derived from rental of office properties and (ii) approximately HK\$13.0 million or 38.9% (2021: HK\$12.9 million or 38.1%) of rental income was derived from rental of retail properties. This slight decrease was due to the unfavorable economic conditions in Hong Kong continually caused by the recent COVID-19 outbreak. For the year ended 31 December 2022, the Group recorded property management fee income of approximately HK\$4.1 million (2021: HK\$3.7 million). The property management fee income contributed approximately 10.8% of the Group’s total revenue for the year ended 31 December 2022 (2021: 9.9%).

OUTLOOK

The global economy is expected to grow at a modest pace due to rising inflation, interest rates, and geopolitical tensions. The Asia Pacific commercial real estate market is projected to remain relatively resilient, with stable demand and supply fundamentals.

The Group has weathered the storm of COVID-19 pandemic with prudent management and diversified portfolio. Despite the slight decline in revenue of the Group, COVID-19 did not impose material impact on the financial position and operation of the Group. The Group expects that the easing of travel restrictions and resumption of cross-border activities will bring new opportunities for Hong Kong and global real estate markets. The Group will leverage its strong presence in Hong Kong, Mainland China and other international cities to capture the potential demand from tenants, buyers and investors. The Group will also continue to seek quality properties in strategic locations to enhance its asset value and rental income.

Besides real estate, the Group will also look for investment opportunities in the financial sector, such as financial investments and provision of financial services and technologies, to further diversify its income sources and hedge against market risks. The Group will pay close attention to the latest market changes and arrange appropriate strategic adjustments to the Group’s assets portfolio to maximise its returns. The current and foreseeable economic climate remains challenging, however, the Group is confident that it can overcome any difficulties with its solid foundation, flexible strategy and innovative vision.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my sincere appreciation to tenants, suppliers, other business partners and Shareholders for their continuous support. I would like to also thank the management team and all staff members for their contribution during the year.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group engages in property investment business in Hong Kong with a principal focus on office and retail properties leasing and in the property management business. Its investment property portfolio covers office space in core business areas and retail shops in prime urban areas.

The Group recorded loss of approximately HK\$39.0 million for the year ended 31 December 2022 (2021: loss of approximately HK\$8.4 million). The loss was mainly attributable to the loss in fair value of investment properties of approximately HK\$57.2 million for current year (2021: HK\$26.4 million). However, the Group recorded a profit of approximately HK\$18.2 million for the year ended 31 December 2022 (2021: HK\$18.0 million) by excluding the changes in fair value of investment properties.

The Group recorded rental income of approximately HK\$33.5 million for the year ended 31 December 2022 (2021: HK\$33.9 million), of which (i) approximately HK\$20.5 million or 61.1% (2021: HK\$21.0 million or 61.9%) of rental income was derived from rental of office properties and (ii) approximately HK\$13.0 million or 38.9% (2021: HK\$12.9 million or 38.1%) of rental income was derived from rental of retail properties. This slight decrease was due to the unfavourable economic conditions in Hong Kong continually caused by the recent COVID-19 outbreak. For the year ended 31 December 2022, the Group recorded property management fee income of approximately HK\$4.1 million (2021: HK\$3.7 million). The property management fee income contributed approximately 10.8% of the Group's total revenue for the year ended 31 December 2022 (2021: 9.9%).

In order to facilitate the expansion of the Group's business activities in property investment in other countries outside Hong Kong, investments in financial assets and provision of financial services and technologies so as to further explore sources of revenue, Good Shot Limited, a wholly-owned subsidiary of Thing On Group Limited, the controlling shareholder of the Company, agreed on 25 April 2018 to make available to the Group (i) an unsecured revolving loan facility of up to HK\$400.0 million, and (ii) an unsecured revolving loan facility of up to HK\$600.0 million at an interest rate more favourable than market rate. The parties had agreed to extend the maturity date of the loan facilities six times between 14 August 2019 and 28 June 2022. On 9 December 2022, the parties agreed to further extend the maturity date of loan facilities under the seventh extension agreement from 3 July 2023 to 2 January 2024.

INVESTMENT PROPERTY PORTFOLIO

As at 31 December 2022, the Group owned an investment property portfolio of 38 (2021: 38) properties.

The aggregate saleable area of the properties was approximately 59,887 sq.ft. (2021: 59,887 sq.ft.) as at 31 December 2022, of which approximately 60.2% (2021: 60.2%) and 25.1% (2021: 25.1%) was derived from office and retail properties located on Hong Kong Island, respectively, and 2.6% (2021: 2.6%) and 12.1% (2021: 12.1%) was derived from office and retail properties located in Kowloon, respectively.

The total value of the properties attributable to the Group was approximately HK\$1,280.0 million (2021: HK\$1,337.0 million) as at 31 December 2022, of which approximately 62.2% (2021: 62.6%) and 26.3% (2021: 26.1%) was derived from office and retail properties located on Hong Kong Island, respectively, and 2.4% (2021: 2.3%) and 9.1% (2021: 9.0%) was derived from office and retail properties located in Kowloon, respectively.

FINANCIAL REVIEW

The revenue and cost of sales for the year ended 31 December 2022 were approximately HK\$37.5 million and HK\$5.5 million (2021: HK\$37.6 million and HK\$5.1 million), respectively. The slight decrease in revenue of approximately HK\$0.1 million was primarily attributable to the rent concession granted to tenants which reflected the continuous impact of the outbreak of COVID-19 in office and retail properties in Hong Kong and vacancies of some properties.

The gross profit for the year ended 31 December 2022 was approximately HK\$32.0 million (2021: HK\$32.5 million). Loss for the year attributable to owners of the Company for the year ended 31 December 2022 was approximately HK\$39.0 million (2021: loss of approximately HK\$8.4 million), which was mainly due to the loss in fair value of investment properties of approximately HK\$57.2 million for the year ended 31 December 2022 (2021: loss of approximately HK\$26.4 million).

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2022, cash and bank balances of the Group amounted to approximately HK\$17.4 million (2021: HK\$77.9 million). The current ratio (current assets divided by current liabilities) of the Group was approximately 1.7 as at 31 December 2022 (2021: 6.1).

As at 31 December 2022, the Group had no borrowings (2021: HK\$78.7 million) and thus no gearing ratio was calculated (2021: 0.1%). The gearing ratio of the Group is calculated as a ratio of net debt (representing borrowings less cash and bank balances) to total equity.

FINAL DIVIDEND

The Directors did not recommend the payment of any dividend for the year ended 31 December 2022 (2021: Nil).

CONTINGENT LIABILITIES

As at 31 December 2022, the Group had no significant contingent liabilities (2021: Nil).

CAPITAL COMMITMENTS

As at 31 December 2022, the Group had no significant capital commitments (2021: Nil).

SIGNIFICANT INVESTMENTS

As at 31 December 2022, the Group did not have any significant investment plans (2021: Nil).

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

As at 31 December 2022, the Group did not have any specific plan for material investments or capital assets.

CHARGE OVER THE GROUP'S ASSETS

As at 31 December 2022, there was no charge over the assets of the Group (2021: Nil).

SIGNIFICANT EVENTS AFTER THE END OF THE REPORTING PERIOD

There has been no significant event which occurred after the end of period from 1 January 2022 to 31 December 2022 and up to the date of this announcement.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2022, the Group had 18 full-time employees (2021: 18 full-time employees). The Group entered into employment contracts with all its employees. Apart from salary remuneration and overtime compensation, employees are entitled to medical insurance coverage and retirement benefits under the mandatory provident fund scheme in which the Group participates. In addition, the Company granted discretionary bonuses to qualified employees, based on its operating results and individual performance. The Company had also adopted a share option scheme.

MATERIAL ACQUISITIONS AND DISPOSALS

The Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures for the year ended 31 December 2022.

USE OF PROCEEDS FROM THE LISTING

The shares of the Company (the “Shares”) were listed on the Main Board of the Stock Exchange on 16 January 2018 (the “Listing”). Based on the offer price of HK\$1.24 per offer share, the net proceeds from the global offering received by the Company, after deducting the underwriting fees and commissions and expenses in relation to the global offering borne by the Company, were approximately HK\$194.0 million, which were used and intended to be utilised in the manner as disclosed in the section headed “Future Plans and Use of Proceeds” in the prospectus of the Company dated 28 December 2017 and the announcement of the Company in respect of the updated expected timeline for use of proceeds and the change in use of proceeds dated 15 December 2021.

The Company has been seeking for quality property investments in Hong Kong, however, this was impacted by COVID-19, and the slow global economic recovery. In addition, many international cities have imposed mandatory quarantine or lock-down measures, therefore the Company was unable to access to quality properties in Mainland China and overseas. As a result, on 15 December 2021, the Board resolved to extend the expected timeline for utilising the unutilised net proceeds amounted to approximately HK\$74.5 million (the “Unutilised Net Proceeds”) from on or before 31 December 2021 to on or before 31 December 2023 and changed the use of the Unutilised Net Proceeds for the repayment of borrowings. The Board considered that the change in use of the Unutilised Net Proceeds could reduce the interest expenses of the Group and will be more favourable to the Group’s long term business development as well as representing a better utilisation of the Unutilised Net Proceeds.

On 31 January 2022, the Group has utilised approximately HK\$74.5 million for repayment of borrowings, and all the proceeds from the Listing were utilised in full.

CORPORATE GOVERNANCE PRACTICES

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 was in compliance with all relevant provisions set out in the CG Code for the year ended 31 December 2022.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the year ended 31 December 2022.

SCOPE OF WORK OF PRICEWATERHOUSECOOPERS

The figures of the Group's result for the year ended 31 December 2022 as set out in this announcement have been agreed by the Group's auditor, PricewaterhouseCoopers, to the amounts set out in the Group's consolidated financial statements for the year. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by PricewaterhouseCoopers on this announcement.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the shareholders of the Company entitled to attend and vote at the forthcoming annual general meeting of the Company to be held on Thursday, 27 April 2023, the register of members of the Company will be closed from Friday, 21 April 2023 to Thursday, 27 April 2023, both days inclusive, during the period no transfer of Shares will be registered. All transfers accompanied by the relevant certificates must be lodged with the Company's transfer office and share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 20 April 2023.

REVIEW OF ANNUAL RESULTS BY AUDIT COMMITTEE

The Company established the audit committee of the Company (the "Audit Committee") on 15 December 2017 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code. The Audit Committee consists of three members, namely Ms. Chan Kam Ping, Mr. Wong King Wai Kirk and Mr. Hung Franklin Chi Yen. Ms. Chan Kam Ping is the chairlady of the Audit Committee. The Audit Committee has reviewed the audited consolidated financial statements of the Company for the year ended 31 December 2022.

By order of the Board
Thing On Enterprise Limited
Wong Chung Tak Richard
Chairman

Hong Kong, 24 February 2023

As at the date of this announcement, the Board comprises Mr. Wong Chung Tak Richard as the chairman of the Board and a non-executive Director; Mr. Wong Ka Yeung Roland and Ms. Chan Choi Wan Rolie as executive Directors; and Ms. Chan Kam Ping, Mr. Wong King Wai Kirk and Mr. Hung Franklin Chi Yen as independent non-executive Directors.