2018
Annual Report

长安仁恒

Zhejiang Chang'an Renheng Technology Co., Ltd. *
浙江長安仁恒科技股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
Stock Code: 8139

* For identification purpose only

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the "Directors") of Zhejiang Chang'an Renheng Technology Co., Ltd. (the "Company", together with its subsidiaries, the "Group") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange ("the GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

* *For identification purpose only*

Contents

Corporate Information

DIRECTORS

Executive Directors

Mr. Zhang Youlian *(Chairman)*
Mr. Sun Wensheng
Mr. Fan Fang

Non-executive Director

Ms. Zhang Jinhua

Independent Non-executive Directors

Mr. Shao Chen
Dr. Huang Zemin
Mr. Chau Kam Wing, Donald

AUDIT COMMITTEE MEMBERS

Mr. Chau Kam Wing, Donald *(Chairman)*
Mr. Shao Chen
Dr. Huang Zemin

NOMINATION COMMITTEE MEMBERS

Mr. Shao Chen *(Chairman)*
Mr. Fan Fang
Mr. Chau Kam Wing, Donald

REMUNERATION COMMITTEE MEMBERS

Mr. Chau Kam Wing, Donald *(Chairman)*
Dr. Huang Zemin
Mr. Fan Fang

SUPERVISORY COMMITTEE

Mr. Xu Qinsi *(Chairman)*
Mr. Zhang Donglian
Mr. Liang Guoping

COMPANY SECRETARY

Mr. Chan Hon Wan

COMPLIANCE OFFICER

Mr. Fan Fang

AUTHORISED REPRESENTATIVES

Mr. Chan Hon Wan
Mr. Zhang Youlian

LEGAL ADVISER

Stevenson, Wong & Co.

COMPLIANCE ADVISER

CLC International Limited

AUDITOR

PricewaterhouseCoopers

REGISTERED ADDRESS

Laoya Tang, Si'an Town, Changxing County
Zhejiang Province
PRC

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN PRC

Laoya Tang, Si'an Town, Changxing County
Zhejiang Province
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

39/F, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

HONG KONG H SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

PRINCIPAL BANKERS

SPD Bank
Huzhou Changxing Sub-branch
No. 298, Jinlingbei Road
Zhicheng Town, Changxing County
Zhejiang Province, PRC

Industrial and Commercial Bank of China
Huzhou Changxing Sub-branch
No. 218, Middle Jinling Road
Zhicheng Town, Changxing County
Zhejiang Province, PRC

China Merchants Bank
Hangzhou Chengxi Sub-branch
No. 170, Wenyixi Road
Hangzhou City
Zhejiang Province, PRC

COMPANY'S WEBSITE

www.renheng.com

STOCK CODE

8139

Financial Highlights

	For the year ended 31 December		
	2018	2017	Changes
	RMB'000	*RMB'000*	Increase/(Decrease)
Financial Highlights			
Revenue	**89,231**	80,583	10.7%
Cost of sales	**(51,609)**	(43,370)	19.0%
Gross profit	**37,622**	37,213	1.1%
Profit/(loss) before income tax	**1,081**	(7,297)	N/A
Profit/(loss) attributable to the equity holders of the Company	**939**	(6,364)	N/A
Basic earnings/(loss) per share (RMB)	**0.03**	(0.20)	N/A
Proposed final dividends per share (HK$)	**NIL**	NIL	N/A

	As at 31 December		Changes
	2018	2017	Increase/(Decrease)
Current ratio (1)	**1.27**	0.93	36.6%
Quick ratio (2)	**0.86**	0.58	48.3%
Asset-liability ratio (3)	**35.3%**	35.1%	0.2% pts

Notes:

(1) Current ratio is calculated as current assets divided by current liabilities.

(2) Quick ratio is calculated as current assets less inventories divided by current liabilities.

(3) Asset-liability ratio is calculated as total borrowings divided by total assets and multiplied by 100%.

Chairman's Statement

Dear Shareholders,

On behalf of the board (the "Board") of Directors of Zhejiang Chang'an Renheng Technology Co., Limited, I hereby present the annual report of the Company for the year ended 31 December 2018 (the "Year Under Review") to shareholders (the "Shareholders") and potential investors.

In 2018, under the leadership of the Board and the guiding ideology of "profit-focused, innovation-driven, market-oriented, sales-led", the Group achieved production and sales balance through deepening our corporate reform, accelerating the pace of the Company's industrial restructuring enhancement, actively adjusting the raw materials mix and products mix as well as developing new products to meet market demands.

RESULTS OF OPERATION

The Group recorded an aggregate revenue of approximately RMB89,231,000 for the year ended 31 December 2018, representing an increase of approximately RMB8,648,000 or 10.7% as compared to the previous year. Profit for the year attributable to the equity holders of the Company was approximately RMB939,000, while there was a loss of approximately RMB6,364,000 for the year ended 31 December 2017. The overall gross profit margin was down to 42.2% and profit per share was approximately RMB0.03, as compared to the loss per share of approximately RMB0.20 for the previous year. The Board believes that the existing financial position and cash flow of the Group are sufficient to support the long-term development of the Group.

BROADEN SALES MARKETS

During the Year Under Review, the Group concentrated to develop the promotion and marketing of the organic bentonite products, participated in China international coating exhibition held in Guangzhou, and promoted the Group's organic bentonite products to local and overseas customers proactively. The organic bentonite market has taken a shape with positive response from customers. Our department for major clients had a stable operation to maintain the business relationship with quality clients. We gradually eliminated relatively small-scale clients with bad reputation and poor financial status to ensure the safety of the Group's capital. Also, the Group actively explored oversea market, and the sales of bentonite products for paper manufacturing in the Southeast Asian market have exceeded 4,000 tons.

DEVELOPING NEW PRODUCTS

In 2018, in accordance with our business development plan, the Group explored the application of bentonite in new fields and undertook the development of two new products at provincial level, including pesticide adjuvants and papermaking filler modifier. Some of the customers started to apply and recognize the papermaking filler modifier, which can increase the retention rate for the sales papermaking filler and lower the production cost.

FUTURE OUTLOOK AND DEVELOPMENT STRATEGY

The Group will continue to carry on its efforts to consolidate its principal business as determined by the Board and boost the promotion efforts of fine paper chemicals in both local and oversea markets. The Group will focus on the marketing of new organic bentonite products, and explore new sources of profit, making innovative breakthroughs and enhancing its comprehensive competitiveness. By cooperating with scientific research institutes, we will proactively develop new products and new technical knowhow, lower our production cost and enhance the Group's comprehensive competitiveness.

ACKNOWLEDGEMENT

Here, on behalf of the Board of the Company, I hereby wish to extend my gratitude for the hard work contributed by all staff and the Directors, as well as the support to the Company from all the Shareholders. We will adhere to advanced development concept, follow development trend, grasp market opportunities, and make continuous efforts to create greater value for our Shareholders and make new contribution to the community.

Mr. Zhang Youlian
Chairman of the Board

Zhejiang, the PRC, 23 March 2019

Management Discussion and Analysis

INDUSTRY REVIEW

China has a huge reserve of bentonite resources, which has laid a good foundation for the development and research of new products, market expansion and increasing competitiveness in terms of resources. With an increasing market demand, bentonite is one of the resources with the greatest development value and potential among clay minerals. The various grades of activated bentonite, which are in great market demand, are 15 to 40 times the value of the original ore. With a greater demand for deep processing products such as bentonite as molecular sieves, for oil drilling mud and as carbonless printing paper materials, the value of bentonite will also become higher. With the development of emerging nanotechnology, bentonite has been more widely used for industrial purposes. The main processed products include fine paper chemicals, activated bentonite, activated bentonite particles, organic bentonite and nano-bentonite.

The fine paper chemical industry, in which the Company's main products are located, has become a stable industry in China. China has implemented energy conservation and emission reduction policies in order to encourage enterprises to vigorously develop hi-tech industries, stick to the new industrialization path, facilitate the upgrade of traditional industries and increase the proportion of hi-tech industries in the industrial field. Currently, the national policy regarding fine paper chemical is to shut down small-capacity enterprises and encourage the development of large enterprises. The fine paper chemical enterprises in China will pay extra attention to industrial capital optimisation, carry out collaboration, reorganization, mergers and acquisitions among enterprises, adjust industrial structure and layout, enhance the industrial scale and strengthen of enterprises as well as raise international competitiveness.

In 2018, driven by the supply-chain reform, the papermaking industry showed significant performance in capacity reduction, whereby the supply and demand showed further improvement. Due to the serious pollution and outstanding overcapacity problems, the papermaking industry has become the target to perform capacity reduction in the supply-chain reform. Based on the "13th Five-Year-Plan", eight million tons of backward production capacity will be eliminated in the papermaking industry in a row.

At the same time, the papermaking industry witnessed a substantial change in the raw materials mix this year. Officially issued by the General Office of the State Council, the "Implementation Plan for Prohibiting the Entry of Foreign Garbage and Advancing the Reform of the Solid Waste Import Administration System" adjusted the "Catalogue for the Administration of Imported Solid Waste", and firmly prohibited the import of unsorted waste paper and the solid waste such as textile waste and vanadium slag, which was officially implemented at the end of 2017. The new regulations for imported waste paper have greatly tightened the control requirements for the quality of imported waste paper, where much foreign labelled waste paper has no longer met such requirements. Both the allowed quota for waste paper and the list of approved enterprises have shrunk dramatically. The adjustment to the raw materials mix for papermaking has correspondingly imposed greater requirements on papermaking chemicals.

The development and production of fine paper chemicals is progressively transforming from the existing prominent wood fiber to poly-fiber in terms of papermaking. At the same time, local enterprises will face intense competition in the papermaking chemical market from foreign papermaking chemical enterprises with sophisticated experience in making paper from pulp fiber. As such, the fine paper chemical enterprises in China have to put extra efforts on growing stronger, stimulating development and innovation, strengthening the application of technology studies and after-sales services.

BUSINESS REVIEW

In 2018, the Group stepped up the promotion of new products. We participated in China international coating exhibition held in Guangzhou, and promoted the Company's organic bentonite products to local and overseas customers proactively. The organic bentonite product market has taken a shape with positive response from local and overseas customers.

The Group continued to focus on the development of overseas markets. The sales of bentonite products for manufacturing paper in the Southeast Asian market have exceeded 4,000 tons during the Year Under Review.

The Group attached great importance to the research and development of new products. We explored the application of bentonite in new fields and undertook the development of two new products at provincial level, including pesticide adjuvants and papermaking filler modifier. Some of the customers started to apply and recognize the papermaking filler modifier, which can increase the retention rate for the sales papermaking filler and lower the production cost.

Management Discussion and Analysis

FINANCIAL REVIEW

1. Revenue

The following table sets out revenue by product categories and the corresponding percentage of total revenue for the Year Under Review:

	For the year ended 31 December			
	2018		2017	
Product	*RMB'000*	%	*RMB'000*	%
Papermaking chemicals	**54,904**	**61.5**	56,034	69.6
Organic bentonite	**25,757**	**28.9**	17,841	22.1
Inorganic gel	**3,633**	**4.1**	618	0.7
Quality calcium-bentonite	**2,751**	**3.1**	3,248	4.0
Bentonite for metallurgy pellet	**985**	**1.1**	1,585	2.0
Other chemicals *(i)*	**1,201**	**1.3**	1,257	1.6
Total	**89,231**	**100.0**	80,583	100.0

(i) Other chemicals mainly comprise flocculating agent which are principally applied in the coating preparation industry.

Revenue from sales of papermaking chemicals decreased by approximately RMB1,130,000 or 2.0% from approximately RMB56,034,000 for the year ended 31 December 2017 to approximately RMB54,904,000 for the year ended 31 December 2018. As the average unit selling price remained stable for the comparative periods, the decrease in revenue was mainly due to the decrease in sales volume, which decreased by approximately 1.7% from approximately 11,900 tonnes for the year ended 31 December 2017 to approximately 11,700 tonnes for the year ended 31 December 2018.

Revenue from sales of organic bentonite increased by approximately RMB7,916,000 or 44.4% from approximately RMB17,841,000 for the year ended 31 December 2017 to approximately RMB25,757,000 for the year ended 31 December 2018. The increase was mainly due to the fact that the Group sold more products with lower gross profit margin to the customer in order to increase the sales volume.

Revenue from sales of inorganic gel increased by approximately RMB3,015,000 or 487.9% from approximately RMB618,000 for the year ended 31 December 2017 to approximately RMB3,633,000 for the year ended 31 December 2018. The increase was mainly due to the increase in sales volume.

Revenue of quality calcium-bentonite for the year ended 31 December 2018 decreased by approximately RMB497,000 or 15.3% to approximately RMB2,751,000 as compared to approximately RMB3,248,000 for the year ended 31 December 2017. While the average unit selling price remained steady for these two periods, the decrease in revenue was mainly due to the decrease in sales volume.

Revenue of bentonite for metallurgy pellet decreased by approximately RMB600,000 or 37.9% from approximately RMB1,585,000 for the year ended 31 December 2017 to approximately RMB985,000 for the year ended 31 December 2018.

Revenue of other chemicals for the year ended 31 December 2018 decreased by approximately RMB56,000 or 4.5% to approximately RMB1,201,000 as compared to approximately RMB1,257,000 for the year ended 31 December 2017. Other chemicals mainly comprise flocculating agent which are principally applied in the coating preparation industry.

Management Discussion and Analysis

2. Cost of sales

The cost of sales mainly comprised cost of raw materials, direct labour costs and manufacturing overhead costs such as depreciation and utility charges. The following table sets out the breakdown of the cost of sales of the Group for the Year Under Review:

	For the year ended 31 December			
	2018		2017	
	RMB'000	%	*RMB'000*	%
Cost of raw materials and consumable	**39,378**	**76.3**	32,561	75.1
Direct labour costs	**4,025**	**7.8**	3,483	8.0
Manufacturing overhead cost	**6,916**	**13.4**	6,073	14.0
Others	**1,290**	**2.5**	1,253	2.9
Total	**51,609**	**100.0**	43,370	100.0

The cost of sales increased by approximately RMB8,239,000 or 19.0% from approximately RMB43,370,000 for the year ended 31 December 2017 to approximately RMB51,609,000 for the year ended 31 December 2018.

Cost of raw materials accounted for approximately 76.3% and 75.1% of cost of sales for the year ended 31 December 2018 and 2017, respectively. The cost of raw materials increased by approximately RMB6,817,000 or 20.9% from approximately RMB32,561,000 for the year ended 31 December 2017 to approximately RMB39,378,000 for the year ended 31 December 2018 was mainly due to the increase of quantity consumed of CPAM. CPAM was the major raw material for a kind of product in papermaking chemicals with a relatively high unit price. As sales volume of this kind of product increased for the year ended 31 December 2018, the cost of sales for CPAM increased accordingly.

Direct labour costs accounted for approximately 7.8% and 8.0% of cost of sales for the year ended 31 December 2018 and 2017, respectively. Direct labour costs increased by approximately RMB542,000 or 15.6% from approximately RMB3,483,000 to RMB4,025,000 during the comparative years.

Manufacturing overhead costs accounted for approximately 13.4% and 14.0% of cost of sales for the year ended 31 December 2018 and 2017, respectively. Manufacturing overhead costs increased by approximately RMB843,000 or 13.9% from approximately RMB6,073,000 for the year ended 31 December 2017 to approximately RMB6,916,000 for the year ended 31 December 2018.

3. Gross profit and gross profit margin

Gross profit margin decreased from 46.2% in 2017 to 42.2% in 2018. The decrease in gross profit margin was mainly attributable to the drop in gross profit margin of organic bentonite and quality calcium-bentonite by selling more products with lower gross profit margin to the customers in order to increase the sales volume.

Management Discussion and Analysis

The table below sets out the Group's gross profit and gross profit margin by product for the Year Under Review:

	For the year ended 31 December			
	2018		2017	
Product	*RMB'000*	%	*RMB'000*	%
Papermaking chemicals	**30,801**	**56.1**	32,222	57.5
Organic bentonite	**3,554**	**13.8**	2,570	14.4
Inorganic gel	**1,508**	**41.5**	252	40.8
Quality calcium-bentonite	**1,070**	**38.9**	1,261	38.8
Bentonite for metallurgy pellet	**376**	**38.2**	614	38.8
Other chemicals	**313**	**26.1**	294	23.4
Total	**37,622**	**42.2**	37,213	46.2

The gross profit margin of papermaking chemicals decreased slightly from 57.5% for the year ended 31 December 2017 to 56.1% for the year ended 31 December 2018. The decrease in gross profit margin was mainly due to the change of product mix in response to the market demand. The Group sold more products with lower gross profit margin for the year ended 31 December 2018.

The gross profit margin of organic bentonite was 13.8% and 14.4% for the year ended 31 December 2018 and 2017, respectively. The gross profit margin decreased by 0.6% points during the comparative years. The decrease was mainly due to the fact that the Group sold more products with lower gross profit margin to the customers in order to increase the sales volume.

The gross profit margin of inorganic gel was 41.5% and 40.8% for the year ended 31 December 2018 and 2017, respectively. The gross profit margin remained stable during the comparative years.

The gross profit margin of quality calcium – bentonite was 38.9% and 38.8% for the year ended 31 December 2018 and 2017, respectively. The gross profit margin decreased by 0.1% points during the comparative years. The decrease was mainly due to the fact that the Group sold more products with lower gross profit margin to the customers in order to increase the sales volume.

The gross profit margin of bentonite for metallurgy pellet was 38.2% and 38.8% for the year ended 31 December 2018 and 2017, respectively. The gross profit margin remained stable during the comparative years.

The gross profit margin of other chemicals was 26.1% and 23.4% for the year ended 31 December 2018 and 2017, respectively. The gross profit margin increased by 2.7% points during the comparative years.

4. Distribution costs

The distribution costs for the year ended 31 December 2018 and 2017 amounted to approximately RMB14,865,000 and RMB17,999,000, respectively. The distribution costs decreased by approximately RMB3,134,000 or 17.4% mainly because of the decrease in transportation expenses during the Year Under Review.

5. Administrative expenses

The administrative expenses increased by approximately RMB809,000 or 5.9% from approximately RMB13,780,000 for the year ended 31 December 2017 to approximately RMB14,588,000 for the year ended 31 December 2018.

Management Discussion and Analysis

6. Net impairment loss on financial assets

The net impairment loss on financial assets decreased by approximately RMB689,000 or 22.2% from approximately RMB3,108,000 for the year ended 31 December 2017 to approximately RMB2,419,000 for the year ended 31 December 2018.

7. Research and development expenses

The research and development expenses increased by approximately RMB572,000 or 11.0% from approximately RMB5,217,000 for the year ended 31 December 2017 to approximately RMB5,789,000 for the year ended 31 December 2018. The increase was mainly due to the increase in scale of the research and development project for the environmental protection field with Jilin Design and Research Institute for petrochemical engineering.

8. Other gains – net

Other gains for the year ended 31 December 2018 and 2017 amounted to approximately RMB6,967,000 and RMB645,000, respectively. The increase in other gains was mainly due to the increase in government grants from approximately RMB989,000 for the year ended 31 December 2017 to approximately RMB7,566,000 for the year ended 31 December 2018.

9. Finance income and expenses

The net finance expenses increased by approximately RMB796,000 or 15.8% from approximately RMB5,051,000 for the year ended 31 December 2017 to approximately RMB5,847,000 for the year ended 31 December 2018. The increase was mainly due to the increase of interest expenses on borrowings as a result of the increase in average bank borrowings. The borrowings were financed for working capital and capital investments in the production facilities.

10. Income tax expense

The income tax expense for the year ended 31 December 2018 was approximately RMB142,000 while it was a tax credit of approximately RMB933,000 for the year ended 31 December 2017. The increase in income tax expense was mainly due to the increase in profit before income tax, the details are set out in Note 11 to the consolidated financial statements.

The effective tax rates were 13.1% and (12.8)% for the years ended 31 December 2018 and 2017, respectively.

11. Profit for the year attributable to the equity holders of the Company

The profit for the year attributable to the equity holders of the Company was approximately RMB939,000 for the year ended 31 December 2018 while there was a loss of approximately RMB6,364,000 for the year ended 31 December 2017.

ANALYSIS OF MAJOR BALANCE SHEET ITEMS

1. Inventories

The inventories comprise raw materials, finished goods and low-value consumables. The following table sets out the inventories as at balance sheet dates indicated:

	As at 31 December	
	2018	2017
	RMB'000	*RMB'000*
Raw materials	**23,945**	25,110
Finished goods	**10,227**	7,654
Low-value consumables	**130**	172
Total	**34,302**	32,936

Management Discussion and Analysis

Raw materials mainly comprised bentonite and CPAM. Finished goods are bentonite fine chemicals mainly applied in the papermaking industries. The Group customizes the formulas for bentonite fine chemicals based on customers' requirements and makes enhancement in response to customers' production conditions.

Provision for impairment of inventories

The Group has established policies to evaluate the amount of provision required for impairment of inventories. The Group inspects and reviews the aging and conditions of inventories on a regular basis. If the Group considers that the inventories have become obsolete or damaged, provision for impairment of inventories will be provided against these inventories to reflect the net realisable value of these inventories.

The amount of the provision for impairment of inventories was approximately RMB602,450 at 31 December 2018 (at 31 December 2017: RMB627,569).

Inventory turnover

The following table sets out the average inventory turnover days for the year indicated:

	Year ended 31 December	
	2018	2017
Average inventory turnover days *(note)*	**238**	246

Note:

Average inventory turnover days are equal to the average inventory divided by cost of sales and multiplied by 365 days. Average inventory equals inventory at the beginning of the financial year plus inventory at the end of the financial year and divided by 2.

The average inventory turnover days decreased from 246 days for the year ended 31 December 2017 to 238 days for the year ended 31 December 2018. The decrease in average inventory turnover days in 2018 was primarily due to the increase in cost of sales.

Management Discussion and Analysis

2. Trade and other receivables

The following table sets out an analysis of the trade and other receivables as at the balance sheet dates indicated:

	As at 31 December	
	2018	2017
	RMB'000	*RMB'000*
Trade receivables	**50,113**	47,052
Less: provision for impairment	**(11,145)**	(6,260)
Trade receivables – net	**38,968**	40,792
Bills receivables	**3,997**	5,088
Other receivables	**6,018**	6,302
Less: provision for impairment	**(1,145)**	(310)
Other receivables – net	**4,873**	5,992
Prepayments	**2,399**	1,547
Trade and other receivables – net	**50,237**	53,419
Less: non-current portion	**(1,228)**	(1,156)
Current portion	**49,009**	52,263

Trade receivables

Trade receivables as at 31 December 2018 and 2017 mainly represented the outstanding amounts of receivable from customers less any provision for impairment of trade receivables. The following table sets out an analysis of the trade receivables as at the balance sheet dates indicated:

	As at 31 December	
	2018	2017
	RMB'000	*RMB'000*
Trade receivables	**50,113**	47,052
Less: provision for impairment	**(11,145)**	(6,260)
Trade receivables – net	**38,968**	40,792

The customers are normally required to make payment pursuant to the credit terms which is determined by the length of the customers' relationship with the Group and the contract value. The Group generally provides a credit term normally from 90 days to 180 days to its customers.

Management Discussion and Analysis

The table below sets out the aging breakdown of trade receivables as at the balance sheet dates indicated:

	As at 31 December	
	2018	2017
	RMB'000	*RMB'000*
Within 180 days	**35,113**	34,009
Over 180 days and within 1 year	**2,982**	3,637
Over 1 year and within 2 years	**3,478**	2,296
Over 2 years and within 3 years	**1,801**	3,218
Over 3 years	**6,739**	3,892
Total	**50,113**	47,052

The Group's trade receivables increased by approximately RMB3,061,000 or 6.5% from approximately RMB47,052,000 as at 31 December 2017 to approximately RMB50,113,000 as at 31 December 2018. The trade receivables due over 180 days increased by approximately RMB1,957,000 or 15.0% from approximately RMB13,043,000 as at 31 December 2017 to approximately RMB15,000,000 as at 31 December 2018. The increase was mainly due to the increase in sales during the Year Under Review.

Trade receivables turnover days

The following table sets out the Group's trade receivables turnover days for the year indicated:

	Year ended 31 December	
	2018	2017
Trade receivables turnover days *(note)*	**199**	214

Note:

The number of trade receivables turnover days is calculated as average trade receivables (trade receivables at the beginning of the year plus trade receivables at the end of the year then divided by 2) divided by total revenue for the year multiplied by 365.

The Group's trade receivables turnover days for the years ended 31 December 2018 and 2017 were approximately 199 days and 214 days respectively. The decrease of turnover days was mainly due to the increase in revenue.

Provision for impairment of trade receivables

Trade receivables is subject to the expected credit loss model. The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

The expected loss rates of trade receivables is based on the payment profiles of sales over a period of 36 month before 31 December 2018 or 1 January 2018 respectively and the corresponding historical credit losses experienced within this period.

The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers. The Group has identified the GDP and the unemployment rate of the countries in which it sells its goods to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Management Discussion and Analysis

3. Trade and other payables

The following table sets out an analysis of the trade and other payables as at the balance sheet dates indicated:

	As at 31 December	
	2018	2017
	RMB'000	*RMB'000*
Trade payables	**16,624**	15,869
Other payables	**9,402**	8,232
Staff salaries and welfare payables	**2,275**	2,692
Advances from customers	**–**	1,113
Contract liabilities	**629**	–
Accrued taxes other than income tax	**1,234**	1,208
Total	**30,164**	29,114

As at 31 December 2018 and 2017, all trade and other payables of the Group were non-interest bearing, and their fair values, except for the advances from customers, staff salaries and welfare payables and accrued taxes other than income tax which are not financial liabilities, approximate their carrying amounts due to their short maturities.

The trade payables increased by approximately RMB755,000 or 4.8% from approximately RMB15,869,000 as at 31 December 2017 to approximately RMB16,624,000 as at 31 December 2018.

Trade payables turnover days

The following table sets out the Group's trade payables turnover days for the year indicated:

	Year ended 31 December	
	2018	2017
Trade payable turnover days *(note)*	**115**	136

Note:

The number of trade payables turnover days is calculated as average trade payables (trade payables at the beginning of the year plus trade payables at the end of the year then divided by 2) divided by cost of sales for the year multiplied by 365. The trade payables turnover days decreased from 136 days for the year ended 31 December 2017 to 115 days for the year ended 31 December 2018, which was due to the increase in payment to our suppliers during the Year Under Review.

Management Discussion and Analysis

CASH FLOW

The Group's cash is primarily used to meet the demand of financing its working capital requirement, repaying interest and principal due on its indebtedness and providing funds for capital expenditures and growth of the Group's operations.

1. Cash flows generated from operating activities

The net cash inflow from operating activities for the year ended 31 December 2017 amounted to approximately RMB12,214,000 which was mainly attributable to the cash generated from operating activities amounting to approximately RMB12,699,000, as adjusted by the payment of income tax of approximately RMB485,000.

The cash generated from operating activities of approximately RMB12,699,000 was primarily attributable to the operating cash before changes in working capital of approximately RMB9,202,000 as adjusted by (i) a decrease in trade and other receivables of approximately RMB13,787,000, (ii) an increase in inventories of approximately RMB7,966,000, and (iii) a decrease in trade and other payables of approximately RMB2,325,000.

The net cash inflow from operating activities for the year ended 31 December 2018 amounted to approximately RMB17,561,000, which was mainly attributable to the cash generated from operating activities amounted to approximately RMB17,732,000, as adjusted by the payment of income tax of approximately RMB171,000.

The cash generated from operating activities of approximately RMB17,732,000 was primarily attributable to the operating cash before changes in working capital of approximately RMB17,812,000, as adjusted by (i) an increase in trade and other receivables of approximately RMB2,009,000 due to the increase in sales of our products, (ii) a decrease in inventories of approximately RMB260,000, (iii) an increase in trade and other payables of approximately RMB2,059,000, and (iv) an increase in restricted cash of approximately RMB389,000.

2. Cash flows used in investing activities

For the year ended 31 December 2017, the Group had net cash outflow from investing activities of approximately RMB8,897,000, which was primarily attributable to (i) payment of prepaid leasing expenses and leasehold improvements of approximately RMB435,000, and (ii) purchase of property, plant and equipment of approximately RMB12,033,000, partially offset by (i) withdraw of guaranteed deposits and time deposits of approximately RMB3,500,000 and (ii) interest income received from time deposits of approximately RMB71,000.

For the year ended 31 December 2018, the Group had net cash outflow used in investing activities of approximately RMB21,071,000, which was primarily attributable to purchase of property, plant and equipment, prepaid leasing expenses and leasehold improvements of approximately RMB21,086,000.

3. Cash flows generated from/(used in) financing activities

For the year ended 31 December 2017, the Group had net cash outflow from financing activities of approximately RMB14,531,000, which was primarily attributable to (i) repayment of borrowings of approximately RMB73,811,000, and (ii) payment of interest expenses of approximately RMB4,970,000, partially offset by the proceed from borrowings of approximately RMB64,250,000.

For the year ended 31 December 2018, the Group had net cash inflow generated from financing activities of approximately RMB23,883,000, which was primarily attributable to the proceeds from borrowings of approximately RMB86,720,000 and proceeds from issuance of placing shares of approximately RMB19,408,000, partially off-set by repayment of borrowings of approximately RMB76,299,000 and payments of interest expenses of RMB5,946,000.

Management Discussion and Analysis

CAPITAL STRUCTURE

1. Indebtedness

The total indebtedness of the Group as at 31 December 2018 was approximately RMB75,471,000 (31 December 2017: approximately RMB65,050,000). During the Year Under Review, the Group did not experience any difficulties in renewing its banking facilities with its lenders.

2. Asset-liability ratio

As at 31 December 2018, the Group's asset-liability ratio was approximately 35.3% (31 December 2017: 35.1%), calculated as the total borrowings divided by total assets multiplied by 100%. The increase was mainly due to an increase in bank borrowings.

3. Pledge of assets

As at 31 December 2018, the Group had pledged certain buildings, fixtures and facilities, land use rights and time deposits with aggregate carrying amount of approximately RMB40,476,000 (31 December 2017: approximately RMB25,165,000).

4. Capital expenditures

The capital expenditures of the Group primarily included purchases of plant and equipment, construction in progress. The Group's capital expenditures amounted to approximately RMB18,354,000 and RMB16,744,000 for the year ended 31 December 2018 and 2017, respectively.

LIQUIDITY AND CAPITAL RESOURCES

The Group has met its working capital needs mainly through cash generated from operations and various long and short-term bank borrowings and other borrowings. Other borrowings were obtained from financial institutions by discounting bank acceptance notes. For the Year Under Review, the weight average effective annual interest rate of bank borrowings was 7.9% and the weight average effective annual interest rate of other borrowings was 4.2%. The currency of the borrowings is in Renminbi. Taking into account the cash flow generated from operations and the long and short-term bank borrowing facilities available to the Group, the Directors are of the view that the Group has sufficient working capital to meet its current liquidity demand and the liquidity demand within at least 12 months from the date of this report.

As at 31 December 2018, the Group had cash and cash equivalents of RMB22,272,000 (31 December 2017: approximately RMB1,845,000) which was mainly generated from operations of the Group.

CONTINGENT LIABILITIES, LEGAL AND POTENTIAL PROCEEDINGS

As at 31 December 2018, the Group did not have any material contingent liabilities, legal proceedings or potential proceedings.

CAPITAL COMMITMENT

As at 31 December 2018, the Group had capital commitment of approximately RMB989,000 (31 December 2017: approximately RMB5,865,000).

SEGMENT INFORMATION

The chief operating decision-maker of the Group assesses the performance and allocates the resources of the Group as a whole, as all of the Group's activities are considered to be primarily dependent on the performance of production and sales of bentonite clay products and all of the Group's operations are carried out in China. Therefore, management considers there is only one operating segment, under the requirements of Rule 18.41(6) of GEM Listing Rules. In this regard, no segment information is presented.

MATERIAL ACQUISITION AND DISPOSAL BY THE GROUP

For the year ended 31 December 2018, the Group had not made any material acquisition or disposal.

Management Discussion and Analysis

SIGNIFICANT INVESTMENTS

The Company had not held any significant investments during the year ended 31 December 2018.

FUTURE PLANS FOR CAPITAL ASSETS

Future plans for capital assets of the Company are set out in the "Comparison of Business Objectives with Actual Business Progress" section on pages 18 to 19.

FUTURE OUTLOOK

In 2018, the uncertainty faced by China's economy was unresolved, and will continue in 2019 as predicted. As such, Sino-US trade friction gave rise to the biggest uncertainty, hence adding uncertainties to China's economy correspondingly. Enterprises shall adjust their own development strategies to adapt to the ever-changing market.

Under the guidance of "13th Five-Year-Plan" of the state, the papermaking industry in China has developed rapidly, and opened up the upstream market for fine paper chemical industry, taking the advantages of the gradual elimination and replacement of backward production capacity in papermaking industry, alongside the promotion and application of fine paper chemicals with continuous technological advancement.

Given that the import quota for waste paper is subject to the restriction on imported resources, the papermaking industry is increasing the domestic recycling rate of waste paper, as well as gaining the enthusiasm for the development of pulp fiber papermaking and the "forestry-pulp-paper integration" development path in their future development plan. The fine paper chemical industry shall make preparation for such development trend in advance.

In 2019, the market is full of challenges and uncertainties. The Group will continue to promote the transformation, upgrading and technological reform of our main products, optimise the product range mix and improve the market competitiveness of our products. We will step up the promotion of new products, strive to create new sources of profit and take the Company's business to the next level.

The Group's overall business strategy: improve responsiveness to the market by adopting a profit-centered, innovation-driven, market-oriented and sales-led mentality. Therefore, the Group has formulated and will implement the following strategies:

1) The Group's work focuses on promoting organic bentonite products and opening up the market scale for new products, particularly the application of organic bentonite in the fields such as paints and coatings as well as water treatment;

2) The Group will further expand the development of fine paper chemical market in Southeast Asia; and

3) The Group will promote the application of its products in the new sectors, such as pesticide adjuvants and aquaculture.

HUMAN RESOURCES AND TRAINING

For the year ended 31 December 2018, the Group had a total of 109 employees, of which 45 worked at the Group's headquarter in Changxing, and 64 stationed in Yangyuan and various regions with main responsibility of production, sales and marketing. Total staff cost for the Year Under Review amounted to RMB12,556,000 (2017: RMB11,047,000). The Group releases an annual sales guideline at the beginning of each year, formulates the sales strategies and sets out the sales targets of different sales areas after discussing with sales representatives. At the end of each year, the Group makes performance appraisal for sales personnel based on the review results and the achievement of sales target.

During the Year Under Review, the Group adhered to the "human-oriented" management concept to have its staff closely involved in the development of the Group and provided them with skills training. The Group formulates workflow and service specifications for its employees, conducts periodic performance review on its employees, and revises their salaries and bonuses accordingly.

DIVIDENDS

The Board did not recommend the payment of any final dividends for the year ended 31 December 2018 (2017: nil).

Comparison of Business Objectives with Actual Business Progress

BUSINESS OBJECTIVES SET OUT IN THE PROSPECTUS OF THE COMPANY

By leveraging on the Group's current sales network, its products, technology, patent and production knowhow, as well as the customers recognition, the Group intends to continue the following plans in 2019. The plans, which are expected to be implemented by stages, include:

1. Focusing on the developments of high-purity water-purifying bentonite (高純水洗膨潤土) products to diversify into new industry sectors other than papermaking industry, particularly pharmaceutical and consumer chemical sectors. The Group has started to install the production machinery and equipment in its existing plant in Yangyuan County (陽原縣) for the high-purity water-purifying bentonite project with an annual production capacity of 15,000 tonnes;

2. Enhancing cost-effective production knowhow, improving the production techniques in producing high-quality "dual micro-particle retention and drainage aids used in papermaking" (造紙二元微粒助留助濾劑);

3. Keeping track of customers' demand and enhancing product applications. The Group plans to install advanced testing facilities, increase follow-up visits to customers and carry out stricter testings for customers, fine tuning and optimizing product formulas;

4. The Group will further extend its existing sales network in Southern China as well as other prospective markets;

5. Developing information technology system includes the establishment of intranet and information system to carry out e-commerce activities; and

6. Reinforcing the training of sales and technical teams.

Comparison of Business Objectives with Actual Business Progress

ACTUAL BUSINESS PROGRESS AND USE OF PROCEEDS FROM THE LISTING

The H shares of the Company were listed on the GEM Board of the Stock Exchange on 16 January 2015. Net proceeds from the placing of H shares were approximately RMB37,395,000 (equivalent to approximately HK$47,335,000), after deduction of the underwriting commission and relevant expenses. As at 31 December 2018, the Group had used up all the net proceeds of approximately RMB37,395,000, of which approximately RMB21,200,000 had been used for purchase of high-purity water-purifying bentonite production machinery and equipment, approximately RMB1,200,000 had been used for advanced research and development of papermaking chemicals, approximately RMB1,253,000 had been used for research and development of new bentonite products for consumer chemicals and pharmaceutical use, approximately RMB1,704,000 had been used for enhancement of existing sales network, approximately RMB423,000 had been used for training of sales and technical teams, approximately RMB7,868,000 had been used for repayment of bank loans of the Group and approximately RMB3,747,000 as working capital.

Directors' and Senior Management's Biographies

DIRECTORS

Executive Directors

Mr. Zhang Youlian (張有連), aged 57, was appointed as a Director and the Chairman of the Board (董事長) on 29 December 2008. Mr. Zhang graduated from Zhejiang Taizhou Business School (浙江台州商業學校) in July 1982. He worked for Changxing Agricultural Materials Co. (長興農資公司) between February 1982 and May 1987. He worked as the vice director (理事副主任) of Changxing Litang Supplier (長興里塘供銷社) between May 1987 and December 1999. He founded Changxing Renheng Fine Bentonite Co., Ltd. (長興仁恒精製膨潤土有限公司) in December 2000 and has been a Director of the Board since December 2008. Mr. Zhang has been appointed as Chairman of the board of directors of Shanghai Nongfuguoyuan Co., Ltd. (上海農夫果園有限公司), Changxing Guyinxing Tourism Resort Co., Ltd. (長興古銀杏旅遊度假山莊有限公司) and Changxing Wuguo Agriculture and Technology Co., Ltd. (長興五果農業科技有限公司), since June 2001, February 2003 and August 2010, respectively. Mr. Zhang is a brother of Ms. Zhang Jinhua (張金花), a non-executive Director; and a cousin of Mr. Zhang Donglian (張冬連), a supervisor.

Mr. Sun Wensheng (孫文勝), aged 49, was appointed as a Director on 1 September 2012. Mr. Sun graduated from Dalian Polytechnic University (大連輕工業學院) with a bachelor's degree in pulp and papermaking (製漿造紙工程) in July 1991. He served as a deputy general manager of Yanbian Shixian Bailu Papermaking Co., Ltd. (延邊石峴白麓紙業股份有限公司) (stock code: 600462) listed on the Shanghai Stock Exchange (上海證券交易所) between July 2001 and June 2008 and served as a senior engineer on pulping and papermaking in January 2003. He joined Zhejiang Chang'an Renheng Chemicals Co., Ltd. (浙江長安仁恒化工有限公司) in June 2008 and he is now a sales manager of the Company.

Mr. Fan Fang (范芳), aged 53, was appointed as a Director of the Company on 29 December 2008 and is a member of the Nomination Committee and a member of Remuneration Committee. Mr. Fan graduated from Jinhua Supply and Marketing College in Zhejiang Province (浙江省金華供銷學校) in July 1985. He was responsible for financial matters of a subsidiary of the Changxing County Supplier (長興縣供銷社) between September 1985 and December 1997. Mr. Fan has been appointed as the head of the finance department of the Company since March 2003.

Directors' and Senior Management's Biographies

Non-Executive Director

Ms. Zhang Jinhua (張金花), aged 46, was appointed as a non-executive Director of the Company on 14 May 2016. She worked for Changxing Gulong Hotel (長興古龍大酒店) from January 1994 to December 2002 and was in charge of procurement work for the hotel. She joined the Company in January 2003 and was in charge of finance related work of the Company. Ms. Zhang is the sister of Mr. Zhang Youlian (張有連), the executive Director and Chairman of the Company and a cousin of Mr. Zhang Donglian (張冬連), a supervisor of the Company.

Independent Non-Executive Directors

Mr. Shao Chen (邵晨), aged 56, was appointed as an independent non-executive Director, a member of the Audit Committee and the chairman of the Nomination Committee of the Company on 24 February 2013. Mr. Shao graduated from Zhejiang Normal University (浙江師範學院) in July 1982 and obtained a bachelor's degree in Arts. He worked for Zhejiang Gaohan Information Technology Co., Ltd. (浙江高漢信息科技有限公司) as a general manager of the marketing department and a general manager of the network security department between July 1991 and December 1997. He served as a general manager of Hangzhou Chaofan Transgenic Engineering Co., Ltd. (杭州超凡轉基因工程有限公司) between October 1999 and May 2007. Mr. Shao is now the deputy secretary general of China Non-Metallurgical Mining Industry Association (中國非金屬礦工業協會) and the secretary general of its Professional Committee on Bentonite (膨膶土專業委員會).

Dr. Huang Zemin (黃澤民), aged 65, was appointed as an independent non-executive Director and a member of the Audit Committee and a member of the Remuneration Committee of the Company on 24 February 2013. He studied at East China Normal University (華東師範大學) between September 1989 and July 1996 and graduated with a doctoral degree in Economics. Dr. Huang was promoted to associate professor in October 1992. He has been a professor of the School of International Finance (國際金融系) at East China Normal University (華東師範大學) since August 1996 and was engaged as a tenured professor (終身教授) by East China Normal University (華東師範大學) in December 2002. Dr. Huang was also a member of the 10th, 11th and 12th Chinese People's Political Consultative Conference (全國政協委員). He served as an independent director (獨立董事) of Shanghai Tofflon Science and Technology Co., Ltd. (上海東富龍科技股份有限公司) (stock code: 300171) listed on the Shenzhen Stock Exchange between March 2011 and March 2014. He has been an independent director of Shanghai Jinfeng Wine Company Limited (上海金楓酒業股份有限公司) (stock code: 600616) listed on the Shanghai Stock Exchange since May 2013.

Mr. Chau Kam Wing, Donald (周錦榮), aged 56, was appointed as an independent non-executive Director and the chairman of the Audit Committee of the Company on 8 May 2014. He was also appointed as the chairman of the Remuneration Committee and a member of the Nomination Committee of the Company on 14 May 2016. He has over 24 years' experience in audit, tax and financial management. Mr. Chau obtained an MBA from the University of San Francisco in the USA in 2000. He is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chau is the Finance Director of Winox Holdings Limited (stock code: 06838) listed on Main Board. He is also an independent non-executive director of China Water Affairs Group Ltd. (stock code: 00855), Ching Lee Holdings Limited (Stock code: 3728) and Carpenter Tan Holdings Ltd., (stock code: 00837), companies listed on the Main Board. He is also the independent non-executive director of Eco-Tek Holdings Limited (stock code: 08169), which is listed on GEM. He was also an independent non-executive director of Zhejiang Shibao Co. Ltd. (Hong Kong stock code: 01057 and Shenzhen stock code: 002703) which is a company listed on the Main Board and the Small and Medium Enterprise Board (中小企業板) of the Shenzhen Stock Exchange from November 2009 to June 2015.

Directors' and Senior Management's Biographies

SUPERVISORY COMMITTEE

Mr. Xu Qinsi (徐勤思), aged 54, is the chairman of the Supervisory Committee and was appointed as a Supervisor on 1 September 2012. He is an economist. Mr. Xu served as the vice plant manager of Changxing Thread Factory (長興線廠) between October 1993 and August 2005. He graduated from the correspondence school at Party School of the Central Committee of Communist Party of China (中共中央黨校), majored in economic management, in December 1997. Mr. Xu served as the head of the office of the Company between September 2006 and March 2009. He worked for Zhejiang Tailun Insulator Co., Ltd. (浙江泰侖絕緣子有限公司) as a deputy director of its supply department between May 2009 and August 2010. Mr. Xu joined the Company again in August 2010 and has been responsible for human resources management. Mr. Xu Qinsi is a brother of Ms. Xu Qinwei (徐勤偉), the general manager of the Company, and the spouse of Ms. Ling Weixing (淩衞星), a Shareholder. Save as disclosed, Mr. Xu does not have any relationship with any other Director, Supervisor, senior management of the Company, the substantial shareholder or the controlling shareholder of the Company and does not hold any directorship in companies listed in Hong Kong or on overseas security market within the three years immediately preceding the date of this report.

Mr. Zhang Donglian (張冬連), aged 52, and was appointed as a Supervisor on 29 December 2008. Mr. Zhang joined the Company in March 2007 and he is now the deputy general manager of Yangyuan Renheng Fine Clay Co., Ltd. (陽原縣仁恒精細粘土有限責任公司). Mr. Zhang Donglian is a cousin of Mr. Zhang Youlian (張有連), an executive Director, and Ms. Zhang Jinhua (張金花), a Shareholder and a non-executive Director. Save as disclosed, Mr. Zhang does not have any relationship with any other Director, Supervisor, senior management of the Company, the Substantial Shareholder or the Controlling Shareholder of the Company and does not hold any directorship in companies listed in Hong Kong or on overseas security market within the three years immediately preceding the date of this report.

Mr. Liang Guoping (梁國平), aged 58, was elected as the employee representative to serve as a Supervisor on 16 August 2012. Mr. Liang graduated from Zhejiang Taizhou Business School (浙江台州商業學校) in July 1981. He worked for Changxing County Native Products Corporation (長興縣土特產總公司) between September 1981 and July 1999. Mr. Liang joined the Company since its establishment in December 2000. He now serves as a cashier of the Company. Mr. Liang does not have any relationship with any other Director, Supervisor, senior management of the Company, the substantial shareholder or the controlling shareholder of the Company and does not hold any directorship in companies listed in Hong Kong or on overseas security market within the three years immediately preceding the date of this report.

Directors' and Senior Management's Biographies

SENIOR MANAGEMENT

Ms. Xu Qinwei (徐勤偉), aged 63, is the general manager of the Company. Ms. Xu joined Changxing Jingu Industrial Co. (長興金谷實業公司) in July 1991. She was appointed as the deputy manager of Zhejiang Province Zhongrun Real Estate Co. Changxing Branch (浙江省中潤房地產總公司長興分公司) (in 2004 renamed as Zhejiang Province Zhongrun Food and Oil Trading Co. (浙江省中潤糧油工貿公司)), a subsidiary of Zhejiang Province Food Group Co., Ltd. (浙江省糧食集團有限公司), between April 1994 and March 2006. She has been the general manager of the Company since May 2006. Ms. Xu is a sister of Mr. Xu Qinsi (徐勤思), a Supervisor, and the spouse of Mr. Wang Shunmiao (王順淼), a Shareholder. Save as disclosed, Ms. Xu does not have any relationship with any other Director, Supervisor, senior management of the Company, the substantial shareholder or the controlling shareholder of the Company and does not hold any directorship in companies listed in Hong Kong or on overseas security market within the three years immediately preceding the date of this report.

Mr. Su Pin (蘇品), aged 54, Mr. Su graduated from the correspondence school at Party School of the Central Committee of Communist Party of China (中共中央黨校), with a graduation certificate in economic management, in December 2001. He is an economist. He served as a deputy general manager of Zhoushan Taihe Local Products Co., Ltd. (舟山市泰和土產有限責任公司) between January 1991 and April 1994, he served as the general manager of Zhoushan Taihe Local Products Co., Ltd. between April 1994 and March 2000. He worked for Zhoushan Hongli Specialty Co., Ltd. (舟山市弘立特產有限公司) as the general manager between April 2000 and June 2004. Mr. Su has been appointed as the deputy general manager of the Company since June 2004. Mr. Su does not have any relationship with any other Director, Supervisor, senior management of the Company, the substantial shareholder or the controlling shareholder of the Company and does not hold any directorship in companies listed in Hong Kong or on overseas security market within the three years immediately preceding the date of this report.

Mr. Chan Hon Wan (陳漢雲), aged 58, is the financial controller and company secretary of the Company and joined the Group in April 2014. Mr. Chan graduated with a Bachelor's Degree in Economics from Macquarie University in Australia in 1986 and a Master's Degree in Accountancy from the Hong Kong Polytechnic University in 2005. He is currently an associate member of The Hong Kong Institute of Certified Public Accountants (HKICPA), and an associate member of The Institute of Chartered Accountants in Australia. Mr. Chan has over 31 years of extensive experience in accounting and finance fields, gaining from an international accounting firm and various listed corporations. He served as the financial controller of Fairwood Holdings Limited (stock code: 00052), a company listed on the Main Board of the Stock Exchange from 1995 to 1998. He worked as a corporate finance director of Texwood Limited from 2000 to 2005 and a Business Director of Texwood Group from 2006 to 2008. Mr. Chan served from September 2008 to April 2009 as the company secretary, qualified accountant and authorised representative of Freeman Corporation Limited (Stock Code: 00279) (now known as Freeman Financial Corporation Limited), a company listed on the Main Board of the Stock Exchange.

Corporate Governance Report

The Board strives to uphold the principles of corporate governance set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules, and adopted various measures to enhance the internal control system, the Directors' continuous professional development and other areas of practice of the Company. While the Board strives to maintain a high level of corporate governance, it also works hard to create value and achieve maximum return for its Shareholders. The Board will continue to conduct review and improve the quality of corporate governance practices with reference to local and international standards.

During the Year Under Review, the Company has complied with the code provisions, other than code provisions A.2.1 and A.1.8 of the CG Code.

According to code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Currently, Mr. Zhang Youlian is the Chairman of the Board and the chief executive officer. The Board is in the opinion that having Mr. Zhang to carry out both roles can bring about strong and consistent leadership for the Group, and can be more effective in planning and implementing long-term business strategies. The Board also considers that since members of the Board include competent and independent non-executive Directors, this structure will not impair the balance of power and authority between the Board and its management in the business of the Group. The Board is in the opinion that the structure described above will be beneficial to the Company and its business.

In addition, according to the code provision A.1.8 of the CG Code, the Company should arrange appropriate insurance cover in respect of legal action against its directors and officers. As the Board needed time to consider quotes from different insurers, during the Year Under Review, the Company did not take out directors and officers liability insurance to cover liabilities arising from legal action against its directors.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Model Code") as its own code governing securities transactions of the Directors. Specific enquiries have been made to all Directors and all Directors have confirmed that they have fully complied with the required standard of dealings as set out in the Model Code during the Year Under Review.

BOARD OF DIRECTORS

The Board should have a balance of skills and experience appropriate for the requirements of the business of the Company. Board should ensure that changes to its composition can be managed without undue disruption. Board should include a balanced composition of executive Directors (the "Executive Directors"), non-executive Director (the "Non-executive Director") and independent non-executive Directors (the "Independent Non-executive Directors") so that there is a strong independent element on the Board, which can effectively exercise independent judgment.

The Board currently comprises a total of seven Directors, being three Executive Directors, one Non-executive Director and three Independent Non-executive Directors. Mr. Zhang Youlian, Mr. Sun Wensheng and Mr. Fan Fang, served as Executive Directors, Ms. Zhang Jinhua served as Non-executive Director and Mr. Shao Chen, Dr. Huang Zemin and Mr. Chau Kam Wing, Donald served as Independent Non-executive Directors. These Independent Non-executive Directors, who have different business and professional backgrounds, have brought valuable experience and expertise for the best interests of the Group and its Shareholders. One of the Independent Non-executive Directors is a qualified accountant who has appropriate professional quantifications or accounting or related financial management expertise. Each Non-executive Director and Independent Non-executive Director has been appointed for a 3-years term of services.

There is no financial, business, family or other material/relevant relationship amongst Directors and supervisors, except (i) Mr. Zhang Youlian is a brother of Ms. Zhang Jinhua, a Non-executive Director; and a cousin of Mr. Zhang Donglian, a supervisor; (ii) Ms. Zhang Jinhua is a sister of Mr. Zhang Youlian, an Executive Director; and a cousin of Mr. Zhang Donglian, a supervisor; and (iii) Mr. Zhang Donglian is a cousin of Mr. Zhang Youlian, an Executive Director, and Ms. Zhang Jinhua, a Non-executive Director.

Corporate Governance Report

Biographical details of and the relationship between the Directors and supervisors are set out in the section headed "Directors' and Senior Management's Biographies" of this report.

An updated list of Directors and their role and functions is maintained at the websites of the Company and the Stock Exchange and the Independent Non-executive Directors are identified by name in all corporate communications.

Each Independent Non-executive Director has given an annual confirmation of his independence to the Company, and the Company considers them to be independent under Rule 5.09 of the GEM Listing Rules.

Pursuant to Article 10.2 of the articles of association of the Company (the "Articles of Association"), Directors shall be elected or changed by the Shareholders' meeting. Every term of a Director is three years. Upon expiry of the term, a Director shall be eligible for re-election and re-appointment.

RESPONSIBILITIES OF THE BOARD

All the Directors (including the Independent Non-executive Directors) have acquired a proper understanding of the Company's operation and business and are fully aware of his/her functions and responsibilities under statute and common law, the GEM Listing Rules and other applicable legal and regulatory requirements. Every Director has given the Company the details on the number and nature of offices held in other companies and significant commitments at the time of his/her appointment.

The Board is responsible for leadership and control of the Group and be collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board focuses on formulating the Group's overall strategies, authorizing the development plan and budget; monitoring financial and operating performance; reviewing the effectiveness of the internal control system; supervising and managing management's performance of the Group; and setting the Group's values and standards. Though the Board delegates the day-to-day management, administration and operation of the Group to management, all the Directors continue to give sufficient time and attention to the Company's affairs. The delegated functions are reviewed by the Board periodically to ensure that they accommodate the needs of the Group.

CORPORATE GOVERNANCE FUNCTIONS

The Company's corporate governance function is carried out by the Board pursuant to a set of written terms of reference adopted by the Board on 19 December 2014 in compliance with provision D.3.1 of the CG Code, which include (a) to develop and review the Company's policies and practices on corporate governance; (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and (e) to review the Company's compliance with the CG Code and relevant disclosure in the corporate governance report of the annual report of the Company.

The Board has performed the abovementioned corporate governance functions during the Year Under Review.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Independent Non-executive Directors are appointed for a specific term subject to retirement by rotation and re-election in accordance with the Articles of Association. Each Independent Non-executive Director is required to inform the Company as soon as practicable if there is any change that may affect his independence and must provide an annual confirmation of his independency to the Company. Up to the date of this report, no Independent Non-executive Director has served the Company more than 9 years.

BOARD DIVERSITY POLICY

Pursuant to the CG Code, the Board has adopted a board diversity policy (the "Board Diversity Policy"). The Company recognizes and embraces the benefits of diversity of Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge.

Corporate Governance Report

As at the date of this report, the Board comprises seven Directors. One of them is a woman. Three of the Directors are Independent Non-executive Directors and independent of management, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of gender, professional background and skills.

DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

All Directors are aware of their responsibilities to the Shareholders and have exercised their duties with care, skill and diligence, in pursuit of the development of the Group. Every newly appointed Director receives an induction to ensure that he/she has a proper understanding of the business and operations of the Group and that he/she is fully aware of his/her duties and responsibilities as a director under applicable rules and requirements.

All Directors (with the names set out in the section "Board of Directors" in this Corporate Governance Report) are provided with regularly updates on the Company's performance and financial position to enable the Board as a whole and each Director to discharge his/her duties. In addition, briefings and updates on the latest development regarding the GEM Listing Rules and other applicable regulatory requirements are provided to each of the Directors during Board meetings to ensure compliance and enhance their awareness of good corporate governance practices. In May 2018, the Company organized a training session to provide each of the Directors with an update on the GEM Listing Rules.

BOARD COMMITTEES

The Board has formed three committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All committees have been formed with specific written terms of reference in compliance with Appendix 15 to the GEM Listing Rules which deal with their respective authorities and duties.

Copies of minutes of all meetings and resolutions of the committees, which are kept by the company secretary (the "Company Secretary"), are circulated to all Board members and the committees are required to report back to the Board on their decision and recommendations where appropriate. The procedures and arrangements for a Board meeting have been adopted for the committee meetings so far as practicable.

Members, duties and responsibilities of the committees are as follows:

AUDIT COMMITTEE

The Company established an Audit Committee (the "Audit Committee") on 26 March 2014 and has formulated its written terms of reference, which have from time to time been modified in accordance with the prevailing provisions of the CG Code. The Audit Committee has three members, namely Mr. Shao Chen, Dr. Huang Zemin, and Mr. Chau Kam Wing, Donald, who are Independent Non-executive Directors. Mr. Chau, who has appropriate professional qualifications and experience in accounting matters, has been appointed as the chairman of the Audit Committee.

The primary duties of the Audit Committee are (among other things) to provide an independent review and supervision of financial reporting, and examine the effectiveness of the internal controls of the Group and to ensure the external auditor is independent and the audit process is effective. The Audit Committee examines all matters relating to the accounting principles and policies adopted by the Group, auditing functions, internal controls, risk management and financial reporting. The Audit Committee also serves as a channel of communication between the Board and the external auditor. External auditor and the Directors are invited to attend the committee meetings as and when necessary.

During the Year Under Review, the Audit Committee had held four meetings and all the members attended the meetings. The attendance record of committee members at these meetings are set out in the section headed "Board Proceedings and Individual Attendance" of this report. Pursuant to the meeting of the Audit Committee held on 23 March 2019, the Audit Committee has, together with the management of the Company and external independent auditor, reviewed the consolidated financial statements for the year ended 31 December 2018, the results announcement, this 2018 annual report and accounting principles and practices adopted for the Group for the Year Under Review, and agreed with the accounting treatments adopted by the Group.

Corporate Governance Report

REMUNERATION COMMITTEE

The Company established a Remuneration Committee (the "Remuneration Committee") on 26 March 2014 and has formulated its written terms of reference, which have from time to time been modified in accordance with the prevailing provisions of the CG Code. The Remuneration Committee currently has three members, namely Mr. Fan Fang, an Executive Director, Dr. Huang Zemin and Mr. Chau Kam Wing, Donald, both Independent Non-executive Directors. Mr. Chau has been appointed as the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee are (among other things) to make recommendation to the Board the terms of remuneration packages, bonuses and other compensation (including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment) payable to the Directors and senior management and to make recommendations to the Board on the Group's policy and structure for all remuneration of the Directors and senior management. During the Year Under Review, the Remuneration Committee had held two meetings and all the members attended the meetings. The attendance record of the committee members at these meetings are set out in the section headed "Board Proceedings and Individual Attendance" of this report.

NOMINATION COMMITTEE

The Company established a Nomination Committee (the "Nomination Committee") on 26 March 2014 and has formulated its written terms of reference, which have from time to time been modified in accordance with the prevailing provisions of the CG Code. The Nomination Committee currently has three members, namely Mr. Fan Fang, an Executive Director, Mr. Chau Kam Wing, Donald and Mr. Shao Chen, both Independent Non-executive Directors. Mr. Shao has been appointed as the chairman of the Nomination Committee.

The Nomination Committee shall assess whether any vacancy on the Board has been created or is expected on a regular basis or as required. In the selection and nomination for new Directors, the Nomination Committee identifies the key attributes that an incoming Director should have, based on attributes of the existing Board and the requirements of the Group. The Nomination Committee utilizes various methods for identifying potential candidates, including recommendations from the members of the Board, management, and professional search firms. All potential candidates are evaluated by the Nomination Committee based on their qualifications. The potential candidates will go through a shortlisting process. Interviews are then set up with the shortlisted candidates for the Nomination Committee to assess them before a decision is made. New Directors are appointed by way of a board resolution, after the Nomination Committee has approved their nominations.

The principal responsibilities of the Nomination Committee are (among other things) to review the composition of the Board, including its structure, size and diversity at least annually to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Group. It is also responsible to consider and recommend to the Board suitably qualified persons to become a member of the Board, monitor the succession planning of Directors and assess the independence of Independent Non-executive Directors. The Nomination Committee will also give consideration to the Board Diversity Policy when identifying suitably qualified candidates to become members of the Board, and the Board will review the Board Diversity Policy, so as to develop and review measurable objectives for the implementing the Board Diversity Policy and to monitor the progress on achieving these objectives. During the Year Under Review, the Nomination Committee had held two meetings and all the members attended the meetings. The attendance record of the committee members at these meetings are set out in the section headed "Board Proceedings and Individual Attendance" of this report.

Corporate Governance Report

BOARD PROCEEDINGS AND INDIVIDUAL ATTENDANCE

Regular board meetings are held at quarterly intervals with additional meetings convened as and when necessary to discuss the overall strategic directions, the Group's operations, financial performance, and to approve quarterly, interim and annual results and other significant matters. For regular meetings, Board members are given at least 14 days prior notice and agenda with supporting papers are sent to Directors not less than 3 days before the relevant meeting is held. Directors may propose to the Chairman or the Company Secretary to include matters in the agenda for regular board meetings.

Directors are requested to declare their direct or indirect interests, if any, in any proposals or transactions to be considered by the Board at board meetings and abstain from voting in favour of the related board resolutions as appropriate. Minutes of meetings of the Board and Board committees are kept by the Company Secretary in sufficient details of the matters considered and decisions reached, including dissenting views expressed, and are open for inspection on reasonable notice by any Director. Draft and final versions of minutes are sent to all Directors for their comments and records respectively within a reasonable time after the board meeting is held.

All Directors have access to the advice and services of the Company Secretary with a view to ensuring the Board procedures are followed.

Details of the attendance records of Directors on Board meetings, Board committee meetings and annual general meeting for the Year Under Review are as follows:

	Attendance/Number of meetings					
Name of Directors	Board Meeting	Audit Committee	Remuneration Committee	Nomination Committee	Annual General Meeting	Extraordinary General Meeting
Executive Directors						
Mr. Zhang Youlian *(Chairman)*	4/4	–	–	–	1/1	1/1
Mr. Sun Wensheng	4/4	–	–	–	1/1	1/1
Mr. Fan Fang	4/4	–	2/2	2/2	1/1	1/1
Non-executive Director						
Ms. Zhang Jinhua	4/4	–	–	–	1/1	1/1
Independent Non-executive Directors						
Mr. Shao Chen	4/4	4/4	–	2/2	1/1	0/1
Dr. Huang Zemin	4/4	4/4	2/2	–	1/1	0/1
Mr. Chau Kam Wing, Donald	4/4	4/4	2/2	2/2	1/1	1/1

Subsequent to the year ended 31 December 2018 and up to date of this report, the Board held another Board meeting on 23 March 2019 for the main purposes of approving the annual results of the Group for the year ended 31 December 2018, this annual report and formulating business development strategies. All Directors attended such meeting.

COMPANY SECRETARY

Mr. Chan Hon Wan was appointed as the Company Secretary of the Company on 1 April 2014. He is an employee of the Company and has day-to-day knowledge of the Company's affairs. He is responsible for ensuring a good information flow within the Board and the compliance of the board policy and procedures.

During the Year Under Review, Mr. Chan has confirmed that he has duly complied with the relevant professional training requirements under Rule 5.15 of the GEM Listing Rules. His biographical details are set out in the paragraph headed "Directors' and Senior Management's Biographies" in this report.

Corporate Governance Report

FINANCIAL REPORTING, INTERNAL CONTROL AND RISK MANAGEMENT

Financial reporting

The Board acknowledges its responsibility, as set out in the Independent Auditor's Report, to prepare the Company's financial statements which give a true and fair view of the Group's state of affairs, results and cash flows for the year and in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board, and the disclosure requirements of the Hong Kong Companies Ordinance. The Company has selected appropriate accounting policies and has applied them consistently based on prudent and reasonable judgments and estimates. The Board considers that the Group has adequate resources to continue in business for the foreseeable future and not aware of any material uncertainties relating to events or conditions that may affect the business of the Company or cast doubts on its ability to continue as going concern.

The responsibilities of PricewaterhouseCoopers, the Company's external auditor, with respect to financial reporting are set out in the section headed "Independent Auditor's Report" in this annual report.

Internal control and risk management

The Board recognizes its responsibility to ensure the Company maintains a sound and effective internal control system and the Board has conducted a review of the effectiveness of the internal control system of the Group during the Year Under Review. The Group's internal control system is designed to safeguard assets against misappropriation and unauthorized disposition and to manage operational risks. Review of the Group's internal controls covering major financial, operational and compliance controls, as well as risk management functions of different systems has been done on a systematic basis based on the risk assessments of the operations and controls. The controls built into the risk management system are intended to manage, not eliminate, significant risks in the Group's business environment. The Group's risk management framework includes the following elements: (i) identify significant risks in the Group's operation environment and evaluate the impacts of those risks on the Group's business; (ii) develop necessary measures to manage those risks; and (iii) monitor and review the effectiveness of such measures. The implementation of risk management framework of the Group was assisted by the Group's internal audit department so that the Group could ensure new and emerging risks relevant to the Group's operation are promptly identified by management, assess the adequacy of action plans to manage these risks and monitor and evaluate the effectiveness of the action plans. These are on-going processes and our Audit Committee reviews the Group's risk management systems from time to time in accordance with the prevailing Group's business environment.

Audit Committee reported to the Board the implementation of the Group's risk management and internal control policy which, among other things, included the determination of risk factors, evaluation of risk level the Group could take and effectiveness of risk management measures. Based on the reports from the Group's internal control department and the Audit Committee, the Board considers the Group's risk management and internal control system is adequate and effective and the Group has complied with the provisions on risk management and internal controls as set out in the CG code.

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

For the purpose of handling and disseminating inside information in accordance with the GEM Listing Rules and the Securities and Futures Ordinance (the "SFO") (Cap 571 of the Laws of Hong Kong), the Group has taken various procedures and measures, including: (i) arousing the awareness to preserve confidentiality of inside information within the Group; (ii) sending blackout period and securities dealing restrictions notification to the relevant directors and employees regularly; and (iii) disseminating information to specified persons on a need-to-know basis and regarding closely to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission in June 2012.

Corporate Governance Report

EXTERNAL AUDITOR

PricewaterhouseCoopers has been appointed as the external auditor of the Company. The Audit Committee has been notified of the nature and the service charges of non-audit services performed by PricewaterhouseCoopers and considered that such services have no adverse effect on the independence of the external auditor.

For the year ended 31 December 2018, the fees payable to PricewaterhouseCoopers in respect of its audit services provided to the Group was RMB1,000,000.

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditor during the year ended 31 December 2018.

SHAREHOLDERS' RIGHTS

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

Right to convene extraordinary general meeting

Any Shareholder(s) who individually or jointly hold 10% or more of the Company's issued voting shares at the date of the deposit of the requisition, shall at all times have the right, by written requisition sent to the Company's principal place of business in Hong Kong as set out in the manner below, to require an EGM 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.

The written requisition must state the purposes of the meeting, signed by the requisitionist(s) and deposit it to the Board or the Company Secretary of the Company at the Company's principal place of business in Hong Kong at 39/F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong, and such may consist of several documents in like form, each signed by one or more requisitionists.

The request will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the request is proper and in order, the Company Secretary of the Company will ask the Board to convene an EGM by serving sufficient notice in accordance with the statutory requirements to all the registered members. On the contrary, if the request which has been verified is not in order, the Shareholders will be advised of this outcome and accordingly, an EGM will not be convened as requested. If within thirty days from the date of the deposit of the requisition the Board fails to proceed to convene such meeting, the requisitionist(s), may convene a meeting 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 by the Company to the requisitionist(s).

According to article 8.6 of the Articles of Association, when the Company convenes a shareholders' general meeting, written notice of the meeting shall be given forty-five days before the date of the meeting (including the date of the meeting but excluding the date on which the written notice is sent) to notify all shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting twenty days before the date of the meeting.

Making Proposals at Shareholders' Meetings

According to article 8.7 of the Articles of Association, when the Company convenes a shareholder's annual general meeting, shareholders (either independently or jointly) holding 3% or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place such proposed motions on the agenda for such annual general meeting if they are matters falling within the functions and powers of the shareholders in general meeting.

Corporate Governance Report

Shareholders who would like to propose new motions in annual general meeting should send the written requisition by post to the Company's principal place of business in Hong Kong at 39/F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong.

Right to put enquiries to the Board

Shareholders have the right to put enquiries to the Board. All enquiries shall be in writing and sent by post to the Company's principal place of business in Hong Kong at 39/F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong or by phone at (852) 2526 6311. Shareholders may also make enquiries with the Board at the general meetings of the Company.

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2018, there had been no significant change in the Company's constitutional documents. The Articles of Association of the Company are available on the websites of the Stock Exchange and the Company.

INVESTOR RELATIONS

The Company believes that maintaining effective communication with the investment industry is crucial to having a deeper understanding of the Company's business and its development among investors. To achieve this goal and increase transparency, the Company will continue to adopt proactive measures to foster better investor relations and communications. As such, the purpose for the Company to formulate investor relations policies is to let investors have access to information of the Group in a fair and timely manner, so that they can make an informed decision.

We welcome investors to write to the Company or send their inquiries to the Company's website www.renheng.com to share their opinions with the Board. The Company's website also discloses the latest business information of the Group to investors and the public.

On behalf of the Board
Zhejiang Chang'an Renheng Technology Co., Ltd.
Mr. Zhang Youlian
Chairman of the Board

Zhejiang, PRC, 23 March 2019

Report of the Directors

The Directors have pleasure in presenting the annual report together with the audited consolidated financial statements of the Company for the year ended 31 December 2018 (the "Financial Statements").

BACKGROUND

The Company was established in the PRC as a limited liability company in December 2000 and was converted into a joint stock limited liability company in December 2008 under the Company Law of the PRC. The Company's H Shares were listed on the GEM of the Stock Exchange on 16 January 2015.

PRINCIPAL BUSINESS

The Group is principally engaged in the business of development, production and sale of bentonite fine chemicals. The Group uses bentonite as its basic raw materials to manufacture paper chemicals, bentonite for metallurgy pellet, quality calcium-bentonite and other products.

RESULTS AND DIVIDENDS

Profit of the Group for the year ended 31 December 2018 and the state of affairs of the Company and the Group at that date are set out in the Financial Statements on pages 46 to 103.

The Board did not recommend the payment of any final dividends for the year ended 31 December 2018 (2017: nil).

CLOSURE OF THE REGISTER OF MEMBERS OF H SHARES

To be eligible to attend and vote in the forthcoming annual general meeting

The register of members of the Company will be closed from Thursday, 11 April 2019 to Saturday, 11 May 2019 (both days inclusive) during which period no transfer of H shares will be registered. To be qualified for attending and voting at the forthcoming annual general meeting, all share transfer documents must be lodged with the Company's H share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Wednesday, 10 April 2019.

BUSINESS REVIEW

A review of the business of the Group for the Year Under Review and a discussion on the Group's future business development are provided in the "Management Discussion and Analysis" on pages 6 to 17. An analysis of the Group's performance during the Year Under Review using financial key performance indicators is provided in the five-year "Financial Highlights" on page 4. No important event affecting the Group has occurred since the end of the Year Under Review.

POLICY ON PAYMENT OF DIVIDENDS

The Company has adopted a policy on payment of dividends (the "Dividend Policy"), which establishes an appropriate procedure on declaring and recommending the dividend payment of the Company.

The Company will declare and/or recommend the payment of dividends to the Shareholders after considering the Company's ability to pay dividends, which will depend upon, among other things, its actual and expected financial results, cash flow, general business conditions and strategies, current and future operations, statutory, contractual and regulatory restrictions. The Board has complete discretion on whether to pay a dividend, subject to the Shareholders' approval, where applicable. Even if the Board decides to recommend and pay dividends, the form, frequency and amount will depend upon the operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors affecting the Group. The Board may also consider declaring special dividends from time to time, in addition to the interim and/or final dividends.

The Company shall review and reassess the Dividend Policy and its effectiveness on a regular basis or as required.

Report of the Directors

ENVIRONMENTAL POLICY

The Group is committed to supporting the environmental sustainability. Our commitment to protect the environment is well reflected by our continuous efforts in promoting green measures and awareness in our daily business operations. Our Group encourages environmental protection and promote awareness towards environmental protection to the employees. Our Group adheres to the principle of recycling and reducing. It implements green office practices such as double-sided printing and copying, setting up recycling bins, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance.

Our Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of our Group's businesses to move towards adhering the 3Rs – Reduce, Recycle and Reuse and enhance environmental sustainability.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the Year Under Review, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by our Group that has a significant impact on the business and operations of our Group.

RELATIONSHIPS WITH STAKEHOLDERS

The Company recognizes that employees are our valuable assets. Thus our Group provides competitive remuneration package to attract and motivate the employees. Our Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

Our Group also understands that it is important to maintain good relationship with business partners and bank enterprises to achieve its long-term goals. Accordingly, our senior management have kept good communication, promptly exchanged ideas and shared business update with them when appropriate. During the Year Under Review, there was no material and significant dispute between our Group and its business partners or bank enterprises.

KEY RISKS AND UNCERTAINTIES

Our Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to our Group's businesses. The followings are the key risks and uncertainties identified by our Group. There may be other risks and uncertainties in addition to those shown below which are not known to our Group or which may not be material now but could turn out to be material in the future.

Market Risk

Market risk is the risk that deteriorates profitability or affects ability to meet business objectives arising from the movement in market prices. The management of our Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Report of the Directors

Foreign exchange risk

The Group's principal business is located in the PRC and its major transactions are conducted in Renminbi. Most of its assets and liabilities are denominated in Renminbi, except for certain payables to professional parties that are denominated in Hong Kong dollars.

The Renminbi is not freely convertible. There is a risk that the Chinese government may take actions affecting exchange rates which may have a material adverse effect on the Group's net assets, earnings and any dividends it declares if such dividend is to be exchanged or converted into foreign exchange. The Group has not entered into any hedging transactions to manage the potential fluctuation in foreign currencies. The Group does not consider that it has any significant exposure to the risk of fluctuation in the exchange rate between HK$, US$ and RMB.

Liquidity Risk

Liquidity risk is the potential that our Group will be unable to meet its obligations when they fall due because of an inability to obtain adequate funding or liquidate assets. In managing liquidity risk, our Group monitors cash flows and maintains an adequate level of cash and cash equivalent to ensure the ability to finance the Group's operations and reduce the effects of fluctuation in cash flows.

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Responsibility for managing operational risks basically rests with every function at divisional and departmental levels.

Key functions in our Group are guided by their standard operating procedures, limits of authority and reporting framework. Our management will identify and assess key operational exposures regularly so that appropriate risk response can be taken.

CONTINGENT LIABILITIES, LEGAL AND POTENTIAL PROCEEDINGS

As at 31 December 2018, the Group did not have any material contingent liabilities, legal proceedings or potential proceedings.

PUBLIC FLOAT

According to the information disclosed publicly and as far as the Directors are aware, during the Year Under Review and up to the date of this report, at least 25% of the issued shares of the Company was held by public shareholders.

Report of the Directors

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

For the year ended 31 December 2018, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

SHARE CAPITAL

Details of the share capital of the Company are set out in Note 20 to the Financial Statements.

RESERVES

Details of change in reserves of the Group and the Company are set out on page 49 of the "Consolidated Statement of Changes in Equity" and Notes 21 and 22 to the Financial Statements.

DISTRIBUTABLE RESERVES

The amount of the Company's reserves available for distribution at 31 December 2018, calculated in accordance with PRC rules and regulation, was retained earnings of approximately RMB17,580,000. Detail of movements in reserves of the Group during the year are set out in the "Consolidated Statement of Changes in Equity" on page 49 of this annual report.

FINANCIAL SUMMARY

A Summary of the results, the assets and liabilities of the Group for the last five financial years is set out on page 104.

CHARITY DONATIONS

During the Year Under Review, the Group did not make any charity donations (2017: RMB169,000).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group for the year ended 31 December 2018 are set out in Note 13 to the Financial Statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the PRC which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

SUBSIDIARY COMPANIES

Details of the major subsidiary companies of the Company as at 31 December 2018 are set out in Note 32 to the Financial Statements.

Report of the Directors

DIRECTORS

The Directors of the Company during the year ended 31 December 2018 and up to the date of this report have been:

Executive Directors

Mr. Zhang Youlian *(Chairman)*
Mr. Sun Wensheng
Mr. Fan Fang

Non-executive Director

Ms. Zhang Jinhua

Independent non-executive Directors

Mr. Shao Chen
Dr. Huang Zemin
Mr. Chau Kam Wing, Donald

Supervisors

Mr. Xu Qinsi
Mr. Zhang Donglian
Mr. Liang Guoping

BIOGRAPHIES OF THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The biographical details of the Directors, supervisors and senior management of the Company are set out in pages 20 to 23 under the section headed "Directors' and Senior Management's Biographies" in this report.

CONFIRMATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to rule 18.39B of the GEM Listing Rules from each of the Independent Non-executive Directors and the Company considers such Directors to be independent for the year ended 31 December 2018.

REMUNERATIONS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

The Remuneration Committee considers and makes recommendation to the Board on the remuneration and other benefits payable to the Directors. The committee regularly oversees the remuneration of all Directors to ensure that their remuneration and compensation are at appropriate level. The Group maintains competitive remuneration packages with reference to the industry standard and according to the business development of the Group to attract and retain its Directors as well as to control costs.

The Board determines the remuneration of the Directors on the basis of the Company's performance, together with the relevant Directors' qualifications, responsibilities, experience, contributions to and positions held with the Company. Details of the remuneration of the Directors are set out in Note 34 to the Financial Statements.

The five highest paid individuals of the Group in the Year Under Review include 2 Directors (2017: 2 Directors). Details of the five highest paid individuals are set out in Note 34 to the Financial Statements.

Report of the Directors

DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

Each of the Directors and supervisors has entered into a service agreement with the Company for a term of three years. No Director and supervisor has entered into a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS', SUPERVISORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN TRANSACTION, ARRANGEMENT AND CONTRACT

None of the Directors, the supervisors, the controlling shareholders, nor their respective associates had a material interest, either directly or indirectly, in any transaction, arrangement and contract of significance to the business of the Group to which the Company, or any of its subsidiaries was a party during the Year Under Review.

DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, DEBENTURES AND UNDERLYING SHARES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2018, the interests and short positions of the Directors, supervisors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange, were as follows:

Long positions in ordinary shares of the Company:

Name of Director/supervisor	Nature of interest	Number of shares in the Company held	Approximate percentage of Issued Share Capital
Mr. Zhang Youlian	Beneficial owner	19,220,600 (Domestic Shares)	50.05%
Ms. Zhang Jinhua	Beneficial owner	398,400 (Domestic Shares)	1.04%
Mr. Xu Qinsi[(i)]	Interest of spouse	100,000 (Domestic Shares)	0.26%

(i) Mr. Xu Qinsi, the supervisor of the Company, is deemed (by virtue of the SFO) to be interested in 100,000 domestic shares in the Company held by his spouse. Ms. Ling Weixing.

Save as disclosed above, as at 31 December 2018, none of the Directors, supervisors and chief executive had registered an interest or short position in the shares, underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules.

Report of the Directors

DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

During the Year Under Review, no rights to acquire benefits by means of the acquisition of shares in or debentures of the Company were granted to any directors or supervisors or their respective spouse or minor children, or were any such rights exercised by them; nor was the Company, or any of its subsidiaries a party to any arrangement which enabled the directors or supervisors of the Company to acquire such rights in any other body corporate.

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

As at 31 December 2018, so far as the Directors, having made all reasonable enquiries, are aware, the following interests of 5% or more of the issued share capital of the Company (other than the interests of the directors, supervisors and chief executive of the Company as disclosed above) were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions:

Name of Shareholder	Nature of interest	Number of shares in the Company held	Interest in Underlying Shares	Total number of shares in the Company held	Approximate percentage of Issued Share Capital
Ms. Yu Hua	Beneficial owner	3,576,000 (Domestic Shares)	–	3,576,000 (Domestic Shares)	9.31%

Save as disclosed above, no other parties were recorded in the register of the Company required to be kept under section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company as at 31 December 2018.

MANAGEMENT CONTRACTS

There was no contracts concerning the management or administration of the whole or any substantial part of the business of the Company which was entered into or existed during the Year Under Review.

NON-COMPETITION UNDERTAKING

As disclosed in the Company's Prospectus, Mr. Zhang Youlian (the "Controlling Shareholder"), has executed a deed of non-competition through which he has undertaken and procure that none of his associates will (a) directly or indirectly engage, participate or hold any right or interest in or otherwise be involved in any business in competition with or likely to be in competition with the Group's existing business activity or any principal business activity of any member of the Group or be in competition with the Group in any business activities which the Group may undertake in the future (the "Restricted Business"); or (b) take any direct or indirect action which constitutes an interference with or a disruption to the Group's business activities including, but not limited to, solicitation of the Group's customers, suppliers or staff. He has warranted that neither he nor any of his associates is currently engaging in and has not had any interest in any business that directly or indirectly competes or may compete with the Group's business. The Controlling Shareholder also undertakes and covenants to the Group that, if any new business opportunity relating to any Restricted Business is made available to him, he will direct the Restricted Business to the Group with such required information to enable the Group to evaluate the merits of the Restricted Business.

The Controlling Shareholder has confirmed in writing to the Company of his compliance with the deed of non-competition for disclosure in this report during the Year Under Review.

Report of the Directors

CONNECTED TRANSACTION

During the Year Under Review, the Group had not entered into any connected transactions or continuing connected transactions which are required to be disclosed in this report pursuant to the GEM Listing Rules.

DIRECTORS' AND SUPERVISORS' INTEREST IN COMPETING BUSINESS

None of the Directors or supervisors or their respective associates had engaged in or had any interest in any business which competes or may compete with the business of the Group.

INTEREST OF COMPLIANCE ADVISER

As notified by CLC International Limited ("CLCI"), the Company's compliance adviser, neither CLCI nor any of its directors or employees or close associates had any interest in the securities of the Company or any member of the Group (including options or rights to subscribe for such securities) during the Year Under Review pursuant to Rule 6A.32 of the GEM Listing Rules.

PLEDGE OF ASSETS

As at 31 December 2018, the Group had pledged certain buildings, fixtures and facilities, land use right and time deposits with aggregate carrying amount of approximately RMB40,476,000 (31 December 2017: approximately RMB25,165,000).

LIQUIDITY AND CAPITAL RESOURCES

The Group has met its working capital needs mainly through cash generated from operations and various long and short-term bank borrowings. For the Year Under Review, the effective interest rate for fixed rate loans was from 4.56% to 7.86%. The currency of the borrowings is in Renminbi. Taking into account the cash flow generated from operations and the long and short-term bank borrowing facilities available to the Group, the Directors are of the view that the Group has sufficient working capital to meet its current liquidity demand and the liquidity demand within at least 12 months from the date of this report.

As at 31 December 2018, the Group had cash and cash equivalents of RMB22,272,273 (31 December 2017: approximately RMB1,845,000) which was mainly generated from operations of the Group.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year Under Review, the total turnover of the Group's five largest customers accounted for approximately 27.6% of the Group's revenue, in which turnover from the largest customer of the Group accounted for approximately 10.2% of the total revenue of the Group. During the same period, total purchases of the Group's five largest suppliers accounted for approximately 60.7% of the Group's total cost of sales, in which purchase from the largest supplier of the Group accounted for approximately 47.5% of the total cost of sales of the Group.

None of the Directors, their respective associates or any Shareholders (interested in 5% or more of the share capital to the best knowledge of the Board) has any interest in any of the five largest suppliers or the Group's five largest customers.

TAX RELIEF AND EXEMPTION

The Company is not aware that any holders of securities of the Company are entitled to any tax relief or exemption by reason of their holding of such securities.

Report of the Directors

USE OF PROCEEDS FROM PLACING OF H SHARES

The H shares of the Company were listed on the GEM Board of The Hong Kong Stock Exchange on 16 January 2015. Net proceeds from the placing of H shares were approximately RMB37,395,000 (equivalent to approximately HK$47,335,000), after deduction of the underwriting commission and relevant expenses. As at 31 December 2018, the Group had used up all the net proceeds of approximately 37,395,000. Details of the usage of proceeds from the placing of H shares are set forth in the section headed "Comparison of Business Objectives with Actual Business Progress" in this report.

EMPLOYEE BENEFITS

Details of the employee benefits of the Group for the year ended 31 December 2018 are set out in Note 9 to the Financial Statements. No forfeited contributions (by the Group on behalf of employees who leave the defined contribution plans prior to vesting fully in such contributions) can be used by the Group to reduce the existing level of contributions.

PERMITTED INDEMNITY PROVISION

At no time during the Year Under Review and up to the date of this report, there was or is, any permitted indemnity provision being in force for the benefit at any of the Directors of the Company (whether made by the Company or otherwise) or an associated company (if made by the Company).

COMPANY SECRETARY

Mr. Chan Hon Wan, who is also senior management, is our Company Secretary. Please refer to Mr. Chan's biographies in the section headed "Directors' and Senior Management's Biographies" for details.

COMPLIANCE OFFICER

Mr. Fan Fang, who is also an Executive Director, is our compliance officer. Please refer to Mr. Fan's biographies in the section headed "Directors' and Senior Management's Biographies" for details.

COMPLETION OF THE PLACING

All the conditions set out in the placing agreement have been fulfilled and the placing was completed on 29 November 2018. An aggregate of 6,400,000 placing shares, representing (i) approximately 80% of the total issued H shares of the Company immediately before the completion of the placing; and (ii) approximately 16.67% of the total issued shares of the Company as enlarged by the issue of the 6,400,000 placing shares of the Company immediately after completion of the placing, have been successfully placed at the placing price of HK$3.50 per placing share to not less than six independent placees, being individual, corporate, professional, institutional or other investors, who and whose ultimate beneficial owners, as far as the placing agents and the Directors are aware, are independent third parties pursuant to the terms and conditions of the placing agreement.

As a result of the placing, the total number of issued shares of the Company has increased from 32,000,000 shares to 38,400,000 shares. The total number of issued H shares of the Company has increased from 8,000,000 H shares to 14,400,000 H shares.

EVENTS AFTER THE REPORTING PERIOD

There is no material events after the reporting period as at the date of this report.

AUDITOR

The consolidated financial statements for the year ended 31 December 2018 have been audited by PricewaterhouseCoopers, who shall retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of PricewaterhouseCoopers as auditor of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board
Zhejiang Chang'an Renheng Technology Co., Ltd.
Mr. Zhang Youlian
Chairman of the Board

Zhejiang, PRC, 23 March, 2019

Supervisory Committee Report

The Supervisory Committee is pleased to present this report of the Supervisory Board in the annual report of the Company for the year ended 31 December 2018.

In 2018, all members of the Supervisory Committee have earnestly performed their supervisory functions to safeguard the rights and interests of the Group and the Shareholders in accordance with the Company Law of the PRC, the Articles of Association, the Terms of Reference of the Supervisory Committee and the relevant provisions in the GEM Listing Rules. Members of the Supervisory Committee carried out examination of the Company's financial accounts and supervision of the Directors, and other senior management officers for their compliance with the laws, administrative regulations and the Articles of Association in executing their respective duties.

MEETING OF THE SUPERVISORY COMMITTEE

For the year ended 31 December 2018, a meeting of the Supervisory Committee was held on 24 March 2018 to consider the 2017 audited financial report of the Company and the report of Supervisory Committee for 2017 and to receive the report on the 2017 results announcement of the Company.

INDEPENDENT OPINION OF THE SUPERVISORY COMMITTEE ON THE LAWFUL OPERATION OF THE COMPANY

The Supervisory Committee is of the view that during the Year Under Review, the operation of the Company has been consistent with the provisions of the Company Law of the PRC, the PRC Securities Law and the Articles of Association; that the decision-making process of the Company has been in compliance with the laws, and the Company has established a relatively comprehensible internal control system; and that the Directors and senior management have not violated any law, regulation or the Articles of Association, nor have they acted in a way which is prejudicial to the interests of the Company.

INDEPENDENT OPINION OF THE SUPERVISORY COMMITTEE ON THE FINANCIAL POSITION OF THE COMPANY

The Supervisory Committee agreed with the audit opinion issued on 23 March 2019 on the 2018 annual financial report of the Company, and that the financial report of the Company has given a true and fair view of the financial position and the operating results of the Company.

INDEPENDENT OPINION ON THE IMPLEMENTATION OF THE RESOLUTIONS OF GENERAL MEETINGS

The Supervisory Committee considered that the Board earnestly implemented the resolutions approved by the general meetings.

In 2019, the Supervisory Committee will continue to carry out its fiduciary duties to implement effective supervision on the Company, its Directors and senior management in accordance with the relevant provisions of the Company Law of the PRC, the Articles of Association and the GEM Listing Rules; and pay close attention to the operation and management status of the Company as well as any significant development of the Company, so as to facilitate the profit growth of the Company and to dutifully protect the interest of all Shareholders of the Company.

On Behalf of the Supervisory Committee
Mr. Xu Qinsi

Zhejiang, PRC, 23 March 2019

Independent Auditor's Report

羅兵咸永道

To the Shareholders of Zhejiang Chang'an Renheng Technology Co., Ltd.
(incorporated in the People's Republic of China with limited liability)

OPINION

What we have audited

The consolidated financial statements of Zhejiang Chang'an Renheng Technology Co., Ltd. (the "Company") and its subsidiaries (the "Group") set out on pages 46 to 103, which comprise:

- the consolidated balance sheet as at 31 December 2018;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated cash flow statement for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") and have been properly prepared in compliance with the disclosure requirements of Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

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

Independence

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

PricewaterhouseCoopers, 22/F Prince's Building, Central, Hong Kong
Tel: +852 2289 8888, Fax: +852 2810 9888, www.pwchk.com

Independent Auditor's Report

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.

A key audit matter is identified during the audit as follows:

Key Audit Matter	How our audit addressed the Key Audit Matter
Revenue recognition – sales of goods Refer to Note 2.25 and Note 6 to the consolidated financial statements of the Group. Revenue recognition has significant and wide influence on financial statements. Revenue is recognised when the amounts and the related costs are reliably measured, and the control of the underlying products have been transferred to the customers. Revenue from the sale of goods is recognised when the Group has delivered products to the customers and the customers have confirmed the acceptance of the products. We focused on this area due to that the sales of the Group are derived from a large number of customers which locate across the country with relatively small transaction amounts. As a result, to obtain sufficient audit evidence, magnitude audit work and resources are required.	We understood, evaluated and validated the key controls related to Group's sales process from end to end, from contracts approval and sign-off, customer order's approval, recording of sales, all the way through to reconciliations with cash receipts and customers' records. We conducted substantive testing of revenue recorded covering different products, locations and customers, using sampling techniques, by examining the relevant supporting documents including customer orders, goods delivery notes and customer receipt notes. In addition, we confirmed certain customers' receivable balances at the balance sheet date and their transaction amounts during the period, selected on a sample basis by considering the amount, nature and characteristics of those customers. No material issues were found that would impact our audit work. Furthermore, we tested the sales transactions recognised shortly before and after the balance sheet date, including the credit notes issued after that date, whether sales transactions were recorded in the correct reporting periods. No exception were noted. Based on our audit work performed, we found the Group's revenue recognition in relation to sales of goods was supported by the evidence that we gathered.

OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent Auditor's Report

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The audit committee is responsible for overseeing the Group's financial reporting process.

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

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

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

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

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Independent Auditor's Report

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

The engagement partner on the audit resulting in this independent auditor's report is Lam Siu Wing, Benny.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 23 March 2019

Consolidated Statement of Comprehensive Income

for the year ended 31 December 2018

		Year ended 31 December	
		2018	2017
	Note	*RMB*	*RMB*
Revenue	6	**89,231,486**	80,582,825
Cost of sales	8	**(51,609,582)**	(43,370,136)
Gross profit		**37,621,904**	37,212,689
Distribution costs	8	**(14,864,918)**	(17,999,306)
Administrative expenses	8	**(14,587,601)**	(13,779,579)
Net impairment losses on financial assets	8	**(2,419,067)**	(3,107,824)
Research and development expenses	8	**(5,789,156)**	(5,216,662)
Other gains – net	7	**6,966,851**	645,335
Operating profit/(loss)		**6,928,013**	(2,245,347)
Finance income	10	**15,052**	16,298
Finance expenses	10	**(5,862,361)**	(5,067,475)
Finance expenses – net	10	**(5,847,309)**	(5,051,177)
Profit/(loss) before income tax		**1,080,704**	(7,296,524)
Income tax (expense)/credit	11	**(141,620)**	932,550
Profit/(loss) for the year attributable to the equity holders of the Company		**939,084**	(6,363,974)
Other comprehensive income		**–**	–
Total comprehensive profit/(loss) for the year attributable to the equity holders of the Company		**939,084**	(6,363,974)
Earnings/(loss) per share for profit/(loss) attributable to the equity holders of the Company during the year (expressed in RMB per share)			
– Basic and diluted	12	**0.03**	(0.20)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

Consolidated Balance Sheet

as at 31 December 2018

		As at 31 December	
		2018	2017
	Note	***RMB***	*RMB*
ASSETS			
Non-current assets			
Property, plant and equipment	*13*	**81,402,390**	85,019,650
Prepaid leasing expenses	*14*	**6,182,192**	6,357,709
Mining rights	*15*	**47,278**	78,796
Leasehold improvements	*16*	**14,910,353**	2,097,769
Deferred income tax assets	*27*	**3,345,783**	2,614,562
Other receivables	*17*	**1,228,248**	1,156,226
		107,116,244	97,324,712
Current assets			
Inventories	*18*	**34,301,833**	32,936,345
Trade and other receivables	*17*	**49,008,624**	52,262,990
Prepaid income tax		**476,361**	1,005,515
Restricted cash	*19*	**389,618**	–
Cash and cash equivalents	*19*	**22,272,273**	1,845,424
		106,448,709	88,050,274
Total assets		**213,564,953**	185,374,986
EQUITY			
Capital and reserve attributable to equity holders of the Company			
Share capital	*20*	**38,400,000**	32,000,000
Other reserves	*22*	**49,806,255**	36,634,147
Retained earnings	*21*	**17,789,952**	19,753,251
Total equity		**105,996,207**	88,387,398

Consolidated Balance Sheet *(Continued)*

as at 31 December 2018

		As at 31 December	
		2018	**2017**
	Note	***RMB***	*RMB*
LIABILITIES			
Non-current liabilities			
Deferred government grants	*23*	**513,445**	1,597,399
Provisions for environmental rehabilitation	*24*	**1,336,956**	1,142,607
Borrowings	*26*	**21,866,000**	–
		23,716,401	2,740,006
Current liabilities			
Deferred government grants	*23*	**83,953**	83,953
Trade and other payables	*25*	**30,163,867**	29,113,629
Borrowings	*26*	**53,604,525**	65,050,000
		83,852,345	94,247,582
Total liabilities		**107,568,746**	96,987,588
Total equity and liabilities		**213,564,953**	185,374,986

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

The financial statements on pages 46 to 103 were approved by the Board of Directors on 23 March 2019 and were signed on its behalf.

Zhang Youlian
Director

Fan Fang
Director

Consolidated Statement of Changes in Equity

for the year ended 31 December 2018

		Attributable to equity holders of the Company			
		Share capital	Other reserves	Retained earnings	Total
	Note	*RMB*	*RMB*	*RMB*	*RMB*
As at 1 January 2017		32,000,000	36,572,844	26,178,528	94,751,372
Comprehensive income					
Loss for the year		–	–	(6,363,974)	(6,363,974)
Total comprehensive loss for the year		–	–	(6,363,974)	(6,363,974)
Appropriation to safety fund	22	–	80,157	(80,157)	–
Utilisation of safety fund	22	–	(18,854)	18,854	–
As at 31 December 2017		32,000,000	36,634,147	19,753,251	88,387,398
As at 31 December 2017		32,000,000	36,634,147	19,753,251	88,387,398
Change in accounting policy	2.2	–	–	(2,738,074)	(2,738,074)
As at 1 January 2018		**32,000,000**	**36,634,147**	**17,015,177**	**85,649,324**
Comprehensive income					
Profit for the year		**–**	**–**	**939,084**	**939,084**
Total comprehensive profit for the year		**–**	**–**	**939,084**	**939,084**
Issue of new shares	20	**6,400,000**	**13,007,799**	**–**	**19,407,799**
Appropriation to statutory reserve		**–**	**164,967**	**(164,967)**	**–**
Appropriation to safety fund	22	**–**	**108,963**	**(108,963)**	**–**
Utilisation of safety fund	22	**–**	**(109,621)**	**109,621**	**–**
As at 31 December 2018		**38,400,000**	**49,806,255**	**17,789,952**	**105,996,207**

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

Consolidated Cash Flow Statement

for the year ended 31 December 2018

	Note	Year ended 31 December 2018 RMB	2017 RMB
Cash flows from operating activities			
Cash generated from operations	*28(a)*	**17,732,174**	12,698,903
Income tax paid		**(170,817)**	(485,399)
Net cash generated from operating activities		**17,561,357**	12,213,504
Cash flows from investing activities			
Proceeds from disposal of property, plant and equipment	*28(b)*	**–**	300
Deposit of guaranteed deposits and time deposits		**–**	3,500,000
Interest income received from time deposits		**15,052**	70,777
Purchases of property, plant and equipment, prepaid leasing expenses and leasehold land improvements		**(21,086,263)**	(12,467,608)
Net cash used in investing activities		**(21,071,211)**	(8,896,531)
Cash flows from financing activities			
Proceeds from issue of new shares		**19,407,799**	–
Proceeds from borrowings		**86,719,717**	64,250,000
Repayments of borrowings		**(76,299,192)**	(73,811,393)
Payments of interest expenses		**(5,945,732)**	(4,969,671)
Net cash generated from/(used in) financing activities		**23,882,592**	(14,531,064)
Net increase/(decrease) in cash and cash equivalents		**20,372,738**	(11,214,091)
Cash and cash equivalents at beginning of the year		**1,845,424**	13,193,021
Exchange difference on cash and cash equivalents		**54,111**	(133,506)
Cash and cash equivalents at end of the year	*19(a)*	**22,272,273**	1,845,424

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

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

1 GENERAL INFORMATION

Zhejiang Chang'an Renheng Technology Co., Ltd. (浙江長安仁恒科技股份有限公司, the "Company") and its subsidiaries (together, the "Group") are principally engaged in the business of development, production and sale of bentonite fine chemicals. The Group uses bentonite as its basic raw materials to manufacture paper chemicals, bentonite for metallurgy pellet, quality calcium-bentonite and other products.

The Company was established as a company with limited liability under the name of Chang Xing Renheng Refined Bentonite Co., Ltd. (長興仁恒精製膨潤土有限公司) in the People's Republic of China (the "PRC") on 4 December 2000. Mr. Zhang Youlian (張有連) is the controlling shareholder of the Company (the "Controlling Shareholder").

On 31 December 2008, the Company was converted into a joint stock company with limited liability and changed to its current name.

The address of the Company is Laoyatang, Si'an, Changxing, Zhejiang Province, PRC.

The Company issued a total of 8,000,000 H shares with a per value of RMB1.00 each at a price of HKD9.70 per share on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited on 16 January 2015 (the "Listing").

As at 29 November 2018, the Company issued 6,400,000 new shares at a price of HKD3.50 per share by way of placement to not less than six parties, who and whose ultimate beneficial owner are independent third parties (Note 20).

The consolidated financial statements are presented in Renminbi ("RMB"), unless otherwise stated. These financial statements have been approved for issue by the Board of Directors on 23 March 2019.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with all applicable International Financial Reporting Standards ("IFRSs") and under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

(a) ***New and amended standards adopted by the Group***

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2018:

- IFRS 9 Financial Instruments
- IFRS 15 Revenue from Contracts with Customers
- Annual improvements to IFRSs 2014 – 2016 cycle, and

The Group had to change its accounting policies and make certain retrospective adjustments following the adoption of IFRS 9 (Note 2.2.1) and IFRS 15 (Note 2.2.2). The other listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(b) ***New standards and interpretations not yet adopted***

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2018 reporting periods and have not been early adopted by the group. The Group's assessment of the impact of these new standards and interpretations is set out below.

- *IFRS 16, 'Leases'*

  Nature of change

  IFRS 16 was issued in January 2016. It will result in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases. The accounting for lessors will not significantly change.

  Impact

  The standard will affect primarily the accounting for Group's operating leases. As at the reporting date, the Group has no non-cancellable operating lease commitments. There will be no impact on the Group's accounting as lessor.

  The Group has not yet assessed what other adjustments, if any, are necessary for example because of the change in the definition of the lease term and the different treatment of variable lease payments and of extension and termination options. It is therefore not yet possible to estimate the amount of right-of-use assets and lease liabilities that will have to be recognised on adoption of the new standard and how this may affect the Group's profit or loss and classification of cash flows going forward.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

(b) ***New standards and interpretations not yet adopted*** *(Continued)*

- *IFRS 16, 'Leases' (Continued)*

  Date of adoption by Group

  The new standard is mandatory for financial years commencing on or after 1 January 2019. At this stage, the Group does not intend to adopt the standard before its effective date. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

There are no other standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

2.2 Changes in accounting policies

This note explains the impact of the adoption of IFRS 9 Financial Instruments and IFRS 15 Revenue from Contracts with Customers on the Group's financial statements.

2.2.1 IFRS 9 Financial Instruments

IFRS 9 replaces the provisions of IAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

The adoption of IFRS 9 Financial Instruments from 1 January 2018 resulted in changes in accounting policies and adjustments to the amounts recognised in the financial statements. The new accounting policies are set out in Note 2.13 below. In accordance with the transitional provisions in IFRS 9 (7.2.15) and (7.2.26), comparative figures have not been restated.

The total impact on the Group's retained earnings as at 1 January 2018 is as follows:

	2018 ***RMB***
Closing retained earnings 31 December 2017 – IAS 39	**19,753,251**
Increase in provision for trade and other receivables	(3,301,327)
Increase of deferred tax assets	563,253
Adjustment to retained earnings from adoption of IFRS 9 on 1 January 2018	(2,738,074)
Opening retained earnings 1 January 2018 – IFRS 9	**17,015,177**

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.2 Changes in accounting policies *(Continued)*

2.2.1 *IFRS 9 Financial Instruments (Continued)*

Impairment of financial assets

The Group has two types of financial assets that are subject to the expected credit loss model which are trade receivables for sales of inventories and staff advances including in other receivables (Note 17). The Group was required to revise its impairment methodology under IFRS 9 for each of these classes of assets. The impact of the change in impairment methodology on the Group's retained earnings and equity is disclosed in the table above.

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, no impairment loss was identified.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for trade receivables and other receivables. This resulted in an increase of the loss allowance on 1 January 2018 by RMB3,301,327. Note 3.1(b) provides more details about the calculation of the allowance.

2.2.2 *IFRS 15 Revenue from Contracts with Customers*

The Group has adopted IFRS 15 Revenue from Contracts with Customers from 1 January 2018 which resulted in changes in accounting policies. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

IFRS 15 establishes a comprehensive framework for determining when to recognise revenue and how much revenue to recognize through a 5-step approach:

(1) Identify the contract(s) with customer;

(2) Identify separate performance obligations in a contract;

(3) Determine the transaction price;

(4) Allocate transaction price to performance obligations; and

(5) Recognise revenue when performance obligation is satisfied.

The core principle is that the Group should recognise revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. It moves away from a revenue recognition model based on an "earnings process" to an "asset-liability" approach" based on transfer of control.

The Group has assessed the effects of applying the new standard on the Group's financial statements and does not expect a significant impact on the recognition of revenue, which means the Group will not restate comparative amounts for this year.

In relation to the effect on balance sheet, the Group reclassified the advances from customers of RMB1,113,120 as at 31 December 2017 to the contract liabilities on 1 January 2018.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.3 Principles of consolidation

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

The acquisition method of accounting is used to account for business combinations by the Group (refer to Note 2.4).

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

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and balance sheet respectively.

2.4 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.4 Business combinations *(Continued)*

The excess of the

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

2.5 Separate financial statements

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

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

2.6 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive director of the Company that makes strategic decisions.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.7 Foreign currency translation

(a) ***Functional and presentation currency***

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

(b) ***Transactions and balances***

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or expenses'. All other foreign exchange gains and losses are presented in the income statement within 'other gains/losses – net'.

2.8 Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the consolidated statement of comprehensive income during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

	Estimated useful lives	Estimated residual values
Buildings, fixtures and facilities	5 to 30 years	5%
Machinery and equipment	4 to 10 years	5%
Vehicles	4 to 10 years	5%
Electronic and office equipment	3 to 5 years	5%

Construction in progress represents buildings, plant and equipment under construction or pending installation and is stated at cost less provision for impairment loss, if any. Cost includes the costs of construction and acquisition. When the assets concerned are available for use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated above.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.8 Property, plant and equipment *(Continued)*

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.12).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "other gains – net" in the consolidated statement of comprehensive income.

2.9 Prepaid leasing expenses

Prepaid leasing expenses (land use rights) are stated at cost and amortised over the remaining period of the leases on a straight-line basis, net of any impairment losses, if any (Note 2.12).

2.10 Mining rights

Mining rights are stated at cost and amortised over the remaining period of the license periods on a straight-line basis, net of any impairment losses, if any (Note 2.12).

2.11 Leasehold improvements

Leasehold improvements are stated at cost and amortised over the lower of expected beneficial periods or lease periods on a straight-line basis, net of any impairment losses, if any (Note 2.12).

2.12 Impairment of non-financial assets

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2.13 Investments and other financial assets

2.13.1 Classification

From 1 January 2018, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and

- those to be measured at amortised cost

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

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Investments and other financial assets *(Continued)*

2.13.1 Classification (Continued)

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

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

2.13.2 Recognition and derecognition

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

2.13.3 Measurement

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

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

2.13.4 Impairment

From 1 January 2018, the Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 3.1(b) for further details.

2.13.5 Accounting policies applied until 31 December 2017

The Group has applied IFRS 9 retrospectively, but has elected not to restate comparative information. As a result, the comparative information provided continues to be accounted for in accordance with the Group's previous accounting policy.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Investments and other financial assets *(Continued)*

2.13.5 Accounting policies applied until 31 December 2017 (Continued)

Until 31 December 2017 the Group classifies its financial assets in the following categories:

- financial assets at fair value through profit or loss,
- loans and receivables, and
- available-for-sale financial assets.

The classification determined on the purpose for which the financial assets were acquired. Management determined the classification of its investments at initial recognition. The Group only has financial assets classified as "loans and receivables" during the years ended 31 December 2017.

(i) Subsequent measurement

The measurement at initial recognition did not change an adoption of IFRS 9, see description above.

Subsequent to the initial, recognition loans and receivables were subsequently carried at amortised cost using the effective interest method.

(ii) Impairment

The Group assessed at the end of each reporting period whether there was objective evidence that a financial asset or Group of financial assets was impaired. A financial asset or a group of financial assets was impaired and impairment losses were incurred only if there was objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) had an impact on the estimated future cash flows of the financial asset or group of financial assets that could be reliably estimated.

For loans and receivables, the amount of the loss was measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that had not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset was reduced and the amount of the loss was recognised in profit or loss. If a loan had a variable interest rate, the discount rate for measuring any impairment loss was the current effective interest rate determined under the contract. As a practical expedient, the Group could measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreased and the decrease could be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss was recognised in profit or loss.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.14 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods comprises design costs, raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.15 Trade and other receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.16 Cash and cash equivalents

In the consolidated cash flow statement, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less. Restricted cash is excluded from cash and cash equivalent.

2.17 Restricted cash

Restricted cash represents guaranteed deposits held in a separate reserve account to be pledged to the bank for issuance of trade facilities such as time deposits as security deposits for borrowing agreement, guaranteed deposits for issuance of bills payable and guaranteed deposits for purchase of equipment. Such restricted cash will be released when the Group repays the related trade facilities or bank loans.

2.18 Share capital

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

2.19 Trade and other payables

Trade payables are obligations to pay for goods, construction or services that have been acquired in the ordinary course of business from suppliers. Trade payables and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.20 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of comprehensive income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2.21 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.22 Current and deferred income tax

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

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.22 Current and deferred income tax *(Continued)*

(b) ***Deferred income tax***

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

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

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

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

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

2.23 Employee benefits

(a) ***Pension obligations***

The full-time employees of the Group in the PRC are covered by various government-sponsored defined contribution pension plans under which the employees are entitled to a monthly pension based on certain formulas. The relevant government agencies are responsible for the pension liability to these retired employees. The Group contributes on a monthly basis to these pension plans. Under these plans, the Group has no obligation for post-retirement benefits beyond the contributions made. Contributions to these plans are expenses as incurred and contributions paid to the defined-contribution pension plans for a staff are not available to reduce the Group's future obligations to such defined-contribution pension plans even if the staff leave the Group.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.23 Employee benefits *(Continued)*

(b) Housing benefits

The Group contributes to the state-prescribed housing fund. Such costs are charged to the consolidated statement of comprehensive income as incurred. Apart from those described above, the Group does not have other legal or constructive obligations over such benefits.

(c) Bonus entitlements

The expected cost of bonus payments is recognised as a liability when the Group has a present contractual or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

2.24 Provisions

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

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

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.25 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts returns and value-added tax.

Sales of goods

Revenue from the sale of goods is recognised when control of the products has transferred, being when the products are delivered to the buyer, the buyer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the buyer's acceptance of the products. Delivery occurs when the products have been transferred to the buyer, the risks of obsolescence and loss have been transferred to the buyer, and either the buyer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

As receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.26 Government grants

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

Government grants relating to costs are deferred and recognised in the consolidated statement of comprehensive income over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to assets are deferred and credited to the consolidated statement of comprehensive income on a straight-line basis over the expected useful lives of the related asset.

2.27 Research and development

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects relating to design and testing of new or improved products are recognised as intangible assets when it is probable that the project will be a success, considering its commercial and technological feasibility, and costs can be measured reliably. Other development expenditures are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

2.28 Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated statement of comprehensive income on a straight-line basis over the period of the lease.

2.29 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

2.30 Safety fund

According to CaiQi [2012] No 16 "Measures for the accruals and utilization of safety fund for enterprises", issued by the Ministry of Finance ("MOF") and Safety Production General Bureau, the Group is required to accrue a "safety fund" to improve the production safety. Accruals to the safety fund are treated as an appropriation to reserves, which will be reversed to retained earnings upon utilization and charged to cost of sales.

2.31 Interest income

Interest income on financial assets at amortised cost and financial assets at FVOCI calculated using the effective interest method is recognised in the statement of profit or loss as part of other income.

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes, see Note 10 below. Any other interest income is included in other income.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.31 Interest income *(Continued)*

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

This note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance. Current year profit and loss information has been included where relevant to add further context.

Risk	Exposure arising from	Measurement	Management
Market risk – foreign exchange	Future commercial transactions Recognised financial assets and liabilities not denominated in Hong Kong dollar (HK$)	Cash flow forecasting Sensitivity analysis	Foreign currency forwards and foreign currency options
Market risk – interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Interest rate swaps
Credit risk	Cash and cash equivalents, trade receivables, derivative financial instruments debt investments and contract assets	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and letters of credit
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

The Group's risk management is predominantly controlled by a central finance department under policies approved by the board of directors. The Group's overall risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group currently does not use any derivative financial instruments to hedge certain risk exposures.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(a) ***Market risk***

(i) *Foreign exchange risk*

The Group's major operational activities are carried out in mainland China and a majority of the transactions are denominated in RMB. The Group is exposed to foreign exchange risk arising from the recognised assets and liabilities, and future transactions denominated in foreign currencies, primarily with respect to HK dollars ("HKD"). The Group's finance department at its headquarters is responsible for monitoring the amount of assets and liabilities, and transactions denominated in foreign currencies to minimise the foreign exchange risk. Therefore, the Group may consider entering into forward exchange contracts or currency swap contracts to mitigate the foreign exchange risk. During the years ended 31 December 2018 and 2017, the Group did not enter into any forward exchange contracts or currency swap contracts.

As at 31 December 2018, if the RMB had strengthened/weakened by 5% against the HKD while all other variables had been held constant, the Group's net profit for the year would have been approximately RMB722,712 (2017: RMB32) higher/lower respectively for various financial assets and liabilities denominated in HKD.

(ii) *Cash flow and fair value interest rate risk*

The Group's interest rate risks arise from borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held at variable rates. Borrowings obtained at fixed rates expose the Group to fair value interest rate risk. As at 31 December 2018, the Group's borrowings of RMB34,000,000 (2017: RMB29,000,000) were charged at variable rates while the Group's borrowings of RMB41,893,183 (2017:RMB36,050,000) were charged at fixed rates, respectively. The Group's borrowings and receivables are carried at amortised cost. The borrowings are periodically contractually repriced and to that extent are also exposed to the risk of future changes in market interest rates.

The Group has not hedged its respective cash flow and fair value interest rate risks. The interest rates, terms of repayments and fair value of borrowings are disclosed in Note 26.

As at 31 December 2018, if the interest rates on the Group's borrowing charged at variable rates had been 50 basis points higher/lower, the net profit for the years would have been approximately RMB170,000 (2017: RMB123,000) lower/higher, respectively.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(b) Credit risk

Credit risk is managed on a group basis. The carrying amounts of cash and cash equivalents, restricted cash and trade and other receivables included in the consolidated balance sheets represent the Group's maximum exposure to credit risk in relation to its financial assets.

(i) Risk management

The Group expects that there is no significant credit risk associated with cash and cash equivalents and restricted cash since they are substantially deposited at state-owned banks and other large or medium size listed banks. Management does not expect that there will be any significant losses from non-performance by these counterparties.

In addition, the Group has policies to limit the credit exposure on trade and other receivables. The Group assesses the credit quality of and sets credit limits on their customers by taking into account their financial position, their credit history and other factors such as current market conditions. The credit history of the customers is regularly monitored by the Group. In respect of customers with a poor credit history, the Group will use written payment reminders, or shorten or cancel credit periods, to ensure the overall credit risk of the Group is limited to a controllable extent. See Notes 17 for further disclosure on credit risk.

(ii) Impairment of financial assets

The Group has two types of financial assets that are subject to the expected credit loss model which are trade receivables for sales of inventory and staff advances including in other receivables excluding staff advances (Note 17). While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

The expected loss rates of trade receivables are based on the payment profiles of sales over a period of 36 month before 31 December 2018 or 1 January 2018 respectively and the corresponding historical credit losses experienced within this period, and the expected loss rates of staff advances are based on the repayment schedule over a period of 3 years before 31 December 2018 or 1 January 2018 respectively and the corresponding historical credit losses experienced within this period.

The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers as well as the staffs to settle the receivables. The Group has identified the GDP and the unemployment rate of the countries in which it sells its goods and its staffs repay advances to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(b) ***Credit risk*** *(Continued)*

(ii) *Impairment of financial assets (Continued)*

On that basis, the loss allowance as at 31 December 2018 and 1 January 2018 (on adoption of IFRS 9) was determined as follows for trade receivables and staff advances:

31 December 2018	Within 180 days	More than 180 days to one year	More than one year to two years	More than two years to three years	More than three years	Total
Expected loss rate	4%	11%	50%	77%	93%	
Gross carrying amount – trade receivables	35,112,202	2,982,115	3,478,094	1,800,910	6,739,178	50,112,499
Loss allowance – trade receivables	1,436,089	347,118	1,737,656	1,387,601	6,236,435	11,144,899
Expected loss rate	6%	9%	20%	27%	38%	
Gross carrying amount – staff advances	–	–	–	–	3,050,551	3,050,551
Loss allowance – staff advances	–	–	–	–	1,145,482	1,145,482
Total loss allowance	1,436,089	347,118	1,737,656	1,387,601	7,381,917	12,290,381

1 January 2018	Within 180 days	More than 180 days to one year	More than one year to two years	More than two years to three years	More than three years	Total
Expected loss rate	4%	11%	50%	78%	95%	
Gross carrying amount – trade receivables	34,009,079	3,636,600	2,295,873	3,218,180	3,892,671	47,052,403
Loss allowance – trade receivables	1,339,958	385,843	1,146,329	2,514,686	3,683,245	9,070,061
Expected loss rate	6%	9%	17%	21%	30%	
Gross carrying amount – staff advances	–	–	–	2,562,995	870,150	3,433,145
Loss allowance – staff advances	–	–	–	544,124	257,129	801,253
Total loss allowance	1,339,958	385,843	1,146,329	3,058,810	3,940,374	9,871,314

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(b) ***Credit risk*** *(Continued)*

(ii) Impairment of financial assets (Continued)

The closing loss allowances for trade receivables and staff advances as at 31 December 2018 reconcile to the opening loss allowances as follows:

	Trade receivables 2018 RMB	Staff advances 2018 RMB
31 December 2017 – calculated under IAS 39	6,260,379	309,608
Amounts restated through opening retained earnings	2,809,682	491,645
Opening loss allowance as at 1 January 2018 – calculated under IFRS 9	9,070,061	801,253
Increase in loss allowance recognised in profit or loss during this year	2,074,838	344,229
At 31 December 2018	11,144,899	1,145,482

Trade and other receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 3 years past due.

Impairment losses on trade receivables and staff advances are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Previous accounting policy for impairment of trade receivables

In the prior year, the impairment of trade receivables and other receivables were assessed based on the incurred loss model. Individual receivables which were known to be uncollectible were written off by reducing the carrying amount directly. The receivables were assessed collectively to determine whether there was objective evidence that an impairment had been incurred but not yet been identified. For these receivables the estimated impairment losses were recognised in a separate provision for impairment. The Group considered that there was evidence of impairment if any of the following indicators were present:

- significant financial difficulties of the debtor
- probability that the debtor will enter bankruptcy or financial reorganisation, and

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(b) ***Credit risk*** *(Continued)*

(ii) *Impairment of financial assets (Continued)*

Previous accounting policy for impairment of trade receivables (Continued)

Receivables for which an impairment provision was recognised were written off against the provision when there was no expectation of recovering additional cash.

(c) ***Liquidity risk***

The Group's objective is to maintain sufficient cash and sources of funding through committed credit facility and maintain flexibility in funding by maintaining committed credit lines. To manage the liquidity risk, management monitors rolling forecasts of the Group's liquidity reserve (comprising undrawn banking facilities) and cash and cash equivalents on the basis of expected cash flow. The Group expects to fund the future cash flow needs through internally generated cash flows from operations and borrowings from financial institutions.

The table below analyses the Group's financial liabilities into relevant maturity Groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Within 6 months *RMB*	Between 6 months and 1 year *RMB*	Between 1 and 2 years *RMB*	Between 2 and 3 years *RMB*	Over 3 years *RMB*	Total *RMB*
Group						
As at 31 December 2018						
Borrowings, including interest payables	14,196,584	44,317,516	14,907,816	8,945,890	–	82,367,806
Trade and other payables, excluding staff salaries and welfare payables, advances from customers, and accrued taxes other than income tax	26,025,958	–	–	–	–	26,025,958
	40,222,542	44,317,516	14,907,816	8,945,890	–	108,393,764
As at 31 December 2017						
Borrowings, including interest payables	28,460,113	39,672,848	–	–	–	68,132,961
Trade and other payables, excluding staff salaries and welfare payables, advances from customers, and accrued taxes other than income tax	24,101,310	–	–	–	–	24,101,310
	52,561,423	39,672,848	–	–	–	92,234,271

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.2 Capital management

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

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on basis of the gearing ratio. This ratio is calculated as net debts divided by total capital. Net debts are calculated as total borrowings less cash and cash equivalents and restricted cash. Total capital is calculated as "equity" as shown in the consolidated financial statements plus net debts.

The gearing ratios as at 31 December 2018 and 2017, respectively, are as follows:

	As at 31 December	
	2018	2017
	RMB	*RMB*
Total borrowings *(Note 26)*	**75,470,525**	65,050,000
Less: Cash and cash equivalents and restricted cash *(Note 19)*	**(22,661,891)**	(1,845,424)
Net debt	**52,808,634**	63,204,576
Total equity	**105,996,207**	88,880,133
Total capital	**158,804,841**	152,084,709
Gearing ratio	**33%**	42%

The decrease in the gearing ratio was resulted primarily from the decrease in net debt during this year.

3.3 Fair value estimation

Financial assets and liabilities not measured at fair value

Financial assets not measured at fair value included cash and cash equivalents, restricted cash and trade and other receivables (except for prepayments) and financial liabilities included borrowings and trade and other payables (except for advance from customers, staff salaries and welfare payables and accrued taxes other than income tax). The carrying amount of these financial assets and liabilities not measured at fair value is a reasonable approximation of their fair value.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

4 CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

(a) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the tables in Note 3.1(b).

(b) Environment rehabilitation obligations

Environment rehabilitation obligations are inherently imprecise and represent only the approximate amounts because of the subjective judgments involved in the estimation of the costs. Environment rehabilitation obligations are subject to a considerable amount of uncertainties which affects the Group's ability to estimate the ultimate cost of remediation efforts. These uncertainties include: (i) the exact nature and extent of the contamination at various sites including, but not limited to, mines and land development areas, whether operating, closed or sold, (ii) the extent of required cleanup efforts, (iii) varying cost of alternative remediation strategies, (iv) changes in environmental remediation requirements, and (v) the identification of new remediation sites. In addition, as prices and cost levels change from year to year, the estimate of environment liabilities also changes. Despite the inherent imprecision in these estimates, these estimates are used in assessing the provision for rehabilitation.

(c) Income taxes

The Group is subject to income taxes in a few jurisdictions. There are many transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant estimate is required from the Group in determining the provision for income taxes in each of these jurisdictions. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

5 SEGMENT INFORMATION

The chief operating decision-maker of the Group assesses the performance and allocates the resources of the Group as a whole, as all of the Group's activities are considered to be primarily dependent on the performance of production and sales of bentonite clay products, and all of the Group's operations are carried out in China. Therefore, management considers there is only one operating segment, under the requirements of IFRS 8, Operating Segments. In this regard, no segment information is presented.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

6 REVENUE

	Year ended 31 December	
	2018	2017
	RMB	*RMB*
Papermaking chemicals series	**54,904,430**	56,034,228
Organic bentonite	**25,756,988**	17,840,319
Inorganic gel	**3,632,681**	618,048
Quality calcium-bentonite	**2,750,788**	3,248,274
Bentonite for metallurgy pellet	**985,433**	1,584,774
Others chemicals *(i)*	**1,201,166**	1,257,182
	89,231,486	80,582,825

For the year ended 31 December 2018, only one external customer, Hangzhou Hengyue New Materials Co., Ltd. contributed 10% or above of the Group's revenue amounted to RMB16,597,266.

For the year ended 31 December 2017, only one external customer, Hangzhou Hengyue New Materials Co., Ltd. contributed 10% or above of the Group's revenue amounted to RMB8,840,576.

(i) Other chemicals mainly comprise flocculating agent, which are principally applied in the coating preparation industry.

7 OTHER GAINS – NET

	Year ended 31 December	
	2018	2017
	RMB	*RMB*
Loss on disposal of property, plant and equipment – net	**–**	(3,963)
Government grants		
– Relating to assets *(Note 23)*	**1,083,954**	83,953
– Relating to costs *(i)*	**6,482,400**	905,229
Fine	**(617,694)**	(182,130)
Donations	**(66,000)**	(169,300)
Others	**84,191**	11,546
	6,966,851	645,335

(i) The government grants relating to costs were certain cost-related unconditional subsidies which were granted to award the Group's effort on environmental production, product development, contribution of tax payment and innovation. For the year ended 31 December 2018, the Group received RMB6,340,000 from the Government Department of Changxing County, Zhejiang Province to reward the tax payment contribution of previous years of the Company in Changxing County.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

8 EXPENSES BY NATURE

	Year ended 31 December	
	2018	2017
	RMB	*RMB*
Changes in finished goods *(Note 18)*	**(2,573,221)**	(1,277,621)
Raw materials and consumables used	**39,205,818**	30,873,369
Employee benefit expenses *(Note 9)*	**12,556,250**	11,046,716
Utilities	**5,729,785**	4,102,190
Transportation expenses	**12,177,351**	13,298,809
Depreciation *(Note 13)*	**6,642,986**	7,462,951
Marketing and promotion expenses	**356,044**	–
Travelling and communication expenses	**3,867,097**	4,637,892
Taxes and levies	**1,073,925**	1,038,848
Amortisation of prepaid leasing expenses *(Note 14)*	**175,517**	180,989
Amortisation of mining rights *(Note 15)*	**31,518**	31,522
Audit remuneration	**1,100,000**	1,100,000
Professional service fees	**631,751**	992,748
Amortisation of leasehold improvements *(Note 16)*	**1,610,511**	624,854
Maintenance expenses	**689,069**	646,662
Entertainment expenses	**2,629,840**	4,422,876
Provision for impairment of receivables *(Note 17)*	**2,419,067**	2,480,255
Provision for inventories *(Note 18)*	**(25,119)**	627,569
Miscellaneous	**972,135**	1,182,878
Total cost of sales, distribution costs, administrative expenses, net impairment losses on financial assets and research and development expenses	**89,270,324**	83,473,507

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

9 EMPLOYEE BENEFIT EXPENSES

	Year ended 31 December	
	2018	2017
	RMB	*RMB*
Salaries, wages and bonuses	**11,348,185**	10,024,488
Contributions to pension plans	**741,559**	652,898
Housing fund, welfare, medical and other benefits	**466,506**	369,330
	12,556,250	11,046,716

(a) Five highest paid individuals

The emoluments of the five highest paid individuals amounted to RMB1,406,160 (2017: RMB1,404,537) for the year ended 31 December 2018. Their emoluments are reflected in the analysis shown in Note 34.

For the years ended 31 December 2018 and 2017, no director, supervisor or senior management received any emolument from the Group as an inducement to join, upon joining the Group, leave the Group or as compensation for loss of office.

10 FINANCE EXPENSES – NET

	Year ended 31 December	
	2018	2017
	RMB	*RMB*
Finance income		
– Interest income derived from bank deposits	**15,052**	16,298
Finance expenses		
– Interest expense	**(5,945,732)**	(5,265,212)
– Capitalised interest expenses *(Note 13)*	**–**	295,541
	(5,945,732)	(4,969,671)
– Foreign exchange (losses)/gains on borrowings and cash and cash equivalents – net	**54,111**	(133,506)
– Unrealised gains/(losses) from financial assets measured at amortised cost	**29,260**	35,702
	(5,862,361)	(5,067,475)
Finance expenses – net	**(5,847,309)**	(5,051,177)

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

11 INCOME TAX EXPENSE/(CREDIT)

	Year ended 31 December	
	2018	2017
	RMB	*RMB*
Current income tax	**309,588**	113,927
Deferred income tax *(Note 27)*	**(167,968)**	(1,046,477)
	141,620	(932,550)

The Company renewed the certificates of High and New Tech Enterprises from the Ministry of Science and Technology, Ministry of Finance and office of the State Administration of Taxation and local taxation bureau of Zhejiang province, which granted tax preferential rate of 15% for three years from 13 November 2017 to 12 November 2020.

The other subsidiaries are subject to income tax rate of 25% for the years ended 31 December 2018 and 2017.

The difference between the actual income tax charge in the consolidated statement of comprehensive income and the amounts which would result from applying the enacted tax rate to profit/(losses) before income tax can be reconciled as follows:

	Year ended 31 December	
	2018	2017
	RMB	*RMB*
Profit/(loss) before tax	**1,080,704**	(7,296,524)
Calculated at statutory tax rate	**270,176**	(1,824,131)
Expenses not deductible for tax purposes	**1,025,542**	1,079,923
Additional deduction for research and development expenses *(i)*	**(611,096)**	(652,083)
Preferential tax rate impact of the Company	**(543,002)**	463,741
Income tax expense/(credit)	**141,620**	(932,550)

(i) Pursuant to the Corporate Income Tax Law, the Company can enjoy an additional tax deduction calculated at 50% of the actual research and development expenses recognised under PRC GAAP. The tax deduction can be charged to the consolidated statement of comprehensive income after obtaining approval from tax authorities.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

12 EARNINGS/(LOSS) PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the (loss)/profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue for the years ended 31 December 2018 and 2017.

	Year ended 31 December	
	2018	2017
Profit/(loss) attributable to the equity holders of the Company *(RMB)*	**939,084**	(6,363,974)
Weighted average number of ordinary shares in issue	**32,578,630**	32,000,000
Basic earnings/(loss) per share *(RMB per share)*	**0.03**	(0.20)

(b) Diluted

The fully diluted earnings/(loss) per share for the years ended 31 December 2018 and 2017 is the same as the basic earnings/(loss) per share as there is no dilutive potential ordinary share for the years ended 31 December 2018 and 2017.

13 PROPERTY, PLANT AND EQUIPMENT

	Buildings, fixtures and facilities *RMB*	Machinery and equipment *RMB*	Vehicles *RMB*	Electronic and office equipment *RMB*	Construction in progress *RMB*	Total *RMB*
At 1 January 2017						
Cost	34,097,720	44,066,223	5,271,256	1,741,722	22,890,343	108,067,264
Accumulated depreciation	(10,567,813)	(17,348,731)	(3,258,559)	(1,149,380)	–	(32,324,483)
Net book amount	23,529,907	26,717,492	2,012,697	592,342	22,890,343	75,742,781
Year ended 31 December 2017						
Opening net book amount	23,529,907	26,717,492	2,012,697	592,342	22,890,343	75,742,781
Transfers	13,468,222	283,216	–	–	(13,751,438)	–
Additions	–	2,333,896	9,472	89,254	14,311,461	16,744,083
Disposals	–	–	(4,263)	–	–	(4,263)
Depreciation *(Note 8)*	(2,854,147)	(3,889,814)	(533,871)	(185,119)	–	(7,462,951)
Closing net book amount	34,143,982	25,444,790	1,484,035	496,477	23,450,366	85,019,650

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

13 PROPERTY, PLANT AND EQUIPMENT *(Continued)*

	Buildings, fixtures and facilities	Machinery and equipment	Vehicles	Electronic and office equipment	Construction in progress	Total
	RMB	*RMB*	*RMB*	*RMB*	*RMB*	*RMB*
At 31 December 2017						
Cost	47,565,942	46,683,335	5,195,473	1,830,976	23,450,366	124,726,092
Accumulated depreciation	(13,421,960)	(21,238,545)	(3,711,438)	(1,334,499)	–	(39,706,442)
Net book amount	34,143,982	25,444,790	1,484,035	496,477	23,450,366	85,019,650
Year ended 31 December 2018						
Opening net book amount	34,143,982	25,444,790	1,484,035	496,477	23,450,366	85,019,650
Transfers	5,147,471	8,518,119	–	5,179	(28,999,526)	(15,328,757)
Additions	46,982	186,964	797,200	290,439	17,032,898	18,354,483
Depreciation *(Note 8)*	(2,544,582)	(3,408,841)	(467,513)	(222,050)	–	(6,642,986)
Closing net book amount	36,793,853	30,741,032	1,813,722	570,045	11,483,738	81,402,390
At 31 December 2018						
Cost	52,760,395	55,388,418	5,992,673	2,126,594	11,483,738	127,751,818
Accumulated depreciation	(15,966,542)	(24,647,386)	(4,178,951)	(1,556,549)	–	(46,349,428)
Net book amount	36,793,853	30,741,032	1,813,722	570,045	11,483,738	81,402,390

As at 31 December 2018 and 2017, certain buildings with a carrying amount of RMB34,303,373 and RMB21,562,279, respectively, were pledged as collateral for the borrowings of the Group (Note 26).

During 2018, there was no capitalised borrowing costs (2017: RMB295,541) (Note 10) on qualifying assets.

Depreciation of property, plant and equipment has been charged to the consolidated statement of comprehensive income (Note 8) as follows:

	Year ended 31 December	
	2018	2017
	RMB	*RMB*
Cost of sales	**3,542,670**	4,236,269
Administrative expenses	**3,100,316**	3,226,682
	6,642,986	7,462,951

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

14 PREPAID LEASING EXPENSES

The Group's interests in prepaid leasing expenses represent prepaid operating lease payments (land use rights). All the land use rights are located in the PRC. The remaining useful lives range from 20 to 50 years. Movements in prepaid leasing expenses are as follows:

	RMB
At 1 January 2017	
Cost	7,633,091
Accumulated amortisation	(1,094,393)
Net book amount	6,538,698
Year ended 31 December 2017	
Opening net book amount	6,538,698
Amortisation *(Note 8)*	(180,989)
Closing net book amount	6,357,709
At 31 December 2017	
Cost	7,633,091
Accumulated amortisation	(1,275,382)
Net book amount	6,357,709
Year ended 31 December 2018	
Opening net book amount	**6,357,709**
Amortisation *(Note 8)*	**(175,517)**
Closing net book amount	**6,182,192**
At 31 December 2018	
Cost	**7,633,091**
Accumulated amortisation	**(1,450,899)**
Net book amount	**6,182,192**

As at 31 December 2018 and 2017, certain land use rights with a carrying value of RMB5,783,383 and RMB3,602,500, respectively, were pledged as collateral for the borrowings of the Group (Note 26).

The amortisation of prepaid leasing expenses in the amount of RMB175,517 and RMB180,989 have been charged to cost of sales in the consolidated statement of comprehensive income for the years ended 31 December 2018 and 2017, respectively (Note 8).

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

15 MINING RIGHTS

	RMB
At 1 January 2017	
Cost	338,300
Accumulated amortisation	(227,982)
Net book amount	110,318
Year ended 31 December 2017	
Opening net book amount	110,318
Amortisation charges *(Note 8)*	(31,522)
Closing net book amount	78,796
At 31 December 2017	
Cost	338,300
Accumulated amortisation	(259,504)
Net book amount	78,796
Year ended 31 December 2018	
Opening net book amount	**78,796**
Amortisation charges *(Note 8)*	**(31,518)**
Closing net book amount	**47,278**
At 31 December 2018	
Cost	**338,300**
Accumulated amortisation	**(291,022)**
Net book amount	**47,278**

The amortisation of mining rights in the amounts of RMB31,518 and RMB31,522 have been charged to cost of sales in the consolidated statement of comprehensive income for the years ended 31 December 2018 and 2017, respectively (Note 8).

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

16 LEASEHOLD IMPROVEMENTS

Leasehold improvements include construction of drilling, reservoir, bleachery and other improvements engineering on leasehold land.

	RMB
At 1 January 2017	
Cost	3,529,030
Accumulated amortisation	(1,241,308)
Net book amount	2,287,722
Year ended 31 December 2017	
Opening net book amount	2,287,722
Additions	434,901
Amortisation *(Note 8)*	(624,854)
Closing net book amount	2,097,769
At 31 December 2017	
Cost	3,963,931
Accumulated amortisation	(1,866,162)
Net book amount	2,097,769
Year ended 31 December 2018	
Opening net book amount	**2,097,769**
Additions	**695,036**
Transfer from construction in progress *(Note 13)*	**15,328,757**
Amortisation *(Note 8)*	**(3,211,209)**
Closing net book amount	**14,910,353**
At 31 December 2018	
Cost	**19,987,724**
Accumulated amortisation	**(5,077,371)**
Net book amount	**14,910,353**

The amortisation of leasehold improvements has been charged to the consolidated statement of comprehensive income (Note 8) and balance sheet as follows:

	2018 **RMB**	2017 RMB
Cost of sales	**1,610,511**	624,584
Inventory – Raw materials	**1,600,698**	–
	3,211,209	624,584

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

17 TRADE AND OTHER RECEIVABLES

	As at 31 December	
	2018	2017
	RMB	*RMB*
Trade receivables	**50,112,498**	47,052,403
Less: provision for impairment	**(11,144,899)**	(6,260,379)
Trade receivables – net *(1)*	**38,967,599**	40,792,024
Bills receivable *(2)*	**3,997,328**	5,087,857
Other receivables	**6,018,281**	6,301,650
Less: provision for impairment	**(1,145,482)**	(309,608)
Other receivables – net *(3)*	**4,872,799**	5,992,042
Prepayments *(4)*	**2,399,146**	1,547,293
Trade and other receivables – net	**50,236,872**	53,419,216
Less: non-current portion *(3)*	**(1,228,248)**	(1,156,226)
Current portion	**49,008,624**	52,262,990

As at 31 December 2018 and 2017, the fair values of the trade and other receivables of the Group, except for the prepayments and prepaid value added tax which are not financial assets, approximated their carrying amounts.

As at 31 December 2018 and 2017, the trade and other receivables are all denominated in RMB.

(1) The ageing analysis of trade receivables is as follows:

	As at 31 December	
	2018	2017
	RMB	*RMB*
– Within 180 days	**35,112,201**	34,009,079
– Over 180 days and within 1 year	**2,982,115**	3,636,600
– Over 1 year and within 2 years	**3,478,094**	2,295,873
– Over 2 years and within 3 years	**1,800,910**	3,218,180
– Over 3 years	**6,739,178**	3,892,671
	50,112,498	47,052,403

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

17 TRADE AND OTHER RECEIVABLES *(Continued)*

(1) The ageing analysis of trade receivables is as follows: *(Continued)*

The credit period granted to customers is normally between 90 days to 180 days. No interest is charged on the trade receivables. Provision for impairment of trade receivables has been made for estimated irrecoverable amounts from the sales of goods. The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets. This resulted in an increase of the loss allowance on 1 January 2018 by RMB2,809,682 for trade receivables and an increase by RMB491,645 for other receivables.

Movements in the provision for impairment of trade receivables are as follows:

	As at 31 December	
	2018	2017
	RMB	*RMB*
At the end of last year	**6,260,379**	3,887,109
Amounts restated through opening retained earnings *(Note 2.2.1)*	**2,809,682**	–
At the beginning of the year	**9,070,061**	3,887,109
Provision for impairment *(Note 8)*	**2,074,838**	2,384,056
Write-off against uncollectible receivables	**–**	(10,786)
At the end of the year	**11,144,899**	6,260,379

Impairment provision for trade receivables is charged to expenses in the consolidated statement of comprehensive income.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

17 TRADE AND OTHER RECEIVABLES *(Continued)*

(2) The ageing of bills receivable is within 180 days, which is within the credit term. Bills receivable of RMB1,153,717 and RMB1,250,000 have been discounted to financial institutions to obtain borrowing of RMB1,133,427 and RMB1,226,283 as at 31 December 2018 and 2017, respectively (Note 26(2)).

(3) As at 31 December 2018 and 2017, details of other receivables are as follows:

	As at 31 December	
	2018 *RMB*	2017 *RMB*
Non-current:		
Guaranteed deposits for environmental rehabilitation	**1,228,248**	1,156,226
Current:		
Related party borrowings *(Note 31(a))*	**278,900**	–
Staff advances	**3,050,551**	3,433,145
Deposits	**688,906**	1,128,793
Others	**771,676**	583,486
Current subtotal	**4,790,033**	5,145,424
Total	**6,018,281**	6,301,650

Movements in the provision for impairment of other receivables are as follows:

	Year ended 31 December	
	2018 *RMB*	2017 *RMB*
At the end of last year	**309,608**	213,409
Change in accounting policy *(Note 3.1(b))*	**491,645**	–
At the beginning of the year	**801,253**	213,409
Provision for impairment *(Note 8)*	**344,229**	96,199
At the end of the year	**1,145,482**	309,608

Impairment provision for other receivables is charged to expenses in the consolidated statement of comprehensive income.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

17 TRADE AND OTHER RECEIVABLES *(Continued)*

(4) As at 31 December 2018 and 2017, prepayments are in connection with:

	As at 31 December	
	2018	2017
	RMB	*RMB*
Purchase of raw materials	**2,084,999**	1,301,861
Service fees	**314,147**	245,432
	2,399,146	1,547,293

18 INVENTORIES

	As at 31 December	
	2018	2017
	RMB	*RMB*
Raw materials	**23,944,598**	25,110,583
Finished goods	**10,227,030**	7,653,809
Low value consumables	**130,205**	171,953
	34,301,833	32,936,345

The amount of the provision for impairment of inventories was RMB602,450 at 31 December 2018 (2017: RMB627,569).

The cost of inventories recognised as cost of sales amounted to RMB50,534,999 and RMB42,412,710 for the years ended 31 December 2018 and 2017, respectively.

19 CASH AND BANK BALANCES

	As at 31 December	
	2018	2017
	RMB	*RMB*
Cash at bank and on hand *(1)*	**22,661,891**	1,845,424
Less: Restricted cash *(2)*	**(389,618)**	–
Cash and cash equivalents	**22,272,273**	1,845,424

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

19 CASH AND BANK BALANCES *(Continued)*

Cash at bank and in hand are denominated in:

	As at 31 December	
	2018	2017
	RMB	*RMB*
– RMB	5,656,897	1,845,392
– HKD	17,004,994	32
	22,661,891	1,845,424

(1) Cash and cash equivalents are deposits with original maturity within 3 months. The Group earns interest on cash and cash equivalents, at fixed annual rates of 0.35% for the years ended 31 December 2018 and 2017.

(2) As at 31 December 2018, details of restricted cash is as follows:

	As at 31 December	
	2018	2017
	RMB	*RMB*
Guaranteed deposits	389,618	–

20 SHARE CAPITAL

On 31 December 2008, the Company was converted into a joint stock company with limited liability by converting total equity as at 30 November 2008 into 12,000,000 ordinary shares of RMB1 each at par value. The difference of RMB1,128,932 between the total equity as at 30 November 2008 of RMB13,128,932 and nominal value of total issued ordinary shares of RMB12,000,000 was recorded in share premium (Note 22).

On 12 May 2011, as approved by the shareholders, the share capital of the Company was increased by 12,000,000 ordinary shares of RMB1 by way of capitalisation of retained earnings of RMB12,000,000 to share capital, which has the same characteristics with the shares previously issued.

The Company issued a total of 8,000,000 H shares with a per value of RMB1.00 each at a price of HKD9.70 per share on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited on 16 January 2015. The listing proceeds to the Company, netting off listing expenses, were HKD47,334,829 (equivalent to RMB37,394,515), resulting in an increase of share capital of the Company by RMB8,000,000 and the share premium by RMB29,394,515 (Note 22).

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

20 SHARE CAPITAL *(Continued)*

As at 29 November 2018, the Company issued 6,400,000 new shares at a price of HKD3.50 per share by way of placement to not less than six parties, who and whose ultimate beneficial owner are independent third parties. The net proceeds was HKD22,400,000, after deducting the placing related expenses amounted to HKD22,149,965 equivalent to RMB19,407,799 translated on December 28, 2018, being credited to share capital of RMB6,400,000 and share premium of RMB13,007,799 respectively.

Set out below is the shareholding structure of the Company immediately before and after the completion of the placing:

	Immediately before the completion of the placing		**Immediately after the completion of the placing**	
	Number of shares	*Approximate % of issued Shares*	*Number of shares*	*Approximate % of issued Shares*
Domestic Shares	24,000,000	75.00%	24,000,000	62.50%
H Shares	8,000,000	25.00%	14,400,000	37.50%
	32,000,000	100.00%	38,400,000	100.00%

21 RETAINED EARNINGS

	Year ended 31 December	
	2018	2017
	RMB	*RMB*
At the end of last year	**19,753,251**	26,178,528
Change in accounting policy *(Note 2.2.1)*	**(2,738,074)**	–
At beginning of the year	**17,015,177**	26,178,528
Profit/(loss) for the year	**939,084**	(6,363,974)
Appropriation to statutory reserve *(Note 22)*	**(164,967)**	–
Appropriation to safety fund *(Note 22)*	**(108,963)**	(80,157)
Utilisation of safety fund *(Note 22)*	**109,621**	18,854
At the end of the year	**17,789,952**	19,753,251

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

22 OTHER RESERVES

	Share Premium *RMB* *(Note 20)*	Statutory reserve *RMB*	Safety fund *RMB*	Total *RMB*
As at 1 January 2017	30,523,447	5,873,157	176,240	36,572,844
Appropriation to safety fund *(ii)*	–	–	80,157	80,157
Utilisation of safety fund *(ii)*	–	–	(18,854)	(18,854)
As at 31 December 2017	30,523,447	5,873,157	237,543	36,634,147
As at 1 January 2018	**30,523,447**	**5,873,157**	**237,543**	**36,634,147**
Issue of new shares	**13,007,799**	**–**	**–**	**13,007,799**
Appropriation to statutory reserve	**–**	**164,967**	**–**	**164,967**
Appropriation to safety fund *(ii)*	**–**	**–**	**108,963**	**108,963**
Utilisation of safety fund *(ii)*	**–**	**–**	**(109,621)**	**(109,621)**
As at 31 December 2018	**43,531,246**	**6,038,124**	**236,885**	**49,806,255**

(i) In accordance with the relevant laws and regulations in the PRC and Articles of Association of the Company and its subsidiaries, it is required to appropriate certain percentages of the annual statutory net profits of the Company and its subsidiaries, after offsetting any prior years' losses as determined under the PRC accounting standards, to the statutory reserve before distributing any dividends. The statutory reserve can be used to offset prior years' losses, if any, and may be converted into capital.

(ii) Pursuant to certain regulations issued by the MOF and Safety Production General Bureau, the Group is required to set aside an amount to a safety fund at RMB2 per ton of raw ore mined. The fund can be used for improvements of safety at the mines, and are not available for distribution to shareholders.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

23 DEFERRED GOVERNMENT GRANTS

Government grants relating to integrated utilization project of associated mine are deferred. The Group benefits from the government grants by using the production lines which are depreciated on a straight-line basis to the grants. So the government grants are recognised in the consolidated statement of comprehensive income on a straight-line basis over the expected useful lives of the related production lines.

The analysis of deferred government grants is as follows:

	As at 31 December	
	2018	2017
	RMB	*RMB*
Deferred government grants		
– Current	**83,953**	83,953
– Non-current	**513,445**	1,597,399
	597,398	1,681,352

Movements in deferred government grants for the years ended 31 December 2018 and 2017 are as follows:

	Year ended 31 December	
	2018	2017
	RMB	*RMB*
At beginning of the year	**1,681,352**	765,305
Credited to the consolidated statement of comprehensive income *(Note 7)*	**(1,083,954)**	(83,953)
Additions *(i)*	**–**	1,000,000
At the end of the year	**597,398**	1,681,352

(i) For the year ended 31 December 2017, the Group received RMB1,000,000 from Science and Technology Department of Hebei Province (河北省科學技術廳) to support the research and development on the a new technology of organic bentonite. During this year, the results of the research was checked and accepted by the Science and Technology Department of Hebei Province.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

24 PROVISION FOR ENVIRONMENTAL REHABILITATION

	Year ended 31 December	
	2018	2017
	RMB	*RMB*
At beginning of the year	**1,142,607**	964,454
Debited to the consolidated statement of comprehensive income	**194,349**	178,153
At the end of the year	**1,336,956**	1,142,607

A provision is recognised for the present value of costs to be incurred for the restoration of the tailings dam which has been determined by management based on their past experience and best estimate of future expenditure. However, if the impact on the land and the environment from current mining activities becomes different in future periods from originally estimated, the estimate of the associated costs may be subject to revision in the future. The amounts provided in relation to close down, rehabilitation and environmental clean up costs are reviewed at least annually based upon the facts and circumstances available at the time and the provisions are remeasured accordingly.

25 TRADE AND OTHER PAYABLES

	As at 31 December	
	2018	2017
	RMB	RMB
Trade payables	**16,624,194**	15,869,462
Other payables	**9,401,764**	8,231,848
Staff salaries and welfare payables	**2,274,996**	2,691,909
Advances from customers	**–**	1,113,120
Contract liabilities	**628,570**	–
Accrued taxes other than income tax	**1,234,343**	1,207,290
	30,163,867	29,113,629

As at 31 December 2018 and 2017, all trade and other payables of the Group were non-interest bearing, and their fair value, except for the advance from customers, staff salaries and welfare payables and accrued taxes other than income tax which are not financial liabilities, approximate their carrying amounts due to their short maturities.

As at 31 December 2018 and 2017, trade and other payables were all denominated in RMB.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

25 TRADE AND OTHER PAYABLES *(Continued)*

The ageing analysis of the trade payables is as follows:

	As at 31 December	
	2018	2017
	RMB	*RMB*
Trade payables		
– Within 6 months	11,270,289	10,237,283
– Over 6 months and within 1 year	950,112	1,516,393
– Over 1 year and within 2 years	759,952	714,516
– Over 2 years and within 3 years	452,280	38,902
– Over 3 years	3,191,561	3,362,368
	16,624,194	15,869,462

26 BORROWINGS

	As at 31 December	
	2018	2017
	RMB	*RMB*
Non-current		
Bank borrowings – secured *(1)*	13,500,000	–
Other borrowings – secured *(2)*	8,366,000	–
	21,866,000	–
Current		
Bank borrowings – secured *(1)*	52,450,808	63,800,000
Other borrowings *(3)*	1,153,717	1,250,000
	53,604,525	65,050,000
Total borrowings	75,470,525	65,050,000

The weight average effective annual interest rates were as follows:

	As at 31 December	
	2018	2017
Bank borrowings	7.89%	7.86%
Other borrowings – secured *(2)*	10.00%	10.00%
Other borrowings *(3)*	4.19%	4.56%

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

26 BORROWINGS *(Continued)*

At 31 December 2018, the Group's borrowings were repayable as follows:

	As at 31 December	
	2018	2017
	RMB	*RMB*
Within 1 year	**53,604,525**	65,050,000
Between 1 and 2 years	**13,500,000**	–
Between 2 and 5 years	**8,366,000**	–
	75,470,525	65,050,000

The fair values of borrowings approximate their carrying amounts as the discounting impact is not significant.

The borrowings are all denominated in RMB.

(1) Bank borrowings – secured

Bank borrowings were secured as follows:

	As at 31 December	
	2018	2017
Secured by property, plant and equipment and land use rights, and guaranteed by a third party	**41,000,000**	41,000,000
Guaranteed by third parties	**3,000,000**	5,000,000
Secured by property, plant and equipment	**8,000,000**	17,800,000
Secured by property, plant and equipment and land use rights	**13,700,000**	–
Secured by guaranteed deposits	**250,808**	–
	65,950,808	63,800,000

As at 31 December 2018 and 2017, the total secured bank borrowings are pledged by certain assets and their carrying values are shown as below:

	As at 31 December	
	2018	2017
Property, plant and equipment	**21,754,373**	21,562,279
Land use rights	**5,783,383**	3,602,500
Guaranteed deposits	**389,618**	–
	27,927,374	25,164,779

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

26 BORROWINGS *(Continued)*

(2) Other borrowings of RMB 8,366,000 were obtained from a third party at Yangyuan, secured by certain buildings, fixtures and facilities (Note 13) with carrying value of RMB 12,549,000 as at 31 December 2018. The due date of the borrowings is September 2021.

(3) Other borrowings of RMB1,153,717 and RMB1,250,000 were obtained from financial institutions by discounting bank acceptance notes with aggregate carrying amounts of RMB1,153,717 and RMB1,250,000 as at 31 December 2018 and 2017, respectively (Note 17 (2)).

27 DEFERRED INCOME TAX

The analysis of deferred tax assets is as follows:

	As at 31 December	
	2018	2017
	RMB	*RMB*
Deferred income tax assets:		
– To be recovered within 12 months	**445,900**	638,164
– To be recovered after more than 12 months	**2,899,883**	1,976,398
	3,345,783	2,614,562

Movements in deferred income tax assets for the years ended 31 December 2018 and 2017 are as follows:

Deferred income tax assets	Provision for impairment	Unrealised profits on intra-group transactions	Accrued expenses	Employee benefit expenses	Provision for rehabilitation	Unrealised financial charges	Deductible tax losses	Total
	RMB	*RMB*	*RMB*	*RMB*	*RMB*	*RMB*	*RMB*	*RMB*
At 1 January 2017	743,710	69,127	150,000	321,101	241,113	43,034	–	1,568,085
(Debited)/credited to the consolidated statement of comprehensive income *(Note 11)*	570,610	(81,514)	15,000	7,558	44,539	(8,927)	499,211	1,046,477
At 31 December 2017	1,314,320	(12,387)	165,000	328,659	285,652	34,107	499,211	2,614,562
At 31 December 2017	1,314,320	(12,387)	165,000	328,659	285,652	34,107	499,211	2,614,562
Change in accounting policy	563,253	–	–	–	–	–	–	563,253
At 1 January 2018	1,877,573	(12,387)	165,000	328,659	285,652	34,107	499,211	3,177,815
Credited/(debited) to the consolidated statement of comprehensive income *(Note 11)*	456,197	27,497	(165,000)	(48,480)	48,587	(7,315)	(143,518)	167,968
At 31 December 2018	2,333,770	15,110	–	280,179	334,239	26,792	355,693	3,345,783

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

28 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENTS

(a) Reconciliation of (loss)/profit before income tax to net cash generated from operations

	Year ended 31 December	
	2018 *RMB*	2017 *RMB*
Profit/(loss) for the year before income tax	**1,080,704**	(7,296,524)
Adjustments for:		
– Depreciation of property, plant and equipment *(Note 13)*	**6,642,986**	7,462,951
– Amortisation of prepaid leasing expenses *(Note 14)*	**175,517**	180,989
– Amortisation of mining rights *(Note 15)*	**31,518**	31,522
– Amortisation of leasehold improvements *(Note 16)*	**1,610,511**	624,854
– Provision for impairment of receivables *(Note 17)*	**2,419,067**	2,480,255
– Provision for impairment of inventories *(Note 18)*	**(25,119)**	627,569
– Losses/(gains) on disposal of property, plant and equipment- net *(Note 7)*	**–**	3,963
– Finance expenses *(Note 10)*	**5,876,569**	5,086,880
	17,811,753	9,202,459
Changes in working capital:		
– Changes of restricted cash	**(389,618)**	–
– (Increase)/decrease in trade and other receivables	**(2,008,899)**	13,787,249
– (Increase)/decrease in inventories	**260,329**	(7,965,976)
– Increase/(decrease) in trade and other payables	**2,058,609**	(2,324,829)
Cash generated from operations	**17,732,174**	12,698,903

(b) Proceeds from disposal of property, plant and equipment

In the consolidated cash flow statement, proceeds from disposal of property, plant and equipment comprise:

	Year ended 31 December	
	2018 *RMB*	2017 *RMB*
Net book amount *(Note 13)*	**–**	4,263
Profit on disposal of property, plant and equipment-net *(Note 7)*	**–**	(3,963)
Proceeds from disposal of property, plant and equipment	**–**	300

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

28 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENTS *(Continued)*

(c) Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

	Cash and cash equivalents *RMB*	Borrowings due within one year *RMB*	Borrowings due after one year *RMB*	Total *RMB*
Net debt as at 31 December 2017	1,845,424	(65,050,000)	–	(63,204,576)
Cash flows	20,372,738	11,645,475	(22,066,000)	9,952,213
Reclassification	–	(200,000)	200,000	–
Exchange difference	54,111	–	–	54,111
Net debt as at 31 December 2018	22,272,273	(53,604,525)	(21,866,000)	(53,198,252)

29 CONTINGENCIES

The Group had no material contingent liabilities as at 31 December 2018.

30 COMMITMENTS

Capital commitments

Capital expenditure contracted for at each balance sheet date, but not yet incurred is as follows:

	As at 31 December	
	2018 *RMB*	2017 *RMB*
Property, plant and equipment	**988,888**	5,864,878

31 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operation decisions. Parties are also considered to be related if they are subject to common control.

The following is a summary of the significant transactions carried out between the Group, the Company and its related parties during the years ended 31 December 2017 and 2016, and balances arising from related party transactions as at 31 December 2017 and 2016.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

31 RELATED PARTY TRANSACTIONS *(Continued)*

(a) Name and relationship with related parties

Name of related party	Relationship
Zhang Youlian (張有連)	Controlling shareholder, chairman and chief executive officer of the Company
Yangyuan Huanyou Agricultural Technology Co., Ltd.	Controlled by key management of the Company

(b) Transactions with related parties

As at 31 December 2018, the bank borrowings of RMB44,000,000 (31 December 2017: nil) were guaranteed by Zhang Youlian.

As at 31 December 2018, the other receivables of RMB278,900 (31 December 2017: nil) were lended to Yangyuan Huanyou Agricultural Technology Co., Ltd. (Note 17(3)).

(c) Key management compensation (Note 34)

	Year ended 31 December	
	2018	2017
	RMB	*RMB*
Salaries, wages and bonuses	**2,210,800**	2,207,200
Contributions to pension plans	**39,128**	36,320
Housing fund, welfare, medical and other benefits	**46,632**	45,112
	2,296,560	2,288,632

Key management including executive directors, non-executive directors, independent non-executive directors, supervisors and senior management.

(d) Balance with related party

Due from related party

	As at 31 December	
	2018	2017
	RMB	*RMB*
Other receivables	**278,900**	–

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

32 SUBSIDIARIES

The following is a list of all the subsidiaries at 31 December 2018:

Name	Place and date of establishment	Principal activities and place of operation	Registered and fully paid capital	Proportion of intend directly held by parent (%)
陽原縣仁恒精細粘土有限責任公司 ("Renheng Refined Clay")	Yangyuan, Hebei 25 March 2004	Clay mining and processing	24,335,000	100%
浙江長安仁恒化工有限公司 ("Renheng Chemicals")	Changxing, Zhejiang 21 November 2002	Wholesaling and retailing chemicals and equipment	5,000,000	100%

33 BALANCE SHEET AND RESERVES MOVEMENTS OF THE COMPANY

		As at 31 December	
	Note	2018 RMB	2017 RMB
ASSETS			
Non-current assets			
Property, plant and equipment		**30,080,494**	35,675,355
Prepaid leasing expenses		**3,832,063**	3,951,674
Investments in subsidiaries	32	**26,520,736**	26,520,736
Deferred income tax assets		**1,926,219**	1,538,293
		62,359,512	67,686,058
Current assets			
Inventories		**6,821,126**	11,833,293
Trade and other receivables		**39,675,891**	41,604,186
Trade and other receivables due from subsidiaries		**40,893,808**	28,347,946
Prepaid income tax		**1,015,528**	1,372,548
Restricted cash		**389,618**	–
Cash and cash equivalents		**21,780,522**	1,326,557
		110,576,493	84,484,530
Total assets		**172,936,005**	152,170,588

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

33 BALANCE SHEET AND RESERVES MOVEMENTS OF THE COMPANY *(Continued)*

		As at 31 December	
		2018	2017
	Note	*RMB*	*RMB*
EQUITY			
Capital and reserve attributable to equity holders of the Company			
Share capital		38,400,000	32,000,000
Other reserves	*(a)*	49,728,843	36,556,077
Retained earnings	*(a)*	17,579,800	18,322,760
Total equity		105,708,643	86,878,837
LIABILITIES			
Non-current liabilities			
Deferred government grants		513,445	597,399
Current liabilities			
Deferred government grants		83,953	83,953
Trade and other payables		16,225,439	17,360,399
Borrowings		50,404,525	47,250,000
		66,713,917	64,694,352
Total liabilities		67,227,362	65,291,751
Total equity and liabilities		172,936,005	152,170,588

The balance sheet of the Company was approved by the Board of Directors on 23 March 2019 and was signed on its behalf.

Zhang Youlian
Director

Fan Fang
Director

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

33 BALANCE SHEET AND RESERVES MOVEMENTS OF THE COMPANY *(Continued)*

Note (a) Reserves movements of the Company

	Retained earnings	Other reserves
	RMB	*RMB*
At 1 January 2017	23,659,935	36,556,077
Loss for the year	(5,337,175)	–
At 31 December 2017	18,322,760	36,556,077
At 31 December 2017	18,322,760	36,556,077
Change in accounting policy	**(2,227,662)**	**–**
At 1 January 2018	**16,095,098**	**36,556,077**
Proceeds from placing shares issued	**–**	**13,007,799**
Profit for the year	**1,649,669**	**–**
Appropriation to statutory reserve	**(164,967)**	**164,967**
At 31 December 2018	**17,579,800**	**49,728,843**

34 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES)

Directors', supervisors' and senior management's emoluments for the years ended 31 December 2018 and 2017, respectively, are set out as follows:

	Year ended 31 December	
	2018	2017
	RMB	*RMB*
Directors' fees	**316,000**	316,000
Salaries, wages and bonuses	**1,894,800**	1,891,200
Contributions to pension plans	**39,128**	36,320
Housing fund, welfare, medical and other benefits	**46,632**	45,112
	2,296,560	2,288,632

No director, supervisor or senior management has waived or agreed to waive any emoluments for the years ended 31 December 2018 and 2017.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

34 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) *(Continued)*

Directors', supervisors' and senior management's emoluments are set out below:

	Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking:				Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the company or its subsidiary undertaking	
	Directors' fees	Salaries, wages and bonuses	Contributions to pension plans	Housing fund, welfare, medical and other benefits		Total
	RMB	*RMB*	*RMB*	*RMB*	*RMB*	*RMB*
For the year ended 31 December 2018:						
Executive Directors						
Zhang Youlian (張有連) *(i)*	–	111,000	4,891	5,829	147,000	268,720
Sun Wensheng (孫文勝) *(ii)*	–	60,000	4,891	5,829	240,000	310,720
Fan Fang (范芳)	–	49,707	4,891	5,829	94,293	154,720
Non-executive Directors						
Zhang Jinhua (張金花) *(vi)*	–	43,200	4,891	5,829	–	53,920
Independent Non-executive Directors						
Shao Chen (邵晨) *(v)*	80,000	–	–	–	–	80,000
Huang Zemin (黃澤民) *(v)*	80,000	–	–	–	–	80,000
Chau Kam Wing, Donald (周錦榮) *(vii)*	156,000	–	–	–	–	156,000
Supervisors						
Xu Qinsi (徐勤思) *(iii)*	–	144,000	4,891	5,829	–	154,720
Zhang Donglian (張冬連)	–	132,000	4,891	5,829	–	142,720
Liang Guoping (梁國平) *(iv)*	–	57,600	4,891	5,829	–	68,320
Senior Management						
Xu Qinwei (徐勤偉)	–	258,000	–	–	–	258,000
Su Pin (蘇品)	–	216,000	4,891	5,829	–	226,720
Chan Hon Wan (陳漢雲) *(viii)*	–	342,000	–	–	–	342,000
	316,000	1,413,507	39,128	46,632	481,293	2,296,560

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

34 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) *(Continued)*

	Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking:				Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the company or its subsidiary undertaking	
	Directors' fees	Salaries, wages and bonuses	Contributions to pension plans	Housing fund, welfare, medical and other benefits		Total
	RMB	*RMB*	*RMB*	*RMB*	*RMB*	*RMB*
For the year ended 31 December 2017						
Executive Directors						
Zhang Youlian (張有連) *(i)*	–	111,000	4,540	5,639	147,000	268,179
Sun Wensheng (孫文勝) *(ii)*	–	60,000	4,540	5,639	240,000	310,179
Fan Fang (范芳)	–	49,707	4,540	5,639	94,293	154,179
Non-executive Directors						
Zhang Jinqin (張金花) *(vi)*	–	43,200	4,540	5,639	–	53,379
Independent Non-executive Directors						
Shao Chen (邵晨) *(v)*	80,000	–	–	–	–	80,000
Huang Zemin (黃澤民) *(v)*	80,000	–	–	–	–	80,000
Chau Kam Wing, Donald (周錦榮) *(vii)*	156,000	–	–	–	–	156,000
Supervisors						
Xu Qinsi (徐勤思) *(iii)*	–	144,000	4,540	5,639	–	154,179
Zhang Donglian (張冬連)	–	132,000	4,540	5,639	–	142,179
Liang Guoping (梁國平) *(iv)*	–	54,000	4,540	5,639	–	64,179
Senior Management						
Xu Qinwei (徐勤偉)	–	258,000	–	–	–	258,000
Su Pin (蘇品)	–	216,000	4,540	5,639	–	226,179
Chan Hon Wan (陳漢雲) *(viii)*	–	342,000	–	–	–	342,000
	316,000	1,409,907	36,320	45,112	481,293	2,288,632

Notes to the Consolidated Financial Statements

for the year ended 31 December 2018

34 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) *(Continued)*

(i) Mr. Zhang Youlian was also the chief executive and chairman for the year ended 31 December 2018 and 2017.

(ii) Mr. Sun Wensheng was appointed as an executive director since September 2012.

(iii) Mr. Xu Qinsi was appointed as a supervisor since September 2012.

(iv) Mr. Liang Guoping was appointed as a supervisor from August 2012 to August 2018.

(v) Mr. Shao Chen, Mr. Huang Zemin and Mr. Wang Xiangyao were appointed as independent non-executive directors since February 2013. Mr. Wang retired as an independent non-executive director on 14 May 2016.

(vi) Ms. Yu Hua was appointed as a non-executive director of the Company from December 2008 to April 2014 with no emolument. Ms. Zhang Jinqin was appointed as an non-executive director to replace Ms. Yu Hua's position from May 2014 to May 2016. Ms. Zhang Jinhua was appointed as a non-executive director to replace Ms. Zhang Jinqin since 14 May 2016.

(vii) Mr. Chau Kam Wing, Donald was appointed as an independent non-executive director since May 2014.

(viii) Mr. Chan Hon Wan was appointed as a financial controller and Company secretary since April 2014.

(ix) Mr. Chan Weidong resigned as an executive director on 14 May 2016.

Financial Summary

The following table sets out the financial summary of our Group for the five years ended 31 December:

	Year ended 31 December				
	2018	2017	2016	2015	2014
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Results					
Revenue	**89,231**	80,583	75,260	77,444	92,029
Profit/(loss) before taxation	**1,081**	(7,297)	2,059	2,539	14,455
Income tax	**(142)**	933	(223)	(576)	(2,312)
Profit/(loss) for the year	**939**	(6,364)	1,836	1,963	12,143
Attributable to					
Owners of the Company	**939**	(6,364)	1,836	1,963	12,143
Assets and liabilities					
Total assets	**213,565**	185,375	199,193	186,718	176,657
Total liabilities	**(107,569)**	(96,988)	(104,442)	(93,802)	(115,812)
Equity attributable to owners of the Company	**105,996**	88,387	94,751	92,916	60,845
Liquidity and Asset-liability Ratio					
Current ratio (1)	**1.27**	0.93	1.27	1.25	1.10
Quick ratio (2)	**0.86**	0.58	0.98	1.01	0.95
Asset-liability ratio (3)	**35.3%**	35.1%	37.5%	36.6%	51.3%

Note:

(1) Current ratio is calculated as current assets divided by current liability.

(2) Quick ratio is calculated as current assets less inventories divided by current liability.

(3) Asset-liability ratio is calculated as total borrowing divided by total assets and multiplied by 100%.